

A LA COMISIÓN NACIONAL DEL MERCADO DE VALORES

D. Luis Alfonso López de Herrera-Oria, con D.N.I. número 02503949P, en vigor, en nombre y representación de Axiare Patrimonio SOCIMI, S.A. (anteriormente Axia Real Estate SOCIMI, S.A. y en adelante, la “**Sociedad**”), sociedad de nacionalidad española, con N.I.F. A86971249, debidamente apoderado a tal efecto, a los efectos del procedimiento de aprobación y registro por la Comisión Nacional del Mercado de Valores del folleto informativo correspondiente al aumento de capital con derecho de suscripción preferente de la Sociedad (el “**Folleto Informativo**”),

CERTIFICA

Que la versión en soporte informático del Folleto Informativo que se adjunta a la presente coincide con el Folleto Informativo registrado y autorizado por la Comisión Nacional del Mercado de Valores con fecha 14 de mayo de 2015.

Asimismo, se autoriza a la Comisión Nacional del Mercado de Valores para que haga público el mencionado Folleto Informativo en soporte informático en su página web.

Para que así conste, expido la presente certificación en Madrid, a 14 de mayo de 2015.

Axiare Patrimonio SOCIMI, S.A.
(anteriormente denominada Axia Real Estate SOCIMI, S.A.)

P.p.

Luis Alfonso López de Herrera-Oria

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This Document has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of Axiare Patrimonio SOCIMI, S.A. (formerly, Axia Real Estate SOCIMI, S.A., new name pending registration) (the “**Company**”), or JB Capital Markets, Sociedad de Valores, S.A.U. and Deutsche Bank AG, London Branch (collectively, the “**Joint Global Coordinators and Joint Bookrunners**”), any person who controls any of them or any director, officer, employee, agent, affiliate or advisor of any such person accepts any liability or responsibility whatsoever in respect of any difference between the prospectus distributed to you in electronic format and the hard copy version available to you on request from the Joint Global Coordinators and Joint Bookrunners.

THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Prospectus, or as to what action you should take, you should immediately consult an appropriately authorized professional advisor.

This document constitutes a prospectus for the purposes of Article 3 of the European Parliament and Council Directive 2003/71/EC of 4 November 2003 relating to the Company (the “**Prospectus Directive**”) (the “**Prospectus**”), its implementing measures in Spain and the Commission Regulation (EC) No. 809/2004, as amended. The Prospectus has been approved by the *Comisión Nacional del Mercado de Valores* (“**CNMV**”), as competent authority under the Prospectus Directive and its implementing measures in Spain, on 14 May 2015. Such approval relates to the offering of up to 35,868,988 new Ordinary Shares (as defined below) (the “**New Shares**”) of Axiare Patrimonio SOCIMI, S.A. (formerly, Axia Real Estate SOCIMI, S.A.; new name pending registration) (the “**Company**”) to be issued pursuant to the capital increase with subscription rights approved by the Company’s Shareholders’ Meeting on 7 May 2015 and the Board on 13 May 2015 for a nominal amount of €358,689,880 and a total subscription amount of €394,558,868 with the possibility of incomplete subscription (the “**Capital Increase**”) and the admission to trading on the Spanish Stock Exchanges (as defined below) of the New Shares.

You should read this Prospectus in its entirety and in particular the risk factors set out in the section of this Prospectus headed “*Risk Factors*”.

The Company and Mr. Luis Alfonso López de Herrera-Oria in his condition as CEO of the Company accept responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Company and Mr. Luis Alfonso López de Herrera-Oria in his condition as CEO of the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect the import of such information.



Axiare Patrimonio SOCIMI, S.A.

(new name pending registration)

(formerly, Axia Real Estate SOCIMI, S.A.)

(Incorporated and registered in Spain under the Spanish Companies Act)

Offering for up to 35,868,988 New Shares at a price of €11 per New Share to raise gross proceeds of up to €394,558,868 pursuant to a capital increase with rights offering

Joint Global Coordinators and Joint Bookrunners

JB Capital Markets

Deutsche Bank

Holders (the “**Shareholders**”) of the Company’s ordinary shares (the “**Ordinary Shares**”) as of 23:59 hours (Madrid time) on the date of publication of the Capital Increase in the Spanish Commercial Registry Official Gazette (*Boletín Oficial del Registro Mercantil* or “**BORME**”), which is expected to be on 19 May 2015 (the “**Record Date**”), or purchasers of existing Ordinary Shares as of that date (all of them, jointly, the “**Eligible Shareholders**”) will be granted one transferable subscription right (each, a “**Subscription Right**”) for each existing Ordinary Share (each, an “**Existing Share**”), held by such Eligible Shareholder on the Record Date. One Subscription Right is required for its holder to subscribe for each New Share at the subscription price of €11 per New Share (the “**Subscription Price**”).

The pre-emptive subscription period will commence on the day following the publication of the Capital Increase in the BORME and will last up to and including the 15th day thereafter. During the pre-emptive subscription period, holders of Subscription Rights (as defined herein) will be able to sell all or part of their Subscription Rights if they decide not to subscribe, or to subscribe in part, for New Shares, subject to any applicable restrictions on transfer described in this Prospectus, while other investors apart from the Eligible Shareholders may acquire Subscription Rights in the market in the required proportion and subscribe for the corresponding New Shares.

A holder of Subscription Rights that exercises all of his or her Subscription Rights may also subscribe during the additional shares allocation period at the Subscription Price for additional New Shares that have not been subscribed for pursuant to the exercise of Subscription Rights during the pre-emptive subscription period. The Company will accept subscription for whole New Shares only.

Any Subscription Rights unexercised at the end of the pre-emptive subscription period will expire without any payment to the holders of these unexercised Subscription Rights. Holders of Subscription Rights should carefully consider whether or not to exercise or sell their Subscription Rights before they expire. Subscription Rights may only be exercised through authorized participants (the “**Iberclear participants**”) in the Spanish Clearing System (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.*) (“**Iberclear**”), in whose book-entry registry such Subscription Rights are registered and the Subscription Price (as defined herein) for New Shares shall be paid in euros.

In the event that, after expiration of the Subscription Rights, there are New Shares that have not been subscribed for, either through the exercise of Subscription Rights or through subscription requests for additional New Shares by holders of Subscription Rights who exercised all of their Subscription Rights, the Company may allocate such unsubscribed New Shares during a discretionary shares allocation period at the Subscription Price to Qualified Investors who request to subscribe for such New Shares.

The Company’s Ordinary Shares are listed on the Madrid, Barcelona, Bilbao, and Valencia stock exchanges (the “**Spanish Stock Exchanges**”) and are quoted on the Automated Quotation System of the Spanish Stock Exchanges (*Sistema de Interconexión Bursátil Español* or *Mercado Continuo*) (the “**AQS**”) under the symbol “AXIA”. Subscription Rights are expected to be listed on the Spanish Stock Exchanges and traded on the AQS during the period from 9:00 hours (Madrid time) on 20 May 2015 to 17:30 hours (Madrid time) on 3 June 2015. The Company will apply for admission to listing of the newly-issued New Shares on the Spanish Stock Exchanges and quotation on the AQS. On 13 May 2015, the last reported sale price of the Ordinary Shares was €11.975 per Ordinary Share.

Assuming the New Shares are fully subscribed, they will represent approximately 50% of the Company’s issued and paid-up share capital following the Offering.

Neither the Subscription Rights nor the New Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or the securities laws of any state or other jurisdiction of the United States or any other jurisdiction outside Spain, and the securities may not be offered or sold directly or indirectly in, into or within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. See “Important Notice” and the related transfer restrictions described in this Prospectus.

The New Shares are expected to be delivered through the book-entry facilities of Iberclear on or about 10 June 2015 for New Shares subscribed during the pre-emptive subscription period and the additional shares allocation period and on or about 15 June for New Shares, if any, allocated during the discretionary shares allocation period.

Investing in the Subscription Rights or the New Shares involves risks. See “Risk Factors” beginning on page 20 of this Prospectus.

14 May 2015

IMPORTANT NOTICE

IMPORTANT: You must read the following before continuing. You are advised to read this important notice carefully before reading, accessing or making any other use of the information in this Prospectus. You agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from the Company, JB Capital Markets, Sociedad de Valores, S.A.U. (“**JB Capital Markets**”) or Deutsche Bank AG, London Branch (“**Deutsche Bank**” and together with JB Capital Markets, the “**Joint Global Coordinators and Joint Bookrunners**”).

This Prospectus does not constitute, and may not be used in connection with, an offer or solicitation in any jurisdiction where offers or solicitations are not permitted by law. Except in the case of Spain, no action has been or will be taken in any jurisdiction by the Company or the Joint Global Coordinators and Joint Bookrunners that would, or is intended to, permit a public offering of the Subscription Rights and the New Shares, or possession or distribution of a prospectus (in preliminary, proof or final form) or any other offering or publicity material relating to the securities, in any country or jurisdiction where action for that purpose is required. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Joint Global Coordinators and Joint Bookrunners or any of their affiliates is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Joint Global Coordinators and Joint Bookrunners or such affiliate on behalf of the Company in such jurisdiction. In any other jurisdiction, the Joint Global Coordinators and Joint Bookrunners will act through a registered broker-dealer in accordance with applicable law.

Neither the Subscription Rights nor the New Shares have been, or will be, registered under the U.S. Securities Act or under the securities laws of any state or other jurisdiction in the United States. The Subscription Rights and the New Shares may be offered, sold or otherwise transferred only in the following circumstances: (i) within the United States to qualified institutional buyers (“**QIBs**”) as defined in Rule 144A under the U.S. Securities Act (“**Rule 144A**”), in the case of the Subscription Rights, in reliance on Section 4(a)(2) under the U.S. Securities Act and, in the case of the New Shares, in reliance on Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, or (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

Prospective investors are hereby notified that the sellers of New Shares may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A.

In addition to the foregoing restrictions under the U.S. Securities Act, the Subscription Rights and the New Shares are being offered and sold under circumstances that will not require the Company to register under the U.S. Investment Company Act of 1940, as amended (the “**U.S. Investment Company Act**”). The Company has not been, and will not be, registered under the U.S. Investment Company Act and prospective investors will not be entitled to the benefits of that act. In addition, prospective investors will be required to represent that they are not using assets of retirement plans or pension plans subject to title I of the U.S. Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”) or section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”) to invest in the New Shares, and should note that the Company expects that it will be classified as a passive foreign investment company for U.S. federal income tax purposes.

Any person in the United States wishing to exercise Subscription Rights to subscribe for New Shares must execute and deliver an investor letter (in the form set forth in Appendix A of this Prospectus) to the Company and to the Joint Global Coordinators and Joint Bookrunners to confirm it satisfies the foregoing and certain related requirements. Purchasers of New Shares in the international private placement, if any, during the Discretionary Shares Allocation Period in the United States will not be required to provide an investor letter.

NONE OF THE U.S. SECURITIES AND EXCHANGE COMMISSION, ANY OTHER U.S. FEDERAL OR STATE SECURITIES COMMISSION OR ANY U.S. REGULATORY AUTHORITY HAS APPROVED OR DISAPPROVED OF THE SUBSCRIPTION RIGHTS OR THE NEW SHARES OFFERED BY THIS PROSPECTUS NOR HAVE SUCH AUTHORITIES REVIEWED OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

If located in the United Kingdom, you must be persons (i) who have professional experience in matters relating to investments and who fall within the definition of “Investment Professionals” in Article 19(5) of the

Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the “**Order**”) or who fall within Article 49 of the Order, (ii) “qualified investors” as defined in section 86 of the Financial Services and Markets Act 2000, as amended, and (iii) persons to whom it may otherwise be lawfully communicated (together all such persons being referred to as “**relevant persons**”). If located in any member state (“**Relevant Member State**”) of the European Economic Area (other than Spain or the United Kingdom), you must be a “qualified investor” within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC, as amended (including amendments by Directive 2010/73/EU to the extent implemented in the Relevant Member State)) and persons to whom this Prospectus may otherwise be lawfully communicated in accordance with applicable law.

The Subscription Rights and the New Shares are subject to selling and transfer restrictions in certain other jurisdictions. Prospective purchasers should read the restrictions described in Section 18 of Part XIV (*The Offering*). Each purchaser or acquirer of the Subscription Rights and the New Shares will be deemed to have made the relevant representations described therein and in Part XIV (*The Offering*).

The Subscription Rights and the New Shares have not been and will not be registered under the applicable securities laws of Australia, Canada, Japan or Switzerland. Accordingly, subject to certain exceptions, the Subscription Rights and the New Shares may not be offered, sold or otherwise transferred in Australia, Canada, Japan or Switzerland or to, or for the account or benefit of, any resident of Australia, Canada, Japan or Switzerland.

NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, 1955, AS AMENDED (“RSA”), WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

Exclusion of responsibility of the Joint Global Coordinators and Joint Bookrunners. Other Important Notices

The Joint Global Coordinators and Joint Bookrunners are acting exclusively for the Company and no one else in connection with the Offering (as defined herein) and neither will be responsible to anyone other than the Company for providing any advice in relation to the Offering. Apart from the responsibilities and liabilities, if any, which may be imposed by the CNMV or other relevant authorities, neither of the Joint Global Coordinators and Joint Bookrunners, or any person affiliated with it, accept any responsibility whatsoever and makes no representation or warranty, express or implied, in respect of the contents of this Prospectus including but not limited to its accuracy or completeness or for any other statement made or purported to be made by any of it, or on behalf of it, in connection with the Company and nothing in this Prospectus is or shall be relied upon as a promise or representation in this respect, whether as to the past or future. In addition, the Joint Global Coordinators and Joint Bookrunners do not accept responsibility for, or authorize the contents of, this Prospectus or its issue. The Joint Global Coordinators and Joint Bookrunners accordingly disclaim all and any liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have to any person in respect of this Prospectus.

No person has been authorized to give any information or make any representations other than those contained in this Prospectus and, if given or made, such information or representations must not be relied upon as having been authorized by the Company. Neither the publication of this Prospectus nor any subscription or sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Prospectus or that the information in this Prospectus is correct as at any

time subsequent to its date. The contents of this Prospectus should not be construed as legal, financial or tax advice. Each prospective investor should consult his, her or its own legal, financial or tax advisor for advice.

Certain terms used in this Prospectus, including certain technical and other items, are explained or defined in Part XIX (*Glossary of Technical Terms*) or Part XVIII (*Definitions*), as the case may be.

Available Information

The Company is currently neither subject to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the “**U.S. Exchange Act**”), nor exempt from reporting pursuant to Rule 12g3-2(b) under the U.S. Exchange Act. For as long as this remains the case, the Company will furnish, upon written request, to any shareholder, any owner of any beneficial interest in any of its shares or any prospective purchaser designated by such a shareholder or such an owner, the information required to be delivered pursuant to Rule 144A(d)(4) under the U.S. Securities Act, if at the time of such request any of the Subscription Rights or New Shares are “restricted securities” within the meaning of Rule 144A(a)(3) under the U.S. Securities Act.

For selling and transfer restrictions please refer to Section 20 of Part XIV (*The Offering*).

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PART I: SUMMARY

Summaries are made up of disclosure requirements known as ‘Elements’. These elements are numbered in Sections A—E (A.1—E.7).

This summary contains all the Elements required to be included in a summary for this type of security and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of security and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary and it is shown as ‘not applicable’. Capitalized terms used in this Summary shall have the meaning given to them in the “*Definitions*” section of the Prospectus.

Section A—Introduction and warnings

- A.1** Introduction: **THIS SUMMARY SHOULD BE READ AS AN INTRODUCTION TO THIS PROSPECTUS. ANY DECISION TO INVEST IN THE NEW SHARES OR THE SUBSCRIPTION RIGHTS SHOULD BE BASED ON CONSIDERATION OF THE PROSPECTUS AS A WHOLE BY THE INVESTOR, INCLUDING IN PARTICULAR THE RISK FACTORS.**

Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states of the European Union, have to bear the costs of translating this Prospectus before the legal proceedings are initiated.

Under Spanish law, civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.

- A.2** Subsequent resale of securities or final placement of securities through financial intermediaries: Not applicable. The Company is not engaging any financial intermediaries for any resale of securities or final placement of securities requiring a prospectus after publication of this document.

Section B—Issuer

- B.1** Legal and commercial name: The legal name of the issuer is Axiare Patrimonio SOCIMI, S.A. (formerly, Axia Real Estate SOCIMI, S.A.; new name pending registration). The commercial name of the issuer is “Axiare Patrimonio”.

- B.2** Domicile and legal form: The Company is incorporated as a public limited company (a *sociedad anónima* or S.A.) in Spain under the Spanish Companies Act. It has its registered office at José Ortega y Gasset 29, 5th floor, 28006 Madrid. The Company is incorporated for an unlimited term.

Regulatory Status of the Company

The Company elected to become a Listed Corporation for Investment in the Real Estate Market (*Sociedad Anónima Cotizada de Inversión en el Mercado Inmobiliario*) (“**SOCIMI**”) and notified the Spanish tax authorities of such election by means of the required filing. Such election will remain applicable until the Company waives its applicability or it does not meet the SOCIMI Regime requirements.

An entity eligible for the SOCIMI Regime may apply for the special tax regime even if, when the election is made, such entity does not meet all the eligibility requirements, *provided that* it meets them within two years (as from the date the corresponding election is filed with the Spanish tax authorities). In addition, such entity will have a one-year grace period to cure any non-compliance with certain of the SOCIMI Regime requirements.

- B.3** Key factors relating to the The Company is a public limited company (a *sociedad anónima* or S.A.) under the Spanish Companies Act, incorporated on 19 March 2014. Shortly after its incorporation, the

nature of the issuer's current operations and its principal activities:

Company elected to become a Spanish SOCIMI and notified the Spanish tax authorities of such election by means of the required filing.

The Company's principal activity is to acquire, own and operate commercial real estate properties (primarily offices and logistics and, to a lesser extent, other property classes such as retail) in Spain, primarily in Madrid and Barcelona, and major logistic centers, for improvement, rental activities and active property management.

Business Strategy

The Company's Business Strategy is to own, operate and rent its existing Portfolio (as defined below), through active property management and expand it through the acquisition and operation of undermanaged high quality commercial real estate properties in Spain. For such purposes, the Company expects to acquire commercial properties with the aim of creating value through active property management and maximizing operating efficiency and profitability at the property level in order to capture their cash flow and value.

The Company considers the potential for value enhancement that may be realized following the improved management of the property through, amongst other things, repositioning or re-leasing strategies, or as result of investments in refurbishing, reconfiguring or renovating the property. The Company, through the Management Team, undertakes value creation property management activities, such as improving the quality of currently held properties through conservation and modernization, improving the energy efficiency of currently held properties or renegotiating or surrendering leases. This value creation business strategy on which the Company is focused substantially differs from (i) opportunistic strategies, which are, generally, exposed to a high degree of risk and leveraged rate of return, as they typically involve a significant amount of redevelopment and investments in distressed markets; and (ii) core and core plus strategies followed by large institutional investors, which typically entail investments in properties fully operational and/or fully let, with stable tenants, that generally involve little capital expenditure after purchase, and therefore, less active management than value creation investments.

Property Portfolio

As of 31 March 2015, the Company owned a portfolio of 19 commercial real estate properties (the "**Portfolio**"). The Company's properties fit into three general categories: offices, logistics and other (including retail properties and a hotel) and are located in Spain, (Madrid, Barcelona, Tarragona, Seville and Guadalajara).

The acquisition of one of the properties included in the Portfolio (the Hotel Rafael) was completed in April 2015. Information on this property has also been included in this Summary as part of the Portfolio as of 31 March 2015 on the basis that it was acquired by virtue of a sale and purchase agreement entered into on 20 February 2015, subject only to certain conditions precedent which were satisfied on 22 April 2015. The acquisition price for the Hotel Rafael was registered in the Interim Financial Statements as of 31 March 2015 under the line item "Trade and other receivables". The Hotel Rafael has also been considered as part of the Portfolio for purposes of the market value of the investment properties as of 31 March 2015 as determined by CBRE and for purposes of the reconciliation between Spanish GAAP and IFRS-EU.

The Company's properties comprising the Portfolio have an aggregate gross acquisition price (including transaction costs and expenses) of €477.4 million and an aggregate net acquisition price (excluding transaction costs and expenses) of €465.8 million. CBRE Valuation Advisory, S.A. ("**CBRE**") has valued the Portfolio as of 31 March 2015 for an aggregate market value of €507.9 million (the "**Valuation Report**" which is appended as Appendix I hereto).

As of 31 March 2015, the distribution of the Portfolio's gross asset value ("**GAV**"), based on the Valuation Report was 67.9% in offices, 21.3% in logistics and 10.8% in other commercial real estate categories, and the Company derived 54.4% of its gross rental income from offices, 31.0% from logistics and 14.6% from other commercial real estate categories.

The three main tenants, Alcampo, Sellbytel Group, S.A. and Werkhaus S.L., S.C.S. represented 10.10%, 8.80% and 6.70%, respectively, of the total annualized rent as of 31 March 2015.

Prospective acquisitions

As of the date of this Prospectus, the Company has made a deposit for an amount of €250 thousand for the acquisition of a property for a total acquisition price of €5 million. This

acquisition is subject to the fulfilment of certain conditions.

As of the date of this Prospectus, the Company has also submitted two binding offers that have been accepted by the respective sellers: one for the acquisition of two office buildings located in Madrid for a total acquisition price of €49 million and another for the acquisition of another property located in Madrid for a total acquisition price of €51 million. In both cases, the due diligence phase has been completed and the sale and purchase agreements are in the final stage of negotiation.

Additionally, as of the date of this Prospectus, the Company has sent three non-binding offers which could involve the acquisition of three properties for an aggregate acquisition price of €77.5 million. These non-binding offers are still pending a response by the relevant sellers.

Funding Strategy

The Company has acquired the properties that comprise its Portfolio using equity and/or bridge facilities and has subsequently negotiated mortgage long-term bilateral facilities using as collateral some of the properties in its Portfolio. The Company seeks to enter into bilateral facilities with various financial entities rather than depend on one institution.

The Company intends to carry out future acquisitions of properties primarily using equity and mortgage collateral financing. Debt financing for acquisitions is assessed on a deal-by-deal basis initially with reference to the capacity of the Company and the specific property to support leverage. The Company may also seek to use hedging agreements where appropriate to mitigate interest rate risk.

The Company's LTV ratio (Company's total principal amount withdrawn of the financial debt (i.e. €131.6 million) as a percentage of the Total GAV (i.e. €507.9 million)) as of 31 March 2015 was 25.9%. The Company's target LTV ratio is expected to be 50-60%. Notwithstanding the foregoing, the Board may agree from time to time on a different level of leverage in light of then current economic conditions, the relative costs of debt and equity capital, the fair value of the Company's real estate property, growth and acquisition opportunities or other factors it deems appropriate.

Treasury Policy

The Company's treasury policy is designed to ensure capital preservation. Accordingly, the Company seeks to generate positive and steady rates of return with limited risk exposure, mainly focusing on liquid financial products where any early cancellation would result in no or a limited penalty.

Management Team's Compensation

Fixed Remuneration and bonus

Members of the Management Team are entitled to receive Fixed Remuneration by way of a fixed amount that will be paid monthly as contemplated in the employment or service agreements, as applicable, entered into by each member of the Management Team with the Company. The annual Fixed Remuneration of the CEO has been set at €600,000 and the annual Fixed Remuneration of the other members of the Management Team aggregates to €810,000.

Additionally, the Management Team may be entitled to a bonus representing a percentage of their respective Fixed Remuneration (the "**Bonus**"). The Bonus is proposed by the Remuneration and Nomination Committee and approved by the CEO based on objectives to be established annually by the Remuneration and Nomination Committee and approved by the Board.

Incentives

In addition to basic compensation, members of the Management Team may receive Ordinary Shares (which may be both treasury Ordinary Shares or new shares resulting from a capital increase of the Company) (the "**Incentive Shares**") pursuant to an Equity Incentive Plan. Under such Equity Incentive Plan, members of the Management Team will be entitled to receive on an annual basis a certain number of Incentive Shares in the Company based on Shareholder Return and NAV of the Company during a seven-year vesting period (the

“**Vesting Period**”). Therefore, increases in the NAV of the Company may lead to Incentives being paid to the members of the Management Team. The maximum aggregate amount of Incentive Shares that the Management Team may receive during the Vesting Period is 10% of the total shares outstanding of the Company as of the date of Admission.

Exclusivity, Payments on Termination and Conflicts of Interest

Exclusivity with respect to the members of the Management Team

During the term of their respective employment or services agreements (as applicable) with the Company, the members of the Management Team shall work exclusively for the Company and may not render services to any parties other than the Company.

This exclusivity commitment does not prevent the CEO (a) from continuing to hold certain non-executive directorships currently held by the CEO, (b) from holding additional non-executive directorships in other companies (up to a maximum of 7) provided that the CEO obtains the prior consent of the Company’s Board, and (c) from holding executive directorships in his personal asset-holding companies (*sociedades patrimoniales*) and developing the corresponding functions in these companies, to the extent that any of the above (i) does not interfere with the CEO’s responsibilities towards the Company and (ii) is not in breach of the CEO’s non-compete commitments towards the Company.

Non-compete

The members of the Management Team have agreed that, during the term of their respective employment or services agreements (as applicable) with the Company, they will not directly or indirectly (including, but not limited to, as shareholder, controlling person, employee, agent, consultant, officer, partner or director of any company) compete with the business and activities conducted and to be conducted by the Company, with the only exceptions regarding certain of Mr. Luis Alfonso López de Herrera-Oria’s existing commitments as non-executive director of Rodex.

Non-solicitation

The members of the Management Team have agreed that, during the term of their respective employment or services agreement (as applicable) with the Company and during two years after termination thereof, they will not, without the Company’s prior written consent, directly or indirectly (through any person, corporation, partnership or other business entity of any kind), (i) solicit or entice away or in any manner attempt to persuade any client or customer, or prospective client or customer, of the Company to discontinue or diminish his, her or its relationship or prospective relationship with the Company, or (ii) hire or solicit, recruit, induce, entice, influence, or encourage any employee of the Company to leave the Company.

Payments on termination

In the case of termination by the Company of any of the Management Team’s employment agreements (other than Mr. Luis Alfonso López de Herrera-Oria and Mrs. Chony Martín Vicente-Mazariegos) without just cause (that is, unfair dismissal, as such term is defined in the Spanish Workers’ Statute in force at any given time), the member of the Management Team whose agreement is so terminated will be entitled to receive the compensation in cash as foreseen by the Spanish Workers’ Statute in force at any given time (currently, 45 days of salary per year of service until 11 February 2012 and 33 days of salary per year of service thereafter, up to a maximum of 24 monthly installments, including, as part of the salary, the Fixed Remuneration, any bonus and any Incentive that may have been paid to such member of the Management Team during the immediately preceding year).

In case of termination by the Company of Mrs. Chony Martín Vicente-Mazariegos’ employment agreement without just cause (that is, unfair dismissal, as such term is defined in the Spanish Workers’ Statute in force at a given time), she will be entitled to receive a compensation equivalent to 1.5x of her Fixed Remuneration.

In the case of termination by the Company of the services agreement of Mr. Luis Alfonso López de Herrera-Oria without just cause (that is, unfair dismissal, as such term is defined in the Spanish Workers’ Statute), he will be entitled to receive compensation in cash equal to two years of Fixed Remuneration or, if higher, the compensation foreseen in the Spanish

Workers' Statute at any given time for unfair dismissals of employees.

For purposes of calculating the above termination payments, at the time of their respective engagements, the Company recognized 4 years of seniority to each member of the Management Team.

Minimum stay of the CEO

Under his services agreement with the Company, Mr. Luis Alfonso López de Herrera-Oria has committed to stay in the Company for a period of, at least, five years after completion of the IPO (i.e. July 2014) (the “**Minimum Stay Period**”).

In the event that Mr. Luis Alfonso López de Herrera-Oria terminates his services agreement with the Company without just cause before the end of the Minimum Stay Period, the Company will be entitled to receive compensation from him equivalent to the Fixed Remuneration that he would have been entitled to receive during the time remaining of the Minimum Stay Period.

In the event that before the end of the Minimum Stay Period Mr. Luis Alfonso López de Herrera-Oria is terminated as CEO of the Company or his appointment as CEO is not renewed or his services agreement is otherwise terminated by the Company, he will be entitled to receive compensation from the Company equivalent to the Fixed Remuneration that he would have been entitled to receive during the remaining time of the Minimum Stay Period, with a minimum of two years of Fixed Remuneration. The amount of this compensation will reduce on a euro-per-euro basis the termination payment (of those described above under “*Payments on Termination*”) he may be entitled to receive in such event, if any. This compensation shall not apply in the case of termination with just cause.

Other benefits

The members of the Management Team are also entitled, as additional benefits, to a company car, health insurance, life insurance and pension plan.

The members of the Management Team (including, without prejudice to the mercantile nature of his services contract, Mr. Luis Alfonso López de Herrera-Oria) are also entitled to any additional social benefits foreseen in the collective bargaining agreement applicable to the Company, if any, and in any of the Company's practices or policies applicable to the Company's employees.

Conflicts of interest with respect to the members of the Management Team

Pursuant to the internal code of conduct of the Company:

- the members of the Management Team shall inform the supervisor of compliance with the internal code of conduct of any possible conflicts of interest with the Company or any of its subsidiaries affecting such member of the Management Team as a result of his/her family relationships, personal estate or any other reason;
- the supervisor of compliance with the internal code of conduct shall keep a register of all conflicts of interests communicated, which will be made public only to the extent required by applicable regulations; and
- the Company will not disclose additional information on the conflicted transaction or situation to the member of the Management Team affected by the conflict of interest and such member of the Management Team may not participate or influence any decision to be adopted with respect to the conflicted transaction or situation and shall abstain from accessing any confidential information affecting such conflict of interest.

For these purposes, a “conflict of interest” shall be any situation in which the personal interest of the member of the Management Team or related parties (including close family, controlled entities or fiduciaries) conflicts or may conflict, directly or indirectly, with the interest of the Company or its subsidiaries.

Additionally, pursuant to the internal code of conduct of the Company, the members of the Management Team shall inform the supervisor of compliance with the internal code of conduct of any transactions between him/her/it or any related parties and the Company or its

affiliates. Such transactions shall be approved by the Board with a favorable report from the Audit and Control Committee, except in those cases where the amount of the transaction does not exceed 1% of the annual income of the Company and the transaction is effected pursuant to standard conditions generally applied to customers and at market conditions.

Furthermore, members of the Management Team may not pursue, for their own or their related parties' benefit, business opportunities that are being considered by the Company unless the Company has decided to abandon such opportunities and they have prior authorization from the Board and a favorable report from the Audit and Control Committee. For these purposes, "business opportunity" shall be any opportunity to make an investment or commercial transaction derived or known as a result of his/her position within the Company or through the use of the Company's means or information or in circumstances that reasonably lead to assume that such opportunity was being offered to the Company.

Regulatory Restrictions

Pursuant to the Spanish SOCIMI Regime, the Company will be required, among other things, to conduct a Property Rental Business and comply with the following requirements: (i) it must invest at least 80% of its GAV in leasable urban real estate properties, land plots acquired for the development of leasable urban real property to the extent that development starts within the following three-year period as from acquisition, or shares of other SOCIMIs, foreign entities or subsidiaries engaged in the aforementioned activities with similar distribution requirements, and (ii) at least 80% of its net annual income under Spanish GAAP must derive from rental income and from dividends or capital gains in respect of the abovementioned properties.

The Company has a one-year grace period to cure any non-compliance with these SOCIMI Regime requirements.

Applicant's Service Providers

Audit Services

PricewaterhouseCoopers Auditores, S.L. ("**PwC**") has been appointed as auditor by the Company for a term of three years (i.e. until 2016, included) and therefore will provide the corresponding audit services. The audit fees charged by PwC are negotiated annually and do not impair independence of the external auditor.

Property Appraisers

The Company has engaged the services of CBRE Valuation Advisory, S.A., which has been appointed by the Management Team and approved by the Company's Audit and Control Committee, in connection with the valuation of the Company's real estate properties conducted as of 31 December 2014 and 31 March 2015.

Agent Bank

The Company has engaged Banco Santander, S.A. (the "**Agent Bank**") to act as agent bank in the Offering.

B.4 A description of the most significant recent trends affecting the issuer and the industries in which it operates:

Since 2007, the impact of the international credit crisis, the European sovereign debt crisis and the Spanish domestic economic crisis, on the Spanish property market has been considerable, leading to a strong cyclical downturn and structural re-pricing of real estate assets. Since peaking in 2007, the Spanish commercial property market has witnessed a severe decline in the value of real estate assets.

The recovery of the Spanish economy is evidenced by several fundamental indicators, among others: (i) Spain's gross domestic product ("GDP") shows a clear recovery trend (Spain's GDP has evolved from negative rates in 2012 and 2013 (-2.1% and -1.2%, respectively) to a positive rate for 2014 (1.4%) and forecasted rates for 2015 and 2016 of 2.3% and 2.5%, respectively (Source: European Commission Staff Working Document – Country Report Spain 2015); (ii) the 10-year sovereign bond yield spread has fallen from above 600 bps. in summer 2012 to around 100 bps. in March 2015 and nominal yields are currently historically low (Source: Spanish National Statistics Institute (INE) – Boletín Mensual de Estadística INE- March 2015); (iii) the recovery is being perceived by consumers, as evidenced by the improvements in the consumer confidence index since 2013, which reflects more confidence in the situation of households, the general economic

situation, unemployment expectations and savings over the next 12 months (Source: European Commission Consumer Confidence Indicator - Spain); and (iv) the unemployment rate in the fourth quarter of 2014 (23.7%) confirmed the recovery trend of the preceding quarters (25.9% in the first quarter, 24.5% in the second quarter and 23.7% in the third quarter) and is forecast to fall to 23% in 2015 and 21% in 2016 (Source: European Commission Staff Working Document – Country Report Spain 2015).

B.5 Group description: As of the date of this Prospectus, the Company has only one subsidiary (Acotango Spain, S.L.U.) with an equity of €3,000 and no assets or liabilities. The Company may have other subsidiaries in the future.

B.6 Major shareholders: The following table sets out the name of each person who, directly or indirectly, holds an interest in 3% or more of the Company's share capital, and the amount of such person's interest, as at 11 May 2015 (being the latest practicable date prior to the registration of this Prospectus with the CNMV) (Source: CNMV).

	Direct Holdings	Indirect holdings	Total
Name	% of the Company's share capital	% of the Company's share capital	% of the Company's share capital
Perry Partners International Inc.	0.000%	29.162%	29.162%
Taube Hodson Stonex Partners LLP	0.000%	11.109%	11.109%
T. Rowe Price Associates, Inc.	0.000%	10.074%	10.074%
Citigroup Global Markets Limited	9.165%	0.000%	9.165%
Deutsche Bank, A.G.	6.282%	0.000%	6.282%
JPMorgan Chase & Co.	0.000%	5.804%	5.804%
Barclays Bank PLC	0.000%	4.214%	4.214%
Free Float	-	-	24.183%
Total			100.000%

The Company is not aware of any persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company as at, or immediately following the Offering.

B.7 Selected financial information: The following is the selected financial information for both the periods from 19 March to 31 December 2014 (extracted from the Audited 2014 Financial Statements) and from 1 January to 31 March 2015 (extracted from the Unaudited Interim Financial Statements):

(i) Summary Balance Sheet

	31 December 2014 (in thousand €)	31 March 2015 (unaudited and in thousand €)
ASSETS	424,443	484,193
NON-CURRENT ASSETS:	407,560	446,734
CURRENT ASSETS	16,883	37,459
Trade and other receivables	11,767	18,050
Short-term investments	748	63
Current prepayments and accrued income	103	1,385
Cash and cash equivalents	4,265	17,961
EQUITY AND LIABILITIES	424,443	484,193
EQUITY	341,638	343,297
Capital	360,060	360,060
Reserves	-19,429	-19,382
Treasury shares	-1,006	-914
Profit of previous period	-	2,013
Profit (loss) for the period	2,013	2,320
Adjustment for change in valuation	-	-800
NON-CURRENT LIABILITIES	4,825	133,990
CURRENT LIABILITIES	77,980	6,906
Short-term payables	67,562	825
Trade and other payables	9,884	5,755
Current accruals and deferred income	534	326

(ii) Summary Income Statement

	For the period from 19 March 2014 to 31 December 2014 (in thousand €)	For the period from 1 January 2015 to 31 March 2015 (unaudited and in thousand €)
Revenue	6,675	8,873
Staff costs and other operating expenses	-3,210	-3,442
Investments properties amortization	-2,124	-2,743
Other profit (loss)	6	10
OPERATING PROFIT/(LOSS)	1,347	2,698
Financial Results	666	-378
PROFIT/(LOSS) BEFORE TAX	2,013	2,320
Corporate income tax	-	-
PROFIT/(LOSS) FOR YEAR FROM CONTINUING OPERATIONS	2,013	2,320
EARNINGS PER SHARE		
Basic earnings per share (euros)	0.056	0.065
Diluted earnings per share (euros)	0.056	0.065

(iii) Summary of main financial ratios

	31 December 2014 (unaudited)	31 March 2015 (unaudited)
Equity	341,638	343,297
EBITDA ¹	3,471	5,441
Gross Financial Debt (GFD) ²	67,545	129,500
Net Financial Debt (NFD) ³	63,280	111,539
EBITDA Margin (%) ⁴	52.00	61.32
NFD/Equity (%)	18.52	32.49
NFD/Total liabilities (%)	76.42	79.16
Gross Asset Value (GAV) ⁵	439,025	507,950
Net Asset Value (NAV) ⁶	358,476	375,533
GAV/Shares	12.19	14.11
NAV/Shares	9.96	10.43
NFD/GAV (%)	14.41	21.96
NFD/NAV (%)	17.65	29.70

The information contained in this Section and all other financial information contained in this Prospectus have been prepared in accordance with accounting principles generally accepted in Spain (“**Spanish GAAP**”) and is presented in thousand Euros. As long as the Company does not have any material subsidiary and does not prepare consolidated financial statements, the Company’s financial statements will be prepared in accordance with Spanish GAAP.

Spanish GAAP differs from International Financial Reporting Standards as endorsed by the European Union (“**IFRS-EU**”) in certain respects, the most significant of which relates to the accounting treatment of asset depreciation over time. Under Spanish GAAP, such assets are valued at the date of the balance sheet at the acquisition cost less the related accumulated depreciation and any impairment losses. Under IFRS-EU, the management may elect either to account for investment properties at fair value or at cost. If the Company applied IFRS-EU, it would have the option to use a fair value model, although the cost model is also permitted. This difference would only arise, therefore, if the assets were measured at fair value in which case adjustments will relate to the declaration of net capital gains and reversal or amortization on investment properties.

B.8 Selected key *pro forma* financial Not applicable. This Prospectus does not contain *pro forma* financial information.

¹ EBITDA is calculated by adding to the Company’s operating profit the investment properties amortization.

² GFD includes non-current and current bank loans.

³ NFD is calculated by deducting from the GFD Company’s cash and cash equivalents.

⁴ EBITDA/Revenue

⁵ The market value of the investment properties as determined by CBRE.

⁶ GAV less NFD adjusted to include other investment interest at fair value.

information:

- B.9** Profit forecast: Not applicable. This Prospectus does not contain profit forecasts or estimates.
- B.10** A description of the nature of any qualifications in the audit report on the historical financial information: Not applicable. There are no qualifications in the auditor's report on the Audited 2014 Financial Statements as of, and for the period ended, 31 December 2014.
- B.11** Working capital: Company's working capital as of 31 December 2014 amounted to negative €61.1 million particularly due to the Company's entering into a bridge loan to leverage some acquisitions completed at the end of 2014. However, during the first quarter of 2015, the Company arranged mortgage financing principal amount of €133.1 million (€131.6 million withdrawn), enabling it to cover the maturities of the bridge loan and re-establish a positive working capital.
- In the opinion of the Company, taking into consideration the Net Proceeds to be received by the Company from the Offering, the working capital available to the Company is sufficient for the Company's present requirements and, in particular, is sufficient for at least the next 12 months from the date of this Prospectus.

Section C—Securities

- C.1** Type and class of security: 35,868,988 new Ordinary Shares of the Company (the "**New Shares**"), with a nominal value of €10.00 each, to be issued pursuant to the Capital Increase and of the same class and series as the existing Ordinary Shares of the Company.
- Each existing Ordinary Share (the "**Existing Shares**"), other than the treasury shares, will be allocated one right to subscribe for New Shares (each, a "**Subscription Right**").
- One Subscription Right is required for its holder to subscribe for each New Share at the subscription price of €11 per New Share (the "**Subscription Price**").
- The ISIN number assigned to the Ordinary Shares is ES0105026001. The New Shares will be assigned a provisional ISIN number which, upon Admission, will be replaced by the ISIN number of the Existing Shares.
- There will be no offering of, or application for listing for, any other class of shares of the Company. All the shares of the Company are of the same class.
- C.2** Currency of the securities issue: The New Shares will be denominated in euros. The Subscription Price for New Shares is payable in euros.
- C.3** The number of shares issued: At the date of this Prospectus, the issued share capital of the Company is €360,060,000 divided into a single series of 36,006,000 Ordinary Shares represented in book-entry form, with a nominal value of €10.00 each. All of these Ordinary Shares are fully paid.
- The Offering will be for up to 35,868,988 New Shares.
- The final number of New Shares to be issued in the Offering is expected to be determined and announced through the publication of a significant information announcement (*Hecho Relevante*) on 10 June 2015 once the Offering has concluded.
- C.4** A description of the rights attached to the securities: The New Shares will, upon issue, be fully paid and will rank *pari passu* in all respects with each other and, including as regards the right to vote and the right to receive all dividends and other distributions thereafter declared, made or paid in respect of the Ordinary Shares.
- The New Shares grant their holders the rights set forth in the By-Laws and under Spanish corporate law, such as, among others, (i) the right to attend the Shareholders' Meetings of the Company with the right to speak and vote, (ii) the right to dividends proportional to their paid-up shareholding in the Company, (iii) the pre-emptive right to subscribe for newly-issued Ordinary Shares in capital increases with cash contributions, and (iv) the right to any remaining assets in proportion to their respective shareholdings upon liquidation of the Company.

C.5 Restrictions on the free transferability of the securities:	Under Spanish law, the Company may not impose restrictions on the free transferability of its Ordinary Shares in its By-Laws. However, the By-Laws contain indemnity obligations from Substantial Shareholders in favor of the Company designed to discourage the possibility that dividends may become payable to Substantial Shareholders. If a dividend payment is made to a Substantial Shareholder, the Company will be entitled to deduct an amount equivalent to the tax expenses incurred by the Company on such dividend payment from the amount to be paid to such Substantial Shareholder. The By-Laws contain certain information obligations with respect to Shareholders or beneficial owners of Ordinary Shares who are subject to a special legal regime applicable to pension funds or benefit plans (such as ERISA). Moreover, the Company will have the ability to request from any Shareholder or beneficial owner of Ordinary Shares such information as the Company considers necessary or useful to determine whether any such person is subject to a special legal regime applicable to pension funds or benefit plans. If any such Shareholder or beneficial owner fails to comply with such information obligations, the Company will be entitled to impose a penalty to such Shareholder or beneficial owner in an amount equal to the proportional part of the book value of the Company (in accordance with the most recent audited and published balance sheet of the Company) represented by the Ordinary Shares of the breaching Shareholder or beneficial owner, which may be offset with any dividends payable by the Company to such Shareholder. Furthermore, according to the By-Laws, the Company will be able to take any measures it deems appropriate to avoid any adverse effects to the Company or its Shareholders resulting from the application of laws and regulations relating to pension funds or benefit plans (in particular, ERISA). The purpose of these provisions is to provide the Company with the ability to minimize the risk that Benefit Plan Investors (or other similar investors) hold 25% or more of the total value of any class of equity interest in the Company. The acquisition and holding of Ordinary Shares by an investor may also be affected by the law or regulatory requirements of its own jurisdiction, which may include restrictions on the free transferability of such Ordinary Shares. Investors should consult their own advisors prior to an investment in the Ordinary Shares, including the New Shares, and the Subscription Rights. The Company and the Joint Global Coordinators and Joint Bookrunners will agree under the Placing Agreement (as defined below) that the Company will be subject to a “lock-up” undertaking (subject to certain exceptions) during a period commencing on the date of the Placing Agreement and ending 180 days following Admission. Furthermore, each member of the Management Team has agreed, with respect only to Incentive Shares, under its respective employment or services agreement with the Company that, subject to certain rules and exceptions, such member of the Management Team shall not dispose of any Incentive Shares prior to the first anniversary of the date on which such Ordinary Shares were delivered to such member of the Management Team. Mr. Luis Alfonso López de Herrera-Oria has also agreed, in a separate undertaking letter to be delivered as condition precedent to the obligations under the Placing Agreement, that he will be subject to a “lock-up” undertaking (subject to certain exceptions) during a period commencing on the date of the Placing Agreement and ending 180 days following Admission.
C.6 Admission:	Application will be made to list the Subscription Rights and the New Shares on the Spanish Stock Exchanges and to have the Subscription Rights and the New Shares quoted through the SIBE (<i>Sistema de Interconexión Bursátil</i> or <i>Mercado Continuo</i>) of the Spanish Stock Exchanges. The Company expects the Subscription Rights and the New Shares to be listed and quoted on the Spanish Stock Exchanges on or about 20 May 2015 and 10 June 2015, respectively. The Existing Shares are listed on each of the Spanish Stock Exchanges and quoted through the SIBE (<i>Sistema de Interconexión Bursátil</i> or <i>Mercado Continuo</i>) of the Spanish Stock Exchanges under symbol “AXIA”.
C.7 Dividend policy:	The Company’s Shareholders’ Meeting held on 7 May 2015 approved the payment of a dividend in the amount of approximately €1.45 million against the 2014 profits which will be paid on 29 May 2015. The Company intends to maintain a dividend policy which has due

regard to sustainable levels of dividend distribution and reflects the Company's view on the outlook for sustainable recurring earnings. The Company intends to pay dividends following a proposal of the Board made at its discretion. However, under the Spanish SOCIMI Regime, the Company will be required to adopt resolutions for the distribution of dividends, after fulfilling any relevant Spanish Companies Act requirement, to shareholders annually within the six months following the closing of the fiscal year of, based on Spanish GAAP: (i) at least 50% of the profits derived from the transfer of real estate properties and shares in Qualifying Subsidiaries and real estate collective investment funds; *provided that* the remaining profits must be reinvested in other real estate properties or participations within a maximum period of three years from the date of the transfer or, if not, 100% of the profits must be distributed as dividends once such period has elapsed; (ii) 100% of the profits derived from dividends paid by Qualifying Subsidiaries and real estate collective investment funds; and (iii) at least 80% of all other profits obtained (i.e. profits derived from ancillary activities). If the relevant dividend distribution resolution is not adopted in a timely manner, the Company would lose its SOCIMI status in respect of the year to which the dividends relate.

Only those Shareholders that are registered in the clearance and settlement system managed by Iberclear at 23:59 hours (Madrid time) of the day of approval of the relevant dividend distribution will be entitled to receive the dividend payments. Dividends will be received in respect of the Ordinary Shares owned at such time. Therefore, New Shares will not entitle their holders to receive dividend payments approved at the Company's Shareholders' Meeting held on 7 May 2015. Unless otherwise agreed by the Shareholders' Meeting or the Board, the By-Laws provide that the payment date will take place 30 days after the dividend distribution is approved.

Section D—Risks

D.1 Key information on the key risks that are specific to the industry:

Prior to investing in the Offering, prospective investors should consider the risks associated therewith. The risks relating to the Company and/or its issuer or its industry include the following:

Risks inherent to investing in a recently created business

- The limited operating history of the Company and the fact that the Company's performance mostly depends on the expertise of the Management Team and on the success of its Business Strategy are factors that contribute to the complexity of the investment in the Company
- The Company has limited available financial information, and prospective investors in the Company will have limited data to assist them in evaluating the prospects of the Company and the related merits of an investment in the Company

Risks relating to the Management Team and Board

- The Company is dependant on the performance, the expertise and its ability to retain the members of the Management Team
- There can be no assurance that the Management Team will be successful in implementing the Company's Business Strategy and its historical performance is not a guarantee of the future performance of the Company
- There may be circumstances where members of the Management Team or their affiliates have a conflict of interest with the Company
- The members of the Management Team participate in an Equity Incentive Plan based on Shareholder Return and NAV, therefore volatility in property values might lead to overpayment ahead of a cyclical peak
- The arrangements among the Company and the Management Team were negotiated in the context of an affiliated relationship and may contain terms that are less favorable to the Company than those which otherwise might have been obtained from unrelated parties
- The Company is dependent on the performance and retention of members of the Board

- There may be circumstances where certain Directors or their affiliates have a conflict of interest
- Harm to the reputation of the Board, members of the Management Team, or other employees of the Company may materially adversely affect the Company

Risks relating to the Company's business

- The Company faces numerous risks related to its rental business
- The Company's properties are, and will continue to be, concentrated in the Spanish commercial property market and therefore such properties have greater exposure to political, economic and other factors affecting the Spanish market as well as to instability of the Eurozone
- The value of any properties that the Company owns or may acquire and the rental income those properties yield may decline and will be affected by the conditions of the Spanish property market
- Competition in the real estate market may affect the ability of the Company to make appropriate acquisitions and to secure tenants at satisfactory rental levels
- The Company's business may be materially adversely affected by a number of factors inherent to real estate
- The Company's Business Strategy is broad and may be subject to change
- There may be delays or difficulties in the identification of suitable properties to incorporate into the Company's Portfolio
- Property valuation is inherently subjective and uncertain
- Costs associated with potential acquisitions that do not proceed to completion will affect the Company's performance
- The Company's due diligence of a potential acquisition may not identify all possible risks and liabilities
- The Company typically depends on third party contractors or subcontractors when undertaking refurbishment, redevelopment, renovation and restoration of its properties
- The Company is exposed to certain risks related to the structural condition of the properties and their maintenance and repair
- The Company may in the future acquire less than 100% control of certain properties and may therefore be subject to the risks associated with joint ownership
- The Company may suffer losses in excess of insurance proceeds, if any, or from uninsurable events
- The Company may be unable to buy or sell a property if and when it decides to do so
- The Company may continue to be subject to liability following the disposition of properties
- The Company may dispose of properties at a lower than expected return or at a loss on such properties
- There can be no assurance that any expected properties' returns will be achieved
- The Company's Business Strategy includes the use of leverage, which exposes the Company to risks associated with borrowings
- The Company may not have access to adequate funding for future improvements that may be necessary in order to retain and attract tenants
- A default by a major tenant could cause significant losses of income, create additional

costs, or cause a reduction in asset value and increased bad debts

- Adverse economic conditions affecting the particular industries of the Company's tenants may adversely affect the Company's income and its ability to pay distributions to its shareholders
- A property that incurs a significant vacancy could be difficult to sell or lease
- The Company's net asset value is expected to fluctuate over time
- The Company may not be able to obtain financing on satisfactory terms or at all
- If the Company incurs floating rate debt, it will be exposed to risks associated with movements in interest rates
- The Company may be subject to potential claims relating to the construction, refurbishment, renovation or restoration of real estate properties.

Regulatory risks

- The real estate sector is subject to certain laws and regulations and changes in applicable legislation may have a material adverse effect on the Company's business, financial condition, results of operations and prospects
- Environmental and health and safety laws, regulations and standards may expose the Company to the risk of substantial costs and liabilities
- The assets of the Company could be deemed to be "plan assets" that are subject to certain requirements of ERISA and/or section 4975 of the Code, which could restrain the Company from making certain investments
- A shareholder's failure to comply with certain information obligations set forth in the Company's By-Laws may result in penalties imposed to such shareholder
- The Company expects to be a passive foreign investment company for U.S. federal income tax purposes, which may result in adverse U.S. federal income tax consequences to U.S. investors
- The Company may cease to be qualified as a Spanish SOCIMI which would have adverse consequences for the Company and its ability to deliver returns to shareholders
- Any change in tax legislation (including the Spanish SOCIMI Regime) may adversely affect the Company
- Restrictions under the Spanish SOCIMI Regime may limit the Company's ability and flexibility to pursue growth through acquisitions
- Certain disposals of properties may have negative implications under the Spanish SOCIMI Regime
- The Company may become subject to additional taxes if it pays a dividend to a Substantial Shareholder which may cause a loss of profits for the Company
- Dividend payments to Substantial Shareholders and to Benefit Plan Investors (or other similar investors) may be subject to deductions
- Spanish taxation of capital gains obtained by certain investors from the transfer of their Ordinary Shares

D.2 Key information on the key risks that are specific to the securities:

Risks relating to the Offering, the Ordinary Shares and the Subscription Rights

- The market price of the Ordinary Shares may not reflect the value of the underlying investments of the Company and the Company's Ordinary Share price may be volatile
- The Company's ability to pay dividends will depend upon its ability to generate profits available for distribution and its access to sufficient cash

- There is currently no established trading market for the Subscription Rights and there is no assurance that an active trading market for the Subscription Rights and/or the Ordinary Shares will develop or be sustained
- A decline in the market price of our Ordinary Shares may negatively affect the market value of the Subscription Rights
- The Placing Agreement between the Company and the Joint Global Coordinators and Joint Bookrunners provides that such agreement may be terminated in certain circumstances
- Sales of Ordinary Shares (during or after the Pre-emptive Subscription Period) and of Subscription Rights (during the Pre-emptive Subscription Period), or the perception that such sales might occur, may negatively affect the value of the Subscription Rights and/or the market price of the Ordinary Shares and may make it more difficult for shareholders to sell the Subscription Rights or the Ordinary Shares from time to time or at a price that they deem appropriate
- Subscription Rights that are not exercised prior to the end of the Pre-emptive Subscription Period will expire valueless without any compensation, and Eligible Shareholders who do not exercise their Subscription Rights will see their interest in the Company's share capital diluted
- Subscription Rights must be exercised through the Iberclear participant in whose book-entry registry such Subscription Rights are registered, and New Shares must be paid for in euros
- Except in limited cases, shareholders who exercise their Subscription Rights or request Additional Shares may not revoke their subscriptions
- A delay in the listing of the New Shares would affect the liquidity of such shares and would prevent the sale thereof until they are admitted to listing
- The interests of any significant investor may conflict with those of other shareholders and future sales of Ordinary Shares by any significant investor in the public market may cause the share price to fall
- In the future the Company may issue new Ordinary Shares, which may dilute investors' interest in the Company
- Shareholders outside Spain may be unable to subscribe for New Shares in the Offering or to exercise their Subscription Rights
- It may be difficult for shareholders outside of Spain to serve process on or enforce foreign judgments against the Company or the Board
- Shareholders or prospective investors in countries with currencies other than the euro will be exposed to exchange rate risks
- Shareholders may face difficulties in protecting their interests because of differences in shareholders' rights and fiduciary responsibilities between Spanish laws and the laws of other jurisdictions, including most U.S. states
- The Company may not impose in the By-Laws any restriction on the transferability of its Ordinary Shares, and the acquisition of Ordinary Shares by certain investors could adversely affect the Company
- The New Shares will not be freely transferable in the United States

Section E—Offering

E.1 The total net proceeds and an estimate of the total expenses of the issue:

The gross proceeds of the Offering are expected to be approximately €394,558,868 (the “**Gross Proceeds**”).

The estimated net proceeds to the Company (on the basis of a €394,558,868 Offering) are approximately €382,758,868 after the deduction of commissions and other estimated fees and expenses payable by the Company and incurred in connection with the Offering of

approximately €11,800,000. The final offer size and net proceeds of the Offering (the “**Net Proceeds**”) are expected to be determined and announced through the publication of a significant information announcement (*Hecho Relevante*) on 10 June 2015 once the Offering is concluded.

E.2 Reasons for the issue, use of proceeds:

The Company’s principal use of the Net Proceeds of the Offering will be to expand its existing Portfolio, enhance it through capital expenditures as well as to fund the Company’s operating expenses in a manner consistent with its Business Strategy.

E.3 A description of the terms and conditions of the issue:

Capital Increase

A capital increase with pre-emptive subscription rights was approved by the Company’s Shareholders’ Meeting held on 7 May 2015 and the Board of 13 May 2015 for a nominal amount of up to €358,689,880 and a total subscription amount of up to €394,558,868 (the “**Capital Increase**”), through the issuance of up to 35,868,988 New Shares, each with a nominal value of €10 and a share premium of €1, of the same class and series as the Existing Shares and represented in registered book entry form. The New Shares may be subscribed at €11 per New Share (the “**Subscription Price**”). The Subscription Price must be paid in euros.

The resolution authorizing the Offering expressly provides for the possibility of incomplete subscription and there is no minimum size established for the Offering. In the event that the New Shares are not fully subscribed within the period established, the Company’s share capital will be increased by the amount of the actual subscriptions. At the expiration of the period established for subscription, the Company will determine the final amount of New Shares to be issued in the Offering and will announce it through the publication of a significant information announcement (*Hecho Relevante*).

The Capital Increase is not subject to any condition and does not require any authorization other than the CNMV’s approval and registration of this Prospectus.

Subscription Rights

Each Existing Share held of record as of 23:59 hours (Madrid, Spain time) on 19 May 2015 (“**Record Date**”), other than treasury shares, will be allocated one right to subscribe for New Shares (“**Subscription Right**”). A Subscription Right will entitle the holder to subscribe for a New Share at the Subscription Price. A holder of Subscription Rights that exercises all of its Subscription Rights may also subscribe at the Subscription Price for additional New Shares that are not subscribed for pursuant to the exercise of Subscription Rights (the “**Additional Shares**”). The Company will accept subscription for whole New Shares only.

The Subscription Price, which must be paid in euros, is €11 per New Share. The Subscription Price represents a discount of 8.14% on the closing price of the Existing Shares on 13 May 2015.

The Subscription Rights are options to subscribe for and purchase the New Shares. The Subscription Rights may be sold, subject to applicable laws, to third parties and the Joint Global Coordinators and Joint Bookrunners could act as brokers, as could any other entity authorized to do so. In accordance with Section 306.2 of the Spanish Capital Companies Act, the Subscription Rights will be freely transferable on the same terms as the New Shares for which they are exercisable and will be traded on the Spanish Stock Exchanges and through the SIBE (*Sistema de Interconexión Bursátil or Mercado Continuo*) of the Spanish Stock Exchanges.

There is no established trading market for the Subscription Rights. The Company cannot assure holders of Subscription Rights that a market for such rights will develop, as to how long it will continue or at what prices the Subscription Rights will trade. Therefore, the Company cannot assure holders of Subscription Rights that they will be able to sell any of the Subscription Rights that they hold.

New Shares and Subscription Periods

Offering’s commencement is expected to be announced on 19 May 2015 in the BORME and the Spanish Stock Exchanges Official Gazette. Significant developments in the Offering will be also notified via significant information announcement (*Hecho Relevante*) through the CNMV website in accordance with Spanish law. Information will also be made available on

the Company's website (www.axiारे.es).

The New Shares may be subscribed for within the following periods:

(i) Pre-emptive Subscription Period:

To exercise Subscription Rights, Eligible Shareholders and purchasers of Subscription Rights during the term starting on the day immediately following the date of the announcement of the Offering in the BORME and ending on and including the date falling on the 15th day thereafter (the “**Pre-emptive Subscription Period**”) should contact the Iberclear participant in whose register these securities are registered, indicating: their intention to exercise some or all of their Subscription Rights; their bank account number and securities account number; and if they have elected to exercise their Subscription Rights in full, indicating whether they request additional New Shares in the additional allocation period and, if so, specifying the number. Applications for the New Shares in exercise of Subscription Rights for which payment is not received or described herein shall be deemed not to have been made.

Subscription Rights may be traded during the AQS Trading Days in between such dates (i.e. the first AQS Trading Day will be on 20 May 2015 and the last AQS Trading Day will be on 3 June 2015). The Pre-emptive Subscription Period cannot be extended.

During the Pre-emptive Subscription Period, holders of Subscription Rights may exercise or sell in whole or in part their Subscription Rights and those that have exercised all of their Subscription Rights may request to subscribe for Additional Shares at the Subscription Price in the event that, at the expiration of the Pre-emptive Subscription Period, there exist New Shares as to which Subscription Rights have not been exercised (the “**Surplus Shares**”). There is no limit on the number of Additional Shares that a holder of Subscription Rights may request.

The exercise of Subscription Rights is firm, irrevocable and unconditional and may not be canceled or modified (except as provided below). Requests for Additional Shares must be made for a particular amount and will be deemed to be made on a firm, irrevocable and unconditional basis (except as provided below), even though they may not be met in their entirety by application of the rules for allocation of the Surplus Shares.

Notwithstanding the abovementioned:

- the Agent Bank may reject communications from the Iberclear participants that have been transmitted on a date or at a time later than the due date or the due time, or communications that do not comply with any one or more of the requirements or instructions applicable to such communications or by applicable law, without itself incurring or causing the Company to incur any liability therefor, and without prejudice to the liability that the infringing Iberclear participant may incur to the makers of the orders timely placed with such participant;
- additionally, if the Prospectus were to be supplemented by a prospectus supplement pursuant to Section 40.1.f) of Royal Decree 1310/2005, of November 4, 2005, upon the occurrence of any of the events set forth in Section 22 thereof, subscriptions for New Shares and requests for Additional Shares made prior to the publication of such prospectus supplement may be revoked during a period which extension shall be fixed by the Company in the relevant prospectus supplement and shall not have less than two AQS Trading Days following the publication of such prospectus supplement.

Concurrently with the exercise of Subscription Rights (i.e. at the time of making the subscription order), holders of Subscription Rights must ensure deliver full payment of the Subscription Price to the Iberclear participant through which they place their subscription order.

The Subscription Rights will expire at the close of business in Madrid, Spain on 3 June 2015. Subscription Rights that at such time are not exercised as described above will expire and become worthless. No compensation will be awarded for Subscription Rights that will not be exercised. Holders of Subscription Rights should carefully consider whether or not to exercise or sell their Subscription Rights before they

expire.

(ii) Additional Shares Allocation Period:

The allocation of Additional Shares will take place beginning on the fourth AQS Trading Day following the date of expiration of the Pre-emptive Subscription Period and will end at the time of the delivery of the Agent's Notice (as defined below) (the "**Additional Shares Allocation Period**"). The Additional Shares Allocation Period is expected to begin on 9 June 2015.

On the fourth AQS Trading Day following the date of expiration of the Pre-emptive Subscription Period, Banco Santander, S.A. as Agent Bank, will determine the number of Surplus Shares, if any, and will allocate such shares to the holders of Subscription Rights that (i) have exercised all their Subscription Rights registered at the Iberclear participant through which the Subscription Rights are exercised and (ii) have requested Additional Shares during the Pre-emptive Subscription Period. If the number of Additional Shares requested exceeds the number of Surplus Shares, such allocation will be effected pro rata in proportion to the number of Additional Shares requested, using for such purpose the percentage that the Additional Shares requested by each subscriber represents in respect of the total number of Additional Shares requested.

Holders of Subscription Rights must ensure deliver full payment of the Subscription Price for each New Share allocated during the Additional Shares Allocation Period not later than the fifth AQS Trading Day following the expiration of the Pre-emptive Subscription Period. In each case, payment shall be made through the Iberclear participants to whom requests for Additional Shares were made. The requests for Additional Shares that are not paid for as described above shall be deemed not to have been made. Iberclear participants may request that subscribers advance the Subscription Price of the requested Additional Shares at the time such subscriber requests such Additional Shares.

(iii) Discretionary Shares Allocation Period:

New Shares that have not been subscribed for during the Pre-emptive Subscription Period or allocated to those holders of rights that have requested Additional Shares (the "**Discretionary Shares**") will be allocated at the Subscription Price to certain requesting investors at our discretion during a period starting upon the date of delivery of the Agent's Notice (as defined below) and ending no later than 8:00 hours (Madrid, Spain time) on the next AQS Trading Day (expected to be 10 June 2015) (the "**Discretionary Shares Allocation Period**").

The Agent Bank shall no later than 17:00 hours. (Madrid, Spain time) on the fourth AQS Trading Day following the end of the Pre-emptive Subscription Period, give notice to the Company and to the Joint Global Coordinators and Joint Bookrunners setting forth the number of Discretionary Shares, if any, or confirming that all New Shares have been subscribed during the Pre-emptive Subscription Period or allocated during the Additional Shares Allocation Period (the "**Agent's Notice**").

The investors to whom the Company may allocate Discretionary Shares are persons who have the status of (i) QIBs (ii) qualified investors in Spain, as defined in Section 39 of Royal Decree 1310/2005 of November 4, 2005, and (iii) qualified investors resident in jurisdictions outside of Spain and outside of the United States such that according to the regulations of any such jurisdiction, the offer and sale of the Discretionary Shares do not require registration or approval.

The allocation of New Shares to QIBs in the United States will occur in reliance on the exemption from the registration requirements of the U.S. Securities Act provided by Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The allocation of New Shares to qualified investors in Spain and elsewhere outside of the United States will occur in reliance on Regulation S under the U.S. Securities Act.

The Discretionary Shares Allocation Period is expected to commence on 9 June 2015. If the Discretionary Shares Allocation Period is commenced, the Company may reject or accept, in whole or in part, at its discretion, any requests to subscribe for New Shares received during the Discretionary Shares Allocation Period. The Company may jointly decide with the Joint Global Coordinators and Joint Bookrunners (as

defined below) to shorten the Discretionary Shares Allocation Period at any time if all the New Shares have been subscribed for.

Placing Agreement

The Company and the Joint Global Coordinators and Joint Bookrunners will enter into a Placing Agreement on or around the date of registration of this Prospectus with the CNMV.

Subject to the terms and conditions set forth in the Placing Agreement, the Joint Global Coordinators and Joint Bookrunners have (i) agreed to use their reasonable efforts to find subscribers for any such Discretionary Shares at the Subscription Price, and (ii) during the Pre-emptive Subscription Period, the Additional Shares Allocation Period and the Discretionary Shares Allocation Period, may promote the subscription of New Shares.

E.4 A description of any interest that is material to the issue/offer including conflicting interests:

The Joint Global Coordinators and Joint Bookrunners and the legal advisors in this Offering are performing and may in the future perform services for the Company in the ordinary course of their business, for which they have received and are likely to continue to receive customary fees and expenses.

On 31 October 2014, JB Capital Markets entered into a liquidity agreement with the Company, reported by the Company as a significant information announcement (*Hecho Relevante*) to the CNMV on 31 December 2014. This agreement entered into force as from 2 January 2015 in order to improve the liquidity and regularity in Ordinary Shares trading, in accordance with the Circular 3/2007 of the CNMV.

The Joint Global Coordinators and Joint Bookrunners have been mandated, with the prior approval of the Company, by Pei Valor, S.à r.l (direct shareholder of the interest in the Company's share capital indirectly controlled by Perry Partners International, Inc.) as selling shareholder (the "**Selling Shareholder**"), to use their reasonable efforts to carry out a private placement among Qualified Investors through an accelerated bookbuilding process to be conducted after the registration of this Prospectus and prior to the Record Date (the "**APP**") of up to 3,500,000 existing Ordinary Shares of the Company (representing approximately 9.721% of the Ordinary Shares outstanding on the date of registration of this Prospectus) ("**APP Shares**").

It is expected that the APP takes place in no more than on day and that the APP Shares will be allocated on the first business day following the registration of this Prospectus and prior to the Record Date of the Offering so that purchasers of the APP Shares in the APP are credited with Subscription Rights on the Record Date of the Offering and will be able participate in the Offering executing their relevant Subscription Rights. The APP is not conditional on completion of the Offering or the Capital Increase.

The final number of APP Shares to be sold by the Selling Shareholder and the purchase price will be determined once the aforementioned accelerated bookbuilding process is finished through the execution, if applicable, of the corresponding pricing agreements, and will be communicated through the publication of the appropriate significant information announcement (*Hecho Relevante*), which is expected to take place the business day following the registration of this Prospectus.

The APP is expected to broaden the Company's shareholder base favoring the liquidity of its Ordinary Shares, which is important for the orderly formation of share prices in the market.

The Selling Shareholder has undertaken vis à vis the Company and the Joint Global Coordinators and Joint Global Bookrunners to exercise all of the Subscription Rights corresponding to the Ordinary Shares that it will hold after the APP and subscribe all of the New Shares that may correspond to it in the Right Offering.

The Company is not aware of any undertaking by any other significant shareholder of the Company to subscribe for New Shares.

The Company will not receive any of the proceeds from the sale of the APP Shares by the Selling Shareholder.

E.5 Name of the person or entity offering to sell the securities and details of any

Save for the Company, there are no entities or persons offering to sell New Shares or Subscription Rights.

The Company and the Joint Global Coordinators and Joint Bookrunners will agree under the Placing Agreement that the Company will be subject to a "lock-up" undertaking (subject to

lock-up
agreements:

certain exceptions) during a period commencing on the date of the Placing Agreement and ending 180 days following Admission.

Furthermore, each member of the Management Team has agreed, with respect only to Incentive Shares, under its respective employment or services agreement with the Company that, subject to certain rules and exceptions, such member of the Management Team shall not dispose of any Incentive Shares prior to the first anniversary of the date on which such Ordinary Shares were delivered to such member of the Management Team.

Mr. Luis Alfonso López de Herrera-Oria has also agreed, in a separate undertaking letter to be delivered as condition precedent to the obligations under the Placing Agreement, that he will be subject to a “lock-up” undertaking (subject to certain exceptions) during a period commencing on the date of the Placing Agreement and ending 180 days following Admission.

E.6 Dilution:

The Eligible Shareholders will receive Subscription Rights to subscribe for New Shares and, thus, in the event they exercise such Subscription Rights in full, they will suffer no dilution of their holdings of the Company’s share capital at the Record Date.

In the event that none of the Company’s current shareholders subscribe for New Shares in the percentage to which their Subscription Rights entitle them and assuming that the New Shares are subscribed in full by third party investors, the holdings of the Company’s current shareholders would represent approximately 50% of the total number of Ordinary Shares following the Capital Increase, which would represent a dilution in ownership percentage of approximately 50% with respect to the ownership percentage they hold as of the date hereof.

E.7 Estimated
expenses charged
to the investor by
the issuer:

The Company will not charge expenses to any investor in respect of the Offering.

Notwithstanding the foregoing, the relevant Iberclear participants through which the Offering is carried out may charge such fees and expenses as they reasonably deem necessary (and in according with the current Law) in respect of processing of sale and purchase orders of New Shares and Subscription Rights.

PART II: RISK FACTORS

Any investment in the Ordinary Shares, including the New Shares or the Subscription Rights, is subject to a number of risks. Accordingly, prior to making any investment decision, you should carefully consider all the information contained in this Prospectus and, in particular, the risk factors described below.

This Prospectus also contains forward-looking statements that involve risks and uncertainties. See “Forward Looking Statements” in Part IV (Important Information) of this Prospectus. The Company’s actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by the Company described below and elsewhere in this Prospectus.

You should note that the risks relating to the Company, its industry (being the commercial real estate market in Spain) and the Offering summarized in Part I (Summary) of this Prospectus are the risks that the Company believes to be the most essential in assessing whether to invest in the New Shares or the Subscription Rights. However, as the risks which the Company faces relate to events and depend on circumstances that may or may not occur in the future, you should consider not only the information on the key risks summarized in Part I (Summary) but also, among other things, the risks and uncertainties described below.

The Board considers the following risks to be material for investing in the Company. However, the following is not an exhaustive list or explanation of all risks that you may face when making an investment in the New Shares or the Subscription Rights and should be used as guidance only. Additional risks and uncertainties not currently known to the Board, or that the Board currently deems immaterial, may also have an adverse effect on the Company’s financial condition, business, prospects and/or results of operations. In such case, the market price of the Ordinary Shares or the Subscription Rights could decline and investors may lose all or part of their investment. You should consider carefully whether an investment in the New Shares or in the Subscription Rights is suitable for them in light of the information in this Prospectus and your personal circumstances. You should consult a competent independent professional advisor who specializes in advising on the acquisition of listed securities. The order in which risks are presented is not necessarily an indication of the likelihood of the risks actually materializing, of the potential significance of the risks or of the scope of any potential harm to the Company’s business, financial condition, results of operations and prospects.

Prospective investors should read this section in conjunction with this entire Prospectus.

1. Risks inherent to investing in a recently created business

1.1 The limited operating history of the Company and the fact that the Company’s performance mostly depends on the expertise of the Management Team and on the success of its Business Strategy are factors that contribute to the complexity of the investment in the Company

The Company was incorporated on 19 March 2014, and therefore has a limited operating history upon which an evaluation of the Company can be based and therefore its prospects are subject to the risks and uncertainties of a recently incorporated business, including without limitation the risk that the Company cannot implement its Business Strategy or achieve its objectives and that the value of the assets of the Company, and of the Ordinary Shares, could substantially decline. The performance of the Company depends on the expertise of the Management Team and on the success of its Business Strategy, which is uncertain.

These are factors that contribute to the complexity of the investment in the Company. As a result, institutional and qualified investors are more capable of understanding the investment in the Company and the risks involved therewith, and, in any event, consultation with financial, legal and tax advisers is strongly recommended in order to assess any such potential investment.

1.2 The Company has limited available financial information, and prospective investors in the Company will have limited data to assist them in evaluating the prospects of the Company and the related merits of an investment in the Company

Except for the financial information referred to in Part VII (*Selected Financial Information and Financial Review*) and the Financial Statements included as Appendix II and III of this Prospectus (Audited 2014 Financial Statements and Unaudited Interim Financial Statements), the Company does not have any historical financial statements or other meaningful operating or financial data. It is therefore difficult to evaluate the future performance of the Company. As a consequence, prospective investors in the Company will have

limited financial data to assist them in evaluating the prospects of the Company and the related merits of an investment in the Company.

2. Risks relating to the Management Team and Board

2.1 *The Company is dependant on the performance, the expertise and its ability to retain the members of the Management Team*

The Company depends on the experience, skills and judgment of the Management Team to implement its Business Strategy, which includes the management of its Portfolio of properties and the identification, selection, and negotiation of suitable acquisitions and dispositions of assets. Furthermore, the Company is dependent upon the Management Team's successful implementation of the Company's Business Strategy, and ability to create a property portfolio capable of generating profits. The ability of the Company to achieve its objectives is significantly dependent upon the expertise and operating skills of the Management Team. The departure of a member of the Management Team for any reason, including death, incapacity or resignation, could have an adverse impact on the ability of the Company to achieve its objectives. In such an event, there can be no guarantee that the Company will be able to find and attract other individuals with the same levels of expertise and experience in the Spanish commercial property market, or who have similar relationships with commercial real estate lenders, property funds and other market participants in Spain. The loss of any member of the Management Team could also result in lost business relationships and damage to our reputation. For example, if a member of the Management Team is transferred to a competitor this could have a material adverse effect on the Company's competitive position within the Spanish commercial real estate market. If alternative personnel are found, it may take time to transition those individuals to the Company and that such transition might be costly, and ultimately might fail. The departure of any member of the Management Team without timely and adequate replacement of such person(s) by the Company may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

2.2 *There can be no assurance that the Management Team will be successful in implementing the Company's Business Strategy and its historical performance is not a guarantee of the future performance of the Company*

The Company is dependent on the Management Team to identify acquisition opportunities and manage the Company's current and prospective assets in order to create value for shareholders. No assurance can be given that the implementation of the Company's Business Strategy by the Management Team will be successful under current or future market conditions. The approach employed by the Management Team may be modified and altered from time to time, so it is possible that the approach adopted by the Management Team to achieve the Company's Business Strategy in the future may be different from that presently expected to be used and disclosed in this Prospectus.

Moreover, the past performance of the Management Team is not indicative, or intended to be indicative, of the future performance or results of the Company. The previous experience of the members of the Management Team and the companies and ventures the members of the Management Team have advised, operated or worked for may not be directly comparable with the Company's proposed business.

2.3 *There may be circumstances where members of the Management Team or their affiliates have a conflict of interest with the Company*

There may be circumstances in which certain members of the Management Team or their affiliates, directly or indirectly, have a material interest in a transaction being considered by the Company or a conflict of interest with the Company. Pursuant to the employment or services agreement with each member of the Management Team, during the term of such agreements, the members of the Management Team will have exclusive professional dedication to the business of the Company and may not render services to parties other than the Company, although such exclusivity commitment does not prevent the CEO (a) from continuing to hold the non-executive directorships listed as such in Section 5.2. of Part XII (*Management*), (b) from holding additional non-executive directorships in other companies (up to a maximum of 7) provided that the CEO obtains the prior consent of the Company's Board, and (c) from holding executive directorships in his personal asset-holding companies (*sociedades patrimoniales*) (which as of the date of this Prospectus include those listed as such in Section 5.2 of Part XII (*Management*)) and developing the corresponding functions in these companies, to the extent that any of the above (i) does not interfere with the CEO's responsibilities

towards the Company and (ii) is not in breach of the CEO's non-compete commitments towards the Company. However, the Company cannot assure that this exclusive professional dedication set forth in the relevant agreements will be sufficient to avoid conflicts of interest, in the present or in the future.

In the event that a conflict of interest on behalf of the Management Team results in a decision that is not in the best interest of the Company's shareholders, the Company's business, financial condition, results of operations and profits could be adversely affected.

2.4 The members of the Management Team participate in an Equity Incentive Plan based on Shareholder Return and NAV, therefore volatility in property values might lead to overpayment ahead of a cyclical peak.

In addition to basic compensation, members of the Management Team may receive Ordinary Shares of the Company (which may be both treasury Ordinary Shares or new shares resulting from a capital increase) pursuant to the Equity Incentive Plan. Under the Equity Incentive Plan, the members of the Management Team will be entitled to receive on an annual basis a certain number of Ordinary Shares in the Company based on Shareholder Return and NAV of the Company during a seven year vesting period. Therefore, increases in the NAV of the Company will lead to incentives being paid to the members of the Management Team. If increases in the NAV are the result of price overheating in the real estate sector, it is possible that the Management Team will be overpaid ahead of a cyclical peak. Incentives that become due and payable to members of the Management Team are not subject to a reduction or clawback as a result of any subsequent decrease in the NAV of the Company. In addition, generally, the NAV of real estate companies and the evolution of such companies' share prices are not perfectly correlated. Accordingly, neither the members of the Management Team's compensation nor the Equity Incentive Plan will be directly linked to the price performance of the Company's Ordinary Shares, and may become due and payable, or even increase, when the price performance of the Company's Ordinary Shares is declining.

2.5 The arrangements among the Company and the Management Team were negotiated in the context of an affiliated relationship and may contain terms that are less favorable to the Company than those which otherwise might have been obtained from unrelated parties

The Company's internal policies and procedures for dealing with the members of the Management Team, including their remuneration policy, were negotiated in the context of the Company's formation and the IPO by persons who were, at the time of negotiation, members of the Management Team. While the Company believes that the terms of these arrangements are broadly similar to what would have been obtainable from unaffiliated third parties, such terms, including terms relating to fees, salaries and incentives, performance criteria, contractual or fiduciary duties, conflicts of interest, limitations on liability, indemnification and termination, may be less favorable to the Company than otherwise might have resulted if the negotiations had involved unrelated parties from the outset.

2.6 The Company is dependent on the performance and retention of members of the Board

The Company relies on the expertise and experience of the Directors to supervise the management of the Company's affairs. Certain reserved matters require the consent of the Board, including, among other things, any acquisition/disposal of a property investment where the aggregate acquisition cost/gross proceeds attributed to the Company in respect of such property investment is/are in excess of €75 million. The expertise and performance of the Directors, and their retention on the Board are significant factors in the Company's ability to achieve its investment objectives. The Directors' involvement with the Company is on a part time basis, rather than a full time basis, and if there is any material disruption to the work performed by the members of the Management Team, the Directors may not have sufficient time or experience to manage the Company's business. In addition, there can be no assurance as to the continued service of the Directors of the Company and the departure of any of these individuals without a timely and adequate replacement may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

2.7 There may be circumstances where certain Directors or their affiliates have a conflict of interest

There may be circumstances in which a Director or an affiliate of a Director has, directly or indirectly, a material interest in a transaction being considered by the Company, or a conflict of interest with the Company. Any of the Directors and/or any person connected with them may from time to time act as director, investor or be otherwise involved in other investment vehicles (including investment vehicles that have investment

strategies similar to the Company) which may also be purchased or sold by the Company, subject to the applicable provisions governing such conflicts of interest both in law and the internal regulations of the Company. Although procedures have been put in place to manage conflicts of interest, it is possible that any of the Directors and/or their connected persons may have potential conflicts of interest with the Company. See Part XIII (*Directors and Corporate Governance*).

This may have a material adverse effect on the ability of the Company to successfully pursue its Business Strategy and thus may have a material adverse effect on the Company's business, financial condition, results of operations and profits.

2.8 *Harm to the reputation of the Board, members of the Management Team, or other employees of the Company may materially adversely affect the Company*

The Board, the Management Team, or other employees currently employed by or hired in the future by the Company may be exposed to reputational risks. In particular, litigation, allegations of misconduct, etc. or other negative publicity press speculation involving any of the Directors, the Management Team or the Company's employees, whether or not accurate, may harm the reputation of the relevant individual(s). Any damage to the reputation of any of such individual(s) could result in tenants, lenders, developers, or other counterparties being unwilling to deal with the Company. This may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

3. Risks relating to the Company's business

3.1 *The Company faces numerous risks related to its rental business*

The Company's core business is the leasing of properties which form part of the Company's Portfolio. If the Company fails to adequately manage its leased premises, including if the Company is unable to retain its current tenants due to the non-renewal of their lease agreements upon expiry and where the Company is unable to find new tenants, there is a risk that they will become vacant, resulting in a decrease in the Company's revenues. Even if the Company enters into new lease agreements with its existing tenants or new tenants, there is a risk that the Company may have to do so on less favorable terms due to prevailing market conditions at the time of entering into such new leases or other reasons.

In addition, the Company is exposed to the risk of insolvency or illiquidity of its tenants, which might cause them to default on their rental payment commitments. If the Company's gross rental income were to decline as a result, the Company would have less cash available and the value of its properties could significantly decline. Also, acquiring real estate assets for rent implies significant upfront investment, and, consequently, any increase in costs and/or any reduction in the targeted rental revenues from such assets could result in a materially reduced return on investment. Moreover, significant expenditures associated with the holding and managing of a property, such as taxes, service charges, insurance, maintenance and refurbishment costs, are generally not reduced proportionally to any decline in rental revenues from that property. If rental revenues from a property were to decline while the related costs did not decline, the Company's revenues and cash receipts could be materially adversely affected.

Any of the above may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

3.2 *The Company's properties are, and will continue to be, concentrated in the Spanish commercial property market and therefore such properties have greater exposure to political, economic and other factors affecting the Spanish market as well as to instability of the Eurozone*

The Company's property Portfolio currently consists of direct interests in Commercial Property in Spain, the majority of which are located in Madrid, Barcelona and certain secondary locations and logistic property in major logistics centers. This means the Company has a significant concentration of risk relating to the Spanish commercial property market, especially in the locations mentioned, and an investment in the Company may be subject to greater risk than an investment in companies with more diversified portfolios. Accordingly, the Company's performance may be significantly affected by events beyond its control affecting Spain, and the Spanish commercial property market in particular, such as a further general downturn in the Spanish economy, changing demand for commercial property in Spain, changing supply within a particular geographic location, the attractiveness of property as compared to other investment choices, changes in domestic and/or

international laws and regulations (including in relation to taxation and land use), Spain's attractiveness as a foreign direct investment destination, political conditions, the condition of financial markets, sovereign debt defaults in the Euro area, European Union exits, the availability of credit, the financial condition of tenants, interest rate and inflation rate fluctuations, higher accounting and control expenses and other developments. Any of these events could reduce the rental and/or capital values of the Company's property assets and/or the ability of the Company to acquire or dispose of properties and to secure or retain tenants on acceptable terms and, consequently, may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

3.3 The value of any properties that the Company owns or may acquire and the rental income those properties yield may decline and will be affected by the conditions of the Spanish property market

The conditions of the commercial property market in Spain, especially in Madrid and Barcelona, will affect both the value of any properties that the Company owns or may acquire and the rental income those properties yield. The value of real estate in Spain declined sharply starting in 2007 as a result of economic recession, the credit crisis, increased unemployment rates, an overhang of excess supply, overleveraged local real estate companies and developers and the absence of bank funding. Spanish property values could decline further and those declines could be substantial, particularly if the economy were to suffer a further recession or the recent increase in demand for Spanish real estate were to fade. Further declines in the performance of the Spanish economy or the Spanish property market could have a negative impact on consumer spending, levels of employment, rental revenues and vacancy rates and, as a result, have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

In addition to the general economic climate, the Spanish commercial property market and prevailing rental levels and asset values may also be affected by factors such as an excess supply of properties, the availability of credit, the level of interest rates and changes in laws and governmental regulations (both domestic and international), including those governing real estate usage, zoning and taxes. In addition, rental levels may also be affected by a fall in the general demand for rental property and reductions in tenants' and potential tenants' space requirements. All of these factors are outside of the Company's control, and may reduce the attractiveness of holding property as an asset class.

These factors could also have a material effect on the Company's ability to maintain the occupancy levels of the properties it owns or may acquire through the execution of leases with new tenants and the renewal of leases with existing tenants, as well as its ability to maintain or increase rents over the longer term. In particular, non-renewal of leases or early termination by significant tenants in the Company's property Portfolio (once acquired) could materially adversely affect the Company's gross rental income. If the Company's gross rental income declines, it would have less cash available to service and repay its indebtedness or make distributions to shareholders and the value of its properties could further decline. In addition, significant expenditures associated with a property, such as taxes, service charges and maintenance costs, are generally not reduced in proportion to any decline in rental revenue from that property. If rental revenue from a property declines while the related costs do not decline, the Company's income and cash receipts could be materially adversely affected. Declines in rent and demand for space might render refurbishment and redevelopment investments unattractive.

These factors could also have a material effect on the Company's ability to maintain the actual rents that the Company receives for the properties in its Portfolio, which may be lower than its asking rents, which could negatively impact the Company's ability to generate cash flow growth. The degree of discrepancy between the Company's asking rents and the actual rents it is able to obtain may vary both from property to property and among different leased spaces within a single property. If the Company is unable to obtain rental levels that are on average comparable to its asking rents across its Portfolio, then its ability to generate cash flow growth will be negatively impacted. In addition, depending on asking rental levels at any given time as compared to expiring leases in its Portfolio, from time to time rental levels for expiring leases may be higher than starting rental levels for new leases, which can negatively impact the Company's future cash flow.

Any deterioration in the Spanish commercial property market, for whatever reason, could result in declines in market rents received by the Company, in occupancy rates of the Company's properties, in the carrying values of the Company's properties and the value at which it could dispose of such properties. A decline in the carrying value of the Company's properties may also weaken the Company's ability to obtain financing for

new investments. Any of the above may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

3.4 *Competition in the real estate market may affect the ability of the Company to make appropriate acquisitions and to secure tenants at satisfactory rental levels*

The real estate sector is highly competitive and very fragmented, and new real estate companies face low barriers to entry.

The Company faces competition from other property investors, such as Lar España Real Estate SOCIMI, S.A.; Hispania Activos Inmobiliarios, S.A. and Merlin Properties SOCIMI, S.A., for the purchase of desirable properties and in seeking creditworthy tenants for acquired properties. Competitors include not only regional Spanish investors and real estate developers with in-depth knowledge of the local markets, but also property portfolio companies and funds that invest nationally and internationally, institutional investors and foreign investors. This competitiveness heightened recently by the entry of new participants in the Spanish real estate market, for example financial institutions looking to dispose of real estate assets (including real estate assets used as security in financing arrangements and acquired from debtors following defaults) and the *Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria*, or SAREB, the Spanish company responsible for the management of banking sector assets following the restructuring of the Spanish financial sector, as well as other SOCIMIs.

Competitors may have greater financial resources than the Company and a greater ability to borrow funds to acquire properties, and may have the ability or desire to acquire properties at a higher price or on terms less favorable than those the Company may be prepared to accept. Competition in the commercial property market may also lead to an over-supply of commercial properties through over-development competing bids by potential purchasers driving up the prices of existing properties. Furthermore, the number of entities and the amount of funds competing for suitable properties may increase. There can be no assurance that the Company will be successful in identifying or acquiring suitable properties. Competition in the commercial property market may lead to prices for existing properties being driven up through competing bids by potential purchasers.

Any of the Company's competitors may have greater financial, technical and marketing resources than the Company and a greater ability to borrow funds to acquire properties, and may have the ability or inclination to acquire properties at a higher price or on terms less favorable than those the Company may be prepared to accept.

The existence and extent of competition in the commercial property market may also have a material adverse effect on the Company's ability to secure tenants for properties it acquires at satisfactory rental levels and on a timely basis and to subsequently retain such tenants.

Competition may cause difficulty in achieving rents in line with the Company's expectations and may result in increased pressure to offer new and renewing tenants financial and other incentives. If the Company is unable to compete effectively against other property investors or to effectively manage the risks related to competition, this may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

3.5 *The Company's business may be materially adversely affected by a number of factors inherent to real estate*

Revenues earned from, and the capital value and disposal value of, real estate properties held or sold by the Company may be materially adversely affected by a number of factors inherent in real estate asset sales and management, including, but not limited to:

- sub-optimal tenant rotation policies or lease renegotiations;
- decreased demand by potential buyers for properties or tenants for space;
- material declines in property and/or rental values;
- excessive investment in extensions/refurbishment;

- the inability to recover operating costs such as local taxes and service charges on vacant space;
- incorrect repositioning of an asset in changing market conditions;
- exposure to the creditworthiness of buyers and tenants, which could result in delays in receipt of contractual payments, including rental payments, the inability to collect such payments at all including the risk of buyers and tenants defaulting on their obligations and seeking the protection of bankruptcy laws, the renegotiation of purchase agreements or tenant leases on terms less favorable to the Company, or the termination of purchase agreements or tenant leases;
- defaults by a number of tenants with material rental obligations (including pre-let obligations) or a default by a significant tenant at a specific property that may hinder or delay the sale or re-letting of such property;
- material litigation with buyers or tenants;
- material expenses in relation to the construction of new tenant improvements and re-letting a relevant property, including the provision of financial inducements to new tenants such as rent free periods;
- reduced access to financing for tenants, thereby limiting their ability to alter existing operations or to undertake expansion plans; and
- increases in operating and other expenses or cash needs without a corresponding increase in turnover or tenant reimbursements, including as a result of increases in the rate of inflation in excess of rental growth, property taxes or statutory charges or insurance premiums, costs associated with tenant vacancies and unforeseen capital expenditure affecting properties which cannot be recovered from tenants.

The above factors could cause the Company's business, financial condition, results of operations and prospects to be materially adversely affected.

3.6 The Company's Business Strategy is broad and may be subject to change

The Company's Business Strategy provides the Management Team with broad discretion. Although the Company intends to primarily focus on the Spanish commercial real estate including offices (mainly in Madrid and Barcelona) and logistic property (in the major logistics centers), there can be no assurance that sufficient suitable properties in this area will become available. It is possible that, subject to any necessary Board approval, the Management Team will use its discretion to acquire properties outside of this scope and expose the Company to risks associated with assets that may not otherwise be adequately considered under the risk factors contemplated herein.

3.7 There may be delays or difficulties in the identification of suitable properties to incorporate into the Company's Portfolio

The Company is expanding the existing Portfolio of properties in Spain, principally commercial property (primarily in Madrid and Barcelona) and logistic property in major logistics centers. There can be no assurance as to how long it will take for the Company to invest any or all of the Net Proceeds in property and it may not find suitable properties in which to invest all of the Net Proceeds. The Company is likely to face competition from a variety of other potential purchasers in identifying and acquiring suitable properties. The longer the period before investing the Net Proceeds the greater the likelihood that the Company's business, financial condition, results of operations and prospects, and its ability to make distributions to shareholders, will be materially adversely affected.

3.8 Property valuation is inherently subjective and uncertain

The success of the Company depends significantly on the Company's ability to assess the values of properties, both at the time of acquisition and the time of disposal. Valuations of the Company's properties will also have a significant effect on the Company's financial security on an on-going basis and its ability to obtain financing. The Company's portfolio as of 31 March 2015 has been valued by CBRE at €507.9 million (see Appendix I (*Valuation Report*)).

The valuation of property and property-related assets is inherently subjective, partially because all property valuations are made on the basis of assumptions which may not prove to be accurate (particularly in periods of volatility or low transaction volume in the commercial real estate market), and also because of the individual nature of each property. When assessing property value, appraisers are required to make assumptions about certain matters, including but not limited to, the existence of willing sellers in uncertain market conditions, title, condition of structure and services, potential for hazardous or other harmful/dangerous materials, plant and machinery conditions, environmental matters, permits and licenses, statutory requirements and planning, expected future rental revenues from the property and other information. Such assumptions may prove to be inaccurate. Incorrect assumptions underlying valuation reports could negatively affect the value of any properties the Company acquires and thereby have a material adverse effect on the Company's financial condition. This is particularly so in periods of volatility or when there is limited real estate transaction data against which property valuations can be compared. There can also be no assurance that these valuations will be reflected in the actual transaction prices, even where any such transactions occur shortly after the relevant valuation date, and the estimated yield and annual rental income may prove to be attainable.

3.9 Costs associated with potential acquisitions that do not proceed to completion will affect the Company's performance

The Company will need to identify, investigate and pursue additional suitable acquisition opportunities and negotiate them on suitable terms, all of which require significant expenditure prior to consummation of the transactions. The Company is likely to incur certain third-party costs in connection with the valuation and professional services associated with the sourcing and analysis of suitable assets. Although the Company estimates such costs will amount to less than 2.5% of each property's gross acquisition cost, there can be no assurance as to the amount of such costs and, given that there can be no guarantee that the Company will be successful in its negotiations to acquire any given property, the greater the number of potential acquisitions that do not proceed to completion, there is greater potential for an adverse impact of such costs on the Company's business, financial condition, results of operations and profits.

3.10 The Company's due diligence of a potential acquisition may not identify all possible risks and liabilities

Prior to entering into an agreement to acquire any property or make a significant investment, the Management Team performs due diligence on the proposed acquisitions. In conducting such due diligence, the Management Team typically relies on third parties to conduct a significant portion of research, including, among other things, providing legal reports on title and property valuations. There can be no assurance, however, that research and evaluations carried out by the Management Team or third parties in connection with any properties will reveal all of the risks associated with that property, or the full extent of such risks. For example, properties that the Company acquires or invests in may be subject to hidden material defects that are not apparent at the time of acquisition or investment. To the extent that the Company or other third parties underestimate or fail to identify risks and liabilities associated with an investment property, the Company may be subject to one or more of the following risks:

- defects in title;
- environmental liabilities, or structural or operational defects or liabilities, that require remediation and/or are not covered by insurance or indemnification;
- lack or insufficiency of permits and licenses;
- an inability to obtain permits for the property to be used as intended; and/or
- the acquisition of properties that are not consistent with the Company's Business Strategy or that fail to perform in accordance with expectations.

Any of these consequences of a due diligence failure may have a material adverse effect on the Company's business, financial condition, results of operations and profits.

3.11 The Company typically depends on third party contractors or subcontractors when undertaking refurbishment, redevelopment, renovation and restoration of its properties

When the Company seeks to create value by developing, refurbishing or redeveloping its properties, it will typically depend on the services of third-party contractors or subcontractors who manage or perform such refurbishment, redevelopment, renovation or restoration on behalf of the Company. The risks of refurbishment, redevelopment, renovation or restoration by a third-party include, but are not limited to:

- failure of such third-party contractors to fully perform their contractual obligations;
- insolvency of such third-party contractors;
- the inability of the third-party contractors to retain key members of staff;
- cost overruns in connection with the services provided by the third-party contractors;
- delays in properties being available for occupancy;
- fraud or misconduct by an officer, employee or agent of a third-party contractor, which may result in losses to the Company and damage to the Company's reputation;
- disputes between the Company and third-party contractors, which may increase the Company's expenses and require the time and attention of the Board and the Management Team;
- liability of the Company for the actions of the third-party contractors;
- inability to obtain governmental and regulatory permits on a timely basis or at all;
- failure to sell the developed, redeveloped or refurbished units at prices that are favorable to the Company or at all; and
- inability to rent the units to tenants at rental levels that are favorable to the Company or at all.

The Company enters into agreements with third-party independent contractors and subcontractors, which the Company believes to be reputable and offer competitive terms to carry out the work. These contractors typically perform their work diligently and on time, and the Company closely supervises their work. Nevertheless, it is possible that such contractors or subcontractors could fail to meet their commitments, fall behind in their schedules or run into financial difficulties making them unable to complete their projects in a timely manner or at all. In such a case, the Company may be forced to devote additional resources to complete the necessary work, incur losses or be required to pay penalties.

Although the Company attempts to verify our contractors' compliance with health and safety regulations, labor and social security statutory requirements (such as being up to date with employers' social security contributions and ensuring that their workers are legally employed) and other laws, regulations and requirements. Any failure by such contractors to comply with such laws, regulations and requirements could render the Company liable in respect of such obligations.

If the Company's third-party contractors fail to successfully perform the services for which they have been hired, either as a result of their own fault or negligence or due to the Company's failure to properly supervise any such contractors, this could have a material adverse effect on the Company's business, financial condition, results of operations and profits.

In addition, refurbishment, redevelopment, renovation or restoration projects are based on business plans devised by members of the Management Team and actual results might differ from anticipated results. There is no assurance that the Company will realize anticipated returns on an investment in property refurbishment, redevelopment, renovation or restoration. Failure to generate anticipated returns may have a material adverse effect on the Company's business, financial condition, results of operations and profits.

3.12 The Company is exposed to certain risks related to the structural condition of the properties and their maintenance and repair

The Company's properties are inspected prior to purchase in the course of a technical and thorough due diligence investigation with respect to their structural condition and, to the extent necessary, the existence of harmful environmental impacts. It is possible, however, that damage or quality defects could remain entirely undiscovered, or that the scope of such problems is not fully apparent in the course of the due diligence investigation, and/or that defects become apparent only at a later time. In general, sellers exclude all liability for hidden defects. Even if liability for hidden defects has not been fully excluded, it is possible that the representations and warranties made in the purchase agreement with respect to the property failed to cover all risks and potential problems relating to the acquisition. In addition, it is possible that significant environmental pollution, such as the use of construction materials containing asbestos, was not detected in such older buildings and the Company could be exposed to financial liability for any required remediation measures.

Additionally, the Company could be exposed to unexpected problems or unrecognized risks, such as delays in the implementation of maintenance, refurbishment or modernization measures in connection with acquired real estate portfolios, against which the Company might not be contractually protected, the occurrence of any such unexpected problem or unrecognized risk could have a material adverse effect on the Company's financial condition, business, prospects and results of operation. In addition, if, as a result of these unexpected problems and unrecognized risks, the Company is unable to lease a property as planned or effectuate increases in rents under existing leases, the Company's financial condition could further deteriorate and the value of its acquired properties could decline.

After acquiring properties, the Company intends to maintain rented properties in good condition. For this reason, and also to avoid loss of value, the Company performs maintenance and repairs. In addition, modernization of properties may be necessary to increase their appeal or to meet changing legal requirements, such as those relating to energy savings. Such measures can be large-scale and expensive. As a result, the Company could face higher than budgeted costs for maintenance, repair or modernization that it may be unable to pass onto the tenant. Moreover, required maintenance, repair or modernization work could be delayed, for example, by reason of bad weather, poor performance or insolvency of contractors, or the discovery of unforeseen structural defects which may result in increased costs to remedy such defects.

Any of the above may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

3.13 The Company may in the future acquire less than 100% control of certain properties and may therefore be subject to the risks associated with joint ownership

The Company currently owns 100% of all the properties in its portfolio. However, in the future the Company may enter into joint ventures or other investment structures that imply joint ownership of certain properties by the Company together with another entity. These arrangements may expose the Company to the risk that:

- investment partners become insolvent or bankrupt, or fail to fund their share of any capital contribution which might be required, which may result in the Company having to pay the investment partner's share or risk losing the investment;
- investment partners have economic or other interests that are inconsistent with the Company's interests and are in a position to take or influence actions contrary to the Company's interests and plans (for example, in implementing active asset management measures), which may create impasses on decisions and affect the Company's ability to implement its strategies and/or dispose of the asset or entity;
- disputes develop between the Company and investment partners, with any litigation or arbitration resulting from any such disputes increasing the Company's expenses and distracting the Board and/or the Management Team from their other managerial tasks;
- investment partners do not have enough liquid assets to make cash advances that may be required in order to fund operations, maintenance and other expenses related to the property, which could result in

the loss of current or prospective tenants and may otherwise adversely affect the operation and maintenance of the property;

- an investment partner breaches agreements related to the property, which may cause a default under such agreements and result in liability for the Company;
- income obtained from these minority investments does not qualify as income received from Qualifying Subsidiaries and hence may affect the Company's ability to comply with the SOCIMI Regime requirement that at least 80% of the Company's net annual income under Spanish GAAP must derive from rental income and from dividends or capital gains in respect of certain specified assets;
- the Company may, in certain circumstances, be liable for the actions of investment partners; and
- a default by an investment partner constitutes a default under mortgage loan financing documents relating to the investment, which could result in a foreclosure and the loss of all or a substantial portion of the investment made by the Company.

Any of the foregoing may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

3.14 The Company may suffer losses in excess of insurance proceeds, if any, or from uninsurable events

The Company's properties may suffer physical damage resulting in losses (including loss of rent) which may not be compensated for by insurance, or at all. In addition, there are certain types of losses, generally of a catastrophic nature, that may be uninsurable, or are not economically beneficial to insure. Inflation, changes in building codes and ordinances, environmental considerations, and other factors, may also cause insurance proceeds to be unavailable or insufficient to correct certain problems or restore certain properties. Should an uninsured loss or a loss in excess of insured limits occur, the Company may lose capital invested in the affected property as well as anticipated future revenue from that property. In addition, the Company could be liable to repair damage caused by uninsured risks or pay for uninsured environmental clean-up costs. The Company may also remain liable for any debt or other financial obligations related to that property. Any material uninsured losses may have a material adverse effect on the Company's business, financial condition, results of operations and profits. As of the date of this Prospectus, the Company has subscribed certain insurance policies in order to cover property damages and civil liabilities in connection with the Portfolio.

3.15 The Company may be unable to buy or sell a property if and when it decides to do so

The Company expects to buy or otherwise acquire commercial real estate property for developing rental activities and to hold the various real properties which it acquires until the Company decides that a sale or other disposition is appropriate given its Business Strategy. The Company's ability to acquire or dispose of properties on advantageous terms depends on factors beyond its control, including competition from other buyers or sellers and the availability of attractive financing for either the Company or potential buyers of the Company's properties, as applicable. The Company cannot predict the various market conditions affecting real estate investments which will exist at any particular time in the future. Due to the uncertainty of market conditions which may affect the future acquisition or disposition of the Company's properties, it cannot assure investors that it will be able to buy any target properties at the anticipated price, or at all, or sell any properties at a profit in the future. Accordingly, the extent to which an investor will receive cash distributions and realize potential appreciation on the Company's real estate investments will be dependent upon fluctuating market conditions.

Furthermore, the Company may be required to spend funds to correct defects or to make improvements after a property has been purchased or before a property can be sold. The Company cannot assure investors that the Company will have funds available to correct such defects or to make such improvements.

3.16 The Company may continue to be subject to liability following the disposition of properties

The Company may be exposed to future liabilities and/or obligations with respect to the properties that it sells. The Company may be required or may consider it prudent to set aside provisions for warranty claims or contingent liabilities in connection with the sale of certain properties. As of 31 March 2015, the Company has

not set aside any provisions for such purposes. The Company may be required to pay damages, such as litigation costs, to a purchaser to the extent that any representations or warranties made by the Company to a purchaser is proved to be inaccurate, or if the Company breaches any of its covenants or obligations contained in the relevant purchase agreement. In certain circumstances, it is possible that representations and warranties incorrectly given could give rise to a right by the purchaser to terminate the contract in addition to the payment of damages. Further, the Company may become involved in disputes or litigation in connection with such sold investment properties. Certain obligations and liabilities associated with the ownership of investments can also continue to exist notwithstanding any sale, such as certain environmental liabilities. Any claims, litigation or continuing obligations arising in connection with sold investment properties may subject the Company to unanticipated costs and may require the Company to devote considerable time to dealing with them. As a result, any such claims, litigation or obligations may have a material adverse effect on the Company's business, financial condition, results of operations and profits.

3.17 The Company may dispose of properties at a lower than expected return or at a loss on such properties

In general, the Company is under no obligation to sell its assets within a fixed time frame. However, the Company may be required to dispose of an investment, such as due to a requirement imposed by a third party (e.g., a lending bank), and further the Company may elect to dispose of its investments at any time. There can be no assurance that, at the time the Company chooses to dispose of properties (whether voluntarily or otherwise), relevant market conditions will be favorable or that the Company will be able to maximize the returns on such assets. In particular, it may be difficult to sell certain types of real estate during recessionary times. To the extent that market conditions are not favorable, the Company may not be able to divest property at a gain and may even suffer a loss. If the Company is required to dispose of a property on unsatisfactory terms, it may realize less than the value at which the property was previously recorded, which could result in a decrease in net asset value and lower returns to shareholders. In addition, if the Company disposes of a property within a period of three years from completion of its acquisition, the profits arising from disposal of the property and potentially, the entire income derived from such asset, including rental income, will be taxable (see risk factor entitled "*Certain disposals of properties may have negative implications under the Spanish SOCIMI Regime*" below).

Any inability of the Company to sell any properties when it intends to do so or to do so at a gain, or any losses on the sale of the Company's assets, may have a material adverse effect on the Company's business, financial condition, results of operations and profits.

3.18 There can be no assurance that any expected properties' returns will be achieved

The Company's properties may not generate income sufficient to meet operating expenses, including debt servicing and capital expenditures, including unforeseen capital expenditures. In addition, there are significant expenditures associated with an investment in real estate (such as mortgage payments, real estate taxes and maintenance costs) that generally do not decline when circumstances reduce the income from the property. Income from and the value of the Company's properties may be adversely affected by:

- changes in general or local economic climate;
- the attractiveness of our properties to potential tenants;
- changes in supply of or demand for similar or competing properties in an area;
- bankruptcies, financial difficulties or lease defaults by our tenants;
- changes in interest rates and availability of permanent mortgage funds that may render the sale of a property difficult or unattractive or otherwise reduce the shareholder rate of return;
- changes in operating costs and expenses and our ability to control rents;
- changes in or increased costs of compliance with governmental rules, regulations and fiscal policies, including changes in tax, real estate, environmental and zoning laws, and our potential liability thereunder;

- our ability to provide adequate maintenance and insurance, including managing changes in the cost or availability of insurance;
- unanticipated changes in costs associated with known adverse environmental conditions or retained liabilities for such conditions;
- periods of high interest rates and tight money supply;
- tenant turnover;
- general overbuilding or excess supply in the market; and
- disruptions in the global supply chain caused by political, regulatory or other factors including terrorism.

In addition, periods of economic slowdown or recession, rising interest rates or declining demand for real estate, or public perception that any of these events may occur, would result in a general decrease in rents or an increased occurrence of defaults under existing leases, which would adversely affect the Company's financial condition and results of operations.

3.19 The Company's Business Strategy includes the use of leverage, which exposes the Company to risks associated with borrowings

The real estate business is highly capital intensive. The Company's strategy is to fund the acquisition of properties, in part, through the borrowing of funds. As of 31 March 2015, the Company had entered into three mortgage facilities: two with CaixaBank, S.A. for €72.28 million and €10.85 million (€9.35 million drawn down) and one with Banco Santander, S.A. for €50.00 million. These facilities provide for covenants regarding loan to value and debt service coverage ratios to be met by the Company. In addition, these facilities are secured by pledges over certain assets and credit rights of the Company and mortgages over eight of its properties. See Section 11.4 of Part XVII (*Additional Information*) for more information on these facilities. As of 31 March 2015, the Company's total borrowings principal amount were €133.1 million (€131.6 million withdrawn) and the weighted average maturity of the Company's liabilities was approximately 11.3 years, with an actual total all-in average cost (including upfront costs, Euribor spread and hedge) of 2.4% given the current Euribor three-month rate. The Company's LTV ratio (Company's total principal amount withdrawn of the financial debt (i.e. €131.6) as a percentage of the Total GAV (i.e. €507.9 million)) as of 31 March 2015 was 25.9%. Between 31 March 2015 and the date of this Prospectus, the Company has entered into two additional facilities: one with Bankinter, S.A. for €24.10 million and another with CaixaBank, S.A. for €18.00 million.

Since the middle of 2007, domestic and international financial markets have experienced significant disruptions mainly driven by tensions in the banking system. These disruptions have severely affected the availability of, and the terms applicable to, credit and have contributed to rising costs associated with obtaining credit. There can be no guarantee that the Company will be able to obtain the credit it may need on acceptable terms which could adversely affect its ability to achieve its Business Strategy. If the Company is unable to obtain credit, it may seek additional capital through the issuance of debt or equity securities to fund further acquisitions.

The indebtedness incurred by the Company, or that it may incur in the future, is and will be subject to certain financial and operating covenants that are common in this type of transaction. To the extent the Company incurs a substantial level of indebtedness, this could reduce the Company's financial flexibility and cash available to pay dividends to shareholders due to the need to service its debt obligations. Prior to agreeing to the terms of any debt financing, the Company expects to comprehensively consider its potential debt servicing costs and all relevant financial and operating covenants and other restrictions, including restrictions that might limit the Company's ability to make distributions to shareholders in light of cash flow projections. However, if certain extraordinary or unforeseen events occur, including breach of financial covenants by the Company, the Company's borrowings and any hedging arrangements that they may have entered into may be repayable prior to the date on which they are scheduled for repayment or could otherwise become subject to early termination. If the Company is required to repay borrowings early, it may be forced to sell assets when it would not otherwise choose to do so in order to make required payments and it may be subject to pre-payment penalties.

In addition, if the rental income of the Company's Portfolio falls (for example, due to tenant defaults), the use of leverage will increase the impact of such a fall on the net income of the Company and, accordingly, will have an adverse effect on the Company's ability to pay dividends to shareholders. Moreover, in circumstances where the value of the Company's assets is declining, the use of leverage by the Company may depress its net asset value.

The Company may also find it difficult or costly to refinance indebtedness as it matures, and if interest rates are higher when the indebtedness is refinanced, the Company's cost of debt could increase.

Any of the foregoing events may have a material adverse effect on the Company's financial condition, business, prospects, results of operations and ability to make distributions to shareholders.

3.20 *The Company may not have access to adequate funding for future improvements that may be necessary in order to retain and attract tenants*

When a tenant of one of the properties does not renew its lease or otherwise vacates its space, in order to attract one or more new tenants, the Company may be required to spend funds to construct new improvements in the vacated space or to provide financial inducements to potential new tenants such as rent free periods. Property that the Company acquires may also need to have funds spent to make improvements in order to attract or retain tenants or attractive leasing arrangements. While the Company intends to manage its cash position and access to financing to allow it to pay for any improvements or upgrades of a property required for letting or re-letting, the Company cannot be certain that it will have adequate sources of funding available to it for such purposes at all times. If the Company does not have adequate funding to provide such improvements or financial incentives, it may negatively impact the Company's business, financial condition and profits.

3.21 *A default by a major tenant could cause significant losses of income, create additional costs, or cause a reduction in asset value and increased bad debts*

It is expected that the Company will derive a significant portion of its revenue directly from rent received from its tenants. Rent received from a small number of tenants may represent a significant portion of the total revenue. As of 31 March 2015, the ten largest tenants represented 59.8% of the total leased sqm and 53.1% of the total annualized rent of the whole Portfolio. In particular, the three main tenants, Alcampo, Sellbytel Group, S.A. and Werkhaus S.L., S.C.S. represented 10.10%, 8.80% and 6.70%, respectively, of the total annualized rent as of 31 March 2015.

A downturn in business, or the bankruptcy or insolvency of any tenant could result in a significant loss of income, additional expenses, an increase in bad debts and decreased property value. In the event of a tenant default, the Company may experience delays in enforcing its rights as landlord and may incur substantial costs in protecting its investment. Moreover, such a default may prevent the Company from increasing rents or result in lease terminations by, or reductions in rent for, other tenants under the conditions of the leases or otherwise. Any of the above may have a material adverse effect on the Company's business, financial condition, results of operations and profits.

3.22 *Adverse economic conditions affecting the particular industries of the Company's tenants may adversely affect the Company's income and its ability to pay distributions to its shareholders*

As of 31 March 2015, as a percentage of the Company's annualized base rental revenue, 24.78% of its tenants operated in the technology and media industry, 12.36% in the finance, insurance and real estate industries, 18.25% in the professional, business and other services industries, 2.03% in the education and health services industries and 42.58% in other industries. Adverse economic conditions affecting a particular industry of one or more of the Company's tenants could affect the financial ability of one or more of its tenants to make payments under their leases, which could cause delays in the Company's receipt of rental revenues or a vacancy in one or more of its properties for a period of time. Therefore, changes in economic conditions of the particular industry of one or more of the Company's tenants could reduce the Company's ability to pay dividends and the value of one or more of its properties at the time of sale of such properties.

3.23 *A property that incurs a significant vacancy could be difficult to sell or lease*

A property may incur a vacancy either by the default of a tenant under its lease or the expiration of one of the Company's leases. Some of the properties may be specifically suited to the particular needs of the existing tenant based on the type of business the tenant operates. The Company cannot assure that leases will be renewed or that our properties will be re-let at rental levels equal to or above the Company's current average

rental levels or that substantial rent abatements, tenant improvements, early termination rights or below-market renewal options will not be offered to attract new tenants or retain existing tenants. The Company may have difficulty obtaining a new tenant for any vacant space in its properties, particularly if the space limits the types of businesses that can use the space without major renovation. In addition, the number of vacant or partially vacant properties in a market or submarket could adversely affect our ability to re-lease the space at attractive rental levels. If a vacancy on any of the Company's properties continues for a long period of time, the Company may suffer reduced revenues resulting in less cash to be distributed to shareholders. In addition, the resale value of any such property could be diminished because the market value of a particular property may depend principally upon the value of the leases of such property.

3.24 The Company's net asset value is expected to fluctuate over time

The Company's net asset value is expected to fluctuate over time with the performance of the Company's investments. Moreover, valuations of the Company's asset investments may not reflect the price at which such individual assets can be realized. CBRE has valued the Portfolio as of 31 March 2015 for an aggregate market value of €507.9 million.

To the extent that the net asset value information of an asset or that of a material part of an investment's own underlying investment is not available in a timely manner, the net asset value will be published based on estimated values of the asset and on the basis of the information available to the Company at the time. There can be no guarantee that the Company's asset could ultimately be realized at any such estimated valuation. Because of overall size, concentration in particular markets and nature of the investments to be held by the Company, the value at which its assets can be disposed of may differ, sometimes significantly, from the valuations obtained by the Company. In addition, the timing of disposals may also affect the values ultimately obtained. At times, third-party pricing information may not be available for certain properties held by the Company.

In calculating the net asset value, the Company relies, among other things, on estimated valuations that may include information derived from third party sources. Such valuation estimates are unaudited and may not be subject to independent verification or other due diligence. The type of properties traded by the Company may be complex, illiquid and not listed on any stock exchange. Accordingly, as a result of each of these factors, shareholders should note that actual net asset value may fluctuate from time to time, potentially materially.

3.25 The Company may not be able to obtain financing on satisfactory terms or at all

The Company's Business Strategy contemplates the funding of investments and/or future improvements, in part, through borrowings or debt issuance. There can be no guarantee, however, that the Company will be able to obtain desired financing on acceptable terms or at all, which could adversely affect the implementation of the Business Strategy.

The level of the Company's indebtedness and the terms thereof will depend, among other things, on the Company's and the financing markets or the lenders' estimate of the stability of the relevant investments expected cash flows and the expected evolution of the value of the assets as well as macroeconomics factors and credit market conditions.

If the Company is unable to obtain financing on commercially acceptable terms or at all, or delays are incurred in obtaining financing, this may impair the Company's ability to make investments, which may have a material adverse effect on the Company's financial condition, business, results of operations and profits.

In addition, if the Company is unable to service payments of interest and repayment of principal or to comply with the other requirements of its borrowings or debt issuances, such borrowings or financing may become immediately repayable and the Company may be forced to sell some of the secured properties to meet its obligations and/or the lenders or bondholders could enforce their security and take possession of the underlying properties in question, which, in turn, could have a material adverse effect on the Company's financial condition, business, results of operations and profits.

3.26 *If the Company incurs floating rate debt, it will be exposed to risks associated with movements in interest rates*

The Company may incur debt with floating interest rates. Interest rates are highly sensitive to many factors beyond the Company's control, including central banks' policies, international and domestic economic and political conditions. The level of interest rates can fluctuate due to, among other things, inflationary pressures, disruption to financial markets and the availability of bank credit. If interest rates rise, the Company will be required to use a greater proportion of its revenues to pay interest expenses on its floating rate debt.

84.67% of the Company's debt is currently at variable rates and 15.33% at fixed rates. The Company covers its exposure to interest rate risk with certain hedging derivatives agreements, which are described in Section 12 of Part XVII (*Additional Information*).

While the Company intends to continue to hedge, totally or partially, its interest rate exposure, any such measures may not be sufficient to protect the Company from risks associated with movements in prevailing interest rates. In addition, any additional hedging arrangements will increase the exposure of the Company to credit risk in respect of the hedging counterparty. Increased exposure to adverse interest rate movements through floating rate debt may have a material adverse effect on the Company's business, financial condition, results of operations and profits.

3.27 *The Company may be subject to potential claims relating to the construction, refurbishment, renovation or restoration of real estate properties*

The Company may be subject to claims due to defects relating to the construction, refurbishment, renovation or restoration of its properties. This liability may apply to damages and construction defects unknown to the Company, but that could have been identified, at the time of acquisition. In addition, the Company may be exposed to substantial undisclosed or unascertained liabilities relating to properties that were incurred or that arose prior to the completion of the Company's acquisition of such properties. Although the Company may have obtained contractual protection against such claims and liabilities from the seller, there can be no assurance that such contractual protection will always be successfully obtained, or that it would be enforceable or effective if obtained under contract. Any claims for recourse that the Company may have against parties from which the Company has purchased such a property may fail because of, among others, the expiration of warranty periods and the statute of limitations, lack of proof that the seller knew or should have known of the defect, the insolvency of the seller, or lack of proof of the knowledge that the seller had or should have had regarding the corresponding defect or contingency.

The Company may also be exposed to future liabilities and/or obligations with respect to disposal of properties. The Company may be required to set aside provisions for warranty claims or contingent liabilities in respect of property disposals. The Company may be required to pay damages (including, but not limited to, litigation costs) to a purchaser to the extent that any representations or warranties that it had given to a purchaser prove to be inaccurate or to the extent that it has breached any of its covenants or obligations contained in the disposal documentation. In certain circumstances, it is possible that any incorrect representations and warranties could give rise to a right by the purchaser to unwind the contract in addition to the payment of damages. Further, the Company may become involved in disputes or litigation in connection with such disposed properties. Certain obligations and liabilities associated with the ownership of investments can also continue to exist notwithstanding any disposal, such as certain environmental liabilities or any liability arising from construction defects or damages (*responsabilidad decenal*). Any such claims, litigation or obligations, and any steps which the Company is required to take to meet this cost, such as sales of properties or increased borrowings could have a material adverse effect on the Company's financial condition, business, prospects and results of operations.

4. Regulatory risks

4.1 *The real estate sector is subject to certain laws and regulations and changes in applicable legislation may have a material adverse effect on the Company's business, financial condition, results of operations and prospects*

The Company's operations must comply with laws and governmental regulations (both domestic and international, including in the EU), such as the Law on Urban Leases (*Ley 29/1994, de 24 de noviembre, de Arrendamientos Urbanos*) and the Law on Building Management (*Ley 38/1999, de 5 de noviembre, de*

Ordenación de la Edificación) which relate to, among other things, property ownership and use, development, zoning, health and safety requirements, waste disposal, energy consumption and environmental compliance. Additionally, applicable laws within Spain may vary from one autonomous region to another, and between different assets within the same autonomous region. Municipal corporations, autonomous regions and the central government in Spain, as well as the relevant authorities in the European Union could impose sanctions if the Company does not comply with such laws or regulations.

These laws and regulations often provide broad discretion to the administering authorities. Additionally, all of these laws and regulations are subject to change, which may be retrospective, and changes in regulations could adversely affect existing plans, costs of property ownership, the capital value of the Company's properties and the rental income arising from the Company's property Portfolio. Such changes may conflict with the Company's ability to use a property as intended and could cause the Company to incur increased capital expenditure or running costs that may not be recoverable from tenants. The occurrence of such changes in law and regulation may have a material adverse effect on the Company's business, financial condition, results of operations and profits.

Under Spanish law, environmental legislation is the responsibility of regional governments, based on certain principles established by the central government which are applicable throughout Spain. Liability under Spanish law for clean-up of contaminated soil is based on the principle that the person causing the contamination is liable. Where it is not possible to identify the person causing the contamination, such liability falls on the owner. Therefore, in the event that land the Company owns is contaminated, and the person causing the contamination cannot be identified, the Company could be liable.

In addition, while the Company strives to ensure that the materials the Company uses in the refurbishment of its properties are compliant with applicable legislation, such materials might not be compliant, which could expose us to claims or other adverse actions.

Any of the above may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

4.2 Environmental and health and safety laws, regulations and standards may expose the Company to the risk of substantial costs and liabilities

Laws and regulations, which may be amended over time, may impose environmental liabilities on the Company associated with its properties, including environmental liabilities that were incurred or arose prior to the Company's acquisition of such properties. Such liabilities may result in significant investigation, removal, or remediation costs regardless of whether or not the Company originally caused the contamination or environmental hazard. In addition, environmental liabilities could adversely affect the Company's ability to sell, lease or redevelop a property, or using a property as security to borrow additional funds and may in certain circumstances (such as the release of certain materials, including asbestos, into the air or water) form the basis for liability to third persons for personal injury or other damages. Environmental laws and regulations may limit the development of, and impose liability for, the disturbance of wetlands or the habitats of threatened or endangered species. The Company's properties may include properties historically used for commercial, industrial and/or manufacturing uses. Such properties are more likely to contain, or to have previously contained, tanks for the storage of hazardous or toxic substances. Leasing properties, such as those containing warehouses, to tenants that engage in industrial, manufacturing and other commercial activities will cause the Company to be subject to increased risk of liabilities under environmental laws and regulations. In the event the Company is exposed to environmental liabilities or increased costs or limitations on its use or disposal of properties as a result of environmental laws and regulation may have a material adverse effect on the Company's business, financial condition, results of operations and profits.

Without prejudice of the abovementioned, the Company's activities do not have any environmental impact. Therefore the Company has incurred no significant costs and made no significant investments with the aim of mitigating possible environmental impacts.

4.3 *The assets of the Company could be deemed to be “plan assets” that are subject to certain requirements of ERISA and/or section 4975 of the Code, which could restrain the Company from making certain investments*

Under the current Plan Asset Regulations, if interests held by Benefit Plan Investor are deemed to be “significant” within the meaning of the Plan Asset Regulations (generally “significant” is interpreted as, if Benefit Plan Investors hold 25% or more of the total value of any class of equity interest in the Company) then the assets of the Company may be deemed to be “plan assets” within the meaning of the Plan Asset Regulations. The Company will be unable to monitor whether Benefit Plan Investors acquire Ordinary Shares and therefore, Benefit Plan Investors could acquire Ordinary Shares. As of 31 March 2015, no Shareholder has notified to the Company that it is a Benefit Plan Investors. If the Company’s assets are deemed to constitute “plan assets” within the meaning of the Plan Asset Regulations, certain transactions that the Company may enter into in the ordinary course of business may constitute non-exempt or prohibited transactions under ERISA or the Code, resulting in the imposition of excise taxes and penalties. In addition, any fiduciary of a Benefit Plan Investor or a government, church, non-U.S. or other plan which is subject to Similar Law that covers such plans investment in the Ordinary Shares could be liable for any ERISA violations or violations of such Similar Law relating to the Company.

Investors should read the representations and warranties with respect to ERISA in Section 20 of Part XIV (*The Offering*).

4.4 *A shareholder’s failure to comply with certain information obligations set forth in the Company’s By-Laws may result in penalties imposed to such shareholder*

The By-Laws contain certain information obligations with respect to shareholders or beneficial owners of Ordinary Shares who are subject to a special legal regime applicable to pension funds or benefit plans (such as ERISA). Moreover, the Company will have the ability to request from any shareholder or beneficial owner of Ordinary Shares such information as the Company considers necessary or useful to determine whether any person is subject to a special legal regime applicable to pension funds or benefit plans. If any such shareholder or beneficial owner fails to comply with such information obligations, the Company is entitled to impose a penalty to such shareholder or beneficial owner in an amount equal to the proportional part of the book value of the Company (in accordance with the most recent audited and published balance sheet of the Company) represented by the shares of the breaching shareholder or beneficial owner, which may be offset with any dividends payable by the Company to such shareholder. Furthermore, according to the By-Laws, the Board may take any measures it deems appropriate to avoid any adverse effects to the Company or its shareholders resulting from the application of laws and regulations relating to pension funds or benefit plans (in particular, ERISA). The purpose of these provisions is to provide the Company with the ability to minimize the risk that Benefit Plan Investors (or other similar investors) hold 25% or more of the total value of any class of equity interest in the Company. These circumstances and obligations on holders of the Ordinary Shares may result in the imposition of penalties in the event of non-compliance.

4.5 *The Company expects to be a passive foreign investment company for U.S. federal income tax purposes, which may result in adverse U.S. federal income tax consequences to U.S. investors*

Based on certain estimates of the Company’s gross income and gross assets and the nature of our business, the Company expects that it will be classified as a passive foreign investment company (a “**PFIC**”) for the taxable year ending 31 December 2015, and will continue to be treated as a PFIC in the future. The Company’s classification as a PFIC may result in material adverse consequences for shareholders that are U.S. taxable investors, including treatment of gains realized on the sale of Ordinary Shares as ordinary income rather than capital gains, potential punitive interest charges applied to those gains, and the denial of the taxation of certain dividends the Company pays at the lower rates applicable to long-term capital gains. A U.S. investor may be able to mitigate some of the adverse U.S. federal income tax consequences with respect to owning the Ordinary Shares if the Company is classified as a PFIC for its taxable year ending 31 December 2015, *provided that* such U.S. investor is eligible to make, and successfully makes, a “mark-to-market” election described in Part XV (*Spanish SOCIMI Regime and Taxation Information*) of this Prospectus.

Prospective U.S. investors should consult their own tax advisors regarding the potential application of the PFIC rules to them. Prospective U.S. investors should refer to Part XV (*Spanish SOCIMI Regime and*

Taxation Information) of this Prospectus for a discussion of additional U.S. income tax considerations applicable if the Company is treated as a PFIC.

4.6 *The Company may cease to be qualified as a Spanish SOCIMI which would have adverse consequences for the Company and its ability to deliver returns to shareholders*

The Company has elected for Spanish SOCIMI status under the SOCIMI Act and, thus, it will be subject to a 0% Corporate Income Tax rate. The requirements for maintaining Spanish SOCIMI status, however, are complex and the Spanish SOCIMI Regime is relatively new with no practical history of interpretation (see Part XV (*Spanish SOCIMI Regime and Taxation Information*) for additional information on these requirements). Furthermore, there may be changes subsequently introduced (including a change in interpretation) to the requirements for maintaining Spanish SOCIMI status. Prospective investors should note that there is no guarantee that the Company will, following its election to become a Spanish SOCIMI, become a Spanish SOCIMI or continue to maintain its SOCIMI status (whether by reason of failure to satisfy the conditions for Spanish SOCIMI status or otherwise).

A company may lose its SOCIMI status due to any the following:

- delisting;
- substantial failure to comply with its information and reporting obligations, unless such failure is remedied by preparing fully compliant annual accounts which contain certain required information in the following year;
- failure to adopt a dividend distribution resolution or to effectively satisfy the dividends within the deadlines described in “Mandatory dividend distribution” in Section 3.6 of Part XV (*Spanish SOCIMI Regime and Taxation Information*). In this case, the SOCIMI status would be lost in respect of the tax year in which the undistributed profits were obtained and any subsequent period; or
- failure to meet the requirements established in the SOCIMI Act unless such failure is remedied within the following fiscal year. Assets must be held for a minimum period of time; however, the failure to observe such minimum holding period requirement would not give rise to the loss of SOCIMI status, but (i) the assets that do not meet such requirement would be deemed to be non-qualifying assets; and (ii) income derived from such assets would be taxed at the standard Corporate Income Tax rate (28% for tax periods commencing in 2015; 25% for tax periods commencing in 2016 and subsequent years).

If the Company were to lose its SOCIMI status as a result of any of the above, it would have to pay Spanish Corporate Income Tax on the profits deriving from its activities at the standard Corporate Income Tax rate (28% for tax periods commencing in 2015; 25% for tax periods commencing in 2016 and subsequent years) as from the year on which any of the circumstances established for the loss of the SOCIMI status applies (except in the case of failure to adopt dividend distribution resolution or to effectively satisfy the dividends within the mandatory deadlines, with respect to which the company must pay Corporate Income Tax at the standard rate as from the year to which the dividends relate), and would not be eligible to become a SOCIMI (and benefit from its special tax regime) for three years. The shareholders in a company that loses its SOCIMI status are expected to be taxable as if the SOCIMI Regime had not been applicable to the company.

If the Company is unable to maintain its SOCIMI status, the resultant consequences may have a material adverse effect on the Company’s financial condition, business, prospects or results of operations and could adversely impact the marketability and liquidity of the Ordinary Shares and their value.

4.7 *Any change in tax legislation (including the Spanish SOCIMI Regime) may adversely affect the Company*

As described in Section 9 of Part VIII (*Information on the Company*), the Company has elected to become a Spanish SOCIMI. Provided certain conditions and tests are satisfied (see Section 3 of Part XV (*Spanish SOCIMI Regime and Taxation Information*), as a Spanish SOCIMI, the Company will not pay Spanish Corporate Tax on the profits deriving from its activities. Therefore any change (including a change in interpretation) in the legislative provisions relating to Spanish SOCIMIs or in tax legislation more generally, either in Spain or in any other country in which the Company may operate in the future, including but not

limited to the imposition of new taxes or increases in tax rates in Spain or elsewhere, may have a material adverse effect on the Company's financial condition, business, prospects or results of operations.

4.8 *Restrictions under the Spanish SOCIMI Regime may limit the Company's ability and flexibility to pursue growth through acquisitions*

The Directors contemplate growth through acquisitions, active asset management and value creation activities provided by the Management Team. However, once the Company becomes a SOCIMI, the Spanish SOCIMI Regime distribution requirements may limit the Company's ability to fund acquisitions and capital expenditures through retained income and debt financing.

In order to benefit from a 0% Spanish Corporate Tax rate, the Company will be required, among other things, to adopt resolutions for the distribution of dividends, after fulfilling any relevant Spanish Companies Act requirement, to shareholders annually within the six months following the closing of each fiscal year of, based on Spanish GAAP: (i) at least 50% of the profits derived from the transfer of real estate properties and shares in Qualifying Subsidiaries and real estate collective investment funds; *provided that* the remaining profits must be reinvested in other real estate properties or participations within a maximum period of three years from the date of the transfer or, if not, 100% of the profits must be distributed as dividends once such period has elapsed; (ii) 100% of the profits derived from dividends paid by Qualifying Subsidiaries and real estate collective investment funds; and (iii) at least 80% of all other profits obtained (i.e. profits derived from ancillary activities). The Company's Shareholders' Meeting held on 7 May 2015 approved the allocation of the profits obtained in 2014 (€2.0 million) as follows: €1.4 million to distribution of dividends; €0.2 million to legal reserve and €0.4 to voluntary reserve. Consequently, the Company has met this legal requirement.

If the relevant dividend distribution resolution is not adopted in a timely manner, the Company will lose its SOCIMI status as of the year to which the dividends relate and the Company will be required to pay Spanish Corporate Income Tax on the profits deriving from its activities at the standard rate (28% for tax periods commencing in 2015; 25% for tax periods commencing in 2016 and subsequent years) as from the relevant tax period in which the Company loses such status. In such case, the Company will not be eligible to become a SOCIMI (and benefit from its special tax regime) for three years. A general guide to the Spanish SOCIMI Regime is included in Part XV (*Spanish SOCIMI Regime and Taxation Information*).

As a result of the restrictions referred to above, the Company will be able to apply only a limited amount of its income to acquiring additional properties, and its ability to grow through acquisitions will be limited if it is unable to obtain further debt or equity financing. If the Company elects to rely on equity financing, shareholders' interests in the Company may be diluted.

In addition, differences in timing between the receipt of cash and the recognition of income for the purposes of the rules governing Spanish SOCIMIs and the effect of any potential debt amortization payments could require the Company to borrow funds to make cash distributions.

The dividend distribution requirements that are necessary to achieve the full tax benefits associated with qualifying as a Spanish SOCIMI can be met by approving such distribution and satisfying the dividend in kind or, immediately thereafter, converting credits deriving from such dividends into share capital of the Company, provided such dividends qualify as income for tax purposes for the shareholders. However, any such distribution may not be approved by a general shareholder's meeting or may not be considered as income for all shareholders.

4.9 *Certain disposals of properties may have negative implications under the Spanish SOCIMI Regime*

At least 80% of a SOCIMI's net annual income under Spanish GAAP must derive from the lease of qualifying assets (as described in Part XV (*Spanish SOCIMI Regime and Taxation Information*), or from dividends distributed by Qualifying Subsidiaries and real estate collective investment funds.

Capital gains derived from the sale of qualifying assets are in principle excluded from the 80%/20% net income test. However, if a qualifying asset is sold before it is held for a minimum three-year period, then (i) such capital gain would compute as non-qualifying revenue within the 20% thresholds that must not be exceeded for the maintenance of the SOCIMI Regime; and (ii) such gain would be taxed at the standard Corporate Income Tax rate (30% for tax periods commencing in 2014; 28% for tax periods commencing in 2015; 25% for tax periods commencing in 2016 and subsequent years); furthermore, the entire income,

including rental income, derived from such asset also would be subject to the standard Corporate Income Tax rate.

Further, if the Company generates income out of a non-Property Rental Business, the 80%/20% gross asset or net income tests may not be met. In such case, the Company will have one-year grace period to cure that infraction. If the gross asset or net revenue tests are not met within that fiscal year, the Company will lose its SOCIMI status.

For more information on the Spanish SOCIMI Regime please see Part XV (*Spanish SOCIMI Regime and Taxation Information*).

4.10 The Company may become subject to additional taxes if it pays a dividend to a Substantial Shareholder which may cause a loss of profits for the Company

The Company may become subject to a 19% Corporate Income Tax on the gross dividend distributed to any shareholder that holds a stake equal to, or higher than, 5% of the share capital of the Company, and either (i) is exempt from any tax on the dividends or subject to tax on the dividends received at an effective tax rate lower than 10% (for these purposes, final tax due under the Spanish Non Resident Income Tax Law is also taken into consideration) or (ii) does not, within a reasonable time, provide the Company with the information evidencing its equal or higher than 10% taxation on dividends distributed by the Company in the terms set forth in the By-Laws (a “**Substantial Shareholder**”).

The By-Laws contain information and indemnity obligations applicable to Substantial Shareholders designed to minimize the possibility that dividends will become payable to Substantial Shareholders. If a dividend payment is made to a Substantial Shareholder, the Company will be entitled to deduct an amount equivalent to the tax expenses incurred by the Company on such dividend payment from the amount to be paid to such Substantial Shareholder (the Board will maintain certain discretion in deciding whether to exercise this right if making such deduction would put the Company in an unfavorable position). However, these measures may not be effective. If these measures are ineffective, the payment of dividends to a Substantial Shareholder may generate an expense for the Company (since it may have to pay a 19% Corporate Income Tax on such dividend) and, thus, may result in a loss of profits for the rest of the shareholders.

4.11 Dividend payments to Substantial Shareholders and to Benefit Plan Investors (or other similar investors) may be subject to deductions

The By-Laws contain indemnity obligations from Substantial Shareholders in favor of the Company designed to minimize the possibility that dividends will become payable to Substantial Shareholders in order to avoid that an additional 19% Corporate Income Tax be due on the gross amount of such a dividend payable to a Substantial Shareholder. If a dividend payment is made to a Substantial Shareholder, the Company may be entitled to request a legal report regarding the taxation of the dividends to be paid to such Substantial Shareholder, which costs can be offset against such dividends. Furthermore, the Company may be entitled to deduct an amount equivalent to the tax expenses incurred by the Company on such a dividend payment from the amount to be paid to such Substantial Shareholder. As a result, Substantial Shareholders may receive less dividends per Ordinary Share than shareholders that are not Substantial Shareholders.

Additionally, according to the By-Laws, the Company is entitled to impose penalties to shareholders that do not comply with certain information obligations intended to minimize the risk that Benefit Plan Investors (or other similar investors) hold 25% or more of the total value of any class of equity interest in the Company. Such penalties may be offset with any dividends payable by the Company to such shareholders and, as a result, such shareholders may receive less dividends per Ordinary Share than other shareholders.

4.12 Spanish taxation of capital gains obtained by certain investors from the transfer of their Ordinary Shares

As a consequence of the application of the SOCIMI Regime, the tax treatment of capital gains obtained by certain investors from the transfer of the Company’s Ordinary Shares may be negatively affected.

In particular, in accordance with the SOCIMI regulations currently in force, non-resident investors without a permanent establishment in Spain that hold a stake equal to, or higher than, 5% of the share capital of a SOCIMI will not be entitled to benefit from the Spanish Non-Resident Income Tax exemption that is

applicable to shares that are listed on an official secondary securities market in Spain and, consequently, will be subject to Spanish taxation on capital gains derived from the transfer of the Company's Ordinary Shares unless otherwise provided under an applicable Double Taxation Treaty (e.g. U.S. investors should note that the current U.S.-Spain Double Taxation Treaty does not provide otherwise in the case of the sale of shares of an entity the property of which is, directly or indirectly, mainly real estate located in Spain, such as the Company).

5. Risks relating to the Offering, the Ordinary Shares and the Subscription Rights

5.1 *The market price of the Ordinary Shares may not reflect the value of the underlying investments of the Company and the Company's Ordinary Share price may be volatile*

The market price of the Ordinary Shares may not reflect the value of the assets of the Company and may be subject to wide fluctuations in response to many factors, including, among other things, variations in the Company's operating results, additional issuances or future sales of the Company's Ordinary Shares or other securities exchangeable for, or convertible into, Ordinary Shares in the future, the addition or departure of members of the Board, replacement of or change in the members of the Management Team, expected dividend yield, divergence in financial results from stock market expectations, changes in stock market analyst recommendations about the Spanish commercial property market as a whole, the Company or any of its assets, a perception that other markets may have higher growth prospects, general economic conditions, prevailing interest rates, legislative changes in the Company's market and other events and factors within or outside the Company's control. Stock markets experience extreme price and volume volatility from time to time, and this, in addition to general economic, political and other conditions, may materially adversely affect the market price for the Ordinary Shares. The market value of the Ordinary Shares may vary considerably from the Company's underlying net asset value. There can be no assurance, express or implied, that shareholders will receive back the amount of their investment in the Ordinary Shares.

5.2 *The Company's ability to pay dividends will depend upon its ability to generate profits available for distribution and its access to sufficient cash*

All dividends and other distributions paid by the Company will be made following a proposal of the Board made at its discretion and will depend on the availability of profits available for distribution (after fulfilling any relevant Spanish Companies Act requirement) and sufficient cash. The generation of profits available for distribution depends on a number of factors including the successful management of the Company's investments, the yields on the Company's properties, interest costs, and taxes and profits on the refurbishment and sale of properties. The payment of any such dividends or other distributions will depend on the Company's ability to generate profits available for distribution and cash flow. Start-up costs associated with the Offering will affect the Company's ability to pay dividends to shareholders. This may be mitigated if the Company increases its reserves available for distribution, by means of a court-approved reduction of the Company's capital for example.

Pursuant to the Spanish SOCIMI Regime, the Company is required to adopt resolutions for the distribution of dividends (after fulfilling any relevant Spanish Companies Act requirement) to shareholders annually within six months of the closing of the fiscal year of, based on Spanish GAAP: (i) at least 50% of the profits derived from the transfer of real estate properties and shares in Qualifying Subsidiaries and real estate collective investment funds; *provided that* the remaining profits must be reinvested in other real estate properties or participations within a maximum period of three years from the date of the transfer or, if not, 100% of the profits must be distributed as dividends once such period has elapsed; (ii) 100% of the profits derived from dividends paid by Qualifying Subsidiaries and real estate collective investment funds; and (iii) at least 80% of all other profits obtained (i.e. profits derived from ancillary activities). See Part XV (*Spanish SOCIMI Regime and Taxation Information*) of this Prospectus for further details on the dividend requirements of the Spanish SOCIMI Regime.

Additionally, pursuant to the Spanish Companies Act, the Company is required to contribute at least 10% of its net income each year to a legal reserve until the balance of such reserve is equivalent to at least 20% of the Company's issued share capital. As of the date of this Prospectus, the Company has not reached such 20%. For further details on the dividend requirements of the Spanish Companies Act please refer to Section 6.2 of Part XVII (*Additional Information*).

There is a risk that the Company may generate profits, but not have sufficient cash to make distributions. If the Company does not have sufficient cash, it may have to borrow funds from a third party in order to fund the distribution, which would increase its finance costs, reduce its ability to borrow funds in order to finance property acquisitions and could have a material adverse effect on the Company's business, financial condition, results of operations and profits.

The required dividend distributions that are necessary to achieve the full tax benefits associated with qualifying as a Spanish SOCIMI can be met by approving such distribution and satisfying the dividend in kind or, immediately thereafter, converting credits deriving from such dividends into share capital of the Company, provided such dividends qualify as income for tax purposes. However, any such distribution will be approved by a general shareholder's meeting or may not be considered as income for all shareholders.

5.3 *There is currently no established trading market for the Subscription Rights and there is no assurance that an active trading market for the Subscription Rights and/or the Ordinary Shares will develop or be sustained*

Although the Subscription Rights will be listed and traded on the Spanish Stock Exchanges through the SIBE (*Sistema de Interconexión Bursátil* or *Mercado Continuo*) of the Spanish Stock Exchanges during the Pre-emptive Subscription Period, the Company cannot assure holders of Subscription Rights that an active trading market for the Subscription Rights will develop on such stock exchanges during such period, or that there will be sufficient liquidity for such Subscription Rights during such period. The Subscription Rights will not be listed or tradable on any securities exchange or trading system other than the Spanish Stock Exchanges.

Admission, and the fact that Existing Shares are currently listed and traded on the Spanish Stock Exchanges through the SIBE (*Sistema de Interconexión Bursátil* or *Mercado Continuo*) of the Spanish Stock Exchanges, should not be taken as implying that there will be a liquid market for the New Shares. Since completion of the IPO, trading of Ordinary Shares has been very low, and, therefore, liquidity of the existing Ordinary Shares has been very limited up to the date of this Prospectus. There is no guarantee that an active trading market for the Ordinary Shares will develop or be sustained after Admission. In particular, many existing shareholders of the Company or subscribers of New Shares may choose to hold their Ordinary Shares for an extended period. Furthermore, the Company may issue fewer New Shares than the number of New Shares set forth on the cover of this Prospectus. If an active trading market does not develop or continue, the liquidity and trading price of the Ordinary Shares may be adversely affected and may cause volatility in the market price of the Ordinary Shares.

5.4 *A decline in the market price of our Ordinary Shares may negatively affect the market value of the Subscription Rights*

Given that the trading price of the Subscription Rights depends on the price of our Ordinary Shares, a significant decline in the trading price of our Ordinary Shares would negatively affect the trading price of the Subscription Rights. Accordingly, all the risks that affect the market price of the Ordinary Shares, including those risks described in this Prospectus, may also affect the trading price of the Subscription Rights. In addition, the Company cannot assure the holders of the Subscription Rights that the trading price of our Ordinary Shares will not decline below the Subscription Price after such holders elect to exercise their Subscription Rights. If that occurs, such holders will have committed to buy the New Shares at a price above the prevailing market price, and such holders will suffer an immediate unrealized loss as a result. Moreover, the Company cannot assure holders of Subscription Rights that following the exercise of Subscription Rights they will be able to sell their shares at a price equal to or greater than the Subscription Price.

5.5 *The Placing Agreement between the Company and the Joint Global Coordinators and Joint Bookrunners provides that such agreement may be terminated in certain circumstances*

The Placing Agreement between the Company and the Joint Global Coordinators and Joint Bookrunners may be terminated by the Company at any time or by decision of the Joint Global Coordinators and Joint Bookrunners in certain circumstances, including upon the occurrence of, among other things, an event of force majeure. In addition, the Placing Agreement is subject to certain customary conditions precedent. Because the exercise of the Subscription Rights and the request for Additional Shares will be firm, irrevocable and unconditional upon such exercise or request and may not be cancelled or modified after such time (except as provided in Section 10 and the last paragraph of Section 7 of Part XIV (*The Offering*)), holders of

Subscription Rights who have exercised the Subscription Rights they hold and holders of Subscription Rights who requested Additional Shares will be required to complete their purchase of New Shares even if the Placing Agreement is terminated or if the conditions precedent are not fulfilled. If the Placing Agreement is terminated early or if the conditions precedent are not fulfilled, any subscriptions for Discretionary Shares made during the Discretionary Shares Allocation Period will be rendered ineffective.

Early termination of the Placing Agreement shall be announced by the Company by means of a significant information announcement (*Hecho Relevante*) promptly after its occurrence.

5.6 *Sales of Ordinary Shares (during or after the Pre-emptive Subscription Period) and of Subscription Rights (during the Pre-emptive Subscription Period), or the perception that such sales might occur, may negatively affect the value of the Subscription Rights and/or the market price of the Ordinary Shares and may make it more difficult for shareholders to sell the Subscription Rights or the Ordinary Shares from time to time or at a price that they deem appropriate*

The sale on the market of a substantial number of the Company's Ordinary Shares (during or after the Pre-emptive Subscription Period) and of the Subscription Rights (during the Pre-emptive Subscription Period), or the perception that such sales might occur, may negatively affect the value of the Subscription Rights and/or the market price of the Ordinary Shares. This may make it more difficult for other shareholders to sell their Ordinary Shares from time to time or at a price that they deem appropriate. In addition, the Company may, in the future, issue shares or convertible bonds or warrants, for example to finance our business operations. The future issuance of shares, the exercise of conversion or option rights on our shares to be granted by convertible bonds or warrants issued in the future, or the perception that any of these transactions might occur, may negatively affect the trading price of the Ordinary Shares.

The Company and the Joint Global Coordinators and Joint Bookrunners will agree under the Placing Agreement that the Company will be subject to a "lock-up" undertaking (subject to certain exceptions) during a period commencing on the date of the Placing Agreement and ending 180 days following Admission. Furthermore, each member of the Management Team has agreed, with respect only to Incentive Shares, under its respective employment or services agreement with the Company that, subject to certain rules and exceptions, such member of the Management Team shall not dispose of any Incentive Shares prior to the first anniversary of the date on which such Ordinary Shares were delivered to such member of the Management Team. Mr. Luis Alfonso López de Herrera-Oria has also agreed, in a separate undertaking letter to be delivered as condition precedent to the obligations under the Placing Agreement, that he will be subject to a "lock-up" undertaking (subject to certain exceptions) during a period commencing on the date of the Placing Agreement and ending 180 days following Admission. See Section 17 in Part XIV (*The Offering*) for further information on "lock-up" arrangements.

After the expiry of the applicable lock-up periods, the shareholders previously subject to such lock-ups could sell their holdings of Ordinary Shares and the Company could offer new shares in public or private transactions, which could dilute the ownership interests of the then-existing Shareholders. Such potential sales or offers could adversely affect the trading price of the Ordinary Shares.

5.7 *Subscription Rights that are not exercised prior to the end of the Pre-emptive Subscription Period will expire valueless without any compensation, and Eligible Shareholders who do not exercise their Subscription Rights will see their interest in the Company's share capital diluted*

Any Subscription Rights unexercised at the end of the Pre-emptive Subscription Period will expire valueless without any compensation. Furthermore, the consideration received by shareholders or other investors who elect to sell their Subscription Rights prior to the expiration of the Pre-emptive Subscription Period may not be sufficient to fully compensate them for the dilution of their percentage ownership of the Ordinary Shares that may result from the Offering.

As this is an issuance of new shares of the Company, those shareholders who do not exercise their Subscription Rights will see their interest in the Company's capital diluted by up to approximately 50% of their current equity interest, assuming that all the New Shares are fully subscribed.

5.8 *Subscription Rights must be exercised through the Iberclear participant in whose book-entry registry such Subscription Rights are registered, and New Shares must be paid for in euros.*

The Subscription Rights must be exercised through the Iberclear participant in whose book-entry registry such Subscription Rights are registered. This Iberclear participant is located in Spain and payments must be made in euros to such Iberclear participant. As a result, it may be difficult for our shareholders and investors who are located outside Spain to exercise the Subscription Rights they hold, request for any Additional Shares and pay the Subscription Price in respect thereof.

5.9 *Except in limited cases, shareholders who exercise their Subscription Rights or request for Additional Shares may not revoke their subscriptions*

The exercise of the Subscription Rights and the request for Additional Shares will be firm, irrevocable and unconditional upon such exercise or request and may not be cancelled or modified after such time (except as provided in Section 10 and the last paragraph of Section 7 of Part XIV (*The Offering*)). Therefore, holders of Subscription Rights who have exercised the Subscription Rights they hold and holders of Subscription Rights who requested Additional Shares will be required to complete their purchase of New Shares, except in those limited cases.

5.10 *A delay in the listing of the New Shares would affect the liquidity of such shares and would prevent the sale thereof until they are admitted to listing*

The Company will request that the New Shares be admitted to trading on the Spanish Stock Exchanges through the SIBE (*Sistema de Interconexión Bursátil* or *Mercado Continuo*) of the Spanish Stock Exchanges. The Company expects, but cannot assure you, the New Shares to be listed and quoted on the Spanish Stock Exchanges on or about 11 June 2015. A delay in the commencement of listing of the New Shares would affect the liquidity of the New Shares and prevent the sale of such shares on the stock exchange until they are allowed for listing.

5.11 *The interests of any significant investor may conflict with those of other shareholders and future sales of Ordinary Shares by any significant investor in the public market may cause the share price to fall*

Following the Offering, it is possible that some existing shareholders and other new investors in the Company may have significant holdings of Ordinary Shares as a result of the Offering or in the future. A significant investor may potentially possess sufficient voting power to have a significant influence on matters requiring shareholder approval. The interests of a significant investor may conflict with those of other holders of Ordinary Shares. In addition, any significant investors may make investments in other businesses in the Spanish property market that may be, or may become, competitors of the Company. Sales of Ordinary Shares or interests in Ordinary Shares by any significant investor could cause the market price of the Ordinary Shares to decline.

5.12 *In the future the Company may issue new Ordinary Shares, which may dilute investors' interest in the Company*

In case a share capital increase or the issue of any instruments convertible into new Ordinary Shares is approved excluding pre-emption rights or existing shareholders choose not to subscribe for new Ordinary Shares (or any instruments convertible into new Ordinary Shares), the issuance of new Ordinary Shares may be dilutive to such existing shareholders and could have an adverse effect on the market price of the Ordinary Shares as a whole. The Spanish Companies Act provides for pre-emptive rights in respect of equity offerings for cash to be granted to its existing shareholders except in certain circumstances, including where such rights are disapplied by shareholder resolution.

The Shareholders' Meeting held on 7 May 2015 authorized the Board for a maximum term of five years from the date of such meeting to (i) increase the Company's share capital by way of monetary contributions, and (ii) issue debentures or bonds exchangeable and/or convertible into shares of the Company or other companies, either of its group or not, and warrants over new shares or shares in circulation of the Company or other companies, either of its group or not, in both cases up to a maximum amount equal to 50% of the share capital of the Company as at 7 May 2015 and with the power to exclude the preemptive subscription rights,

provided that such exclusion is in the corporate interest of the Company. At the date of this Prospectus, the Board has not used these authorizations.

These factors and future issuances of Ordinary Shares may dilute investors' interest in the Company.

5.13 Shareholders outside Spain may be unable to subscribe for New Shares in the Offering or to exercise their Subscription Rights

The Company may not be able to offer the New Shares to Shareholders in certain jurisdictions pursuant to the Subscription Rights or any new Shares in any future share capital increase subject to preferential subscription rights. This applies even to Shareholders in the United States, where unless a registration statement under the U.S. Securities Act is effective regarding such Ordinary Shares and Subscription Rights, or an exemption from the registration requirements of the U.S. Securities Act is available, no such offer could be made. The Company is not obliged to file a registration statement relating to the Subscription Rights regarding the New Shares and the Company has no present intention to do so. The preferential subscription rights (including the Subscription Rights) that are not exercised will lapse and Eligible Shareholders will not be compensated.

5.14 It may be difficult for shareholders outside of Spain to serve process on or enforce foreign judgments against the Company or the Board

The Company is a public limited company (a *sociedad anónima* or S.A.) incorporated in Spain. The rights of the shareholders are governed by Spanish law and by the By-Laws of the Company and these rights may differ from the rights of shareholders in non-Spanish corporations. The By-Laws of the Company provide that disputes between the Company and its shareholders with respect to corporate matters are expressly submitted to the jurisdiction of the courts of the Company's corporate domicile, except in those cases where applicable law requires otherwise. A majority of the current Board is resident of Spain and all of the assets of the Company are expected to be located in Spain. As a result, it may be difficult for shareholders outside of Spain to serve process on or enforce foreign judgments against the Company or the Directors.

There is doubt that a lawsuit based upon U.S. federal or state securities laws, or the laws of any other non-Spanish jurisdiction, could be brought in an original action in Spain and that a foreign judgment based upon such laws would be enforced in Spain.

As an example, the Company has been advised by its Spanish counsel that the United States and Spain are not currently bound by a treaty providing for reciprocal recognition and enforcement of judgments. In the absence of any such treaty or proof that similar Spanish judgments are not recognized and enforced in the jurisdiction rendering the judgment (in which case the judgment will not be recognized in Spain), such judgment will only be recognized and enforced in Spain if it meets the following requirements:

- i. The judgment must be final, translated into Spanish and apostilled
- ii. The judgment shall not be contrary to Spanish public policy
- iii. There shall not be a pending proceeding between the same parties and in relation to the same issues in Spain
- iv. There shall not be a judgment rendered between the same parties and for the same cause of action in Spain or in another country provided that, in the latter case, the judgment has been recognized in Spain
- v. The courts rendering such judgment must not have infringed an exclusive ground of jurisdiction provided for in Spanish law or have based their jurisdiction on irrational grounds
- vi. The rights of defense of the defendant should have been protected in the rendering of the foreign judgment, including but not limited to a proper service of process carried out with sufficient time for the defendant to prepare a defense

If these requirements are not met, you may be unable to enforce a foreign judgment in Spain

5.15 *Shareholders or prospective investors in countries with currencies other than the euro will be exposed to exchange rate risks*

Shareholders resident in countries that have not adopted the euro as the official currency will be exposed to an additional investment risk related to variations in the rate of exchange between the currency of their country of residence and the euro. The Ordinary Shares are only quoted in euro and any dividend distributed in the future will also be denominated in euro. There can be no assurances that an investment decision in the Company will not be negatively affected by variations in the exchange rate between the euro and such other currency.

5.16 *Shareholders may face difficulties in protecting their interests because of differences in shareholders' rights and fiduciary responsibilities between Spanish laws and the laws of other jurisdictions, including most U.S. states*

The Company's corporate governance matters are principally determined by Spanish Companies Act, its By-Laws (*estatutos sociales*) and its internal rules governing the meetings of the Board and the Shareholders. Shareholders' rights and the fiduciary responsibilities of directors, officers and controlling shareholders are different under Spanish law when compared with the statutes and judicial precedents of other jurisdictions, including most states in the United States. As a result, Shareholders may have more difficulty in protecting their interests with regard to any acts on any failure to act by our directors, officers or controlling shareholders than would shareholders of a corporation incorporated in another jurisdiction or a state in the United States.

5.17 *The Company may not impose in the By-Laws any restriction on the transferability of its Ordinary Shares, and the acquisition of Ordinary Shares by certain investors could adversely affect the Company*

Under Spanish law, the Company may not impose restrictions on the free transferability of its Ordinary Shares in its By-Laws. Accordingly, the Company cannot refuse to register a transfer of any shares in the capital of the Company in favor of a person to whom a sale or transfer of shares, or whose direct, indirect or beneficial ownership of shares, might (i) cause the Company to be required to register as an “**investment company**” under the U.S. Investment Company Act or to lose an exemption or status thereunder to which it might otherwise be entitled; (ii) require the Company to register under the U.S. Exchange Act or any similar legislation; (iii) disqualify the Company from being considered a “**foreign private issuer**” as such term is defined in Rule 3b-4(c) under the U.S. Exchange Act; (iv) result in a person holding Ordinary Shares in violation of the transfer restrictions set forth in any offering memorandum published by the Company (including in this Prospectus), from time to time; (v) result in Ordinary Shares being owned, directly or indirectly, by Benefit Plan Investors or Controlling Persons; (vi) cause the assets of the Company to be considered “plan assets” under the Plan Asset Regulations; (vii) cause the Company to be a “controlled foreign corporation” for the purposes of the Code; (viii) result in Ordinary Shares being owned by a person whose provision of the representations related to ERISA and the Code set forth in the By-Laws is, or is subsequently shown to be, false or misleading; (ix) result in a person becoming a Substantial Shareholder; or (x) otherwise result in the Company incurring a liability to taxation or suffering any pecuniary, fiscal, administrative or regulatory or similar disadvantage. Any of the above could have a material adverse effect on the Company's business, financial condition, results of operations and profits.

5.18 *The New Shares will not be freely transferable in the United States*

Any New Shares offered and sold to investors located in the United States will be “restricted securities” (as defined in Rule 144 under the U.S. Securities Act) and such New Shares may not be reoffered, resold, pledged or otherwise transferred, except in accordance with the U.S. Securities Act restrictions described in this Prospectus. See “Important Notice” and Part XIV (*The Offering*). Such restrictions may impact the liquidity of any secondary market for the New Shares.

PART III: EXPECTED TIMETABLE

Each of the times and dates is indicative only and may be subject to change. All references are to Madrid time.

Signing of the Placing Agreement	14 May 2015
Registration of the Prospectus with CNMV	14 May 2015
Launch of APP	14 May 2015
Execution of the special transaction for the transfer of the APP Shares to final investors	15 May 2015
Publication of announcement in the Official Bulletin of the Commercial Registry of Spain (BORME)	19 May 2015
Record Date	19 May 2015
Commencement of Pre-emptive Subscription Period	20 May 2015
Commencement of trading of the Subscription Rights	20 May 2015
End of Pre-emptive Subscription Period	3 June 2015
Commencement of the Additional Shares Allocation Period (if applicable)	9 June 2015
Commencement of the Discretionary Shares Allocation Period (if applicable)	9 June 2015
Payment by the Iberclear participants for the New Shares subscribed during the Pre-emptive Subscription Period and the Additional Shares allocated during the Additional Shares Allocation Period	10 June 2015
End of the Discretionary Shares Allocation Period (if applicable)	10 June 2015
Determination and announcement of final number of New Shares	10 June 2015
Allocations of Discretionary Shares to investors	10 June 2015
Payment by Prefunding Bank of the Pre-financing Shares subscribed during the Discretionary Shares Allocation Period (if applicable)	10 June 2015
Execution of the public deed relating to the capital increase before a Notary Public	10 June 2015
Registration with the Commercial Registry of the public deed relating to the capital increase	10 June 2015
Assignment by Iberclear of the registration references for the New Shares	10 June 2015
Execution of the special transaction for the transfer of the Pre-financing Shares to final investors (if applicable)	10 June 2015
Admission to listing	10 June 2015
Expected commencement of trading on the Spanish Stock Exchanges	11 June 2015
Settlement of the special transaction regarding the Discretionary Shares (if applicable)	15 June 2015

Delays in the actions described above may occur and, if so, will be reported as a significant information announcement (*Hecho Relevante*) to the CNMV promptly after such delay occurs.

In addition, if all the New Shares are subscribed in the Pre-emptive Subscription Period and in the Additional Shares Allocation Period, certain actions described above may occur earlier than on the dates estimated above at the Company's discretion. If so, such acceleration will be reported as a significant information announcement (*Hecho Relevante*) to the CNMV.

PART IV: IMPORTANT INFORMATION

1. Forward Looking Statements

This Prospectus includes statements that are, or may be deemed to be, forward looking statements. These forward looking statements can be identified by the use of forward looking terminology, including the terms “anticipates”, “believes”, “estimates”, “expects”, “intends”, “may”, “plans”, “projects”, “should” or “will”, or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward looking statements include all matters that are not historical facts. They appear in a number of places throughout this Prospectus and include, but are not limited to, statements regarding the Company’s intentions, beliefs or current expectations concerning, among other things, the Company’s results of operations, financial position, prospects, growth, target total Shareholder Return Rates, investment strategy, financing strategies, prospects for relationships with tenants, liquidity of the Company’s properties and expectations for the Spanish real estate industry.

By their nature, forward looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward looking statements are not guarantees of future performance and the actual results of the Company’s operations and the development of the markets and the industry, in which the Company operates, may differ materially from those described in, or suggested by, the forward looking statements contained in this Prospectus. In addition, even if the Company’s results of operations, financial position and growth, and the development of the markets and the industry in which the Company operates, are consistent with the forward looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. A number of factors could cause results and developments of the Company to differ materially from those expressed or implied by the forward looking statements including, without limitation, general economic and business conditions, Spanish real estate market conditions, industry trends, competition, changes in law or regulation, changes in taxation regimes or development planning regime, the availability and cost of capital, cost and capital overruns, currency fluctuations, changes in its Business Strategy, political and economic uncertainty and other factors discussed in Part II (*Risk Factors*). The Company undertakes no obligation to update these forward looking statements and will not publicly release any revisions it may make to these forward looking statements that may occur due to any change in the Company’s expectations or to reflect events or circumstances after the date of this Prospectus, except where required by applicable law. Investors should note that the contents of these paragraphs relating to forward looking statements are not intended to qualify the statements made as to sufficiency of working capital in this Prospectus.

2. Market, Economic and Industry Data

This Prospectus includes certain market, economic and industry data, which were obtained by the Company from industry publications, data and reports compiled by professional organizations and analysts, data from other external sources and internal surveys conducted by or on behalf of the Management Team. The market, economic and industry data sourced from third parties used to prepare the disclosures in this Prospectus have been accurately reproduced and, as far as the Company is aware and is able to ascertain from the information provided to them by third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading in any material respect.

Some of the aforementioned third party sources may state that the information they contain has been obtained from sources believed to be reliable. However, such third party sources may also state that the accuracy and completeness of such information is not guaranteed and that the projections they contain are based on significant assumptions. As the Company does not have access to the facts and assumptions underlying such market data, statistical information and economic indicators contained in these third party sources, the Company is unable to verify such information.

3. Currencies

Unless otherwise indicated, all references in this Prospectus to euro and € are to the lawful single currency of member states of the EU that adopt or have adopted the euro as their currency in accordance with the legislation of the EU relating to European Monetary Union and all references to U.S. dollars are to the lawful currency of the United States of America. The Company intends to prepare its financial statements in euro.

4. Presentation of Financial Information

This Prospectus contains:

- the Company's annual accounts as of, and for the period ended, 31 December 2014 (the “**Audited 2014 Financial Statements**”), which have been audited by PricewaterhouseCoopers Auditores, S.L.; and
- the Company's unaudited interim financial statements as of, and for the three-month period ended, 31 March 2015 (the “**Unaudited Interim Financial Statements**” and, together with the Audited 2014 Financial Statements, the “**Financial Statements**”), which have been reviewed by PricewaterhouseCoopers Auditores, S.L; however, their report contained herein states that they did not audit and do not express an opinion on such Unaudited Interim Financial Statements.

The Financial Statements are also available to the public at the Company's head office at Calle Ortega y Gasset 29, 5^a, 28006 Madrid and in the public registry of the CNMV (Calle Edison 4 in Madrid and Paseo de Gracia 19 in Barcelona), as well as on the websites of the CNMV and the Company (www.cnmv.es and www.axiarc.es, respectively).

Unless otherwise indicated, the Financial Statements included in this Prospectus and all of the other financial information contained herein have been prepared in accordance with accounting principles generally accepted in Spain (“**Spanish GAAP**”) and is presented in thousand Euros. As long as the Company does not have any material subsidiary and does not prepare consolidated financial statements, the Company's financial statements will be prepared in accordance with Spanish GAAP. A description of the significant differences in the Company's net equity and income statement under Spanish GAAP and International Financial Reporting Standards as endorsed by the European Union (“**IFRS-EU**”) is set forth in Summary of Significant Differences between Spanish GAAP and IFRS-EU” in Section 4 of Part VII (*Selected Financial Information and Financial Review*).

In making an investment decision, prospective investors must rely on their own examination of the Company, the terms of the Offering and the financial information in this Prospectus.

None of the financial information used in this Prospectus has been audited in accordance with auditing standards of the United States Public Company Accounting Oversight Board. The financial information included or incorporated by reference in this Prospectus is not intended to comply with the reporting requirements of the United States Securities and Exchange Commission. Compliance with such requirements would require the modification or exclusion of certain financial measures and the presentation of certain other information not included herein.

EBITDA, gross financial debt (“**GFD**”), net financial debt (“**NFD**”), gross asset value (“**GAV**”) and net asset value (“**NAV**”) as well as other data presented in this Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Spanish GAAP. EBITDA, GFD, NFD, GAV and NAV are not measures of the Company's financial performance or liquidity under Spanish GAAP and should not be considered as an alternative to performance measures derived in accordance with Spanish GAAP or as an alternative to cash flow from operating, investing and financing activities as a measure of our liquidity.

The Company believes that EBITDA, GFD, NFD, GAV and NAV as well as other data, facilitate comparisons of operating performance from period to period and company to company by eliminating potential differences caused by variations in capital structures, tax positions, the age and booked amortization of assets amongst other. The Company also presents EBITDA, GFD, NFD, GAV and NAV as well as other data because the Company believes that they are frequently used by securities analysts, investors and other interested parties in evaluating similar companies in the Company's industry, many of whom present such non-GAAP financial measures when reporting their results. Finally, the Company presents such non-GAAP financial measures as a supplemental measure of the Company's ability to service the Company's debt.

Nevertheless such non-GAAP financial measures have limitations as analytical tools, and should not be considered in isolation from, or as a substitute for analysis of, the Company's financial condition or results of operations, as reported under Spanish GAAP.

5. Rounding

Some financial information in this Prospectus has been rounded. As a result of this rounding, figures shown as totals in this Prospectus may vary slightly from the exact arithmetic aggregation of the figures that precede them. In addition, certain percentages presented in this Prospectus reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

6. No Incorporation of Website Information

This Prospectus will be made available to the public in Spain at the websites of the CNMV and the Company (www.cnmv.es and www.axiare.es, respectively). Notwithstanding the foregoing, the contents of the Company's website, the contents of any website accessible from hyperlinks on the Company's website, or any other website referred to in this Prospectus are not incorporated in and do not form part of this Prospectus and, in each case, should not be relied upon for the purposes of forming an investment decision with respect to the Ordinary Shares or the Subscription Rights.

7. Investment Considerations

An investment in the Company is suitable only for investors who are capable of evaluating the risks and merits of such investment, who understand the potential risk of capital loss, who fully understand and are willing to assume the risks involved in investing in the Company and who have sufficient resources to bear any loss (which may be equal to the whole amount invested) which might result from such investment. Investors should consult their financial advisor before making an investment in the Company.

A prospective investor should be aware that the value of an investment in the Company is subject to normal market fluctuations and other risks inherent in investing in securities. There is no assurance that any appreciation in the value of the Ordinary Shares or the Subscription Rights will occur or that the investment objectives of the Company will be achieved. The value of investments and any income derived therefrom may fall as well as rise and investors may not recoup the original amount invested in the Company.

The contents of this Prospectus are not to be construed as advice relating to legal, financial, taxation, accounting or regulatory matters, investment decisions or any other matter. Prospective investors must rely upon their own representatives, including their own legal advisors and accountants, as to legal, tax, accounting, regulatory, investment or any other related matters concerning the Company and an investment therein. An investment in the Company should be regarded as a long-term investment. There can be no assurance that the Company's investment objective will be achieved. It should be remembered that the price of the Ordinary Shares or the Subscription Rights, and the income from the Ordinary Shares (if any), can go down as well as up.

This Prospectus should be read in its entirety before making any investment in the Ordinary Shares. All shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the By-Laws, which prospective investors should review. A summary of the By-Laws is contained in Section 6 of Part XVII (*Additional Information*).

8. Important Note Regarding Performance Data

This Prospectus includes information regarding the track record and performance data of the Company's Management Team and the Directors. Such information is not necessarily comprehensive and prospective investors should not consider such information to be indicative of the possible future performance of the Company or any investment opportunity to which this Prospectus relates. Past performance of the Management Team and the Directors is not a reliable indicator of, and cannot be relied upon as a guide to, the future performance of the Company. The Company will not make the same investments reflected in the track record and performance data included herein. For a variety of reasons, the comparability of the track record and performance data to the Company's future performance is by its nature very limited. Without limitation, results can be positively or negatively affected by market conditions beyond the control of the Company, which may be different in many respects from those that prevailed in the past or prevail at present or in the future, with the result that the performance of investment portfolios originated now or in the future may be significantly different from those originated in the past. Prospective investors should be aware that any investment in the

Company is speculative, involves a high degree of risk, and could result in the loss of all or substantially all of their investment.

9. Available Information

The Company has agreed that, for so long as any Subscription Rights and New Shares are “restricted securities” as defined in Rule 144(a)(3) under the U.S. Securities Act, it will during any period that it is neither subject to section 13 or 15(d) of the U.S. Exchange Act nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder furnish, upon request, to any holder or beneficial owner of Subscription Rights and New Shares or any prospective purchaser designated by any such holder or beneficial owner the information required to be delivered pursuant to Rule 144A(d)(4) under the U.S. Securities Act.

10. Service of Process and Enforcement of Liabilities

The Company was incorporated and is domiciled in Spain. All of the Directors and all of the members of the Management Team are resident outside the United States and a substantial portion of the assets of such persons and the Company are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon the Company or such persons or to enforce against any of them in the United States courts judgments obtained in United States courts, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state or territory within the United States.

PART V: DILUTION

The Eligible Shareholders will receive Subscription Rights to subscribe for New Shares and, thus, in the event they exercise such Subscription Rights in full, they will suffer no dilution of their holdings of the Company's share capital at the Record Date.

In the event that none of the Company's current shareholders subscribe for New Shares in the percentage to which their Subscription Rights entitle them, and assuming that the New Shares were entirely subscribed by third party investors, the existing Ordinary Shares would represent approximately 50% of the total number of Ordinary Shares following the Capital Increase, which would represent a dilution in ownership percentage for the holders of such Existing Shares of approximately 50% with respect to the ownership percentage they hold as of the date hereof.

The table below sets forth the increase in the number of Ordinary Shares as a result of the Offering.

	Prior to the Offering		After the Offering⁽¹⁾	
Existing Ordinary Shares	36,006,000	100%	36,006,000	50.1%
New Shares	-	-	35,868,988	49.9%
Total	36,006,000	100%	71,874,988	100%

⁽¹⁾ Assuming full subscription of the New Shares in the Offering.

The Company may decide to carry out additional share capital increases in the future. In the event that share capital increases were effected, Shareholders could be diluted were they not to exercise their preemptive subscription rights or in the event such share capital increases exclude pre-emptive subscription rights for existing shareholders in accordance with Spanish law.

The Shareholders' Meeting held on 7 May 2015 authorized the Board for a maximum term of five years from the date of such meeting to (i) increase the Company's share capital by way of monetary contributions, and (ii) issue debentures or bonds exchangeable and/or convertible into shares of the Company or other companies, either of its group or not, and warrants over new shares or shares in circulation of the Company or other companies, either of its group or not, in both cases up to a maximum amount equal to 50% of the share capital of the Company as at 7 May 2015 and with the power to exclude the pre-emptive subscription rights, *provided that* such exclusion is in the corporate interest of the Company. As at the date of this Prospectus, the Board has not used these authorizations.

PART VI: CAPITALIZATION AND INDEBTEDNESS

The tables below summarize the capitalization and indebtedness of the Company as of 31 December 2014 and 31 March 2015, and are derived from the Company's Financial Statements included elsewhere in this Prospectus. These tables should be read in conjunction with the Financial Statements and the notes thereto and the discussions included in Part VII (*Selected Financial Information and Financial Review*).

Capitalization

	As of 31 December 2014 (in thousand €)	As of 31 March 2015 (unaudited and in thousand €)
Cash and cash equivalents	4,265	17,961
Financial liabilities	72,387	134,815
Non-current financial liabilities	4,825	133,990
Current financial liabilities	67,562	825
Equity	341,638	343,297
Capital	360,060	360,060
Reserves	-19,429	-19,382
Treasury shares	-1,006	-914
Profit of previous period	-	2,013
Profit (loss) for the period	2,013	2,320
Adjustment for change in valuation	-	-800

Indebtedness

	As of 31 December 2014 (in thousand €)	As of 31 March 2015 (unaudited and in thousand €)	As of the date of this Prospectus (unaudited and in thousand €)
Debt with credit institutions	67,545	128,700	170,641
Current debt with credit institutions	67,545	825	1,022
Non-current debt with credit institutions	-	127,875	169,619
Debentures	-	-	-
Current debentures	-	-	-
Non-current debentures	-	-	-
Financing leases	-	-	-
Current financing leases	-	-	-
Non-current financing leases	-	-	-
Swaps and other financial liabilities	-	800	553
Current Swaps and other financial liabilities	-	-	-
Non-current Swaps and other financial liabilities	-	800	553
Gross Financial Debt (GFD)	67,545	129,500	171,194
Current GFD	67,545	825	1,022
Non-current GFD	-	128,675	170,172
Other current financial assets	-	-	-
Cash and cash equivalents	4,265	17,961	61,754
Total liquidity	4,265	17,961	61,754
Net Financial Debt (NFD)	63,280	111,539	109,440

Please refer to Sections 7.1. and 7.2. of Part VII (*Selected Financial Information and Financial Review*) for information on additional loan facilities borrowed by the Company between 31 March 2015 and the date of this Prospectus.

PART VII: SELECTED FINANCIAL INFORMATION AND FINANCIAL REVIEW

The tables below set forth the Company's selected balance sheet, income statement and other financial data for the periods indicated. The selected financial information should be read in conjunction with Section 4 of Part IV (*Important Information*), Part VI (*Capitalization and Indebtedness*) and the Financial Statements included elsewhere in this Prospectus.

The Company was established in March 2014. However, it did not commence business operations until the completion of its initial public offering, and related capital raising and listing on the Spanish Stock Exchanges, in July 2014. As of 31 March 2015, the Company owned a portfolio of 19 commercial real estate properties located in Spain, which fit into three general categories: offices, logistics and other (including retail properties and a hotel) which are described in Part IX (*Property Portfolio*). The acquisition of one of the properties in the Portfolio (the Hotel Rafael) was completed in April 2015. Information on this property is also included in Part IX (*Property Portfolio*) as part of the Portfolio as of 31 March 2015 on the basis that it was acquired by virtue of a sale and purchase agreement entered into on 20 February 2015, subject only to certain conditions precedent which were satisfied on 22 April 2015. The acquisition price for Hotel Rafael (€12 million) was registered in the Interim Financial Statements as of 31 March 2015 under the line item "Sundry Accounts Receivables". Hotel Rafael has been considered as part of the Portfolio for purposes of the market value of the Portfolio as of 31 March 2015 as determined by CBRE and for purposes of the reconciliation between Spanish GAAP and IFRS-EU.

Given the Company's limited operating history, investors are cautioned against drawing any inferences from the Financial Statements and/or the selected financial data below. The results for 2015 as a whole and future years will depend upon the Company's ability to derive incremental value from the properties acquired so far and from the Company's future investments, the Spanish economic environment and other factors described elsewhere in this Prospectus. See Part VIII (*Information on the Company*), Part IX (*Property Portfolio*) and Part II (*Risk Factors*).

Although most of the properties purchased by the Company have been in operation for a number of years, there is limited historical financial data available to the Company in respect of these properties, the tenants occupying them and the historical rental income and costs relating to them for period prior to the Company's ownership of the properties. In acquiring these properties the Company placed somewhat greater emphasis on what it believed to be the opportunities for capital appreciation and less on historical revenue and cost considerations. However, limited historical financial data in respect of these properties is set forth below under Part IX (*Property Portfolio*).

1. Balance Sheet

	31 December 2014 (in thousand €)	31 March 2015 (unaudited and in thousand €)
NON-CURRENT ASSETS	407,560	446,734
Property, plants and equipment	389	412
Investment property	402,787	441,508
Investments in affiliates	-	6
Long-term investments	4,384	4,808
CURRENT ASSETS	16,883	37,459
Trade and other receivables	11,767	18,050
Trade receivables for sales and services	665	758
Sundry accounts receivable	8,065	14,123
Other receivables from public institutions	3,037	3,169
Short-term investments	748	63
Other financial assets	748	63
Current prepayments and accrued income	103	1,385
Cash and cash equivalents	4,265	17,961
Cash	4,265	17,961
Total Assets	424,443	484,193
	31 December 2014 (in thousand €)	31 March 2015 (unaudited and in thousand €)

	31 December 2014 (in thousand €)	31 March 2015 (unaudited and in thousand €)
EQUITY	341,638	343,297
Capital	360,060	360,060
Reserves	-19,429	-19,382
Treasury shares	-1,006	-914
Profit of previous period	-	2,013
Profit (loss) for the period	2,013	2,320
Adjustment for change in valuation	-	-800
NON-CURRENT LIABILITIES	4,825	133,990
Bank borrowings	-	127,875
Derivatives	-	925
Other financial liabilities	4,825	5,190
CURRENT LIABILITIES	77,980	6,906
Short-term payables	67,562	825
Bank loans	67,545	825
Other financial liabilities	17	-
Trade and other payables	9,884	5,755
Sundry payables	9,610	5,231
Personnel (outstanding remunerations)	-	48
Other payables to the Public Administrations	274	476
Current accruals and deferred income	534	326
Total Equity and Liabilities	424,443	484,193

Investment Property

As of 31 December 2014, the Company had total assets of €424.4 million, of which €402.8 million corresponded to investment property registered at cost and net of accumulated depreciation, including land with a carrying value of €136.7 million and buildings with a carrying value of €266.0 million (including a €12.0 million advance payment of the €31 million total purchase price for the acquisition of Manuel de Falla that was, and continues to be, under refurbishment). The only variation in the book value of the investment properties between the dates of acquisition and 31 December 2014 was an accumulated depreciation of €2.1 million. During 2014, no impairment adjustments to investment properties were recognized or reversed. The market value of the investment properties as of 31 December 2014, as determined by CBRE with reference to such date, amounted to €419.6 million (compared to a book value of €402.8 million) and €439.0 million if the Manuel de Falla building (assuming construction is completed in March 2016) is taken into consideration in the valuation.

As of 31 March 2015, the Company's total assets increased by €59.7 million from €424.4 million as of 31 December 2014 to €484.2 million as of 31 March 2015, of which €441.5 million corresponded to investment property registered at cost and net of accumulated depreciation, including land with a carrying value of €159.7 million and buildings with a carrying value of €281.8 million (including an additional €12.0 million advance payment toward the €31 million total purchase price for the acquisition of Manuel de Falla, which was, and continues, under refurbishment and is expected to be completed in March 2016. During this refurbishment period, the Company will disburse different amounts of the remaining purchase price upon completion of certain milestones related to the turnkey construction agreement). The only variation in the book value of the investment properties between the dates of acquisition and 31 March 2015 was an accumulated depreciation of €4.8 million. During the first quarter of 2015, no impairment adjustments to investment properties were recognized or reversed. The €441.5 million of investment property does not include €12.0 million corresponding to the payment related to the acquisition of the Hotel Rafael which was recorded in the balance sheet of the Company in "Sundry accounts receivables" as of 31 March 2015. The market value of the investment properties as of 31 March 2015 (including Manuel de Falla and Hotel Rafael) as determined by CBRE in the Valuation Report, amounted to €507.9 million

Other non-Current Assets

The Company's other non-current assets registered as long-term investments correspond with part of the guarantee deposits provided by tenants and deposited by the Company with certain governmental bodies such as IVIMA (Madrid) and INCASOL (Barcelona) as required by applicable laws and regulations. As of 31 December 2014, such other non-current assets amounted to €4.4 million and, as of 31 March 2015, had

increased by €0.4 million to €4.8 million, primarily due to the guarantee deposits provided by tenants of the properties acquired during the first quarter of 2015.

Current Assets

As of 31 December 2014, the Company had current assets of €16.9 million. This included trade and other receivables of €11.8 million and cash and cash equivalents of €4.3 million. The trade and other receivables comprised €3 million of VAT refundable, €0.7 million of receivables from financial assets and €8.1 million of sundry receivables. The last of these mainly consisted of a provision of funds for the Company's ordinary operations with registries and notaries amounting to €2.9 million and €5.0 million that were in deposit (released during the first quarter of 2015) as a guarantee for the performance of certain conditions in the purchase and sale deed for four investment properties on 4 December 2014.

As of 31 March 2015, the Company had current assets of €37.5 million, which represents an increase of €20.6 million with respect to 31 December 2014 primarily due to additional liquidity obtained from the financing facilities entered into during the first quarter of 2015. Company's current assets as of 31 March 2015 included trade and other receivables of €18 million and cash and cash equivalents of €18 million. The trade and other receivables comprised €3.2 million of VAT refundable, €0.8 million of receivables from tenants and €14.1 million of sundry receivables. The last of these mainly consisted of a provision of funds for the Company's ordinary operations with registries and notaries amounting to €2.0 million and €12.1 million that were in deposit (now released) as a guarantee for the performance of certain conditions in the acquisition of the Hotel Rafael.

Cash and cash equivalent

The cash and cash equivalent as of 31 March 2015 amounts to €17.9 million and corresponds to cash position at banks.

Liabilities

As of 31 December 2014, the Company had registered as current liabilities €67.5 million of bank loans, corresponding to two credit facilities which were used as bridge loans to acquire certain of the Company's properties comprising the Portfolio. As of 31 March 2015, these bridge facilities had been replaced by long-term facilities secured with mortgages on certain investment properties comprising the Portfolio (see Section 11.4 of Part XVII (*Additional Information*)). As of 31 December 2014, the Company also had other current liabilities registered as trade and other payables of €9.9 million (mainly including taxes payable to government entities and payables to services suppliers and related parties) and non-current financial liabilities of €4.8 million (corresponding to guarantee deposits provided by tenants).

As of 31 March 2015, the Company had non-current liabilities of €134.0 million, which represents an increase of €129.2 million with respect to 31 December 2014, which mainly corresponds to the €127.9 million in long-term bank financings that have been entered into during the first quarter of 2015 in replacement of the bridge financings that were obtained during 2014 and that were registered as current liabilities as of 31 December 2014. Non-current liabilities as of 31 March 2015 also include €5.2 million corresponding to guarantee deposits provided by tenants. Please refer to Section 12 of Part XVII (*Additional Information*).

As of 31 March 2015, the Company's total principal amount withdrawn of the financial debt amounted to €131.6 million, which was accounted at an amortized cost amounting to €128.7 million (€127.9 million under non-current debt and €0.8 million under current debt).

As of 31 March 2015, the Company also had current liabilities registered as trade and other payables of €5.8 million, which represents a €4.1 million decrease with respect to 31 December 2014, mainly including taxes payable to government entities and payables to services suppliers and related parties.

Equity

As of 31 March 2015, the Company had registered in its equity a valuation adjustment of €0.8 million, corresponding to adjustment for change in valuations of hedge operations, which according to Spanish GAAP shall be registered directly in equity, without going through the income statement.

2. Income Statement

	For the period from 19 March 2014 to 31 December 2014 (in thousand €)	For the period from 1 January 2015 to 31 March 2015 (unaudited and in thousand €)
Revenue	6,675	8,873
Rendering of services	6,675	8,873
Staff costs	-961	-639
Wages, salaries and similar remuneration	-905	-590
Staff welfare charges	-56	-49
Other operating expenses	-2,249	-2,803
External services	-2,068	-2,263
Taxes	-181	-540
Investments properties amortization	-2,124	-2,743
Other profit (loss)	6	10
OPERATING PROFIT/(LOSS)	1,347	2,698
Financial income	748	74
Financial expenses	-82	-452
FINANCIAL RESULTS	666	-378
PROFIT/(LOSS) BEFORE TAX	2,013	2,320
Corporate income tax	-	-
PROFIT/(LOSS) FOR YEAR FROM CONTINUING OPERATIONS	2,013	2,320
EARNINGS PER SHARE		
Basic earnings per share (euros)	0.056	0.065
Diluted earnings per share (euros)	0.056	0.065

Since the IPO, the Company has incurred expenses related to the purchase, operation and ownership of the properties in its Portfolio and has generated rental income from a number of those properties. However, the properties in the Company's Portfolio were acquired at different points in time during 2014 subsequent to the completion of the IPO and during these first months of 2015 and, as a result, the income statements do not reflect the ownership and operation of the properties for the entire periods presented.

For the period ended 31 December 2014, the Company had revenues of €6.7 million (mainly rental income on properties in its Portfolio), and expenses of €1.0 million for staff costs and €2.2 million of other operating expenses (mainly external service costs related to investment properties and advisor fees). The profit for the period ended 31 December 2014 was €2.0 million. However, the Company has categorized €19.4 million of expenses related to transaction costs of the IPO (mainly fees of banks and advisors) as a reduction of equity reserves.

For the three months ended 31 March 2015, the Company had revenues of €8.9 million (mainly rental income on properties in its Portfolio), reflecting an increase in rental income as new properties are acquired by the Company and incorporated to the Portfolio (mainly those that were acquired in December 2014). Such revenues were offset by €0.6 million of staff costs and €2.8 million of other operating expenses (mainly external service costs related to investment properties and advisor fees). The profit for the three months ended 31 March 2015 was €2.3 million.

3. Main financial figures and ratios

	31 December 2014 (in thousand €)	31 March 2015 (in thousand €)
Equity	341,638	343,297
EBITDA ⁷	3,471	5,441
Gross Financial Debt (GFD) ⁸	67,545	129,500
Net Financial Debt (NFD) ⁹	63,280	111,539
EBITDA Margin (%) ¹⁰	52.00	61.32
NFD/Equity (%)	18.52	32.49

⁷ EBITDA is calculated by adding to the Company's operating profit the investment properties amortization.

⁸ GFD includes non-current and current bank loans.

⁹ NFD is calculated by deducting from the GFD Company's cash and cash equivalents.

¹⁰ EBITDA/Revenue

	31 December 2014 (in thousand €)	31 March 2015 (in thousand €)
NFD/Total liabilities (%)	76.42	79.16
Gross Asset Value (GAV) ¹¹	439,025	507,950
Net Asset Value (NAV) ¹²	358,476	375,533
GAV/Shares	12.19	14.11
NAV/Shares	9.96	10.43
NFD/GAV (%)	14.41	21.96
NFD/NAV (%)	17.65	29.70

The Company's financial condition and performance should be determined primarily by reference to the Spanish GAAP data set out and discussed above. However, management believes EBITDA and certain other non-GAAP measures provide meaningful additional information for consideration. However, such non-GAAP data is unaudited and prospective investors are cautioned against undue reliance thereon.

Following is the reconciliation between GAV and NAV:

	31 December 2014 (in thousand €)	31 March 2015 (in thousand €)
GAV⁽¹⁾	439,025	507,950
Net financial debt	(63,280)	(111,539)
Value Forward purchase contract (Manuel de Falla)	(31,400)	(34,200)
Payments Forward purchase contract (Manuel de Falla)	12,000	12,000
Other assets and liabilities included in balance sheet of the Company	2,131	1,322
NAV	358,476	375,533
NAV per share	9.96	10.43

(1) Includes the Hotel Rafael.

EBITDA, GFD, NFD, GAV and NAV as well as other data presented in this Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Spanish GAAP. EBITDA, GFD, NFD, GAV and NAV are not measures of the Company's financial performance or liquidity under Spanish GAAP and should not be considered as an alternative to performance measures derived in accordance with Spanish GAAP or as an alternative to cash flow from operating, investing and financing activities as a measure of our liquidity.

The Company believes that EBITDA, GFD, NFD, GAV and NAV as well as other data, facilitate comparisons of operating performance from period to period and company to company by eliminating potential differences caused by variations in capital structures, tax positions, the age and booked amortization of assets amongst other. The Company also presents EBITDA, GFD, NFD, GAV and NAV as well as other data because the Company believes that they are frequently used by securities analysts, investors and other interested parties in evaluating similar companies in the Company's industry, many of whom present such non-GAAP financial measures when reporting their results. Finally, the Company presents such non-GAAP financial measures as a supplemental measure of the Company's ability to service the Company's debt.

Nevertheless such non-GAAP financial measures have limitations as analytical tools, and should not be considered in isolation from, or as a substitute for analysis of, the Company's financial condition or results of operations, as reported under Spanish GAAP.

4. EPRA performance metrics

The Company has been a member of the EPRA since November 2014 and has calculated the following indicators in compliance with the EPRA recommendations:

	As of 31 December 2014 (unaudited and in thousand €)	As of 31 March 2015 (unaudited and in thousand €)
EPRA Earnings ⁽¹⁾	2,013	2,320

¹¹ The market value of the investment properties as determined by CBRE.

¹² GAV less NFD adjusted to include other investment interest at fair value.

	As of 31 December 2014 (unaudited and in thousand €)	As of 31 March 2015 (unaudited and in thousand €)
EPRA Earnings per share (EPS) ⁽²⁾	0.06	0.06
EPRA Net Asset Value (EPRA NAV) ⁽³⁾	358,476	376,333
EPRA Triple Net Asset Value (EPRA NNNAV) ⁽⁴⁾	358,476	376,333

⁽¹⁾ EPRA Earnings means the Company's earnings from operational activities.

⁽²⁾ The figures for EPRA Earnings per share are expressed in € and not in thousand €.

⁽³⁾ EPRA NAV is the NAV adjusted to include properties and other investment interests at fair value and to exclude certain items not expected to crystallize in a long-term investment property business model.

⁽⁴⁾ EPRA NNNAV is the EPRA NAV adjusted to include the fair values of (i) financial instruments, (ii) debt and (iii) deferred taxes.

The table below shows an unaudited reconciliation prepared by the Company between IFRS-EU net income and EPRA Earnings:

	As of 31 December 2014 (unaudited and in €)	As of 31 March 2015 (unaudited and in €)
Earnings per IFRS income statement	18,851	17,724
Adjustment to exclude changes in value of investments properties, development properties held for investments and other interests	16,838	-15,404
EPRA Earnings	2,013	2,320
EPRA Earnings per share (EPS)	0.06	0.06

Furthermore, the table below shows an unaudited reconciliation prepared by the Company between NAV and EPRA NAV:

	As of 31 December 2014 (unaudited and in €)	As of 31 March 2015 (unaudited and in €)
NAV per the financial statements	358,476	375,533
Diluted NAV, after the exercise of options, convertibles and other equity interests	358,476	375,533
Adjustments to exclude fair value of financial instruments	0	800
EPRA NAV	358,476	376,333
EPRA NAV per share	9.96	10.45

5. Summary of Significant Differences between Spanish GAAP and IFRS-EU

The Company's financial statements are prepared in accordance with Spanish GAAP, which differ in certain respects from IFRS-EU, the most significant of which relates to the accounting treatment of asset depreciation over time. Under Spanish GAAP, such assets are valued at the date of the balance sheet at the acquisition cost less the related accumulated depreciation and any impairment losses. Under IFRS-EU, the management may elect either to account for investment properties at fair value or at cost. If the Company applied IFRS-EU, it would have to option to use a fair value model, although the cost model is also permitted. This difference would only arise, therefore, if the assets were measured at fair value, in which case adjustments will relate to the declaration of net capital gains and reversal or amortization on investment properties.

In light of the above, the table below shows an unaudited reconciliation prepared by the Company of the result and the equity between Spanish GAAP and IFRS-EU if fair value model would have been applied.

	For the period from 19 March 2014 to 31 December 2014 (in thousand €)	For the period from 1 January 2015 to 31 March 2015 (unaudited and in thousand €)
Spanish GAAP Result	2,013	2,320
IFRS 40 Adjustment: Option Fair value model	16,838	15,404
Net capital gains	14,720	12,675
Reversal of amortization on investment property	2,118	2,729
IFRS Result	18,851	17,724
IFRS Earnings per Share	0.52	0.49

	For the period from 19 March 2014 to 31 December 2014 (in thousand €)	For the period from 1 January 2015 to 31 March 2015 (unaudited and in thousand €)
Spanish GAAP Equity	341,638	343,297
IFRS 40 Adjustment: Option Fair value model	16,838	32,242
Net capital gains	14,720	27,395
Reversal of amortization on investment property	2,118	4,847
IFRS Equity	358,476	375,539
IFRS Equity per Share	10.0	10.5

For purposes of the tables in this Section 5, net capital gains are calculated as follows:

	As of 31 December 2014 (unaudited and in €)	As of 31 March 2015 (unaudited and in €)
GAV	439,025	507,950
Value Forward purchase contract (Manuel de Falla)	(31,400)	(34,200)
Payments Forward purchase contract (Manuel de Falla)	12,000	12,000
GAV adjusted (A)	419,625	485,750
Book value of property portfolio (*) (B)	404,905	458,355
Accumulated Net capital gains (A)-(B)	14,720	27,395
Net capital gains of the period	14,720	12,675

(*) Includes the Hotel Rafael.

6. Cash flow statement

	For the period from 19 March 2014 to 31 December 2014 (in thousand €)	For the period from 1 January 2015 to 31 March 2015 (unaudited and in thousand €)
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES	2,477	7,901
Profit before tax	2,013	2,320
Adjustments for:	1,458	3,121
Depreciation and amortization	2,124	2,743
Finance income	(748)	(74)
Finance expenses	82	452
Changes in working capital	(994)	2,460
Trade and other receivables	(11,767)	7,818
Other current assets	(103)	(805)
Trade and other payables	9,610	(4,129)
Other current liabilities	825	0
Other non-current assets and liabilities	441	(424)
CASH FLOWS FROM (USED IN) INVESTMENT ACTIVITIES	(405,300)	(53,626)
Payments on investments	(405,300)	(53,626)
Group companies	0	(6)
Property, plants and equipment	(395)	(36)
Investment property	(404,905)	(53,584)
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES	407,088	59,421
Proceeds from and payments for equity instruments	339,625	139
Issue of equity instruments	340,631	47
Acquisition of own equity instruments	(1,006)	92
Proceeds from and payments for financial liabilities	67,463	59,282
Bank borrowings	67,463	126,844
Repayment of bank borrowings	0	(67,562)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	4,265	13,696

7. Recent Developments

7.1. Loan agreement entered into with Bankinter, SA.

On 15 April 2015, the Company signed a €24,100,400 five-year loan agreement with Bankinter, S.A., maturing in 2020, which accrues a fixed interest until 30 September 2018 and interest at a variable rate based on three-month Euribor plus a margin of 2% from October 2018 until maturity. The loan is secured by a first ranking mortgage over Ribera del Loira Office Building, with an LTV of 51%.

7.2. Loan agreement entered into with CaixaBank, S.A.

On 4 May 2015, the Company signed a of €18,000,000 bridge loan agreement with CaixaBank, S.A. This bridge loan matures in 2015 and accrues an interest at a variable rate based on three-month Euribor plus a margin of 1.5%.

7.3. Acquisition of Hotel Rafael

The acquisition of Hotel Rafael was completed in April 2015. However, information on this property is also included in Part IX (*Property Portfolio*) on the basis that it was acquired by virtue of a sale and purchase agreement entered into on 20 February 2015, subject only to certain conditions precedent which were satisfied on 22 April 2015. The acquisition price of €12 million for the Hotel Rafael was registered in the Interim Financial Statements as of 31 March 2015 under the line item “Sundry Accounts Receivables”.

7.4. Other. Submitted Offers

As of the date of this Prospectus, the Company has made a deposit for an amount of €250 thousand for the acquisition of a property for a total acquisition price of €5 million. This acquisition is subject to the fulfilment of certain conditions.

As of the date of this Prospectus, the Company has also submitted two binding offers that have been accepted by the respective sellers: one for the acquisition of two office buildings located in Madrid for a total acquisition price of €49 million and another for the acquisition of another property located in Madrid for a total acquisition price of €51 million. In both cases, the due diligence phase has been completed and the sale and purchase agreements are in the final stage of negotiation. Additionally, as of the date of this Prospectus, the Company has sent three non-binding offers which could involve the acquisition of three properties for an aggregate acquisition price of €77.5 million. These non-binding offers are still pending a response by the relevant sellers.

8. Additional Liquidity, Capital reserves and Balance sheet considerations

The Company’s working capital as of 31 December 2014 amounted to negative €61.1 million, in particular due to the company entering into a bridge loan to leverage some acquisitions made at the end of 2014. However, during the first quarter of 2015, the Company arranged mortgage financing principal amount of €133.1 million (€131.6 million withdrawn), enabling it to cover the maturities of the bridge loan and re-establish a positive working capital.

In the opinion of the Company, taking into consideration the Net Proceeds to be received by the Company from the Offering and the facility agreements entered into after 31 March 2015 (described in Section 7 of Part VII (*Selected Financial Information and Financial Review*)), the working capital available to the Company is sufficient for the Company’s present requirements and, in particular, is sufficient for at least the next 12 months from the date of this Prospectus.

The Company has recently approved a capital expenditures program based on thorough technical analysis and taking into consideration tenant feedback that will lead to an expected investment of approximately 1.3% of Total GAV (as of 31 March 2015) over the twelve months following the Offering to be distributed as follows.

Property Type	% over Total GAV
Offices	0.7%
Logistics	0.5%
Others	0.1%

However, there can be no assurance that actual amount of expenditure required will not exceed the program budget. See Sections 3.5 and 3.18 of Part II (*Risk Factors*).

The Company has committed to a range of financing agreements, pursuant to which security over certain properties have been granted in addition to mortgages. Please see Section 12 in Part XVII (*Additional Information*).

PART VIII: INFORMATION ON THE COMPANY

1. Introduction

Axiare Patrimonio SOCIMI, S.A. (formerly Axia Real Estate, S.A.; the new name is pending to be registered with the Commercial Registry of Madrid) is a Spanish company whose principal activity is acquiring, owning and operating commercial real estate properties (primarily offices and logistics, and to a lesser extent, other property classes such as retail) in Spain, especially in Madrid and Barcelona and major logistic centers, for improvement, rental activities and active property management.

The Company has an experienced Board and is managed by a team lead by Mr. Luis Alfonso López de Herrera-Oria, which includes Mrs. Chony Martín Vicente-Mazariegos, Mr. Guillermo Fernández-Cuesta Laborde, Mr. Fernando Arenas Liñán, Mr. Stuart William McDonald and Mr. Fabio Alen Viani (together, the “**Management Team**”). See Part XII (*Management*).

The Company was incorporated on 19 March 2014 and completed its IPO on 9 July 2014. Shortly after its incorporation, the Company elected to become a Spanish SOCIMI and provided notice of such election to the Spanish tax authorities by means of the required filing. The Company believes it benefits from its position as one of the first-established and well-capitalized Spanish SOCIMIs and from the Spanish commercial business experience of the members of the Management Team. See Part XV (*Spanish SOCIMI Regime and Taxation Information*).

As of 31 March 2015, the Company owned a Portfolio of 19 real estate properties with an aggregate gross acquisition price (including transaction costs and expenses) of €477.4 million and an aggregate net acquisition price (excluding transaction costs and expenses) of €465.8 million. CBRE Valuation Advisory, S.A. (“**CBRE**”) has valued the Portfolio as of 31 March 2015 in accordance with the RICS valuation as an aggregate market value of €507.9 million. A copy of the valuation report of the Portfolio as of 31 March 2015 prepared by CBRE is appended as Appendix I (*Valuation Report*) hereto (the “**Valuation Report**”).

As of 31 March 2015, the distribution of the Portfolio’s GAV, based on the Valuation Report, was 67.9% in offices, 21.3% in logistics and 10.8% in other commercial real estate categories, and the Company derived 54.4% of its gross rental income from offices, 31.0% from logistics and 14.6% from other commercial real estate categories. Please refer to Part XIX (*Property Portfolio*) and Appendix I (*Valuation Report*) for information in connection with the Portfolio.

The Company’s Business Strategy is to own and operate for rental its existing property Portfolio through active property management and expand it through the acquisition and operation of undermanaged high quality commercial real estate properties in Spain, primarily in Madrid and Barcelona and major logistic centers. For such purposes, the Company expects to acquire commercial properties with the aim of creating value through active property management and maximizing operating efficiency and profitability at the property level in order to capture their cash flow and value.

2. Organizational Structure

The Company is managed by the Management Team led by Luis Alfonso López de Herrera-Oria as Chief Executive Officer (*Consejero Delegado*, hereinafter, “**CEO**”) operating under the supervision of the Board. The real estate directors (“**RED**”) are organized on a project-by-project basis under the general supervision of the CEO.

The REDs are responsible for both sourcing acquisition opportunities and for property management and value creation through active property management, centralizing the multiple real estate disciplines. REDs are supported by one or more analysts. Analysts are also in charge of monitoring availabilities, lease prospects across the property Portfolio as well as supporting throughout the property acquisition and operation process (including financing, leasing and property management). This approach intends to ensure control, consistency, and higher returns throughout each of the properties.

On 5 June 2014, the Board approved the creation of an investment committee as an internal consulting body, which oversees any real estate related investments and divestments of the Company and provides non-binding recommendations to the Board, the CEO or the relevant Company’s duly authorized representatives, as applicable (the “**Investment Committee**”). The Investment Committee shall have between three and six

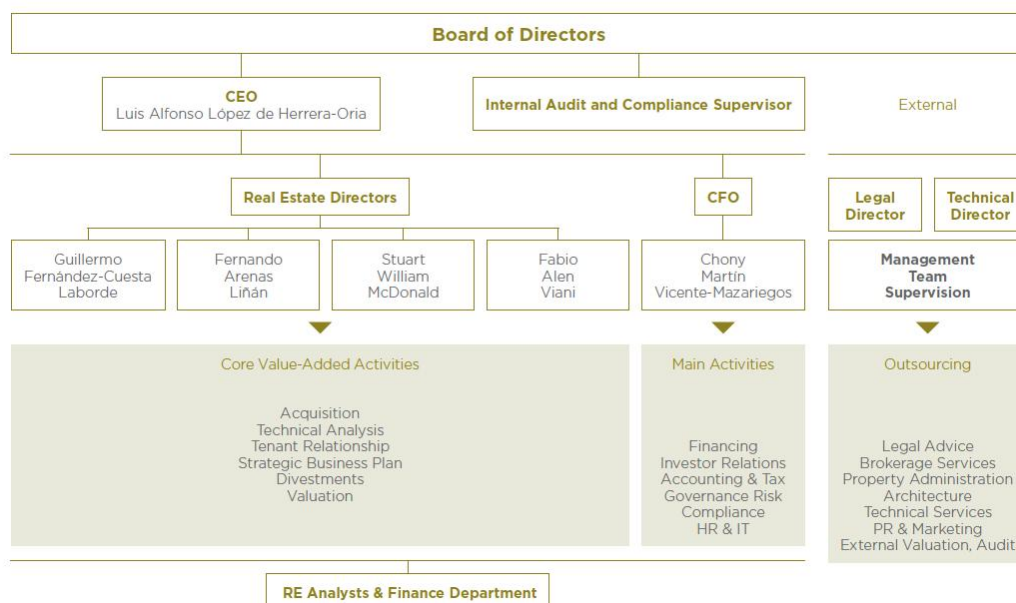
members, who are designated by the Board based on their knowledge and experience in real estate. The members of the Investment Committee currently are Mr. Luis Alfonso López de Herrera-Oria (chairman of the Committee) and three of the REDs of the Company (Mr. Guillermo Fernández-Cuesta Laborde, Mr. Fernando Arenas Liñán and Mr. Stuart William McDonald) and Mr. Chetan Gulati (member designated by the Sponsor Investor). Mr. Iván Azinovic Gamo is the Secretary of the Committee. The Investment Committee shall meet at least quarterly and, in any event, when called by its chairman or at the request of the Board, its Chairman or the CEO, and may engage external advisors when it deems it necessary.

Mrs. Chony Martín Vicente-Mazariegos is the Chief Financial Officer (“CFO”) and Director of investor relations. Her responsibilities include financing of the Portfolio acquisitions, investors relations, accounting & tax, HR, and governance risk & compliance. The Company’s finance team provides support to the CFO in all these areas through a team that includes a finance manager, a financial analyst & IR, HoA and accounting & compliance staff.

The Board has designated a Supervisor of Compliance who is also responsible for the internal audit function of the Company.

Other ongoing assistance and administrative services, such as IT, legal, technical advisory, brokerage services, property administration, architecture and marketing, have been outsourced. Some of these property management related costs are expensed to tenants and therefore reimbursable. Also, on an *ad hoc* or as needed basis, the Management Team will rely on third parties to perform other services, including due diligence, reporting, administration of the properties, commercialization services, and refurbishment, remodeling or redevelopment services. To this end, the Company requires quotes from various reputable market participants and makes assessments on a project by project basis, taking into account the economic and technical merits of each market participant. The REDs supervise the services outsourced in connection with each property, and the CEO and the CFO supervise any services outsourced in connection with the Company that are not project specific or that are common to several projects. In case of a breach of contract or unsatisfactory performance by a services provider, the relevant RED responsible for its supervision or the CEO or the CFO (as the case may be) would propose the most appropriate solution to be adopted on a case by case basis, which would generally consist in the internalization, permanent or temporary, of the service or the replacement of the service provider.

The chart below reflects the current organizational structure of the Company.



3. The Business Strengths

The Company believes that it has the following key strengths:

3.1. *Spanish recovery should support the increase in capital value and rent levels*

After several years of recession, Spain's economy began to grow again in 2014 and seems to be gathering momentum driven by the extraordinary measures taken by the European Central Bank (quantitative easing and reduction in long-term interest rates), by the fall in oil prices and the depreciation of the euro, which is expected to encourage exports. Growing consumer confidence arising from the positive news regarding the labour market could result in an increase of people employed in Spain, which the Company believes may result in an increase in the demand for new office areas and in companies moving into the central business district area ("CBD").

The continued recovery of the Spanish economy is evidenced by several fundamental indicators, among others: (i) Spain's gross domestic product ("**GDP**") shows a recovery trend (Spain's GDP has evolved from negative rates in 2012 and 2013 (-2.1% and -1.2%, respectively) to a positive rate for 2014 (1.4%) and forecasted rates for 2015 and 2016 of 2.3% and 2.5%, respectively (Source: European Commission Staff Working Document – Country Report Spain 2015) (ii) the 10-year sovereign bond yield spread has fallen from above 600 bps. in summer 2012 to around 100 bps. in March 2015 and nominal yields are currently historically low (Source: Spanish National Statistics Institute (INE) - Boletín Mensual de Estadística INE-March 2015); (iii) the recovery is being perceived by consumers, as evidenced by the improvements in the consumer confidence index since 2013, which reflects more confidence in the situation of households, the general economic situation, unemployment expectations and savings over the prior 12 months (Source: European Commission Consumer Confidence Indicator as of 31 March 2015); and (iv) the unemployment rate in the fourth quarter of 2014 (23.7%) confirmed the recovery trend of the precedent quarters (25.9% in the first quarter, 24.5% in the second quarter and 23.7% in the third quarter) and is forecast to fall to 23% in 2015 and 21% in 2016 (Source: European Commission Staff Working Document – Country Report Spain 2015).

The Company believes that the Spanish fundamentals are recovering, positively affecting employment and that could support future increases in commercial real estate rents. The Company also believes that currently there could be an opportunity to enter the Spanish real estate market as it considers that capital values of offices are well below historical averages (even below the capital values of 1994 adjusting for inflation) and are expected to increase as a result of future higher rents (according to Jones Lang LaSalle (Source: JLL Market Report Offices Madrid & Barcelona Q4 2014, capital values in Madrid and Barcelona in 2018 are expected to increase by approximately 50% and 30%, respectively, which represents a gap of approximately 2,000 €/sqm in Madrid and 6,000 €/sqm in Barcelona).

The Company anticipates that, if this recovery continues, yields and price per sqm have the possibility of returning to at least historical average levels and believes that, during the current period of recovery in the Spanish real estate market, it should benefit from the re-pricing of properties expected to occur within the Company's categories of real estate properties.

Madrid and Barcelona, together with Milan, were the only European cities that had not yet begun to recover of the capital value destroyed in the last cycle as of the mid-2014. In Spain, the Company saw a modest recovery of the values in the office market from the third quarter of 2014, following the massive inflows into the sector, particularly from foreign investors. Madrid, Barcelona and Milan are the only three European cities that are still in the trough of the cycle and have not yet initiated the recovery as in most of their European peers and therefore the Company believes that the upside potential for CBD capital values is larger in Madrid and Barcelona, compared with other cities in Europe farther into their recovery cycle. The capital values for Madrid and Barcelona have stabilised and could gradually revert to the mean, given that the current level is still well below the average historical level (Source: CBRE). In this regard, according to PMA, Madrid's CBD capital values are expected to increase from a current 5,737 €/sqm to 9,291 €/sqm in 2019, whilst Barcelona's CBD capital values are forecasted to reach 5,740 €/sqm in 2019 from a current 3,849 €/sqm (Source: PMA). Prospective investors should direct their attention to Part X (*Market Overview*) for more detailed information on recent trends in the Spanish economy and property market.

3.2 *Efficient internal Management Team with a proven track record in the Spanish commercial real estate*

The Company is an operating company that has the usual management structure of a listed company (unlike other SOCIMIs that have external management structures or a limited exclusivity of the Management Team). The Management Team is directly bound to the Company through labour or services agreements which guarantee each manager's personal full-time commitment to the Company on an exclusive basis, as well as prevent certain conflict of interest situations.

The Management Team combines a balanced profile of deal sourcing capabilities as well as execution and extensive property management capabilities. It has over 100 years' aggregate experience (between 1986 and 2015) in the Spanish real estate market. The Management Team has worked together on several occasions since 1998. The Management Team believes that it has the requisite real estate experience and background to implement the Company's value creation business strategy.

Each member of the Management Team has participated in some of the most recent relevant real estate transactions in Spain and has a long track record in the acquisition, refurbishment, development and management of properties in Spain.

Since the IPO, the Management Team has worked together in the creation and management of the current property Portfolio of the Company, showing its ability to source deals (a majority of which were in off-market transactions) and close complex transactions and applying an active management strategy to maximize operating efficiency, profitability and value creation at the property level. The Management Team has managed to invest 1.4x of the net proceeds of the IPO in eight months. Since the IPO, the only change in the composition of the Management Team has been the addition of two new members.

Various factors contribute to the alignment of interests of the Management Team with those of Shareholders, one of them being the Equity Incentive Plan, pursuant to which the Management Team will receive on an annual basis incentives payable in Ordinary Shares of the Company only if certain hurdles linked to NAV variation are met during a seven year vesting period.

Prospective investors should direct their attention to Part XII (*Management*) for more detailed information regarding the Management Team.

3.3 *Disciplined value creation strategy implemented through active property management*

The Company's strategy is to own, operate, rent its existing Portfolio through active property management and expand it through the acquisition and operation of undermanaged high quality commercial real estate properties with the aim of capturing their cash flow and value.

The Management Team pursues a disciplined value creation strategy mainly focused on: (i) quality properties that, when combined with the Management Team's value creation expertise, can produce attractive yields in the medium term, (ii) off-market opportunities where the upside potential is higher than in the case of properties sold through highly marketed auctions processes, (iii) real estate properties located not only in the CBD (Central Business District) segment, where most of the market participants are focused, but also one block behind CBD in Madrid and Barcelona, where rental levels could be as high as in the CBD, (iv) properties located in the most consolidated areas outside the CBD, that are likely to recover rental levels due to its location, accessibility and amenities.

The Management Team believes it has developed a unique approach to identify opportunities and operate properties which allows its members to bring valuable insight on each phase. The Management Team follows a disciplined property acquisition and operation process, in line with its previous experience, with each RED managing several projects and covering all phases of the acquisition and operation process (e.g. deal sourcing, legal, negotiation, tenant management, refurbishments, projects, business plans etc.).

The Company relies on active property management to maximize operating efficiency, profitability and value creation at the property level, mainly focusing on mispriced properties or undermanaged high-quality properties with active management opportunities, for example, through repositioning, rental extension and/or rental optimization. The Management Team directly undertakes value creation and property management activities, such as improving the quality of currently-held properties through investing in conservation and

modernization, improving the energy efficiency of currently-held properties or renegotiating or surrendering leases.

3.4 Ability to source and close transactions

Over the years, the Management Team has established long-standing relationships in the Spanish real estate market including with brokers, corporate and private landlords' commercial real estate lenders, financial institutions, family offices and local and international investors. These relationships and combined market experience have enabled the Management Team to source properties in off-market transactions or from competitive auctions or restricted auctions and off-market deals. The Management Team believes it is well placed to secure properties which fit in the Company's strategy due to its strong track record in the commercial real estate market in Spain and the high visibility that the Company has achieved as a listed company.

As at the date of this Prospectus, the Management Team has already identified several acquisition opportunities available in the Spanish market.

The Management Team follows a resourceful approach in connection with real estate transactions, which in the past has enabled them to successfully structure complex transactions, bringing together all players involved and aligning all interests at stake. The Management Team believes it has developed the ability to work with sellers, lenders, developers and other third parties with divergent interests in a real estate transaction and to negotiate and structure complex real estate transactions. The Management Team believes it has deep understanding of the market in its various phases and has developed the ability to respond creatively to fast-changing circumstances.

3.5 An experienced Board with real estate, financial and legal background and following best-in-class corporate governance principles

The Company has an experienced Board with Mr. Luis María Arredondo Malo as Chairman and Mr. Luis Alfonso López de Herrera-Oria as Vice-Chairman and CEO. The Board is composed of a group of professionals that balance real estate, financial and legal capabilities. The Directors' strengths complement each other to ensure a well-composed Board which provides not only guidance to the Company but also real skills that promote the Company's growth and progress. Most members of the Board are known within the Spanish real estate market and the financial and legal services and investment communities and have developed considerable expertise in such areas. The Company believes that this expertise, along with the relationships developed over the years, places them in a position to advise and supervise the Management Team and to be able to cultivate the appropriate opportunities to meet the Company's Business Strategy and to provide an advantage over other potential competitors in the market.

The Company intends to apply best-in-class corporate governance principles. The Company's Shareholder's Meeting held on 7 May 2015, approved the amendment of the By-Laws and the regulations of the Shareholders' Meeting of the Company and acknowledged the amendments of the regulations of the Board in order to comply with the Law 31/2014, of 3 December, which amends Spanish Companies Act, to improve the corporate governance (*Ley 31/2014, de 3 de diciembre, por la que se modifica la Ley Sociedades de Capital para la mejora del gobierno corporativo*). As of the date of this Prospectus, the amendments of the By-Laws, the regulations of the Shareholders' Meeting of the Company and the regulations of the Board are pending to be registered with the Commercial Registry of Madrid. The Company is also developing corporate governance policies and procedures in order to comply with the requirements of the recently enacted reform of the Spanish Companies Act and the recommendations included in the recently published New Spanish Good Corporate Governance Code. Three of the five members of the Board are independent in accordance with the Spanish Companies Act. The By-Laws of the Company reserve certain sensitive matters to a favorable decision by a simple majority of the Directors who are present and entitled to vote at the relevant board meeting. Additionally, in accordance with the Spanish Companies Act, the Board has established an Audit and Control Committee and a Remuneration and Nomination Committee.

Prospective investors should direct their attention to Section 8 of Part XIII (*Directors and Corporate Governance*) for more detailed information regarding the members of the Board and corporate governance and Board practices.

4. Business Strategy

4.1 Value Creation Strategy

The Company's principal activity is to acquire, own and operate commercial real estate properties (primarily offices and logistics and, to a lesser extent, other property classes such as retail) in Spain, specifically Madrid and Barcelona and major logistic centers for improvement, rental activities and active property management. The Company's Business Strategy is to own and operate for rental its existing property Portfolio through active property management and expand it through the acquisition and operation of undermanaged high quality commercial real estate properties. For such purposes, the Company expects to acquire such commercial properties with the aim of creating value through active property management and maximizing operating efficiency and profitability at the property level in order to capture their cash flow and value.

The Management Team believes it is consolidating a high-quality portfolio of commercial real estate assets with strong income and potential for value creation, based on their long term experience of active management. This growing portfolio combines high-value creation potential properties with low-risk rental profile properties that generate recurrent income. The Company considers the potential for value enhancement that may be realized following the improved management of the property through, amongst other things, repositioning or re-leasing strategies, or as result of investments in refurbishing, reconfiguring or renovating the property.

This value creation business strategy on which the Company is focused differs from (i) opportunistic strategies, which are generally exposed to a high degree of risk and leveraged rate of return, as they typically involve a significant amount of "value creation" through development and investments in distressed markets; and (ii) core and core plus strategies followed by large institutional investors, which typically entail investments in properties fully operational, with stable lease roll, that generally involve little capital expenditure after purchase, and therefore, less active management than value creation investments.

The significant increase in real estate investment in Spain in recent years is leading to more competition for deals. This is particularly the case for prime property where Class A product is very limited. At the other end of the scale, there has been strong activity in distressed situations where opportunistic money hopes to achieve high returns. To date, the Company's particular value creation niche has been less crowded (too risky for core players and not sufficiently attractive for opportunistic money) where the real estate expertise is key. The Company expects that, as values improve, its value creation strategy will become an increasingly important means of achieving returns. The Company targets good quality (or with the high potential to be) properties with vacancy, refurbishment requirements or more complex property management angles. Current examples include acquisitions requiring agreement of various parties to merge interests or situations where the Company can unlock negotiations between a bank and sponsor. The Company intends to continue to seek opportunities in the same consolidated areas as it has to date and expects that these areas will enjoy an earlier and more sustainable recovery.

4.2 Composition of Property Portfolio

The Management Team mainly focuses on undermanaged high quality commercial properties or high quality properties with significant value enhancement that require active asset management by a specialized real estate team. The focus is also to acquire mainly offices located primarily in Madrid and Barcelona, in areas such as the city center (CBD and one block behind the CBD) and other highly-concentrated and consolidated office areas with lower competition, such as secondary areas and the periphery of Madrid and Barcelona. The Management Team also acquires logistics properties in major logistics centers (Madrid, Barcelona, Valencia, Zaragoza and Seville) and, to a lesser extent, other commercial asset classes such as retail (including consolidated retail parks and shopping centers), mainly in Madrid and Barcelona.

As of 31 March 2015, the Company owned and operated for improvement, rental activities and active management a Portfolio of 19 real estate properties with an aggregate gross acquisition price (including transaction costs and expenses) of €477.4 million and an aggregate net acquisition price (excluding transaction costs and expenses) of €465.8 million. CBRE has valued the portfolio as of 31 March 2015 in accordance with the RICS valuation as for an aggregate market value of €507.9 million. A copy of the Valuation Report is appended as Appendix I (*Valuation Report*) hereto.

As of 31 March 2015, the distribution of the Portfolio's GAV, based on the Valuation Report, was 67.9% in offices, 21.3% in logistics and 10.8% in other commercial real estate categories, and the Company derived 54.4% of its gross rental income from offices, 31.0% from logistics and 14.6% from other real commercial real estate categories. Please refer to Part XIX (*Property Portfolio*) and Appendix I (*Valuation Report*) for further information in connection with the Portfolio.

As at the date of this Prospectus, the Company has sent some binding and non-binding offers for further acquisitions of properties, which are described in more detail in Section 7.4 of Part VII (*Financial Selected Information*).

Going forward, the Company will continue to concentrate on offices and logistics, but intends to add flexibility to the other element of the Portfolio potentially increasing its percentage from 10.0% to 15% and considering other commercial real estate asset classes. This will provide the Company with a little more flexibility when considering mixed portfolio deals.

The focus on Madrid and Barcelona by the Management Team is based on the perception of these cities, in general terms, as (i) the major real estate markets within Spain in terms of number of companies; (ii) transparent markets, as there are many third party reports that refer to these cities; and (iii) liquid markets, in comparison with the number of real estate transactions completed in other Spanish cities.

Pursuant to the Spanish SOCIMI Regime, the Company is required, among other things, to conduct a Property Rental Business and comply with the following requirements: (i) the Company must invest at least 80% of its GAV in (a) leasable urban real estate properties, (b) land plots acquired for the development of leasable urban real property to the extent that development starts within the following three-year period as from acquisition or (c) shares of other SOCIMIs, foreign entities or subsidiaries engaged in the aforementioned activities with similar distribution requirements, and (ii) at least 80% of its net annual income under Spanish GAAP must derive from rental income and from dividends or capital gains in respect of the abovementioned assets. The Company has a one-year grace period to cure any non-compliance with these eligibility requirements.

In line with these requirements, the Management Team considers both rental properties (mainly in relation to offices and logistics, which shall represent at least 80% of the Portfolio; and refurbishment properties (mainly focused on redeveloping offices, and, in certain cases redeveloping logistics for leasing activities), which may represent up to 20% of the Portfolio.

The properties conforming the Company's portfolio will fit within its purpose of acquiring, owning and operating a real estate portfolio for improvement, rental activities and active property management, capable of paying dividends in line with the applicable Spanish SOCIMI Regime requirements, and generate capital returns for the Company's Shareholders.

Prospective investors should refer to Part IX (*Property Portfolio*) for more detailed information on the Company's current Portfolio.

4.3 Portfolio Approach

The Management Team follows a disciplined property acquisition and operation process, in line with its previous experience, with each RED managing several projects and covering all phases of the process (e.g. deal sourcing, legal, negotiation, tenant management, refurbishments, projects, business plans etc.).

In particular, each RED has deal sourcing and operation capabilities. The REDs carry out the analysis of opportunities for acquisitions, which includes a technical, legal and commercial due diligence. In particular, the review of the relevant legislation and regulatory requirements or initial projection of revenues and/or capex, the financing analysis of the acquisition opportunity (analysis of the key characteristics of the properties, sensitivity analysis, technical, legal, accounting and tax analysis). The commercial due diligence includes an external property valuation in order to assess the fair market value. This thorough analysis enables the team to make founded decisions. Likewise, post-acquisition REDs will be in charge of the management and operation of each real estate property by overseeing and monitoring the delivery of the project, actively seeking regular meetings with tenants and implementing efficient capital structures to optimize equity return.

4.4 *Active Property Management*

The intention of the Management Team is, where appropriate, to improve income profiles and add value to the Company's Portfolio through property management techniques which include:

- Improving the quality of currently-held properties through investing in the conservation and modernization of those properties;
- Improving the energy efficiency of currently-held properties;
- Renegotiating or surrendering leases;
- Improving lease lengths and tenant profile;
- Repositioning and upgrading properties by improving the actual condition of the buildings applying different levels of refurbishment with the aim of changing the use of the property;
- Improving floor plans and space efficiency of specific properties and enhancing common areas;
- Changing the tenant mix of certain properties;
- Maintaining dialogue with tenants to assess their requirements, including through satisfaction surveys;
- Taking advantage of planning opportunities where appropriate; and
- Investing in the Company's corporate image.

The Company intends to work intensively with the aim of ensuring the optimization of its Portfolio in terms of occupancies and achievable rental income through the application of the following key operating and management principles:

- Maintaining and improving the quality of the Company's portfolio by regularly monitoring the performance of the properties;
- Increasing rental occupation in order to achieve a high level of occupancy and take advantage of market recovery by maintaining and enhancing the physical condition and appearance of the properties;
- Improving marketability of buildings, many of which are in need of improvement and different levels of refurbishment as a consequence of the financial crisis, through capex investments;
- Optimizing the general condition of the properties through refurbishment and architectural remodeling. The Company, if deemed necessary, will work to reconfigure each of the properties to enhance and optimize the overall condition of the portfolio with the aim of increasing occupancy and income generation;
- Establishing direct relationships with tenants to better understand their needs and requirements with an orientation towards the creation of long term relationships with tenants with robust credit profiles, which includes satisfaction surveys. Such enhanced relationships may assist in the enhancement of tenant retention and thus increase the attractiveness of the properties;
- Renegotiating rents at market value to maximize rental yields through a considered approach to contract terms. The Company proactively manages lease renewals and pursues new leases to reduce vacancy periods through factors such as (i) early negotiations with tenants whose tenancies are about to expire and (ii) increasing rent on leases which are at below-market rental levels;
- Developing a conscious approach to cost management, and other property value enhancement programs such as small-scale refurbishments and renovations;
- Enhancing the operating efficiency of the properties. Where possible, the Company pursues operating cost reductions through improved efficiencies and cost control measures; and

- Undertaking appropriate marketing, advertising and promotional efforts to raise the profile of the portfolio and increase the visibility of the properties.

Certain activities (such as legal, technical advisory, brokerage services, property administration, architecture and marketing) are outsourced to specific service providers, for which purpose the Company requests several fee estimates in order to select the proposal that offers best value for money. Some of these property management related costs are expensed to tenant and are, therefore, reimbursable. It is also intended that all properties comprising the Company's portfolio will be insured and maintained by outsourced service providers in accordance with industry standards of the Spanish commercial real estate market.

The Company has recently approved a capital expenditures program based on thorough technical analysis and taking into consideration tenant feedback that will lead to an expected investment of approximately 1.3% of Total GAV (as of 31 March 2015) over the twelve months following the Offering to be distributed as follows.

Property Type	% over Total GAV
Offices	0.7%
Logistics	0.5%
Others	0.1%

However, there can be no assurance that actual amount of expenditures required will not exceed the program budget. See Sections 3.5 and 3.18 of Part II (*Risk Factors*). Some examples of achievements of the Management Team resulting from its active property management of the Company's existing portfolio include leasing empty logistics units to blue chip tenants, increased occupation in various office and logistics properties and re-gear of several major leases.

4.5 Acquisition strategy and sourcing

The Management Team also intends to apply a thorough and disciplined approach to any property acquisition process. When acquiring Commercial Property, the Management Team analyses, amongst others: (i) opportunities to enhance the quality of the property; (ii) scope for short and medium-term value enhancement through active property management (e.g. by improving the general condition of the property, the lease lengths and tenant profile); and (iii) properties which have strong prospects of generating income in the short to medium term in order to support the Company's dividend policy.

The Management Team focuses mainly on perceived mispriced properties with active management opportunities, for example through increasing occupation in order to take advantage of market recovery, rental optimization, repositioning, conservation and modernization of the properties (as a consequence of the financial crisis many of them are in need of improvement) in order to enhance the facilities, installations, fixtures and energy efficiency (targeting environmental certificates such as LEED), and adopt a tenant-friendly approach with the goal of ensuring long-term relationships.

The Company's acquisition strategy is underpinned by the following key considerations:

- The Company is focused on quality properties that, when combined with the Company's value creation expertise, can render attractive yields in the medium-term.
- The Company looks principally to off-market opportunities where the upside potential is higher than properties sold through highly marketed auction processes.
- The Company typically targets real estate properties located not only in the CBD where most of the major market participants are focused, but also "one block behind CBD", in Madrid and Barcelona, a liquid market with stable occupancy and low volatility. Additionally the company targets other premium locations outside CBD where there is less competition and the Company will therefore enjoy increased negotiation power.
- To the extent possible, the Company seeks properties with attractive locations and occupancy rates, potential to become a Class A building and favorable tenant dynamics, in an attempt to ensure adequate levels of cash flow generation and yields. The Company, however, may consider acquisitions of specific properties with low occupancy rates if the Company believes the acquisition

price is fair and that reasonable potential exists for value realization through increasing occupancy levels for the property.

- The Company is focused on certain geographical locations for commercial real estate properties, namely Madrid and Barcelona, where the market is very liquid. Additionally, the Company may consider other key locations for specific value creation properties.
- As part of its screening process, the Company considers the potential for income and value enhancement that may be realized following the improved management of the property or as result of refurbishing, reconfiguring or renovating the property. This may include improvements in the design of the floor plan, changes in the tenant mix and other reconfigurations. This assessment is also conducted in the context of the Company's cash flow management requirements.

Acquisitions of properties may be done through any type of agreement and structure, including through subsidiaries, joint-ventures or through the acquisition of non-performing loans and other types of financial instruments. However, the Company intends to maintain a simple structure and, to the extent possible, acquire properties through direct ownership.

The Company sources new acquisition opportunities primarily through the Management Team's extensive network of relationships within the Spanish commercial property market, including through relationships with corporate and private landlords, brokers, domestic and international banks and family-owned real estate offices. These relationships and combined market experience enable the Management Team to source deals from competitive auctions, restricted auctions and off-market deals.

A wide majority of the properties that comprise the current Portfolio of the Company have been acquired through off-market transactions from institutional funds that were seeking to liquidate their existing portfolios. The Management Team believes that a number of property acquisitions will continue to result from off-market deals by individuals or corporations that are not necessarily actively seeking a divestment opportunity but may be willing to sell commercial real estate assets in the event that an attractive opportunity is presented by the Management Team. The Management Team has a proven track record applying a "cherry picking" approach in off-market transactions.

The Company's acquisition opportunities are sourced, in addition to off-market transactions, through a combination of the following core avenues (of which the Management Team has detailed knowledge):

Institutional funds

Certain institutional funds, such as pension funds or life insurance companies, are seeking to divest real estate assets in Spain as the Spanish real estate market becomes more liquid, in order to balance the risks and to close positions within their respective portfolios. The divestments range from small reweighting exercises to outright exits from the Spanish real estate market. The Management Team believes that this will likely continue to be a source of opportunities to acquire properties that fit the Company's Business Strategy.

Banking institutions/receivers/borrowers

The excessive use of leverage in the acquisition of Spanish commercial real estate, particularly in the middle part of the last decade, and the subsequent severe decline in values has led banking institutions with significant legacy exposure (both direct and indirect) to Spanish commercial real estate assets to provide credit for such purchases. Many Spanish banks have developed divestment strategies with respect to their legacy exposure to commercial real estate assets that have not been transferred to the SAREB. Moreover, a number of non-Spanish banks that operate in the Spanish market are undertaking various initiatives to reduce their Spanish real estate exposure. The Management Team believes that these efforts will result in property acquisition opportunities for the Company. Therefore, properties may become available directly from the banks divesting them, from receivers appointed to oversee assets or from borrowers who are selling under the guidance of such banks or receivers.

High net worth individuals and corporations and private equity investors

The Management Team believes that certain high-net worth individuals and corporations and private equity investors will also seek to divest Spanish real estate assets in light of increased transaction activity in the

market in order to deleverage or reduce their Spanish real estate exposure and/or to balance the potential risks within their respective portfolios. The Management Team believes that these efforts will result in a number of property acquisition opportunities for the Company.

As at the date of this Prospectus, the Management Team has already identified several acquisition opportunities available in the Spanish market.

5. Funding Strategy

Property Acquisitions and Capital Expenditures

The Company has acquired the properties that comprise the current portfolio using equity and/or bridge facilities, avoiding syndicates in order to facilitate negotiations and agreements, and has subsequently negotiated mortgage long-term bilateral facilities using as collateral some of the properties in its Portfolio. This strategy has proven successful as financing has become cheaper with the passage of time. The Company seeks to enter into bilateral facilities with various financial entities rather than depend on one institution.

As of 31 March 2015, the Company's total borrowings were €133.1 million (€131.6 million withdrawn) and the weighted average maturity of the Company's liabilities was approximately 11.3 years, with an actual all-in average cost of debt (including upfront costs, Euribor spread and hedge) of 2.4% given current Euribor three-month rate. The Company's LTV ratio (Company's total principal amount withdrawn of the financial debt (i.e. €131.6) as a percentage of the Total GAV (i.e. €507.9 million)) as of 31 March 2015 was 25.9%. The Company's target LTV ratio is expected to be 50-60%. Notwithstanding the foregoing, the Board may agree from time to time on a different level of leverage in light of the current economic conditions, the relative costs of debt and equity capital, the fair value of the Company's real estate property, growth and acquisition opportunities or other factors it deems appropriate.

As of the date of this Prospectus, the Company has entered into four mortgage facilities: two with CaixaBank, S.A. for €72.28 million and €10.85 million, one with Banco Santander, S.A. for €50.00 million and one with Bankinter, S.A. for €24.10 million. These facilities are secured by pledges over certain assets and credit rights of the Company and mortgages over nine of its properties. See Section 11.4 of Part XVII (*Additional Information*) for more information on these facilities and their security package. As of the date of this Prospectus, the Company has also entered into a bridge loan agreement in the amount of €18 million with CaixaBank, S.A. The Company intends to carry out future acquisitions of properties using mainly equity during such acquisition phase (levering the relevant properties after closing the acquisition phase). In addition, the Company may choose to finance a portion of certain acquisitions (to the extent possible and advisable of each specific property) with debt financing entered into with banks and other financial institutions through bilateral facilities secured by mortgages over the properties and pledges over the rents derived therefrom on an asset-by-asset basis. Debt financing for acquisitions is assessed on a deal-by-deal basis initially by reference to the capacity of the Company and the specific property to support leverage. The Company may also seek to use hedging agreements where appropriate to mitigate interest rate risk.

As of the date of this Prospectus, the Company has identified market opportunities with an estimated size of approximately €1,404 million and also has €177.5 million in properties being analyzed and/or in due diligence phase, sometimes on an exclusive basis. These market opportunities mainly comprise offices and logistics properties, primarily located in Madrid and Barcelona, in line with the Company's Business Strategy. These potential acquisitions may be funded with equity or debt and may result in changes to the Company's leverage. However, the Company is subject to market conditions and other factors which may yield different results and any or all of these identified market opportunities or properties under analysis or in the due diligence phase may not materialize.

Operational Expenses

The Company funds operational expenses mainly through income generated from the Company's Portfolio and surplus cash, but they may also be partially funded through equity. Operating expenses include (i) acquisition costs and expenses (such as due diligence costs, legal costs and taxes); (ii) costs in connection with any debt financings; (iii) Management Team and employees' remuneration; (iv) non-executive Director's fees and audit fees; (v) office lease and annual valuations of the Company's Portfolio; and (vi) other operational costs and expenses. As the Portfolio grows, the Company expects that the Company's operating

expenses, including the payment of interest on its borrowings and transaction related costs, will all be paid with income generated from the Company's Portfolio and surplus cash.

The Company currently expects that the annualized running structural costs of the Company, including Board of Director's remuneration, Management Team and employees' salaries and bonus and other structural operating expenses not related to the properties (such as auditing costs, valuation costs, legal and tax advice expenses), will not exceed 1% of the share capital and premium of the Company from time to time. While the Company currently expects costs not to exceed this percentage, it is possible that overtime the Company may reconsider in light of changes in the portfolio and market conditions, among other things to lower or raise this percentage.

6. Valuation Policy

NAV is the net asset value of the Company adjusted to include properties and other investment interests at fair value and will be calculated semi-annually by the CFO in accordance with IFRS-EU standards based on the most recent valuation of the Company's real estate assets (prepared as follows) and approved by the Board. Valuations of the Company's real estate assets will be made as of 30 June and 31 December in each year through a physical valuation, performed by a suitable independent qualified RICS accredited appraiser to be appointed by the Management Team and approved by the Company's Audit and Control Committee. The first external valuation was made as of 31 December 2014 and exceptionally CBRE has produced the Valuation Report as of 31 March 2015, for the purposes of the Offering. Valuations of the Company's real estate assets are made in accordance with the appropriate sections of the RICS Red Book at the date of valuation. This is an internationally accepted basis of real estate valuation.

7. Treasury Policy

The Company's treasury policy is designed to ensure capital preservation. Accordingly, the Company seeks to generate positive and steady rates of return with limited risk exposure, mainly focusing on liquid financial products where any early cancelation would result in no or a limited penalty affecting interest component only.

8. Dividend Policy

The Company's Shareholders' Meeting held on 7 May 2015 approved the payment of a dividend in the amount of approximately €1.45 million against the 2014 profits which will be paid on 29 May 2015. The Company intends to maintain a dividend policy which has due regard to sustainable levels of dividend distribution and reflects the Company's view on the outlook for sustainable recurring earnings. The Company will not create reserves that are not available for distribution to its Shareholders other than those required by law. The Company intends to pay dividends following a proposal of the Board made at its discretion. However, under the Spanish SOCIMI Regime, the Company is required to adopt resolutions for the distribution of dividends, after fulfilling any relevant Spanish Companies Act requirement, to Shareholders annually within the six months following the closing of the fiscal year of, based on Spanish GAAP: (i) at least 50% of the profits derived from the transfer of real estate properties and shares in Qualifying Subsidiaries and real estate collective investment funds; *provided that* the remaining profits must be reinvested in other real estate properties or participations within a maximum period of three years from the date of the transfer or, if not, 100% of the profits must be distributed as dividends once such period has elapsed; (ii) 100% of the profits derived from dividends paid by Qualifying Subsidiaries and real estate collective investment funds; and (iii) at least 80% of all other profits obtained (i.e. profits derived from ancillary activities). If the relevant dividend distribution resolution is not adopted in a timely manner, the Company would lose its SOCIMI status in respect of the year to which the dividends relate.

Only those Shareholders that are registered in the clearance and settlement system managed by Iberclear at 23:59 hours (Madrid time) of the day of approval of a dividend distribution will be entitled to benefit from the dividend distribution. Dividends will be received for the Ordinary Shares owned at such time. Unless otherwise agreed by the Shareholders' Meeting or the Board, the By-Laws provide that the payment date will take place 30 days after the dividend distribution is approved.

The record date criteria referred to above are intended to allow the Company to timely identify Substantial Shareholders before having to make a dividend distribution to them. According to the By-Laws, any Shareholder must give notice to the Company's Board of any acquisition of Ordinary Shares which results in

such Shareholder reaching a stake in the Company equal or higher to 5% of its share capital. If a dividend payment is made to a Substantial Shareholder, the Company may be entitled to request a legal report regarding the taxation of the dividends to be paid to such Substantial Shareholder, which costs can be offset against such dividends. Furthermore, the Company may be entitled to deduct an amount equivalent to the tax expenses incurred by the Company on such dividend payment from the amount to be paid to such Substantial Shareholder. See Section 6 of Part XVII (*Additional Information*) for additional information.

9. Structure as a Spanish SOCIMI

The Company has elected to be a Spanish SOCIMI and has notified such election to the Spanish tax authorities by means of the required filing. As a Spanish SOCIMI, the Company has a tax efficient corporate structure with the consequences for Shareholders described in Part XV (*Spanish SOCIMI Regime and Taxation Information*). Provided certain conditions and tests are satisfied, as a Spanish SOCIMI, the Company will not pay Spanish corporate taxes on the profits deriving from its activities. These conditions and tests are discussed in Part XV (*Spanish SOCIMI Regime and Taxation Information*).

PART IX: PROPERTY PORTFOLIO

1. General Description of the Property Portfolio

As of 31 March 2015, the Company owned a portfolio of 19 commercial real estate properties (the “**Portfolio**”) located in Spain, which fit into three general categories: office, logistics and other commercial real estate properties. 16 properties were acquired in 2014 and 3 were acquired during 2015.

The acquisition of one of the properties comprising the Portfolio (the Hotel Rafael) was completed in April 2015. However, information on this property has also been included in this Part IX (*Property Portfolio*) as part of the Portfolio as of 31 March 2015 on the basis that it was acquired by virtue of a sale and purchase agreement entered into on 20 February 2015, subject only to certain conditions precedent which were satisfied on 22 April 2015. The acquisition price of €12 million for the Hotel Rafael was registered in the Interim Financial Statements as of 31 March 2015 under the line item “Sundry Accounts Receivables” (see Section 1 of Part VII (*Selected Financial Information and Financial Review*)). Such hotel property has also been valued by the CBRE in accordance with the RICS valuation as of 31 March 2015 (see Appendix 1 (*Valuation Report*)).

Unless otherwise stated, the information in this Prospectus about the Portfolio is provided as of 31 March 2015 and includes the Hotel Rafael, as set out above.

During April and May 2015, the Company submitted different offers for the acquisition of additional properties which are not included in the Portfolio in this Section IX (*Property Portfolio*) of the Prospectus, but are included in the “*Recent Developments*” in Section 5 of Part VII (*Selected Financial Information and Financial Review*). See Section 5 of Part VII (*Selected Financial Information and Financial Review*) for further information on those properties.

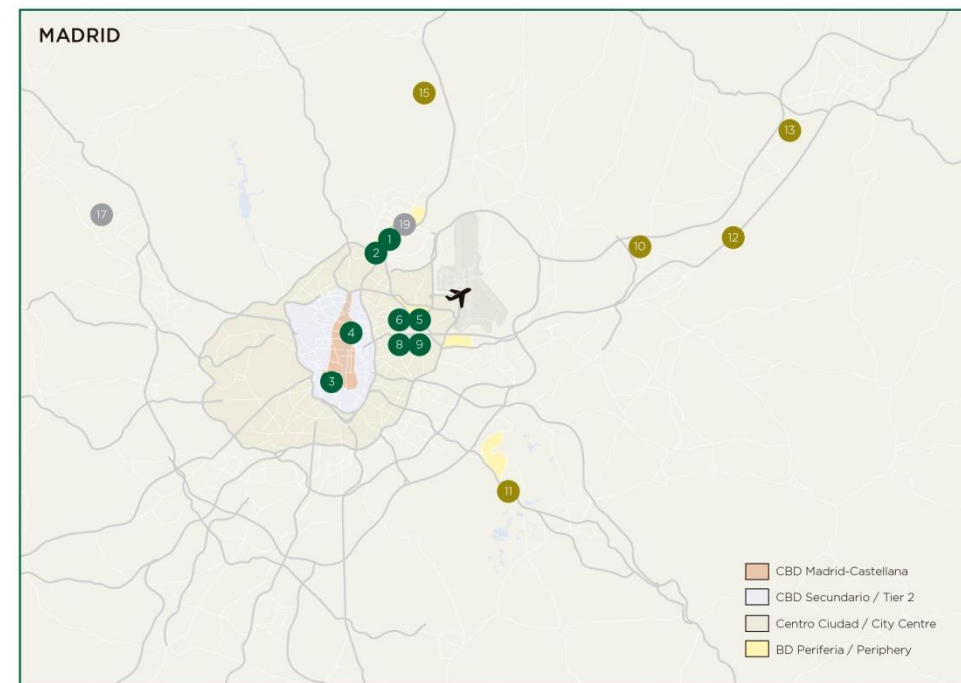
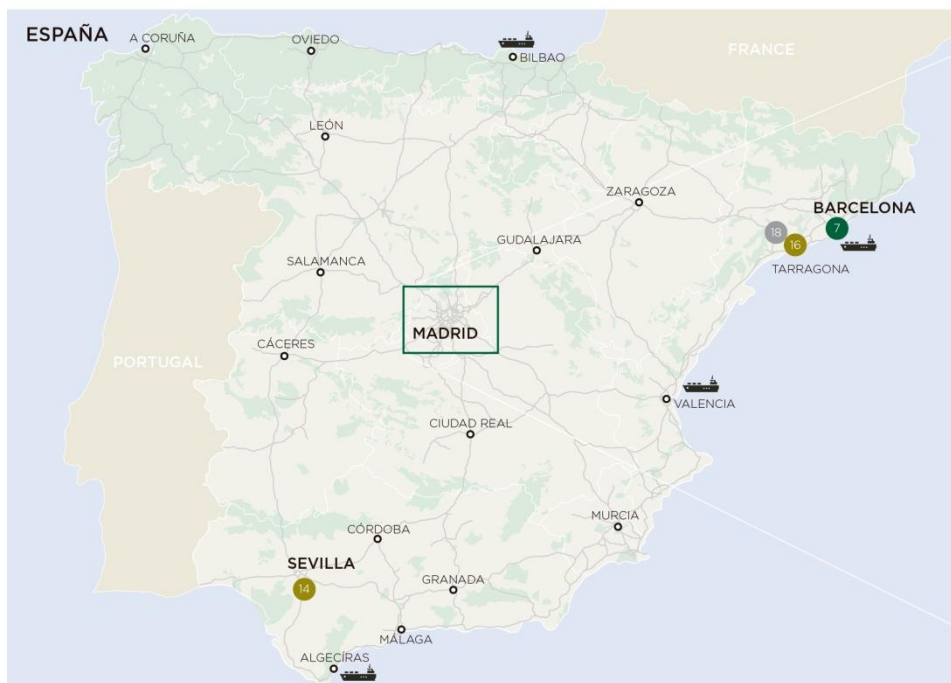
The Company targets Class A office and industrial properties, as compared to Class B. As of 31 March 2015, 90% of the Company’s properties comprising the Portfolio were Class A properties and the remaining 10% had the potential to become Class A with relatively limited capex investment. The distinction between Class A office and industrial properties and Class B is subjective. However, the Company considers Class A office properties to be either landmark or modern prime office properties, which typically possess all of the following characteristics: raised metallic floors, suspended ceilings, 2.7 to 4 meter clear floor to ceiling heights and substantial column-free space, often divisible commercially into modules. The Company considers Class A industrial properties to be prime warehouse facilities or logistical platforms which typically possess all of the following characteristics: a concrete structure with a clear height in excess of 10 meters, a fire suppression system and a docking ratio of approximately 1 to 1000 meters. Class B properties typically vary from Class A properties in that they have some of the features described above but not as many as the Class A properties. These properties remain functional but are less attractive to leaseholders. The Company’s definition of Class A and Class B may be different from those used by other companies.

The Company’s properties comprising the Portfolio have an aggregate gross acquisition price (including transaction costs and expenses) of €477.4 million and an aggregate net acquisition price (excluding transaction costs and expenses) of €465.8 million.

CBRE has valued the Portfolio as of 31 March 2015 for an aggregate market value of €507.9 million. CBRE’s valuation of the Portfolio is set out in Appendix 1 (*Valuation Report*) of this Prospectus. All references to market value of the properties in the Portfolio in this Part IX (*Property Portfolio*) of this Prospectus refer to the value ascribed to each property as of 31 March 2015 as set out in Appendix 1 (*Valuation Report*) of this Prospectus.

The Company declares that there have been no material changes in the properties that were the subject of such valuation since the date of the valuation included in the Valuation Report (i.e., since 31 March 2015)

The real estate properties comprising the Portfolio are located in Madrid, Barcelona, Tarragona, Seville and Guadalajara as indicated in the map below.



OFICINAS / OFFICES

1 Francisca Delgado Francisca Delgado 11, 2818 Alcobendas, Madrid	5 Ribera del Loira C/ Ribera del Loira, 28, 28042 Madrid
2 Avenida de la Vega Avda. de la Vega, 15, 2818 Alcobendas, Madrid	6 Cristalia Buildings 2&3 Via de los Poblados, 3 28033 Madrid, Madrid
3 Fernando El Santo Fernando el Santo, 15, 2801 Madrid, Madrid	7 Diagonal 197 Avda. Diagonal 197, Barcelona, Barcelona
4 Manuel de Falla C/ Manuel de Falla 7, 28036 Madrid, Madrid	8 Luca de Tena 14 Juan Ignacio Luca de Tena 14, 28027 Madrid
	9 Tucumán Building Glorieta del Mar Caribe 1, 28043 Madrid

PLATAFORMAS LOGÍSTICAS / LOGISTICS

10 Camarma Sector SI-4 "La Raya Industrial", Camarma de Esteruelas, Madrid	15 Guadalix C/ La Lobera, 28750 San Agustín de Guadalix, Madrid
11 Rivas-Vaciamadrid Mariano Benlliure 28521 Rivas-Vaciamadrid, Madrid	16 Valls C/ Moixiganga, 5 Valls, Tarragona
12 Azuqueca Construcción 9, 19200 Azuqueca de Henares, Guadalajara	
13 Cabanillas C/ Rayo 5, Cabanillas del Campo, Guadalajara	
14 Dos Hermanas C/ Torre de los Herberos, 61 41700 Dos Hermanas, Sevilla	

OTROS / OTHER

- | |
|---|
| 17 Planetocio
Avda. Juan Carlos I, 46, 28400 Collado Villalba, Madrid |
| 18 Les Gavarres
Carretera Reus, 55, 43006 Tarragona |
| 19 Hotel Rafael
Parque Empresarial Omega, Av. de Barajas, 22, Alcobendas |

Summary Information for each Property

Except as otherwise noted in the footnotes, the following table provides information about the properties the Company owned as part of its Portfolio as of 31 March 2015. The Company owns fee simple interests in all of the properties. See Section 2 below for more detailed information of each of the properties.

#	Property	Location	Property Type	Total Rentable sqm ⁽¹⁾	Occupancy rate ⁽²⁾	Acquisition Date	Net Acquisition Price (in thousand €) ⁽³⁾	Gross Acquisition Cost (in thousand €) ⁽⁴⁾	Market Value (in thousand €) ⁽⁵⁾
1	Cristalia Buildings 2&3	Madrid	Offices	17,338	84%	12/14	53,000	54,272	56,850
2	Avenida de la Vega	Madrid	Offices	22,579	85%	09/14	52,000	52,926	54,000
3	Diagonal 197	Barcelona	Offices	15,351	92%	12/14	53,000	54,431	54,200
5	Ribera del Loira	Madrid	Offices	12,822	97%	12/14	47,000	48,128	47,500
5	Francisca Delgado	Madrid	Offices	17,266	67%	07/14	28,750	29,274	36,350
6	Fernando el Santo	Madrid	Offices	3,254	89%	09/14	16,500	16,810	21,000
7	Camarma	Madrid	Logistics	70,296	100%	10/14	26,000	26,595	30,000
8	Cabanillas	Guadalajara	Logistics	37,879 ⁽⁶⁾	100%	07/14	16,681	17,214	18,200
9	Rivas-Vaciamadrid	Madrid	Logistics	35,248	73%	09/14	17,000	17,316	18,000
10	Azuqueca	Guadalajara	Logistics	35,781	100%	07/14	14,485	14,849	15,000
11	Dos Hermanas	Seville	Logistics	42,466	100%	07/14	9,420	9,656	13,000
12	Valls	Tarragona	Logistics	26,026	100% ⁽⁷⁾	10/14	4,500	4,617	7,000
13	Guadalix	Madrid	Logistics	14,945	100%	10/14	4,500	4,603	6,800
14	Planetocio	Madrid	Retail (Shopping and leisure center)	17,902	91%	09/14	14,000	14,273	15,600
15	Les Gavarres	Tarragona	Retail (Retail warehouse)	12,413	100%	12/14	27,000	27,729	27,800
16	Manuel de Falla ⁽⁸⁾	Madrid	Offices	6,244	N/A	11/14	31,000	31,338	34,200
17	Tucumán Building	Madrid	Offices	6,327	100%	03/15	23,500	23,906	23,500
18	Luca de Tena 14	Madrid	Offices	8,032	N/A	03/15	17,000	17,307	17,400
19	Hotel Rafael ⁽⁹⁾	Madrid	Hotel	10,447	100%	04/15	10,500	12,195	11,550
Total / Average				<u>412,616</u>	<u>93%</u>		<u>465,836</u>	<u>477,439</u>	<u>507,950</u>

⁽¹⁾ Total rentable sqm is calculated as of 31 March 2015 as set out in the Valuation Report.

⁽²⁾ Unless otherwise stated, occupancy rate is calculated as the total leased sqm divided by total rentable sqm as of 31 March 2015; many properties have more than one tenant.

⁽³⁾ Net acquisition price is the purchase price paid, excluding transaction costs.

⁽⁴⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs.

⁽⁵⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽⁶⁾ Three buildings: Module 1 is 11,766 sqm, module 2 is 12,585 sqm and module 3 is 13,528 sqm as set out in the Valuation Report.

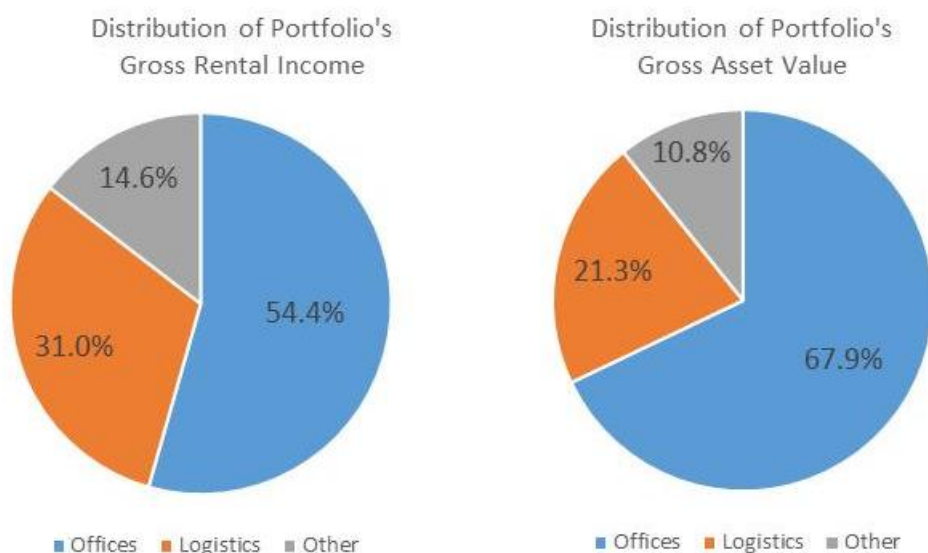
⁽⁷⁾ Valls warehouse was vacant as of 31 March 2015, but the Company had signed a lease agreement scheduled to commence April 2015 for 100% of the property (26,026 sqm) with a large international food producer and distributor. Therefore the occupancy rate has been calculated as of 30 April 2015.

⁽⁸⁾ On 6 November 2014, the Company entered into a forward purchase contract relating to Manuel de Falla, assuming leasing risk but not development risk. The Company will only acquire the ownership of this property once the refurbishment works, which are currently in progress, are completed, which is expected to occur in March 2016. This property was recognized as investment property in the balance sheet of the Company as of 31 March 2015 in the amount of the prepayment made at such date (€12.0 million).

⁽⁹⁾ The acquisition of the Hotel Rafael was signed on 20 February 2015, subject to certain conditions precedent that were satisfied on 22 April 2015. This property was recognized as sundry accounts receivables in the balance sheet of the Company as of 31 March 2015.

Property Diversification

As of 31 March 2015, the distribution of the Portfolio's GAV, based on the Valuation Report, was 67.9% in offices, 21.3% in logistics and 10.8% in other commercial real estate categories, and the Company derived 54.4% of its gross rental income from offices, 31.0% from logistics and 14.6% from other commercial real estate categories as set out in the charts below.



The following table sets forth information relating to diversification by property type in the Company's Portfolio based on total annualized rent as of 31 March 2015.

Property Type	Number of Buildings	Occupancy rate ⁽¹⁾	Total Rentable sqm	Percentage of Total Rentable sqm	Monthly Rent (in thousand €) ⁽²⁾	Total Annualized Rent (in thousand €) ⁽³⁾	Percentage of Total Annualized Rent	Gross Acquisition Price (in thousand €) ⁽⁴⁾	Market Value (in thousand €) ⁽⁵⁾
Offices	13	78.9%	109,213	26.5%	1,420.6	17,047	54.4%	328,392	345,000
Logistics	10	96.3%	262,641	63.7%	809.1	9,710	31.0%	94,850	108,000
Other	3	94.5%	40,762	9.8%	380.3	4,564	14.6%	54,197	54,950
Total/Average	26	91.7%	412,616	100.0%	2,610	31,321	100.0%	477,439	507,950

⁽¹⁾ Occupancy rate is calculated as the total leased sqm divided by total rentable sqm as of 31 March 2015 except with respect to the Valls property, for which the Company has used occupancy as of 30 April 2015.

⁽²⁾ Monthly Rent is calculated as the passing monthly EPRA Topped-Up Gross Rent invoiced for each property for the month of March 2015, except with respect to the Valls property, for which the Company has used gross EPRA Topped-Up Gross Rent for the month of April 2015.

⁽³⁾ Total annualized rent is calculated as the Monthly Rent multiplied by 12.

⁽⁴⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽⁵⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

Geographic Diversification

The following table sets forth information relating to the geographic diversification in the Company's Portfolio based on total annualized rent. For purposes of this table the Company has grouped its properties into three categories: (1) Madrid, (2) Cataluña (which is comprised of Barcelona and Tarragona) and (3) Others (which is comprised of Guadalajara and Seville).

Location	Number of Buildings	Occupancy rate ⁽¹⁾	Total Rentable sqm	Percentage of Total Rentable sqm	Monthly Rent (in thousand €) ⁽²⁾	Total Annualized Rent (in thousand €) ⁽³⁾	Percentage of Total Annualized Rent	Gross Acquisition Price (in thousand €) ⁽⁴⁾	Market Value (in thousand €) ⁽⁵⁾
Madrid	18	85.8%	242,700	58.82%	1,761.6	21,139.2	67.5%	348,943	372,750
Cataluña	3	100.0%	53,790	13.04%	490.7	5,888.7	18.8%	86,777	89,000
Others	5	100.0%	116,126	28.14%	357.7	4,292.7	13.7%	41,719	46,200
Total/Average	26	91.7%	412,616	100.0%	2,610	31,321	100.0%	477,439	507,950

⁽¹⁾ Occupancy rate is calculated as the total leased sqm divided by total rentable sqm as of 31 March 2015 except with respect to the Valls property, for which the Company has used occupancy as of 30 April 2015.

⁽²⁾ Monthly Rent is calculated as the passing monthly gross EPRA Topped-Up Gross Rent invoiced for each property for the month of March 2015, except with respect to the Valls property, for which the Company has used gross EPRA Topped-Up Gross Rent for the month of April 2015.

⁽³⁾ Total annualized rent is calculated as the Monthly Rent multiplied by 12.

⁽⁴⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽⁵⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

Leases and Tenants

Overview

Triple net lease. In the Company's triple net leases, the tenant is responsible for all aspects of and costs related to the property and its operation during the lease term, but the costs are often paid by the Company, as landlord and passed through to the tenant for reimbursement to the Company, as landlord. The Company may have responsibility under the lease to perform or pay for certain capital repairs or replacements to the roof, structure or certain building systems, such as heating and air conditioning and fire suppression. The tenant may have the right to terminate the lease or abate rent due to a major casualty or condemnation affecting a significant portion of the property or due to the Company's failure to perform its obligations under the lease.

Modified triple net lease. In the Company's modified triple net leases, the landlord is responsible for some property related expenses during the lease term, but the cost of most of the expenses is passed through to the tenant for reimbursement to the Company, as landlord. The tenant may have the right to terminate the lease or abate rent due to a major casualty or condemnation affecting a significant portion of the property or due to the Company's failure to perform its obligations under the lease.

Lease Expirations

It is customary in the current market for commercial leases in Spain to have a three- to five- year term. The Company also has leases in excess of five years and continues to work to renegotiate their lease durations when the opportunity arises.

Tenant concentration

As of 31 March 2015, the ten largest tenants represented 59.8% of the total leased sqm and 53.1% of the total annualized rent of the whole Portfolio

Tenants	Monthly Rent (in thousand €) ⁽¹⁾	Total Annualized Rent (in thousand €) ⁽²⁾	Percentage of Total Annualized Rent
Alcampo	263.6	3,163.3	10.10%
Sellbytel Group, S.A.	228.4	2,740.9	8.80%
Werkhaus S.L., S.C.S.	175.1	2,101.5	6.70%
Tenant 4	129.8	1,558.0	5.00%
Tenant 5	127.4	1,528.8	4.90%
Tenant 6	98.1	1,177.3	3.80%
Tenant 7	94.2	1,130.8	3.60%
Tenant 8	89.5	1,074.0	3.40%
Tenant 9	89.5	1,073.4	3.40%
Tenant 10	88.8	1,065.1	3.40%
Total	1,384.4	16,613.1	53.1%

The following table sets forth information relating to tenant diversification by industry in the Company's Portfolio based on total annualized rent.

Industry	Total Leased sqm	Percentage of Total Leased sqm	Monthly Rent (in thousand €) ⁽¹⁾	Total Annualized Rent (in thousand €) ⁽²⁾	Percentage of Total Annualized Rent
Non-profit foundation	0	0.00%	0.07	0.81	0.00%
Retail - Vending	0	0.00%	0.98	11.74	0.04%
Consultancy - Real Estate	156	0.04%	1.36	16.37	0.05%
Services - Pharmaceutical	192	0.05%	5.52	66.20	0.21%
Services - Catering	669	0.18%	5.79	69.52	0.22%
Industrial Equipment, Components & Metals - Wind turbines	310	0.08%	6.18	74.21	0.24%
Automotive industry	577	0.16%	7.85	94.16	0.30%

Industry	Total Leased sqm	Percentage of Total Leased sqm	Monthly Rent (in thousand €) ⁽¹⁾	Total Annualized Rent (in thousand €) ⁽²⁾	Percentage of Total Annualized Rent
Logistics - Entertainment Consultants	1,964	0.53%	8.23	98.79	0.32%
Financial Institution - Catering	1,085	0.29%	12.18	146.17	0.47%
Entertainment and Leisure - Theatre producer	740	0.20%	18.25	218.98	0.70%
Health care	952	0.26%	20.87	250.39	0.80%
Financial Services	1,851	0.50%	24.58	294.98	0.94%
Pharmaceutical	1,444	0.39%	26.33	315.90	1.01%
Logistics- Pharma	1,637	0.44%	28.32	339.81	1.08%
Services - Law firm	14,945	4.01%	29.77	357.29	1.14%
Consultancy - Education	1,386	0.37%	29.83	358.01	1.14%
Food industry	1,344	0.36%	38.97	467.65	1.49%
Logistics - Containers & Packaging	26,026	6.99%	46.85	562.16	1.79%
Real Estate	12,586	3.38%	51.38	616.56	1.97%
Advertising and Marketing	3,528	0.95%	52.88	634.57	2.03%
Media and digital communications	3,904	1.05%	54.10	649.24	2.07%
Hospitality	5,086	1.37%	75.78	909.34	2.90%
Logistics - Telecom	10,447	2.81%	75.78	909.35	2.90%
Logistics - All sectors	25,293	6.79%	89.50	1,074.01	3.43%
Software Industry	37,207	9.99%	112.03	1,344.36	4.29%
Industrial Equipment, Components & Metals	6,087	1.63%	134.21	1,610.52	5.14%
Services - Retail	7,104	1.91%	142.82	1,713.89	5.47%
Financial Institutions	16,903	4.54%	154.56	1,854.78	5.92%
Services - Telecom	10,454	2.81%	223.91	2,686.88	8.58%
Telecom	13,641	3.66%	228.41	2,740.97	8.75%
Distribution - Retail	16,018	4.30%	233.69	2,804.32	8.95%
	148,847	39.97%	669.06	8,028.76	25.63%
Total	372,384	100%	2,610	31,321	100%

⁽¹⁾ Monthly Rent is calculated as the passing monthly gross EPRA Topped-Up Gross Rent invoiced for each property for the month of March 2015, except with respect to the Valls property, for which the Company has used gross EPRA Topped-Up Gross Rent for the month of April 2015.

⁽²⁾ Total annualized rent is calculated as the Monthly Rent multiplied by 12.

2. Specific Description of the Properties in the Portfolio

2.1. Offices

(a) Cristalia Office Buildings in Madrid

Description and history The Cristalia Office Buildings are two identical modern Class A office buildings designed by Valode & Pistre and located within Cristalia Business Park in Phase 3 of Madrid's Campo de las Naciones sub-market. See Appendix 1 (*Valuation Report*) / No. 18 (*Cristalia Office Building 2&3, Madrid*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the building.

Area and Access The property is located at Calle Vía de los Poblados 3, Madrid, in Parque Empresarial Cristalia within the Campo de las Naciones area in the Hortaleza district of Madrid, which is midway between the airport (approximately 10

minutes) and the CBD (approximately 15 minutes). The Campo de las Naciones area has evolved, in the Company's opinion, into one of Madrid's main office sub-markets outside the CBD. The location has a good level of amenities and services.

The Cristalia Office Buildings benefit from easy access. The Campo de las Naciones area is visible and directly accessible by car from the M-40 orbital motorway (exit 5) which encircles Madrid. There are also multiple public transportation links between the Campo de las Naciones sub-market and Plaza Castilla in the northern part of Madrid's CBD, including the Line 4 Metro station San Lorenzo which is approximately a six minute walk from the buildings. Urban bus routes serving this area are T11 line (*Mar de Cristal-Cristalia*) next to the premises, 87 and N2 lines which are approximately a 3 minute walk from the premises. Access by car is also available from M-11 (exit 3) and M-40 (exit 5).

Main Tenants

Electronic Arts and CHEP.

Main Figures

Acquisition date	4 December 2014
Gross acquisition price (in thousand €) ⁽¹⁾	54,272
Equity as of 31 March 2015 (in thousand €)	26,862
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	27,410
Market value (in thousand €) ⁽²⁾	56,850
Loan to value ⁽³⁾	48%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(b) Avenida de la Vega Office Building in Madrid

Description and history

The Avenida de la Vega Office Building is a high quality well-maintained modern Class A office complex located in Alcobendas, Madrid. The complex was developed by Levitt Bosch Aymerich, S.A. and comprises four inter-connected office buildings. See Appendix 1 (*Valuation Report*) / No. 3 (*Avenida de la Vega Office Building, Madrid*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the buildings.

Area and Access

The property is located at Avenida de la Vega 15, Alcobendas (Madrid) within the Arroyo de la Vega office sub-market, which is in the municipality of Alcobendas immediately to the north of Madrid. Tenants located in this area include a number of first class companies.

This property has high visibility from the principal A-1 motorway, the main artery between Madrid and Northern Spain (Madrid-Burgos-Bilbao-France). Its location has excellent accessibility to the airport, the CBD and Madrid's orbital motorways.

There is public transportation from the Arroyo de la Vega sub-market to Plaza Castilla in the northern part of Madrid's CBD, including the Metro Station La Moraleja, which is approximately an 8 minute walk from the building. The urban bus route serving this area is No 159, which also connects with Plaza Castilla.

In addition to central connectivity, this sub-market benefits from strong amenities, including an extensive retail and leisure network, many restaurants, schools (including various international schools), and new public and private hospitals. The residential accommodation in this area includes some of Madrid's

more modern areas in addition to the city's premier high-end neighbourhood *La Moraleja*.

Main Tenants Xfera Moviles – Yoigo and Cisco Systems.

Main Figures	Acquisition date	24 September 2014
	Gross acquisition price (in thousand €) ⁽¹⁾	52,926
	Equity as of 31 March 2015 (in thousand €)	24,326
	Debt outstanding on the asset as of 31 March 2015 (in thousand €)	28,600
	Market value (in thousand €) ⁽²⁾	54,000
	Loan to value ⁽³⁾	53%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(c) Avda. Diagonal 197 Office Building in Barcelona

Description and history Avda. Diagonal 197 Office Building is a striking modern Class A office tower located at Avenida Diagonal close to the Glories junction within the 22 office sub-market of Barcelona. The 17 story office building designed by David Chipperfield Architects | B720 Arquitectos features good views from many of the higher floors. See Appendix 1 (*Valuation Report*) / No. 15 (*Avda. Diagonal 197, Barcelona*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the building.

Area and Access The Avda. Diagonal 197 Office Building is located at Avenida Diagonal 197, Barcelona, in the new, rapidly consolidating “22@” of Barcelona. This is an urban renewal area located at the lower end of Diagonal. This former industrial area comprises approximately 200 hectares (approximately 500 acres) and has been transformed into a mix of office, technological, hotel and residential spaces.

The building enjoys a prime location within this area. It is close to Jean Nouvel's Agbar Tower and opposite Les Glories shopping centre (approximately 56,300 sqm), which houses more than 220 shops, and is approximately a five minute tram ride from Diagonal Mar (approximately 85,000 sqm), with more than 200 shops.

The location is well served by public transport with urban bus and tram stops (*Ca l'Aranyó*) immediately outside the building. The nearest Metro stop (*Glories*) is approximately a five minute walk. Barcelona hosts an extensive network of bicycle lanes (one of which passes in front of the property). There are various drop off/pick up bicycle stations near the building.

Main Tenants Sellbytel

Main Figures	Acquisition date	4 December 2014
	Gross acquisition price (in thousand €) ⁽¹⁾	54,431
	Equity as of 31 March 2015 (in thousand €)	25,281
	Debt outstanding on the asset as of 31 March 2015 (in thousand €)	29,150
	Market value (in thousand €) ⁽²⁾	54,200
	Loan to value ⁽³⁾	54%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(d) Ribera del Loira Office Building in Madrid

Description and history The Ribera del Loira Office Building is a modern Class A office building located in Phase 2 of Madrid's Campo de las Naciones sub-market. The building was developed by Standard Life and Nexity. See Appendix 1 (*Valuation Report*) / No. 17 (*Ribera del Loira Office Building, Madrid*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the building.

Area and Access The property is located at Calle Ribera del Loira 28, Madrid within the Campo de las Naciones area in the Hortaleza district of northeast Madrid, which is midway between the airport (approximately 10 minutes) and the CBD (approximately 15 minutes). The Campo de las Naciones area has evolved, in the Company's opinion, into one of the Madrid's principal office sub-market outside the CBD offering over 550,000 sqm of modern office space. The location has a good level of amenities and services.

The Ribera del Loira 28 Office Building benefits from easy access. The Campo de las Naciones area is visible and directly accessible by car from the M-40 orbital motorway (exit 6) which encircles Madrid. There are also multiple public transportation links between the Campo de las Naciones sub-market and Plaza Castilla in the northern part of Madrid's CBD, including the Line 8 of the Madrid Metro which is approximately seven minutes' walk from the buildings. Urban bus routes serve this area. Access by car is also available from M-11 (exit 5) and M-40 (exit 6).

Main Tenants BNP Paribas.

Main Figures	Acquisition date	4 December 2014
	Gross acquisition price (in thousand €) ⁽¹⁾	48,128
	Equity as of 31 March 2015 (in thousand €)	48,128
	Debt outstanding on the asset as of 31 March 2015 (in thousand €)	0,000
	Market value (in thousand €) ⁽²⁾	47,500
	Loan to value ⁽³⁾	0%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(e) Francisca Delgado Office Building in Madrid

Description and history The Francisca Delgado Office Building is a modern Class A office complex designed by Rafael de la Hoz Arquitectos and made up of two inter-connecting units. See Appendix 1 (*Valuation Report*) / No. 1 (*Francisca Delgado Office Building, Madrid*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the building.

Area and Access The property is located at Calle Francisca Delgado, 11, Alcobendas (Madrid) within the Arroyo de la Vega office sub-market, which is in the municipality of Alcobendas immediately to the north of Madrid. Tenants located in this area include a number of first class companies.

This property has high visibility from the principal A-1 motorway, the main artery between Madrid and Northern Spain (Madrid-Burgos-Bilbao-France). Its location has excellent accessibility to the airport, the CBD and Madrid's orbital motorways.

There is public transportation from the Arroyo de la Vega sub-market to Plaza Castilla in the northern part of Madrid's CBD, including the Metro Station La Moraleja, which is approximately 8 minutes' walk from the building. The urban

bus route serving this area is No 159, which also connects with Plaza Castilla.

In addition to central connectivity, this sub-market benefits from strong amenities, including an extensive retail and leisure network, many restaurants, schools (including various international schools), and new public and private hospitals. The residential accommodation in this area includes some of Madrid's more modern areas in addition to the city's premier high-end neighbourhood *La Moraleja*.

Main Tenants

Neinver, St Jude Medical and Genetsis Partners.

Main Figures

Acquisition date	28 July 2014
Gross acquisition price (in thousand €) ⁽¹⁾	29,274
Equity as of 31 March 2015 (in thousand €)	29,274
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	0,000
Market value (in thousand €) ⁽²⁾	36,350
Loan to value ⁽³⁾	0%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(f) *Fernando el Santo Office Building in Madrid*

Description and history

The Fernando el Santo Office Building is a period building in the Chamberí neighbourhood, one of central Madrid's most exclusive areas. The prime building was redeveloped as offices in 1992. See Appendix 1 (*Valuation Report*) / No. 2 (*Fernando el Santo Office Building, Madrid*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the building.

Area and Access

The property is located at Calle Fernando el Santo 15, Madrid. Paseo de la Castellana is located two blocks from the property, adjoining the Argentine Embassy. The area has very good amenities, including restaurants, high-end retail and hotels and is popular among institutions, government ministries, law firms, consultants, family offices, private equity funds and investment banking firms.

There is public transportation easily accessible with the closest Metro Alonso Martinez being approximately a 4 minute walk.

Main Tenants

Broseta Abogados and Stage Entertainment.

Main Figures

Acquisition date	24 September 2014
Gross acquisition price (in thousand €) ⁽¹⁾	16,810
Equity as of 31 March 2015 (in thousand €)	16,810
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	0,000
Market value (in thousand €) ⁽²⁾	21,000
Loan to value ⁽³⁾	0%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(g) Manuel de Falla Office Building in Madrid

Description and history The Manuel de Falla Office Building is a newly built, modern Class A office space in the CBD of Madrid. The building is located within 150 meters of Paseo de la Castellana and is currently being refurbished. See Appendix 1 (*Valuation Report*) / No. 12 (*Manuel de Falla Office Building, Madrid*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the building.

On 6 November 2014, the Company entered into a forward purchase contract relating to Manuel de Falla, assuming leasing risk but not development risk. The Company will only acquire the ownership of this property once the refurbishment works, which are currently in progress, are completed, which is expected to occur in March 2016.

The Company made a €12.0 million advance payment toward the €31 million total purchase price of the building and disburse different amounts of the total purchase price upon completion of certain milestones related to the turnkey construction agreement. The building is expected to be fully refurbished and operative in March 2016.

Area and Access The property is located at Calle Manuel de Falla 7, Madrid, situated with Madrid's CBD, approximately 150 meters from the Paseo de la Castellana. It is near the AZCA business area of the CBD and one block from Real Madrid's Santiago Bernabéu stadium. The immediate area surrounding the property is dominated by high end residential sites and smaller office suites located within the residential blocks. There is a good level of amenities, including restaurants and convenience stores.

The building is a 300 meter walk from the nearest metro station (*Santiago Bernabeu*). This, in turn, is one stop from one of Madrid's most important public transportation hubs (*Nuevos Ministerios*), which has three Metro lines (including the airport line) and regional rail services. Access by car to Madrid's motorway network is rapid either by way of the Paseo de la Castellana or the Concha Espina / Alberto Alcocer.

Main Tenants The building is vacant with no pre-lets at present.

Main Figures	Acquisition date	November 2014
	Gross acquisition price (in thousand €) ⁽¹⁾	31,338
	Equity as of 31 March 2015 (in thousand €)	12,000
	Debt outstanding on the asset as of 31 March 2015 (in thousand €)	0,000
	Market value (in thousand €) ⁽²⁾	34,200
	Loan to value ⁽³⁾	0%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(h) Tucumán Office Building in Madrid

Description and history The Tucumán Office Building is Class A office building located within Phase II of Madrid's Campo de las Naciones sub-market. See Appendix 1 (*Valuation Report*) / No. 20 (*Tucumán Office Building, Madrid*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the building.

Area and Access The property is located at Glorieta del Mar Caribe 1, Madrid, within the Campo de las Naciones area in the Hortaleza district of northeast Madrid, which is midway between the airport (approximately 10 minutes) and the CBD

(approximately 15 minutes). The Campo de las Naciones area has evolved, in the Company's opinion, into one of Madrid's main office sub-markets outside the CBD. The location has a good level of amenities and services.

The Tucumán Office Building benefits from easy access. The Campo de las Naciones area is visible and directly accessible by car from the M-40 orbital motorway (exit 7) which encircles Madrid. There are also multiple public transportation links between the Campo de las Naciones sub-market and Plaza Castilla in the northern part of Madrid's CBD. Urban bus routes serve this area (104, 107, 122, 153). Access by car is also available from M-14 (exit 8) and M-40 (exit 7).

Main Tenants

Dentsu Aegis and Grupo Vips

Main Figures

Acquisition date	30 March 2015
Gross acquisition price (in thousand €) ⁽¹⁾	23,906
Equity as of 31 March 2015 (in thousand €)	23,906
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	0,000
Market value (in thousand €) ⁽²⁾	23,500
Loan to value ⁽³⁾	0%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(i) Luca de Tena, 14 Office Building in Madrid

Description and history

The Luca de Tena, 14 Office Building is an office building located within Madrid's Avenida de América sub-market. The building is being refurbished. See Appendix 1 (*Valuation Report*) / No. 19 (*Luca de Tena, 14 Office Building, Madrid*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the building.

Area and Access

The property is located at Calle de Juan Ignacio Luca de Tena 14, Madrid, opposite to future headquarter of Banco Popular, S.A. within the Avenida de América district in the northeast Madrid, it is in the corridor that connects the airport (approximately 5 minutes) and the CBD (approximately 10 minutes). The location has a good level of amenities and services.

The Luca de Tena, 14 Office Building benefits from easy access. The Luca de Tena, 14 Office Building area is visible and directly accessible by car from the A-2 highway linking Madrid to Barcelona and it is between M-30 and M-40 motorways which encircle Madrid. There are also multiple public transportation links between the Avenida de América sub-market and Paseo de la Castellana in the centre of Madrid's CBD. Urban bus routes serve this area.

Main Tenants

The building is vacant with no pre-lets at present.

Main Figures

Acquisition date	30 March 2015
Gross acquisition price (in thousand €) ⁽¹⁾	17,307
Equity as of 31 March 2015 (in thousand €)	7,957
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	9,350
Market value (in thousand €) ⁽²⁾	17,400
Loan to value ⁽³⁾	54%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

2.2. Logistics

(a) Camarma de Esteruelas Logistics Platform, Madrid

Description and history The platform is an advanced logistics platform located in Parque Logístico Madrid-Este, a medium-sized industrial park which is relatively new and not fully consolidated. See Appendix 1 (*Valuation Report*) / No. 11 (*Camarma de Esteruelas Logistics Platform, Madrid*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the warehouse.

Area and Access The platform is located at sector S1-4 "La Raya Industrial", Camarma de Esteruelas (Madrid), between the industrial estate of Alcalá de Henares and the town of Camarma de Esteruelas, which is approximately 33 km north east to central Madrid and 27 km to the south of Guadalajara. The location is well served by communication routes, with the R-2 and A-2 motorways linking Madrid to Barcelona. They also provide excellent links to Barajas international airport. The property has good visibility from the R-2 Highway and the M-119.

Main Tenants Alcampo

Main Figures

Acquisition date	9 October 2014
Gross acquisition price (in thousand €) ⁽¹⁾	26,595
Equity as of 31 March 2015 (in thousand €)	26,595
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	0,000
Market value (in thousand €) ⁽²⁾	30,000
Loan to value ⁽³⁾	0%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(b) Cabanillas del Campo Logistics Platform in Guadalajara

Description and history The Cabanillas del Campo logistics park includes three logistics warehouses developed by Gran Europa. See Appendix 1 (*Valuation Report*) / No. 5, 6 & 7 (*Cabanillas del Campo Logistics Platform, Guadalajara*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the warehouses.

Area and Access The logistics park is located at Calle Rayo 5, Cabanillas del Campo (Guadalajara), which forms part of the Corredor del Henares. It is located next to the A-2 highway and has direct access to the R-2 toll road, which links Madrid-Zaragoza-Barcelona-France.

These warehouses are located in one of the most important logistics hubs in Spain, 60 km from Madrid city center, and has excellent visibility from the R-2 toll motorway.

Main Tenants Red Logistics y Cronodis Logistica Integral

Main Aggregate Figures for the three logistics warehouses

Acquisition date	29 July 2014
Gross acquisition price (in thousand €) ⁽¹⁾	17,214
Equity as of 31 March 2015 (in thousand €)	8,587
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	8,627
Market value (in thousand €) ⁽²⁾	18,200
Loan to value ⁽³⁾	47%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

- ⁽³⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.
- ⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(c) Logistics Platform in Rivas Vaciamadrid, Madrid

Description and history The Logistic Platform in Rivas Vaciamadrid is a modern, Class A logistics facility which has been maintained to a high standard. See Appendix 1 (*Valuation Report*) / No. 10 (*Logistics Platform in Rivas Vaciamadrid, Madrid*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the warehouse.

Area and Access The property is located at Calle Mariano Benlliure s/n, Rivas Vaciamadrid (Madrid), a new town established 20 years ago in the southeast of the capital. The town benefits from good road and public transportation links. The Metro line 9 (*Rivas Futura Metro stop*) is within walking distance (approximately 9 minutes), which is relatively unique for a logistics premises of this size.

The logistics complex has excellent access to road networks, with easy access to Madrid's city centre (approximately 17 km - 25 minutes) and the orbital motorways (M-40, M-45 and M-50), to the airport and to other logistics areas on the A-2 and A-4 highways. The logistics complex is situated on the A-3 Valencia highway, which is the main highway between Madrid and Valencia (Spain's most important container port).

Main Tenants Fnac España and Grupo OM.

Main Figures

Acquisition date	24 September 2014
Gross acquisition price (in thousand €) ⁽¹⁾	17,316
Equity as of 31 March 2015 (in thousand €)	7,966
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	9,350
Market value (in thousand €) ⁽²⁾	18,000
Loan to value ⁽³⁾	52%

- ⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.
- ⁽³⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.
- ⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(d) Logistics Platform in Azuqueca de Henares, Madrid

Description and history This is a prime logistics platform, which includes office space, located in Miralcampo, the consolidated industrial logistics area of Corredor del Henares area, which benefits from a wide range of amenities and services, including restaurants and banks. See Appendix 1 (*Valuation Report*) / No. 8 (*Logistics Platform in Azuqueca de Henares, Madrid*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the warehouse.

Area and Access The property is located at Avda. de la Construcción 9, Azuqueca de Henares (Guadalajara), in the Corredor del Henares, one of the most important industrial and logistics hub in Spain, situated to the North-East of Madrid where the main national and international logistic platforms can be found.

This hub has two main separate entrances from Azuqueca de Henares and Alovera. It is strategically positioned, providing double connections through its direct access to the R-2 highway (Madrid-Guadalajara) and the A-2 highway (Madrid-Zaragoza-Barcelona-France). The platform has good access to Madrid's city center (approximately 40 minutes) and the airport

(approximately 30 minutes). There is a train station in the local servicing goods and passengers transportation between Madrid and Barcelona. There is also a dry Port in Azuqueca de Henares with direct railway connection with the main Spanish seaports.

Main Tenants

Kuehne & Nagel

Main Figures

Acquisition date	30 July 2014
Gross acquisition price (in thousand €) ⁽¹⁾	14,849
Equity as of 31 March 2015 (in thousand €)	14,849
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	0,000
Market value (in thousand €) ⁽²⁾	15,000
Loan to value ⁽³⁾	0%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(e) Logistics Platform in Dos Hermanas in Seville

Description and history

The logistics platform in Dos Hermanas is a prime consolidated logistics hub located in a well known logistics area near the city center of Seville. See Appendix 1 (*Valuation Report*) / No. 14 (*Logistics Platform in Dos Hermanas, Seville*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the warehouse.

Area and Access

The property is located at Calle Hornos, Dos Hermanas (Seville), in the Polígono Carretera de la Isla logistics area, which 12 km from Seville's city center. The area is recognized as the most important logistics center in the region.

The property has direct access to the A-4 motorway (Madrid-Sevilla-Cádiz) and the S-40 (Seville's ring-road). The distance to Seville's airport from the complex is approximately 20 km (approximately 20 minutes). There is also a regional train station in the area.

Main Tenants

Carrefour

Main Figures

Acquisition date	30 July 2014
Gross acquisition price (in thousand €) ⁽¹⁾	9,656
Equity as of 31 March 2015 (in thousand €)	4,475
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	5,181
Market value (in thousand €) ⁽²⁾	13,000
Loan to value ⁽³⁾	40%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(f) Logistics Platform in Valls, Tarragona

Description and history

The Valls Industrial Estate is a consolidated industrial estate. See Appendix 1 (*Valuation Report*) / No. 13 (*Logistics Platform in Valls, Tarragona, Seville*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the warehouse.

Area and Access

The Valls logistics platform is located at Calle Moixinganga 5, Valls (Tarragona), in the industrial area of Valls, which is on the outskirts of the town of Valls, which is the capital of the Comarca of Alt. Camp, Catalonia. The Tarragona train Ave

station is in close proximity and links Tarragon to Madrid in approximately 2.5 hours and Barcelona in less than 1 hour. Reus airport is approximately 20 km to the south.

The estate has direct access from the A-2 highway (Madrid-Zaragoza-Barcelona-France), between Barcelona and Zaragoza, and has access to the Industrial park via exit 11. Both routes lead to Barcelona, which takes approximately 1 hour by car.

Main Tenants

Kellogg's

Main Figures

Acquisition date	9 October 2014
Gross acquisition price (in thousand €) ⁽¹⁾	4,617
Equity as of 31 March 2015 (in thousand €)	4,617
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	0,000
Market value (in thousand €) ⁽²⁾	7,000
Loan to value ⁽³⁾	0%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(g) Logistics Platform in San Agustín de Guadalix. Madrid

Description and history

Logistics warehouse located in the industrial area in San Agustín de Guadalix in Madrid. See Appendix 1 (*Valuation Report*) / No. 9 (*Logistics Platform in San Agustín de Guadalix. Madrid*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the warehouse.

Area and Access

The property is located at Calle La Lobera, San Agustín de Guadalix (Madrid), approximately 30 km away from Madrid and is within Madrid's second belt. The area's proximity to Madrid has converted San Agustín to a commuter base, with its population more than quadrupling in the last 20 years.

The site is located to the east side of the A-1 motorway, benefits from direct access and good visibility from the A-1 motorway (Madrid-Burgos-Bilbao-France).

The immediate area surrounding the property is fully developed, although in the larger industrial park there are a few sites available for development.

Main Tenants

Decopharma

Main Figures

Acquisition date	9 October 2014
Gross acquisition price (in thousand €) ⁽¹⁾	4,603
Equity as of 31 March 2015 (in thousand €)	4,603
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	0,000
Market value (in thousand €) ⁽²⁾	6,800
Loan to value ⁽³⁾	0%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

2.3 Others

(a) Les Gavarres Retail Warehouse, Tarragona

Description and history This retail warehouse unit is situated in a fully consolidated, regional retail and leisure park in Tarragona is located at the junction of the A-7 motorway and one of Tarragona's principal entrance routes. See Appendix 1 (*Valuation Report*) / No. 16 (*Les Gavarres Retail Warehouse, Tarragona*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the warehouse.

Area and Access The unit is located at Carrer W-Carretera de Reus 2, Tarragona in Les Gavarres retail park in Tarragona, which is well situated on the junction of the A-7 motorway (main artery connecting Spain's eastern seaboard with France) and the Avenida de Tarragona, one of the city's principal entrance routes.

Main Tenants Bauhaus.

Main Figures

Acquisition date	4 December 2014
Gross acquisition price (in thousand €) ⁽¹⁾	27,729
Equity as of 31 March 2015 (in thousand €)	13,766
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	13,963
Market value (in thousand €) ⁽²⁾	27,800
Loan to value ⁽³⁾	50%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

(b) Planetocio in Collado Villalba, Madrid

Description and history Planetocio is a retail and leisure complex. The retail center is distributed along an outside food court and a mall, with forty six retail, leisure, and restaurant units. See Appendix 1 (*Valuation Report*) / No. 4 (*Les Gavarres Retail Warehouse, Tarragona*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the complex.

Area and Access The retail leisure complex is located at Av. Juan Carlos I 46, Collado Villalba (Madrid), which is approximately 35 km from Madrid's city centre. The population of the town is approximately 62,000, with approximately 52,000 more within 10 minutes driving distance, and approximately 142,000 more within 20 minutes. A large portion of the population in this area is second home owners. Planetocio is one of the main leisure destinations for residents of the Sierra de Guadarrama, a high-income residential area.

Planetocio is located on Avda. Juan Carlos I, with direct access to the A-6. It has excellent visibility from the motorway.

Main Tenants Media Markt, Yelmo cinema (9 screen cinema), outdoor food court (VIPS, Gino's, McDonalds, Tony Roma's).

Main Figures

Acquisition date	24 September 2014
Gross acquisition price (in thousand €) ⁽¹⁾	14,273
Equity as of 31 March 2015 (in thousand €)	14,273
Debt outstanding on the asset as of 31 March 2015 (in thousand €)	0,000
Market value (in thousand €) ⁽²⁾	15,600
Loan to value ⁽³⁾	0%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the

(c) Hotel Rafael in Parque Empresarial Omega

Description and history The Hotel Rafael in Parque Empresarial Omega is a hotel developed by Reyal Urbis in 2006 and located within Parque Empresarial Omega developed by Grosvenor. See Appendix 1 (*Valuation Report*) / No. 21 (*Hotel Rafael in Parque Empresarial Omega*) for a more detailed description of the property, including a map identifying the location, as well as a photograph of the building.

Area and Access The property is located at Avenida de Barajas 22, Alcobendas (Madrid) within Parque Empresarial Omega in the Arroyo de la Vega sub-market which is in the municipality of Alcobendas immediately to the north of Madrid.

This property has high visibility from the principal A-1 motorway, the main artery between Madrid and Northern Spain (Madrid-Burgos-Bilbao-France). The Parque Empresarial Omega is a development with more than 60,000 sqm of office space. Its location has excellent accessibility to the airport, the CBD and Madrid's orbital motorways.

There is public transportation from the Arroyo de la Vega sub-market to Plaza Castilla in the northern part of Madrid's CBD, including the Metro Station La Moraleja, which is approximately 20 minutes' walk from the building. The urban bus routes serving this area are No 827 and 828, which also connect Canillejas and Ciudad Universitaria.

Main Tenants Rafael Hoteles.

Main Figures	Acquisition date	24 April 2015
	Gross acquisition price (in thousand €) ⁽¹⁾	12,195
	Equity as of 31 March 2015 (in thousand €)	12,195
	Debt outstanding on the asset as of 31 March 2015 (in thousand €)	0,000
	Market value (in thousand €) ⁽²⁾	11,550
	Loan to value ⁽³⁾	0%

⁽¹⁾ Gross acquisition price is calculated as the purchase price paid plus transaction costs and expenses.

⁽²⁾ Market value is stated according to RICS valuation by CBRE as of 31 March 2015 as set out in the Valuation Report.

⁽³⁾ Loan to value is calculated as the debt outstanding on the asset as of 31 March 2015 divided by the market value of the asset, as set out in the Valuation Report.

PART X: MARKET OVERVIEW

1. The Spanish Economy

The global financial crisis and the EU credit crisis have had a severe impact on the economy in Spain. Throughout Spain, as in other markets, there have been dramatic declines in the housing market, with falling home prices and increasing foreclosures, high levels of unemployment and underemployment, reduced earnings or losses for some businesses across many industries, and reduced investments.

During 2012, the sovereign debt crisis in the Eurozone continued to be the central focus of the global economy. While the Eurozone focused on strengthening the economic and fiscal governance of its Member States and introducing financial aid mechanisms, there was continued instability in European financial markets. During the first half of 2012, the European sovereign debt crisis worsened and its impact on Spain, and certain other countries such as Greece and Italy, was particularly damaging. The instability of the situation led to fragmentation of the capital markets and threatened the very existence of the euro.

The actions taken by European and Spanish authorities starting in mid-2012 contributed to an improvement in the European financial markets. First, the European Central Bank stated that it would undertake all necessary measures to preserve the Euro and announced a program of unlimited purchases of European sovereign debt in the secondary markets, subject to certain conditions. Second, European authorities showed the political will to implement programs to strengthen European banking institutions and, in particular, the establishment of a banking union. Lastly, in Spain, the national authorities requested external financial assistance in late June 2012 in order to recapitalize the Spanish banking sector. The agreed program provided financing of up to €100 billion pursuant to a Memorandum of Understanding. Since the inception of this program, the European authorities have disbursed a total of €41.3 billion for the restructuring of Spain's banking sector. The combination of these initiatives contributed to a normalization of the financial markets, and prevented further fragmentation of the banking sector that had continued in the first half of 2013.

The Spanish economy remained weak in 2013 in large part due to subdued domestic demand. Domestic demand was hampered by factors such as the restrictive character of Spain's national fiscal and public spending policies and the deterioration of the labor market. Since 2010, Spain's government has adopted a number of fiscal consolidation and structural reforms, including reforms relating to the pension system and labor laws, and has implemented the reinforcement plan (*Plan de Reforzamiento*) to strengthen the financial sector. Economic activity was adversely affected by onerous financing conditions. However, in the first half of 2013, the economy moderated its rate of contraction with the GDP experiencing a negative growth rate of 0.1% in the second quarter. The second half of 2013 showed positive growth, with 0.1% GDP growth in the third quarter accelerating to 0.3% in the fourth quarter. (Source: Spanish National Statistics Institute (*INE*) – GDP Growth – January 2015).

After several years of recession, Spain's economy began to grow again in 2014 as labour market prospects improved, confidence strengthened, economic uncertainty faded and energy prices fell. After having expanded by 0.5% in each of the second and the third quarters of 2014, economic activity gained further momentum in the last quarter, growing by 0.7%, leading to an overall GDP growth of 1.4% for 2014 as a whole. The European Commission has projected that GDP growth might reach 2.3% in 2015 and 2.5% in 2016, mainly driven by domestic demand (Source: European Economic Forecast – Winter 2015). The sizeable drag from the external sector observed over the first half of 2014 is expected to narrow and net exports are expected to experience slightly negative growth in 2015 and turn neutral in 2016. Recent activity and confidence indicators both suggest that private consumption remained quite resilient in the last quarter of 2014 (Source: European Commission – European Economic Forecast – Winter 2015). Such resilience is expected to persist as a result of robust employment growth and rising real gross disposable income, which should also benefit from falling price levels throughout most of 2015 and low inflation thereafter (Source: European Commission – European Economic Forecast – Winter 2015). Positive demand prospects, easing financing conditions and the projected rebound in exports are expected to underpin investment in equipment, despite the ongoing balance-sheet correction of non-financial corporations. After seven years of adjustment, a modest pick-up in construction, including residential investment, is expected in 2015 (Source: European Commission - European Economic Forecast – Winter 2015).

As for the labor market, the unemployment rate in the fourth quarter of 2014 (23.7%) reflected the continued recovery trend of the previous quarters (25.9% in the first quarter, 24.5% in the second quarter and 23.7% in

the third quarter). In 2014, the employment growth reached 1.2% compared to a 2.8% decline in 2013, being the first positive figure after a drop of six consecutive years. These positive trends are expected to continue over the foreseeable future, helped by continued wage moderation and only modest increases in nominal unit labour costs. With the labour force contraction expected to gradually improve, unemployment is forecast to fall to 22.5% in 2015 and 20.7% in 2016 (Source: European Commission- European Economic Forecast – Winter 2015). Additionally, the 10-year sovereign bond yield fell from above 600 bps. in summer 2012 to around 100 bps. in March 2015 and nominal yields are currently historically at lows (Source: Spanish National Statistics Institute (INE) - Boletín Mensual de Estadística INR – March 2015). Recent data indicates that public finances continued improving in 2014, with the general government deficit in 2014 reaching 5.6% of GDP, 0.7 pp. lower than in 2013 (6.3%). The government deficit is expected to fall to around 4.5% and 3.7% of GDP in 2015 and 2016, respectively, despite the impact from recently implemented tax cuts (Source: European Commission - European Economic Forecast – Winter 2015).

Against a backdrop of weak economic conditions and low inflation rates, the ECB Governing Council decided at its first monetary policy meeting of 2015 to launch an Expanded Asset Purchase Programme for euro-denominated investment-grade securities issued by euro area governments and agencies and EU institutions. The combined monthly asset purchases of public and private securities will amount to EUR 60 billion. This quantitative easing is intended to be carried out from March 2015 until the end of September 2016 and will continue until the Governing Council sees a sustained adjustment in the path of inflation that is consistent with its aim of achieving an inflation rate that is close to, but below 2% over the medium term.

The sizeable purchases of public and private securities should further ease broad financial conditions in the euro area and support the ECB's medium to long-term inflation expectations, which is expected to help the Spanish inflation to turn positive in 2016 (Source: European Commission - European Economic Forecast – Winter 2015). By contributing to lower real interest rates, the latest ECB package of monetary easing measures should facilitate the deleveraging process throughout the euro area while also supporting credit demand, especially in Spain where the quantitative easing (QE) will help to ease the continued drag from high levels of private and public indebtedness and deleveraging, slow the speed of the ongoing external adjustment, and drive private consumption and investment (Source: European Commission - European Economic Forecast – Winter 2015).

2. Spanish commercial real estate Market and Economy

2.1 Spanish commercial real estate Market

Since 2007, the impact of the international credit crisis, the European sovereign debt crisis and the Spanish domestic economic crisis on the Spanish property market has been considerable, leading to a strong cyclical downturn and structural re-pricing of real estate assets. Since peaking in 2007, the Spanish commercial property market has witnessed a severe decline in the value of real estate assets.

Real estate transaction activity was also significantly and adversely affected by the economic downturn, with commercial investment values dropping from almost €10 billion in 2007 to slightly over €2.5 billion in 2013 (Source: Savills World Research European Commercial March 2014). Since the onset of the credit crisis in mid-2007, the number of banks advancing new loans for the purchase of Spanish commercial property has fallen substantially and such decline, together with a tightening of lending policies by financial institutions, has resulted in a significant contraction in the amount of debt available to fund real estate investments. The leverage ratios at which banks are willing to offer new loans have been reduced, margins charged for borrowing have increased and banks have become more stringent in determining with which borrowers they are willing to do business.

From 2008 to 2013, the Spanish commercial real estate market contracted in terms of volume to the point that deal activity consisted of a limited number of relatively small-scale transactions each year and there was no longer a fully-functioning investment market. This was due to a number of factors, including an overhang of excess supply, the absence of bank funding and deleveraging by foreign and domestic banks. Another key factor was the fact that the Spanish commercial real estate investment market was historically dominated by domestic participants who by the start of the credit crisis were holding a substantial amount of highly-leveraged syndicated real estate investments. As asset values declined, the equity value within a vast number of those investments was eliminated, creating unsustainable leverage ratios and consequently leaving debt providers with significant exposure to impaired loans secured against commercial real estate assets. This

ultimately led to the transfer of a significant portion of the Spanish banking system's real estate exposure to SAREB.

SAREB was established in November 2012 as one of a number of initiatives taken by the Spanish State to address the serious problems that arose in Spain's banking sector as the result of excessive property lending. Fourteen institutions participated in the capital of SAREB, including eight Spanish banks (Ibercaja, Bankinter, Unicaja, Cajamar, Caja Laboral, Banca March, Cecabank and Banco Cooperativo Español), two non-Spanish banks (Deutsche Bank and Barclays) and four insurers (Mapfre, Mutua Madrileña, Catalana Occidente and Axa). Participation was subsequently increased to include another six Spanish banks (Santander Group, CaixaBank, Banco Sabadell, Banco Popular, Kutxabank and Banco Caminos) and the Spanish energy company Iberdrola. Insurers Generali, Zurich, Seguros Santa Lucía, Reale, Pelayo Seguros and Asisa have invested in purchases of subordinated debt from SAREB. Private institutional shareholders own a 55% stake in SAREB, while the remaining 45% is owned by the Spanish government's Fund for the Orderly Restructuring of Banks (*Fondo de Reestructuración Ordenada Bancaria*) (the "**FROB**").

SAREB acquired (i) foreclosed assets whose net carrying amount exceeds €100,000, (ii) loans/credits to real estate developers whose net carrying amount exceeds €250,000, calculated at the borrower rather than at the transaction level, and (iii) controlling corporate holdings linked to the real estate sector, from banks in Spain that have required recapitalization with State aid (BFA-Bankia, Catalunya Banc, Novagalicia Banco and Banco de Valencia) or that are undergoing a resolution process (Banco Mare Nostrum, CEISS, Caja3 and Liberbank). Assets acquired by SAREB totaled €51 billion as of February 2013. In exchange for these loans, SAREB issued Spanish government-guaranteed securities to these institutions. The overall objective of SAREB is the management and orderly divestment of the portfolio of assets received, maximizing their recovery, over a maximum time horizon of 15 years from 2012. In pursuing its activity, SAREB has to contribute to the restructuring of the financial system, while minimizing the use of public funds and any market distortions it may cause.

2.2 Market Recovery

The Company believes that there are indications of recovery in the Spanish economy and certain segments of the Spanish commercial property market and that there have been signs of recovery and investors confidence in commercial investments in Spain in 2014 in comparison with recent years. The last Market Business Outlook survey dated March 2015 suggests a further strengthening of business confidence in Spain, as the economy continues to recover from a prolonged period of economic downturn (Source: Market Business Outlook Survey, March 2015). GDP growth has resumed in 2014, with 0.3% growth in the first quarter and 0.5% growth in the second and third quarter and accelerating to 0.7% in the fourth quarter according to the Spanish National Statistics Institute (INE) GDP Growth – January 2015. Growth is expected to continue receiving a major impetus from expanding net exports. The International Monetary Fund improved its growth forecast for Spain, predicting that the economy would expand and GDP will continue to increase in the coming years and GDP growth is expected to be around 2% in 2015 and 1.8% in 2016 (Source: IMF – World Economic Outlook Update, January 2015). In addition, consumer confidence in Spain is improving in February 2015 (with an approximately 38.5% increase in the Consumer Confidence Index since February 2014 (Source: *Centro de Investigaciones Sociológicas* (CIS) as of February, 2015). Moreover, on November, 2013 Standard & Poor's Ratings Services and Fitch changed the Spanish outlook rating from "negative" to "stable". On February 2014 Moody's Investor Services Ratings raised the Spain's outlook from "stable" to "positive". Yields on Spanish bonds have dropped, which suggests that investors view Spain as a more attractive investment destination. Yields on 10-year Spanish sovereign debt crept down, after peaking to above 7.6% on 24 July 2012, from 5.0% on 20 March 2013 and 3.4% on 20 March 2014 to 1.2% as of 20 March 2015 (Source: Bloomberg – Yields on 10-year Spanish bonds).

One of the most notable aspects of the Spanish real estate market this year has been the foreign direct investment and the high activity of the SOCIMIs. There has been a significant take-up of investor interest in the Spanish real estate market, being the third preferred country to invest in Europe in 2014 (Source: CBRE - European Countries preferred for investment in commercial property (2013 vs. 2014)). Foreign investment represents 61% of the annual volume for the fiscal year 2014, but domestic investors were responsible for 62% of the transactions closed (Source: DTZ Investment Market Update Spain Q4 2014).

There have also been signs of improvements in certain parts of the occupier markets. The office vacancy rate in Madrid and Barcelona have remained stable during the fourth quarter of 2014 at 12.3% and 12.5%

respectively (Source: Cushman & Wakefield Marketbeat Office Snapshot Q4 2014). This was supported to some extent by a lack of new developments and the refurbishment of office space continues to be a key factor in stimulating leasing activity (Source: Cushman & Wakefield Marketbeat Office Snapshot Q4 2014).

All the transactions of over 10,000 sqm signed in 2014 in Madrid were for buildings in need of renovation and not immediately available for occupancy; the pre-lets and acquisition for subsequent renovation are a clear sign of the scarcity of large projects both in the CBD and peripheral areas (Source: JLL Market Report Offices Madrid & Barcelona Q4 2014). The total take-up rate of office space in Madrid for 2014 is similar to the previous year's figure, reaching 365,000 sqm (Source: JLL Market Report Offices Madrid & Barcelona Q4 2014). However, the largest transactions in the year were for a range of floor areas that are lower than those seen in 2013, which is an indication of a healthier occupancy market (Source: JLL Market Report Offices Madrid & Barcelona Q4 2014).

Office take-up in Barcelona in 2014 amounted to 281,700 sqm, up 51% on 2013 and highlighting the gradual improvement in the sector (Source: JLL Market Report Offices Madrid & Barcelona Q4 2014). The last quarter of 2014 was the most active with take-up of 105,500 sqm, an increase of almost 80% on the previous quarter (Source: JLL Market Report Offices Madrid & Barcelona Q4 2014). The new business district has attracted most office take-up, accounting for some 42% of the total (Source: JLL Market Report Offices Madrid & Barcelona Q4 2014). Recovering demand for office space in Madrid and Barcelona translates into improving rent (€/sqm) prospects, having prices dropped heavily since 2007, they are now believed to be bottoming out and offer strong growth potential (Source: PMA).

The high levels of real estate investment seen in the third quarter of 2014 continued into the fourth quarter of 2014, capping a year with the highest investment volume since 2007. The final quarter of 2014 pushed the annual total real estate investment volume in 2014 to over €8.4 billion (Source: DTZ Research - Investment Market Update Spain Q4 2014). The 2014 year started slow with a weak first quarter however the market gained momentum swiftly, with each subsequent quarter increasing on the previous one (Source: JLL Market Report Offices Madrid & Barcelona Q4 2014). 2014 has been a breakthrough for the Spanish market with the high investor interest that marked the start of the year finally translating into investment. Investment in the office sector has picked up, with the highest annual investment volume since its peak in 2008 (Source: JLL Market Report Offices Madrid & Barcelona Q4 2014). Investment in offices is diversifying to some degree but in 2014 it was focused heavily on assets in Madrid and Barcelona and in either prime locations or fully let locations with limited risk.

The Company believes that investor confidence is increasing and a new and diversified group of investors has already made acquisitions in the market. As the economic situation stabilizes, there appears to be a growing consensus that the Spanish property market has bottomed out, in turn attracting more foreign investors and channeling investment towards offices, retail and industrial assets.

In consideration of the above, the Company believes that prospects for negotiating attractive investment opportunities should be significant for investors such as the Company with readily available resources for acquisitions and the ability to source deals both from distressed and more conventional sellers. The Company believes that the market is at a stage in the cycle where there are positive gaps between investment yields and borrowing costs enabling attractive risk adjusted returns to be generated in an environment of relatively modest leverage. The Company believes that investment opportunities with value levels which reflect the extent of the economic contraction in Spain can now be accessed as liquidity finally reemerges in the investment market. It also believes that following the completion of the Offering and Admission, the Company, as a well-capitalized investor, will be strategically placed to invest in assets which require a high level of active management, within a sector that has been deprived of both intensive asset management and capital over the past five years.

PART XI: DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE AND ADVISORS

Directors

Mr. Luis Alfonso López de Herrera-Oria	Chief Executive Officer and Vice-Chairman
Mr. Luis María Arredondo Malo	Chairman - Non-Executive Independent Director
Mr. Fernando Bautista Sagüés	Non-Executive Independent Director
Mr. David Jiménez-Blanco Carrillo de Albornoz	Non-Executive Independent Director
Mr. Chetan Gulati	Non-Executive Proprietary Director

Company Secretary

Mr. Iván Azinovic Gamo

Company Registered Office

Axiare Patrimonio SOCIMI, S.A. (formerly Axiare Real Estate SOCIMI, S.A.; the new name is pending registration)

José Ortega y Gasset 29,5 floor, 28006 Madrid

Phone number: (+34) 91 436 09 34

Tax Identification Number: A-86971249

Registered with the Commercial Registry of Madrid at Book 32158, Sheet 171, Page M-578698 Spain

Legal Advisors to the Company

As to Spanish law:

Gómez-Acebo & Pombo Abogados, S.L.P.
Paseo de la Castellana, 216
28046 Madrid
Spain

As to U.S. and English law:

Sidley Austin LLP
Woolgate Exchange
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London EC2V 5HA
United Kingdom

Joint Global Coordinators and Joint Bookrunners

JB Capital Markets, Sociedad de Valores, S.A.U.
Plaza Manuel Gómez Moreno, 2
28020 Madrid
Spain

Deutsche Bank AG, London Branch
Winchester House 1 Great Winchester Street
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United Kingdom

Legal Advisors to the Joint Global Coordinators and Joint Bookrunners

As to U.S., English and Spanish law:

Linklaters, S.L.P.
Calle Almagro, 40
28010 Madrid
Spain

Auditors

PricewaterhouseCoopers Auditores, S.L.
Torre PwC
Paseo de la Castellana, 259B
28046 Madrid
Spain
Registered in ROAC under no. S0242

PART XII: MANAGEMENT

1. The Management Team

The members of the Management Team are real estate professionals who collectively have extensive experience in the Spanish real estate market and a notable track record.

The members of the Management Team and their positions are as follows:

Name	Position*	Term
Mr. Luis Alfonso López de Herrera-Oria	Chief Executive Officer ¹	Indefinite ¹
Mrs. Chony Martín Vicente-Mazariegos	Chief Financial Officer and Director of Investor Relations	Indefinite
Mr. Guillermo Fernández-Cuesta Laborde	Real Estate Director – Deputy to the CEO	Indefinite
Mr. Fernando Arenas Liñán	Real Estate Director	Indefinite
Mr. Stuart William McDonald	Real Estate Director	Indefinite
Mr. Fabio Alen Viani	Real Estate Director	Indefinite

* The members of the Management Team, other than Mr. Luis Alfonso López de Herrera-Oria, are not considered senior management.

¹ The services agreement of Mr. Luis Alfonso López de Herrera-Oria is for an indefinite term. However, it will be automatically terminated in the event he ceases to be Chief Executive Officer of the Company, subject to the applicable termination payments described in Section 4.5 and 4.6 below.

The extensive experience of the Management Team allows the Company to identify, acquire and operate suitable properties across all of its targeted markets efficiently and in line with its Business Strategy. The Management Team also has experience in providing comprehensive real estate advisory services, including sourcing, execution and property management to a wide variety of real estate players including international, local institutional investors and family-owned real estate offices. This experience in all of the phases of real estate cycle allows the Management Team to rapidly identify potential business opportunities. Additionally, the Management's Team expertise in structuring complex transactions will allow the Company to access real estate opportunities competitive auctions, restricted auctions and off-market deals.

Brief biographical details of the members of the Management Team follow:

Mr. Luis Alfonso López de Herrera-Oria (Born in August 1956)

Mr. Luis Alfonso López de Herrera-Oria is the Chief Executive Officer of the Company since June 2014. Mr. Luis Alfonso López de Herrera-Oria has more than 25 years of experience in the real estate sector. He was executive director of Testa (formerly Prima) from 1986 to 2002 and, during such time, Prima was admitted to trading on the Madrid Stock Exchange (1988) and by 1990 became the largest real estate company in Spain. Later, he founded Rodex in 2002 with a small team of former members of Testa (formerly Prima). In 2007, the main business of Rodex was transferred to Alza Real Estate, S.A., of which he was until recently the Chief Executive Officer and where he remains as a non-executive Director. Mr. Luis Alfonso López de Herrera-Oria is also independent advisor to funds such as Falcon II Real Estate, founded by Morgan Stanley and CBRE, and advisor to iAdvise Partners, EAFI, S.L. He holds an Economics Sciences B.A. from the Universidad Complutense of Madrid.

Mrs. Chony Martín Vicente-Mazariegos (Born in December 1974)

Mrs. Martín Vicente-Mazariegos is the Chief Financial Officer and Director of Investor Relations of the Company since 24 September 2014. Mrs. Martín Vicente-Mazariegos has more than 16 years of experience in Finance within the Real Estate sector. She has worked at Testa (formerly Prima) from 1998 to 2002 as part of Mr. Luis Alfonso López de Herrera-Oria's team. Then, she joined Redevco Retail España, S.L.U. as Financial Director with responsibility over Spain, Portugal and Italy. Redevco Retail España, S.L.U. is a Spanish subsidiary of Redevco, B.V., which is a Dutch company that manages a €6.5 billion European portfolio, specialised in retail property. She holds a degree in Business Administration and Economic Sciences from Universidad Complutense of Madrid and she has also attended different management programmes at IESE, ESADE and IMD.

Mr. Guillermo Fernández-Cuesta Laborde (Born in February 1975)

Mr. Fernández-Cuesta Laborde is one of the RED and Deputy to the CEO at the Company since July 2014 and has more than 15 years of experience in the real estate industry. From 1999 to 2001, he was an analyst at Hiller Parker (currently, CBRE). From 2001 to 2004, Mr. Fernández-Cuesta Laborde was a real estate manager at Prima (currently, Testa) and, since 2004, he has served as real estate director of Rodex, which transferred its main business to Alza Real Estate, S.A. in 2007. Once at Alza Real Estate, S.A., he became the real estate and investment director and deputy to the CEO. Mr. Fernández-Cuesta Laborde holds a Business Administration B.A. (major in Finance) from the Universidad Alcalá de Henares of Madrid and a Business Administration degree (major in International Trade) from the South Bank University of London. Mr. Fernández-Cuesta Laborde also holds a Real Estate Management MSc from the South Bank University of London.

Mr. Fernando Arenas Liñán (Born in November 1964)

Mr. Arenas Liñán is one of the RED of the Company since July 2014 and has 25 years of experience in the real estate industry. From 1990 to 1995, Mr. Arenas Liñán was Director of the National Agency Department of Richard Ellis, S.A. (currently, CBRE Real State, S.A). From 1995 to 1998, Mr. Arenas worked at the Distressed Real Estate Branch of Banco Santander Group. From 1998 to 2002, Mr. Arenas Liñán was Property Director of Prima (currently, Testa) and, from 2002 to 2004, Acquisitions Director of Tishman Speyer Properties España, S.L. From 2004 to 2012, Mr. Arenas Liñán joined Hines Interests España Investments, S.L. where he served as managing director starting in 2009. In 2013 Mr. Arenas Liñán was involved in the SAREB valuation on the part of CBRE and, since the fall of 2013, he has served as investment director of Talus Real Estate. Mr. Arenas Liñán holds a law degree from the Universidad Autónoma of Madrid and an MBA from Madrid Business School and the University of Houston.

Mr. Stuart William McDonald (Born in November 1968)

Mr. McDonald is one of the RED of the Company since July 2014 and has more than 20 years of experience in the real estate industry. From 1993 to 1998, Mr. McDonald was valuation executive for the UK's Valuation Office Agency in London. From 1998 to 2002, Mr. McDonald was an associate director of Knight Frank in Madrid and, from 2002 to 2005, he was the real estate director of Testa. Since 2005, Mr. McDonald has served as investment and acquisition director at Hines Interests España Investments, S.L., Fivor Innova, S.L., HREIS Innova, S.L. Mr. McDonald holds a Modern Languages B.A. from the University of Exeter (UK) and a Property Valuation and Management postgraduate diploma from Sheffield Hallam University (UK). Mr. McDonald is certified by the RICS Assessment Professional Competence exam and is a member of the Royal Institution of Chartered Surveyors.

Mr. Fabio Alen Viani (Born in March 1974)

Mr. Alen Viani is one of the RED of the Company since March 2015 and has more than 8 years of experience in the real estate industry. Mr. Alen Viani was fund manager in Inversafei SA SGIIC (from 2001 to 2006) and in Lloyds Investment España SGIIC, SA (from 2006 to 2007). From 2007 to 2014, Mr. Alen Viani was acquisition, investment and asset management associate of Hines Real Estate. From 2014 to 2015, Mr. Alen Viani served as real estate director of Rodex. Mr. Alen Viani holds a Business Administration B.A. (major in Finance) from the Universidad Complutense of Madrid and he has also attended a program on Risk and Investment Analysis on Project Finance at Instituto de Estudios Bursátiles (IEB). Mr. Alen Viani is Certified European Financial Analyst and member of the European Federation of Financial Societies (EFFAS).

2. The Management Team's Expertise

The Management Team collectively has over 100 years of experience in the Spanish real estate market. The expertise of the Management Team members is principally concentrated within: (i) Prima (currently, Testa) where Mr. Luis Alfonso López de Herrera-Oria, Mrs. Chony Martín Vicente-Mazariegos, Mr. Guillermo Fernández-Cuesta Laborde, Mr. Fernando Arenas Liñán and Mr. Stuart William McDonald worked from 1986 to 2002, 1998 to 2002, 2001 to 2004, 1998 to 2002 and 2002 to 2005, respectively; (ii) Rodex (and, from 2007, Alza Real Estate, S.A.) where Mr. Luis Alfonso López de Herrera-Oria, Mr. Guillermo Fernández-Cuesta Laborde and Mr. Fabio Alen Viani worked from 2002, 2004 to 2014 and 2014 to 2015, respectively, and (iii) the Company.

2.1 Proven Track Record in Property Management and Operation

The facilities, installations and equipment of many properties located in Madrid and Barcelona have proven to be outdated, as a result of a lack of capital expenditure invested over the last five years. The occupancy level and the rental levels paid by the tenants or potential buyers would likely increase if these assets were improved. The Management Team has proven experience in identifying and improving various key features of real estate properties in a time-efficient manner so that the property is completed in time to take advantage of interesting opportunities. The Management Team has recently implemented a wide range of renovation projects, including replacing of elevators, improving insulation and cultivating a positive corporate image in the building. In addition, the Management Team has focused specially on the energy efficiency of the properties and has obtained platinum and gold energy efficiency standards in a number of renovated buildings.

2.2 Expertise in Sourcing and Property Selection

The members of the Management Team have a proven track record of real estate acquisitions. The Management Team mainly focuses on undermanaged high quality commercial properties which may be optimized through capex investments (e.g. improvements to the facilities, fixtures and energy efficiency) and/or active re-organization (e.g. reconfiguring tenant's floor plan distribution or the tenant mix) in line with the Company's Business Strategy.

2.3 Ability to Acquire the Selected Properties

Once the Management Team has made an acquisition decision, it has the ability to meet the requirements and interests of selling companies, even in complex transactions where the needs of the respective parties involved may not be in alignment. For example, the members of the Management Team have emerged as the successful bidders in a number of auction deals without submitting the highest bid, by considering negotiation points other than price (e.g. by offering the terms for lease back of the property).

In addition, in the event that the property selected is not currently for sale, the Management Team is experienced in achieving off-market transactions through negotiating, with owners that are not seeking a divestment opportunity actively, an attractive offer for both parties.

2.4 Ability to Decide When to Divest and Negotiating with Potential Buyers

Once the Management Team has carried out all the planned remodeling and renovation projects and has achieved full occupancy of the property, the Management Team may seek divestment opportunities with a view to maximize the return on the investment.

3. Management Team's Compensation

The Company has sought to structure a compensation policy and incentive payment plans for the members of the Management Team that provide a balance between incentivizing high-level performance, and alignment with Shareholders' interest. The members of the Management Team are dedicated full time and on an exclusive basis to the Company (except Mr. Luis Alfonso López de Herrera-Oria, as described in Section 4.2. of this Part XII (*Management*)) and have entered into indefinite employment contracts with the Company, with the exception of Mr. Luis Alfonso López de Herrera-Oria, who has entered into a services agreement with the Company due to its double function as member of the Board and CEO-member of the Management Team.

3.1 Fixed Remuneration and Bonus

Members of the Management Team are entitled to receive an annual gross fixed salary (or fees, in the case of Mr. Luis Alfonso López de Herrera-Oria) (the "**Fixed Remuneration**") by way of a fixed amount that will be paid monthly as contemplated in the employment or service agreements, as applicable, entered into by each member of the Management Team with the Company. The Fixed Remuneration accrued in 2014 for the members of the Management Team amounted to an aggregate of €331,732.42, whilst the CEO's Fixed Remuneration accrued in such period amounted to €288,000.

The annual Fixed Remuneration of the CEO has been set at €600,000 and the annual Fixed Remuneration of the other members of the Management Team aggregates to €810,000.

Additionally, the Management Team may be entitled to a bonus representing a percentage of their respective Fixed Remuneration (the “**Bonus**”). The Bonus is proposed by the Remuneration and Nomination Committee and approved by the CEO based on objectives to be established annually by the Remuneration and Nomination Committee and approved by the Board (that may be referred to investment sourcing and completion, revenues, management efficiency or other matters relevant to the good management of the business of the Company), provided, however, that any Bonus payable to the CEO shall also be approved by the Board.

3.2 *Incentives*

The Company’s Shareholders’ Meeting held on 7 May 2015 has approved a new equity incentive plan for the members of the Management Team (the “**Equity Incentive Plan**”). The incentive under the Equity Incentive Plan (the “**Incentive**”) will be payable in Ordinary Shares of the Company (which may be both treasury Ordinary Shares and new shares resulting from a capital increase) (the “**Incentive Shares**”) to the members of the Management Team on an annual basis during a seven-year vesting period (the “**Vesting Period**”). Other incentive plans will be implemented after the expiration of the Vesting Period subject to the approval of the prior applicable corporate authorizations by the Company’s Shareholders’ Meeting.

The Equity Incentive Plan has been designed to incentivize and reward members of the Management Team for generating returns to the Shareholders of the Company. The Equity Incentive Plan does not apply to the members of the Board other than the CEO in his condition as member of the Management Team.

Relevant Calculation Terms

For purposes of (i) the determination of whether the hurdles for the vesting of an Incentive have been met under the Equity Incentive Plan and (ii) if applicable, the calculation of the amount of Incentive Shares to be delivered to the members of the Management Team under the Equity Incentive Plan, the following terms shall have the meanings set forth below:

- The return to Shareholders for a given Calculation Period is equivalent to the sum of (a) the change in the NAV of the Company during such Calculation Period less the net proceeds of any issuance of Ordinary Shares during such Calculation Period; and (b) the total dividends (or any other form of remuneration or distribution to the shareholders) that are paid in such Calculation Period (the combined total of (a) and (b), the “**Shareholder Return**”).
- The “**Calculation Period**” shall be the period for which the Shareholder Return shall be calculated for purposes of the Equity Incentive Plan, comprising from 1 July each year until 30 June of the following year, the first Calculation Period being the period starting 9 July 2014 and ending 30 June 2015.
- “**NAV**” is the net asset value of the Company, adjusted to include properties and other investment interests at fair value, which will be calculated semi-annually by the CFO in accordance with IFRS-EU based on the most recent valuation of the Company’s real estate assets (prepared as disclosed below) and approved by the Board. Valuations of the Company’s real estate assets will be made as of 30 June and 31 December in each year, and performed by a suitable independent qualified RICS accredited appraiser to be appointed by the Audit and Control Committee. Valuations of the Company’s real estate assets will be made in accordance with the appropriate sections of the RICS Red Book at the date of valuation. This is an internationally accepted basis of real estate valuation.
- “**Initial NAV**” is the net proceeds of the IPO.
- The “**Shareholder Return Rate**” for a given Calculation Period is the Shareholder Return for such Calculation Period divided by, in respect of the first Calculation Period, the Initial NAV and, in respect of subsequent Calculation Periods, the NAV of the Company as of the last day of the immediately preceding Calculation Period, expressed as a percentage.
- The “**Relevant High Water Mark**” for a given Calculation Period is the higher of (i) the Initial NAV, and (ii) the NAV as of the last date of the most recent Calculation Period in respect of which the Incentive was payable (adjusted to include total dividends paid during such Calculation Period and exclude the net proceeds of any issuance of Ordinary Shares during such Calculation Period).

Key Hurdles

The Management Team will be entitled to receive Incentive Shares in respect of a given Calculation Period if both of the following two key hurdles are met:

- (a) the Shareholder Return Rate for such Calculation Period exceeds 10% (the extent that the Shareholder Return Rate is above 10% being the “**Shareholder Return Outperformance Rate**”); and
- (b) the Relevant High Water Mark for such Calculation Period is exceeded by the sum of (A) the NAV of the Company on the last day of such Calculation Period less the net proceeds of any issuance of Ordinary Shares during such Calculation Period or during any preceding Calculation Period since the most recent Calculation Period in respect of which an Incentive was payable, and (B) the total dividends (or any other form of remuneration or distribution to the shareholders) that are paid in such Calculation Period or in any preceding Calculation Period since the most recent year in respect of which an Incentive was payable (the amount (if any) by which such sum exceeds the Relevant High Water Mark, divided by the Relevant High Water Mark for such Calculation Period and expressed as a percentage, being the “**High Water Mark Outperformance Rate**” for such Calculation Period).

If the above hurdles are met in respect of a Calculation Period, the Management Team will be entitled to receive a number of Incentive Shares representing a percentage over the total shares of the Company outstanding as of the first day of such Calculation Period, equal to the lesser of (x) 20% of the Shareholder Return Outperformance Rate for such Calculation Period and (y) 20% of the High Water Mark Outperformance Rate for such Calculation Period.

The maximum aggregate amount of Incentive Shares that the Management Team may receive during the Vesting Period is an amount representing in the aggregate 10% of the total shares outstanding of the Company as of the date of Admission. Therefore, the maximum dilution that Company’s shareholder may suffer as a consequence of the Equity Incentive Plan is for 10%.

Examples

Set out below are three examples¹³.

- (a) If the Shareholder Return Rate for a given Calculation Period were 10%, the Shareholder Return Outperformance Rate would be 0% (as the Shareholder Return Rate does not exceed 10%) and the Management Team would receive no Incentive Shares for that Calculation Period.
- (b) If the Shareholder Return Rate for a given Calculation Period were 15%, the Shareholder Return Outperformance Rate would be 5% (being the excess of 15% above 10%). In this case, assuming that the High Water Mark Outperformance Rate is also 5%, the Management Team would receive Incentive Shares representing $(20\% \times 5\%) = 1\%$ of the total shares of the Company outstanding as of the date of Admission.
- (c) If the Shareholder Return Rate for a given Calculation Period were 20%, the Shareholder Return Outperformance Rate would be 10% (being 10% the excess of 20% above 10%). However, if the High Water Mark Outperformance Rate was only 2% (that could happen if there has been a decrease in the NAV in a prior Calculation Period), the Management Team would receive Incentive Shares representing $(20\% \times 2\%) = 0.4\%$ of the total shares of the Company outstanding as of the date of Admission.

¹³ These are examples only and there are not Shareholder Return forecasts. There can be no assurance that the Shareholder Return referred to in the examples can or will be met and they should not be seen as an indication of the Company’s expected or actual results or returns. Accordingly, investors should not place any reliance on these examples in deciding whether to invest in the Ordinary Shares. In addition, prior to making any investment decision, prospective investors should carefully consider the risk factors described in Part II (*Risk Factors*) of the Prospectus.

The example below intends to clarify the adjustment mechanisms relating to payments of dividends and issuances of new Ordinary Shares during a given Calculation Period in the calculation of the Incentive Shares, as well as to provide further clarity as to when the requirements for the vesting of the Incentive Shares would be met.

Example of Incentive calculation under the Equity Incentive Plan

Item n°	Concept	First Calculation Period	Second Calculation Period
1	NAV, BoP	100.0	112.0
2	NAV Growth	12.0	15.7
3	Dividends Paid	0.0	5.6
4	Capital Increase Proceeds	0.0	40.0
5	NAV, EoP	112.0	167.7
6	NAV EoP, Adjusted	112.0	133.3
7	Relevant High Water Mark	100.0	112.0
8	Shareholder Return	12.0	21.3
9	Shareholder Return Rate	12.0%	19.0%
10	High Water Mark Outperformance Rate	12.0%	19.0%
11	Shareholder Return Outperformance Rate	2.0%	9.0%
12	Incentive Vested:	Yes	Yes
13	Number of Incentive Shares: % of total shares of the Company outstanding as of the date of Admission	0.4%	1.8%

Explanation of Calculation terms

Item n°	Concept	Explanation
1	NAV, BoP	BoP=Beginning of Calculation Period. In First Calculation Period: Initial NAV (assumed to be 100 for the sake of clarity) In Second Calculation Period: same as NAV, EoP (Item n° 5) for First Calculation Period
2	NAV Growth	Change in the NAV of the Company during Calculation Period less Capital Increase Proceeds during Calculation Period In the First Calculation Period: assumed to be 12% of Item n° 1 In the Second Calculation Period: assumed to be 14% of Item n° 1
3	Dividends Paid	Dividends paid to shareholders during Calculation Period In First Calculation Period: assumed to be 0 In Second Calculation Period: assumed to be 5.6
4	Capital Increase Proceeds	Net proceeds of capital increases disbursed during Calculation Period In First Calculation Period: assumed no Capital Increase In Second Calculation Period: assumed Capital Increase with net proceeds of 40 This is intended to showcase how a capital increase would be treated in terms of the Shareholder Return calculation
5	NAV, EoP	EoP=End of Calculation Period Sum of Items n° 1+ 2 + 4 For Incentive calculation purposes NAV, EoP takes into account NAV BoP plus NAV Growth and Capital Increases Proceeds during the Calculation Period
6	NAV EoP, Adjusted	Sum of Items n° 5 + 3 less Item n° 4 NAV EoP, Adjusted includes Dividends Paid and excludes Capital Increase Proceeds and is used for the purposes of determining the High Water Mark (Item n° 7) and the Shareholder Return Rate (Item n° 8).
7	Relevant High Water Mark	Higher of:

		(i) the Initial NAV (for this example, 100), and (ii) Item n° 6 for the most recent Calculation Period in respect of which an Incentive was payable Item n° 7 represents the Relevant High Water Mark that will be applicable in the Calculation Period (e.g. for First Calculation Period, Initial NAV (i.e. 100); for Second Calculation Period, Item 6 of First Calculation Period (e.g. 112.0); for Third Calculation Period, it will be Item 6 of Second Calculation Period (133.3); etc.).
8	Shareholder Return	Sum of Items n° 2 + 3 (NAV Growth plus Dividends Paid)
9	Shareholder Return Rate	Item n° 8 / Item n° 1 (Shareholder Return divided by NAV, BoP, the latter being the same as NAV, EoP for prior Calculation Period)
10	High Water Mark Outperformance Rate	Item n° 6 less the Relevant High Water Mark divided by the Relevant High Water Mark Relevant High Water Mark is calculated according to the Explanation of Item n° 7
11	Shareholder Return Outperformance Rate	The excess of Item n° 9 above the hurdle (10%)
12	Incentive Vested:	If both Items n° 10 and n° 11 are positive, Incentive will be payable; otherwise, it will not be payable
13	Number of Incentive Shares: % of total shares of the Company outstanding as of the date of Admission	If Incentive is payable, it will consist on a percentage of total shares of the Company outstanding as of the date of Admission (i) 20% of Item n° 11 (ii) 20% of Item n° 10

Calculation and Payment

In each year of the Vesting Period, the Incentive will be calculated annually as of the last day of the most recently elapsed Calculation Period, expressed as a percentage of the total shares of the Company outstanding as of the date of Admission. The first Incentive will be calculated as of 30 June 2015 (the last day of the first Calculation Period) with all calculations for this period being performed on an annualized basis, and with the Incentive for this period expressed as a percentage of the shares of the Company outstanding as of the date of the IPO.

The Remuneration and Nomination Committee will calculate the Incentive payable and submit such calculation to the approval of the Board at the time of formulation by the Board of the annual accounts of the Company.

The Incentive payable in each year of the Vesting Period will be allocated to the members of the Management Team as follows: 50% of the relevant Incentive will be allocated to the CEO; and any remaining Incentive will be allocated among the members of the Management Team (other than the CEO) at the sole discretion of the CEO. The Board shall make all arrangements to deliver the Incentive Shares, if any, to the Management Team as soon as practicable thereafter and may use, subject to the required approvals, any of the procedures and mechanisms available by law to complete such delivery, including without limitation the issue of new shares, the purchase of treasury shares or entry into agreements with third parties. At the Company's discretion, the delivery of the Incentive Shares by the Company could be completed through the payment to the Management Team in cash of the relevant amount which is necessary (after deduction of any taxes applicable thereto) to subscribe for the corresponding number of newly issued Incentive Shares or, to acquire existing Incentive Shares from the Company. Any such cash shall not be considered net proceeds of any issues of Ordinary Shares for the purposes of calculating Shareholder Return.

The delivery of Incentive Shares will be communicated through the publication of a significant information announcement (*Hecho Relevante*). The members of the Management Team may elect to receive the Incentive Shares to which they are entitled through an entity controlled by them provided that they assume for the benefit and at the satisfaction of the Company the lock-up obligations set out below.

Lock-up

The Incentive Shares to be delivered to each member of the Management Team shall be subject to lock-up until the first anniversary of the date on which such Incentive Shares were delivered to, or subscribed or acquired by, such member of the Management Team, during which time there shall be no disposal of the Incentive Shares by each such member of the Management Team, except that such lock-up shall not apply: (i) to a disposal of Incentive Shares effected to fund the payment or discharge by any member of the Management Team of any tax liability arising in connection with any acquisition of Incentive Shares by such member of the Management Team; (ii) to a disposal of Incentive Shares in connection with a takeover or sale of the Company that is recommended by the Board or if any member of the Management Team is required by law to dispose of such Incentive Shares; or (iii) to a disposal of Incentive Shares by any member of the Management Team following the termination of the employment or services agreement (as applicable) of such member of the Management Team by the Company (save in the case when the Company has elected to terminate such agreement with a fair cause); provided, however, that:

- (i) in any event, subject to paragraph (ii) below, the members of the Management Team may not, within the same year, dispose of Incentive Shares representing more than 2% of the total shares outstanding of the Company as of the date of Admission; therefore, certain Incentive Shares delivered to the Management Team may be subject to a lock-up longer than one year if the Management Team receives in any year of the Vesting Period, representing more than 2% of the total shares outstanding of the Company as of the date of Admission, in which case, the lock-up affecting the Incentive Shares in excess of such 2% will be carried forward to subsequent years; provided that Incentive Shares that have been disposed of pursuant to any of the exceptions to the lock-up set forth above shall not be taken into account for purposes of this 2% limit; and
- (ii) any and all lock-ups affecting Incentive Shares received by the Management Team will be lifted in the 7th year of the Vesting Period; therefore, those Incentive Shares received by the Management Team during the 7th year of the Vesting Period will not be subject to any lock-up and all other lock-ups carried forward from previous years in accordance with paragraph (i) above will be lifted in the 7th year of the Vesting Period.

For the purposes of controlling the compliance with the lock-up provisions mentioned above, the members of the Management Team will give ten (10) business days prior notice to the Company's Board before executing any sale of Incentive Shares.

Any distributions or dividends attributable to Incentive Shares held by any member of the Management Team declared and paid during the lock-up period shall be paid to and for the benefit of such member of the Management Team.

In case of termination of the employment or services agreement (as applicable) with any member of the Management Team, the Company will have the right to exercise a share purchase option over the Incentive Shares delivered to, or subscribed or acquired by, such member of the Management Team that are subject to the lock-up, at the following price: (i) at the market value of the shares at the moment of the termination if the termination is due to death, absolute permanent disability, retirement or unfair dismissal (as such term is used in the Spanish Workers' Statute); or (ii) at the nominal value of the shares if the termination is due voluntary resignation, fair disciplinary dismissal or individual redundancy.

Other

Pursuant to the Equity Incentive Plan, in the event of (i) liquidation of the Company approved by its Shareholders, or (ii) a takeover of the Company or a sale of Ordinary Shares of the Company that results in the taking of a control position by any party (as the term "control" is used in Royal Decree 1066/2007, of 27 July, of regime applicable to public takeovers (*Real Decreto 1066/2007, de 27 de Julio, sobre regimen de las ofertas públicas de adquisición de valores*)) in both cases before the end of the Vesting Period (each a "**Liquidation Event**"), the Management Team will be entitled to receive from the Company an incentive in shares (which will not be subject to any lock-up) representing a percentage over the total shares outstanding of the Company equal to the lesser of (x) 20% of the Shareholder Return Outperformance Rate and (y) 20% of the High Water Mark Outperformance Rate; provided that, for purposes of the calculation and payment of this Incentive, the following particularities will apply:

- (a) the higher of (i) the liquidation value of the Company or the price offered for the equity of the Company in the takeover or sale, as applicable, and (ii) the NAV of the Company as of the last day of the relevant Calculation Period, shall be used as NAV of the Company as of the last day of the relevant Calculation Period for purposes of the calculation of the Shareholder Return, the Shareholder Return Rate, the Shareholder Return Outperformance Rate and the High Water Mark Outperformance Rate;
- (b) the relevant Calculation Period shall be deemed to have ended on the date the liquidation was approved by the shareholders of the Company or the takeover or sale was approved by a majority of the shareholders of the Company, as applicable; and
- (c) calculation and payment of this Incentive shall be made as soon as reasonably after the last day of the relevant Calculation Period.

In the event of termination of the employment or services agreement (as applicable) with any member of the Management Team before the end of the Vesting Period, such member of the Management Team will no longer be entitled to any Incentive in respect of any Calculation Period that ends after such termination.

If the Company determines (acting reasonably) that delivering any or all of the Incentive Shares to any member of the Management Team on any relevant date is materially prejudicial for the Company for any reason (including as a result of any applicable law which prevents the delivery of Ordinary Shares on that date or if the delivery of Ordinary Shares to such member of the Management Team would result in (i) such member of the Management Team being required to make a mandatory offer to the Company's shareholders pursuant to the applicable Spanish takeover rules or other applicable law, or (ii) the Company or such member of the Management Team breaching the applicable Spanish takeover rules, or (iii) such member of the Management Team becoming beneficially entitled to or controlling, directly or indirectly, at least 10% of the share capital or voting rights in the Company (despite such member of the Management Team having used reasonable endeavors to dispose of sufficient Incentive Shares, where permitted by law, to avoid this occurring), or (iv) the Company breaching any applicable listing rules), then the Company shall instead pay the Incentive to such member of the Management Team in cash in an amount equal to the result of applying the percentage that Incentive Shares that are not delivered for the abovementioned reasons represents of the NAV of the Company used in the calculation of the relevant Incentive. Such cash will not be subject to any lock-up arrangement and will not be subject to any re-investment obligation in the Company's shares.

Additionally, if the Company determines (acting reasonably) that structuring the Incentive other than through the delivery of Incentive Shares and other than in cash (e.g. through warrants, stock options, etc.) may be more beneficial to the Company or to the members of the Management Team (including, for taxation purposes), then the Company may structure the Incentive in such other manner.

If any change in the Company's share capital arising from reorganization, restructuring, scheme of reconstruction or arrangement, consolidation, subdivision, bonus issue, share buy-back or other capital reorganization or restructuring (a "**Capital Restructuring**") occurs during any year which the Company or the Management Team believes (acting reasonably) will change the calculation or the amount of the Incentive (if any) payable in respect of that or any subsequent year having regard to the basis of calculation of the Incentive, the Company and the Management Team shall negotiate in good faith to agree an appropriate adjustment to the calculation of the Incentive payable in respect of that or any subsequent year. If a dispute or difference arises between the Company and the Management Team in relation to the effect (if any) of a Capital Restructuring on any calculation of the Incentive and/or in relation to what adjustment (if any) is appropriate, which they cannot resolve by mutual agreement within two months of the matter first being notified by one party to the other in writing, the matter shall be referred to an independent expert for determination.

The By-Laws of the Company provide that subsequent incentive plans for Directors or members of the Management Team payable in shares of the Company shall be approved by the Shareholders' Meeting with the prior favorable report of the Board approved by a qualified majority consisting of all directors except one (i.e. in a Board of 5 members, the favorable report shall be approved by 4 directors; in a Board of 6 members, the favorable report shall be approved by 5 directors; and so on).

4. Other terms and conditions of agreements with Management Team

As mentioned above, the members of the Management Team have entered into employment contracts with the Company, with the exception of Mr. Luis Alfonso López de Herrera-Oria, who has entered into a services agreement with the Company due to his dual role as member of the Board and CEO (thus a member of the Management Team).

A brief description of some of the main terms and conditions of such agreements follows:

4.1 Term

The employment agreements entered by the members of the Management Team (other than Mr. Luis Alfonso López de Herrera-Oria) with the Company are all for an indefinite term. The employment agreements may be terminated at any time by the members of the Management Team solely by giving 1-month prior written notice to the Company.

The services agreement entered by Mr. Luis Alfonso López de Herrera-Oria with the Company is for an indefinite term but it will be automatically terminated in the event that Mr. Luis Alfonso López de Herrera-Oria ceases to be the Chief Executive Officer of the Company, subject to the applicable termination payments described below in “*Payments on termination*” and “*Minimum stay of the CEO*”. Mr. Luis Alfonso López de Herrera-Oria has been appointed Director of the Company for a term of three years, after which term he may be reelected by the Shareholders’ Meeting to serve for an unlimited number of terms. Once the Minimum Stay Period (as described in Section 4.6 of this Part XII (*Management*)) has elapsed, the services agreement may be terminated at any time by Mr. Luis Alfonso López de Herrera-Oria by giving 3-month prior written notice to the Company.

4.2 Exclusivity

During the term of their respective employment or services agreements (as applicable) with the Company, the members of the Management Team shall work exclusively for the Company and may not render services to any parties other than the Company.

This exclusivity commitment will not prevent the CEO (a) from continuing to hold the non-executive directorships listed as such in *Other Directorships and Partnerships* in this Part XII (*Management*), (b) from holding additional non-executive directorships in other companies (up to a maximum of 7) provided that the CEO obtains the prior consent of the Company’s Board, and (c) from holding executive directorships in his personal asset-holding companies (*sociedades patrimoniales*) (which as of the date of this Prospectus are those listed as such in Section 5.2 in this Part XII (*Management*)) and developing the corresponding functions in these companies, to the extent that any of the above (i) does not interfere with the CEO’s responsibilities towards the Company and (ii) is not in breach of the CEO’s non-compete commitments towards the Company.

4.3 Non-compete

The members of the Management Team have agreed that, during the term of their respective employment or services agreements (as applicable) with the Company, they will not directly or indirectly (including, but not limited to, as shareholder, controlling person, employee, agent, consultant, officer, partner or director of any company) compete with the business and activities conducted and to be conducted by the Company, with the only exceptions regarding Mr. Luis Alfonso López de Herrera-Oria’s existing commitments as non-executive director of Rodex described in footnote (4) of the table included in Section 5 of this Part XII (*Management*).

4.4 Non-solicitation

The members of the Management Team have agreed that, during the term of their respective employment or services agreement (as applicable) with the Company and during two years after termination thereof, they will not, without the Company’s prior written consent, directly or indirectly (through any person, corporation, partnership or other business entity of any kind), (i) solicit or entice away or in any manner attempt to persuade any client or customer, or prospective client or customer, of the Company to discontinue or diminish his, her or its relationship or prospective relationship with the Company, or (ii) hire or solicit, recruit, induce, entice, influence, or encourage any employee of the Company to leave the Company.

4.5 *Payments on termination*

In the case of termination by the Company of any of the Management Team's employment agreements (other than Mr. Luis Alfonso López de Herrera-Oria and Mrs. Chony Martín Vicente-Mazariegos) without just cause (that is, unfair dismissal, as such term is defined in the Spanish Workers' Statute in force at any given time), the member of the Management Team whose agreement is so terminated will be entitled to receive the compensation in cash foreseen by the Spanish Workers' Statute in force at any given time (currently, 45 days of salary per year of service until 11 February 2012 and 33 days of salary per year of service thereafter, up to a maximum of 24 monthly installments, including, as part of the salary, the Fixed Remuneration, any bonus and any Incentive that may have been paid to such member of the Management Team during the immediately preceding year).

In case of termination by the Company of Mrs. Chony Martín Vicente-Mazariegos' employment agreement without just cause (that is, unfair dismissal, as such term is defined in the Spanish Workers' Statute in force at a given time), she will be entitled to receive a compensation equivalent to 1.5x of her Fixed Remuneration.

In the case of termination by the Company of the services agreement of Mr. Luis Alfonso López de Herrera-Oria without just cause (that is, unfair dismissal, as such term is defined by reference to the Spanish Workers' Statute), he will be entitled to receive compensation in cash equivalent to two years of Fixed Remuneration or, if higher, the compensation foreseen in the Spanish Workers' Statute at any given time for unfair dismissals of employees, subject to applicable tax withholdings. If the services agreement is terminated by the Company for just cause, he would be entitled to no compensation.

For purposes of calculating the above termination payments, at the time of their respective engagements the Company recognized 4 years of seniority to each member of the Management Team.

Additionally, in the event of termination by the Company of the services agreement of Mr. Luis Alfonso López de Herrera-Oria, he will be entitled to be compensated by the Company, for a maximum period of two years, with an amount equivalent to the unemployment benefits he would have been entitled to receive from the competent public body if he had been in an employment relationship with the Company. This compensation shall be paid to Mr. Luis Alfonso López de Herrera-Oria as a lump-sum at the time of termination of his contract, subject to applicable tax withholdings.

4.6 *Minimum stay of the CEO*

Under his services agreement with the Company, Mr. Luis Alfonso López de Herrera-Oria has committed to stay in the Company for a period of at least five years after completion of the IPO (the "**Minimum Stay Period**").

In the event that Mr. Luis Alfonso López de Herrera-Oria terminates his services agreement with the Company without just cause before the end of the Minimum Stay Period, the Company will be entitled to receive compensation from him equivalent to the Fixed Remuneration that he would have been entitled to receive during the time remaining of the Minimum Stay Period.

In the event that before the end of the Minimum Stay Period Mr. Luis Alfonso López de Herrera-Oria is ceased as CEO of the Company or his appointment as CEO is not renewed or his services agreement is otherwise terminated by the Company, he will be entitled to receive compensation from the Company equivalent to the Fixed Remuneration that he would have been entitled to receive during the time remaining of the Minimum Stay Period, with a minimum of two years of Fixed Remuneration, subject to applicable tax withholdings. The amount of this compensation will reduce on a euro-per-euro basis the termination payment (of those described above under "Payments on Termination") he would be entitled to receive in such event, if any. This compensation shall not apply in the case of termination with just cause.

4.7 *Other benefits*

The members of the Management Team may be granted as additional benefits a company car, health insurance and life insurance at the proposal of the of the Remuneration and Nomination Committee and approved by the Board.

Without prejudice to the mercantile nature of his services contract, Mr. Luis Alfonso López de Herrera-Oria will also be entitled to any additional social benefits foreseen in the collective bargaining agreement applicable to the Company, if any, and in any of the Company's practices or policies applicable to the Company's employees, including, but without limit to, pension plans.

5. Conflicts of Interest

5.1 Conflicts of Interest and Related Transactions

Pursuant to the internal code of conduct of the Company:

- the members of the Management Team shall inform the supervisor of compliance with the internal code of conduct of any possible conflicts of interest with the Company or any of its subsidiaries affecting such member of the Management Team as a result of his/her family relationships, personal estate or any other reason;
- the supervisor of compliance with the internal code of conduct shall keep a register of all conflicts of interests communicated, which will be made public if and to the extent required by applicable regulations; and
- the Company will not disclose additional information on the conflicted transaction or situation to the member of the Management Team affected by the conflict of interest and such member of the Management Team may not participate or influence any decision to be adopted with respect to the conflicted transaction or situation and shall abstain from accessing any confidential information affecting such conflict of interest.

For these purposes, a "conflict of interest" shall be any situation in which the personal interest of the member of the Management Team or related parties (including close family, controlled entities or fiduciaries) conflicts or may conflict, directly or indirectly, with the interest of the Company or its subsidiaries.

Additionally, pursuant to the internal code of conduct of the Company, the members of the Management Team shall inform the supervisor of compliance with the internal code of conduct of any transactions between him/her or any related parties and the Company or its affiliates. The supervisor of compliance with the internal code of conduct shall keep a register of all such transactions, which will be made public if and to the extent required by applicable regulations. Also, such transactions shall be approved by the Board with a favorable report from the Audit and Control Committee, except in those cases where the amount of the transaction does not exceed 1% of the annual revenue of the Company and the transaction is effected pursuant to standard conditions generally applied to customers and at market conditions (please refer to Section 8.3 of Part XIII (*Directors and Corporate Governance*) for a list of reserved matters of the Board).

The supervisor of compliance with the internal code of conduct is sufficiently qualified and has been appointed by, and reports directly to, the Board. The supervisor of compliance is also in charge of the internal audit function of the Company as described in Section 10 of Part XIII (*Directors and Corporate Governance*), supervising the internal risk control and information systems. The supervisor of compliance is assisted by the Secretary of the Board and may be assisted by any other persons who may be necessary or convenient to perform his/her duties.

Furthermore, members of the Management Team may not pursue, for their own or their related parties' benefit, business opportunities that are being considered by the Company unless the Company has decided to abandon such opportunities and they have prior authorization of the Board and a favorable report from the Audit and Control Committee. For these purposes, "business opportunity" shall be any opportunity to make an investment or commercial transaction derived or known as a result from his/her position within the Company or through the use of the Company's means or information or in circumstances that reasonably lead to assume that such opportunity was being offered to the Company.

5.2 Other Directorships and Partnerships

Save as set out below, the members of the Management Team have not held any directorships of any company, or been a partner in a partnership, at any time in the five years prior to the date of this Prospectus.

Management Team member	Current Directorships/Partnerships*	Previous Directorships/Partnerships
Mr. Luis Alfonso López de Herrera-Oria	- Alza Real Estate, S.A. (1) - Inmuebles y Construcciones de Golf de Ibiza, S.A. (2) - Valdemera Agropecuaria, S.L. (3) - Rodex Asset Management, S.L. † (4) - Agrodesarrollos Integrados, S.L. † (5) - Inmodesarrollos Integrados, S.L. † (5) - Puerto Feliz, S.A. (6) - La Felician, S.A. (7) - Heracles Proyectos y Promociones Inmobiliarias, S.A. † (8)	- Alza Obras y Servicios, S.L. (9) - Alza Residencial Getafe, S.L. (9) - Ricart Parc Central, S.L.U. (9) - Alza Parque Tecnológico, S.L.U. (9) - Alza parque logístico, S.L.U. (9) - Golf de Ibiza, S.L.U. (9) - Alza Residencial, S.L. (9) - Tolus Capital, S.L.U. (9) - Promotora José Luis Casso 72, S.L. (9)
Mrs. Chony Martín Vicente-Mazariegos	N/A	- Redevco Retail España, S.L.U.
Mr. Guillermo Fernández Cuesta Laborde	- Laborde Brothers, S.L. (10) - Hola Bob, S.L.	- Alza Real Estate, S.A. (11)
Mr. Fernando Arenas Liñán	N/A	- Rupert Center, S.L.U. - Hines Interests España, B.V. - Hines Las Rozas Business Centre, S.L.U. - Riverice Innova, S.L.]
Mr. Stuart William McDonald	N/A	- Hines Interests España Investments, S.L. (12) - Fivor Innova, S.L. (12) - HREIS Innova, S.L. (12)
Mr. Fabio Alen Viani	N/A	- Rodex Asset Management, S.L. (13)

* While some of these companies are in the real estate business, none of them is a direct competitor of the Company in the sense that their activities are not dedicated to owning and operating in commercial properties for rental.

† Personal asset-holding companies (*sociedades patrimoniales*).

- (1) Mr. Luis Alfonso López de Herrera-Oria resigned from its position as Managing Director of Alza Real Estate, S.A. on 17 June 2014. However, he continues to be a non-executive director of such company and representative of Rodex as non-executive director of Alza Residencial, S.L. Additionally, Mr. Luis Alfonso López de Herrera-Oria indirectly holds, through Rodex, a less than 1% stake in Alza Real Estate, S.A. and options to acquire 2,250,000 shares of Alza Real Estate, S.A. representing approximately 1.8516% of its voting rights. Alza Real Estate, S.A. is a company listed in the Barcelona stock Exchange and its main activity is residential real estate construction and development.
- (2) Mr. Luis Alfonso López de Herrera-Oria is the representative of the sole director of Inmuebles y Construcciones de Golf de Ibiza, S.A., whose main activity is the operation of a golf club in Ibiza with a total asset value of approximately €14.7 million (being its main asset the golf course). Mr. Luis Alfonso López de Herrera-Oria has been authorized by the Shareholders' Meeting and the Board to continue holding this executive position.
- (3) Mr. Luis Alfonso López de Herrera-Oria holds a non-executive independent directorship in Valdemera Agropecuaria, S.L. He does not own any shares in such company. Valdemera Agropecuaria, S.L. owns land, mostly rural, in the surroundings of Madrid and the total value of its assets is approximately €42 million.
- (4) Rodex is a personal asset-holding and asset management company wholly owned by Mr. Luis Alfonso López de Herrera-Oria and the total value of its assets is approximately €6 million. Rodex has undertaken by virtue of a letter dated 10 June 2014 addressed to the Company not to carry out any activities that could be considered as competing with the activities of the Company or to render any services to third parties that could be deemed competitors of the Company while Mr. Luis Alfonso López de Herrera-Oria is significant shareholder, employee, service provider, director or CEO of the Company and Rodex. The only exceptions to this undertaking are the commitments of Rodex under the existing agreements of delegated development and commercialization entered into among Rodex, Danieltown, S.L. and Blackbeard S.L. in connection with the properties located in Calle Príncipe de Vergara 112 and Estébanez Calderón 4 of Madrid which have been declared to the Company and which the Company has accepted on the basis that the fulfilment of such existing commitments by Rodex shall not interfere with the obligations of Mr. Luis Alfonso López de Herrera-Oria as CEO of the Company.
- (5) Agrodesarrollos Integrados, S.L. (which owns rural land for agricultural production in the region of Ciudad Real for a total value of approximately €0.1 million and is wholly owned by Mr. Luis Alfonso López de Herrera-Oria) is the sole director of Inmodesarrollos Integrados, S.L. (which is a personal asset-holding company with a total asset value of approximately €5.5 million wholly owned by Mr. Luis Alfonso López de Herrera-Oria) and is represented by Mr. Luis Alfonso López de Herrera-Oria.
- (6) Mr. Luis Alfonso López de Herrera-Oria owns 78.88% and is the representative of the sole director of Puerto Feliz, S.A., which is inactive but owns a contribution agreement for the construction of a port in the Canary Islands for a total asset value is €5.8 million.
- (7) Mr. Luis Alfonso López de Herrera-Oria is the sole director of La Felician, S.A., which owns rural land for agricultural production in the region of Ciudad Real. La Felician, S.A. holds assets for a total value of approximately €0.3 million.
- (8) Mr. Luis Alfonso López de Herrera-Oria is the sole director of Heracles Proyectos y Promociones Inmobiliarias, S.A., which is a personal asset-holding company with an aggregate total asset value of approximately €9.1 million wholly owned by Mr. Luis Alfonso López de Herrera-Oria.
- (9) Mr. Luis Alfonso López de Herrera-Oria was representative of the sole director of these entities (and managing director in the case of Alza Residencial, S.L. and Ricart Parc Central, S.L.U.) and holds through Rodex 30% stake in Alza Residencial Getafe, S.L. and Promotora José Luis Casso 72, S.L.
- (10) The company Laborde Brothers, S.L. is inactive.

- (11) Mr. Guillermo Fernández-Cuesta Laborde was real estate director of Alza Real Estate, S.A.
- (12) Mr. Stuart William McDonald was real estate director of Hines Interests España Investments, S.L. Fivor Innova, S.L., and HREIS Innova, S.L.
- (13) Mr. Fabio Alen Viani was real estate director of Rodex Assert Management, S.L.

Within the period of five years preceding the date of this Prospectus, none of the members of the Management Team:

- has had any convictions in relation to fraudulent offences;
- has been associated with any bankruptcy, receivership or liquidation while acting in the capacity of a director or senior manager; or
- has received any official public incrimination and/or sanction by any statutory or regulatory authorities (including designated professional bodies) or has been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of a company.

PART XIII: DIRECTORS AND CORPORATE GOVERNANCE

1. Directors

The Company is managed by a Board. The business address of each of the Directors is José Ortega y Gasset 29, 5th floor, 28006 Madrid, Spain.

As at the date of this Prospectus, the Directors and their positions are as detailed in the table below.

Name	Position	Date appointed	Date of expiration
Mr. Luis María Arredondo Malo	Chairman - Non-Executive Independent Director	5 June 2014	5 June 2017
Mr. Luis Alfonso López de Herrera-Oria	Vice-Chairman - Chief Executive Officer	5 June 2014	5 June 2017
Mr. Fernando Bautista Sagüés	Non-Executive Independent Director	5 June 2014	5 June 2017
Mr. David Jiménez-Blanco Carrillo de Albornoz	Non-Executive Independent Director	5 June 2014	5 June 2017
Mr. Chetan Gulati	Non-Executive Proprietary Director	9 July 2014	9 July 2017

The (non-Director) Secretary of the Board is Mr. Iván Azinovic Gamo.

Only Mr. Luis Alfonso López de Herrera-Oria is Executive Director of the Company. For his brief biographical details please refer to Section 1 of Part XII (*Management*). Brief biographical details of the Non-Executive Independent Directors are as follows:

Mr. Luis María Arredondo Malo (Born in January 1943)

Mr. Luis María Arredondo Malo is non-executive independent director of the Company and the Chairman of the Board. He holds a Civil Engineering Degree and has graduated from the Senior Management Program by IESE Business School. In 1975, Mr. Luis María Arredondo Malo was appointed general manager of Belgian company Sociedad Anónima de Construcciones y Revestimientos Asfálticos (S.A.C.R.A.) until 1978 and, in 1980 he was appointed general manager of Corporation Inmobiliaria Hispamer. Later, Mr. Luis María Arredondo Malo became managing director of Inmobiliaria Zabálburu, S.A. in 1988 and of Inmobiliaria Urbis in 1994. Between 2006 and 2013 he was chairman and managing director of Santander Global Property. Currently, in 2007, he is director of Santander Real Estate, S.A., SGIIC, the managing company of the Santander Banif Inmobiliario real estate investment fund.

Mr. Fernando Bautista Sagüés (Born in October 1957)

Mr. Fernando Bautista Sagüés is non-executive independent director of the Company. He holds a Law Degree from the Universidad de Deusto and a graduate degree in Economic and Business Sciences from the Instituto Católico de Dirección de Empresas (ICADE) and is a member of the Madrid Bar Association since 1981. Mr. Fernando Bautista Sagüés became a partner of the law firm J & A Garrigues in 1989 and, after its merger with Arthur Andersen, he became a partner of Arthur Andersen Worldwide in 1996. Two years later, in 1998, Mr. Fernando Bautista Sagüés was appointed partner of Freshfields. Currently Mr. Fernando Bautista Sagüés advises as independent lawyer on matters regarding corporate and finance law, is director of Abante Asesores, S.A., is secretary of the Social Corporate Responsibility Commission of Iberdrola, S.A. and is a member of the advisory board of the financial social network Unience.

Mr. David Jiménez-Blanco Carrillo de Albornoz (Born in May 1963)

Mr. David Jiménez-Blanco Carrillo de Albornoz is non-executive independent director of the Company. He holds a degree in Economic and Business Sciences from the CUNEF. Mr. David Jiménez-Blanco Carrillo de Albornoz worked at Goldman Sachs International between 1995 and 2006, being responsible for the European Industrial Clients Group and the investment banking teams in Spain and Portugal. Between 2006 and 2009 Mr. David Jiménez-Blanco Carrillo de Albornoz was the President of Merrill Lynch Capital Markets España, S.A., Sociedad de Valores, in his role as Head of Investment Banking and Global Markets in Spain and Portugal and member of the EMEA Investment Banking Operating Committee. Between 2010 and 2013 he was a partner at BK Partners, a management firm mainly focused in direct investment in Mexico. Currently, Mr. David Jiménez-Blanco Carrillo de Albornoz is Group Chief Financial Officer of World Duty Free SpA, a company listed in Milán.

Mr. Chetan Gulati (Born in October 1977)

Mr. Chetan Gulati is non-executive director of the Company. He holds a degree in Biology and Political Sciences from the University of Rochester and a degree in Law from Yale Law School. Mr. Chetan Gulati began his professional career working at the law firm Wachtell, Lipton, Rosen & Katz in 2002 up until 2006. Mr. Chetan Gulati worked as a Senior Analyst at Perry Capital, LLC in New York from January 2007 to July 2010. In July 2010, Mr. Chetan Gulati joined Perry Capital UK and he currently is Executive Director of Perry Capital UK.

Under the By-Laws, Directors are appointed for a term of 3 years, which may be renewed by shareholders. However, in accordance with the Spanish Companies Act, Directors holding office for a consecutive period of more than 12 years cannot qualify as independent Directors.

There are no family relationships between any of the Directors or other relationships, as set out in the Spanish Companies Act, which could be perceived to compromise the independence of the Directors, other than the fact that Mr. Luis Alfonso López de Herrera-Oria is both member of the Board and of the Management Team.

2. Conflicts of Interest

The Spanish Companies Act and the regulations of the Board generally prohibit Directors from voting at Board meetings or meetings of committees of the Board on any resolution concerning a matter in which they have a direct or indirect interest which conflicts or may conflict with the interests of the Company. Directors may not be counted in the quorum in relation to resolutions on which they are not entitled to vote. The Directors, other than Mr. Luis Alfonso López de Herrera-Oria (the CEO) and Mr. Chetan Gulati (designated by the Sponsor Investor), are independent in connection with the Company.

The rules of conflicts of interests and related transactions described in Section 6 of Part XII (*Management*) also apply to the Directors of the Company.

3. Interests of the Directors in Share Capital

As at 13 May 2015 (being the latest practicable date prior to the registration of this Prospectus with the CNMV), no Directors hold any interest in the share capital of the Company, except for Mr. Luis Alfonso López de Herrera-Oria who holds 0.017% of the issued share capital of the Company through Rodex and Inmodesarrollos Integrados, S.L., both entities controlled by him. For the avoidance of doubt, it is hereby stated that Rodex and Inmodesarrollos Integrados, S.L. are subject to the applicable Spanish securities market regulations governing market abuse and price sensitive information which, among others, may affect any co-investment transactions they intend to carry out with the Company.

4. Lock-Up Arrangements

Mr. Luis Alfonso López de Herrera-Oria has also agreed, in a separate undertaking letter to be delivered as condition precedent to the obligations under the Placing Agreement, that he will be subject to a “lock-up” undertaking (subject to certain exceptions) during a period commencing on the date of the Placing Agreement and ending 180 days following Admission.

5. Remuneration Arrangements

Pursuant to the By-Laws and the regulations of the Board, non-executive independent Directors, as members of the Board, shall be entitled to receive per diem allowances for any meetings which they attend consisting of a fixed annual amount per Director to be set by the Shareholders’ Meeting. The Shareholders’ Meeting held on 7 May 2015 set the maximum amount of per diem allowances that each non-executive independent Director may receive at €80,000, except for the president of the Board, who may receive a maximum amount of €100,000. Said amounts shall be proportionally distributed among the number of Board meetings effectively held each year, so that each Director will receive the remuneration corresponding to the meetings attended by such Director. The Shareholders can also decide when or for what reason such amount can be reviewed and/or updated periodically. Executive directors (the CEO) and proprietary directors (*consejeros dominicales*) (Mr. Chetan Gulati) will not be entitled to receive per diem allowances or any other remunerations as members of the Board. However, in his condition as member of the Management Team, the

CEO is entitled to the Fixed Remuneration, bonus and Equity Incentive Plan described in Section 3 of Part XII (*Management*) above.

During 2014, non-executive Directors received an aggregate of €180,000.00 as per diem allowances and the CEO received €288,059.36 as Fixed Remuneration and €0.00 as Bonus under his services agreement with the Company. The remuneration of each non-executive independent Director for 2015 as per diem allowances is expected to be €80,000 and, for the president of the Board, €100,000. The remuneration of the CEO under his services agreement with the Company is expected to be €600,000.00.

The table below provides details of the remuneration to which each Director is entitled, either as per diem allowances in their condition of non-executive independent Director or as Fixed Remuneration under existing services or employment agreements with the Company.

Director	Per Diem Allowances (yearly)*	Fixed Remuneration (on annual basis)
Mr. Luis María Arredondo Malo	€ 100,000	N/A
Mr. Luis Alfonso López de Herrera-Oria	N/A	€ 600,000 (1)
Mr. Fernando Bautista Sagüés	€ 80,000	N/A
Mr. David Jiménez-Blanco Carrillo de Albornoz	€ 80,000	N/A
Mr. Chetan Gulati	N/A	N/A

* Assuming each non-executive independent Director attends all Board meetings effectively held each year.

(1) Pursuant to the services agreement entered into by Mr. Luis Alfonso López de Herrera-Oria with the Company.

Additionally, the Company purchased director liability insurance policies to cover any risks associated with its Directors.

The annual report on remuneration of the Directors of the Company for the year 2014 was approved on a consultative basis at the Shareholders' Meeting held on 7 May 2015. This report is available at the websites of the CNMV and the Company (www.cnmv.es and www.axiarc.es, respectively).

6. Directors' Letters of Appointment

The Directors do not have service contracts, other than Mr. Luis Alfonso López de Herrera-Oria, who has entered into a service agreement with the Company due to its double function as member of the Board and CEO-member of the Management Team.

Each Non-Executive Director (all except the CEO, who also has executive responsibilities) has the same general legal responsibilities to the Company as any other Non-Executive Director of the Company. The Board as a whole is collectively responsible for the overall success of the Company.

No additional compensation, apart from accrued remuneration for the period, is payable to any of the Directors in the event of the lawful termination of his or her appointment, other than the CEO pursuant to his services contract entered into with the Company. Please refer to Sections 3 and 4 of Part XII (*Management*) for a description of the remuneration and other terms and conditions of the services contract with the CEO of the Company.

7. Other Directorships and Partnerships

Save as set out below, the Directors have not held any directorships of any company, other than the Company, or been a partner in a partnership, at any time in the five years prior to the date of this Prospectus.

Please refer to Section 5 of in Part XII (*Management*) for a list of those directorships or partnerships of Mr. Luis Alfonso López de Herrera-Oria.

Director	Current Directorships/Partnerships*	Previous Directorships/Partnerships
Mr. Luis María Arredondo Malo	- Santander Real Estate, S.A., SGIIC, S.A. (1) - Nieve de Andalucía, S.A. - Castellar Ingenieros, S.L. - Olivarrera del Condado, S.A. - Aljaral, S.A. - Parquing 86, S.A.	- Santander Global Property, S.L.
Mr. Fernando Bautista Sagüés	- Iberdrola, S.A. (2) - Abante Asesores, S.A.	N/A
Mr. David Jiménez-Blanco Carrillo de Albornoz	- World Duty Free, SpA (3) - Gawa Capital Partners, S.L.	- Atento Inversiones y Teleservicios, S.A.U. - Grupo de Origenación y Análisis, S.A. (BK Partners)
Mr. Chetan Gulati	- Perry Capital UK - Namatii, Inc.	N/A

* While some of these companies are in the real estate business, unless otherwise indicated none of them is a direct competitor of the Company in the sense that their activities are not dedicated to investing in commercial properties for rental.

- (1) Mr. Luis María Arredondo Malo has informed the Company that he is currently non-executive director of Santander Real Estate, S.A., SGIIC, the managing company of the real estate investment fund Santander Banif Inmobiliario, FII and the real estate investment companies Promociones Lladero, S.I.I., S.A., Santander Ahorro Inmobiliario 1, S.I.I., S.A. and Santander Ahorro Inmobiliario 2, S.I.I., S.A., which mainly invest in residential properties for rental. On 5 June 2014, the Company's Shareholders' Meeting of, pursuant to 230.1 of the Spanish Companies Act, authorized Mr. Luis María Arredondo Malo to continue holding the position of non-executive director in said managing company. In any event, if a conflict of interest aroused in connection with a particular transaction, the provisions of the regulations of the Board and the internal code of conduct described in Section 2 of this Part XIII would apply.
- (2) Mr. Fernando Bautista Sagüés has been appointed secretary (non-director) of the Social Corporate Responsibility Commission of the Board of Directors of Iberdrola, S.A.
- (3) Mr. David Jiménez-Blanco Carrillo de Albornoz currently is Group Chief Financial Officer of World Duty Free, SpA.
- (4) Mr. Chetan Gulati currently is executive director of Perry Capital UK and director of Namatii, Inc.

Within the period of five years preceding the date of this Prospectus, and save as disclosed below, none of the Directors:

- has had any convictions in relation to fraudulent offences;
- has been associated with any bankruptcy, receivership or liquidation while acting in the capacity of a director or senior manager; or
- has received any official public incrimination and/or sanction by any statutory or regulatory authorities (including designated professional bodies) or has been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of a company.

Save as discussed above, there are no arrangements or understandings with major shareholders, members, suppliers or others pursuant to which any Director was selected.

8. Corporate Governance and Board Practices

8.1 Corporate Governance for the Company

The Board supports high standards of corporate governance and the development of corporate governance policies and procedures in order to comply with the requirements of the Spanish Companies Act and the recommendations included in the New Spanish Good Corporate Governance Code approved by the CNMV and released on February 2015.

The Company's Shareholders' Meeting held on 7 May 2015, approved the amendment of the By-Laws and the regulations of the Shareholders' Meeting of the Company and acknowledged the amendments of the Regulations of the Board in order to comply with Law 31/2014, of 3 December, which amends Spanish Companies Act, to improve the corporate governance (*Ley 31/2014, de 3 de diciembre, por la que se modifica la Ley Sociedades de Capital para la mejora del gobierno corporativo*). As of the date of this Prospectus, the amendments of the By-Laws, the Regulations of the Shareholders' Meeting of the Company and the Regulations of the Board have been filed, but are pending to be registered, with the Commercial Registry of Madrid.

The Company is committed to follow strict corporate governance policies. It substantially complies with the recommendations of the previous version of the Spanish corporate governance code and intends to adapt its practices as appropriate to the principles of good governance contained in the New Spanish Good Corporate Governance Code in a consistent manner. Out of the total 64 recommendations of the New Spanish Good Corporate Governance Code, there are 5 that do not apply to the Company (recommendations 2, 11, 37, 38 and 48) and, of the others, the Company fulfills 48, partially fulfills 3 (recommendations 45, 58 and 62) and does not fulfill 8 (recommendations 4, 5, 6, 7, 14, 54, 55 and 63). Following are the explanations of the recommendations that the Company does not fulfill or partially fulfills:

- Recommendation 4 is not fulfilled. This recommendation provides that listed companies should prepare and implement a policy of communication and contacts with shareholders, institutional investors and proxy advisors. The Company is preparing its communication policy and it will be disclosed on the Company's website, including all details of how it will be put into practice and the identities of the relevant interlocutors and persons responsible for its implementation.
- Recommendation 5 is not fulfilled. This recommendation provides that the Board of Directors of a listed company should not submit a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20% of capital at the time of such delegation. The delegation approved at the Company's Shareholders' Meeting held on 7 May 2015 does not contemplate the 20% maximum limit, but a 50% limit instead.
- Recommendation 6 is not fulfilled. This recommendation provides that listed companies that prepare certain reports on a voluntary or compulsory basis should publish them on their website well in advance of the annual general shareholders' meeting. The report on auditor independence, the reviews of the performance of the audit committee and the nomination and remuneration committee, the audit committee report on third-party transactions and the report on corporate social responsibility policy have not been published on the Company's website.
- Recommendation 7 is not fulfilled. This recommendation provides that listed companies should broadcast live through their web page the general shareholders' meetings. The Company has not broadcasted the Company's Shareholders' Meeting held on 7 May 2015.
- Recommendation 14 is not fulfilled. This recommendation provides that the Board of Directors of listed companies should approve a director selection policy that meets certain requirements, among them, a 30% quota of female representation before 2020. The Company will approve a director selection policy in the near future and the Company will endeavor to fulfill this recommendation.
- Recommendation 45 is partially fulfilled. This recommendation enumerates certain aspects that should be identified by the risk control and management policy of listed companies. The Company will amend its risk control and management policy in order to fully fulfill this recommendation.
- Recommendation 54 is not fulfilled. This recommendation provides that listed companies should state in its corporate social responsibility policies the principles or commitments they will voluntarily adhere to in its dealings with stakeholder groups, specifying at least certain matters. Due to the Company's recent creation, no corporate social responsibility policy has been prepared yet. However, the Company intends to define it in the future.
- Recommendation 55 is not fulfilled. This recommendation provides that listed companies should report on corporate social responsibility developments in its management report or in a separate document, using an internationally accepted methodology. The Company does not provide information on corporate social responsibility in the management report yet, but intends to do so in the future.
- Recommendation 58 is partially fulfilled. This recommendation provides that the director remuneration policies of listed companies should include limits for variable remuneration and ensure this variable remuneration is linked to the performance of the beneficiaries and does not depend exclusively on the general evolution of the markets or the company's sector. In addition, the recommendation provides certain characteristics variable remuneration should have. The Company's CEO may receive a bonus based on objectives to be established annually by the Remuneration and Nomination Committee and approved by the Board, that may be referred to investment sourcing and completion revenues,

management efficiency or other matters relevant to the good management of the business of the Company, but that may have some degree of discretion.

- Recommendation 62 is partially fulfilled. This recommendation provides that directors of listed companies should not be allowed to transfer shares received from the remuneration systems in an amount equivalent to twice their annual fixed remuneration, or to exercise the share options or other rights on shares for at least three years after its concession. According to the Equity Incentive Plan, the Incentive Shares to be delivered to the CEO shall be subject to a lock-up period until the first anniversary of the date on which such Incentive Shares were delivered to, or subscribed or acquired by the CEO (see Section 3.2 of Part XII (*Management*)).
- Recommendation 63 is not fulfilled. This recommendation provides that listed companies should include provisions in the contractual arrangements subscribed with directors in order to allow the companies to clawback variable components of remuneration when payment was not aligned with the director's actual performance or based on data subsequently found to be misstated. The Company has not included any such clause in the contractual arrangement subscribed with its CEO.

8.2 The Board

The Spanish Companies Act provides that a company's Board of Directors is responsible for the management, administration and representation of a company in all matters concerning the business of the company, subject to the provisions of the company's By-Laws and the powers conferred by shareholders' resolutions.

The By-Laws and the Regulations of the Board provide for a Board consisting of between 5 and 7 members. Directors are elected by the Shareholders to serve for a term of three years and may be re-elected to serve for an unlimited number of terms (this notwithstanding, Directors holding office for a consecutive period of more than 12 years cannot qualify as independent Directors). A Director may resign or be removed from office at the recommendation of the Board at a Shareholders' Meeting. However, the Board can only make such recommendation in the case of an independent Director if it is a "for cause dismissal" where, for example, a Director has breached an applicable corporate governance recommendation or has not fulfilled his or her duties or when he/she no longer complies with the definition of independent Director.

As at the date of this Prospectus, there are 5 Directors on the Board, all of whom, except Mr. Luis Alfonso López de Herrera-Oria (the CEO), are non-executive Directors and are each, except the CEO and Mr. Chetan Gulati, considered independent pursuant to the Spanish Companies Act. Mr. Luis Alfonso López de Herrera-Oria is not considered to be independent as he has executive responsibilities. Mr. Chetan Gulati is not considered to be independent as he has been designated by the Sponsor Investor.

The Board is responsible for the management and establishes the strategic, accounting, organizational and financing policies of the Company. The By-Laws provide that the Chairman of the Board shall be elected from among the members of the Board by the members of the Board. The Board appoints the senior management team and the authorized signatories and supervises the operations of the Company. Moreover, the Board is entrusted with preparing Shareholders' Meetings and carrying out their resolutions.

The Directors are also responsible for the determination of the investment policy of the Company and have overall responsibility for overseeing the Company's activities. The Directors are required to approve a business execution plan, the Business Plan, each year for the Company setting forth the Company's strategy for the management of the properties held or acquired by the Company.

The By-Laws provide that the Board meet as frequently as necessary to effectively execute its duties and whenever its Chairman deems appropriate. In addition, the Board must meet when required to do so by the Chairman or by Directors representing at least one quarter of its members. The By-Laws provide that a majority of the members of the Board (represented in person or by proxy by another member of the Board) constitutes a quorum. Resolutions of the Board are passed by a majority of the Directors present or represented at a Board meeting unless otherwise indicated in applicable laws or the By-Laws or the regulations of the Board. In the event of a draw, the Chairman of the Board will have a casting vote. As an exception to the foregoing, the By-Laws of the Company provide that the favorable report of the Board required for the approval by the Shareholders' Meeting of incentive plans for Directors or members of the Management Team payable in Ordinary Shares, or rights over Ordinary Shares, of the Company shall be

approved by a qualified majority of the Board consisting of all directors except one (i.e. in a Board of 5 members, the favorable report shall be approved by 4 directors; in a Board of 6 members, the favorable report shall be approved by 5 directors; and so on). The Board currently intends to meet at least four times in each calendar year and all Directors are to be given full and timely access to the information necessary to assist them in the performance of their duties. As a general rule, an agenda and Board papers are circulated to the Directors in advance of Board meetings to allow them an adequate opportunity for review and preparation for Board meetings. The Company Secretary will be responsible for ensuring Board procedures are followed and all Directors have access to his advice and services. Where they judge it appropriate, all Directors shall have access to independent professional advice at the expense of the Company.

Any Director co-opted to the Board by the Directors will be subject to election by the Shareholders at the next Shareholders' Meeting after his/her appointment.

In the performance of its duties, the Board is committed to maintaining a good understanding of the views of Shareholders and considerable importance will be given to communicating with Shareholders. Regular contact will be kept with institutional investors and presentations will be given by members of the Management Team on the release of the Company's annual and interim results. In no case the Company will disclose to institutional Shareholders any information that may place them in a privileged or advantageous situation vis-à-vis the other Shareholders.

Directors are expected to attend all Board meetings and the Company's Shareholders' Meeting.

The Board will evaluate the performance of the Board members, the Chairman, the CEO and the Board committees and will propose an action plan to address any deficiencies detected. For that purpose, the Chairman of the Board will organize and coordinate with the Chairmen of the different Board Committees the evaluation of the performance of the Board, the CEO and the Board Committees. The result of such evaluation will be documented in the minutes of the Board.

Details of the remuneration of Directors are set out at Section 5 of this Part XIII (*Directors and Corporate Governance*).

8.3 *Reserved matters*

The Board shall ensure that no action or decision is taken to proceed with any of the following matters (each a "**Reserved Matter**") unless it is approved by a single majority of the Directors who are present and entitles to vote at the relevant board meeting:

- the call of the Shareholders' Meeting and setting out the agenda for the same;
- the formulation of the annual accounts, the management report and the Company's profit distribution proposal as well as, where applicable, the consolidated annual accounts and management report, in accordance with the requirements set out in Article 11 of the SOCIMI Act;
- the definition of the group's structure, the approval of the Company's general strategies and policies and, in particular, the strategic business plan, as well as the management targets and annual budget, the policy regarding treasury shares (setting forth, in particular, its limits), the corporate governance policy and the corporate social responsibility policy, the risk control and management policy identifying the main risks of the Company and setting up and monitoring the appropriate internal risk control and information systems, with the aim of ensuring its future viability and competitiveness by taking the most relevant decisions for its development. The Board shall approve a business execution plan (the "**Business Plan**") annually in which the Company will set forth its strategy for the management of the properties held or acquired by the Company and in any case complying with the necessary requirements to maintain its condition as SOCIMI;
- setting out, where applicable, the dividend policy of the Company in order to maintain its condition of SOCIMI for its presentation and proposal to the Shareholders' Meeting, and approving, where applicable, the payment of interim dividends;
- setting out the information and communication policies vis-à-vis the Shareholders and the markets and approving the financial information that the Company must disclose periodically as a listed company;

- the approval of the Directors' remuneration insofar as it falls within the Board's capacity pursuant to the By-Laws, as well the remuneration policy of the Management Team and the evaluation of its members;
- deciding, following the proposal from the Chairman of the Board or the Chief Executive Officer of the Company, the appointment and eventual dismissal of members of the Management Team as well as, where applicable, their severance payment or compensation clauses and setting out the conditions that their contracts shall satisfy;
- the definition of the Company's area of activity in the Annual Corporate Governance Report and, where applicable, the eventual business relationships with other listed companies within its group, as well as any mechanisms set out for the resolution of any conflicts of interest which may arise amongst them;
- the definition of the investments and financing policy;
- any acquisition/disposal of a property investment or the entry into any binding agreement to acquire/dispose of a property investment where the aggregate acquisition cost/gross proceeds attributed to the Company in respect of such property investment is/are in excess of €75 million;
- any joint investment or co-investment in a property investment by the Company and one or more third parties where the acquisition cost in respect of such property investment attributed aggregately to all investors is in excess of €75 million and the acquisition cost in respect of such property investment attributed individually to the Company is in excess of €37.5 million;
- any new loan, credit, guarantee facility, and any financing or refinancing instrument, including associated hedging arrangements, entered into in respect of a property investment where the amount of the facility to be entered into in respect of such arrangements is in excess of €75 million, or any material amendment thereof;
- any hedging or use of derivatives, including related to debt facilities, interest, or property investments (which may only be used to the extent (if any) permitted by any regulatory requirements applicable to the Company), other than those related to loans, credits, facilities, financings or refinancings below the threshold set forth in the foregoing paragraph;
- the approval of the creation or acquisition of a stake in entities with a special corporate purpose or domiciled in countries or territories considered as tax havens, as well as any other transaction or operation of similar nature which, due to its complexity, could undermine the group's transparency;
- the authorization, subject to a previous favorable report of the Audit and Control Committee, of the Company's transactions with its Directors, relevant Shareholders or Shareholders represented on the Board, members of the Management Team or with related-parties of any of them, including those transactions that can give rise to a conflict of interest and any transaction with third parties whereby any Director, relevant Shareholder or Shareholder represented on the Board, member of the Management Team or related-parties of any of them is entitled to receive any compensation, retribution or commission;
- the adoption, in respect of the Shareholders and beneficial owners of the Ordinary Shares (including indirect owners via financial intermediaries), of the measures the Board deems most appropriate with regards to (i) the accrual for the Company of the special corporate tax established by the SOCIMI Act (or any rule that may modify it or replace it in the future) and (ii) any pension funds and/or benefit plans special legal regimes which might affect the Shareholders or beneficial owners of the Ordinary Shares, in accordance with the provisions of the By-Laws;
- the amendment of the Regulations of the Board;
- the appointment of the Chairman and, as the case may be, the Vice-Chairman of the Board, and of the Secretary and, as the case may be, of the Vice-Secretary of the Board;

- any transaction with the founding shareholders of the Company (Rodex or Inmodesarrollos Integrados, S.L.), Alza or any third party which is specially related to those founding shareholders, or Alza or any of their respective directors and employees; and
- any investment in assets which fall out of the scope of the Business Strategy set out in Part VIII (*Information on the Company*).

With respect to the following Reserved Matters, actions or decision may be taken, for reasons of urgency, by the Executive Commission of the Company (if one exists) with the later ratification of the Board: (i) the appointment and dismissal of members of the Management Team, as well as, where applicable, their severance payment or compensation clauses and setting out the conditions that their contracts shall satisfy; (ii) the approval of periodical public financial information; (iii) the creation or acquisition of stakes in entities with special corporate purpose or domiciled in tax havens or other transactions that could undermine the group's transparency due to their complexity; and (iv) the adoption of measures deemed appropriate with regards to the special corporate tax for SOCIMIs and pension funds and/or benefit plans special legal regimes. Additionally, the call of the Shareholders' Meeting and the setting out of the agenda can be delegated to the Executive Commission (if one exists).

8.4 Board Committees of the Company

Pursuant to the By-Laws and the Spanish Companies Act, the Board has established an Audit and Control Committee (the "**Audit and Control Committee**"), and a remuneration and nomination committee (the "**Remuneration and Nomination Committee**").

8.4.1 Audit and Control Committee

The Audit and Control Committee is responsible for:

- responding to any questions that Shareholders may raise at the Shareholders' Meetings in relation to matters attributed to the Audit and Control Committee;
- with regard to the external auditor:
 - (i) making proposals to the Board for the selection, appointment, reelection and replacement of the external auditor (who will need to be a reputable international auditing firm), as well as the conditions of its engagement;
 - (ii) regularly receiving information from the external auditor on the audit plan and the results of its execution, and verifying that senior management takes its recommendations into account;
 - (iii) ensuring the independence of the external auditor and, to this effect, ensuring that the Company informs the CNMV of the change of auditor as a significant information announcement (*Hecho Relevante*), and encloses it to a declaration on the eventual existence of disagreements with the outgoing auditor and, if they existed, their content, and that, in the event of resignation of the external auditor, examines the circumstances motivating such resignation.

The Audit and Control Committee shall liaise with the auditors in order to become aware of any factor which may affect the auditor's independence, so that they are examined by the Audit and Control Committee, as well as any other factors arising out of the audit process, and any other communications with the auditors required by law or by relevant regulations. In any case, the Audit and Control Committee shall receive from the auditors, on an annual basis, written confirmation of their independence vis-à-vis the Company or related-parties, as well as information on additional services of any kind provided to the Company or said related-parties by the auditors, or by the persons or parties related to them pursuant to the Spanish Law 19/1988 on Accounts Audit (*Ley 19/1988, de 12 de julio, de Auditoría de Cuentas*); and

- (iv) favoring that the Company's auditor takes on the audit, where applicable, of the companies within the Company's group.

- issuing on an annual basis, prior to the issuance of the accounts' audit report, a report setting out the committee's views on the auditor's independence. This report shall in any case comment on the provision of additional services referred to in paragraph (iii) above;
- overseeing the effectiveness of internal control, risk management systems, where applicable, and that the direction of the Company's internal audit services seeks for the proper functioning of the information and internal control systems, in particular with regards to the process of full preparation of the financial information related to the Company and, where applicable, to its group. The person responsible for the internal audit function shall present to the Audit and Control Committee his or her annual working plan and report directly any incidents in the development of the plan, as well as submit a report on his or her activities at the end of each exercise. The Audit and Control Committee will discuss with the accounts auditor or the audit entities the major weaknesses in the internal control detected in the audit process;
- knowing and periodically reviewing the financial information process and the risk management and control systems related the Company's relevant risks so that these are adequately identified, managed and made known, ensuring the independence and effectiveness of the internal audit function, proposing the selection, appointment, reelection and dismissal of the internal audit service responsible, as well as the budget of such service, receiving periodical information on its activities and verifying that senior management takes into account the conclusions and recommendations of its reports.
- informing the Board in advance with regards to:
 - (i) the financial information that, given its listed character, the Company shall make public periodically, overseeing the process of preparation and the filing of said information and ensuring that the intermediate accounts are prepared following the same accounting criteria as the annual accounts as well as, with this purpose, considering a limited review of the Company's external auditor;
 - (ii) the creation or acquisition of a stake in entities with a special corporate purpose or domiciled in countries or territories considered as tax havens, as well as any other transaction or operation of similar nature which, due to its complexity, could undermine the group's transparency;
 - (iii) related-party transactions, use by Directors and members of the Management Team of corporate assets and business opportunities; and
 - (iv) proposals to amend the Regulations of the Board;
- approving the appointment of, and supervising the services provided by, the RICS external appraiser (who will need to be a reputed international firm) in connection with the valuation of the Company's real estate assets to be conducted as of 31 December in each year;
- receiving from the employees, in a confidential albeit non anonymous manner, and in written form, any communications on potentially relevant possible irregularities, especially financial and accounting ones, that they might become aware of within the Company or the companies within its group;
- issuing the reports and proposals set out in the By-Laws and in the Regulations of the Board as well as any other requested by the Board or the Chairman of the Board; and
- ensuring compliance with the internal codes of conduct and corporate governance rules.

The Audit and Control Committee must have a minimum of three and a maximum of five members, who are appointed by the Board following proposals from the Remuneration and Nomination Committee. Only external or non-executive Directors can form part of the Audit and Control Committee. The majority of its members must be independent Directors. Members of the Audit and Control Committee serve for a term of up to three years and may be re-elected to serve for an unlimited number of terms of the same duration.

The Chairman of the Audit and Control Committee, who must be an independent Director, can serve a term of up to three years, after which he or she may not serve again as such until a year has elapsed from the end of

his or her prior mandate as Chairman of the Audit and Control Committee. The members of the Audit and Control Committee, and in particular, the Chairman, must be appointed taking into account his or her knowledge and experience of accounting, audit or risk management matters. The role of Secretary of the Audit and Control Committee will be carried out by the Secretary of the Board.

In accordance with the By-Laws and the Regulations of the Board, the Audit and Control Committee will meet every three months to review periodic financial information to be submitted to the relevant regulatory authorities as well as any information which the Board must approve to include in the annual accounts. Any member of the Audit and Control Committee can also request that a meeting be held.

The Chairman of the Audit and Control Committee may also call a meeting, and he or she must do so on request of the Board or its Chairman, anytime it is necessary to approve a proposal, or when required to perform its role. A meeting of the Audit and Control Committee will be quorate if a majority of the members are present or duly represented, and resolutions will also be passed by a majority vote. The Chairman of the Audit and Control Committee will have a casting vote.

Minutes of the meetings of the Committee must be prepared and passed on to the Board.

The members of the Audit and Control Committee are Mr. David Jiménez-Blanco Carrillo de Albornoz (Chairman of the Committee), Mr. Luis María Arredondo Malo and Mr. Chetan Gulati. Mr. Iván Azinovic Gamo is the Secretary of the Committee.

8.4.2 Remuneration and Nomination Committee

The Remuneration and Nomination Committee is responsible for:

- setting out criteria for the composition of the Management Team of the Company and the selection of directors and informing the Board in relation to gender diversity and qualifications of candidates;
- evaluating the skills, knowledge and experience needed in the Board, defining, in accordance with it, the roles and skills necessary for the candidates that should fill each vacancy and assessing the time and dedication required so that he or she can perform his or her function adequately; any director might ask the Remunerations and Nominations Committee to take into consideration potential candidates to fill vacancies as directors, should such potential candidates be considered adequate;
- examining and organizing, in the manner deemed appropriate, the succession of the Chairman of the Board and the first executive of the Company and, where applicable, making proposals to the Board so that such succession is conducted in an orderly or well planned manner;
- making proposals to the Board regarding the appointment, ratification, reelection and dismissal of any independent Directors so that the Board can, as the case may be, propose them to the Shareholders' Meeting and informing about the remaining proposals for appointment, ratification, reelection and dismissal of the independent Directors that may be proposed to the Shareholders' Meeting, as well as the proposal for appointment via cooptation. Informing about the cases where the Board understands that there is a fair cause to dismiss an independent director before the statutory term for which he or she was appointed;
- informing about the appointment of the Secretary and, as the case may be, of the Vice-Secretary of the Board;
- making proposals to the Board regarding the appointment of the members of the Audit and Control Committee;
- making sure that, when vacancies arise in the Board, the selection processes do not have any implicit bias which obstruct the selection of women to the Board and that the Company intentionally seeks and includes within the possible candidates women who meet the professional profile that is sought, informing the Board of any matters regarding gender diversity;
- receiving the information Directors need to provide regarding the professional duties they have besides the Company and taking care of the questions the Directors need to pose to the Remuneration

and Nomination Committee before accepting any management post or position in the management bodies of any other company or entity;

- yearly verification of the character (independent, dominical, executive or other) each Director should have;
- informing the Board of the appointment or dismissal of senior managers and any associated compensation or indemnity payments relating to any eventual dismissal, following a request from the chief executive officer (if any);
- ensuring the observance of the Company's remuneration policy and, in particular, in connection with the Board the Directors' remuneration policy, the distribution among Directors of the per diem allowances approved by the Shareholders of the Company and the individual remuneration of the executive directors, as well as all the other conditions of their contracts, and presenting to the Board, at the request of the Chairman of the Remuneration and Nomination Committee, any proposals concerning remuneration policies affecting the management team and the basic conditions of their contracts, including, if applicable, the proposal and calculation of the shares of the Company to be delivered to the management team in accordance with the incentive plans of the Company in which they participate;
- controlling the fulfillment by the directors of their duties, in particular with regards to situations of conflict of interest and related-party transactions; and
- preparing and submitting to the Board the annual report regarding the functioning of the Board, the performance of the Chairman or, as the case may be, of the managing director or first executive, as well as the functioning of the Remuneration and Nomination Committee.

The Remunerations and Nominations Committee shall consult the Chairman of the Board and the Company's first executive in matters related to the executive directors and senior managers.

The Remuneration and Nomination Committee must have a minimum of three and a maximum of five members. The members will be external or non-executive Directors, appointed by the Board. The majority of its members must be independent Directors. The Chairman of the Remuneration and Nomination Committee must be an independent Director.

Directors who are members of the Remuneration and Nomination Committee will carry out their role while they still hold the position of Director, unless otherwise agreed by the Board. At least one of the members of the Remuneration and Nomination Committee must have experience in remuneration matters. The Secretary of the Board, who will have no voting rights, will be the secretary of the Remuneration and Nomination Committee.

The Remuneration and Nomination Committee will meet at least once a year. The committee will also meet at the request of one of its members, or at the request of its Chairman. The Chairman of the Remuneration and Nomination Committee must convene a meeting if so asked by the Board or if the Chairman requires a report or needs to adopt a proposal and as often as is necessary for the Remuneration and Nomination Committee to perform its role effectively.

A meeting of the Remuneration and Nomination Committee will be quorate if a majority of the members are present or represented, and resolutions will be passed by majority voting. The chairman of the Remuneration and Nomination Committee will have a casting vote. The committee must keep minutes of its meetings and circulate them to the members of the Board.

As at the date of this Prospectus, the members of the Remuneration and Nomination Committee are Mr. Fernando Bautista Sagüés (Chairman of the Committee), Mr. David Jiménez-Blanco Carrillo de Albornoz and Mr. Chetan Gulati. Mr. Iván Azinovic Gamo is the Secretary of the Committee.

9. Delegation of powers / CEO

The Board has delegated all its powers in favor of the CEO, except for those that refer to matters that are reserved to the Board and, therefore, cannot be delegated in accordance with the By-Laws and applicable Spanish law as described in “*Reserved Matters*” above.

Additionally, some members of the Management Team have been granted general powers of attorney in connection with the day-to-day management of the business of the Company.

10. Internal controls

The Board acknowledges it is responsible for overseeing the efficiency of the system of internal control and risk management of the Company in order to safeguard the Company’s assets. It is a Reserved Matter of the Board to define the risk control and management policy identifying the main risks of the Company and setting up and monitoring the appropriate internal risk control and information systems, with the aim of ensuring its future viability and competitiveness by taking the most relevant decisions for its development.

Additionally, the Audit and Control Committee is responsible, among other things, for:

- (i) overseeing the effectiveness of internal control, risk management systems and that the direction of the Company's internal audit services seeks for the proper functioning of the information and internal control systems, in particular with regards to the process of full preparation of the financial information related to the Company and, where applicable, to its group. The person responsible for the internal audit function shall present to the Audit and Control Committee his or her annual working plan and report directly any incidents in the development of the plan, as well as submit a report on his or her activities at the end of each exercise. The Audit and Control Committee will discuss with the accounts auditor or the audit entities the major weaknesses in the internal control detected in the audit process;
- (ii) knowing and periodically reviewing the financial information process and the risk management and control systems related the Company's relevant risks so that these are adequately identified, managed and made known, ensuring the independence and effectiveness of the internal audit function, proposing the selection, appointment, reelection and dismissal of the internal audit service responsible, as well as the budget of such service, receiving periodical information on its activities and verifying that senior management takes into account the conclusions and recommendations of its reports.

The person in charge of the internal audit function, who is sufficiently qualified, has been appointed by, and reports directly to, the Board. That same person is also the supervisor of compliance with the internal code of conduct, as described in Section 5.1 of Part XII (*Management*).

Such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, but not absolute, assurance against material misstatement or loss.

PART XIV: THE OFFERING

The specific dates for actions to occur in connection with the Offering are indicative only. There can be no assurance that the actions set out below will in fact occur on the dates anticipated. The Company will communicate significant developments in the Offering via a significant information announcement (*Hecho Relevante*) filed with the CNMV in accordance with Spanish law. Information will also be made available on the Company's website (www.axiare.es).

The issuance and exercise of the Subscription Rights for New Shares and the offer and sale of the New Shares as to which Subscription Rights have not been exercised are collectively referred to as the “Offer” or the “Offering”.

1. The Capital Increase. Conditions and authorizations

On 7 May 2015, the ordinary Shareholder's Meeting approved a capital increase in the aggregate nominal amount of up to €360,060,000 through the issue and admission to listing of up to 36,006,000 New Shares with a par value each of €10, with preferential subscription rights for the Company's Shareholders and the possibility of incomplete subscription.

On 13 May 2015, the Board, pursuant to the aforementioned approval, further resolved, among other matters: (i) to issue the New Shares at a subscription price of €11 per New Share and (ii) to recognize the accrual of pre-emptive subscription rights to Eligible Shareholders who are entitled to such rights as at 23:59 Madrid time on the Record Date (as defined below).

According to the above approval and resolutions, the Company has resolved to increase its share capital by up to a nominal amount of €358,689,880 and a total subscription amount of €394,558,868, through the issuance of 35,868,988 New Shares, each with a nominal value of €10 and a share premium of €1, of the same class and series as the Existing Shares and represented in registered book entry form. The New Shares may be subscribed at the Subscription Price (i.e. €11 per New Share).

The resolutions authorizing the Capital Increase expressly provide for the possibility of incomplete subscription and there is no minimum size established for the Offering. In the event that the 35,868,988 New Shares are not fully subscribed within the period established, the Company's share capital will be increased by the amount of the actual subscriptions. At the expiration of the period established for subscription, the Company will determine the final amount of New Shares to be issued in the Offering and will announce it through the publication of a significant information announcement (*Hecho Relevante*).

The Capital Increase is not subject to any condition or cause for termination or revocation (other than those derived from applicable laws) and does not require any authorization or administrative pronouncement other than the general provisions on the CNMV's approval and registration of this Prospectus, according to the provisions established in the Spanish Law 24/1988, of 28 July, on the securities market (*Ley 32/2011, de 4 de octubre, por la que se modifica la Ley 24/1988, de 28 julio, del Mercado de Valores*) and its implementing regulations and the Spanish Companies Act.

2. Use of proceeds

The estimated Net Proceeds to the Company (on the basis of a €394,558,868 Offering) are approximately €382,758,868 after the deduction of commissions and other estimated fees and expenses payable by the Company and incurred in connection with the Offering of approximately €11,800,000 (on the basis of a €394,558,868 Offering), which include the commissions of the Joint Global Coordinators and Joint Bookrunners under the Placing Agreement (see Section 11.1 of Part XVII (*Additional Information*)) and other expenses in connection with the Offering in an estimated amount of €11,800,000 million (which include fees for legal advisors, agent bank and auditors, fees and duties for Iberclear, CNMV and the Spanish Stock Exchanges, and other expenses such as marketing and travel costs).

The Company's principal use of the Net Proceeds of the Offering will be to expand its existing Portfolio, enhance it through capital expenditures as well as to fund the Company's operating expenses in a manner consistent with its Business Strategy.

As of the date of this Prospectus, the Company has identified market opportunities with an estimated size of approximately €1,404 million and also has €177.5 million in properties being analyzed and/or in due diligence phase, sometimes on an exclusive basis. These market opportunities mainly comprise offices and logistics properties, primarily located in Madrid and Barcelona, in line with the Company's Business Strategy. The Company has also submitted different binding and non-binding offers for the acquisition of several properties (See Section 5 of Part VII (*Selected Financial Information and Financial Review*)). These potential acquisitions may be funded with equity or debt and may result in changes to the Company's leverage. However, the Company is subject to market conditions and other factors which may yield different results and any or all of these identified market opportunities or properties under analysis or in the due diligence phase may not materialize.

3. General and Offering Statistics

The Offering relates to 35,868,988 New Shares at a Subscription Price of €11 per New Share. The Company currently expects that the Record Date for the Offering will be on or about 19 May 2015 and that the dates for other actions to occur in connection with the Offering will be as provided below. However, these dates are indicative only and actual dates for the Offering and such other actions may vary from the indicative dates. The Company will communicate significant developments in the Offering via a significant information announcement (*Hecho Relevante*) filed with the CNMV in accordance with Spanish law. Information will also be available on the Company's website (www.axiare.es).

The Company is granting Eligible Shareholders (that is, the Shareholders registered in the records of Iberclear as of 23:59 hours (Madrid time) on the Record Date, or purchasers of Existing Shares as of that date) Subscription Rights to subscribe for a New Share with a nominal value of €10. Each Existing Share registered in the records of Iberclear at 23:59 hours (Madrid time) on the Record Date (which, in accordance with the expected timetable, is expected to be 19 May 2015) entitles its Eligible Shareholder to receive one right. The exercise of a Subscription Right entitles the exercising holder to subscribe for a New Share against payment of the Subscription Price in cash.

The Subscription Price, which must be paid in euros, is €11 per New Share. The Subscription Price represents a discount of 8.14% on the closing price of the Existing Shares on 13 May 2015.

Assuming the New Shares are fully subscribed at the Subscription Price, the total nominal amount of the Offering would be €358,689,880, and as of the date of this Prospectus the New Shares would represent approximately 100% of the Company's share capital (when not giving effect to the issuance of the New Shares) or approximately 50% (when giving effect to the issuance of the New Shares). Eligible Shareholders who do not participate in the Offering will have their ownership interest diluted.

The Offering and the Capital Increase, including the exercise of Subscription Rights, the requests for Additional Shares and the proposals for subscription of Discretionary Shares, shall be governed by and shall be construed in accordance with Spanish law. By virtue of exercising Subscription Rights, requesting Additional Shares or making proposals for the subscription of Discretionary Shares, shareholders or investors (as applicable) irrevocably and unconditionally accept that the courts and tribunals of the city of Madrid have exclusive jurisdiction over the resolution of any dispute that may arise in connection with the Offer and the Capital Increase.

The following table contains a summary of the main Offering statistics:

Subscription Price per New Share	€11
Estimated total number of New Shares being issued pursuant to the Offering ⁽¹⁾	35,868,988
Estimated total number of Ordinary Shares in issue immediately following Admission ⁽¹⁾	71,874,988
Estimated Net Proceeds receivable by the Company ⁽¹⁾⁽²⁾	€382,758,868

- (1) On the basis of a €394,558,868 Offering. The final number of New Shares to be issued in the Offering is expected to be determined and announced through the publication of a significant information announcement (*Hecho Relevante*) on 10 June 2015 once the Discretionary Shares Allocation Period is concluded.
- (2) The estimated net proceeds receivable by the Company are stated after the deduction of commissions and expenses payable by the Company in connection with the Offering of approximately €11,800,000 (on the basis of a €394,558,868 Offering). The Net Proceeds are expected to be determined and announced through the publication of a significant information announcement (*Hecho Relevante*) on 10 June 2015 once the Discretionary Shares Allocation Period is concluded.

4. Subscription Rights

Each Existing Share held of record as of 23:59 hours (Madrid, Spain time) on the Record Date (which, in accordance with the expected timetable, is expected to be 19 May 2015) (as reflected in the book-entry records maintained by Iberclear), other than treasury shares, will be allocated a Subscription Right to subscribe for New Shares. A Subscription Right will entitle the holder to subscribe for a New Share at the Subscription Price.

The Offering provides Eligible Shareholders with Subscription Rights to subscribe New Shares in order to, among other things, maintain their current level of ownership in us, if they so choose. The Subscription Rights are options to subscribe for the New Shares. The Subscription Rights may be sold, subject to applicable laws, to third parties, which are referred to as purchasers of Subscription Rights, and the Joint Global Coordinators and Joint Bookrunners could act as brokers, as well as any other entity authorized to do so. In accordance with Section 306.2 of the Spanish Capital Companies Act, the Subscription Rights will be freely transferable on the same terms as the New Shares for which they are exercisable and will be traded on the Spanish Stock Exchanges and through the SIBE (*Sistema de Interconexión Bursátil* or *Mercado Continuo*) of the Spanish Stock Exchanges.

The Company will accept subscriptions for whole New Shares only and will round down any subscription submitted for fractional New Shares to the nearest whole number of New Shares. The Company will not issue fractional New Shares or cash in lieu of fractional New Shares. Accordingly, holders of Subscription Rights will lose the value of any Subscription Rights held by them in excess of the highest multiple of rights that will entitle them to whole New Shares unless they sell such Subscription Rights. Holders of Subscription Rights must pay the Subscription Price for the full amount of New Shares for which they are subscribing. A holder of Subscription Rights that exercises all of its Subscription Rights may also subscribe at the Subscription Price for Additional Shares that are not subscribed for pursuant to the exercise of Subscription Rights. The Company will accept subscription for whole New Shares only. Subscription Rights may only be exercised through the Iberclear participants in Iberclear, in whose book-entry registry such Subscription Rights are registered, and holders must pay the Subscription Price for New Shares in euros.

Any holder of Subscription Rights may transfer the Subscription Rights to others. Application will be made to list the Subscription Rights on the Spanish Stock Exchanges and to have them quoted on the SIBE (*Sistema de Interconexión Bursátil* or *Mercado Continuo*) of the Spanish Stock Exchanges during the Pre-emptive Subscription Period. The Subscription Rights will not be eligible to trade on any other stock exchange. There is no established trading market for the Subscription Rights. The Company cannot assure holders of Subscription Rights that a market for such rights will develop, as to how long it will continue or at what prices the Subscription Rights will trade. Therefore, the Company cannot assure holders of Subscription Rights that they will be able to sell any of the Subscription Rights that they hold.

The Subscription Rights will expire at the close of business in Madrid, Spain on 3 June 2015. Subscription Rights that are not exercised during the Pre-emptive Subscription Period will expire and become worthless. No compensation will be awarded for Subscription Rights that have not been exercised. In the event that, after expiration of the Subscription Rights, there are New Shares that have not been subscribed for, either through the exercise of Subscription Rights or through subscription requests for Additional Shares by holders of Subscription Rights who exercised all of their Subscription Rights, the Company may allocate such unsubscribed New Shares at the Subscription Price to certain institutional investors who request to subscribe for such New Shares at the Subscription Price.

Value of the Subscription Rights

Based on the value of the Ordinary Shares prior to the Offering (€11.975 per Ordinary Share (the closing price of such shares on the Spanish Stock Exchanges on 13 May 2015)), the underlying theoretical value of the Subscription Rights for the New Shares would be €0.487, which is the result of applying the following formula:

$$\text{UVR} = \frac{(CP - SP) \times \text{PNS}}{\text{NNS}}$$

Where:

- UVR = underlying theoretical value of a Subscription Right
- CP = closing price of the Ordinary Shares on the Spanish Stock Exchanges on 13 May 2015
- SP = Subscription Price
- PNS = number of Ordinary Shares outstanding prior to the Offering
- NNS = maximum number of New Shares to be issued under the Offering

5. The New Shares

The New Shares to be issued will be created pursuant to the Spanish Companies Act and will rank *pari passu* in all respects with the existing Ordinary Shares, including as regards the right to vote and the right to receive all dividends and other distributions declared, made or paid on the Company's share capital after Admission. Each of the Ordinary Shares carries one vote at a meeting of the Company's shareholders. There are no restrictions on the voting rights of the Ordinary Shares.

The ISIN number assigned to the Ordinary Shares is ES0105026001. The New Shares will be assigned a provisional ISIN number which, upon Admission, will be replaced by the ISIN number of the Existing Shares. Immediately following Admission, the Ordinary Shares will be freely transferable under the By-Laws, but will be subject to the restrictions referred to in Sections 6.3 and 6.4 of Part XVII (*Additional Information*). The Ordinary Shares are represented in registered book-entry form and held through the clearance and settlement system managed by Iberclear.

The Offering of New Shares and the holding of Ordinary Shares by investors may be affected by the law or regulatory requirements of the relevant jurisdiction, which may include restrictions on the free transferability of such Ordinary Shares. Investors should consult their own advisors prior to an investment in the Ordinary Shares.

Application will be made to list the New Shares on the Spanish Stock Exchanges and to have them quoted on the SIBE (*Sistema de Interconexión Bursátil* or *Mercado Continuo*) of the Spanish Stock Exchanges. The Company expects the New Shares to be listed and quoted on the Spanish Stock Exchanges on or about 10 June 2015.

For an expected timetable of the Offering, please refer to Part III (*Expected Timetable*).

6. Subscription Periods

Notice

The Company expects to announce the Offering's commencement on 19 May 2015 in the BORME and the Spanish Stock Exchanges Official Gazette. The Company will communicate significant developments in the Offering via a significant information announcement (*Hecho Relevante*) through the CNMV website in accordance with Spanish law. Information will also be made available on the Company's website (www.axiare.es).

Record Date and time

Eligible Shareholders, i.e. Shareholders at 23:59 hours (Madrid time) on the date on which the Company announces the Capital Increase in the BORME (the "**Record Date**") or purchasers of Existing Shares as of

that date which, in accordance with the envisaged timetable, is expected to be on 19 May 2015, will be entitled to Subscription Rights. These Eligible Shareholders will be allocated one right for each Ordinary Share owned.

Procedures for the subscription of the New Shares

The Company has established a three-stage procedure for the subscription of the New Shares:

(i) Pre-emptive Subscription Period

To exercise Subscription Rights, Eligible Shareholders and purchasers of Subscription Rights during the Pre-emptive Subscription Period should contact the Iberclear member in whose register their securities are registered, indicating: their intention to exercise some or all of their Subscription Rights; their bank account number and securities account number; and if they have elected to exercise their Subscription Rights in full, whether they request additional New Shares in the additional allocation period and, if so, specifying the number (see “*Additional Shares Allocation Period*”).

In accordance with the envisaged timetable, the Pre-emptive Subscription Period will commence on the day immediately following the date on which the Company announces the Offering in the BORME and will end on and include the date falling on the 15th calendar day thereafter. The Pre-emptive Subscription Period is expected to commence on 20 May 2015 and end on, and include, 3 June 2015. Subscription Rights may be traded during the AQS Trading Day in between such dates (i.e. the first AQS Trading Day will be on 20 May 2015 and the last AQS Trading Day will be on 3 June 2015). The Pre-emptive Subscription Period cannot be extended.

During the Pre-emptive Subscription Period, holders of Subscription Rights may exercise or sell their Subscription Rights, in whole or in part, and those that have exercised all of their Subscription Rights may request to subscribe for Additional Shares at the Subscription Price in the event that, at the expiration of the Pre-emptive Subscription Period, there exist Surplus Shares. There is no limit on the number of Additional Shares that a holder of Subscription Rights may request.

If a holder of Subscription Rights does not hold shares directly through an Iberclear participant but through a securities intermediary, such holder of Subscription Rights will need to have such securities intermediary act for it if it wishes to exercise or sell its rights. In such case, such holder of Subscription Rights should contact the securities intermediary through which it holds the shares and instruct that intermediary as to the exercise or sale of the Subscription Rights associated with its shares in such format and by such time as such intermediary may request. The Company is not responsible for any failure of such intermediaries to properly carry out its instructions of such holder of Subscription Rights.

The exercise of Subscription Rights is firm, irrevocable and unconditional and may not be canceled or modified (except as provided in Section 10 and the last paragraph of Section 7 below). Requests for Additional Shares must be made for a particular amount and will be deemed to be made on a firm, irrevocable and unconditional basis (except as provided in Section 10 and the last paragraph of Section 7 below), even though they may not be met in their entirety by application of the rules for allocation of the Surplus Shares described in “*Additional Shares Allocation Period*” below.

Concurrently with the exercise of Subscription Rights (i.e., at the time of making the subscription order), holders of Subscription Rights must ensure deliver full payment of the Subscription Price to the Iberclear participant through which they place their subscription order.

The Subscription Rights will expire at the close of business in Madrid, Spain on 3 June 2015. Subscription Rights that at such time are not exercised as described above will expire without any payment to the holders of these unexercised Subscription Rights. Holders of Subscription Rights should carefully consider whether or not to exercise or sell their Subscription Rights before they expire.

The Company may declare the Capital Increase completed at any time after the expiration of the Pre-emptive Subscription Period if the New Shares have been fully subscribed.

(ii) Additional Shares Allocation Period

In the event that, at the expiration of the Pre-emptive Subscription Period, there are Surplus Shares, such Surplus Shares will be allocated to the holders of Subscription Rights who have requested Additional Shares as described below during the Additional Shares Allocation Period, beginning on the fourth AQS Trading Day

following the date of expiration of the Pre-emptive Subscription Period and ending at the time of the delivery of the Agent's Notice (as defined below). The Additional Shares Allocation Period is expected to begin on 9 June 2015.

On the fourth AQS Trading Day following the date of expiration of the Pre-emptive Subscription Period, Banco Santander, S.A., acting as agent (the "**Agent Bank**"), will determine the number of Surplus Shares, if any, and will allocate such shares to the holders of Subscription Rights that (i) have exercised all their Subscription Rights registered at the Iberclear participant through which the Subscription Rights are exercised and (ii) have requested Additional Shares during the Pre-emptive Subscription Period. If the number of Additional Shares requested exceeds the number of Surplus Shares, such allocation will be effected in accordance with the following rules:

- Surplus Shares will be allocated pro rata in proportion to the number of Additional Shares requested, using for such purpose the percentage that the Additional Shares requested by each subscriber represents in respect of the total number of Additional Shares requested. The percentages to be used for the purposes of proportional allocation will be rounded down to eight decimals (for example, 0.0000078974 will become 0.00000789).
- As a general rule, if fractional shares result from the allocation, the number will be rounded down to the nearest whole number such that the result is a whole number of Additional Shares for allocation to each subscriber.
- In the event that, after the provisions of the foregoing paragraphs have been applied, there are Surplus Shares that have not been allocated as a result of the rounding, such Surplus Shares will be distributed one by one, in the order of greater to lesser amount of the request for Additional Shares, and if the amounts are the same, in the alphabetical order of the Shareholders of Record and Investors who requested Additional Shares according to the first position (and if the same, the following position or positions) in the box "Names and Surnames or Corporate Name," whatever the content thereof, that appears on the information provided by the Iberclear participants, starting with the letter "A"

The Agent Bank shall notify the Iberclear participants through which the respective requests for Additional Shares were made of the number of Surplus Shares allocated to the holders of Subscription Rights who made such requests during the course of the fourth AQS Trading Day following the date of expiration of the Pre-emptive Subscription Period. Such communication from the Agent Bank to the Iberclear participants is expected to be made on 9 June 2015.

Except as provided below in Section 10, subscriptions for New Shares or requests to subscribe for Additional Shares made during the Pre-emptive Subscription Period, may not be revoked, even if a force majeure event among those contemplated Section 11.1 of Part XVII (*Additional Information*).

Holders of Subscription Rights must ensure delivery of full payment of the Subscription Price for each New Share allocated during the Additional Shares Allocation Period not later than 8:00 hours (Madrid, Spain) of the fifth AQS Trading Day following the expiration of the Pre-emptive Subscription Period. In each case, payment shall be made through the Iberclear participants to whom requests for Additional Shares were made. The requests for Additional Shares that are not paid for as described above shall be deemed not to have been made. Iberclear participants may request that subscribers advance the Subscription Price of the requested Additional Shares at the time such subscriber requests such Additional Shares.

(iii) Discretionary Shares Allocation Period

In the event that the New Shares subscribed for during the Pre-emptive Subscription Period, together with the Additional Shares requested by the subscribers, are not sufficient to cover all of the New Shares contemplated in this Offering (such difference being referred to herein as the "**Discretionary Shares**"), the Agent Bank shall no later than 17:00 hours (Madrid, Spain time) on the fourth AQS Trading Day following the end of the Pre-emptive Subscription Period, give notice thereof to the Company and to the Joint Global Coordinators and Joint Bookrunners setting forth the number of Discretionary Shares, if any, or confirming that all New Shares have been subscribed during the Pre-emptive Subscription Period or allocated during the Additional Shares Allocation Period (the "**Agent's Notice**"). If there are Discretionary Shares unless otherwise determined by the Joint Global Coordinators and Joint Bookrunners following consultation with the Company, there will thereafter promptly begin a period for allocation of the Discretionary Shares. Such period is expected to start

at 17:35 hours (Madrid, Spain time) on the fourth AQS Trading Day following the end of the Pre-emptive Subscription Period and end no later than 8:00 hours on the fifth AQS Trading Day (which is expected to be on 10 June 2015) (the “**Discretionary Shares Allocation Period**”). If the Discretionary Shares Allocation Period is commenced, the Company will report such commencement as a significant information announcement (*Hecho Relevante*) to the CNMV on the date on which the Discretionary Shares Allocation Period commences. The Company may jointly decide with the Joint Global Coordinators and Joint Bookrunners to shorten the Discretionary Shares Allocation Period at any time if all the New Shares have been subscribed for.

During the Discretionary Shares Allocation Period, and subject to compliance with applicable laws, the Joint Global Coordinators and Joint Bookrunners have agreed to solicit proposals for subscription of Discretionary Shares from investors who are Qualified Investors.

The subscription proposals from such Qualified Investors must be firm, irrevocable and unconditional (other than as described in Section 10 below) and must include the number of Discretionary Shares that such investor is willing to subscribe for at the Subscription Price. Subscription proposals made during the Discretionary Shares Allocation Period may not be revoked except if the Placing Agreement is terminated, in which case subscription proposals, if any, submitted by Qualified Investors will be deemed revoked and terminated; provided, however, that the Joint Global Coordinators and Joint Bookrunners will promptly provide to the Company the contact details of such Qualified Investors, in case such qualified investors wish to place subscription proposals for New Shares notwithstanding the termination of the Placing Agreement.

The Joint Global Coordinators and Joint Bookrunners shall communicate, on behalf of the Qualified Investors from which it receives proposals for subscription of Discretionary Shares, the aggregate amount of such proposals to the Company by the time indicated by the Company.

The Company, after consulting with the Joint Global Coordinators and Joint Bookrunners, will analyze the proposals received during the Discretionary Shares Allocation Period, applying investment quality and stability criteria, and may reject or accept, in whole or in part, at its discretion, any requests to subscribe for Discretionary Shares received during the Discretionary Shares Allocation Period.

The Company will communicate the final allocation of the Discretionary Shares to the Agent Bank no later than 8:00 hours (Madrid, Spain time) on the last day of the Discretionary Shares Allocation Period, if any. The Agent Bank, in turn, will communicate such allocation to the Joint Global Coordinators and Joint Bookrunners.

The Company and the Joint Global Coordinators and Joint Bookrunners may jointly agree to terminate the Discretionary Shares Allocation Period at any time prior to its expiration if the New Shares have been fully subscribed.

7. Communications from the Iberclear Participants to the Agent Bank

Each Iberclear participant shall, no later than 20:00 hours (Madrid, Spain time) on each day during the Pre-emptive Subscription Period, give notice to the Agent Bank, by e-mail or by fax, of the total number of subscriptions for New Shares effected at such Iberclear participant and, separately, the total number of requests for subscription of Additional Shares submitted thereto, in all cases in aggregate terms since the commencement of the Pre-emptive Subscription Period.

Each Iberclear participant shall forward to the Agent Bank the electronic files containing the information on the New Shares subscribed for during the Pre-emptive Subscription Period and on the Additional Shares requested, not later than 11:00 hours (Madrid, Spain time) on the fourth AQS Trading Day after the expiration of the Pre-emptive Subscription Period.

The Agent Bank may reject communications from the Iberclear participants that have been transmitted on a date or at a time later than indicated above, or communications that do not comply with any one or more of the requirements or instructions applicable to such communications or by applicable law, without itself incurring or causing the Company to incur any liability therefor, and without prejudice to the liability that the infringing participant may incur to the makers of the orders timely placed with such participant.

8. Minimum and/or Maximum Amount of the Request

The number of New Shares that may during the Pre-emptive Subscription Period be subscribed for by the holders of Subscription Rights will result from the application of the ratio stated in Section 4 above (i.e., one New Share per one Subscription Right, with one Subscription Right attaching to each existing Ordinary Share of the Company).

Following are the calculations made to determine such ratio:

Existing Ordinary Shares	36,006,000
Treasury shares ⁽¹⁾	137,012
Existing Ordinary Shares with Subscription Rights.	35,868,988
New Shares	35,868,988
New Shares / Existing Ordinary Shares with Subscription Rights	1

- (1) As of the date of this Prospectus, the Company holds 137,012 treasury shares, which represent 0.381% of the share capital of the Company. Pursuant to the provisions of Section 148 of the Spanish Companies Act (*Ley de Sociedades de Capital*), the Subscription Rights attributable to treasury shares will be allocated proportionally to the rest of the existing Ordinary Shares. For purposes of not altering the ratio of Subscription Rights required to subscribe New Shares, the Company has undertaken to maintain the same number of treasury shares as from the date of this Prospectus until 23:59 (Madrid, Spain time) of the date of publication of the announcement of the Capital Increase in the Official Bulletin of the Commercial Registry.

Subscribers for New Shares that have made the corresponding request for Additional Shares during the Pre-emptive Subscription Period may subscribe for Additional Shares upon the terms set forth in “Additional Shares Allocation Period” in Section 6 above. The actual maximum number of Additional Shares that may be subscribed for by such subscribers will depend upon the number of Surplus Shares and upon the rules for allocation of Surplus Shares described in “*Additional Shares Allocation Period*” in Section 6 above.

During the Discretionary Shares Allocation Period, there will be no minimum or maximum number required in respect of the subscription proposals by the qualified investors involved.

9. Possible Reduction of Subscriptions and the Return of Excess Sums

The actual maximum number of Additional Shares that may be subscribed for by each holder of Subscription Rights will depend upon the number of Surplus Shares and upon the rules for allocation of Surplus Shares described “*Additional Shares Allocation Period*” in Section 6 above.

As set forth in greater detail in “*New Shares Allocated During the Additional Shares Allocation Period*” in Section 12 below, the Iberclear participants may request that the subscribers advance the Subscription Price of the Additional Shares to which the subscription proposal refers. If the number of Additional Shares finally allocated to each petitioner is less than the number of Additional Shares requested by such petitioner, the Iberclear participant will be required to return promptly to such petitioner, without deduction of any expenses and fees, the non-allocated excess, in accordance with the procedures applicable to such Iberclear participants. No interest will be paid on the funds returned pursuant to the previous sentence.

10. Irrevocable Subscription Requests

The exercise of rights for New Shares during the Pre-emptive Subscription Period and the requests for Additional Shares during the Additional Shares Allocation Period will be deemed to be firm subscription orders and will therefore be irrevocable (except as provided in the last paragraph of Section 7 above and in the next paragraph); provided, however, that the requests for Additional Shares may not be satisfied in full under the rules for allocation of Surplus Shares described in “*Additional Shares Allocation Period*” in Section 6 above.

Notwithstanding the above, if this Prospectus were to be supplemented by a prospectus supplement pursuant to Section 40.1.f of Royal Decree 1310/2005, of November 4, 2005, upon the occurrence of any of the events set forth in Section 22 thereof, subscriptions for New Shares and requests for Additional Shares made prior to the publication of such prospectus supplement may be revoked during a period which extension shall be fixed by the Company in the relevant prospectus supplement and shall not have less than two AQS Trading Days following the publication of such prospectus supplement.

In addition, the proposals to subscribe for Discretionary Shares will likewise be firm, irrevocable and unconditional, except if the Placing Agreement is terminated. In such case, subscription proposals for Discretionary Shares, if any, submitted by Qualified Investors will be deemed revoked and terminated;

provided, however, that the Joint Global Coordinators and Joint Bookrunners will promptly provide to the Company the contact details of such Qualified Investors, in case such Qualified Investors wish to place subscription proposals for New Shares notwithstanding the termination of the Placing Agreement.

11. Public Announcement

The Company will publicly announce as a significant information announcement (*Hecho Relevante*) filed with the CNMV (i) after the Additional Shares Allocation Period, the number of New Shares subscribed during the Pre-emptive Subscription Period and the number of Additional Shares finally allocated, indicating whether the Additional Shares requested exceeded the number of Surplus Shares and, if not, whether the Discretionary Shares Allocation Period will be opened; and (ii) after the Discretionary Shares Allocation Period, if such period is commenced, the result of the Offer, including the number of New Shares subscribed or allocated during the Pre-emptive Subscription Period, the Additional Shares Allocation Period and the Discretionary Shares Allocation Period and declaring the Capital Increase closed and completed.

12. Method and Time Periods for Payment and Delivery

New Shares Subscribed for During the Pre-emptive Subscription Period

Full payment of the Subscription Price for each New Share subscribed for during the Pre-emptive Subscription Period must be made by the subscribers upon subscription for the New Shares to the Iberclear participants through which they have placed their subscription orders. Applications for New Shares in exercise of Subscription Rights for which payment is not received in accordance with the foregoing shall be deemed not to have been made.

The Iberclear participant through which orders for the subscription of New Shares in exercise of Subscription Rights have been placed shall pay in same day funds to the Agent Bank the amounts payable with respect to such rights not later than 8:00 hours (Madrid, Spain time) on the fifth AQS Trading Day following the expiration of the Pre-emptive Subscription Period.

If any of the Iberclear participants that have paid the amounts corresponding to such subscriptions fails to report to the Agent Bank the list of subscribers upon the terms set forth in this Prospectus, the Agent Bank shall allocate the New Shares to the Iberclear participant in question without the Agent Bank or the Company incurring any liability therefor and without prejudice to the liability that the infringing Iberclear participant may incur to the makers of the orders for subscription for New Shares timely placed with such Iberclear participant.

New Shares Allocated During the Additional Shares Allocation Period

Full payment of the Subscription Price for each New Share allocated during the Additional Shares Allocation Period shall be made by the holders of Subscription Rights who have subscribed for such shares not later than 8:00 hours (Madrid, Spain time) on the fifth AQS Trading Day following the expiration of the Pre-emptive Subscription Period. In each case payment shall be made through the Iberclear participants through which orders to subscribe for Additional Shares were placed. Any requests for Additional Shares that are not paid for as described above shall be deemed not to have been made.

Iberclear participants may request that subscribers advance the Subscription Price of the requested Additional Shares at the time such subscriber requests such Additional Shares.

If the number of Additional Shares finally allocated to each petitioner is less than the number of Additional Shares requested by such petitioner, the Iberclear participant will be required to return promptly to such petitioner, without reduction of any expenses and fees, the non-allocated excess, in accordance with the procedures applicable to such Iberclear participant. No interest will be paid on the funds returned to such petitioner pursuant to the previous sentence.

The Iberclear participant to whom requests for Additional Shares were made shall pay in same day funds to the Agent Bank the amounts payable therefor not later than 8:00 hours (Madrid, Spain time) on the fifth AQS Trading Day following the expiration of the Pre-emptive Subscription Period.

If any of the Iberclear participants that have paid the amounts corresponding to such subscriptions fails to report to the Agent Bank the list of subscribers upon the terms set forth in this Prospectus, the Agent Bank shall allocate such Additional Shares to the Iberclear participant in question, without the Agent Bank or the

Company incurring any liability therefor and without prejudice to the liability that the infringing Iberclear participant may incur to the makers of the orders for subscription of New Shares timely placed with such Iberclear participant.

New Shares Subscribed for During the Discretionary Shares Allocation Period

Full payment of the Subscription Price of each Discretionary Share subscribed for during the Discretionary Shares Allocation Period shall be made by subscribers who have subscribed for such shares no later than the Settlement Date (as defined below).

The Joint Global Coordinators and Joint Bookrunners may require subscribers who make subscription requests during the Discretionary Shares Allocation Period to provide funds to guarantee full payment for the Discretionary Shares to be allocated to them. If the subscription request is rejected, the Joint Global Coordinators and Joint Bookrunners will be required to return promptly to such subscriber the funds corresponding to the non-allocated amount. For subscription requests where only a portion is allocated, the funds will be returned only for the non-allocated portion. No interest will be paid on the funds returned pursuant to the preceding sentence.

For operational reasons only, in order to facilitate the admission of the New Shares to trading in the Spanish Stock Exchanges as soon as possible, prior to the execution and registration of the notarial deed evidencing the Capital Increase and not later than 09:00 hours (Madrid, Spain time), on the fifth AQS Trading Day after the expiration of the Pre-emptive Subscription Period, the JB Capital Markets Sociedad de Valores, S.A.U. acting through a third party banking entity (the “**Prefunding Bank**”) has agreed to subscribe for and pre-fund payment for the Discretionary Shares allocated during the Discretionary Shares Allocation Period (the “**Pre-financing Shares**”), on behalf of the final Qualified Investors who subscribed for such shares.

The payment with respect to the Pre-financing Shares, shall be made in same day funds by means of wire transfer into the account opened by the Company with the Agent Bank.

13. Delivery and Admission to Trading in Spain of the New Shares

Each subscriber of the New Shares will be entitled to obtain from the Iberclear participant through which it has processed its subscription a signed copy of the subscription bulletin with the content required by Section 309 of the Spanish Companies Act (*Ley de Sociedades de Capital*), within a maximum period of one week from submission of the request for subscription.

Once the New Shares subscribed for have been fully paid in and the certificate evidencing the deposit of the funds in the account kept by the Company with the Agent Bank has been issued, the Capital Increase will be declared completed and subscribed for and the corresponding notarial deed evidencing the Capital Increase will be executed before a Notary Public for subsequent registration thereof with the relevant Commercial Registry. Immediately following such registration, the notarial deed evidencing the Capital Increase will be delivered to the CNMV, Iberclear and the Spanish Stock Exchanges.

The New Shares shall be recorded in Iberclear’s central registry after the Capital Increase has been registered with the Commercial Registry.

It is expected that the New Shares will be admitted to trading on the Spanish Stock Exchanges, through the Automated Quotation System, on 10 June 2015, and that trading of the New Shares will commence on 11 June 2015.

On the same day of registration with the central registry maintained by Iberclear, the Iberclear participants will make the corresponding entries in their book-entry registries in favor of the subscribers that have subscribed for New Shares.

The new Shareholders will be entitled to obtain from the Iberclear participants with whom the New Shares are registered the validation certificates corresponding to such shares, pursuant to the provisions of Spanish Royal Decree 116/1992, of February 14, 1992. The Iberclear participants shall issue such validation certificates before the end of the AQS Trading Day following the day on which such certificates were requested by the subscribers.

With respect to New Shares allocated during the Discretionary Shares Allocation Period, Iberclear shall assign to the Joint Global Coordinators and Joint Bookrunners a temporary registration number for the Pre-financing Shares.

Immediately after the assignment of the temporary registration numbers, the Pre-financing Shares will be transferred to the investors who subscribed for such shares through the execution of a Special Transaction (the “**Special Transaction**”). It is expected that the Special Transaction will take place on 10 June 2015.

The Special Transaction, if any, shall be settled between the date of delivery to Iberclear of the notarial deed evidencing the Capital Increase and the third AQS Trading Day following the date on which it takes place (hereinafter, the “**Settlement Date**”). Therefore, if the Special Transaction is carried out on 10 June 2015, the Settlement Date will be 15 June 2015.

14. Restrictions on Participation in the Offer by certain Shareholders and Investors

The Offer is only addressed to persons to whom it may lawfully be made. The distribution of this Prospectus, the exercise of any of the Subscription Rights and the allocation of the New Shares as to which Subscription Rights have not been exercised may be restricted by law. Persons into whose possession this Prospectus comes or who wishes to exercise any of the Subscription Rights or subscribe for any New Shares must inform themselves about and observe any such restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction. Due to the restrictions under the securities laws of certain countries, shareholders and investors resident in such countries may not exercise Subscription Rights or subscribe for New Shares.

15. The APP

The Joint Global Coordinators and Joint Bookrunners have been mandated, with the prior approval of the Company, by Pei Valor, S.à r.l (direct shareholder of the interest in the Company’s share capital indirectly controlled by Perry Partners International, Inc.) as selling shareholder (the “**Selling Shareholder**”), to use their reasonable efforts to carry out a private placement among Qualified Investors through an accelerated bookbuilding process to be conducted after the registration of this Prospectus and prior to the Record Date (the “**APP**”) up to 3,500,000 existing Ordinary Shares of the Company (representing approximately 9.721% of the Ordinary Shares outstanding on the date of registration of this Prospectus) (the “**APP Shares**”).

It is expected that the APP takes place in no more than one day and that the APP Shares will be allocated on the first business day following the registration of this Prospectus and prior to the Record Date of the Offering so that purchasers of the APP Shares in the APP are credited with Subscription Rights on the Record Date of the Offering and will be able participate in the Offering executing their relevant Subscription Rights. The APP is not conditional on completion of the Offering or the Capital Increase.

The final number of APP Shares to be sold by the Selling Shareholder and the purchase price will be determined once the aforementioned accelerated bookbuilding process is finished through the execution, if applicable, of the corresponding pricing agreement, and will be communicated through the publication of the appropriate significant information announcement (*Hecho Relevante*), which is expected to take place the business day following the registration of this Prospectus.

The APP is expected to broaden the Company’s shareholder base, increasing the liquidity of its Ordinary Shares, which is important for the orderly formation of share prices in the market.

The Selling Shareholder has undertaken vis à vis the Company and the Joint Global Coordinators and Joint Global Bookrunners to exercise all of the Subscription Rights corresponding to the Ordinary Shares that it will hold after the APP and subscribe all of the New Shares that may correspond to it in the Right Offering.

The Company is not aware of any undertaking by any other significant shareholder of the Company to subscribe for New Shares.

The Company will not receive any of the proceeds from the sales of the APP Shares by the Selling Shareholder.

See Part III (*Expected Timetable*) for certain important dates relating to the APP.

16. Placing Agreement

A placing agreement will be entered into between the Company and the Joint Global Coordinators and Joint Bookrunners on or around the date of registration of this Prospectus with the CNMV (the “**Placing Agreement**”).

Subject to the terms and conditions set forth in the Placing Agreement, the Joint Global Coordinators and Joint Bookrunners, in connection with the Offering, (i) agree to use their reasonable efforts to find subscribers for any such Discretionary Allocation Shares at the Subscription Price, and (ii) during the Pre-emptive Subscription Period, the Additional Shares Allocation Period and the Discretionary Shares Allocation Period, may promote the subscription of New Shares.

For avoidance of doubts, such Qualified Investors to whom the Company may allocate Discretionary Shares are persons who have the status of (i) QIBs (ii) qualified investors in Spain, as defined in Section 39 of Royal Decree 1310/2005 of November 4, 2005, and (iii) qualified investors resident in jurisdictions outside of Spain and outside of the United States such that according to the regulations of any such jurisdiction, the offer and sale of the Discretionary Shares do not require registration or approval.

The allocation of New Shares to QIBs in the United States will occur in reliance on the exemption from the registration requirements of the U.S. Securities Act provided by Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The allocation of New Shares to qualified investors in Spain and elsewhere outside of the United States will occur in reliance on Regulation S under the U.S. Securities Act.

Estimated fees and expenses

In consideration for the services of the Joint Global Coordinators and Joint Bookrunners in connection with the Placing, and provided the Placing Agreement become wholly unconditional and is not terminated in accordance with its terms, the Company shall pay to the Joint Global Coordinators and Joint Bookrunners a placing commission equal to 1.8 per cent of the Gross Proceeds of the Capital Increase. In addition, subject to the precedent conditions of the Placing Agreement having been satisfied and such Placing Agreement having not been terminated, the Company may in its sole discretion elect to pay to the Joint Global Coordinators and Joint Bookrunners a discretionary commission up to 0.75 per cent. of the Gross Proceeds of the Capital Increase within the following 30 days after the Settlement Date.

The Company will also agree to pay the fees, costs and expenses of the Joint Global Coordinators and Joint Bookrunners in connection with or incidental to the Offering.

Representations, warranties and indemnity

Under the Placing Agreement, the Company will give certain representations and warranties. The Company will give an indemnity to the Joint Global Coordinators and Joint Bookrunners concerning, amongst other things, the accuracy of the information contained in this Prospectus.

Lock-up

The Company will agree under the Placing Agreement that, without the prior written consent of the Joint Global Coordinators and Joint Bookrunners, which consent shall not be unreasonably withheld or delayed, it will not, during the period commencing on the date on which the Placing Agreement is signed and ending 180 days following Admission: (i) directly or indirectly, issue, offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of any Ordinary Shares or any securities convertible into or exercisable or exchangeable for Ordinary Shares or file any registration statement under the U.S. Securities Act with respect to any of the foregoing; or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of the Ordinary Shares, whether any such swap or transaction described in sub-clause (i) or (ii) above is to be settled by delivery of Ordinary Shares or any securities convertible into or exercisable or exchangeable for Ordinary Shares, in cash or otherwise; provided however, the foregoing restrictions shall not apply to the issue of Ordinary Shares pursuant to the Offering.

Mr. Luis Alfonso López de Herrera Oria has also agreed, in a separate undertaking letter to be delivered as condition precedent to the obligations under the Placing Agreement, that it will be subject to a “lock-up” undertaking (subject to certain exceptions) during a period commencing on the date of the Placing Agreement and ending 180 days following Admission.

Subscription and payment of the Pre-financing Shares

In order to expedite the registration and listing of the New Shares, it is expected that the Prefunding Bank, in its capacity as Prefunding Bank, will subscribe and pay for the Pre-financing Shares, acting in its own name and in the name and on behalf of the other Joint Global Coordinator and Joint Bookrunner, and each of them in the name and on behalf of the final subscribers. Payment for these shares by the Prefunding Bank is expected to be made to the Company in the Company's account with the Agent Bank and these Ordinary Shares will come into existence once registered at the Commercial Registry of Madrid and recorded in book-entry form with Iberclear. These shares will be delivered to the Prefunding Bank, acting in the name and on behalf of the final subscribers, following their registration and receipt of evidence thereof by Iberclear on the Subscription Date, as applicable. Payment by final investors to the Prefunding Bank shall be made no later than the third Madrid AQS Trading Day after the Subscription Date, as applicable, against delivery of the shares to final subscribers, which is expected to take place on or about 10 June 2015 for the New Shares.

Termination of the Placing Agreement

The Joint Global Coordinators and Joint Bookrunners may, acting together, in the absolute discretion, terminate the Placing Agreement, by notice to the Company, at any time at or prior to the time of registration of the notarial deed of the capital increase relating to the Offering with the relevant Commercial Registry of Madrid, if there shall have occurred since the time of execution of the Placing Agreement, any of the following: (i) there has been a breach by the Company of any of the representations or warranties contained in this Placing Agreement or any of the representations and warranties of the Company contained in this Placing Agreement is not, or has ceased to be true and correct, or a material breach by the Company of any of the undertakings contained in this Agreement has occurred; (ii) the CNMV or any other relevant authority suspends or revokes any necessary approval for the Capital Increase or the Offering; (iii) there has been a Material Adverse Change, the effect of which change or development is, in the judgment of the Joint Global Coordinators and Joint Bookrunners, so material and adverse as to make it impracticable or inadvisable to proceed with the Offering or the delivery of the New Shares on the terms and in the manner contemplated in the Prospectus; (iv) there has been a suspension of trading of the Ordinary Shares on the Spanish Stock Exchanges either (a) lasting more than twenty four (24) consecutive hours, if taking place within the first thirteen (13) calendar days of the Pre-emptive Subscription Period, or (b) lasting more than four (4) consecutive hours, if taking place from the second-to-last calendar day of the Pre-emptive Subscription Period to the Subscription Date, in each case the effect of which suspension, in the good faith judgment of any of the Joint Global Coordinators and Joint Bookrunners, makes it impractical or inadvisable to proceed with the Offering or the delivery of the New Shares on the terms and in the manner contemplated in this Placing Agreement and this Prospectus; (v) there has been any moratorium on or suspension of commercial banking activities shall have been declared by competent authorities in the European Union, Spain, the United Kingdom, the United States or the State of New York, or a material disruption in commercial banking activities, securities settlement, payment or clearance services in the European Union, Spain, the United Kingdom, the United States or the State of New York; or (vi) there has occurred: (a) a suspension or material limitation in trading in securities generally on any of the Spanish Stock Exchanges, the London Stock Exchange or the New York Stock Exchange; (b) any change or any development involving a prospective change in the national or international financial, political or economic conditions, any financial markets or any currency exchange rates or controls; (c) an outbreak or escalation of hostilities or acts of terrorism or a declaration of a national emergency or war or martial law, or (d) any other calamity, crisis or event, if the effect of any such event under (iii) and (vi) above, individually or together with any other such event, in the judgment of the Joint Global Coordinators and Joint Bookrunners, is so material and adverse as to make it impracticable or inadvisable to proceed with the Offering or the delivery of the New Shares on the terms and in the manner contemplated in the Prospectus.

“Material Adverse Change” means: (a) any material adverse change, or any development reasonably likely to involve a material adverse change, in the condition (financial, operational, legal or otherwise) or in the earnings, management, business affairs, solvency or prospects of the Company; any development reasonably likely to adversely affect the ability of the Company to become, be or remain a SOCIMI, whether or not arising in the ordinary course of business; or a Key Person Event.

“Key Person Event” means, in relation to Mr. Luis Alfonso López de Herrera-Oria, an event wherein he: (a) dies or is seriously incapacitated by reason of ill health or accident; (b) becomes bankrupt, has an interim receiving order made against him, makes any arrangement or compounds with his creditors generally or applies to the court for an interim order in connection with a voluntary arrangement or enters into any

analogous or similar procedure in any jurisdiction; (c) is charged with, or convicted of, an offence under any statutory enactment or regulation other than an offence under any road traffic legislation in Spain for which a fine or non-custodial penalty is imposed; or (d) is subject to any sanction, suspension or disqualification by any regulatory body under any applicable fitness and probity regime that has a negative effect on the ability of Mr. Luis Alfonso López de Herrera-Oria to perform his obligations towards the Company.

In addition, the Placing Agreement is subject to certain customary conditions precedent.

As mentioned above, the Placing Agreement may be terminated by the Joint Global Coordinators and Joint Bookrunners if there has been a breach by the Company of any of the representations or warranties contained in the Placing Agreement or any of the representations and warranties of the Company contained in the Placing Agreement is not, or has ceased to be true and correct or a breach by the Company of any of the undertakings contained in the Placing Agreement has occurred.

If the Placing Agreement is terminated prior to publication of the official notice of the Capital Increase in the BORME, the Company may decide either to (i) cancel the Capital Increase or (ii) continue with the Capital Increase. In each case, the Company will make public the applicable decision by filing a significant information announcement (*Hecho Relevante*) with the CNMV and will file a supplement to the Prospectus with the CNMV. If it is terminated after 8.00 a.m. (Madrid time) on the Record Date, any subscriptions for Discretionary Allocation Shares by Investors or by the Joint Global Coordinators and Joint Bookrunners, as the case may be, will be revoked, terminated and without effect. In the event the aggregate number of New Shares acquired by Shareholders of Record and Investors during the Pre-emptive Subscription Period and the Additional Subscription Period is less than the aggregate number of New Shares comprising the Capital Increase, the Company will declare the subscription incomplete and the share capital of the Company will be increased only in the amount of the total aggregate subscriptions made during the Pre-emptive Subscription Period and the Additional Subscription Period.

Governing law and jurisdiction

The Placing Agreement and any non-contractual obligations arising out of or in connection with them shall be governed by and construed in accordance with Spanish law.

The courts of the city of Madrid are to have exclusive jurisdiction to settle any disputes (including claims for set-off and counter-claims) in connection with the Placing Agreement.

17. Lock-Ups

The Company will agree under the Placing Agreement that, without the prior written consent of the Joint Global Coordinators and Joint Bookrunners, which shall not be unreasonably withheld or delayed, it will not, during the period commencing on the date on which the Placing Agreement is signed and ending 180 days following Admission: (i) directly or indirectly, issue, offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of any Ordinary Shares or any securities convertible into or exercisable or exchangeable for Ordinary Shares or file any registration statement under the U.S. Securities Act with respect to any of the foregoing; or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of the Ordinary Shares, whether any such swap or transaction described in sub-clause (i) or (ii) above is to be settled by delivery of Ordinary Shares or any securities convertible into or exercisable or exchangeable for Ordinary Shares, in cash or otherwise; provided however, the foregoing restrictions shall not apply to the issue of Ordinary Shares pursuant to the Offering or the performance of the obligations under the liquidity agreement that the Company may have in place.

In addition, each member of the Management Team has agreed, with respect only to Incentive Shares, under its respective employment or services agreement with the Company that, subject to the exceptions referred to below, such member of the Management Team shall not dispose of any Incentive Shares prior to the first anniversary of the date on which such Incentive Shares were delivered to, or subscribed or acquired by, such member of the Management Team. The lock-up shall not apply: (i) to a disposal of Incentive Shares effected to fund the payment or discharge by any member of the Management Team of any tax liability arising in connection with any acquisition of Incentive Shares by such member of the Management Team; (ii) to a disposal of Incentive Shares in connection with a takeover or sale of the Company that is recommended by the

Board or if any member of the Management Team is required by law to dispose of such Incentive Shares; or (iii) to a disposal of Incentive Shares by any member of the Management Team following the termination of the employment or services agreement (as applicable) with such member of the Management Team by the Company (save in the case when the Company has elected to terminate such agreement for cause); provided, however, that:

- (i) in any event, subject to paragraph (ii) below, the members of the Management Team may not, within the same year, dispose of Incentive Shares representing more than 2% of the total Ordinary Shares outstanding of the Company as of the date of Admission; therefore, certain Incentive Shares delivered to the Management Team may be subject to a lock-up longer than one year if the Management Team receives in any year of the Vesting Period more than 2% of the total shares outstanding of the Company as of the date of Admission, in which case, the lock-up affecting the Incentive Shares in excess of such 2% will be carried forward to subsequent years; provided that Incentive Shares that have been disposed of pursuant to any of the exceptions to the lock-up set forth above shall not be taken into account for purposes of this 2% limit; and
- (ii) any and all lock-ups affecting Incentive Shares received by the Management Team will be lifted in the 7th year of the Vesting Period; therefore, those Incentive Shares received by the Management Team during the 7th year of the Vesting Period will not be subject to any lock-up and all other lock-ups carried forward from previous years in accordance with paragraph (i) above will be lifted in the 7th year of the relevant Vesting Period.

For the purposes of controlling the compliance with the lock-up provisions mentioned above, the members of the Management Team will give a ten (10) business days prior notice to the Company's Board before executing any sale of Incentive Shares.

18. Admission and Dealings

Ordinary shares of the Company are listed on each of the Madrid, Barcelona, Bilbao and Valencia stock exchanges (the "**Spanish Stock Exchanges**") and quoted through the SIBE (*Sistema de Interconexión Bursátil* or *Mercado Continuo*) of the Spanish Stock Exchanges under the ticker "AXIA". On 13 May 2015 the last reported sale price of the Company's ordinary shares on the SIBE (*Sistema de Interconexión Bursátil* or *Mercado Continuo*) of the Spanish Stock Exchanges was €11.975 per ordinary share.

Application will be made to list the Subscription Rights and the New Shares on the Spanish Stock Exchanges and to have the New Shares quoted through the SIBE (*Sistema de Interconexión Bursátil* or *Mercado Continuo*) of the Spanish Stock Exchanges. The Company expects the New Shares to be admitted to trading on the Spanish Stock Exchanges on 10 June 2015, and to commence trading on 11 June 2015.

SIBE

The SIBE (*Sistema de Interconexión Bursátil* or *Mercado Continuo*) links the four Spanish Stock Exchanges, providing those securities listed on it with a uniform continuous market that eliminates certain of the differences between the local exchanges. The principal feature of the system is the computerized matching of bid and offer orders at the time of entry of the relevant order. Each order is executed as soon as a matching order is entered, but can be modified or cancelled until it is executed. The activity of the market can be continuously monitored by investors and brokers. The SIBE is operated and regulated by Sociedad de Bolsas, S.A. ("**Sociedad de Bolsas**"). All trades on the SIBE must be placed through a brokerage firm, a dealer firm or a credit entity that is a member of a Spanish Stock Exchanges.

In a pre-opening session held from 8:30 to 9:00 hours each AQS Trading Day, an opening price is established for each security traded on the SIBE based on a real-time auction in which orders can be entered, modified or cancelled but not executed. During this pre-opening session, the system continuously displays the price at which orders would be executed if trading were to begin at that moment. Market participants only receive information relating to the auction price (if applicable) and trading volume permitted at the current bid and offer price. If an auction price does not exist, the best bid and offer price and associated volumes are shown. The auction terminates with a random period of 30 seconds in which share allocation takes place. Until the allocation process has finished, orders cannot be entered, modified or cancelled. In exceptional circumstances (including the inclusion of new securities on the SIBE) and after giving notice to the CNMV, Sociedad de Bolsas may establish an opening price without regard to the reference price (the previous AQS Trading Day's

closing price), alter the price range for permitted orders with respect to the reference price or modify the reference price.

The computerized trading hours are from 9:00 to 17:30 hours. During the trading session, the trading price of a security is permitted to vary up to a maximum so-called 'static' range of the reference price, *provided that* the trading price for each trade of such security is not permitted to vary in excess of a maximum so-called 'dynamic' range with respect to the trading price of the immediately preceding trade of the same security. If, during the trading session, there are matching bid and offer orders for a security within the computerized system which exceed any of the above 'static' and/or 'dynamic' ranges, trading on the security is automatically suspended and a new auction is held where a new reference price is set, and the 'static' and 'dynamic' ranges will apply over such new reference price. The 'static' and 'dynamic' ranges applicable to each particular security are set up and reviewed periodically by Sociedad de Bolsas.

Between 17:30 and 20:00 hours, trades may occur outside the computerized matching system without prior authorization of Sociedad de Bolsas (provided such trades are communicated to Sociedad de Bolsas), at a price within the range of 5% above the higher of the average price and closing price for the day and 5% below the lower of the average price and closing price for the day if (i) there are no outstanding bids or offers, respectively, on the system matching or bettering the terms of the proposed off-system transaction, and (ii) if, among other things, the trade involves more than €300,000 and more than 20% of the average daily trading volume of the stock during the preceding three months. These trades must also relate to individual orders from the same person or entity and be reported to Sociedad de Bolsas before 20:00 hours.

At any time trades may take place (with the prior authorization of Sociedad de Bolsas) at any price if:

- the trade involves more than €1.5 million and more than 40% of the average daily trading volume of the stock during the preceding three months;
- the transaction derives from a merger or spin-off, or from the reorganization of a group of companies;
- the transaction is executed for the purpose of settling litigation or completing a complex set of contracts; or
- Sociedad de Bolsas finds another appropriate cause.

Information with respect to the computerized trades which take place between 9:00 and 17:30 hours is made public immediately, and information with respect to trades which occur outside the computerized matching system is reported to the Sociedad de Bolsas by the end of the AQS Trading Day and is also published in the Stock Exchange Official Gazette (*Boletín de Cotización*) and on the computer system by the beginning of the next AQS Trading Day.

Clearance and Settlement System

Transactions carried out on the SIBE are cleared and settled through Iberclear. Only those entities participating in Iberclear are entitled to use it, and participation is restricted to authorized members of the Spanish Stock Exchanges, the Bank of Spain (when an agreement, approved by the Spanish Ministry of Economy, is reached with Iberclear) and, with the approval of the CNMV, other brokers who are not members of the Spanish Stock Exchanges, banks, savings banks and foreign settlement and clearing systems. Iberclear is owned by Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A., a holding company which holds a 100% interest in each of the Spanish official secondary markets and settlement systems. The clearance and settlement system and its participating entities are responsible for maintaining records of purchases and sales under the book entry system. Shares of listed Spanish companies are held in book-entry form. Iberclear, which manages the clearance and settlement system, maintains a registry reflecting the number of shares held by each of its participating entities on its own behalf as well as the number of shares held on behalf of third parties. Each participating entity, in turn, maintains a registry of the owners of such shares. Spanish law considers the legal owner of the shares to be:

- the participating entity appearing in the records of Iberclear as holding the relevant shares in its own name; or
- the investor appearing in the records of the participating entity as holding the shares.

Iberclear has approved regulations introducing the so-called “**T+3 Settlement System**” by which the settlement of any transactions must be made within the three business days following the date on which the transaction was carried out.

Obtaining legal title to shares of a company listed on a Spanish Stock Exchanges requires the participation of a Spanish official stockbroker, broker-dealer or other entity authorized under Spanish law to record the transfer of shares.

In order to evidence title to shares, the relevant participating entity must, at the owner’s request, issue a certificate of ownership. If the owner is a participating entity, Iberclear is in charge of the issuance of the certificate with respect to the shares held in the participating entity’s name.

Notwithstanding the foregoing, it should be noted that Law 32/2011, of 4 October, which amends Law 24/1988, of 28 July, on the securities market (*Ley 32/2011, de 4 de octubre, por la que se modifica la Ley 24/1988, de 28 julio, del Mercado de Valores*), anticipates some changes yet to be implemented in the Spanish clearing, settlement and registry procedures of securities transactions that will substantially modify the abovementioned system and will allow the connection of the post-trading Spanish systems to the European system Target-2 Securities, which is scheduled to be fully implemented in February 2017.

Euroclear and Clearstream, Luxembourg

Shares deposited with depositories for Euroclear Bank, S.A./N.V., as operator of the Euroclear System (“**Euroclear**”), and Clearstream Banking, Société Anonyme (“**Clearstream**”) and credited to the respective securities clearance account of purchasers in Euroclear or Clearstream against payment to Euroclear or Clearstream will be held in accordance with the Terms and Conditions Governing Use of Euroclear and Clearstream, the operating procedures of the Euroclear System, as amended from time to time, the Management Regulations of Clearstream and the Instructions to Participants of Clearstream as amended from time to time, as applicable. Persons on whose behalf accounts at Euroclear or Clearstream are maintained and to which shares have been credited (“investors”) shall have the right to receive the number of shares equal to the number of shares so credited, upon compliance with the foregoing regulations and procedures of Euroclear or Clearstream.

With respect to the shares that are deposited with depositories for Euroclear or Clearstream, such shares will be initially recorded in the name of Euroclear or one of its nominees or in the name of Clearstream or one of its nominees, as the case may be. Thereafter, investors may withdraw shares credited to their respective accounts if they wish to do so, upon payment of the applicable fees described below, if any, and upon obtaining the relevant recording in the book-entry registries kept by the members of Iberclear.

Under Spanish law, only the record holder of the shares according to the registry kept by Iberclear is entitled to receive dividends and other distributions and to exercise voting, pre-emptive and other rights in respect of such shares. Euroclear or its nominee or Clearstream or its nominee will be the sole record holder of the shares that are deposited with the depositories for Euroclear and Clearstream, respectively, until such time as investors exercise their rights to withdraw such shares and cause them to obtain the recording of the investor’s ownership of the shares in the book-entry registries kept by the members of Iberclear.

Cash dividends or cash distributions, as well as stock dividends or other distributions of securities, received in respect of the shares that are deposited with the depositories for Euroclear and Clearstream will be credited to the cash accounts maintained on behalf of the investors at Euroclear and Clearstream, as the case may be, after deduction for applicable withholding taxes, in accordance with the applicable regulations and procedures of Euroclear and Clearstream.

Each of Euroclear and Clearstream will endeavor to inform investors of any significant events of which they have notice affecting the shares recorded in the name of Euroclear or its nominees and Clearstream or its nominees and requiring action to be taken by investors. Each of Euroclear and Clearstream may, at its discretion, take such action as it shall deem appropriate in order to assist investors to direct the exercise of voting rights in respect of the shares. Such actions may include (i) acceptance of instructions from investors to execute or to arrange for the execution of, proxies, powers of attorney or other similar certificates for delivery to the Company, or its agent or (ii) voting of such shares by Euroclear or its nominees and Clearstream or its nominees in accordance with the instructions of investors.

If the Company offers or causes to be offered to Euroclear or its nominees and Clearstream or its nominees, as the record holders of the Ordinary Shares that are deposited with the depositories for Euroclear and Clearstream, respectively, any rights to subscribe for additional shares or rights of any other nature, each of Euroclear and Clearstream will endeavor to inform investors of the terms of any such rights issue of which it has notice in accordance with the provisions of its regulations and procedures referred to above. Such rights will be exercised, insofar as practicable and permitted by applicable law, according to written instructions received from investors, or such rights may be sold and, in such event, the net proceeds will be credited to the cash account maintained on behalf of the investor with Euroclear or Clearstream.

19. Interests of Persons Involved in the Offering

The Joint Global Coordinators and Joint Bookrunners and the legal advisors in this Offering are also acting as such in the APP. They also are performing and may in the future perform services for the Company in the ordinary course of their business, for which they have received and are likely to continue to receive customary fees and expenses.

On 31 October 2014, JB Capital Markets entered into a liquidity agreement with the Company, reported by the Company as a significant information announcement (*Hecho Relevante*) to the CNMV on 31 December 2014. This agreement entered into force as from 2 January 2015 in order to improve the liquidity and regularity in Ordinary Shares trading, in accordance with the Circular 3/2007 of the CNMV.

The Selling Shareholder has undertaken vis à vis the Company and the Joint Global Coordinators and Joint Global Bookrunners to exercise all of the Subscription Rights corresponding to the Ordinary Shares that it will hold after the APP and subscribe all of the New Shares that may correspond to it in the Right Offering.

20. Selling and Transfer Restrictions

Except in the case of Spain, no action has been or will be taken in any jurisdiction by the Company or the Joint Global Coordinators and Joint Bookrunners, that would, or is intended to, permit a public offering of the Subscription Rights and the New Shares, or possession or distribution of a Prospectus (in preliminary or formal form) or any other offering or publicity material, in any jurisdiction where action for that purpose is required. Accordingly, the Subscription Rights or the New Shares may not be offered, sold or otherwise transferred, directly or indirectly, and this Prospectus may not be distributed or published in or from any country or jurisdiction, except under circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction. Persons into whose possession this Prospectus comes should inform themselves about and observe any restrictions on the distribution of this Prospectus and the offer of the Subscription Rights and the New Shares contained in this Prospectus. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This Prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, exercise (regarding the Subscription Rights) or subscribe for (regarding the New Shares) Subscription Rights or New Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction.

Because of the following restrictions, purchasers or acquirers of Subscription Rights or New Shares are advised to consult legal counsel before making any offer for, or resale, pledge or other transfer of, the Subscription Rights or the New Shares.

20.1 United States

Restrictions on offering under the U.S. Securities Act

The Subscription Rights and the New Shares have not been, and will not be, registered under the U.S. Securities Act, or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered, sold or exercised except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws. Accordingly, unless an appropriate exemption from relevant securities laws requirements is available, the Subscription Rights and the New Shares may not be offered, sold or exercised, directly or indirectly, in or into the United States.

Any resale or transfer of the Subscription Rights by or on behalf of persons who are residents in the United States is only permitted outside the United States pursuant to Regulation S under the U.S. Securities Act.

Until 40 days after the Offering commences, an offer, sale or transfer of the Subscription Rights or New Shares within the United States by a securities dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act.

Each holder of Subscription Rights or New Shares, by accepting delivery of this Prospectus, will be deemed to have represented, agreed and acknowledged that, among other things (terms used in this paragraph that are defined in Rule 144A or Regulations S are used herein as defined therein):

- (a) it (i) is a QIB; (ii) is aware, and each beneficial owner of such Subscription Rights or New Shares has been advised, that the sale of the Subscription Rights or New Shares to it may be being made in reliance on an exemption from the registration requirements of the U.S. Securities Act, which may include Rule 144A, or another exemption from the registration requirements of the U.S. Securities Act, or in a transaction not subject to, the registration requirements of the U.S. Securities Act; and (iii) is acquiring such Subscription Rights or New Shares for its own account or for the account of a QIB; or it is exercising, subscribing for otherwise acquiring the Subscription Rights or New Shares in an offshore transaction in accordance with Rule 904 of Regulation S;
- (b) it acknowledges that the Subscription Rights and New Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act and understands that the securities have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or otherwise transferred except (i) in the case of New Shares issued upon the exercise of Subscription Rights, to a QIB in a transaction meeting the requirements of Rule 144A; (ii) in the case of New Shares issued upon the exercise of Subscription Rights, in accordance with the Rule 144 under the U.S. Securities Act; (iii) in an offshore transaction in accordance with Rule 904 under Regulation S under the U.S. Securities Act; or (iv) pursuant to an effective registration statement under the U.S. Securities Act, in each case in accordance with any applicable securities law of any state or any territory of the United States and of any other jurisdiction;
- (c) for so long as the New Shares are restricted securities, no New Shares may be deposited into any American depositary receipt facility established or maintained by a depositary bank, other than a restricted depositary receipt facility, and that such New Shares will not settle or trade through the facilities of The Depository Trust Company Inc. or any U.S. exchange or clearing system;
- (d) it represents that if, in the future, it offers, resells, pledges or otherwise transfers the Subscription Rights or New Shares, it shall notify such subsequent transferee of the transfer restrictions set out in paragraphs (a) to (c) above;
- (e) it has knowledge and experience in financial and business matters and is capable of evaluating the merits and risks of an investment in the New Shares, and it has the financial ability to bear the economic risk of investment in the New Shares;
- (f) if the subscriber or investor is acquiring any Subscription Rights or New Shares for the account of one or more other investors, it represents that it has sole investments discretion regarding each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account;
- (g) it is not, and is not acting on behalf of (a) an employee benefit plan (as defined in Section 3(3) of ERISA that is subject to Title I of ERISA, (b) a plan described in section 4975(e)(1) of the Code including an individual retirement account or other arrangement that is subject to Section 4975 of the Code, or (c) any entity whose underlying assets could be deemed to include “plan assets” by reason of such employee benefit plan’s or plan’s investment in the entity pursuant to the U.S. Department of Labor Regulation Section 2510.3-101, as modified by section 3(42) of ERISA, or (d) a governmental, church, non-U.S. or other plan which is subject to any federal, state, local, non-U.S. or other laws or regulations that are substantially similar to the fiduciary responsibility and/or the prohibited transaction provisions of ERISA and/or Section 4975 of the code and/or laws or regulations that provide that the assets of the Company could be deemed to include “plan

assets” of such plan, and (e) it will agree to certain transfer restrictions regarding any transfer of its interest in New Shares to any person that cannot make the foregoing representations;

- (h) it, and each other QIB, if any, for whose account it is acquiring Subscription Rights or New Shares acknowledges that the Company expects that it will be classified as a passive foreign investment company for U.S. federal income tax purposes;
- (i) the Company, the Joint Global Coordinators and Bookrunners and each of their respective affiliates and agents, and others, will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

In addition, each holder of Subscription Rights and purchaser of New Shares offered hereby will be deemed to have acknowledged and agreed that:

- it is relying on this Prospectus in conducting its examination of the Company and the terms of the Offering, including the merits and risks involved, and in making an investment decision regarding the Subscription Rights or New Shares; and
- no person is authorized to give any information or make any representations other than those contained in this Prospectus and, if given or made, such information or representation will not be relied upon as having been authorized by the Company or the Joint Global Coordinators and Joint Bookrunners, nor will the Company or the Joint Global Coordinators and Joint Bookrunners have any liability or responsibility therefor.

The Subscription Rights may not be exercised by any persons in the U.S. who have not executed and timely returned an investor letter to the Company and the Joint Global Coordinators and Joint Bookrunners in the form set forth in this Prospectus. See Appendix A (*Investor Letter*).

Prospective purchasers are hereby notified that sellers of the Subscription Rights and New Shares may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A.

20.2 European Economic Area (“EEA”)

As regards EEA jurisdictions that have implemented the Prospectus Directive (each, a “**Relevant Member State**”), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the “**Relevant Implementation Date**”), no offer of any Subscription Rights and New Shares have been made to the public in that Relevant Member State, other than the Offering in Spain, except that an offer of Subscription Rights and New Shares may, with effect from and including the Relevant Implementation Date, be made to the public in that Relevant Member State at any time:

- (a) to any legal entity which is a qualified investor as defined under the Prospectus Directive;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the Joint Global Coordinators and Joint Bookrunners for any such offer; or
- (c) in any other circumstances which do not require the publication by the Company of a prospectus pursuant to Article 3(2) of the Prospectus Directive.

For the purposes of the above, the expression an “offer of Subscription Rights and New Shares to the public” in relation to any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Subscription Rights and New Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Subscription Rights and New Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression “**Prospectus Directive**” means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State (and amendments thereto, including the Directive 2010/73/EU).

In the case of any Subscription Rights and New Shares being offered to a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Subscription Rights and New Shares acquired or subscribed by

it in the Offering have not been acquired or subscribed on a non-discretionary basis on behalf of, nor have they been acquired or subscribed with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any Subscription Rights and New Shares to the public other than their offer or resale in a Relevant Member State to qualified investors as so defined or in circumstances in which the prior consent of the Joint Global Coordinators and Joint Bookrunners has been obtained to each such proposed offer or resale. The Company and the Joint Global Coordinators and Joint Bookrunners and others will rely (and the Company acknowledges that the Joint Global Coordinators and Joint Bookrunners and their affiliates, and others will rely) upon the truth and accuracy of the foregoing representations, acknowledgments, and agreements.

20.3 United Kingdom

The Joint Global Coordinators and Joint Bookrunners (A) have only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 of England (the “FSMA”) received by it in connection with the issue or sale of any Subscription Rights and New Shares in circumstances in which Section 21(1) of the FSMA does not apply to the Company and (B) have complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Subscription Rights and New Shares in, from or otherwise involving the United Kingdom.

20.4 Denmark

This Prospectus does not constitute a prospectus under Danish securities law and consequently is not required to be nor has been filed with or approved by the Danish Financial Supervisory Authority as this Prospectus has neither been prepared in the context of (i) a public offering of securities in Denmark or the admission of securities to trading on a regulated market within the meaning of the Danish Securities Trading Act or any executive orders issued pursuant thereto, nor (ii) a public offering of securities in Denmark or the admission of securities to trading on a regulated market in reliance on one or more of the exemptions from the requirement to prepare and publish a prospectus in the Danish Securities Trading Act or any executive orders issued pursuant thereto.

Any resale of shares in the Company to investors in Denmark will constitute a separate offer of the shares under Danish securities law, including its prospectus regulation, and accordingly such resale must either (i) not constitute a public offering of securities in Denmark or the admission of securities to trading on a regulated market within the meaning of the Danish Securities Trading Act or any executive orders issued pursuant thereto, or (ii) only be completed in reliance on one or more of the exemptions from the requirement to prepare and publish a prospectus in the Danish Securities Trading Act or any executive orders issued pursuant thereto.

20.5 Finland

This Prospectus does not constitute a public offer or an advertisement of securities to the public in the Republic of Finland. The New Shares and the Subscription Rights will not and may not be offered, sold, advertised, or otherwise marketed in Finland by means of any document to any persons other than “Experienced Investors” as defined in the Finnish Securities Markets Act (*arvopaperimarkkinalaki*, 746/2012, as amended). The Finnish Financial Supervisory Authority has not approved this Prospectus and no action has been taken to authorise an offering of the New Shares and the Subscription Rights to the public in Finland. These materials are strictly for private use by its holder and may not be forwarded to third parties.

20.6 Norway

For the attention of prospective investors in Norway:

This Prospectus is not a prospectus within the meaning of Chapter 7 of the Norwegian Securities Trading Act 2007 or the Securities Funds Act 2011, and has not been and will not be reviewed by or registered with the Norwegian Financial Supervisory Authority. The Company is not considered to be a securities fund pursuant to the Norwegian Securities Funds Act of 2011, and it is not an alternative investment fund pursuant to the Norwegian Alternative Investment Funds Act of 2014.

The existence and contents of this Prospectus is confidential, and it is provided to recipients on a personal basis and must not be transferred or assigned to others.

The Subscription Rights and New Shares are not marketed or offered in Norway other than in circumstances where Norwegian prospectus requirements do not apply or exemptions from such requirements apply.

This Prospectus is solely directed to and intended (1) for persons or entities based outside Norway, (2) for persons or entities in Norway who fall within the category "professional investors" as defined in section 7-4 first paragraph no 8 of the Norwegian Securities Trading Act 2007 and appurtenant regulations set out in section 7-1 of the Norwegian Securities Trading Regulation 2007, (3) for other individual distribution by the Joint Global Coordinators and Joint Bookrunners in a way that Norwegian license and prospectus requirements are complied with. The Prospectus should not be acted upon or relied upon by others.

Each investor should carefully consider individual tax questions before investing in the Subscription Rights and New Shares. Each of the Company, the Joint Global Coordinators, the Joint Bookrunners and any other entities has represented and agreed that it has complied with all applicable provisions of the Norwegian Securities Trading Act 2007 and appurtenant regulations and other relevant Norwegian laws and regulations with respect to anything done by it in relation to the Subscription Rights and New Shares in, from or otherwise involving Norway.

20.7 *Switzerland*

The distribution of the Subscription Rights and New Shares in, into or from Switzerland will be exclusively made to, and directed at, regulated qualified investors (the “**Regulated Qualified Investors**”), as defined in Article 10(3)(a) and (b) of the Swiss Collective Investment Schemes Act of 23 June 2006, as amended (“**CISA**”). Accordingly, the Company has not been and will not be registered with the Swiss Financial Market Supervisory Authority FINMA and no Swiss representative or paying agent has been or will be appointed in Switzerland. Therefore, the investor protection afforded to investors of interests in collective investment schemes under the CISA does not extend to the acquisition of the Subscription Rights and New Shares. This Prospectus and/or any other offering materials relating to the Subscription Rights and New Shares may be made available in Switzerland solely to Regulated Qualified Investors. The Subscription Rights and New Shares will not be listed on the SIX Swiss Exchange (“**SIX**”) or on any other stock exchange or regulated trading facility in Switzerland. This Prospectus has been prepared without regard to the disclosure standards for issuance prospectuses under the CISA, Article 652a or 1156 of the Swiss Code of Obligations (“**CO**”) or the listing rules of SIX or any other exchange or regulated trading facility in Switzerland and therefore does not constitute a prospectus within the meaning of the CISA, Article 652a or 1156 CO or the listing rules of SIX or any other exchange or regulated trading facility in Switzerland.

PART XV: SPANISH SOCIMI REGIME AND TAXATION INFORMATION

1. Spanish SOCIMI Regime

The following paragraphs are intended as a general guide only and constitute a high-level summary of the Company's understanding of current Spanish law in respect of the current SOCIMI Regime. The SOCIMI Regime was enacted originally in October 2009 and that has been amended at the end of 2012. The amendments introduced in 2012 have improved the regime and have facilitated the incorporation of the first SOCIMI during the second semester of 2013. Accordingly interpretation of the rules is likely to develop as participants gain exposure to the regime. This summary is based on the key aspects of the Spanish SOCIMI Regime as they apply to the Company. Investors should seek their own advice in relation to taxation matters.

2. Overview

The SOCIMI Regime is intended to facilitate attracting new sources of capital to the Spanish real estate rental market; it follows similar legislation adopted in the UK and other European countries, as well as a long-established real estate investment trusts regime in the United States. One of the primary aims of these type of regimes is to minimize tax inefficiency of holding real estate through corporate ownership by removing corporate taxation at the level of the SOCIMI, promote rental activities and professional management of these type of business.

Provided certain conditions and tests are satisfied (see Section 3 below), a SOCIMI does not generally pay Spanish corporate tax on the profits deriving from its activities, as it is technically subject to a 0% Corporate Income Tax rate. Instead, profits must be distributed and such income could be subject to taxation.

Under the Spanish SOCIMI Regime, a SOCIMI will be required to adopt resolutions for the distribution of dividends, after fulfilling any relevant Spanish Companies Act requirement, to shareholders annually within the six months following the closing of the fiscal year of, based on Spanish GAAP: (i) at least 50% of the profits derived from the transfer of real estate properties and shares in Qualifying Subsidiaries and real estate collective investment funds; *provided that* the remaining profits must be reinvested in other real estate properties or participations within a maximum period of three years from the date of the transfer or, if not, 100% of the profits must be distributed as dividends once such period has elapsed; (ii) 100% of the profits derived from dividends paid by Qualifying Subsidiaries and real estate collective investment funds; and (iii) at least 80% of all other profits obtained (i.e. profits derived from ancillary activities). If the relevant dividend distribution resolution was not adopted in a timely manner, the SOCIMI would lose its SOCIMI status as from the year to which the dividends relate.

3. Qualification as Spanish SOCIMI

In order to qualify for the Spanish SOCIMI Regime, a SOCIMI must satisfy certain conditions. A summary of the material conditions is set out below.

3.1 Trading requirement

SOCIMIs must be listed on a regulated market or alternative investment market in Spain or in other European Union or European Economic Area member state uninterruptedly for the entire tax period. This trading requirement must be met during the whole fiscal year (without interruption) in which the special SOCIMI Regime is applicable.

3.2 Purpose of the SOCIMI/ Minimum share capital

SOCIMIs must take the form of a listed joint stock corporation, such a Sociedad Anónima, with a minimum share capital of €5 million. Furthermore, the SOCIMIs shares must be in registered form, nominative and only one single class of shares is permitted. Since the Ordinary Shares are going to be represented in nominative book entry form, this requirement is met.

A SOCIMI must have as their main corporate purpose:

- The acquisition and refurbishment of urban real estate for rental purposes;
- The holding of shares of other SOCIMIs or Qualifying Subsidiaries; and/or

- The holding of shares in real estate collective investment funds.

Qualifying Subsidiaries that are non-resident entities must be resident in countries with which Spain has a treaty or agreement providing for an exchange of tax information.

SOCIMIs are allowed to carry out other ancillary activities that do not fall under the scope of their main corporate purpose. However, such ancillary activities must not exceed 20% of the assets nor 20% of the revenues of the SOCIMI in each tax year, in accordance with the minimum qualifying assets and qualifying income tests described below.

3.3 *Restrictions on investments*

At least 80% of the SOCIMI's assets must be invested in:

- Urban real property to be leased;
- Land plots acquired for the development of urban real property to be leased afterwards, provided that the development of such property starts within three years as from the acquisition date;
- Participations in Qualifying Subsidiaries (see Section 3.2 above); and/or
- Participations in real estate collective investment funds.

The Spanish General Directorate of Taxes (DGT) has confirmed that the assets should be measured on a gross basis, disregarding depreciation or impairments, in accordance with Spanish GAAP.

In the event that the SOCIMI has subsidiaries that are deemed to be a part of the same group of companies for Spanish corporate law purposes, the calculation of this 80% threshold will be made on a consolidated basis according to Spanish GAAP. For these purposes, the group of companies would be integrated exclusively by SOCIMIs and other Qualifying Subsidiaries described in "*Purpose of the SOCIMI / Minimum share capital*" above.

There are no asset diversification requirements.

3.4 *Restrictions on income*

At least 80% of a SOCIMI's net annual income under Spanish GAAP must derive from the lease of qualifying assets (as described in "*Restrictions on investments*" above), or from dividends distributed by Qualifying Subsidiaries and real estate collective investment funds and companies.

The Spanish General Directorate of Taxes (DGT) considers that the annual income should be measured on a net basis, taking into consideration direct income expenses and a *pro rata* portion of general expenses. These concepts should be calculated in accordance with Spanish GAAP.

Lease agreements between related entities would not be deemed a qualifying activity and therefore, the rent deriving from such agreements cannot exceed 20% of the SOCIMI's income.

Capital gains derived from the sale of qualifying assets are in principle excluded from the 80%/20% net income test. However, if a qualifying asset is sold before it is held for a minimum three-year period, then (i) such capital gain would compute as non-qualifying revenue; and (ii) such gain would be taxed at the standard Corporate Income Tax rate (30% for tax periods commencing in 2014; 28% for tax periods commencing in 2015; 25% for tax periods commencing in 2016 and subsequent years); furthermore, the entire income, including rental income, derived from such asset also would be subject to the standard Corporate Income Tax rate.

3.5 *Minimum holding period*

Qualifying assets must be held by the SOCIMI for a three-year period since (i) the acquisition of the asset by the SOCIMI, or (ii) the first day of the financial year when the company became a SOCIMI if the asset was held by the company before becoming a SOCIMI. In case of urban real estate, the holding period requires that these assets are actually rented for at least a couple of years; the period of time during which the asset is on the market for rent (even if vacant) is taken into account up to one year.

3.6 **Mandatory dividend distribution**

Under the Spanish SOCIMI Regime, a SOCIMI is required to adopt resolutions for the distribution of dividends, after fulfilling any relevant Spanish Companies Act requirement, to shareholders annually within the six months following the closing of the fiscal year of, based on Spanish GAAP: (i) at least 50% of the profits derived from the transfer of real estate properties and shares in Qualifying Subsidiaries and real estate collective investment funds; *provided that* the remaining profits must be reinvested in other real estate properties or participations within a maximum period of three years from the date of the transfer or, if not, 100% of the profits must be distributed as dividends once such period has elapsed; (ii) 100% of the profits derived from dividends paid by Qualifying Subsidiaries and real estate collective investment funds; and (iii) at least 80% of all other profits obtained (i.e. profits derived from ancillary activities). If the relevant dividend distribution resolution was not adopted in a timely manner, a SOCIMI would lose its SOCIMI status as from the year to which the dividends relate.

SOCIMIs must agree the dividend distributions of a given fiscal year within the six months following the closing of the fiscal year; those dividends must be due within the month following the distribution agreement.

3.7 **Leverage**

SOCIMI has no specific limitation on indebtedness.

Recently approved tax limitations by the Spanish Government (tax deduction of financial expenses and annual depreciation, carrying-forward of tax losses, and tax credits) should have no practical impact *provided that* the SOCIMI is taxed at a 0% Corporate Income Tax rate.

3.8 **Sanctions**

The loss of the SOCIMI status triggers adverse consequences for the SOCIMI. Causes for such loss of status are:

- Delisting.
- Substantial failure to comply with its information and reporting obligations, unless such failure is remedied by preparing fully compliant annual accounts which contain certain required information in the following year.
- Failure to adopt dividend distribution resolution or to effectively satisfy the dividends within the deadlines described under “Mandatory dividend distribution” above. In this case, the loss of SOCIMI status would have effects as from the tax year in which the profits not distributed were obtained.
- Waiver of the SOCIMI Regime by the company.
- Failure to meet the requirements established in the SOCIMI Act unless such failure is remedied within the following fiscal year. However, the failure to observe the minimum holding period of the assets would not give rise to the loss of SOCIMI status, but (i) the assets would be deemed non-qualifying assets; and (ii) income derived from such assets would be taxed at the standard Corporate Income Tax rate (30% for tax periods commencing in 2014; 28% for tax periods commencing in 2015; 25% for tax periods commencing in 2016 and subsequent years).

Should a SOCIMI fall into any of the above scenarios, the SOCIMI Regime will be lost and it will not be eligible for the special tax regime for three years. In such case, the Company must pay Corporate Income Tax at the regular rate (30% for tax periods commencing in 2014; 28% for tax periods commencing in 2015; 25% for tax periods commencing in 2016 and subsequent years) as from the year on which any of the abovementioned circumstances applies (except in the case of failure to adopt dividend distribution resolution or to effectively satisfy the dividends within the mandatory deadlines, with respect to which the company must pay Corporate Income Tax at the standard rate as from the year to which the dividends relate), and will not be able to elect for the SOCIMI Regime for the following three fiscal years. The shareholders in a company that loses its SOCIMI status are expected to be taxable as if the SOCIMI Regime had not been applicable to the company.

Furthermore, in the event of non-compliance with information obligations, penalties between €1,500 and €30,000 are established depending on the kind of information not provided.

4. Spanish Taxation

The statements of Spanish tax law set out below are based on existing Spanish tax laws, including relevant regulations, administrative rulings and practices in effect on the date of this Prospectus and which may apply to investors who are the beneficial owners of shares in a SOCIMI. Legislative, administrative or judicial changes may modify the tax consequences described below.

The following is a summary of the material Spanish tax consequences of the acquisition, ownership and disposition of Ordinary Shares by Spanish and non-Spanish tax resident investors. This summary is not a complete analysis or listing of all the possible Spanish tax consequences of such transactions and does not address all tax considerations that may be relevant to all categories of potential purchasers, some of whom may be subject to special rules. In particular, this section (“*Spanish Taxation*”) does not address the Spanish tax consequences applicable to “look through” entities (such as trusts or estates) that may be subject to the tax regime applicable to such non-Spanish tax resident entities under the Spanish Non-Resident Income Tax Law, approved by Royal Legislative Decree 5/2004 of March 5, as amended (the “**NRIT Law**”).

Accordingly, prospective investors in the shares should consult their own tax advisers as to the applicable tax consequences of their purchase, ownership and disposition of the shares, including the effect of tax laws of any other jurisdiction, based on their particular circumstances.

The description of Spanish tax laws set forth below is based on law currently in effect in Spain as of the date of this Prospectus, and on the administrative interpretations thereof. As a result, this description is subject to any changes in such laws or interpretations occurring after the date hereof, including changes having retroactive effect.

As used in this particular Section 4, the term “**Spanish Shareholder**” means a beneficial owner of Ordinary Shares: (i) who is an individual or corporation resident for tax purposes in Spain; or (ii) who is an individual or corporation not resident for tax purposes in Spain but whose ownership of shares is effectively connected with a permanent establishment in Spain through which such holder carries on or has carried on business or with a fixed base in Spain from which such holder performs or has performed independent personal services; and (iii) that does not hold 5% or more of the Ordinary Shares.

As used in this particular Section 4, the term “**Non-Spanish Shareholder**” means a beneficial owner of Ordinary Shares: (i) who is an individual or corporation resident for tax purposes in any country other than Spain; and (ii) whose ownership of shares is not effectively connected with a permanent establishment in Spain through which such holder carries on or has carried on business or with a fixed base in Spain from which such holder performs or has performed independent personal services; and (iii) that does not hold 5% or more of the Ordinary Shares.

4.1 Taxation of Entities Qualifying for the SOCIMI Regime

SOCIMIs and Spanish-resident Qualifying Subsidiaries may elect to apply the SOCIMI Regime. The election to apply the SOCIMI Regime must be adopted by the entity’s shareholders, and the Spanish tax authorities must be notified of such election prior to the last quarter of the tax year when the SOCIMI Regime is expected to apply. Such election will remain applicable until the company waives its applicability or any of the circumstances established for the loss of the SOCIMI status applies. The Company has elected to become a Spanish SOCIMI and benefit from the SOCIMI Regime.

An entity eligible for the SOCIMI Regime may apply for the special tax regime even if when the election is made such entity does not meet some of the eligibility requirements, *provided that* it meets such requirements within two years (as from the date the corresponding election is approved by the general shareholder’s meeting). However, in accordance with the criteria of the Spanish tax authorities, there are some requirements that must be met at the time of opting for the application of the Spanish SOCIMI Regime, in particular those relating to the mandatory dividend distribution, the main corporate purpose and the nominative nature of the shares. In addition, such entity will have a one-year grace period to cure any non-compliance with certain eligibility requirements.

4.1.1 Corporate Income Tax (“CIT”)

As per 1 January 2013, all income received by a SOCIMI is taxed under CIT at a rate of 0%. Nevertheless, rental income stemming from qualifying assets being sold prior to the end of the minimum holding period (three years) would be subject to the standard CIT rate (30% for tax periods commencing in 2014; 28% for tax periods commencing in 2015; 25% for tax periods commencing in 2016 and subsequent years).

Furthermore, a special levy regime applies to dividends paid by the SOCIMI to domestic or foreign Substantial Shareholders. The SOCIMI must assess and pay CIT at a rate of 19% in respect of gross dividends distributed if the beneficiary of the dividends holds at least 5% of the shares of the SOCIMI, and is either exempt from any tax on the dividends or subject to tax on the dividend received at an effective tax rate lower than 10% (for these purposes, final tax due under the NRIT Law is also taken into consideration). Such Corporate Tax will be considered an expense for the Company thus reducing the profits distributable to shareholders. The By-Laws contain information and indemnity obligations applicable to Substantial Shareholders designed to minimize the possibility that dividends may become payable to Substantial Shareholders. If a dividend payment is made to a Substantial Shareholder, the Company may be entitled to request a legal report regarding the taxation of the dividends to be paid to such Substantial Shareholder, which costs can be offset against such dividends. Furthermore, the Company may be entitled to deduct an amount equivalent to the tax expenses incurred by the Company on such dividend payment from the amount to be paid to such Substantial Shareholder (the Board will maintain certain discretion in deciding whether to exercise this right if making such deduction would put the Company in a worse position).

4.2 Spanish Resident Individuals

4.2.1 Taxation on dividends

According to the Spanish Personal Income Tax Law (*Ley 35/2006, de 28 de noviembre, del Impuesto sobre la Renta de las Personas Físicas y de modificación parcial de las leyes de los Impuestos sobre Sociedades, sobre la Renta de no Residentes y sobre el Patrimonio*) (“**PIT Law**”), income received by a Spanish Shareholder in the form of dividends, shares in profits, consideration paid for attendance at shareholders’ meetings, income from the creation or assignment of rights of use or enjoyment of the shares and any other income received in his or her capacity as shareholder is subject to tax as capital income.

Gross capital income is reduced by any administration and custody expenses (but not by those incurred in individualized portfolio management); the net amount is included in the relevant Spanish Shareholder’s savings taxable base. Personal Income Tax (“**PIT**”) is levied on net capital income at the following flat rates:

Tranches	2014	2015	2016 onwards
First €6,000.....	21%	20%	19%
From €6,001 to €24,000	25%	22%	21%
From €24,001 to €50,000.....	27%	22%	21%
More than €50,000.....	27%	24%	23%

The payment to Spanish Shareholders of dividends or any other distribution made by a SOCIMI is subject to a withholding tax at 20% for 2015 and 19% for 2016 onwards. Such withholding tax is creditable from the PIT payable (*cuota líquida*); if the amount of tax withheld is greater than the amount of the net PIT payable, the taxpayer is entitled to a refund of the excess withheld in accordance with the PIT Law.

4.2.2 Taxation on capital gains

Gains or losses recorded by a Spanish Shareholder as a result of the transfer of shares in the SOCIMI qualify for the purposes of the PIT Law as capital gains or losses and are be subject to taxation according to the general rules applicable to capital gains. The amount of capital gains or losses is equal to the difference between the shares’ acquisition value (plus any fees or taxes incurred) and the transfer value, which is the listed value of the share as of the transfer date or, if higher, the agreed transfer price, less any fees or taxes incurred.

Capital gains or losses arising from the transfer of shares by a Spanish Shareholder are included in such Spanish holder’s capital income corresponding to the period when the transfer takes place; any gain resulting from such compensation is taxed at the following flat rates:

Tranches	2014	2015	2016 onwards
First €6,000	21%	20%	19%
From €6,001 to €24,000	25%	22%	21%
From €24,001 to €50,000	27%	22%	21%
More than €50,000	27%	24%	23%

In addition, for tax year 2014, capital gains or losses arising from the transfer of shares held for less than one year by a Spanish Shareholder shall be included in such Spanish Shareholder's general taxable base corresponding to the period when the transfer takes place, and are taxed at marginal rates (ranging in tax year 2014 from 23.75% up to 56%, depending on the region of residency).

Capital gains arising from the transfer of shares are not subject to withholding tax on account of PIT. Losses arising from the transfer of shares admitted to trading on certain official stock exchanges will not be treated as capital losses if securities of the same kind have been acquired during the period between two months before and two months after the date of the transfer which originated the loss. In these cases, the capital losses are included in the taxable base upon the transfer of the remaining shares of the taxpayer. No tax credits for avoidance of double taxation are allowed.

4.2.3 Spanish Wealth Tax

Individual Spanish Shareholders are subject to Spanish Wealth Tax on all their assets (such as the Ordinary Shares). Spanish Wealth Tax Law (*Ley 19/1991, de 6 de junio, del Impuesto sobre el Patrimonio*) provides that the first €700,000 of net wealth owned by an individual Spanish Shareholder will be exempt from taxation, while the rest of the net wealth will be taxed at a rate ranging between 0.2% and 2.5%. However, this varies depending on the autonomous region of residency of the taxpayer; some regions, like Madrid, do not effectively levy Net Wealth Tax.

As such, prospective shareholders should consult their tax advisors.

Notwithstanding the foregoing, from 2016 onwards a general 100% tax relief applies (as set forth by article 61 of Law 36/2014 approving the General State Budget for 2015).

4.2.4 Spanish Inheritance and Gift Tax

Individuals resident in Spain for tax purposes who acquire shares by inheritance or gift will be subject to the Spanish Inheritance and Gift Tax ("IGT") in accordance with the IGT Law (*Ley 29/1987, de 18 de diciembre, del Impuesto sobre Sucesiones y Donaciones*) ("IGT Law"), without prejudice to the specific legislation applicable in each autonomous region. The effective tax rate, after applying all relevant factors, ranges from 7.65% to 81.6% depending on the amount of the gift or inheritance, the net wealth of the heir or donee, and the kinship with the deceased or the donor. Some tax benefits could reduce the effective tax rate.

4.2.5 Spanish Transfer Tax

Subscription, acquisition and transfers of shares will be exempt from Transfer Tax (*Impuesto sobre Transmisiones Patrimoniales*) and Value Added Tax. Additionally, no Stamp Duty is levied on such subscription, acquisition and transfers.

4.3 Spanish Corporate Resident Shareholders

4.3.1 Taxation on dividends

Dividends from a SOCIMI or a share of the Company's profits received by corporate Spanish Shareholders, or by NRIT taxpayers who operate, with respect to the Ordinary Shares, through a permanent establishment in Spain, as a consequence of the ownership of the shares, less any expenses inherent to holding the shares, are included in the CIT or NRIT taxable base. The general CIT or NRIT tax rate is currently 30% for tax periods commencing in 2014, 28% for tax periods commencing in 2015 and 25% for tax periods commencing in 2016 and subsequent years). No tax exemption for the avoidance of double taxation may be applied.

Also, CIT and NRIT taxpayers are subject to withholding tax on dividends at a 21% rate for 2014, 20% for 2015 and 19% for 2016 onwards.

4.3.2 Taxation on capital gains

The gain or loss arising on transfer of the shares or from any other change in net worth relating to the shares are included in the tax base of CIT taxpayers, or of NRIT taxpayers who operate through a permanent establishment in Spain, in accordance with the CIT or NRIT Laws; such gain is taxed generally at a rate of 28% for tax periods commencing in 2015 and 25% for tax periods commencing in 2016 and subsequent years. No tax exemption for the avoidance of double taxation may be applied.

4.3.3 Spanish Wealth Tax

Not applicable.

4.3.4 Spanish Inheritance and Gift Tax

In the event of acquisition of the shares free of charge by a CIT taxpayer, the income generated for the latter will be taxed according to the CIT rules, the IGT not being applicable.

4.3.5 Spanish Transfer Tax

Subscription, acquisition and transfers of shares will be exempt from Transfer Tax (*Impuesto sobre Transmisiones Patrimoniales*) and Value Added Tax. Additionally, no Stamp Duty is levied on such subscription, acquisition and transfers.

4.4 Non-resident Shareholders

4.4.1 Taxation on dividends

Dividends distributed to non-resident individuals are subject to Non-Resident Income Tax (“NRIT”), at the standard withholding tax rate (20% for 2015 and 19% for 2016 onwards). No exemptions are allowed on dividends distributed by a SOCIMI.

This standard rate can be reduced or eliminated as per the application of the EU Parent-Subsidiary Directive as the SOCIMI may qualify for its application.

Shareholders resident in certain countries may be entitled to the benefits of a convention for the avoidance of double taxation (“DTC”), in effect between Spain and their country of tax residence. Such shareholders may benefit from a reduced tax rate under an applicable DTC with Spain, subject to the satisfaction of any conditions specified in the relevant DTC, including providing evidence of the tax residence of the shareholder by means of a certificate of tax residence duly issued by the tax authorities of the country of tax residence of the shareholder or, as the case may be, the equivalent document specified in the Spanish Order which further supplements the applicable DTC. In general, the U.S.-Spain DTC provides for a tax rate of 15% on dividends.

If the shareholder provides timely evidence (a certificate of tax residence issued by the relevant tax authorities of the shareholder’s country of residence stating that, for the records of such authorities, the shareholder is a resident of such country within the meaning of the relevant DTC, or as the case may be, the equivalent document regulated in the Order which further develops the applicable DTC) of the shareholder’s right to obtain the DTC reduced rate or an exemption, it will immediately receive the excess amount withheld, which will be credited to the shareholder. In the case of US persons, IRS Form 6166 will satisfy this certificate requirement. For these purposes, the relevant certificate of residence must be provided before the 10th day following the end of the month in which the dividends were paid. The tax certificate is generally valid only for a period of one year from the date of issuance.

If this certificate of tax residence, or as the case may be, the equivalent document referred to above, is not provided within this time period, the shareholder may subsequently obtain a refund of the amount withheld in excess from the Spanish tax authorities, following the standard refund procedure established by the Royal Decree 1776/2004, dated 30 July 2004, and the Order EHA/3316/2010, dated 17 December 2010, as amended.

4.4.2 Spanish Refund Procedure

According to Spanish Regulations on NRIT Law, approved by Royal Decree 1776/2004 and the Order dated 17 December 2010, a refund for the amount withheld in excess of any applicable DTC-reduced rate can be obtained from the relevant Spanish tax authorities. To pursue the refund claim, the non-Spanish Holder is

required to file: (i) the corresponding Spanish Tax Form (currently, Form 210); (ii) the certificate of tax residence and or equivalent document referred to above and (iii) a certificate from US stating that Spanish NRIT was withheld with respect to such non-Spanish Holder.

For further details, prospective Holders should consult their tax advisors.

4.4.3 Dividends distributed to non-resident investors qualified as foreign REITs

Dividends paid to non-resident investors that are qualifying foreign REITs may be exempt from withholding tax under the SOCIMI Regime.

4.4.4 Taxation on capital gains

Capital gains derived from the transfer or sale of the shares are deemed income arising in Spain, and, therefore, are taxable in Spain at a general tax rate of 20% for 2015 and 19% for 2016 onwards. The current US-Spain DTC does not prohibit Spain from taxing capital gains on US persons.

Capital gains and losses will be calculated separately for each transaction. It is not possible to offset losses against capital gains. No tax credits for avoidance of double taxation are allowed.

Prior to 1 January 2015, the general exemption on capital gains derived from the transfer of shares listed on an official secondary securities market in Spain (article 14.1.i) of the Spanish NRIT Law (*Texto Refundido de la Ley del Impuesto sobre la Renta de no Residentes, aprobado por Real Decreto Legislativo 5/2004, de 5 de marzo*) was not applicable to capital gains obtained on transfers of shares of a SOCIMI by non-resident investors without a permanent establishment in Spain SOCIMIs. However, as from 1 January 2015, non-resident investors without a permanent establishment in Spain that hold a stake lower than 5% of the share capital of a SOCIMI may be entitled to benefit from such exemption. On the other hand, non-resident investors without a permanent establishment in Spain that hold a stake equal to, or higher than, 5% of the share capital of a SOCIMI, will in no event be entitled to benefit from the exemption.

4.4.5 Spanish Wealth Tax

Unless an applicable DTC provides otherwise, Spanish non-resident tax individuals are subject to Spanish Wealth Tax (Spanish Law 19/1991), which imposes a tax on property and rights in excess of €700,000 that are located in Spain, or can be exercised within the Spanish territory, on the last day of any year. Non-Spanish tax resident individuals whose net worth is above €700,000 and who hold shares on the last day of any year would therefore be subject to Spanish Wealth Tax for such year at marginal rates varying between 0.2% and 2.5% of the average market value of the shares during the last quarter of such year.

Shareholders who benefit from a DTC that provides for taxation only in the shareholder's country of residence are not subject to Spanish Wealth Tax.

Non-Spanish tax resident individuals who are resident in a EU or European Economic Area member state may apply the rules approved by the autonomous region where the assets and right with more value are located.

As such, prospective shareholders should consult their tax advisors.

Notwithstanding the foregoing, from 2016 onwards a general 100% tax relief applies (as set forth by article 61 of Law 36/2014 approving the General State Budget for 2015).

4.4.6 Spanish Inheritance and Gift Tax

Unless otherwise provided under an applicable DTC, transfers of shares upon death and by gift to individuals not resident in Spain for tax purposes are subject to Spanish Inheritance and Gift Tax (Spanish Law 29/1987) if the shares are located in Spain (as is the case with the Ordinary Shares) or the rights attached to such shares are exercisable in Spain, regardless of the residence of the heir or the beneficiary. The applicable tax rate, after applying all relevant factors, ranges between 7.65% and 81.6% for individuals.

Generally, non-Spanish tax resident individuals are subject to Spanish Inheritance and Gift Tax according to the rules set forth in the state law. However, if the deceased or the donee are resident in an EU or European Economic Area member State, the applicable rules will be those corresponding to the relevant autonomous regions according to the law. As such, prospective investors should consult their tax advisers.

4.4.7 Spanish Transfer Tax

Subscription, acquisition and transfers of shares will be exempt from Transfer Tax (*Impuesto sobre Transmisiones Patrimoniales*) and Value Added Tax. Additionally, no Stamp Duty is levied on such subscription, acquisition and transfers.

5. Certain U.S. Federal Income Tax Considerations

The following is a description of the material U.S. federal income tax consequences to U.S. Holders (as defined below) of the acquisition, ownership and disposition of Subscription Rights and New Shares that will hold their Subscription Rights and New Shares as capital assets. This description addresses only the U.S. federal income tax consequences of Subscription Rights acquired by U.S. Holders and to New Shares acquired by U.S. Holders upon exercising a Subscription Right. This description does not address tax considerations applicable to holders that may be subject to special tax rules, including, without limitation:

- banks, financial institutions or insurance companies;
- real estate investment trusts, regulated investment companies or grantor trusts;
- dealers or traders in securities, commodities or currencies;
- tax-exempt entities;
- certain former citizens or long-term residents of the United States;
- persons that received the Subscription Rights or New Shares as compensation for the performance of services;
- persons that will hold the Subscription Rights or New Shares as part of a “hedging”, “integrated” or “conversion” transaction or as a position in a “straddle” for U.S. federal income tax purposes;
- partnerships (including entities classified as partnerships for U.S. federal income tax purposes) or other pass-through entities, or holders that will hold the Subscription Rights or New Shares through such an entity;
- U.S. Holders (as defined below) whose “functional currency” is not the U.S. dollar; or
- holders that own directly, indirectly or through attribution 10.0% or more of the voting power or value of the Ordinary Shares.

Moreover, this description does not address the United States federal estate, gift, alternative minimum tax or net investment income tax consequences, or any state, local or non-U.S. tax consequences, of the acquisition, ownership and disposition of the Subscription Rights or New Shares.

This description is based on the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”), existing, proposed and temporary U.S. Treasury Regulations and judicial and administrative interpretations thereof, in each case as in effect and available on the date hereof. Each of the foregoing is subject to change, which change could apply retroactively and could affect the tax consequences described below. There can be no assurances that the U.S. Internal Revenue Service will not take a different position concerning the tax consequences of the acquisition, ownership and disposition of the Subscription Rights or New Shares or that such a position would not be sustained.

For purposes of this description, a “U.S. Holder” is a beneficial owner of Subscription Rights or New Shares that, for U.S. federal income tax purposes, is:

- a citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States or any state thereof, including the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or

- a trust if such trust has validly elected to be treated as a United States person for U.S. federal income tax purposes or if (1) a court within the United States is able to exercise primary supervision over its administration and (2) one or more United States persons have the authority to control all of the substantial decisions of such trust.

If a partnership (or any other entity treated as a partnership for U.S. federal income tax purposes) holds Subscription Rights or New Shares, the tax treatment of a partner in such partnership will generally depend on the status of the partner and the activities of the partnership. Such a partner or partnership should consult its tax advisor as to its tax consequences.

Based on certain estimates of the Company's gross income and gross assets and the nature of its business, the Company expects that it will be classified as a passive foreign investment company (a "PFIC") for the taxable year ending 31 December 2015, and that it will continue to be treated as a PFIC in the future. The Company's classification as a PFIC may result in material adverse consequences for you if you are a U.S. taxable investor. See Section 5.2 below.

You should consult your advisor with respect to the U.S. federal, state, local and non-U.S. tax consequences of acquiring, owning and disposing of Subscription Rights and New Shares.

5.1 Taxation of Subscription Rights

5.1.1 Receipt of Subscription Rights

The receipt of Subscription Rights should be treated as a non-taxable distribution with respect to a U.S. Holder's Existing Shares for U.S. federal income tax purposes. The discussion below assumes that the receipt of Subscription Rights will be treated as a non-taxable distribution.

If the fair market value of the Subscription Rights received is 15% or more of the fair market value of a U.S. Holder's Existing Shares on the date such U.S. Holder receives the Subscription Rights, then such U.S. Holder should allocate the adjusted tax basis in its Existing Shares between the Existing Shares and the Subscription Rights received in proportion to their fair market values determined on the date the Subscription Rights were received. If the fair market value of the Subscription Rights received is less than 15% of the fair market value of the U.S. Holder's Existing Shares on the date such U.S. Holder receives the Subscription Rights, the Subscription Rights should be allocated a zero basis for U.S. federal income tax purposes, unless such U.S. Holder elects to allocate basis between the Existing Shares and the Subscription Rights in proportion to the relative fair market values of the Existing Shares and the Subscription Rights determined on the date the Subscription Rights were received. A U.S. Holder that chooses to allocate basis between its Existing Shares and the Subscription Rights must make this election on its tax return for the taxable year in which the Subscription Rights are received.

5.1.2 Exercise of Subscription Rights

Generally, a U.S. Holder should not realize gain or loss on the exercise of a Subscription Right. Although the matter is not free from doubt, a U.S. Holder's tax basis in a New Share acquired upon exercising a Subscription Right should equal such U.S. Holder's adjusted tax basis in the Subscription Right plus the Subscription Price and a U.S. Holder's tax basis in a New Share that is an Additional Share should equal the Subscription Price. It is possible, however, that for purposes of determining a U.S. Holder's tax basis in New Shares, a U.S. Holder should be required to allocate the U.S. Holder's adjusted tax basis in the Subscription Right between New Shares acquired upon exercising a Subscription Right and New Shares that are Additional Shares (in proportion to their respective fair market values). Subject to the PFIC rules discussed below, the holding period of a New Share acquired upon exercise of a Subscription Right should begin on the date of exercise. Although the matter is uncertain, the holding period of a New Share that is an Additional Share should begin on the date payment is made for the Additional Share.

5.1.3 Not Exercising Subscription Rights

If a U.S. Holder does not exercise a Subscription Right, such U.S. Holder should not recognize any loss for U.S. federal income tax purposes and any portion of the tax basis in such U.S. Holder's Existing Shares previously allocated to the Subscription Right not exercised should be re-allocated to the Existing Shares.

5.1.4 Sale of Subscription Rights

Subject to the PFIC rules discussed below, if a U.S. Holder sells a Subscription Right, such U.S. Holder should recognize capital gain or loss for U.S. federal income tax purposes equal to the difference between the United States dollar value of the amount realized by the U.S. Holder and the U.S. Holder's tax basis, determined in United States dollars, in its Subscription Rights. For these purposes, a U.S. Holder's holding period in a Subscription Right should include its holding period in the Existing Share with respect to which the Subscription Right was distributed if such U.S. Holder continues to hold the Existing Share. The gain or loss will generally be income or loss from sources within the United States for foreign tax credit limitation purposes. U.S. Holders should consult their own tax advisors regarding the application of the PFIC rules to such U.S. Holder's sale of Subscription Rights.

5.2 Passive Foreign Investment Company Considerations

A non-U.S. corporation will be classified as a PFIC for federal income tax purposes in any taxable year in which, after applying certain look-through rules, either

- at least 75% of its gross income is "passive income"; or
- at least 50% of the average quarterly value of its gross assets (which may be determined in part by the market value of the ordinary shares, which is subject to change) is attributable to assets that produce "passive income" or are held for the production of passive income.

Passive income for this purpose generally includes dividends, interest, royalties, rents, gains from commodities and securities transactions, the excess of gains over losses from the disposition of assets which produce passive income, and includes amounts derived by reason of the temporary investment of funds raised in offerings of the ordinary shares. If a non-U.S. corporation owns at least 25% by value of the stock of another corporation, the non-U.S. corporation is treated for purposes of the PFIC tests as owning its proportionate share of the assets of the other corporation and as receiving directly its proportionate share of the other corporation's income. If the Company is classified as a PFIC in any year with respect to which a U.S. Holder owns the New Shares, the New Shares generally will continue to be treated as shares in a PFIC with respect to such U.S. Holder in all succeeding years during which the U.S. Holder owns the New Shares, regardless of whether the Company continues to meet the tests described above (including if the Company is not classified as a PFIC in the future).

Based on certain estimates of the Company's gross income and gross assets and the nature of its business, the Company expects that it will be classified as a PFIC for the taxable year ending 31 December 2015, and that it will continue to be treated as a PFIC in the future. In addition, one or more of the Company's subsidiaries may be classified as a PFIC for the taxable year ending 31 December 2015 and may also continue to be treated as a PFIC in the future. PFIC status must be determined annually based on tests which are factual in nature, and the Company's PFIC status (and the PFIC status of any subsidiary of the Company) in future years will depend on the Company's (and, as applicable, any subsidiary's) income, assets and activities in those years. The Company, however, does not intend to make a determination of its or any future subsidiaries' PFIC status in the future. A U.S. Holder may be able to mitigate some of the adverse U.S. federal income tax consequences described below with respect to owning the New Shares if the Company is classified as a PFIC for its taxable year ending 31 December 2015, *provided that* such U.S. Holder is eligible to make, and successfully makes, a "mark-to-market" election described below for the taxable year in which its holding period begins.

If the Company was a PFIC, and you are a U.S. Holder, then unless you make one of the elections described below, a special tax regime (the "**Excess Distribution Regime**") will apply to both (a) any "excess distribution" by the Company to you (generally, your ratable portion of distributions in any year which are greater than 125% of the average annual distribution received by you in the shorter of the three preceding years or your holding period for the ordinary shares) and (b) any gain realized on the sale or other disposition of the New Shares. Under the Excess Distribution Regime, any excess distribution and realized gain will be treated as ordinary income and will be subject to tax as if (a) the excess distribution or gain had been realized ratably over your holding period, (b) the amount deemed realized in each year had been subject to tax in each year of that holding period at the highest marginal rate for such year (other than income allocated to the current period, which would be subject to tax at the U.S. Holder's regular ordinary income rate for the current

year and would not be subject to the interest charge discussed below), and (c) the interest charge generally applicable to underpayments of tax had been imposed on the taxes deemed to have been payable in those years. For purposes of applying the Excess Distribution Regime, a U.S. Holder's holding period for New Shares acquired on the exercise of a Subscription Right shall include the period during which the Subscription Right was held. Certain elections may be available that would result in an alternative treatment of the New Shares. The Excess Distribution Regime described in this paragraph will also apply to indirect distributions and gains deemed to be realized by U.S. Holders in respect of any future subsidiary of the Company that also may be determined to be PFICs.

If the Company is a PFIC for any taxable year during which a U.S. Holder holds the New Shares, then in lieu of being subject to the tax and interest charge rules discussed above, a U.S. Holder may make an election to include gain on the stock of a PFIC as ordinary income under a mark-to-market method, *provided that* the Ordinary Shares are "regularly traded" on a "qualified exchange". In general, the Ordinary Shares will be treated as "regularly traded" for a given calendar year if more than a *de minimis* quantity of the Ordinary Shares are traded on a qualified exchange on at least 15 days during each calendar quarter of such calendar year. Although the IRS has not published any authority identifying specific exchanges that may constitute "qualified exchanges", Treasury Regulations provide that a qualified exchange is (a) a United States securities exchange that is registered with the Securities and Exchange Commission, (b) the United States market system established pursuant to section 11A of the Securities and Exchange Act of 1934, or (c) a non-U.S. securities exchange that is regulated or supervised by a governmental authority of the country in which the market is located, *provided that* (i) such non-U.S. exchange has trading volume, listing, financial disclosure, surveillance and other requirements designed to prevent fraudulent and manipulative acts and practices, to remove impediments to and perfect the mechanism of a free and open, fair and orderly, market, and to protect investors; and the laws of the country in which such non-U.S. exchange is located and the rules of such non-U.S. exchange ensure that such requirements are actually enforced and (ii) the rules of such non-U.S. exchange effectively promote active trading of listed stocks. No assurance can be given that the Ordinary Shares will meet the requirements to be treated as "regularly traded" for purposes of the mark-to-market election. In addition, because a mark-to-market election cannot be made for any lower-tier PFICs that the Company may own, a U.S. Holder may continue to be subject to the Excess Distribution Regime with respect to such U.S. Holder's indirect interest in any investments held by us that are treated as an equity interest in a PFIC for U.S. federal income tax purposes, including stock in any future subsidiary of the Company that is treated as a PFIC.

If a U.S. Holder makes an effective mark-to-market election, such U.S. Holder will include in each year that the Company is a PFIC as ordinary income the excess of the fair market value of such U.S. Holder's New Shares at the end of the year over such U.S. Holder's adjusted tax basis in the New Shares. Such U.S. Holder will be entitled to deduct as an ordinary loss in each such year the excess of such U.S. Holder's adjusted tax basis in the New Shares over their fair market value at the end of the year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. A U.S. Holder will not mark-to-market gain or loss for any taxable year in which the Company is not classified as a PFIC. If a U.S. Holder makes an effective mark-to-market election, in each year that the Company is a PFIC any gain such U.S. Holder recognizes upon the sale or other disposition of such U.S. Holder's New Shares will be treated as ordinary income and any loss will be treated as ordinary loss, but only to the extent of the net amount of previously included income as a result of the mark-to-market election.

A U.S. Holder's adjusted tax basis in the New Shares will be increased by the amount of any income inclusion and decreased by the amount of any deductions under the mark-to-market rules. If a U.S. Holder makes a mark-to market election, it will be effective for the taxable year for which the election is made and all subsequent taxable years unless the New Shares are no longer regularly traded on a qualified exchange or the IRS consents to the revocation of the election. U.S. Holders are urged to consult their tax advisers about the availability of the mark-to-market election, and whether making the election would be advisable in their particular circumstances.

U.S. Holders could also mitigate some of the adverse U.S. federal income tax consequences of the Company being classified as a PFIC by making a "qualified electing fund election", however, the Company does not intend to provide the information necessary for U.S. Holders to make qualified electing fund elections if it is classified as a PFIC. U.S. Holders should consult their tax advisors to determine whether any of these

elections would be available and if so, what the consequences of the alternative treatments would be in their particular circumstances.

If a U.S. Holder owns New Shares during any year in which the Company is a PFIC, the U.S. Holder generally will be required to file an IRS Form 8621 with respect to the Company, generally with the U.S. Holder's federal income tax return for that year.

U.S. Holders should consult their tax advisors regarding whether the Company is a PFIC and the potential application of the PFIC rules.

5.3 Distributions

Subject to the PFIC rules described above, distributions paid on New Shares, other than certain *pro rata* distributions of Ordinary Shares, will be treated as dividends to the extent paid out of the Company's current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Distributions in excess of current and accumulated earnings and profits (as determined under U.S. federal income tax principles) will be treated as a non-taxable return of capital to the extent of the U.S. Holder's basis in the New Shares and thereafter as capital gain. As the Company does not calculate earnings and profits under U.S. federal income tax principles, it is expected that distributions generally will be reported to U.S. Holders as dividends. Dividends will not be eligible for the dividends received deduction generally available to U.S. corporations under the Code or for the favorable tax rates applicable to "qualified dividend income" of certain non-corporate U.S. persons.

Dividends will generally be treated as foreign source income for purposes of the foreign tax credit rules. For U.S. federal income tax purposes, the amount of the dividend income will include amounts withheld in respect of Spanish withholding tax. Spanish taxes withheld from dividend payments at a rate not exceeding any applicable rate under the U.S.-Spain tax treaty (the "**Treaty**") generally will be creditable against a U.S. Holder's U.S. federal income tax liability, subject to applicable limitations that vary depending upon the U.S. Holder's circumstances. Any Spanish income taxes withheld in excess of the applicable Treaty rate will not be eligible for credit against a U.S. Holder's U.S. federal income tax liability. The rules governing foreign tax credits are complex and U.S. Holders should consult their tax advisers regarding the creditability of foreign tax credits in their particular circumstances. Instead of claiming a credit, a U.S. Holder may elect to deduct such Spanish taxes in computing its taxable income, subject to applicable limitations. An election to deduct foreign taxes instead of claiming foreign tax credits must apply to all foreign taxes paid or accrued in the taxable year.

Although, as discussed above, dividends that the Company pays to a U.S. Holder will generally be treated as foreign source income, for periods in which the Company is a "United States-owned foreign corporation", a portion of dividends paid by us may be treated as U.S. source income solely for purposes of the foreign tax credit. The Company would be treated as a United States-owned foreign corporation if 50% or more of the total value or total voting power of its stock is owned, directly, indirectly or by attribution, by U.S. persons. To the extent any portion of the Company's dividends is treated as U.S. source income pursuant to this rule, the ability of a U.S. Holder to claim a foreign tax credit for any Spanish withholding taxes payable in respect of the Company's dividends may be limited. A U.S. Holder entitled to benefits under the Treaty may, however, elect to treat any dividends as foreign source income for foreign tax credit purposes if the dividend income is separated from other income items for purposes of calculating the U.S. Holder's foreign tax credit. U.S. Holders should consult their own tax advisors about the impact of, and any exception available to, the special sourcing rule described in this paragraph, and the desirability of making, and the method of making, such an election.

Special rules apply to the amount of foreign tax credits that a U.S. Holder may claim on a distribution from a PFIC, and in certain cases, on a disposition of stock of a PFIC. Prospective purchasers should consult their own tax advisors regarding the application of such rules.

5.4 Foreign Tax Credit for Spanish Taxes Imposed on Dispositions of New Shares

As described in Section 4 of this Part XV (*Spanish SOCIMI Regime and Taxation Information*) transfers or sales of New Shares will be subject to Spanish taxation. Under the Treaty, U.S. Holders may be able to credit Spanish taxes imposed on dispositions of New Shares, subject to applicable limitations. U.S. Holders should

consult their tax advisers as to whether they would be able to credit any such Spanish taxes against their U.S. federal income tax liabilities in their particular circumstances.

5.5 *Disposition of Foreign Currency*

Foreign currency received as dividends on the New Shares or on the sale or retirement of the New Shares will have a tax basis equal to its U.S. dollar value at the time the foreign currency is received. Any gain or loss recognized on a sale or other disposition of a foreign currency (including upon exchange for U.S. dollars) will be U.S. source ordinary income or loss.

5.6 *Backup Withholding and Information Reporting Requirements*

U.S. backup withholding and information reporting requirements may apply to certain payments to certain holders of stock. Information reporting generally will apply to payments of dividends on, and to proceeds from the sale or redemption of, the New Shares made within the United States, or by a U.S. payor or U.S. middleman, to a holder of the New Shares, other than an exempt recipient (including a payee that is not a U.S. person that provides an appropriate certification and certain other persons). A payor will be required to withhold backup withholding tax from any payments of dividends on, or the proceeds from the sale or redemption of, New Shares within the United States, or by a U.S. payor or U.S. middleman, to a holder, other than an exempt recipient, if such holder fails to furnish its correct taxpayer identification number or otherwise fails to comply with, or establish an exemption from, such backup withholding requirements. Any amounts withheld under the backup withholding rules will be allowed as a credit against the beneficial owner's U.S. federal income tax liability, if any, and any excess amounts withheld under the backup withholding rules may be refunded, *provided that* the required information is timely furnished to the IRS.

5.7 *Foreign Asset Reporting*

Certain U.S. Holders who are individuals are required to report information relating to an interest in the ordinary shares, subject to certain exceptions (including an exception for shares held in accounts maintained by financial institutions). U.S. Holders are urged to consult their tax advisors regarding their information reporting obligations, if any, with respect to their ownership and disposition of the ordinary shares.

The above description is not intended to constitute a complete analysis of all tax consequences relating to acquisition, ownership and disposition of the Subscription Rights and New Shares. You should consult your tax advisor concerning the tax consequences of your particular situation.

PART XVI: CERTAIN ERISA CONSIDERATIONS

The following is a summary of certain considerations associated with the purchase of the Ordinary Shares by an “employee benefit plan” (within the meaning of Section 3(3) of ERISA) that is subject to Title I of ERISA, a plan, individual retirement account or other arrangement that is subject to Section 4975 of the U.S. tax code or provisions under any Similar Law, and entities whose underlying assets are considered to include “plan assets” of any such plan, account or arrangement (each, a “**Plan**”). This summary is general in nature and is not intended to be all-inclusive. Due to the complexity of these rules and the penalties that may be imposed upon persons involved in non-exempt prohibited transactions, it is particularly important that fiduciaries, or other persons considering purchasing the Ordinary Shares on behalf of, or with the assets of, any employee benefit plan, consult with their counsel to determine whether such employee benefit plan is subject to Title I of ERISA, Section 4975 of the Code or any Similar Laws.

Section 3(42) of ERISA provides that the term “**plan assets**” has the meaning assigned to it by such regulations as the U.S. Department of Labor (the “**Department**”) may prescribe, except that under such regulations the assets of any entity shall not be treated as plan assets if, immediately after the most recent acquisition of any equity interest in the entity, less than 25% of the total value of each class of equity is held by benefit plan investors. The Department has prescribed regulations (the “**Plan Asset Regulations**”) that generally provide that when a Plan subject to Title I of ERISA or Section 4975 of the U.S. tax code (an “**ERISA Plan**”) acquires an equity interest in an entity that is neither a “**publicly-offered security**” (as defined in the Plan Asset Regulations) nor a security issued by an investment company registered under the U.S. Investment Company Act, the ERISA Plan’s assets include both the equity interest and an undivided interest in each of the underlying assets of the entity unless it is established either that equity participation in the entity by “**benefit plan investors**” is not significant or that the entity is an “**operating company**,” in each case as defined in the Plan Asset Regulations. For purposes of the Plan Asset Regulations, equity participation in an entity by benefit plan investors will not be significant if they hold, in the aggregate, less than 25% of the total value of any class of equity interests of such entity, excluding equity interests held by any person (other than a benefit plan investor) who has discretionary authority or control with respect to the assets of the entity or who provides investment advice for a fee (direct or indirect) with respect to such assets, and any affiliates of such person. Section 3(42) of ERISA provides, in effect, that for purposes of the Plan Asset Regulations, the term “**benefit plan investor**” means an ERISA Plan or an entity whose underlying assets are deemed to include “**plan assets**” under the Plan Asset Regulations (for example, an entity 25% or more of the total value of any class of equity interests of which is held by benefit plan investors and which does not satisfy another exception under the Plan Asset Regulations).

It is anticipated that (i) Ordinary Shares will not constitute “**publicly offered securities**” for purposes of the Plan Asset Regulations, (ii) the Company will not be an investment company registered under the U.S. Investment Company Act and (iii) the Company will not qualify as an operating company within the meaning of the Plan Asset Regulations. The Company will prohibit ownership by benefit plan investors in the Ordinary Shares through deemed representations from its investors. However, no assurance can be given that investment by benefit plan investors in the Ordinary Shares will not be “**significant**” for purposes of the Plan Asset Regulations.

1. Plan Asset Consequences

If the Company’s assets were deemed to be “**plan assets**” of an ERISA Plan whose assets were invested in the Company, this would result, among other things, in (i) the application of the prudence and other fiduciary responsibility standards of ERISA to investments made by the Company, and (ii) the possibility that certain transactions that the Company, or its respective affiliates might enter into, or may have entered into, in the ordinary course of business might constitute or result in non-exempt prohibited transactions under Section 406 of ERISA and/or Section 4975 of the Code and might have to be rescinded. A non-exempt prohibited transaction, in addition to imposing potential liability upon fiduciaries of the ERISA Plan, may also result in the imposition of an excise tax under the Code upon a “**party in interest**” (as defined in ERISA), or “**disqualified person**” (as defined in the Code), with whom the ERISA Plan engages in the transaction. Governmental plans, certain church plans and non-U.S. plans, while not subject to Title I of ERISA or Section 4975 of the Code, may nevertheless be subject to similar laws. Fiduciaries of such plans should consult with their counsel before purchasing or holding any Ordinary Shares. Due to the foregoing, the Ordinary Shares may not be purchased or held by any person investing assets of any Plan.

2. Representation and Warranty

In light of the foregoing, by accepting an interest in any Ordinary Shares, each purchaser and transferee will be deemed to have represented and warranted that no portion of the assets used to purchase or hold its interest in the Ordinary Shares constitutes or will constitute the assets of any Plan.

3. Provisions Included in By-Laws

The By-Laws contain certain information obligations with respect to shareholders or beneficial owners of Ordinary Shares who are subject to a special legal regime applicable to pension funds or benefit plans (such as ERISA). Moreover, the Company will have the ability to request from any shareholder or beneficial owner of Ordinary Shares such information as the Company considers necessary or useful to determine whether any such person is subject to a special legal regime applicable to pension funds or benefit plans. If any such shareholder or beneficial owner fails to comply with such information obligations, the Company will be entitled to impose a penalty to such shareholder or beneficial owner in an amount equal to the proportional part of the book value of the Company (in accordance with the most recent audited and published balance sheet of the Company) represented by the shares of the breaching shareholder or beneficial owner, which may be offset with any dividends payable by the Company to such shareholder. Furthermore, according to the By-Laws, the Company will be able to take any measures it deems appropriate to avoid any adverse effects to the Company or its shareholders resulting from the application of laws and regulations relating to pension funds or benefit plans (in particular, ERISA). The purpose of these provisions is to provide the Company with the ability to minimize the risk that Benefit Plan Investors (or other similar investors) hold 25% or more of the total value of any class of equity interest in the Company.

PART XVII: ADDITIONAL INFORMATION

1. Responsibility

The Company and the signing Director (Mr. Luis Alfonso López de Herrera-Oria) accept responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Company and the signing Director (who have taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect the import of such information.

2. Information on the Company

The Company was incorporated and registered in Spain on 19 March 2014 pursuant to the Spanish Companies Act as a public limited company (a *sociedad anónima* or S.A.) under the name Axia Real Estate, S.A., subsequently changed to Axia Real Estate SOCIMI, S.A. upon election of SOCIMI special tax regime, and subsequently changed to Axiare Patrimonio SOCIMI, S.A by resolution passed by the Company's Shareholders' Meeting held on 7 May 2015 (which new name is pending to be registered with the Commercial Registry of Madrid). The Company is incorporated for an unlimited term.

The principal legislation under which the Company operates, and under which the Ordinary Shares were created, is the Spanish Companies Act and the regulations made thereunder.

The registered office the Company is at José Ortega y Gasset 29, 5th floor, 28006 Madrid, Spain.

The financial year end of the Company is 31 December.

The Company is domiciled in Spain and resident in Spain for tax purposes.

The Company is recently incorporated and has limited operating or financial data. The Company's audited financial statements as of, and for the year ended, 31 December 2014, as well as the unaudited interim financial statements as of, and for the quarter ended, 31 March 2015 are included elsewhere herein.

3. Share Capital

As at the date of this Prospectus, the issued share capital of the Company consists of €360,060,000 divided into a single series of 36,006,000 shares in book-entry form, with a nominal value of €10.00 each. All of these shares are fully paid.

The Company has no convertible debt securities, exchangeable debt securities or debt securities with warrants in issue.

The Shareholders' Meeting held on 7 May 2015 authorized the Board for a maximum term of five years from the date of such meeting to (i) increase the Company's share capital by way of monetary contributions, and (ii) issue debentures or bonds exchangeable and/or convertible into shares of the Company or other companies, either of its group or not, and warrants over new shares or shares in circulation of the Company or other companies, in both cases up to a maximum amount equal to 50% of the share capital of the Company as at 13 May 2015 and with the power to exclude the preemptive subscription rights, *provided that* such exclusion is in the corporate interest of the Company. At the date of this Prospectus the Board has not used these authorizations.

The Board has also been authorized to the derivative acquisition of treasury shares, subject to the requirements of section 146 and related provisions and section 509 of the Spanish Companies Act. As of 31 March 2015, treasury shares held by the Company represented 0.26% of the share capital of the Company (compared with the 0.28% reported As of 31 December 2014) accounting for a total of 92,844 Ordinary Shares (compared with 100,000 Ordinary Shares reported As of 31 December 2014), with an overall par value of €0.9 million (compared with €1.0 million reported As of 31 December 2014) and an average acquisition price of €10.9 per Ordinary Share (compared €10.1 reported As of 31 December 2014).

4. Interests of Major Shareholders

Insofar as the Company is aware, as at 13 May 2015 (being the latest practicable date prior to the registration of this Prospectus with the CNMV), the name of each person who, directly or indirectly, was interested in 3% or more of the Company's share capital, and the amount of such person's interest, is as follows:

Name	Prior to the APP		After the APP and Immediately prior to the Offering*	
	Number of Ordinary Shares	Percentage of issued Ordinary Share Capital	Number of Ordinary Shares	Percentage of issued Ordinary Share Capital
Perry Partners International Inc (1)	10,500,000	29.162 %	7,000,000	19.441%
Taube Hodson Stonex Partners LLP (2)	4,000,000	11.109%	4,000,000	11.109%
T. Rowe Price Associates, Inc (3)	3,627,388	10.074%	3,627,388	10.074%
Citigroup Global Markets Limited (4)	3,300,000	9.165%	3,300,000	9.165%
Deutsche Bank, A.G. (5)	2,261,897	6.282%	2,261,897	6.282%
JPMorgan Chase & Co (6)	2,089,822	5.804%	2,089,822	5.804%
Barclays Bank PLC (7)	1,519,450	4.214%	1,519,450	4.214%
Free Float	8,707,443	24.183%	8,707,443	33.904%
Total	36,006,000	100.000%	36,006,000	100.000%

* The information on this table is based on the significant shareholdings that have been notified to the Company and to the CNMV.

- (1) Ordinary Shares are directly held by Pei Valor S.à r.l, which is 100% owned by Perry European Investment S.à r.l, which is itself 100% owned by Perry Luxco S.à r.l, which is itself 100% owned by Perry Goba! Holdings LLC – Series XIII, which is itself 66.38% owned by Perry Goba! Holdings LLC – Series XIII, which is itself 100% owned by Perry Partners International Master, Inc, which is itself 99.99% owned by Perry Partners International, Inc., which is not controlled by any individual or entity in accordance with article 42 of the Spanish Commercial Code. Perry Partners International, Inc. is domiciled in the British Virgin Islands.
- (2) Taube Hodson Stonex Partners LLP is a discretionary fund manager which does not invest on its own behalf but invests on behalf of its clients that are large institutional funds and control the shares on the clients' behalf. Taube Hodson Stonex Partners LLP is registered in England and Wales and is authorized and regulated by the Financial Conduct Authority (No. 480219).
- (3) T. Rowe Price Associates, Inc invests on behalf of certain funds and accounts managed by it.
- (4) To the knowledge of the Company, T. Rowe Associates, Inc. is based in the United States.
- (5) Ordinary Shares are directly held by Citigroup Global Markets Limited.
- (6) Ordinary Shares are directly held by Deutsche Bank, A.G.
- (7) Ordinary Shares are directly held by JPMorgan Securities PLC, which is 99.36% owned by JPMorgan Chase International Holdings, which is itself 100% owned by JPMorgan Chase (UK) Holding Limited, which is itself 100% owned by JPMorgan Capital Holding Limited, which is itself 100% owned by JPMorgan International Finance Limited, which is itself 100% owned by Bank One International Holding Corporation, which is itself 100% owned by JPMorgan International Inc., which is itself 100% owned by JPMorgan Chase Bank, National Association, which is itself 100% owned by JPMorgan Chase & Co.
- (8) Ordinary Shares are directly held by Barclays Capital Securities LTD, which is 100% owned by Barclays Bank PLC.

The above listed Shareholders do not have different voting rights than those corresponding to the Ordinary Shares.

The Company is not aware of any persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company as at, or immediately following, Admission.

Under the Spanish SOCIMI Regime, the Company may become subject to a 19% Corporate Income Tax on the amount of dividends received by a Substantial Shareholder. The By-Laws contain information and indemnity obligations applicable to Substantial Shareholders designed to minimize the possibility that dividends may become payable to Substantial Shareholders. If a dividend payment is made to a Substantial Shareholder, the Company may be entitled to request a legal report regarding the taxation of the dividends to be paid to such Substantial Shareholder, which costs can be offset against such dividends. Furthermore, the Company may be entitled to retain and deduct an amount equivalent to the tax expenses incurred by the Company on such dividend payment from the amount to be paid to such Substantial Shareholder. These provisions are summarized at *By-Laws and certain Applicable Regulations—Company's indemnity from Substantial Shareholder's CIT liability and shareholders' reporting obligation* in this Part XVII (*Additional Information*).

5. Tender Offers

Tender offers are governed in Spain by Law 24/1988 on the Securities Market (as amended by Law 6/2007 of April 12 and Law 1/2012 of June 22) and Royal Decree 1066/2007, of 27 July 2007, which have implemented

Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004. Tender offers in Spain may qualify as either mandatory or voluntary offers.

Mandatory public tender offers must be launched for all the shares of the target company or other securities that might directly or indirectly give the right to subscription thereto or acquisition thereof (including convertible and exchangeable bonds) at an equitable price and not subject to any conditions when any person acquires control of a Spanish company listed on the Spanish Stock Exchanges, whether such control is obtained:

- by means of the acquisition of shares or other securities that directly or indirectly give the right to subscribe or acquire voting shares in such company;
- through agreements with shareholders or other holders of said securities; or
- as a result of other situations of equivalent effect as provided in the regulations (i.e. indirect control acquired through mergers, share capital decreases, target's treasury stock variations or securities exchange or conversion, etc.).

A person is deemed to have obtained the control of a target company, individually or jointly with concerted parties, whenever:

- it acquires directly or indirectly a percentage of voting rights equal or greater than 30%; or
- it has acquired a percentage of less than 30% of the voting rights and appoints, in the 24 months following the date of acquisition of said percentage, a number of directors that, together with those already appointed, if any, represent more than one-half of the members of the target company's board of directors. Regulations also set forth certain situations where directors are deemed to have been appointed by the bidder or persons acting in concert therewith unless evidence to the contrary is provided.

Notwithstanding the above, Spanish regulations establish certain exceptional situations where control is obtained but no mandatory tender offer is required, including, among others:

- subject to the CNMV's approval, acquisitions or other transactions resulting from the conversion or capitalization of claims into shares of listed companies the financial feasibility of which is subject to serious and imminent danger, even if the company is not undergoing bankruptcy proceedings, provided that such transactions are intended to ensure the company's financial recovery in the long-term. No CNMV approval will be required if the acquisition takes place within a refinancing agreement in accordance with additional disposition 4th of Law 22/2003, of July 9th, on insolvency; or
- in the event of a merger, provided that those acquiring control did not vote in favor of the merger at the relevant general meeting of shareholders of the offeree company and provided also that it can be shown that the primary purpose of the transaction is not the takeover but an industrial or corporate purpose; and
- when control has been obtained after a voluntary bid for all of the securities, if either the bid has been made at an equitable price or has been accepted by holders of securities representing at least 50 per cent. of the voting rights to which the bid was directed.

For the purposes of calculating the percentages of voting rights acquired, the regulations establish the following rules:

- percentages of voting rights corresponding to (i) companies belonging to the same group as the bidder; (ii) members of the board of directors of the bidder or of companies of its group; (iii) persons acting for the account of or in concert with the bidder (a concert party shall be deemed to exist when two or more persons collaborate under an agreement, be it express or implied, oral or written, in order to obtain control of the offeree company); (iv) voting rights exercised freely and over an extended period by the bidder under proxy granted by the actual holders or owners of such rights, in the absence of specific instructions with respect thereto; and (v) shares held by a nominee, such nominee

being understood as a third-party whom the bidder totally or partially covers against the risks inherent in acquisitions or transfers of the shares or the possession thereof, will be deemed to be held by the bidder (including the voting rights attaching to shares that constitute the underlying asset or the subject matter of financial contracts or swaps when such contracts or swaps cover, in whole or in part, against the risks inherent in ownership of the securities and have, as a result, an effect similar to that of holding shares through a nominee);

- both the voting rights arising from the ownership of shares and those enjoyed under a usufruct or pledge or upon any other title of a contractual nature will be counted towards establishing the number of voting rights held;
- the percentage of voting rights shall be calculated based on the entire number of shares carrying voting rights, even if the exercise of such rights has been suspended; voting rights attached to treasury shares shall be excluded; and non-voting shares shall be taken into consideration only when they carry voting rights pursuant to applicable law; and
- acquisitions of securities or other financial instruments giving the right to the subscription, conversion, exchange or acquisition of shares which carry voting rights will not result in the obligation to launch a tender offer either until such subscription, conversion, exchange or acquisition occurs.

Notwithstanding the foregoing, upon the terms established in the regulations, the CNMV will conditionally dispense with the obligation to launch a mandatory bid when another person or entity not in concert with the potential bidder directly or indirectly holds an equal or greater voting percentage in the target company.

The price of the mandatory tender offer is deemed equitable when it is at least equal to the highest price paid by the bidder or by any person acting in concert therewith for the same securities during the 12 months prior to the announcement of the tender offer. When the mandatory tender offer must be made without the bidder having previously acquired the shares over the above-mentioned 12-month period, the equitable price shall not be less than the price calculated in accordance with other rules set forth in the regulations. In any case, the CNMV may change the price so calculated in certain circumstances (extraordinary events affecting the price, evidence of market manipulation, etc.).

Mandatory offers must be launched as soon as possible but always within one month from the acquisition of the control of the target company. Voluntary tender offers may be launched when a mandatory offer is not required. Voluntary offers are subject to the same rules established for mandatory offers except for the following:

- they might be subject to certain conditions (such as amendments to the by-laws or adoption of certain resolutions by the target company, acceptance of the offer by a minimum number of securities, approval of the offer by the shareholders' meeting of the bidder; and any other deemed by the CNMV to be in accordance with law), provided that such conditions can be met before the end of the acceptance period of the offer; and
- they may be launched at any price, regardless of whether it is lower than the abovementioned **"equitable price"**.

Spanish regulations on tender offers set forth further provisions, including:

- subject to shareholder approval within 18 months from the date of announcement of the tender offer, the board of directors of a target company will be exempt from the rule prohibiting frustrating action against a foreign bidder whose board of directors is not subject to an equivalent passivity rule;
- defensive measures included in a listed company's by-laws and transfer and voting restrictions included in agreements among a listed company's shareholders will remain in place whenever the company is the target of a tender offer, unless the shareholders resolve otherwise (in which case any shareholders whose rights are diluted or otherwise adversely affected will be entitled to compensation at the target company's expense); and

- squeeze-out and sell-out rights will apply *provided that* following a tender offer for all the target's share capital, the bidder holds securities representing at least 90% of the target company's voting capital and the tender offer has been accepted by the holders of securities representing at least 90% of the voting rights other than those held by or attributable to the bidder previously to the offer.

6. By-Laws and certain Applicable Regulations

The following is a summary of the By-Laws of the Company. Any Shareholder requiring further detail than that provided in the summary is advised to consult the By-Laws which are available at the address specified in paragraph 2 of this Part XVII (*Additional Information*) and at the corporate website of the Company (www.axiarc.es).

6.1 Share capital

At the date of this Prospectus, the issued share capital of the Company consists of €360,060,000 divided into a single series of 36,006,000 registered Ordinary Shares in book-entry form, with a nominal value of €10.00 each. All of these Ordinary Shares are fully paid and confer the same rights to their Shareholders. Non-residents of Spain may hold shares and vote, subject to the restrictions described under "*Restrictions on Foreign Investment*".

6.2 Dividend and liquidation rights

Payment of dividends is proposed by the Board and must be authorized by the Shareholders at a Shareholders' Meeting. According to the By-Laws, only those Shareholders that are registered in the clearance and settlement system managed by Iberclear at 23:59 hours (Madrid time) of the day of approval of a dividend distribution will be entitled to benefit from such dividend distribution. Therefore, the New Shares will not entitle their holders to receive dividend payments approved at the Company's Shareholders' Meeting held on 7 May 2015. The Board (as well as the Shareholders at the Shareholders' Meeting) may distribute amounts on account of the dividends provided that the following conditions are met: (i) the Board will need to approve financial statements that show that there is sufficient liquidity for the distribution; and (ii) the amount to be distributed will not exceed the profit obtained during the current financial year after deducting losses of preceding years, amounts to be contributed to legal or statutory reserves and estimated taxes to be paid on such profits. Holders of Ordinary Shares participate in such dividends from the date agreed by a Shareholders' Meeting.

The Spanish Companies Act requires each company to contribute at least 10% of its net income each year to a legal reserve until the balance of such reserve is equivalent to at least 20% of such company's issued share capital. A company's legal reserve is not available for distribution to its shareholders except upon such company's liquidation. The legal reserve of the Company will not exceed 20% of the share capital of the Company. The Company's By-Laws do not establish any reserve that is not available for distribution to its shareholders.

According to the Spanish Companies Act, dividends may only be paid out of profits (after the necessary transfer to mandatory reserves or distributable reserves and only if the value of the Company's net worth is not, and as a result of distribution would not be, less than its share capital).

In addition, no profits may be distributed unless the amount of the distributable reserves is at least equal to the amount of the research and development expenses recorded as an asset in the Company's balance sheet.

The Spanish Companies Act also requires the creation of a non-distributable reserve equal to the amount of goodwill recorded as an asset on the balance sheet and that an amount at least equal to 5.0% of such goodwill be transferred from the profit from each financial year to such non-distributable reserve until such time as the non-distributable reserve is of an amount at least equal to the goodwill recorded on balance sheet. If, in any given financial year, there are no profits or there are insufficient profits to transfer an amount equal to 5.0% of the goodwill recorded on the balance sheet, the Spanish Companies Act requires that the shortfall be transferred from freely distributable reserves to the non-distributable reserve.

In accordance with Section 947 of the Spanish Commercial Code, the right to a dividend lapses and reverts to the Company if it is not claimed within five years after it becomes payable.

Upon liquidation of the Company, Shareholders would be entitled to receive proportionately any assets remaining after the payment of the Company's debts, taxes and expenses of the liquidation.

6.3 Company's indemnity from Substantial Shareholder's CIT liability and shareholders' reporting obligation

The By-Laws require any shareholder to give notice to the Company's Board within five calendar days of any acquisition of Ordinary Shares which results in such shareholder reaching a stake in the Company equal or higher to 5% of its share capital. Furthermore, together with this notice, such shareholder must provide evidence of its tax residence and status (i.e. such shareholder must provide a certificate issued by the relevant tax authorities of its country of residence, indicating the following: (i) that, according to the records of such authorities, such shareholder is a tax resident of such country and (ii) the rate at which dividends from the Company are subject to taxation in the relevant country).

A shareholder will be deemed to be a Substantial Shareholder if it holds a stake equal or higher than 5% of the share capital of the Company and either (i) is exempt from any tax on the dividends or subject to tax on the dividends received at an effective tax rate lower than 10% (for these purposes, final tax due under the Spanish Non Resident Income Tax Law is also taken into consideration) or (ii) does not timely provide the Company with the information evidencing its equal or higher than 10% taxation on dividends distributed by the Company in the terms set forth in the By-Laws.

If a dividend payment is made to a Substantial Shareholder, the Company may be entitled to request a legal report regarding the taxation of the dividends to be paid to such Substantial Shareholder, which costs can be offset against such dividends. Furthermore, the Company may be entitled to deduct an amount equal to the CIT liability levied on any dividend distribution paid to it, increased in the amount that, once such CIT is deducted, offsets the CIT expense derived for the Company under the Spanish SOCIMI Regime, from the amount to be paid to such Substantial Shareholder.

For example, assuming that: (i) a gross dividend of €100 is due to a Substantial Shareholder, (ii) the CIT rate applicable to dividend distributions made to such Substantial Shareholder is 19% (in accordance with the provisions of the Spanish SOCIMI Regime relating to dividend distributions to Substantial Shareholders) and (iii) the Company is subject to a 0% CIT rate on any indemnity amount to be deducted from the dividend payment to such Substantial Shareholder, the indemnity amount to be deducted to such Substantial Shareholder will be the following:

Gross Dividend: €100 Special Taxation: $100 \times 19\% = €19$

Special Taxation: $100 \times 19\% = €19$

Special Taxation CIT Expense ("CITst"): €19

Indemnity amount to be deducted ("I"): €19

CIT tax base for the indemnity ("TBI"): €19

CIT Expense derived from the indemnity ("CITi"): €0

Effect for the Company: $I - CITst - CITi = 19 - 19 - 0 = €0$

The By-Laws include provisions for this calculation in case of an eventual amendment of the CIT rate applicable to SOCIMIs. In this event, the indemnity amount to be deducted from the amount to be paid to the Substantial Shareholder will be calculated taking into account its effect on the income statement of the Company (i.e. the amount of the indemnity to be paid would be increased to reflect the taxation of the indemnity or any other cost for the purposes of the Company CIT).

The purpose of providing the Company with the right to make these deductions is to offset any adverse impact resulting from the distribution of dividends to a Substantial Shareholder on the Company.

The Board may elect not to make these deductions in full or at all from dividend payments to a Substantial Shareholder in the event that, as a result of making such deductions, the Company would be in a worse position than if it did not make them.

The Spanish General Directorate of Taxes (DGT) has confirmed that any indemnity payment received from a Substantial Shareholder will compute towards the SOCIMI Regime requirement that at least 80% of the Company's net annual income under Spanish GAAP must derive from rental income and from dividends or capital gains in respect of certain specified assets.

6.4 Provisions relating to shareholders who are subject to a special legal regime applicable to pension funds or benefit plans

The By-Laws contain certain information obligations with respect to shareholders or beneficial owners of Ordinary Shares who are subject to a special legal regime applicable to pension funds or benefit plans (such as ERISA). Moreover, the Company will have the ability to request from any shareholder or beneficial owner of Ordinary Shares such information as the Company considers necessary or useful to determine whether any such person is subject to a special legal regime applicable to pension funds or benefit plans. If any such shareholder or beneficial owner fails to comply with such information obligations, the Company will be entitled to impose a penalty to such shareholder or beneficial owner in an amount equal to the proportional part of the book value of the Company (in accordance with the most recent audited and published balance sheet of the Company) represented by the shares of the breaching shareholder or beneficial owner, which may be offset with any dividends payable by the Company to such shareholder. Furthermore, according to the By-Laws, the Company will be able to take any measures it deems appropriate to avoid any adverse effects to the Company or its shareholders resulting from the application of laws and regulations relating to pension funds or benefit plans (in particular, ERISA). The purpose of these provisions is to provide the Company with the ability to minimize the risk that Benefit Plan Investors (or other similar investors) hold 25% or more of the total value of any class of equity interest in the Company.

6.5 Shareholders' Meetings and voting rights

Pursuant to the By-Laws, rules of the Company's Shareholders' Meeting of and the Spanish Companies Act, ordinary annual general shareholders' meetings are held during the first six months of each fiscal year on a date fixed by the Board. Extraordinary general shareholders' meetings may be called by the Board whenever it deems appropriate, or at the request of shareholders representing at least 3% of the share capital. Notices of all general shareholders' meetings are published in the Commercial Registry's Official Gazette (*Boletín Oficial del Registro Mercantil*) and on the corporate website of the Company at least one month prior to the meeting. Notices of all general shareholders' meetings will be published in the Commercial Registry's Official Gazette (*Boletín Oficial del Registro Mercantil*), on the corporate website of the Company and on the website of CNMV.

In addition, according to the Spanish Companies Act, if the Company offers to Shareholders the possibility to vote by electronic means accessible to all shareholders, the time limit for calling extraordinary Shareholders' Meetings may be reduced to at least 15 days before an extraordinary Shareholders' Meeting. The decision to abbreviate the period between the notice date and the extraordinary Shareholders' Meeting is to be taken by a majority of not less than two thirds of the voting capital represented in an ordinary annual general Shareholders' Meeting, and remains in force until no later than the following annual general shareholders' meeting.

Action is taken at ordinary meetings on the following matters: the approval of the management carried out by the Directors, the approval of the annual accounts from the previous fiscal year, and the application of the previous fiscal year's income or loss. All other matters can be considered at either an extraordinary meeting or at an ordinary meeting if the matter is within the authority of the meeting and is included on the agenda.

Each share entitles the holder to one vote and there is no limit as to the maximum number of voting rights that may be held by each shareholder or by companies of the same group. Shareholders on record as holding any number of shares with voting rights are entitled to attend the general shareholders' meeting with the right to speak and vote. The notice calling the general shareholders' meeting shall indicate the date on which shares must be held by a shareholder in order for the latter to participate in a general meeting and to vote in respect of his or her shares.

Only holders of shares duly registered in the book-entry records maintained by Iberclear, and its member entities, at least five days prior to the day on which a general shareholders' meeting is scheduled and in the manner provided in the notice for such meeting, may attend and vote at such meeting.

Any share may be voted by proxy. Proxies must be in writing or in electronic form acceptable under the By-Laws, and are valid for a single general shareholders' meeting, except if given in favor of the shareholder's spouse (or person who has an equivalent link according to the applicable laws), ascendants or descendants, or in favor of a third party authorized pursuant to a public deed to manage the assets of the relevant shareholder, in which case it will be valid for all shareholders' meeting. Proxies may be given to any person, whether or not a shareholder. Proxies must specifically refer to the general shareholders' meeting. A proxy may be revoked by giving notice to the Company prior to the meeting, by attendance by the relevant shareholder at the meeting or by casting the vote by other means after the representation was conferred.

Proxy holders are required to disclose any conflict of interest prior to their appointment. In case a conflict of interest arises after the proxy holder's appointment, such conflict of interest shall be immediately disclosed to the relevant shareholder. In both cases, the proxy holder shall not exercise the shareholder's rights unless the latter has given specific voting instructions for each resolution in respect of which the proxy holder is to vote on behalf of the Shareholder. A conflict of interest in this context may in particular arise where the proxy holder: (i) is a controlling shareholder of the Company, or is another entity controlled by such Shareholder; (ii) is a member of the administrative, management or supervisory bodies of the Company, or of a controlling shareholder or another entity controlled by such Shareholder; (iii) is an employee or auditor, of the Company, or of a controlling shareholder or another entity controlled by such Shareholder; or (iv) is a natural person related to those mentioned in (i) to (iii) above.

A person acting as a proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented. Where a proxy holder holds proxies from several shareholders, he/she will be able to cast votes for a shareholder differently from votes cast for another Shareholder.

Pursuant to the Spanish Companies Act, entities rendering investment services may exercise voting rights on behalf of their clients when the latter appoint them as proxy holders. Financial intermediaries so appointed may cast votes for a shareholder differently from votes cast for another Shareholder. In this respect, financial intermediaries will have to provide the relevant company, within seven days prior to the day on which the general shareholders' meeting is scheduled, with the identity of each client that has appointed them as proxy holders, the number of shares in respect of which votes shall be cast as well as the voting instructions received by the financial intermediary.

The By-Laws of the Company provide that, on the first call of an ordinary or extraordinary general shareholders' meeting, the presence in person or by proxy of shareholders representing at least 25.0% of its voting capital will constitute a quorum. If on the first call a quorum is not present, the meeting can be reconvened by a second call, which according to the Spanish Companies Act requires no quorum. However, according to the Spanish Companies Act, a resolution in a general shareholders' meeting to modify the By-Laws of the Company (including increases and reductions of share capital, bond issues, suppressions or limitations on the pre-emptive right over new shares, transformations, mergers, spin-offs, global assignments of assets and liabilities and the transfer of the registered address of the Company abroad), requires the presence in person or by proxy of shareholders representing at least 50.0% of the voting capital of the Company on first call, and the presence in person or by proxy of shareholders representing at least 25.0% of the voting capital of the Company on second call. On second call, and in the event that less than 50.0% of the voting capital of the Company is represented in person or by proxy, such resolutions may only be passed upon the vote of shareholders representing two-thirds of the Company's capital present or represented at such meeting. The interval between the first and the second call for a general shareholders' meeting must be at least 24 hours. Resolutions in all other cases are passed by a majority of the votes corresponding to the capital stock present or represented at such meeting.

Under the Spanish Companies Act, shareholders who voluntarily aggregate their shares so that the capital stock so aggregated is equal to or greater than the result of dividing the total capital stock by the number of Directors have the right, provided there are vacancies on the Board, to appoint a corresponding proportion of the members of the Board (disregarding the fractions). Shareholders who exercise this right may not vote on the appointment of other Directors.

A resolution passed in a general shareholders' meeting is binding on all shareholders, although a resolution which is (i) contrary to Spanish law or the By-Laws of the Company, or (ii) prejudicial to the interest of the company and is beneficial to one or more shareholders or third parties, may be contested. In the case of resolutions contrary to Spanish law, the right to contest is extended to all shareholders, directors and interested

third parties. In the case of resolutions prejudicial to the interest of the company or contrary to the By-Laws, such right is extended to shareholders who attended the general shareholders' meeting and recorded their opposition in the minutes, to shareholders who were absent and to those unlawfully prevented from casting their vote as well as to members of the Board. In certain circumstances (such as a significant modification of corporate purpose or change of the corporate form or transfer of domicile to a foreign country), the Spanish Companies Act gives dissenting or absent shareholders the right to withdraw from the company. If this right were exercised, the company would be obliged to purchase the relevant shareholding(s) in accordance with the procedures established under the Spanish Companies Act. Board resolutions can only be challenged by the directors or by shareholders representing 0.1% of the share capital of the Company.

6.6 Shareholders right of information

The Ordinary Shares grant their holders the right of information foreseen in the Spanish Companies Act, as well as any other rights which, as special manifestations of this right of information, are gathered in Spanish Law 24/1988, of 28 July, on the securities market (*Ley 32/2011, de 4 de octubre, por la que se modifica la Ley 24/1988, de 28 julio, del Mercado de Valores*) and in Law 3/2009, of 3 April, on structural changes in corporations (*Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles*).

6.7 Shareholder suits

Under the Spanish Companies Act, directors are liable to the Company, the shareholders and the creditors for acts or omissions that are illegal or violate the By-Laws and for failure to carry out their legal duties with diligence, as long as the directors act under willful misconduct or gross negligence, and even if such detrimental acts or omissions have been previously authorized by the Shareholders' Meeting.

Under Spanish law, shareholders must bring actions against the directors as well as any other actions against the Company or challenging corporate resolutions in the province where the Company is domiciled (currently Madrid, Spain).

6.8 Registration and Transfers

The shares of the Company are in book-entry form and are indivisible. Joint holders of one share must designate a single person to exercise their shareholders' rights, but they are jointly and severally liable to the Company for all the obligations flowing from their status as shareholders, such as the payment of any pending capital calls.

Iberclear, which manages the Spanish clearance and settlement system of the Spanish Stock Exchanges, maintains the central registry reflecting the number of shares held by each of its member entities (*entidades participantes*) as well as the amount of these shares held by beneficial owners. Each member entity, in turn, maintains a registry of the owners of such shares. Since the shares of the Company are in registered form, an electronic shareholder registry will be kept to which effect Iberclear shall report to the Company all transactions entered into by its shareholders in respect of its shares.

Transfers of shares quoted on the Spanish Stock Exchanges must be made through or with the participation of a member of a Stock Exchange. Brokerage firms, official stockbroker or dealer firms, Spanish credit entities, investment services entities authorized in other EU member states and investment services entities authorized by their relevant authorities and in compliance with the Spanish regulations are eligible to be members of the Spanish Stock Exchanges. The transfer of shares may be subject to certain fees and expenses.

6.9 Restrictions on foreign investment

Exchange controls and foreign investments were, with certain exceptions, completely liberalized by Royal Decree 664/1999, of 23 April 1999 (Royal Decree 664/1999), in conjunction with the Spanish Foreign Investment Law (Ley 18/1992), bringing the existing legal framework on foreign investments in line with the provisions of the Treaty of the European Union.

Subject to the restrictions described below, foreign investors may freely invest in shares of Spanish companies as well as transfer invested capital, capital gains and dividends out of Spain without limitation (subject to applicable taxes and exchange controls) and only need to file a notification with the Spanish Registry of Foreign Investments maintained by the General Bureau of Commerce and Investments following the

investment or divestiture, if any, solely for statistical, economic and administrative purposes. Where the investment or divestiture is made in shares of Spanish companies listed on any of the Spanish Stock Exchanges, the duty to provide notice of a foreign investment or divestiture lies with the relevant entity with whom the shares in book-entry form have been deposited or which has acted as an intermediary in connection with the investment or divestiture.

If the foreign investor is a resident of a tax haven, as defined under Spanish law (Royal Decree 1080/1991 of 5 July), notice must be provided to the Registry of Foreign Investments prior to making the investment, as well as after consummating the transaction. However, prior notification is not necessary in the following cases:

- investments in listed securities, whether or not trading on an official secondary market, as well as investments in participations in investment funds registered with the CNMV; and
- foreign shareholdings that do not exceed 50.0% of the capital of the Spanish company in which the investment is made.

Additional regulations to those described above apply to investments in some specific industries, including air transportation, mining, manufacturing and sales of weapons and explosives for civil use and national defense, radio, television and telecommunications. These restrictions do not apply to investments made by EU residents, other than investments by EU residents in activities relating to the Spanish defense sector or the manufacturing and sale of weapons and explosives for non-military use.

The Spanish Council of Ministers may suspend the aforementioned provisions relating to foreign investments for reasons of public policy, health or safety, either generally or in respect of investments in specified industries, in which case any proposed foreign investments falling within the scope of such a suspension would be subject to prior authorization from the Spanish government.

6.10 Exchange control regulations

Pursuant to Royal Decree 1816/1991 of 20 December 1991 relating to economic transactions with non-residents, and EC Directive 88/361/EEC, charges, payments or transfers between non-residents and residents of Spain must be made through a registered entity, such as a bank or another financial institution registered with the Bank of Spain and/or the CNMV (*entidades registradas*), through bank accounts opened abroad with a foreign bank or a foreign branch of a registered entity, in cash or by check payable to bearer. All charges, payments or transfers which exceed €6,010, if made in cash or by check payable to bearer, must be notified to the Spanish exchange control authorities.

6.11 Pre-emptive rights and increases of share capital

Pursuant to the Spanish Companies Act, shareholders have pre-emptive rights to subscribe for any new shares issued by the Company via monetary contributions and for any new bonds convertible into shares. Such pre-emptive rights may be waived under special circumstances by a resolution passed at a general shareholders' meeting or the board of directors (when the company is listed and the general shareholders' meeting delegates to the board of directors the right to increase the capital stock or issue convertible bonds and waive pre-emptive rights), in accordance with Articles 308, 417, 504, 505, 506 and 511 of the Spanish Companies Act. As of the date hereof, the Company has no convertible or exchangeable bonds outstanding.

Furthermore, the pre-emptive rights, in any event, will not be available in an increase in share capital to meet the requirements of a convertible bond issue, a merger in which shares are issued as consideration or where the contribution to be made is in kind. The rights are transferable, may be traded on the SIBE (*Sistema de Interconexión Bursátil* or *Mercado Continuo*) and may be of value to existing shareholders because new shares may be offered for subscription at prices lower than prevailing market prices.

6.12 Reporting requirements

In addition to reporting obligations imposed on Substantial Shareholders, pursuant to Royal Decree 1362/2007 of 19 October 2007, any individual or legal entity who, by whatever means, purchases or transfers shares which grant voting rights in a company for which Spain is listed as the home State (*Estado de origen*) (as defined therein) and which is listed on a secondary official market or other regulated market in the EU, must

notify the relevant issuer and the CNMV, if, as a result of such transaction, the proportion of voting rights held by that individual or legal entity reaches exceeds or falls below a 3.0% threshold of the company's total voting rights. The notification obligations are also triggered at thresholds of 5.0% and multiples thereof (excluding 55.0%, 65.0%, 85.0%, 95.0% and 100.0%).

The individual or legal entity obliged to carry out the notification must serve the notification by means of the form approved by the CNMV from time to time for such purpose, within four market days from the date on which the transaction is acknowledged (Royal Decree 1362/2007 deems a transaction to be acknowledged within two market days from the date on which such transaction is entered into). Should the individual or legal entity effecting the transaction be a non-resident of Spain, notice must also be given to the Spanish Registry of Foreign Investments maintained by the General Bureau of Commerce and Investments.

The reporting requirements apply not only to the purchase or transfer of shares, but also to those transactions in which, without a purchase or transfer, the proportion of voting rights of an individual or legal entity reaches, exceeds or falls below the threshold that triggers the obligation to report as a consequence of a change in the total number of voting rights of a company on the basis of the information reported to the CNMV and disclosed by it.

Regardless of the actual ownership of the shares, any individual or legal entity with a right to acquire, transfer or exercise voting rights granted by the shares, and any individual or legal entity who owns, acquires or transfers, whether directly or indirectly, other securities or financial instruments which grant a right to acquire shares with voting rights, will also have an obligation to notify the company and the CNMV of the holding of a significant stake in accordance with the regulations.

Should the person or group effecting the transaction be resident in a tax haven (as defined by applicable Spanish regulations), the threshold that triggers the obligation to disclose the acquisition or disposition of the Company's shares is reduced to 1% (and successive multiples thereof).

The Company is required to report to the CNMV any acquisition of its own shares which, aggregated together with all other acquisitions since the last notification, reaches or exceeds 1% of its share capital (irrespective of whether it has sold any of its own shares in the same period). In such circumstances, the notification must include the number of shares acquired since the last notification (detailed by transaction), the number of shares sold (detailed by transaction) and the resulting net holding of treasury shares.

All members of the Board must report to both the Company and the CNMV any percentage or number of voting rights held by them at the time of becoming or ceasing to become a member of the Board within four AQS Trading Days.

In addition, pursuant to Royal Decree 1333/2005 of November 11, 2005 (implementing European Directive 2004/72/EC), any member of the Board or senior managers (*directivos*) of the Company, as defined therein and any persons having a close link (*vínculo estrecho*) with any of them must similarly report any acquisition or disposal of Company's shares, derivative or financial instruments linked to Company's shares regardless of the size, including information on the percentage of voting rights which they hold as a result of the relevant transaction within five business days. In addition, any member of the Board or senior managers (*directivos*) of the Company, as defined therein must also report any stock based compensation that they may receive pursuant to any of the Company's compensation plans.

The Spanish Companies Act requires parties to disclose certain types of shareholders' agreements that affect the exercise of voting rights at a general shareholders' meeting or contain restrictions or conditions on the transferability of shares or bonds that are convertible or exchangeable into shares. If shareholders enter into such agreements with respect to the Company's shares, they must disclose the execution, amendment or extension of such agreements to the Company and to the CNMV, and file such agreements with the appropriate commercial registry.

Moreover, in accordance with Regulation (EU) No 236/2012 of the European Parliament and of the Council of 14 March 2012 on short selling and certain aspects of credit default swaps, persons holding a net aggregate short position on Company's shares must report them to the CNMV on a confidential basis whenever it reaches 0.2% and notify any subsequent decrease or increase by 0.1% and successive multiples thereof within the day immediately following the relevant trade. The CNMV publishes individual net short positions of 0.5% or more and aggregate information on net short positions between 0.2% and 0.5%.

In addition, on 19 December 2007 the CNMV issued Circular 3/2007 setting out the requirements to be met by liquidity contracts entered into by issuers with financial institutions for the management of their treasury shares to constitute an accepted market practice and, therefore, be able to rely on a safe harbor for the purposes of market abuse regulations.

6.13 Share repurchases

Pursuant to the Spanish Companies Act, the Company may only repurchase its own shares within certain limits and in compliance with the following requirements:

- the repurchase must be authorized by the general shareholders' meeting in a resolution establishing the maximum number of shares to be acquired, the minimum and maximum acquisition price and the duration of the authorization, which may not exceed five years from the date of the resolution; and
- the repurchase, including the shares already acquired and currently held by the Company, or any person or company acting in its own name but on the Company's behalf, must not bring its net worth below the aggregate amount of the Company's share capital and legal reserves.

For these purposes, net worth means the amount resulting from the application of the criteria used to draw up the financial statements, subtracting the amount of profits directly imputed to that net worth, and adding the amount of share capital subscribed but not called and the share capital nominal and issue premiums recorded in the Company's accounts as liabilities. In addition:

- the aggregate nominal value of the shares directly or indirectly repurchased, together with the aggregate nominal value of the shares already held by the Company and its subsidiaries, must not exceed 10% of the Company's share capital; and
- the shares repurchased must be fully paid-up. A repurchase shall be considered null and void if (i) the shares are partially paid-up, except in the case of free repurchase, or (ii) the shares entail ancillary obligations.

Treasury shares do not have voting rights or economic rights (for example, the right to receive dividends and other distributions and liquidation rights), except the right to receive bonus shares, which will accrue proportionately to all of the Company's shareholders. Treasury shares are counted for purposes of establishing the quorum for general shareholders' meetings as well as majority voting requirements to pass resolutions at general shareholders' meetings.

7. Employees

The Company has 15 employees (including the CEO).

8. Working Capital

In the opinion of the Company, taking into consideration the Net Proceeds to be received by the Company from the Offering, the working capital available to the Company is sufficient for the Company's present requirements and, in particular, is sufficient for at least the next 12 months from the date of this Prospectus.

9. No Significant Change

There has been no significant change in the financial or trading position of the Company since 31 March 2015.

10. Related Party Transactions

Mr. Luis Alfonso López de Herrera-Oria holds 0.017% of the issued share capital of the Company through Rodex and Inmodesarrollos Integrados, S.L., both entities controlled by him.

The Company, pursuant to an agreement dated 6 June 2014 (ratified by the Board on 10 June 2014), paid to Alza Real Estate S.A. a one-time fee in the amount of €3 million as compensation for, among other things, the support provided to the Company in the preliminary structuring, design and preparation of the IPO and the resignation of Mr. Luis Alfonso López de Herrera-Oria as managing director of Alza and of certain members of its current team at Alza. Mr. Luis Alfonso López de Herrera-Oria was the Managing Director of Alza until

shortly before the IPO, continues to be its non-executive director and holds through Rodex a less than 1% stake in Alza. Rodex is also a director in Alza Residencial, S.A., a subsidiary of Alza.

During 2014, the Company made payments to Rodex for a total amount of €107 thousand, mainly in connection with expenses related to the Company's IPO (mainly related to marketing and travel expenses and the transfer by Rodex to the Company of the website domain names), which expenses were initially paid by Rodex and assumed by the Company upon completion of the IPO.

There has been no significant transactions with related parties during the first quarter of 2015.

11. Material Contracts

The following is a summary of the material contracts (other than contracts entered into in the ordinary course of business) entered into by the Company which contain any provision under which the Company has any obligation or entitlement which is or may be material to the Company at the date of this Prospectus.

11.1 Audit services

PwC will provide audit services to the Company. As long as the Company does not have any subsidiary and does not prepare consolidated financial statements, the Company's financial statements will be prepared in accordance with Spanish GAAP. The audit fees charged by PwC are negotiated annually and do not impair independence of the external auditor.

11.2 Services Agreement with Mr. Luis Alfonso López de Herrera-Oria

The Company entered into a services agreement with its CEO, Mr. Luis Alfonso López de Herrera-Oria. For details of this agreement, please refer to Sections 3 and 4 of Part XII (*Management*).

12. Financing and hedging agreements

12.1 Financing agreements

On 2 February 2015, the Company signed a €72,281,000 fourteen-year loan agreement with CaixaBank, S.A., accruing interest at a variable rate based on three-month Euribor plus a margin of 2%, maturing in 2029. The Company has hedged partially the interest rate exposure. This facility is secured with first ranking mortgages over the following properties: Avenida de la Vega Office Building, Avda. Diagonal 197 Office Building, Logistics Platform in Dos Hermanas and the Logistic Platform in Rivas Vaciamadrid, with an LTV of 54%. The loan agreement provides for a DSCR (Debt-Service Coverage Ratio) and a maximum LTV of the mortgaged properties, as financial covenants.

On 25 March 2015, the Company signed a €50,000,000 seven-year loan agreement with Banco Santander, S.A., accruing interest at a variable rate based on three-month Euribor plus a margin of 2.2%, maturing in 2022 and with increasing monthly amortization payment up to 25% of the principal and a balloon payment of 75% of the principal upon maturity. The Company has hedged partially the interest rate exposure. This facility is secured with first ranking mortgages over the following properties: Cristalia Office Buildings, Les Gavarres Retail Warehouse and Modules 1 and 3 of the Cabanillas del Campo Logistics Platform, with an LTV of 51%. The loan agreement provides for a DSCR (Debt-Service Coverage Ratio), a maximum LTV of the mortgaged properties and a maximum LTV of the Company, as financial covenants.

On 31 March 2015, the Company signed a €10,850,000 facilities agreement with CaxiaBank, S.A. The financing is structured in two tranches, a loan for an amount of € 9,350,000 maturing on 31 March 2028 and a credit line for an amount of 1,500,000 maturing on 31 March 2020. The facilities accrue interest at a variable rate based on three-month Euribor plus a margin of 1.9%. The Company has hedged partially the interest rate exposure. The loan is secured by a first ranking mortgage over Juan Ignacio Luca de Tena Office Building, with an LTV of 55%. The facilities agreement provides for a DSCR (Debt-Service Coverage Ratio) and a maximum LTV of the mortgaged properties, as financial covenants.

On 15 April 2015, the Company signed a €24,100,400 five-year loan agreement with Bankinter, S.A., maturing in 2020, which accrues a fixed interest until 30 September 2018 and interest at a variable rate based on three-month Euribor plus a margin of 2% from October 2018 until maturity. The principal of the loan shall

be repaid in a bullet payment upon maturity. The loan is secured by a first ranking mortgage over Ribera del Loira Office Building, with an LTV of 51%, as financial covenants.

On 4 May 2015, the Company signed a of €18,000,000 bridge loan agreement with CaixaBank, S.A. This bridge loan matures in 2015 and accrues an interest at a variable rate based on three-month Euribor plus a margin of 1.5%.

The Company's obligations under each of the facilities listed above are secured with, in addition to the mortgages referred to above, pledges over certain credit rights (such as rents) and accounts relevant to the respective properties referred to above. The facilities are also subject to certain financial and operating covenants that are common in this type of transactions.

As of the date of this Prospectus, the Company's total borrowing is €175.2 million (€173.7 million withdrawn) and the weighted average maturity of the Company's liabilities is with an actual total 10.3 year, with an actual all-in average cost of 2.4%. The LTV ratio as of the date of this Prospectus is 34.2%.

As of the date of this Prospectus, the Company is not in breach of any of the covenants under the financing agreements.

Financing Agreement	Date of execution	Amount (in thousand €)	Outstanding amount as of the date of the Prospectus (in thousand €)	Term (years as from date of execution)
Loan Agreement with Caixabank	2 February 2015	72,281	72,281	14
Loan Agreement with Banco Santander	25 March 2015	50,000	50,000	7
Facilities Agreement with Caixabank	31 March 2015	10,850	9,350	13
Loan Agreement with Bankinter	15 April 2015	24,100	24,100	5
Loan Agreement with Caixabank	4 May 2015	18,000	18,000	0.25

The table below shows the maturity of the total principal amount withdrawn of the borrowings as of 31 March 2015

Financing Agreement	Amount (in thousand €)
2015	459
2016	611
2017	1.351
2018	3.452
2019	6.062
Following years	119.696
Total	131.631

12.2 Hedging agreements

The following table sets forth certain information in relation to the hedging agreement as of 31 March 2015:

Concept	Start	Maturity	Original Notional	Remaining Notional	Fair Value	Asset Liability	Equity
Interest rate swap	February 2015	2022	22,000,000	22,000,000	125	125	125
Interest rate swap	March 2015	2024	9,350,000	9,350,000	(87)	(87)	(87)
Interest rate swap	March 2015	2025	43,151,758	43,151,758	(838)	(838)	(838)
Total			74,501,758	74,501,758	800	800	800

13. Governmental, Legal or Arbitral Proceedings

There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware), during the previous 12 months from the date of this Prospectus which may have, or have had in the recent past (covering the 12 months preceding the date of this Prospectus) significant effects on Company's financial position or profitability.

14. Information on Holdings

As of 31 March 2015, the Company does not hold a proportion of capital in any undertakings other than in one subsidiary (Acotango Spain, S.L.U.) with an equity of €3,000 and no assets or liabilities.

As of 31 March 2015, treasury shares held by the Company represented 0.26% of the share capital of the Company (compared with the 0.28% reported as of 31 December 2014) accounting for a total of 92,844 Ordinary Shares (compared with 100,000 Ordinary Shares reported as of 31 December 2014), with an overall par value of €0.9 million (compared with €1.0 million reported as of 31 December 2014) and an average acquisition price of €10.9 per Ordinary Share (compared €10.1 reported as of 31 December 2014).

The Company complies with the requirements of Article 509 of the Spanish Companies Act, which establishes that the par value of acquired shares listed on official secondary markets, together with those already held by the Parent Company and its subsidiaries must not exceed 10% of the share capital.

15. Property Portfolio

For a description of the Company's Portfolio, please refer Part IX (*Property Portfolio*). Also refer to Section 5 of Part VII (*Selected Financial Information and Financial Review*) for recent acquisitions of other properties between 31 March 2015 and the date of registration of this Prospectus.

16. Property, Plants and Equipment

Other than the Portfolio referred to in Section 14 above, the Company does not own any premises or other real estate as at the date of this Prospectus and does not own any plants or equipment. The Company's registered office at José Ortega y Gasset 29, 5th floor, 28006 Madrid is leased by the Company for an annual rent of €177,256.8.

17. Expenses

The total costs and expenses (exclusive of VAT) of, or incidental to, the Offering and Admission payable by the Company are estimated to be approximately € 11.8 million (on the basis of a €394,558,868 Offering).

18. General

Where information has been sourced from a third party this information has been accurately reproduced. So far as the Company is aware and is able to ascertain from information provided by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

There are no patents, intellectual property rights, licenses, industrial, commercial or financial contracts or new manufacturing processes which are or may be material to the Company's business or profitability.

There have been no interruptions in the business of the Company, which may have or have had in the period since 31 March 2015 to the date of the publication of this Prospectus a significant effect on the financial position of the Company or which are likely to have a material effect on the prospects of the Company for the next 12 months.

Save as disclosed in Section 6 of Part VIII (*Information on the Company*) the Company is not aware of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the prospects of the Company for at least the current financial year.

19. Documents on Display

Copies of the documents referred to below will be available for inspection in physical form between the hours of 9:30 and 17:30 (Madrid time) on any weekday (Saturday, Sundays and public holidays excepted) at the Company's registered office up to Admission:

- (a) deed of incorporation of the Company;
- (b) the By-Laws of the Company (which are also available at the website of the Company (www.axiare.es). The Company's Shareholder's Meeting held on 7 May 2015, approved the amendment of such By-Laws in order to comply with the Law 31/2014, of 3 December, which amends Spanish Companies Act, to

improve the corporate governance (*Ley 31/2014, de 3 de diciembre, por la que se modifica la Ley Sociedades de Capital para la mejora del gobierno corporativo*). As of the date of this Prospectus, the amendments of such By-Laws have been filed, but are pending registration, with Commercial Registry of Madrid;

- (c) Regulations of the Shareholders' Meeting, Regulations of the Board, and Regulations of Internal Conduct in the Capital Markets (which are also available at the websites of the CNMV and the Company (www.cnmv.es and www.axiare.es, respectively). The Company's Shareholder's Meeting held on 7 May 2015, approved the amendment of such Regulations of the Shareholders' Meeting of the Company and acknowledged the amendments of such Regulations of the Board in order to comply with the Law 31/2014, of 3 December, which amends Spanish Companies Act, to improve the corporate governance (*Ley 31/2014, de 3 de diciembre, por la que se modifica la Ley Sociedades de Capital para la mejora del gobierno corporativo*). As of the date of this Prospectus, the amendments of such Regulations of the Shareholders' Meeting and such Regulations of the Board have been filed, but are pending registration, with Commercial Registry of Madrid;
- (d) Certificate of the resolutions approved by the general Shareholders' Meeting and the Board in connection with amendments of the By-Laws, the Regulations of the Shareholders' Meeting and the Regulations of the Board (filed, but pending to be registered, with the Commercial Registry of Madrid);
- (e) this Prospectus (which is also available at the CNMV's and the Company's websites (www.cnmv.es and www.axiare.es, respectively);
- (f) audited annual accounts of the Company as of, and for the period ended, 31 December 2014 (which are also available at the webpage of the Company (www.axiare.es);
- (g) unaudited interim financial statements of the Company as of, and for the three-month period ended, 31 March 2015 (which are also available at the webpage of the Company (www.axiare.es); and
- (h) certificate of the resolutions approved by the general shareholders' meeting and the Board in connection with the Offering and the Capital Increase.

Documents referred to in (a) to (g) above will also be available for inspection in physical form at the CNMV's premises at Edison 4, 28006 Madrid.

PART XVIII: DEFINITIONS

The following definitions shall apply throughout this Prospectus unless the context requires otherwise:

“**€**” or “**euro**” means the currency introduced at the start of the third stage of the European economic and monetary union pursuant to the Treaty establishing the European Community as amended;

“**2010 PD Amending Directive**” means Directive 2010/73/EU;

“**Admission**” means the listing of the Company’s New Shares on the Spanish Stock Exchanges and quoting of the Company’s New Shares through the SIBE (*Sistema de Interconexión Bursátil* or *Mercado Continuo*) of the Spanish Stock Exchanges;

“**Additional Shares**” means the additional New Shares that a holder of Subscription Rights that exercises all of its Subscription Rights may also subscribe for at the Subscription Price and which are not subscribed for pursuant to the exercise of Subscription Rights;

“**Additional Shares Allocation Period**” means the period starting on the fourth AQS Trading Day following the date of expiration of the Pre-emptive Subscription Period and ending at the time of the delivery of the Agent’s Notice during which the allocation of Additional Shares will take place;

“**Agent Bank**” means Banco Santander, S.A.;

“**Agent’s Notice**” means the notice Agent shall give to the Company and to the Joint Global Coordinators and Joint Bookrunners, no later than 11:00 hours (Madrid, Spain time) on the fifth AQS Trading Day following the end of the Pre-emptive Subscription Period, setting forth the number of Discretionary Shares, if any;

“**Alza**” means Alza Real Estate S.A.;

“**APP**” means the accelerated private placement process directed only to Qualified Investors through which the APP Shares are offered;

“**APP Shares**” means the existing Ordinary Shares to be sold by the Selling Shareholder in the APP;

“**AQS**” means the Automated Quotation System of the Spanish Stock Exchanges (*Sistema de Interconexión Bursátil Español* or *Mercado Continuo*);

“**AQS Trading Day**” means a day (other than Saturday or Sunday) on which the AQS is operating;

“**Audit and Control Committee**” means the Audit and Control Committee of the Company as described in Section 8.4.1 of Part XIII (*Directors and Corporate Governance*);

“**Audited 2014 Financial Statements**” means the Company’s audited financial statements as of, and for the year ended, 31 December 2014;

“**Axiare Patrimonio**” means the Company;

“**Benefit Plan Investor**” means (a) an employee benefit plan (as defined in section 3(3) of ERISA) that is subject to Title I of ERISA, (b) a plan described in section 4975(e)(1) of the Code to which section 4975 of the Code applies or (c) any other entity whose underlying assets could be deemed to include plan assets by reason of an employee benefit plan’s or a plan’s investment in the entity within the meaning of the Plan Asset Regulations or otherwise;

“**Board**” means the board of directors of the Company;

“**Bonus**” means the bonus the members of the Management Team may be entitled to receive as part of the Company’s compensation policy;

“**BORME**” means *Boletín Oficial del Registro Mercantil*;

“**Business Plan**” means the business execution plan of the Company setting forth its strategy for the management of the properties held or acquired by it;

“**Business Strategy**” means the investment and leverage criteria set forth by the Company, as referred to in Part VIII (*Information on the Company*);

“**By-Laws**” means the by-laws (*Estatutos*) of the Company, as amended from time to time;

“**Calculation Period**” means the period for which the Shareholder Return shall be calculated for purposes of the Equity Incentive Plan, comprising from 1 July each year until 30 June of the following year, the first Calculation Period being the period starting 9 July 2014 and ending 30 June 2015.

“**Capital Increase**” means the capital increase with pre-emptive subscription rights approved by the Company on for a nominal amount of €358,689,880 and a total Subscription amount of up to €394,558,868;

“**Capital Restructuring**” means any reorganization, restructuring, scheme of reconstruction or arrangement, consolidation, subdivision, bonus issue, share buy-back or other capital reorganization or restructuring of the Company’s share capital;

“**CBD**” means central business district;

“**CBRE**” means CBRE Valuation Advisory, S.A.

“**CEO**” means the Company’s Chief Executive Officer, Mr. Luis Alfonso López de Herrera-Oria;

“**CFO**” means the Company’s technical director and chief financial officer;

“**CISA**” means the Swiss Collective Investment Schemes Act of 23 June 2006, as amended;

“**CIT**” means Corporate Income Tax;

“**Clearstream**” means Clearstream Banking, société anonyme;

“**CNMV**” means Comisión Nacional del Mercado de Valores, the Spanish securities market regulator;

“**CO**” means the Swiss Code of Obligations;

“**Code**” means the U.S. Internal Revenue Code of 1986, as amended;

“**Commercial Property**” means non-residential property, consisting of (i) office properties across Spain, primarily focusing on office properties in Madrid and Barcelona; (ii) retail (consolidated retail parks and shopping centers) and hotels; and (iii) logistics properties;

“**Company**” means Axiare Patrimonio SOCIMI, S.A. (formerly, Axia Real Estate SOCIMI, S.A.; the new name is pending registration), incorporated under the laws of Spain, with registered office at José Ortega y Gasset 29, 5th floor, 28006 Madrid, Spain;

“**Controlling Person**” means any person (other than a Benefit Plan Investor) that has discretionary authority or control with respect to the assets of the Company or that provides investment advice for a fee (direct or indirect) with respect to such assets or an “**affiliate**” (within the meaning of the Plan Asset Regulations) of such a person;

“**Department**” means the U.S. Department of Labor;

“**Deutsche Bank**” means Deutsche Bank AG, London Branch;

“**Directors**” means the directors of the Company (*consejeros*), whose names as at the date of this Prospectus are set out in Part XI (*Directors, Company Secretary, Registered Office and Advisors*);

“**Discretionary Shares**” means New Shares that have not been subscribed for during the Pre-emptive Subscription Period or allocated to those holders of rights that have requested Additional Shares;

“**Discretionary Shares Allocation Period**” means the period having a maximum duration of two AQS Trading Days starting upon the date of delivery of the Agent’s Notice during which the Discretionary Shares will be allocated at the Subscription Price to certain requesting investors;

“**Document**” means the document following page iii;

“**DTC**” means double taxation;

“**Eligible Shareholders**” means, jointly, the Shareholders as of 23:59 hours (Madrid time) on the date of publication of the Capital Increase in the BORME, which is expected to be on the Record Date, or purchasers of existing Ordinary Shares as of that date;

“**EPRA**” means European Public Real Estate Association. Further information on the EPRA, as well as the EPRA Reporting Best Practice Recommendations (August 2011) are available at www.epra.com;

“**EPRA Earnings**” means the Company’s earnings from operational activities;

“**EPRA NAV**” means net asset value adjusted to include properties and other investment interests at fair value to exclude certain items not expected to crystalize in a long-term investment property business model;

“**EPRA NNNAV**” means EPRA NAV adjusted to include the fair values of (i) financial instruments, (ii) debt and (iii) deferred taxes;

“**EPRA Topped-Up Gross Rent**” means annualized rental income based on the cash rents passing at the balance sheet date, not deducting applicable rent-free periods;

“**Equity Incentive Plan**” means the equity incentive plan approved by the Company’s Shareholder’s Meeting on 7 May 2015 pursuant to which the Management Team will receive an incentive only payable in Ordinary Shares of the Company if certain hurdles are met during the Vesting Period;

“**ERISA**” means the U.S. Employee Retirement Income Security Act of 1974, as amended;

“**ERISA Plan**” means a plan subject to Title I of ERISA or Section 4975 of the U.S. tax code;

“**EU**” means the European Union;

“**Euroclear**” means Euroclear Bank, S.A./N.V. as operator of the Euroclear System;

“**Eurozone**” means the geographic and economic region that consists of all the European Union countries that have fully incorporated the euro as their national currency;

“**Excess Distribution Regime**” has the meaning given to it in Section 5.2 of Part XV (*Spanish SOCIMI Regime and Taxation Information*);

“**Existing Share**” means each existing Ordinary Share of the Company held of record as of 23:59 hours (Madrid Spain time) on the Record Date;

“**Financial Statements**” means the Audited 2014 Financial Statements and the Unaudited Interim Financial Statements;

“**Fixed Remuneration**” means the annual gross fixed salary (or fees, in case of Mr. Luis Alfonso López de Herrera-Oria) the members of the Management Team are entitled to receive as part of the Company’s compensation policy;

“**Folleto Informativo**” means the Prospectus;

“**FROB**” means the Spanish government’s Fund for the Orderly Restructuring of Banks (*Fondo de Reestructuración Ordenada Bancaria*);

“**FSMA**” means the Financial Services and Markets Act 2000 of England;

“**GAV**” means gross asset value;

“**GDP**” means the gross domestic product of Spain;

“**GFD**” means gross financial debt of the Company;

“**Gross Proceeds**” means the gross proceeds of the Offering;

“High Water Mark Outperformance Rate” means, for a given Calculation Period of the Equity Incentive Plan, the amount by which the sum of (A) the NAV of the Company as of the last day of such Calculation Period less the net proceeds of any issuance of Ordinary Shares during such Calculation Period or during any preceding Calculation Period since the most recent Calculation Period in respect of which an Incentive was payable, and (B) the total dividends (or any other form of remuneration or distribution to the shareholders) that are paid in such Calculation Period or in any preceding Calculation Period since the most recent Calculation Period in respect of which the Incentive under the Equity Incentive Plan was payable exceeds the Relevant High Water Mark for such Calculation Period, divided such excess (if any) by the Relevant High Water Mark for such Calculation Period and expressed as a percentage;

“Iberclear” means the Spanish securities clearance and settlement system, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.;

“Iberclear Participants” means authorized participants to Iberclear by means of which holders of Subscription Rights may exercise or sell their Subscription Rights before they expire;

“IFRS-EU” means International Financial Reporting Standards as endorsed by the European Union;

“IGT” means the Spanish Inheritance and Gift Tax in accordance with the IGT Law;

“IGT Law” means the Spanish Inheritance and Gift Tax Law (*Ley 29/1987, de 18 de diciembre, del Impuesto sobre Sucesiones y Donaciones*);

“Incentives” means the incentives in shares the members of the Management Team are entitled to receive as part of the Company’s compensation policy;

“Incentive Shares” means the Ordinary Shares of the Company (which may be both treasury Ordinary Shares or new shares resulting from a capital increase) to be delivered to the Management Team pursuant to the Equity Incentive Plan;

“Initial NAV” means the net proceeds of the IPO;

“Investment Committee” means the internal consulting body created to oversee any real estate related investments and divestments of the Company and to provide non-binding recommendations to the Board, the CEO or the relevant Company’s duly authorized representatives, as applicable;

“IPO” means the initial public offering of the Company completed on 9 July 2014;

“ISIN” means International Security Identification Number;

“JB Capital Markets” means JB Capital Markets, Sociedad de Valores, S.A.U.;

“Joint Global Coordinators and Joint Bookrunners” means JB Capital Markets and Deutsche Bank;

“Liquidation Event” has the meaning given to it in Section 3.2 of Part XII (*Management*);

“Management Team” means Mr. Luis Alfonso López de Herrera-Oria, Mrs. Chony Martín Vicente-Mazariegos, Mr. Fernando Arenas Liñán, Mr. Stuart William McDonald, Mr. Guillermo Fernández-Cuesta Laborde and Mr. Fabio Alen Viani, who will be employees of the Company that will manage the Company;

“Member States” means states of the European Economic Area;

“Minimum Stay Period” means the period of five years after completion of the IPO during which Mr. Luis Alfonso López de Herrera-Oria has committed to stay in the Company under his services agreement;

“NAV” means the net asset value of the Company, adjusted to include properties and other investment interests at fair value, which will be calculated semi-annually by the CFO in accordance with IFRS-EU based on the most recent valuation of the Company’s real estate assets and approved by the Board;

“NFD” means net financial debt of the Company which is calculated by deducting from the GFD Company’s cash and cash equivalents;

“Net Proceeds” means the aggregate value of all of the New Shares issued pursuant to the Capital Increase less expenses relating to the Offering;

“New Shares” means the 35,868,988 new ordinary shares of the Company with a nominal value of €10 each to be issued pursuant to the Capital Increase;

“New Spanish Good Corporate Governance Code” means the Spanish Good Governance Code of Listed Companies (*Código de Buen Gobierno de las Sociedades Cotizadas*) approved by the council of the CNMV on 18 February 2015 and released to the public by the CNMV on 24 February 2015;

“Non-Executive Director” means a non-executive Director;

“Non-Spanish Shareholder” means a beneficial owner of Ordinary Shares: (i) who is an individual or corporation resident for tax purposes in any country other than Spain; and (ii) whose ownership of shares is not effectively connected with a permanent establishment in Spain through which such holder carries on or has carried on business or with a fixed base in Spain from which such holder performs or has performed independent personal services; and (iii) that does not hold 5% or more of the Ordinary Shares;

“NRIT” means the Spanish Non-Resident Income Tax in accordance with the NRIT Law;

“NRIT Law” means the Spanish Non-Resident Income Tax Law, approved by Royal Legislative Decree 5/2004 of March 5, as amended;

“Offering” means the issuance and offer of the Subscription Rights and New Shares as described in the Prospectus;

“Order” means the Financial Services and Markets Act 2000 (Financial Promotion) and Order 2005 (as amended);

“Ordinary Shares” means the ordinary shares of the Company, with a nominal value of €10.00 each, including the Existing Shares and any New Shares;

“PFIC” means a passive foreign investment company;

“PIT Law” means the Spanish Personal Income Tax (*Ley 35/2006, de 28 de noviembre, del Impuesto sobre la Renta de las Personas Físicas y de modificación parcial de las leyes de los Impuestos sobre Sociedades, sobre la Renta de no Residentes y sobre el Patrimonio*);

“Placee” means each person who is invited to and who chooses to participate in the Placing;

“Placing Agreement” means the placing agreement to be entered into between the Company and the Joint Global Coordinators and Joint Bookrunners on or about the date of registration of this Prospectus with the CNMV, a summary of which is set out in Section 11.1 of Part XVII (*Additional Information*);

“Plan” has the meaning given to it in the introduction of Part XVI (*Certain ERISA Considerations*);

“Plan Asset Regulations” means U.S. Department of Labor regulation 29 C.F.R. Section 2510.3-101 (as modified by Section 3(42) of ERISA);

“PMA” means Property Market Analysis;

“Portfolio” means the property portfolio of the Company consisting of offices, logistics, retail properties and other commercial real estate properties as of 31 March 2015, which includes 19 properties;

“Pre-emptive Subscription Period” means the period starting on 20 May 2015 and ending close of business in Madrid, Spain on 3 June 2015 during which Subscription Rights may be exercised by its holders;

“Pre-financing Shares” means the Discretionary Shares allocated during the Discretionary Shares Allocation Period which the Prefunding Bank has agreed, on behalf of the final Qualified Investors who subscribed for such shares, to subscribe for and pre-fund payment for prior to the execution and registration of the notarial deed evidencing the Capital Increase and not later than 15:00 hours. (Madrid, Spain time), on the sixth AQS Trading Day after the expiration of the Pre-emptive Subscription Period;

“**Prefunding Bank**” means JB Capital Markets Sociedad de Valores, S.A.U. acting through a third party banking entity;

“**Prima**” means Prima Inmobiliaria, S.A.;

“**Property Rental Business**” means a business which is carried on by a SOCIMI or a Group SOCIMI, as the case may be, for the sole purpose of generating rental income from properties and/or land in Spain or outside Spain or through its participation in Qualifying Subsidiaries, and, for the purpose of this definition, such business of a group are to be treated as a single business;

“**Prospectus**” means this document, and any supplement to it, issued by the Company in relation to Admission of the New Shares to trading on the regulated markets of the Spanish Stock Exchanges and approved under the Prospectus Directive;

“**Prospectus Directive**” means European Parliament and Council Directive 2003/71/EC of 4 November 2003 (and amendments thereto, including Directive 2010/73/EU);

“**PwC**” means PricewaterhouseCoopers Auditores, S.L.;

“**Qualified Institutional Buyer**” or “**QIB**” means a “qualified institutional buyer” within the meaning of Rule 144A under the U.S. Securities Act;

“**Qualified Investors**” means, collectively, (i) QIBs in the United States, as defined in Rule 144A promulgated under the U.S. Securities Act of 1933 (ii) qualified investors in Spain, as defined in Section 39 of Royal Decree 1310/2005 of November 4, 2005, and (iii) qualified investors resident in jurisdictions outside of Spain and outside of the United States such that according to the regulations of any such jurisdiction, the offer and sale of the Discretionary Shares do not require registration or approval;

“**Qualifying Subsidiaries**” means (i) Spanish SOCIMIs, (ii) foreign entities with similar regime, corporate purpose and dividend distribution regime as a Spanish SOCIMI and (iii) Spanish and foreign entities which main corporate purpose is investing in real estate for developing rental activities and that shall be subject to equal dividend distribution regime and investment and income requirements as set out in the SOCIMI Act;

“**Record Date**” means 19 May 2015;

“**RED**” means the Company’s real estate directors;

“**Regulated Qualified Investors**” means the investors referred to in Article 10(3)(a) and (b) of the CISA;

“**Regulation S**” means Regulation S under the U.S. Securities Act;

“**Relevant High Water Mark**” means, for a given Calculation Period of the Equity Incentive Plan, the higher of (i) the Initial NAV, and (ii) the NAV as of the last date of the most recent Calculation Period in respect of which the Incentive under the Equity Incentive Plan was payable (adjusted to include total dividends paid during such Calculation Period and exclude the net proceeds of any issuance of Ordinary Shares during such Calculation Period);

“**Relevant Implementation Date**” means the date on which the Prospectus Directive is implemented in a Relevant Member State;

“**Relevant Member State**” means each EEA jurisdictions that have implemented the Prospectus Directive;

“**Remuneration and Nomination Committee**” means the Remuneration and Nomination Committee of the Company as described in Section 8.4.2 of Part XIII (*Directors and Corporate Governance*);

“**Reserved Matters**” means those matters listed in Section 8.3 of Part XIII (*Directors and Corporate Governance*) surrounding which no actions shall be carried out unless approved by a single majority of the Directors who are present and entitled to vote at the relevant board meeting;

“**RICS**” means the Royal Institution of Chartered Surveyors;

“**RICS Red Book**” means the Appraisal and Valuation Manual (or if it has been replaced, its equivalent) published by the Royal Institution of Chartered Surveyors;

“**Rodex**” means Rodex Asset Management, S.L.;

“**RSA**” means The New Hampshire Revised Statutes Annotated, 1955, as amended;

“**Rule 144A**” means Rule 144A under the U.S. Securities Act;

“**SAREB**” means the Spanish Company for the Management of Assets Proceeding from Restructuring of the Banking System (*Sociedad de Gestión de Activos procedentes de la Reestructuración Bancaria*);

“**Selling Shareholder**” means (direct shareholder of the interest in the Company’s share capital indirectly controlled by Perry Partners International, Inc.);

“**Settlement Date**” means the third AQS Trading Day following the date on which the Special Transaction takes place;

“**Shareholder**” means a holder of Ordinary Shares in the Company;

“**Shareholders’ Meeting**” means the ordinary and/or extraordinary general shareholders’ meeting of the Company;

“**Shareholder Return**” means, for a given Calculation Period of the Equity Incentive Plan, the sum of (A) the change in the NAV of the Company during such Calculation Period less net proceeds of any issuance of Ordinary Shares during such Calculation Period and (B) the total dividends (or any other form of remuneration or distribution to the shareholders) that are paid in such Calculation Period;

“**Shareholder Return Outperformance Rate**” means, for a given Calculation Period of the Equity Incentive Plan, the extent to which the Shareholder Return Rate for such Calculation Period exceeds 10%;

“**Shareholder Return Rate**” means, for a given Calculation Period, the Shareholder Return for such Calculation Period divided by, in respect of the first Calculation Period, the Initial NAV and, in respect of subsequent Calculation Periods, the NAV of the Company as of the last day of the immediately preceding Calculation Period, expressed as a percentage;

“**Similar Law**” means any federal, state, local or non-U.S. law or regulation that is similar to the fiduciary responsibility and/or prohibited transaction provisions of ERISA and/or section 4975 of the Code and/or laws or regulations that provide that the assets of the Company could be deemed to include “plan assets” of such plans;

“**SIX**” means the SIX Swiss Exchange;

“**Sociedad**” means Axiare Patrimonio SOCIMI, S.A. (formerly Axia Real Estate SOCIMI, S.A.; the new name is pending to be registered with the Commercial Registry of Madrid), incorporated under the laws of Spain, with registered office at José Ortega y Gasset 29, 5th floor, 28006 Madrid, Spain;

“**Sociedad de Bolsas**” means Sociedad de Bolsas, S.A.;

“**SOCIMI**” means Listed Corporation for Investment in the Real Estate Market (*Sociedad Anónima Cotizada de Inversión en el Mercado Inmobiliario*);

“**SOCIMI Act**” means Spanish Law 11/2009, of 26 October, as modified by Spanish Law 16/2012, of 27 December;

“**SOCIMI Regime**” or “**Spanish SOCIMI Regime**” means Spanish legal provisions applicable to a Spanish SOCIMI pursuant to the SOCIMI Act;

“**Spain**” means the Kingdom of Spain;

“**Spanish GAAP**” means Royal Decree 1514/2007, of 16 November 2007, approving the Spanish General Accounting Plan (*Plan General de Contabilidad*) and sector specific plans, if applicable, and Royal

Decree 1159/2010, of 17 September 2010, approving the Rules for the Preparation of Consolidated Annual Accounts;

“Spanish Companies Act” means the Consolidated text of the Spanish Companies Act adopted under Royal Legislative Decree 1/2010, of 2 July; as amended;

“Spanish Shareholder” means a beneficial owner of Ordinary Shares: (i) who is an individual or corporation resident for tax purposes in Spain; or (ii) who is an individual or corporation not resident for tax purposes in Spain but whose ownership of shares is effectively connected with a permanent establishment in Spain through which such holder carries on or has carried on business or with a fixed base in Spain from which such holder performs or has performed independent personal services; and (iii) that does not hold 5% or more of the Ordinary Shares;

“Spanish Stock Exchanges” means the Madrid, Barcelona, Bilbao and Valencia stock exchanges;

“Special Transaction” means the subscription, executed by investors, of Pre-financing Shares which will be transferred to such investors after the assignment of the temporary registration numbers;

“Sponsor Investor” means Perry European Investments S.à.r.l.;

“Subscription Date” means the date on which the Prefunding Bank will subscribe and pay for the Pre-financing Shares in the name and on behalf of the final subscribers, which is expected to occur on 10 June 2015;

“Subscription Price” means €11 per New Share (each New Share has a nominal value of €10.00);

“Subscription Right” means the right to subscribe for New Shares to which holders of Existing Shares are entitled to.

“Substantial Shareholder” means a shareholder that holds a stake equal or higher than 5% of the share capital of the Company and either (i) is exempt from any tax on the dividends or subject to tax on the dividends received at an effective tax rate lower than 10% (for these purposes, final tax due under the Spanish Non Resident Income Tax Law is also taken into consideration) or (ii) does not timely provide the Company with the information evidencing its equal or higher than 10% taxation on dividends distributed by the Company in the terms set forth in the By-Laws;

“Summary” means the summary of this Prospectus set out in Part I of this Prospectus;

“Surplus Shares” means unsubscribed New Shares existing at the expiration of the Pre-emptive Subscription Period;

“T3 Settlement System” means the Iberclear’s system by which the settlement of any transactions must be made within the three business days following the date on which the transaction was carried out;

“Testa” means Testa Inmuebles en Renta, S.A.;

“Total GAV” means the total gross asset value of the assets forming part of the Company’s real estate Portfolio;

“Treaty” means income tax treaty between the United States and Spain;

“Unaudited Interim Financial Statements” means the Company’s unaudited interim financial statements as of, and for the quarter ended, 31 March 2015;

“United Kingdom” or **“UK”** means the United Kingdom of Great Britain;

“United States” or **“U.S.”** means the United States of America, its territories and possessions, any state of the United States and the District of Columbia;

“U.S. dollars” means the lawful currency of the United States;

“U.S. Exchange Act” means the U.S. Securities Exchange Act of 1934, as amended;

“**U.S. Holder**” means a person that is eligible for the benefits of the Treaty, and for U.S. federal income tax purposes is a beneficial owner of Ordinary Shares that is:

- a citizen or individual resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source;

“**U.S. Investment Company Act**” means the U.S. Investment Company Act of 1940, as amended;

“**U.S. Securities Act**” means the U.S. Securities Act of 1933, as amended;

“**Valuation Report**” means the valuation report of the Portfolio as of 31 March 2015 prepared by CBRE;

“**VAT**” means value added tax; and

“**Vesting Period**” means the seven-year vesting period during which the Incentive under the Equity Incentive Plan will be payable to the members of the Management Team.

For the purpose of this Prospectus, references to one gender include the other gender.

Any references to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof for the time being and unless the context otherwise requires or specifies, shall be deemed to be legislation or regulations of Spain.

PART XIX: GLOSSARY OF TECHNICAL TERMS

The following explanations are not intended as technical definitions, but rather are intended to assist the reader in understanding terms used in this Prospectus.

“economic cycle” means the upward and downward movements of levels of gross domestic product and refers to the period of expansions and contractions in the level of economic activities around a long-term trend;

“GDP” or **“Gross Domestic Product”** means the market value of all officially recognized final goods and services produced within a country in a given period of time;

“industrial” and **“logistics”** means an industrial type real estate asset which may, for example, be used for manufacturing and distribution operations;

“leverage” or **“gearing”** means calculated as the borrowings secured on an individual asset as a percentage of the market value of that asset, or the aggregate borrowings of a company as a percentage of the market value of the total assets of the company (also referred to as loan to value or LTV ratio). In an investment strategy context, gearing refers to the use of various financial instruments or borrowed capital to increase the potential return of an investment;

“occupier market” means the office, industrial and retail market;

“sqm” means square meters;

“target return” means the total annual leveraged return targeted by the Company;

“value creation” means a segment involving medium-to-high risk real estate investments. Properties in this category typically exhibit management or operational problems, require physical improvement, lease-up and/or suffer from capital constraints;

“yield” means a measure of return on an asset calculated as the income arising on an asset expressed as a percentage of the total cost of the asset, including costs.

Mr. Luis Alfonso López de Herrera-Oria, duly authorized pursuant to the resolutions approved by the Shareholders' Meeting on 7 May 2015, and by the Board on 13 May 2015, signs this Prospectus in Madrid, on 14 May 2015.

Axiare Patrimonio SOCIMI, S.A.

Mr. Luis Alfonso López de Herrera-Oria

PARTE I: RESUMEN

Los resúmenes se elaboran con base en los requisitos de divulgación conocidos como “Elementos”. Estos elementos se enumeran en las Secciones A a E (A.1—E.7).

El presente resumen contiene todos los Elementos que deben ser incluidos en un resumen para este tipo de valores y emisor. Dado que hay algunos Elementos a los que no es necesario referirse, puede haber saltos en la secuencia de numeración de los Elementos.

Aunque es posible que algún Elemento deba ser incluido en el resumen debido a la naturaleza de los valores y del tipo de emisor, puede darse la situación de que no se aporte información relevante en relación con dicho Elemento. En dicho caso, se incluye una breve descripción del Elemento en el resumen y se muestra el mensaje “No aplicable”. Los términos en mayúscula utilizados en el presente Resumen tendrán el significado que se les otorga en el apartado *Definiciones* del Folleto.

Sección A—Introducción y advertencias

- A.1** **Introducción:** **EL PRESENTE RESUMEN DEBE LEERSE COMO INTRODUCCIÓN AL FOLLETO. CUALQUIER DECISIÓN DE INVERTIR EN NUEVAS ACCIONES O DERECHOS DE SUSCRIPCIÓN DEBE ESTAR BASADA EN LA CONSIDERACIÓN, POR PARTE DEL INVERSOR, DEL FOLLETO EN SU CONJUNTO, INCLUYENDO EN PARTICULAR LOS FACTORES DE RIESGO**

Cuando se presente ante un tribunal una demanda relacionada con la información contenida en este Folleto, el inversor demandante podrá, en virtud de la legislación nacional de los Estados miembros de la Unión Europea, tener que soportar los costes derivados de la traducción del Folleto antes de que dé comienzo el procedimiento judicial.

En virtud de la legislación Española, la responsabilidad civil sólo se exigirá a las personas que hayan presentado el Resumen, incluida cualquier traducción del mismo, y únicamente cuando el Resumen sea engañoso, inexacto o incoherente en relación con las demás partes del Folleto, o no aporte, leído en conjunto con las demás partes del Folleto, información fundamental para ayudar a los inversores a la hora de adoptar su decisión de inversión en relación con dichos valores.

- A.2** **Posible venta posterior o colocación final de los valores por parte de los intermediarios financieros:** No aplicable. La Sociedad no está comprometida con ningún intermediario financiero para proceder a la venta posterior o colocación final de los valores que requiera la publicación de un folleto posterior a la publicación del presente documento.

Sección B—Emisor

- B.1** **Denominación social y nombre comercial:** La denominación social del emisor es Axiare Patrimonio SOCIMI, S.A. (antiguamente, Axia Real Estate SOCIMI, S.A.; nueva denominación pendiente de registro) El nombre comercial del emisor es “Axiare Patrimonio”.
- B.2** **Domicilio social y forma jurídica:** La Sociedad se constituyó como una sociedad anónima en España de acuerdo con la Ley de Sociedades de Capital. Tiene su domicilio social en José Ortega y Gasset 29, 5ª planta, 28006 Madrid. La Sociedad se constituyó por un plazo ilimitado.

Régimen jurídico de la Sociedad

La Sociedad optó por convertirse en una Sociedad Anónima Cotizada de Inversión en el Mercado Inmobiliario (“SOCIMI”) y notificó dicha elección a la Dirección General de Tributos por medio de la comunicación pertinente. Dicha elección resultará de aplicación hasta el momento en que la Sociedad renuncie a su aplicabilidad o no cumpla con los requisitos del Régimen de las SOCIMI.

Una entidad con derecho a optar por el Régimen de las SOCIMI puede solicitar la aplicación del régimen fiscal especial aun cuando en el momento de la solicitud dicha entidad no cumpla con todos los requisitos necesarios, siempre y cuando les dé cumplimiento en el plazo de dos años (a contar desde la fecha en que se solicita dicho régimen fiscal ante la Dirección General de Tributos). Además, dicha entidad dispondrá de un periodo de un año de gracia para subsanar el

posible incumplimiento de algunos de los requisitos del Régimen de las SOCIMI.

B.3 Factores clave relativos a la naturaleza de la operativa actual del emisor y de sus principales actividades

La Sociedad es una sociedad anónima de acuerdo con la Ley de Sociedades de Capital, constituida el 19 de marzo de 2014. Poco tiempo después de su constitución, la Sociedad optó por convertirse en una SOCIMI española y notificó dicha elección a la Dirección General de Tributos por medio de la comunicación pertinente.

La actividad principal de la Sociedad consiste en adquirir, poseer y explotar activos inmobiliarios comerciales españoles (en especial, oficinas logística y, en menor medida, otras clases de inmuebles como los centros comerciales), principalmente en Madrid y Barcelona, y los principales centros logísticos para la gestión inmobiliaria activa, actividades de alquiler y mejoras.

Estrategia Empresarial

La Estrategia Empresarial de la Sociedad consiste en poseer, explotar y alquilar su Cartera existente (que se define más adelante), mediante la gestión inmobiliaria activa y ampliar esta con la adquisición y explotación de activos inmobiliarios comerciales de alta calidad deficientemente gestionados que radican en España. Para estos fines, la Sociedad prevé adquirir dichos inmuebles comerciales con el objeto de crear valor mediante la gestión inmobiliaria activa y de maximizar la eficiencia y la rentabilidad de los inmuebles para aprovechar sus flujos de caja y revalorización.

La Sociedad considera el potencial incremento de valor que puede ser alcanzado gracias a la mejora de la gestión de los inmuebles, a través de, entre otras cosas, estrategias de reposicionamiento o re-alquiler, o como resultado de la realización de inversiones para la remodelación, reconfiguración o renovación de los inmuebles. La Sociedad, mediante el Equipo Gestor, lleva a cabo actividades de gestión inmobiliaria de creación de valor, como la mejora de la calidad de los inmuebles que se poseen actualmente mediante la conservación y modernización, la mejora de la eficiencia energética de los inmuebles que se poseen actualmente o la renegociación o resolución de contratos de arrendamiento. Esta estrategia empresarial de creación de valor en la que está centrada la Sociedad difiere sustancialmente de (i) las estrategias oportunistas que, por lo general, están expuestas a un alto nivel de riesgo y tasas de retorno apalancadas dado que normalmente implican una cantidad significativa de reconstrucción e inversiones en mercados en dificultades y (ii) estrategias *core* y *core plus* que siguen los grandes inversores institucionales, que, como norma general, implican la realización de inversiones en inmuebles totalmente operativos y/o totalmente alquilados, con arrendatarios estables, lo que normalmente supone una inversión en capital reducida tras la adquisición, y, por lo tanto, una menor gestión activa que las inversiones con creación de valor.

Cartera de Inmuebles

A 31 de marzo de 2015, la Sociedad poseía una cartera de 19 inmuebles comerciales (en adelante, la “**Cartera**”). Los inmuebles de la Sociedad clasifican en tres categorías generales: oficinas, logística y otros (incluidos centros comerciales y un hotel) y están ubicados en España, en Madrid, Barcelona, Tarragona, Sevilla y Guadalajara.

La adquisición de una de las propiedades incluidas en la Cartera (el Hotel Rafael) se completó en abril de 2015. Sin embargo, ha sido incluida información sobre esta propiedad también en el presente Resumen como parte de la Cartera a 31 de marzo de 2015 sobre la base de que dicha propiedad fue adquirida en virtud de un contrato de compraventa suscrito el 20 de febrero de 2015, sujeto, tan sólo, a determinadas condiciones suspensivas que fueron cumplidas el 22 de abril de 2015. El precio de adquisición del Hotel Rafael se registró en los Estados Financieros Intermedios a 31 de marzo de 2015 como “deudores varios”. En el presente Folleto, se incluye el Hotel Rafael, a valor de mercado a 31 de marzo de 2015, como parte de la cartera de inversiones inmobiliarias. Asimismo, a los efectos de la conciliación entre el Plan General Contable Español y las NIFF UE, se considera al Hotel Rafael como parte integrante de la Cartera.

Los inmuebles de la Sociedad que integran la Cartera tienen un precio de adquisición bruto total (incluidos los costes y gastos de operación) de 477,4 millones de euros y un precio de adquisición neto total (excluidos los costes y gastos de operación) de 465,8 millones de euros. CBRE Valuation Advisory, S.A. (en adelante, “**CBRE**”) ha valorado la Cartera a 31 de marzo de 2015 asignándole un valor de mercado total de 507,9 millones de euros (en adelante, el “**Informe de Valoración**”), el cual se adjunta como Anexo I.

Según el balance de la Sociedad, a 31 de marzo de 2015 las inversiones en inmovilizado de la Sociedad totalizaron 441,5 millones de euros. Dicha cantidad no incluye el importe de 12,0

millones de euros correspondiente al pago de la adquisición del Hotel Rafael, que fue registrado en el balance, a 31 de marzo de 2015, como “deudores varios”. La compra no se completó a 31 de marzo de 2015, debido a que el contrato de compraventa estaba sujeto a determinadas condiciones suspensivas. En abril de 2015 se cumplieron dichas condiciones, completándose así la adquisición. En consecuencia, en el presente Folleto, se incluye el Hotel Rafael, a valor de mercado a 31 de marzo de 2015, como parte de la cartera de inversiones inmobiliarias. Asimismo, a los efectos de la conciliación entre el Plan General Contable Español y las NIFF UE, se considera al Hotel Rafael como parte integrante de la Cartera.

A 31 de marzo de 2015, el 67,9% del valor bruto de los activos de la Cartera (“GAV”), basado en el Informe de Valoración, lo constituían las oficinas, el 21,3%, la logística y el 10,8%, otras categorías de inmuebles comerciales, y la Sociedad obtenía de las oficinas el 54,4% de sus ingresos brutos por alquiler, de la logística el 31,0% y de otras categorías de inmuebles comerciales el 14,6%.

Los tres principales inquilinos, Alcampo, Sellbytel Group, S.A. y Werkhaus S.L., S.C.S. representaban 10,10%, 8,80% y 6,70% respectivamente de la renta anualizada total a 31 de marzo de 2015.

Adquisiciones potenciales

A la fecha de este Folleto, la Sociedad ha realizado un depósito por un importe de 250 mil euros para la adquisición de una propiedad cuyo precio total de adquisición es 5 millones. Esta adquisición se encuentra sujeta al cumplimiento de determinadas condiciones.

A la fecha de este Folleto, la Sociedad también ha presentado dos ofertas vinculantes que han sido aceptadas por los vendedores correspondientes: una de ellas para la adquisición de dos edificios de oficinas situados en Madrid cuyo precio total de adquisición es 49 millones de euros y otra para la adquisición de otra propiedad situada en Madrid cuyo precio total de adquisición es 51 millones de euros. En ambos casos, la fase de due diligence ha sido completada y los contratos de compraventa están en la fase final de negociación.

Asimismo, a la fecha de este Folleto, la Sociedad ha enviado tres ofertas no vinculantes que podría conllevar la adquisición de tres propiedades por un precio agregado de 77,5 millones de euros. Estas ofertas no vinculantes se encuentran aún pendientes de contestación por el vendedor correspondiente.

Estrategia de financiación

La Sociedad ha adquirido los inmuebles que integran su Cartera utilizando recursos propios o créditos puente y posteriormente ha negociado préstamos hipotecarios bilaterales a largo plazo utilizando como garantía algunos de los inmuebles de la Cartera. La Sociedad pretende suscribir contratos de financiación bilateral con varias entidades financieras en lugar de depender de una institución.

La Sociedad pretende llevar a cabo futuras adquisiciones de inmuebles haciendo uso principalmente de recursos propios y de financiación con garantía hipotecaria. La financiación de las adquisiciones a través de deuda se evalúa para cada operación de forma individual inicialmente teniendo en cuenta la capacidad de la Sociedad y el activo en cuestión para soportar apalancamiento. La Sociedad también puede recurrir a contratos de cobertura cuando sea oportuno para mitigar el riesgo de tipo de interés.

La relación LTV (préstamo-valor) de la Sociedad (el importe del principal dispuesto de las financiaciones de la Sociedad (es decir, 131,6 euros) como porcentaje del Valor Bruto Total (es decir, 507,9 millones euros)) a 31 de marzo de 2015 era del 25,9%. Se prevé que la relación LTV objetivo de la Sociedad sea del 50-60%. Sin perjuicio de lo que antecede, el Consejo podrá acordar cuando lo estime conveniente un nivel de apalancamiento diferente habida cuenta de las condiciones económicas vigentes en ese momento, los costes relativos de la deuda y los recursos propios, el valor razonable de los bienes inmuebles de la Sociedad, las oportunidades de crecimiento y adquisición u otros factores que estime oportunos.

Política de Tesorería

La política de tesorería de la Sociedad ha sido diseñada para asegurar la preservación del capital. Por lo tanto, la Sociedad buscará generar rentabilidades constantes y estables con una limitada exposición al riesgo. En particular, la Sociedad se centrará en productos financieros de alta liquidez con posibilidad de cancelación anticipada sin penalización o acotando la misma.

Remuneración del Equipo Gestor

Remuneración Fija y Bonus

Los miembros del Equipo Gestor tienen derecho a percibir la Remuneración Fija mediante un

importe fijo que será satisfecho mensualmente de acuerdo con lo establecido en los contratos de trabajo o de servicios, según resulte aplicable, suscritos por cada uno de los miembros del Equipo Gestor con la Sociedad. La Remuneración Fija anual del Consejero Delegado se ha fijado en 600.000 € y la Remuneración Fija anual de los demás miembros del Equipo Gestor asciende a 810.000 €.

Asimismo, los miembros del Equipo Gestor tendrán derecho a percibir un bonus, que represente un porcentaje de su correspondiente Remuneración Fija (el “Bonus”). El Bonus es propuesto por la Comisión de Nombramientos y Retribuciones y aprobado por el Consejero Delegado en base a unos objetivos establecidos anualmente por la Comisión de Nombramientos y Retribuciones y aprobados por el Consejo.

Incentivos

Además de la compensación básica, los miembros del Equipo Gestor podrán recibir Acciones Ordinarias (las cuales podrán ser Acciones Ordinarias o nuevas acciones resultantes de la ampliación de capital de la Sociedad) (las “**Acciones del Plan de Incentivos**”) bajo el Plan de Incentivos en Acciones. En virtud de dicho Plan de Incentivos en Acciones, los miembros del Equipo Gestor tendrán derecho a recibir con una periodicidad anual un cierto número de Acciones del Plan de Incentivos en base a la Rentabilidad del Accionista y al valor neto de los activos (NAV) de la Sociedad durante un periodo de devengo de siete años (el “**Periodo de Devengo**”). Por tanto, incrementos en el NAV de la Sociedad pueden conllevar que se paguen Incentivos a los miembros del Equipo Gestor. Las acciones de la Sociedad que el Equipo Gestor puede recibir bajo el Plan de Incentivos en Acciones durante el Periodo de Devengo no pueden exceder del 10% del total de acciones en circulación de la Sociedad en el momento de la admisión a negociación.

Exclusividad, Indemnizaciones y Conflictos de Interés

Exclusividad con respecto a los miembros del Equipo Gestor

Durante la vigencia de sus respectivos contratos laborales o de prestación de servicios (según sea el caso) suscritos con la Sociedad, los miembros del Equipo Gestor deberán trabajar exclusivamente para la Sociedad y no podrán prestar servicios a terceros distintos de la Sociedad.

Este compromiso de exclusividad no impide al Consejero Delegado (a) continuar ejerciendo las funciones como consejero no ejecutivo que ejerce actualmente; (b) ejercer las funciones de consejero no ejecutivo en otras sociedades distintas (hasta un máximo de 7) previa autorización otorgada por el Consejo de la Sociedad; y (c) ejercer las funciones de consejero ejecutivo en sus sociedades patrimoniales y desempeñar las correspondientes funciones en estas sociedades, todo ello en la medida en que las anteriores posibilidades no supongan (i) una interferencia en las responsabilidades asumidas por el Consejero Delegado en relación con la Sociedad; ni (ii) un incumplimiento de los compromisos de no competencia del Consejero Delegado asumidos con la Sociedad.

No competencia

Los miembros del Equipo Gestor han acordado que, durante la vigencia de sus respectivos contratos laborales o de prestación de servicios (según sea el caso) suscritos con la Sociedad, no competirán, de forma directa o indirecta (incluyendo, pero sin limitarse a, actuar como accionista, persona de control, empleado, agente, consultor, oficial, socio o consejero de cualquier sociedad), con la Sociedad en los negocios o actividades a los que la Sociedad se dedica o se dedicará, con las únicas excepciones de determinados compromisos existentes de D. Luis Alfonso López de Herrera-Oria en calidad de consejero no ejecutivo de Rodex.

No solicitud

Los miembros del Equipo Gestor han acordado que, durante la vigencia de sus respectivos contratos laborales o de prestación de servicios (según sea el caso) suscritos con la Sociedad y durante los dos años siguientes a la finalización de dichos contratos, no podrán, de manera directa o indirecta (a través de cualquier persona, sociedad, asociación u otra entidad empresarial de cualquier tipo) sin el previo consentimiento por escrito de la Sociedad (i) solicitar o atraer o de cualquier otro modo persuadir a algún cliente o consumidor, actual o potencial, de la Sociedad para que ponga fin o renuncie a su relación, actual o potencial, con la Sociedad; o (ii) contratar, solicitar, reclutar, inducir, atraer, influir o animar a cualquier empleado de la Sociedad para que abandone la Sociedad.

Pagos derivados de la resolución de los contratos

En caso de resolución por la Sociedad de los contratos laborales de cualquier miembro del Equipo Gestor (que no sea D. Luis Alfonso López de Herrera-Oria y Dña. Chony Martín Vicente-Mazariegos) sin que medie causa justa (es decir, considerándose como un despido improcedente, tal y como dicho término se defina en el Estatuto de los Trabajadores vigente en cada momento), el miembro del Equipo Gestor cuyo contrato ha sido resuelto de esta manera tendrá derecho a la indemnización en efectivo que establezca el Estatuto de los Trabajadores vigente en el momento de la resolución del contrato (actualmente la indemnización establecida es de 45 días de salario por año trabajado hasta el 11 de febrero de 2012 y 33 días de salario por año trabajado a partir de dicha fecha, con un máximo de 24 mensualidades, incluyendo, como parte del salario, la Remuneración Fija, así como cualquier *bonus* e Incentivo que le pudiese haber sido abonado a dicho miembro del Equipo Gestor durante el año inmediatamente anterior al despido).

En caso de resolución por la Sociedad del contrato de empleo de Dña. Chony Martín Vicente-Mazariegos, sin que medie justa causa (esto es, despido improcedente, tal y como dicho término se define en el Estatuto de los Trabajadores vigente en cada momento), tendrá derecho a recibir una indemnización equivalente al 1,5x de su Remuneración Fija.

En caso de resolución por la Sociedad del contrato de prestación de servicios suscrito con D. Luis Alfonso López de Herrera-Oria sin que medie justa causa (es decir, siendo un despido improcedente, tal y como dicho término se defina en el Estatuto de los Trabajadores vigente en cada momento), D. Luis Alfonso López de Herrera-Oria tendrá derecho a percibir una indemnización en efectivo igual a la Remuneración Fija obtenida los dos últimos años o, de ser superior, la indemnización prevista en el Estatuto de los Trabajadores, vigente en cada momento, para los despidos improcedentes de empleados.

A los efectos del cálculo de los pagos mencionados, en el momento de sus respectivas contrataciones, la Sociedad reconoció 4 años de antigüedad a cada uno de los miembros del Equipo Gestor.

Permanencia mínima del Consejero Delegado

En virtud de su contrato de prestación de servicios suscrito con la Sociedad, D. Luis Alfonso López de Herrera-Oria se ha comprometido a permanecer en la Sociedad por un periodo de al menos cinco años tras la formalización de la oferta pública de acciones (es decir, julio de 2014)(el “**Periodo Mínimo de Permanencia**”).

En el supuesto de que D. Luis Alfonso López de Herrera-Oria resolviese su contrato de prestación de servicios suscrito con la Sociedad, sin que mediase justa causa, con anterioridad al fin del Periodo Mínimo de Permanencia, la Sociedad tendrá derecho a recibir una indemnización por su parte por el importe de la Remuneración Fija que D. Luis Alfonso López de Herrera-Oria hubiese tenido derecho a recibir durante el tiempo restante del Periodo Mínimo de Permanencia.

En el supuesto que, con anterioridad al fin del Periodo Mínimo de Permanencia, D. Luis Alfonso López de Herrera-Oria dejase de ser Consejero Delegado de la Sociedad, o no fuese renovado en dicho cargo, o su contrato de prestación de servicios fuese de otro modo resuelto por la Sociedad, tendría derecho a recibir una indemnización por parte de la Sociedad por un importe equivalente a la Remuneración Fija que hubiese tenido derecho a recibir durante el tiempo restante del Periodo Mínimo de Permanencia con un mínimo de dos años de Remuneración Fija. El importe de dicha indemnización reducirá euro por euro el pago derivado de la resolución de su contrato (de aquellos descritos anteriormente bajo el epígrafe “*Pagos derivados de la resolución de los contratos*”) que tuviese derecho a percibir. Esta indemnización no será aplicable en el caso de que la resolución sea por justa causa.

Beneficios adicionales

Los miembros del Equipo Gestor también tienen derecho como beneficios adicionales, a un coche de empresa, un seguro de salud, un seguro de vida y un plan de pensiones.

Los miembros del Equipo Gestor (incluido, sin perjuicio de la naturaleza mercantil de su contrato de prestación de servicios, D. Luis Alfonso López de Herrera-Oria) tienen también derecho a gozar de los beneficios sociales previstos en el convenio colectivo aplicable a la Sociedad, de existir, así como de cualquier práctica de la Sociedad o política aplicable a los empleados de la Sociedad.

Conflictos de interés con respecto a los miembros del Equipo Gestor

De acuerdo con el código de conducta interna de la Sociedad:

- los miembros del Equipo Gestor deberán notificar al supervisor responsable del cumplimiento del código de conducta interno cualesquiera posibles conflictos de interés con la Sociedad o sus filiales que afecten a algún miembro del Equipo Gestor como consecuencia de sus relaciones familiares, situación personal o cualquier otra razón;
- el supervisor responsable del cumplimiento del código de conducta interno deberá mantener un registro de todos los conflictos de interés comunicados, que será hecho público únicamente en la medida en que lo exija la legislación aplicable; y
- la Sociedad no divulgará ninguna información adicional sobre la operación conflictuada o la situación del miembro del Equipo Gestor afectado por el conflicto de interés y dicha persona no podrá participar de, o influir en, ninguna decisión que deba ser adoptada en relación con la operación o situación de conflicto y deberá abstenerse de solicitar u obtener cualquier información confidencial que afecte a dicho conflicto de interés.

A estos efectos, se entenderá “conflicto de interés” como cualquier situación en la que los intereses personales de un miembro del Equipo Gestor o sus personas relacionadas (incluyendo familiares cercanos, entidades en las que ejerce el control o fiduciarios) entren en conflicto o puedan entrar en conflicto, directa o indirectamente, con los intereses de la Sociedad o sus filiales.

Además, de acuerdo con el código de conducta interno de la Sociedad, los miembros del Equipo Gestor deberán informar al supervisor responsable del cumplimiento del código de conducta interno sobre cualquier operación que pueda mantener dicho supervisor o cualquiera de sus personas relacionadas con la Sociedad o sus filiales. Dichas operaciones deberán ser aprobadas por el Consejo de Administración previo informe favorable emitido por el Comité de Auditoría y Control, excepto en aquellos casos en los que el importe de la operación no exceda del 1% de los ingresos anuales de la Sociedad y la operación se realice de acuerdo con las condiciones generalmente aplicadas a los clientes y en condiciones de mercado.

Adicionalmente, los miembros del Equipo Gestor no podrán buscar su propio beneficio o el de sus personas relacionadas ni oportunidades de negocio que estén siendo consideradas por la Sociedad a menos que la Sociedad haya decidido abandonar dichas oportunidades y cuenten con autorización del Consejo de Administración otorgada previo informe favorable por parte del Comité de Auditoría y Control. A estos efectos, se considerará “oportunidad de negocio” aquella posibilidad de realizar una operación comercial o inversión derivada o conocida como consecuencia del puesto ocupado en la Sociedad; o mediante el uso de los medios o información disponible por la Sociedad; o en circunstancias que razonablemente lleven a pensar que dicha oportunidad fue ofertada a la Sociedad.

Restricciones Regulatorias

De acuerdo con el Régimen de las SOCIMI, la Sociedad estará obligada, entre otras cosas, a llevar a cabo un Negocio de Arrendamiento de Inmuebles y cumplir con los siguientes requisitos: (i) invertir al menos el 80% del GAV en el arrendamiento de activos inmuebles urbanos o de terrenos para el desarrollo de inmuebles urbanos destinados al arrendamiento, siempre y cuando el desarrollo empiece en los siguientes tres años desde la adquisición, o en acciones de otras SOCIMIs, o entidades extranjeras o filiales dedicadas a las actividades mencionadas anteriormente y con los mismos requisitos de distribución, y (ii) al menos el 80% de los ingresos anuales netos de conformidad con los PCGA deben provenir de ingresos de alquiler y de dividendos o plusvalías en relación con los inmuebles anteriormente mencionados.

La Sociedad dispone de un año de gracia para subsanar el incumplimiento de cualquiera de los requisitos del Régimen de las SOCIMI.

Criterios de endeudamiento

Proveedores de Servicios del Solicitante

Servicios de Auditoría

PricewaterhouseCoopers Auditores, S.L. (“PwC”) ha sido designado como auditor de la Sociedad por un plazo de tres años (esto es, hasta 2016 incluido) y, por lo tanto, proporcionará los correspondientes servicios de auditoría. Los honorarios de auditoría a percibir por PwC se negociarán anualmente y no afectará a la independencia del auditor externo.

Tasadores de Inmuebles

La Sociedad ha contratado los servicios de CBRE Valuation Advisory, S.A., cuya designación ha sido realizada por el Equipo Gestor y aprobada por el Comité de Auditoría y Control de la Sociedad en relación con la valoración de los bienes inmuebles de la Sociedad llevada a cabo el 31 de diciembre de 2014 y el 31 de marzo de 2015.

Banco Agente

La Sociedad ha contratado los servicios de Banco Santander, S.A. para actuar como banco agente de la Oferta.

- B.4** Descripción de las tendencias recientes más significativas que afecten al emisor y a los sectores en los que ejerce su actividad:
- Desde 2007, el impacto de la crisis de crédito internacional, la crisis de deuda soberana europea y la crisis económica interna española en el mercado inmobiliario español han sido considerables, dando lugar a una fuerte caída cíclica y un reajuste estructural de precios de los activos inmobiliarios. Tras la cota máxima alcanzada en 2007, el mercado español de inmuebles comerciales ha registrado una intensa caída en el valor de los activos inmobiliarios.
- Hay varios indicadores fundamentales que demuestran la recuperación de la economía española, entre los que se incluye: (i) el producto interior bruto ("PIB") de España muestra una clara tendencia de recuperación (el PIB de España ha evolucionado de porcentajes negativos en 2012 y 2013 (-2,1% y -1,2%, respectivamente) a un porcentaje positivo en 2014 (1,4%) y porcentajes previstos para 2015 y 2016 del 2,3% y 2,5%, respectivamente (Fuente: Documento de Trabajo de los Servicios de la Comisión Europea – Informe sobre España 2015); (ii) el diferencial de los tipos de los bonos soberanos a 10 años ha caído desde más de 600 pb en verano de 2012 a aproximadamente 100 pb en marzo de 2015 y actualmente los tipos nominales son históricamente bajos (Fuente: Instituto Nacional de Estadística (INE) español- Boletín Mensual de Estadística INE- marzo de 2015); (iii) los consumidores perciben la recuperación, como demuestran las mejoras del índice de confianza del consumidor desde 2013, lo que refleja más confianza en la situación de los hogares, la situación económica general, las previsiones de desempleo y el ahorro durante los próximos 12 meses (Fuente: Indicador de Confianza del Consumidor de la Comisión Europea - España); y (iv) la tasa de desempleo del cuarto trimestre de 2014 (23,7%) confirmó la tendencia de recuperación de los trimestres precedentes (25,9% en el primer trimestre, 24,5% en el segundo trimestre y 23,7% en el tercer trimestre) y se prevé que caiga hasta el 23% en 2015 y el 21% en 2016 (Fuente: Documento de Trabajo de los Servicios de la Comisión Europea – Informe sobre España 2015)
- B.5** Descripción del grupo:
- A fecha del presente Folleto, la Sociedad solo cuenta con una filial (Acotango Spain, S.L.U.) que tiene un capital de 3.000 € y no dispone de activos ni pasivos.
- B.6** Accionistas principales:
- En la siguiente tabla figura el nombre de cada persona que, directa o indirectamente, posea una participación en el 3% o más del capital social de la Sociedad, y el porcentaje de la participación de dicha persona con fecha de 11 de mayo de 2015 (que es el último día hábil previo al registro del presente Folleto en la CNMV) (Fuente: CNMV)

Nombre	Participación directa	Participación indirecta	Total
	% del capital social de la Sociedad	% del capital social de la Sociedad	% del Capital Social de la Sociedad
Perry Partners International Inc.	0,000%	29,162%	29,162%
Taube Hodson Stonex Partners LLP	0,000%	11,109%	11,109%
T. Rowe Price Associates, Inc.	0,000%	10,074%	10,074%
Citigroup Global Markets Limited	9,165%	0,000%	9,165%
Deutsche Bank, A.G.	6,282%	0,000%	6,282%
JPMorgan Chase & Co.	0,000%	5,804%	5,804%
Barclays Bank PLC	0,000%	4,214%	4,214%
Capital Flotante	-	-	24,183%
Total			100.00%

La Sociedad no tiene constancia de ninguna persona que, directa o indirectamente, conjuntamente o por separado, ejercite o pueda ejercitar el control sobre la Sociedad a fecha de la Oferta o inmediatamente después.

- B.7** Información financiera
- A continuación figura información financiera seleccionada correspondiente a los periodos que comprenden desde el 19 de marzo hasta el 31 de diciembre de 2014 (extraída de los Estados

seleccionada: Financieros Auditados 2014) y desde el 1 de enero hasta el 31 de marzo de 2015 (extraída de los Estados Financieros Provisionales No Auditados);

(i) Resumen del Balance de Situación

	31 de diciembre de 2014 (en miles de euros)	31 de marzo de 2015 (no auditados y en miles de euros)
ACTIVOS	424.443	484.193
ACTIVOS NO CORRIENTES:	407.560	446.734
ACTIVOS CORRIENTES	16.883	37.459
Deudores comerciales y otras cuentas por cobrar	11.767	18.050
Inversiones a corto plazo	748	63
Pagos por adelantado en curso e ingresos devengados	103	1.385
Efectivo y otros activos líquidos equivalentes	4.265	17.961
PATRIMONIO NETO Y PASIVO	424.443	484.193
PATRIMONIO NETO	341.638	343.297
Capital	360.060	360.060
Reservas	-19.429	-19.382
Acciones en cartera	-1.006	-914
Beneficios del periodo anterior	-	2.013
Beneficios (pérdidas) del periodo	2.013	2.320
Ajuste por cambio en la valoración	-	-800
PASIVOS NO CORRIENTES	4.825	133.990
PASIVOS CORRIENTES	77.980	6.906
Cuentas por pagar a corto plazo	67.562	825
Acreedores comerciales y otras cuentas por pagar	9.884	5.755
Devengos Corrientes e ingresos diferidos	534	326

(ii) Resumen de la Cuenta de Resultados

	Correspondiente al periodo que comprende desde el 19 de marzo de 2014 al 31 de diciembre de 2014 (en miles de euros)	Correspondiente al periodo que comprende desde el 1 de enero de 2015 al 31 de marzo de 2015 (no auditada y en miles de euros)
Ingresos	6.675	8.873
Costes de personal y otros gastos de explotación	-3.210	-3.442
Amortización de inversiones inmobiliarias	-2.124	-2.743
Otros beneficios (pérdidas)	6	10
BENEFICIOS/(PÉRDIDAS) DE EXPLOT.	1.347	2.698
Resultados financieros	666	-378
BENEFICIOS/(PÉRDIDAS) ANTES DE IMPUESTOS	2.013	2.320
Impuesto de sociedades	-	-
BENEFICIOS/(PÉRDIDAS) DEL EJERCICIO DERIVADOS DE ACTIVIDADES CONTINUADAS	2.013	2.320
BENEFICIOS POR ACCIÓN		
Beneficios básicos por acción (euros)	0,056	0,065
Beneficios diluidos por acción (euros)	0,056	0,065

(iii) Resumen de las principales ratios financieras

<u>31 de diciembre de 2014 (no auditado)</u>	<u>31 de marzo de 2015 (no auditado)</u>

Patrimonio neto	341.638	343.297
EBITDA ¹	3.471	5.441
Deuda Financiera Bruta (GFD) ²	67.545	129.500
Deuda Financiera Neta (NFD) ³	63.280	111.539
Margen EBITDA (%) ⁴	52,00	61,32
NFD/Patrimonio neto (%)	18,52	32,49
NFD/Pasivos totales (%)	76,42	79,16
Valor Bruto de los Activos (GAV) ⁵	439.025	507.950
Valor Neto de los Activos (NAV) ⁶	358.476	375.533
GAV/Acciones	12,19	14,11
NAV/Acciones	9,96	10,43
NFD/GAV (%)	14,41	21,96
NFD/NAV (%)	17,65	29,70

La información que se recoge en esta y toda la información financiera adicional que se recoge en el presente Folleto se han preparado de conformidad con los principios contables generalmente aceptados en España (en adelante, el “**Plan General Contable Español**”) y se presentan en miles de euros. Mientras la Sociedad no tenga una filial relevante y no confeccione estados financieros consolidados, los estados financieros de la Sociedad se confeccionarán de conformidad con el Plan General Contable Español.

El Plan General Contable Español se diferencia de las Normas Internacionales de Información Financiera respaldadas por la Unión Europea (en adelante, las “**NIIF UE**”) en ciertos aspectos, los más importantes de los cuales están relacionados con el tratamiento contable de la depreciación de los activos durante el tiempo. Bajo el Plan General Contable Español, dichos activos son valorados a la fecha del balance de situación por el coste de adquisición menos la depreciación acumulada y cualquier pérdida por deterioro. Bajo las NIIF UE, la dirección puede elegir entre contabilizar los activos de inversión por el precio justo o por el coste. Si la Sociedad aplicaba las NIIF UE, hubiera tenido la opción de usar el modelo de valor justo, aunque el modelo de coste también está permitido. Esta diferencia solo surgiría, por tanto, si el activo fuera valorado por su valor justo, en cuyo caso los ajustes se producirían sobre la declaración de ganancias netas de capital y revocación o amortización en activos de inversión.

- B.8** Información financiera *pro forma* clave: No aplicable. Este Folleto no contiene información financiera *pro forma*.
- B.9** Estimación de beneficios: No aplicable. Este Folleto no contiene estimaciones ni previsiones.
- B.10** Descripción de la naturaleza de las salvedades en el informe de auditoría sobre la información financiera histórica: No aplicable. El informe de auditoría sobre los Estados Financieros Auditados 2014 correspondientes al periodo que se cerró el 31 de diciembre de 2014.
- B.11** Capital Circulante: A 31 de Diciembre de 2014 el Capital Circulante de la Sociedad era de 61.1 millones de euros en negativo, principalmente, porque la Sociedad suscribió un préstamo alcanzar algunas adquisiciones completadas al final del año 2014. Sin embargo, durante el primer cuarto del año 2015, la Sociedad ha suscrito financiación por un importe principal 133.1 millones de euros (131,6 millones de euros dispuestos) destinada a cubrir los vencimiento del crédito y reestablecer una Capital Circulante positivo.

¹ El EBITDA se calcula añadiendo la amortización de la inversión inmobiliaria a los beneficios de explotación de la Sociedad.

² La GFD incluye los préstamos bancarios corrientes.

³ La NFD se calcula deduciendo de la GFD el efectivo y otros activos equivalentes de la Sociedad.

⁴ Significa EBITDA/Ingresos

⁵ Significa el valor de mercado de las inversiones inmobiliarias determinado por CBRE.

⁶ Significa el GAV menos la NFD.

La Sociedad opina, considerando los Ingresos Netos que recibirá la Sociedad a resultas de la Oferta, que el capital circulante disponible por la Sociedad es suficiente para cubrir sus necesidades actuales y, en particular, para al menos los próximos 12 meses desde la fecha de este Folleto.

Sección C—Valores

- C.1 Tipo y clase de valores:** 35.868.988 nuevas Acciones Ordinarias de la Sociedad (en adelante, las **“Nuevas Acciones”**) por un valor nominal de 10,00 € cada una, que se emitirán con arreglo a una Ampliación de Capital y que serán de la misma clase y serie que las Acciones Ordinarias de la Sociedad.
- A cada una de las Acciones Ordinarias existentes (en adelante, las **“Acciones Existentes”**), excepto las acciones en autocartera, les corresponderá un derecho a suscribir Nuevas Acciones (cada uno de ellos, un **“Derecho de Suscripción”**).
- Se requiere un Derecho de Suscripción para que el titular suscriba cada Nueva Acción al precio de suscripción de 11 € por Nueva Acción (en adelante, el **“Precio de Suscripción”**).
- El código ISIN asignado a las Acciones Ordinarias es ES0105026001. A las Nuevas Acciones se les asignará un código ISIN provisional que, a partir de la Admisión, será sustituido por el código ISIN de las Acciones Existentes.
- No habrá ni oferta ni solicitudes de cotización de ninguna otra clase de acciones de la Sociedad. Todas las acciones de la Sociedad son de la misma clase.
- C.2 Divisa de emisión de los valores:** Las Nuevas Acciones serán emitidas en euros. El Precio de Suscripción de las Nuevas Acciones se abonará en euros.
- C.3 Número de acciones emitidas:** A fecha del presente Folleto, el capital social emitido de la Sociedad es de 360.060.000 € dividido en una única serie de 36.006.000 Acciones Ordinarias representadas en forma de anotación en cuenta, con un valor nominal de 10,00 € cada una. Todas estas Acciones Ordinarias están totalmente desembolsadas.
- La Oferta será con respecto a un número máximo de 35.868.988 Nuevas Acciones.
- El número final de Nuevas Acciones emitidas en la Oferta se espera que sea determinado y anunciado a través de la publicación de un Hecho Relevante el 10 de Junio de 2015 una vez haya concluido la Oferta.
- C.4 Descripción de los derechos vinculados a los valores:** Las Nuevas Acciones serán totalmente desembolsadas en el momento de su emisión, tendrán igualdad de rango entre ellas, incluso con respecto al derecho a voto y el derecho a percibir dividendos y otras distribuciones que se declaren o paguen en adelante en relación con las Acciones Ordinarias.
- Las Nuevas Acciones confieren a sus titulares los derechos previstos en los Estatutos y conforme a la ley de sociedades española, como por ejemplo, (i) el derecho a asistir a las Juntas de Accionistas de la Sociedad con derecho a voz y voto, (ii) el derecho a percibir dividendos en proporción a su tenencia de acciones desembolsadas de la Sociedad, (iii) el derecho preferente a suscribir Acciones Ordinarias de reciente emisión en las ampliaciones de capital con aportaciones de efectivo, y (iv) el derecho a percibir los activos restantes en proporción a sus respectivas tenencias accionariales cuando se liquide la Sociedad.
- C.5 Restricciones a la libre transmisibilidad de los valores:** En virtud de la legislación española, la Sociedad no puede imponer restricciones a la libre transmisibilidad de las Acciones Ordinarias en sus Estatutos.
- No obstante, los Estatutos Sociales contienen obligaciones de indemnización para los Accionistas Significativos en favor de la Sociedad diseñadas para desincentivar las situaciones en las que haya que pagar un dividendo a un Accionista Significativo. Si se paga un dividendo a un Accionista Significativo, la Sociedad podría deducir del importe a pagar a ese Accionista Significativo una cantidad equivalente a los costes fiscales incurridos por la Sociedad como consecuencia del pago de dicho dividendo.
- Asimismo, los Estatutos Sociales contienen ciertas obligaciones de información en relación a los accionistas o beneficiarios efectivos de las Acciones Ordinarias que estén sujetos a un régimen legal especial aplicable a fondos de pensiones o planes de beneficios (como los correspondientes en virtud de la Ley de Garantía de Ingresos de Jubilación del Empleado de los Estados Unidos de América (*US Employee Retirement Income Security Act* o ERISA)). Además, la Sociedad podrá requerir de cualquier accionista o beneficiario efectivo de las Acciones Ordinarias dicha información mientras la Sociedad lo considere necesario o útil para determinar si dicha persona

está sujeta a un régimen legal especial aplicable a fondos de pensiones o planes de beneficios. Si alguno de los mencionados accionistas o beneficiarios últimos no cumplierse con estas obligaciones de información, la Sociedad tendrá derecho a imponer una sanción a dicho accionista o beneficiario último equivalente a la parte proporcional del valor de la Sociedad (de acuerdo con las últimas cuentas auditadas y publicadas) que ostenta el accionista o beneficiario último incumplidor, que podrá ser compensado con cualesquiera dividendos que deban ser abonados por la Sociedad a dicho accionista. Además, de acuerdo con los Estatutos Sociales, la Sociedad podrá tomar todas aquellas medidas que considere necesarias para evitar los posibles efectos negativos que se puedan generar sobre la Sociedad o sus accionistas a resultas de la aplicación de la legislación relativa a los planes de pensiones o planes de beneficios (principalmente ERISA). El objetivo de esta disposición es proporcionar a la Sociedad la posibilidad de minimizar el riesgo de que Inversores de Planes de Beneficio (*Benefit Plan Investors*) (u otros inversores similares) tengan una participación del valor total de cualquier clase en el capital de la Sociedad igual o superior al 25%.

La adquisición y tenencia de Acciones Ordinarias por un inversor también puede estar afectada por la ley o requisitos regulatorios de su propia jurisdicción, que puede incluir restricciones a la libre transmisibilidad de dichas Acciones Ordinarias. Se aconseja que los inversores consulten a sus propios asesores antes de invertir en las Acciones Ordinarias, incluidas las Nuevas Acciones y los Derechos de Suscripción.

Adicionalmente, la Sociedad y los Coordinadores Globales y los Agentes de Colocación acordarán que, en virtud del Contrato de Colocación (tal y como este término se define a continuación), la Sociedad estará sujeta a un compromiso de inmovilización (*lock-up*) (con ciertas excepciones) durante el periodo que empieza en la fecha de firma del Contrato de Colocación y termina 180 días después de la Admisión.

Adicionalmente, cada uno de los miembros del Equipo Gestor ha acordado, únicamente respecto a los Incentivos en forma de Acciones, que en virtud de sus respectivos contratos laborales o de prestación de servicios suscritos con la Sociedad, con sujeción a ciertas reglas y excepciones, ningún miembro del Equipo Gestor podrá disponer de Incentivos en forma de Acciones antes de que se cumpla el primer aniversario de la fecha en la que dichas Acciones Ordinarias fueron entregadas a cada uno de los miembros del Equipo Gestor.

D. Luis Alfonso López de Herrera-Oria también ha acordado, en una carta de compromiso independiente que se entregará como condición suspensiva relativa a las obligaciones dimanantes del Contrato de Colocación, que estará sujeto a un compromiso de inmovilización (*lock-up*) (con ciertas excepciones) durante el periodo que empieza en la fecha de firma del Contrato de Colocación y termina 180 días después de la Admisión.

C.6 Admisión: La Sociedad solicitará la admisión a negociación de los Derechos de Suscripción y las Nuevas Acciones en las Bolsas de Valores españolas, a través del Sistema de Interconexión Bursátil (SIBE) o Mercado Continuo. La Sociedad espera que los Derechos de Suscripción y las Nuevas Acciones estén admitidos a negociación y cotizando en las Bolsas de Valores españolas el 20 de mayo de 2015 y el 11 de junio de 2015, respectivamente.

La Acciones Existentes están admitidas a negociación y cotizan en cada una de las Bolsas de Valores españolas a través del Sistema de Interconexión Bursátil (SIBE) o Mercado Continuo de las Bolsas de Valores españolas con el símbolo “AXIA”.

C.7 Política de dividendos: En la Junta de Accionistas de la Sociedad celebrada el 7 de mayo de 2015 se aprobó el pago de un dividendo por el importe de aproximadamente 1,45 millones de euros con cargo a los beneficios de 2014 que será abonado el 29 de mayo de 2015. La Sociedad tiene intención de mantener una política de dividendos que tenga en cuenta unos niveles sostenibles de distribución de dividendos, que reflejen su previsión futura de obtención de beneficios. La Sociedad efectuará distribuciones de dividendos cuando el Consejo de Administración lo considere adecuado. No obstante, de conformidad con el Régimen de las SOCIMI, la Sociedad estará obligada a adoptar acuerdos de distribución del beneficio obtenido en el ejercicio, después de cumplir cualquier requisito relevante de la Ley de Sociedades de Capital, en forma de dividendos, a sus accionistas, debiéndose acordar su distribución dentro de los seis meses posteriores a la conclusión de cada ejercicio, basada en el Plan General Contable Español, en la forma siguiente: (i) al menos el 50% de los beneficios derivados de la transmisión de activos inmobiliarios y acciones o participaciones en Filiales Cualificadas o en instituciones de inversión inmobiliaria colectiva siempre y cuando el resto de estos beneficios sea reinvertido en otros inmuebles o participaciones afectas al cumplimiento del objeto de la SOCIMI, en el plazo de los tres años

posteriores a la fecha de transmisión. En su defecto, el 100% de los beneficios deberán distribuirse en su totalidad conjuntamente con los beneficios que, en su caso, procedan del ejercicio en que finaliza el plazo de reinversión; (ii) el 100% de los beneficios obtenidos por recepción de los dividendos pagados por Filiales Cualificadas o instituciones de inversión inmobiliaria colectiva; y (iii) al menos el 80% del resto de los beneficios obtenidos (por ejemplo, beneficios que se correspondan con rentas procedentes de las actividades accesorias). Si el correspondiente acuerdo de distribución de dividendos no se adoptase en el plazo legalmente establecido, la Sociedad perderá su consideración de SOCIMI con efectos desde el ejercicio al que los dividendos se refieren.

Únicamente aquellos Accionistas que se encuentren inscritos en el sistema de registro, compensación y liquidación de valores gestionado por Iberclear a las 23:59 horas (hora de Madrid) del día en el que se adopte el acuerdo de distribución de dividendos tendrán derecho al cobro de los referidos dividendos. El pago de dividendos se efectuará a los titulares de Acciones Ordinarias que lo sean en ese momento. Así que, las Nuevas Acciones no darán derecho a su propietarios a recibir pagos de dividendos aprobado por la Junta General de Accionistas el 7 de mayo de 2015. Los Estatutos Sociales disponen que los dividendos serán pagaderos a los 30 días de la fecha de adopción del acuerdo de distribución de dividendos, salvo que la Junta General de Accionistas o el Consejo de Administración acuerden una fecha distinta.

Sección D—Riesgos

D.1 Información clave en relación con los riesgos fundamentales específicos del sector:

Antes de invertir en la Oferta, los inversores potenciales deberán considerar los posibles riesgos asociados que conllevan. Los riesgos relativos a la Sociedad y/o su sector incluyen los siguientes:

Riesgos inherentes a la inversión en una sociedad o negocio de reciente creación

- El limitado historial operativo de la Sociedad y el hecho de que el desempeño y rendimiento de la Sociedad depende principalmente de la experiencia del Equipo Gestor y del éxito de sus Estrategia Empresarial son factores que contribuyen a la complejidad de la inversión en la Sociedad.
- La Sociedad tiene información financiera disponible limitada, y los posibles inversores pueden tener información limitada a la hora de evaluar las expectativas de la Sociedad y las ventajas de una inversión en la Sociedad.

Riesgos inherentes al Equipo Gestor y al Consejo

- La Sociedad depende del rendimiento y experiencia de su Equipo Gestor así como de su habilidad para retener a los miembros del Equipo Gestor
- No existen garantías de que el Equipo Gestor pueda ejecutar de forma exitosa la Estrategia Empresarial de la Sociedad y su desempeño pasado no es una garantía del futuro rendimiento de la Sociedad
- Pueden existir circunstancias en la que los intereses de los miembros del Equipo Gestor o sus asociados entren en conflicto con los intereses de la Sociedad
- Los miembros del Equipo Gestor participan de un Plan de Incentivo en forma de Acciones basado en la Rentabilidad de los Accionistas y el valor neto contable de las mismas, por lo que la volatilidad en el valor de los activos inmobiliarios puede ocasionar sobrepagos
- Los acuerdos entre la Sociedad y el Equipo Gestor se negociaron en el contexto de una relación de afiliación y pueden contener términos que son menos favorables para la Sociedad que aquellos que se hubiesen alcanzado en caso de que las partes implicadas no estuviesen relacionadas
- La Sociedad depende del rendimiento de los miembros del Consejo de Administración así como de su capacidad para retener a los mismos
- Pueden existir circunstancias en la que los intereses de los Consejeros o sus asociados entren en conflicto con los intereses de la Sociedad
- Cualquier menoscabo de la reputación de los miembros del Consejo de Administración, miembros del Equipo Gestor, u otros empleados de la Sociedad puede afectar negativamente a la misma

Riesgos relacionados con la actividad de la Sociedad

- La Sociedad se enfrenta a numerosos riesgos relacionados con sus actividad de arrendamiento
- Los inmuebles de la Sociedad están y seguirán estando concentrados en el mercado español de activos inmobiliarios comerciales y por lo tanto dichos inmuebles tendrán una mayor exposición a los factores políticos, económicos y otros factores que puedan afectar al mercado español así como a la inestabilidad de la Eurozona
- El valor de cualquiera de los activos inmobiliarios que la Sociedad posea o adquiera y los ingresos por arrendamiento de dichos activos pueden sufrir caídas y se verán afectados por las condiciones del mercado inmobiliario español
- Pueden existir retrasos o dificultades a la hora de identificar inmuebles para ser incorporados a la Cartera de la Sociedad
- La valoración de los inmuebles y de los activos relacionados con éstos es inherentemente subjetiva e incierta
- Los costes asociados con adquisiciones potenciales que no sean completadas con éxito afectarán negativamente al rendimiento de la Sociedad
- Al seguir un proceso de *due diligence* en una potencial adquisición, es posible que la Sociedad no tenga en cuenta ni identifique todos los posibles riesgos y responsabilidades asociados a dicha adquisición
- La Sociedad depende de los terceros contratistas o subcontratistas cuando lleva a cabo operaciones de rehabilitación, reconstrucción, renovación y restauración de sus inmuebles
- La Sociedad está expuesta a determinados riesgos relacionados con el estado estructural de los inmuebles y su mantenimiento y reparación
- Es posible que la Sociedad adquiera en el futuro menos del 100% del control de determinados inmuebles y puede por lo tanto estar sujeta a los riesgos asociados a la titularidad conjunta
- La Sociedad puede sufrir pérdidas que no puedan ser compensadas en todo o en parte por las pólizas de seguro contratadas
- Es posible que la Sociedad no pueda comprar o vender un inmueble cuando decida hacerlo
- La Sociedad puede seguir siendo objeto de responsabilidad tras la disposición de sus activos inmobiliarios
- La Sociedad puede obtener por la disposición de sus inmuebles una tasa de rentabilidad menor de la esperada o incluso puede sufrir pérdidas en dichos inmuebles
- No existen garantías de que se logren los objetivos de rentabilidad previstos de los inmuebles
- La Estrategia Empresarial de la Sociedad incluye el uso de endeudamiento, lo cual expone a la Sociedad a riesgos asociados a las cantidades tomadas en préstamo
- Puede ser que la Sociedad no tenga acceso a la financiación necesaria para el acometimiento de futuras mejoras que pueden ser necesarias para conservar y atraer a los arrendatarios
- Un impago por parte de un inquilino significativo puede causar importantes pérdidas de ingresos, generar costes adicionales o propiciar una reducción del valor de los activos o incremento de deudas malas
- Las condiciones económicas adversas que afecten a determinadas industrias de los arrendatarios de la Sociedad pueden afectar negativamente a los ingresos de la Sociedad y a su capacidad para pagar repartos a sus accionistas
- Un inmueble que esté vacío durante mucho tiempo podría presentar dificultades de venta o arrendamiento
- El valor neto de la Sociedad puede fluctuar a lo largo del tiempo
- Puede ser que la Sociedad no sea capaz de obtener financiación satisfactoria en todos sus términos

- Si la Sociedad asume deuda de interés variable quedará expuesta a los riesgos asociados con la fluctuación de los tipos de interés
- La Sociedad puede ser objeto de potenciales demandas y reclamaciones en relación con la construcción, renovación, rehabilitación y restauración de los bienes inmuebles

Riesgos regulatorios

- El sector inmobiliario está sujeto a determinadas leyes y normativas y los cambios en la legislación aplicable pueden afectar negativamente al negocio de la Sociedad, su situación financiera, resultados económicos y perspectivas futuras
- La regulación y estándares medioambientales, sanitarios y de seguridad pueden exponer a la Sociedad al riesgo de tener que asumir costes y responsabilidades importantes
- Los activos de la Sociedad podrían ser considerados como “activos de un plan” (“*plan asset*”) sujetos a ciertos requisitos bajo la ERISA y/o la sección 4.975 del Código Fiscal de los Estados Unidos de América (*US Internal Revenue Code of 1986* o Código Fiscal) lo cual puede impedir a la Sociedad realizar determinadas inversiones
- El incumplimiento por parte de un accionista de ciertas obligaciones establecidas en los Estatutos de la Sociedad puede ocasionar la imposición de sanciones a dicho accionista
- La Sociedad espera ser una sociedad extranjera de inversión pasiva a los efectos de los impuestos sobre beneficios federales de Estados Unidos, lo cual puede generar perjuicios fiscales a los inversores de Estados Unidos
- La Sociedad puede dejar de ser calificada como una SOCIMI española lo cual puede ocasionar consecuencias negativas para la Sociedad y su capacidad para generar ingresos a sus accionistas
- Cualquier cambio que se pueda producir en la legislación fiscal (incluyendo el Régimen de las SOCIMI) puede afectar de forma negativa a la Sociedad
- Las restricciones establecidas por el Régimen de las SOCIMI puede limitar la capacidad y flexibilidad de la Sociedad para lograr su crecimiento orgánico por medio de adquisiciones
- La disposición de ciertos activos inmobiliarios puede ocasionar implicaciones negativas de acuerdo con el Régimen de las SOCIMI
- La Sociedad puede ser sujeto de impuestos adicionales si paga un dividendo a un Accionista Significativo que pudiera causar una disminución de beneficios para la Sociedad
- El pago de dividendos a Accionistas Significativos y a Inversores de Planes de Beneficio (u otros inversores similares) puede estar sujeto a deducciones
- Las plusvalías obtenidas por determinados inversores resultantes de la venta sus Acciones Ordinarias están sujetas a tributación

D.2 Información clave en relación con los principales riesgos asociados a los valores:

Riesgos relativos a la Oferta, las Acciones Ordinarias y los Derechos de Suscripción

- El precio de mercado de las Acciones Ordinarias podría no reflejar el valor de las inversiones subyacentes de la Sociedad y el valor de mercado de las Acciones Ordinarias podría ser volátil
- La capacidad de la Sociedad para pagar dividendos dependerá de su capacidad para generar beneficios disponibles para su distribución así como su capacidad para obtener importes en efectivo suficientes
- Actualmente no existe un mercado de negociación establecido para los Derechos de Suscripción y no hay garantías de que se desarrolle o se mantenga un mercado de negociación activo para los Derechos de Suscripción o las Acciones Ordinarias
- Una caída en el precio de mercado de nuestras Acciones Ordinarias puede afectar negativamente al valor de mercado de los Derechos de Suscripción
- El Contrato de Colocación suscrito por la Sociedad y los Coordinadores Globales y los Agentes de Colocación estipula que dicho contrato se podrá resolver en determinadas circunstancias
- Las ventas de Acciones Ordinarias (durante o después del Periodo de Suscripción

Preferente) y de Derechos de Suscripción (durante el Periodo de Suscripción Preferente), o la percepción de que se podrían llevar a cabo dichas ventas, pueden afectar negativamente al valor de los Derechos de Suscripción o al precio de mercado de las Acciones Ordinarias y pueden hacer más difícil la venta de Derechos de Suscripción o de Acciones Ordinarias para los accionistas en un momento dado o al precio que consideren apropiado

- Los Derechos de Suscripción que no se ejerzan antes del fin del Periodo de Suscripción Preferente prescribirán sin valor y sin ningún tipo de retribución, y los Accionistas con Derecho que no ejerzan sus Derechos de Suscripción se verán afectados por una dilución de su participación en el capital social de la Sociedad
- Los Derechos de Suscripción deberán ejercerse a través del participante de Iberclear en cuyo registro de anotaciones en cuenta se registran dichos Derechos de Suscripción y las Nuevas Acciones se deben pagar en euros
- Salvo en casos limitados, los accionistas que ejerzan sus Derechos de Suscripción o soliciten Acciones Adicionales no podrán cancelar sus suscripciones
- Una demora en la admisión a cotización de las Nuevas Acciones afectaría a la liquidez de las mismas e impediría su venta hasta que sean admitidas a cotización
- Los intereses de cualquier inversor significativo pueden entrar en conflicto con los de otros accionistas y las futuras ventas de Acciones Ordinarias por parte de cualquier significativo en el mercado público pueden causar un descenso del precio de las acciones.
- La Sociedad puede emitir nuevas Acciones Ordinarias en el futuro. Lo que puede producir una dilución de los intereses de los inversores en la Sociedad
- Es posible que los accionistas de fuera de España no puedan suscribir Nuevas Acciones de la Oferta o ejercer sus Derechos de Suscripción
- Puede ser complicado para accionistas de fuera de España iniciar procedimientos judiciales o solicitar la ejecución de sentencias contra la Sociedad o el Consejo de Administración
- Los accionistas o posibles inversores de países con monedas distintas del euro estarán expuestos a riesgos cambiarios
- Los accionistas pueden enfrentarse a dificultades a la hora de proteger sus intereses debido a las diferencias en las responsabilidades fiduciarias y los derechos de los accionistas entre las leyes españolas y las leyes de otras jurisdicciones, incluida la mayoría de los estados de Estados Unidos
- La Sociedad no podrá imponer ninguna restricción a la transmisión de sus Acciones Ordinarias en sus Estatutos Sociales, y la adquisición de Acciones Ordinarias por parte de ciertos inversores puede afectar de manera negativa a la Sociedad
- Las Nuevas Acciones no se podrán negociar libremente en los Estados Unidos.

Sección E—Oferta

E.1 Ingresos netos totales y cálculo de los gastos totales de la emisión:	Se espera que los ingresos brutos obtenidos en la Oferta sean de aproximadamente 394.558.868 euros (los “ Ingresos Brutos ”). Los ingresos netos estimados de la Sociedad (sobre la base de una Oferta de 358.689.880 euros) son aproximadamente 382.758.868 de euros después de deducir las comisiones y otros gastos pagaderos por la Sociedad e incurridos en relación con la Oferta de aproximadamente 11.800.000 de euros. Se espera que el tamaño final de la oferta y los ingresos finales netos de la Oferta (los “ Ingresos Netos ”) sean determinados y comunicados a través de la publicación de un Hecho Relevante el 10 de junio de 2015 una vez haya concluido la Oferta.
E.2 Motivos de la oferta, destino de los ingresos:	La Sociedad utilizará principalmente los Ingresos Netos de la Oferta para expandir su Cartera existente, mejorarla mediante gasto de capital así como para financiar los gastos operativos de la Sociedad de una forma coherente con la Estrategia de negocio.
E.3 Descripción de los términos y condiciones de la emisión:	<i>Ampliación de capital</i> La Junta General de Accionistas de la Sociedad de 7 de Mayo de 2015 y el Consejo de Administración, el 13 de mayo de 2015, aprobaron una ampliación de capital con derechos de suscripción preferente el por un importe nominal de 358.689.880 euros y un importe de suscripción total de 394.558.868 euros (la “ Ampliación de Capital ”), mediante la emisión de hasta 35.868.988 Acciones Nuevas, cada una con un valor nominal de 10 euros y una prima de

emisión de 1 euro, de la misma clase y serie que las Acciones existentes y representadas en forma de entrada en el libro de registro. Las Acciones nuevas podrán suscribirse a 11 euros por Acción nueva (en lo sucesivo, el “**Precio de Suscripción**”). El Precio de Suscripción se abonará en euros.

La resolución que autoriza la Oferta contempla expresamente la posibilidad de suscripciones incompletas y no existe un tamaño mínimo establecido para la Oferta. En caso de que las Acciones nuevas no se suscriban completamente dentro del plazo establecido, el capital social de la Sociedad se incrementará con el importe de las suscripciones reales. Al vencimiento del plazo de suscripción establecido, la Sociedad establecerá el importe final de las Acciones nuevas que se emitirán en la Oferta y lo anunciará mediante la publicación de un Hecho Relevante.

La Ampliación de capital no está sujeta a ninguna condición y no requiere ninguna autorización distinta de la aprobación por parte de la CNMV y el registro del presente Folleto.

Derechos de suscripción

A cada Acción existente mantenida registrada a las 23:59 horas (Madrid, hora de España) el 19 de mayo de 2015 (la “**Fecha de registro**”), excepto las acciones en autocartera, le corresponderá un derecho de suscripción de Acciones nuevas (el “**Derecho de suscripción**”). El Derecho de suscripción facultará a su titular a suscribir una Acción nueva al Precio de suscripción. Un titular de Derechos de suscripción que ejercite todos sus Derechos de suscripción también podrá suscribir al Precio de suscripción Acciones nuevas adicionales que no se encuentren suscritas de conformidad con el ejercicio de Derechos de suscripción (las “**Acciones adicionales**”). La Sociedad aceptará la suscripción de Acciones nuevas completas exclusivamente.

El Precio de suscripción, que se abonará en euros, es de 11 euros por Acción nueva. El Precio de suscripción representa un descuento del 8,14% en el precio de cierre de las Acciones existentes a 13 de mayo de 2015.

Los Derechos de suscripción son opciones para suscribir y adquirir las Acciones nuevas. Los Derechos de suscripción podrán venderse a terceros y the Joint Global Coordinators y Joint Bookrunner podrán ejercer como *borkers*, así como podría cualquier otra entidad autorizada para ello, de conformidad con la legislación aplicable. Con arreglo al Artículo 306.2 de la Ley de Sociedades de Capital española, los Derechos de Suscripción estarán libremente transferibles en los mismos términos que las Acciones nuevas respecto de las cuales son ejercitables y se negociarán en las Bolsas de Valores de España y mediante el SIBE (*Sistema de Interconexión Bursátil o Mercado Continuo*) de las Bolsas de Valores españolas.

No existe un mercado bursátil establecido para los Derechos de Suscripción. La Sociedad no puede garantizar a los titulares de Derechos de Suscripción que se desarrollará un mercado para tales derechos, ni durante cuánto tiempo se mantendrá, ni a qué precios cotizarán los Derechos de Suscripción. Por tanto, la Sociedad no puede garantizar a los titulares de Derechos de Suscripción que podrán vender los Derechos de Suscripción que ostenten.

Nuevas Acciones y Periodos de Suscripción

Está previsto que el inicio de la Oferta se anuncie el 19 de mayo de 2015 en el Boletín Oficial del Registro Mercantil (BORME) y en el Boletín Oficial de las Bolsas Españolas. Las novedades significativas que se produzcan en la Oferta también se notificarán a través de un (*Hecho Relevante*) en el sitio web de la Comisión Nacional del Mercado de Valores (CNMV) de acuerdo con la legislación española. La información también estará disponible en el sitio web de la Sociedad (www.axiarc.es).

Las Nuevas Acciones podrán suscribirse durante los siguientes periodos:

(i) Periodo de Suscripción Preferente

Para ejercer los Derechos de Suscripción, los Accionistas con Derecho y los adquirentes de Derechos de Suscripción durante el periodo que comenzará el día inmediatamente siguiente a la fecha del anuncio de la Oferta en el BORME y que finalizará 15 días después, inclusive esta fecha, (en lo sucesivo el “**Periodo de Suscripción Preferente**”) deberán ponerse en contacto con el participante de Iberclear en cuyo registro estén inscritos estos valores indicando: su intención de ejercer la totalidad o algunos de sus Derechos de Suscripción; su número de cuenta bancaria y número de cuenta de valores; y si han decidido ejercer la totalidad de sus Derechos de Suscripción, indicando si solicitan Nuevas Acciones adicionales en el periodo de asignación adicional, y en caso afirmativo,

especificando el número.

Las solicitudes para las Nuevas acciones en ejercicio de los Derechos de suscripción cuyo pago no se reciba o sea descrito conforme a lo anterior será considerado como no realizadas.

Podrá operarse con los Derechos de Suscripción durante los Días Hábiles Bursátiles que tengan lugar entre dichas fechas. Es decir, el primer Día Hábil Bursátil será el 20 de mayo de 2015 y el último Día Hábil Bursátil será el 3 de junio de 2015. El Periodo de Suscripción Preferente no podrá ampliarse.

Durante el Periodo de Suscripción Preferente, los titulares de Derechos de Suscripción podrán ejercer o vender en su totalidad o en parte sus Derechos de Suscripción y aquellos que hayan ejercido todos sus Derechos de Suscripción podrán solicitar la suscripción de Acciones Adicionales al Precio de Suscripción en el caso de que, a la expiración del Periodo de Suscripción Preferente, existan Nuevas Acciones respecto a las cuales no se hayan ejercido los Derechos de Suscripción (en lo sucesivo las “**Acciones Excedentes**”). No hay límite sobre el número de Acciones Adicionales que un titular de Derechos de Suscripción podrá solicitar.

El ejercicio de los Derechos de Suscripción será firme, irrevocable e incondicional y no podrá cancelarse o modificarse, salvo según lo estipulado previamente. Se solicitará un número concreto de Acciones Adicionales y la solicitud se considerará realizada de forma firme, irrevocable e incondicional, salvo según lo estipulado previamente aunque puede que no sean satisfechas en su totalidad por aplicación de las normas para asignación de las Acciones Excedentes

No obstante lo anterior:

- el Banco Agente podrá rechazar comunicaciones de las entidades participantes de Iberclear que hayan sido transmitidas en fecha o momento posterior a la fecha o momento debidos, o comunicaciones que no cumplan con uno o más requisitos o instrucciones aplicables a dichas comunicaciones o previstas por ley aplicable, sin que lo anterior implique que la Sociedad incurra en responsabilidad y sin perjuicio de la responsabilidad que deba asumir la entidad participante infractora frente a los emisores de las órdenes en el plazo debido;
- además, en caso de que el Folleto fuese complementado por un suplemento al folleto, de conformidad con el Artículo 40.1.f) del Real Decreto 1310/2005, de 4 de noviembre de 2005, en caso del acaecimiento de cualquiera de los eventos previstos en la Cláusula 22 de dicho Real Decreto, todas aquellas subcripciones de Nuevas Acciones o solicitudes de Acciones Adicionales realizadas con anterioridad a la publicación del referido suplemento al Folleto, serán revocadas durante un periodo de tiempo cuya extensión será fijada por la Sociedad en el suplemento al folleto correspondiente, y que nunca será inferior a dos Días Hábiles Bursátiles siguientes a la publicación del suplemento.

De forma simultánea al ejercicio de los Derechos de Suscripción, es decir, en el momento de realizar la orden de suscripción, los titulares de Derechos de Suscripción deberán pagar la totalidad del Precio de Suscripción al participante de Iberclear mediante el cual realicen su orden de suscripción.

Los Derechos de Suscripción vencerán al cierre de la actividad en Madrid (España) el 3 de Junio de 2015. Los Derechos de Suscripción que no se hayan ejercido en ese momento según lo descrito anteriormente vencerán y dejarán de tener valor. No se otorgará compensación alguna por los Derechos de Suscripción que no se ejercerán. Los titulares de Derechos de Suscripción deberían considerar detenidamente si ejercer o no o vender o no sus Derechos de Suscripción antes de que venzan.

(ii) Periodo de Asignación de las Acciones Adicionales:

La asignación de las Acciones Adicionales tendrá lugar desde el cuarto Día Hábil Bursátil siguiente a la fecha de expiración del Periodo de Suscripción Preferente hasta el momento de la entrega de la Notificación del Agente, según se define más adelante (en lo sucesivo el “**Periodo de Asignación de las Acciones Adicionales**”). Está previsto que el Periodo de Asignación de las Acciones Adicionales comience el 9 de junio de 2015.

En el cuarto Día Hábil Bursátil siguiente a la fecha de expiración del Periodo de

Suscripción Preferente, Banco Santander, S.A., en calidad de Banco Agente, determinará el número de Acciones Excedentes, si las hubiere, y asignará dichas acciones a los titulares de Derechos de Suscripción que (i) hayan ejercido todos sus Derechos de Suscripción registrados con el participante de Iberclear a través del cual se ejerzan los Derechos de Suscripción y (ii) hayan solicitado Acciones Adicionales durante el Periodo de Suscripción Preferente. Si el número de Acciones Adicionales solicitado superase el número de Acciones Excedentes, dicha asignación se efectuará proporcionalmente al número de Acciones Adicionales solicitadas, usando a tal efecto el porcentaje que las Acciones Adicionales solicitadas por cada suscriptor representan respecto al número total de Acciones Adicionales solicitadas.

Los titulares de Derechos de Suscripción deberán asegurar que se paga la totalidad del Precio de Suscripción por cada Nueva Acción asignada durante el Periodo de Asignación de Acciones Adicionales a más tardar en el quinto Día Hábil Bursátil siguiente a la expiración del Periodo de Suscripción Preferente. En cada caso, el pago se realizará a través de los participantes de Iberclear a los que se solicitaron las Acciones Adicionales. Las solicitudes de Acciones Adicionales que no se paguen según lo descrito anteriormente no se considerarán realizadas. Los participantes de Iberclear podrán solicitar que los suscriptores paguen por adelantado el Precio de Suscripción de las Acciones Adicionales solicitadas en el momento en que dichos suscriptores soliciten dichas Acciones Adicionales.

(iii) Periodo de Asignación de Acciones Discrecionales:

Las Nuevas Acciones que no se hayan suscrito durante el Periodo de Suscripción Preferente o asignado a aquellos titulares de derechos que hayan solicitado Acciones Adicionales (en lo sucesivo las “**Acciones Discrecionales**”) se asignarán al Precio de Suscripción a ciertos inversores solicitantes a nuestra discreción durante un periodo que tendrá una duración máxima igual a dos Días Hábiles Bursátiles a partir de la fecha de entrega de la Notificación del Agente, según se define más adelante, y que culmina no más tarde de las 8.00 horas (hora de Madrid, España) del siguiente Día Hábil Bursátil (que se espera que sea el 10 de junio de 2015) (en lo sucesivo, el “**Periodo de Asignación de Acciones Discrecionales**”).

A más tardar a las 17.00 horas (Madrid, hora española) del cuarto Día Hábil Bursátil siguiente a la finalización del Periodo de Suscripción Preferente, el Banco Agente notificará a la Sociedad y a los Coordinadores Globales y Agentes de Colocación el número de Acciones Discrecionales, si las hubiere, o confirmará que todas las Acciones Nuevas han sido suscritas durante el Periodo de Suscripción Preferente o que hayan sido colocadas durante el Periodo de Asignación de Acciones Adicionales (la “**Notificación del Agente**”).

Los inversores a los que la Sociedad podrá asignar las Acciones Discrecionales serán personas que tengan la categoría de (i) Compradores Institucionales Cualificados; (ii) inversores cualificados en España, tal y como se define en el Artículo 39 del Real Decreto 1310/2005 de 4 de noviembre de 2005, y (iii) inversores cualificados residentes en países distintos de España y Estados Unidos de modo que de acuerdo con las normas de cada uno de estos países, la oferta y la venta de las Acciones Discrecionales no requiera registro o aprobación.

La asignación de Nuevas Acciones a Compradores Institucionales en Estados Unidos se hará conforme a la exención de los requisitos de registro de la Ley de Valores de EE.UU. (*Securities Act*) que dispone la Norma 144A o conforme a cualquier otra exención de los requisitos de registro de la Ley de Valores de EE.UU., o en una transacción no sujeta a los mismos. La asignación de Nuevas Acciones a inversores cualificados en España y en otros lugares distintos de Estados Unidos se hará conforme al Reglamento de la Ley de Valores de EE.UU.

Está previsto que el Periodo de Asignación de Acciones Discrecionales empiece el 9 de junio de 2015. Si el Periodo de Asignación de Acciones Adicionales ha comenzado, la Sociedad podrá rechazar o aceptar, en su totalidad o en parte, a su discreción, las solicitudes de suscripción de Nuevas Acciones recibidas durante el Periodo de Asignación de Acciones Discrecionales. La Sociedad podrá decidir conjuntamente con los Coordinadores Globales y Agentes de Colocación, según se define más adelante, acortar el Periodo de Asignación de Acciones Discrecionales cuando lo estime oportuno

si se han suscrito todas las Nuevas Acciones.

Contrato de Colocación

La Sociedad y los Coordinadores Globales y Agentes de Colocación firmarán un Contrato de Colocación en la fecha o en torno a la fecha de registro del presente Folleto en la CNMV.

De conformidad con los términos y condiciones previstos en el Contrato de Colocación, los Coordinadores Globales y Agentes de Colocación han acordado (i) realizar sus razonables esfuerzos con el fin de encontrar suscriptores de Acciones Discrecionales al Precio de Suscripción; y (ii) promover, durante el Periodo de Suscripción Preferente, el Periodo de Asignación de las Acciones Adicionales y el Periodo de Asignación de Acciones Discrecionales, la suscripción de las Nuevas Acciones.

E.4 Descripción de intereses que son relevantes para la emisión/ oferta incluidos intereses contrapuestos:

Los Coordinadores Globales y Agentes de Colocación, y los asesores jurídicos en la presente Oferta están prestando y en el futuro podrán prestar servicios a la Sociedad durante el curso ordinario de su actividad por los que han recibido y probablemente seguirán recibiendo los honorarios y gastos habituales.

Con fecha 31 de octubre de 2014, JB Capital Markets firmó un acuerdo de liquidez con la Sociedad, que fue comunicado, por la misma, a la CNMV como Hecho Relevante el 31 de diciembre de 2014. Dicho acuerdo entró en vigor el 2 de enero de 2015 con el propósito de mejorar la liquidez y regularidad de la negociación de las Acciones Ordinarias, de conformidad con lo previsto en la Circular 3/2007 de la CNMV.

Pei Valor, S.à r.l (accionista directo del porcentaje de la Sociedad controlado indirectamente por Perry Partners International, Inc.), en calidad de accionista vendedor (en lo sucesivo el “**Accionista Vendedor**”) ha requerido a los Coordinadores Globales y Agentes de Colocación, con la aprobación previa de la Sociedad, que hagan todo lo que razonablemente esté en su mano para realizar una colocación privada entre los Inversores Cualificados a través de un proceso acelerado de apertura de libros de órdenes que se llevará a cabo tras el registro del presente Folleto y con anterioridad a la Fecha de Registro (en lo sucesivo la “**Colocación Privada Acelerada**” o “**APP**”) hasta 3.500.000 Acciones Ordinarias existentes de la Sociedad, que representarán aproximadamente un 9,721% de las Acciones Ordinarias en circulación en la fecha de registro del presente Folleto (en lo sucesivo las “**Acciones de APP**”).

Está previsto que la APP tenga lugar en no más de un día y que las Acciones de APP se asignen el primer día hábil siguiente al registro del presente Folleto y con anterioridad a la Fecha de Registro de la Oferta de modo que se otorguen Derechos de Suscripción a los compradores de las Acciones de APP de la Oferta de APP en la Fecha de Registro de la Oferta y estos puedan participar en la Oferta ejerciendo los Derechos de Suscripción que les correspondan. La Oferta de APP no está condicionada a la finalización de la Oferta o de la Ampliación de Capital.

El número definitivo de Acciones de APP que venderán al Accionista Vendedor y el precio de compra se determinarán una vez que finalice el antedicho proceso acelerado de apertura de libros de órdenes mediante la firma, si procede, de los acuerdos de precios correspondientes, y se comunicarán mediante la publicación del Hecho Relevante pertinente, que se espera que se realice el día hábil siguiente al registro del Folleto.

Está previsto que la APP amplíe la base de accionistas de la Sociedad favoreciendo la liquidez de sus Acciones Ordinarias, lo que es importante para establecer de forma ordenada los precios de las acciones en el mercado.

El Accionista Vendedor se ha comprometido con la Sociedad y los Coordinadores Globales y Agentes de Colocación a ejercer la totalidad de los Derechos de Suscripción correspondientes a las Acciones Ordinarias que ostentará tras la Oferta de APP y a suscribir la totalidad de las Nuevas Acciones que puedan corresponderle en la Oferta de Derechos.

La Sociedad no tiene conocimiento de ningún compromiso por ningún otro accionista de la Sociedad para suscribir Nuevas Acciones.

La Sociedad no recibirá los beneficios de la venta de las Acciones de APP por parte del Accionista Vendedor.

E.5 Nombre de la persona o de la entidad que se ofrece a vender

Exceptuando la Sociedad, no existe ninguna otra entidad o persona ofreciendo vender las Nuevas Acciones o los Derechos de Suscripción.

La Sociedad y los Coordinadores Globales y los Agentes de Colocación acordarán bajo el Contrato de Colocación que la Sociedad que estará sujeta a un compromiso de inmovilización

los valores y acuerdos de inmovilización: (lock-up), sujeto a ciertas excepciones, durante el periodo que empieza en la fecha del Contrato de Colocación y termina 180 días después de la Admisión.

Adicionalmente, cada uno de los miembros del Equipo Gestor ha acordado, únicamente respecto a los Incentivos en forma de Acciones, que en virtud de sus respectivos contratos laborales o de prestación de servicios suscritos con la Sociedad, con sujeción a ciertas reglas y excepciones, cada miembro del Equipo Gestor no podrá vender ninguna Acción de Incentivo recibida antes de que se cumpla el primer aniversario de la fecha en la que dichas Acciones Ordinarias fueron entregadas a cada miembro del Equipo Gestor.

D. Luis Alfonso López de Herrera-Oria también ha acordado, en una carta de compromiso separada que deberá ser entregada como condición precedente a las obligaciones derivadas del Acuerdo de Colocación, que estará sujeto a un compromiso de inmovilización *lock-up* (con excepciones) durante el periodo que empieza en la fecha del Contrato de Colocación y termina 180 días después de la Admisión.

E.6 Dilución: Los Accionistas con Derecho recibirán Derechos de Suscripción para suscribir Nuevas Acciones y, así, en caso de que ejerzan la totalidad de dichos Derechos de Suscripción, sus acciones del capital social de la Sociedad no se diluirán en la Fecha de Registro.

En caso de que ninguno de los accionistas de la Sociedad en ese momento suscriba el porcentaje de Nuevas Acciones que le otorgan sus Derechos de Suscripción y suponiendo que las Nuevas Acciones sean suscritas en su totalidad por terceros inversores, la titularidad de los accionistas de la Sociedad en ese momento representaría, aproximadamente, el 50% del número total de Acciones Ordinarias tras la Ampliación de Capital, lo que representaría una dilución en el porcentaje de titularidad de, aproximadamente, el 50% con respecto al porcentaje de titularidad que ostentan en la fecha del presente.

E.7 Gastos estimados aplicados al inversor por el emisor: La Sociedad no cargará ningún gasto a ningún inversor en relación con la Oferta.
Sin perjuicio de lo anterior

APPENDIX A: INVESTOR LETTER

Investor Letter for United States investors

You must review, sign and return this Investor Letter to the addresses set forth below by fax or e-mail.

AXIARE PATRIMONIO SOCIMI, S.A.
José Ortega y Gasset 29, 5th floor
28006 Madrid
Spain

Attention: [•]

Fax: [•]

Email: [•]

Note: the subscription period closes on [•] 2015, and your custodian may have an earlier cut-off date.

[Letterhead of Qualified Institutional Buyer]

To: AXIARE PATRIMONIO SOCIMI, S.A.
José Ortega y Gasset 29, 5th floor
28006 Madrid
Spain

To: The Joint Global Coordinators and Joint Bookrunners named in the Prospectus

Ladies and Gentlemen:

In connection with our proposed exercise of any subscription rights (“**Subscription Rights**”) with respect to the new ordinary shares (the “**New Shares**”) of Axiare Patrimonio SOCIMI, S.A. (the “**Company**”), which are being offered by way of a transferable pre-emption subscription rights offering by the Company, we confirm that:

1. We, and any account for which we are purchasing New Shares, are, and at the time of any exercise by us of Subscription Rights will be, a “qualified institutional buyer” (a “**QIB**”) within the meaning of Rule 144A under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”).
2. We understand and acknowledge that neither the Subscription Rights nor any New Shares issuable upon exercise of the Subscription Rights have been or will be registered under the U.S. Securities Act, and that they may not be offered, sold or exercised, directly or indirectly, in the United States, other than in accordance with paragraph 4 below.
3. As a purchaser in a private placement of securities that have not been registered under the U.S. Securities Act, we have acquired Subscription Rights and are acquiring New Shares upon the exercise of such Subscription Rights for our own account, or for the account of one or more other QIBs for which we are acting as duly authorized fiduciary or agent with sole investment discretion with respect to each such account and with full authority to make the acknowledgments, representations and agreements herein with respect to each such account, in each case for investment and not with a view to any resale or distribution (within the meaning of the U.S. securities laws) of any such Subscription Rights or of any New Shares issuable upon exercise of the Subscription Rights.
4. We understand and agree that, although offers and sales of the Subscription Rights are being made only to QIBs, and that the Subscription Rights may be exercised only by QIBs, neither such offers and sales nor such exercises are being made under Rule 144A, and that if, in the future, we or any such other QIB for which we are acting, as described in paragraph 3 above, or any other fiduciary or agent representing such investor, decide to offer, sell, pledge or otherwise transfer any Subscription Rights or New Shares issued upon the exercise of Subscription Rights, we and it will do so only (i) pursuant to an effective registration statement under the U.S. Securities Act, (ii) in the case of New Shares issued upon the exercise of Subscription Rights, to a QIB in a transaction meeting the requirements of Rule 144A, (iii) outside the United States pursuant to Rule 904 under Regulation S (“**Regulation S**”)

under the U.S. Securities Act in an “offshore transaction” (and not in a pre-arranged transaction resulting in the resale of such Subscription Rights or New Shares into the United States) and, in the case of Subscription Rights, only outside the United States pursuant to Rule 904 under Regulation S in accordance with this sub-paragraph 4(iii), or (iv) in the case of New Shares issued upon the exercise of Subscription Rights, in accordance with Rule 144 under the U.S. Securities Act and, in each case, in accordance with any applicable securities laws of any state or territory of the United States and of any other jurisdiction. We understand that no representation can be made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for the resale of New Shares. We also shall notify such subsequent transferee of the transfer restrictions set out in this paragraph, paragraphs 1 and 2 above and paragraph 5 below.

5. We understand that for so long as New Shares issued upon the exercise of Subscription Rights are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act, no such New Shares may be deposited into any American depositary receipt facility established or maintained by a depositary bank, other than a restricted depositary receipt facility, and that such New Shares will not settle or trade through the facilities of The Depository Trust Company or any U.S. exchange or clearing system.
6. We have received a copy of the Prospectus, dated [•] 2015 (the “Prospectus”) and have had access to such financial (and other) information concerning the Company as we have deemed necessary in connection with making our own investment decision to purchase or exercise Subscription Rights. We acknowledge that neither the Company nor the Joint Global Coordinators and Joint Bookrunners nor any person representing the Company or the Joint Global Coordinators and Joint Bookrunners have made any representation to us with respect to the Company or the offering or sale or exercise of any Subscription Rights (or New Shares issuable upon the exercise of Subscription Rights) other than as set forth herein or in the Prospectus which has been delivered to us, and upon which we are relying solely in making our investment decision with respect to the Subscription Rights and such New Shares. We have held and will hold any offering materials, including the Prospectus, we receive directly or indirectly from the Company or the Joint Global Coordinators and Joint Bookrunners in confidence, and we understand that any such information received by us is solely for us and not to be redistributed or duplicated by us. We acknowledge that we have read and agreed to the matters stated in the “Important Notice” and the Section entitled Selling and Transfer Restrictions included in Section 18 of Part XIV (*The Offering*) of the Prospectus.
7. We are not an affiliate (as defined in Rule 501(b) under the U.S. Securities Act) of the Company, and we are not acting on behalf of an affiliate of the Company.
8. We, and each other QIB, if any, for whose account we are acquiring Subscription Rights or New Shares, in the normal course of business, invest in or purchase securities similar to the Subscription Rights and the New Shares issuable upon the exercise of Subscription Rights, have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of purchasing any of the Subscription Rights and such New Shares and are aware that we must bear the economic risk of an investment in each Subscription Right and any New Share into which it may be exercised for an indefinite period of time and are able to bear such risk for an indefinite period.
9. We are not, and is not acting on behalf of (a) an employee benefit plan (as defined in Section 3(3) of the U.S. Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”) that is subject to Title I of ERISA, (b) a plan described in section 4975(e)(1) of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”) including an individual retirement account or other arrangement that is subject to Section 4975 of the Code, or (c) any entity whose underlying assets could be deemed to include “plan assets” by reason of such employee benefit plan’s or plan’s investment in the entity pursuant to the U.S. Department of Labor Regulation Section 2510.3-101, as modified by section 3(42) of ERISA, or (d) a governmental, church, non-U.S. or other plan which is subject to any federal, state, local, non-U.S. or other laws or regulations that are substantially similar to the fiduciary responsibility and/or the prohibited transaction provisions of ERISA and/or Section 4975 of the code and/or laws or regulations that provide that the assets of the Company could be deemed to include “plan assets” of such plan, and (e) we will agree to [certain transfer restrictions regarding any transfer of our interest the New Shares to any person that cannot make the foregoing representations].

10. We, and each other QIB, if any, for whose account we are acquiring Subscription Rights or New Shares acknowledge that the Company expects that it will be classified as a passive foreign investment company for U.S. federal income tax purposes.
11. We acknowledge that the Company and its affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. We understand that the Company is relying on this letter in order to comply with the U.S. Securities Act and other U.S. state securities laws. We irrevocably authorize any account operator, which includes any nominee, custodian or other financial intermediary through which we hold our Subscription Rights and shares in the Company, to provide the Company with a copy of this letter and such information regarding our identity and holding of shares in the Company (including pertinent account information and details of our identity and contact information) as is necessary or appropriate to facilitate our exercise of the Subscription Rights. We irrevocably authorize the addressees to produce this letter to any interested party in any administrative or legal proceedings or official enquiry with respect to the matters covered herein.
12. We are empowered, authorized and qualified to exercise the Subscription Rights and to subscribe for the New Shares, and the person signing this letter on our behalf has been duly authorized by us to do so.
13. We undertake promptly to notify the addressees if, at any time prior to [•] 2015, any of the foregoing ceases to be true.

Terms used herein but not otherwise defined have the meanings given to them by Regulation S under the U.S. Securities Act.

THIS LETTER SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

[Insert Name of Qualified Institutional Buyer in the United States]

Name:

By: _____

Title:

Address:

Telephone number:

Date:

Please note that this investor letter does not represent an order to subscribe for or purchase the New Shares. To exercise your Subscription Rights to subscribe for the New Shares, please contact your financial intermediary.

APPENDIX I: VALUATION REPORT

VALUATION REPORT

PROPERTY PORTFOLIO AXIARE PATRIMONIO

AXIA REAL ESTATE SOCIMI, S.A.
C/ Ortega y Gasset 29, 5º Planta
28006 Madrid

Date of Valuation: 31st of March 2015

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VALUATION REPORT

VALUATION REPORT



CBRE Valuation Advisory S.A.
Edificio Castellana 200
Pº de la Castellana, 202 8º
28046 Madrid
Switchboard +34 91 598 19 00
Fax + 34 91 556 96 90

Report Date

11th of May 2015

Addressees

AXIA REAL ESTATE SOCIMI, S.A.

C/ Ortega y Gasset 29, 5º Planta

28006- MADRID

A/A D. Guillermo Fernández - Cuesta

JB Capital Markets, Sociedad de Valores, S.A.U.

Plaza Manuel Gómez Moreno, 2

28020 Madrid

Spain

Deutsche Bank AG, London Branch

Winchester House 1 Great Winchester Street

London EC2N 2DB

United Kingdom

The Property

This report is for the valuation of the property portfolio of AXIARE Patrimonio.

Property Description

Portfolio made up of office buildings, logistics warehouses, retail warehouses, one shopping centre and one hotel as detailed below:

CBRE Reference	Property portfolio AXIARE Patrimonio VA15- 0154	Location
1	C/ Francisca Delgado 11	Madrid
2	C/ Fernando El Santo 15	Madrid
3	Avda. de la Vega 15	Madrid
4	Centro Comercial Planetocio	Madrid
5	P.L. Cabanillas M1	Guadalajara



CBRE Reference	Property portfolio AXIARE Patrimonio VA15- 0154	Location
6	P.L. Cabanillas M2	Guadalajara
7	P.L. Cabanillas M3	Guadalajara
8	P.L. Miralcampo	Guadalajara
9	P.L. San Agustín de Guadalix	Madrid
10	P.L. Rivas Vaciamadrid	Madrid
11	P.L. Camarma de Esteruelas	Madrid
12	C/ Manuel de Falla 7	Madrid
13	P.L. Valls	Barcelona
14	P.L. Dos Hermanas	Sevilla
15	Diagonal 197	Barcelona
16	Bauhaus	Tarragona
17	Ribera del Loira 28	Madrid
18	Cristalia 2 & 3	Madrid
19	Luca de Tena	Madrid
20	Edificio Tucumán	Madrid
21	Hotel Rafael Madrid Norte	Madrid

Ownership Purpose

Own and operate for improvement rental activities, through active property management.

Instruction

To value on the basis of Market Value as defined in Valuation Assumptions below the properties that comprises the portfolio of AXIA REAL ESTATE SOCIMI, S.A., in accordance with your letter of instruction dated 23rd April 2015

This report is a short version of the full report for its inclusion in the prospectus.

Valuation Date

31st of March 2015

Capacity of Valuer

External.

Purpose

Capital Raise. For inclusion in a prospectus to be approved by and registered with the Spanish Securities Market Regulator (Comisión Nacional del Mercado de Valores), in relation to the Capital Raise.

Market Value**€507,950,000****(FIVE HUNDRED SEVEN MILLION NINE HUNDRED FIFTY THOUSAND EUROS)****Exclusive of VAT.**

Our opinion of Market Value is based upon the Scope of Work and Valuation Assumptions attached, and has been primarily derived using comparable recent market transactions on arm's length terms.

We have valued the Properties individually and no account has been taken of any discount or premium that may be negotiated in the market if all or part of the portfolio was to be marketed simultaneously, either in lots or as a whole.

Acquisition Costs

For valuation purposes, we have estimated the acquisition costs for the properties belonging to the portfolio of Axiare Patrimonio. We have deducted such costs from the gross Market Value of each property, resulting therefore in a net Market Value.

The following table reflects the acquisition costs assumed for each property taking into account its Gross Market Value:

Lower than 5 million euros	5-10 million euros	10-20 million euros	20-50 million euros	50-100 million euros	100-200 million euros	Higher than 200 million euros
4.57%	4.07%	3.57%	3.07%	2.57%	2.32%	2.07%

These acquisition costs include stamp duty, legal, agency and registry fees.

Limitations

We have performed measurements of all the properties from scaled plans of the properties subject to valuation, although these measurements are limited checks of the surface areas for some floors and modules that allow us to verify that the data provided, in which the valuation is based, correspond to what exists in the scaled plans. No measurements have been conducted on site.

We have checked the documentation to confirm that the information in the rent rolls provided by Axia Real Estate Socimi S.A. are accurate and correspond with the information included in the following documents:

- Lease Agreements: We have analysed the existing lease agreements. For the shopping centre named Planetocio, we have analysed a random sample of lease agreements (approximately 50%), including in this sample the lease agreement with greatest surface area.

Energy performance certificate: Our client has provided the energy performance certificates available as at the valuation date. Roughly half of the properties have the Energy performance certificate.

In agreement with the purchase deed executed on the 20th February 2015, Axia Real Estate Socimi, S.A. acquired Hotel Rafael Madrid Norte (Ref.21), subject to a condition subsequent that the mortgage burden and subsequent, which was complied with in April 2015. For the purposes of this valuation assessment, the asset has been valued as a freehold property held by our client.

Compliance with Valuation Standards

The valuation has been prepared in accordance with The RICS Valuation – Professional Standards January 2014 (“the Red Book”).

We confirm that we have sufficient current local and national knowledge of the particular property market involved, and have the skills and understanding to undertake the valuation competently. Where the knowledge and skill requirements of The Red Book have been met in aggregate by more than one valuer within CBRE, we confirm that a list of those valuers has been retained within the working papers, together with confirmation that each named valuer complies with the requirements of The Red Book.

Assumptions

We have made various assumptions as to tenure, letting, town planning, and the condition and repair of buildings and sites – including ground and groundwater contamination – as set out below.

If any of the information or assumptions on which the valuation is based are subsequently found to be incorrect, the valuation figures may also be incorrect and should be reconsidered.

Market Conditions	The values stated in this report represent our objective opinion of Market Value in accordance with the definition set out below as of the date of valuation. Amongst other things, this assumes that the properties had been properly marketed and that exchange of contracts took place on this date. Going forward, we would draw your attention to the fact that the current volatility in the global financial system has created a significant degree of turbulence in commercial real estate markets across the world. Furthermore, the lack of liquidity in the capital markets means that it may be very difficult to achieve a sale of property assets in the short-term. We would therefore recommend that the situation and the valuations are kept under regular review, and that specific marketing advice is obtained should you wish to effect a disposal.
Valuer	The Property has been valued by a valuer who is qualified for the purpose of the valuation in accordance with the RICS Valuation – Professional Standards (The Red Book).
Independence	The total fees, including the fee for this assignment, earned by CBRE Valuation Advisory S.A. (or other companies forming part of the same group of companies within Spain) from the Addressee (or other companies forming part of the same group of companies) are less than 5.0% of the total Spain revenues.
Conflicts of Interest	We confirm that no conflict of interest exists.
Reliance	This report is for the use only of the parties to whom it is addressed for the specific purpose set out herein.
Limit of Indemnity	The responsibility of CBRE Valuation Advisory with relation to this report, in case of offence or negligence, is limited to the amount of 15,000,000 euros as established in our Policy of Professional Indemnity. We accept responsibility to the Addressees of our full report.

**Confidentiality,
Responsibility and
Publication**

In accordance with the recommendations of the RICS, we would state that this report is provided solely for the purposes stated above.

We are responsible for this report and, according to Article 33.1 (d) of Spanish Royal Decree 1310/2005, of 4 November (as amended), we accept responsibility for the information contained herein and confirm that to the best of our knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this report is in accordance with the facts and contains no omissions likely to affect its import.

It is confidential to and for the use only of the party to whom it is addressed who is authorised to rely upon it. No responsibility is accepted to any third party for the whole or any part of its contents. Any such parties rely upon this report at their own risk.

In connection with the Capital Raise, nothing in this letter shall (i) prevent the Addressees from complying with all applicable disclosure laws, regulations and principles in connection with the Capital Raise (ii) restrict the ability of the Addressees to consider information for due diligence purposes or share information with other underwriters, agents, advisors or dealers participating in the Capital Raise, (iii) prevent the Addressees from retaining documents or other information in connection with due diligence conducted in connection with the Capital Raise or (iv) prevent the Addressees from using any such documents or other information in investigating or defending itself against claims made or threatened by purchasers, regulatory authorities or others in connection with the Capital Raise.

CBRE expressly consents and approves to the use and inclusion of this report and any information herein in the Prospectus.

Yours faithfully



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English Final Version

SCHEDULE OF MARKET VALUE

Property portfolio AXIARE Patrimonio			
Reference	Property	City	Market Value 31 st March 2015
1	C/ Francisca Delgado 11	Madrid	€36,350,000
2	C/ Fernando El Santo 15	Madrid	€21,000,000
3	Avda. de la Vega 15	Madrid	€54,000,000
4	Centro Comercial Planetocio	Madrid	€15,600,000
5	PL. Cabanillas M1	Guadalajara	€5,700,000
6	PL. Cabanillas M2	Guadalajara	€6,000,000
7	PL. Cabanillas M3	Guadalajara	€6,500,000
8	PL Miralcampo	Guadalajara	€15,000,000
9	PL. San Agustín de Guadalix	Madrid	€6,800,000
10	PL. Rivas Vaciamadrid	Madrid	€18,000,000
11	PL. Camarma de Esteruelas	Madrid	€30,000,000
12	C/ Manuel de Falla 7	Madrid	€34,200,000
13	PL. Valls	Barcelona	€7,000,000
14	PL. Dos Hermanas	Sevilla	€13,000,000
15	Diagonal 197	Barcelona	€54,200,000
16	Bauhaus	Tarragona	€27,800,000
17	Ribera del Loira 28	Madrid	€47,500,000
18	Cristalia 2 & 3	Madrid	€56,850,000
19	Luca de Tena	Madrid	€17,400,000
20	Edificio Tucumán	Madrid	€23,500,000
21	Hotel Rafael Madrid Norte	Madrid	€11,550,000
TOTAL MARKET VALUE €			€507,950,000

TOTAL MARKET VALUE AXIARE PATRIMONIO 31st MARCH 2015

€ 507,950,000

SCOPE OF WORK & SOURCES OF INFORMATION

Sources of Information

We have carried out our work based upon information supplied to us by our Client, which we have assumed to be correct and comprehensive.

We have checked the documentation to confirm that the information in the rent rolls provided by our Client are accurate and correspond with the information included in the following documents:

-Tenure (Registry documents & Purchase Deeds): We have analysed the tenure of the 100% of the properties included in this portfolio.

-Property scale plans: We have been provided with the scale plans of the properties comprising this portfolio. We have undertaken random measurements of some modules or floors in order to check if the information in the rent roll is consistent with the scale plans provided. We have not undertaken in any case a complete measurement of each property.

-Lease Agreements: We have analysed the existing lease agreements. For the shopping centre named Planetocio, we have analysed a significant sample of lease agreements in order to check that the information provided is consistent with the lease agreements.

-Licenses: We have analysed the licenses provided by our Client.

-Energy performance certificate: Our client has provided the energy performance certificates available.

The Property

The report includes a brief summary of the details of the properties under valuation in which we have based our valuation.

Inspection

The properties have been inspected internally and externally in December 2014 and April 2015.

Areas

We have verified that the surfaces provided by the client and adopted in the assessment correspond to those stated in the analysed sources of information.

Environmental Matters

We have not received an environmental report relating to the properties:

We have not undertaken, nor aware of the content of, any environmental audit or other environmental investigation or soil survey which may have been carried out on the Property and which may draw attention to any contamination or the possibility of any such contamination.

Additionally, we have not carried out any investigation into the past or present uses of the Property, nor of any neighbouring land, in order to establish whether there is any potential for contamination and have therefore assumed that none exists.

Repair and Condition

We have not carried out building surveys, tested services, made independent site investigations, inspected woodwork, exposed parts of the structure which were covered, unexposed or inaccessible, nor arranged for any investigations to be carried out to determine whether or not any deleterious or hazardous materials or techniques have been used, or are present, in any part of the Property. We are unable, therefore, to give any assurance that the Property is free from defect.

Town Planning

We have not carried out town planning investigations, relying upon the information provided by the Client. This has related to licences (work, occupation, activity, functioning...).

Titles, Tenures and Lettings

Details of title/tenure under which the Property is held and of lettings to which it is subject are as supplied to us. We have not generally examined nor had access to all the deeds, leases or other documents relating thereto. Where information from deeds, leases or other documents is recorded in this report, it represents our understanding of the relevant documents. We should emphasise, however, that the interpretation of the documents of title (including relevant deeds, leases and planning consents) is the responsibility of your legal adviser.

We have not conducted credit enquiries on the financial status of any tenants. We have, however, reflected our general understanding of purchasers' likely perceptions of the financial status of tenants.

VALUATION ASSUMPTIONS

Capital Values

The valuation has been prepared on the basis of "Market Value" which is defined as:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

No allowances have been made for any expenses of realisation nor for taxation which might arise in the event of a disposal. Acquisition costs have not been included in our valuation.

No account has been taken of any inter-company leases or arrangements, nor of any mortgages, debentures or other charges.

No account has been taken of the availability or otherwise of capital based Government or European Community grants.

Rental Values

Rental values indicated in our report are those which have been adopted by us as appropriate in assessing the capital value and are not necessarily appropriate for other purposes nor do they necessarily accord with the definition of Market Rent.

The Property

Where appropriate we have regarded the shop fronts of retail and showroom accommodation as forming an integral part of the building.

Landlord's fixtures such as lifts, escalators, central heating and other normal service installations have been treated as an integral part of the building and are included within our valuations.

Process plant and machinery, tenants' fixtures and specialist trade fittings have been excluded from our valuations.

All measurements, areas and ages quoted in our report are approximate.

Environmental Matters

In the absence of any information to the contrary, we have assumed that:

(a) the Property is not contaminated and is not adversely affected by any existing or proposed environmental law and

(b) any processes which are carried out on the Property which are regulated by environmental legislation are properly licensed by the appropriate authorities.

High voltage electrical supply equipment may exist within, or in close proximity of, the Property. The National Radiological Protection Board (NRPB) has advised that there may be a risk, in specified circumstances, to the health of certain categories of people. Public perception may, therefore, affect marketability and future value of the property. Our valuation reflects our current understanding of the market and we have not made a discount to reflect the presence of this equipment.

Repair and Condition

In the absence of any information to the contrary, we have assumed that:

(a) there are no abnormal ground conditions, nor archaeological remains, present which might adversely affect the current or future occupation, development or value of the property;

(b) the Property is free from rot, infestation, structural or latent defect;

(c) no currently known deleterious or hazardous materials or suspect techniques, including but not limited to Composite Panelling, have been used in the construction of, or subsequent alterations or additions to, the Property; and

(d) the services, and any associated controls or software, are in working order and free from defect.

We have otherwise had regard to the age and apparent general condition of the Property. Comments made in the property details do not purport to express an opinion about, or advise upon, the condition of uninspected parts and should not be taken as making an implied representation or statement about such

**Title, Tenure,
Planning and Lettings**

parts.

Unless stated otherwise within this report, and in the absence of any information to the contrary, we have assumed that:

(a) the Property possesses a good and marketable title free from any onerous or hampering restrictions or conditions;

(b) all buildings have been erected either prior to planning control, or in accordance with planning permissions, and have the benefit of permanent planning consents or existing use rights for their current use;

(c) the Property is not adversely affected by town planning or road proposals;

(d) all buildings comply with all statutory and local authority requirements including building, fire and health and safety regulations;

(e) only minor or inconsequential costs will be incurred if any modifications or alterations are necessary in order for occupiers of each Property to comply with the provisions of the relevant disability discrimination legislation;

(f) there are no tenant's improvements that will materially affect our opinion of the rent that would be obtained on review or renewal;

(g) tenants will meet their obligations under their leases;

(h) there are no user restrictions or other restrictive covenants in leases which would adversely affect value;

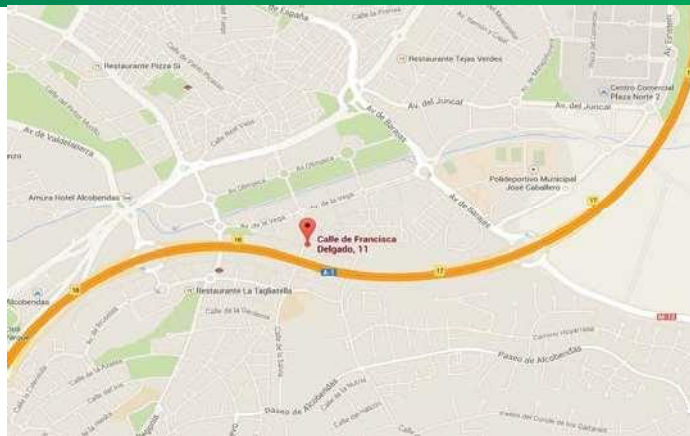
(i) where appropriate, permission to assign the interest being valued herein would not be withheld by the landlord where required; and

(j) vacant possession can be given of all accommodation which is unlet or is let on a service occupancy.

2

PROPERTY REPORTS

Photograph and Location Plan



Summary

Reference	1	Type of valuation	Update
Valuation Date	31/03/2015	Inspection	Internal
Portfolio	VA15 - 0154	Location	Decentralized
Property	AXIARE PATRIMONIO	Typology	Offices - Exclusive Building
Address	Francisca Delgado 11	Year of construction	2000
ZC	28108	Occupancy	Rented
City	Alcobendas	Current occupancy rate	67%
Province	Madrid	Number of floors	6
Country	Spain	Number of parking spaces	395
Areas	17.266,00 sqm	Market value	€36.350.000

Property Description

Exclusive office building located in Arroyo de La Vega Business Park including two inter-connected units of 4 and 5 floors each with an average floor space of 2,472 sq m., divided into various retail units. The property includes 316 indoor parking spaces and 79 outdoor parking spaces. It also includes a four-tube ventilation and air-conditioning system. The property benefits from good communications with quick access to the A-1 Highway, as well as to the M-40 ringroad, and only at 8 minutes from the airport and 15 minutes to Madrid's city center.

Summary of parameters

Global rating	Good	Accesses	Metro and Bus	Fire prevention	Sprinklers and Detectors
Location	Good	Safety	CCTV, Guards and Alarm	Interior layout	Painted walls
Market projection	Good	Ground floor	Offices	Ceiling	Suspended metal ceiling
State of repair	Good	Upper floors	Offices	Floors	Raised floors
Finishes	Good	Basements	Offices	Heating	Diffusers
Facilities	Good	Parking	Assigned spaces	Air-conditioning	Cold and hot air-conditioning
Area	Mixed	Lifts	People and merchandise	Energy	Electricity

Weaknesses

Common areas need a slight refurbishment
Space available in other areas and business parks such as Minipark, La Moraleja

Strengths

Leases with rents in accordance with market rents

Threats

Risk of tenants vacating large areas
33% of vacancy rate

Opportunities

Good location as well as good communications for a property not located in Madrid's city center. Upwards market rents in the medium to long term

Areas

Gross Lettable Area GLA	17.266,00 sqm

Licenses

Activity, Occupancy and Opening License

Valuation Method

We have used the discounted cash flow (DCF) method in order to arrive at our opinion of Market Value. Likewise, it would be the method used by international investors as potential purchasers. Nonetheless, we must point out that the results obtained from this method are always compared to the transactions recently carried out in the market according to the price per square meter and initial yields. The method is based on the forecast of potential net income to be generated by the property for a certain period of time (10 years), considering a residual value of the property at the end of such period. The cash flows are discounted at an "objective" internal rate of return (IRR) considered as corresponding to the property to generate its Current Value.

Leasing Market Study

Location	Areas sq m.	Annual / Rent €	Rent €/sqm/month	Type
Avenida de Bruselas 36	3.159,00 sqm	€568.620	€15,00 sqm/m	Asking Price
Anabel Segura 14	1.393,50 sqm	€200.664	€12,00 sqm/m	Asking Price
Francisca Delgado 9	5.496,00 sqm	€725.472	€11,00 sqm/m	Transaction
Anabel Segura 12	222,00 sqm	€32.634	€12,25 sqm/m	Transaction

Market Comment

Since the upwards trend in 2007, rents of office buildings have suffered a downfall in the range of 40%. Arroyo de la Vega Business Park has experienced those downfall rates, with prices of the best located properties in the range of € 12/15 sq m/month. Nonetheless, the fact that tenants continue to negotiate flexible incentives in their rents (rental of free parking spaces during the lease, rent free periods, etc), as well as the discounts applicable in rent negotiations in the range of 10/20% leads to market rents in this business park in the range of €11/12 sq m/month.

Market Value

€36.350.000

Value €/sq m.

€2.105 per sqm

Observations

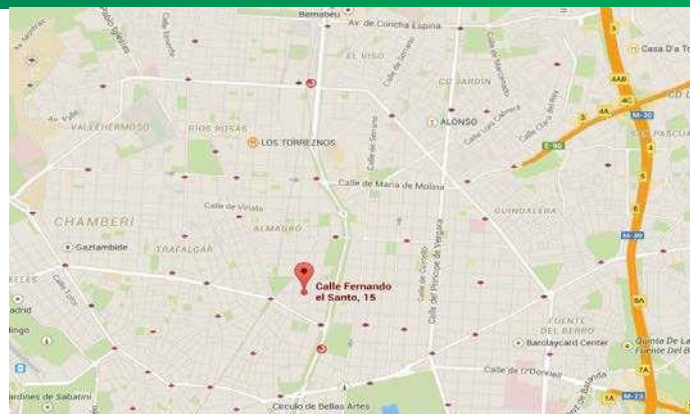
Property located in good secondary location.

Vacancy rate in the range of 30%.

Property with good finishes as the best buildings in Arroyo de la Vega.

Rent growth forecast at medium/long term.

Photograph and Location Plan



Summary

Reference	2	Type of valuation	New
Valuation Date	31/03/2015	Inspection	Internal
Portfolio	VA15 - 0154	Location	CBD
Property	AXIARE PATRIMONIO	Typology	Offices - Exclusive Building
Address	Fernando el Santo 15	Year of construction	1860
ZC	28010	Occupancy	Rented
City	Madrid	Current occupancy rate	81%
Province	Madrid	Number of floors	6
Country	Spain	Number of parking spaces	42
Areas	3,254.00 sqm	Market value	€21,000,000

Property Description

Historic building to be used as offices located in Chamberí Neighbourhood, at two blocks from the business center (Paseo de la Castellana), directly communicated with the city's main roads. The building was built in 1860 and fully refurbished in 1992. The property includes 6 floors and 42 parking spaces comprising a façade very representative of its era and highly protected. The property has two vertical constructions. It also includes offices in semibasement level with good natural light.

Summary of parameters

Global rating	Excellent	Accesses	Metro, Train and Bus	Fire prevention	Sprinklers and Detectors
Location	Very good	Safety	CCTV, Guards and Alarm	Interior layout	Painted walls
Market projection	Excellent	Ground floor	Offices	Ceiling	Suspended metal ceilings
State of repair	Excellent	Upper floors	Offices	Floors	Wooden floors
Finishes	Excellent	Basements	Garage	Heating	Radiators
Facilities	Excellent	Parking	Spaces assigned	Air-conditioning	Cold and hot air-conditioning
Area	Mixed	Lifts	Only people	Energy	Electricity

Weaknesses

Market rent of semi-basement floor lower than the upper floors

Strengths

Property with a good occupancy rate
Property with excellent finishes and good communications in the CBD

Threats

Uncertainty about the continuity of the building's main tenants

Opportunities

Possibility of change of use to residential
Upwards market rents in the short term
Could be let to single tenant as headquarters

Areas

Gross Lettable Area GLA	3,254.00 sqm

Licenses

Activity, Occupancy and Opening License.

Valuation Method

We have used the discounted cash flow (DCF) method in order to arrive at our opinion of Market Value. Likewise, it would be the method used by international investors as potential purchasers. Nonetheless, we must point out that the results obtained from this method are always compared to the transactions recently carried out in the market according to the price per square meter and initial yields. The method is based on the forecast of potential net income to be generated by the property for a certain period of time (10 years), considering a residual value of the property at the end of such period. The cash flows are discounted at an "objective" internal rate of return (IRR) considered as corresponding to the property to generate its Current Value.

Leasing Market Study

Location	Areas sq m.	Annual / Rent €	Rent €/sq m./month	Type
Recoletos 37	1,127.00 sqm	€331,338	€24.50 sqm/m	Transaction
Miguel Ángel 11	800.00 sqm	€216,000	€22.50 sqm/m	Transaction
Paseo de la Castellana 7	8,028.00 sqm	€2,697,408	€28.00 sqm/m	Asking Price
Génova 17	3,162.00 sqm	€910,656	€24.00 sqm/m	Asking Price
Paseo de la Castellana 31	719.00 sqm	€258,840	€30.00 sqm/m	Asking Price

Market comment

Rents in the CBD are currently in the range of 24.75 €/sq m./month after experiencing a downfall in the range of 40% in comparison to the market's peak. The current forecasts as well as the macro-economic indicators in the short-term show a positive effect in the investment and rental market in the short term. This way, groups and investment funds are returning to focus its activity on the search of well located prime buildings. As regards yields in prime buildings, they remain stable in the range of 5% due to the interest from investors on this type of buildings.

Market value

€21,000,000

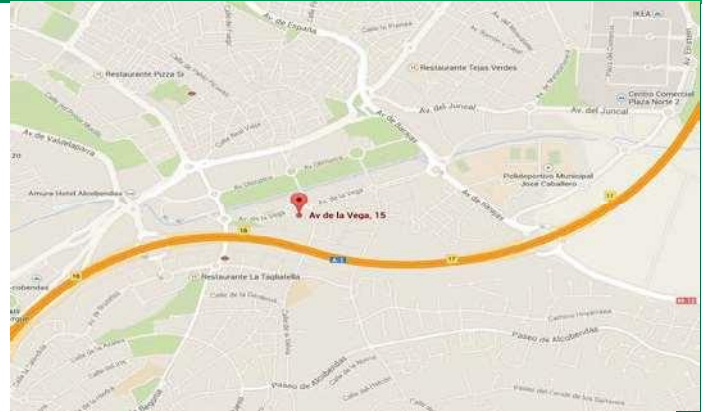
Value €/sq m.

€6,454 per sqm

Observations

Investment opportunity of a building with rent potential upwards increase.
Property with very good finishes, above the average of buildings in the area.
Possibility of change of use to residential, which provokes greater interest from investors.
Building with potential interest, besides from investors also from users.

Photograph and Location Plan



Summary

Reference	3	Type of valuation	Update
Valuation Date	31/03/2015	Inspection	Internal
Portfolio	VA15 - 0154	Location	Decentralized
Property	AXIARE PATRIMONIO	Typology	Offices - Exclusive Building
Address	Avenida de la Vega 15	Year of construction	2001
ZC	28108	Occupancy	Rented
City	Alcobendas	Current occupancy rate	80%
Province	Madrid	Number of floors	5
Country	Spain	Number of parking spaces	461
Areas	22.579,00 sqm	Market value	€54.000.000

Property Description

Office Complex located in Arroyo de la Vega Business Park including four inter-connected office buildings of 5 floors each with a total area of 22,579 sqm. and 461 parking spaces. The buildings include a net area per floor of 900 to 1,100 open plan sq m. distributed in two different units. The buildings include 4 independent communication cores with 4 lifts each as well as four tube ventilation and air-conditioning systems. The property is well communicated including quick access from the A-1 as well as from the M-40 Ringroad.

Summary of parameters

Global rating	Good	Accesses	Metro and Bus	Fire prevention	Sprinklers and Detectors
Location	Good	Safety	CCTV, Guards and Alarm	Interior layout	Painted walls
Market projection	Good	Ground floor	Offices	Ceiling	Plastered suspended ceiling
State of repair	Good	Upper floors	Offices	Floors	Raised floors
Finishes	Good	Basements	Garage	Heating	Other
Facilities	Good	Parking	Assigned spaces	Air-conditioning	Cold and Hot
Area	Mixed	Lifts	People and Merchandise	Energy	Electricity

Weaknesses

Space available in other areas and business parks such as Minipark, La Moraleja
In need of small repairs in the interior

Strengths

Leases with rents in accordance with market rents
Good occupancy rate

Threats

Opportunities

Good location as well as good communications for a building not located in Madrid's city center
Average to long term upwards market rents

Areas

Gross Lettable Area GLA	22.579,00 sqm

Licenses

Activity, Occupancy and Opening License

Valuation Method

We have used the discounted cash flow (DCF) method in order to arrive at our opinion of Market Value. Likewise, it would be the method used by international investors as potential purchasers. Nonetheless, we must point out that the results obtained from this method are always compared to the transactions recently carried out in the market according to the price per square meter and initial yields. The method is based on the forecast of potential net income to be generated by the property for a certain period of time (10 years), considering a residual value of the property at the end of such period. The cash flows are discounted at an "objective" internal rate of return (IRR) considered as corresponding to the property to generate its Current Value.

Leasing Market Study

Location	Areas sq m.	Annual / Rent €	Rent €/sq m./month	Type
Avenida de Bruselas 36	3.159,00 sqm	€568.620	€15,00 sqm/m	Asking Price
Anabel Segura 14	1.393,50 sqm	€200.664	€12,00 sqm/m	Asking Price
Francisca Delgado 9	5.496,00 sqm	€725.472	€11,00 sqm/m	Transaction
Anabel Segura 12	222,00 sqm	€32.634	€12,25 sqm/m	Transaction

Market Comment

Since the upwards trend in 2007, rents of office buildings have suffered a downfall in the range of 40%. Arroyo de la Vega Business Park has experienced those downfall rates, with prices of the best located properties in the range of €12/15 sqm/month. Nonetheless, the fact that tenants continue to negotiate flexible incentives in their rents (rental of free parking spaces during the lease, rent free periods, etc), as well as the discounts applicable in rent negotiations in the range of 10/20% leads to market rents in this business park in the range of €11/12 sqm/month.

Market value

€54.000.000

Value €/sq m.

€2.392 per sqm

Observations

Property located in good secondary location.

Property's high occupancy rate.

Property with good finishes as the best buildings in Arroyo de la Vega.

Rent growth forecast at medium/long term.

Photograph and Location Plan



Summary

Reference	4	Type of valuation	Update
Valuation Date	31/03/2015	Inspection	Internal
Portfolio	VA15 - 0154	Location	Periphery
Property	AXIARE PATRIMONIO	Typology	Shopping Center
Address	Av/ Juan Carlos I 46	Year of construction	2001
ZC	28400	Occupancy	Rented
City	Collado Villalba	Current occupancy rate	87%
Province	Madrid	Number of floors	2
Country	Spain	Number of parking spaces	858
Areas	17.902,00 sqm	Market value	€15.600.000

Property Description

The property is a shopping center located on Avenida Juan Carlos I nº46, in the Municipal District of Collado Villalba (Madrid). The building benefits of views from one of Madrid's main roads, such as the A-6 Highway. It is located on a street with large retail warehouses and across a supermarket. The building includes an irregular shaped building which houses the retail area. The building includes 2 floors below ground (parking) and 2 floors above ground (retail units). Next to this retail building we can find the area used by restaurants including different detached units surrounding a patio including terraces.

Summary of parameters

Global rating	Good	Accesses	Train and Bus	Fire prevention	Sprinklers and Detectors
Location	Average	Safety	CCTV, Guard and Alarm	Interior layout	Plastered walls
Market projection	Good	Ground floor	Retail	Ceiling	Plastered suspended ceiling
State of repair	Very Good	Upper floors	Retail	Floors	Ceramic tiles
Finishes	Very Good	Basements	Garage	Heating	Diffusers
Facilities	Very Good	Parking	Shared	Air-conditioning	Diffusers
Area	Mixed	Lifts	People and Merchandise	Energy	

Weaknesses

Confusing access from the A-6 Highway

Strengths

High occupancy of the shopping center (as regards areas)
Good visibility from the A-6 Highway

Threats

Low consumption rate due to the current economic situation

Opportunities

Great public flow during weekends, mainly for the restaurant area

Areas

Gross Lettable Area GLA 17.902,00 sqm

Licenses

Opening and Operation Licenses.

Valuation Method.

We have used the discounted cash flow (DCF) method in order to arrive at our opinion of Market Value. Likewise, it would be the method used by international investors as potential purchasers. Nonetheless, we must point out that the results obtained from this method are always compared to the transactions recently carried out in the market according to the price per square meter and initial yields. The method is based on the forecast of potential net income to be generated by the property for a certain period of time (10 years), considering a residual value of the property at the end of such period. The cash flows are discounted at an "objective" internal rate of return (IRR) considered as corresponding to the property to generate its Current Value.

Market Comment

Investors began to show interest in the Spanish Market during 2013, even though hoping to obtain large discounts and high profitability, more than looking at long term.

From the beginning of 2014, the non-opportunist investment market has awoken quickly and many investors have entered the market, with a recovered strategic focus.

Many investors believe that Spain has hit rock bottom, financially speaking, and therefore it is a good time to invest, currently being at the lowest level of the cycle. Important International Investors are currently dominating the market and yields for "prime" assets have decreased close to 100 bps and are currently in the range of 5.50% in Madrid and Barcelona, or slightly below. Yields for good non-prime shopping centers are closer to 6.50% in Spain's secondary cities, and normal shopping centers in the range of 7.00-7.25%. We believe that yields of new shopping centers with potential success are in that range or slightly below.

Market Value

€15.600.000

Value €/sq m.

€871 per sqm

Observations

Shopping center with average size retail units within its perimeter mainly used for restaurant purposes.

It includes operators such as MediaMarkt or Yelmo Cinemas which will increase the number of visitors.

It benefits from a good location, located next to a petrol station and it has good visibility from the A-6.

The shopping center is expected to grow in the medium to long term.

Photograph and Location Plan



Summary

Reference	5	Type of valuation	Update
Valuation Date	31/03/2015	Inspection	Internal
Portfolio	VA15 - 0154	Location	Periphery
Property	AXIARE PATRIMONIO	Typology	Industrial - Logistic
Address	Calle Rayo 5	Year of construction	2005
ZC	19171	Occupancy	Rented
City	Cabanillas del Campo	Current occupancy rate	100%
Province	Guadalajara	Number of floors	1
Country	Spain	Number of parking spaces	n/a
Areas	11.765,44 sqm	Market value	€5.700.000

Property Description

It is the first unit of three located in Cabanillas Industrial Estate.

Most of the building includes a warehouse with 8 loading bays and 12 meters free height. The warehouse's structure is made of prefabricated concrete and the walls are made of galvanized steel with pre-lacquered white finishes.

It includes an annex building used as offices with an area of 648.41 sq m. distributed on three floors. The interior is divided by partitions and include suspended ceilings and raised floors.

Summary of parameters

Global rating	Good	Accesses	n/a	Fire prevention	Sprinklers and Detectors
Location	Good	Safety	Security guard	Internal layout	n/a
Market projection	Average	Ground floor	Warehouse	Ceiling	Sandwich Panel
State of repair	Good	Upper floors	Offices	Floors	Concrete
Finishes	Good	Basements	n/a	Heating	n/a
Facilities	Very good	Parking	Assigned spaces	Air-conditioning	n/a
Area	Industrial	Lifts	Only people	Energy	Electricity

Weaknesses

Access to the estate a bit complicated

Strengths

Close to the R-2 and the N-320
Good state of repair of the warehouses
Quality above market average for similar products

Threats

Area including a large supply of industrial warehouses

Opportunities

Long term lease (until 2020)
Investment opportunity with good rate of return

Areas

Gross Lettable Area GLA	11.765,44 sqm

Licenses

Opening and Operation Licenses.

Valuation Method

We have used the capitalization method - Hardcore. It is very similar to the traditional method which consists in the capitalization, at perpetuity, using two update rates, which consider all the potential market risks. For valuation purposes, we have considered a discount rate of 7.6%.

Leasing market study

Location	Areas sq m.	Annual / Rent €	Rent €/sqm/month	Type
Cabanillas Industrial Estate	7.000,00 sqm	€226.800	€2,70 sqm/m	Transaction
Industrial Estates La Quinta- Cabanillas del Campo	4.000,00 sqm	€120.000	€2,50 sqm/m	Transaction
Cabanillas del Campo	8.001,00 sqm	€336.036	€3,50 sqm/m	Asking Price
Cabanillas del Campo	9.893,00 sqm	€326.496	€2,75 sqm/m	Asking Price
Cabanillas del Campo	6.200,00 sqm	€186.000	€2,50 sqm/m	Asking Price

Sales market study

Location	Areas sq m.	Price €	Price €/sq m.	Type
P.I. Azuqueca de Henares	2.963,00 sqm	€1.550.000	523,12 €/m ²	Transaction
Quer	24.041,00 sqm	€9.900.000	411,80 €/m ²	Asking Price
Alovera	1.173,00 sqm	€598.500	510,23 €/m ²	Asking Price
Cabanillas del Campo	1.011,00 sqm	€495.000	489,61 €/m ²	Asking Price

Market Comment

According to figures registered during 2014, the number of transactions and demand of industrial real estate product has been reduced. On the other hand, supply of vacant spaces has increased despite new land developments being paralyzed. Availability of logistic spaces in Madrid is close to 15%. Rent rates for warehouses have decreased considerably in the past years due to lower demand, situating themselves below 3 €/sq m/month. From an investor's point of view, there is currently a greater demand in yields, close to 8.5 - 9.0%.

Market value

€5.700.000

Value €/sq m.

€484 per sqm

Observations

The A-2 axis, more commonly known as "Corredor de Henares", is the most important axis and more commonly used for the establishment of new logistic warehouses due to its proximity to Madrid's Airport and its connections to important cities, Madrid- Zaragoza- Barcelona. 70% of the total demands are centered in this area. Main operators such as Inditex and Amazon have established their operation centers and logistic warehouses there. Most of the transactions registered in the past months have been carried out in areas close to the airport.

A slow growth in transactions of this type of properties is currently being experienced which will provide greater liquidity in the short to medium term.

Photograph and Location Plan



Summary

Reference	6	Type of valuation	Update
Valuation Date	31/03/2015	Inspection	Exterior
Portfolio	VA15 - 0154	Location	Periphery
Property	AXIARE PATRIMONIO	Typology	Industrial - Logistic
Address	Calle Rayo 5	Year of construction	2005
ZC	19171	Occupancy	Rented
City	Cabanillas del Campo	Current occupancy rate	100%
Province	Guadalajara	Number of floors	1
Country	Spain	Number of parking spaces	n/a
Areas	12.586,00 sqm	Market value	€6.000.000

Property Description

It is the second unit of three located in Cabanillas del Campo Industrial Estate. The warehouse has a part including 11 loading bays and 12 meters free height. It is sectorized in two parts having a grater fire load. The warehouse's structure is made of prefabricated concrete and the walls are of galvanized steel with white pre-lacquered finishes.

The warehouse includes an office building of 628.94 sq m. distributed in two floors. The interior includes partitions, suspended ceilings and raised floors.

Summary of paramaters

Global rating	Good	Accesses	n/a	Fire prevention	Sprinklers and Detectors
Location	Good	Safety	Security guard	Interior layout	n/a
Market projection	Average	Ground floor	Warehouse	Ceiling	Sandwich Panel
State of repair	Good	Upper floors	Offices	Floors	Concrete
Finishes	Good	Basements	n/a	Heating	n/a
Facilities	Very Good	Parking	Assigned spaces	Air-conditioning	n/a
Area	Industrial	Lifts	None	Energy	Electricity

Weaknesses

Access to the estate is a bit complicated

Strengths

Proximity to the R-2 and N-320
Good state of repair of the warehouses
Quality above market average for similar products

Threats

Area with plenty supply of industrial warehouses

Opportunities

Long-term lease (until 2020)
Investment opportunity with good rate of return

Areas

Gross Lettable Area GLA	12.586,00 sqm

Licenses

Opening and Operation Licenses.

Valuation Method

We have used the capitalization method - Hardcore. It is very similar to the traditional method which consists in the capitalization, at perpetuity, using two update rates, which considers all the potential market risks. For valuation purposes, we have considered a hardcore discount rate of 8.20%.

Leasing Market Study

Location	Areas sq m.	Annual / Rent €	Rent €/sqm./month	Type
Cabanillas Industrial Estate	7.000,00 sqm	€226.800	€2,70 sqm/m	Transaction
Industrial Estates La Quinta- Cabanillas del Campo	4.000,00 sqm	€120.000	€2,50 sqm/m	Transaction
Cabanillas del Campo	8.001,00 sqm	€336.036	€3,50 sqm/m	Asking Price
Cabanillas del Campo	9.893,00 sqm	€326.496	€2,75 sqm/m	Asking Price
Cabanillas del Campo	6.200,00 sqm	€186.000	€2,50 sqm/m	Asking Price

Sales Market Study

Location	Areas sq m.	Price €	Price €/sq m.	Type
Azuqueca de Henares Industrial Estate	2.963,00 sqm	€1.550.000	523,12 €/m ²	Transaction
Quer	24.041,00 sqm	€9.900.000	411,80 €/m ²	Asking Price
Alovera	1.173,00 sqm	€598.500	510,23 €/m ²	Asking Price
Cabanillas del Campo	1.011,00 sqm	€495.000	489,61 €/m ²	Asking Price

Market Comment

According to figures registered during 2014, the number of transactions and demand of industrial real estate product has been reduced. On the other hand, supply of vacant spaces has increased despite new land developments being paralyzed. Availability of logistic spaces in Madrid is close to 15%. Rent rates for warehouses have decreased considerably in the past years due to the lower demand, situating themselves below 3€/sq m./month. From an investor's point of view, there is currently are greater demand in yields, close to 8.5 - 9.0%.

Market Value

€6.000.000

Value €/sq m.

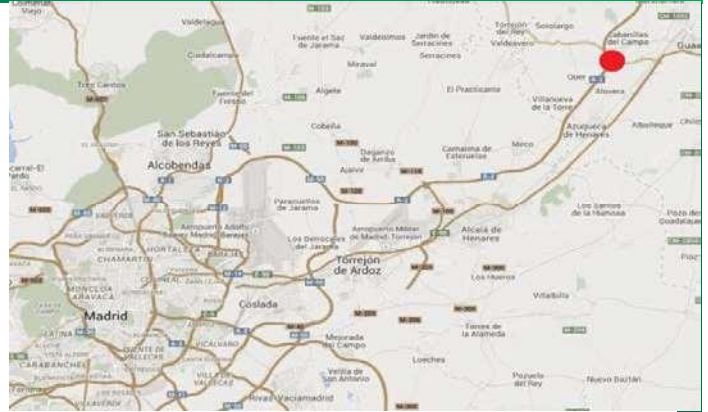
€477 per sqm

Observations

The A-2 axis, more commonly known as "Corredor de Henares", is the most important axis and more commonly used for the establishment of new logistic warehouses due to its proximity to Madrid's Airport and its connections to important cities, Madrid- Zaragoza- Barcelona. 70% of the total demands are centered in this area. Main operators such as Inditex and Amazon have established their operation centers and logistic warehouses there. Most of the transactions registered in the past months have been carried out in areas close to the airport.

A slow gradual growth in transactions of this type of properties is currently being experienced which will provide greater liquidity in the short to medium term.

Photograph and Location Plan



Summary

Reference	7	Type of valuation	Update
Valuation Date	31/03/2015	Inspection	Internal
Portfolio	VA15 - 0154	Location	Periphery
Property	AXIARE PATRIMONIO	Typology	Industrial - Logistic
Address	Calle Rayo 5	Year of construction	2005
ZC	19171	Occupancy	Rented
City	Cabanillas del Campo	Current occupancy rate	100%
Province	Guadalajara	Number of floors	1
Country	Spain	Number of parking spaces	n/a
Areas	13.527,10 sqm	Market value	€6.500.000

Property Description

It is the third unit of three located in Cabanillas del Campo Industrial Estate, the closest to the entrance. Part of the unit is used as warehouse including 11 loading bays and 12 meters free height. The structure of the warehouse is made of prefabricated concrete and the walls are made of galvanized steel with white pre-lacquered finishes. The warehouse includes an office building of 436.39 sq m. distributed in two floors. The interior includes partitions, suspended ceilings and raised floors.

Summary of parameters

Global rating	Good	Accesses	n/a	Fire prevention	Sprinklers and Detectors
Location	Good	Safety	CCTV and Guard	Internal layout	n/a
Market projection	Average	Ground floor	Warehouse	Ceiling	Sandwich Panel
State of repair	Good	Upper floors	Offices	Floors	Concrete
Finishes	Good	Basements	n/a	Heating	n/a
Facilities	Very good	Parking	Assigned spaces	Air-conditioning	n/a
Area	Industrial	Lifts	None	Energy	Electricity

Weaknesses

Access to the estate is a bit complicated

Strengths

Proximity to the R-2 and N-320
Good state of repair of the warehouses
Quality above market average for similar products

Threats

Area with plenty supply of industrial warehouses

Opportunities

Long-term lease (until 2020)
Investment opportunity with good rate of return

Areas

Gross Lettable Area GLA	13.527,10 sqm

Licenses

Opening and Operation Licenses.

Valuation Method

We have used the capitalization method - Hardcore. It is very similar to the traditional method which consists in the capitalization, at perpetuity, using two update rates, which considers all the potential market risks. For valuation purposes, we have considered a hardcore discount rate of 7.80%.

Leasing market study

Location	Areas sq m.	Annual / Rent €	Rent €/sqm/month	Type
Cabanillas Industrial Estate	7.000,00 sqm	€226.800	€2,70 sqm/m	Transaction
Industrial Estates La Quinta- Cabanillas del Campo	4.000,00 sqm	€120.000	€2,50 sqm/m	Transaction
Cabanillas del Campo	8.001,00 sqm	€336.036	€3,50 sqm/m	Asking Price
Cabanillas del Campo	9.893,00 sqm	€326.496	€2,75 sqm/m	Asking Price
Cabanillas del Campo	6.200,00 sqm	€186.000	€2,50 sqm/m	Asking Price

Sales market study

Location	Areas sq m.	Price €	Price €/sq m.	Type
Azuqueca de Henares Industrial Estate	2.963,00 sqm	€1.550.000	523,12 €/m ²	Transaction
Quer	24.041,00 sqm	€9.900.000	411,80 €/m ²	Asking Price
Alovera	1.173,00 sqm	€598.500	510,23 €/m ²	Asking Price
Cabanillas del Campo	1.011,00 sqm	€495.000	489,61 €/m ²	Asking Price

Market Comment

According to figures registered during 2014, the number of transactions and demand of industrial real estate product has been reduced. On the other hand, supply of vacant spaces has increased despite new land developments being paralyzed. Availability of logistic spaces in Madrid is close to 15%. Rent rates for warehouses have decreased considerably in the past years due to the lower demand, situating themselves below 3€/sq m./month. From an investor's point of view, there is currently are greater demand in yields, close to 8.5 - 9.0%.

Market value

€6.500.000

Value €/ sq m.

€481 per sqm

Observations

The A-2 axis, more commonly known as "Corredor de Henares", is the most important axis and more commonly used for the establishment of new logistic warehouses due to its proximity to Madrid's Airport and its connections to important cities, Madrid- Zaragoza- Barcelona. 70% of the total demands are centered in this area. Main operators such as Inditex and Amazon have established their operation centers and logistic warehouses there. Most of the transactions registered in the past months have been carried out in areas close to the airport.

A slow gradual growth in transactions of this type of properties is currently being experienced which will provide greater liquidity in the short to medium term.

Photograph and Location Plan



Summary

Reference	8	Type of valuation	Update
Valuation Date	31/03/2015	Inspection	Internal
Portfolio	VA15 - 0154	Location	Decentralized
Property	AXIARE PATRIMONIO	Typology	Industrial - Logistic
Address	Av. de la Construcción 8	Year of construction	2003
ZC	19200	Occupancy	Rented
City	Azuqueca de Henares	Current occupancy rate	100%
Province	Guadalajara	Number of floors	1
Country	Spain	Number of parking spaces	n/a
Areas	35.781,00 sqm	Market value	€15.000.000

Property Description

Logistic warehouse of 35,781 square meters located in Miralcampo Industrial Estate. It is currently occupied by the German Company Kuehne Nagel. It includes 28 loading bays and an office unit distributed in two floors, ground floor includes offices and administration rooms and first floor includes the dining room and dressing rooms for the employees of the warehouse. The offices include suspended ceilings and ceramic tiled floors in a good state of repair.

Summary of parameters

Global rating	Very Good	Accesses	Bus	Fire prevention	Sprinklers and Detectors
Location	Very Good	Safety	Security Guard	Interior layout	Concrete
Market projection	Very Good	Ground floor	Warehouse	Ceiling	Metal
State of repair	Very Good	Upper floors	Offices	Floors	Concrete
Finishes	Good	Basements	n/a	Heating	Other
Facilities	Very Good	Parking	None	Air-conditioning	Cold and Hot
Area	Industrial	Lifts	None	Energy	Gasoil

Weaknesses

Outdated offices
Does not have parking facilities

Strengths

Good location between Madrid and Barcelona
Assured tenant

Threats

Increasing supply of industrial warehouses

Opportunities

Liquid product with increasing demand

Areas

Gross Lettable Area GLA	35.781,00 sqm

Licenses

We assume it has all the corresponding licenses.

Valuation Method

For valuation purposes we have used the "Discounted Cashflow" Method, which is based on the prediction of potential net income that the property will generate in the following 10 years, considering the property's residual value at the end of such period.

The discount of cashflows are discounted at an "objective" internal rate of return considered appropriate for the property to generate its Current Value. This way, the Current Net Value would represent the price that could be paid for the property to obtain the "objective" rate of return, should the hypothesis adopted be carried out.

Leasing market study

Location	Areas sq m.	Annual / Rent €	Rent €/sqm/month	Type
Distrito la Estación	29.740,00 sqm	€1.177.800	€3,30 sqm/m	Asking Price
Autovía A-2, 38	11.245,00 sqm	€445.000	€3,30 sqm/m	Asking Price
Av. de la Industria 11	6.786,00 sqm	€285.000	€3,50 sqm/m	Asking Price
P.I Miralcampo	25.686,00 sqm	€616.500	€2,00 sqm/m	Transaction

Sales market study

Location	Areas sq m.	Price €	Price €/sq m.	Type
Azuqueca de Henares Industrial Estate	2.963,00 sqm	€1.549.649	523,00 €/m²	Transaction

Market Comment

According to figures registered during 2014, the number of transactions and demand of industrial real estate product has been reduced. On the other hand, supply of space available has increased despite new land developments being paralysed.

After carrying out the rent market study in the area where the subject warehouse is located we can observe that prices are in the range of €2.00 and €3.50 sq m/month. Taking into account the finishes, the areas and location, we consider that the first comparable is the most similar to the subject warehouse. Since most of the prices are offers, a discount would have to be included after negotiation.

As regards the sales market, it is more limited. The comparable we have is the sale of a warehouse in the same industrial estate. Considering the areas are inferior, the repercussion price is much greater, reason why our value should be weighted downwards.

Market value

€15.000.000

Value €/ sq m.

€419 per sqm

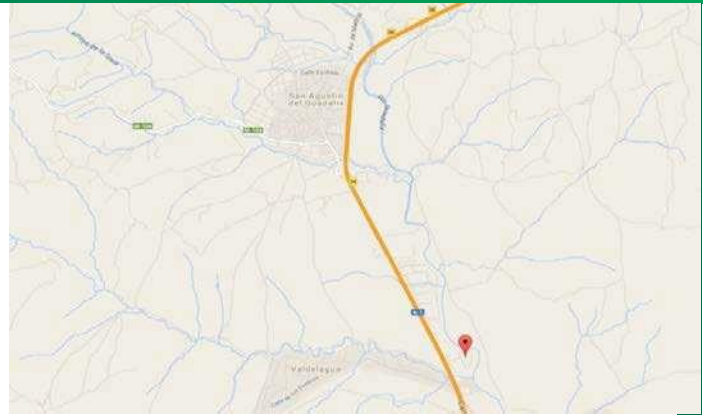
Observations

A new rent and lease has been renegotiated with the tenant. 6 months rent free are provided, reducing the net annual rent for year 1 by 50%.

The A-2 axis, better known as "Corredor de Henares", is the most valuable and used axis for the implementation of logistic warehouses due to its proximity to Madrid's Airport and its communications between important cities, Madrid- Zaragoza- Barcelona. 70% of demand are centered on this area. Main operators such as Inditex and Amazon have established their operation centers and logistic warehouses in this area.

Transactions of these types of assets are experiencing a slow growth providing greater liquidity in the short to medium term.

Photograph and Location Plan



Summary

Reference	9	Type of valuation	Update
Valuation Date	31/03/2015	Inspection	Internal
Portfolio	VA15 - 0154	Location	Periphery
Property	AXIARE PATRIMONIO	Typology	Industrial - Logistic
Address	Cr. Nacional I, 25	Year of construction	2001
ZC	28750	Occupancy	Rented
City	San Agustín de Guadalix	Current occupancy rate	100%
Province	Madrid	Number of floors	1
Country	Spain	Number of parking spaces	n/a
Areas	14.945,00 sqm	Market value	€6.800.000

Property Description

Logistic complex including three units (warehouses) connected between them. These include a structure of reinforced concrete portals permitting a very high interior area, offering a big space for storage. The total warehouse area amounts to 14,465 sq m. of storage space including a small unit for offices for own use of 480 sq m. It is currently divided by uses of the tenant.

Each unit includes its own loading and unloading bays, according to the proportion of existing storage space.

All its façade includes metal sheets with undulating appearance.

Summary of parameters

Global rating	Good	Accesses	None	Fire prevention	Sprinklers and Detectors
Location	Average	Safety	CCTV, Guard and Alarm	Interior layout	
Market projection	Average	Ground floor	Storage	Ceiling	
State of repair	Poor	Upper floors	Offices	Floors	
Finishes	Good	Basements		Heating	
Facilities	Good	Parking	Shared	Air-conditioning	
Area	Industrial	Lifts	None	Energy	

Weaknesses

It has no view to the A-1 Highway

Access is obtained through a small street located between the two warehouses

Strengths

Good connections with the A-1 Highway

Possibility to divide the warehouse into small warehouses

Threats

Difficulty to rent should the tenant change

Opportunities

Low rate of supply of warehouses in the area

Areas

Gross Lettable Area GLA	14.945,00 sqm

Licenses

Activity and First Occupancy License

Valuation Method

We have used the capitalization method - Hardcore. It is very similar to the traditional method which consists in the capitalization, at perpetuity, using two update rates, which considers all the potential market risks. For valuation purposes, we have considered a hardcore discount rate of 8.00%.

Leasing market study

Location	Areas sq m.	Annual / Rent €	Rent €/sqm./month	Type
San Agustín de Guadalix	7.360,00 sqm	€441.600	€5,00 sqm/m	Asking Price
San Agustín de Guadalix	8.600,00 sqm	€361.200	€3,50 sqm/m	Asking Price
C/ Gomera 12, San Sebastián de los Reyes	200,00 sqm	€8.400	€3,50 sqm/m	Transaction
Fuencarral Industrial Estate	3.000,00 sqm	€95.760	€2,66 sqm/m	Transaction
El Raso Industrial Estate, San Agustín de Guadalix	2.414,00 sqm	€55.039	€1,90 sqm/m	Transaction

Sales Market Study

Location	Areas sq m.	Price €	Price €/sq m.	Type
San Agustín de Guadalix	2.885,00 sqm	€1.545.000	535,53 €/m ²	Asking Price
San Sebastián de los Reyes	850,00 sqm	€382.500	450,00 €/m ²	Transaction
San Sebastián de los Reyes	450,00 sqm	€225.000	500,00 €/m ²	Transaction

Market Comment

According to figures registered during 2014, the number of transactions and demand of industrial real estate product has been reduced. On the other hand, supply of vacant spaces has increased despite new land developments being paralyzed. Availability of logistic spaces in Madrid is close to 15%. Rent rates for warehouses have decreased considerably in the past years due to the lower demand, situating themselves below €3 sq m/month. From an investor's point of view, there is currently greater demand in yields, close to 8.5 - 9.0%.

Market Value

€6.800.000

Value €/sq m.

€455 per sqm

Observations

Madrid's main logistic axis is located in the A-2, leaving the A-1 on a second level, which will reduce the asset's liquidity.

Photograph and Location Plan



Summary

Reference	10
Valuation Date	31/03/2015
Portfolio	VA15 - 0154
Property	AXIARE PATRIMONIO
Address	Mariano Benlliure 1
ZC	28521
City	Rivas-Vaciamadrid
Province	Madrid
Country	Spain

Type of valuation	New
Inspection	Internal
Location	Decentralized
Typology	Industrial - Logistic
Year of construction	2002
Occupancy	Rented
Current occupancy rate	73%
Number of floors	1
Number of parking spaces	n/a

Areas	35.248,00 sqm

Market value	€18.000.000

Property Description

Logistic complex of 35,248 square meters divided into two warehouses of the same typology of 26,560 and 8,689 meters each. These warehouses can be divided into 4 and 2 units respectively. It has a total of 35 loading bays and 330 private parking spaces. The office units are in a good state of repair including suspended ceilings and raised floors, open plan with possibilities of division by partitions. All floors have the same distribution including bathrooms on each floor except on the last floor. The complex comprises 24 hours security guard service.

Summary of parameters

Global rating	Very Good	Accesses	Metro and Bus	Fire prevention	Sprinklers and Detectors
Location	Good	Safety	Security Guard	Interior layout	Concrete
Market projection	Good	Ground floor	Storage	Ceiling	Metal
State of repair	Very Good	Upper floors	Offices	Floors	Concrete
Finishes	Very Good	Basements	n/a	Heating	Other
Facilities	Very Good	Parking	Assigned spaces	Air-conditioning	Cold and Hot
Area	Industrial	Lifts	None	Energy	n/a

Weaknesses

Vacant unit
Need of some repairs

Strengths

Updated finishes according to market demand
Large supply of parking spaces
Good connection to the A-3 and M-50
Underground/metro station in the vicinity.

Threats

Large supply of small industrial warehouses

Opportunities

Only logistic warehouse in the area

Areas

Gross Lettable Area GLA	35.248,00 sqm

Licenses

We assume it has all the necessary licenses

Valuation Method

We have used the discount of cash flow (DCF) method in order to arrive at our opinion of Market Value. The method is based on the forecast of potential net income to be generated by the property for a certain period of time (10 years), considering a residual value of the property at the end of such period. The cash flows are discounted at an "objective" internal rate of return (IRR) considered as corresponding to the property to generate its Current Value. This way, the Current Net Value would represent the price that could be paid for the property to obtain the "objective" internal yield rate, as long as the hypothesis adopted is complied with.

Leasing Market Study

Location	Areas sq m.	Annual / Rent €	Rent €/sqm./month	Type
Calle de la Madera	2.068,00 sqm	€96.000	€3,87 sqm/m	Asking Price
Rivas Vaciamadrid	1.425,00 sqm	€72.000	€4,21 sqm/m	Asking Price
Rivas Vaciamadrid	8.690,00 sqm	€405.000	€3,88 sqm/m	Transaction
Rivas Vaciamadrid	1.000,00 sqm	€54.000	€4,50 sqm/m	Transaction

Market Comment

According to figures registered during 2014, the number of transactions and demand of industrial real estate product has been reduced. On the other hand, supply of vacant spaces has increased despite new land developments being paralyzed.

After carrying out the market study of warehouses for rent in the area where the subject warehouse is located we can observe that prices are in the range of €3.80 and €4.50 sq m/month. It is necessary to highlight that the comparables we have registered are considerably inferior, this leads to the unitary rent paid to be noticeably higher. We must also take into account that since these are supply prices (the first two references) prices will experience a small discount in the future due to its negotiation and marketing.

Market Value

€18.000.000

Value €/sq m.

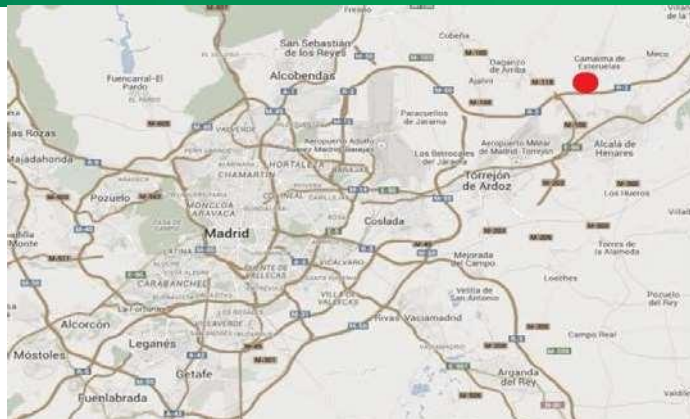
€511 per sqm

Observations

We must point out that the logistic complex of warehouses has a vacancy rate of 27%, therefore the rent that could be obtained in the future would be considerably higher than the current rent.

The warehouse is located in an area with industrial and retail predominance which will improve the vacancy situation of the estate.

Photograph and Location Plan



Summary

Reference	11
Valuation Date	31/03/2015
Portfolio	VA15 - 0154
Property	AXIARE PATRIMONIO
Address	Calle Guadalquivir- "La Raya Industrial"
ZC	28816
City	Camarma de Esteruelas
Province	Madrid
Country	Spain

Type of valuation	New
Inspection	Internal
Location	Periphery
Typology	Industrial - Logistic
Year of construction	2002 (subsequent extensions)
Occupancy	Rented
Current occupancy rate	100%
Number of floors	1
Number of parking spaces	n/a

Areas	70.296,00 sqm

Market value	€30.000.000

Property Description

The property is a large industrial warehouse of 70.296 sq m., of which 1,056 sq m. are offices. The warehouse was constructed in 2002 but it has had 4 extensions, the last in 2008. It has a maneuvers area for trucks of 6,500 sq m. and 107 loading bays. It also includes 331 outdoor parking spaces, of which 54 are covered. The warehouse has a free height of 14 meters and includes skylights to provide natural light. The structure and surface are made of prefabricated concrete.

The unit used as offices includes 2 floors, each of 528 sq m. It does not have lifts and includes suspended ceilings, tiled floors and fan-coil air-conditioning system.

Summary of parameters

Global rating	Good	Accesses	n/a	Fire prevention	Sprinklers and Detectors
Location	Very Good	Safety	CCTV and Guard	Interior layout	n/a
Market projection	Good	Ground floor	Storage	Ceiling	Sandwich Panel
State of repair	Very Good	Upper floors	Offices	Floors	Concrete
Finishes	Good	Basements	n/a	Heating	n/a
Facilities	Very Good	Parking	Assigned spaces	Air-conditioning	n/a
Area	Industrial	Lifts	None	Energy	Electricity

Weaknesses

Very limited demand (one operator)

Strengths

Good location as regards the N-II Highway
Good state of repair of the warehouses
Lack of product available with such large dimensions
Possibilities to divide into smaller spaces

Threats

Area including a large supply of industrial warehouses

Opportunities

Average term increase of rents
Reliable tenant

Areas

Gross Lettable Area GLA	70.296,00 sqm

Licenses

Activity and Operation License

Valuation Method

We have used the capitalization method - Hardcore. It is very similar to the traditional method which consists in the capitalization, at perpetuity, using two update rates, which considers all the potential market risks. For valuation purposes, we have considered a hardcore discount rate of 8.5%.

Leasing Market Study

Location	Areas sq m.	Annual / Rent €	Rent €/sqm./month	Type
Camarma de Esteruelas Industrial Estate	10.450,00 sqm	€393.756	€3,14 sqm/m	Transaction
El Olivar Industrial Estate - Alcalá de Henares	1.800,00 sqm	€54.000	€2,50 sqm/m	Transaction
Camarma de Esteruelas	10.450,00 sqm	€501.600	€4,00 sqm/m	Asking Price
Camarma de Esteruelas	8.649,00 sqm	€311.364	€3,00 sqm/m	Asking Price

Sales Market Study

Location	Areas sq m.	Price €	Price €/sq m.	Type
La Raya Industrial Estate - Camarma de Esteruelas	750,00 sqm	€368.000	490,67 €/m ²	Asking Price
La Raya Industrial Estate - Camarma de Esteruelas	804,00 sqm	€340.000	422,89 €/m ²	Asking Price
La Raya Industrial Estate - Camarma de Esteruelas	2.489,00 sqm	€2.195.502	882,08 €/m ²	Asking Price

Market Comment

According to figures registered during 2014, the number of transactions and demand of industrial real estate product has been reduced. On the other hand, supply of vacant spaces has increased despite new land developments being paralyzed. Availability of logistic spaces in Madrid is close to 15%. Rent rates for warehouses have decreased considerably in the past years due to the lower demand, situating themselves below **€3.5 sq m/month**. From an investor's point of view, there is currently are greater demand in yields, close to 8.5 - 9.0%.

Market Value

€30.000.000

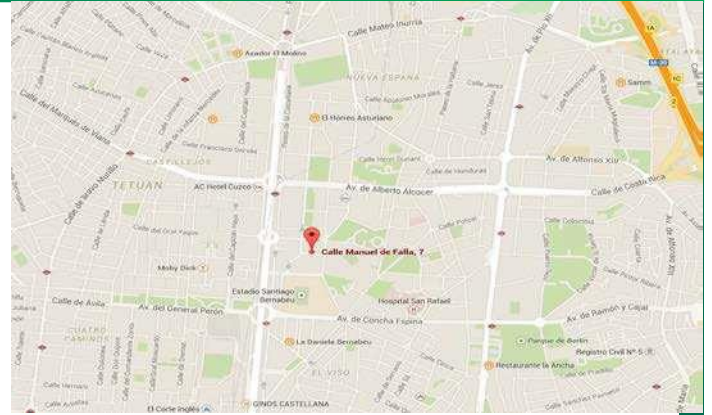
Value €/sq m.

€427 per sqm

Observations

The A-2 axis, more commonly known as "Corredor de Henares", is the most important axis and more commonly used for the establishment of new logistic warehouses due to its proximity to Madrid's Airport and its connections to important cities Madrid- Zaragoza- Barcelona. 70% of the total demands are centered in this area.

Photograph and Location Plan



Summary

Reference	12	Type of valuation	Update
Valuation Date	31/03/2015	Inspection	Internal
Portfolio	VA15 - 0154	Location	CBD
Property	AXIARE PATRIMONIO	Typology	Offices - Exclusive Building
Address	Manuel de Falla 7	Year of construction	2015
ZC	28036	Occupancy	Vacant
City	Madrid	Current occupancy rate	0%
Province	Madrid	Number of floors	4
Country	Spain	Number of parking spaces	39
Areas	6.244,00 sqm	Market value	€34.200.000

Property Description

Exclusive office building under construction on Manuel de Falla with a built area, according to the execution project, of 6,244 sq m. distributed on four floors, semibasement and garage including 39 parking spaces and facilities. The building has only one access to the office floors located on number 7 of Manuel de Falla Street and two direct accesses to the garage on basements 1, 2 and 3 located on Manuel de Falla and Dr. Fleming Streets. The action is centered exclusively on the floors above ground for office use and not on the garage unless to provide access to new communication cores and to adapt the facilities according to the new requirements.

Resumen parámetros descripción

Global rating	Excellent	Accesses	Metro, Train and Bus	Fire prevention
Location	Very good	Safety		Interior layout
Market projection	Excellent	Ground floor	Offices	Ceiling
State of repair	Excellent	Upper floors	Offices	Floors
Finishes	Excellent	Basements	Garage	Heating
Facilities	Excellent	Parking	Assigned spaces	Air-conditioning
Area	Mixed	Lifts		Energy

Weaknesses

Low level of visibility from main road.

Strengths

Exclusive building for a sole tenant
Lack of large areas available for rent in Castellana

Threats

Opportunities

Turn-key project
Upwards market rents in the short term

Areas

Gross Lettable Area GLA 6.244,00 sqm

Licenses

n/a

Valuation Method

We have used the discounted cash flow (DCF) method in order to arrive at our opinion of Market Value. Likewise, it would be the method used by international investors as potential purchasers. Nonetheless, we must point out that the results obtained from this method are always compared to the transactions recently carried out in the market according to the price per square meter and initial yields. The method is based on the forecast of potential net income to be generated by the property for a certain period of time (10 years), considering a residual value of the property at the end of such period. The cash flows are discounted at an "objective" internal rate of return (IRR) considered as corresponding to the property to generate its Current Value. For valuation purposes, the property has been valued under the hypothesis of finished building.

Leasing Market Study

Location	Areas sq m.	Annual / Rent €	Rent €/sq m./month	Type
Paseo Castellana 216	574,00 sqm	€165.312	€24,00 sqm/m	Transaction
Paseo Recoletos 37	1.127,00 sqm	€331.338	€24,50 sqm/m	Transaction
Génova 17	3.162,00 sqm	€910.656	€24,00 sqm/m	Asking Price
Paseo Castellana 7	8.028,00 sqm	€2.697.408	€28,00 sqm/m	Asking Price
Paseo Castellana 31	719,00 sqm	€258.840	€30,00 sqm/m	Asking Price

Market Comment

Current rents in the CBD are in the range of €24.75 sq m/month after having experienced a downfall in the range of 40% as regards the market peak. The current forecasts as well as macro-economic indicators in the short-term, reflect a positive effect on the investment and rent market. In such a way, the groups and investment funds are returning to center their activity in the search of well located prime buildings. As regards yields in prime buildings, they remain stable, in the range of 5% due to the investors's interest in this type of buildings. To determine the market rent we have estimated of €25 sq m/month we have taken into consideration it is a turn-key project and that the tenant will not enter the building until 15 months from now.

Market Value

€34.200.000

Value €/sq m.

€5.477 per sqm

Observations

Investment opportunity of a property with potential increase of upwards rents.
Property with very good finishes above the average of the buildings in the area.
Turn-key project suited to the tenant's requirements.

Photograph and Location Plan



Summary

Reference	13	Type of valuation	Update
Valuation Date	31.03.2015	Inspection	No
Portfolio	VA15 - 0154	Location	Periphery
Property	AXIARE PATRIMONIO	Typology	Industrial - Logistics
Address	C/ Moixiganga, 5	Year of construction	2003
ZC	43800	Occupancy	Rented
City	Valls	Current occupancy rate	0% (*)
Province	Tarragona	Number of floors	1
Country	Spain	Number of parking spaces	n/a
Areas	26.026,00 sqm	Market value	€7.000.000

Property Description

Industrial building with big open areas intended for storage usage, with adjacent office modules and auxiliary buildings for other services. Main buildings are two adjoining symmetric plants creating one unique premise, with independent structures that are internally separated by concrete slabs. Each plant is divided into four different sectors. The property has a total area of 26,026sqm.

(*) Kellogg's contract begins on 1st April 2015

Summary of parameters

Global rating	Good	Accesses	None	Fire prevention
Location	Good	Safety		Interior layout
Market projection	Good	Ground floor	Warehouse	Ceiling
State of repair	Good	Upper floors	Offices	Floors
Finishes	Good	Basements		Heating
Facilities	Good	Parking	Shared	Air-conditioning
Area	Industrial	Lifts	None	Energy

Weaknesses

Secondary area
Low level rents because of the oversupply within the area

Strengths

Property with a good state of repair.
Flexible areas that can be adapted to tenants' needs.
Good ratio of lettable office to industrial areas.

Threats

Opportunities

Better economic conditions in the short/medium term.

Areas

Gross Lettable Area GLA	26.026,00 sqm

Licenses

New construction license

Valuation Method

We have used the capitalization – hardcore approach method. This method is very similar to the traditional one, which consists of the capitalization, in perpetuity, using two different discount rates that take in account all market risks. We have applied a hardcore discount rate of 8.75%, which contemplates the current void period and the future stepped rent lease contract.

Study of market rent

Location	Areas sq m.	Annual / Rent €	Rent €/sqm/month	Type
P.I. Constanti	5.525,00 sqm	€165.750	€2,50 sqm/m	Transaction
Central Logis Vilarodona	20.000,00 sqm	€480.000	€2,00 sqm/m	Transaction
Constanti	1.993,00 sqm	€35.874	€1,50 sqm/m	Transaction
Riu Clar	748,00 sqm	€13.464	€1,50 sqm/m	Transaction
P.I. Constanti	5.800,00 sqm	€160.080	€2,30 sqm/m	Transaction

Study of market prices

Ubicación	Areas sq m.	Price €	Price €/sqm	Type
Mas Blau - El Prat - Barcelona	17.100,00 sqm	€9.300.000	543,86 €/m ²	Transaction
P. I. Plaza - Zaragoza	20.764,00 sqm	€10.750.000	517,72 €/m ²	Transaction
Miralcampo - Madrid	36.990,00 sqm	€12.050.000	325,76 €/m ²	Transaction
Alovera - Madrid	38.968,00 sqm	€16.430.000	421,63 €/m ²	Transaction

Market Comment

Transactions and industrial product demand have contracted during 2014, according to industrial indicators from 2014. On the other hand, supply of available spaces has increased despite of the lack of new land plot developments. Industrial rent levels have considerably decreased over the last years because of the weak demand, being around the rate of €2 sqm/month.

From the investor's point of view, there is currently a more demanding level of yields, approximately being on average between 8.5% - 9.0%.

Market Value

€7.000.000

Value €/sq m.

€269 per sqm

Observations

The whole property has recently been leased to "Kellogg's Europe", signing a stepped rent contract with an obligatory period of 3 years. Yields have slightly decreased in comparison with the last quarter of 2014 due to better economic conditions within the industrial market and the overall Spanish economy.

Photograph and Location Plan



Summary

Reference	14
Valuation Date	31/03/2015
Portfolio	VA15 - 0154
Property	AXIARE PATRIMONIO
Address	Calle Hornos nº6 esq Torre de los Herberos
ZC	41703
City	Dos Hermanas
Province	Sevilla
Country	Spain

Type of valuation	New
Inspection	Internal
Location	Periphery
Typology	Industrial - Logistic
Year of construction	
Occupancy	Rented
Current occupancy rate	100%
Number of floors	1
Number of parking spaces	n/a

Areas	42.466,00 sqm

Market value	€13.000.000

Property Description

Industrial-Logistic warehouse with a built area of 40,296 sqm with 2,170sqm of office space, located in the Industrial Estate La Isla, Dos Hermanas. The property is located on the edge of the industrial estate and is developed as a rectangular shaped warehouse with a perimeter corridor around the building. It benefits from 61 loading docks and office space. The offices have not been built to a high level of specification and have not been well maintained. The property is currently leased to Centros Comerciales Carrefour although the warehouse is branded as a different occupier. The Industrial Estate La Isla is characterized, unlike most conventional industrial estates, for having plots of over 10,000 sqm, up to 40,000m². Most of the units within the estate are used for processing activities, storage and logistics.

Summary of parameters

Global rating	Average	Accesses	Private transportation	Fire prevention	
Location	Good	Safety	CCTV, Guards and Alarm	Interior layout	Partition wall
Market projection	Good	Ground floor	Storage	Ceiling	Suspended metal ceilings
State of repair	Medium	Upper floors		Floors	
Finishes	Medium	Basements		Heating	
Facilities	Medium	Parking	Shared	Air-conditioning	
Area	Industrial	Lifts		Energy	

Weaknesses

Poor state of repair
Limited number of potential tenants/occupiers

Strengths

Versatility of uses of the building
High occupation rate of the industrial estate
Covenant strength

Threats

Should the property become vacant, it would be difficult to find a new tenant for a unit of this size

Opportunities

Good road communications
Sevilla is one of the provinces with a bigger industrial-logistic activity
Close to communication links and close to the future SE-40 ring road that will improve its accessibility

Areas

Gross Lettable Area GLA	42.466,00 sqm

Licenses

Activity, Occupancy and Opening License.

Valuation Method

We have used the capitalization method - Hardcore. It is very similar to the traditional method which consists in the capitalization, in perpetuity, using two update rates, which takes into account all the potential market risks. For valuation purposes, we have considered a discount rate of 8.5%.

Leasing Market Study

Location	Areas sq m.	Annual / Rent €	Rent €/sq m./month	Type
PI La Isla	16.000,00 sqm	€360.000	€1,88 sqm/m	Transaction
PI La Isla	6.200,00 sqm	€180.000	€2,42 sqm/m	Transaction
PI Pineda	28.900,00 sqm	€850.000	€2,45 sqm/m	Transaction
PI Polysol	6.000,00 sqm	€140.000	€1,94 sqm/m	Transaction

Market comment

It is worth mentioning that the current existing supply of both land and finished product for industrial use in Sevilla in general and in the Industrial Estate La isla in particular. The oversupply is mainly concentrated in the periphery of Sevilla. Market rents for logistic-industrial units in the periphery are around €2.5 sqm/month.

The area will benefit from the opening of the SE-40 ring road that will improve the connections to the area, and could attract new tenants and improve the rental value.

Market value

€13.000.000

Value €/sq m.

€306 per sqm

Observations

The location, lack of product with the same characteristics, adaptation to the activity of the tenant, should provide security on income in the medium term. Currently the unit is slightly over rented with short unexpired lease term (Dec- 2016) therefore the initial yield is high. We have assumed CAPEX expenses to improve the general condition of the units. Having estimated an adequate equivalent yield .

Being a large property with a considerable volume, potential buyers of this property could be either national REITS or other international funds, being of less interest for family office and local investors.

Photograph and Location Plan



Summary

Reference	15
Valuation Date	31/03/2015
Portfolio	VA15 - 0154
Property	AXIARE PATRIMONIO
Address	Av. Diagonal, 197
ZC	08018
City	Barcelona
Province	Barcelona
Country	Spain

Type of valuation	Update
Inspection	External
Location	Prime
Typology	Offices - Exclusive Building
Year of construction	2008
Occupancy	Rented
Current occupancy rate	100%
Number of floors	17
Number of parking spaces	251

Areas	15.351,00 sqm

Market value	€54.200.000

Property Description

The subject property is a recently built office building in the area of 22@, near the Plaza de les Glories of Barcelona. It is located within close proximity of the 'Torre Agbar' and the Glories Shopping Centre. The building falls within the boundary of the Audiovisual Campus, which is composed of a collection of buildings located between the Av. Diagonal and the streets of Llacuna, Almogàvers and Cuitat de Granada.

The building consists of two parts. The lower floors consisting of irregular shaped floor plates, which are aligned with Av. Diagonal, while the upper floors, which form a fairly rectangular shape floor plate and are set back to the interior of the plot.

Summary of parameters

Global rating	Excellent	Accesses	Metro, Tram and Bus	Fire prevention
Location	Very Good	Safety		Interior layout
Market projection	Excellent	Ground floor	Commercial	Ceiling
State of repair	Excellent	Upper floors	Offices	Floors
Finishes	Very Good	Basements	Garage	Heating
Facilities	Very Good	Parking	Assigned spaces	Air-conditioning
Area	Mixed	Lifts		Energy

Weaknesses

The contracts have a fairly short unexpired term to nearest break option
A large percentage of parking spaces are currently vacant

Strengths

Excellent occupation levels of property
Good parking provision
Well communicated area
Newly built office building

Threats

The recovery of the Spanish economy is not yet consolidated
Risk of reliance on main occupier of building

Opportunities

Rental growth potential in the medium term
Improvement in the occupation of parking units

Areas

Gross Lettable Area GLA	15.351,00 sqm

Licenses

Opening and Operation Licenses.

Valuation Method

We have used the method of discounted cash flow (DCF) to arrive at our opinion of market value. It would also be the method used by international investors as potential buyers. However, it should be noted that the results obtained by this method are always compared with transactions recently occurring in the market in terms of price per square metre and initial yield rates.

The method is based on a prediction of the likely net property income generated for a certain period of time (10 years), considering a residual value of the property at the end of that period. The flows are discounted at an internal rate of return "target" (IRR) considered applicable to the property in order to discount the returns to generate its Present Value.

Study of market rent

Location	Areas sq m.	Annual / Rent €	Rent €/sqm/month	Type
Edificio Llacuna - C/ Llacuna, 56	2.130,00 sqm	€293.940	€11,50 sqm/m	Transaction
Edificio Interface - C/ Tanger, 98	180,00 sqm	€28.080	€13,00 sqm/m	Transaction
Edificio Cornestone	6.810,00 sqm	€1.265.843	€15,49 sqm/m	Transaction
Edificio Mediapro - Av. Diagonal, 177	1.003,00 sqm	€168.504	€14,00 sqm/m	Transaction

Market Comment

Investment prospects have improved significantly in the Spanish market, with many of the international and domestic investors who were previously absent in the market, returning to show demand. The market is expected to experience a significant compression of yields in all sectors over the next year. The lack of product on sale in the office market is pushing capital values upward.

Rental levels have now stabilized and is expected that the market will see a significant improvement in the upcoming years. Our opinion of Market Rent would be at the high end of the comparables, due to its superior location facing onto Avenida Diagonal, and near the Glories area of the city.

Market Value

€54.200.000

Value €/sq m.

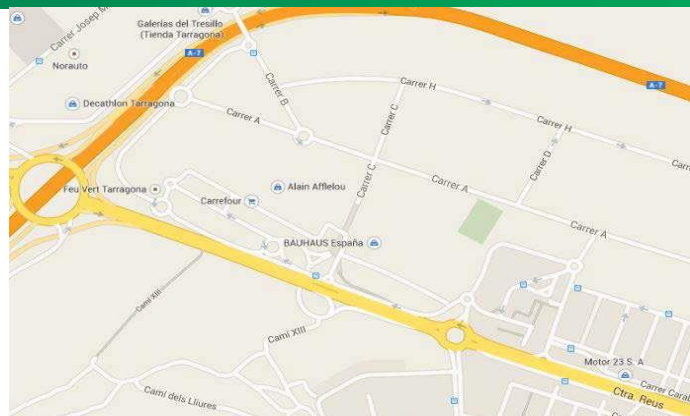
€3.531 per sqm

Observations

In our opinion it is a building that benefits from an excellent location in the area of 22@, with a good level of public and private transport connections. The offices are in a good condition and with a very high occupancy rate.

From the point of view of marketing, we believe the property would generate a lot of interest in the market and therefore is a very liquid product. Due to the size of a potential operation, potential buyers could be national or international funds.

Photograph and Location Plan



Summary

Reference	16	Type of valuation	Update
Valuation Date	31/03/2015	Inspection	No
Portfolio	VA15 - 0154	Location	Periphery
Property	AXIARE PATRIMONIO	Typology	Retail Warehouse
Address	Les Gavarres - C/ W	Year of construction	2008
ZC	43006	Occupancy	Rented
City	Tarragona	Current occupancy rate	100%
Province	Tarragona	Number of floors	2
Country	Spain	Number of parking spaces	352
Areas	12.413,00 sqm	Market value	€27.800.000

Property Description

The subject property is a retail warehouse with a gross lettable area of 12,413sqm and 352 exterior parking spaces. It is located in the retail park of Les Gavarres, Tarragona. The property is 100% let to the occupier 'Bauhaus', in occupation since 2008 and a contract period until 15/08/2038, with an obligatory period until 31/07/2021, at which date the tenant has a break option with a minimum notice period of twelve months.

Les Gavarres is an important commercial area of Tarragona with a wide range of commercial offering, including renowned operators such as Decathlon, Leroy Merlin, Carrefour, Lidl, McDonalds, Norauto, etc.

Summary of parameters

Global rating	Very Good	Accesses	Bus	Fire prevention
Location	Very Good	Safety		Interior layout
Market projection	Very Good	Ground floor	Commercial	Ceiling
State of repair	Good	Upper floors		Floors
Finishes	Good	Basements		Heating
Facilities	Good	Parking	Shared	Air-conditioning
Area	Commercial	Lifts		Energy

Weaknesses

Rents have fallen in the area due to fall in consumption

Strengths

Consolidated retail location
Good parking provision
Long-term lease
Property is in a good state of repair

Threats

Underperforming consumption due to high unemployment in Spain
The recovery in the market is not consolidated

Opportunities

Property located in best retail park in the area
Potential for future rental growth with improvement in economic conditions in the medium/long term

Areas

Gross Lettable Area GLA	12.413,00 sqm

Licenses

Opening and Operation Licenses.

Valuation Method

We have used the method of discounted cash flow (DCF) to arrive at our opinion of market value. We have adopted a 10 year Cash-Flow.

In this calculation we have adopted an initial yield of 7.00%, which we have applied to the property based on location, characteristics and type of contract.

Study of market rent

Location	Areas sq m.	Annual / Rent €	Rent €/sqm/month	Type
Parc Vallès, Terrassa	2.832,00 sqm	€356.832	€10,50 sqm/m	Transaction
Les Gavarres - Tarragona	2.381,00 sqm	€205.147	€7,18 sqm/m	Transaction
Les Gavarres - Tarragona	3.731,80 sqm	€624.000	€13,93 sqm/m	Transaction

Market Comment

Throughout 2014 we have seen a significant recovery in the property market in Spain and especially in the retail market, including shopping centres, retail parks and High Street. The yields demanded by investors have declined significantly, showing their confidence in the market. The general perception is that the market is in the bottom of the cycle and for this reason there are many international operators interested in acquiring such properties.

Having said this, Tarragona is not as attractive as Barcelona city where rents are higher and there is a superior level of demand from investors.

Market Value

€27.800.000

Value €/sq m.

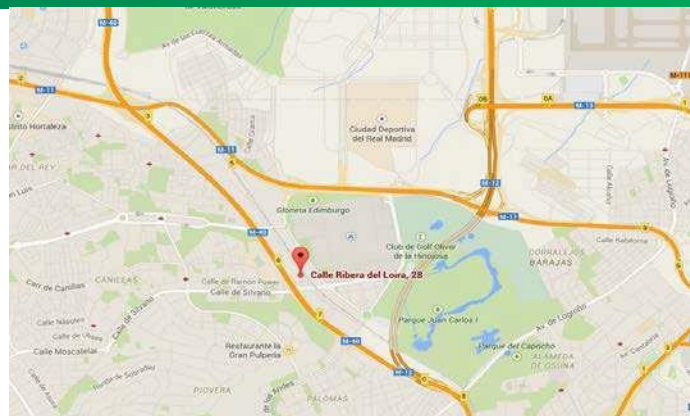
€2.240 per sqm

Observations

We believe that this is a very liquid asset and would achieve a good level of interest in the market. The location, condition and type of long-term contract should give assurance about the security of income in the medium term.

Being a large property with a considerable volume, potential buyers of this property could be either other REIT funds or other national or international funds, with these having a greater demand than local or family office investors.

Photograph and Location Plan



Summary

Reference	17
Valuation Date	31/03/2015
Portfolio	VA15 - 0154
Property	AXIARE PATRIMONIO
Address	Ribera del Loira 28
ZC	28042
City	Madrid
Province	Madrid
Country	Spain

Type of valuation	Update
Inspection	Internal
Location	Decentralized
Typology	Offices - Exclusive Building
Year of construction	2000
Occupancy	Rented
Current occupancy rate	100%
Number of floors	6
Number of parking spaces	370

Areas	12.822,00 sqm

Market value	€47.500.000

Property Description

Exclusive office building located in Campo de las Naciones Business Park with façade to the M-40 which includes 12,822 sq m. distributed in 6 floors around a central patio and 370 parking spaces. The building is located between the airport and the city center comprising good communications by road as well as by public transportation. The building has good finishes such as suspended ceilings and raised floors and it is in a good state of repair.

Summary of parameters

Global rating	Good	Accesses	Metro and Bus	Fire prevention	Sprinklers and Detectors
Location	Good	Safety	CCTV, Guard and Alarm	Interior layout	Painted walls
Market projection	Good	Ground floor	Offices	Ceiling	Metal suspended ceilings
State of repair	Good	Upper floors	Offices	Floors	Raised floors
Finishes	Good	Basements	Garage	Heating	Diffusers
Facilities	Good	Parking	Spaces assigned	Air-conditioning	Cold and Hot
Area	Mixed	Lifts	Persons and Merchandise	Energy	Electricity

Weaknesses

Lack of services in the immediate area
A bit far away from the metro station

Strengths

Good accesses through the M-40 and M-11 to the airport
Good occupancy rate
Façade to the M-40

Threats

Risk of the main tenant leaving
Supply available in the area

Opportunities

Upwards market rents in the medium to long term.

Areas

Gross Lettable Area GLA	12.822,00 sqm

Licenses

Opening and Operation Licenses.

Valuation Method

We have used the discounted cash flow (DCF) method in order to arrive at our opinion of Market Value. Likewise, it would be the method used by international investors as potential purchasers. Nonetheless, we must point out that the results obtained from this method are always compared to the transactions recently carried out in the market according to the price per square meter and initial yields. The method is based on the forecast of potential net income to be generated by the property for a certain period of time (10 years), considering a residual value of the property at the end of such period. The cash flows are discounted at an "objective" internal rate of return (IRR) considered as corresponding to the property to generate its Current Value.

Study of rental market

Location	Areas sq m.	Annual / Rent €	Rent €/sq m./month	Type
Ribera del Loira 8	610,00 sqm	€117.120	€16,00 sqm/m	Asking Price
C/ del Partenón 10	400,00 sqm	€76.800	€16,00 sqm/m	Asking Price
Paseo Doce Estrellas	358,00 sqm	€71.940	€16,75 sqm/m	Asking Price
Tomás Redondo 3	272,00 sqm	€72.000	€22,06 sqm/m	Asking Price

Market Comment

Since the upwards trend in 2007, rents of office buildings have suffered a downfall in the range of 40%. Campo de las Naciones Business Park has experienced those downfall rates, with prices of the best located properties in the range of €15/16 sq m/month. Nonetheless, and despite the macro-economic indicators that indicate an increase of rents in the best locations in the average term, we must point out the supply of space existing in the immediate surroundings, which leads to a standstill of rents in the range of €15/16 sq m/month.

Market Value

€47.500.000

Value €/sq m.

€3.705 per sqm

Observations

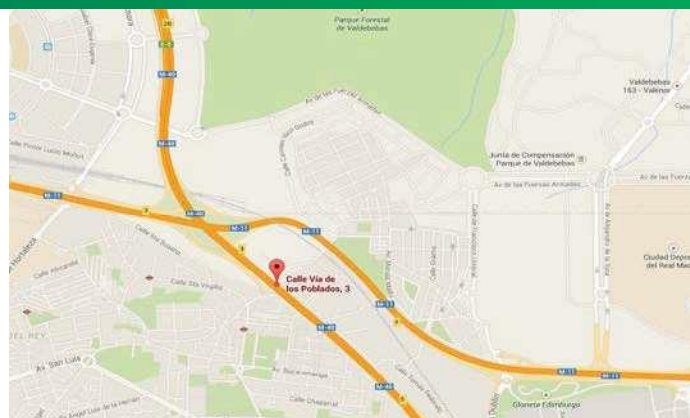
Property located in a good secondary location

Façade to the M-40

A refurbishment is intended to obtain LEED certification

Non-recoverable expenses only in vacant spaces

Photograph and Location Plan



Summary

Reference	18	Type of valuation	Update
Valuation Date	31/03/2015	Inspection	Internal
Portfolio	VA15 - 0154	Location	Decentralized
Property	AXIARE PATRIMONIO	Typology	Offices - Exclusive Building
Address	Vía de los poblados 3	Year of construction	2006
ZC	28033	Occupancy	Rented
City	Madrid	Current occupancy rate	84%
Province	Madrid	Number of floors	6
Country	Spain	Number of parking spaces	391
Areas	17.338,00 sqm	Market value	€56.850.000

Property Description

Two exclusive office building located in Campo de las Nacines Business Park with façade to the M-40 with 17,388 sq m. and 391 parking spaces. The building is located in a mini-business park including excellent services surrounded by 10 buildings and a hotel. It is located at 10 minutes from the airport and 15 minutes from the CBD. The property benefits from good communications by road and public transport. The building includes good finishes such as suspended ceilings and raised floors and it is in a good state of repair.

Summary of parameters

Global rating	Good	Accesses	Metro and Bus	Fire prevention	Sprinklers and Detectors
Location	Good	Safety	CCTV, Guard and Alarm	Interior layout	Painted walls
Market projection	Good	Ground floor	Offices	Ceiling	Metal suspended ceilings
State of repair	Good	Upper floors	Offices	Floors	Raised floors
Finishes	Good	Basements	Garage	Heating	Diffusers
Facilities	Good	Parking	Assigned spaces	Air-conditioning	Cold and Hot
Area	Mixed	Lifts	Persons and Merchandise	Energy	Electricity

Weaknesses

Traffic jam in rush hours
Metro station a bit far away

Strengths

Good accesses to the airport through the M-40 and M-11
Good occupancy rate
Façade to the M-40

Threats

Difficulty to take-up the vacant space available
Supply available in the area

Opportunities

Upwards market rent in the medium-long term
Building with potential revaluation

Areas

Gross Lettable Area GLA 17.338,00 sqm

Licenses

Opening and Operation Licenses.

Valuation Method

We have used the discounted cash flow (DCF) method in order to arrive at our opinion of Market Value. Likewise, it would be the method used by international investors as potential purchasers. Nonetheless, we must point out that the results obtained from this method are always compared to the transactions recently carried out in the market according to the price per square meter and initial yields. The method is based on the forecast of potential net income to be generated by the property for a certain period of time (10 years), considering a residual value of the property at the end of such period. The cash flows are discounted at an "objective" internal rate of return (IRR) considered as corresponding to the property to generate its Current Value.

Study of market rent

Location	Areas sq m.	Annual / Rent €	Rent €/sqm/month	Type
Ribera del Loira 8	610,00 sqm	€117.120	€16,00 sqm/m	Asking Price
C/ del Partenón 10	400,00 sqm	€76.800	€16,00 sqm/m	Asking Price
Paseo Doce Estrellas	358,00 sqm	€71.940	€16,75 sqm/m	Asking Price
Tomás Redondo 3	272,00 sqm	€72.000	€22,06 sqm/m	Asking Price

Market Comment

Since the upwards trend in 2007, rents of office buildings have suffered a downfall in the range of 40%. Campo de las Naciones Business Park has experienced those downfall rates, with prices of the best located properties in the range of €15/16 sq m/month. Nonetheless, and despite the macro-economic indicators that indicate an increase of rents in the best locations in the average term, we must point out the supply of space existing in the immediate surroundings, which leads to a standstill of rents in the range of €15/16 sq m/month.

Market Value

€56.850.000

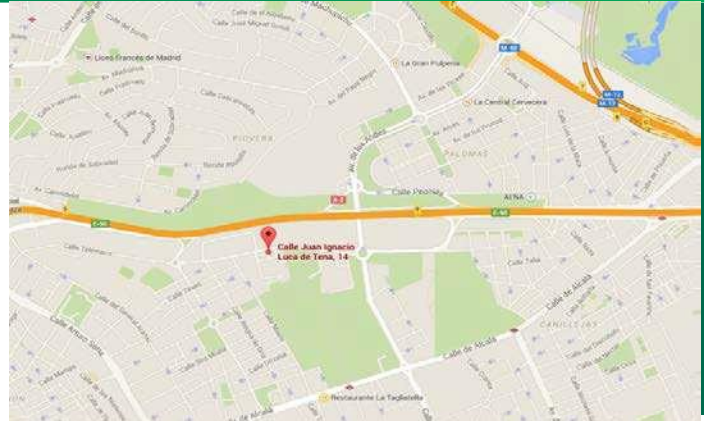
Value €/sq m.

€3.279 per sqm

Observations

Property located in a good secondary location
Façade to the M-40
A refurbishment is intended to obtain LEED certification
Non-recoverable expenses only in vacant spaces

Photograph and Location Plan



Summary

Reference	19	Type of valuation	Nueva
Valuation Date	31/03/2015	Inspection	Interna
Portfolio	VA15 - 0154	Location	Periferia
Property	AXIARE PATRIMONIO	Typology	Oficinas - Edificio Exclusivo
Address	Juan Ignacio Luca de Tena 14	Year of construction	2005
ZC	28027	Occupancy	Vacio
City	Madrid	Current occupancy rate	0%
Province	Madrid	Number of floors	5
Country	Spain	Number of parking spaces	195
Areas	8.032,00 sqm	Market value	€17.400.000

Property Description

Exclusive office building located in front of Banco Popular and the new retail area currently under construction. The building has independent facilities every 1/4 floor. It benefits from open efficient and flexible floor layouts, raised floors and 2,66 meters free height and finishes in laminated grey. It also includes suspended ceilings with low consumption light fittings, twilight control in all the office areas, led lighting in common areas and presence sensors.

Summary of parameters

Global rating	Good	Accesses	Metro and Bus	Fire prevention	Smoke detectors
Location	Good	Safety	Guard and Alarm	Interior layout	Painted walls
Market projection	Average	Ground floor	Offices	Ceiling	Metal suspended ceiling
State of repair	Good	Upper floors	Offices	Floors	Raised floors
Finishes	Good	Basements	Garage	Heating	Diffusers
Facilities	Good	Parking	Spaces assigned	Air-conditioning	Independent units
Area	Offices	Lifts	People and Merchandise	Energy	Electricity

Weaknesses

Vacant property
Metro station a bit far away

Strengths

Quick accesses through the A-2
Building located in front of the future headquarters of Banco Popular

Threats

Difficulty to take-up the vacant space available
Supply available in the area

Opportunities

Upwards market rent in the medium-long term
Building with potential revaluation

Areas

Gross Lettable Area GLA	8.032,00 sqm

Licenses

New construction license

Valuation Method

We have used the discounted cash flow (DCF) method in order to arrive at our opinion of Market Value. Likewise, it would be the method used by international investors as potential purchasers. Nonetheless, we must point out that the results obtained from this method are always compared to the transactions recently carried out in the market according to the price per square meter and initial yields. The method is based on the forecast of potential net income to be generated by the property for a certain period of time (10 years), considering a residual value of the property at the end of such period. The cash flows are discounted at an "objective" internal rate of return (IRR) considered as corresponding to the property to generate its Current Value.

Study of market rent

Location	Areas sq m.	Annual / Rent €	Rent €/sqm./month	Type
Juan Ignacio Luca de Tena 17	495,00 sqm	€71.340	€12,01 sqm/m	Asking Price
Pérez Cidón 4	1.026,00 sqm	€180.000	€14,62 sqm/m	Asking Price
Josefa Valcárcel 30	4.390,00 sqm	€711.180	€13,50 sqm/m	Asking Price

Market Comment

Mixed business and residential area that has experienced a downfall of rents in the range of 40% as well as the vacancy of some of its buildings, but the construction of the future headquarters of Banco Popular generates expectations in the office market with an increase of rent in the medium term as well as the compression of yields. Nonetheless and despite the macro-economic indicators that indicate an increase of rents in the best locations in the medium term, we must highlight the existing supply of space in the nearby areas, which leads to a relative standstill of rents in the range of €12 sq m/month.

Market Value

€17.400.000

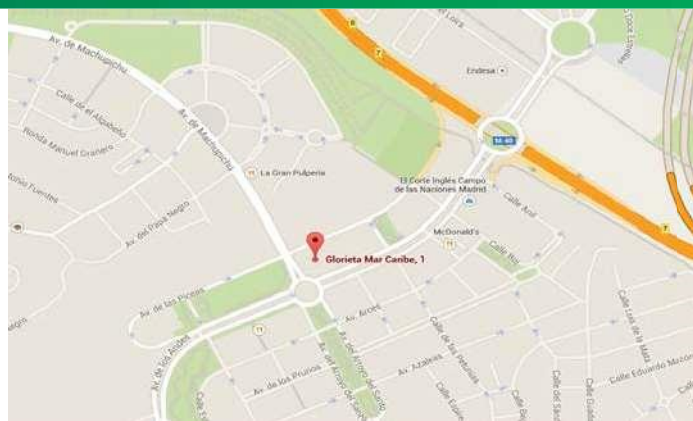
Value €/sq m.

€2.166 per sqm

Observations

The property is expected to provide funds for the refurbishment of the façade. The building has, nonetheless, a good state of repair in its interior partitions.

Photograph and Location Plan



Summary

Reference	20	Type of valuation	New
Valuation Date	31/03/2015	Inspection	Internal
Portfolio	VA15 - 0154	Location	Decentralized
Property	AXIARE PATRIMONIO	Typology	Offices - Exclusive Building
Address	Glorieta del Mar Caribe 1	Year of construction	2005
ZC	28043	Occupancy	Rented
City	Madrid	Current occupancy rate	100%
Province	Madrid	Number of floors	5
Country	Spain	Number of parking spaces	170
Areas	6.327,00 sqm	Market Value	€23.500.000

Property Description

Tucumán is located in Hortaleza District, in Campo de las Naciones, at 11.5 kms. to the Northeast of Madrid's city center and within the M-40 Ringroad. Campo de las Naciones is a mixed use area comprising office buildings as well as retail. The building is steel frame, with a glass curtain wall façade and a bit of stone lining. The building includes 6,327 sq m. above ground and comprises 170 parking spaces.

Summary of parameters

Global rating	Good	Accesses	Metro and Bus	Fire prevention	Sprinklers
Location	Good	Safety	CCTV, Guard and Alarm	Interior layout	Partitions
Market projection	Good	Ground floor	Retail	Ceiling	Metal suspended ceilings
State of repair	Good	Upper floors	Offices	Floors	Raised floors
Finishes	Good	Basements	Garage	Heating	Under-floor heating
Facilities	Good	Parking	Assigned spaces	Air-conditioning	Independent units
Area	Residential	Lifts	People and Merchandise	Energy	Electricity

Weaknesses

Metro station a bit far away

Strengths

Quick access through the M-40
Property 100% occupied
Long-term leases

Threats

Space available in the surroundings

Opportunities

Upwards market rents in the medium to long term
Building with potential revaluation

Areas

Gross Lettable Area GLA	6.327,00 sqm

Licenses

Activity, Occupancy and Opening License.

Valuation Method

We have used the discounted cash flow (DCF) method in order to arrive at our opinion of Market Value. Likewise, it would be the method used by international investors as potential purchasers. Nonetheless, we must point out that the results obtained from this method are always compared to the transactions recently carried out in the market according to the price per square meter and initial yields. The method is based on the forecast of potential net income to be generated by the property for a certain period of time (10 years), considering a residual value of the property at the end of such period. The cash flows are discounted at an "objective" internal rate of return (IRR) considered as corresponding to the property to generate its Current Value.

Leasing Market Study

Location	Areas sq m.	Annual / Rent €	Rent €/sqm./month	Type
Paseo de Doce Estrellas 2	318,00 sqm	€63.924	€16,75 sqm/m	Asking Price
Edificio Pórtico	750,00 sqm	€162.000	€18,00 sqm/m	Asking Price
Avenida del Partenón 12	1.070,00 sqm	€205.440	€16,00 sqm/m	Asking Price

Market Comment

Upwards market as far as investment is concerned, influenced by the last transactions of SOCIMIS such as LAR or HISPANIA and characterized by a decrease in yields in buildings with good finishes located in the area of Campo de Las Naciones. As regards market rent, according to the list of comparables of buildings with similar characteristics provided, we have situated the subject property's market rent at €15 sq m/month.

Market Value

€23.500.000

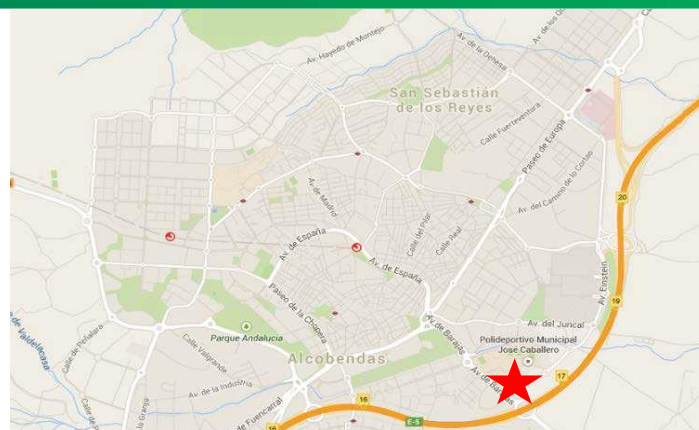
Value €/sq m.

€3.714 per sqm

Observations

Property with good finishes and possibilities of increasing rents in the medium to long term. It benefits from tenants with long term leases which provides a secured value from now to the next 4 years.

Photograph and Location Plan



Summary

Reference	21	Type of valuation	New
Valuation Date	31/03/2015	Inspection	Internal
Portfolio	VA15 - 0154	Location	Decentralized
Property	AXIARE PATRIMONIO	Typology	Hotel
Address	Avenida de Barajas 22	Year of construction	2006
ZC	28108	Occupancy	Rented
City	Alcobendas	Current occupancy rate	100%
Province	Madrid	Number of floors	10
Country	Spain	Number of parking spaces	212
Areas	10.447,00 sqm	Market value	€11.550.000

Property Description

Hotel Rafael Madrid Norte is a 4 star establishment including 145 rooms. It comprises a lobby-bar, a restaurante buffet and menu, a terrace on the fourth floor used as bar during the months of spring and summer, a small gymnasium, 11 rooms for events and meetings with an approximate area of 1,522 sq m., and 180 parking spaces used by the hotel's clients as well as by external public. The rooms and common areas have a modern and attractive decoration and are in a good state of repair, even though some furniture and facilities need to be replaced in the medium term.

The hotel is located in the Omega Business Park, office complex comprising the headquarters of companies such as: Samsung, TP Visión, VSA Comunicación, etc. The hotel is located in one of the best business areas in Alcobendas, having various industrial, technological and service companies in its surroundings and also a wide competition of similar hotels. It is located at less than 7 minutes from the Madrid Barajas Airport and within the catchment area of IFEMA and Palacio de Congresos, being perfectly communicated through the A-1, M-40, R-2, M-11 and M-50. It is also easily accessible by public transport, having various bus stops in the complex surroundings which connect the hotel with Alcobendas, Madrid, Tres Cantos and San Sebastián de los Reyes.

Summary of parameters

Global rating	Good	Accesses	Metro and Bus	Fire prevention	Smoke detectors
Location	Good	Safety	CCTV, Guard and Alarm	Interior layout	Painted walls
Market projection	Average	Ground floor	Hotel	Ceiling	Plastered
State of repair	Good	Upper floors	Hotel	Floors	Wooden floors
Finishes	Very good	Basements	Hotel and garage	Heating	Other
Facilities	Good	Parking	Shared	Air-conditioning	Cold and Hot
Area	Mixed	Lifts	People and Merchandise	Energy	Gas

Weaknesses

Far away from Madrid's city center
High dependency on business clients and MICE, since leisure tourist prefer more centric locations in Madrid
Currently operated by a chain, hardly known

Strengths

Good accessibility and connections by public and private transport
Good state of repair and attractive decoration
Excellent facilities for congresses and meetings

Threats

High competition not only in Alcobendas and San Sebastián de los Reyes but also in the area of IFEMA and the airport;
Investor interest concentrated mainly in centric areas in the main cities
Downfall of average rates in Madrid in the last years

Opportunities

Recover of the national corporate demand
Reactivation of the hotel investment market in Spain
Potential entrance of a well known international operator that would improve the business operation

Areas

Gross Lettable Area GLA

10.447,00 sqm

Licenses

Activity, Occupancy, Opening and Rating License

Valuation Method

We have used the discounted cash flow (DCF) method in order to arrive at our opinion of Market Value. We have carried out projections of the operating account at 10 years, starting as at valuation date. When using this method, the net operational income expected for the hotel in a 10 year period is discounted from the current values using an appropriate discount rate. The Hotel value derived from the capital gains of the tenth year are discounted from the current values. Nonetheless, the hotel value is considered within the context of the recent market transactions, applying the adjustments necessary as far as location and quality are concerned.

Study of the investment market

Date	Hotel	Rooms	Price	Price/Room	Comment
2012	Amura Getafe	96	€6.500.000	€ 67.708	Elegance Hotels & Resorts included in 2012 two hotels: The Amura Getafe, 4* and opened in 2009 and the Amura Azuqueca, 3*. Both properties were until then owned by the chain Amura.
2013	Foxá 32 Suites	161	€16.750.000	€ 104.037	In 2013 the hotels of the former Foxá Chain were auctioned after their closing and its subsequent allocation to the creditor companies. The first two units to be acquired were two 4* apart-hotels in Madrid, both of BBVA.
2013	Foxá 25 Suites	101	€10.000.000	€ 99.010	Suite Foxá 32 was purchased by HVB Casas, meanwhile Suites Foxá 25 became an asset of the construction company Pryconsa.
2014	NH San Sebastián de los Reyes	99	€6.900.000	€ 69.697	Hispania obtained in 2014 two hotels in Madrid operated by the NH Hotel Group, as long term leasing. The transaction is included in the portfolio acquired by Grupo IDL.

Market Comment

After experiencing the severe economic crisis due to its dependence on national corporate clients, the average occupancy of hotels in the Community of Madrid increased significantly by 11.9% in 2014 situating itself in 62% of vacant rooms, which permitted to counteract the slight decrease of the average rate (-0.9%) and register an average income per room of 45.8€ (+10.9%).

The improvement of demand and operation along with the economic stability and lower interest rates, permitted an increase of volume of the hotel investment in Spain of 55.2% in comparison to the year 2013, with a total of 10 hotel transactions registered in Madrid. Nonetheless, there is still a limited activity in secondary locations in the city, unless they are consolidated assets subject to a lease with prestigious operators.

Market Value

€11.550.000

Value €/sq m.

€1.106 per sqm

Observations

The assumed areas above ground correspond to the areas detailed in the lease signed on July 1st, 2011.

For the valuation of the subject hotel, we have assumed its operation under a leasing by a third party. Based on the adenda signed between Rafael Hoteles S.A.U and Axia Real Estate Socimi, S.A. on the 20th of February 2015, we have assumed that the rent established in the lease of 2011 (9% of AGOP) will be maintained during the year. We carry out the special hypothesis that in year 2 of our projections, the previous lease is terminated and the hotel starts to be managed by a first class operator with a market lease (66% of GOP). We have assumed that any potential purchaser would require a minimum CAPEX of €6,000 room to adapt the hotel to its standards and to the more demanding safety and fire prevention laws (such as the American).

APPENDIX II: AUDITED 2014 FINANCIAL STATEMENTS

AXIA REAL ESTATE SOCIMI, S.A.

Audit Report, Annual Accounts and Directors' Report
for the period 19 March 2014 to 31 December 2014



This version of our report is a free translation from the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.

INDEPENDENT AUDIT REPORT

To the shareholders of Axia Real Estate SOCIMI, S.A.:

Audit report on the annual accounts

We have audited the accompanying annual accounts of Axia Real Estate SOCIMI, S.A. consisting of the balance sheet at 31 December 2014, the income statement, the statement of changes in equity, the cash flow statement and related notes for the period 19 March 2014 to 31 December 2014.

Responsibility of the directors in relation to the annual accounts

The directors are responsible for the preparation of the accompanying annual accounts such that they present fairly the financial position of Axia Real Estate SOCIMI, S.A. and the results of its operations in accordance with the financial reporting framework applicable to the entity in Spain, which is identified in note 2.1 to the accompanying annual accounts and the internal control considered necessary to permit the preparation of annual accounts which are free from material misstatement, due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the accompanying annual accounts based on our audit. We have carried out our audit in accordance with auditing standards in effect in Spain. Such standards require that we comply with ethical requirements and that we plan and carry out the audit with a view to obtaining reasonable assurance as to whether the annual accounts are free from material misstatements.

An audit requires the application of procedures to obtain audit evidence of the amounts and information disclosed in the annual accounts. The selected procedures depend on the auditor's judgement, including the assessment of risks of immaterial misstatement in the annual accounts due to fraud or error. When carrying out such risk assessments, the auditor takes into account the internal control relevant to the preparation by the entity of the annual accounts, in order to design the audit procedures that may be appropriate on the basis of the circumstances and not in order to express an opinion on the effectiveness of the entity's internal control. An audit also includes the assessment of the accounting policies applied and the reasonableness of the accounting estimates made by management and an evaluation of the overall presentation of the annual accounts as a whole.

We consider that the audit evidence obtained provides a sufficient and appropriate basis for our audit opinion.



Opinion

In our opinion, the accompanying annual accounts present fairly, in all material respects, the financial position of Axia Real Estate SOCIMI, S.A. at 31 December 2014 and its results and cash flows for the period 19 March 2014 to 31 December 2014 in accordance with the applicable financial reporting framework, and in particular, with the accounting principles and criteria included therein.

Information on other legal and regulatory requirements

The accompanying Directors' Report for 2014 contains the information that the Company's directors consider relevant to the Company's position, the development of its business and other matters and does not form an integral part of the annual accounts. We have verified that the accounting information contained in the Directors' Report is in agreement with that of the annual accounts for 2014. Our work as auditors is limited to checking the Directors' Report in accordance with the scope mentioned in this paragraph and does not include a review of information other than that obtained from the Company's accounting records.

PricewaterhouseCoopers Auditores, S.L.

Original in Spanish signed by Rafael Pérez Guerra

19 February 2015



AXIA REAL ESTATE SOCIMI, S.A.

Annual Accounts for
the period 19 March 2014 to 31 December 2014 and the Director's Report for 2014

This version is a free translation from the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version takes precedence over this translation.

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AXIA REAL ESTATE SOCIMI, S.A.

BALANCE SHEET AT 31 DECEMBER 2014
(Thousand euros)

ASSETS	Note	At 31 December 2014
NON-CURRENT ASSETS:		
Property, plant and equipment		389
Investment property	5	402,787
Long-term investments:	6, 7	4,384
Other financial assets		4,384
		407,560
CURRENT ASSETS		
Trade and other receivables		11,767
Trade receivables for sales and services	6, 7	665
Sundry accounts receivable	6, 7	8,065
Other receivables from public institutions	14	3,037
Short-term investments		748
Other financial assets	6, 7	748
Current prepayments and accrued income		103
Cash and cash equivalents	8	4,265
Cash		4,265
		16,883
		424,443

Notes 1 to 26 are an integral part of the Annual Accounts for the period 19 March 2014 to 31 December 2014.



AXIA REAL ESTATE SOCIMI, S.A.

BALANCE SHEET AT 31 DECEMBER 2014
(Thousand euros)

EQUITY AND LIABILITIES	Note	At 31 December 2014
EQUITY		
Shareholders' funds		
Capital	9 a)	360,060
Reserves	10	(19,429)
Treasury shares	9 b)	(1,006)
Profit (loss) for the year	11	2,013
		341,638
NON-CURRENT LIABILITIES		
Long-term payables		4,825
Other financial liabilities	6, 12	4,825
		4,825
CURRENT LIABILITIES		
Short-term payables		67,562
Bank loans	6, 12	67,545
Other financial liabilities		17
Trade and other payables		9,884
Sundry payables	6, 12	9,610
Other payables to the Public Administrations	14	274
Current accruals and deferred income		534
		77,980
		424,443

Notes 1 to 26 are an integral part of the Annual Accounts for the period 19 March 2014 to 31 December 2014.



AXIA REAL ESTATE SOCIMI, S.A.

INCOME STATEMENT FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014
(Thousand euros)

	Note	For the Period form 19 March 2014 to 31 December 2014
<u>CONTINUED OPERATIONS</u>		
Revenue	13 a)	6,675
Rendering of services		6,675
Staff costs	13 b)	(961)
Wages, salaries and similar remuneration		(905)
Staff welfare charges		(56)
Other operating expenses		(2,249)
External services	13 c)	(2,068)
Taxes		(181)
Investments properties amortization	5	(2,124)
Other profit (loss)		6
OPERATING PROFIT/(LOSS)		1,347
Financial income		748
Financial expenses		(82)
FINANCIAL RESULTS	15	666
PROFIT/(LOSS) BEFORE TAX		2,013
Corporate income tax	14	-
PROFIT/(LOSS) FOR YEAR FROM CONTINUING OPERATIONS		2,013
EARNINGS PER SHARE		
Basic earnings per share (euros)	24	0.056
Diluted earnings per share (euros)	24	0.056

Notes 1 to 26 are an integral part of the Annual Accounts for the period 19 March 2014 to 31 December 2014.



AXIA REAL ESTATE SOCIMI, S.A.

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014
(Thousand euros)

A) STATEMENT OF RECOGNISED INCOME AND EXPENSE (thousand euros)

	Note	For the Period form 19 March 2014 to 31 December 2014
Profit/ loss for the year	11	2,013
Income and expense taken directly to equity		(19,429)
Total income and expense taken directly to equity		(19,429)
Transfers to the income statement		-
Total transfers to the income statement		-
TOTAL RECOGNISED INCOME AND EXPENSE		(17,416)

Notes 1 to 26 are an integral part of the Annual Accounts for the period 19 March 2014 to 31 December 2014.



AXIA REAL ESTATE SOCIMI, S.A.

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014
(Thousand euros)

B) TOTAL STATEMENT OF CHANGES IN EQUITY (thousand euros)

	Capital	Reserves	(Treasury shares)	Profit/loss for the year	TOTAL
	Note 9 a)	Note 10	Note 9.b)	Note 11	
BALANCE AT 19 MARCH 2014	-	-	-	-	-
Total recognised income and expense	-	-	-	2,013	2,013
Operations with shareholders or owners:					
Formation	60	-	-	-	60
Capital increase	360,000	-	-	-	360,000
Trading in treasury shares (Note 9)	-	-	(1,006)	-	(1,006)
Other variations (Note 10)	-	(19,429)	-	-	(19,429)
BALANCE AT THE END OF 2014	360,060	(19,429)	(1,006)	2,013	341,638

Notes 1 to 26 are an integral part of the Annual Accounts for the period 19 March 2014 to 31 December 2014.



AXIA REAL ESTATE SOCIMI, S.A.

CASH FLOW STATEMENT FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014
(Thousand euros)

	Note	For the Period form 19 March 2014 to 31 December 2014
A) CASH FLOWS FROM OPERATING ACTIVITIES		
Profit/ (loss) for the year before tax	11	2,013
Adjustments to profit		1,458
Depreciation of PP&E	5	2,124
Financial income	15	(748)
Financial expenses	15	82
Changes in working capital		(994)
Debtors and other receivables	6, 7	(11,767)
Other current assets		(103)
Creditors and other payables	6, 12	9,610
Other current liabilities		825
Other non-current assets and liabilities		441
Cash flows from operating activities		2,477
B) CASH FLOWS FROM INVESTING ACTIVITIES		
Payments on investments		(405,300)
Property, plant and equipment		(395)
Investment properties	5	(404,905)
Cash flows from investing activities		(405,300)
C) CASH FLOWS FROM FINANCING ACTIVITIES		
Collections and payments on equity instruments		339,625
Issue of equity instruments		340,631
Acquisition of treasury shares	9 b)	(1,006)
Collections and payments on financial liability instruments		67,463
Arrangement of:		
Bank loans		67,463
Cash flows from financing activities		407,088
INCREASE / DECREASE IN CASH AND CASH EQUIVALENTS, NET	8	4,265

Notes 1 to 26 are an integral part of the Annual Accounts for the period 19 March 2014 to 31 December 2014.



AXIA REAL ESTATE SOCIMI, S.A.

NOTES TO THE ANNUAL ACCOUNTS FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014

(Thousand euros)

1. General information

Axia Real Estate Socimi, S.A. (the "Company") was incorporated in Spain on 19 March 2014 in accordance with the Spanish Companies Act. Its registered office is at José Ortega y Gasset 29, 28006 Madrid.

Its corporate objects are described in Article 2 of its Bylaws and consist of:

- The acquisition and refurbishment of urban properties earmarked for lease.
- The ownership of interests in the share capital of other Listed Corporations for Investment in the Real Estate Market (Sociedad Anónima Cotizada de Inversión en el Mercado Inmobiliario or "SOCIMIs") or other companies not resident in Spain with a company object identical to that of the former, which are subject to a regime similar to that established for the SOCIMIs in relation to the obligatory profit distribution policy stipulated by law or the By Laws.
- The ownership of interests in the share capital of other companies, resident or not in Spain, the principal company object of which is the acquisition of urban properties earmarked for lease, which are subject to the regime established for SOCIMIs in relation to the obligatory profit distribution policy stipulated by law or the By Laws, and meet the investment requirements referred to in Article 3 of Law 11/2009, of 26 October, amended by Law 16/2012, of 27 December, regulating SOCIMIs.
- The ownership of shares or ownership interests in property collective investment undertakings governed by Collective Investment Undertakings Law 35/2003, of 4 November.

The performance of other ancillary activities, which are deemed to be those that generate income that in the aggregate represents less than 20% of the Company's income in each tax period.

All activities required by law to meet special requirements that are not met by the Company are excluded.

The aforementioned business activities may also be fully or partially carried on indirectly by the Company through ownership interests in another company or other companies with a similar object.



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE ANNUAL ACCOUNTS FOR THE PERIOD 19 MARCH 2014 TO 31
DECEMBER 2014
(Thousand euros)

a) Regulatory Regime

The Company is regulated by the Spanish Companies Act.

Additionally, on 12 June 2014 the Company reported to the Tax Agency its decision to opt to apply the scheme for Listed Real Estate Investment Public Limited Companies (SOCIMIs) and is therefore subject to Law 11/2009, following its amendment through Law 16/2012, governing SOCIMIs. Article 3 of Law 11/2009, of 26 October, establishes certain requirements for this type of company, namely:

- a) They must have invested at least 80% of the value of their assets in urban properties earmarked for lease, in land to develop properties to be earmarked for that purpose, provided that development begins within three years following its acquisition, and in equity investments in other companies referred to in Article 2.1 of Law 11/2009.
- b) At least 80% of the rental income from the tax period corresponding to each year, excluding the rental income deriving from the transfer of the ownership interests and the properties used by the Company to achieve its principal object, once the retention period referred to below has elapsed, should arise from the lease of properties and dividends or shares of profits arising from the aforementioned investments.
- c) The properties included in the Company's assets should remain leased for at least three years. The time during which the properties have been made available for lease will be included in calculating this term, with a maximum of one year.

Transitional Provision One of the SOCIMI Law permits the application of the SOCIMI tax scheme, as laid down in Article 8 of the SOCIMI Law, even when the requirements contained therein are not met on the date of incorporation provided that such requirements are met in the two years following the date on which it is decided to apply that scheme. In the opinion of the Company's Directors, these requirements will be fully met in time and form.

The Company has been listed on the Spanish stock exchange and Spanish markets since 9 July 2014.



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2. Basis of Presentation

a) True and fair view

The Annual Accounts for the period 19 March 2014 to 31 December 2014 have been prepared on the basis of the Company's accounting records and are presented in accordance with prevailing commercial legislation and the provisions of the Chart of Accounts approved by Royal Decree 1514/2007 as amended by Royal Decree 1159/2010 so as to present fairly the Company's equity, financial position and results and accurately reflect cash flow in the cash flow statement.

The Annual Accounts for the period 19 March 2014 to 31 December 2014 were prepared by the Company's Board of Directors on 17 February 2015.

At 31 December 2014 the Company's working capital is negative by €61,097 thousand due to the bridging loan used in the last acquisition. At the preparation date of the Annual Accounts, the Company has arranged earmarked financing, enabling it to cover the maturities of the bridging loan and re-establish a positive working capital (Note 26).

b) Non-mandatory accounting principles

All mandatory accounting principles which would have a significant effect on the preparation of these annual accounts have been applied.

c) Key Issues in Relation to the Measurement and Estimation of Uncertainty

The preparation of the accounts requires the use by the Company of certain estimates and judgements in relation to the future that are assessed constantly and are based on historical experience and other factors, including expectations of future events considered reasonable under the circumstances.

The resulting accounting estimates, by definition, rarely equal real results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Fair value of Investment properties

The best evidence of the fair value of investment property in an active market is the price of similar assets. In the absence of such information and in light of the current market situation, the Company determines fair value using a range of reasonable values. When making such judgements, the Company uses a series of sources, including:



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- i. Current prices on an active market of different kinds of properties in different condition or location, adjusted for differences with the Company's assets.
- ii. Recent prices of properties on other less active markets, adjusted for changes in economic conditions since the transaction date.
- iii. Discounting of cash flows based on projected estimates deriving from the terms and conditions of current lease contracts and, if possible, the evidence of the market prices of similar properties in the same location, through the use of discount rates reflecting the uncertainty of the time factor.

Useful lives of investment properties

Company management determines the estimated useful life and corresponding depreciation charges for investment property. The useful lives of Investment Property are estimated for the period during which the assets included under this heading will generate economic benefits. The Company reviews the useful lives of Investment Property at the year end and if the estimates differ from previous estimates, the effect of the change is accounted for prospectively as from the year in which the change made.

Corporate income tax

The Company has availed itself of the system established in Law 11/2009 (26 October), governing Listed Real Estate Investment Companies (SOCIMI), which in practice means that provided certain requirements are met, the Company is subject to a corporate income tax rate of 0%. The Directors are tracking compliance with the relevant legal requirements in order to secure the tax advantages established therein. In this respect, the Directors consider that such requirements will be met within the established terms and periods and have therefore not recognised no income or expense in respect of corporate income tax

d) Comparative Information

The Company was incorporated on 19 March 2014. Consequently, there is no information for the purposes of comparison.

e) Groupings of items

For clarity, the items presented in the balance sheet, income statement, statement of changes in equity and cash flow statement are grouped together and, where necessary, a breakdown is included in the relevant notes to the accounts.



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3. Accounting policies

3.1 Property, plant and equipment

Property, plant and equipment are stated at acquisition price or production cost less accumulated depreciation and accumulated impairment losses recognised.

The cost of major repairs is capitalised and depreciated over the estimated useful life of the asset, while recurring maintenance costs are charged to the income statement in the year in which they are incurred.

Depreciation of property, plant and equipment, with the exception of land, which is not depreciated, is calculated systematically using the straight-line method over the assets' estimated useful lives based on the actual decline in value brought about by operation, use and possession. The estimated useful lives are as follows:

	<u>Depreciation rate</u>
Fixtures and fittings	10%
Furniture	10%
Data processing equipment	25%
Vehicles	25%
Other fixed assets	10%

3.2 Investment Property

Investment properties comprise office buildings, logistic warehouses and other constructions owned by the Company for rent on a long-term basis and not occupied by the Company. These assets are stated at acquisition or production cost and are subsequently reduced by the related accumulated depreciation and by any impairment losses recognized.

Depreciation of investment property is charged on a straight-line basis over the asset's estimated useful life.

	<u>Depreciation rate</u>
Building constructions	2%
Equipment	10%

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3.3 Impairment of investment property

Whenever there are indications of impairment, the Company tests the investment property for impairment to determine whether the recoverable amount of the assets has been reduced to below their carrying amount.

An impairment loss is recognised for the excess between the asset's carrying amount and its recoverable amount, the latter understood as the fair value of the asset less the higher of cost to sell and value in use.

The Company commissions independent valuers, CBRE, to determine the fair value of all its investment property assets at period end. These valuations are carried out in accordance with the Appraisal and Valuation Standards issued by the Royal Institute of Chartered Surveyors (RICS) of the United Kingdom and the International Valuation Standards (IVS) issued by the International Valuation Standards Committee (IVSC).

To calculate the value of investment property, the amount the Company expects to recover through its lease is taken into consideration. To this end, the cash flow projections generated on the basis of the best estimate of the lease payments are used, based on the expectations for each asset and taking into consideration in the calculation of the cash flows or the discount rate any uncertainty that may entail a reduction therein. The value in use of investment property does not have to be identical to its fair value since the former is due to entity specific factors, primarily the capacity to impose prices above or below market levels, due to assuming different risks or incurring costs (construction or marketing, in the case of investments in progress, cost of refurbishment, maintenance, etc.) other than those relating to companies in the industry in general.

The estimated yield depends on the type and age of the properties and their location. The properties were valued individually, considering each of the lease contracts in force at the period end and any foreseeable contracts.

The carrying amount of the Company's investment property is adjusted at the end of each year, by recognizing the corresponding impairment loss, in order to bring it into line with the recoverable amount when the fair value is less than the carrying amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized in prior years. A reversal of an impairment loss is recognized as income



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3.4 Financial investment

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted on an active market. This item is included under current assets, unless maturing in more than 12 months after the balance sheet date, in which case the item is recognised under non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet.

Financial assets are initially carried at fair value, including directly attributable transaction costs, and are subsequently measured at amortised cost. Accrued interest is recognised at the effective interest rate, which is the discount rate that brings the instrument's carrying amount into line with all estimated cash flows to maturity. Trade receivables falling due in less than one year are carried at their face value at both initial recognition and subsequent measurement, provided that the effect of not discounting flows is not significant.

At the year end, at least, the necessary value adjustments are made to account for impairment when there is objective evidence that all receivables will not be collected.

The amount of the impairment loss is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate prevailing at the date of initial recognition. Value adjustments, and reversals, where applicable, are recognised in the income statement.

3.5 Equity and Shareholders' Equity

Share capital consists of ordinary shares.

The costs of issuing new shares or options are recognised directly in equity as a reduction in reserves.

In the event that the Company acquires treasury shares, the compensation paid including any incremental cost that is directly attributable, is deducted from equity until the shares are redeemed, issued again or otherwise disposed of. When treasury shares are subsequently sold or reissued, any amount received is taken to equity net of directly attributable incremental costs.

Distribution of Profit and dividends distribution obligations

SOCIMIs are governed by the special tax scheme set out in law 11/2009, as amended by Law 16/2012, governing listed real estate investment companies. The Company will be required to distribute in the form of dividends to its shareholders, once the related corporate obligations have been met, the profit obtained in the year, the distribution of



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which must be approved within six months of each yearend, as follows:

- a) All the profit from dividends or shares in profits paid by the entities referred to in Article 2.1. of Law 11/2009.
- b) At least 50% of the profits arising from the transfer of property, shares or ownership interests referred to in Article 2.1. of Law 11/2009, of 26 October, performed once the deadlines referred to in Article 3.3 of Law 11/2009 have expired, which are used to achieve the company's principal object. The remainder of these profits should be reinvested in other property or investments related to the performance of this object within three years from the transfer date. Otherwise these profits should be distributed in full together with any profit arising in the year in which the reinvestment period expires. If the items subject to reinvestment are transferred prior to the end of the holding period, profits should be distributed in full, together with the part of the profits, appropriate attributable to the years in which the Company was not taxed under the special tax scheme enshrined in said Law.
- c) At least 80% of the remaining profits obtained.

The dividend has to be paid within the next month after resolving distribution.

When dividends are distributed with a charge to reserves out of profit for a year in which the special tax regime had been applied, the distribution must be approved as set out above.

The Company is required to appropriate 10% of profits for the year to the legal reserve until the balance of this reserve amounts to 20% of share capital. This reserve is not available for distribution to shareholders until it exceeds this 20% limit. The Bylaws of these companies may not establish any other restricted reserve.

3.6 Borrowings

Creditors and payables

This includes trade and non-trade payables. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement for at least 12 months as from the balance sheet date.

Payables are initially recognized at fair value, adjusted for directly attributable transaction costs, and subsequently measured at amortized cost using the effective interest method. The effective interest rate is the discount rate that brings the instrument's carrying amount into line with the expected future flow of payments to the maturity date of the liability.

Nonetheless, trade payables falling due in less than one year without a contractual interest rate are carried at their face value at both initial recognition and subsequent measurement, provided that the effect of not discounting flows is not significant.



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3.7 Current and deferred taxes

Following the special tax regime for SOCIMIs, the Company is subject to an income tax rate of 0%.

As established by Article 9.2 of Law 11/2009, of 26 October, the Company will be subject to a special tax charge of 19% on the full amount of any dividends or shares in profit paid to shareholders with an ownership interest in the share capital of the Company equal to or more than 5%, when such dividends are tax exempt or taxed at a rate below 10% in the tax domicile of the shareholder (for these purposes, final tax due under the Spanish Non Resident Income Tax Law is also taken into consideration).

However, the aforementioned special charge will not be applicable when the dividends or shares in profit are paid to entities the object of which is the ownership of interests in the share capital of other SOCIMIs or other companies not resident in Spain with a company object identical to that of the former, which are subject to a regime similar to that established for the SOCIMIs in relation to the obligatory profit distribution policy stipulated by law or the Bylaws, with respect to shareholders with an ownership interest equal to or more than 5% in the share capital thereof and are taxed on these dividends or shares in profit at a tax rate of at least 10%.

3.8 Provisions and contingent liabilities

Provisions are carried at the present value of forecast payments that are expected to be required to settle the obligation, using a rate before taxes that reflects the current market assessment of the time value of money and the specific risks of the obligation. The adjustments to the provision due to the restatement are recognised as a financial expense as they accrue.

Provisions maturing in one year or less, the financial effect of which is immaterial, are not discounted. When it is expected that a portion of the payment necessary to cancel the provision will be reimbursed by a third party the reimbursement is recognised as an independent asset, provided that receipt of the reimbursement is practically certain.

3.9 Revenue recognition

Revenues are stated at the fair value of the consideration to be received and represent the amounts to be collected for the services rendered during the ordinary course of the Company's activities, less returns, discounts, rebates and VAT.



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Services provided

The Company provides lease services. Revenues from property rentals are recognised on a straight-line basis over the rental period. The costs associated with each rental payment, including impairment, are recognised as an expense. Properties leased to third parties, all of which are leased under operating leases, are included in 'Investment properties' on the balance sheet.

Interest income

Interest income is recognised using the effective interest rate method. When a receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income.

3.10 Leases

a) When the Company is the lessee – Operating lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Operating lease payments (net of any incentive received by the lessor) are charged against the income statement for the year in which they accrue on a straight-line basis over the lease period.

b) When the Company is the lessor

When assets are leased under an operating lease, the asset is included in the balance sheet in accordance with its nature. Lease income is recognised on a straight-line basis over the lease period.

3.11 Functional and presentation currency

These Annual Accounts are presented in thousand euros, which is the Company's functional and presentation currency.

3.12 Related-party transactions

Related party transactions are initially recognised at fair value. Where the agreed price differs from fair value, the difference is recognised based on the economic reality of the transaction. Subsequent measurement is made in line with the relevant accounting standards.



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4. Financial risk management

4.1 Financial risk factors

The Company's activities are exposed to various financial risks: market risk (including interest rate risk), credit risk and liquidity risk. The Company's risk management program focuses on uncertainty in financial markets and seeks to minimize the potential adverse impact on its financial profitability.

Risk management is carried out by the Company's Finance Department, which identifies, evaluates and hedges financial risks in accordance with the policies approved by the Board of Directors. The Board provides policies for overall risk management and written policies covering specific areas such as interest rate risk, liquidity risk, use of derivatives and non-derivatives and investing excess liquidity.

a) Market risk.

(i) Interest rate risk

The Company's interest rate risk arises from financial debt. Borrowings issued at variable rates expose the Company to the cash flow interest rate risk. This is partially offset by cash held at variable rates. At 31 December 2014, the Company held two credit facilities maturing in the short-term, therefore the Company's exposure to this risk is currently very limited.

b) Credit risk

The Company has no significant concentrations of credit risk, the possible impact on the income statement being understood as the default of receivables. The Company has policies which ensure that sales and rentals are arranged with customers with an appropriate credit standing.

c) Liquidity risk

The Company's financial management is responsible for managing the liquidity risk to cover the payments already committed and/or commitments deriving from new investments. In this respect, it prepares annual forecast cash flow projections.

The determined maturity of the Company's financial instruments under assets and liabilities at 31 December 2014 is shown in Note 6.

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5. Investment Property

Investment properties comprise buildings, logistic warehouses and other constructions owned by the Company for rent on a long-term basis and not occupied by the Company.

Set out below is a breakdown of and movements in the accounts recorded under investment properties:

	Thousand euros		
	Land	Buildings	Total
Opening balance 19-03-2014	-	-	-
Additions	136,741	268,164	404,905
Fixed asset depreciation	-	(2,118)	(2,118)
Balance at 31-12-2014	136,741	266,046	402,787
Cost	136,741	268,164	404,905
Accumulated depreciation	-	(2,118)	(2,118)
Carrying value	136,741	266,046	402,787

During the year the Company acquired determined properties for leasing. Part of these properties is taken into account in the 80% referred to in Section 1 Article E of the SOCIMI Law. There is a breakdown of these properties in Note 21. These properties were mainly acquired using the funds obtained through the Company's flotation.

Additionally, the investment properties include an advance of €12,000 thousand for the acquisition of an asset located at calle Manuel de Falla (Madrid), the acquisition price of which amounts to €31,000 thousand.

The market value of the investment properties at 31 December 2014 amounts to €439,025 thousand (€419,625 thousand with the advance of the Manuel de Falla building).

a) Impairment losses

During 2014 no impairment adjustments to investment properties were recognised or reversed.

b) Fully-depreciated assets

At 31 December 2014 there were no fully-depreciated assets.

c) Income and expenses on investment property

The following revenues and expenses relating to investment property have been recognised in the income statement.



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	Thousand euros
	2014
Lease income	6,675
Expenses relating to operation of investment properties generating lease revenues	(3,540)
Expenses relating to operation of investment property not generating lease revenues	(70)
	3,065

d) Assets under operating leases

Total amount of future minimum collections under non-cancellable operating leases is as follows:

	Thousand euros
	2014
Less than 1 year	22,712
One to five years	41,333
More than five years	8,463
	72,508

e) Insurance

It is Company policy to arrange all the insurance policies necessary to cover possible risks affecting investment properties. The coverage provided by these policies is considered to be sufficient.



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6. Analysis of financial instruments

6.1 Analysis by category

The carrying amount of each category of financial instruments stipulated in the standard "Financial instruments" is as follows:

Thousand euros			
Long-term financial assets:			
	Equity instruments	Debt securities	Loans Derivatives Other
	2014	2014	2014
Loans and receivables (Note 7)	-	-	4,384
	-	-	4,384

Short-term financial assets:			
	Equity instruments	Debt securities	Loans Derivatives Other
	2014	2014	2014
Loans and receivables (Note 7)	-	-	9,478
	-	-	9,478
Total financial assets	-	-	13,862

Thousand euros			
Long-term financial liabilities			
	Bank loans	Debentures and other negotiable securities	Derivatives Other
	2014	2014	2014
Borrowings and payables (Note 12)	-	-	4,825
	-	-	4,825



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	Short-term financial liabilities:		
	Bank loans.	Debentures and other marketable securities	Derivatives Other
	2014	2014	2014
Borrowings and payables (Note 12)	67,545	-	9,627
	67,545	-	9,627
Total financial liabilities	67,545	-	14,452

6.2 Analysis by maturity

Financial instruments at 31 December 2014 having fixed or determinable maturities are shown below by year of maturity:

	Thousand euros					
	Financial assets					
	2015	2016	2017	2018	2019	Subsequent years Total
Other investments						
- Long – term deposits		1,437	1,072	807	116	952 4,384
Trade receivables:						
- Trade receivables	8,730	-	-	-	-	- 8,730
- Other financial assets	748					748
	9,478	1,437	1,072	807	116	952 13,862
	Financial liabilities					
	2015	2016	2017	2018	2019	Subsequent years Total
	2015	2016	2017	2018	2019	Subsequent years Total
Payables:						
- Other financial liabilities		1,588	1,147	840	123	1,127 4,825
Trade payables:						
- Bank borrowings	67,545	-	-	-	-	- 67,545
- Creditors and other payables	9,627	-	-	-	-	- 9,627
	77,172	1,588	1,147	840	123	1,127 81,997



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7. Loans and receivables

	Thousand euros
	2014
Long-term loans and receivables:	
- Other financial assets (Note 6)	4,384
	4,384
- Short-term loans and receivables (Note 6):	
- Receivables for sales and services rendered	607
- Receivables from related parties (Note 20)	58
- Sundry receivables	8,065
- Other financial assets	748
	9,478
	13,862

The carrying amounts of Loans and receivables (both long and short-term) approximate their fair values, since the effect of discounting is immaterial.

Other long-term financial assets include the deposits made in the corresponding bodies.

Of all short-term loans and receivables, at 31 December 2014, trade and sundry receivables totalling €788 thousand were past due and not impaired. Sundry receivables mainly include a provision of funds for the Company's ordinary operations with registries and notaries amounting to €2,942 thousand and €5,000 thousand recorded, derived from the purchase-sale transaction on 4 December 2014 (Note 21) as a guarantee for the performance of certain conditions in the purchase-sale deed. At the preparation date of these Annual Accounts, this amount has been released.

The age analysis of receivables for sales and services rendered, receivables from related parties and sundry receivables is as follows:

	Thousand euros
	2014
Up to 3 months	8,499
Between 3 and 6 months	173
More than 6 months.	58
	8,730

The carrying value of loans and receivables is denominated in euros.



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(Thousand euros)

8. Cash and cash equivalents

	Thousand euros
	2014
Cash	4,265
	4,265

The current account accrues interest annually at 0.75 percentage points (Note 15).

9. Capital

a) Capital

The Company was incorporated on 19 March 2014 through the issuance of 10,000 registered shares of €6 par value each. As at the incorporation date, Rodex Asset Management, S.L. held 9,999 Ordinary Shares representing 99.99% of the issued share capital of the Company and Inmodesarrollos Integrados, S.L. held 1 Ordinary Share representing 0.01% of the issued share capital of the Company.

On 10 June 2014 the Extraordinary General Shareholders' Meeting was held during which it was resolved to increase capital, the shareholders' waiving their preferential subscription right, through an offer for the subscription of the Company's shares to be carried out prior to their stock market flotation.

At 31 December 2014 the Company's share capital was represented by 36.006.000 shares of €10 per value each, fully subscribed.

The details of the share capital at 31 December 2014 is as follows:

	Thousand euros
	2014
Authorised capital	360,060
Total	360,060



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At 31 December 2014 the companies participating in the share capital by a percentage equal to or greater than 5% are:

Shareholders	No. of shares	Interest percentage
Perry Partners International INC.	10,500,000	29.16%
Taube Hodson Stonex Partners LLP	4,000,000	11.11%
T. Rowe Price Associates, Inc	3,627,388	10.07%
Citigroup Global Markets Limited	3,300,000	9.17%
JP Morgan Chase & Co	2,089,822	5.80%

b) Treasury shares

At 31 December 2014, treasury shares held by the Company represent 0.28% of capital and total 100,000 shares with an overall par value of €1,006 thousand and an average acquisition price of €10,1036 per share.

The Company has complied with the requirements of Article 509 of the Capital Companies Act, which establishes that the par value of acquired shares listed on official secondary markets, together with those already held by the Parent Company and its subsidiaries must not exceed 10% of the share capital. The subsidiaries do not hold treasury shares or shares in the Company.

These shares are carried by reducing equity at 31 December 2014 by €1,006 thousand.

10. Reserves

	Thousand euros
	2014
Other reserves:	
- Voluntary reserves	(19,429)
	(19,429)

The Company has recognized in equity expenses related to the issuance of shares as a reduction of reserves. These expenses amounted to €19,429 thousand at 31 December 2014, and mainly related to banks and advisors.



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Legal reserve

Appropriations to the legal reserve should be made in compliance with Article 274 of the Spanish Companies Act 2010 which stipulates that 10% of the profits for each year must be transferred to this reserve until it represents at least 20% of share capital.

The legal reserve is not available for distribution. Should it be used to offset losses in the event of no other reserves being available, it must be replenished out of future profits.

At 31 December 2014 appropriation was made for this item.

11. Profit/(loss) for the year

Distribution of Profit

The proposal to be presented to the General Shareholders' Meeting regarding the distribution of losses and reserves is as follows:

	Thousand euros
	2014
<u>Available for distribution</u>	
Profit/(loss)	2,013
<u>Distribution</u>	
Legal reserve	201
To voluntary reserves	363
Dividends	1,449
	2,013

12. Trade and other payables

	Thousand euros
	2014
Long-term creditors and payables	
- Other financial liabilities (Note 6)	4,825
	4,825
Short-term creditors and payables	
- Bank borrowings	67,545
- Creditors and other payables	9,505
- Payables to related parties (Note 20)	122
	77,172
	81,997



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The carrying amount of creditors and payables (both long and short-term) approximates fair value since the effect of discounting is not significant.

Short-term bank loans and similar include the balance of two credit facilities which were used as bridging loans to acquire certain real estate assets. At December 31, 2014, the limit of these facilities amounted 68,000 thousand euros and the balance drawn 67,463 thousand euros. The Company has committed certain properties, whose book value amounts to 376,449 thousand euros as collateral of compliance by the Company of the obligations of the facilities mentioned.

Deferral of payments to suppliers

Details of payments for commercial transactions carried out during the year and pending payment at the balance sheet date, as they relate to the maximum legal deadlines established by Law 15/2010, is as follows:

	2014	
	Thousand euros	%
Payments for the year within maximum legal term	-424,645	-99.75%
Other	1,047	0.25%
Total payments during the year	-425,692	100
Average payment period exceeded (days)	-76	
Balance pending payment at the year-end that exceeds the maximum legal limit	-125	

13. Income and expenses

a) Net revenues

Revenue on the Company's ordinary activities may be analysed geographically as follows:

	2014	
Market	Percentage	Thousand euros
Spain	100%	6,675
	100%	6,675



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE ANNUAL ACCOUNTS FOR THE PERIOD 19 MARCH 2014 TO 31
DECEMBER 2014
(Thousand euros)

b) Staff costs

	Thousand euros
	2014
Salaries, wages and similar items	905
Employee benefit expenses	
- Other staff welfare expenses	56
	961

There are no severance indemnities at 31 December 2014.

The average number of employees in the period, by category, is as follows:

	2014
Categories	Total
Senior management	3
Graduates	1
Administrative personnel and other	1
Total	5

At 31 December 2014 the distribution by gender of the Company's personnel is as follows:

			2014
Categories	Men	Women	Total
Senior management	4	1	5
Graduates	3	1	4
Administrative personnel and other	-	2	2
	7	4	11

c) External services

The breakdown of external services, is de following:

	Miles de euros
	2014
External services of investment properties	1.491
Other external services	577
	2.068

AXIA REAL ESTATE SOCIMI, S.A.

NOTES TO THE ANNUAL ACCOUNTS FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014

(Thousand euros)

14. Corporate income tax and tax situation

Set out below is the reconciliation between net income and expense for the year and the income tax assessment base:

	Thousand euros					
	Income statement			Income and expense taken directly to equity		
	Increases	Decreases	Net effect	Increases	Decreases	Net effect
Income and expenses for the year	-	-	2,013	-	-	-
Corporate income tax	-	-	-	-	-	-
Permanent differences	-	-	-	-	(19,429)	(19,429)
Temporary differences: - arising during the year	-	-	-	-	-	-
Taxable base			2,013			(19,429)

In accordance with law 11/2009, with the amendments included therein through law 16/2012, regulating SOCIMIS, current Corporate Income Tax is the result of applying 0% to the tax base. No deductions have been applied to tax payable in 2014. Withholdings and payments on account amount to €0 thousand.

Permanent differences relate to incorporation expenses reflected in equity (Note 10).

Tax Inspections

Under current legislation, taxes cannot be deemed to have been definitively settled until the tax returns filed have been reviewed by the tax authorities or until the four year statute of limitations period has expired.

As a result, among other things, of the different interpretations to which Spanish tax legislation lends itself, additional tax liabilities may arise in the event of a tax inspection. In any event, the Directors consider that such liabilities, if they arise, will not have a significant effect on the balance sheet and income statement for the period 19 March 2014 to 31 December 2014.



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE ANNUAL ACCOUNTS FOR THE PERIOD 19 MARCH 2014 TO 31
DECEMBER 2014
(Thousand euros)

At 31 December 2014 the breakdown of the Company's collection rights and payment obligations with the Public Administrations is as follows:

	Thousand euros
	2014
Collection rights	
VAT refundable	3,037
	3,037
Payment obligations	
Withholdings payable	257
Social Security payable	17
	274

15. Net financial income (expense)

	Thousand euros
	2014
Financial income	
- From marketable securities and other financial instruments (Note 8)	748
	748
Financial expenses	
- Payables to third parties	(82)
	(82)
	666

16. Contingencies

Contingent liabilities

At 31 December 2014 the Company has no contingent liabilities.

17. Commitments

Operating lease commitments



AXIA REAL ESTATE SOCIMI, S.A.

NOTES TO THE ANNUAL ACCOUNTS FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014

(Thousand euros)

The Company leases its offices under a non-revocable operating lease. These leases are in force for six years and may be renewed under market conditions.

The total minimum future payments for irrevocable operating leases are as follows:

	Thousand euros
	2014
Less than 1 year	177
One to five years	709
More than five years	177
	1,063

The expense recognised in the income statement during the year for operating leases amounts to €60 thousand.

18. Comparative impacts with IFRS

Article 525 of the Spanish Companies Act provides that companies that have issued securities listed on a regulated market of any European Union Member State and that, pursuant to current legislation, only publish separate financial statements for the period, must disclose in the in the notes to the accounts the main changes that would have arisen in equity and in the income statement had International Financial Reporting Standards as adopted by the European Union ("IFRS-EU") been applied.

There are no differences in the Company's Equity in this respect at 31 December 2014, or in its Income Statement for the period 19 March 2014 to 31 December 2014 under the General Accounting Plan and the IFRS-EU.

The Company's Board of directors assessed the main changes arising from the application of the different accounting legislations which would affect the Company's equity and its income statement in the performance of the activities which constitute its company object (see Note 1). The most significant difference relates to the change in the accounting treatment in the valuation of property assets, which are valued at the balance sheet date at the lower of their carrying amount or their recoverable amount under the Spanish National Chart of Accounts, although, if the Company opted to apply the IFRS-EU they would be valued at their fair value. This difference would only arise, therefore, if the assets were measured at fair value.



AXIA REAL ESTATE SOCIMI, S.A.

NOTES TO THE ANNUAL ACCOUNTS FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014

(Thousand euros)

19. Board of Directors and Senior Management

Shareholdings, positions and activities of the members of the Board of Directors

Article 229 of the Spanish Companies Act 2010, adopted by virtue of Royal Legislative Decree 1/2010, requires the Directors to notify the Company's governing body of any direct or indirect conflict of interest they may have with the Company's interests.

Likewise, directors must disclose any direct or indirect interest they or persons related to them may hold in any company engaging in activities which are identical, analogous or complementary to those comprising the company's objects, and also disclose the positions or duties they might have in the same. Appendix I sets out the information provided by the directors concerning the positions and functions exercised in companies having an identical, analogous or complementary kind of activity.

Directors' and senior management compensation

During the period between 19 March 2014 and 31 December 2014, salaries, per diems and other remuneration accrued by members of the Board of Directors amounted to €468 thousand. Additionally, the Company has assumed a premium amounting to €1 thousand relating to life insurance in force in the year. The Company has not granted any loans to its Directors and does not have any pension funds or other similar obligations in their favour. The Company's management duties were performed by the Company's Board of directors. The company's Bylaws provide for the remuneration of independent directors as members of the Board of Directors based on their supervision and decision-making powers up to a maximum of €60,000 a year per director.

On June 10, 2014, the General Shareholders' Meeting agreed to remunerate the position of Company CEO through gross annual remuneration of €600 thousand, variable remuneration of up to 25% of such gross annual remuneration based on the objectives set and approved in the last instance by the Board of Directors and the Company's own share based compensation plan granted to the management team, made up of the CEO and persons designated to this effect by the Company (at the date of these interim financial statements, such designation has not taken place).

In accordance with the aforementioned compensation plan, the incentive is contingent on management personnel providing services over the vesting period set at 5 years as from 1 January 2016. The right to the incentive accrues and is calculated annually, 2015 being the first year, and is settled through the delivery of shares once the annual calculation period has elapsed.



AXIA REAL ESTATE SOCIMI, S.A.

NOTES TO THE ANNUAL ACCOUNTS FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014

(Thousand euros)

Management personnel will be entitled to the incentive if the Company's Net Asset Value (NAV) in each calculation period exceeds certain growth limits set out in the plan and such NAV is understood as the value of the Company's net assets, increased for capital gains on its properties and other investment interest at fair value, calculated annually in accordance with IFRS – EU, on the basis of the most recent valuation of the Company's real estate assets.

At 31 December 2014 there are no employees considered senior management personnel. The Company's key planning, management and control decisions together with decisions affecting economic and strategic policies are taken by the Board of Directors and existing committees.

20. Other related-party transactions

The following transactions were carried out with related parties:

	Thousand euros
	2014
Related-party transactions	
Rodex Agrupada Comunicación, S.L.	(107)
Alza Real Estate, S.A.	(3,014)
Rodex Agrupada Comunicación, S.L.	58
	(3,063)

Related-party transactions mainly relate to activities carried out in relation to the Company being listed on the Spanish stock exchange.

At 31 December 2014 outstanding balances with the related parties break down as follows:

	Thousand euros
	2014
Trade and other receivables	
Sundry receivables (Note 7)	58
	58
Trade and other payables	
Sundry payables (Note12)	(122)
	(122)



AXIA REAL ESTATE SOCIMI, S.A.

NOTES TO THE ANNUAL ACCOUNTS FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014

(Thousand euros)

21. Information requirements deriving from SOCIMI status, Law 11/2009, amended through Law 16/2012

- a) Reserves from years prior to the application of the tax scheme contained in Law 11/2009, amended by Law 16/2012.

Not applicable.

- b) Reserves from years in which the tax scheme contained in Law 11/2009, amended by Law 16/2012, has been applied.

Not applicable.

- c) Dividends distributed against profits each year in which the tax scheme contained in this Law is applicable, differentiating the part from income subject to tax at 0% or 19% from those where tax has been levied at the general rate.

At 31 December 2014, no dividend distribution was approved. However, the distribution of dividends against 2014 results is being proposed at the Shareholders' Meeting (Note 11).

- d) For distribution against reserves, identifying the year from which the reserves applied derive and if they have been taxed at 0%, 19% or the general rate.

No dividends have been paid out of reserves.

- e) Date of the agreement for the distribution of dividends referred to in c) and d) above.

At 31 December 2014, no dividend distribution was approved.

- f) Date of acquisition of buildings for rent and interests in the capital of companies referred to in Article 2.1. of this Law.

There are no interests in the capital of the companies referred to in Article 2.1. of the SOCIMIS Law .

AXIA REAL ESTATE SOCIMI, S.A.

NOTES TO THE ANNUAL ACCOUNTS FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014

(Thousand euros)

Property	Location	Acquisition date
Francisca Delgado	Parcela TN-5B, Sector Único, calle Francisca Delgado, nº 11, Alcobendas (Madrid)	28 July 2014
Cabanillas del Campo	Parcela 2.4, Naves 1,2 y 3, Polígono Industrial P-5, Cabanillas del Campo (Guadalajara)	29 July 2014
Azuqueca	Nave logística, Avda. de la Construcción, nº 9 & 11, Polígono Industrial Miralcampo de Azuqueca de Henares (Guadalajara)	30 July 2014
Dos Hermanas	Parcelas 47 a 50 del Polígono Industrial "La Isla", Dos Hermanas (Sevilla)	30 July 2014
Avenida de la Vega	Avda. Arroyo de la Vega, nº 15, Arroyo de la Vega, Alcobendas (Madrid)	24 September 2014
Rivas-Vaciamadrid	Parcelas 18-14 y 19-13, Calle Mariano Benlliure, Rivas-Vaciamadrid (Madrid)	24 September 2014
Camarma	Nave logística, sector S1-4 "La Raya Industrial", término municipal de Camarma de Esteruelas (Madrid)	09 October 2014
Guadalix	Departamento número 3, finca parte de la U.A.-47, y edificio "B", San Agustín de Guadalix (Madrid)	09 October 2014
Valls	Nave logística, Avenida del Polígono, 5. Polígono Industrial de Valls, término municipal de Valls (Tarragona)	09 October 2014
Cristalia	Edificios Cristalia. Edificios 2 y 3 Parque Empresarial Cristalia. Calle Vía de los Poblados s/n (Madrid)	04 December 2014
Ribera del Loira	Edificio Ribera del Loira. Calle Ribera del Loira, 28 (Madrid)	04 December 2014
Diagonal	Edificio Diagonal. Avenida Diagonal 197 (Barcelona)	04 December 2014
Les Gavarres	Edificio Tarragona, finca número dos, subpolígono PP-9, Polígono Industrial Les Gavarres (Tarragona)	04 December 2014

- g) Identification of assets taken into account in the 80% referred to in Article 3.1 of this Law.

The assets taken into account in the 80% referred to in Section 1 Article 3 of the SOCIMI Law are reflected in the table above.

- h) Reserves from years in which the tax system applicable in this Law was applicable, which were made available in the tax period, not for distribution or offsetting losses, identifying the year from which the reserves derive.

Not applicable.



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE ANNUAL ACCOUNTS FOR THE PERIOD 19 MARCH 2014 TO 31
DECEMBER 2014
(Thousand euros)

22. Auditors' fees

In the period from 19 March 2014 to 31 December 2014, the audit fees of the auditor, PricewaterhouseCoopers Auditores, S.L., amounts as follows:

	<u>Thousand euros</u>
Fees regarding the audit of the interim Financial statements as of and for the 83-day period ended 10 June 2014	15
Fees for services related to the issue of comfort letters corresponding to the prospectus of the flotation.	51
Fees for the audit of the Financial statements for the period 19 March 2014 to 31 December 2014 and the limited review of the balance sheet and income statement at 30 September 2014.	61
	<u>127</u>

Additionally, it exist other fees invoiced by other companies of the PwC network during the year amounting to €166 thousand.

23. Earnings per share

Earnings per share for 2014 is as follows:

	<u>2014</u>
Net profit (thousand euros)	2,013
No. shares (shares)	36,006,000
Average number of treasury shares held (shares)	57,596
Basic earnings per share (euros)	0.056
Diluted earnings per share (euros)	0.056

At 31 December 2014, there are no transactions in the Company that differentiate basic earnings per share from diluted earnings per share.

24. Information on greenhouse gas emission allowances

In 2014 the Company had no greenhouse gas emission rights.



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE ANNUAL ACCOUNTS FOR THE PERIOD 19 MARCH 2014 TO 31
DECEMBER 2014
(Thousand euros)

25. Environmental information

The Company's activities do not have any environmental impact. Therefore the Company has incurred no significant costs and made no significant investments the aim of which is to mitigate possible environmental impacts.

26. Subsequent events

On 2 February 2015, the Company arranged earmarked financing with a financial institution, amounting to €72,281 thousand, which matures between 2015 and 2029.



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE ANNUAL ACCOUNTS FOR THE PERIOD 19 MARCH 2014 TO 31
DECEMBER 2014
(Thousand euros)

APPENDIX I – Detail of Positions and Ownership Interests held by the Directors in Companies with a similar Company Object

Luis Alfonso López de Herrera-Oria

Shareholders	Office or duty	% interest
Alza Real Estate, S.A.	Independent non-executive director	Less than 1%
Inmuebles y Construcciones de Golf de Ibiza, S.A.	Representative of sole administrator	Less than 1%
Valdemera Agropecuaria, S.L.	Independent non-executive director	-
Rodex Asset Management, S.L.	Sole Administrator	100%
Agrodesarrollos Integrados, S. L.	Sole Administrator	100%
Inmodesarrollos Integrados, S.L.	Representative of sole administrator	100%
Puerto Feliz, S.A.	Representative of sole administrator	78.88%
La Felician, S.A.	Sole Administrator	-
Heracles Proyectos y Promociones Inmobiliarias, S.A.	Sole Administrator	100%

Luis María Arredondo Malo

Shareholders	Office or duty	% interest
Nieve de Andalucía, S.A.	N/A	80.69%
Castellar Ingenieros, S.L.	N/A	99.99%
Olivarera del Condado	Director	18.01%
Aljaral S.A.	N/A	59.5%
Parquing 86, S.A.	N/A	44.63%



AXIA REAL ESTATE SOCIMI, S.A.

DIRECTORS' REPORT FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014

1. Situation of the entity: Organisational structure and operations

AXIA REAL ESTATE was incorporated, in Spain, on 19 March 2014. It successfully covered the initial public offering (IPO) for institutional investors and on 9 July 2014 it made its debut on the Spanish Continuous Stock Market under the ticker AXIA. It is one of the most important and singular companies in the Spanish real estate market since it is the first Socimi that is solely dedicated to tertiary assets for rent (offices, logistics and retail).

The Company's capital is represented by 36,060,000 ordinary shares each with a par value of 10 euros. Its shareholding body includes important renowned international funds that have shown a strong interest in the Spanish real estate market, such as Perry European Investments, Gruss Capital Management; Pelham Capital Management, Trowe Price and Taube Hodson Stonex. Citigroup and JB Capital Markets were the global coordinating banks for the IPO and joint bookrunners for the company's flotation. Gómez Acebo & Pombo and White&Case have acted as legal advisors for AXIARE, Linklaters as advisor to the global coordinating banks and Estudio de Comunicación has advised on Communication issues. PwC was appointed as the Company's auditor.

AXIARE focuses its business strategy on investing in prime assets for rent with strong growth potential. Its commercial policy is mainly based on leasing offices in the Madrid and Barcelona financial centres and other prime areas outside the city centre, logistics properties in Spain's most important distribution hubs, and consolidated shopping centres. AXIARE is a **newly created company that was founded without assets**, and is therefore considered a "blind pool". This has enabled it to make the most of the opportunities in the Spanish real estate sector.

The Board of Directors of AXIARE carries out its activity in accordance with corporate governance rules contained mainly in the Articles of Association, the Shareholders' Meeting Regulations and the Board of Directors' Regulations.

The Board of Directors is the supervisory and controlling body of the Company with competence over matters such as the approval of the Company's general policies and strategies, its corporate governance policy and corporate social responsibility policy as well as risk control and management, always in compliance with the requirements for maintaining the Company's Socimi status.

The Board of Directors has two committees, an Audit and Control Committee and an Appointments and Remuneration Committee, whose main function is to provide support to the Board of Directors in the overseeing and control of the day-to-day operations of Company.



AXIA REAL ESTATE SOCIMI, S.A.
DIRECTORS' REPORT FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014

2. Performance and business results

Since its stock market flotation, the Company has carried out several acquisitions of real estate assets which has entailed a profit of 2,013 thousand euros in a few months.

"Net turnover" derived from the leasing of the real estate assets acquired has totalled 6,675 thousand euros. The breakdown per segment is as follows:

Segment	Thousand euros	
	%	2014
Offices	46%	3.094
Logistics	47%	3.104
Retail	7%	477
	100%	6.675

The occupancy rate for real estate assets at the closing date is 85% of a leasable area of 382 thousand square meters.

At the current year end, the Company's portfolio of real estate assets was valued at 439,025 thousand euros (€419,625 with the advance of the Manuel de Falla building).

AXIARE follows EPRA Best Practices Recommendations regarding the indicators listed hereafter. AXIARE is full member of EPRA, the European Public Real Estate Association since November 2014.

Indicators EPRA	
€'000	31/12/2014
EPRA Earnings	20.880
EPRA Earnings per share	0,58 €
EPRA Net Asset Value (EPRA NAV)	360.505
EPRA Triple Net Asset Value (EPRA NNNAV)	360.505

**AXIA REAL ESTATE SOCIMI, S.A.
DIRECTORS' REPORT FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER
2014**

3. Trends in share price

The attached graph shows the trends in share price compared to the cumulative figure for investments.



As may be observed, the evolution in share price since the Company's flotation on the continuous market, reaching a par value of 10 euros per share, shows an upward trend that is in keeping with the increase in the Company's investment activity. At 31 December 2014, the price reached 10.82 euros/share, which entails an 8.2% increase in a few months.

4. Own shares

At 31 December 2014, own shares held by the Company represented 0.28% of the Company's share capital and totalled 100,000 shares with a global par value of 1,006 thousand euros and an average acquisition price of 10,1036 euros per share.

The Company has complied with the obligations under Article 509 of the Spanish Companies Act 2010 which establishes, in relation to shares listed on an officially secondary market, that the par value of the shares acquired, added to those already owned by the parent company and its subsidiaries, shall not exceed 10% of the share capital. No own shares or Company shares are owned by the subsidiaries.



**AXIA REAL ESTATE SOCIMI, S.A.
DIRECTORS' REPORT FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER
2014**

5. Risk management

AXIARE has established a risk control system that covers its activity and is appropriate to its risk profile. These policies are controlled by the Board of Directors.

The main risk for attaining the Company's objectives is complying with the necessary legislative requirements to maintain its Socimi status.

The risk control system also includes financial risk management. The policies for covering each type of risk are detailed in the notes to the annual accounts for the year.

6. The team

The AXIARE team is one of the Company's core strengths. Since its incorporation it has recruited the necessary staff to develop its strategies and achieve its objectives.

AXIARE has brought together a solid team of professionals from the real estate sector with over 100 years combined professional experience, exclusively committed to creating value for the Company and its shareholders, and the satisfaction of its customers. Its specialisation and existing network of contacts provides the management team with access to investment opportunities in the Spanish real estate market.

7. Significant post balance sheet events

In line with its strategy, on 2 February 2015, the Company started to obtain external financing from banks, signing a loan contract for 72,281 thousand euros which will enable it to continue with its investment activity.

8. Foreseeable outlook for the Company

The Company will continue with its investment and borrowing criteria in order to focus its investment decisions mainly on commercial real estate assets in Spain.

In less than 5 months, AXIARE has invested all the funds raised from its flotation on the stock market. The Company's objective is to obtain financing using leverage in order to be able to continue investing in well-positioned assets from which it can obtain the highest profitability.

With the current portfolio, the Company's objective is to continue obtaining the maximum profitability, increasing the occupancy rate of the assets and improving the terms and conditions of the current lease contracts.



AXIA REAL ESTATE SOCIMI, S.A.
DIRECTORS' REPORT FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014

9. Dividend policy

The Company intends to maintain a dividend policy that takes into account sustainable levels of dividend payments that reflect future profit forecasts. The Company will pay dividends when the Board of Directors considers it appropriate. However, in accordance with the Socimi Regime, the Company will be required to adopt new agreements for the distribution of profit obtained in the year, after complying with the relevant requirement under the Spanish Companies Act 2010, in the form of dividends, to its shareholders. The distribution thereof shall be agreed to in the six months following each year end.

The Articles of Association provide that dividends shall be payable 30 days after the resolution relating to the payment of dividends is adopted, unless a different date is agreed to by the Shareholders Meeting or Board of Directors.



AXIA REAL ESTATE SOCIMI, S.A.

PREPARATION OF THE ANNUAL ACCOUNTS AND DIRECTORS' REPORT FOR THE PERIOD 19 MARCH 2014 TO 31 DECEMBER 2014

In accordance with Article 253 of the Spanish Companies Act 2010 and Article 37 of the Code of Commerce, on 17 February 2015 the Board of Directors of Axia Real Estate Socimi, S.A. prepared the Annual Accounts and Directors' Report for the period 19 March 2014 to 31 December 2014, consisting of the preceding documents.

Mr Luis María Arredondo Malo
Chair

Mr Luis Alfonso López de Herrera-Oria
Director

Mr Fernando Bautista Sagüés
Director

Mr David Jiménez-Blanco Carrillo de Albornoz
Director

Mr Chetan Gulati
Director

APPENDIX III: UNAUDITED INTERIM FINANCIAL STATEMENTS

AXIA REAL ESTATE SOCIMI, S.A.

Limited review report on the interim financial statements
for the period january 1, 2015 to march 31, 2015.



This version of our report is a free translation from the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.

LIMITED REVIEW REPORT ON THE INTERIM FINANCIAL STATEMENTS

To the shareholders of Axia Real Estate SOCIMI, S.A. at the request of Management:

Introduction

We have carried out a limited review of the accompanying interim financial statements of Axia Real Estate SOCIMI, S.A., consisting of the balance sheet at 31 March 2015, the income statement, the statement of changes in equity, the cash flow statement and the related notes for the three-month period then ended. The directors are responsible for preparing the interim financial statements in accordance with the financial reporting framework applicable to the Entity in Spain, and which is identified in note 2 to the accompanying interim financial statements. Our responsibility is to express a conclusion on these interim financial statements based on our limited review.

Scope of the review

We have carried out our limited review in accordance with International Standard on Review Engagements 2410 "Review of Interim Financial Information performed by the Independent Auditor of the Entity". A limited review of interim financial statements consists of making enquiries, mainly of the employees responsible for financial and accounting matters, and applying analytical and other review procedures. The scope of a limited review is substantially less than that of an audit carried out in accordance with audit legislation in effect in Spain and therefore we are unable to ensure that all important matters that could have been identified in an audit have come to our attention. Accordingly, we do not express an audit opinion on the accompanying interim financial statements.

Conclusion

As a result of our limited review, which in no event may be understood to be an audit, nothing has come to our attention causing us to believe that the accompanying interim financial statements do not express fairly, in all material respects, the financial position of Axia Real Estate SOCIMI, S.A. at 31 March 2015, and its results and cash flows for the three month period then ended, in accordance with the applicable financial reporting framework and in particular, the accounting principles and criteria included therein."



Other matters

This report has been prepared at Management's request in relation to the inclusion of the accompanying interim financial statements in the Informative Prospectus of Axia Real Estate Socimi S.A. connected with the Company's capital increase with preferential subscription rights, which is expected to be approved on or around 12 May 2015 and in order to comply with the requirements of Directive 2003/71 / EC of the European Parliament and Council, with respect to the historical financial information which should be included in a document on the offering of shares, pursuant to Appendix I of regulation (EC) 809 of 20 April 2004 and subsequent amendments.

PricewaterhouseCoopers Auditores, S.L.

Original in Spanish signed by Rafael Pérez Guerra

6 May 2015



AXIA REAL ESTATE SOCIMI, S.A.

Interim Financial Statements for
the period 1 January 2015 to 31 March 2015

This version is a free translation from the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version takes precedence over this translation.



AXIA REAL ESTATE SOCIMI, S.A.

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AXIA REAL ESTATE SOCIMI, S.A.

BALANCE SHEET FOR THE PERIOD 1 JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)

ASSETS	Note	At 31 March 2015	At 31 December 2014
NON-CURRENT ASSETS			
Property, plant and equipment		412	389
Investment property	5	441.508	402.787
Long-term investments:	6	6	-
Other financial assets		6	-
Long-term financial investments:	6, 7	4.808	4.384
Derivatives	7,13	125	-
Other financial investments	7	4.683	4.384
		446.734	407.560
CURRENT ASSETS			
Trade and other receivables		18.050	11.767
Trade receivables for sales and services	6, 7	758	665
Sundry accounts receivable	6, 7	14.123	8.065
Other receivables from public institutions	15	3.169	3.037
Short-term investments		63	748
Other financial assets	6, 7	63	748
Current prepayments and accrued income		1.385	103
Cash and cash equivalents	8	17.961	4.265
Cash		17.961	4.265
		37.459	16.883
		484.193	424.443

Notes 1 to 26 are an integral part of Interim Financial Statements for the period 1 January 2015 to 31 March 2015.



AXIA REAL ESTATE SOCIMI, S.A.

BALANCE SHEET FOR THE PERIOD 1 JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)

EQUITY AND LIABILITIES	Note	At 31 March 2015	At 31 December 2014
EQUITY AND LIABILITIES		343.297	341.638
EQUITY		344.097	341.638
Shareholders' funds	9 a)	360.060	360.060
Capital	10	(19.382)	(19.429)
Reserves	9 b)	(914)	(1.006)
Other reserves	10	2.013	
Profit (loss) for the year	11	2.320	2.013
Adjustments for change in valuation		(800)	-
Hedge operations	13	(800)	-
		343.297	341.638
NON-CURRENT LIABILITIES			
Long-term debts		133.990	4.825
Bank Loans	6,12	127.875	-
Derivatives	13	925	-
Other financial liabilities	6, 12	5.190	4.825
		133.990	4.825
CURRENT LIABILITIES			
Short-term debts:		825	67.562
Bank Loans	6, 12	825	67.545
Other financial liabilities		-	17
Trade and other payables		5.755	9.884
Sundry payables	6, 12	5.231	9.610
Personnel (outstanding remunerations)		48	-
Other debts with Public Administration	15	476	274
Short-term deferred charges		326	534
		6.906	77.980
		484.193	424.443

Notes 1 to 26 are an integral part of Interim Financial Statements for the period 1 January 2015 to 31 March 2015.



AXIA REAL ESTATE SOCIMI, S.A.
INCOME STATEMENT FOR THE PERIOD 1 JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)

	Note	From the period from 1 January 2015 to 31 March 2015	From the period 19 March 2014 to 31 December 2014
CONTINUED OPERATIONS			
Revenue	14 a)	8.873	-
Rendering of services		8.873	-
Staff costs	14 b)	(639)	-
Wages, salaries and similar remunerations		(590)	-
Staff welfare charges		(49)	-
Other operating expenses		(2.803)	-
External services	14 c)	(2.263)	-
Taxes		(540)	-
Investment properties amortization	5	(2.743)	-
Other profit (loss)		10	-
OPERATING PROFIT/(LOSS)		2.698	-
Financial income		74	-
Financial expenses		(452)	-
FINANCIAL PROFIT/(LOSS)	16	(378)	-
PROFIT/(LOSS) BEFORE TAX		2.320	-
Corporate income tax	15	-	-
PROFIT/(LOSS) FOR YEAR FROM CONTINUING OPERATIONS		2.320	-
EARNINGS PER SHARE			
Basic earnings per share (euros)	23	0,065	-
Diluted earnings per share (euros)	23	0,065	-

Notes 1 to 26 are an integral part of the Interim Financial Statements for the period 1 January 2015 to 31 March 2015.



AXIA REAL ESTATE SOCIMI, S.A.
STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD 1 JANUARY 2015 TO 31
MARCH 2015
(Thousand euros)

A) STATEMENT OF RECOGNISED INCOME AND EXPENSE (thousand euros)

	Note	For the Period from 1 January 2015 to 31 March 2015	For the Period from 19 March 2014 to 31 March 2014
Profit/ loss for the year	11	2,320	-
For cash flow hedges		(800)	-
Other Adjustments		47	-
Total income and expense taken directly to equity		(753)	-
Transfers to the income statement		-	-
Total transfers to the income statement		-	-
TOTAL RECOGNISED INCOME AND EXPENSE		1,567	-

Notes 1 to 26 are an integral part of the Interim Financial Statements for the period 1 January 2015 to 31 March 2015.



AXIA REAL ESTATE SOCIMI, S.A.
STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD 1 JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)

B) TOTAL STATEMENT OF CHANGES IN EQUITY (thousand euros)

	Capital	Reserves	(Treasury shares)	Profit from previous year	Hedging	Profit/loss for the year	TOTAL
	Note 9 a)	Note 10	Note 9.b)	Note 10	Note 13	Note 11	
BALANCE AT THE END OF 2014	360,060	(19,429)	(1,006)	-	-	2,013	341,638
Distribution Profit 2014				2,013		(2,013)	-
Total recognised income and expense	-	47	-	-	(800)	2,320	1,567
Operations with shareholders or owners:							
Formation	-	-	-	-	-	-	-
Capital increase	-	-	-	-	-	-	-
Trading in treasury shares (Note 9)	-	-	92	-	-	-	92
BALANCE AT 31 MARCH 2015	360,060	(19,382)	(914)	2,013	(800)	2,320	343,297

Notes 1 to 26 are an integral part of the Interim Financial Statements for the period 1 January 2015 to 31 March 2015.



AXIA REAL ESTATE SOCIMI, S.A.
STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD 1 JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)

B) TOTAL STATEMENT OF CHANGES IN EQUITY (thousand euros)

	Capital	Reserves	(Treasury shares)	Profit from previous year	Hedging	Profit/loss for the year	TOTAL
	Note 9 a)	Note 10	Note 9.b)	Note 10	Note 13	Note 11	
BALANCE AT THE END OF 2014	-	-	-	-	-	-	-
Distribution Profit 2014				-		-	-
Total recognised income and expense	-	-	-	-	-	-	-
Operations with shareholders or owners:							
Formation	60	-	-	-	-	-	60
Capital increase	-	-	-	-	-	-	-
Trading in treasury shares (Note 9)	-	-	-	-	-	-	-
BALANCE AT 31 MARCH 2015	60	-	-	-	-	-	60

Notes 1 to 26 are an integral part of the Interim Financial Statements for the period 1 January 2015 to 31 March 2015.



AXIA REAL ESTATE SOCIMI, S.A.
CASH FLOW STATEMENT FOR THE PERIOD 1 JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)

	Note	For the Period from 1 January 2015 to 31 March 2015	For the Period from 19 March 2014 to 31 March 2014
A) CASH FLOWS FROM OPERATING ACTIVITIES			
Profit/ (loss) for the year before tax	11	2,320	-
Adjustments to profit		3,121	-
Depreciation of PP&E	5	2,743	-
Financial income	15	(74)	-
Financial expenses	15	452	-
Changes in working capital		2,460	-
Debtors and other receivables	6, 7	7,818	-
Other current assets		(805)	-
Creditors and other payables	6, 12	(4,129)	-
Other current liabilities		-	-
Other non-current assets and liabilities		(424)	-
Cash flows from operating activities		7,901	-
B) CASH FLOWS FROM INVESTING ACTIVITIES			
Payments on investments		(53,626)	-
Group companies		(6)	-
Property, plant and equipment		(36)	-
Investment properties	5	(53,584)	-
Cash flows from investing activities		(53,626)	-
C) CASH FLOWS FROM FINANCING ACTIVITIES			
Collections and payments on equity instruments		139	60
Issue of equity instruments		47	60
Acquisition of treasury shares	9 b)	92	-
Collections and payments on financial liability instruments		59,282	-
Arrangement of:			
Bank loans		126,844	-
Repayment of:			
Debts to credit institutions		(67,562)	-
Cash flows from financing activities		59,421	60
INCREASE / DECREASE IN CASH AND CASH EQUIVALENTS, NET	8	13,696	60



**AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1
JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)**

1. General information

Axia Real Estate Socimi, S.A. (the “Company”) was incorporated in Spain on 19 March 2014 in accordance with the Spanish Companies Act. Its registered office is at José Ortega y Gasset 29, 28006 Madrid.

Its corporate objects are described in Article 2 of its Bylaws and consist of:

- The acquisition and refurbishment of urban properties earmarked for lease.
- The ownership of interests in the share capital of other Listed Corporations for Investment in the Real Estate Market (Sociedad Anónima Cotizada de Inversión en el Mercado Inmobiliario or “SOCIMIs”) or other companies not resident in Spain with a company object identical to that of the former, which are subject to a regime similar to that established for the SOCIMIs in relation to the obligatory profit distribution policy stipulated by law or the By Laws.
- The ownership of interests in the share capital of other companies, resident or not in Spain, the principal company object of which is the acquisition of urban properties earmarked for lease, which are subject to the regime established for SOCIMIs in relation to the obligatory profit distribution policy stipulated by law or the By Laws, and meet the investment requirements referred to in Article 3 of Law 11/2009, of 26 October, amended by Law 16/2012, of 27 December, regulating SOCIMIs.
- The ownership of shares or ownership interests in property collective investment undertakings governed by Collective Investment Undertakings Law 35/2003, of 4 November.

The performance of other ancillary activities, which are deemed to be those that generate income that in the aggregate represents less than 20% of the Company’s income in each tax period.

All activities required by law to meet special requirements that are not met by the Company are excluded.

The aforementioned business activities may also be fully or partially carried on indirectly by the Company through ownership interests in another company or other companies with a similar object.



**AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1
JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)**

a) Regulatory Regime

The Company is regulated by the Spanish Companies Act.

Additionally, on 12 June 2014 the Company reported to the Tax Agency its decision to opt to apply the scheme for Listed Real Estate Investment Public Limited Companies (SOCIMIs) and is therefore subject to Law 11/2009, following its amendment through Law 16/2012, governing SOCIMIs. Article 3 of Law 11/2009, of 26 October, establishes certain requirements for this type of company, namely:

- a) They must have invested at least 80% of the value of their assets in urban properties earmarked for lease, in land to develop properties to be earmarked for that purpose, provided that development begins within three years following its acquisition, and in equity investments in other companies referred to in Article 2.1 of Law 11/2009.
- b) At least 80% of the rental income from the tax period corresponding to each year, excluding the rental income deriving from the transfer of the ownership interests and the properties used by the Company to achieve its principal object, once the retention period referred to below has elapsed, should arise from the lease of properties and dividends or shares of profits arising from the aforementioned investments.
- c) The properties included in the Company's assets should remain leased for at least three years. The time during which the properties have been made available for lease will be included in calculating this term, with a maximum of one year.

Transitional Provision One of the SOCIMI Law permits the application of the SOCIMI tax scheme, as laid down in Article 8 of the SOCIMI Law, even when the requirements contained therein are not met on the date of incorporation provided that such requirements are met in the two years following the date on which it is decided to apply that scheme. In the opinion of the Company's Directors, these requirements will be fully met in time and form.

The Company has been listed on the Spanish stock exchange and Spanish markets since 9 July 2014.



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1
JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)

2. Basis of Presentation

a) True and fair view

The Interim Financial Statements, with the accompanying notes for the period from 1 January 2015 to 31 March 2015, have been prepared on the basis of the Company's accounting records and are presented in accordance with prevailing commercial legislation and the provisions of the Chart of Accounts approved by Royal Decree 1514/2007 as amended by Royal Decree 1159/2010 so as to present fairly the Company's equity, financial position and results and accurately reflect cash flow in the cash flow statement.

Also these interim financial statements have been prepared with the aim of being included in the Prospectus of Axia Real Estate Socimi S.A. on the process of capital increase with preferential subscription rights of the Company, which is expected to be approved about May 12, 2015 and to meet the requirements of Directive 2003/71 / EC of the European Parliament and of the Council regarding the historical financial information to be included in a document offering, in accordance with Annex I to regulation (EC) 809 of April 20, 2004 and subsequent amendments.

At 31 March 2015 the Company's working capital is positive by €30,553 thousand (€61,097 negative at 31 December 2014, due to the bridging loan used in the last acquisition). During the first quarter of 2015, the Company has arranged earmarked financing of €133,131 thousands, enabling it to cover the maturities of the bridging loan and re-establish a positive working capital (Note 12).

b) Non-mandatory accounting principles

All mandatory accounting principles which would have a significant effect on the preparation of these interim financial statements have been applied.

c) Key Issues in Relation to the Measurement and Estimation of Uncertainty

The preparation of the accounts requires the use by the Company of certain estimates and judgements in relation to the future that are assessed constantly and are based on historical experience and other factors, including expectations of future events considered reasonable under the circumstances.

The resulting accounting estimates, by definition, rarely equal real results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1
JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)

Fair value of Investment properties

The best evidence of the fair value of investment property in an active market is the price of similar assets. In the absence of such information and in light of the current market situation, the Company determines fair value using a range of reasonable values.

When making such judgements, the Company uses a series of sources, including:

- i. Current prices on an active market of different kinds of properties in different condition or location, adjusted for differences with the Company's assets.
- ii. Recent prices of properties on other less active markets, adjusted for changes in economic conditions since the transaction date.
- iii. Discounting of cash flows based on projected estimates deriving from the terms and conditions of current lease contracts and, if possible, the evidence of the market prices of similar properties in the same location, through the use of discount rates reflecting the uncertainty of the time factor.

Useful lives of investment properties

Company management determines the estimated useful life and corresponding depreciation charges for investment property. The useful lives of Investment Property are estimated for the period during which the assets included under this heading will generate economic benefits. The Company reviews the useful lives of Investment Property at the year end and if the estimates differ from previous estimates, the effect of the change is accounted for prospectively as from the year in which the change made.

Corporate income tax

The Company has availed itself of the system established in Law 11/2009 (26 October), governing Listed Real Estate Investment Companies (SOCIMI), which in practice means that provided certain requirements are met, the Company is subject to a corporate income tax rate of 0%. The Directors are tracking compliance with the relevant legal requirements in order to secure the tax advantages established therein.

In this respect, the Directors consider that such requirements will be met within the established terms and periods and have therefore not recognised no income or expense in respect of corporate income tax

d) Groupings of items



AXIA REAL ESTATE SOCIMI, S.A.

NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 JANUARY 2015 TO 31 MARCH 2015

(Thousand euros)

For clarity, the items presented in the balance sheet, income statement are grouped together and, where necessary, a breakdown is included in the relevant notes to the accounts.

3. Accounting policies

3.1 Property, plant and equipment

Property, plant and equipment are stated at acquisition price or production cost less accumulated depreciation and accumulated impairment losses recognised.

The cost of major repairs is capitalised and depreciated over the estimated useful life of the asset, while recurring maintenance costs are charged to the income statement in the year in which they are incurred.

Depreciation of property, plant and equipment, with the exception of land, which is not depreciated, is calculated systematically using the straight-line method over the assets' estimated useful lives based on the actual decline in value brought about by operation, use and possession. The estimated useful lives are as follows:

	<u>Depreciation rate</u>
Fixtures and fittings	10%
Furniture	10%
Data processing equipment	25%
Vehicles	25%
Other fixed assets	10%

3.2 Investment Property

Investment properties comprise office buildings, logistic warehouses and other constructions owned by the Company for rent on a long-term basis and not occupied by the Company. These assets are stated at acquisition or production cost and are subsequently reduced by the related accumulated depreciation and by any impairment losses recognized.

Depreciation of investment property is charged on a straight-line basis over the asset's estimated useful life.

	<u>Depreciation rate</u>
Building constructions	2%
Equipment	10%

AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1
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(Thousand euros)

3.3 Impairment of investment property

Whenever there are indications of impairment, the Company tests the investment property for impairment to determine whether the recoverable amount of the assets has been reduced to below their carrying amount.

An impairment loss is recognised for the excess between the asset's carrying amount and its recoverable amount, the latter understood as the fair value of the asset less the higher of cost to sell and value in use.

The Company commissions independent valuers, CBRE, to determine the fair value of all its investment property assets at period end. These valuations are carried out in accordance with the Appraisal and Valuation Standards issued by the Royal Institute of Chartered Surveyors (RICS) of the United Kingdom and the International Valuation Standards (IVS) issued by the International Valuation Standards Committee (IVSC).

To calculate the value of investment property, the amount the Company expects to recover through its lease is taken into consideration. To this end, the cash flow projections generated on the basis of the best estimate of the lease payments are used, based on the expectations for each asset and taking into consideration in the calculation of the cash flows or the discount rate any uncertainty that may entail a reduction therein. The value in use of investment property does not have to be identical to its fair value since the former is due to entity specific factors, primarily the capacity to impose prices above or below market levels, due to assuming different risks or incurring costs (construction or marketing, in the case of investments in progress, cost of refurbishment, maintenance, etc.) other than those relating to companies in the industry in general.

The estimated yield depends on the type and age of the properties and their location. The properties were valued individually, considering each of the lease contracts in force at the period end and any foreseeable contracts.

The carrying amount of the Company's investment property is adjusted at the end of each year, by recognizing the corresponding impairment loss, in order to bring it into line with the recoverable amount when the fair value is less than the carrying amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized in prior years. A reversal of an impairment loss is recognized as income.



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1
JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)

3.4 Financial investment

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted on an active market. This item is included under current assets, unless maturing in more than 12 months after the balance sheet date, in which case the item is recognised under non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet.

Financial assets are initially carried at fair value, including directly attributable transaction costs, and are subsequently measured at amortised cost. Accrued interest is recognised at the effective interest rate, which is the discount rate that brings the instrument's carrying amount into line with all estimated cash flows to maturity. Trade receivables falling due in less than one year are carried at their nominal value at both initial recognition and subsequent measurement, provided that the effect of not discounting flows is not significant.

At the year end, at least, the necessary value adjustments are made to account for impairment when there is objective evidence that all receivables will not be collected.

The amount of the impairment loss is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate prevailing at the date of initial recognition. Value adjustments, and reversals, where applicable, are recognised in the income statement.

3.5 Financial derivatives and accounting hedge

Financial derivatives are valued, both initially and in subsequent valuations, at fair value.

The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedge or not and, if applicable, the type of coverage.

Hedging instruments are valued and recorded according to their nature, to the extent that they are not, or cease being, effective hedges.

In the case of derivatives not qualifying for hedge accounting, gains and losses in the fair value are recognized immediately in the income statement.

3.6 Equity and Shareholders' Equity

Share capital consists of ordinary shares.

The costs of issuing new shares or options are recognised directly in equity as a reduction in reserves.



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1
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(Thousand euros)

In the event that the Company acquires treasury shares, the compensation paid including any incremental cost that is directly attributable, is deducted from equity until the shares are redeemed, issued again or otherwise disposed. When treasury shares are subsequently sold or reissued, any amount received is taken to equity, net of any direct attributable costs.

Distribution of Profit and dividends distribution obligations

SOCIMIs are governed by the special tax scheme set out in law 11/2009, as amended by Law 16/2012, governing listed real estate investment companies. The Company will be required to distribute in the form of dividends to its shareholders, once the related corporate obligations have been met, the profit obtained in the year, the distribution of which must be approved within six months of each yearend, as follows:

- a) All the profit from dividends or shares in profits paid by the entities referred to in Article 2.1. of Law 11/2009.
- b) At least 50% of the profits arising from the transfer of property, shares or ownership interests referred to in Article 2.1. of Law 11/2009, of 26 October, performed once the deadlines referred to in Article 3.3 of Law 11/2009 have expired, which are used to achieve the company's principal object. The remainder of these profits should be reinvested in other property or investments related to the performance of this object within three years from the transfer date. Otherwise these profits should be distributed in full together with any profit arising in the year in which the reinvestment period expires. If the items subject to reinvestment are transferred prior to the end of the holding period, profits should be distributed in full, together with the part of the profits, appropriate attributable to the years in which the Company was not taxed under the special tax scheme enshrined in said Law.
- c) At least 80% of the remaining profits obtained.

The dividend has to be paid within the next month after resolving distribution.

When dividends are distributed with a charge to reserves out of profit for a year in which the special tax regime had been applied, the distribution must be approved as set out above.

The Company is required to appropriate 10% of profits for the year to the legal reserve until the balance of this reserve amounts to 20% of share capital. This reserve is not available for distribution to shareholders until it exceeds this 20% limit. The Bylaws of these companies may not establish any other restricted reserve.



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1
JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)

3.7 Borrowings

Creditors and payables

This includes trade and non-trade payables. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement for at least 12 months from the balance sheet date.

Payables are initially recognized at fair value, adjusted for directly attributable transaction costs, and subsequently valued at amortized cost using the effective interest method. The effective interest rate is the discount rate that brings the instrument's carrying amount into line with the expected future flow of payments to the maturity date of the liability.

Nonetheless, trade payables falling due in less than one year without a contractual interest rate are carried at their nominal value at both initial recognition and subsequent measurement, provided that the effect of not discounting flows is not significant.

3.8 Current and deferred taxes

Following the special tax regime for SOCIMIs, the Company is subject to an income tax rate of 0%.

As established by Article 9.2 of Law 11/2009, of 26 October, the Company will be subject to a special tax charge of 19% on the full amount of any dividends or shares in profit paid to shareholders with an ownership interest in the share capital of the Company equal to or more than 5%, when such dividends are tax exempt or taxed at a rate below 10% in the tax domicile of the shareholder (for these purposes, final tax due under the Spanish Non Resident Income Tax Law is also taken into consideration).

However, the aforementioned special charge will not be applicable when the dividends or shares in profit are paid to entities the object of which is the ownership of interests in the share capital of other SOCIMIs or other companies not resident in Spain with a company object identical to that of the former, which are subject to a regime similar to that established for the SOCIMIs in relation to the obligatory profit distribution policy stipulated by law or the Bylaws, with respect to shareholders with an ownership interest equal to or more than 5% in the share capital thereof and are taxed on these dividends or shares in profit at a tax rate of at least 10%.

3.9 Provisions and contingent liabilities

Provisions are carried at the present value of forecast payments that are expected to be required to settle the obligation, using a rate before taxes that reflects the current market

AXIA REAL ESTATE SOCIMI, S.A.

NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 JANUARY 2015 TO 31 MARCH 2015

(Thousand euros)

assessment of the time value of money and the specific risks of the obligation. The adjustments to the provision due to the restatement are recognised as a financial expense as they accrue.

Provisions maturing in one year or less, due to financial effect is not significant, are not discounted. When it is expected that a portion of the payment necessary to cancel the provision will be reimbursed by a third party the reimbursement is recognised as an independent asset, provided that receipt of the reimbursement is practically certain.

3.10 Revenue recognition

Revenues are stated at the fair value of the consideration to be received and represent the amounts to be collected for the services rendered during the ordinary course of the Company's activities, less returns, discounts, rebates and VAT.

Services provided

The Company provides lease services. Revenues from property rentals are recognised on a straight-line basis over the rental period.

The costs associated with each rental payment, including impairment, are recognised as an expense. Properties leased to third parties, all of which are leased under operating leases, are included in 'Investment properties' on the balance sheet.

Interest income

Interest income is recognised using the effective interest rate method. When a receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income.

3.11 Leases

a) When the Company is the lessee – Operating lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Operating lease payments (net of any incentive received by the lessor) are charged against the income statement for the year in which they accrue on a straight-line basis over the lease period.

b) When the Company is the lessor

When assets are leased under an operating lease, the asset is included in the balance sheet in accordance with its nature. Lease income is recognised on a straight-line basis over the lease period.



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1
JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)

3.12 Functional and presentation currency

These Interim financial statements are presented in thousand euros, which is the Company's functional and presentation currency.

3.13 Related-party transactions

Related party transactions are initially recognised at fair value. Where the agreed price differs from fair value, the difference is recognised based on the economic reality of the transaction. Subsequent measurement is made in line with the relevant accounting standards.

4. Financial risk management

4.1 Financial risk factors

The Company's activities are exposed to various financial risks: market risk (including interest rate risk), credit risk and liquidity risk. The Company's risk management program focuses on uncertainty in financial markets and seeks to minimize the potential adverse impact on its financial profitability.

Risk management is carried out by the Company's Finance Department, which identifies, evaluates and hedges financial risks in accordance with the policies approved by the Board of Directors. The Board provides policies for overall risk management and written policies covering specific areas such as interest rate risk, liquidity risk, use of derivatives and non-derivatives and investing excess liquidity.

a) Market risk.

(i) Interest rate risk

The Company's interest rate risk arises from financial debt. Borrowings issued at variable rates expose the Company to the cash flow interest rate risk. This is partially offset by cash held at variable rates. At 31 March 2015, the Company holds three loans maturing in the long-term with a variable interest rate indexed to Euribor. The Company covers the interest rate rises with hedging derivatives (Note 13).

b) Credit risk

The Company has no significant concentrations of credit risk, the possible impact on the income statement being understood as the default of receivables. The Company has



AXIA REAL ESTATE SOCIMI, S.A.

NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 JANUARY 2015 TO 31 MARCH 2015

(Thousand euros)

policies which ensure that sales and rentals are arranged with customers with an appropriate credit standing.

c) Liquidity risk

The Company's financial management is responsible for managing the liquidity risk to cover the payments already committed and/or commitments deriving from new investments. In this respect, it prepares annual forecast cash flow projections.

The determined maturity of the Company's financial instruments under assets and liabilities at 31 March 2015 and at 31 December 2014 is shown in Note 6.

5. Investment Property

Investment properties comprise buildings, logistic warehouses and other constructions owned by the Company for rent on a long-term basis and not occupied by the Company.

Set out below is a breakdown of movements in the accounts recorded under investment properties:

	Thousand euros		
	Land	Buildings	Total
Opening balance at 19-03-2014	-	-	-
Additions	136.741	268.164	404.905
Depreciation	-	(2.118)	(2.118)
Balance at 31-12-2014	136.741	266.046	402.787
Cost	136.741	268.164	404.905
Accumulated depreciation	-	(2.118)	(2.118)
Carrying value at 31-12-2014	136.741	266.046	402.787
Additions	22.940	18.510	41.450
Depreciation	-	(2.729)	(2.729)
Balance at 31-03-2015	159.681	281.827	441.508
Cost	159.681	286.674	446.355
Accumulated depreciation	-	(4.847)	(4.847)
Carrying value at 31-03-2015	159.681	281.827	441.508

During the year the Company acquired determined properties for leasing. Part of these properties is taken into account in the 80% referred to in Section 1 Article E of the SOCIMI Law. There is a breakdown of these properties in Note 21. These properties were mainly acquired using the funds obtained through the Company's flotation, and external financing.



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Additionally, the investment properties include an advance of €12,000 thousand for the acquisition of an asset located at calle Manuel de Falla (Madrid), the acquisition price of which amounts to €31,000 thousand.

The market value of the investment properties at 31 March 2015 amounts 496.400 thousands (474.200 thousands including the advance of the Manuel de Falla building). The market value of the investment properties at 31 December 2014 amounted €439,025 thousand (€419,625 thousand with the advance of the Manuel de Falla building).

a) Impairment losses

During the first quarter of 2015 and during 2014 no impairment adjustments to investment properties were recognised or reversed.

b) Fully-depreciated assets

At 31 March 2015 and at 31 December 2014 there were no fully-depreciated assets.

c) Income and expenses on investment property

The following revenues and expenses relating to investment property have been recognised in the income statement.

	Thousand euros	
	2015	2014
Lease income	8.873	-
Expenses relating to operation of investment properties generating lease revenues	(2.233)	-
Expenses relating to operation of investment property not generating lease revenues	(570)	-
	6.070	-



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d) Assets under operating leases

Total amount of future minimum collections under non-cancellable operating leases is as follows:

	Thousand euros	
	2015	2014
Less than 1 year	18.462	22.712
One to five years	46.400	41.333
More than five years	8.463	8.463
	73.325	72.508

e) Insurance

It is Company policy to arrange all the insurance policies necessary to cover possible risks affecting investment properties. The coverage provided by these policies is considered sufficient.

6. Analysis of financial instruments

6.1 Analysis by category

The carrying amount of each category of financial instruments stipulated in the standard "Financial instruments" is as follows:

	Thousands Euros					
	Non-current financial investments					
	Equity instruments		Debt securities		Loans, derivatives and others	
	2015	2014	2015	2014	2015	2014
Loans and receivables (Note 7)	6	-	-	-	4.808	4.384
	6	-	-	-	4.808	4.384



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Current financial investments					
	Equity investments		Debt securities		Loans, derivatives and others
	2015	2014	2015	2014	2015 2014
Loans and receivables (Note 7)	-	-	-	-	14.944 9.478
	-	-	-	-	14.944 9.478
Total financial investments	6	-	-	-	19.752 13.862
Non-current borrowings					
	Bank Loans		Debentures and other markatable securities		Derivatives and other
	2015	2014	2015	2014	2015 2014
Creditors and payables (Note 12)	127.875	-	-	-	6.115 4.825
	127.875	-	-	-	6.115 4.825
Current borrowings					
	Bank Loans		Debentures and other markatable securities		Derivatives and other
	2015	2014	2015	2014	2015 2014
Creditors and payables (Note 12)	825	67.545	-	-	5.279 9.627
	825	67.545	-	-	5.279 9.627
Total financial liabilities	128.700	67.545	-	-	11.394 14.452



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6.2 Analysis by maturity

Financial instruments at 31 March 2015 and at 31 December 2014 having fixed or determinable maturities are shown below by year of maturity:

At 31 March 2015:

	Thousands Euros					
	Financial investments					
	2015	2016	2017	2018	2019	Subsequent years Total
Other financial investments:						
- Long-term deposits	-	1.634	977	900	117	1.055 4.683
- Derivatives (Note 13)	-	-	-	-	-	125 125
Accounts receivable:						
- Trade receivables	14.881	-	-	-	-	- 14.881
- Other financial investments	63	-	-	-	-	- 63
	14.944	1.634	977	900	117	1.180 19.752
	Financial liabilities					
	2015	2016	2017	2018	2019	Subsequent years Total
Debts:						
- Long-term bank loans	825	221	1.022	3.122	5.737	117.773 128.700
- Long-term deposits	-	1.902	1.135	934	129	1.090 5.190
- Derivatives (Nota 13)	-	-	-	-	-	925 925
Accounts Payables:						
- Trade and other payables	5.279	-	-	-	-	- 5.279
	6.104	2.123	2.157	4.056	5.866	119.788 140.094



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At 31 December 2014:

Thousand Euros							
Financial investments							
	2015	2016	2017	2018	2019	Subsequent years	Total
Other financial investments:							
- Long-term deposits	-	1.437	1.072	807	116	952	4.384
Accounts Receivable:							
- Trade receivable	8.730	-	-	-	-	-	8.730
- Other financial investments	748						748
	9.478	1.437	1.072	807	116	952	13.862
Financial Liabilities							
	2015	2016	2017	2018	2019	Subsequent years	Total
Debts:							
- Long-term deposits	-	1.588	1.147	840	123	1.127	4.825
Accounts Payable:							
- Bank Loans	67.545	-	-	-	-	-	67.545
- Trade and other payables	9.627	-	-	-	-	-	9.627
	77.172	1.588	1.147	840	123	1.127	81.997

7. Loans and receivables

Thousand Euros		
	2015	2014
Long-term loans and receivables:		
- Other financial assets (Note 6)	4.683	4.384
- Derivatives (Note 13)	125	-
	4.808	4.384
Short-term loans and receivables (Note 6):		
- Receivables for sales and services rendered	758	607
- Receivables from related parties (Note 20)	-	58
- Sundry receivables	14.123	8.065



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- Other financial assets

Long-term loans and receivables:

	63	748
	14.944	9.478
	19.752	13.862

The carrying amounts of Loans and receivables (both long and short-term) approximate their fair values, since the effect of discounting is immaterial.

Other long-term financial assets include the deposits made in the corresponding agencies.

Of all short-term loans and receivables, at 31 March 2015, trade and sundry receivables totalling €774 thousand (€788 thousands at 31 December 2014) were past due and not impaired. Sundry receivables mainly include a provision of funds for the Company's ordinary operations with registries and notaries amounting to €1,968 thousand (€2,942 thousands at 31 December 2014) and €12,133 thousand recorded, derived from a purchase-sale transaction, as a guarantee for the performance of certain conditions in the purchase-sale deed.

The age analysis of receivables for sales and services rendered, receivables from related parties and sundry receivables is as follows:

	Thousand Euros	
	2015	2014
Up to 3 months	14.547	8.499
Between 3 and 6 months	329	173
More than 6 months.	5	58
	14.881	8.730

The carrying value of loans and receivables is denominated in euros.

8. Cash and cash equivalents

	Thousand euros	
	2015	2014
Cash	17.961	4.265
	17.961	4.265

The current account accrues interest annually at 0.64 percentage points.



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9. Capital

a) Capital

The Company was incorporated on 19 March 2014 through the issuance of 10,000 registered shares of €6 par value each. At the incorporation date, Rodex Asset Management, S.L. held 9,999 Ordinary Shares representing 99.99% of the issued share capital of the Company and Inmodesarrollos Integrados, S.L. held 1 Ordinary Share representing 0.01% of the issued share capital of the Company.

On 10 June 2014 the Extraordinary General Shareholders' Meeting was held during which it was resolved to increase capital, the shareholders' waiving their preferential subscription right, through an offer for the subscription of the Company's shares to be carried out prior to their stock market flotation.

At 31 March 2015 and at 31 December 2014 the Company's share capital was represented by 36.006.000 shares of €10 per value each, fully subscribed.

The details of the share capital at 31 March 2015 and at 31 December 2014 is as follows:

	Thousand euros	
	2015	2014
Authorised capital	360.060	360.060
Total	360.060	360.060

At 31 March 2015 the companies participating in the share capital by a percentage equal to or greater than 5% are:

Shareholders	No. Of shares	% Participation	
		Direct	Indirect
Perry Partners International INC.	10.500.000	-	29,16%
Taube Hodson Stonex Partners LLP	4.000.000	-	11,11%
T. Rowe Price Associates, Inc	3.627.388	-	10,07%
Citigroup Global Markets Limited	3.300.000	9,17%	-
JP Morgan Chase & Co	2.089.822	-	5,80%



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b) Treasury shares

At 31 March 2015, treasury shares held by the Company represent 0.26% of capital (0.28% at 31 December 2014) and a total of 92,844 shares (100,000 shares at 31 December 2014) with an overall par value of €914 thousand (€1,006 thousands at 31 December 2014) and an average acquisition price of €10,8807 per share (10,1036 euros at 31 December 2014).

The Company has complied with the requirements of Article 509 of the Capital Companies Act, which establishes that the par value of acquired shares listed on official secondary markets, together with those already held by the Parent Company and its subsidiaries must not exceed 10% of the share capital. The subsidiaries do not hold treasury shares or shares in the Company.

These shares are carried by reducing equity at 31 March 2015 by €914 thousand (€1,006 thousands at 31 December 2014).

10. Reserves

	Thousand euros	
	2015	2014
Other reserves:		
- Voluntary reserves	(19.382)	(19.429)
- Other reserves	2.013	-
	(17.369)	(19.429)

At 31 december 2014, the Company recognized in equity expenses related to the issuance of shares as a reduction of reserves. These expenses amounted to €19,429 thousand at 31 December 2014, and mainly related to banks and advisors.

As a consequence of the trade of treasury shares, the Company has registered an amount of €47 thousands euros in Voluntary Reserves.

Legal reserve

Appropriations to the legal reserve should be made in compliance with Article 274 of the Spanish Companies Act 2010 which stipulates that 10% of the profits for each year must be transferred to this reserve until it represents at least 20% of share capital.



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The legal reserve is not available for distribution. It should be used to offset losses in the event of no other reserves being available; it must be replenished out of future profits.

At 31 March 2015 and 31 December 2014 no appropriation was made for this item.

11. Profit/(loss) for the year

Distribution of Profit

The proposal to be presented to the General Shareholders' Meeting regarding the distribution of losses and reserves of the profit for the year 2014 is as follows:

	<u>Thousand euros</u>
	<u>2014</u>
<u>Available for distribution</u>	
Profit/(loss)	2,013
<u>Distribution</u>	
Legal reserve	201
To voluntary reserves	363
Dividends	1,449
	<u>2,013</u>

12. Trade and other payables

	<u>Thousand euros</u>	
	<u>2015</u>	<u>2014</u>
Long-term créditos and payables:		
- Bank Loans (Note 6)	127.875	-
- Other financial investments (Note 6)	5.190	4.825
- Derivatives (Note 13)	925	-
	<u>133.990</u>	<u>4.825</u>
Short-term creditors and payables:		
- Bank loans	825	67.545
- Creditors and other payables	5.216	9.505
- Payables to related parties (Note 20)	15	122
- Outstanding remunerations	48	-
	<u>6.104</u>	<u>77.172</u>
	<u>140.094</u>	<u>81.997</u>



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The carrying amount of creditors and payables (both long and short-term) approximates fair value since the effect of discounting is not significant. In the case of the bank loans, they are registered at amortised cost.

The heading of Long-term Bank loans includes the balance of three loans incurred by the Company during 2015.

- Mortgage signed with the bank 'CaixaBank' on 2 February 2015 amounting €72,281 thousand with a maturity of 14 years, which properties of Diagonal, Avenida de la Vega, Rivas and Two Sisters are mortgaged. This loan has an annual interest rate tied to Euribor plus a spread. This amount represents a loan-to-value of 55%. It is recorded in the accounting records at amortized cost, totaling this amount to €70,489 thousand, of which €187 thousand are registered at short-term.

- Mortgage signed with the bank 'Banco Santander' on 25 March 2015 amounting €50,000 thousand with a maturity of seven years, which the properties of Cristalia, Gavarres and Cabanillas (Modules 1 and 3) are mortgaged. This loan has an annual interest rate tied to Euribor plus a spread. This amount represents a loan-to-value of 54.5%. It is recorded in accounting records at amortized cost, totaling this amount to €48,763 thousand, of which €108 thousand are recorded at short notice.

- Loan signed with the bank 'CaixaBank' on 31 March 2015 amounting €10,850 thousand with a maturity of 13 years, which the property of Juan Ignacio Luca de Tena are mortgaged. This loan has an annual interest rate tied to Euribor plus a spread. This amount represents a loan-to-value of 63.82%. The loan is registered in accounting records at amortized cost, totaling this amount to €8,918 thousand, all the long term. A 31 March 2015, amounting to €1,500 thousand is pending of disposal.

These loans are subject to compliance with certain financial ratios, which are customary in the industry in which the company operates, having no impact thereon to March 31, 2015.

The heading of Short-term Bank Loans primarily reflects the short term balance of the aforementioned loans. At 31 December 2014 it reflected the balance of two credit facilities that were used as bridge financing for the acquisition of certain real estate assets. At 31 March 2015, these facilities have been cancelled.

13. Financial derivatives instruments

Euros						
2015						
		Non-current		Current		
Covered	Maturity	Assets	Liability	Assets	Liability	
Principal						

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Interest rate swap	22.000.000	Up to 2022	125	-	-	-
Interest rate swap	9.350.000	Up to 2024	-	87	-	-
Interest rate swap	43.151.758	Up to 2025	-	838	-	-
Total			125	925	-	-

At 31 December 2014, the Company had not contracted any derivatives.

The total fair value of a hedging derivative is classified as a non-current asset or liability if the remaining maturity of the hedged item exceeds 12 months and as a current asset or liability if the remaining maturity of the hedged item is less than 12 months.

Hedge of cash flows using interest rate swaps enables to change variable rate debt to fixed rate debt; where future cash flows to be hedged are the future interest payments on the loans (Note 12). Changes in fair value of derivatives are reflected in 'Adjustments for changes in valuation' in equity.

14. Income and expenses

a) Net revenues

Revenue on the Company's ordinary activities may be analysed geographically as follows:

Market	2015	
	Porcentaje	Thousand euros
Spain	100%	8.873
		8.873
Market	2014	
	Porcentaje	Thousand euros
Spain	-	-
	-	-

The breakdown of net turnover is as follows:

- Incomes by income: 7,586 thousand euros
- Incomes by rebilling of expenses: 1,287 thousand euros

b) Staff costs



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	Thousand euros	
	2015	2014
Salaries, wages and similar items	590	-
Employee benefit expenses		
- Other staff welfare expenses	49	-
	639	-

There are no severance payments at 31 March 2015 and at 31 December 2014.

The average number of employees in the period, by category, is as follows:

	2015	2014
Categories	Total	
Senior management	5	3
Graduates	4	1
Administrative personnel and other	5	1
Total	14	5

At 31 March 2015 and 31 December 2014 the distribution by gender of the Company's personnel is as follows :

	2015		
Categories	Males	Females	Total
Senior management	4	1	5
Graduates	3	2	5
Administrative personnel and other	1	4	5
	8	7	15

	2014		
Categories	Males	Females	Total
Senior management	4	1	5
Graduates	3	1	4
Administrative personnel and other	-	2	2
	7	4	11

c) Operating expenses

The breakdown of operating expenses, is de following:



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	Miles de euros	
	2015	2014
Operating expenses of investment properties	1.753	-
Other operating expenses	510	-
	2.263	-

15. Corporate income tax and tax situation

Set out below is the reconciliation between net income and expense for the year and the income tax assessment base:

	Thousand euros					
	Income statement			Income and expenses taken directly to equity		
	Increases	Decreases	Net effect	Increases	Decreases	Net effect
Income and expenses of the year	-	-	2.320	-	-	(753)
Income tax	-	-	-	-	-	-
Permanent differences	-	-	-	-	-	-
Temporary differences	-	-	-	-	-	-
Taxable base			2.320			(753)

In accordance with law 11/2009, with the amendments included therein through law 16/2012, regulating SOCIMIS, current Corporate Income Tax is the result of applying 0% to the tax base. No deductions have been applied to tax payable during the first quarter of 2015 and withholdings and payments on account amount to €0 thousand (€0 euros at 31 December 2014).

Permanent differences relate to incorporation expenses reflected in equity (Note 10).

Tax Inspections

Under current legislation, taxes cannot be deemed to have been definitively settled until the tax returns filed have been reviewed by the tax authorities or until the four year statute of limitations period has expired.

As a result, among other things, of the different interpretations to which Spanish tax legislation lends itself, additional tax liabilities may arise in the event of a tax inspection. In any event, the Directors consider that such liabilities, if they arise, will not have a significant effect on the balance sheet and income statement for the period 1 January 2015 to 31 March



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2015.

At 31 March 2015 and at 31 December 2014 the breakdown of the Company's collection rights and payment obligations with the Public Administrations is as follows:

	Miles de euros	
	2015	2014
Collection rights		
VAT refundable	3.037	3.037
Withholdings and Payments on account	132	-
	3.169	3.037
Payment obligations		
Withholding payables	454	257
Social Security payable	22	17
	476	274

16. Net financial income (expense)

	Thousand euros	
	2015	2014
Financial income		
- From marketable securities and other financial instruments (Note 8)	74	-
	74	-
Financial expenses		
- Payable to third parties	(452)	-
	(452)	-
	(378)	-
		666

17. Contingencies

Contingent liabilities



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At 31 March 2015 and at 31 December 2014 the Company has no contingent liabilities.

18. Comparative impacts with IFRS

Article 525 of the Spanish Companies Act provides that companies that have issued securities listed on a regulated market of any European Union Member State and that, pursuant to current legislation, only publish separate financial statements for the period, must disclose in the in the notes to the accounts the main changes that would have arisen in equity and in the income statement if International Financial Reporting Standards as adopted by the European Union ("IFRS-EU") had been applied.

The Company's Board of directors assessed the main changes arising from the application of the different accounting legislations which would affect the Company's equity and its income statement in the performance of the activities which constitute its company object (see Note 1). The most significant difference relates to the different accounting treatment on the real estate assets valuation, which are valued at the closing date of each year by the lower value between theirs book value and recoverable value under the Spanish National Chart of Accounts, although, if the Company opted to apply the IFRS-EU, it would be allowed to value the assets at fair value, although it is also acceptable the amortized cost criteria. This difference would only arise, therefore, if the assets were measured at fair value.

19. Board of Directors and Senior Management

Shareholdings, positions and activities of the members of the Board of Directors

Article 229 of the Spanish Companies Act 2010, adopted by virtue of Royal Legislative Decree 1/2010, requires the Directors to notify the Company's governing body of any direct or indirect conflict of interest they may have with the Company's interests.

Likewise, directors must disclose any direct or indirect interest they or persons related to them may hold in any company engaging in activities which are identical, analogous or complementary to those comprising the company's objects, and also disclose the positions or duties they might have in the same. Appendix I sets out the information provided by the directors concerning the positions and functions exercised in companies having an identical, analogous or complementary kind of activity.

Directors' and senior management compensation



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During the period between 1 January 2015 and 31 March 2015, salaries, per diems and other remuneration accrued by members of the Board of Directors amounted to €345 thousand (€468 thousands euros during the year 2014). Additionally, the Company has assumed a premium amounting to €4 thousand relating to life insurance in force during the year (€1 thousand at 31 December 2014).

The Company has not granted any loans to its Directors and does not have any pension funds or other similar obligations in their favour. The Company's management duties were performed by the Company's Board of directors. The company's Bylaws provide for the remuneration of independent directors as members of the Board of Directors based on their supervision and decision-making powers up to a maximum of €60,000 a year per director.

On June 10, 2014, the General Shareholders' Meeting agreed to remunerate the position of Company CEO through gross annual remuneration of €600 thousand, variable remuneration of up to 25% of such gross annual remuneration based on the objectives set and approved in the last instance by the Board of Directors and the Company's own share based compensation plan granted to the management team, made up of the CEO and persons designated to this effect by the Company (at the date of these interim financial statements, such designation has not taken place).

In accordance with the aforementioned compensation plan, the incentive is contingent on management personnel providing services over the vesting period set at 5 years as from 1 January 2016. The right to the incentive accrues and is calculated annually, 2015 being the first year, and is settled through the delivery of shares once the annual calculation period has elapsed.

Management personnel will be entitled to the incentive if the Company's Net Asset Value (NAV) in each calculation period exceeds certain growth limits set out in the plan and such NAV is understood as the value of the Company's net assets, increased for capital gains on its properties and other investment interest at fair value, calculated annually in accordance with IFRS – EU, on the basis of the most recent valuation of the Company's real estate assets.

At 31 March 2015 and at 31 December 2014, there are no employees considered senior management personnel. The Company's key planning, management and control decisions together with decisions affecting economic and strategic policies are taken by the Board of Directors and existing committees.



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20. Other related-party transactions

The following transactions were carried out with related parties:

	Thousand euros	
	2015	2014
Related-party transactions		
Rodex Agrupada Comunicación, S.L.	(2)	-
Alza Real Estate, S.A.	(1)	-
Rodex Agrupada Comunicación, S.L.	-	-
	(3)	-

At 31 March 2015 and at 31 December 2014 outstanding balances with the related parties break down as follows:

	Thousand euros	
	2015	2014
Trade and other receivables		
Sundry receivables (Note 7)	-	58
	-	58
Trade and other payables		
Sundry payables (Note 12)	(15)	(122)
	(15)	(122)

21. Information requirements deriving from SOCIMI status, Law 11/2009, amended through Law 16/2012

- a) Reserves from years prior to the application of the tax scheme contained in Law 11/2009, amended by Law 16/2012.



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Not applicable.

- b) Reserves from years in which the tax scheme contained in Law 11/2009, amended by Law 16/2012, has been applied.

Not applicable.

- c) Dividends distributed against profits each year in which the tax scheme contained in this Law is applicable, differentiating the part from income subject to tax at 0% or 19% from those where tax has been levied at the general rate.

At 31 March 2015 and at 31 December 2014, no dividend distribution was approved. However, the distribution of dividends against 2014 results is being proposed at the Shareholders' Meeting (Note 11).

- d) For distribution against reserves, identifying the year from which the reserves applied derive and if they have been taxed at 0%, 19% or the general rate.

No dividends have been paid out of reserves.

- e) Date of the agreement for the distribution of dividends referred to in c) and d) above.

At 31 March 2015 and at 31 December 2014, no dividend distribution was approved.



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- f) Date of acquisition of buildings for rent and interests in the capital of companies referred to in Article 2.1. of this Law.

There are no interests in the capital of the companies referred to in Article 2.1. of the SOCIMIS Law .

Property	Location	Acquisition date
Francisca Delgado	Parcela TN-5B, Sector Único, calle Francisca Delgado, nº 11, Alcobendas (Madrid)	28 July 2014
Cabanillas del Campo	Parcela 2.4, Naves 1,2 y 3, Polígono Industrial P-5, Cabanillas del Campo (Guadalajara)	29 July 2014
Azuqueca	Nave logística, Avda. de la Construcción, nº 9 & 11, Polígono Industrial Miralcampo de Azuqueca de Henares (Guadalajara)	30 July 2014
Dos Hermanas	Parcelas 47 a 50 del Polígono Industrial "La Isla", Dos Hermanas (Sevilla)	30 July 2014
Avenida de la Vega	Avda. Arroyo de la Vega, nº 15, Arroyo de la Vega, Alcobendas (Madrid)	24 September 2014
Rivas-Vaciamadrid	Parcelas 18-14 y 19-13, Calle Mariano Benlliure, Rivas-Vaciamadrid (Madrid)	24 September 2014
Camarma	Nave logística, sector S1-4 "La Raya Industrial", término municipal de Camarma de Esteruelas (Madrid)	09 October 2014
Guadalix	Departamento número 3, finca parte de la U.A.-47, y edificio "B", San Agustín de Guadalix (Madrid)	09 October 2014
Valls	Nave logística, Avenida del Polígono, 5. Polígono Industrial de Valls, término municipal de Valls (Tarragona)	09 October 2014
Cristalia	Edificios Cristalia. Edificios 2 y 3 Parque Empresarial Cristalia. Calle Vía de los Poblados s/n (Madrid)	04 December 2014
Ribera del Loira	Edificio Ribera del Loira. Calle Ribera del Loira, 28 (Madrid)	04 December 2014



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1
JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)

Diagonal	Edificio Diagonal. Avenida Diagonal 197 (Barcelona)	04 December 2014
Les Gavarres	Edificio Tarragona, finca número dos, subpolígono PP-9, Polígono Industrial Les Gavarres (Tarragona)	04 December 2014
Juan Ignacio Luca de Tena	Calle Juan Ignacio Luca de Tena No. 14, Madrid	30 March 2015
Tucumán	Tucuman bulding. Glorieta del mar Caribe No. 1, Madrid	30 March 2015

- g) Identification of assets taken into account in the 80% referred to in Article 3.1 of this Law.

The assets taken into account in the 80% referred to in Section 1 Article 3 of the SOCIMI Law are reflected in the table above.

- h) Reserves from years in which the tax system applicable in this Law was applicable, which were made available in the tax period, not for distribution or offsetting losses, identifying the year from which the reserves derive.

Not applicable.

22. Auditors' fees

The fees accrued during the period 1 January 2015 to 31 March 2015 by PricewaterhouseCoopers Auditores S. L., related to the limited review of financial statements of 31 March 2015 and other assurance services amounted €64 thousand.

During the period, no other fees have been accrued by other companies of PwC network (€0 euros at 31 March 2014).

23. Earnings per share

Earnings per share for the period of 2015 and the year 2014 are as follows:

	2015	2014
Net profit (thousand euros)	2.320	-
No. shares (shares)	36.006.000	-
Average number of treasury shares held (shares)	84.577	-
Basic earnings per share (euros)	0,065	-



AXIA REAL ESTATE SOCIMI, S.A.
NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1
JANUARY 2015 TO 31 MARCH 2015
(Thousand euros)

Diluted earnings per share (euros)	0,065	-

At 31 March 2015 and at 31 December 2014, there are no transactions in the Company that differentiate basic earnings per share from diluted earnings per share.

24. Information on greenhouse gas emission allowances

During the year 2015 and 2014 the Company had no greenhouse gas emission rights.

25. Environmental information

The Company's activities do not have any environmental impact. Therefore the Company has incurred no significant costs and made no significant investments the aim of which is to mitigate possible environmental impacts.

26. Subsequent events

On 14 April 2015, the Company has signed with a financial entity, financing amounting €24,100 thousand, which maturity is 2020.

On April 15, 2015 is fulfilled the condition precedent to the purchase of a real estate asset (Note 7) and dated April 22, 2015 has perfected such purchase.



AXIA REAL ESTATE SOCIMI, S.A.

APPENDIX I – Detail of Positions and Ownership Interests held by the Directors in Companies with a similar Company Object

Luis Alfonso López de Herrera-Oria

Shareholders	Office or duty	% interest
Alza Real Estate, S.A.	Independent non-executive director	Less than 1%
Inmuebles y Construcciones de Golf de Ibiza, S.A.	Representative of sole administrator	Less than 1%
Valdemera Agropecuaria, S.L.	Independent non-executive director	-
Rodex Asset Management, S.L.	Sole Administrator	100%
Agrodesarrollos Integrados, S. L.	Sole Administrator	100%
Inmodesarrollos Integrados, S.L.	Representative of sole administrator	100%
Puerto Feliz, S.A.	Representative of sole administrator	78.88%
La Felician, S.A.	Sole Administrator	-
Heracles Proyectos y Promociones Inmobiliarias, S.A.	Sole Administrator	100%

Luis María Arredondo Malo

Shareholders	Office or duty	% interest
Nieve de Andalucía, S.A.	N/A	80.69%
Castellar Ingenieros, S.L.	N/A	99.99%
Olivarera del Condado	Director	18.01%
Aljaral S.A.	N/A	59.5%
Parquing 86, S.A.	N/A	44.63%



AXIA REAL ESTATE SOCIMI, S.A.

**PREPARATION OF THE INTERIM FINANCIAL STATEMENTS AND DIRECTORS'
REPORT FOR THE PERIOD 1 JANUARY 2015 TO 31 MARCH 2015**

The Board of Directors of the Company Axia Real Estate Socimi, SA as of May 5, 2015, and in compliance with the requirements of Article 253 of the Corporations Act and Article 37 of the Code of Commerce, proceeds to formulate the interim financial statements corresponding to the period from January 1, 2015 to 31 March 2015, consisting of the preceding documents.

Mr Luis María Arredondo Malo
Chair

Mr Luis Alfonso López de Herrera-Oria
Director

Mr Fernando Bautista Sagüés
Director

Mr David Jiménez-Blanco Carrillo de Albornoz
Director

Mr Chetan Gulati
Director

TABLAS DE EQUIVALENCIA
Documento de Registro (Anexo I del Reglamento 809/2004)

Contenido	Apartado	Comentarios
1. PERSONAS RESPONSABLES		
1.1. Todas las personas responsables de la información que figura en el documento de registro y, según los casos, de ciertas partes del mismo, con, en el último caso, una indicación de las partes. En caso de personas físicas, incluidos los miembros de los órganos de administración, de gestión o de supervisión del emisor, indicar el nombre y el cargo de la persona; en caso de personas jurídicas, indicar el nombre y el domicilio social	Portada 4º párrafo, Part XVII.1	
1.2. Declaración de los responsables del documento de registro que asegure que, tras comportarse con una diligencia razonable para garantizar que así es, la información contenida en el documento de registro es, según su conocimiento, conforme a los hechos y no incurre en ninguna omisión que pudiera afectar a su contenido. En su caso, declaración de los responsables de determinadas partes del documento de registro que asegure que, tras comportarse con una diligencia razonable para garantizar que así es, la información contenida en la parte del documento de registro de la que son responsables es, según su conocimiento, conforme a los hechos y no incurre en ninguna omisión que pudiera afectar a su contenido.	Portada 4º párrafo, Part XVII.1	
2. AUDITORES DE CUENTAS		
2.1. Nombre y dirección de los auditores del emisor para el periodo cubierto por la información financiera histórica (así como su afiliación a un colegio profesional).	Part XI, Part XVII.11.2	
2.2. Si los auditores han renunciado, han sido apartados de sus funciones o no han sido redesignados durante el periodo cubierto por la información financiera histórica, proporcionarán los detalles si son importantes	N/A	
3. INFORMACIÓN FINANCIERA SELECCIONADA		
3.1. Información financiera histórica seleccionada relativa al emisor, que se presentará para cada ejercicio durante el periodo cubierto por la información financiera histórica, y cualquier periodo financiero intermedio subsiguiente, en la misma divisa que la información financiera	Part VII	
3.2. Si se proporciona información financiera seleccionada relativa a periodos intermedios, también se proporcionarán datos comparativos del mismo periodo del ejercicio anterior, salvo que el requisito para la información comparativa del balance se satisfaga presentando la información del balance final del ejercicio	Part VII	
4. FACTORES DE RIESGO	Part II	
5. INFORMACIÓN SOBRE EL EMISOR		
5.1 Historia y evolución del emisor:		

Contenido	Apartado	Comentarios
5.1.1. Nombre legal y comercial del emisor	Part VIII, Part XVII.2	
5.1.2. Lugar de registro del emisor y número de registro	Part XI, Part XVII.2	
5.1.3. Fecha de constitución y periodo de actividad del emisor, si no son indefinidos	Part XVII.2	
5.1.4. Domicilio y personalidad jurídica del emisor, legislación conforme a la cual opera, país de constitución, y dirección y número de teléfono de su domicilio social (o lugar principal de actividad empresarial si es diferente de su domicilio social)	Part XI, Part XVII.2	
5.1.5. Acontecimientos importantes en el desarrollo de la actividad del emisor	N/A	
5.2. Inversiones		
5.2.1. Descripción, (incluida la cantidad) de las principales inversiones del emisor en cada ejercicio para el periodo cubierto por la información financiera histórica y hasta la fecha del documento de registro	Part IX	
5.2.2. Descripción de las inversiones principales del emisor actualmente en curso, incluida la distribución de estas inversiones geográficamente (nacionales y en el extranjero) y el método de financiación (interno o externo)	Part IX, Part VII, 11.4	
5.2.3. Información sobre las principales inversiones futuras del emisor sobre las cuales sus órganos de gestión hayan adoptado ya compromisos firmes	N/A	
6. DESCRIPCIÓN DEL NEGOCIO		
6.1. Actividades principales		
6.1.1. Descripción de, y factores clave relativos a, la naturaleza de las operaciones del emisor y de sus principales actividades, declarando las principales categorías de productos vendidos y/o servicios prestados en cada ejercicio durante el periodo cubierto por la información financiera histórica	Part VIII.4 y Part VIII.5	
6.1.2. Indicación de todo nuevo producto y/o servicio significativos que se hayan presentado y, en la medida en que se haya divulgado públicamente su desarrollo, dar la fase en que se encuentra	N/A	
6.2. Mercados principales	Part VIII.4.3 y Part X.2	
6.3. Cuando la información dada de conformidad con los puntos 6.1. y 6.2. se haya visto influenciada por factores excepcionales, debe mencionarse este hecho.	N/A	
6.4. Si es importante para la actividad empresarial o para la rentabilidad del emisor, revelar información sucinta relativa al grado de dependencia del emisor de patentes o licencias, contratos industriales, mercantiles o financieros, o de nuevos procesos de fabricación	N/A	

Contenido	Apartado	Comentarios
6.5. Se incluirá la base de cualquier declaración efectuada por el emisor relativa a su posición competitiva	Part VIII.3	
7. ESTRUCTURA ORGANIZATIVA		
7.1. Si el emisor es parte de un grupo, una breve descripción del grupo y la posición del emisor en el grupo	N/A	
7.2. Lista de las filiales significativas del emisor, incluido el nombre, el país de constitución o residencia, la participación en el capital y, si es diferente, su proporción de derechos de voto	N/A	
8. PROPIEDAD, INSTALACIONES Y EQUIPO		
8.1. Información relativa a todo inmovilizado material tangible existente o previsto, incluidas las propiedades arrendadas, y cualquier gravamen importante al respecto.	Part XVII.15	
8.2. Descripción de cualquier aspecto medioambiental que pueda afectar al uso por el emisor del inmovilizado material tangible.	V. Part II.4.2	
9. ESTUDIO Y PERSPECTIVAS OPERATIVAS Y FINANCIERAS		
9.1. Situación financiera		
En la medida en que no figure en otra parte del documento de registro, describir la situación financiera del emisor, los cambios de esa situación financiera y los resultados de las operaciones para cada año y para el período intermedio, del que se requiere información financiera histórica, incluidas las causas de los cambios importantes de un año a otro de la información financiera, de manera suficiente para tener una visión de conjunto de la actividad del emisor.	Part VII	
9.2. Resultados de explotación		
9.2.1. Información relativa a factores significativos, incluidos los acontecimientos inusuales o infrecuentes o los nuevos avances, que afecten de manera importante a los ingresos del emisor por operaciones, indicando en qué medida han resultado afectados los ingresos.	N/A	
9.2.2. Cuando los estados financieros revelen cambios importantes en las ventas netas o en los ingresos, proporcionar un comentario narrativo de los motivos de esos cambios.	N/A	
9.2.3. Información relativa a cualquier actuación o factor de orden gubernamental, económico, fiscal, monetario o político que, directa o indirectamente, hayan afectado o pudieran afectar de manera importante a las operaciones del emisor.	Part VIII.4.4 y 4.5 y Part XV	
10. RECURSOS DE CAPITAL		
10.1. Información relativa a los recursos de capital del emisor (a corto y a largo plazo);	N/A	
10.2. Explicación de las fuentes y cantidades y descripción narrativa de los flujos de tesorería del emisor;	N/A	

Contenido	Apartado	Comentarios
10.3. Información sobre los requisitos de préstamo y la estructura de financiación del emisor;	Part VIII. 4.5 y 5	
10.4. Información relativa a cualquier restricción sobre el uso de los recursos de capital que, directa o indirectamente, haya afectado o pudiera afectar de manera importante a las operaciones del emisor.	Part VIII.4.5 y 5	
10.5. Información relativa a las fuentes previstas de fondos necesarias para cumplir los compromisos mencionados en 5.2.3. y 8.1.	Part VIII.5	
11. INVESTIGACIÓN Y DESARROLLO, PATENTES Y LICENCIAS		
En los casos en que sea importante, proporcionar una descripción de las políticas de investigación y desarrollo del emisor para cada ejercicio durante el período cubierto por la información financiera histórica, incluida la cantidad dedicada a actividades de investigación y desarrollo emprendidas por el emisor.		Ver Part XVII.17
12. INFORMACIÓN SOBRE TENDENCIAS		
12.1. Tendencias recientes más significativas de la producción, ventas e inventario, y costes y precios de venta desde el fin del ejercicio anterior hasta la fecha del documento de registro.	N/A	
12.2. Información sobre cualquier tendencia conocida, incertidumbres, demandas, compromisos o hechos que pudieran razonablemente tener una incidencia importante en las perspectivas del emisor, por lo menos para el actual ejercicio.	N/A	
13. PREVISIONES O ESTIMACIONES DE BENEFICIOS		
Si un emisor opta por incluir una previsión o una estimación de beneficios, en el documento de registro deberá figurar la información prevista en los puntos 13.1 y 13.2:		
13.1. Declaración que enumere los principales supuestos en los que el emisor ha basado su previsión o su estimación.		
Los supuestos empleados deben dividirse claramente entre supuestos sobre los factores en los que pueden influir los miembros de los órganos administrativo, de gestión o de supervisión y los supuestos sobre factores que están exclusivamente fuera de la influencia de los miembros de los órganos administrativo, de gestión o de supervisión; los supuestos serán de fácil comprensión para los inversores, ser específicos y precisos y no estar relacionados con la exactitud general de las estimaciones subyacentes de la previsión.	N/A	
13.2. Debe incluirse un informe elaborado por contables o auditores independientes que declare que, a juicio de esos contables o auditores independientes, la previsión o estimación se ha calculado correctamente sobre la base declarada, y que el fundamento contable utilizado para la previsión o estimación de los beneficios es coherente con las políticas contables del	N/A	

Contenido	Apartado	Comentarios
emisor.		
13.3. La previsión o estimación de los beneficios debe prepararse sobre una base comparable con la información financiera histórica.	N/A	
13.4. Si el emisor publica en un folleto una previsión de beneficios que está aún pendiente, debería entonces proporcionar una declaración de si efectivamente ese pronóstico sigue siendo tan correcto como en la fecha del documento de registro, o una explicación de por qué el pronóstico ya no es válido, si ese es el caso.	N/A	
14. ÓRGANOS ADMINISTRATIVO, DE GESTIÓN Y DE SUPERVISIÓN, Y ALTOS DIRECTIVOS		
14.1. Nombre, dirección profesional y cargo en el emisor de las siguientes personas, indicando las principales actividades que éstas desarrollan al margen del emisor, si dichas actividades son significativas con respecto a ese emisor:	Part XI, Part XII, Part XIII	
a) miembros de los órganos administrativo, de gestión o de supervisión;		
b) socios comanditarios, si se trata de una sociedad comanditaria por acciones;		
c) fundadores, si el emisor se ha establecido para un período inferior a cinco años; y		
d) cualquier alto directivo que sea pertinente para establecer que el emisor posee las calificaciones y la experiencia apropiadas para gestionar las actividades del emisor.		
Naturaleza de toda relación familiar entre cualquiera de esas personas.		
En el caso de los miembros de los órganos administrativo, de gestión o de supervisión del emisor y de las personas descritas en b) y d) del primer párrafo, datos sobre la preparación y experiencia pertinentes de gestión de esas personas, además de la siguiente información:		
a) nombres de todas las empresas y asociaciones de las que esa persona haya sido, en cualquier momento de los cinco años anteriores, miembro de los órganos administrativo, de gestión o de supervisión, o socio, indicando si esa persona sigue siendo miembro de los órganos administrativo, de gestión o de supervisión, o si es socio. No es necesario enumerar todas las filiales de un emisor del cual la persona sea también miembro del órgano administrativo, de gestión o de supervisión;	Para consejeros ejecutivos: Part XII.5.2 Para consejeros no ejecutivos: Part XIII.7	
b) cualquier condena en relación con delitos de fraude por lo menos en los cinco años anteriores;		
c) datos de cualquier quiebra, suspensión de pagos o liquidación con las que una persona descrita en a) y d)		

Contenido	Apartado	Comentarios
del primer párrafo, que actuara ejerciendo uno de los cargos contemplados en a) y d) estuviera relacionada por lo menos durante los cinco años anteriores;		
d) detalles de cualquier incriminación pública oficial y/o sanciones de esa persona por autoridades estatutarias o reguladoras (incluidos los organismos profesionales designados) y si esa persona ha sido descalificada alguna vez por un tribunal por su actuación como miembro de los órganos administrativo, de gestión o de supervisión de un emisor o por su actuación en la gestión de los asuntos de un emisor durante por lo menos los cinco años anteriores.		
De no existir ninguna información en este sentido que deba revelarse, efectuar una declaración a ese efecto.	Part XII.5.2, Part XIII.7	
14.2. Conflictos de intereses de los órganos administrativo, de gestión y de supervisión, y altos directivos	Part XII.5, Part XIII.2	
Deben declararse con claridad los posibles conflictos de intereses entre los deberes de cualquiera de las personas mencionadas en 14.1 con el emisor y sus intereses privados y/o otros deberes. En caso de que no haya tales conflictos, debe hacerse una declaración a ese efecto.		
Cualquier acuerdo o entendimiento con accionistas importantes, clientes, proveedores u otros, en virtud de los cuales cualquier persona mencionada en 14.1 hubiera sido designada miembro de los órganos administrativos, de gestión o de supervisión, o alto directivo.		
Datos de toda restricción acordada por las personas mencionadas en 14.1 sobre la disposición en determinado período de tiempo de su participación en los valores del emisor.		
15. REMUNERACIÓN Y BENEFICIOS		
En relación con el último ejercicio completo, para las personas mencionadas en a) y d) del primer párrafo del punto 14.1.:		
15.1. Importe de la remuneración pagada (incluidos los honorarios contingentes o atrasados) y prestaciones en especie concedidas a esas personas por el emisor y sus filiales por servicios de todo tipo prestados por cualquier persona al emisor y sus filiales.	Part XII.3 Part XIII.5	
Esta información debería proporcionarse con carácter individual a menos que la revelación individual no se exija en el país de origen del emisor y no sea revelada públicamente por el emisor por otro medio.		
15.2. Importes totales ahorrados o acumulados por el emisor o sus filiales para prestaciones de pensión, jubilación o similares.	N/A	
16. PRÁCTICAS DE GESTIÓN		
En relación con el último ejercicio completo del emisor, y salvo que se disponga lo contrario, con respecto a las personas		

Contenido	Apartado	Comentarios
mencionadas en a) del primer párrafo de 14.1.:		
16.1. Fecha de expiración del actual mandato, en su caso, y período durante el cual la persona ha desempeñado servicios en ese cargo.	Part XII.1, Part XIII.1	
16.2. Información sobre los contratos de miembros de los órganos administrativo, de gestión o de supervisión con el emisor o cualquiera de sus filiales que prevean beneficios a la terminación de sus funciones, o la correspondiente declaración negativa.	Part XII.4, Part XIII.6	
16.3. Información sobre el comité de auditoría y el comité de retribuciones del emisor, incluidos los nombres de los miembros del comité y un resumen de su reglamento interno.	Part XIII.8.4	
16.4. Declaración de si el emisor cumple el régimen o regímenes de gobernanza corporativa de su país de constitución. En caso de que el emisor no cumpla ese régimen, debe incluirse una declaración a ese efecto, así como una explicación del motivo por el cual el emisor no cumple ese régimen.	Part XIII.8	
17. EMPLEADOS		
17.1. Número de empleados al final del período o la media para cada ejercicio durante el período cubierto por la información financiera histórica hasta la fecha del documento de registro (y las variaciones de ese número, si son importantes) y, si es posible y reviste importancia, un desglose de las personas empleadas por categoría principal de actividad y situación geográfica. Si el emisor emplea un número significativo de empleados eventuales, incluir datos sobre el número de empleados eventuales por término medio durante el ejercicio más reciente.	Part XVII.7	
17.2. Acciones y opciones de compra de acciones	Part XII.3 y Part XVII.4	
Con respecto a cada persona mencionada en a) y d) del primer párrafo del punto 14.1., proporcionar información de su tenencia de participaciones del emisor y de toda opción sobre tales acciones a partir de la fecha practicable más reciente.		
17.3. Descripción de todo acuerdo de participación de los empleados en el capital del emisor.	Part XII.3	
18. ACCIONISTAS PRINCIPALES		
18.1. En la medida en que tenga conocimiento de ello el emisor, el nombre de cualquier persona que no pertenezca a los órganos administrativo, de gestión o de supervisión que, directa o indirectamente, tenga un interés declarable, según el derecho nacional del emisor, en el capital o en los derechos de voto del emisor, así como la cuantía del interés de cada una de esas personas o, en caso de no haber tales personas, la correspondiente declaración negativa.	Part XVII.4	
18.2. Si los accionistas principales del emisor tienen distintos	Part XVII.4	

Contenido	Apartado	Comentarios
derechos de voto, o la correspondiente declaración negativa.		
18.3. En la medida en que tenga conocimiento de ello el emisor, declarar si el emisor es directa o indirectamente propiedad o está bajo control y quién lo ejerce, y describir el carácter de ese control y las medidas adoptadas para garantizar que no se abusa de ese control.	N/A	
18.4. Descripción de todo acuerdo, conocido del emisor, cuya aplicación pueda en una fecha ulterior dar lugar a un cambio en el control del emisor.	N/A	
19. OPERACIONES DE PARTES VINCULADAS		
Los datos de operaciones con partes vinculadas (que para estos fines se definen según las normas adoptadas en virtud del Reglamento (CE) n° 1606/2002), que el emisor haya realizado durante el período cubierto por la información financiera histórica y hasta la fecha del documento de registro, deben declararse de conformidad con las correspondientes normas adoptadas en virtud del Reglamento (CE) n° 1606/2002, en su caso. Si tales normas no son aplicables al emisor, debería revelarse la siguiente información:	Part XVII.10	
a) Naturaleza y alcance de toda operación que sea -como operación simple o en todos sus elementos- importante para el emisor. En los casos en que esas operaciones con partes vinculadas no se hayan realizado a precio de mercado, dar una explicación de los motivos. En el caso de préstamos pendientes, incluidas las garantías de cualquier clase, indicar el saldo pendiente.		
b) Importe o porcentaje de las operaciones con partes vinculadas en el volumen de negocios del emisor.		
20. INFORMACIÓN FINANCIERA RELATIVA AL ACTIVO Y EL PASIVO DEL EMISOR, POSICIÓN FINANCIERA Y PÉRDIDAS Y BENEFICIOS		
20.1. Información financiera histórica	N/A	
Información financiera histórica auditada que abarque los 3 últimos ejercicios (o el período más corto en que el emisor haya tenido actividad), y el informe de auditoría correspondiente a cada año. Esta información financiera se preparará de conformidad con el Reglamento (CE) n° 1606/2002 o, si no es aplicable, con las normas nacionales de contabilidad de un Estado miembro para emisores de la Comunidad. Para emisores de terceros países, la información financiera se preparará de conformidad con las normas internacionales de contabilidad adoptadas según el procedimiento del artículo 3 del Reglamento (CE) n° 1606/2002 o con normas nacionales de contabilidad de un tercer país equivalentes a esas. Si la información financiera no es equivalente las normas mencionadas, se presentará bajo la forma de estados financieros reevaluados.		

Contenido	Apartado	Comentarios
La información financiera histórica auditada de los últimos dos años debe presentarse y prepararse de forma coherente con la que se adoptará en los próximos estados financieros anuales publicados del emisor, teniendo en cuenta las normas y políticas contables, y la legislación aplicable a esos estados financieros anuales.		
Si el emisor ha operado en su esfera actual de actividad económica durante menos de un año, la información financiera histórica auditada que cubra ese período debe prepararse de conformidad con las normas aplicables a los estados financieros anuales con arreglo al Reglamento (CE) n° 1606/2002, o, si es no aplicable, con las normas nacionales de contabilidad de un Estado miembro si el emisor es de la Comunidad. Para emisores de terceros países, la información financiera histórica se preparará de conformidad con las normas internacionales de contabilidad adoptadas según el procedimiento del artículo 3 del Reglamento (CE) n° 1606/2002 o con normas nacionales de contabilidad de un tercer país equivalentes a esas. Esta información financiera histórica debe auditarse.		
Si la información financiera auditada se prepara con arreglo a normas nacionales de contabilidad, la información financiera requerida bajo este epígrafe debe incluir por lo menos:		
a) balance;		
b) cuenta de resultados;		
c) declaración que muestre todos los cambios en el neto patrimonial o los cambios en el neto patrimonial que no procedan de operaciones de capital con propietarios y distribuciones a propietarios;		
d) estado de flujos de efectivo;		
e) políticas contables utilizadas y notas explicativas.		
La información financiera histórica anual deberá auditarse de manera independiente o informarse sobre si, a efectos del documento de registro, da una opinión verdadera y justa, de conformidad con las normas de auditoría aplicables en un Estado miembro o una norma equivalente.		
20.2. Información financiera pro-forma	N/A	
En el caso de un cambio bruto significativo, una descripción de cómo la operación podría haber afectado a los activos y pasivos y las ganancias del emisor, en caso de que se hubiera emprendido al inicio del período objeto de la información o en la fecha especificada.		
Normalmente, este requisito se satisfará mediante la inclusión de información financiera proforma.		
Esta información financiera pro-forma debe presentarse tal como prevé el anexo II e incluir la información indicada en el		

Contenido	Apartado	Comentarios
mismo.		
La información financiera pro-forma debe ir acompañada de un informe elaborado por contables o auditores independientes.		
20.3. Estados financieros	N/A	
Si el emisor prepara estados financieros anuales consolidados y también propios, el documento de registro deberá incluir por lo menos los estados financieros anuales consolidados.		
20.4 Auditoría de la información financiera histórica anual		
20.4.1. Declaración de que se ha auditado la información financiera histórica. Si los informes de auditoría sobre la información financiera histórica han sido rechazados por los auditores legales o si contienen cualificaciones o negaciones, se reproducirán íntegramente el rechazo o las cualificaciones o negaciones, explicando los motivos.	N/A	
20.4.2. Una indicación de otra información en el documento de registro que haya sido auditada por los auditores.	Part VII	
20.4.3. Cuando los datos financieros del documento de registro no se hayan extraído de los estados financieros auditados del emisor, éste debe declarar la fuente de los datos y declarar que los datos no han sido auditados.	N/A	
20.5. Edad de la información financiera más reciente	Part VII	
20.5.1. El último año de información financiera auditada no puede preceder en más de:	Part VII	
a) 18 meses a la fecha del documento de registro si el emisor incluye en dicho documento estados financieros intermedios auditados;		
b) 15 meses a la fecha del documento de registro si en dicho documento el emisor incluye estados financieros intermedios no auditados.		
20.6. Información intermedia y demás información financiera		
20.6.1. Si el emisor ha venido publicando información financiera trimestral o semestral desde la fecha de sus últimos estados financieros auditados, éstos deben incluirse en el documento de registro. Si la información financiera trimestral o semestral ha sido revisada o auditada, debe también incluirse el informe de auditoría o de revisión. Si la información financiera trimestral o semestral no ha sido auditada o no se ha revisado, debe declararse este extremo.	N/A	
20.6.2. Si la fecha del documento de registro es más de nueve meses posterior al fin del último ejercicio auditado, debería contener información financiera intermedia que abarque por lo menos los primeros seis meses del ejercicio y que puede no estar auditada (en cuyo caso debe declararse este extremo).	N/A	
La información financiera intermedia debe incluir estados		

Contenido	Apartado	Comentarios
comparativos del mismo período del ejercicio anterior, salvo que el requisito de información comparativa del balance pueda satisfacerse presentando el balance final del año.		
20.7. Política de dividendos	Part VIII.8	
Descripción de la política del emisor sobre el reparto de dividendos y cualquier restricción al respecto.		
20.7.1. Importe de los dividendos por acción por cada ejercicio para el período cubierto por la información financiera histórica, ajustada si ha cambiado el número de acciones del emisor, para que así sea comparable.	Part VIII.8	
20.8. Procedimientos judiciales y de arbitraje		
Información sobre cualquier procedimiento gubernamental, legal o de arbitraje (incluidos los procedimientos que estén pendientes o aquellos que el emisor tenga conocimiento que le afectan), durante un período que cubra por lo menos los 12 meses anteriores, que puedan tener o hayan tenido en el pasado reciente, efectos significativos en el emisor y/o la posición o rentabilidad financiera del grupo, o proporcionar la oportuna declaración negativa.	Part XVII.12	
20.9. Cambios significativos en la posición financiera o comercial del emisor	N/A	
Descripción de todo cambio significativo en la posición financiera o comercial del grupo que se haya producido desde el fin de último período financiero del que se haya publicado información financiera auditada o información financiera intermedia, o proporcionar la oportuna declaración negativa.		
21. INFORMACIÓN ADICIONAL		
21.1. Capital social		
La siguiente información a partir de la fecha del balance más reciente incluido en la información financiera histórica:		
21.1.1. Importe del capital emitido, y para cada clase de capital social:	Part XVII.3	
(a) número de acciones autorizadas;		
(b) número de acciones emitidas e íntegramente pagadas y las emitidas pero no pagadas íntegramente;		
(c) valor nominal por acción, o que las acciones no tienen ningún valor nominal; y		
(d) una conciliación del número de acciones en circulación al principio y al final del año. Si se paga más del 10% del capital con activos distintos del efectivo dentro del período cubierto por la información financiera histórica, debe declararse este hecho.		
21.1.2. Si hay acciones que no representan capital, se declarará el número y las principales características de esas acciones.	N/A	

Contenido	Apartado	Comentarios
21.1.3. Número, valor contable y valor nominal de las acciones del emisor en poder o en nombre del propio emisor o de sus filiales.	N/A	
21.1.4. Importe de todo valor convertible, valor canjeable o valor con garantías, indicando las condiciones y los procedimientos que rigen su conversión, canje o suscripción.	N/A	
21.1.5. Información y condiciones de cualquier derecho de adquisición y/o obligaciones con respecto al capital autorizado pero no emitido o sobre la decisión de aumentar el capital.	N/A	
21.1.6. Información sobre cualquier capital de cualquier miembro del grupo que esté bajo opción o que se haya acordado condicional o incondicionalmente someter a opción y detalles de esas opciones, incluidas las personas a las que se dirigen esas opciones.	N/A	
21.1.7. Historial del capital social, resaltando la información sobre cualquier cambio durante el período cubierto por la información financiera histórica.	N/A	
21.2. Estatutos y escritura de constitución		
21.2.1. Descripción de los objetivos y fines del emisor y dónde pueden encontrarse en los estatutos y escritura de constitución.	Part XV.1, 2 y 3	
21.2.2. Breve descripción de cualquier disposición de las cláusulas estatutarias o reglamento interno del emisor relativa a los miembros de los órganos administrativos, de gestión y de supervisión.	Part XIII.8	
21.2.3. Descripción de los derechos, preferencias y restricciones relativas a cada clase de las acciones existentes.	Part XVII.6	
21.2.4. Descripción de qué se debe hacer para cambiar los derechos de los tenedores de las acciones, indicando si las condiciones son más significativas que las que requiere la ley.	N/A	
21.2.5. Descripción de las condiciones que rigen la manera de convocar las juntas generales anuales y las juntas generales extraordinarias de accionistas, incluyendo las condiciones de admisión.	Part XVII.6	
21.2.6. Breve descripción de cualquier disposición de las cláusulas estatutarias o reglamento interno del emisor que tenga por efecto retrasar, aplazar o impedir un cambio en el control del emisor.	N/A	
21.2.7. Indicación de cualquier disposición de las cláusulas estatutarias o reglamento interno, en su caso, que rija el umbral de propiedad por encima del cual deba revelarse la propiedad del accionista.	Part XVII.6	
21.2.8. Descripción de las condiciones impuestas por las cláusulas estatutarias o reglamento interno que rigen los cambios en el capital, si estas condiciones son más rigurosas que las que requiere la ley.	N/A	
22. CONTRATOS IMPORTANTES		
Resumen de cada contrato importante, al margen de los contratos celebrados en el desarrollo corriente de la actividad empresarial, del cual es parte el emisor o cualquier miembro	Part XVII.11	

Contenido	Apartado	Comentarios
del grupo, celebrado durante los dos años inmediatamente anteriores a la publicación del documento de registro.		
Resumen de cualquier otro contrato (que no sea un contrato celebrado en el desarrollo corriente de la actividad empresarial) celebrado por cualquier miembro del grupo que contenga una cláusula en virtud de la cual cualquier miembro del grupo tenga una obligación o un derecho que sean relevantes para el grupo hasta la fecha del documento de registro.		
23. INFORMACIÓN DE TERCEROS, DECLARACIONES DE EXPERTOS Y DECLARACIONES DE INTERÉS		
23.1. Cuando se incluya en el documento de registro una declaración o un informe atribuido a una persona en calidad de experto, proporcionar el nombre de dicha persona, su dirección profesional, sus cualificaciones y, en su caso, cualquier interés importante que tenga en el emisor. Si el informe se presenta a petición del emisor, una declaración a ese efecto de que se incluye dicha declaración o informe, la forma y el contexto en que se incluye, con el consentimiento de la persona que haya autorizado el contenido de esa parte del documento de registro.	Part VII	Informe de auditoría de los estados financieros a 10 de junio de 2014
23.2. En los casos en que la información proceda de un tercero, proporcionar una confirmación de que la información se ha reproducido con exactitud y que, en la medida en que el emisor tiene conocimiento de ello y puede determinar a partir de la información publicada por ese tercero, no se ha omitido ningún hecho que haría la información reproducida inexacta o engañosa. Además, el emisor debe identificar la fuente o fuentes de la información.	Part VII	
24. DOCUMENTOS PRESENTADOS		
Declaración de que, en caso necesario, pueden inspeccionarse los siguientes documentos (o copias de los mismos) durante el período de validez del documento de registro:	Part XVII.18	
(a) los estatutos y la escritura de constitución del emisor;		
(b) todos los informes, cartas, y otros documentos, información financiera histórica, evaluaciones y declaraciones elaborados por cualquier experto a petición del emisor, que estén incluidos en parte o mencionados en el documento de registro;		
(c) la información financiera histórica del emisor o, en el caso de un grupo, la información financiera histórica del emisor y sus filiales para cada uno de los dos ejercicios anteriores a la publicación del documento de registro.		
Indicación de dónde pueden examinarse los documentos presentados, por medios físicos o electrónicos.		
25. INFORMACIÓN SOBRE CARTERAS		

Contenido	Apartado	Comentarios
Información relativa a las empresas en las que el emisor posee una proporción del capital que puede tener un efecto significativo en la evaluación de sus propios activos y pasivos, posición financiera o pérdidas y beneficios.	N/A	

Nota sobre las Acciones (Anexo III del Reglamento 809/2004)

Contenido	Apartado	Comentarios
1. PERSONAS RESPONSABLES		
1.1. Todas las personas responsables de la información que figura en el folleto y, según el caso, de ciertas Partes del mismo, indicando, en este caso, las Partes. En caso de personas físicas, incluidos los miembros de los órganos administrativos, de gestión o de supervisión del emisor, indicar el nombre y el cargo de la persona; en caso de personas jurídicas, indicar el nombre y el domicilio social.	Portada 4º párrafo, Part XVII.1	
1.2. Declaración de los responsables del folleto que asegure que, tras comportarse con una diligencia razonable de que así es, la información contenida en el folleto es, según su conocimiento, conforme a los hechos y no incurre en ninguna omisión que pudiera afectar a su contenido. Según proceda, una declaración de los responsables de determinadas Partes del folleto que asegure que, tras comportarse con una diligencia razonable de que así es, la información contenida en la Parte del folleto de la que son responsables es, según su conocimiento, conforme a los hechos y no incurre en ninguna omisión que pudiera afectar a su contenido.	Portada 4º párrafo, Part XVII.1	
2. FACTORES DE RIESGO	Part II.5	
Revelación prominente de los factores de riesgo importantes para los valores ofertados y/o admitidos a cotización con el fin de evaluar el riesgo de mercado asociado con estos valores en una sección titulada “factores de riesgo”.		
3. INFORMACIÓN ESENCIAL		
3.1. Declaración del capital de explotación		
Declaración por el emisor de que, en su opinión, el capital de explotación es suficiente para los actuales requisitos del emisor o, si no lo es, cómo se propone obtener el capital de explotación adicional que necesita.	Part XVII.8	
3.2. Capitalización y endeudamiento		
Se proporcionará una declaración de la capitalización y del endeudamiento (distinguiendo entre endeudamiento garantizado y no garantizado, endeudamiento asegurado y sin garantía) a Partir de una fecha no anterior a 90 días antes de la fecha del documento. El endeudamiento también incluye el endeudamiento indirecto y contingente.	Part VII	
3.3. Interés de las personas físicas y jurídicas Participantes en la emisión/oferta		
Descripción de cualquier interés, incluidos los conflictivos, que sea importante para la emisión/oferta, detallando las personas implicadas y la naturaleza del interés.	Part XIV.20	
3.4. Motivos de la oferta y destino de los ingresos.		

Contenido	Apartado	Comentarios
Motivos de la oferta y, cuando proceda, previsión del importe neto de los ingresos desglosado en cada uno de los principales usos previstos y presentados por orden de prioridad de cada uso. Si el emisor tiene conocimiento de que los ingresos previstos no serán suficientes para financiar todas las aplicaciones propuestas, declarar la cantidad y las fuentes de los fondos adicionales necesarios. Deben darse detalles sobre el uso de los ingresos, en especial cuando se empleen para adquirir activos, al margen del desarrollo corriente de la actividad empresarial, para financiar adquisiciones anunciadas de otras empresas, o para cumplir, reducir o retirar el endeudamiento.	Part XIV.1 y 2	
4. INFORMACIÓN RELATIVA A LOS VALORES QUE VAN A OFERTARSE/ADMITIRSE A COTIZACIÓN		
4.1. Descripción del tipo y la clase de los valores ofertados y/o admitidos a cotización, con el Código ISIN (número internacional de identificación del valor) u otro código de identificación del valor.	Part XIV 3	
4.2. Legislación según la cual se han creado los valores.	Part XIV.3	
4.3. Indicación de si los valores están en forma registrada o al portador y si los valores están en forma de certificado o de anotación en cuenta. En el último caso, nombre y dirección de la entidad responsable de la custodia de los documentos.	Part XIV.5	
4.4. Divisa de la emisión de los valores.	Part XIV.1 y 2	
4.5. Descripción de los derechos vinculados a los valores, incluida cualquier limitación de esos derechos, y del procedimiento para el ejercicio de los mismos.		
4.5.1. Derechos de dividendos:	Part XIV.1, Part XVII.6	
– Fecha o fechas fijas en las que surgen los derechos,		
– Plazo después del cual caduca el derecho a los dividendos y una indicación de la persona en cuyo favor actúa la caducidad,		
– Restricciones y procedimientos de dividendos para los tenedores no residentes,		
– Índice de los dividendos o método para su cálculo, periodicidad y carácter acumulativo o no acumulativo de los pagos.		
4.5.2. Derechos de voto.	Part XIV.5, Part XVII.6	
4.5.3. Derechos preferentes de compra en las ofertas de suscripción de valores de la misma clase.	Part XVII.6	

Contenido	Apartado	Comentarios
4.5.4. Derecho de Participación en los beneficios del emisor.	Part XIV.3, Part XVII.6	
4.5.5. Derechos de Participación en cualquier excedente en caso de liquidación.	Part XVII.6	
4.5.6. Disposiciones de amortización.	Part XVII.6.2	
4.5.7. Disposiciones de canje.	N/A	
4.6. En el caso de nuevas emisiones, declaración de las resoluciones, autorizaciones y aprobaciones en virtud de las cuales los valores han sido o serán creados o emitidos.	Part XIV.1	
4.7. En caso de nuevas emisiones, fecha prevista de emisión de los valores.	Part III	
4.8. Descripción de cualquier restricción sobre la libre transferibilidad de los valores.	Part XII.3, Part XIII.4, Part XIV.1, 4, 8 y 19, Part XVII.6	
4.9. Indicación de la existencia de cualquier oferta obligatoria de adquisición y/o normas de retirada y recompra obligatoria en relación con los valores.	N/A	
4.10. Indicación de las ofertas públicas de adquisición por terceros de la Participación del emisor, que se hayan producido durante el ejercicio anterior y el actual. Debe declararse el precio o de las condiciones de canje de estas ofertas y su resultado.	N/A	
4.11. Por lo que se refiere al país de origen del emisor y al país o países en los que se está haciendo la oferta o se busca la admisión a cotización:	Part XV.4	
- Información sobre los impuestos sobre la renta de los valores retenidos en origen,		
- Indicación de si el emisor asume la responsabilidad de la retención de impuestos en origen.		
5. CLÁUSULAS Y CONDICIONES DE LA OFERTA		
5.1. Condiciones, estadísticas de la oferta, calendario previsto y actuación requerida para solicitar la oferta	Part III, , Part XIV.1,2,3 Y 6	
5.1.1. Condiciones a las que está sujeta la oferta.	Part. XIV.1	
5.1.2. Importe total de la emisión/ oferta, distinguiendo los valores ofertados para la venta y los ofertados para suscripción; si el importe no es fijo, descripción de los acuerdos y del momento en que se anunciará al público el importe definitivo de la oferta.	Part XIV.1	
5.1.3. Plazo, incluida cualquier posible modificación, durante en el que estará abierta la oferta y descripción del proceso de solicitud.	Part III	

Contenido	Apartado	Comentarios
5.1.4. Indicación de cuándo, y en qué circunstancias, puede revocarse o suspenderse la oferta y de si la revocación puede producirse una vez iniciada la negociación.	Part XIV.9, Part XVII.11.1	
5.1.5. Descripción de la posibilidad de reducir suscripciones y la manera de devolver el importe sobrante de la cantidad pagada por los solicitantes.	Part XIV.9 Y 10	
5.1.6. Detalles de la cantidad mínima y/o máxima de solicitud (ya sea en el número de los valores o del importe total por invertir).	Part XIV. 8	
5.1.7. Indicación del plazo en el cual puede retirarse una solicitud, siempre que se permita que los inversores retiren su suscripción.	part XIV. 9 y 12	
5.1.8. Método y plazos para el pago de los valores y para la entrega de los mismos.	Part XIV.5 y 12	
5.1.9. Descripción completa de la manera y fecha en la que se deben hacer públicos los resultados de la oferta.	Part XIV.11	
5.1.10. Procedimiento para el ejercicio de cualquier derecho preferente de compra, la negociabilidad de los derechos de suscripción y el tratamiento de los derechos de suscripción no ejercidos.	Part XIV.4	
5.2. Plan de distribución y asignación		
5.2.1. Las diversas categorías de posibles inversores a los que se ofertan los valores. Si la oferta se hace simultáneamente en los mercados de dos o más países y si se ha reservado o se va a reservar un tramo para determinados países, indicar el tramo.	Part XIV.1, 2, 19	
5.2.2. En la medida en que tenga conocimiento de ello el emisor, indicar si los accionistas principales o los miembros de los órganos administrativos, de gestión o de supervisión del emisor se han propuesto suscribir la oferta, o si alguna persona se propone suscribir más del cinco por ciento de la oferta.	Part XVII.4	
5.2.3. Revelación de reasignación:	Part XIV.6	
a) División de la oferta en tramos, incluidos los tramos institucional, al por menor y de empleados del emisor y otros tramos;		
b) Condiciones en las que puede utilizarse la recuperación, tamaño máximo de esa recuperación y cualquier porcentaje mínimo aplicable a cada tramo;		
c) Método o métodos de asignación que deben utilizarse para el tramo al por menor y para el de empleados del emisor en caso de suscripción excesiva de estos tramos;		
d) Descripción de cualquier trato preferente predeterminado que se conceda a ciertas clases de inversores o a ciertos grupos afines (incluidos los amigos y programas de familia) en la asignación, el porcentaje de la oferta reservada a ese trato preferente y los criterios para la inclusión en tales clases o grupos.		
e) Si el tratamiento de las suscripciones u ofertas de		

Contenido	Apartado	Comentarios
suscripción en la asignación puede determinarse sobre la base de por qué empresa o a través de qué empresa se hacen;		
f) Objetivo de asignación individual mínima, en su caso, en el tramo al por menor;		
g) Condiciones para el cierre de la oferta así como la fecha más temprana en la que puede cerrarse la oferta;		
h) Si se admiten las suscripciones múltiples, y cuando no se admiten, cómo se manejan las suscripciones múltiples.		
5.2.4. Proceso de notificación a los solicitantes de la cantidad asignada e indicación de si la negociación puede comenzar antes de efectuarse la notificación.	Part XIV.7	
5.2.5. Sobre-asignación y ‘green shoe’:	N/A	
a) Existencia y tamaño de cualquier mecanismo de sobre-asignación y/o de ‘green shoe’.		
b) Período de existencia del mecanismo de sobreasignación y/o de ‘green shoe’.		
c) Cualquier condición para el uso del mecanismo de sobreasignación o de ‘green shoe’.		
5.3. Precios		
5.3.1. Indicación del precio al que se ofertarán los valores. Cuando no se conozca el precio o cuando no exista un mercado establecido y/o líquido para los valores, indicar el método para la determinación del precio de oferta, incluyendo una declaración sobre quién ha establecido los criterios o es formalmente responsable de su determinación. Indicación del importe de todo gasto e impuesto cargados específicamente al suscriptor o comprador.	Part XIV.1 y 3	
5.3.2. Proceso de revelación del precio de oferta.	N/A	
5.3.3. Si los tenedores de Participaciones del emisor tienen derechos preferentes de compra y este derecho está limitado o suprimido, indicar la base del precio de emisión si ésta es dineraria, junto con las razones y los beneficiarios de esa limitación o supresión.	Part XIV.4	
5.3.4. En los casos en que haya o pueda haber una disparidad importante entre el precio de oferta pública y el coste real en efectivo para los miembros de los órganos administrativo, de gestión o de supervisión, o altos directivos o personas afiliadas, de los valores adquiridos por ellos en operaciones realizadas durante el último año, o que tengan el derecho a adquirir, debe incluirse una comparación de la contribución pública en la oferta pública propuesta y las contribuciones reales en efectivo de esas personas.	N/A	
5.4. Colocación y suscripción		
5.4.1. Nombre y dirección del coordinador o coordinadores de la oferta global y de determinadas Partes de la misma y, en la medida en que tenga conocimiento de ello el emisor o el oferente, de los	Part XI	

Contenido	Apartado	Comentarios
colocadores en los diversos países donde tiene lugar la oferta.		
5.4.2. Nombre y dirección de cualquier agente pagador y de los agentes de depósito en cada país.		
5.4.3. Nombre y dirección de las entidades que acuerdan suscribir la emisión con un compromiso firme, y detalles de las entidades que acuerdan colocar la emisión sin compromiso firme o con un acuerdo de “mejores esfuerzos”. Indicación de las características importantes de los acuerdos, incluidas las cuotas. En los casos en que no se suscriba toda la emisión, declaración de la Parte no cubierta. Indicación del importe global de la comisión de suscripción y de la comisión de colocación.		
5.4.4. Cuándo se ha alcanzado o se alcanzará el acuerdo de suscripción.	N/A	
6. ACUERDOS DE ADMISIÓN A COTIZACIÓN Y NEGOCIACIÓN		
6.1. Indicación de si los valores ofertados son o serán objeto de una solicitud de admisión a cotización, con vistas a su distribución en un mercado regulado o en otros mercados equivalentes, indicando los mercados en cuestión. Esta circunstancia debe mencionarse, sin crear la impresión de que se aprobará necesariamente la admisión a cotización. Si se conocen, deben darse las fechas más tempranas en las que los valores se admitirán a cotización.	Part XIV.18	
6.2. Todos los mercados regulados o mercados equivalentes en los que, según tenga conocimiento de ello el emisor, se admitan ya a cotización valores de la misma clase que los valores que van a ofertarse o admitirse a cotización.	N/A	
6.3. Si, simultáneamente o casi simultáneamente con la creación de los valores para los que se busca la admisión en un mercado regulado, se suscriben o se colocan privadamente valores de la misma clase, o si se crean valores de otras clases para colocación pública o privada, deben darse detalles sobre la naturaleza de esas operaciones y del número y las características de los valores a los cuales se refieren.	Part XIV. 15	
6.4. Detalles de las entidades que tienen un compromiso firme de actuar como intermediarios en la negociación secundaria, aportando liquidez a través de los índices de oferta y demanda y descripción de los principales términos de su compromiso.	Part XIV. 16	
6.5. Estabilización: en los casos en que un emisor o un accionista vendedor haya concedido una opción de sobreasignación o se propone que puedan realizarse actividades estabilizadoras de precios en relación con una oferta:		
6.5.1. El hecho de que pueda realizarse la estabilización, de que no haya ninguna garantía de que se realice y de que pueda detenerse en cualquier momento,	N/A	
6.5.2. Principio y fin del período durante el cual puede realizarse la estabilización,	N/A	

Contenido	Apartado	Comentarios
6.5.3. Identidad del administrador de estabilización para cada jurisdicción pertinente, a menos que no se conozca en el momento de la publicación,	N/A	
6.5.4. El hecho de que las operaciones de estabilización puedan dar lugar a un precio de mercado más alto del que habría de otro modo.	N/A	
7. TENEDORES VENDEDORES DE VALORES		
7.1. Nombre y dirección profesional de la persona o de la entidad que se ofrece a vender los valores, naturaleza de cualquier cargo u otra relación importante que los vendedores hayan tenido en los últimos tres años con el emisor o con cualquiera de sus antecesores o afiliados.	N/A	
7.2. Número y clase de los valores ofertados por cada uno de los tenedores vendedores de valores.	N/A	
7.3. Acuerdos de bloqueo	Part XII.3, Part XIII.4, Part XIV.17, Part XVII.11.1	
Partes implicadas.		
Contenido y excepciones del acuerdo.		
Indicación del período de bloqueo.		
8. GASTOS DE LA EMISIÓN/ OFERTA		
8.1. Ingresos netos totales y cálculo de los gastos totales de la emisión/ oferta.	Part XVII.16	
9. DILUCIÓN		
9.1. Cantidad y porcentaje de la dilución inmediata resultante de la oferta.	Part XVII.4	
9.2. En el caso de una oferta de suscripción a los tenedores actuales, importe y porcentaje de la dilución inmediata si no suscriben la nueva oferta.	Part XVII.4	
10. INFORMACIÓN ADICIONAL		
10.1. Si en la nota sobre los valores se menciona a los consejeros relacionados con una emisión, una declaración de la capacidad en que han actuado los consejeros.	Part XI	
10.2. Indicación de otra información de la nota sobre los valores que haya sido auditada o revisada por los auditores y si los auditores han presentado un informe. Reproducción del informe o, con el permiso de la autoridad competente, un resumen del mismo.	N/A	
10.3. Cuando en la Nota sobre los valores se incluya una declaración o un informe atribuido a una persona en calidad de experto, proporcionar el nombre de esas personas, dirección profesional, cualificaciones e interés importante en el emisor, según proceda. Si el informe se presenta a petición del emisor,	N/A	

Contenido	Apartado	Comentarios
una declaración a ese efecto de que se incluye dicha declaración o informe, la forma y el contexto en que se incluye, con el consentimiento de la persona que haya autorizado el contenido de esa Parte de la Nota sobre los valores.		
10.4. En los casos en que la información proceda de un tercero, proporcionar una confirmación de que la información se ha reproducido con exactitud y que, en la medida en que el emisor tiene conocimiento de ello y puede determinar a Partir de la información publicada por ese tercero, no se ha omitido ningún hecho que haría la información reproducida inexacta o engañosa. Además, el emisor debe identificar la fuente o fuentes de la información.	N/A	