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In accordance with the prospectus of the offering and admission to trading of ordinary shares of Metrovacesa, S.A. (“**Metrovacesa**” or the “**Company**”) approved by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) on 19 January 2018 (the “**Prospectus**”) and pursuant to article 17 of Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April on market abuse and article 228 of the consolidated text of the Spanish Securities Market Act approved by Royal Legislative Decree 4/2015 of 23 October, Metrovacesa informs of the following

### RELEVANT FACT

As a supplement to the relevant fact published yesterday, with registration number 261222, it is hereby informed that the book-building process for the institutional offering of ordinary shares of Metrovacesa addressed to qualified investors (the “**Offering**”) has been completed today. During the process, investors’ purchase orders have exceeded the total Offering size.

In view of the above, and pursuant to the provisions of the Prospectus, the terms of the Offering have been determined as follows:

- (a) Offer price: €16.50 per ordinary share.
- (b) Offering size: the aggregate amount of the Offering is €645,652,177.50, resulting from the sale of 39,130,435 ordinary shares of the Company by the following entities of the Santander Group and the BBVA Group (the “**Selling Shareholders**”):

Selling Shareholders	Number of sold shares	Price
<i><b>Selling Santander Entities</b></i>		
Luri 6, S.A.	13,536,727	223,355,995.50
Banco Santander, S.A.	13,973,984	230,570,736.00
<i><b>Selling BBVA Entities</b></i>		
BBVA Propiedad, S.A.	3,844,162	63,428,673.00
Anida Operaciones Singulares, S.A.	1,735,693	28,638,934.50
Arrels Ct Finsol, S.A.	891,714	14,713,281.00
Arrels Ct Patrimoni I Projectes, S.A.	302,112	4,984,848.00
Anida Desarrollos Inmobiliarios, S.L.	3,404,290	56,170,785.00
L Eix Immobles, S.L.	360,161	5,942,656.50
Arrahona Nexus, S.L.	445,524	7,351,146.00
Unnim Sociedad para la Gestión de Activos Inmobiliarios, S.A.	366,624	6,049,296.00
Gescat Gestió De Sòl, S.L.	154,522	2,549,613.00
Prov-Infi-Arrahona, S.L.	114,922	1,896,213.00
<b>TOTAL</b>	<b>39,130,435</b>	<b>645,652,177.50</b>

In this regard, it is hereby expressed that the Santander Group has decided to replace its affiliate Altamira Santander Real Estate, S.A., which appears as a selling shareholder in the Prospectus and in the relevant fact published yesterday, for the parent company of the Group, Banco Santander, S.A., which as indicated in the Prospectus holds as of this date 54,446,556 shares of the Company. Banco Santander, S.A. will sell in the Offering the same number of shares which was expected to be sold by Altamira Santander Real Estate, S.A. (13,973,984 shares), and likewise it will assume the position initially attributed to said entity in the Prospectus and the relevant fact published yesterday in connection with the green shoe option, as explained below. Therefore, the final position of the Santander Group as a result of the settlement of the Offering and the exercise of the green shoe option, if applicable, remains unaltered.

As a result, Metrovacesa's initial market capitalization will amount to c.€ 2,502,659,626.50, with a share capital of €1,092,069,657.44 divided into 151,676,341 ordinary shares of the Company of €7.2000000147682 par value each.

Likewise, it is expected that today the Company and the Selling Shareholders will enter into the relevant underwriting agreement with Banco Bilbao Vizcaya Argentaria, S.A., Banco Santander, S.A., Deutsche Bank AG, London Branch and Morgan Stanley & Co. International plc (the “**Joint Global Coordinators**”), Goldman Sachs International, Société Générale Corporate & Investment Banking, CaixaBank, S.A., Norbolsa S.V., S.A and Fidentiis Equities S.V., S.A (together with the Joint Global Coordinators, the “**Managers**”). There have been no changes to the identity or number of Managers or the underwriting commitments of each of them included in section “*Plan of Distribution—The Underwriting Agreement*” of the Prospectus.

According to the relevant fact published yesterday and with the foregoing, for purposes of covering potential over-allotments the number of ordinary shares of Metrovacesa in the Offering may be increased in up to 3,913,043 shares (representing approximately 10% of the number of the shares in the Offering), out of which 2,751,071 shares will correspond to the Santander Group, through Banco Santander, S.A., and 1,161,972 shares will correspond to the BBVA Group, through Anida Operaciones Singulares, S.A. The price of these shares taking into account the Offering price would be 64,565,209.50 which added to the aggregate amount of the Offering amounts to €710,217,387.

From the date of admission to trading of the Company's ordinary shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (expected to occur on 6 February 2018, inclusive, and during 30 calendar days therefrom (that is, until 7 March 2018), Morgan Stanley & Co. International plc (the “**Stabilising Agent**”), acting on behalf of the Managers, may carry out stabilization transactions in accordance with applicable regulations and, in particular, Regulation (EU) 596/2014 on market abuse and Commission Delegated Regulation (EU) 2016/1052 on regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures. Stabilization transactions will be carried out in the Madrid, Barcelona, Bilbao or Valencia Stock Exchanges and will aim to support Metrovacesa's shares market price. However, there is no certainty that these transactions take place and may cease, if any, at any time without prior notice.

For these purposes, the Stabilizing Agent, acting in its own name and on behalf of the Managers, will enter into a stock lending agreement with Banco Santander, S.A.

(2,751,071 shares) and Anida Operaciones Singulares, S.A. (1,161,972 shares), over 3,913,043 ordinary shares of Metrovacesa, representing 10% of the Offering shares referred to in (b) above. The loaned shares, if any, will be used to cover over-allotments in the Offering. This loan may be totally or partially repaid through the exercise of the green shoe option granted by Banco Santander, S.A. and Anida Operaciones Singulares, S.A. to the Stabilizing Agent over the same number of ordinary shares of the Company.

After settlement of the Offering, the Santander Group and the BBVA Group will therefore own 80,860,380 and 31,622,838 Company's shares, representing 53.31% and 20.85% of the Company's share capital, respectively. These stakes in the share capital may be reduced to 78,109,309 and 30,460,866 Company's shares, representing, 51.50% and 20.08% of the Company's share capital, respectively, if the green shoe option mentioned above is exercised in full.

As described in the Prospectus, the Company, the Santander Entities and the BBVA Entities will agree to certain lock-up arrangements during a period running from the date hereof until 180 days from the date of admission to trading of the Company's ordinary shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, subject to exceptions in line with customary exceptions in this type of transactions, which are also described in the Prospectus..

Madrid, 2 February 2018

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Mr. Jorge Pérez de Leza Eguiguren

## IMPORTANT NOTICE

This announcement and the information contained herein are not for release, distribution or publication in or into the United States, Canada, Australia, Japan, South Africa or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction. The Offering and the distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. This announcement is not an offer to sell or a solicitation of any offer to buy any securities of the Company in any jurisdiction where such offer or sale would be unlawful and the announcement and the information contained herein is not for distribution or release in whole or in part, directly or indirectly, in or into such jurisdictions.

The information contained in this announcement does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement.

This announcement is an advertisement and does not constitute a prospectus or offering memorandum and nothing herein contains an offering of securities. No one should purchase any Company's shares except on the basis of the Prospectus approved by the CNMV. The Prospectus is available on the respective websites of the Company ([www.metrovacesa.com](http://www.metrovacesa.com)) and the CNMV ([www.cnmv.es](http://www.cnmv.es)) and in physical form at the CNMV's premises (calle Edison 4, 28006 Madrid, Spain and Paseo de Gracia 19, 08007 Barcelona, Spain) and at the Company's registered office (Calle Quintanavides 13, Parque Vía Norte, 28050, Madrid, Spain).

In any EEA member state, this communication is only addressed to and is only directed at qualified investors in that member state within the meaning of Directive 2003/71/EC as amended (together with any applicable implementing measures in any member state, the "**Prospectus Directive**").

Any securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States absent registration under the Securities Act or pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. There will be no public offer of the securities described herein in Australia, Canada, Japan or South Africa.

In the United Kingdom, this announcement and any other materials in relation to the securities described herein are only being distributed to, and are only directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, "**qualified investors**" (as defined in section 86(7) of the Financial Services and Markets Act 2000) who are (i) persons having professional experience in matters relating to investments who fall within the definition of "**investment professionals**" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) high net worth entities, and other persons to whom it may be lawfully communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**relevant persons**"). Persons who are not relevant persons should not take any action on the basis of this announcement and should not act or rely on it or any of its contents.

The Managers and their respective affiliates, are acting exclusively for the Company and/or the Selling Shareholders, as applicable, and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company and the Selling Shareholders, as applicable, for providing the protections afforded to their respective clients, or for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offering, each Manager and any of its respective affiliates, may take up a portion of the Company's shares as a principal position and in that capacity may retain, sell, offer to sell, purchase or otherwise deal for its or their own account(s) such shares and any securities of the Company or related investments and may offer or sell such securities or other investments in connection with the Offering or otherwise. Accordingly, references in this announcement, any prospectus to the Company's shares being issued, offered, acquired, placed or otherwise dealt with should be read as including any issue, offering, acquisition, placement of or dealing in such Company's shares by or to the Managers and any relevant affiliate acting in such capacity. In addition, certain of the Managers or their affiliates may enter into financing arrangements and swaps in connection with which they or their affiliates may from time to time acquire, hold or dispose of Company's shares. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Managers or any of their respective affiliates or any of the respective directors, officers, employees, advisers or agents of any of their foregoing entities accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

This announcement includes forward-looking statements within the meaning of the securities laws of certain applicable jurisdictions. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "targets", "aims", "aspires", "assumes", "believes", "estimates", "anticipates", "expects", "intends", "hopes", "may", "outlook", "would", "should", "could", "will", "plans", "potential", "predicts" and "projects" as well as their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this announcement. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements rely on a number of assumptions which are inherently subject to risks and uncertainties. No representation or warranty is made that any forward-looking statement will come to pass. No one undertakes to publicly update or revise any such forward-looking statement. The information, opinions and forward-looking statements contained in this release speak only as at its date and are subject to change without notice.

## INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer"(for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only

with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.