



## LAR ESPAÑA REAL ESTATE SOCIMI, S.A.

### 2015 EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Form of attendance, proxy, and absentee voting card for LAR ESPAÑA REAL ESTATE SOCIMI, S.A. extraordinary general shareholders' Meeting which will be held in Madrid, Palacio de la Bolsa, Salón de Actos Antonio Maura, placed in Plaza de la Lealtad, 1, on 17 December 2015, at 12:00 on first call, or on second call on 18 December. It is expected that the extraordinary general shareholders' meeting will be held on second call, on 18 December 2015, at the indicated place and time, unless shareholders are otherwise informed through announcements published in the same newspaper in which this announcement is published, on the company's website ([www.larespana.com](http://www.larespana.com)), as well as through the corresponding material fact sent to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*)

<b>Holders:</b>		<b>Address:</b>	
<b>Securities Account Code</b>	<b>Number of Shares</b>		
<b>Minimum no. of shares to attend</b>	<b>Number of Votes</b>		
1			

#### ATTENDANCE IN PERSON AT THE MEETING

Shareholders wishing to attend the Shareholders' Meeting in person must sign this card in the space provided below and present it at the venue on the day of the shareholders' meeting. In order to exercise the right to attend, shareholders must have registered the shares in their name on the corresponding register of book entries five days before the date on which the General Shareholders' Meeting is to be held.

**Signature of shareholder attending in person**

In ....., on ..... 2015

Shareholders may appoint a proxy or vote by remote means according to the rules set forth in the corporate website of the Company ([www.larespana.com](http://www.larespana.com)) and according to the sections below. In case of signing both sections, the vote by remote means shall prevail and the proxy will become invalid.

#### PROXY

Shareholders who do not intend to attend the Shareholders' Meeting may appoint a proxy. The person appointed will also have to sign this proxy. The shareholder who has been issued this card confers a proxy to: (Check one of the following boxes only and, where applicable, designate proxy. Shareholders appointing a proxy will have to sign in the space provided)

1. ☐ The Chairman of the Board of Directors
2. ☐ ..... DNI nº.....

If no-one has been designated as proxy, the proxy will be deemed to be conferred on the Chairman of the Board of Directors.

For voting instructions, mark the appropriate box with an X in the following table:

**If, in relation to any of the items on the agenda, none of the boxes provided for the purpose have been marked, the vote will be deemed to have been cast in favor of the proposal by the Board of Directors.**

Item	1	2	3
In favor			
Against			
Abstention			
Blank votes			

Unless the shareholder represented indicates otherwise by marking the NO box below, the proxy extends to items which although not on the proposed resolutions by the Board of Director or not on the Agenda attached, may be put to a vote at the shareholders' meeting, with the instruction to vote on behalf of the shareholder interest, according to the Company's interest. Mark the NO box below only if you oppose the extension of the proxy, in which case it shall be considered that the shareholder instructs the proxy to abstain.

☐ NO

For the purposes provided in articles 523 and 526 of the Spanish Companies Act (Ley de Sociedades de Capital or LSC), it is placed in record that the Board Chairman and the remaining directors may be subject to a conflict of interest in relation to proposals referred to under article 526.1, sections a), b), c) and d) of the LSC (appointment, re-election, ratification, removal, separation or discharge of the directors, the exercise of a corporate liability action and approval and ratification of the transactions carried out by the relevant director with the Company) presented outside the Agenda according to the Law, and that the director Miguel Pereda Espeso may be subject to a conflict of interest in relation to item one (approval of the acquisition by the Company of 41.22% of the shares of Puerta Marítima Ondara, S.L., held by the investment manager Grupo Lar Inversiones Inmobiliarias, S.A.) of the Agenda. With regards to the aforementioned conflict situations, if the represented shareholder has not granted precise voting instructions, it will be deemed that the shareholder instructs, unless otherwise indicated, the Secretary of the Shareholders' Meeting.

Mark the NO box below only if the substitution is not authorised (in which case the shareholder instructs the proxy to abstain in relation to items involving a conflict of interest):

☐ NO

**Signature of the Shareholder**

**Proxy's signature**

In ....., on ..... 2015

In ....., on ..... 2015

**DISTANCE VOTING**

Shareholders who do not intend to attend the Shareholders' Meeting nor appoint a proxy may cast a distance vote. The shareholder who has been issued this card, wish to cast a distance vote in favour of the proposed resolutions by the Board of Directors with regards to the items set forth in the Agenda attached and published by the Company, unless they indicate another direction of the vote. If, in relation to any of the items on the Agenda, none of the boxes provided for the purpose have been marked, the vote will be deemed to have been cast in favour of the proposal by the Board of Directors. In all cases, in addition to the provisions of the Law, the Articles of Association, and the Shareholders' Meeting Regulations, it is also necessary to comply with the rules included in the call notice and on the Company's website ([www.larespana.es](http://www.larespana.es)) (mark the appropriate box with an X):

Item	1	2	3
In favor			
Against			
Abstention			
Blank votes			

Unless the shareholder represented indicates otherwise by marking the NO box below, and regarding the resolutions which have not been proposed by the Board of Directors or items which are not included on the Agenda attached, it will be deemed that the shareholder instructs the President of the Board of Directors, following the vote direction rules and substitution in case of conflict of interest rules set forth in the Proxy section above. Mark the NO box below only if you oppose the proxy and the substitution (in which case it shall be considered that the shareholder abstains with regards to said proposals).

☐ NO
**Signature of the Shareholder**

In ....., on ..... 2015

**PERSONAL DATA PROTECTION**

The personal data included in this attendance, proxy, and absentee voting card and those provided to the General Shareholders' Meeting will be processed by the Company in order manage the shareholder relationship in connection with the call to and celebration of the General Shareholders' Meeting. To such end, the data will be kept in computer files for which Lar España Real Estate SOCIMI, S.A. is responsible.

The personal data will be available to the Notary Public attending the General Shareholders' Meeting and may be provided to third parties in connection with the exercise of the information rights set forth in the applicable laws and made available to the public to the extent they are included in the documentation accessible at the Company's website ([www.larespana.com](http://www.larespana.com)) or be expressed in the context of the General Shareholders' Meeting, which may be subject to audiovisual recording and public dissemination through the referred corporate website. By attending to the General Shareholders' Meeting the attendees expressly consent to the referred recording and dissemination.

The owner of the data will, in any event and provided it is legally feasible, be entitled to exercise the rights of access, rectification, objection or erasure of the data collected by Lar España Real Estate SOCIMI, S.A. Said rights may be exercised, as provided for under Organic Law 15/1999, of 13 December, regulating Personal Data Protection, by means of a letter addressed to Lar España Real Estate SOCIMI, S.A., c/ Rosario Pino, no. 14-16, 28020, Madrid.

In case this attendance, proxy, and absentee voting card includes personal data of other individuals, the shareholder must advise them of the details set forth in the preceding paragraphs and comply with any other requirements that may be applicable for the rightful provision of the personal data to the Company, without the Company having to take any additional action.

### **AGENDA**

1. Approval of the acquisition by the Company of 41.22% of the shares of Puerta Marítima Ondara, S.L., held by the investment manager Grupo Lar Inversiones Inmobiliarias, S.A.
2. Delegation in the Board of Directors, with the express power of substitution, for a term of five years, the power to increase the share capital pursuant to the provisions of Article 297.1.b) of the Spanish Companies Act, by up to one-half of the share capital on the date of the delegation. Delegation of the power to exclude pre-emptive rights in connection with the capital increases that the Board may approve under this authorisation, provided, however, that this power shall be limited to an aggregate maximum nominal amount equal to 20% of the share capital on the date of this authorisation.
3. Delegation of powers to formalize and implement all resolutions adopted by the extraordinary general shareholders' meeting, to convert them into public instruments, and to interpret, correct, supplement, elaborate upon and register such resolutions.