## EXHIBIT I ANNUAL REPORT ON DIRECTOR REMUNERATION AT LISTED COMPANIES

## DATA IDENTIFYING THE ISSUER

**FINANCIAL YEAR END:** 31/12/2015

TAX ID NUMBER (CIF): A-86918307

**Registered Business name:** 

LAR ESPAÑA REAL ESTATE SOCIMI, S.A.

**Registered office:** 

Rosario Pino 14-16, Madrid.

# ANNUAL REPORT ON DIRECTOR REMUNERATION AT LISTED COMPANIES TEMPLATE

## REPORTING COMPANY'S REMUNERATION POLICY FOR THE YEAR IN PROGRESS

## A.1 Explain the company's remuneration policy. The information reported in this section should include:

- General remuneration policy principles and fundamentals.
- The most significant changes in remuneration policy with respect to that applied during the prior reporting period, including any changes made during the year to the terms for exercising stock options already granted.
- Criteria used to determine, and composition of, the groups of comparable companies whose remuneration policies have been examined in the course of establishing the company's remuneration policy.
- The relative importance of the remuneration inputs used to determine fixed pay and the criteria followed to determine the various components of the directors' remuneration packages (remuneration mix).

#### **Explanation of the remuneration policy**

LAR ESPAÑA REAL ESTATE SOCIMI S.A. (hereinafter, Lar España) was incorporated on January 17, 2014; despite the fact that the sole transitory provision of Spanish Law 31/2014 (of December 3, 2014) would allow the company to delay obtaining shareholder approval for a remuneration policy until 2018, the Board of Directors, at the recommendation of the Appointments and Remuneration Committee, decided it would be best to seek shareholder approval already in 2015. Against this backdrop, the policy on the remuneration of the members of the Board of Directors in their capacity as such, under the scope of the remuneration regime provided for in the company's Articles of Association, was approved at the Annual General Meeting of April 28, 2015.

The policy is aligned with recent corporate governance developments in Spain, the company's performance and the experience acquired during Lar España's first year in existence. It is up to the Board of Directors to determine the remuneration of each director, to which end it will factor in the duties and responsibilities assigned to each, their membership of Board committees and other circumstances it deems material.

#### **General principles**

Α

The remuneration policy of the Board of Directors of Lar España is based on the principles of transparency, moderation, compensation for dedication and correlation with performance, which is why director remuneration shall be kept at all times reasonably proportionate to the company's importance, the evolving economic situation and market standards for comparable companies.

## Most significant changes in remuneration policy with respect to that applied during the prior reporting period

Lar España did not have a remuneration policy in effect in 2014, rendering a yearon-year comparison impossible. The prevailing remuneration policy was ratified at the Annual General Meeting held in 2015 and is effective for 2015, 2016 and 2017.

## Criteria used to determine the company's remuneration policy

The remuneration regime established in the shareholder-approved policy is designed to promote the long-term profitability and sustainability of the company and inject the safeguards needed to prevent the assumption of too much risk or the reward of adverse results.

The guiding principles of director remuneration policy are approved and updated by the Appointments and Remuneration Committee and the Board of Directors with a view to keeping the company's policy in line with market trends and best remuneration practices among competitors.

## The relative importance of the remuneration inputs used to determine fixed pay and the criteria followed to determine the various components of the directors' remuneration packages (remuneration mix)

The prevailing remuneration policy does not contemplate variable remuneration for directors. In 2015, director remuneration consisted entirely of fixed pay.

A.2 Explain the company's remuneration policy. The information reported in this section should include: a report on the preparatory work and decision-making process behind the design of the remuneration policy and the role played, as warranted, by the remuneration committee and other governing bodies in determining remuneration policy. This information should include, as necessary, the mandate and composition of the remuneration committee and the identity of any external advisers engaged to help define remuneration policy. State also the nature of any directors involved in designing the firm's remuneration policy.

## Explanation of the remuneration policy design process

As per article 15.5.e.ii of the Board Regulations, the Appointments and Remuneration Committee must review the directors' remuneration policy periodically and make proposals for any amendments or updates to the Board of Directors for submission to the company's shareholders in general meeting; this remit includes proposals with respect to the amount directors receive annually. Note that the Appointments and Remuneration Committee submitted a remuneration policy report and proposal, prepared with the assistance of Ernst & Young, S.L., to the Board of Directors in 2015. This policy was then ratified at the Annual General Meeting held on April 28.

## **Composition of the Appointments and Remuneration Committee**

As stipulated in article 15 of the Board Regulations, the Appointments and Remuneration Committee must comprise a minimum of three and maximum of five directors, appointed by the Board of Directors itself, from among its external directors, at the proposal of the Board's Chairman. The majority of the members of the Appointments and Remuneration Committee must be independent directors. The Board of Directors must also appoint a committee chair from among the independent directors comprising the committee.

In 2015, the Appointments and Remuneration Committee was configured as follows:

Name	Position	Class of director
Mr. Roger Cooke	Chairman	Independent
Mr. Alec Emmott	Member	Independent
Mr. Miguel Pereda	Member	Proprietary
Mr. Juan Gómez-Acebo	Secretary	Non director

A.3 State the amount and nature of the fixed components, breaking down, as necessary, remuneration for the performance of senior management duties by the executive directors, additional remuneration provided to the chairman or members of any of the board committees, the per diems accrued for participating in the board and its committees and other fixed pay provided in their capacity as directors, along with an estimation of the fixed annual remuneration to which all these components give rise. List any other benefits not settled in cash and the main parameters defining their grant.

## Explanation of the fixed components of director remuneration

As stipulated in Lar España's director remuneration policy, approved on April 28, 2015 and in effect for 2015, 2016 and 2017, the fixed components of director remuneration are as follows:

- The maximum amount of such remuneration payable annually to serving directors totals 365,000 euros.
- Attendance fees and other fixed items of director remuneration shall be set at the level needed to compensate them for their performance, i.e., the dedication, skills and responsibilities required by the post, but no so high as to compromise the independence of the non-executive directors. At any rate, their remuneration is also set using market criteria, i.e., it is benchmarked against the remuneration paid to directors of listed companies of an equivalent size to Lar España.
- With the exception of the proprietary directors, who are not entitled to any fixed remuneration whatsoever, Lar España's directors will perceive a 60,000 euros fee for participating, at least, in 8 meetings of the Board during the year. Additionally, the Chairman of the Board will perceive an extra fee of 50% of the rest of directors' remuneration (which is a 90,000 euros fee per year).

- Those directors who will participate in any of the Lar España's committees will perceive and additional 15,000 euros fee per year.
- Lastly, the members of the Board who, at the appointment of Lar España, hold positions on the boards of company investees may receive additional fixed remuneration for attending those boards' meetings in an amount of: (i) €15,000 per annum if Lar España does not have control over the investee; and (ii) €5,000 per annum if Lar España does have control. Note that the additional remuneration corresponding to this concept would total €35,000 per annum at most.
- Lar España will also reimburse its directors for any travel expenses incurred in order to attend to the meetings of the Board and its committees.

## A.4 State the amount, nature and key characteristics of the variable components of the company's remuneration schemes.

## **Specifically:**

- List each of the remuneration plans of which the directors are beneficiaries, their scope, the dates on which they were approved and implemented, their term of effectiveness and their key characteristics. In the case of plans providing stock options and/or other financial instruments, the general description of the plan characteristics should include information on the terms for exercising the options or financial instruments for each plan.
- Itemise any remuneration in the form of profit-sharing or bonuses and the grounds for their grant.
- Explain the basic parameters and premise for any annual bonus payment schemes.
- List the classes of directors (executive, external proprietary, external independent or other external) that are named beneficiaries of these remuneration schemes or plans including a variable component.
- The bases of such variable remuneration schemes or plans, the selected performance evaluation criteria, the methods for evaluating whether these performance targets have been met and an estimate of the absolute amount of variable remuneration to which the prevailing remuneration plans will give rise depending on the degree of delivery of the benchmark assumptions and/or targets.
- As warranted, report on any established payment deferral terms and/or the periods for holding the shares or other financial instruments granted, if any.

## Explanation of the variable components of the remuneration schemes

The prevailing remuneration policy does not contemplate variable remuneration for directors. However, Lar España's Board Regulations (article 27.5) provide that any variable remuneration tied to the company and/or the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans be confined to executive directors. Non-executive

directors may only participate in share-based remuneration schemes provided they retain such shares until the end of their mandate.

Note that Lar España did not have any executive directors in 2015.

A.5 Explain the main characteristics of the long-term savings schemes, including retirement and survival benefits, whether wholly or partially financed by the company and whether funded internally or externalized, along with an estimate of the related amounts or equivalent annual cost, indicating the nature of the plan, whether it is a defined contribution or defined benefit plan, the vesting conditions and how they relate to any class of severance agreements in the event the contractual relationship between the director and the company is ended before term or terminated.

List also any contributions on the director's behalf to defined-contribution pension plans, or any increase in the director's vested rights in the case of contributions to defined-benefit schemes.

Explanation of any long-term savings schemes

In 2015, none of the directors of Lar España benefited from long-term savings schemes, including pension plans or any other form of survival benefits funded partially or wholly by the company.

A.6 Indicate any severance packages agreed or paid in the event of termination of the director's duties.

## Explain any severance packages

None of the directors of Lar España received any severance pay whatsoever in 2015 in relation to termination of their director duties.

A.7 Indicate any severance packages agreed or paid in the event of termination of the director's duties. Indicate the terms applicable to the contracts of executive directors exercising senior management functions. Include information on the terms, severance payment ceilings, length of service clauses, notice periods and any payments due if such notice periods are not given and any other clauses covering hiring bonuses, as well as severance payments or golden parachutes in the event the contractual relationship between the director and the company is ended before term or terminated. Include disclosures on any non-compete, exclusivity, length of service, loyalty and post-contractual non-compete clauses.

## Explanation of the terms of executive director contracts

Lar España did not have any executive directors in 2015.

A.8 Outline any supplementary remuneration accrued by directors in exchange for services rendered other than those intrinsic to their positions.

## **Explanation of any supplementary remuneration**

Lar España's directors did not provide any services other than those intrinsic to their positions in 2015.

A.9 Indicate any severance packages agreed or paid in the event of termination of the director's duties. Itemize any remuneration provided in the form of advances, loans or collateral, indicating the rate of interest, the key terms of such arrangements and the amounts ultimately repaid, as well any obligations assumed on their behalf by means of guarantees extended.

### Explanation of any advances, loans or guarantees extended

None of Lar España's directors received any remuneration in the form of advances, loans or guarantees in 2015.

A.10 Explain the key characteristics of any in-kind remuneration.

### Explanation of any in-kind remuneration

None of Lar España's directors received any in-kind remuneration in 2015.

A.11 Indicate the remuneration accrued by directors by virtue of payments made by the listed company to a third entity to which the director provides services when the purpose of such payments is to pay for the latter's services at that third company.

## Explanation of the remuneration accrued by directors by virtue of payments

Mr. Alec Emmot perceived all his remuneration in 2015 through the company Europroperty Consulting.

A.12 Any kind of remuneration other than those listed above, of whatever nature and provenance within the group, especially when it may constitute a relatedparty transaction or when its omission would detract from a true and fair view of the total remuneration accrued by the director.

#### **Explanation of other remuneration concepts**

Lar España did not provide its directors with any form of remuneration other than those itemized above in 2015.

A.13 Explain the actions taken by the company in respect of its remuneration system to reduce exposure to excessive risks and adjust the system to the company's long-term objectives, values and interests, including, as necessary, a reference to: measures contemplated to guarantee that the remuneration policy is commensurate with the company's long-term performance; measures designed to establish equilibrium between fixed and variable components; measures taken with respect to classes of professionals whose activities have a material impact on the entity's risk profile; recovery formulae or clauses for claiming reimbursement of results-based remuneration paid on the basis of data later proven manifestly inaccurate; and any measures in place to prevent conflicts of interest.

### Explanation of the measures taken to reduce risks

Within the limits established in the company's Articles of Association and remuneration policy, the Board of Directors shall strive to ensure that director remuneration is reasonably proportionate to the company's importance, the evolving economic situation and market standards for comparable companies. The remuneration regime established must be designed to promote the long-term profitability and sustainability of the company and inject the safeguards needed to prevent the assumption of too much risk or the reward of adverse results.

Moreover, Lar España's remuneration regime does not contemplate any performance-based pay, therefore eliminating the biggest source of remunerationrelated risks.

## OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED DURING THE LAST FISCAL YEAR

C

C.1 Provide a summary of the main characteristics and concepts of the remuneration policy applied during the last fiscal year that add up to the itemized breakdown of the remuneration accrued by each director given in section D of this report, along with a summary of the decisions taken by the board in applying such concepts.

Explanation of the structure and concepts of the remuneration policy applied during the reporting period

As detailed above, as a result of approval of the remuneration policy at the Annual General Meeting of April 2015, the main policy characteristics and concepts applied during the last fiscal year correspond to the general remuneration policy principles outlined in section A of this report.

- With the exception of the proprietary directors, who are not entitled to any fixed remuneration whatsoever, Lar España's directors will perceive a 60,000 euros fee for participating, at least, in 8 meetings of the Board during the year. Additionally, the Chairman of the Board will perceive an extra fee of 50% of the rest of directors' remuneration (which is a 90,000 euros fee per year).
- Those directors who will participate in any of the Lar España's committees will perceive and additional 15.000 euros fee per year.
- Lastly, the members of the Board who, at the appointment of Lar España, hold positions on the boards of company investees may receive additional fixed remuneration for attending those boards' meetings in an amount of: (i) €15,000 per annum if Lar España does not have control over the investee; and (ii) €5,000 per annum if Lar España does have control. Note that the additional remuneration corresponding to this concept would total €35,000 per annum at most.
- Lar España will also reimburse directors for any travel expenses incurred in order to attend to the meetings of the Board and its committees.

## BREAKDOWN OF THE ITEMISED REMUNERATION ACCRUED BY EACH OF THE DIRECTORS

D

Name	Class of director	2015 accrual period
Mr. José Luis del Valle	Independent director (Chairman)	January - December 2015
Mr. Pedro Luis Uriarte	Independent director	January - December 2015
Mr. Roger Cooke	Independent director	January - December 2015
Mr. Alec Emmott	Independent director	January - December 2015
Mr. Miguel Pereda	Proprietary director	January - December 2015

- **D.1** Fill in the following tables regarding individual remuneration accrued by each of the directors (including remuneration for the performance of executive duties) during the year:
  - a) Remuneration accrued at the reporting company:
    - i. Cash remuneration (in thousands of euros)

Name	Salary	Fixed remuneration	Per diems	Short-term variable remuneration	Long-term variable remuneration	Remuneration for membership of board committees	Severance pay	Travel expenses + other*	Total, 2015	Total, 2014
Mr. José Luis del Valle	0	90,000	0	0	0	15,000	0	0	105,000	60,000
Mr. Pedro Luis Uriarte	0	60,000	0	0	0	15,000	0	0	75,000	50,000
Mr. Roger Cooke	0	60,000	0	0	0	15,000	0	927	75,927	50,100
Mr. Alec Emmott	0	60,000	0	0	0	15,000	0	5,312	80,312	52,110
Mr. Miguel Pereda	0	0	0	0	0	0	0	0	0	0

- ii. Share-based remuneration schemes
- iii. Long-term savings schemes

b) Remuneration accrued by the company's directors for membership of the boards of other group companies:

i. Cash remuneration (in thousands of euros)

Name	Salary	Fixed remuneration	Per diems	Short-term variable remuneration	Long-term variable remuneration	_	Severance pay	Other items	Total, 2015	Total, 2014
Mr. José Luis del Valle	0	0	0	0	0	0	0	0	0	0
Mr. Pedro Luis Uriarte	0	0	0	0	0	0	0	0	0	0
Mr. Roger Cooke	0	18,041	0	0	0	0	0	0	18,041	0
Mr. Alec Emmott	0	0	0	0	0	0	0	0	0	0
Mr. Miguel Pereda	0	0	0	0	0	0	0	0	0	0

ii. Share-based remuneration schemes

iii. Long-term savings schemes

c) Remuneration summary (in thousands of euros):

This summary should include the amounts corresponding to all remuneration concepts encompassed by this report and accrued by the directors (in thousands of euros). In the case of long-term savings schemes, include the contributions made to these schemes/policies:

Name Remuneration accrued at the reporting company					Remuneration accrued at other group companies				Total		
	Total cash remuneration	Amount in respect of shares granted	Gross gain on options exercised	Total company in 2014	Total cash remuneration	Amount in respect of shares granted	Gross gain on options exercised	Total group in 2014	Total, 2015	Total, 2014	Contribution to savings schemes during the year
Mr. José Luis del Valle	105,000	0	0	105,000	0	0	0	0	105,000	60,000	0
Mr. Pedro Luis Uriarte	75,000	0	0	75,000	0	0	0	0	75,000	50,000	0
Mr. Roger Cooke	75,927	0	0	75,927	18,041	0	0	0	93,968	50,100	0
Mr. Alec Emmott	80,312	0	0	80,312	0	0	0	0	80,312	52,110	0
Mr. Miguel Pereda	0	0	0	0	0	0	0	0	0	0	0

**D.2** Report on the relationship between the remuneration received by the directors and the company's results or other performance benchmarks, explaining, as necessary, how changes in the company's performance may have influenced director pay.

In 2015, none of Lar España's directors received any variable remuneration so that there is no bearing between the remuneration received by the members of the Board of Directors and the company's earnings or other performance benchmarks.

**D.3** Report on the result of the shareholder advisory vote on the prior year's remuneration report, indicating the number of votes cast against the resolution, if any:

	Number	% of total
Votes cast	26,166,725	65.4

	Number	% of total
Votes against	93,528	0.4
Votes in favor	25,760,953	97.4
Abstentions	312,244	1.2

### OTHER INFORMATION OF INTEREST

E

If you consider that there are any material director remuneration related matters that have not been addressed anywhere else in this report yet are necessary to provide a more comprehensive and substantiated picture of the company's remuneration policy and structure with respect to its directors, outline them briefly here.

This annual remuneration report was approved by the company's board of directors at its meeting held on February 25, 2016.

Indicate whether any directors voted against or abstained from voting on the approval of this report:

Yes 🗌 No X