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

### **CALL OFF OF AND NEW ANNOUNCEMENT OF THE 2017 ORDINARY GENERAL SHAREHOLDERS' MEETING**

The Board of Directors of Lar España Real Estate SOCIMI, S.A. (the "**Company**"), during its meeting held on 24 April 2017, resolved to call off the General Shareholders' Meeting –in order to call another meeting to take place in a later date– that was expected to take place at 12:00, in Madrid, Palacio de la Bolsa, Salón de Actos Antonio Maura, placed in Plaza de la Lealtad, 1, on 27 and 28 April, on first and second call respectively. The announcement of this General Shareholders' Meeting was published on 24 March 2017 in the newspaper El Economista, as well as in the web page of the Company and of the National Securities Market Commission, which are the same means of communication in which this call off and new announcement are published.

This new announcement for the ordinary General Shareholders' Meeting is carried out to adjust the structure of the Board of Directors of the Company, increasing the number of directors in order to guarantee a fair proportional representation of the shareholders and to maintain a composition of the Board of Directors that is in accordance with the applicable recommendations on good governance. Specifically, the following items are included in the agenda: (i) increase the number of directors of the Board of Directors of the Company, from five to seven, and (ii) the appointment of Mr. Laurent Luccioni as as proprietary director of the Company representing PIMCO Bravo II Fund, L.P., currently, the largest shareholder in the Company. Therefore, after taking into account the proposed renewals of the current directors of the Company, the Board of Directors would be composed of six directors and a vacant position to be assigned to a new independent female director, in accordance with the Company's commitment on having a diverse Board of Directors. This new independent female director, currently undergoing the selection process and whose appointment will be subject the report of the Appointments and Remunerations Committee, may be appointed by the Board of Directors through co-option after the General Shareholders' Meeting has taken place, without prejudice of the Board of Directors announcing her identity during the General Shareholders' Meeting, where the selection process completed.

The Board of Directors considers the new announcement to be the most efficient and adequate solution in order to guarantee the interest of the Company and its shareholders, given that it allows the inclusion of new items in the agenda, preventing the need to call an extraordinary General Shareholders' Meeting solely for the purpose of discussing these items.

Consequently, the Board of Directors of the Company, on 24 April 2017, agreed to announce the call for the ordinary General Shareholders' Meeting of the Company.

#### **PLACE, DATE AND TIME OF THE MEETING**

The board of directors of Lar España Real Estate SOCIMI, S.A. has resolved to call the ordinary general shareholders' meeting, which will be held in Madrid, Príncipe de Vergara 187, Plaza de Rodrigo Uría, on



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26 May 2017, at 17:30 on first call, or, if the required quorum is not met, on second call, on 29 May 2017, at the same place and time. Shareholder registration desks will be open as from 15:30.

It is expected that the ordinary general shareholders' meeting will be held on second call, on 29 May 2017, 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*).

## **AGENDA**

### **I. Annual accounts and management of the Company:**

- One.-** Approval of the individual annual accounts of the Company and of the consolidated annual accounts of the Company and its subsidiaries for financial year 2016.
- Two.-** Approval of the individual management report of the Company and of the consolidated management report of the Company and its subsidiaries for financial year 2016.
- Three.-** Approval of the board of directors' management and activities during financial year 2016.

### **II. Dividend distribution:**

- Four.-** Approval of the proposed allocation of profits and the dividend distribution for financial year 2016.

### **III. Company's auditor:**

- Five.-** Renewal, if appropriate, of the Company's auditor.

### **IV. Board of directors:**

- Six.-** Fixing of the number of members of the Board of Directors, appointment and renewal of directors.
1. Fixing of the number of members of the Board of Directors
  2. Appointment of Mr. Laurent Luccioni as proprietary director of the Company
  3. Renewal of Mr. José Luis del Valle Doblado as independent director of the Company
  4. Renewal of Mr. Pedro Luis Uriarte Santamarina as independent director of the Company
  5. Renewal of Mr. Alec Emmott as independent director of the Company
  6. Renewal of Mr. Roger Maxwell Cooke MBE as independent director of the Company



7. Renewal of Mr. Miguel Pereda Espeso as proprietary director of the Company
- Seven.-** Waiver of the prohibitions established on article 229 of the Companies Act (*Ley de Sociedades de Capital*), in accordance with article 230 of the aforementioned law, regarding the Director D. Miguel Pereda Espeso.
- Eight.-** Delegation to the board of directors, with the express power to delegate in others, for a term of five years, of the power to increase the Company's share capital pursuant to article 297.1.b) of the Companies Act (*Ley de Sociedades de Capital*) by up to one-half of the share capital on the date of this delegation. Delegation of the power to exclude pre-emptive rights in connection with the capital increases that the board may approve, although this power is limited to an aggregate maximum nominal amount equal to 20% of the share capital on the date of this delegation.
- Nine.-** Authorization to the board of directors, with the express power to delegate in others, for a term of five years, to issue bonds or simple debentures and other fixed-income securities of a like nature, as well as notes and preferred stock, up to a maximum amount of EUR 500 million (including within this limit the amount of debt issued, if any, by virtue of the authorization granted under item ten of this agenda). Authorization for the Company to guarantee, within the limits set forth above, new issuances of securities by subsidiaries.
- Ten.-** Delegation to the board of directors, with the express power to delegate in others, for a term of five years, of the power to issue debentures or bonds that are exchangeable for and/or convertible into shares of the Company or of other companies within or outside its group, or warrants on newly-issued or outstanding shares of the Company or of other companies within or outside its group, up to a maximum limit of EUR 500 million (including within this limit the amount of debt issued, if any, by virtue of the authorization granted under item nine of this agenda). Establishment of the standards for determining the basis for and terms and conditions applicable to the conversion, exchange or exercise. Delegation to the board of directors, with the express power to delegate in others, of the powers required to establish the basis for and terms and conditions applicable to the conversion, exchange or exercise, as well as, in the case of convertible debentures and bonds and warrants on newly-issued shares, the power to increase share capital to the extent required to accommodate requests for the conversion of debentures or for the exercise of warrants, with the power in the case of issues of convertible and/or exchangeable securities to exclude the pre-emptive rights of the Company's shareholders, although this power shall be limited to an aggregate maximum nominal amount equal to 20% of the share capital of the Company on the date of this authorization.
- Eleven.-** Authorization to the board of directors for the derivative acquisition of treasury shares according to and within the restrictions and requirements established in the Companies



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Act, with express powers to reduce the share capital on one or more occasions in order to redeem the acquired treasury shares. Delegation to the board of powers to execute this resolution.

#### **IV. Remuneration of the Investment Manager:**

**Twelve.-** Share capital increase in the nominal amount of € 4,167,070 through the issuance of shares to be subscribed by the Investment Manager as performance fee pursuant to the provisions of the Investment Manager Agreement, excluding pre-emption rights and authorising the Board of Directors to implement the resolution.

#### **V. General matters:**

**Thirteen.-** Delegation of powers to formalize and implement all resolutions adopted by the ordinary general shareholders' meeting, to convert them into public instruments, and to interpret, correct, supplement, elaborate upon and register such resolutions.

#### **VI. Consultative votes:**

**Fourteen.-** Consultative vote regarding the Annual Directors' Remuneration Report for financial year 2016.

#### **PARTICIPATION: ATTENDANCE, PROXY REPRESENTATION AND ABSENTEE VOTING**

All holders of voting shares who have caused such shares to be registered in their name in the corresponding book-entry register not later than 21 or 24 May 2017, depending on whether it is held on first or second call, respectively, may attend and participate in the ordinary general shareholders' meeting, with the rights to be heard and to vote.

All shareholders having the right to attend may be represented at the ordinary general shareholders' meeting by another person, even though not a shareholder.

Shareholders having the right to attend may grant a proxy or cast an absentee vote on the proposals relating to items included in the agenda of the call to meeting, which they may do in writing by presenting a duly completed attendance, proxy, and absentee voting card at the offices of the Company, by sending the card to the Company via postal correspondence (to the address C/ Rosario Pino 14-16, 8th floor, CP 28020 Madrid, Spain), or by electronic means through the Company's corporate website ([www.larespana.com](http://www.larespana.com)).

Proxies and absentee votes cast by postal or electronic correspondence must, as a general rule, be received by the Company before 24:00 on 25 May 2017.

#### **AVAILABLE INFORMATION AND DOCUMENTATION**

Until the fifth day prior to the Shareholders' Meeting, inclusive, shareholders may request in writing the information or clarifications that they deem are required, or ask the written questions they deem relevant, regarding the matters included in the agenda of the call to meeting, the information accessible to the public that has been provided by the Company to the National Securities Market Commission (*Comisión*



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Nacional del Mercado de Valores) and the audit reports on the individual annual accounts and management report of the Company and on the annual accounts and management report of the Company consolidated with those of its subsidiaries for financial year 2016.

As from the date of publication of this announcement of the call to meeting, the following documents and information are made continuously available to the shareholders on the Company's corporate website ([www.larespana.com](http://www.larespana.com)): (1) this announcement of the call to meeting; (2) the form of attendance, proxy, and absentee voting card; (3) the full text of the proposed resolutions corresponding to the items included in the agenda of the call to meeting, together with the respective reports of the board of directors of independent expert required by Law; (4) in relation to each director whose appointment or renewal is proposed to the General Meeting, their background and professional experience; directorships held in other relevant companies, either listed or not; the directors' class to which they belong; dates of their first appointment as a Company director and subsequent renewals; and shares and share options held in the Company; (5) the individual annual accounts of the Company and the annual accounts of the Company consolidated with those of its subsidiaries for financial year 2016 and the respective audit reports; (6) the Company's individual management report and the management report of the Company consolidated with that of its subsidiaries for financial year 2016; (7) the directors' statement of responsibility provided for in article 118 of the Royal Legislative Decree 4/2015, approving the consolidated text of the Securities Market Act (*Ley del Mercado de Valores*), which, together with the documents set forth in the two preceding items, constitute the annual financial report for financial year 2016; (8) the annual corporate governance report for financial year 2016; (9) the annual director remuneration report for financial year 2016; (10) the report prepared by the Audit and Control Committee of the Company on its functions during the financial year 2016; (11) the annual report prepared by the Remuneration and Nomination Committee regarding financial year 2016; (12) the report prepared by the Audit and Control Committee regarding the independence of the external auditor; (13) the report prepared by the Audit and Control Committee regarding related transactions; (14) the procedures and requirements for accrediting ownership of the Company's shares and the Shareholders' Meeting attendance right, as well as the applicable rules regarding proxy representation; (15) the shareholder's information right; (16) the rules of the Electronic Shareholders' Forum; and (17) information regarding the total number of shares and voting rights on the date of publication of this announcement of call to meeting.

Furthermore, the shareholders have the right to examine at the Company's registered office and to request the immediate delivery or shipping without charge (which may be carried out by e-mail, with confirmation of receipt, if the shareholder accepts this form of delivery) of a copy of the individual annual accounts and management reports of the Company and those consolidated with its subsidiaries, together with the respective audit reports, for financial year 2016, of the proposed resolutions, including the proposed amendments to the By-Laws, of the mandatory director reports, as well as the other documents that must be made available to the shareholders in connection with the holding of this ordinary general shareholders' meeting.

### **SUPPLEMENT TO THE CALL TO MEETING AND WELL-FOUNDED PROPOSED RESOLUTIONS**

Until 30 April 2017, inclusive, shareholders representing at least 3% of the share capital may request the



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publication of a supplement to the call to the ordinary general shareholders' meeting including one or more items in the agenda, provided such new items are accompanied by the rationale therefor or, if appropriate, by a duly substantiated proposal for a resolution, and submit well-founded proposed resolutions on matters already included or that must be included in the agenda of the call to meeting. Such rights must be exercised by duly authenticated notice that must be received at the registered office of the Company.

### **COMMON PROVISIONS APPLICABLE TO THE RIGHTS OF THE SHAREHOLDERS**

The rights to receive information, to attend, to proxy representation, to absentee voting, to request the publication of a supplement to the call to meeting, and to submit well-founded proposals for resolutions shall be exercised as provided by Law and the documents making up the Company's corporate governance system, available on the Company's corporate website ([www.larespana.com](http://www.larespana.com)).

### **OTHER SIGNIFICANT ASPECTS**

The board of directors has resolved to request the presence of a Notary Public to record the minutes of the ordinary general shareholders' meeting pursuant to section 203 of the Companies Act (*Ley de Sociedades de Capital*), read together with article 101 of the Regulations of the Commercial Registry (*Reglamento del Registro Mercantil*).

To facilitate the viewing and appropriate dissemination thereof, all or part of the proceedings of the General Shareholders' Meeting may be subject to audiovisual recording and broadcast and will be available to the public through the Company's corporate website ([www.larespana.com](http://www.larespana.com)).

### **PERSONAL DATA PROTECTION**

The personal data that shareholders provide to the Company (upon the exercise or delegation of their rights to receive information, to attend, to proxy representation, and to vote) or that are provided by the financial institutions and by the investment services companies that are depositaries or custodians of the shares held by such shareholders, as well as by the entities in charge of the book-entry registers pursuant to Law, will be processed by the Company in order to manage the shareholding relationship. To such end, the data will be kept in computer files for which the Company is responsible. Such data will be provided to the Notary Public solely in connection with the drawing-up of the notarial minutes of the General Shareholders' Meeting, whose development may be subject to audiovisual recording and broadcast in Company's corporate website ([www.larespana.com](http://www.larespana.com)). By attending to the General Meeting the shareholder gives consent to this audiovisual recording and broadcast.

The owner of the data will be entitled to exercise the rights of access, rectification, objection, or erasure of the data collected by the Company. Such rights may be exercised in accordance with the provisions of Law by means of a letter addressed to Lar España Real Estate SOCIMI, S.A. (to the address C/ Rosario Pino 14-16, 8th floor, CP 28020 Madrid, Spain).

If the shareholder includes personal data of other individuals on the attendance, proxy, and absentee voting card, such shareholder must advise them of the details set forth in the preceding paragraphs and comply with any other requirements that may apply for the provision of the personal data to the



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Company, without the Company having to take any additional action.

In Madrid, on 24 April 2017

The Secretary of the Board of Directors