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## LAR ESPAÑA REAL ESTATE SOCIMI, S.A. 2019 ORDINARY GENERAL SHAREHOLDERS' MEETING

### 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, at Príncipe de Vergara 187, Plaza de Rodrigo Uría, on 24 April 2019, at 12:00 on first call, or, if the required quorum is not met, on second call, on 25 April 2019, at the same place and time. Shareholder registration desks will be open as from 10:00.

It is expected that the Ordinary General Shareholders Meeting will be held on second call, on 25 April 2019, 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 Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*).

### AGENDA

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

- One.-** Approval, if appropriate, of the individual annual accounts of the Company and of the consolidated annual accounts of the Company and its subsidiaries for financial year 2018.
- Two.-** Approval, if appropriate, of the individual management report of the Company and of the consolidated management report of the Company and its subsidiaries for financial year 2018.
- Three.-** Approval, if appropriate, of the Board of Directors' management and activities during financial year 2018.

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

- Four.-** Approval, if appropriate, of the proposed allocation of profits and the dividend distribution for financial year 2018.

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

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

#### **IV. Board of Directors:**

- Six.-** Ratification of the appointment and re-election, if appropriate, of Ms Leticia Iglesias Herraiz as independent director of the Company, for the statutory period of three years.

#### **V. Investment Manager Performance fee:**

- Seven.-** Share capital increase in the nominal amount of €1,242,674 for the issuance of shares to be subscribed by the Investment Manager as performance fee pursuant to the



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provisions of the Investment Manager Agreement, excluding pre-emption rights and authorising the Board of Directors to implement the resolution.

## **VI. General matters:**

**Eight.-** 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.

## **VII. Consultative votes:**

**Nine.-** Consultative vote regarding the Annual Directors' Remuneration Report for financial year 2018.

## **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 19 or 20 April 2019, 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 23 April 2019.

## **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 Spanish National Securities Market Commission (*Comisión 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 2018.

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, their



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committees and the independent expert that, where appropriate, are required by Law; (4) in relation to the director whose ratification and re-election is proposed to the General Meeting, her background and professional experience; directorships held in other relevant companies, either listed or not; the director's class to which she belongs; the date of its first appointment as a Company director; 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 2018 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 2018; (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 2018; (8) the annual corporate governance report for financial year 2018; (9) the annual director remuneration report for financial year 2018; (10) the report prepared by the Audit and Control Committee of the Company on its functions during the financial year 2018; (11) the annual report prepared by the Appointments and Remunerations Committee regarding financial year 2018; (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 2018, of the proposed resolutions, of the mandatory director reports, and of 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 27 March 2019, inclusive, shareholders representing at least 3% of the share capital may request the 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



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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 provided by shareholders to the Company for the exercise of their voting, attendance or delegation rights at the General Shareholders Meeting or which are provided by the banks and stock agencies and companies in which the shares of the shareholders are deposited, through the entity responsible to keep the register of book entries, shall be processed by the Company, in its capacity as data controller, for the purposes of managing the development, fulfilment and control of the current relationships with shareholders, regarding the convening and holding of the General Meeting, as well as in order to comply with legal obligations. The data may be communicated to the Notary attending who will draw up the minutes of the General Meeting. The processing of data is necessary for the purposes indicated and its legal basis is your relationship as a shareholder as well as to comply with legal obligations. The data shall be kept for the duration of such relationship and, thereafter, for a period of six (6) years only in order to be able to deal with any legal or contractual actions, unless, exceptionally, a longer limitation period would apply.

In case the attendance or delegation card includes personal data referring to third parties, the shareholder must inform them of the points indicated herein in relation to the processing of personal data and comply with any other requirements which may be applicable for the proper assignment of personal data to the Company, without the Company having to take any additional action vis-à-vis the interested parties.

Registered Users may exercise their rights of access, correction, opposition, suppression, limitation of processing and portability, as well as any other rights recognized by current legislation on data protection, by sending a letter with the reference "Data Protection" (attaching a photocopy of the ID or identification document) in which your request is specified, addressed to the Company's data protection delegate, through the e-mail address, [dpd@grupolar.com](mailto:dpd@grupolar.com), or at the postal address Lar España Real Estate SOCIMI, S.A., C/ Rosario Pino 14-16, 8th floor, CP 28020 Madrid, Spain. Registered Users may also file complaints with the competent data protection control authority.

In Madrid, on 22 March 2019

The Secretary of the Board of Directors