

A LA COMISIÓN NACIONAL DEL MERCADO DE VALORES

D. Jorge Pérez de Leza Eguiguren, en nombre y representación de Metrovacesa, S.A. (en adelante, la “**Sociedad**”), en su condición de Consejero Delegado, y debidamente apoderado a tal efecto, en relación con el Folleto Informativo completo correspondiente a la oferta de venta y admisión a negociación de las acciones de la Sociedad en las Bolsas de Valores de Madrid, Barcelona, Bilbao y Valencia (el “**Folleto Informativo**”)

CERTIFICA

Que la versión en soporte informático del Folleto Informativo que se adjunta a la presente coincide con el Folleto Informativo registrado y autorizado por la Comisión Nacional del Mercado de Valores con fecha 19 de enero de 2018.

Asimismo, se autoriza a la Comisión Nacional del Mercado de Valores para que haga público el mencionado Folleto Informativo en soporte informático en su página web.

Para que así conste, expido la presente certificación en Madrid, a 19 de enero de 2018.

Metrovacesa, S.A.

P.p.

D. Jorge Pérez de Leza Eguiguren
Consejero Delegado

metrovacesa

Metrovacesa, S.A.

Offering of up to 39,130,435 ordinary shares of Metrovacesa, S.A.

Offering price range: €18.00 to €19.50 per share

The Selling Shareholders referred to in this Prospectus are offering up to 39,130,435 ordinary shares (the “**Initial Offered Shares**”), with a nominal value of €7.2000000147682 per share, of Metrovacesa, S.A., a *sociedad anónima* incorporated under the laws of Spain (“**Metrovacesa**” or the “**Company**”) by way of an institutional offering to qualified institutional buyers in the United States under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and qualified investors in other jurisdictions outside the United States, including Spain (the “**Offering**”). The Offering outside of the United States will be made in compliance with Regulation S of the Securities Act (“**Regulation S**”). The ordinary shares of the Company (the “**Shares**”) have not been and will not be registered under the Securities Act.

Altamira Santander Real Estate, S.A. and Anida Operaciones Singulares, S.A. will grant Morgan Stanley & Co. International plc, or any of its agents, as Stabilization Manager (the “**Stabilization Manager**”), acting on behalf of itself and the other Managers (as defined below), an option to purchase up to 4,126,606 and 1,742,959 additional Shares, respectively (representing, in aggregate, 15% of the Initial Offered Shares) (the “**Additional Shares**” and, together with the Initial Offered Shares, the “**Offered Shares**”) to cover over-allotments in the Offering, if any, and short positions resulting from stabilization transactions (the “**Over-Allotment Option**”). The Over-Allotment Option is exercisable, in whole or in part, by the Stabilization Manager, on behalf of itself and the other Managers (as defined below), upon notice to the Altamira Santander Real Estate, S.A. and Anida Operaciones Singulares, S.A. at any time on or before the 30th calendar day after the commencement of trading of the Shares on the Spanish Stock Exchanges (as defined below).

The Company is not issuing any new Shares as part of the Offering and consequently will not receive any proceeds from the Offering.

Investing in the Offered Shares involves a degree of risk. See section “Risk Factors” beginning on page 24 for a discussion of certain matters that investors should consider prior to making an investment in the Offered Shares.

This document (the “**Prospectus**”) constitutes a prospectus for the purposes of Article 3(3) of Directive 2003/71/EC of the European Parliament and of the Council of the European Union (as amended, the “**Prospectus Directive**”), its implementing regulations in Spain and Commission Regulation (EC) No 809/2004 (as amended, the “**Prospectus Regulation**”) (together, the “**Prospectus Rules**”). This document has been prepared in connection with the admission to listing of the Shares on the Madrid, Barcelona, Bilbao and Valencia stock exchanges (the “**Spanish Stock Exchanges**”) which are regulated markets for the purposes of Directive 2004/39/EC, as amended (the “**Markets in Financial Instruments Directive**”) for trading through the Automated Quotation System (*Sistema de Interconexión Bursátil Español* or *Mercado Continuo*) (the “**AQS**”) of the Spanish Stock Exchanges (“**Admission**”) and includes the information required by Annexes I, II, III and XXII of the Prospectus Regulation and the application for the admission of the Shares to listing. This Prospectus has been approved by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) (the “**CNMV**”) in its capacity as Spanish competent authority under the consolidated text of the Spanish Securities Market Act approved by Royal Legislative Decree 4/2015, of October 23 (*texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*) (“**LMV**”) and relevant implementing measures in Spain.

Prior to the Offering, there has been no public market for the Shares. The indicative non-binding offering price range at which the Offered Shares will be sold in the Offering is €18.00 to €19.50 per Offered Share (the “**Offering Price Range**”). The Offering Price Range which is indicative and not binding, has been determined based on negotiations between the Selling Shareholders and the Joint Global Coordinators and no independent experts have been consulted in determining the Offering Price Range. The price of the Offered Shares (the “**Offering Price**”) will be determined upon finalization of the book-building period (expected to occur on or about February 1, 2018) and will be announced by the Company through the publication of a relevant fact (*hecho relevante*).

The Shares are expected to be admitted to listing on the Spanish Stock Exchanges for trading through the AQS on or about February 2, 2018 under the symbol “MVC”. The Initial Offered Shares are expected to be delivered through the book-entry facilities of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Sociedad Unipersonal (“Iberclear”)* and its participating entities against payment therefor on or about February 6, 2018.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy the Offered Shares to any person in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Offered Shares have not been and will not be registered under the Securities Act, or with any securities authority of any state of the United States, and may not be offered, sold, pledged or otherwise transferred within the United States or to any U.S. person, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of, the Securities Act, and in compliance with any applicable state or local securities laws. The Offered Shares are being offered: (i) in the United States, only to persons reasonably believed to be qualified institutional buyers (each, a “**QIB**”) as defined in and in reliance on Rule 144A of the Securities Act (“**Rule 144A**”) and (ii) outside the United States, only in offshore transactions as defined in, and in reliance upon, Regulation S and in this case, only to investors who, if resident in a member state of the European Economic Area (the “**EEA**”), are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive. This document is not to be treated as a “prospectus” for the purposes of Section 10 of the Securities Act. Prospective purchasers are hereby notified that the Selling Shareholders may be relying on an exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. For additional information about eligible offerees, see section “*Selling and Transfer Restrictions.*”

Joint Global Coordinators

BBVA

Banco Santander

Deutsche Bank

Morgan Stanley

Joint Bookrunners

Goldman Sachs International

Société Générale Corporate &
Investment Banking

Co-Lead Managers

CaixaBank BPI

Fiditiis Equities

Norbolsa

The date of this Prospectus is January 19, 2018

IMPORTANT INFORMATION ABOUT THIS PROSPECTUS

YOU SHOULD READ THE ENTIRE PROSPECTUS AND, IN PARTICULAR, “RISK FACTORS” BEGINNING ON PAGE 24 OF THIS PROSPECTUS WHEN CONSIDERING AN INVESTMENT IN THE OFFERED SHARES.

None of Banco Bilbao Vizcaya Argentaria, S.A. (“**BBVA**”), Banco Santander, S.A. (“**Santander**”), Deutsche Bank AG, London Branch (“**Deutsche Bank**”) or Morgan Stanley & Co. International plc (“**Morgan Stanley**”) (together, the “**Joint Global Coordinators**”), or Goldman Sachs International and Société Générale (together with the Joint Global Coordinators, the “**Joint Bookrunners**”), or CaixaBank, S.A., Norbolsa S.V., S.A. and Fidentiis Equities S.V., S.A. (the “**Co-lead Managers**,” and together with the Joint Bookrunners, the “**Managers**”), or their respective affiliates makes any representation or warranty, express or implied, nor accepts any responsibility whatsoever with respect to the content of this document, including the accuracy or completeness or verification of any of the information in this document. This document is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Company, the Selling Shareholders, the Santander Entities, the BBVA Entities or the Managers that any recipient of this document should purchase the Offered Shares. Each purchaser of Offered Shares should determine for itself the relevance of the information contained in this document, and its purchase of Offered Shares should be based upon such investigation, as it deems necessary, including the assessment of risks involved and its own determination of the suitability of any such investment, with particular reference to their own investment objectives and experience and any other factors that may be relevant to such investor in connection with the purchase of the Offered Shares.

This document does not constitute an offer to the public generally to purchase or otherwise acquire the Offered Shares. In making an investment decision regarding the Offered Shares, an investor must rely on its own examination of the Company and the terms of the Offering, including the merits and risks involved. Investors should rely only on the information contained in this document. None of the Company, the Selling Shareholders, the Santander Entities, the BBVA Entities or the Managers has authorized any other person to provide investors with different information. If anyone provides an investor with different or inconsistent information, such investor should not rely on it. Investors should assume that the information appearing in this document is accurate only as of its date. The Company’s business, results of operations, financial condition and prospects and the information set forth in this document may have changed since the date of this document.

Notwithstanding the foregoing, the Company is required to publish a prospectus supplement in respect of any significant new factor, material mistake or inaccuracy relating to the information included in this document which is capable of affecting the assessment of the Shares and which arises or is noted between the date hereof and the Admission, in accordance with Article 22 of Spanish Royal Decree 1310/2005, of November 4 (*Real Decreto 1310/2005, de 4 de noviembre, por el que se desarrolla parcialmente la Ley 24/1988, de 28 de julio, del Mercado de Valores, en materia de admisión a negociación de valores en mercados secundarios oficiales, de ofertas públicas de venta o suscripción y del folleto exigible a tales efectos*) (“**Royal Decree 1310/2005**”).

Investors should not consider any information in this document to be investment, legal or tax advice. An investor should consult its own legal counsel, financial advisor, accountant and other advisors for legal, tax, business, financial and related advice regarding purchasing the Offered Shares. None of the Company, the Selling Shareholders, the Santander Entities, the BBVA Entities or the Managers or their respective affiliates, makes any representation or warranty to any offeree or purchaser of the Offered Shares regarding the legality of an investment in the Offered Shares by such offeree or purchaser under appropriate investment or similar laws.

Each Manager is acting exclusively for the Company and the Selling Shareholders and no-one else in connection with the Offering and will not be responsible to any other person for providing the protections afforded to its respective clients or for providing advice in relation to the Offering. Apart from the responsibilities and liabilities, if any, which may be imposed on any of the Managers under the LMV or the regulatory regime established thereunder, none of the Managers accepts any responsibility whatsoever for the contents of this document or for any other statement made or purported to be made by it or any of them or on its or their behalf in connection with the Company, the Selling Shareholders, the Santander Entities, the BBVA Entities or the Shares. Each of the Managers accordingly disclaims, to the fullest extent permitted by applicable law, all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement.

In connection with the Offering, the Managers and any of their respective affiliates acting as an investor for its or their own account(s) may purchase Shares and, in that capacity, may retain, purchase, sell, offer to sell or otherwise deal for its or their own account(s) in such securities, any other securities of the Company or other related investments in connection with the Offering or otherwise. Accordingly, references in this document to the Shares being sold, offered or otherwise dealt with should be read as including any offer to, or dealing by, the Managers or any of their respective affiliates acting as an investor for its or their own account(s). In addition, certain of the Managers or their affiliates may enter into financing arrangements (including swaps) with investors in connection with which such Managers or their respective affiliates may from time to time acquire, hold or dispose of 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 obligation to do so.

Neither this document nor the Offering forms part of an offer to sell, or a solicitation of an offer to purchase, any security other than the Offered Shares. The distribution of this document and the offer and sale of the Offered Shares may be restricted by law in certain jurisdictions. Any investor must inform themselves about, and observe any such restrictions. See section “*Selling and Transfer Restrictions*” elsewhere in this document. Any investor must comply with all applicable laws and regulations in force in any jurisdiction in which it purchases, offers or sells Offered Shares or possesses or distributes this document and must obtain any consent, approval or permission required for its subscription for, purchase, offer or sale of Offered Shares under the laws and regulations in force in any jurisdiction to which such investor is subject or in which such investor makes such subscriptions, purchases, offers or sales. None of the Company, the Selling Shareholders, the Santander Entities, the BBVA Entities or the Managers is making an offer to sell any Offered Shares or a solicitation of an offer to buy any Offered Shares to any person in any jurisdiction except where such an offer or solicitation is permitted or accepts any legal responsibility for any violation by any person, whether or not an investor, or applicable restrictions.

THE SHARES HAVE NOT BEEN REGISTERED WITH, OR APPROVED OR DISAPPROVED BY, THE U.S. SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER U.S. REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT PASSED ON OR ENDORSED THE MERITS OF THE OFFERING OR THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE UNITED STATES.

This Prospectus and the Offering are only addressed to and directed at persons in member states of the EEA who are “qualified investors” (“Qualified Investors”) within the meaning of Article 2(1)(e) of the Prospectus Directive (including any relevant implementing measure in each relevant member state of the EEA). In addition, in the United Kingdom, this Prospectus is only being distributed to and is only directed at Qualified Investors who are (1) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”) or (2) persons falling within Article 49(2)(a)-(d) of the Order (all such persons together being referred to as “relevant persons”). The Offered Shares are only available to, and any invitation, offer or agreement to purchase or otherwise acquire such securities will be engaged in only with, (1) in the United Kingdom, relevant persons and (2) in any member state of the EEA other than the United Kingdom, Qualified Investors. This Prospectus and its contents should not be acted upon or relied upon (1) in the United Kingdom, by persons who are not relevant persons or (2) in any member state of the EEA other than the United Kingdom, by persons who are not Qualified Investors.

Any person making or intending to make any offer within the EEA of the Offered Shares should only do so in circumstances in which no obligation arises for the Company, the Selling Shareholders, the Santander Entities, the BBVA Entities or any of the Managers to produce a prospectus for such offer. None of the Company, the Selling Shareholders, the Santander Entities, the BBVA Entities or the Managers has authorized or authorizes the making of any offer of the Offered Shares through any financial intermediary, other than offers made by the Managers which constitute the final placement of the Offered Shares contemplated in this document.

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SUMMARY

Summaries are made up of disclosure requirements known as “Elements.” These Elements are numbered in Sections A—E (A.1—E.7).

This summary contains all the Elements to be included in a summary for this type of securities and company. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and company, it is possible that no relevant information can be given regarding the Element. In this case, a short description of the Element is included in the summary with the notation “not applicable.”

IMPORTANT NOTICE

Potential investors in Shares in the Offering and any future shareholders of the Company are advised to read the full Prospectus and carefully consider the following matters:

- **Limited track record and incurred losses**

Although we benefit from the 100-year experience and know-how of our predecessor companies, we were incorporated as our current company on February 18, 2016. Consequently, our operating history and financial track record are therefore very limited, so investors, in evaluating our prospects and the related merits of an investment in the Shares, will have to rely importantly on other information such as the Portfolio and the Valuation Reports included in the Prospectus. See “Valuation” and Business-Portfolio”.

In addition, we only have a limited history of generating revenues, and the future revenue potential of our business is uncertain. In 2016 and the first nine-months of 2017, we incurred consolidated losses of €20.53 million and €33.86 million, respectively. See “Operating and Financial Review—Balance Sheet and Results of Operations” and “Business—Portfolio”.

- **Projects under development**

We are at the early stages of our housing development business. While we estimate that our portfolio would allow the construction of approximately 37,532 potential units, as at the date of this Prospectus, we only had 51 ongoing developments, where we expect to build 2,263 units. As a result of the above, there is only limited financial information that may be helpful in understanding our revenues and expenses going forward.

- **Controlling shareholder**

As at the date of this Prospectus, the Santander Entities and the BBVA Entities hold, together, 99.96% of our issued share capital. On completion of the Offering, the Santander Entities and the BBVA Entities are expected to own 53.31% and 20.85% of the Company’s ordinary shares (assuming no exercise of the Over-allotment Option), respectively, or approximately 50.59 % and 19.70% of the Company’s ordinary shares (assuming the Over-allotment Option is fully exercised), respectively. The Santander Entities and the BBVA Entities have not expressed any commitment or undertaking to remain a significant shareholder with representation on the Company’s Board of Directors, other than the customary 180 days lock-up commitment that has been assumed under the usual terms and subject to certain typical exceptions for this kind of transactions. Therefore, the Selling Shareholder may freely decide to divest from the Company at any time after such 180-day period and, in certain exceptional cases, before the completion of such period.

SUMMARY

Section A—Introduction and warnings

A.1	Introduction:	<p>This summary should be read as an introduction to this document (this “Prospectus”). Any decision to invest in the ordinary shares of Metrovacesa, S.A. (the “Shares” and the “Company,” respectively) should be based on consideration of the Prospectus as a whole by the investor, including, in particular, the Risk Factors.</p> <p>Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states of the European Economic Area (the “EEA”), have to bear the costs of translating this Prospectus before the legal proceedings are initiated.</p> <p>Under Spanish law, civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or if it does not provide, when read together with other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.</p> <p>A potential update or adjustment in the information or statements contained in this Prospectus as a result of the occurrence of any of the described risk factors shall not be considered as a mistake or an inaccuracy thereof or make such information misleading.</p>
A.2	Subsequent resale of securities or final placement of securities through financial intermediaries:	<p>Not applicable. The Company is not engaging any financial intermediaries for any resale of securities or final placement of securities requiring a prospectus after publication of this document and has not given its consent for any such resale or placement.</p>

Section B—Issuer

B.1	Legal and commercial name:	<p>The legal name of the Company is Metrovacesa, S.A. The commercial name of the issuer is “Metrovacesa.”</p>
B.2	Domicile and legal form:	<p>The Company is a public limited company (a <i>sociedad anónima</i> or S.A.) incorporated in Spain and subject to the laws of Spain. The Company has its registered office at Calle Quintanavides 13, Parque Vía Norte, 28050, Madrid, Spain. The Company is incorporated for an unlimited term.</p>
B.3	Key factors relating to the nature of the issuer’s current operations and its principal activities:	<p>We are one of the leading residential developers in Spain. We own the largest land bank among Spanish housing developers and plan to reach our run-rate target of 4,500 to 5,000 units per year by 2021. Our geographic footprint spans 31 provinces in Spain, with a main focus in large primary cities such as Madrid, Barcelona, Malaga, Valencia and Seville, among others (approximately 67% in terms of total GAV as at September 30, 2017), and a secondary focus in top tourist destinations and dynamic smaller cities. This allows us to tap into a large demand base de-risking our ramp-up. A smaller portion of our business (27% in terms of total GAV as at September 30, 2017) is focused on the development and sale of commercial land.</p> <p>Our corporate domicile and headquarters are in Madrid, and we have offices in Barcelona, Valencia, Seville and Malaga.</p> <p>We own the largest land portfolio among Spanish housing developers, comprising an aggregate area of 6.1 million buildable square meters equivalent to approximately 37,500 units. As of September 30, 2017 this land bank had a GAV of €2.6 billion and GDV of €1.7 billion on the basis of valuations prepared by CBRE and Savills. We believe that the size of our land bank portfolio will allow us to capitalize on the recovery of the</p>

SUMMARY

Spanish residential development market, benefit from locked-in margins and consolidate our position as the national leader in the sector. Our residential portfolio represents €1.9 billion in GAV as at September 30, 2017 (or 73% of our total land portfolio). While we expect that residential developments will continue to be the core component of our business going forward, our commercial development business offers a unique opportunity to diversify our portfolio in an attractive segment.

Approximately 74% of our land bank portfolio consists of fully permitted land. The remaining 26% consists of land under different stages of the land-permitting process. We expect that 93% of our land bank portfolio in terms of GAV will be fully permitted three to four years from the date of this Prospectus. Our ownership of assets under different stages of the land-permitting process and extensive land-management expertise is a competitive advantage vis-à-vis players in the sector that, as of the date of this Prospectus, only invest in fully permitted land. Given the strong demand for fully permitted land in the Spanish market over the past three years, we believe that our current land portfolio will allow us to efficiently feed our production plan, capture significant additional value through the transformation process and increase our profitability and shareholder return profile.

Our development business is currently in a ramp-up phase, with 2,263 active units as of the date of this Prospectus and a target to reach run-rate by 2021 delivering between approximately 4,500 and 5,000 units per annum. No land acquisitions will be necessary to deliver our target annual deliveries for the next eight years (assuming that we do not make any land sales), which underpins the sustainability of our business model and allows for high visibility of margins.

Our sizeable land bank provides us with the flexibility to adapt to the cycle via a differentiated strategy as, depending on market conditions, we may engage in opportunistic sales of land for residential and commercial use at attractive margins. Our business strategy contemplates potential selective sales from our land bank portfolio worth up to approximately €500 million in aggregate, based on GAV as of September 30, 2017, made over the next three to five years. This amount does not take into account potential land price appreciation, value creation from urbanization capital expenditure or in some cases the value creation from transformation into fully permitted land. We would expect these sales to relate to both residential and commercial land, and we would enter into transactions on an opportunistic basis in order to generate additional profitability as well as liquidity for our business and/or shareholder returns and distributions.

Based on our operating cost base, we target a gross residential development margin of approximately 29% and an EBITDA margin of approximately 24% when the residential platform reaches run-rate.

We benefit from 100 years of know-how and experience from our predecessor companies who developed some of the most iconic buildings in Spain, including Edificio España and Torre Madrid, both located in Madrid. Between 2005 and 2008, MVCSA delivered an average of 2,200 to 2,600 units per year in a much more competitive environment.

We have a central management team and regional teams that are highly experienced in the housebuilding market (project development and management of land under the land-permitting process) and have long standing relationships with market players.

Key Strengths

- We operate in a market with attractive dynamics.
- We have the largest liquid land bank in Spain that is already in ramp-up phase.
- We hold a land bank with high visibility of attractive residential development margins and low execution risk.

SUMMARY

- We do not have to acquire any land in the first eight years following the date of this Prospectus, allowing us to focus fully on execution (assuming we do not make any land sales).
- Our portfolio has a unique geographical capillarity with a wide presence across different attractive locations within Spain that allows us to tap into a large demand base, de-risking our ramp-up phase.
- We have a unique business model with land sales capacity that we believe will provide a strong cash flow generation and will allow us to adapt to the cycle.
- Significant value creation potential through active management of land under the land-permitting process.
- We have a strategic portfolio of commercial land that is an additional source of profitability and total return.
- Well-established platform already in place to ensure a successful execution with unique experience delivering homes pre-crisis.
- Highly attractive and unique cash generation profile for shareholders.

Strategy

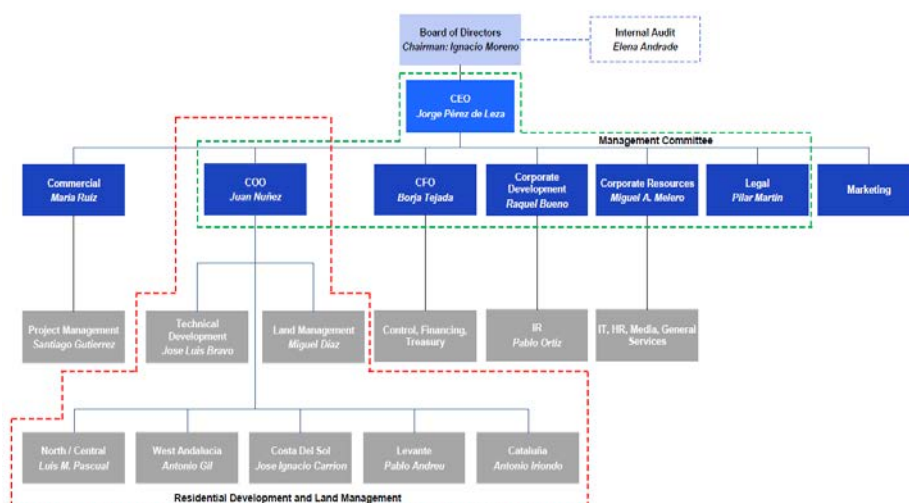
We have developed a strategy that is based around the following pillars and that is designed to enable us to achieve our targets by leveraging our unique competitive strengths:

- Consolidate our position as the residential industry leader in Spain.
- Active management of our land bank through exposure to land under the land-permitting process and the potential for profitable land sales.
- Opportunistic approach to commercial development.
- Continued operational excellence.
- Conservative capital structure and attractive shareholder return and dividend policy.

Our Organizational Structure

The chart below sets forth our organizational structure as of the date of this Prospectus:

SUMMARY



Our Portfolio

As of September 30, 2017, our land bank portfolio was comprised of approximately 37,500 buildable units, with an aggregate GAV of €2.6 billion (€1.9 billion GAV residential and €84 million GAV commercial) and an aggregate area of buildable sqm of 6.1 million (4.8 million residential and 1.3 million commercial).

We have a unique and diversified land bank portfolio in terms of location, with presence in 31 of the 50 provinces of Spain. Most of our land bank portfolio is located in the largest cities of Spain (accounting for approximately 67% of our land bank portfolio as of September 30, 2017), including Madrid, Barcelona, Malaga, Valencia and Seville. In addition, we target top tourist destinations (accounting for approximately 20% of our land bank portfolio as of September 30, 2017), such as the Costa del Sol, Balearic Islands, Canary Islands and the coast of Cadiz, and selected and dynamic secondary cities (accounting for approximately 13% of our land bank portfolio as of September 30, 2017 in terms of GAV) where there is low competition and which present a significant upside potential.

Our three lines of business are (i) residential development, (ii) active land bank management and land sales, and (iii) commercial development. As of September 30, 2017 our €1.9 billion GAV residential land portfolio consisted of €1.3 billion GAV (186 land plots) of fully permitted land for residential use, of which €17 million are active development projects as of the date of this Prospectus, and €53 million GAV of land under land-permitting process for residential use. Our €0.7 billion commercial land portfolio consisted of €77 million GAV of fully permitted land for commercial use (of which €14 million is undergoing transformation of use with a target timing to obtain approval of less than 12 months) and €08 million GAV of land under land-permitting process for commercial use.

As of September 30, 2017, the net asset value (“NAV”) of the Company stood at €2,692 million, calculated based on the total equity of our Pro Forma Consolidated Financial Information as of September 30, 2017, unrealized gross capital gains and adjusted by deferred tax liabilities, other assets and liabilities and the net operating losses not recognized in the balance sheet times the effective tax rate of 25%. If this is adjusted by the tax of the unrealized gross capital gains at the effective tax rate of 25% and other adjustments, our net NAV (“NNAV”), as of September 30, 2017 stood at €2,613 million.

SUMMARY

B.4a	A description of the most significant recent trends affecting the issuer and the industries in which it operates:	<p>Residential demand considerations</p> <p>Residential market demand has been recovering since 2013, mainly driven by second hand transactions given the lack of attractive new houses. The lack of supply over the last years has resulted in a high stock of unattended demand that is looking to be serviced. The percentage of new homes (as part of total home sales) decreased from around 60% in 2008 to less than 10% in 2016 and 2017.</p> <p>Transaction volumes (including both new homes and second hand homes) in main cities like Madrid or Barcelona are still far below their pre-crisis peak (as of June 30, 2017, around 56% to 66% of the pre-crisis transaction volume), leaving further room for growth in the coming years.</p> <p>Residential supply considerations</p> <ul style="list-style-type: none"> • <u>Construction of new homes in Spain.</u> The Spanish residential construction market has bottomed out and appears to be slowly recovering from the downswing that lasted from 2008 to 2014. The average new-home-starts during the last seven years was 49,000 homes per year, which compared to the average over the last 25 years, represents a decrease of 82%. • According to CBRE, in the short term the levels of new housing constructions should recover from the low levels experienced between the years 2009 and 2015. As of the second quarter of 2017, the number of homebuilding permits reached 71,000 units per year, implying a 12% year-on-year increase. The increase in building permits granted should help and sustain the recovery of housing supply. • <u>Overall supply constraints.</u> Following the 2007 financial crisis, the homebuilding sector contracted dramatically. The overall number of home transactions decreased from around 900,000 per year before the crisis to below 500,000 per year in 2008 and onwards. This was due to a significant decrease in domestic demand in response to the recession and oversupply in the years prior to the crisis. • From 2014, the total number of transactions started to grow again showing positive signs of recovery. The gap between 2016 transactions and peak levels indicates that the Spanish market has a strong growth potential. • Over the last eight quarters, the gap between new homes sales and existing homes sales has widened (10% new homes compared to 90% existing homes), indicating a supply shortage of new dwellings and a decline in the stock of new homes. With the current number of house starts (LTM to March 31, 2017) 91% below its historical peak, this supply shortage is not set to be resolved in the near term. • <u>Stock absorption.</u> During the financial crisis, Spain accumulated a significant housing stock, as there was a significant slowing down of economic and financing activity. According to estimates from the Spanish Ministry of Public Works and Transport, unsold newly built house stock started to grow in 2005, and peaked at 650,000 units in 2009. However, since 2009 this stock has declined and should continue to decline with the current and near-term supply shortage of new homes. Most importantly, this stock is concentrated in areas of limited interest and in most cases is severely damaged after failing to sell for long periods of time (<i>i.e.</i>, it does not compete with the new product being developed).

SUMMARY

Residential price considerations

The recent recovery in the number of home transactions, coupled with a supply shortage of new homes, has led to an increase in house prices. According to the residential index of the Spanish Ministry of Infrastructure and Transport, from 2014 to the second quarter of 2017, the price index of home prices increased by 5%, after a 31% decline from the third quarter of 2007 to 2014. Residential prices are still very far from the last peak suggesting further potential for price growth.

According to CBRE, with the economic recovery, housing prices should see a steady increase in the coming years without reaching the pre-crisis levels of 14% year-on-year growth experienced between 2002 and 2006.

Land market dynamics

Quality land in Spain, in terms of size, price and location, is increasingly hard to find (including fully permitted land located in sub-markets with good economic fundamentals and land still under the urban land-permitting process, but not too far from fully permitted status) and, although the existing available land bank in Spain is significant, it is mostly located in areas with low demand or with very long periods of pending urban planning.

The recovery of the home development sector has had a moderate and uneven impact on land prices. In prime locations where there is strong demand for new homes, land prices have grown above average. Nevertheless, according to the Spanish Ministry of Public Works and Transport, land prices are still on the lower side of the cycle.

In most Spanish regions, the land prices are still close to their minimum values between 2004 and June 30, 2017. This should allow for more headroom for land prices to recover in the future. It should be noted that land is highly levered to house prices due to the fact that land cost is only a fraction of the total revenue of a development. Thus, house price increases mainly benefit land prices as construction costs grow with CPI and development margins tend to contract during the cycle if new land needs to be acquired by developers (which is not our case; more specifically, the we will benefit from a surplus of land).

Competition

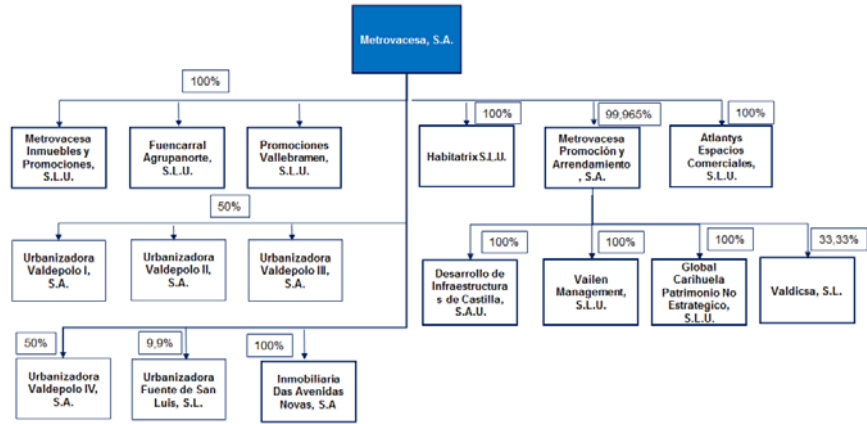
We operate in a competitive and highly fragmented market. Existing players in the market can be divided into three groups: (i) new joiners (such as Neinor, Vía Celere, Aedas and Aelca), which have a limited geographical presence, are mainly focused on primary cities, are backed by international sources of capital and rely on recurrently acquiring land in an inflationary land market context; (ii) regional players (such as Pryconsa, Inmoglaciari, Amenabar, Quabit, Ibosa, Grupo Insur, La Llave de Oro and Inkosur), which have regional focus and expertise, are “survivors” of the global financial crisis in Spain and some are still undergoing restructuring processes; and (iii) non-natural holders of land (such as Sareb, Aliseda, Altamira, Servihabitat, Solvia, BBVA, CaixaBank, Sabadell and Santander), which do not consider development to be their core business, are seeking to reduce their exposure and size of real estate assets and are not considered competitors.

SUMMARY

B.5

Group description:

The chart below sets forth an overview of our corporate structure as of the date of this Prospectus.



SUMMARY

B.6

Major shareholders:

As of the date of this Prospectus, the Company's issued share capital amounts to €1,092,069,657.44, divided into a single class of 151,676,341 shares, with a nominal value of €7.20000001476829 each. Each Share entitles its holder to one vote. All of the Company's Shares are fully subscribed and paid up.

The following table sets forth certain information with respect to the beneficial ownership of the Shares prior to and after the Offering.

Beneficial Owner	Prior to the Offering		After the Offering			
	Number of Shares beneficially owned	%	Number of Shares beneficially owned (assuming no exercise of the Over-Allotment Option)	%	Number of Shares beneficially owned (assuming exercise of the Over-Allotment Option in full)	%
Santander Entities ⁽¹⁾	108,371,091	71.45%	80,860,380	53.31%	76,733,774	50.59%
BBVA Entities ⁽²⁾	43,242,562	28.51%	31,622,838	20.85%	29,879,879	19.70%
Minority shareholders	61,023	0.04%	61,023	0.04%	61,023	0.04%
Treasury shares	1,665	0.00%	1,665	0.00%	1,665	0.00%
Free float	-	-	39,130,435	25.80%	45,000,000	29.67%
Total	151,676,341	100%	151,676,341	100%	151,676,341	100%

- (1) As a result of the expected indirect acquisition by The Blackstone Group L.P. ("Blackstone") of 51% of part of the non-performing real estate business of Banco Popular and some of its affiliates, it is expected that, after the Admission, Banco Popular will sell 5,990,548 shares of the Company (which represent 3.95% of the present share capital of the Company) to Project Quasar Investments 2017, S.L., a company that will be owned by Blackstone (51%) and Banco Popular (49%) ("Project Quasar").
- (2) Santander Entities include Banco Santander, S.A., Altamira Santander Real Estate, S.A., Luri 6, S.A., Banco Popular Español, S.A., Aliseda, S.A.U. and Inversiones Inmobiliarias Canvives, S.A.
- (3) BBVA Entities include Banco Bilbao Vizcaya Argentaria, S.A., Anida Operaciones Singulares, S.A., BBVA Propiedad, S.A., Arrels CT Finsol, S.A., Arrels CT Patrimoni i Projectes, S.A., Anida Desarrollos Inmobiliarios, S.L., L Eix Immobles, S.L., Arrahona Nexus, S.L., Unnim Sociedad para la Gestión de Activos Inmobiliarios, S.A., Gescat, Gestio de Sol, S.L. and Prov-Infi-Arrahona, S.L.

SUMMARY

B.7	Historical key financial information:	CONSOLIDATED INCOME STATEMENT				
		For the nine-month period ended September 30,		For the year ended December 31,		
		2017	2016⁽¹⁾	2016	2015⁽²⁾	
		(in thousands of euros)				
		Sales	18,887	11,220	21,020	36,038
		Cost of Sales	(14,621)	(8,836)	(16,412)	(27,444)
		Employee benefits expense	(4,425)	(2,087)	(3,366)	(2,788)
		External services	(3,549)	(2,380)	(3,676)	(5,604)
		Change in trade provisions	(68,364)	(6,509)	(25,635)	(27,701)
		Changes in value of investment property	(1,461)	8,895	8,355	9,008
		Other gains and losses	-	85	83	(1)
		Profit/ (loss) from operations	<u>(73,533)</u>	<u>388</u>	<u>(19,631)</u>	<u>(18,492)</u>
		Financial income	38	141	170	160,570
		Financial cost	(4,164)	(22)	(119)	(19,169)
		Capitalized finance cost	78	-	103	77
		Impairment and gains/(losses) on disposal of financial instruments	196	-	-	(61,604)
		Results of companies accounted using the equity method	236	(212)	(211)	(425)
		Financial income/(expense)	<u>(3,616)</u>	<u>(93)</u>	<u>(57)</u>	<u>79,449</u>
		Profit/(loss) before income tax	<u>(77,149)</u>	<u>295</u>	<u>(19,688)</u>	<u>60,957</u>
		Income tax	43,293	(55)	(846)	3,186
		Profit/(loss) for the period/year	<u>(33,856)</u>	<u>240</u>	<u>(20,534)</u>	<u>64,143</u>
		<p>(1) Unaudited financial information.</p> <p>(2) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.</p>				

SUMMARY

CONSOLIDATED BALANCE SHEET		As of		
		September 30,	As of December 31,	
		2017	2016	2015 ⁽¹⁾
(in thousands of euros)				
ASSETS				
Non-current assets				
Property, plant, equipment and intangible assets.....		282	1	-
Investment property.....		305,725	109,600	224,540
Investment in associates.....		-	117	319
Non-current financial assets.....		76,881	63,533	63,511
Deferred tax assets.....		89,059	39,189	39,839
Total non-current assets.....		471,947	212,440	328,209
Current assets				
Inventories.....		1,629,760	814,182	704,494
Trade and other receivables.....		186,461	22,608	13,071
Other current financial assets.....		1,343	1,038	23,962
Cash and cash equivalents.....		32,631	32,464	12,197
Total current assets.....		1,850,195	870,292	753,724
Total assets.....		2,322,142	1,082,732	1,081,933
EQUITY				
Total equity attributable to the shareholders of the Company				
Share capital.....		956,279	492,045	492,045
Share premium.....		1,174,251	541,077	541,077
Reserves at companies accounted for using the equity method.....		(3,275)	(3,172)	(2,747)
Consolidated profit/(loss) for the period/year.....		(64,528)	(30,775)	(10,957)
Total equity.....		2,062,727	999,175	1,019,418
LIABILITIES				
Non-current liabilities				
Provisions.....		19,221	30,423	25,474
Financial debt.....		4,997	352	389
Other non-current liabilities.....		3,427	5,429	4,783
Deferred tax liabilities.....		5,176	987	987
Total non-current liabilities.....		32,821	37,191	31,633
Current liabilities				
Provisions.....		12,338	12,909	12,813
Financial debt.....		171,687	2	70
Trade and other payables.....		31,422	24,697	9,238
Current income tax payable.....		2,389	-	3
Deferred income.....		8,758	8,758	8,758
Total current liabilities.....		226,594	46,366	30,882
Total liabilities.....		259,415	83,557	62,515
Total equity and liabilities.....		2,322,142	1,082,732	1,081,933

(1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

CONSOLIDATED STATEMENT OF CASH FLOW	For the nine-month period			
	ended		For the year ended	
	September 30,	September 30,	December 31,	December 31,
	2017	2016 ⁽¹⁾	2016	2015 ⁽²⁾
(in thousands of euros)				
Net cash generated from (used in) operating activities.....	(173,899)	19,359	20,913	(62,225)
Net cash generated from (used in) investment activities.....	(529)	(101)	(541)	(732)
Net cash generated from (used in) financing activities.....	174,595	102	(105)	-
Net increase/(decrease) in cash and cash equivalents.....	167	19,360	20,267	(62,957)

(1) Unaudited financial information.

(2) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

SUMMARY

B.8 Selected key pro forma financial information:

The pro forma consolidated financial information has been prepared to illustrate, on a pro forma basis, the potential impact on the consolidated balance sheet as of September 30, 2017 and the consolidated income statement for the nine-month period ended September 30, 2017 of the Transaction (i.e., the contribution to the Company of Metrovacesa Arrendamiento through two in-kind capital increases, the second of which was carried out on January 8, 2018), as if the Transaction had taken place on January 1, 2017 for the purpose of the pro forma consolidated income statement and on September 30, 2017 for the purpose of the pro forma consolidated balance sheet.

The details of the pro forma consolidated balance sheet at September 30, 2017 and the pro forma consolidated income statement for the nine-month period ended September 30, 2017 are shown as follows:

Pro Forma Consolidated Balance Sheet as of September 30, 2017

	Company	Metrovacesa Arrendamiento	Intercompany Eliminations	Reclassification of land	Pro forma consolidated
	(in thousands of euros)				
Assets					
Intangible assets	135	-	-	-	135
Property, plant and equipment	147	-	-	-	147
Investment properties	305,725	323,878	-	(255,291)	374,312
Receivables	76,881	1,271	-	-	78,152
Deferred tax assets	89,059	10,263	-	-	99,322
Total non-current assets	471,947	335,412	-	(255,291)	552,068
Inventories	1,629,760	73	-	255,291	1,885,124
Trade and other receivables	186,461	31	(71)	-	186,421
Other current financial assets ...	1,343	138	-	-	1,481
Cash and cash equivalents	32,631	12,399	-	-	45,030
Total current assets	1,850,195	12,641	(71)	255,291	2,118,056
Total Assets	2,322,142	348,053	(71)	-	2,670,124

SUMMARY

	Company	Metrovacesa Arrendamiento	Share Capital Increase	Intercompany Eliminations	Reclassification of land	Pro Forma consolidated
(in thousands of euros)						
Equity						
Share capital	956,279	307,528	(171,738)	-	-	1,092,069
Share Premium	1,174,251	14,560	185,139	-	-	1,373,950
Retained earnings	(64,528)	15,091	(15,091)	-	4,042	(60,486)
Reserves at companies accounted for using the equity method	(3,275)	(1,579)	1,579	-	-	(3,275)
Total equity attributable to the shareholders of the Parent Company	2,062,727	335,600	(111)	-	4,042	2,402,258
Non-controlling interests	-	-	111	-	1	112
Total equity	2,062,727	335,600	-	-	4,043	2,402,370
Liabilities						
Provisions	19,221	351	-	-	-	19,572
Borrowings	4,997	-	-	-	-	4,997
Trade and other payables	3,427	1,522	-	-	-	4,949
Deferred tax liabilities	5,176	4,043	-	-	(4,043)	5,176
Total non-current liabilities	32,821	5,916	-	-	(4,043)	34,694
Provisions	12,338	135	-	-	-	12,473
Borrowings	171,687	-	-	-	-	171,687
Trade and other payables	31,422	6,402	-	(71)	-	37,753
Current tax liabilities	2,389	-	-	-	-	2,389
Deferred income	8,758	-	-	-	-	8,758
Total current liabilities	226,594	6,537	-	(71)	-	233,060
Total liabilities	259,415	12,453	-	(71)	(4,043)	267,754
Total equity and liabilities	2,322,142	348,053	-	(71)	-	2,670,124

Pro Forma Consolidated Income Statement for the nine-month period ended September 30, 2017

	Company	Metrovacesa Arrendamiento	Intercompany Eliminations	Reclassification of land	Pro Forma Consolidated
(in thousands of euros)					
Sales	18,887	1,549	(2,069)	2,084	20,451
Cost of Sales	(14,621)	(1,453)	1,275	(2,084)	(16,883)
Employee benefit expenses	(4,425)	(119)	-	-	(4,544)
External Services	(3,549)	(856)	785	-	(3,620)
Changes in trade provisions	(68,364)	8,163	-	(4,815)	(65,016)
Changes in value of investment property	(1,461)	11,800	-	(10,481)	(142)
Profit from operations	(73,533)	19,084	(9)	(15,296)	(69,754)
Financial income	38	-	-	-	38
Financial cost	(4,164)	-	-	-	(4,164)
Capitalized finance cost	78	-	-	-	78
Impairment and results on disposal of financial instruments	196	-	-	-	196
Results of companies accounted using the equity method	236	-	-	-	236
Financial income/(expense)	(3,616)	-	-	-	(3,616)
Profit/(loss) before income tax ...	(77,149)	19,084	(9)	(15,296)	(73,370)
Income tax	43,293	6,765	2	3,824	53,884
Profit/(loss) for the period	(33,856)	25,849	(7)	(11,472)	(19,486)
Profit/(loss) attributable to the shareholders of the company	-	-	-	-	(19,491)
Profit/(loss) attributable to non-controlling interests	-	-	-	-	5

SUMMARY

B.9	Profit forecast:	Not applicable. This Prospectus does not contain profit forecasts or estimates.
B.10	A description of the nature of any qualifications in the audit report on the historical financial information:	The audit reports corresponding to the Company's audited consolidated financial statements and related notes thereto (i) as of and for the nine-month period ended September 30, 2017 and (ii) as of and for the year ended December 31, 2016, which have been issued by PricewaterhouseCoopers Auditores, S.L., are unqualified.
B.11	Qualified working capital:	In the opinion of the Company, the working capital available to the Company is sufficient for the Company's present requirements and, in particular, is sufficient for at least the next twelve months from the date of this Prospectus.

Section C—Securities

C.1	Type and class of security:	The Shares have the ISIN code ES0105122024 allocated by the Spanish National Agency for the Codification of Securities (<i>Agencia Nacional de Codificación de Valores Mobiliarios</i>), an entity dependent upon the National Securities Market Commission (<i>Comisión Nacional del Mercado de Valores</i>) (the “ CNMV ”). It is expected that the Shares will be traded on the Madrid, Barcelona, Bilbao and Valencia stock exchanges (the “ Spanish Stock Exchanges ”) and quoted on the Automated Quotation System (<i>Sistema de Interconexión Bursátil Español</i> or <i>Mercado Continuo</i>) (the “ AQS ”) under the ticker symbol “MVC.”
C.2	Currency of the securities issue:	The Shares are denominated in euros.
C.3	The number of shares issued:	As of the date of this Prospectus, the Company's issued share capital amounts to €1,092,069,657.44, divided into a single class of 151,676,341 shares, with a nominal value of €7.20000001476829 each. Each Share entitles its holder to one vote. All of the Company's Shares are fully subscribed and paid up.
C.4	A description of the rights attached to the securities:	The Shares grant their owners the rights set forth in the Company's bylaws and in the <i>Real Decreto Legislativo 1/2010, de 2 de julio, que aprueba el Texto Refundido de la Ley de Sociedades de Capital</i> , such as, among others, (i) the right to attend general shareholders' meetings of the Company with the right to speak and vote, (ii) the right to dividends proportional to their paid-up shareholding in the Company, (iii) the pre-emptive right to subscribe for newly issued Shares in capital increases with cash contributions, and (iv) the right to any remaining assets in proportion to their respective shareholdings upon liquidation of the Company.
C.5	Restrictions on the free transferability of the securities:	There are no restrictions on the free transferability of the Company's Shares.
C.6	Admission:	Application will be made for the entire issued share capital of the Company to be admitted to trading on the Spanish Stock Exchanges and quoted on the AQS. No application has been made or is currently intended to be made for the Company's Shares to be admitted to listing or trading on any other exchange.

SUMMARY

C.7	Dividend policy:	<p>Holders of Shares will be entitled to receive future dividends which are declared on the basis set out in our bylaws. In any event, our ability to pay dividends in the future will also depend on the performance and prospects of our business, our capital structure and financing needs, general and capital markets conditions, and other factors that our Board of Directors and shareholders may deem relevant at the time, as well as the applicable legal restrictions.</p> <p>Our expectations in relation to dividends, distributable reserves, business performance and market conditions are subject to numerous assumptions, risks and uncertainties, which may be beyond our control.</p> <p>In the near term, we intend to devote our general cash flows to continue growing our business. During the medium term (three to six years from the date of this Prospectus), we expect to generate a strong cash flow as a result of several factors. Consequently, we expect to adopt a dividend policy consistent with the nature of our business with a payout target of at least 80% of our free cash flow. We expect to begin distributing dividends to shareholders by 2020. In the longer term, we will review our dividend policy as our business evolves and our dividend profile will be defined depending on the business cycle and in line with our peers.</p> <p>However, under the terms of the Facility Agreement, the Company is subject to certain restriction on payments and distributions before 2019.</p>
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Section D—Risks

<p>D.1</p>	<p>Key information on the key risks that are specific to the issuer or its industry:</p>	<p>Investing in the Shares involves a degree of risk. You should carefully consider the risks and uncertainties described below, together with the other information contained in this Prospectus, before making any investment decision. Any of the following risks and uncertainties could have a material adverse effect on the Company’s business, results of operations, financial condition or prospects. The market price of the Shares could decline due to any of these risks and uncertainties and you could lose all or a part of your investment.</p> <p>The information contained in this Prospectus must be considered taking into account the risks listed below and described under the Risk Factors section beginning on page 24 which forms an essential and integral part thereof.</p> <p>Prior to investing in the ordinary shares, prospective investors should consider the risks associated therewith. Any of the following risks and uncertainties could have a material adverse effect on the Company’s business, results of operations, financial condition, cash flows and prospects. In addition, the sequence or extension in which the risk factors are presented below is not indicative of their likelihood of occurrence or the scope of the potential consequences on the Company’s business, financial condition or results of operations. The market price of the Shares could decline due to any of these risks and uncertainties, and you could lose all or part of your investment.</p> <p>Risks Relating to General Political and Economic Conditions</p> <ul style="list-style-type: none"> • Since all of our operations and assets are located in Spain, adverse developments in general political and economic conditions in Spain, the EU or globally could have a material adverse effect on our business, results of operations, financial condition or prospects. • Recent and ongoing political events in Spain may have a negative effect on Spanish economic conditions and financial markets. • Recent and ongoing events relating to the secession movement in Catalonia could affect the Spanish residential real estate market and could have a material adverse effect on our business. <p>Risks Relating to Our Business</p> <ul style="list-style-type: none"> • We may not be able to successfully implement our business strategy, and we may not be able to meet our expected growth and returns. • We are exposed to risks associated with the land-permitting processes, and our business may be adversely affected if we fail to obtain, or if there are any material delays in obtaining, required Permits for the development and construction of our projects or if the approved planning regulations and/or Permits are subsequently challenged. • Significant unanticipated costs might arise in relation to the execution of our projects. • We may be unable to develop and sell our projects successfully or within the expected time frames. • We have limited operating and financial data and incurred losses. • We depend upon our senior management team and on the expertise of our key personnel and may be unable to attract and retain a highly skilled and experienced workforce.
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SUMMARY

- Real estate appraisals with respect to our developments and land plots included in this Prospectus may not reflect the current market values of our assets, because determining such values is an inherently subjective process. In addition, an appraisal may not be directly comparable to those given in respect of similar property portfolios held by other real estate developers in the Spanish market as a result of differing assumptions and methodologies.
 - We may not have identified all risks and liabilities associated with the assets recently contributed by the Santander Entities and the BBVA Entities.
- We are exposed to risks associated with our indebtedness.
- Land plots and real estate properties can be illiquid assets and can therefore be difficult to sell.
- If we cannot obtain sufficient capital on acceptable terms, we may be unable to develop our land bank portfolio or may experience increased costs and delays in the completion of our development projects.
- We may achieve lower revenue in our development projects than originally estimated or projected.
- Our business depends upon the availability, skills and performance of contractors, subcontractors and other service providers and suppliers.
- Our pre-sales may not materialize on the terms agreed to at the time the contract is signed, if at all.
- Our operating performance is subject to risks associated with the real estate and residential development industry generally.
- The Spanish residential market could become increasingly competitive.
- There is a large stock of unsold houses in Spain which may exert downward pressure on new house prices.
- Our commercial real estate portfolio is subject to inherent risks.
- Taxes have an important impact on our business, and a change in national, regional or local tax regulations may have a material impact on demand for residential property.
- Inflation may adversely affect us by increasing costs beyond what we can recover through price increases.
- A future decline in land values could result in significant write-downs.
- We are subject to complex and substantial regulations of which the application, interpretation or enforcement are subject to change.
- The construction of new developments involves HSE risks.
- Demand for our homes depends on customer preferences for types of accommodation or locations of property and perceptions as to the attractiveness or quality of our products.

SUMMARY

		<ul style="list-style-type: none"> • Constraints on the availability of mortgage lending and/or interest rate increases may adversely affect our sales. • Any negative impact on the reputation of and value associated with our brand could adversely affect our reputation, as well as our business, financial results and stock price. • We may suffer uninsured losses or suffer material losses in excess of insurance proceeds. • We are exposed to liability claims from third parties. • We are dependent on information technology systems, which may fail, be inadequate to the tasks at hand or be subject to cyber-attack. • If we fail to maintain an effective system of internal controls, we may not be able to accurately determine our financial results or prevent fraud. As a result, our shareholders could lose confidence in our financial results, which could materially and adversely affect us. • Natural disasters and severe weather conditions could delay delivery and increase costs of new homes in affected areas. • Changes in demographic patterns may adversely affect demand for our homes.
<p>D.3</p>	<p>Key information on the key risks that are specific to the securities:</p>	<p>Prior to investing in the Shares, prospective investors should consider the risks associated therewith.</p> <p>Risks relating to the Offering and the Shares</p> <ul style="list-style-type: none"> • There can be no assurance that we will be able to pay dividends in the future. • After the Offering, the Santander Entities and the BBVA Entities will continue to be able to exercise significant influence over us, our management and our operations. • The Selling Shareholder may freely decide to divest from the Company at any time after the 180 days lock-up commitment which is usual in this kind of transactions. • There is no public market for the Shares, and we cannot assure you that an active trading market for the Shares will develop. • We cannot assure you that the Offering Price will match the future price of the Shares following the Offering. • Future issuances or sales of Shares after the Offering could negatively affect the market price of the Offered Shares. • The market price of the Shares could be volatile and subject to sudden and significant declines outside of our control. • Overseas shareholders may have only limited ability to bring actions or enforce judgments against the Company or its directors. • If the Company was determined to be a passive foreign investment company, the

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		<p>determination would result in certain potentially adverse U.S. federal income tax consequences to U.S. holders of Shares.</p> <ul style="list-style-type: none"> • The Offering will be automatically revoked if the Shares are not admitted to listing on the Spanish Stock Exchanges. • Shareholders in countries with currencies other than the euro will be exposed to exchange rate risks. • Shareholders in certain jurisdictions other than Spain may not be able to exercise their preferential subscription rights to acquire further Shares when new Shares are issued. • The Offered Shares will not be freely transferable in the United States.
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Section E—Offer

E.1	The total net proceeds and an estimate of the total expenses of the issue:	<p>The “BBVA Entities” (Banco Bilbao Vizcaya Argentaria, S.A., Anida Operaciones Singulares, S.A., BBVA Propiedad, S.A., Arrels CT Finsol, S.A., Arrels CT Patrimoni i Projectes, S.A., Anida Desarrollos Inmobiliarios, S.L., L Eix Immobles, S.L., Arrahona Nexus, S.L., Unnim Sociedad para la Gestión de Activos Inmobiliarios, S.A., Gescat, Gestio de Sol, S.L. and Prov-Infi-Arrahona, S.L.) and the “Santander Entities” (Banco Santander, S.A., Altamira Santander Real Estate, S.A., Luri 6, S.A., Banco Popular Español, S.A., Aliseda, S.A.U. and Inversiones Inmobiliarias Canvives, S.A.) (the Santander Entities, excluding Banco Santander, S.A., Banco Popular Español, S.A., Aliseda, S.A.U. and Inversiones Inmobiliarias Canvives, S.A., and the BBVA Entities, excluding Banco Bilbao Vizcaya Argentaria, S.A., together, the “Selling Shareholders”) are selling the Offered Shares in the Offering. We will not receive any proceeds for the sale of the Offered Shares by the Selling Shareholders in the Offering. Subject to the following paragraph, the fees and expenses that will be payable by the Company in connection with the Offering are expected to be approximately €3.6 million.</p> <p>The Selling Shareholders expect to raise gross proceeds of up to €763.04 million (assuming that the Offer Price is the high-point of the Offer Price Range and no Over-allotment Option is exercised) and up to €877.50 million (a assuming that the Offer Price is the high-point of the Offer Price Range and the Over-allotment Option is fully exercised) from the sale of the Offered Shares in the Offering. The Selling Shareholders will bear any commissions payable in respect of the placement of such Shares and their underwriting.</p>
E.2	Reasons for the issue, use of proceeds:	<p>The Offering will provide an opportunity for the Selling Shareholders to monetize their investment in the Company.</p> <p>The Offering is also expected to widen our shareholder base, introducing institutional long-term investors and a diversified base of international shareholders, thus improving our access to public capital markets (including for debt instruments) that could make it easier for us to obtain financing to be used for our future growth.</p> <p>Finally, the Offering is expected to provide us with better brand recognition, increasing our overall corporate profile and enhancing our transparency and prestige as a result of us becoming a listed company.</p> <p>We will not receive any proceeds from the sale of the Offered Shares in the Offering.</p>
E.3	A description of the terms and	<p>The Selling Shareholders are offering up to 39,130,435 ordinary Shares (the “Initial Offered Shares”), with a nominal value of €7.20000001476829 each, of the Company to qualified investors. The Initial Offered Shares constitute 25.80% of the existing</p>

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<p>conditions of the issue:</p>	<p>outstanding share capital of the Company.</p> <p>Specifically, Altamira Santander Real Estate, S.A. is offering up to 13,973,984 ordinary Shares, Luri 6, S.A. is offering up to 13,536,727 ordinary Shares, Anida Operaciones Singulares, S.A. is offering up to 1,735,693 ordinary shares, BBVA Propiedad, S.A. is offering up to 3,844,162 ordinary shares, Arrels CT Finsol, S.A. is offering up to 891,714 ordinary shares, Arrels CT Patrimoni i Projectes, S.A. is offering up to 302,112 ordinary shares, Anida Desarrollos Inmobiliarios, S.L. is offering up to 3,404,290 ordinary shares, L Eix Immobles, S.L. is offering up to 360,161 ordinary shares, Arrahona Nexus, S.L. is offering up to 445,524 ordinary shares, Unnim Sociedad para la Gestión de Activos Inmobiliarios, S.A. is offering up to 366,624 ordinary shares, Gescat, Gestio de Sol, S.L. is offering up to 154,522 ordinary shares and Prov-Infi-Arrahona, S.L. is offering up to 114,922 ordinary shares.</p> <p>In addition, Altamira Santander Real Estate, S.A. and Anida Operaciones Singulares, S.A. will grant Morgan Stanley & Co. International plc an option to purchase up to 4,126,606 and 1,742,959 additional Shares, respectively (representing, in aggregate, 15% of the Initial Offered Shares) (the “Additional Shares” and, together with the Initial Offered Shares, the “Offered Shares”) to cover over-allotments in the Offering, if any, and short positions resulting from stabilization transactions (the “Over-Allotment Option”).</p> <p>The indicative non-binding offering price range is €18.00 to €19.50 per Share offered hereby (the “Offering Price Range”), but the offering price of the Offered Shares (the “Offering Price”) may be outside this range. The Offering Price Range has been determined based on negotiations between the Selling Shareholders and the Joint Global Coordinators and no independent experts have been consulted in determining the Offering Price Range. The Offering Price Range implies an aggregate Offering Price of between approximately €704.35 million and €763.04 million, if the Over-Allotment Option is not exercised, and of between €810.00 million and €877.50 million, if the Over-Allotment Option is fully exercised, and a market capitalization of the Company totaling approximately between €2,730 million and €2,957 million, approximately.</p> <p>The Offering Price will be determined upon the finalization of the book-building period (expected to be on or about February 1, 2018) and it will be announced by the Company through a relevant fact (<i>hecho relevante</i>) reported to the CNMV no later than 03:00 a.m. of the following day (Madrid time) (unless the Selling Shareholders and the Joint Global Coordinators agree otherwise) on the date the Offering Price is set (which is expected to be occur on or about February 1, 2018) (or any prior date or subsequent date if it is previously reported to the CNMV).</p> <p>The Offered Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or with any securities authority of any state of the United States, and may not be offered, sold, pledged or otherwise transferred within the United States or to any U.S. person, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, and in compliance with any applicable state or local securities laws. The Offered Shares are being offered: (i) in the United States, only to persons reasonably believed to be qualified institutional investors as defined in and in reliance on Rule 144A of the Securities Act and (ii) outside the United States, only in offshore transactions as defined in, and in reliance upon, Regulation S of the Securities Act and in this case, only to investors who, if resident in a member state of the EEA, are qualified investors within the meaning of Article 2(1)(e) of Directive 2003/71/EC of the European Parliament and of the Council of the European Union.</p> <p>Upon finalization of the book-building period and setting of the Offering Price, the Company, the Selling Shareholders and the Managers expect to enter into an underwriting agreement (the “Underwriting Agreement”) with respect to the Initial Offered Shares and the Additional Shares. Subject to the satisfaction of certain</p>
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SUMMARY

conditions set out in the Underwriting Agreement and the Underwriting Agreement not having terminated in accordance with its terms, each Manager below will agree, severally but not jointly, to purchase the Initial Offered Shares (therefore excluding the Additional Shares) set forth opposite its name in the following table:

Manager	Number of Initial Offered Shares⁽¹⁾	Percentage of total underwriting commitment
Deutsche Bank AG, London Branch.....	10,437,654	26.67%
Morgan Stanley & Co. International plc	10,437,654	26.67%
Banco Bilbao Vizcaya Argentaria, S.A.....	6,253,043	15.98%
Banco Santander, S.A.	6,253,043	15.98%
Goldman Sachs International	2,300,869	5.88%
Société Générale.....	2,301,652	5.88%
CaixaBank, S.A.....	536,086	1.37%
Norbolsa S.V., S.A.....	305,217	0.78%
Fidentiis Equities S.V., S.A.	305,217	0.78%
Total	39,130,435	100.00%

(1) The amounts in this column refer to the number of Initial Offered Shares only; the Additional Shares, if any, would be distributed among the Managers following the same percentages.

The closing date of the Offering or the “**Transaction Date**” (*fecha de operación bursátil*) is expected to be on or about February 2, 2018. The Company will publish the Offering Price through a relevant fact (*hecho relevante*). Under Spanish law, on the Transaction Date investors become unconditionally bound to pay for, and entitled to receive, the Initial Offered Shares purchased in the Offering.

Payment by the final investors for the Initial Offered Shares will be made no later than the second business day after the Transaction Date against delivery through the facilities of Iberclear of the Initial Offered Shares to final investors, which is expected to take place on or about February 6, 2018. The Shares are expected to be listed on the Spanish Stock Exchanges and quoted on the AQS on or about February 5, 2018, under the ticker symbol “MVC.”

In case of withdrawal or revocation of the Offering, all offers to purchase Shares shall be cancelled and all purchase orders related to the Offering shall be terminated. Additionally, the Selling Shareholders will have no obligation to deliver the Offered Shares and the investors shall have no obligation to purchase the Offered Shares. If any advance payments have been made by any investor to the Managers, the relevant Managers will refund such amounts free of any charges, commission or expenses on the business day after the announcement of the revocation of the Offering.

In the event that the Offered Shares have already been delivered by the Selling Shareholders and the Offering Price has been paid by the investors on the business day after the announcement of the revocation of the Offering, the investors would be required to return title to the Offered Shares and the Selling Shareholders will repurchase the Offered Shares to the purchasers for the amount paid by them in the Offering, together with interest calculated at the statutory rate (as of the date of this Prospectus, set at 3% per annum) from the date on which the purchasers paid for the Offered Shares until the date on which the Selling Shareholders repay the Offering Price.

E.4

A description of any interest that is material to the

Each of the Managers is a full service financial institution engaged in various activities, which may include the provision of investment banking, commercial banking and financial advisory services. The Managers and their respective affiliates may have engaged or performed from time to time in the past, and may from time to time in the future, engage in or perform ordinary course of business transactions or services, including investment banking and/or commercial banking transactions with the

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issue/offer including conflicting interests:

Company, the Santander Entities, the BBVA Entities and their respective affiliates for which they have received or will receive customary fees and reimbursement of expenses. In the ordinary course of their various business activities, the Managers and their respective affiliates may hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) in the Company, the Santander Entities, the BBVA Entities and their respective affiliates for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments.

In addition, certain of the Managers or their affiliates are, or may in the future be, lenders, and in some cases agents or managers for the lenders, under certain of the credit facilities and other credit arrangements of the Company, the Santander Entities, the BBVA Entities or their respective affiliates. In their capacity as lenders, such lenders may, in the future, seek a reduction of a loan commitment to the Company, the Santander Entities, the BBVA Entities or their respective affiliates, or impose incremental pricing or collateral requirements with respect to such facilities or credit arrangements, in the ordinary course of business. In addition, certain of the Managers or their affiliates that have a lending relationship with the Company and/or the Santander Entities and the BBVA Entities may routinely hedge their credit exposure to the Company and/or the Santander Entities and the BBVA Entities consistent with their customary risk-management policies; a typical hedging strategy would include these Managers or their affiliates hedging such exposure by entering into transactions that consist of either the purchase of credit default swaps or the creation of short positions in the Company's and/or the Santander Entities and the BBVA Entities securities.

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E.5	Name of the person or entity offering to sell the securities and details of any lock-up agreements:	<p>The Selling Shareholders are offering the Initial Offered Shares.</p> <p>The Company will agree in the Underwriting Agreement that without the prior written consent of the Joint Global Coordinators on behalf of the Managers, it will not, from the date of execution of the Underwriting Agreement through 180 days after Admission, without the prior consent of the Joint Global Coordinators, and subject to certain exceptions, (i) directly or indirectly, issue, offer, pledge, sell, announce an intention to or contract to sell, sell any option, warrant or contract to subscribe or purchase, exercise any option to subscribe, sell, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, pledge or otherwise transfer or dispose of, directly or indirectly, any Shares, any other equity securities of the Company or any financial instruments convertible into or giving the right to subscribe for Shares or any other equity securities of the Company or file any prospectus under the Prospectus Directive and the prospectus rules thereunder or any similar document with any other securities regulator, stock exchange or listing authority with respect to any of the foregoing; (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences of ownership of the Shares or any other equity securities of the Company, whether any such swap or transaction described in sub-section (i) or (ii) above is to be settled by delivery of Shares or any securities, in cash or otherwise; or (iii) publicly announce such intention to effect any such transaction. The foregoing restrictions shall not apply to any Shares issued, sold or transferred or options granted to purchase Shares pursuant to the MIP or the LTIP of the Company, as disclosed in the Prospectus.</p> <p>The Santander Entities and the BBVA Entities will agree in the Underwriting Agreement to similar restrictions regarding the Shares for a period starting on the date of execution of the Underwriting Agreement and through 180 days after Admission, subject to certain exceptions. The foregoing restrictions shall not apply to (i) transfers of Shares among affiliated companies (within the meaning of article 5 of the LMV), provided that the transferee of such Shares agrees to comply with the lock-up restrictions; (ii) any transfer over or options granted to purchase shares of the Company pursuant to the Management Incentive Plan (MIP) or the Long Term Incentive Plan (LTIP) of the Company; (iii) the transfer at any time of 5,990,548 shares of the Company by certain Santander Entities to Blackstone or entities or vehicles participated by Blackstone in the context of the denominated “Project Quasar” (the “Quasar Shares”), and (iv) after the end of the Stabilization Period, any subsequent transfer of the Quasar Shares.</p> <p>Finally, the directors, members of the senior management and certain key employees who are beneficiaries of the LTIP are also subject to certain lock-up undertakings in connection with the Company’s Shares they may receive under the same. However, The payment of the Shares awarded under the LTIP to the senior management and key employees will be due in 2021.</p>
E.6	Dilution:	Not applicable
E.7	Estimated expenses charged to the investor by the issuer:	Purchasers of Shares may be required to pay stamp taxes and other charges in compliance with the laws and practices of the country of purchase in addition to the Offering Price. In addition, purchasers will have to bear the commissions payable to the financial intermediaries through which they will hold the Shares.

RISK FACTORS

An investment in the Shares involves a high degree of risk. You should carefully consider the following risk factors and the other information contained in this Prospectus before making an investment decision. The risks described below are not the only ones we face. Additional risks not presently known to us or that we currently believe not to be material may also adversely affect our business. If any of the following risks actually occur, our business, financial condition and results of operations could be materially adversely affected. The trading price of the Shares could decline due to any of these risks, and, as a result, you may lose all or part of your investment. This Prospectus also contains forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those anticipated in such forward-looking statements as a result of certain factors, including the risks faced by us, described below and elsewhere in this Prospectus (see “Important Information” and “Forward-looking Statements” in particular). You should carefully review the entire Prospectus and should reach your own views and decisions on the merits and risks of investing in the Shares. Furthermore, you should consult your financial, legal and tax advisors to carefully review the risks associated with an investment in the Shares.

IMPORTANT NOTICE

Potential investors in Shares in the Offering and any future shareholders of the Company are advised to read the full Prospectus and carefully consider the following matters:

- ***Limited track record and incurred losses***

Although we benefit from the 100-year experience and know-how of our predecessor companies, we were incorporated as our current company on February 18, 2016. Consequently, our operating history and financial track record are therefore very limited, so investors, in evaluating our prospects and the related merits of an investment in the Shares, will have to rely importantly on other information such as the Portfolio and the Valuation Reports included in the Prospectus. See “Valuation” and Business-Portfolio”.

In addition, we only have a limited history of generating revenues, and the future revenue potential of our business is uncertain. In 2016 and the first nine-months of 2017, we incurred consolidated losses of €20.53 million and €33.86 million, respectively. See “Operating and Financial Review—Balance Sheet and Results of Operations” and “Business—Portfolio”.

- ***Projects under development***

We are at the early stages of our housing development business. While we estimate that our portfolio would allow the construction of approximately 37,532 potential units, as at the date of this Prospectus, we only had 51 ongoing developments, where we expect to build 2,263 units. As a result of the above, there is only limited financial information that may be helpful in understanding our revenues and expenses going forward.

- ***Controlling shareholder***

As at the date of this Prospectus, the Santander Entities and the BBVA Entities hold, together, 99.96% of our issued share capital. On completion of the Offering, the Santander Entities and the BBVA Entities are expected to own 53.31% and 20.85% of the Company’s ordinary shares (assuming that the Offer Price is the mid-point of the Offer Price Range and no exercise of the Over-allotment Option), respectively, or approximately 50.59 % and 19.70% of the Company’s ordinary shares (assuming that the Offer Price is the mid-point of the Offer Price Range and the Over-allotment Option is fully exercised), respectively. The Santander Entities and the BBVA Entities have not expressed any commitment or undertaking to remain a significant shareholder with representation on the Company’s Board of Directors, other than the customary 180 days lock-up commitment that has been assumed under the usual terms and subject to certain typical exceptions for this kind of transactions. Therefore, the Selling Shareholder may freely decide to divest from the Company at any time after such 180-day period and, in certain exceptional cases, before the completion of such period.

Risks Relating to General Political and Economic Conditions

Since all of our operations and assets are located in Spain, adverse developments in general political and economic conditions in Spain, the EU or globally could have a material adverse effect on our business, results of operations, financial condition or prospects.

All of our operations are located in Spain. Accordingly, our operating and financial performance can be influenced significantly by political and economic conditions in Spain, and to a certain extent, the EU and global financial performance. In particular, from mid-2008, the global economy and the EU experienced a period of significant turbulence and uncertainty that was accompanied by recessionary conditions and trends in Spain and many economies around the world. The widespread deterioration in these economies adversely affected, among other things, consumer confidence, levels of employment, sales volumes, interest rates and the state of the residential development market (which is generally cyclical and affected by changes in general economic conditions), which saw significant declines in both prices and sales volumes.

The Spanish economy has experienced a period of improvement since the beginning of 2014: year-on-year GDP growth was 3.3% and 3.1% in 2016 and 2017, respectively, and GDP is expected to grow by 2.4% and 2.1% in 2018 and 2019, respectively, higher than the average of the EU economies of 1.7% and 1.5% in 2017 and 2018, respectively, according to the Economist Intelligence Unit, the Bank of Spain, the Bank of England, the Banca d'Italia, the Banque de France and the Bundesbank. This improvement has had a positive effect on the Spanish housing market conditions in general. However, there can be no assurance that this growth of the Spanish economy or the general recovery of the Spanish housing market will be sustained in the current uncertain political and economic environment. Economic growth in Spain may vary by region and locality, and no assurances can be given that all of our assets will benefit equally from any positive national economic growth trends.

The Spanish economy faces challenges due to internal factors, such as the uncertainty in relation to the Spanish government formed in late 2016 after the June 2016 general elections that left no political party holding a clear legislative majority (particularly, in relation to the new government's capacity to obtain sufficient legislative support to pass certain laws). Furthermore, external factors, such as geopolitical uncertainties (including the potential exit of countries from the Eurozone and/or the EU), volatility in commodity prices or a negative market reaction to central bank policies, may affect the growth of the Spanish economy and, in particular, disposable income. Continued uncertainty will affect the pace and scale of economic recovery, both in Spain and globally, which may have a material adverse effect on our business, results of operations, financial condition or prospects.

In addition, we have a substantial presence in top tourist destinations (*e.g.*, Costa del Sol, Balearic Islands, Canary Islands and the coast of Cadiz) where both Spanish nationals and foreigners have secondary residencies for leisure (representing €17 million in GAV (€479 million residential and €38 million commercial), approximately 20% of the total GAV of our land bank portfolio, as of September 30, 2017) and, as a result, we are dependent on the level of domestic and international tourism in these areas. Economic growth in these areas may be adversely affected by the appeal and convenience of competing tourist destinations, particularly in Southern Europe and Northern Africa, especially if the perception that travelers have of those locations as to their political stability, safety and tourism development improves. In addition, if an act of terrorism or threat thereof were to occur in Spain, the perception of safety by potential customers, particularly in tourist destinations, could decrease. International demand may also be affected by the economic and political situations in the tourists' own countries. If the volume of tourism in the areas where we develop assets focused on the secondary residence markets decreases, our business, results of operations, financial condition or prospects could be materially adversely affected.

In the event of another prolonged economic downturn affecting the Spanish housing market, such as the one that followed the global financial crisis from mid-2008, we could experience declines in demand for our properties, which could, in turn, lead to a decline in the average selling price of our units and in the value of our land bank. Any of the foregoing could have a material adverse effect on our business, results of operations, financial condition or prospects.

Recent and ongoing political events in Spain may have a negative effect on Spanish economic conditions and financial markets.

Spain is currently experiencing a period of political uncertainty. No political party was able to secure an absolute majority during the 2015 or 2016 general elections, creating a fractured parliament. The ongoing governance of Spain by a fractured parliament has led to high levels of political uncertainty. Such political uncertainty impacts the government's ability to obtain sufficient legislative support to pass certain laws in Spain and may therefore slow the pace of reforms, law enactments, regulations and policies, or impact economic growth in Spain.

Recent and ongoing events relating to the secession movement in Catalonia could affect the Spanish residential real estate market and could have a material adverse effect on our business.

Approximately 19% of our land bank portfolio in terms of GAV as of September 30, 2017 (approximately €494 million) is located in the region of Catalonia.

The Catalonian region has recently experienced several social and political movements calling for the region's secession from Spain. Activities related to these movements have had and may continue to have a material adverse effect on Spanish economic conditions and political stability. In addition, significant uncertainty exists regarding demands for independence in the region of Catalonia, which could negatively affect the residential and commercial real estate market and the demand for housing. Considerable uncertainty exists regarding the outcome of political and social tensions in Catalonia, which could result in changes in legislation, policies and other factors which could significantly impact the environment in which we operate in Catalonia and Spain as a whole. Such uncertainty remains after the results of the regional elections that have taken place in Catalonia on December 21, 2017. Continued political uncertainty in relation to this issue could adversely affect general economic growth in the region or more broadly in Spain, which could have a material adverse effect on our business, results of operations, financial condition or prospects.

Finally, the Company's assets have been valued as at September 30, 2017, prior to the referendum held on October 1, 2017, concerning the independence of Catalonia. Consequently, the current political situation has not been reflected in the valuation.

Risks Relating to Our Business

We may not be able to successfully implement our business strategy, and we may not be able to meet our expected growth and returns.

As of the date of this Prospectus, we have 2,263 active units and have delivered 124 units. In addition, we expect to deliver approximately 520 units in 2018 and 4,500 to 5,000 units at run-rate by 2021. We are in an ambitious ramp-up phase in order to respond to the recent increase of housing demand in Spain (see "*Business—Strategy—Consolidate our position as the industry leader*"). Our success and ability to implement our business strategy and meet expected growth and returns may be impacted by any of the following factors, among others:

- our inability to successfully respond to a potentially increasing real estate demand and hire skilled employees in our centralized and regional offices;
- our failure to make correct assumptions, estimates and judgments with respect to our properties and the number of units we can develop;
- our inability to allocate adequate resources to monitor and administer a larger active portfolio;
- the supply and demand for housing and future housing prices;
- the future value of our land bank;
- our inability to develop commercially attractive products;
- future construction and development costs;
- our inability to manage projects efficiently;
- the availability and cost of selected service providers we use to develop our business, such as architects, contractors and brokers;
- our inability to obtain any necessary Permits on a timely basis;
- future laws and regulations that apply to our business; and
- the availability of external financing to grow our business.

Any of these factors may impact the success of our business plans, the commercial success of our projects, our financial condition, prospects or results of operations, which could result in us being unable to meet our expected growth or to replicate our existing business model to develop our growth strategy and meet the demands of the market, or in us being unable to pay anticipated dividends (see “—*There can be no assurance that we will be able to pay dividends in the future*”). Even if we are able to implement some or all of the initiatives of our business strategy successfully, our operating results may not improve to the extent we anticipate, or at all.

Implementation of our business strategy could also be affected by a number of external factors such as increased competition, legal developments, government regulation, general economic conditions or increased operating costs or expenses. In addition, to the extent we have misjudged the nature and extent of industry trends or our competition, we may have difficulty in achieving our strategic objectives. Any failure to implement our business strategy successfully may adversely affect our business, results of operations, financial condition or prospects and thus our ability to service our debt. In addition, we may decide to alter or discontinue certain aspects of our business strategy at any time.

We are exposed to risks associated with the land-permitting processes, and our business may be adversely affected if we fail to obtain, or if there are any material delays in obtaining, required Permits for the development and construction of our projects or if the approved planning regulations and/or Permits are subsequently challenged.

As of September 30, 2017, approximately 26% of our land bank portfolio in terms of GAV as of September 30, 2017 (approximately €661 million) consisted of land plots under the land-permitting process, with approximately 5% or €117 million (€106 million residential and €11 million commercial) being non-urban land (*no urbanizable*), 10% or €255 million (€245 million residential and €10 million commercial) developable land (*clasificado*) and 11% or €289 million (€202 million residential and €87 million commercial) organized urban land (*ordenado*) (see “*Business—Transformation of Land Under the land-permitting process*”). Given the composition of our land bank portfolio, we are subject to risks associated with the extended time period required for transforming non-urban land (*no urbanizable*) into fully permitted land, and for transforming fully permitted land into a fully completed residential or commercial development (including as a result of the type and quality of the soil). These risks could result in substantial unanticipated delays, including our inability to meet our target of having 93% of our land bank portfolio (other than Alcorcon, which represented €105 million or 4% of our GAV as of September 30, 2017) as fully permitted land at run-rate by 2021, or an increase of our expenses in transforming such land and, under certain circumstances, could prevent completion of the development of our projects or require the scope of planned developments to be reduced or their design to be changed, any of which could have an adverse effect on our business, results of operations, financial condition or prospects.

We must obtain a variety of Permits to develop our land and for us to be able to begin construction of our projects. Our ability to obtain these Permits is dependent on our ability to meet the relevant regulatory and planning requirements. Moreover, the granting of these Permits is regulated at a regional and municipal level and may be subject to the relevant authorities’ discretion. The time needed to obtain these Permits also varies depending on the region or municipality. Any failure to obtain required Permits on favorable terms, or at all, or any material delays in obtaining such Permits, could have a material adverse impact on our business, results of operations, financial condition or prospects. In addition, planning regulations and permits could be challenged within the relevant statutory period, which could eventually lead to delays in the delivery of our units or even incompleteness of a particular development on the expected terms, or at all, which could have a material adverse impact on our business, results of operations, financial condition or prospects.

Significant unanticipated costs might arise in relation to the execution of our projects.

We are subject to risks related to the cost of executing our projects. Unanticipated costs can arise due to a number of factors, including:

- errors, omissions and other human factors including those of senior management and key personnel;
- increases in costs of raw materials, such as concrete and steel;
- increases in costs of financing projects;

- labor shortages or increases in labor costs;
- events affecting our contractors, such as their insolvency;
- increases in costs of subcontractors and professional services;
- increases in costs of obtaining Permits;
- unforeseen technical and ground conditions; or
- delays and cost overruns resulting from the land-permitting process.

Before commencing a development, we estimate costs based on certain assumptions, estimates and judgments, which may ultimately prove to be inaccurate caused by, for example, an increase in demand for raw materials or higher construction costs as a result of an increase in demand for housing developments. In addition, if a contractor's or supplier's cost estimates or quotes are incorrect, we may incur additional costs or be required to source products and services at a higher price than anticipated, as well as face delays in our development projects if the estimate is incorrect by a large enough margin that the project is more viable by finding an alternative contractor or supplier.

Any unanticipated costs arising during the execution of our development projects, or a failure to manage them effectively, may result in losses or lower profits than anticipated or cause material construction delays, which could have a material adverse effect on our business, results of operations, financial condition or prospects.

We may be unable to develop and sell our projects successfully or within the expected time frames.

Our land-permitting process may be subject to delays that may limit our ability to generate positive cash flows with respect to a specific project, including delays in obtaining the relevant Permits (see “*We are exposed to risks associated with the land-permitting processes, and our business may be adversely affected if we fail to obtain, or if there are any material delays in obtaining, required Permits for the development and construction of our projects or if the approved planning regulations and/or Permits are subsequently challenged.*”). Similarly, our land development process typically requires substantial capital outlays during construction periods, and it may take months or years before positive cash flows, if any, can be generated. It generally takes between six and nine months from the time we launch a residential development to the time we have sold 30% of the units of a residential development. See “*Business—Residential Development*” for more details.

During the construction of development projects, we may encounter unexpected operational issues or other difficulties, including those related to technical engineering issues, regulatory changes, disputes with third-party contractors, subcontractors and suppliers, accidents, bad weather, natural disasters (such as floods and fires) and changes in purchaser requirements that may require us to amend, delay or terminate a development project.

Any failure to meet deadlines could expose us to additional costs and result in the termination of contracts or contractual penalties (or the enforcement of bank guarantees by a purchaser) and could also affect our reputation (see “*Any negative impact on the reputation of and value associated with our brand could adversely affect our reputation, as well as our business, financial results and stock price*”), which could materially adversely affect our business, results of operations, financial condition or prospects.

Following development, we may be unable to sell all or some of the units of a development within the expected time frames due to such reasons as changes in economic or market conditions. In such cases, our inventory of completed but unsold units would increase, leading to additional costs, including property taxes and community expenses (*gastos de comunidad*) corresponding to the unsold units. Alternatively, we may have to sell units at significantly lower margins or at a loss, which could have a material adverse effect on our business, results of operations, financial condition or prospects.

We have limited operating and financial data and incurred losses.

Although we benefit from the 100-year experience and know-how of our predecessor companies, our operations have been limited in recent years due to the severe slowdown in the Spanish residential development market

caused by the financial crisis. Consequently, our financial history is limited and our financial track record and financial statements relate only to this limited operating period. See *“Operating and Financial Review—Basis of Presentation.”* Therefore, we are providing only limited performance and financial data to assist in the evaluation of our prospects and the related merits of an investment in the Shares, including our ability to develop land plots and market our products at the expected margin. This makes assessing our potential future operating results difficult and will limit the comparability of our operating results from period to period until we have a longer, more established track record. In addition, we cannot assure you that our past experience will be sufficient to enable us to operate our business successfully or to implement our operating policies and business strategies as described in this Prospectus. Any investment in the Shares is, therefore, subject to all of the risks and uncertainties associated with a recently formed business, including the risk that we cannot implement our business strategy or achieve our objectives.

In addition, we only have a limited history of generating revenues, and the future revenue potential of our business is uncertain. In 2016 and the first nine-months of 2017, we incurred consolidated losses of €20.53 million and €33.86 million, respectively. See *“Operating and Financial Review—Balance Sheet and Results of Operations”* and *“Business—Portfolio”*. While the Prospectus includes information on the land plots currently comprising our portfolio and our ongoing development projects (see *“Business—Our Portfolio”*), and valuation information on each such property is included in the Valuation Reports, there is limited financial information that may be helpful in understanding our revenues and expenses going forward. See *“—Real estate appraisals with respect to our developments and land plots included in this Prospectus may not reflect the current market values of our assets, because determining such values is an inherently subjective process. In addition, an appraisal may not be directly comparable to those given in respect of similar property portfolios held by other real estate developers in the Spanish market as a result of differing assumptions and methodologies.”*

We depend upon our senior management team and on the expertise of our key personnel and may be unable to attract and retain a highly skilled and experienced workforce.

The success of our business depends upon the recruitment, retention and development of highly skilled, competent people at all levels of the organization.

In particular, we have a senior management team with significant experience in the Spanish homebuilding industry, which has developed a strong reputation and strong relationships both internally within the Company and externally with our business partners. Our success depends, to a significant degree, upon the continued contribution of our senior management, who are critical to the overall management of the Company, as well as its culture, strategic direction and operating model. Our ability to retain our senior management or to attract suitable replacements is dependent upon competition in the labor market. The unexpected loss of the services of any member of senior management, a limitation in their availability or a failure by us to develop a succession plan for our senior management could have a material adverse effect on our know-how and internal best practices as well as on our business, results of operations, financial condition or prospects.

In addition, experienced employees in the homebuilding industry and commercial development in general and with expertise in the land-permitting process are fundamental to our ability to generate, obtain and manage business opportunities. Our success may make our employees attractive hiring targets for competitors, and in order to retain key employees, we may be required to keep pace with increases in remuneration in the marketplace. Failure to attract and retain such personnel or to ensure that their experience and knowledge is retained within the Company, even when they leave the Company, through retirement or otherwise, may materially adversely affect our business, results of operations, financial condition or prospects.

Real estate appraisals with respect to our developments and land plots included in this Prospectus may not reflect the current market values of our assets, because determining such values is an inherently subjective process. In addition, an appraisal may not be directly comparable to those given in respect of similar property portfolios held by other real estate developers in the Spanish market as a result of differing assumptions and methodologies.

The Appraisers have prepared Valuation Reports on the basis of certain valuation methodologies and assumptions regarding the Spanish real estate market and the developments in our property portfolio. In addition, we have requested the Appraisers to perform a sensitivity analysis in relation to its valuation of GAV of our property portfolio considering a 1%, 5% and 10% fall and increase in house sale prices in the base scenario without subsequent price growth for fully permitted land and the other variables remaining constant. This sensitivity analysis of increases and decreases in prices only affects residential land plots (€1,893 million

GAV) given that the analysis is only focused on the effect caused by variations in house sale prices. In the adverse scenarios, and, according to the Appraisers, the valuation of our property portfolio would be reduced from a GAV of 2,578 million (market value as of September 30, 2017) to (a) a GAV of €2,528 million if the house sale prices were to fall by 1%, (b) to (a) a GAV of €2,324 million if the house sale prices were to fall by 5%, and (c) to a GAV of €2,072 million if the house sale prices were to fall by 10%.

Valuations of our developments have a significant effect on our financial standing on an ongoing basis and on our ability to obtain further financing. The valuation of real estate, including those contained in the Valuation Reports, is inherently subjective and subject to uncertainty, in part because land and property valuations are made on the basis of assumptions and methodologies that may not prove to be accurate and in part because of the individual nature of each land plot and property, particularly in relation to land plots under the land-permitting process. For example, the Valuation Reports include assumptions as of and prior to the date of the Valuation Reports as to project tenure and phasing, the timing of payments for land and payments to be received from purchasers of units, rates of inflation and costs of borrowing over time, and infrastructure and construction costs based in part on information provided by us and that may be different if made as of the date of this Prospectus or that may not be realized in practice. Therefore, land and property valuations might not accurately reflect the market value of our land plots or projects at a given date. In addition, the Valuation Reports prepared by the Appraisers have relied on different methodologies and assumptions and, therefore, the conclusions and appraisals may differ considerably. Furthermore, the Valuation Reports include special assumptions regarding certain land plots based in part on information provided by us and that may be different if made as of the date of this Prospectus or that may not be realized in practice (see “*Presentation of Financial and Other Information—Valuation*”).

The valuations contained in the Valuation Reports are stated as of September 30, 2017 and, although we believe there has been no material change to the aggregate market value of our properties, there can be no assurance that these figures accurately reflect the market value of our properties as of any other date. The market value of our properties may decline significantly over time due to various factors. In addition, the values ascribed by the Appraisers should not be taken as an indication of the amounts that could be obtained by us upon disposal of such properties, whether in the context of the sale of individual properties or the property portfolio as a whole. Furthermore, the periods in which we complete our developments may not coincide with the actual recognition of revenues in relation to those developments in accordance with accounting standards as the recognition of sale occurs upon the transfer of the property to the buyer.

We may not have identified all risks and liabilities associated with the assets recently contributed by the Santander Entities and the BBVA Entities.

In July 2017, we received an in-kind capital contribution from the Santander Entities and the BBVA Entities consisting of 3.1 million sqm of land worth approximately €1.1 billion in GAV. Although these assets were subject to an intensive five-month due diligence and valuation process corroborated by the appraiser, Jones Lang LaSalle, and a strict selection criteria aimed at selecting mainly fully permitted residential plots and strategic land plots under the land-permitting process in cities with at least 150,000 inhabitants and a minimum of 40 to 50 units per land plot, there can be no assurance that the due diligence undertaken revealed all relevant facts and risks associated with those assets, the full extent of such risks or that the information provided during the diligence process on which we relied was complete, adequate or accurate. Furthermore, there is no certainty that the valuation provided by the appraiser, Jones Lang LaSalle, assigned the correct values to the land plots we acquired or relied on the correct methodology or data (see “*—Real estate appraisals with respect to our developments included in this Prospectus may not reflect the current market values of our developments and land plots, because determining such values is an inherently subjective process. In addition, an appraisal may not be directly comparable to those given in respect of similar property portfolios held by other real estate developers in the Spanish market as a result of differing assumptions and methodologies*”). If the due diligence investigations failed to correctly identify material issues, risks and liabilities that may be present in the assets that were acquired from the Santander Entities and the BBVA Entities, we may be subject to the following risks: (i) title defects; (ii) environmental liabilities or structural or operational defects or liabilities not covered by our indemnities or insurance; or (iii) lack or insufficiency of Permits (e.g., occupancy and activity licenses from municipal authorities), among others. Similarly, if the valuation report prepared in connection with the acquisition failed to assign the correct value to such assets, our margins may be lower than anticipated. Any adverse consequences of a due diligence or valuation failure may have a material adverse effect on our business, results of operations, financial condition or prospects.

We are exposed to risks associated with our indebtedness.

As of September 30, 2017, our current borrowings amounted to €171.7 million and our long-term borrowings amounted to €5.0 million. €159.4 million of our current borrowing related to indebtedness under the Short-Term Facility Agreement (as defined below) incurred to pay recoverable VAT on land contributed to us by certain of our shareholders in July 2017. On December 1, 2017, we entered into a term loan facility agreement with a group of lenders including BBVA and Santander. Under this agreement the lending financial entities made available a euro term loan facility in an aggregate amount equal to €275 million. On December 22, 2017, we partially repaid the VAT tranche under the Short-Term Facility Agreement in the amount of the amount of €149.8 million and on January 15, 2018, we have withdrawn €65 million of the Facility and it was used, among other, towards the full repayment, in the amount of €40.1 million of the Short-Term Facility Agreement, hence, payment of arrangement fees of the Facility Agreement (see “*Operating and Financial Review—Liquidity and Capital Resources—Indebtedness*” for more details on the Short-Term Facility Agreement). If operating cash flows and other resources (for example, any available debt funding or short-term financing lines) are not sufficient, we may not be able to repay such debt when due or be forced to restructure or refinance all or a portion of our debt on or before maturity in less favorable conditions than those currently in place. In addition, we generally enter into developer loans for up to 100% of the hard and soft costs of our projects and target a run-rate LTV of approximately 15% to 20%. We cannot assure you that our business will generate cash flows from operations, or that future borrowings will be available to us under our existing or any future credit facilities or otherwise, in an amount sufficient to enable us to meet our payment obligations under our existing indebtedness or to fund our liquidity needs.

In addition, the use of leverage may increase our exposure to adverse economic factors, such as rising interest rates (with a corresponding negative impact on our results of operation). In the nine-month period ended September 30, 2017, an increase of one percentage point in the interest rate applicable to our current borrowings would have increased our finance costs by approximately €0.3 million. Other adverse economic factors to which the use of leverage may increase our exposure include downturns in the economy and deterioration in the condition of our investments and/or the Spanish real estate and banking sectors. All of these factors could have a material adverse effect on our business, results of operations, financial condition or prospects.

Pursuant to the terms of the financing agreements to which we are a party, we are also required to comply with certain covenants limiting our ability to freely dispose of certain assets and requiring us to comply with certain financial ratios (the non-compliance with which could be considered a breach of contract that could potentially be alleged by the financing entities in order to accelerate our repayment obligations). Compliance with these covenants may limit our activities. For additional information of the covenants to which we are subject, see “*Operating and Financial Review—Liquidity and Capital Resources—Indebtedness.*” Furthermore, our level of indebtedness may limit our ability to access additional funding on comparable or even less favorable conditions, independently of our capacity to generate sufficient cash flows to cover our debt obligations. These restrictions may also limit our operations, and, in turn, our indebtedness could limit our ability to obtain additional financing on equivalent, or even more onerous, conditions, independent of our ability to generate cash. The foregoing may limit our ability to pay dividends (see “*—There can be no assurance that we will be able to pay dividends in the future*”) or may also delay or reduce our investments or cause us to forgo business transactions, including business combinations or acquisitions, that could materially and adversely affect our business, results of operations, financial condition or prospects.

Moreover, some of our obligations under our financing agreements are secured by mortgages over the assets we own, particularly our land plots. As of September 30, 2017, land plots with an aggregate GAV of €27 million were subject to a mortgage. As a result, the acceleration of any of our loans secured by mortgages over our land plots may result in the liquidation of the mortgages securing those loans that could have a material adverse effect on our business, results of operations, financial condition or prospects.

Land plots and real estate properties can be illiquid assets and can therefore be difficult to sell.

Our business strategy contemplates potential selective sales from our land bank portfolio worth up to approximately €500 million in the aggregate, based on GAV as of September 30, 2017, made over the next three to five years. This amount does not take into account potential land price appreciation or value creation from capital expenditure. We would expect these sales to relate to both residential and commercial land, and would enter into transactions on an opportunistic basis in order to generate additional liquidity for our business and/or shareholder distributions. See “*Business—Strategy—Active management of our land bank through exposure to land under the land-permitting process and the potential for profitable land sales.*” Given the relatively illiquid

nature of land plots and real estate properties, there can be no assurance that at the time we seek to make disposals, relevant market conditions will be favorable or that we will be able to maximize the return on such assets. To the extent market conditions are unfavorable, we may be unable to dispose of our land plots and real estate properties at a gain, and we may be required to dispose of our land plots and real estate at a loss, or may even be prevented from disposing of any of our land plots or real estate properties at all. Our inability to dispose of our land plots and real estate properties in a timely fashion, and at satisfactory prices when required or desirable, would tie up the capital allocated for such land plots or real estate properties and could impede us from taking advantage of other real estate opportunities. This could have a material adverse effect on our business, results of operations, financial condition or prospects.

If we cannot obtain sufficient capital on acceptable terms, we may be unable to develop our land bank portfolio or may experience increased costs and delays in the completion of our development projects.

The real estate development industry is capital-intensive and requires significant up-front expenditures to transform our land plots into fully permitted land and to develop our projects. Although we use a portion of our own financial and of the proceeds of the Facility Agreement (for more details see “*Operating and Financial Review—Liquidity and Capital Resources—Term loan facility*”) to transform and develop land plots, from time to time we may need to borrow additional funds from third parties, the availability of which, especially for development financing, may be constrained regionally or nationally. Lenders may require increased amounts of equity to be invested in a project by borrowers in connection with both new loans and the extension of existing loans, higher interest rates, the completion of other milestones or other requirements. Our inability to meet the requirements imposed by our lenders may have a material adverse effect on our business, results of operations, financial condition and prospects.

In addition, if we choose to seek additional financing to fund our operations through the capital markets, volatility in these markets may restrict our access to such financing. If we are not successful in obtaining sufficient funding for our planned capital and other expenditures, we may be unable to transform and develop our existing land bank. Moreover, any difficulty in obtaining sufficient capital for planned development expenditures could also cause project delays, and any such delay could result in cost increases. Any one or more of the foregoing events could have a material adverse effect on our business, results of operations, financial condition or prospects.

We may achieve lower revenue in our development projects than originally estimated or projected.

Estimating the GDV of development projects is inherently subjective due to the individual nature of each project and is heavily affected by broader market conditions outside of our control. Factors such as changes in regulatory requirements and applicable laws (including in relation to building and environmental regulations, taxation and planning), transport and infrastructure policies, political conditions, the condition of financial markets, the financial condition of customers, applicable tax regimes, and interest and inflation rate fluctuations also contribute to the uncertainty and potential volatility of forward-looking valuations.

The estimated GDVs relating to our development projects are estimates only and are ascertained on the basis of assumptions (including the demand for homes, average sales price, price increases and number of units within developments), which may prove inaccurate. There is no assurance that such estimated GDVs will reflect the actual sale prices achieved of any developments built on the land. Any failure to sell as many residential units as anticipated or sales at prices lower than we expected could result in us not achieving our estimated GDVs. There can be no assurance that our valuations of land in our financial statements or our estimates for our land bank and proposed developments will reflect the actual sale prices achieved of either the land itself or any developments built thereon.

Any of the above factors could have a material adverse effect on our business, results of operations, financial condition or prospects.

Our business depends upon the availability, skills and performance of contractors, subcontractors and other service providers and suppliers.

We rely on the services of third-party contractors (which, in turn, may rely on the services of subcontractors) to develop and monitor our projects, help sell our products and provide post-construction warranty service. These outsourced services include architectural design, construction, project management (reporting to internal project directors) and, to some extent, sale of our units. As of the date of this Prospectus, we have 14 development sites

under construction with 9 different contractors. If we are unable to hire qualified and reliable third-party contractors for any of our projects, our ability to successfully complete projects in time or with the required quality or to sell our units within the expected time frames and price could be impaired. Moreover, pursuant to Law 38/1999, of November 5, Regulating Construction (*Ley de Ordenación de la Edificación*, or “LOE”), we may qualify as a “developer” (*promotor*), and we would therefore be jointly responsible, together with the participants intervening in the building construction process, to our customers for any material damages in our homes caused by any defects in the construction of these homes. Unlike the case with the other construction participants, the liability that the LOE imposes on us is not linked to a breach of our duties (*i.e.*, the liability does not depend on whether our act or failure to act was negligent). The developer is not subject to a typical or specific risk, but takes liability for the acts (and failures to act) of all other individuals/legal entities involved in the development. Accordingly, under the LOE, the developer is a *de facto* guarantor of the obligation of the other participants.

Despite the contractor selection and monitoring processes that we have implemented, our contractors may fail to meet our standards and deadlines. In particular, although we attempt to verify the compliance of contractors with HSE regulations, labor laws and other applicable laws and regulations, any failure by contractors to so comply could render us liable in respect of these obligations.

In addition, such third-party contractors have been and may continue to be adversely affected by economic downturns or bad management decisions. We may hire a contractor that subsequently becomes insolvent, causing cost overruns and project delays and increasing the risk that we will be unable to recover costs in relation to any defective work performed by such contractor, to the extent such costs are not covered by insurance or other security provided by the contractor. The insolvency or other financial distress of one or more of our contractors could have a material adverse impact on our business, results of operations, financial condition or prospects.

Our pre-sales may not materialize on the terms agreed to at the time the contract is signed, if at all.

Pre-sales are an essential part for the financing of our developments. We typically aim to pre-sell 30% of the estimated sales value of a development before beginning construction and have pre-sold approximately 60% and 30% of our 2018 and 2019 targeted deliveries, respectively, as of the date of this Prospectus. Nonetheless, our pre-sales revenue (the expected revenue that will be generated by units that have been pre-sold) may be adjusted following the withdrawal of buyers, new contracts, early cancellation of existing contracts or changes in the scope of projects in progress. Moreover, we may not be able to perform our obligations under our pre-sale contracts due to various reasons, such as an increase in costs making the development not viable, not being able to obtain the construction license and not reaching the level of pre-sales necessary to launch the development. As a consequence, we may need to refund our customers for the funds that they had advanced, or our customers may terminate their contracts or seek to renegotiate the terms of their contracts to obtain more favorable terms. The occurrence of any of these events could affect our pre-sales and eventual revenues and have a material adverse effect on our business, results of operations, financial condition or prospects.

Our operating performance is subject to risks associated with the real estate and residential development industry generally.

Our principal activity is the development and sale of residential properties, which carries numerous inherent risks and is subject to fluctuations and cycles in value and demand that are beyond our control. Long-term demand for new residential property is directly related to, *inter alia*, population growth and the rate of new household formation. These trends, along with the general perception among consumers of the continuous increase in property prices over time, have, in the past, contributed to an increase in home ownership and demand for new residential property in Spain. However, the financial crisis and its economic impact in Spain, paired with high leverage, demonstrated that property prices and demand could fall rapidly. There is no assurance that the recent increase in demand will continue or that any future economic recovery will result in a recovery of residential property prices and sales volumes to levels experienced in the past.

The Spanish real estate and residential market may generally be adversely affected by, *inter alia*, the following factors:

- changes in short-term and long-term interest rates and the inflation rate;
- employment levels and cost-of-living and real income dynamics;

- decreases in residential property demand due to population decreases, lower levels of household formation and other demographic changes;
- foreign and intra-country immigration trends;
- the availability and affordability of mortgage loans and other forms of credit for homebuyers, including private party and government mortgage loan programs and restrictive measures by banking authorities;
- consumer confidence in general and potential home buyer confidence in particular;
- financial system and credit market stability;
- regulation, oversight and legal action regarding lending, appraisal, foreclosure and short-sale practices;
- increases in personal income tax rates, decreases in the deduction of mortgage loan interest payments and increases in real estate taxes, such as VAT incurred in the acquisition of new residential property;
- the supply and prices of available new or resale residential property and general consumer interest in purchasing a home compared to choosing other housing alternatives, such as rental housing;
- supply chain availability or cost increases;
- acquisition risks related to our land plots, including due to deficiencies in the due diligence process;
- changes in government and local authorities' regulation or policies, including infrastructure policies and planning and environmental regulations; and
- political uncertainties.

Furthermore, approximately 25% of our residential GAV as of September 30, 2017 (€479 million) was located in top tourist areas and is usually for secondary residences, which, in addition to the above, may be adversely affected by additional factors and market dynamics including, *inter alia*, attractiveness of the area where the development is located, political stability of the region and Spain, safety and tourism.

Any of these factors could reduce the funding available for our developments or decrease demand for our products, which could materially adversely affect our business, results of operations, financial condition or prospects.

The Spanish residential market could become increasingly competitive.

The residential homebuilding market in Spain is currently fragmented. We currently compete mainly with local and regional residential homebuilders and traditional Spanish developers who, within the localities of our targeted sites, compete for the hiring of contractors and the sale of residential properties. The appearance of new players in the market, backed by international funds with a business model similar to ours, could lead to an increase in competition in the Spanish homebuilding market. Competition could also increase as a result of consolidation in the sector.

Increased competition could impede us from retaining personnel, hiring contractors or selling our homes at the expected price and time, which could decrease our margins and materially adversely affect our business, results of operations, financial condition or prospects.

There is a large stock of unsold houses in Spain which may exert downward pressure on new house prices.

The bursting of the housing bubble in Spain in 2007 led to a significant oversupply of new housing in Spain that resulted in the accumulation of a large stock of unsold houses. As of December 31, 2016, there were

approximately 491,693 unsold houses in Spain (source: Spanish Ministry of Public Works and Transport). This, together with the selling pressures being exerted on financial institutions by the bank regulation measures relating to their real estate repossessions, continues to exert downward pressure on new house prices and may have a material adverse effect on our business, results of operations, financial condition or prospects.

Our commercial real estate portfolio is subject to inherent risks.

As of September 30, 2017, 27% (€84 million) of our real estate portfolio (in terms of GAV) was commercial land. Demand for commercial land is subject to a number of factors outside our control, including overall economic conditions and the attractiveness of a particular location due to changes in transport links, the proximity of competitors, and general trends in the commercial real estate market. Even where the demand for commercial real estate is generally high, the location of the commercial development may not be of interest to potential investors due to the characteristics of the commercial space offered (*e.g.*, investors may seek bigger surfaces or a particular layout for their business). In addition, a downturn in a particular economic sector may adversely affect the quality of the location, the customers' demand and our ability to commercialize such real estate. Furthermore, any excess in supply is likely to exert a downward pressure on the rental income we expect to collect. While we generally expect to engage in commercial developments through joint ventures or turnkey projects, the occurrence of any of these factors may negatively affect our ability to develop commercial real estate or to achieve the level of income we expect to obtain, which may affect our business, results of operations, financial condition or prospects.

Taxes have an important impact on our business, and a change in national, regional or local tax regulations may have a material impact on demand for residential property.

Given our business, we are regularly involved in the exploitation and disposal of real estate assets in Spain. As a result, our real estate activity can be affected by direct and indirect taxation, particularly transfer taxes, stamp duties, real estate property taxes and value-added tax, which is subject to the interpretation and scrutiny of the corresponding Spanish tax authorities (whether national, regional (including those applicable in the historical regions (*comunidades o territorios forales*) of Spain) or local). See "*Taxation—Spanish Tax Considerations.*"

Although we believe that we are in material compliance with applicable tax laws (including in connection with our real estate and financing activities), we may be subject to a reassessment by the tax authorities, and, in that event, it cannot be disregarded that the Spanish tax authorities' interpretation of such laws may differ from ours. Furthermore, although the Company has recorded carry-forward losses in previous years, we cannot discard the possibility that the Spanish tax authorities may reassess them or restrict our ability to offset them against taxable income in future years. Currently, for companies whose turnover exceeds €20 million, only 50% of their positive corporate income taxable base can be offset annually with carry-forward losses. This threshold (and the ability to offset carry-forward losses) is reduced to 25% of the positive corporate income tax base for companies whose turnover exceeds €60 million. As a consequence, all these matters may have an impact on the cash and financial position of the Company, and may materially affect our business, results of operations, financial condition or prospects.

Inflation may adversely affect us by increasing costs beyond what we can recover through price increases.

Although the rate of inflation has been low for the last several years, inflation can adversely affect us in the future by increasing costs, materials and labor. In addition, significant inflation is often accompanied by higher interest rates, which have a negative impact on demand for homes (see "*—Constraints on the availability of mortgage lending and/or interest rate increases may adversely affect our sales*"). In an inflationary environment, we may be precluded from raising home prices enough to keep up with the rate of inflation which would reduce our profit margins and could have a material adverse effect on our business, results of operations, financial condition or prospects.

A future decline in land values could result in significant write-downs.

Inventory risks are inherent to our business. There are risks derived from controlling, owning and developing land and, if housing demand declines, we may own land or homes sites we acquired at costs we will not be able to recover fully, or on which we cannot build and sell homes profitably. Also, there can be significant fluctuations in the value of our owned undeveloped land, building lots and any future housing inventories as a result of changes in market conditions. If market conditions were to deteriorate significantly in the future, we could be required to make significant write-downs with regard to our land inventory, which could decrease the

asset values reflected on our balance sheet and adversely affect our earnings and our shareholders' equity. In addition, we may have to sell residential units or land for lower-than-anticipated profit margins, which could have a material adverse effect on our business, results of operations, financial condition or prospects.

We are subject to complex and substantial regulations of which the application, interpretation or enforcement are subject to change.

We are subject to extensive national, regional and local and other laws and substantial regulations and administrative requirements and policies that relate to, among other matters, urban planning, developing, building, land use, sales, fire, HSE, consumer protection and employment. Additionally, applicable laws and regulations within Spain may vary from one autonomous region to another, from one municipality to another and between different assets within different regions, which limits our ability to rapidly implement a business strategy and increases our monitoring costs.

The laws and regulations that govern our activities often provide broad discretion to the relevant authorities to impose penalties or shut down any of our development projects if we fail to comply with any of them. In addition, a material change in relevant law, regulations or policies, or the interpretation thereof, or delays in such interpretation being delivered, may delay or increase the cost of our development activity or prevent us from selling residential units already developed. In particular, changes in (but not limited to) the following areas could have a significant adverse impact on our business, results of operations, financial condition or prospects: planning or urbanization requirements, laws regarding land classification building and construction regulations, insurance regulations, labor or social security laws, HSE, tax regulations or environmental and sustainability requirements. Any of the foregoing factors could have a material adverse effect on our business, results of operations, financial condition or prospects.

The construction of new developments involves HSE risks.

Operating in the homebuilding industry poses certain HSE-related risks. A significant HSE incident at one of our developments could put our employees, contractors or subcontractors or the general public at risk of injury or death and could lead to potential litigation, significant penalties or damage to our reputation (see "*—Any negative impact on the reputation of and value associated with our brand could adversely affect our reputation, as well as our business, financial results and stock price*"), which could, in turn, have a negative impact on our ability to generate new business.

In addition, we may be liable for the costs of removal, investigation or remediation of hazardous or toxic substances located on, under or in a property currently or formerly owned by us, whether or not we caused or knew of the pollution. The costs of such removal, investigation or remediation or those incurred for our defense against HSE claims may be substantial, and they may not be covered by warranties and indemnities from the seller of the affected land or by our insurance policies. They may also cause substantially increased costs or delays in developments. The presence in our developments of non-HSE-compliant substances or the failure to remove such substances may also adversely affect our ability to sell the relevant developments' units. Furthermore, laws and regulations may impose liability for the release of certain materials into the air, water or earth, and such release may form the basis for liability to third parties for personal injury or other damages, as well as potential criminal liability.

Any breach of HSE compliance, including any delay in responding to changes in HSE regulations, particularly in light of evolving EU standards and potential new implementing legislation, may result in penalties for non-compliance with relevant regulatory requirements. Monitoring and ensuring HSE best practices may become increasingly expensive for us in the future, and HSE risks may become more acute as we undertake larger-scale projects or during periods of intense activity. Any of the foregoing could have a material adverse effect on our business, results of operations, financial condition or prospects.

Demand for our homes depends on customer preferences for types of accommodation or locations of property and perceptions as to the attractiveness or quality of our products.

Trends in customer preferences have an impact on demand for new residential properties, and any unanticipated changes in such trends, or our misunderstanding of such trends, could have a material adverse effect on our business, results of operations, financial condition or prospects. In addition, events outside of our control may occur that shift customers' perceptions of the attractiveness or quality of our products, including (i) preferences for specific neighborhoods or locations in certain regions (in particular, in regions in which we do not own

land), (ii) macroeconomic or employment dynamics that concentrate demand in specific areas (such as the establishment of a large employer in a particular area), (iii) preferences for a specific home design type (such as multifamily condominiums, rental properties or detached houses) or (iv) the overall quality of materials and products used for the finished units. Any of the foregoing may have a material adverse effect on our business, results of operations, financial condition or prospects.

Constraints on the availability of mortgage lending and/or interest rate increases may adversely affect our sales.

The purchase of residential property in Spain is usually facilitated through mortgage lending, and our business therefore partly depends upon the ability of our customers to obtain such financing for the purchase of their homes. We develop our residential projects using development loans, whereby customers usually get home loans for approximately 80% of the purchase price on delivery, as our development loan is subrogated by home loans made to our customers.

After the global financial crisis that started in 2008, access to residential mortgage lending in Spain has been restricted due to a number of factors, including (i) the exit of a number of mortgage providers from the Spanish market, (ii) more stringent equity requirements for Spanish financial entities, (iii) a more cautious approach to valuations of properties by surveyors (which, in turn, reduces the value of the mortgage loan that can be obtained on a given property), (iv) stricter underwriting standards by lenders that have resulted in more stringent mortgage application requirements for borrowers, including increased down payments and (v) a desire by certain lenders to limit their lending exposure in relation to specific types of housing developments. Tighter loan qualifications make it more difficult for a borrower to finance the purchase of a new home or the purchase of an existing home from a potential “move-up” buyer who wishes to purchase one of our homes. Limited availability of mortgage lending may constrain growth in sales volumes and prices in the Spanish homebuilding industry.

Mortgage lending rates in Spain are predominantly based on floating interest rates tied to EURIBOR. An increase in interest rates would increase mortgage loan costs and may negatively affect the availability or attractiveness of mortgage loans as a source of financing for the purchase of residential property and, accordingly, reduce demand for our homes.

Any negative impact on the reputation of and value associated with our brand could adversely affect our reputation, as well as our business, financial results and stock price.

The Metrovacesa brand is an important asset of our business. Maintaining the reputation and integrity of, and the value associated with, this brand are essential to the success and growth of our business. Our reputation may be harmed if we encounter difficulties in completing and delivering projects, whether as a result of our performance or the actions of third-party consultants, brokers or contractors. Unfavorable media related to our industry, company, brand, marketing, personnel, operations, business performance or prospects may affect the performance of our business, regardless of its accuracy or inaccuracy. The speed at which negative publicity can be disseminated has increased dramatically with the capabilities of electronic communication, including social media outlets, websites, blogs or newsletters. Our success in maintaining, extending and expanding our brand image depends on our ability to adapt to this rapidly changing media environment. Adverse publicity or negative commentary from any media outlets could damage our reputation, have a negative effect on our relationship with counterparties and contractors, and reduce the demand for our homes, which could materially adversely affect our business, results of operations, financial condition or prospects.

We may suffer uninsured losses or suffer material losses in excess of insurance proceeds.

While we maintain commercial insurance at a level we believe is appropriate against risks commonly insured in our industry, there is no guarantee that we will be able to obtain the desired levels of coverage on acceptable terms in the future. Therefore, our properties or developments could suffer physical damage, resulting in losses that may not be fully compensated by insurance. In addition, certain types of risks may be, or may become, either uninsurable or not economically insurable, or may not be currently or in the future covered by our insurance policies. In addition, we could be liable to repair damage to a property or development or construction defects caused by uninsured risks out of our own funds. We would also remain liable for any debt or other financial obligation related to the affected property, even if the property is no longer available for its intended use. Any of the foregoing could have a material adverse effect on our business, results of operations, financial condition or prospects.

We are exposed to liability claims from third parties.

The nature of our business exposes us to potential liability claims from third parties related to the development and construction of the units we deliver. We may face legal proceedings as a result of a wide range of events, including (i) actual or alleged deficiencies in our units (including due to the construction materials used), (ii) delays and non-compliance with delivery schedules, (iii) non-performance with obligations to buyers of land plots or third-party contractors and (iv) the conveyance of defective property title or property misrepresentations. In particular, real estate developers are liable for a ten-year period with respect to any damages arising from building deterioration, provided that such deterioration is caused by flaws or improper execution in the design or construction of the building.

The foregoing could result in civil or criminal liability towards third parties, as well as reputational harm, especially if public safety is impacted. These liabilities may not be insurable or may exceed the insurance limits of our existing insurance policies, and we may eventually need to divert financial and management resources from the operation of our business and incur additional costs, which could have a material adverse effect on our business, results of operations, financial condition or prospects.

We are dependent on information technology systems, which may fail, be inadequate to the tasks at hand or be subject to cyber-attack.

We are dependent on sophisticated information technology (“IT”) systems, including in relation to our internal reporting and the sale of our products. IT systems are vulnerable to a number of problems, such as software or hardware malfunctions, malicious hacking, physical damage to vital IT centers and computer viruses. IT systems need regular upgrading; we may be unable to implement necessary upgrades on a timely basis, or at all, and upgrades, such as for example our new client relation software, may not function as anticipated or may be subject to vulnerabilities (see “*Business—Information Technology*”). The rapid growth targeted by our business strategy depends in part on our IT systems, and we may not be successful in managing that process. Furthermore, any failure to protect our operations from cyber-attacks could result in the loss of sensitive information of our business or our customers (including, for example, credit rating, bank data or confidential information), which could result in reputational damage, litigation and remediation costs. Threats to IT systems are increasingly sophisticated, and there can be no assurance that we will be able to prevent all threats. Although we have a business continuity plan in place and we maintain back-up systems for our operations, we may also incur costs as a result of any failure of our IT systems. A major disruption to our IT systems could have a material adverse effect on our business, results of operations, financial condition or prospects.

If we fail to maintain an effective system of internal controls, we may not be able to accurately determine our financial results or prevent fraud. As a result, our shareholders could lose confidence in our financial results, which could materially and adversely affect us.

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. We may in the future discover areas of our internal controls that need improvement. We cannot be certain that we will be successful in maintaining adequate internal control over our financial reporting and financial processes. Furthermore, as we grow our business, our internal controls will become more complex, and we will require significantly more resources to ensure our internal controls remain effective. Additionally, the existence of any material weakness or significant deficiency would require management to devote significant time and incur significant expense to remediate any such material weakness or significant deficiency, and management may not be able to remediate any such material weakness or significant deficiency in a timely manner. The existence of any material weakness in our internal control over financial reporting could also result in errors in our financial statements that could require us to restate our financial statements and cause us to fail to meet our reporting obligations, all of which could have a material adverse effect on our business, results of operations, financial condition or prospects.

Natural disasters and severe weather conditions could delay delivery and increase costs of new homes in affected areas.

Certain of our homebuilding operations are conducted in areas that are subject to natural disasters, including earthquakes, droughts, floods, wildfires and severe weather. The occurrence of natural disasters or severe weather conditions can delay new home deliveries, increase costs by damaging inventories and lead to shortages of labor and materials in areas affected by the disasters, and can negatively impact the demand for new homes in

affected areas. If our insurance does not fully cover business interruptions or losses resulting from these events, it could have a material adverse effect on our business, results of operations, financial condition or prospects.

Changes in demographic patterns may adversely affect demand for our homes.

Long-term demand for new residential property is directly related to, *inter alia*, population growth and the rate of new household formation. These trends, along with the general perception among consumers of the continuous increase in property prices over time, have, in the past, contributed to an increase in home ownership and demand for new residential property in Spain. However, the population in Spain, which growth was one of the main drivers of the real estate boom that ended in 2007, has steadily decreased since 2012. According to the Spanish Statistical Office's forecasts, the population in Spain will continue to decrease in coming years from 46.4 million in 2016 to 45.9 million in 2030/2031. A decrease in residential property demand due to population decrease (including as a result of changes in foreign and intra-country immigration trends), lower levels of household formation (including as a result of a decrease in the divorce rate) and other demographic changes in the regions where we operate could adversely affect demand for our homes and have a material adverse effect on our business, results of operations, financial condition or prospects.

Risks Relating to the Offering and the Shares

There can be no assurance that we will be able to pay dividends in the future.

In the short term, we intend to devote our general cash flows to continue growing our business as we reach our run-rate levels. In the period from approximately three to six years from the date of this Prospectus, we are targeting a free cash flow to equity payout ratio of over 80%. After the sixth year from the date of this Prospectus, our dividend profile will be defined depending on the cycle. See "*Dividend Policy*" for further details on our dividend policy.

However, our ability to pay dividends may be limited as a result of contractual restrictions imposed by the financial covenants set forth in the financing agreements to which we are party (see "*—We are exposed to risks associated with our indebtedness*") and may be adversely affected by the risks described in this Prospectus including as a result of our inability to generate enough cash flows for failure to complete residential or commercial development projects. Dividends depend on our earnings and financial condition, our cash requirements, capital expenditure and investment plans, regulatory requirements and other factors that we deem relevant from time to time. There can be no assurance that we will be able to pay dividends in the future.

After the Offering, the Santander Entities and the BBVA Entities will continue to be able to exercise significant influence over us, our management and our operations.

As at the date of this Prospectus, the Santander Entities and the BBVA Entities hold, together, 99.96% of our issued share capital. Immediately following the Offering, the Santander Entities and the BBVA Entities will hold at least 50.59% and 19.70% of our issued share capital, respectively (provided that the Over-Allotment Option is fully exercised). As a result, the referred entities will be able to exercise substantial influence over our management and operations and over our shareholders' meetings, such as in relation to the payment of dividends, mergers or other business combinations, the acquisition or disposal of substantial assets, the issuance of equity or other securities, the appointment of the majority of the directors to the Board of Directors, the adoption or amendment of our bylaws and in general, the adoption of any other decision to be taken by our Board of Directors. Furthermore, significant ownership of the Santander Entities and the BBVA Entities may: (i) delay or deter a change of control of the Company, including deterring a third party from making a takeover offer for the Company; (ii) deprive our shareholders of an opportunity to receive a premium for the Shares they own as part of a sale of the Company; and (iii) affect the liquidity of the Shares, each of which could have a material adverse effect on the market price of the Shares. We cannot assure you that the interests of our controlling shareholders will coincide with the interests of purchasers of the Shares.

Significant shareholders

As of the date of this Prospectus, the Santander Entities and the BBVA Entities hold 99.96% of our issued share capital. On completion of the Offering, the Santander Entities and the BBVA Entities are expected to own approximately 53.31% and 20.85%, respectively, of the Company's ordinary shares (assuming no exercise of the Over-allotment Option) or approximately 50.59% and 19.70%, respectively, of the Company's ordinary shares (assuming the Over-allotment Option is fully exercised). The Santander Entities and the BBVA Entities have not

expressed any commitment or undertaking to remain a significant shareholder with representation on the Company's Board of Directors, other than the 180 days lock-up commitment which is usual in this kind of transactions. Therefore, the Selling Shareholder may freely decide to divest from the Company at any time after such 180-day period as part of the investment strategy of the private funds that own it.

There is no public market for the Shares, and we cannot assure you that an active trading market for the Shares will develop.

The Offering will be the initial public offering of the Shares of the Company. Prior to the Offering, there has been no public market for the Shares. We will apply to list the Shares on the Spanish Stock Exchanges and to have the Shares quoted on AQS. Any failure or delay in listing the Shares will likely affect the liquidity and trading of the Shares. Even if the Shares are listed, we cannot assure you that an active trading market for the Shares will develop or, if developed, that it or our listing on the Spanish Stock Exchanges will be sustained or will result in a liquid and active trading market of the Shares.

Furthermore, if the Selling Shareholders and the Joint Global Coordinators agree to reduce the number of Offered Shares, the liquidity and trading price of the Shares could be negatively affected.

We cannot assure you that the Offering Price will match the future price of the Shares following the Offering.

The Offering Price has not been established in public trading markets. The Offering Price Range (which is indicative and is not binding) has been determined by negotiations among us, the Selling Shareholders and the Joint Global Coordinators, without reliance on any third-party expert to assess the value of the Shares. We cannot assure you that, following the Offering, the Shares will trade at price equal to or higher than the Offering Price and, as a result, you may lose all or a portion of your investment.

Future issuances or sales of Shares after the Offering could negatively affect the market price of the Offered Shares.

Issuances or sales of a substantial number of Shares in the public market following the Offering, or the perception that such issuance or sale might occur, could adversely affect the market price of the Offered Shares and/or our ability to raise capital through a future public offering of Shares. We have agreed, subject to certain limited exceptions, not to issue, offer nor sell any Shares during a period of 180 days following Admission without the prior written consent of the Joint Global Coordinators, subject to certain exceptions. The Santander Entities and the BBVA Entities have agreed to similar restrictions, prohibiting sales of Shares during the 180 days following Admission. See "*Plan of Distribution.*"

Following the expiration of these periods, the Santander Entities and the BBVA Entities will be free to sell Shares, and we will be free to issue new Shares through public or private offerings. Future issuances of Shares could dilute the percentage of ownership or interest of holders, and future issuances or sales of Shares could adversely affect the market price of the Offered Shares.

The market price of the Shares could be volatile and subject to sudden and significant declines outside of our control.

The market price of the Shares may be volatile. Any changes in our results of operations and financial condition or factors outside our control, such as changes in the results of operations and financial condition of our competitors, negative publicity, stock market analyst recommendations on the Company or its industry and changes in conditions in the financial markets, may have a significant effect on the market price of the Shares. In addition, during the past few years, the securities markets in Spain and worldwide have experienced significant volatility in prices and trading volumes. This volatility could have a negative impact on the market price of the Shares, irrespective of our financial condition and results of operations.

Overseas shareholders may have only limited ability to bring actions or enforce judgments against the Company or its directors.

The ability of an overseas shareholder to bring an action against the Company may be limited under law. The Company is a *sociedad anónima* incorporated in Spain and all its assets are located in Spain. The rights of holders of the Company's Shares are governed by Spanish law and by the Company's bylaws. These rights differ in certain

respects from the rights of shareholders in comparable U.S. corporations and some other non-Spanish corporations. In addition, the current directors and officers of the Company are residents of Spain and their assets are essentially located in Spain. Consequently, it may not be possible for an overseas shareholder to effect service of process upon the Company or its directors and officers within the overseas shareholder's country of residence or to enforce against the Company or its directors or officers judgments of courts of the overseas shareholder's country of residence based on civil liabilities under that country's securities laws. An overseas shareholder may not be able to enforce any judgments in civil and commercial matters or any judgments under the securities laws of countries other than Spain against the directors or officers of the Company who are residents of Spain or countries other than those in which judgment is made. In addition, Spanish or other courts may not impose civil liability on the directors or officers in any original action based solely on foreign securities laws brought against the Company or its directors or officers in a court of competent jurisdiction in Spain or other countries. See *"Enforceability of Civil Liabilities."*

If the Company was determined to be a passive foreign investment company, the determination would result in certain potentially adverse U.S. federal income tax consequences to U.S. holders of Shares.

Generally, a corporation organized or incorporated outside the United States is a passive foreign investment company ("PFIC") in any taxable year in which, after taking into account the income and assets of certain subsidiaries, either (i) at least 75% of its gross income is classified as "passive income" or (ii) at least 50% of the average quarterly value of its assets is attributable to assets that produce or are held for the production of passive income. Based on the present nature of its activities and the present composition of its assets and sources of income, the Company does not expect that it should be treated as a PFIC for the current taxable year or in the foreseeable future. However, the PFIC determination is made annually, and the Company's status could change depending, among other things, upon changes in the composition and relative values of the Company's assets and the market value of the Shares. In addition, the analysis depends, in part, on the application of complex U.S. federal income tax rules that are subject to differing interpretations. Accordingly, no assurances can be given that the Company will not be a PFIC in the current or any future taxable year. If the Company were a PFIC in any taxable year, U.S. holders may suffer adverse tax consequences. For more information, see *"Taxation—Certain U.S. Federal Income Tax Considerations—Passive Foreign Investment Company Rules"*.

The Offering will be automatically revoked if the Shares are not admitted to listing on the Spanish Stock Exchanges.

We will apply to have the Shares listed on the Spanish Stock Exchanges and to have the Shares quoted on the AQS. If we are unable to list the Shares prior to 11:59 p.m., Madrid time, on February 28, 2018, the Offering will be automatically revoked, and all sales will be terminated. If that is the case, the Selling Shareholders will be obliged to reimburse investors for any amounts paid in exchange for the Offered Shares, in addition to any interest (at the legal interest rate currently in effect in Spain, which is, as of the date of this Prospectus, 3.0%) from the date investors paid for the Offered Shares until and including the date investors are reimbursed.

Shareholders in countries with currencies other than the euro will be exposed to exchange rate risks.

Shareholders resident in countries that have not adopted the euro as the official currency may be exposed to an additional risk related to variations in the rate of exchange between the currency of their country of residence and the euro. The Shares will be quoted in euro, and any dividend distributed in the future will also be denominated in euro. There can be no assurances that a shareholder's investment in the Shares will not be negatively affected by variations in the exchange rate between the euro and such other currency.

Shareholders in certain jurisdictions other than Spain may not be able to exercise their preferential subscription rights to acquire further Shares when new Shares are issued.

Pursuant to Spanish corporate law, holders of Shares generally have the right to subscribe and pay for a sufficient number of Shares to maintain their relative ownership percentages prior to the issuance of any new Shares. However, holders of Shares in certain jurisdictions outside the EU may not be able to exercise preferential subscription rights unless applicable securities law requirements are complied with or exemptions are available. We may determine it is not in our best interests to comply with such formalities, and there can be no assurance that such exemptions will be available. Any affected shareholder may lose those preferential subscription rights, and, as a result, the proportionate interest of such shareholder in the Company may be diluted. In particular, holders of Shares resident in the United States may not be able to exercise any future preferential subscription rights in respect of the Shares they hold unless a registration statement under the Securities Act is effective or an exemption from

the registration requirements is available. No assurance can be given that we would file or have declared effective any such registration statement, that any exemption from such registration requirements would be available to allow for the exercise of the preferential subscription rights of U.S. holders or that we would utilize an exemption if one is available.

The Offered Shares will not be freely transferable in the United States.

Any Offered Shares offered and sold to investors located in the United States will be “restricted securities” (as defined in Rule 144 under the Securities Act), and the Offered Shares may not be reoffered, resold, pledged or otherwise transferred, except (i) outside the United States in accordance with Rule 903 or Rule 904 under Regulation S, (ii) to a QIB in a transaction that is exempt from registration under the Securities Act and that meets the requirements of Rule 144A, (iii) pursuant to an effective registration statement under the Securities Act, (iv) in accordance with Rule 144 under the Securities Act or (v) in another transaction not requiring registration under the Securities Act, and, in each case, in accordance with any applicable securities laws of any state of the United States or any other jurisdiction.

CERTAIN TERMS AND CONVENTIONS

As used herein, the following terms shall have the meanings indicated:

“**active units**” means units of residential developments that have been launched in accordance with our development process. See “*Business—Residential Development—Preparation (two months)*.”

“**APMs**” means alternative performance measures.

“**Appraisers**” means, collectively, CBRE and Savills.

“**ASP**” means average sales price.

“**Banco Popular**” means Banco Popular Español, S.A.

“**Banco Santander**” means Banco Santander, S.A.

“**Bank of Spain**” means the *Banco de España*.

“**BBVA**” means Banco Bilbao Vizcaya Argentaria, S.A.

“**BBVA Entities**” means Banco Bilbao Vizcaya Argentaria, S.A., Anida Operaciones Singulares, S.A., BBVA Propiedad, S.A., Arrels CT Finsol, S.A., Arrels CT Patrimoni i Projectes, S.A., Anida Desarrollos Inmobiliarios, S.L., L Eix Immobles, S.L., Arrahona Nexus, S.L., Unnim Sociedad para la Gestión de Activos Inmobiliarios, S.A., Gescat, Gestio de Sol, S.L. and Prov-Infí-Arrahona, S.L.

“**Blackstone**” means The Blackstone Group L.P.

“**Board of Directors**” means the Board of Directors of the Company.

“**CBRE**” means CBRE Group Inc. and its affiliates.

“**CBRE Valuation Report**” means the valuation report prepared by CBRE and dated December 13, 2017 in connection with part of our property portfolio at September 30, 2017.

“**developable land**” or “*clasificado*” means land where an urban development is feasible pursuant to the General Plan.

“**EBITDA**” means Net Development Margin minus impairment of inventories plus services rendered plus other incomes minus employee benefit expenses minus external services expenses (except for commercial and marketing costs).

“**EIU**” means Economist Intelligence Unit.

“**ESMA**” means the European Securities and Markets Authority.

“**EU**” means the European Union.

“**EURIBOR**” means the Euro Interbank Offered Rate.

“**Exchange Act**” means the U.S. Securities Exchange Act of 1934, as amended.

“**Facility Agreement**” means the term loan facility agreement entered into by the Company with a syndicate of lenders on December 1, 2017.

“**fully permitted land**” or “*finalista*” means land suitable for development where specific zoning, the relevant planning execution instruments and the allotment project have been approved.

“**GAV**” means gross asset value.

“**GDV**” means estimated gross development value.

“**Gross Development Margin**” means sales of inventories minus change in inventories.

“**HSE**” means health, safety and environment.

“**inventory**” means land plots and other properties held for sale or for integration into a real estate development.

“**LTC**” means loan-to-cost.

“**LTM**” means last twelve months.

“**LTV**” means loan-to-value.

“**MAR**” means Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse.

“**Metrovacesa Arrendamiento**” means Metrovacesa Promoción y Arrendamiento, S.A.

“**MVCSA**” means our predecessor company Metrovacesa, S.A., which was liquidated on October 31, 2016.

“**Net Development Margin**” means Gross Development Margin minus commercial and marketing costs registered in external services expenses.

“**NAV**” means net asset value.

“**NNAV**” means net NAV.

“**non-urban land**” or “**no urbanizable**” means land where the local general plan of the relevant municipality (normally a General Plan, or *Plan General*) does not allow for urban developments.

“**organized urban land**” or “**ordenado**” means land for which a partial plan has been approved and has detailed planning (*i.e.*, urban roads and streets, open spaces and private land plots (with concrete parameters concerning their use and buildable heights and depths, etc.), among other things, have been designed).

“**Permits**” means any building, urbanization and environmental permits, licenses and other approvals from relevant administrative authorities.

“**RICS**” means The Royal Institution of Chartered Surveyors.

“**Santander Entities**” means Banco Santander, S.A., Altamira Santander Real Estate, S.A., Luri 6, S.A., Banco Popular Español, S.A., Aliseda, S.A.U. and Inversiones Inmobiliarias Canvives, S.A.

“**Savills**” means Savills Consultores Inmobiliarios, S.A.

“**Savills Valuation Reports**” means the valuation reports prepared by Savills in connection with part of our property portfolio and the property portfolio of Metrovacesa Arrendamiento, dated December 12, 2017 and November 23, 2017, respectively.

“**Selling Shareholders**” means, collectively, the Santander Entities (excluding Banco Santander, S.A., Banco Popular Español, S.A., Aliseda, S.A.U. and Inversiones Inmobiliarias Canvives, S.A.) and the BBVA Entities (excluding Banco Bilbao Vizcaya Argentaria, S.A.).

“**Spanish Companies Act**” means the *Real Decreto Legislativo 1/2010, de 2 de julio, que aprueba el Texto Refundido de la Ley de Sociedades de Capital*, as amended.

“**Spanish Ministry of Public Works and Transport**” means the *Ministerio de Fomento de España*.

“**Spanish Statistical Office**” means the *Instituto Nacional de Estadística*.

“**sqm**” means square meter(s).

“**Transaction**” means the contribution to the Company of Metrovacesa Arrendamiento through two in-kind capital increases.

“**Valuation Reports**” means, collectively, the CBRE Valuation Report and the Savills Valuation Reports.

All references to “Metrovacesa” and “Company” in this Prospectus are to “Metrovacesa, S.A.” All references to “we,” “us,” “our” or “Group” are to the Company and its consolidated subsidiaries, unless otherwise indicated or the context otherwise requires.

All references to “Spain” are to the Kingdom of Spain, and all references to “United States” or “U.S.” herein are to the United States of America.

Unless otherwise specified herein or the context otherwise requires, all references in this Prospectus to “euros” and “€” are to the common lawful currency of the member states participating in the third stage of the European Economic and Monetary Union, including Spain, and all references in this Prospectus to “U.S.\$,” “dollars” and “U.S. dollars” are to United States dollars, the official currency of the United States.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Financial Information

Financial Statements

The financial information presented in this Prospectus is provided for information purposes only and is not necessarily indicative of our future results of operations.

This Prospectus includes an English translation of our (i) audited interim consolidated financial statements and related notes thereto as of and for the nine-month period ended September 30, 2017 (the “**Interim Financial Statements**”) and (ii) audited consolidated financial statements and related notes thereto as of and for the year ended December 31, 2016 (the “**Annual Financial Statements**” and, together with the Interim Financial Statements, the “**Financial Statements**”). Our Annual Financial Statements have been prepared in accordance with International Financial Reporting Standards as adopted by the EU (“**IFRS-EU**”). Our Interim Financial Statements have been prepared in accordance with the requirements of International Accounting Standard (IAS) 34, “Interim Financial Reporting”, as adopted by the European Union, for the preparation of complete interim financial statements, and other provisions of the financial reporting framework applicable in Spain.

The Annual Financial Statements were audited by PricewaterhouseCoopers Auditores, S.L., who issued an unqualified opinion. Our Annual Financial Statements also include, for comparative purposes, unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015. In their report, PricewaterhouseCoopers Auditores, S.L. included two emphasis of matter paragraphs indicating that (i) the Annual Financial Statements were the first financial statements we prepared under IFRS-EU and (ii) the Company is the result of the spin-off of the real estate development business of MVCSA and that the comparative figures included in the Annual Financial Statements refer to the real estate development segment of MVCSA existing as of the date of such spin-off. Such emphasis of matter paragraphs had no effect in the report issued by PricewaterhouseCoopers Auditores, S.L. For additional information see notes 1 and 2 to our Annual Financial Statements.

The Interim Financial Statements were audited by PricewaterhouseCoopers Auditores, S.L., who issued an unqualified opinion. The financial information for the nine-month period ended September 30, 2016 included in our Interim Financial Statements for comparative purposes has not been audited or reviewed.

Pursuant to Spanish regulatory requirements, our Financial Statements are required to be accompanied by a directors’ report. The directors’ reports are included in this Prospectus only in order to comply with such regulatory requirements. Investors are strongly cautioned that the directors’ reports contain information as of specific historical dates and do not contain a current description of our business, affairs or results. The information contained in the directors’ reports has been neither audited nor prepared for the specific purpose of this Prospectus. Accordingly, the directors’ reports should be read together with the other sections of this Prospectus, and particularly “*Risk Factors*” and “*Operating and Financial Review*.” Any information contained in the directors’ reports is deemed to be modified or superseded by any information contained elsewhere in this Prospectus that is subsequent to or inconsistent with it. Furthermore, the directors’ reports include certain forward-looking statements that are subject to inherent uncertainty (see “*Important Information*” and “*Forward-Looking Statements*”). Accordingly, investors are cautioned not to rely upon the information contained in such directors’ reports.

The financial information included in this Prospectus is expressed in euros unless otherwise indicated.

The financial information included in this Prospectus is not intended to comply with the reporting requirements of the U.S. Securities and Exchange Commission. Compliance with such requirements would require the modification or exclusion of certain information presented in this Prospectus and the presentation of certain other information not included in this Prospectus.

Changes in Presentation

To improve the presentation of our results of operations, we present, in our consolidated income statement for the nine-month period ended September 30, 2017 and for the corresponding comparative period, the line item “Changes in value of investment property” within our consolidated “Profit/(loss) from operations.” Up to the

year ended December 31, 2016, “Changes in value of investment property” was presented outside “Profit/(loss) from operations.”

In addition, in our consolidated balance sheet as of September 30, 2017 we present “Tax receivables” and “Tax payables” as part of “Trade and other receivables” and “Trade and other payables,” respectively, while in our consolidated balance sheets as of December 31, 2016 and 2015 we presented them as separate line items.

In order to facilitate the comparison of our results of operations and financial position, the financial information for the years 2016 and 2015 included herein is presented based on the presentation followed in our Interim Financial Statements, and which we expect will be the presentation adopted going forward. The discussion of our results of operations for the year ended December 31, 2016 and 2015 in the “*Operating and Financial Review*” section is described under our new presentation structure.

Pro Forma Consolidated Financial Information

This Prospectus also includes pro forma consolidated financial information as of and for the nine-month period ended September 30, 2017 (the “**Pro Forma Consolidated Financial Information**”), which has been prepared solely to illustrate, on a pro forma basis, the impact on our financial statements of the Transaction. The Pro Forma Consolidated Financial Information is presented solely for illustrative purposes and reflects estimates and certain assumptions made by our management that are considered reasonable under the circumstances and information existing as of the date of preparation of such information. Actual adjustments may differ materially from the information presented in the Pro Forma Consolidated Financial Information. See “*Pro Forma Consolidated Financial Information*” for additional information on the basis of preparation of our pro forma consolidated financial information.

On January 9, 2017, PricewaterhouseCoopers Auditores, S.L. issued a Special Independent Auditor’s Report in accordance with ISAE 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* with respect to this Prospectus, a copy of which is included elsewhere herein. The work related to the above mentioned Special Independent Auditor’s report has not been carried out in accordance with auditing or attestation standards generally accepted in the United States of America and, accordingly, should not be relied upon as if it had been carried out in accordance with those standards.

The Pro Forma Consolidated Financial Information relates to a hypothetical situation and therefore does not purport to represent, and does not represent, what the consolidated financial condition or the consolidated results of operations of the Company as a whole would have been had the Transaction occurred on the dates indicated or any other date, nor is the Pro Forma Consolidated Financial Information indicative of our future results of operations or our financial condition. In accordance with Annex II of the Prospectus Regulation, the adjustments included in the Pro Forma Consolidated Financial Information are those directly attributable to the Transaction and are factually supportable and are complete and admissible for purposes for which the Pro Forma Consolidated Financial Information is presented. For additional information, see our Pro Forma Consolidated Financial Statements, including the notes thereto, included elsewhere in this Prospectus.

The Pro Forma Consolidated Financial Information was prepared in accordance with the provisions of Annex II of the Prospectus Regulation, taking into account the recommendations of the ESMA for consistently implementing this regulation (ESMA/2013/319), bearing in mind the clarifications contained in document ESMA 31-62-780. The Pro Forma Consolidated Financial Information was not prepared in accordance with Article 11 of Regulation S-X of the U.S. Securities and Exchange Commission.

Alternative Performance Measures

This Prospectus contains certain APMs, which our management uses to evaluate the Group’s overall performance, such as Gross Development Margin, EBITDA, net financial debt, LTV and LTC. APMs have limitations as analytical tools and should not be considered as an alternative to, amongst others, profit or loss for the period or any other performance measures derived in accordance with IFRS-EU or as an alternative to cash flows from operating, investing or financing activities, as a measure of our liquidity derived in accordance with IFRS-EU. APMs are not measures of our financial performance or liquidity under IFRS-EU, are not audited or reviewed by the Group’s independent auditors and are not measurements required by, or presented in accordance with IFRS-EU.

Many of these APMs, as we define them, are based on our own internal estimates, assumptions, calculations and expectations of future results, and there can be no guarantee that these results will actually be achieved. Other companies in our industry may calculate similarly titled measures differently than we do, such that disclosure of similarly titled measures by other companies may not be comparable with ours. Investors are advised to review these APMs in conjunction with our Financial Statements and their respective accompanying notes included in this Prospectus and the related discussion thereof set forth in this Prospectus (see “*Operating and Financial Review—Alternative Performance Measures (APMs)*”). Furthermore, investors are cautioned not to place undue reliance on these APMs.

We believe that the APMs contained in this Prospectus comply with the “European Securities and Markets Authority Guidelines on Alternative Performance Measures” published in June 2015 and the “Q&A on Alternative Performance Measures Guidelines” published in October 2017 (the “**ESMA Guidelines**”).

Rounding

Certain numerical figures presented in this Prospectus have been subject to rounding adjustments for ease of presentation. Accordingly, amounts shown as totals in tables or elsewhere may not be an arithmetic aggregation of the numbers that precede them. In addition, certain percentages presented in the tables in this Prospectus reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculation were based upon the rounded numbers.

Trademarks

We own or have rights to certain trademarks, trade names, service marks or applicable copyright notices that we use in connection with the operation of our business. We assert to the fullest extent under applicable law, our rights to our trademarks, trade names, service marks and applicable copyright notices. Solely for convenience, the trademarks, trade names, service marks or applicable copyright notices appearing in this Prospectus are listed without the applicable ®, © or ™ symbols.

Legislation

This Prospectus refers to various statutes, directives and other legislation and regulations. Unless specified to the contrary, all such references are to the laws of Spain.

MARKET AND INDUSTRY INFORMATION

Certain of the market, market share, industry and certain other data contained in this Prospectus has been taken from, or based upon, industry reports and other sources named in the sections of this Prospectus entitled “*Business*” and “*Industry Overview*.” Industry surveys and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information are not guaranteed. The Company believes that these industry publications, surveys and forecasts are reliable but the Company has not independently verified them and cannot guarantee their accuracy or completeness and certain of this information, including market studies, are frequently based on information and assumptions which may not be exact or appropriate, and their methodology is by nature forward-looking and speculative.

Market information regarding Aedas Homes, S.A.U. (“**Aedas**”) is derived principally from the prospectus filed by Aedas with the CNMV on October 5, 2017 and its market update filed on December 7, 2017, and market information regarding Neinor Homes, S.A. (“**Neinor**”) is derived principally from the third quarter 2017 results presentation filed by Neinor with the CNMV on October 31, 2017.

Where information contained in this Prospectus has been sourced from a third party, the Company and the directors confirm that such information has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by third parties, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where information in this Prospectus has been sourced from third parties, the source of such information has been clearly stated adjacent to the reproduced information.

This Prospectus also contains estimates of market data and information derived therefrom which cannot be gathered from publications by market research institutions or any other independent sources. Such information is prepared by the Company based on third-party sources and the Group's own internal estimates. While the Company believes that these estimates of the Group's competitive position and market share are helpful in order to give investors a better understanding of the Group's position within the industry in which the Company operates, in many cases there is no publicly available information supporting these estimates. Although the Company believes the Group's internal market observations are reliable, the Group's own estimates are not reviewed or verified by any external sources. Accordingly, investors are cautioned not to place undue reliance on such estimates. Whilst the Company is not aware of any misstatements regarding the industry, market share or similar data presented in this Prospectus, such data involves risks and uncertainties and is subject to change based on various factors, including those discussed under the heading "Risk Factors" in this Prospectus.

VALUATION

Valuation Reports

As requested by us, CBRE, external independent real estate appraiser whose business address is Edificio Calle Castellana 200, Paseo de la Castellana, 202 8a, 28046, Madrid, prepared the CBRE Valuation Report. In addition, as requested by us, Savills, external independent real estate appraiser whose business address is at José Abascal, 45, 28003 Madrid, prepared the Savills Valuation Reports. As of the date of this Prospectus, only CBRE was a valuation company officially recognized by, and registered with, the Bank of Spain according to Royal Decree 775/1997, of May 30. Notwithstanding the foregoing, both Appraisers are qualified as Members of the RICS.

The Appraisers have authorized the inclusion of the Valuation Reports in this Prospectus and have accepted responsibility for their content vis-à-vis their addressees. The CBRE Valuation Report and the Savills Valuation Reports are annexed to this Prospectus as Annex I and Annex II, respectively. The selection of two Appraisers to value our land bank portfolio was motivated by the size of our land bank, the promotion of transparency in the valuation and the results obtained, to guarantee independence of the Appraisers and to give us flexibility to change and rotate Appraisers in the future.

The valuations in the Valuation Reports are based on the Appraisers' estimate of the market prices that could be obtained for our assets at the date of the valuation, *i.e.*, September 30, 2017. However, the valuation of property is inherently subjective due to the individual nature of each property. The Valuation Reports have been prepared by the Appraisers on the basis of certain information provided by us, most of which was not independently verified. Furthermore, the Valuation Reports also include special assumptions regarding the following land plots: (i) UE-1Vinival - Alboraya (CBRE Valuation Report), (ii) Las Tres Xemenies (CBRE Valuation Report), and (iii) Alcorcón Valdepolo I-IV, Distrito Norte (Alcorcón) and Promotora MVC (Alcorcón Metropromo) (Savills Valuation Report).

The value of the properties in the Valuation Reports has been assessed on the basis of market value as it is defined by the latest edition of the RICS Valuation Standards: "the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

According to the methodology used by the Appraisers, the aggregate market value of the assets included in the Valuation Reports amounted €2.6 billion as of September 30, 2017. Such amount is split as follows:

- (i) assets included in the CBRE Valuation Report were valued on a 100% ownership basis (*i.e.*, reflecting the ownership interest in certain joint ventures) at €25 million;
- (ii) assets included in the Savills Valuation Reports of the Company were valued on a 100% ownership basis (*i.e.*, reflecting the ownership interest in certain joint ventures) at €1.3 billion; and
- (iii) assets included in the Savills Valuation Reports of Metrovacesa Arrendamiento were valued on a 100% ownership basis (*i.e.*, reflecting the ownership interest in certain joint ventures) at €324 million.

CBRE Valuation Report

The valuation methodology used by CBRE is the “comparables method,” on the basis of which it calculates GDV. Once the GDV is calculated, the valuation methodology used is the “residual development method,” which is a cash flow analysis that seeks to determine the price per sqm of each development. This analysis consists in deducting from the gross development value of a given development, the development costs from the estimated total value of a completed development and adding the profit margin that a developer would seek, taking into consideration the development risks involved, including timing reflected by increased development margins. The net amount obtained or “residual” amount represents the price that would be offered for the property in question. All properties were valued individually and no premium or discount was taken into account.

The following table summarizes the variables used by CBRE in determining the residual value of the property:

<u>Gross Development Value</u>	<u>Development Margin</u>
Average price/sqm:	• Work in Progress (“WIP”): 7-18%
• Residential: €1,200-4,000	• Fully permitted land: 18-22%
• Social housing: €1,200-2,000	• Land under land-permitting process: 23-30%
• Commercial: €400-2,400	

The CBRE Valuation report states that all assets were valued as at September 30, 2017, prior to the referendum held on October 1 2017, concerning the independence of Catalonia. As a result, CBRE recommends that the valuation is kept under regular review and that specific market advice is obtained if the Company wishes a disposal of an asset following the date of the valuation.

Savills Valuation Reports

Savills prepared two valuation reports, one for the assets of the Company and the other for the assets of Metrovacesa Arrendamiento, in each case as of September 30, 2017. Savills used primarily a discounted cash flow method with an unlevered discount rate (IRR) that varies depending on the development stage, pre-sales level and the urban planning status of each plot of land. In the case of residential land plots, the method used by Savills assumes for WIP an IRR range between 6 to 12% and for land an IRR range between 12 to 20% (depending on the specific urban permitting status of each land plot, *i.e.*, fully permitted land plots discounted at the lower end of the range, and land plots under the land-permitting process discounted at the higher end of the range). Timing is also taken into account in the discounted cash flow method as Savills allows for *ad hoc* periods to achieve permits, constructions licenses, execute urbanization and construction works (including staggered construction phasing in the larger land plots) and other development milestones. In the case of commercial land plots, the method assumes an IRR range between 10 to 13%. Savills’ valuation method does not take into consideration inflation.

Sensitivity Analysis

Following its methodology, the key assumptions included by the Appraisers in the Valuation Reports are the discount rate and the sale price.

In the case of the discount rate, we have made a sensitivity analysis of +/- 100 basis points, based on the different economic scenarios forecast in the short and medium term, as well as the rate of return that would be required by other developers with different characteristics to the Company.

Based on these changes over discount rate, and assuming that the remaining variables remain constant, the valuation of our property portfolio included in the Valuation Reports would be affected as follows:

Assumption	Valuation Reports	
	+100 basis points	-100 basis points
	Increase (Decrease)	
	(in millions of euros)	
Change in appraised values (CBRE Valuation Report)	(58)	63
Change in appraised values (Savills Valuation Reports)	(122)	133
Total Change in appraised values	(180)	196

In addition, we have requested the Appraisers to perform a sensitivity analysis in relation to its valuation of GAV of our property portfolio considering a 1%, 5% and 10% fall and increase in house sale prices in the base scenario without subsequent price growth for fully permitted land and the other variables remaining constant. The sensitivity of increases and decreases in prices only affects residential land plots (€1,893 million GAV, as of September 30 2017) and the valuation of our portfolio included in the Valuation Reports would be affected as follows:

Sales Price	+10%	+5%	+1%	Market Value	-1%	-5%	-10%
	(GAV in millions of euros)						
CBRE Valuation Report	1,261	1,072	953	925	896	778	635
Savills Valuation Reports	1,864	1,759	1,675	1,653	1,632	1,546	1,437
Total Valuation Reports	3,125	2,831	2,628	2,578	2,528	2,324	2,072

Company's Declaration

Except for the in-kind capital contribution of Metrovacesa Arrendamiento to the Company in accordance with the Transaction, since the date of the valuations included in the Valuation Reports (*i.e.*, since September 30, 2017), there have been no material changes in our assets that were the subject of such valuation. For additional information about the Transaction see "*Pro Forma Financial Information.*"

EXPECTED TIMETABLE OF PRINCIPAL EVENTS AND OFFERING STATISTICS

Expected Timetable of Principal Events

Event	Date
Registration of this Prospectus with the CNMV.....	January 19, 2018
Commencement of the book-building period in which proposals are made by Qualified Investors	January 22, 2018
Finalization of book-building period	February 1, 2018
Execution of Underwriting Agreement.....	February 1, 2018
Publication of a relevant fact disclosure with the final size of the Offering	February 1, 2018
Selection of offers to buy Shares	February 1, 2018
Confirmation of offers to buy Shares	February 1, 2018
Final allocation of Shares	February 1, 2018
Transaction date of the Offering and publication of relevant fact disclosure (Transaction Date) (on or about)	February 2, 2018
Admission and commencement of Stabilization Period (on or about).....	February 5, 2018
Settlement Date (on or about).....	February 6, 2018
End of Stabilization Period.....	March 7, 2018

Each of the dates in the above timetable is subject to change, without prior notice, in which case the Company will file a relevant fact disclosure (“*hecho relevante*”) with the CNMV.

Offering Statistics

Indicative Offering Price Range (per Share)	€18.00-€19.50
Number of Offered Shares to be sold by all the Selling Shareholders in the Offering assuming no exercise of the Over-Allotment Option.....	39,130,435 (25.80% of share capital)
Number of Offered Shares to be sold by the Selling Shareholders of the Santander Entities in the Offering assuming no exercise of the Over-Allotment Option.....	27,510,711 (18.14% of share capital)
Number of Offered Shares to be sold by the Selling Shareholders of the BBVA Entities in the Offering assuming no exercise of the Over-Allotment Option.....	11,619,724 (7.66% of share capital)
Maximum number of Offered Shares to be sold by all the Selling Shareholders in the Offering ⁽¹⁾	45,000,000 (29.67% of share capital)
Maximum number of Offered Shares to be sold by the Selling Shareholders of the Santander Entities ⁽¹⁾	31,637,317 (20.86% of share capital)
Maximum number of Offered Shares to be sold by the Selling Shareholders of the BBVA Entities ⁽¹⁾	13,362,683 (8.81% of share capital)
Initial Offered Shares.....	39,130,435
Additional Shares ⁽²⁾	5,869,565 (representing 15% of the Initial Offered Shares)
Estimated gross proceeds of the Initial Offered Shares receivable by the Selling Shareholders ⁽³⁾⁽⁴⁾	€763,043,482.50
Estimated gross proceeds of the Additional Shares receivable by the Selling Shareholders ⁽⁴⁾⁽⁵⁾	€14,456,517.50
Estimated fees and expenses of the Offering ⁽⁵⁾⁽⁶⁾	€29,925,000
Estimated net proceeds of the Initial Offered Shares receivable by the Selling Shareholders ⁽³⁾⁽⁴⁾⁽⁶⁾	€740,152,178.03
Estimated net proceeds of the Additional Shares receivable by the Selling Shareholders ⁽⁴⁾⁽⁵⁾⁽⁶⁾	€11,022,821.97
Expected market capitalization of the Company following the Offering	€2,730,174,138 — €2,957,688,649

(1) Includes the Additional Shares under the Over-Allotment Option.

(2) Refers to the Additional Shares under the Over-Allotment Option.

(3) Assumes that the Offering Price is the high-point of the Offering Price Range.

(4) The Company will not receive any portion of the proceeds resulting from the sale of the Shares, all of which will be paid to the Selling Shareholders or to such persons as the Selling Shareholders may direct.

- (5) Assumes that the Over-Allotment Option is exercised in full and that the Offering Price is the high-point of the Offering Price Range. See “*Plan of Distribution—Offering expenses.*”
- (6) Assumes payment of the maximum amount of the Managers’ discretionary commission (excluding VAT) payable by the Selling Shareholders. The fees of the Company’s other advisors will be paid by the Company.

IMPORTANT INFORMATION

Declaration of Responsibility

Mr Jorge Pérez de Leza Eguiguren, acting in the name and on behalf of the Company, in his capacity as authorized representative of the Company, accepts responsibility for the information contained in this document. Having taken all reasonable care to ensure that such is the case, the information contained in this document is, to the best of his knowledge, in accordance with the facts and contains no omissions likely to affect its import.

Mr Cesáreo Rey-Baltar Oramas, acting in the name and on behalf of the BBVA Entities which are Selling Shareholders (in particular Anida Operaciones Singulares, S.A., BBVA Propiedad, S.A., Arrels CT Finsol, S.A., Arrels CT Patrimoni i Projectes, S.A., Anida Desarrollos Inmobiliarios, S.L., L Eix Immobles, S.L., Arrahona Nexus, S.L., Unnim Sociedad para la Gestión de Activos Inmobiliarios, S.A., Gescat, Gestio de Sol, S.L. and Prov-Infí-Arrahona, S.L.), in his capacity as authorized representative, accepts responsibility for the information referring to the BBVA Entities in sections “*Principal and Selling Shareholders*” and “*Plan of Distribution.*” Having taken all reasonable care to ensure that such is the case, such information contained in “*Principal and Selling Shareholders*” and “*Plan of Distribution*” is, to the best of his knowledge, in accordance with the facts and contains no omissions likely to affect its import.

Mr Carlos Manzano Cuesta, acting in the name and on behalf of the Santander Entities which are Selling Shareholders (in particular Altamira Santander Real Estate, S.A. and Luri 6, S.A.), in his capacity as authorized representative, accepts responsibility for the information referring to the Santander Entities in sections “*Principal and Selling Shareholders*” and “*Plan of Distribution.*” Having taken all reasonable care to ensure that such is the case, such information contained in “*Principal and Selling Shareholders*” and “*Plan of Distribution*” is, to the best of his knowledge, in accordance with the facts and contains no omissions likely to affect its import.

Stabilization

In connection with the Offering, Morgan Stanley & Co. International plc, or any of its agents, as Stabilization Manager, acting also on behalf of the Managers, may (but will be under no obligation to), to the extent permitted by applicable law, engage in transactions that stabilize, support, maintain or otherwise affect the price of the Shares, as well as over-allot Shares or effect other transactions, all with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail in an open market. Any stabilization transactions shall be undertaken in accordance with applicable laws and regulations, in particular, with Commission Regulation (EU) No. 596/2014 of April 16, 2014 of the European Parliament and of the Council of April 16, 2014 on market abuse (hereinafter in this section, “**Regulation (EU) 596/2014**”), as regards exemptions for buy-back programs and stabilization of financial instruments set forth under the Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures (hereinafter in this section, “**Delegated Regulation (EU) 2016/1052**”).

The stabilization transactions will be carried out for a maximum period of 30 calendar days from the date of the commencement of trading of the Shares on the Spanish Stock Exchanges, provided that such trading is carried out in compliance with the applicable rules, including any rules concerning public disclosure and trade reporting. The stabilization period is expected to commence on February 5, 2018 and end on March 7, 2018 (the “**Stabilization Period**”).

For this purpose, the Stabilization Manager may carry out an over-allotment of Shares in the Offering, which may be covered by the Stabilization Manager pursuant to a security loan granted by the Altamira Santander Real Estate, S.A. and Anida Operaciones Singulares, S.A. The Stabilization Manager (i) is not required to enter into such transactions and (ii) such transactions may be effected on any securities market or otherwise, and may be taken at any time during the Stabilization Period. However, there is no obligation that the Stabilization Manager or any of its agents effect stabilizing transactions and there is no assurance that the stabilization transactions will be undertaken. Such stabilization, if commenced, may be discontinued at any time without prior notice, without prejudice to the duty to give notice to the CNMV of the details of the transactions carried out under Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052. In no event will measures be taken to stabilize the market price of the Shares above the Offering Price. In accordance with Article 5.5 of Regulation (EU) 596/2014 and Article 6.2 of Delegated Regulation (EU) 2016/1052, the details of all stabilization transactions

will be notified by the Stabilization Manager to the CNMV no later than closing of the seventh daily market session following the date of execution of such stabilization transactions.

Additionally, in accordance with articles 5.4 and 5.5 of Regulation (EU) No. 596/2014 and Article 6.3 of Delegated Regulation (EU) 2016/1052, the following information will be disclosed to the CNMV by the Stabilization Manager within one week of the end of the Stabilization Period: (i) whether or not stabilization transactions were undertaken; (ii) the date at which stabilization transactions were initiated; (iii) the date on which stabilization transactions last occurred; and (iv) the price range within which the stabilization transactions were carried out, for each of the dates during which stabilization transactions were carried out.

NOTICE TO INVESTORS IN THE UNITED STATES

THE SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION IN THE UNITED STATES FOR OFFER OR SALE AS PART OF THEIR DISTRIBUTION AND, SUBJECT TO CERTAIN EXCEPTIONS, MAY NOT BE OFFERED OR SOLD, PLEDGED OR OTHERWISE TRANSFERRED IN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND IN COMPLIANCE WITH APPLICABLE STATE SECURITIES LAWS. THE SHARES OFFERED HEREBY ARE BEING OFFERED AND SOLD IN THE UNITED STATES ONLY TO QIBS IN RELIANCE ON RULE 144A AND OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS AS DEFINED IN, AND IN RELIANCE ON, REGULATION S. PROSPECTIVE INVESTORS ARE HEREBY NOTIFIED THAT ANY SELLER OF THE SHARES MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A. THE SHARES ARE NOT TRANSFERABLE EXCEPT IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED HEREIN. SEE “*SELLING AND TRANSFER RESTRICTIONS*.”

THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE “SEC”), ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER UNITED STATES REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE UNITED STATES. THIS DOCUMENT DOES NOT CONSTITUTE A PROSPECTUS WITHIN THE MEANING OF SECTION 10 OF THE SECURITIES ACT.

NOTICE TO INVESTORS IN THE EEA

This Prospectus has been prepared on the basis that all offers of the Shares will be made pursuant to an exemption under the Prospectus Directive, as implemented in member states of the European Economic Area (“**EEA**”), from the requirement to produce a prospectus for offers of the Shares. Accordingly, any person making or intending to make any offer of the Shares within the EEA should only do so in circumstances in which no obligation arises for the Company, the Santander Entities, the BBVA Entities and the Managers or any other person to produce a prospectus for such offer. The Company, the Santander Entities, the BBVA Entities and the Managers have not authorized, nor do they authorize, the making of any offer of the Shares through any financial intermediary other than offers made by the Managers, which constitute the final placement of the Shares contemplated in this Prospectus.

In relation to each member state of the EEA that has implemented the Prospectus Directive (each, a “**Relevant Member State**”), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State, the offer of any Shares that are the subject of the Offering contemplated by this Prospectus is not being made and will not be made to the public in that Relevant Member State, other than: (a) to any legal entity that is a “qualified investor” as defined in Article 2(1)(e) of the Prospectus Directive; (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) in any Relevant Member State; or (c) in any other circumstances falling within Article 3(2) of the

Prospectus Directive; provided that no such offer or sale of the Shares shall require the Company to publish a prospectus pursuant to the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this notice to investors in the EEA, the expression an “offer of the Shares” in relation to the Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable an investor to decide to purchase the Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

Each purchaser of Shares in the Offering located within a member state of the EEA will be deemed to have represented, acknowledged and agreed that it is a qualified investor. The Company, the Santander Entities, the BBVA Entities, the Managers and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgment and agreement.

For the purposes of this Prospectus, the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in each Relevant Member State), and includes any relevant implementing measure in each Relevant Member State of the EEA and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

NOTICE TO INVESTORS IN THE UNITED KINGDOM

This Prospectus is for distribution only to, and is directed only at, qualified investors who: (i) are persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**FSMA Order**”); (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FSMA Order; or (iii) are other persons to whom they may otherwise lawfully be communicated (all such persons, including qualified investors, together being referred to as “**relevant persons**”).

In the United Kingdom, this Prospectus is directed only at relevant persons and must not be acted on or relied on by anyone who is not a relevant person. In the United Kingdom, any investment or investment activity to which this Prospectus relates is available only to relevant persons and will be engaged in only with relevant persons.

NOTICE TO PROSPECTIVE INVESTORS IN CERTAIN OTHER COUNTRIES

For information to investors in certain other countries, see “*Selling and Transfer Restrictions.*”

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. These forward-looking statements include matters that are not historical facts, including the statements under the headings “*Summary,*” “*Risk Factors,*” “*Business*” and “*Operating and Financial Review*” and elsewhere regarding future events or prospects. Statements containing the words “target,” “aim,” “ambition,” “goal,” “objective,” “believe,” “expect,” “intend,” “anticipate,” “will,” “positioned,” “project,” “risk,” “plan,” “may,” “estimate” or, in each case, their negative and words of similar meaning are forward-looking statements.

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. We caution you that forward-looking statements are not guarantees of future performance and that our actual financial condition, results of operations and cash flows, and the development of the industry in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this Prospectus. In addition, even if our financial condition, results of operations and cash flows, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods.

The various factors and uncertainties described under “*Risk Factors*” could impact our ability to perform our obligations or to realize revenue in accordance with our expectations. If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary

materially from those projected. Any forward-looking statements in this Prospectus reflect our current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. You should specifically consider the risks and other factors identified in this Prospectus, which could cause actual results to differ, before making an investment decision. Additional risks that we may currently deem immaterial or that are not presently known could also cause the forward-looking events discussed in this Prospectus not to occur. Readers should not place undue reliance on any forward-looking statements.

These forward-looking statements speak only as of the date of this Prospectus. Subject to any continuing obligations under Spanish, U.S. federal and other applicable securities laws and regulations and by applicable stock exchange regulations, we undertake no obligation to publicly update or review any forward-looking statement contained in this Prospectus, whether as a result of new information, future developments or otherwise.

This Prospectus does not include profit forecasts or profit estimates as defined in section 13 of Annex I of the Prospectus Regulation for any period. No statement contained herein should be interpreted to mean that earnings per Share after Admission will necessarily be greater or less than the historical earnings or earnings per Share of the Company.

AVAILABLE INFORMATION

For so long as any Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act, the Company will, during any period in which the Company is neither subject to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder, provide to any holder or beneficial owner of such restricted securities or to any prospective purchaser of such restricted securities designated by such holder or beneficial owner upon the request of such holder, beneficial owner or prospective purchaser, the information required to be delivered to such person pursuant to Rule 144A(d)(4) under the Securities Act.

BUSINESS

You should read the following commentary together with the sections entitled “Risk Factors,” “Presentation of Financial and Other Information,” “Industry Overview,” “Reasons for the Offering,” “Selected Financial and Operating Data,” “Operating and Financial Review” and the Financial Statements and related notes included elsewhere in this Prospectus.

Overview

We are one of the leading residential developers in the Spanish residential development sector, holding the largest land bank in Spain across most relevant metrics: as of September 30, 2017, our land portfolio had a GAV of €2.6 billion (around 1.6 times more than our closest competitor in this metric, Neinor), approximately 37,500 buildable units (almost three times as many as our closest competitor in this metric, Aedas), 6.1 million buildable sqm of which 4.8 million were residential buildable sqm (more than four times as many as our closest competitor, Aedas) and 1.3 million were commercial buildable sqm (source: publicly filed prospectus, interim reports and public information of competitors, Aedas, Neinor and Via Celere). We benefit from 100 years of know-how and experience from our predecessor companies who developed some of the most iconic buildings in Spain, including Edificio España and Torre Madrid, both located in Madrid. Between 2005 and 2008, MVCSA delivered an average of 2,200 to 2,600 units per year in a much more competitive environment. We believe that the size of our land bank portfolio will allow us to capitalize on the recovery of the Spanish residential development market, benefit from locked-in margins and consolidate our position as the national leader in the sector.

The following table sets out certain key measures of our land bank portfolio as of September 30, 2017:

Type of Land Plot	Fully permitted			Under land-permitting process			Total		
	GAV ⁽¹⁾	% of GAV	Number of Land Plots	GAV ⁽¹⁾	% of GAV	Number of Land Plots	GAV ⁽¹⁾	% of GAV	Number of Land Plots
Residential.....	1,340	52%	186 ⁽²⁾	553	21%	69	1,893	73%	255
Commercial.....	577	22%	27 ⁽³⁾	108	4%	7	684	27%	34
Total	1,917	74%	213	661	26%	76	2,578	100%	289

(1) In millions of euro.

(2) 51 active developments, €17 million GAV, as of the date of this Prospectus.

(3) Includes Clesa land plot in Madrid which is fully permitted under transformation of use and accounts for around 17% of commercial GAV.

Residential development is the core component of our business. As of September 30, 2017, we had a residential land bank with a GAV of €1.9 billion (representing 73% of our total GAV at such date) of which €1.3 billion was fully permitted. We believe that we have a unique and differentiated profile given the size of our land bank, our geographical capillarity throughout Spain, our attractive target customer profile and our exposure to land plots under the land-permitting process.

- *Size of land bank:* We own the largest land bank in Spain, which allows us to have a de-risked strategy in order to reach the highest delivery targets among our competitors of 4,500 to 5,000 residential units per year at run-rate by 2021. We have no need to acquire additional land to deliver our target annual deliveries for the next eight years (assuming we do not make any land sales), which underpins the sustainability of our business model and allows us to have high visibility of attractive margins. We are already in our ramp-up phase, with 2,263 active units as of the date of this Prospectus.
- *Geographical presence:* We have a unique and balanced geographic footprint in Spain (with land in 31 out of 50 provinces) with a clear focus in some of its primary cities (accounting for approximately 67% of our land bank portfolio as of September 30, 2017 in terms of GAV), such as Madrid, Barcelona, Malaga, Valencia or Seville, cities in which we have significant presence with local offices and regional teams, in top tourist destinations (accounting for approximately 20% of our land bank portfolio as of September 30, 2017 in terms of GAV), such as the Costa del Sol, Balearic Islands, Canary Islands and the coast of Cadiz, and in selected and dynamic secondary cities (accounting for approximately 13% of our land bank portfolio as of September 30, 2017 in terms of GAV) where there is low competition and that present a significant upside potential. This capillarity throughout Spain allows us to tap into a larger demand base than our peers, which helps to de-risk our ramp-up phase.

- *Target customer profile:* We target a diversified range of national and international residential customers, focusing on the attractive medium and medium/high end segments of the housing market, and plan to offer units with a selling price of above €2,250 per sqm, units with a selling price of between €1,750 and €2,250 per sqm and units with a selling price below €1,750 per sqm, that should represent approximately 24%, 37% and 39% of our total residential land bank portfolio by GDV, respectively.
- *Exposure to land plots under the land-permitting process:* Approximately 26% of our land bank portfolio (based on total GAV as of September 30, 2017) is composed of land plots in selected strategic locations concentrated mainly in Madrid, Barcelona, Valencia and Malaga that are under different stages of the land-permitting process and have not reached fully permitted status (73% of total GAV under land-permitting process as of September 30, 2017 is concentrated in these four locations). Of this 26%, 11% is organized urban land (*ordenado*) and 10% is developable land (*clasificado*) over which we have a good deal of visibility of conversion to fully permitted status. We expect that approximately 83% of our land bank portfolio will be fully permitted within 12 to 18 months from the date of this Prospectus and that approximately 93% of our land bank portfolio will be fully permitted within three to four years from the date of this Prospectus. We believe that given our large fully permitted land bank this is a good fit within our portfolio as it allows us to efficiently feed our production plan, capture significant additional value through the transformation process and increase our profitability and shareholder return profile.

While we primarily focus on residential development, our land bank is also composed of 34 high quality commercial land plots (mainly for office use) representing 27% of our total GAV as of September 30, 2017 or €0.7 billion. This high quality commercial land provides us with additional diversification in an attractive market segment. It is mainly comprised of fully permitted land plots (84% of commercial GAV as of September 30, 2017, expected to increase to 94% in the next twelve months) located in attractive locations within Madrid (*i.e.* Las Tablas), where we have nine plots representing 52% of commercial GAV and Barcelona (*i.e.* district 22@), where we have eight plots representing 35% of commercial GAV.

Our sizeable land bank provides us with the flexibility to adapt to the cycle via a differentiated strategy as, depending on market conditions, we may engage in opportunistic sales of land for residential and commercial use at attractive margins. Our business strategy contemplates potential selective sales from our land bank portfolio worth up to approximately €500 million in aggregate, based on GAV as of September 30, 2017, made over the next three to five years. This amount does not take into account potential land price appreciation, value creation from urbanization capital expenditure or in some cases the value creation from transformation into fully permitted land. We would expect these sales to relate to both residential and commercial land, and we would enter into transactions on an opportunistic basis in order to generate additional profitability as well as liquidity for our business and/or shareholder returns and dividend distributions.

We have a well-established platform already in place to help ensure a successful execution of our business, with unique experience delivering homes pre-crisis. The three pillars of this platform are a highly experienced senior management team, a well-established nationwide geographic footprint, and proven operational capabilities and systems with the highest standards of corporate governance. Our senior management team has an average of 18 years' experience in the industry with significant expertise in residential development and active land management. Our management team is backed by full in-house regional teams with nationwide capillarity and first-hand knowledge of regional dynamics, local relationships and local regulations. 49 of our employees were already employees between 2005 and 2008, when MVCSA delivered an average of 2,200 to 2,600 units annually in a much more competitive environment. Our corporate governance is compliant with Santander and BBVA's corporate governance standards. We have in place proven systems, operations, control, finance internal audit and risk management functions.

We believe that our differentiated business model, with the highest targeted delivery run-rate in Spain and the active management of our land bank (via potential land sales and our value-added exposure to land plots under the land-permitting process), will allow us to provide our shareholders with a visible and attractive return profile.

Our History

We benefit from 100 years of established heritage, knowledge, brand name and experience of MVCSA, our predecessor company. MVCSA was one of the leading residential developers in Spain benefiting from the

industry-wide recognition of its predecessor companies, Compañía Urbanizadora Metropolitana (“CUM”), Compañía Inmobiliaria Metropolitana (“CIM”) (incorporated in 1918 and 1935, respectively) and Vacesa S.A. (which merged with CIM and CUM in 1989 to form Inmobiliaria Metropolitana Vasco Central, S.A., later renamed as “Metrovacesa, S.A.”). MVCSA, CIM and CUM shaped the real estate development business and the architectural landscape of various cities in Spain, having built some of the country’s most iconic buildings, including Edificio España in 1953 and Torre Madrid in 1957, both of which are located in Madrid. Between 2005 and 2008, MVCSA delivered an average of 2,200 to 2,600 units per year in a much more competitive environment. Aside from the brand name, operational experience and recognition of our predecessor companies, we also benefit from their high standards of corporate governance, investor relations and market knowledge as MVCSA was listed on the Spanish Stock Exchanges from 1941 to 2013.

As a result of the effect of the global financial crisis in Spain and its impact on the real estate development business, in 2009 a group of Spanish banks became the main shareholders of MVCSA, which initiated a restructuring process to reduce and refinance its financial debt. This restructuring was completed in July 2011 and resulted in an increase of the stake of these Spanish banks in MVCSA through debt-to-equity swaps.

On February 18, 2016, following the spin-off (without liquidation) of the real estate development business of MVCSA, we were incorporated under the initial name of “Metrovacesa Suelo y Promoción, S.A.” In July 2017, we received a contribution from the Santander Entities and the BBVA Entities of land plots worth approximately €1.1 billion in GAV and consisting of 3.1 million sqm of land with a capacity to develop approximately 24,000 residential units. These land plots were carefully selected by us after a five-month due diligence process, and the contribution value was marked by Jones Lang LaSalle acting as third party expert and, according to Spanish regulation, confirmed by an independent expert appointed by the Commercial Registry of Madrid for registration purposes. The contribution was made within the framework of a competitive process in which the Santander Entities and the BBVA Entities maintained the option to sell the selected land plots to third parties if the value we assigned to the land plots was below third-party offers. The strict selection criteria focused on (i) fully permitted residential plots and land plots with strategic locations under the land-permitting process (with a viability analysis carefully performed by ensuring a clear path to fully permitted land), (ii) the potential to develop a minimum of 40 to 50 units per land plot, (iii) land plots located in cities selected by us and with at least 150,000 inhabitants, (iv) land plots with no to limited urban planning risk (selecting only locations with very high strategic value of land still under the land-permitting process) and (v) land plots not tied to, or restricted by, outstanding financing.

In November 2017, we changed our name from Metrovacesa Suelo y Promoción, S.A. to Metrovacesa, S.A.

In December 2017, we became the parent company of Metrovacesa Arrendamiento through two in-kind contributions to us by the shareholders of Metrovacesa Arrendamiento, which were entities belonging to Grupo Santander (79.4%) and entities belonging to Grupo BBVA (20.5%), as well as minority shareholders with a combined stake of less than 0.1%. See “*Pro Forma Consolidated Financial Information*” and “*Operating and Financial Review—Recent Developments*” for further details.

As of the date of this Prospectus, the Santander Entities have a combined stake in the Company of 71.45% and the BBVA Entities a combined stake of 28.51%.

The long history and heritage of our predecessor companies has provided us with the know-how, corporate set-up and internal processes that we believe will allow us to become the leading real estate developer in Spain.

Key Strengths

We believe that we benefit from the following competitive strengths:

We operate in a market with attractive dynamics.

We believe that it is the right time in the cycle to have the largest land bank in Spain and to operate in the Spanish homebuilding industry given the expected performance of the country’s economy and its residential fundamentals. In the past we have seen a strong link between increases in macroeconomic growth and the performance of the homebuilding business in Spain. The 2015, 2016 and 2017 GDP growth rates make Spain one of the fastest growing advanced economies in the world and the Bank of Spain predicts real GDP will continue to grow in the coming years at an elevated rate (2.4% in 2018 and 2.1% in 2019). Unemployment, consumer confidence and household disposable income levels have also improved significantly in the last years

(sources: Spanish Ministry of Economy, Spanish Statistical Office) (see “*Industry Overview*” for further details). This data points to a continuing positive macroeconomic environment that we expect will favor the sustained recovery of the homebuilding business and allow for a long cycle. From a demand perspective, although housing demand in Spain remains significantly below the peak levels reached in 2006, we are already seeing that home sales in Spain are recovering from pre-crisis levels. The compound annual growth rate of housing demand is approximately 15% since 2013 and has been mainly driven by second hand transactions, reaching 451,297 in second hand transactions and 516,643 in total transactions (LTM as of the third quarter of 2017), and a year-over-year growth of approximately 17% as of the third quarter of 2017. There appears to be an absence of attractive new product (the percentage of new homes out of total home sales decreased from around 52% in 2008 to less than 10% in 2016/17 (source: Spanish Ministry of Public Works and Transport)). There is an attractive financing environment with low interest rate margins (source: INE and Bank of Spain), and affordability above historical averages (source: Ministry of Development, CBRE) should allow for continued demand growth. This recovery is not only taking place in Spain’s primary cities, such as Madrid, Barcelona, Malaga, Valencia and Seville, where most of our land bank portfolio is located (approximately 67% by GAV as of September 30, 2017), but also across all regions, including top tourist destinations (approximately 20% of our portfolio by GAV as of September 30, 2017) and secondary cities (approximately 13% of our portfolio by GAV as of September 30, 2017). Similarly, house and land prices are increasing and have started to accelerate (5.5% increase of house prices from 2014 to the third quarter of 2017) although they remain at levels well below the peak reached in the third quarter of 2007, and the number of market transactions is also increasing in an environment where household deleveraging has been occurring since mid-2010 (with households’ stock of loans decreasing from €21 billion to €48 billion as of March 31, 2017) (source: Bank of Spain) and increased housing and mortgage affordability are supporting demand. Furthermore, quality land is starting to be scarce and we will benefit from growing land inflation given our outsized landbank compared to our peers.

Our unique geographic footprint in Spain, covering 31 of the 50 provinces, means that we are not only present in primary cities (e.g., Madrid, Barcelona, Malaga, Valencia and Seville) but we also have a significant presence in other destinations, including Spain’s top tourist destinations and certain secondary cities, which we believe are at an earlier stage in the residential real estate cycle, with a limited number of competitors and which therefore offer further upside potential. This allows us to tap into a larger demand base which should de-risk our ramp-up phase.

From a supply side perspective, the construction of new housing has started recovering from 2013 but is still very far from pre-crisis levels (e.g., the average number of house starts in Spain from 1991 to 2016 was 279,000 and there were around 665,000 house starts in 2006 compared to around 58,000 house starts in 2016 (source: Spanish Ministry of Public Works and Transport)). We believe that we are well placed to be the key market player in the expected increase of housing supply in Spain.

We have the largest liquid land bank in Spain that is already in the ramp-up phase.

We are the leader in the Spanish development sector, holding the largest land bank in Spain across most relevant metrics: as of September 30, 2017, our land bank totaled €2.6 billion in GAV (around 1.6 times more than our closest competitor, Neinor), of which 74% of the GAV was fully permitted (and expected to increase to 83% in the next 12 to 18 months and to 93% in three to four years), with approximately 37,500 buildable units (almost three times as many as our closest competitor, Aedas), and 6.1 million buildable sqm, of which 4.8 million were residential buildable sqm (more than four times as many as our closest competitor, Aedas) and 1.3 million were commercial buildable sqm (source: publicly filed prospectus, interim reports and publicly available information of competitors, Aedas, Neinor and Via Celere). Taking into account only our fully permitted land bank, we are also the largest developer in Spain across most relevant metrics: as of September 30, 2017, we had a GAV of €1.9 billion (around 1.2 times more than our closest competitor, Neinor) and approximately 23,000 buildable units (around 1.8 times as many as our closest competitor, Aedas) (source: publicly filed prospectus, interim reports and publicly available information of competitors, Aedas, Neinor and Via Celere).

At our target run-rate of 4,500 to 5,000 residential units delivered per year by 2021, we hold almost eight years of residential land bank (which allows us not only not to have to acquire land in the medium/long term but also provides us with the optionality to sell land). Our residential portfolio is already in ramp-up phase, with 2,263 active units throughout the Spanish territory, as of the date of this Prospectus, including 805 units under project design, 539 units under commercialization, 674 units under construction, 19 units under first occupancy license phase, and 226 units under delivery phase. We believe that as we do not need to acquire land in the medium/long term we should have greater visibility over margins (and greater margins) than our peers. In addition, we believe that having part of our portfolio under the land-permitting process in strategic locations will

allow us to better adapt to the cycle, generate significant additional value in the medium term through the land-permitting process and hold an excellent portfolio of fully permitted land with higher embedded margins than our competition in the medium term.

We hold a land bank with high visibility of attractive residential development margins and low execution risk.

We have acquired the vast majority of our portfolio at attractive prices (with an average GAV per sqm across the whole of our fully permitted residential portfolio of €466 per sqm), composed mainly of high quality land which provides us with high visibility on development margins relative to our peers, expecting to deliver a visible gross residential development margin of approximately 29% at run-rate year (excluding operating expenditures) and gradually growing thereafter until stabilization year, given that we have no need to acquire land as we already own enough for almost eight years of production (assuming we do not make any land sales) at our target run-rate. We believe this generates a competitive advantage over our peers who need to recurrently purchase land in an inflationary land market with scarcity of quality land. In an inflationary residential market, such as the current one, we have seen that land prices have historically increased at several multiples of home price increases and therefore we believe that our large land bank provides us with a unique competitive advantage that should result in attractive risk-adjusted returns for our shareholders (see “*Industry Overview—Residential price considerations*”).

We believe we have strong visibility on the forward production of our land bank and that we should enjoy low execution risk as we have identified the land plots we intend to develop during the next five years on an asset-by-asset basis. In addition, we are confident that we can achieve significant development margins as a result of our attractive land book values.

Our portfolio has a unique geographical capillarity with a wide presence across different attractive locations within Spain.

We believe we have a well-balanced portfolio with the largest footprint in the real estate market across the Spanish territory (with land in 31 out of 50 provinces, more than any of our competitors). We have a clear focus on primary cities (*e.g.*, Madrid, Barcelona, Malaga, Valencia or Seville) with over two thirds of our portfolio (in terms of GAV as of September 30, 2017) located in mature first residence markets, with Madrid and Barcelona accounting for around 44% of our GAV as of such date. These markets are characterized by their dynamism and higher competition (although still limited given the structural undersupply of the residential sector), while we believe we still hold a competitive advantage in these regions as in absolute terms our portfolio in primary cities (*e.g.*, Madrid, Barcelona, Malaga, Valencia and Seville) is larger than that of our competitors. The commercial property provides an additional balancing component to our portfolio (see “*—We have a strategic portfolio of commercial land*”).

In addition, we also have a substantial presence in top tourist destinations (*e.g.*, Costa del Sol, Canary Islands, Balearic Islands and the coast of Cadiz) where both Spanish nationals and foreigners acquire secondary residences for leisure (accounting for 20% of total GAV as of September 30, 2017), which have recently shown a strong demand for development (source: Spanish Ministry of Public Works and Transport). Several of the top tourist areas where we are present are among the most highly demanded and attractive tourist destinations in Spain and even in Europe, and the performance we are seeing in our active developments makes us confident of the high profitability, liquidity and attractiveness of these locations.

We also have presence in select secondary cities where people tend to have their first residences (accounting for 13% of residential GAV as of September 30, 2017). We believe we have a strong upside potential in these secondary markets, as these markets are in an earlier stage in the cycle and are starting to mimic the positive trends seen recently in primary cities (*e.g.*, Madrid, Barcelona, Malaga, Valencia and Seville). In several of the secondary cities where we are present, we believe we have a first-mover advantage and enjoy low (and sometimes even no) competition. Given our attractive entry land values, we believe we enjoy a strong upside potential for development in each of these cities through our established local and regional teams, which allow us to interact more closely with our customers at a regional level. We believe this is critical as every region has its own particularities (*i.e.*, local regulations, customers, suppliers, products, dynamics, etc.). We believe our balance of geographical capillarity in the right locations and the fact that we tap into a larger demand base than our peers helps de-risk our business plan implementation, providing us with the required flexibility to satisfy and react to market demands as they shift throughout the Spanish territory.

We have a unique business model with land sales capacity that we believe will provide a strong cash flow generation and will allow us to adapt to the cycle.

Our unique business model is supported by the largest land bank in Spain, which gives us a competitive advantage over our peers (as we are not required to purchase additional land in the near future and have the ability to sell) and the potential for more attractive margins. Quality land in Spain, in terms of size, price and location, is increasingly hard to find (including fully permitted land located in sub-markets with good economic fundamentals and land still under the urban land-permitting process, but not too far from fully permitted status) and although the existing available land bank in Spain is significant, it is mostly located in areas with low demand and/or in less desirable locations. The scarcity of quality land in Spain combined with the size of our land bank portfolio has a positive effect on our business and gives us the option to develop or, depending on market conditions, to sell a portion of our land bank portfolio accelerating our sales and profitability, which gives us flexibility to adapt to cycles and market demand.

Significant value creation potential through active management of land under the land-permitting process.

As of September 30, 2017, approximately 26% (€0.7 billion) of our land portfolio, in terms of GAV, was comprised of land under the land-permitting process. Of this land, 11% was organized urban land (*ordenado*), 10% was developable land (*clasificado*) and 5% was non-urban land (*no urbanizable*). Our assets under the land-permitting process are concentrated among strategic locations, including Barcelona (33% of land under the land-permitting process, in terms of GAV as of September 30, 2017), Madrid (25% of land under the land-permitting process, in terms of GAV as of September 30, 2017), Malaga (8% of land under the land-permitting process, in terms of GAV as of September 30, 2017) and Valencia (7% of land under the land-permitting process, in terms of GAV as of September 30, 2017). Therefore, 73% of total GAV under permitting as of September 30, 2017 is concentrated in these four locations. We estimate that the amount of land under the land-permitting process will decrease from 26% to approximately 17% in the 12 to 18 months following the date of this Prospectus and to approximately 7% in the three to four years following the date of this Prospectus, as a result of the tasks carried out by our in-house land management team. As a result, 93% of our current total GAV is expected to be fully permitted in the following three to four years. This generates significant land capital value growth as well as producing land ready for development at very attractive margins in absolute terms and relative to our competitors. This is a differentiating factor compared to our competitors, who for the time being have been focused on fully permitted land only. We believe that this will help us to adapt our production plan to market demand and allow us to capture significant value creation by transforming the land into fully permitted land (increasing our profitability and returns), and this is an opportunity that we will be able to pursue because of the size of our existing land bank. We expect that the capital expenditure used for these purposes should generate significant returns.

We have a strategic portfolio of commercial land that is an additional source of profitability and total return.

Although our core activities are focused on residential development, we hold a sizable portfolio of around €0.7 billion (comprising approximately 27% of our total GAV as of September 30, 2017) of high quality liquid commercial land plots in strategic locations, 84% of which by GAV as of September 30, 2017 are fully permitted (and this figure is expected to increase to 94% in the following twelve months), and 13%, 1% and 2% of which by GAV as of September 30, 2017 are organized, developable and non-urban, respectively. The land plots are mainly expected for offices use (accounting for 83% of the commercial GAV as of September 30, 2017) and hotels (accounting for 10% of the commercial GAV as of September 30, 2017) in consolidated areas in Madrid (*i.e.*, Las Tablas) and Barcelona (*i.e.*, district 22@) (accounting for 87% of the commercial GAV, 52% and 35%, respectively, as of September 30, 2017). We have an in-house specialized and highly experienced team with an average of 21 years of industry experience (nine years of experience in our Company and its predecessor on average) with particular knowledge of all stages of commercial development.

We view this business line as a one-off attractive opportunity that we target to crystallize for value within the next five to six years. In the last eight months, there have been two land sales and a turnkey project sold. This exposure to commercial assets differentiates us from our competitors and provides further business diversification and optionality given that, historically, such land plots have tended to be highly liquid.

Well-established platform already in place to ensure a successful execution with unique experience delivering homes pre-crisis.

- *We have a highly experienced senior management team and regional management teams with proven in-house operational capabilities.* We have senior and regional management teams that are highly experienced in the residential development business. Our senior management team has a significant breadth and depth of expertise with an average of 18 years of experience in the industry, including expertise in land development and urban planning, working closely with local authorities. Our in-house regional management teams, based in Madrid, Barcelona, Valencia, Seville and Malaga, have extensive experience in the industry with an average industry experience of 22 years (ten years on average of experience in our Company and its predecessor) with unique land bank management capabilities and first-hand knowledge of regional dynamics and domestic regulations. We have a dedicated and well-dimensioned team of employees totaling 101 full-time employees as of the date of this Prospectus with a successful track record in the residential development business (approximately 40% of the team was involved in delivering an average of between 2,200 and 2,600 units per year from 2005 to 2008 with our predecessor entity), with full residential and commercial development and land management capabilities, and an exceptional corporate set-up with regional teams that have first-hand knowledge of the local markets and dynamics in which we operate. We believe that the distinct experience and knowledge of our senior management and our regional managers of all areas of our business, geography and the industry in which we operate gives us a competitive advantage and should enable us to capitalize on the opportunities presented by current and future market conditions.
- *We have an industrialized business model with best-in-class operating, reporting and compliance standards.* During our 100 years of history, we have accumulated unparalleled internal know-how and developed standardized procedures throughout the entire value chain that are rigorously applied across the Group. We have proven experience at managing and controlling all stages in the development and sale of a project and count on a strict approval process before initiating the project design and construction work stages of a development (see “—*Development Process*” for a description of the stages of development). This experience translates into strong relationships with local authorities, key landowners, contractors and sub-contractors, which are core to our ability to deliver high-quality products on a timely and cost-effective basis. Our predecessor MVCSA was listed for more than 70 years and over that time developed best-in-class practices in terms of corporate governance, compliance, transparency, reporting, ethics and environmental awareness. These highest standards are rooted in our culture and we have maintained the best-in-class practices inherited from our predecessor’s time as a listed entity while optimizing processes and streamlining the organization to make it more efficient and agile. We already have the required operating standards and committees in place, including an audit committee, a remuneration committee, separate internal audit and compliance teams, strong risk management procedures, internal control over financial reporting, crime prevention, anti-money laundering protection, cybersecurity models, environmental awareness and a corporate social responsibility policy (see “*Management and Board of Directors*” for more details). In addition, we have been compliant with Santander and BBVA’s corporate governance standards since 2009. We also have a flexible approach to outsourcing, combined with best-in-class in-house supervision. Our business model includes the disciplined and systematized use of external contractors, which allows us to absorb the cyclical movements of the market with relative ease, coupled with control mechanisms that enable us to supervise and monitor our external suppliers.
- *Strong brand recognition.* We believe we enjoy strong brand recognition in the Spanish residential development sector, in part driven by an established heritage of 100 years of history, and are recognized for our client-centric approach, quality products, excellent service and professionalism. We believe this provides us with a unique competitive advantage and, in contrast to our competitors, we have had a broad presence across the country for decades.

Highly attractive and unique cash generation profile for shareholders.

Our unique cash generation profile, with a medium term return target of over 80% free cash flow to equity, is based on: Spain’s supportive macro-economic environment; a unique business model supported by the largest land bank portfolio in Spain with development capacity for 37,500 units (providing us with a competitive advantage, since we are not required to purchase additional land in the near future); further competitive advantage from selling land, active land management and our commercial portfolio, highly visible gross

development margins; a well-established business platform to ensure successful execution; and our prudent capital structure.

Strategy

We have developed a strategy that is based around the following pillars and that is designed to enable us to achieve our targets (see “*Business—Current Target Delivery Plan and Operating Targets*”) by leveraging our unique competitive strengths:

Consolidate our position as the residential industry leader in Spain.

Our strategy is to capitalize on the recovery of the Spanish residential development market and consolidate our position as the residential industry leader in Spain. To do so, we accelerated the number of active units in 2017 to 2,263 active units as of the date of this Prospectus and are targeting run-rate deliveries of 4,500 to 5,000 residential units per year by 2021 to take advantage of our unique geographic footprint in primary cities (*e.g.*, Madrid, Barcelona, Malaga, Valencia and Seville), top tourist destinations and secondary cities.

As part of our strategy, we will leverage on and enhance our existing platform and brand and we will continue to seek and retain additional human talent with extensive land development and real estate expertise that will help us respond to the increased demand for residential real estate and keep us on track to meet our targets. Our market leadership and strong growth prospects place us in a unique position to attract the best talent.

Active management of our land bank through exposure to land under the land-permitting process and the potential for profitable land sales.

We have significant value creation potential via exposure to land under the land-permitting process. The size and characteristics of our land bank gives our senior management team the opportunity to generate value not only through the development of residential homes but also through the active management of land under the land-permitting process. By leveraging on the unique land bank management capabilities of our dedicated in-house team of eight full-time employees, which is fully focused on maximizing the value of our land bank, and the strategic locations of the land plots we have under the land-permitting process (mainly located in Madrid, Barcelona, Malaga and Valencia), we plan to capture additional value by transforming land under the land-permitting process into fully permitted land. Our capital expenditure urbanization program of €265 million is expected to create an increase in value (*i.e.*, additional GAV and NAV) of 1.5 to 2 times the capex invested (*vis-à-vis* GAV pre capex). In addition, the ability to actively manage our land bank should help us adapt our production plan to market demand. Given the size of our land bank (we have almost eight years of residential land bank, assuming we do not make any land sales, at our target run-rate of 4,500 to 5,000 residential units per year by 2021), not only do we not need to acquire land in the short and medium term but we also have the ability to sell land. We believe this is a critical differentiating factor versus our competitors as we expect to benefit from (i) high visibility on our margins and future projects, as all our land bank values are already fixed, whereas our competitors have to gradually replenish their land bank in an inflationary land market where there is increasing scarcity of quality land, and (ii) high visibility on the product we will be developing as we already know all the land plots on which we will carry out our development activities, with no uncertainty regarding securing the land itself.

Our business strategy contemplates potential selective sales from our land bank portfolio worth up to approximately €500 million in the aggregate, based on GAV as of September 30, 2017, made over the next three to five years. This amount does not take into account potential land price appreciation or value creation from capital expenditure. We would expect these sales to relate to both residential and commercial land, and would enter into transactions on an opportunistic basis in order to generate additional profitability and liquidity for our business and/or shareholder returns and distributions. Sales will take place only when margins are attractive and other alternatives do not propose higher returns. Our land sales are likely to be weighted towards the medium term (three to five years) to allow for value creation for our shareholders coming from (i) the current inflationary land market, which is expected to continue and even accelerate in many locations in the coming years, (ii) value creation linked to the completion of capital expenditure projects on the urbanization of many of our land plots and (iii) the conversion of some of our land plots currently under the land-permitting process to fully permitted land.

Opportunistic approach to commercial development.

We plan to maximize the value of our commercial portfolio after rigorously analyzing, on a case-by-case basis, the different alternatives we may have, including opportunistic land sales if the margins are attractive and other alternatives are not expected to yield a higher return (e.g., as recently done in Valdebebas (Madrid) or Viladecans (Barcelona)), turnkey projects with upfront payments from the buyer to guarantee returns before the project is started (e.g., as recently done in Josefa Valcarcel (Madrid)), and de-risked development through joint ventures. We expect a back-ended implementation picking up in the next three to four years and target to crystallize full value of this portfolio in five to six years.

Continued operational excellence.

A fundamental part of our strategy is to strive for excellence in all areas of operation. We intend to operate in a responsible and ethical manner, focusing on the needs of the communities where we build homes and operating within defined environmental limits. We will continue to develop innovative and desirable high-quality homes in areas with demand across the Spanish territory through a client-centric approach. We want impeccable corporate governance to be a key part of our identity. We intend to do business in a socially responsible and ethical manner, respecting the law, protecting the environment and never compromising our integrity. We aim to become the developer of choice for customers, employees, communities and shareholders.

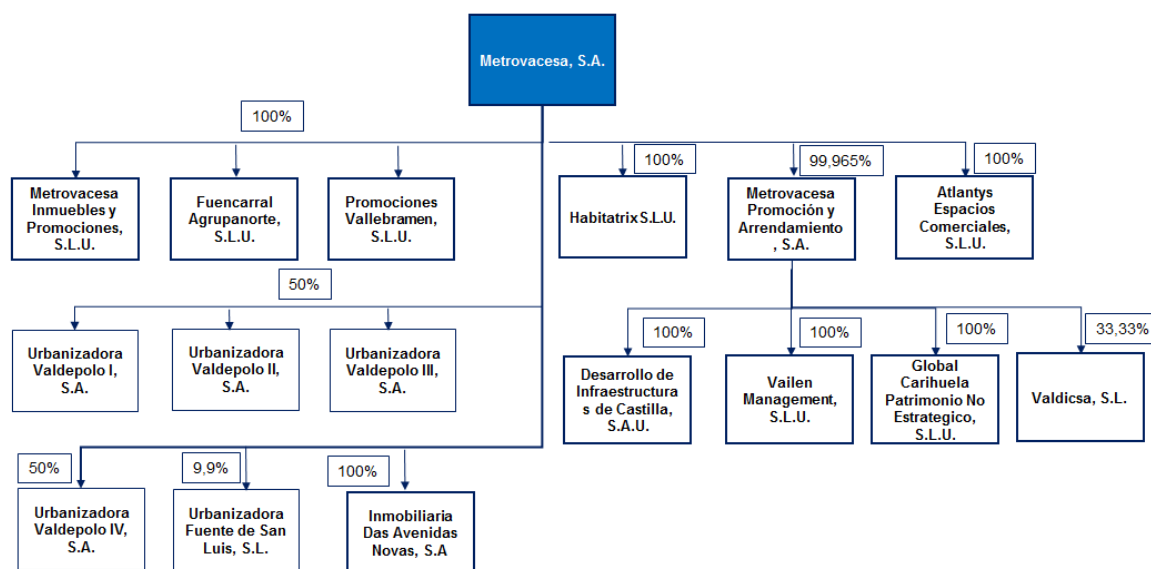
Conservative capital structure and attractive shareholder return.

We will work to maximize long-term return to our shareholders while focusing on risk management and being mindful of our overall responsibilities. We aim to maintain a conservative capital structure to comply with our medium term LTV target of 15% to 20% (see “Business—Current Target Delivery Plan and Operating Targets”).

In the period from approximately three to six years from the date of this Prospectus we are targeting to have a strong dividend profile, since we will not be buying land (in fact we aim to be selling land in this period) despite having the highest number of targeted deliveries among our competitors, targeting to return over 80% of free cash flow to equity to shareholders in the medium term. After the sixth year from the date of this Prospectus, our dividend profile will be defined depending on the cycle, potentially making some land acquisitions, and we target to have less than 15,000 units in our residential land bank by such time. See “Dividend Policy” for further details on our dividend policy.

Our Corporate Structure

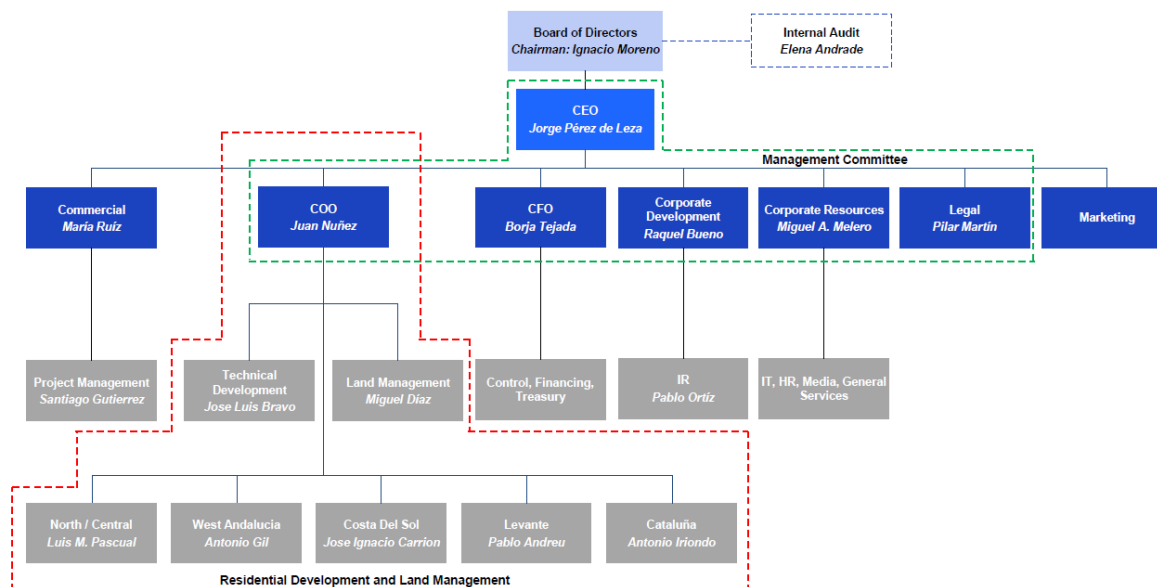
The chart below sets forth an overview of our corporate structure as of the date of this Prospectus:



For more information regarding our subsidiaries please refer to “*Additional Information—Corporate Structure.*”

Our Organizational Structure

The chart below sets forth our organizational structure as of the date of this Prospectus:



Given our widespread capillarity in Spain, we operate our business through five established regional offices (located in Madrid, Barcelona, Valencia, Seville and Malaga). Although our management is centralized, our development activities are run to a great extent from our regional offices, which operate in the main regions where our business is focused.

Our Centralized Team

We have highly experienced senior and regional management teams in the residential development business. Our senior management team has a significant breadth and depth of expertise with an average of 18 years of experience in the industry, including expertise in land development and urban planning, working closely with local authorities.

Our Regional Team

Our centralized management team is backed by full in-house regional teams with nationwide capillarity and first-hand knowledge of regional dynamics, local relationships and local regulations. Each of our five regional teams is led by a regional director, with an average of 21 years’ experience in the industry. Additionally, each of our regional offices has two or three project managers that handle approximately five projects at a time and 25 full time employees at run-rate. Our regional teams enable us to better conduct market feasibility analysis, elaborate business plans, oversee day-to-day construction, coordinate marketing efforts and ensure quality and time efficiency in our business. The size of our regional teams gives us enough scale for ramp-up with capacity for growth.

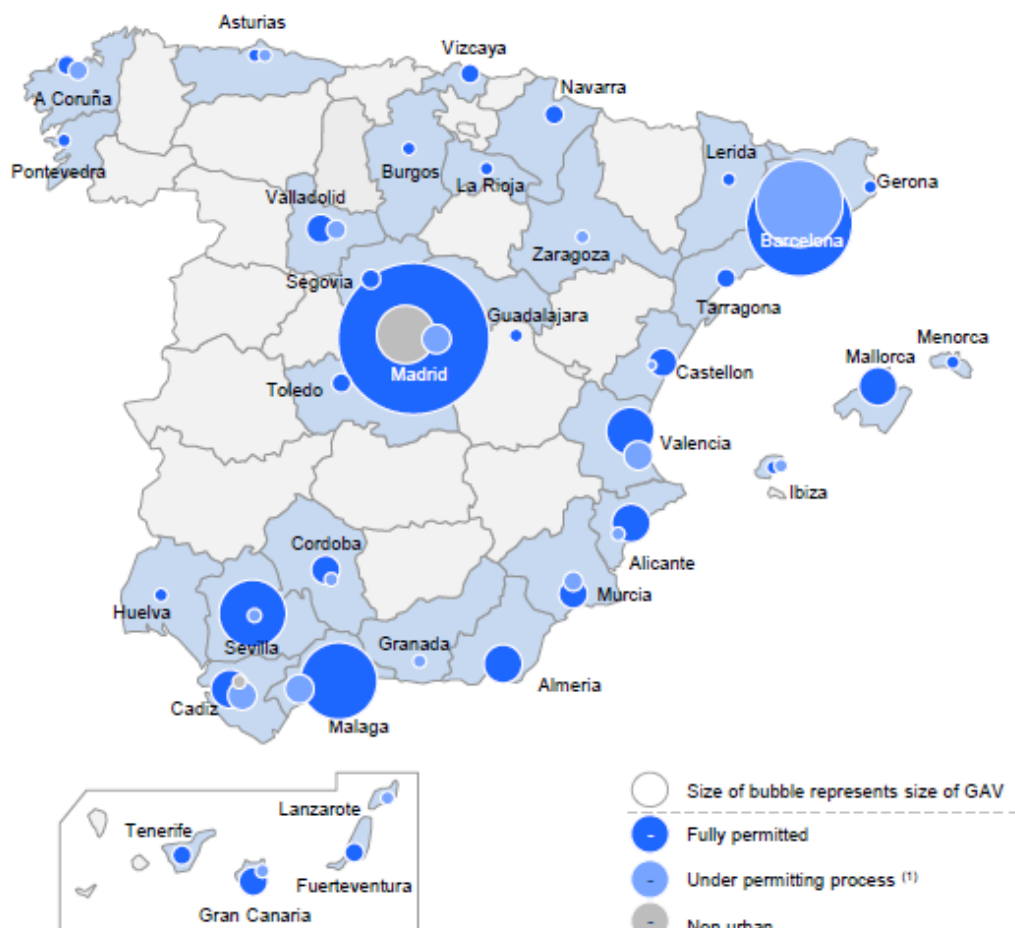
Our Portfolio

As of September 30, 2017, our land bank portfolio was comprised of approximately 37,500 buildable units, with an aggregate GAV of €2.6 billion (€1.9 billion GAV residential and €0.7 billion GAV commercial) and an aggregate area of buildable sqm of 6.1 million (4.8 million residential and 1.3 million commercial).

We have a unique and diversified land bank portfolio in terms of location, with presence in 31 of the 50 provinces of Spain. Most of our land bank portfolio is located in the largest cities of Spain (accounting for

approximately 67% of our land bank portfolio as of September 30, 2017 in terms of GAV), including Madrid, Barcelona, Malaga, Valencia and Seville. In addition, we target top tourist destinations (accounting for approximately 20% of our land bank portfolio as of September 30, 2017 in terms of GAV), such as the Costa del Sol, Balearic Islands, Canary Islands or the coast of Cadiz, and selected and dynamic secondary cities (accounting for approximately 13% of our land bank portfolio as of September 30, 2017 in terms of GAV) where there is low competition and that present a significant upside potential. This geographic capillarity allows us to tap into a larger demand base than our peers, de-risking our ramp-up phase.

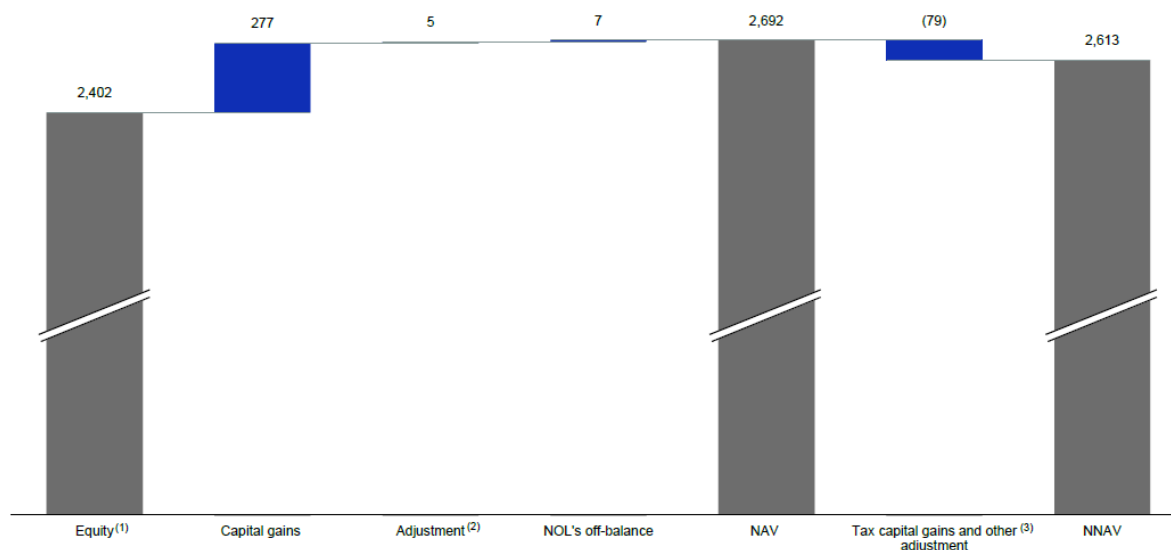
The following map shows the location of our land bank portfolio as of the date of this Prospectus.



As of September 30, 2017 our €1.9 billion GAV residential land portfolio consisted of €1.3 billion GAV (186 land plots) of fully permitted land for residential use, of which €217 million were active development projects, with 2,263 active units as of the date of this Prospectus, and €553 million GAV of land under land-permitting process for residential use. Our €0.7 billion commercial land portfolio consisted of €577 million GAV of fully permitted land for commercial use, €14 million of which is undergoing transformation of use with a target timing to obtain approval of less than 12 months, and €08 million GAV of land under the land-permitting process for commercial use (all as of September 30, 2017).

As of September 30, 2017, our net asset value (“NAV”) stood at €2,692 million, calculated based on the total equity of our Pro Forma Consolidated Financial Information as of September 30, 2017, unrealized gross capital gains and adjusted by deferred tax liabilities, other assets and liabilities and the net operating losses not recognized in the balance sheet times the effective tax rate of 25%. If this is adjusted by the tax of the unrealized gross capital gains at the effective tax rate of 25% and other adjustments, our net NAV (“NNAV”), as of September 30, 2017 stood at €2,613 million.

BV Equity to NNAV bridge (Sep-2017) (€m)



(1) “Equity” As reported in the Pro Forma Consolidated Financial Information as of September 30, 2017.

“Capital Gains” is calculated as follows: €2,578 million of GAV as of September 30, 2017 minus €1,885 million of book value of the inventories of the Pro Forma Consolidated Financial Information, plus € million of advanced payment to suppliers, minus €74 million of investment properties of the Pro Forma Consolidated Financial Information, minus €45 million of market value of the land plots owned by subsidiaries companies (Urbanizadora Valdepolo, I, S.A, Urbanizadora Valdepolo, II, S.A, Urbanizadora Valdepolo, III, S.A, and Urbanizadora Valdepolo, IV, S.A.).

(2) “Adjustments” is calculated as follows: deferred tax assets including deferred taxes for €9 million and pro forma adjustment (€) million.

“NOL’s off-balance” includes €7 million of non-operating losses of Metrovacesa Arrendamiento kept out of the balance sheet as of September 30, 2017.

(3) “Tax Capital gains and other adjustment” includes €69 million of tax on capital gains off balance sheet, pro forma adjustment €4 million and other adjustments €6 million.

The following table sets out certain key metrics of our land bank portfolio as of September 30, 2017:

Land Plot	Fully permitted			Under land-permitting process			Total		
	GAV ⁽¹⁾	% of GAV	Number of Land Plots	GAV ⁽¹⁾	% of GAV	Number of Land Plots	GAV ⁽¹⁾	% of GAV	Number of Land Plots
Residential.....	1,340	52%	186 ⁽²⁾	553	21%	69	1,893	73%	255
Commercial.....	577	22%	27 ⁽³⁾	108	4%	7	684	27%	34
Total	1,917	74%	213	661	26%	76	2,578	100%	289

(1) In millions of euro.

(2) 51 active developments, €17 million GAV, as of the date of this Prospectus.

(3) Includes Clesa land plot in Madrid which is fully permitted under transformation of use and accounts for around 17% of commercial GAV.

The following tables set forth a detailed summary of our land bank portfolio as of September 30, 2017. The information contained in these tables has been extracted directly from the Valuation Reports included elsewhere herein. These following adjustments have been made to the Valuation Reports:

- Valdicsa, in which we own a 33% stake (*participada por puesta en equivalencia*) has not been taken into consideration in the tables below (€0.4 million GAV as of September 30, 2017); and
- the number of units for Alcorcon, according to our internal estimates, is 2,521 (including Distrito Norte Promotora MVC Alcorcón Norte and Valdepolo I-IV) while the Savills Reports include 1,845 units in the Savills Valuation Reports. Currently, these land plots are classified as non-urban land, although the he City Hall of Alcorcon has initiated the process to review the General Plan which may allow the

Alcorcon land plot to be classified as land suitable for development (*suelo urbanizable*). The difference in the number of units derives from the fact that, for urbanization optimization reasons, Savills assumes a lower number of bigger units (without negatively affecting the valuation).

Regarding the Camino de Sta. Maria (Ciudad del Bienestar) (Aldeamayor, Valladolid) land plot, the value provided in the following table reflects our ownership percentage in such property (39.75% or 487 units), after subtracting the percentage assigned to the local government (15%). For valuation purposes, Savills has valued 100% of the land plot, with a total number of residential units of 1,441.

In addition, all references to GDV in the tables refer to the total units for each land plot (not just active units). In the case of commercial land plots, GDV reported by Savills includes the rental income and the potential exit value of the development of the yielding property. Therefore, GDV/sqm ratio may result higher than the GAV/sqm from yielding comparable assets. For comparison purposes, we believe it is more accurate to calculate GAV at completion for commercial land plots based on a rent and yield methodology (note that Savills provides the current market rent and exit yield for assets with only commercial uses).

Residential

Name	Region	City	Urban permitting status	Buildable area (sqm)	Units	GAV (€MM)⁽¹⁾	GDV (€MM)⁽¹⁾	GAV €/sqm
Edificio Gregorio Marañon	Andalusia	Almería	Fully permitted	12,997	98	18	25	1,346
“La Pipa” MNO3, MNO2	Andalusia	Almería	Fully permitted	10,144	82	7	19	661
Almerimar	Andalusia	El Ejido	Fully permitted	22,425	253	6	38	288
Mundo Aguilon (Mundo Aguilon Feel Priviledge included)	Andalusia	Pulpí	Fully permitted	242,778	1,751	52	290	214
2.PE.11 “Acceso Sur”	Andalusia	Algeciras	Fully permitted	27,000	300	6	42	240
Sectores 2 “Pajarete”	Andalusia	Algeciras	Developable	10,846	100	2	16	187
Sotorebolo P-1.3-1.4	Andalusia	Algeciras	Fully permitted	3,079	50	2	5	572
Residencial Oasis	Andalusia	Algeciras	Fully permitted	3,882	32	2	7	465
Avda. de la Marina	Andalusia	Algeciras	Fully permitted	3,542	30	1	6	395
Plaza del Coral	Andalusia	Algeciras	Fully permitted	3,651	34	1	6	370
La Reserva de Sotorebolo	Andalusia	Algeciras	Fully permitted	1,000	8	1	2	683
Coto San José	Andalusia	Chiclana	Developable	10,887	70	7	29	604
SUP S-32 “Pozoalbero Norte”	Andalusia	Jerez	Fully permitted	24,506	279	14	43	578
“Ctra.de Rota” Arboleda	Andalusia	Pto.Sta.María	Developable	33,516	163	15	69	440
Puerto Sherry	Andalusia	Pto.Sta.María	Developable	18,676	106	5	40	284
Villanueva Aldea Real	Andalusia	Puerto Real	Fully permitted	16,177	106	11	29	668
SUP-R8	Andalusia	Rota	Fully permitted	6,035	60	3	11	414
Avda. de la Libertad (Complejo Pier 1 included)	Andalusia	Rota	Fully permitted	7,920	80	2	12	253
Sotogrande	Andalusia	San Roque	Fully permitted	15,800	99	9	39	570

Name	Region	City	Urban permitting status	Buildable area (sqm)	Units	GAV (€MM) ⁽¹⁾	GDV (€MM) ⁽¹⁾	GAV €/sqm
PPO-5 (Mirador de La Albaida included)	Andalusia	Córdoba	Fully permitted	29,750	250	12	59	403
PPO-3	Andalusia	Córdoba	Fully permitted	20,372	167	9	36	428
PERI SS-8 "Cordel de Écija"	Andalusia	Córdoba	Organized	20,628	216	9	37	415
PPO-7, Manzana 10 (Córdoba)	Andalusia	Córdoba	Fully permitted	17,054	121	9	33	545
PPO-7, Manzana 4	Andalusia	Córdoba	Fully permitted	14,406	121	8	28	540
El Brillante (Villas de Alhaken F1 included)	Andalusia	Córdoba	Fully permitted	12,964	40	7	25	517
PPO-6	Andalusia	Córdoba	Fully permitted	2,312	23	1	4	292
Avda. de las Ollerias	Andalusia	Córdoba	Developable	1,610	16	1	3	481
Playa Granada	Andalusia	Motril	Organized	8,583	50	1	13	76
Residencial Atlantia	Andalusia	Huelva	Fully permitted	5,250	45	2	9	429
C/ de la Marineros (Albacora Villages)	Andalusia	Isla Cristina	Fully permitted	7,775	61	4	16	476
El Carambolo	Andalusia	Camas	Non Urban	0	0	0	0	n.a.
Entrenúcleos	Andalusia	Dos Hermanas	Fully permitted	45,365	425	7	59	144
Valparaiso	Andalusia	San Juan de Aznalfarache	Fully permitted	8,204	78	3	13	323
SUS-DBP-02 "Palmas Altas" El Cuarto	Andalusia	Sevilla	Fully permitted	211,681	1,665	134	442	635
Heineken	Andalusia	Sevilla	Organized	16,055	114	12	36	771
Gonzalo de Bilbao	Andalusia	Sevilla	Fully permitted	210	0	0	0	1,253
C.Rastro Jardines de Murillo	Andalusia	Sevilla	Fully permitted	124	0	0	0	758
A. Virgen Rocio	Andalusia	Sevilla	Fully permitted	90	0	0	0	589
"Alhaurín"	Costa del Sol	Alhaurín de la Torre	Fully permitted	4,865	23	3	9	682
La Alborada (La Alborada F1 + F2 included)	Costa del Sol	Benahavis	Fully permitted	19,416	145	23	60	1,181
Casares Golf	Costa del Sol	Casares	Fully permitted	5,255	43	3	9	504
Doña Julia	Costa del Sol	Casares	Fully permitted	7,057	65	2	11	248
Norte de Cancelada (Le Mirage IV- R9 included)	Costa del Sol	Estepona	Fully permitted	52,090	319	34	97	646
SUP-E9 Vallebramen	Costa del Sol	Estepona	Fully permitted	13,412	74	8	23	565
Atalaya Park	Costa del Sol	Estepona	Fully permitted	12,439	103	8	43	643
Le Mirage I y II	Costa del Sol	Estepona	Fully permitted	8,949	72	7	17	814
Le Mirage III- R4	Costa del Sol	Estepona	Fully permitted	7,828	66	7	18	882

Name	Region	City	Urban permitting status	Buildable area (sqm)	Units	GAV (€MM) ⁽¹⁾	GDV (€MM) ⁽¹⁾	GAV €/sqm
La Galera II	Costa del Sol	Estepona	Fully permitted	20,902	172	4	31	196
Le Mirage III- R5-R6	Costa del Sol	Estepona	Fully permitted	4,600	29	3	9	594
La Galera I	Costa del Sol	Estepona	Fully permitted	7,420	66	3	11	404
PPO "La Alcaidesa" RE.6	Costa del Sol	La Línea	Fully permitted	39,354	227	28	65	713
Torre del Rio	Costa del Sol	Malaga	Organized	34,263	297	37	126	1,080
Colinas del Limonar (Residencial Citrea included)	Costa del Sol	Malaga	Fully permitted	5,055	46	4	15	870
Peinado Grande	Costa del Sol	Malaga	Developable	7,438	22	2	13	208
Bahia de las Rocas	Costa del Sol	Manilva	Fully permitted	15,982	89	5	26	320
Bahía de las Rocas	Costa del Sol	Manilva	Fully permitted	14,910	94	5	27	363
Las Villas	Costa del Sol	Manilva	Fully permitted	3,913	13	3	6	672
Majestic Heights	Costa del Sol	Manilva	Fully permitted	7,821	47	3	14	393
Bahía de las Rocas P-51	Costa del Sol	Manilva	Fully permitted	6,030	46	2	11	375
URNP-RT "Artola II"	Costa del Sol	Marbella	Developable	13,961	178	6	39	444
URP-VB-7 Artola	Costa del Sol	Marbella	Fully permitted	7,045	53	6	23	781
Samisol Terrazas III	Costa del Sol	Marbella	Fully permitted	1,974	13	5	5	2,510
URP-VB-7 "Artola I"	Costa del Sol	Marbella	Fully permitted	1,941	9	2	5	855
Cuatro Vientos	Costa del Sol	Marbella	Fully permitted	8,618	65	2	14	209
Riva Residences	Costa del Sol	Marbella	Fully permitted	1,458	6	2	5	1,453
Samisol Terrazas II ⁽⁴⁾	Costa del Sol	Marbella	Fully permitted	469	3	1	1	1,858
URNP-RT+SG "Torreladrones"	Costa del Sol	Marbella	Non Urban	0	0	0	0	n.a.
Cortijo Bajo	Costa del Sol	Mijas	Developable	7,877	58	4	16	470
La Almachada	Costa del Sol	Mijas	Developable	4,995	38	3	10	561
Cala de Mijas	Costa del Sol	Mijas	Fully permitted	5,730	41	3	13	471
La Cizaña (Residencial Nereidas included)	Costa del Sol	Torremolinos	Fully permitted	32,151	260	35	90	1,096
SUP L-4 "Castillo de Lagos"	Costa del Sol	Vélez	Fully permitted	17,648	138	13	35	746
SUP T-10 Torre del Mar	Costa del Sol	Vélez	Fully permitted	12,183	99	2	18	135
SUP T-11	Costa del Sol	Vélez	Fully permitted	4,365	60	1	9	298
Montesión UA-16	Castilla La Mancha	Toledo	Fully permitted	40,040	59	13	40	335

Name	Region	City	Urban permitting status	Buildable area (sqm)	Units	GAV (€MM) ⁽¹⁾	GDV (€MM) ⁽¹⁾	GAV €/sqm
Sector 25-El Pollo	Castilla Leon	Burgos	Fully permitted	19,150	138	10	40	501
Sector B	Castilla Leon	Segovia	Fully permitted	68,315	531	20	102	295
Sector A	Castilla Leon	Segovia	Fully permitted	37,357	295	12	56	309
Resto SSGG Valladolid	Castilla Leon	Valladolid	Developable	2,317	12	1	3	217
La Hacienda III	Castilla Leon	Aldeamayor	Fully permitted	9,943	80	3	11	325
La Hacienda VI	Castilla Leon	Aldeamayor	Fully permitted	701	6	0	1	271
S.38 "Pinar del Jalón"	Castilla Leon	Valladolid	Fully permitted	12,692	139	8	24	606
S.44 "Jalón Industrial"	Castilla Leon	Valladolid	Fully permitted	13,227	140	7	24	549
"Ariza" "Cicova" parc. 2	Castilla Leon	Valladolid	Fully permitted	8,640	86	6	18	722
S.51 "Las Arenas", SSGG Jalón	Castilla Leon	Valladolid	Developable	16,764	150	4	26	214
Mirador del Jalón	Castilla Leon	Valladolid	Fully permitted	2,400	18	1	4	513
APE-46 "Azucarera Sª Victoria" P-4	Castilla Leon	Valladolid	Fully permitted	6,833	92	1	13	212
S.50 "Los Santos 2", SSGG Jalón	Castilla Leon	Valladolid	Fully permitted	2,686	25	1	4	372
S.28 "Florida"	Castilla Leon	Valladolid	Organized	522	6	0	1	285
Las Termicas	Catalonia	Sant Adria de Besos	Developable	85,304	427	56	252	662
Sector Bareu	Catalonia	Arenys de Mar	Fully permitted	23,238	235	9	56	404
AD20	Catalonia	Barberá del Vallés	Organized	11,949	118	7	30	557
Ramón Turró "Fr.Maritim Poble Nou"	Catalonia	Barcelona	Organized	5,625	57	8	21	1,509
C/ Navas de Tolosa	Catalonia	Barcelona	Fully permitted	2,277	21	3	7	1,111
Pere IV UA12 PERI. Pallars ⁽⁴⁾	Catalonia	Barcelona	Fully permitted	696	5	2	2	2,914
C/ Dr. Barraquer	Catalonia	Castelldefels	Fully permitted	1,608	10	2	4	1,045
"Castellar del Vallés"	Catalonia	Castellar del Vallés	Developable	6,143	62	4	11	570
La Seda / La Papelera	Catalonia	El Prat de Llobregat	Developable	176,383	1,590	50	416	282
PAU II Concordia	Catalonia	Manresa	Fully permitted	24,610	274	7	44	282
Alcoholera	Catalonia	Manresa	Developable	9,081	76	3	16	338
Calderotas	Catalonia	Martorell	Organized	16,260	187	1	33	72
Can Fabregas	Catalonia	Mollet del Vallés	Organized	13,087	123	3	26	202
Edifici Ernest Lluch	Catalonia	Montornés	Fully permitted	9,922	72	5	16	505

Name	Region	City	Urban permitting status	Buildable area (sqm)	Units	GAV (€MM) ⁽¹⁾	GDV (€MM) ⁽¹⁾	GAV €/sqm
PuigAntich	Catalonia	Montornés	Fully permitted	5,114	37	2	9	403
C/ Tetuan	Catalonia	Sabadell	Organized	10,697	88	5	22	457
Can Gambus	Catalonia	Sabadell	Fully permitted	11,057	101	5	23	449
La Guinardera II-1ªF	Catalonia	Sant Cugat	Fully permitted	14	0	0	0	519
La Guinardera II VTA	Catalonia	Sant Cugat	Fully permitted	39	0	0	0	519
Rat Penat	Catalonia	Sitges	Fully permitted	4,032	28	5	16	1,238
Parque Vall Paradis CªRubí	Catalonia	Tarrasa	Organized	15,431	144	11	36	685
Gasómetro I	Catalonia	Tarrasa	Fully permitted	8,814	88	7	22	776
Pedraforca	Catalonia	Tarrasa	Fully permitted	18,766	175	6	34	301
Av. Barcelona 102-112	Catalonia	Tarrasa	Fully permitted	5,924	50	5	10	776
Rbla Nebridi	Catalonia	Tarrasa	Fully permitted	5,051	50	4	10	792
Fupar Fira	Catalonia	Tarrasa	Fully permitted	8,984	96	4	20	482
C/ Doctor Pearson, 52	Catalonia	Tarrasa	Fully permitted	6,842	84	3	14	387
Prat de la Riba	Catalonia	Tarrasa	Fully permitted	4,404	55	3	10	769
C/Marconi, 126	Catalonia	Tarrasa	Fully permitted	8,087	83	3	15	365
C/ Tarragona, 107	Catalonia	Tarrasa	Fully permitted	4,602	43	2	9	352
Cooperativa P3-3	Catalonia	Tarrasa	Fully permitted	2,887	28	2	6	766
C/ Bilbao, 1	Catalonia	Tarrasa	Fully permitted	2,814	32	1	5	181
C/Manresa, 86	Catalonia	Tarrasa	Fully permitted	1,266	14	0	2	245
Sector Llevant	Catalonia	Viladecans	Organized	11,221	110	3	26	285
C/ Rutlla, 87	Catalonia	Gerona	Fully permitted	989	10	1	2	627
Copa D'or	Catalonia	Lleida	Fully permitted	18,330	141	6	30	316
La Llotja	Catalonia	Lleida	Fully permitted	27,290	240	3	40	102
C/ Sant Pauli de Nola, 35	Catalonia	Lleida	Fully permitted	7,625	45	2	12	243
Copa D'or Fase I (Residencial Inspira)	Catalonia	Lleida	Fully permitted	4,197	33	2	7	357
C/ Manuel Carrasco, 21	Catalonia	Lleida	Fully permitted	5,748	48	1	8	167
C/ Lluís Mestres, 4 (Edifici Lluís Mestres included)	Catalonia	Tarragona	Fully permitted	4,260	43	3	9	716
C/ Joan Miró, 5	Catalonia	Tarragona	Fully permitted	2,030	20	2	5	808

Name	Region	City	Urban permitting status	Buildable area (sqm)	Units	GAV (€MM) ⁽¹⁾	GDV (€MM) ⁽¹⁾	GAV €/sqm
Sant Jordi UA.10d	Catalonia	Torredembarra	Fully permitted	10,575	93	9	22	813
Espartales Norte	Community of Madrid	Alcalá de Henares	Fully permitted	5,900	50	3	12	559
Alcorcón Valdepolo I-IV	Community of Madrid	Alcorcón	Non Urban	269,258	1,215	45	401	166
Distrito Norte	Community of Madrid	Alcorcón	Non Urban	231,854	853	37	312	160
Promotora MVC (ALCORCON NORTE)	Community of Madrid	Alcorcón	Non Urban	118,581	453	22	166	189
Valdepolo I-IV (Yeguada)	Community of Madrid	Alcorcón	Non Urban	-	0	0	0	n.a.
Cerro del Castillo	Community of Madrid	Arganda del Rey	Fully permitted	13,675	200	3	22	241
Residencial Mirador de Guadarrama	Community of Madrid	Collado Villalba	Fully permitted	5,100	64	6	6	1,078
La Estación	Community of Madrid	Getafe	Developable	38,118	380	10	50	270
Complejo Mesena	Community of Madrid	Madrid	Fully permitted	18,400	160	38	92	2,064
Los Cerros	Community of Madrid	Madrid	Organized	175,056	1,644	19	92	111
Suelo Nieremberg (Normon) ⁽²⁾	Community of Madrid	Madrid	Fully permitted	10,916	87	19	48	1,769
Rosales Residencial	Community of Madrid	Madrid	Fully permitted	14,619	132	15	27	1,040
Santiago Cordero	Community of Madrid	Madrid	Organized	5,517	60	5	14	843
C/ Valliciergo, 4	Community of Madrid	Madrid	Developable	1,451	18	2	5	1,654
Prolongación Castellana	Community of Madrid	Madrid	Developable	287	3	0	1	1,168
Plaza del Liceo	Community of Madrid	Madrid	Fully permitted	385	0	0	0	473
Real de Aravaca	Community of Madrid	Madrid	Fully permitted	30	0	0	0	600
Villas de Miramadrid	Community of Madrid	Paracuellos del Jarama	Fully permitted	8,466	46	6	16	707
Balcón de las Artes ⁽²⁾	Community of Madrid	Paracuellos del Jarama	Fully permitted	1,258	12	2	2	1,864
Arpo	Community of Madrid	Pozuelo de Alarcón	Organized	46,289	252	25	111	540
Sector "El Postiguillo" ⁽⁵⁾	Community of Madrid	Valdemoro	Fully permitted	20,653	187	7	42	331
Residencial San Cosme	Community of Madrid	Valdemoro	Fully permitted	5,120	43	3	8	488
Sector RB.5A "Cantonegro" ⁽⁵⁾	Community of Madrid	Valdemoro	Fully permitted	942	9	1	3	603
Monte la Villa	Community of Madrid	Villaviciosa de Odón	Fully permitted	11,700	39	3	20	286
UE-1 Vinival	Valencian Community	Alboraya	Developable	57,099	445	17	127	305
Alfajar	Valencian Community	Alfajar	Fully permitted	12,378	134	12	23	965
Benalua	Valencian Community	Alicante	Fully permitted	18,914	143	9	35	477

Name	Region	City	Urban permitting status	Buildable area (sqm)	Units	GAV (€MM) ⁽¹⁾	GDV (€MM) ⁽¹⁾	GAV €/sqm
APD-6 "Cornisa de San Agustín" "Mirador de San Blas"	Valencian Community	Alicante	Fully permitted	14,062	121	8	23	535
Albufereta	Valencian Community	Alicante	Organized	15,099	123	5	31	325
Mirador de San Blas I	Valencian Community	Alicante	Fully permitted	3,533	32	5	5	1,378
Mirador del Sur	Valencian Community	Alicante	Fully permitted	4,320	0	4	4	992
Parque Dorado I y II	Valencian Community	Alicante	Fully permitted	454	0	1	1	1,202
Parque Norte	Valencian Community	Alicante	Fully permitted	855	0	0	0	582
Parque Paraiso I y II	Valencian Community	Alicante	Fully permitted	172	0	0	0	90
U.E. 3 del E-27	Valencian Community	Elche	Fully permitted	31,324	263	19	56	621
E.2 AR-88	Valencian Community	Elche	Organized	9,651	97	5	18	515
Sector 6	Valencian Community	Finestrat	Fully permitted	5,655	69	1	12	258
Adsubia-Rebaldi 3	Valencian Community	Jávea	Developable	1,346	9	1	3	691
Nou Nazareth	Valencian Community	Sant Joan de Alacant	Fully permitted	20,853	170	5	31	248
Castellet	Valencian Community	San Vicente d Raspeig	Organized	12,056	120	1	18	71
PERI "El Acequión" UE-2	Valencian Community	Torreveija	Fully permitted	44,547	449	29	102	655
Benicásim Golf	Valencian Community	Benicasim	Fully permitted	27,900	212	16	54	562
Panoramica II y III	Valencian Community	Castellón	Fully permitted	30,060	296	11	43	378
Avda. Enrique Gimeno, 79	Valencian Community	Castellón	Fully permitted	23,440	260	4	32	174
Avda. Valencia, 95	Valencian Community	Castellón	Fully permitted	8,420	65	1	10	131
SECTOR UER-17-CASTELLON	Valencian Community	Castellón	Organized	8,604	79	1	16	171
Pinar del Golf	Valencian Community	Castellón	Fully permitted	656	0	1	1	1,007
Panoramica I	Valencian Community	Castellón	Fully permitted	100	0	0	0	180
Almenara I y II	Valencian Community	Castellón	Fully permitted	100	0	0	0	280
PAI "Belcaire Sur"	Valencian Community	Moncofar	Fully permitted	14,142	130	7	22	512
Edificio Puerta del Mediterráneo	Valencian Community	Oropesa de Mar	Fully permitted	1,325	19	1	2	974
Betera II	Valencian Community	Bétera	Fully permitted	10,468	70	5	17	458
Sector R-10, R-11 y R-12	Valencian Community	Bétera	Organized	22,182	132	4	40	187
Sector R-8 y R-9	Valencian Community	Bétera	Fully permitted	6,455	35	3	10	416
Villas de la Calderona	Valencian Community	Bétera	Fully permitted	3,491	19	1	5	426

Name	Region	City	Urban permitting status	Buildable area (sqm)	Units	GAV (€MM) ⁽¹⁾	GDV (€MM) ⁽¹⁾	GAV €/sqm
Sector SP-1	Valencian Community	El Puig	Developable	12,092	84	2	21	178
Sectores SP-3 y 4	Valencian Community	El Puig	Developable	3,116	19	1	6	225
Parcela 4-Quart de Poblet	Valencian Community	Quart de Poblet	Fully permitted	31,005	261	8	41	271
Molí d'Animeta	Valencian Community	Quart de Poblet	Organized	19,771	177	1	26	30
Sagunto Pueblo N.Palancia	Valencian Community	Sagunto	Fully permitted	26,592	241	11	42	418
SUP-2 Este	Valencian Community	Sagunto	Fully permitted	62,260	604	27	100	433
Sagunto Puerto SUNP-VI	Valencian Community	Sagunto	Organized	9,833	98	3	17	300
Residencial Vivaldi	Valencian Community	Sagunto	Fully permitted	3,342	21	1	5	355
Vedat VI	Valencian Community	Torrent	Fully permitted	1,705	8	1	2	413
Vedat VII	Valencian Community	Torrent	Fully permitted	3,053	16	1	4	446
Vedat VIII	Valencian Community	Torrent	Fully permitted	1,750	9	1	2	318
Vedat IV	Valencian Community	Torrent	Fully permitted	168	1	0	0	1,250
Camino Moreras II (Moreras F1 included)	Valencian Community	Valencia	Fully permitted	58,210	475	25	97	428
Benimaclet	Valencian Community	Valencia	Developable	54,485	490	13	112	242
Patraix	Valencian Community	Valencia	Fully permitted	9,179	81	4	15	399
Agustín Lara	Valencian Community	Valencia	Developable	8,966	88	3	17	335
C/ Valle de Ayora, 25	Valencian Community	Valencia	Fully permitted	1,382	18	1	3	543
Gandia Pio XI II y III	Valencian Community	Valencia	Fully permitted	1,386	0	1	1	983
Moreras VPO	Valencian Community	Valencia	Fully permitted	442	0	0	0	922
Metrovacesa Resort	Valencian Community	Valencia	Fully permitted	333	0	0	0	1,471
Paterna II	Valencian Community	Valencia	Fully permitted	25	0	0	0	598
Carcaixent I	Valencian Community	Valencia	Fully permitted	10	0	0	0	200
San Pedro de Visma	Galicia	A Coruña	Fully permitted	72,608	567	24	130	335
O Portiño	Galicia	A Coruña	Developable	96,228	915	19	165	202
Percebeiras	Galicia	A Coruña	Developable	29,032	234	15	67	517
La Gaiteira (Residencial Gaiteira, 30 included)	Galicia	A Coruña	Fully permitted	7,390	73	5	17	724
Avda. Buenos Aires (Residencial Novolerez)	Galicia	Pontevedra	Fully permitted	12,266	100	5	22	367
C/ Manuel Beiras	Galicia	Santiago de Compostela	Fully permitted	4,010	29	2	8	499

Name	Region	City	Urban permitting status	Buildable area (sqm)	Units	GAV (€MM) ⁽¹⁾	GDV (€MM) ⁽¹⁾	GAV €/sqm
San Marcos	Galicia	Santiago de Compostela	Fully permitted	10,107	69	1	6	82
Sector Levante ⁽³⁾	Balearic Islands	Mallorca	Fully permitted	183,588	556	80	365	436
Plaza de la Mar	Balearic Islands	Sant Josep de Sa Talaia	Organized	4,749	27	5	17	1,008
Avd. San Agustín	Balearic Islands	Sant Josep de Sa Talaia	Organized	3,634	19	3	11	736
C/ Sa Punta de S'Embarcador	Balearic Islands	Sant Josep de Sa Talaia	Fully permitted	1,994	14	2	7	990
Cala Llonga	Balearic Islands	Santa Eulalia del Rio	Fully permitted	5,637	37	2	14	314
Portmany 4.20	Balearic Islands	Sant Josep de Sa Talaia	Non Urban	0	0	1	0	n.a.
Avda. El Mirón	Canary Islands	Arucas	Fully permitted	5,001	48	1	6	126
Caleta Mária Luisa	Canary Islands	Abades	Fully permitted	22,627	284	4	34	194
Parque de la Reina	Canary Islands	Arona	Fully permitted	101,436	720	10	131	95
Avda. El Palm Mar	Canary Islands	Arona	Fully permitted	7,466	74	3	13	402
Candida Peña Bello	Canary Islands	Arona	Fully permitted	960	6	1	1	833
Corralejo Poligono 9	Canary Islands	La Oliva	Fully permitted	39,469	329	14	67	345
Las Torres	Canary Islands	Las Palmas de Gran Canaria	Fully permitted	38,036	415	12	68	325
Ctra de Chile, 37	Canary Islands	Las Palmas de Gran Canaria	Fully permitted	3,430	20	1	5	262
C/ Uruguay, 31	Canary Islands	Las Palmas de Gran Canaria	Fully permitted	1,555	14	1	3	412
C/ Alférez Provisional	Canary Islands	Las Palmas de Gran Canaria	Fully permitted	1,588	13	1	2	422
PPO "Barranco Seco"	Canary Islands	Las Palmas de Gran Canaria	Organized	1,698	18	1	4	397
Caleta de Famara	Canary Islands	Teguise	Organized	10,801	150	3	18	268
"Novocarthago"	Murcia	Cartagena	Organized	65,544	487	18	126	276
"Torre del Rame"	Murcia	Los Alcázares	Fully permitted	14,784	167	11	27	712
ZM-CH-4 UA.2 "Churra 4"	Murcia	Murcia	Fully permitted	47,198	471	19	83	404
PN-07 UA-2 "El Puntal" Ed. Montblanc	Murcia	Murcia	Fully permitted	12,922	117	12	29	893
Avda. de Madrid	Aragon	Zaragoza	Organized	5,610	50	4	14	738
Cesareo Alierta	Aragon	Zaragoza	Organized	17,931	135	1	24	80
Unipapel	La Rioja	Logroño	Fully permitted	8,775	104	3	16	356
terrazas	La Rioja	Logroño	Fully permitted	3,769	44	2	7	642

Name	Region	City	Urban permitting status	Buildable area (sqm)	Units	GAV (€MM) ⁽¹⁾	GDV (€MM) ⁽¹⁾	GAV €/sqm
Soto de Lezkairu (Soto de Lezkairu Fase 1 included)	Navarre	Pamplona	Fully permitted	27,822	232	17	62	622
Arrosadia (Arrosadia F1 included)	Navarre	Pamplona	Fully permitted	14,684	144	9	32	628
Lago de Arrosadia	Navarre	Pamplona	Fully permitted	6,338	38	5	10	798
Parque Serralta	Basque Country	Barakaldo	Fully permitted	22,451	259	11	54	486
Gaztelondo Berria	Basque Country	Gaztelondo	Fully permitted	6,503	47	6	18	966
330-Pza del Gas ⁽⁵⁾	Basque Country	Bilbao	Fully permitted	40	0	0	0	2,421
Vaqueros la Estrecha	Principality of Asturias	Oviedo	Organized	14,600	152	2	21	116
Total Residential				4,818,183	36,454	1,893	8,598	393

(1) Based on Valuation Reports.

(2) Metrovacesa Arrendamiento asset.

(3) Land that has a mixed residential and commercial use. Metrics are shown adjusted for the future expected weight of residential use.

(4) Developments already delivered as of the date of this Prospectus.

(5) GDV refers to 100% of the ownership, as reflected in Savills Valuation Reports.

Commercial

Name	Region / City	Urban permitting status	Buildable area (sqm)	Units ⁽²⁾	Main use	GAV (€MM) ⁽¹⁾	GDV (€MM) ⁽¹⁾	GAV (€/sqm)
5.UE.8 "Sotorebolo"	Andalusia / Algeciras	Fully permitted	4,600	0	Retail	2	6	473
Locales Sotorebolo	Andalusia / Algeciras	Fully permitted	457	0	Retail	1	1	1,139
"Crec.Resid.Norte" Albacerrado	Andalusia / Algeciras	Non urban	47,796	238	Hotel	11	89	225
3 UE.16 "Alamillos Este"	Andalusia / Algeciras	Organized	61,013	300	Retail	12	65	196
PPO "Barranco Balito"	Canary Islands / Mogan	Fully permitted	28,178	0	Hotel	27	69	958
Pere IV (Loinsa) ⁽²⁾	Catalonia / Barcelona	Organized	32,819	0	Office	35	192	1,055
Almogavers ^{(2) (5)}	Catalonia / Barcelona	Organized	16,733	0	Office	20	102	1,189
Balius ⁽²⁾	Catalonia / Barcelona	Organized	9,477	0	Office	12	62	1,282
Llacuna ⁽²⁾	Catalonia / Barcelona	Fully permitted	9,960	0	Office	14	64	1,426
Cornellá ⁽²⁾	Catalonia / Cornellá	Fully permitted	13,000	0	Office	8	54	651
La City Condominio ⁽²⁾	Catalonia / L.Hospitalet de Llobregat	Fully permitted	21,822	0	Hotel	19	69	849
La City ⁽²⁾	Catalonia / L.Hospitalet de Llobregat	Fully permitted	52,054	0	Office	52	264	1,001
La City	Catalonia / L.Hospitalet de Llobregat	Fully permitted	61,741	0	Office	63	305	1,024

Name	Region / City	Urban permitting status	Buildable area (sqm)	Units ⁽²⁾	Main use	GAV (€MM) ⁽¹⁾	GDV (€MM) ⁽¹⁾	GAV (€/sqm)
Avda. Manuel Fernandez Marquez, 13 (Edificio Llul 495 included)	Catalonia / Sant Adria de Besos	Fully permitted	15,541	32	Office	8	36	533
Vilamarina Oficinas ⁽²⁾	Catalonia / Viladecans	Fully permitted	16,800	0	Office	8	59	468
Fuencarral - Clesa	Community of Madrid / Madrid	Fully permitted	91,025	0	Office	114	453	1,255
Valdebebas Terc.	Community of Madrid / Madrid	Fully permitted	61,131	0	Office	81	390	1,329
Josefa Valcarcel	Community of Madrid / Madrid	Fully permitted	8,659	0	Office	16	53	1,839
Las Tablas A17-2 ⁽²⁾	Community of Madrid / Madrid	Fully permitted	8,708	0	Hotel	10	22	1,148
Manoteras 14 ⁽²⁾	Community of Madrid / Madrid	Fully permitted	12,016	0	Office	12	62	1,023
Monteburgos I ⁽²⁾	Community of Madrid / Madrid	Fully permitted	56,653	0	Office	85	355	1,509
Monteburgos II ⁽²⁾	Community of Madrid / Madrid	Fully permitted	11,250	0	Office	17	71	1,478
Monteburgos III ⁽²⁾	Community of Madrid / Madrid	Fully permitted	4,341	0	Office	6	28	1,446
“Valdelacasa”	Community of Madrid / Alcobendas	Fully permitted	20,655	0	Office	13	79	624
Parcela 62 y 63 Sigüenza ⁽²⁾	Castilla La Mancha / Sigüenza	Fully permitted	99,467	0	Other	1	n.a.	11
Parcela 3.3 Torija ⁽²⁾	Castilla La Mancha / Torija	Fully permitted	20,342	0	Other	1	n.a.	59
Parcela A Yunquera ⁽²⁾	Castilla La Mancha / Yunquera	Fully permitted	6,959	0	Other	0	n.a.	23
ZP-CH-03-2 Sector Este “Churra 3”	Murcia / Murcia	Organized	28,821	0	Office	9	34	302
Ribadesella	Principality of Asturias / Ribadesella	Fully permitted	200	0	Retail	0	0	595
Campo de Golf ⁽²⁾	Castilla Leon / Aldeamayor	Fully permitted	912	0	Other	4	4	3,839
Local Aldeamayor ⁽²⁾	Castilla Leon / Aldeamayor	Fully permitted	210	0	Other	0	0	395
Aldeamayor Golf	Castilla Leon / Aldeamayor	Fully permitted	42,481	21	Retail	10	48	234
Camino de Sta. María (Ciudad del Bienestar) ⁽⁶⁾	Castilla Leon / Aldeamayor	Developable	450,839	487	Other	10	113	21
Campo de Golf Mundo Aguilón	Andalusia / Pulpí	Fully permitted	0	0	Other	3	3	n.a.
Total Commercial	-	-	1,316,660	1,078		684	3,152	520

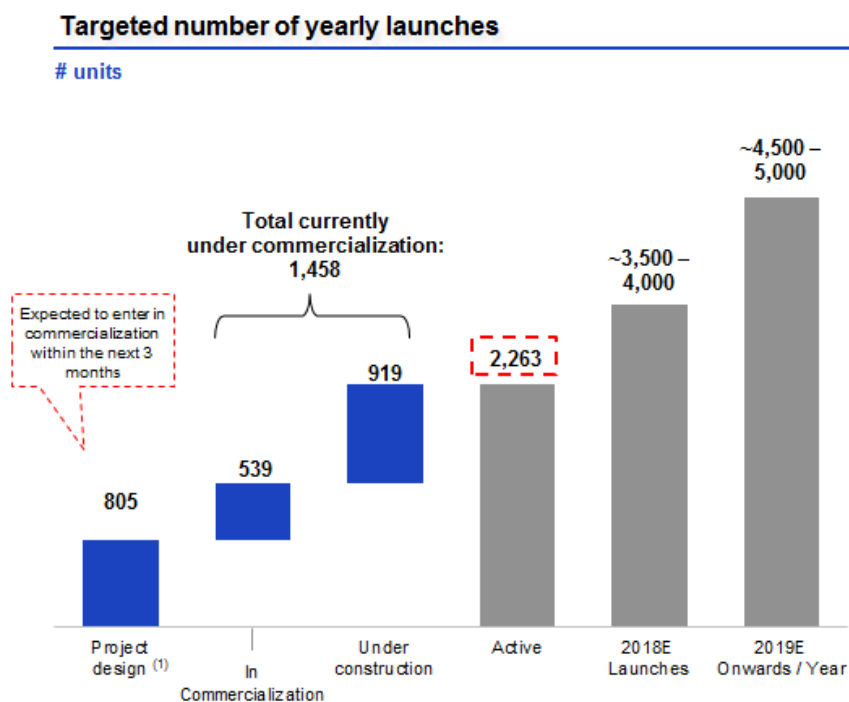
Name	Region / City	Urban permitting status	Buildable area (sqm)	Units ⁽²⁾	Main use	GAV (€MM) ⁽¹⁾	GDV (€MM) ⁽¹⁾	GAV (€/sqm)
Total Residential and Commercial	-	-	6,134,843	37,532		2,578	11,750	420

- (1) Based on the Valuation Reports.
(2) Metrovacesa Arrendamiento asset.
(3) Units are reflected in our commercial land that has a mixed residential and commercial use. Metrics are shown adjusted for the future expected weight of residential use.
(4) Developments already delivered as of the date of this Prospectus.
(5) "Fully permitted" since December 2017.
(6) GDV refers to 100% of the asset, as reflected in Savills Valuation Reports.

Residential Development

Our residential development line of business is the core component of our business. We are the leading residential developer in Spain in terms of residential buildable units (37,532, almost three times as many as our closest competitor, Aedas) number of buildable residential sqm (4.8 million sqm) and GAV (€1.9 billion, of which €1.3 billion of GAV is fully permitted), each as of September 30, 2017 (source: publicly filed prospectus and interim reports of competitors, Aedas, Neinor and Via Celere). As of September 30, 2017, our residential portfolio had an aggregate GDV of approximately €8.6 billion. As of the date of this Prospectus, we have 2,263 active units, of which 919 were from under construction to delivery phases, and represented €17 million in GAV and €85 million in GDV, and we have delivered 124 units.

The following chart sets forth the breakdown of active units of our residential land bank portfolio, as of the date of this Prospectus:



The following table sets forth the active units of our residential land bank portfolio by autonomous region as of the date of this Prospectus that correspond to 51 active developments. Active units include those units which are in the product design stage, in commercialization or under construction (including those that have received their first occupancy license).

Residential developments by autonomous region	City	Number of units ⁽¹⁾	Phase	Expected Delivery Date ⁽²⁾
Andalusia				
Artola Alta	Marbella	44	Project Design	2020
Bahia de las Rocas P-51	Manilva	46	Project Design	2020
C/Amapolas	Casares	43	Project Design	2019
C/Marineros (Albacora Villages)	Isla Cristina	61	Project Design	2020
Le Mirage IV R9	Cancelada-Estepona	78	Project Design	2020
El Brillante F1 (Villas de Alhaken F1)	Cordoba	21	Project Design	2020
La Alborada F1 + F2	Benahavis	58	Project Design	2020
Residencial Altantia	Huelva	45	Project Design	2020
Complejo Pier I	Rota	67	In Commercialization	2020
La Galera I	Estepona	66	In Commercialization	2019
Majestic Heights	Bahia de las Rocas	47	In Commercialization	2019
Mirador de la Albaida	Cordoba	40	In Commercialization	2020
Residencial Citrea	Malaga	25	In Commercialization	2020
Residencial Nereidas	Torremolinos	104	In Commercialization	2020
Residencial Oasis	Algeciras	32	In Commercialization	2019
Riva Residencias	Marbella	6	In Commercialization	2019
Edificio Gregorio Marañon	Almeria	98	Under Construction	2018
Le Mirage I y II	Cancelada-Estepona	72	Under Construction	2019
Le Mirage III (R-4, R-5 , R-6)	Cancelada-Estepona	95	Under Construction	2019
Villa Bahia de las Rocas	Manilva	13	First Occupancy License	2018
Mundo Aguilon Feel Priv.	Pulpi	197	Delivery	2018-2020
Reserva de Sotorebolo	Algeciras	8	Delivery	2017
Sotorebolo Locales	Algeciras	3	Delivery	2017
Terrazas III	Estepona	5	Delivery	2017
Total Andalusia	-	<u>1,274</u>		
Madrid				
Res. Mirador de Guadarrama	Collado Villalba	64	Under Construction	2018
Residencial San Cosme	Valdemoro	43	Under Construction	2019
Rosales Residencial	Villaverde	132	Under Construction	2018
Villas de Miramadrid	Paracuellos del J.	46	Under Construction	2019
Total Madrid	-	<u>285</u>	-	
Catalonia				
Edifici Ernest Lluch	Montornes	72	Project Design	2019
Edifici Dr. Barraquer 8	Castelldefels	9	Project Design	2019
Edifici Lluís Mestres 4	Tarragona	36	Project Design	2020
Edifici Lluís 495	San Adria del Besos	30	Project Design	2020
Edifici Navas de Tolosa 310	Barcelona	15	Project Design	2020
Edifici Rambla St. Nebridi 25	Terrasa	42	In Commercialization	2020
Residencial Copa D'or F1 (Residencial Imspira)	Lleida	33	In Commercialization	2019

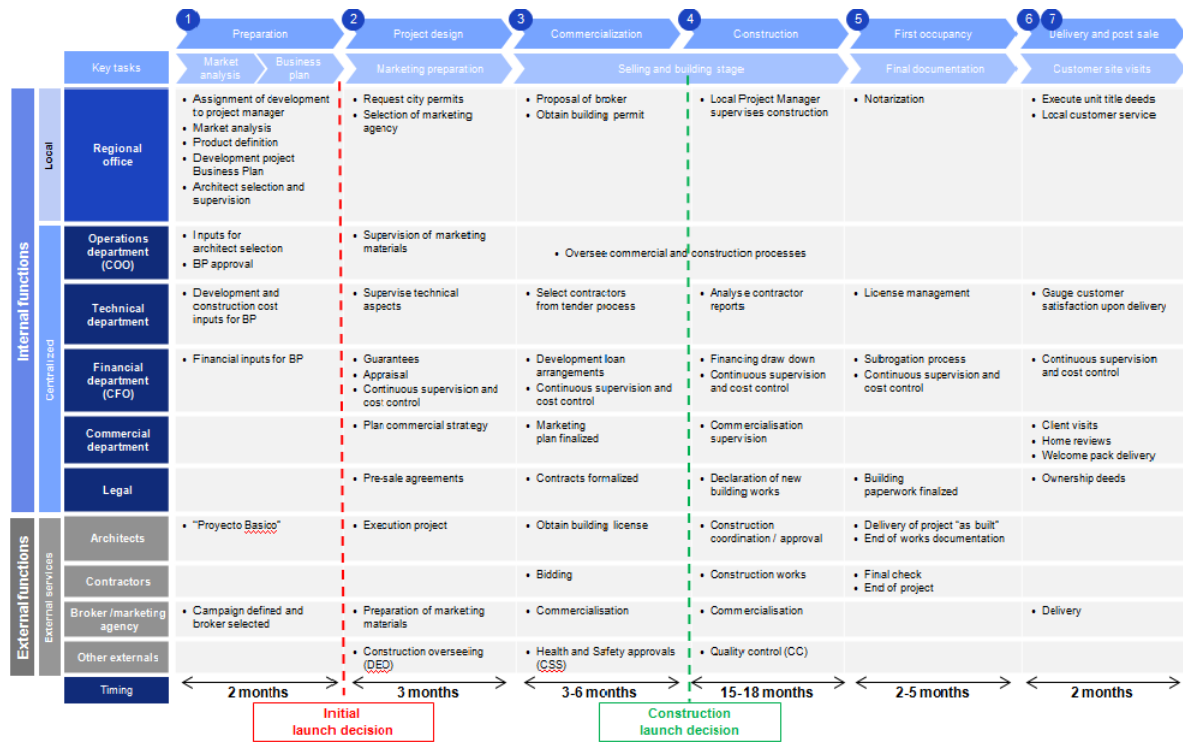
Total Catalonia	-	<u><u>237</u></u>		
Navarre				
Soto de Lezkairu F1	Pamplona	49	Project Design	2020
Lago de Arrosadia	Pamplona	38	Under Construction	2018
Total Navarre		<u><u>87</u></u>		
Galicia				
Av. Buenos Aires (Residencial Novolerez)	Pontevedra	92	Project Design	2020
Residencial Gaiteira, 30	A Coruña	53	Project Design	2020
Total Galicia		<u><u>145</u></u>		
Valencian Community				
Moreras Fase I	Valencia	53	Project Design	2020
Edif. Puerta del Mediterraneo	Oropesa	19	In Commercialization	2018
Residencial Vivaldi	Sagunto	21	In Commercialization	2019
Villas de la Calderona	Betera	19	In Commercialization	2019
Vedat Seis	Torrent	8	Under Construction	2018
Vedat Siete	Torrent	16	Under Construction	2018
Vedat Ocho	Torrent	9	Under Construction	2018
Mirador de San Blas 1	Alicante	13	Delivery	2017
Total Valencian Community		<u><u>158</u></u>		
Basque Country				
Gaztelondo Berria	Bilbao	47	Under Construction	2019
Total Basque Country		<u><u>47</u></u>		
Castile and Leon				
Mirador de Jalon	Valladolid	18	In Commercialization	2019
Hacienda Seis	Aldeamayor	6	Under Construction	2018
Total Castile and Leon		<u><u>24</u></u>		
Canary Islands				
Candida Peña Bello	Gran Canaria	6	First Occupancy License	2018
Total Canary Islands	-	<u><u>6</u></u>	-	
Total Active Units ⁽³⁾	-	<u><u>2,263</u></u>	-	

- (1) The design of the development and the size of the units might cause the number of active units to be lower than the number of potential units. The Company determines the design and the size of the units to be developed after analyzing the addressed market on a case by case basis.
- (2) Refers to the start of the delivery phase.
- (3) 2,263 homes. Including retail premises, 2,306 units

Residential Development Process

We manage all stages of the residential development process. Our residential development process is comprised of seven stages: (i) preparation, (ii) project design, (iii) commercialization, (iv) construction, (v) first occupancy license, (vi) delivery and (vii) post-sale.

The following chart sets forth a summarized overview of our residential development process:



1. Preparation (two months)

Our residential development process begins with the elaboration of a thorough market analysis based on market studies that analyze the supply (which include an analysis of product offering from direct competition in surrounding areas as well as secondary competition, price analysis and financing conditions) and demand of the residential market of the city, district, neighborhood and areas of influence where the land plot is located (which includes demand size, evolution of population, historical transactions, expected demand for coming years and product typology preference (*i.e.*, area, number of rooms, common areas and quality of installations)).

These market studies are carried out by the regional office where the land plot is located, to take advantage of their first-hand local knowledge, which allows us to understand our customers' needs and local market dynamics in line with our client-centric approach. The regional office is also supported by other departments, including our newly created internal research department that analyzes macroeconomic trends and cross-checks business plans, and by information from real estate big data providers and specific studies from independent researchers and real estate platforms, among others.

The development manager of the regional office where the land plot is located uses these market studies to define the initial product describing key elements, such as number and size of units and common areas, number of bedrooms per units, target buildable area, terraces, type and amount of financing required, development costs, pricing analysis, operating margins and return analyses, potential sales, and marketing and selling strategies. The regional office also puts together a good part of the business plan for the development with input on prices, sales, marketing, selling strategies and operating margins. The information related to development costs and construction is provided by our centralized technical department, the financial information is provided by our centralized finance department and the information related to billing parameters, price analysis and commercialization is provided by the relevant regional office.

Once the business plan is completed, the relevant regional manager, in consultation with our operations department, our chief operating officer and with the approval of our management committee, selects the architect for the development. Architects are selected mainly based on reputation, experience and knowledge of the applicable area where the development will be located, the type of development and the applicable local regulations. We pay the architects we selected a fee of approximately 4% to 6% of the works execution budget upon completion of the various milestones of the project. To avoid delays, we typically do not use the same architect for more than two projects that are being developed simultaneously and we do not have pre-existing or framework agreements with architect companies. The performance of the architect is supervised by the relevant development manager. Architects prepare the basic project (*proyecto básico*) (the "Basic Project") which

contains information required for obtaining a construction license, including basic distribution and façades to comply with urbanistic parameters such as total area, buildable area and building height. The Basic Project is added to the business plan and submitted to the management committee for approval.

Following the selection of the architect, the development manager submits the business plan proposal for approval. The business plan is analyzed in detail by our operations department and the relevant regional manager and is then submitted to the management committee for final approval. The management committee takes into consideration a variety of factors to determine if a business proposal is acceptable, including market conditions (with a special focus on supply and demand) in the area where the land plot will be developed, overall timing, estimated gross margins, estimated returns, estimated EBITDA, experience of the architect and contemplated fees, experience of the commercialization agency and fees, potential downside and risks, and environmental risks. The management committee follows a standard procedure for each development which includes, among others, a financial analysis and targeted returns of each project, SWOT analysis (strengths, weaknesses, opportunities and threats of each project) and an analysis of the commercial strategy, among others.

If the business plan is approved, the development is launched (the “**Initial Launch Decision**”) and the agreement with the pre-selected architect is executed.

The following table sets forth a list of our land development portfolio in the preparation phase as of the date of this Prospectus:

Name of Development	Autonomous region	Number of units	GAV (€MM)⁽¹⁾	GDV (€MM)⁽¹⁾	Expected Delivery Date⁽²⁾
Almerimar ⁽³⁾	Andalusia	107	3	16	2020
San Juan de Aznalfarache	Andalusia	78	3	13	2021
Rota Parcela D	Andalusia	60	3	11	2020
Av. De la Marina	Andalusia	30	1	6	2020
Sector Levante	Balearic Islands	135	6	26	2020
Lord Nelson- Cala Llonga	Balearic Islands	37	2	14	2021
Sa Punta de S`Embarcador	Balearic Islands	14	2	7	2020
Las Torres	Canary Islands	80	3	14	2020
Corralejo F1	Canary Islands	60	2	12	2020
Calle Uruguay	Canary Islands	14	1	3	2020
Ramon Turro Fase I ⁽³⁾	Catalonia	22	3	8	2020
Cerro del Castillo ⁽³⁾	Madrid	100	2	11	2020
Espartales Norte	Madrid	50	3	12	2020
Normon	Madrid	70	19	48	2020
Monte de la Villa	Madrid	39	3	20	2020
Rua Manuel Beiras	Galicia	36	2	8	2020
El Acequi�n F1	Valencian Community	160	11	39	2020
Puerto de Sagunto Plurif	Valencian Community	54	3	9	2020
Finestrat ⁽³⁾	Valencian Community	15	0	3	2020
Arrosadia F1 ⁽³⁾	Navarre	32	2	7	2020
Total		1,193	73	286	

(1) Based on the Valuation Reports and calculated proportionately to the buildable area of the developments.

(2) Refers to the start of the delivery phase.

(3) GAV and GDV calculated proportionately to the number of units of the developments.

2. Project Design (three months)

Following the Initial Launch Decision, we request a building permit from the relevant city council, which requires the payment of an urbanization tax ranging between 0.75% to 1.0% of the works execution budget. In addition, the architect commences the preparation of an execution plan for the project based on the business plan. In parallel to this process, our commercialization department begins planning the commercialization strategy and conducting the prequalification process for a third-party broker. Additionally, marketing materials are prepared during this phase (including brochures, billboards, videos, 3D presentations and infographics), all of which are outsourced under the supervision of the marketing department and the relevant regional manager.

In addition, the technical aspects of the Basic Project, including the materials, infrastructure and installations engineering are carried out by external engineers and architects in accordance with our specifications and under the supervision of our centralized technical team. Our centralized technical team suggests general parameters and solutions for the design of the project and provides detailed information for contractor tender process through blueprints, drawings, technical specifications and a detail budget. This aspect differentiates us from other competitors who have to use pre-approved manuals on specifications, materials and type of products required to be delivered, giving us flexibility to adapt to the conditions of the area where the development will be located by exerting the minimum intervention over the land and aiming to recover and put into value any features of interest. We use construction materials that aim to reduce carbon dioxide emissions as much as possible, which is possible due the extensive experience of our technical team in environmental assessment credentials.

The following table sets forth a list of our land development portfolio in the project design phase as of the date of this Prospectus:

Name of Development	Autonomous region	Number of active units	GAV (€MM)⁽¹⁾	GDV (€MM)⁽¹⁾	Expected Delivery Date⁽²⁾
Le Mirage IV R9	Costa del Sol	78	7	19	2020
C/Marineros (Albacora Villages)	Andalusia	61	4	16	2020
La Alborada F1+F2	Costa del Sol	58	10	25	2020
Bahía de las Rocas P-51	Costa del Sol	46	2	11	2020
Residencial Atlantia	Andalusia	45	2	9	2020
Artola Alta	Costa del Sol	44	6	23	2020
C/ Amapolas	Costa del Sol	43	3	9	2019
El Brillante F1 (Villas de Alhaken F1)	Andalusia	21	4	13	2020
Edifici Ernest Lluch	Catalonia	72	5	16	2019
Edifici Lluís Mestres, 4	Catalonia	36	3	9	2020
Edifici Lull, 495	Catalonia	30	2	7	2020
Edifici Navas de Tolosa, 310	Catalonia	15	3	7	2020
Edifici Dr. Barraquer, 8	Catalonia	9	2	4	2019
Av. Buenos Aires (Residencial Novolerez)	Galicia	92	5	22	2020
Residencial Gaiteira, 30	Galicia	53	5	17	2020
Soto de Lezkairu F1	Navarre	49	4	13	2020
Moreras Fase I	Valencian Community	53	3	11	2020
Total		805	67	233	

(1) Based on the Valuation Reports and calculated proportionately to the buildable area of the developments.

(2) Refers to the start of the delivery phase.

3. Commercialization/Detailed Design and Procurement (three to six months)

During the commercialization/detailed design and procurement phase, we select our broker, initiate our marketing plan, obtain the building Permit, commence our pre-sales process, obtain the financing required for the applicable development and select the third-party contractors.

Broker Selection: During the commercialization/detailed design and procurement, our regional director, in consultation with our operations department and with the management committee approval, selects the broker for the project. To facilitate internal synergies, the broker selection process is also supervised by the project manager for the specific development. Brokers are selected based on experience, service quality, selling capacity, customers' familiarity with them and customer service. In the case of second/vacation residential developments we tend to work with specialized brokerage agencies who are able to sell at the place where the targeted customers are located (*e.g.*, UK and Scandinavian countries) rather than the place where the property is located. The fees we pay the brokers we hire are standardized but take into account the type of development and its location. For example, broker fees for principal residences range between 2% to 3% of the selling price of the residence, and broker fees for secondary or vacation residences range between 5% and 8% of the selling price of the residence. In addition, as with other aspects of our residential development process, we do not have a framework agreement with any specific broker or a maximum number of projects per broker, which gives us the

flexibility to select the best broker available for the specific project with the local market and target client expertise.

Marketing Plan: The marketing plan is launched by our marketing department in coordination with the regional manager and the development manager. Our marketing efforts are supported by third-party advertisement agencies that create the marketing materials and brochures and prepare presentations for our website and social media. While we rely on these third-party advertisement agencies (which allows us to keep abreast of the latest sales and commercialization techniques) our development project manager and marketing and technical departments are closely involved in selecting the marketing materials based on our company-wide specifications. These specifications and our close monitoring of the third-party advertisement agencies facilitate the homogenization of our marketing efforts for all of our projects at a national level.

Building Permit: During this phase, we also obtain the building Permit from the corresponding city council. Upon the granting of the building Permit, a construction tax (*Impuesto de Construcciones, Instalaciones y Obras*) equal to 4% of the construction budget is paid by us.

Pre-Sales Process We typically aim to pre-sell 30% of the estimated sales value of the development before beginning construction. The pre-sale process is essential for the financing of the development and is closely monitored by our regional manager and management committee. Customers normally deposit approximately 10% of the unit's selling price at the time of the pre-sale. As of the date of this Prospectus, approximately 60% and 30% of our 2019 and 2020 targeted deliveries, respectively, have already been presold.

Financing: As part of our development process, we also obtain development financing from financial institutions, in the form of mortgage loans, for each of our developments. The negotiations for these financings take place between the launching of the development and the granting of the building Permit and are led by our finance department. The execution of the financing agreements usually takes place once the building Permit has been granted, concurrently with the execution of guarantees securing deposits made by our customers. These financings are subject to certain conditions agreed upon with the financial institutions (including certain equity contributions, a certain level of pre-sales and the registration of the mortgage for the relevant development). Initial drawdowns are subject to the satisfaction of certain conditions precedent such as a minimum pre-sales level, filing of mortgages, minimum equity investments (typically between 25% to 35%), and the signing of construction contracts. Subsequent drawdowns are conditioned upon the completion of certain construction milestones, completion and delivery of the project. These financing agreements allow for subrogation on delivery of the project that transforms the instrument into customers' retail mortgages. We also allow for monthly withdraws subject to covenant compliance and third-party verification. The LTV is generally equal to 80% of the total GDV of the project, with an available amount being equal to 100% of the sum of the hard and soft costs. To expedite the financing process and reduce negotiation costs, we have standardized forms of credit agreements with certain key local financial institutions. This standardized form includes a form of mortgage deed as well as various representations and warranties, covenants and conditions similar to those we have agreed in the past.

Contractor Bidding: We have an advanced and standardized contractor selection process for our developments, which is homogeneous across regions and project size. The contractor selection process is managed by our centralized technical department in consultation with the architect working on the project. In order for contractors to bid for our developments, they need to have met certain predefined standards in advance. Our prequalification process is generally based on a short-list of contractors that have worked with us in the past and analyses several aspects such as the contractor's experience, financial solvency, reputation and size. Our prequalification process is regularly updated with new contractors and prequalified contractors may end being disqualified if their performance in a current or prior development has not been up to our standards. Depending on the development, usually between five and ten contractors are invited to the first bidding round and all of them must deliver their proposals in accordance with predefined terms. Contractors are selected after several bidding rounds to homogenize proposals, the last of which involves face-to-face meetings with the remaining two to four contractors to analyze their respective proposals in detail. To minimize construction risk, we generally work with different contractors and we do not have pre-existing agreements with contractors.

Once the pre-sale volume for the relevant project reaches 30% of the estimated sales value of the development, we have obtained the relevant building Permit, and all the required financing is in place, our technical department prepares a construction launch proposal which is submitted by our chief operating officer to our management committee. Based on such proposal, our management committee and, if the construction budget exceeds € million, our Board of Directors, decides on whether or not to approve the construction of the

development (the “**Construction Launch Decision**”) taking into consideration, among other factors, the contractor’s proposal, the technical analysis, and the target EBITDA, margins and returns of the project.

The following table sets forth a list of our land development portfolio in the commercialization/detailed design and procurement phase as of the date of this Prospectus:

Name of Development	Autonomous region	Number of active units	GAV (€MM)⁽¹⁾	GDV (€MM)⁽¹⁾	Expected Delivery Date ⁽²⁾
Residencial Nereidas	Costa del Sol	104	17	43	2020
Complejo Pier 1	Andalusia	67	2	12	2020
La Galera I	Costa del Sol	66	3	11	2019
Majestic Heights	Costa del Sol	47	3	14	2019
Mirador de La Albaida	Andalusia	40	2	9	2020
Residencial Oasis	Andalusia	32	2	7	2019
Residencial Citrea	Costa del Sol	25	3	10	2020
Riva Residences	Costa del Sol	6	2	5	2019
Mirador de Jalón	Castile and Leon	18	1	4	2019
Edificio Rambla St. Nebridi, 25	Catalonia	42	4	10	2020
Residencial Copa D’or FI (Residencial Inspira)	Catalonia	33	2	7	2019
Residencial Vivaldi	Valencian Community	21	1	5	2019
Villas de la Calderona	Valencian Community	19	1	5	2019
Edificio Puerta del Mediterráneo	Valencian Community	19	1	2	2018
Total		539	44	146	

(1) Based on the Valuation Reports and calculated proportionately to the buildable area of the developments.

(2) Refers to the start of the delivery phase.

4. Construction (15 to 18 months)

Following the Construction Launch Decision, we enter into turnkey agreements with our contractors establishing guarantees and penalties to ensure compliance with timelines and partial milestones. Construction is outsourced, but are continuously supervised on site by the architect, a project manager and other technicians to ensure that the works meet our quality standards and avoid cost overruns. To keep track of a project timeline, project managers hold weekly meetings with each contractor and perform bi-weekly on-site visits. We have also put in place an ongoing monitoring system requiring our contractors to provide monthly certifications on the progress of the works and periodic invoices for the relevant monthly period. Reports and invoices are analyzed by our technical department to verify compliance and monitor potential cost overruns. If the reports and invoices are acceptable, we pay the contractor within 60 days following the date of the relevant invoice.

We also minimize our risk of non-compliance by requiring contractors to execute a bank guarantee (*aval bancario*) for up to 10% of the total value of the agreement. In addition, we retain, for up to a period of twelve months following the date on which the project is completed, 5% of the total amount of each periodic invoice, which is returned to the contractor upon satisfactory completion of the construction works. Project managers formally accept the final delivery of the construction works after a detailed review of the end product to verify that all works have been properly carried out.

In parallel with the construction works, we execute private sale and purchase agreements with customers with respect to individual units. Customers usually pay 10% of the unit’s selling price upfront, 10% of the unit’s selling price in several installments prior to the completion of the works, and the remaining 80% of the unit’s selling price is paid on the execution date of the unit’s title deed.

The following table sets forth a list of our land development portfolio in the construction phase as of the date of this Prospectus:

Name of Development	Region	Number of Units	GAV (€MM)⁽¹⁾	GDV (€MM)⁽¹⁾	Expected Delivery Date ⁽²⁾
Le Mirage III-R-4	Costa del Sol	66	7	18	2019
Le Mirage III-R5-R6	Costa del Sol	29	3	9	2019
Gregorio Marañón	Andalusia	98	18	25	2018
Le Mirage I y II	Costa del Sol	72	7	17	2019
Hacienda VI	Castile and Leon	6	0	1	2018
Rosales Residencial	Madrid	132	15	27	2018
Residencial Mirador de Guadarrama	Madrid	64	6	6	2018
Res. S. Cosme	Madrid	43	3	8	2019
Villas de Miramadrid	Madrid	46	6	16	2019
Vedat VII	Valencian Community	16	1	4	2018
Vedat VIII	Valencian Community	9	1	2	2018
Vedat VI	Valencian Community	8	1	2	2018
Lago de Arrosadía	Navarre	38	5	10	2018
Gatzelondo Berria	Basque Country	47	6	18	2019
Total		674	78	164	

(1) Based on the Valuation Reports and calculated proportionately to the buildable area of the developments.

(2) Refers to the start of the delivery phase.

5. First Occupancy License (two to five months)

Upon completion of the construction phase, we obtain a first occupancy license (see “Regulation—Urban Planning—Construction licenses—First occupancy licenses (*licencias de primera ocupación*)”). The first occupancy license is necessary for the relevant notary public to notarize the description of the new building (*declaración de obra nueva*) (see “Regulation—Residential developments and housing regulations”).

The following table sets forth a list of our land development portfolio under construction while is already in the first occupancy license phase as of the date of this Prospectus:

Name of Development	Autonomous region	Number of active units	GAV (€MM)⁽¹⁾	GDV (€MM)⁽¹⁾	Expected Delivery Date ⁽²⁾
Villas Bahía de las Rocas	Costa del Sol	13	3	6	2018
Candida Peña Bello	Canary Islands	6	1	1	2018
Total		19	3	7	

(1) Based on the Valuation Reports and calculated proportionately to the buildable area of the developments.

(2) Refers to the start of the delivery phase.

6. Delivery (one month)

Following the first occupancy license phase, we carry out the delivery of units to our customers along with a welcome package that includes building dossier, house keys, remote controls, etc. During this phase, we also organize appointments with the notary public to execute the unit’s title deeds.

The following table sets forth a list of our land development portfolio under delivery phase as of the date of this Prospectus:

Name of Development	Autonomous region	Number of active units	GAV (€MM)⁽¹⁾	GDV (€MM)⁽¹⁾
Mundo Aguilón Feel Priviledge	Andalusia	197	19	29
Terrazas III	Costa del Sol	5	2	2
Sotorebolo Locales	Andalusia	3	1	1
La Reserva de Sotorebolo	Andalusia	8	1	2
Mirador de San Blas	Valencian Community	13	2	2
Total		226	24	35

(1) Based on Savills Valuation Reports and calculated proportionately to the buildable area of the developments.

7. Post-Sale (one month)

We place particular importance on customer satisfaction. To increase our customer satisfaction, we involve representatives of our customer service department (at least one representative per region) and technical department as early as the construction phase so that they can evaluate and become acquainted with the specifics of each development. Once a unit is delivered, our customer service representatives, with the support of our technical department, accompany customers to their new homes to check for any home defects and, to the extent applicable, coordinate any repairs. Our customer service department also delivers to customers all necessary information with respect to their new homes, advises them on ways to take care of the unit and provides contact details to our specially dedicated call center. As our brand and reputation are key to our business success, post-sale customer service is always conducted in-house by highly skilled and experienced representatives of our customer service and technical department teams.

Our Residential Business Team

Our residential business team is led by a highly experienced and dedicated in-house team. Under the supervision of our chief operating officer, the residential business team is split among our headquarters and our regional offices, and includes the COO, five regional directors (one regional director per regional office), 12 project managers based in our regional offices, 17 members of the technical team (including one technical director), eight land coordinators and 17 staff members who perform support functions (60 in total, including the COO).

Our residential business team has a track record of more than 15,000 units and 215 projects delivered and has the capacity to accommodate the size of our land bank, being able to manage 80 projects at any given time (currently managing 49). 49 members of the team were part of MVCSA, which delivered an average of 2,200 to 2,600 units per year between 2005 and 2008. The team has the internal capability to cover the entire value chain from preparation, design and commercialization to construction and delivery of the property.

Active Land Bank Management

We are actively engaged in the management of our land bank portfolio. We transform land under the land-permitting process into fully permitted land so that we can either develop such plot or, depending on market conditions, sell it. Our active land bank management allows us to unlock additional value for our portfolio through the completion of urbanization works and results in value creation due to current market conditions, enhances our overall margins, increases our cash flow generation profile and improves our return on invested capital. As of September 30, 2017, €0.7 billion in GAV of our land bank portfolio was being transformed into fully permitted land, 73% of which was located in Madrid, Barcelona, Malaga and Valencia. We believe that our portfolio of land under the land-permitting process constitutes a differentiated asset given its unique location and the increasing scarcity of high quality land in Spain.

Transformation of Land Under the Land-permitting Process

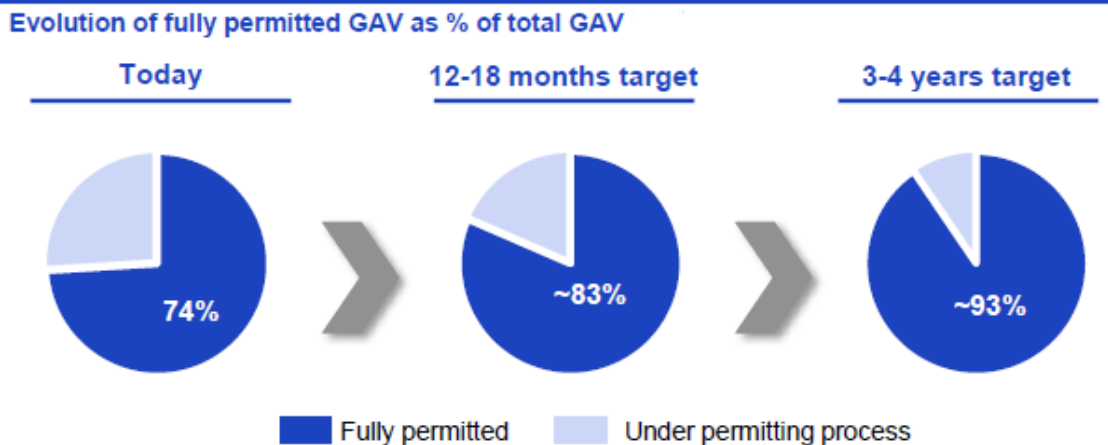
We own undeveloped land plots that we transform into fully permitted land by clearing-out all titling and zoning pending thresholds, obtaining all required public works and building permits, and installing all public utilities infrastructure, such as electricity, public sewage, drainage and water.

Our team takes into account several factors. We value the importance of understanding communities' needs and therefore take into account their concerns while developing our projects, having a strong regional presence to maintain awareness. We therefore align public and private interests, in an attempt to make us the most reliable developer in an environment of increasing activity. To achieve this, we employ the best practices in our projects, always following the principles of transparency and ethics, while ensuring environmental sustainability, and rely on highly qualified professionals. Our expert and dedicated in-house team is comprised of knowledgeable and experienced professionals in the different fields, with strong regional presence, but under constant monitoring, having the obligation to provide regular reports.

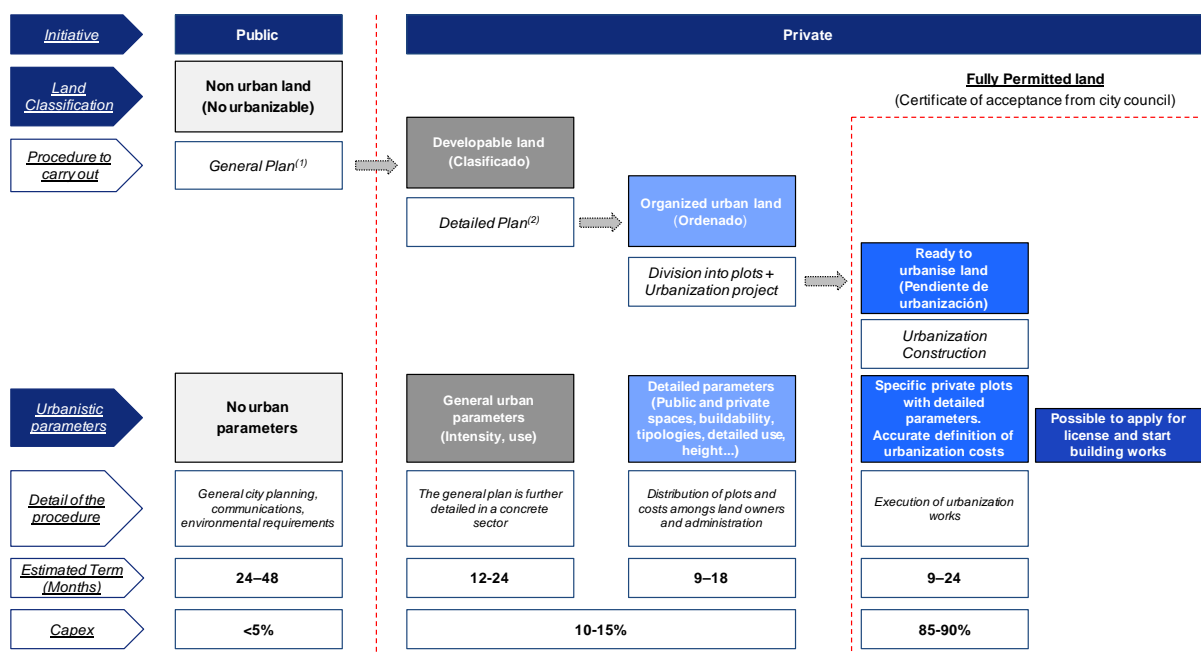
Our extensive reach and experience allows us to have a global understanding of the real estate business, being able to adapt urban developments in accordance with their locations, develop different end uses or sell land prior to completing the development, if convenient. We are involved in the entire land management process, from the beginning until the delivery of the final product, making us a trusted partner to public administrations. Our strategic presence across the full value chain provides us a high value creation potential.

The following chart sets forth the expected evolution of land plots under the land-permitting process to fully permitted land plots, based on GAV as of September 30, 2017:

Expected evolution of land plots under the land-permitting process converting to fully permitted



We classify the land plots we own as non-urban land (*no urbanizable*), developable land (*clasificado*), organized urban land (*ordenado*) and fully permitted land (*finalista pendiente de urbanización y finalista urbanizado*). The following chart summarizes the key milestones of the land-permitting process:



Notes
 1. "Plan General"
 2. "Planesamiento de Desarrollo"

Non-Urban Land (No Urbanizable)

Approximately 5% of our total land bank in terms of GAV as of September 30, 2017 consisted of non-urban land. Non-urban land usually refers to land where the local general plan of the relevant municipality (normally a General Plan, or *Plan General*) does not allow for urban developments. In order to transform non-urban land into developable land (*i.e.*, from *no urbanizable* to *clasificado*), the General Plan must be revised, a process that takes approximately 24 to 48 months to be completed. This is the only stage in which the initiative is mainly public.

The table below sets forth key characteristics of our non-urban land (*no urbanizable*) portfolio of September 30, 2017:

Name of Development	Autonomous Region	Province	Use	Buildable area (sqm)	Units	GAV (€ MM)	GAV (€/sqm)
Alcorcon	Madrid	Madrid	Residential	619,693	2,521	105	169
Tarifa	Andalusia	Cadiz	Commercial	47,796	238	11	225
Others ⁽¹⁾	-	-	Residential	n.m.	0	2	n.m.
Total	-	-	-	667,489	2,759	117	175

(1) Includes three plots of land in Malaga, Ibiza and Seville.

With regards to Tarifa, it is currently undergoing a modification of the General Plan that will classify the plot as developable. This modification received provisional approval in November 2017. We own 100% of the land, which we believe will allow for a quick processing of the rest of the urban development process.

Regarding Alcorcon, the City Hall of Alcorcon has initiated the process to review the General Plan which may allow the Alcorcon land plot to be classified as land suitable for development (*suelo urbanizable*).

Developable land (Clasificado)

Approximately 10% of our total land bank in terms of GAV as of September 30, 2017 consisted of developable land. Developable land usually refers to land where an urban development is possible pursuant to the General Plan. In order to transform developable land into organized urban land (*i.e.*, from *clasificado* to *ordenado*), a partial plan (*plan parcial*) with respect to such land must be approved by the relevant municipal or administrative region authority, as applicable, a process that takes approximately 12 to 24 months to be

completed. The process by which developable land is transformed into organized urban land is a private initiative.

The table below sets forth key characteristics of our developable land (*clasificado*) as of September 30, 2017:

Name of development	Region	Province	Use	Buildable area (sqm)	Units	GAV (€ MM)	GAV (€/sqm)
Las Tres Xemenies	Catalonia	Barcelona	Residential	85,304	427	56	662
La Seda / La Papelera ...	Catalonia	Barcelona	Residential	176,383	1,590	50	282
O Portiño	Galicia	A Coruña	Residential	96,228	915	19	202
Vinival	Valencian						
	Com.	Valencia	Residential	57,099	445	17	305
Percebeiras.....	Galicia	A Coruña	Residential	29,032	234	15	517
“Ctra.de Rota”							
Arboleda	Andalusia	Cadiz	Residential	33,516	163	15	440
Benimaclet.....	Valencian						
	Com.	Valencia	Residential	54,485	490	13	242
La Estación	Madrid	Madrid	Residential	38,118	380	10	270
Camino de Sta. María	Castile and						
(Ciudad del Bienestar) ..	Leon	Valladolid	Commercial	450,839	487	10	21
Coto San José	Andalusia	Cadiz	Residential	10,887	70	7	604
Other ⁽¹⁾	-	-	Residential	126,965	1,039	43	335
Total.....	-	-	-	1,158,855	6,239	255	220

(1) Includes 17 plots of land.

Organized Urban Land (Ordenado)

Approximately 11% of our total land bank in terms of GAV as of September 30, 2017 consisted of organized urban land. Organized urban land usually refers to land for which a partial plan has been approved and has detailed planning (*i.e.*, urban roads and streets, open spaces and private land plots (with concrete parameters concerning their use and buildable heights and depths, etc.), among other things, have been designed). In order to transform organized urban land into fully permitted land (*i.e.*, from *ordenado* to *pendiente de urbanización*), it must have reparcelation and urbanization projects in place, a process that takes between nine and 18 months to be completed.

The table below sets forth key characteristics of our organized urban land portfolio (*ordenado*) as of September 30, 2017:

Land Plot	Region	Province	Use	Buildable area (sqm)	Units	GAV (€MM)	GAV (€/sqm)
	Costa del						
Torre del Rio	Sol	Malaga	Residential	34,263	297	37	1,080
22@Loinsa	Catalonia	Barcelona	Commercial	32,819	n.m.	35	1,055
Arpo.....	Madrid	Madrid	Residential	46,289	252	25	540
22@Almogavers.....	Catalonia	Barcelona	Commercial	16,733	n.m.	20	1,189
Los Cerros	Madrid	Madrid	Residential	175,056	1,644	19	111
Novocarthago	Murcia	Murcia	Residential	65,544	487	18	276
Heineken.....	Andalusia	Seville	Residential	16,055	114	12	771
22@Balius	Catalonia	Barcelona	Commercial	9,477	n.m.	12	1,282
Alamillos Este	Andalusia	Cadiz	Commercial	61,013	300	12	196
Parque Vall Paradis C ^a							
Rubí	Catalonia	Barcelona	Residential	15,431	144	11	685
Other ⁽¹⁾	-	-	-	289,129	2,392	88	304
Total.....	-	-	-	761,808	5,631	289	379

(1) Includes 26 plots of land, 25 of which are residential.

Fully Permitted Land (Finalista)

Fully permitted land (*finalista*) refers to land suitable for development where specific zoning, the relevant planning execution instruments and the allotment project have been approved. Fully permitted land is divided into ready-to-urbanize land (*finalista pendiente de urbanización*) (i.e. land that already has reparation and urbanization projects in place but urbanization works have not started) and consolidated urban land (*finalista urbanizado*) (i.e. land with urbanization works completed). Approximately 74% of our total land bank in terms of GAV as of September 30, 2017 consisted of fully permitted land, of which approximately 70% of the fully permitted land was residential land and 30% was commercial land. For additional information on our ongoing projects that are fully permitted, see “—Our Portfolio.”

Active Land Bank Management Team

Our active land bank management team is led by a highly experienced and dedicated in-house team of eight people (included in the residential business team), including the head of our land projects department and seven regional coordinators (on average, one per regional office to effectively oversee the sales process and three in the headquarters). Our centralized team supports the sale activities conducted at the regional level. The regional coordinators constantly liaise with the commercial and residential departments in each regional office and in our headquarters. Our land management team has developed or executed more than 29 million sqm of developments, and has an average of 15 years of industry experience (four years of experience in our Company and its predecessor, on average). The team is highly multidisciplinary, being able to properly assess both commercial and residential land prospects.

Land Sales

From time to time our management committee may engage in active sales of fully permitted land plots in order to unlock additional value. Our business strategy contemplates the potential for selective land sales towards the medium term (three to five years) for an estimated amount of €500 million (based on GAV as of September 30, 2017 and assuming no land appreciation nor capex value generation). Given the size of our land bank portfolio, we have the ability to sell land plots if we consider that the margins of that sale are sufficiently attractive and if we do not expect to yield a higher return by developing a project. We may also conduct sales in locations where we do not have a particular interest to develop land (e.g., industrial or retail).

The land plots we sell may include both residential and commercial land plots and land plots in areas where we already have a footprint in order to stimulate their urban consolidation, which could lead to a potential positive revaluation of our developments in the area and as a de-risking measure. In addition, we may eventually sell land plots in areas where we have little or no presence. Our land sales are likely to be weighted towards the medium term (three to five years) to allow for value creation for our shareholders coming from (i) the current inflationary land market given scarcity of quality land, which is expected to continue and even accelerate in many locations in the coming years, (ii) the value creation linked to the completion of capital expenditure projects on the urbanization in many of our land plots and (iii) the conversion of our land plots currently under the land-permitting process to fully permitted land.

We do not have a standardized process with respect to our land sales. Land sales are analyzed on a case-by-case basis by our land department and, when applicable, by our commercial department. The land sales process typically depends on whether we are actively seeking to sell our land or on whether we are approached by a market participant interested in buying a plot of land we own.

Active Land Sales

After conducting exhaustive and selective market studies, our management committee, or the Board of Directors, as applicable, determines the land plot to sell and elaborates a business plan for its sale. The land department, with the support of the chief operating officer, regional directors and the management committee, and with the assistance of third-party brokers, commercializes the property, receives proposals and selects potential buyers. Following negotiations, our land department in coordination with our legal department and chief operating officer prepares a divestment proposal that is submitted for approval to our management committee or, our Board of Directors, as applicable. If the divestment proposal is approved, our land department, in coordination with our legal department, formalizes the sale of the plot of land. In 2017 we

conducted two active sales (retail and industrial) for an aggregate of €7.7 million. This is a strategy that we have not been focused on throughout most of 2017.

Reverse Inquiries Process

In the ordinary course of our business, our land department in coordination with our regional directors and external brokers receives periodic requests and offers to purchase the land plots we own. If that is the case, our land department with the support of the chief operating officer conducts a comparative analysis to determine whether, based on existing supply and demand conditions in the area where the plot of land is located, it is advisable to sell the land or retain it for future development. If, after conducting such comparative analysis, our land department and chief operative officer determine that the selling opportunity is viable, our land department in coordination with our legal department and chief operative officer prepares a divestment proposal that is submitted for approval to our management committee or our Board of Directors. If the divestment proposal is approved, our land department, in coordination with our legal department, formalizes the sale of the plot of land. In the last two years we have conducted five reverse inquiry sales (two residential and three commercial plots of land) for an aggregate of €41 million in revenues, representing an average gross margin (sales price minus transaction costs over book value) of 33.1%.

Commercial Development

Although our core activities are focused on residential development, we hold a sizable commercial portfolio of approximately €0.7 billion of GAV (of which €577 million or 84% of commercial GAV as of September 30, 2017 is fully permitted, and almost 94% is expected to be fully permitted in the next 12 months). Our land bank portfolio is composed of 34 high-quality commercial land plots mainly located in Madrid (*i.e.*, Clesa, Las Tablas and Valdebebas) and Barcelona (*i.e.*, district 22@, Plaza Europa). Approximately 87% of our commercial land bank portfolio in terms of GAV, or €94 million, is located in Madrid and Barcelona, representing 524,385 buildable sqm. As of September 30, 2017, our commercial land bank had a total of 1.3 million buildable sqm and GDV of €3.13 billion.

In the case of commercial land plots, GDV reported by Savills includes the rental income and the potential exit value of the development of the yielding property. Therefore, GDV/sqm ratio may result higher than the GAV/sqm from yielding comparable assets. For comparison purposes, we believe it is more accurate to calculate GAV at completion for commercial land plots based on a rent and yield methodology (note that Savills provides with the current market rent and exit yield for assets with only commercial uses).

The following chart summarizes our commercial development portfolio as of September 30, 2017:

	Madrid & Barcelona	Other	Total
Buildable area (k sqm) / % ⁽¹⁾	524 / 40%	792 / 60%	1,317
GAV (€ m) / % ⁽¹⁾	594 (87%)	90 / 13%	684
GAV / sqm (€ / sqm)	1,133	364 ⁽²⁾	910 ⁽²⁾

(1) Percentages represent weight within total commercial portfolio

(2) Excluding Camino de Sta. Maria (Ciudad del Bienestar) and 3 industrial land plots (€12 million GAV and 578k sqm)

Most of our commercial land plots are developed for office use (83% of the GAV of our commercial portfolio as of September 30, 2017) or hotels (10% of the GAV of our commercial portfolio as of September 30, 2017).

The following table sets forth our commercial portfolio by location as of as of September 30, 2017:

Land Plot	Main Use	Land-permitting process status	GAV (€MM)	Sqm	Estimated market rent ⁽⁶⁾ (€/sqm/month)	Total Income ⁽⁷⁾ (€MM)	Net exit yield ⁽⁹⁾
Madrid							
Clesa	Office	Fully Permitted	114	91,025	15.0	13.6 ⁽⁸⁾	5.6%
Monteburgos I ⁽¹⁾ ..	Office	Fully Permitted	85	56,653	14.5	11.3	5.5%
Valdebebas.....	Office	Fully Permitted	81	61,131	15.0	13.3	5.5%
Monteburgos II ⁽¹⁾	Office	Fully Permitted	17	11,250	14.0	2.2	5.5%
Josefa Valcarcel ..	Office	Fully Permitted	16	8,659	13.0	1.6	5.8%
Valdelacassa.....	Office	Fully Permitted	13	20,655	11.0	2.6	6.0%
Manoteras ⁽¹⁾	Office	Fully Permitted	12	12,016	11.0	2.0	5.8%
Las Tablas A17-2 ⁽¹⁾	Hotels	Fully Permitted	10	8,708	n.a.	n.a.	6.0%
Monteburgos III ⁽¹⁾	Office	Fully Permitted	6	4,341	13.5	0.9	5.5%
Total Madrid	-	-	355	274,438	-	-	-
Barcelona							
La City ⁽²⁾	Office	Fully Permitted	134	135,617	13.0	20.0 ⁽⁵⁾	6.0%
22@Loinsa ⁽¹⁾	Office	Organized urban land	35	32,819	13.0	6.5	6.0%
22@Almogaver s ^{(1) (4)}	Office	Organized urban land	20	16,733	13.5	3.3	6.0%
22@Llacuna ⁽¹⁾	Office	Fully Permitted	14	9,960	13.5	2.1	6.0%
22@Balius ⁽¹⁾	Office	Organized urban land	12	9,477	13.5	2.0	6.0%
Cornella ⁽¹⁾	Office	Fully Permitted	8	13,000	11.0	2.0	6.5%
Port Forum.....	Office	Fully Permitted	8	15,541	n.a.	n.a.	n.a.
Viladecans ⁽¹⁾	Office	Fully Permitted	8	16,800	8.5	2.1	6.0%
Total Barcelona	-	-	239	249,947	-	-	-
Other locations							
PPO “Barranco Balito” (Mogán) ..	Hotels	Fully Permitted	27	28,178			
3 UE.16 “Alamillos Este”							
(Algeciras)	Retail	Organized urban land	12	61,013			
“Crec. Resid. Norte”							
Albacerrado (Tarifa).....	Hotels	Non-urban	11	47,796			

Land Plot	Main Use	Land-permitting process status	GAV (€MM)	Sqm	Estimated market rent ⁽⁶⁾ (€/sqm/month)	Total Income ⁽⁷⁾ (€MM)	Net exit yield ⁽⁹⁾
Aldeamayor Golf (Aldeamayor).....	Retail	Fully Permitted	10	42,481			
Camino de Sta. María (Ciudad del Bienestar).....	Other	Developable land	10	450,839			
ZP-CH-03-2 Sector Este “Churra 3” Ter. ...	Retail	Organized urban land	9	28,821			
Other ⁽³⁾	-	Fully Permitted	12	133,147			
Total other locations	-	-	90	792,275			
Total	-	-	684	1,316,660			

(1) Asset owned by Metrovacesa Arrendamiento.

(2) Owned by Metrovacesa Arrendamiento and the Company.

(3) Includes land plots with less than €4 million GAV on an individual basis. Some of these land plots are owned by Metrovacesa Arrendamiento.

(4) This asset has become “Fully permitted” in December 2017.

(5) Office use. Excludes NOI attributable to hotel use (€18.5 million GAV).

(6) Estimated market monthly rent, only including office use and excluding other income, based on appraisals.

(7) Current annual income for total buildable area (including all uses except hotel), assuming stabilized occupancy and including other income (parking), as provided by Appraisers.

(8) Excludes NOI attributable to hotel and student residence use (€25 million GAV).

(9) Net exit yield assumed for exit in year 10, as provided for by Appraisers. For land plots with more than one use, weighted average by income between different uses.

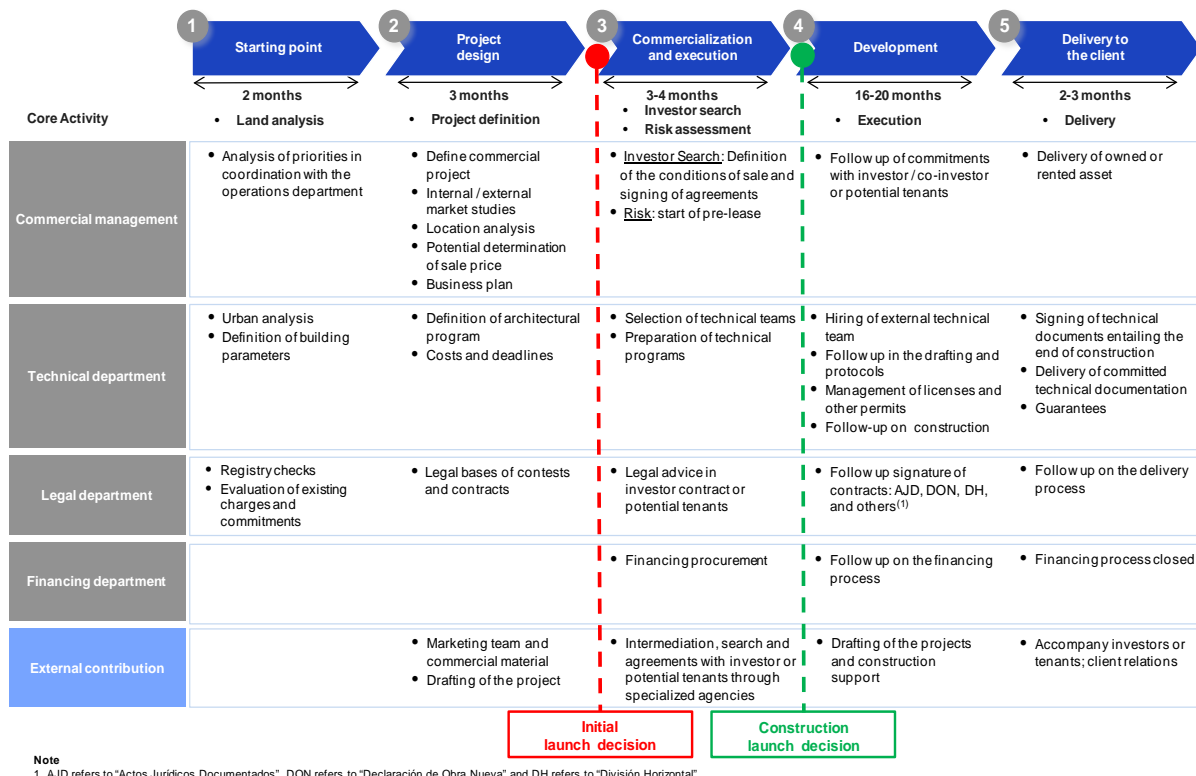
To maximize the value of our commercial portfolio and after rigorous analysis, on a case-by-case basis, we use the following approaches:

- *Opportunistic land sales:* We carry out opportunistic sales if the margins are attractive, and we do not expect to obtain higher margins through any of the alternatives (*e.g.* of recent transactions: Valdebebas in Madrid and Viladecans in Barcelona).
- *Turnkey projects:* We carry out turnkey projects with upfront payments from the buyer to guarantee returns before the project has started (*e.g.* of recent transaction: Josefa Valcarcel building sold to Axiare Patrimonio SOCIMI, S.A.).
- *De-risked development:* We carry out de-risked developments through joint ventures if the expected risk-reward ratios are attractive.

Commercial Development Process

Our commercial development process is comprised of five stages, namely: (i) starting point, (ii) project design, (iii) commercialization and execution, (iv) development, and (v) delivery to the client.

The following chart sets forth a summarized overview of our commercial development process:



Currently, we have two ongoing commercial developments, Llacuna (district 22@, Barcelona) (commercialization and executing phase) and Josefa Valcarcel (Madrid) (development phase), as well as three projects in the starting point phase (Las Tablas A17-2, Monteburgos II and Monteburgos III).

1. Starting point (two months)

Our commercial development process begins with a rigorous land analysis of the plot of land that will be developed. To do so, our commercial management team, in coordination with the land management department, defines the key priorities of the project, taking into account several factors, such as the location of the plots and market conditions. In parallel to the activities of the commercial management team, our technical department conducts the urban analysis in the areas where the project will be located to determine the type of project that can be developed in accordance with the prevailing laws and regulations, and defines the building parameters including the size of the project, the size of the buildable area, type and amount of financing required, development costs, pricing analysis, operating margins and return analyses, potential sales, and marketing and selling strategies. In addition, our legal department performs lien searches, registry checks and an analysis of existing mortgages or limitations on the ownership of the plot of land.

2. Project Design (three months)

Upon the completion of the land analysis, the commercial management team conducts internal and external market studies, and an analysis of the area where the development will be located in order to define the project. These studies are conducted together with the regional office to take advantage of its first-hand local knowledge, and other relevant departments, including our newly created internal research department that analyzes macroeconomic trends and cross-checks business plans, and by information from real estate big data providers and specific studies from independent researchers and real estate platforms, among others.

The commercial management relies on these studies to elaborate a business plan and define the commercial project, including key elements such as the type and amount of financing required, development costs, operating margins and return analysis, potential sale price, marketing and selling strategies. The technical department

defines the architectural program, and determines the development costs and sets deadlines. Simultaneously, the legal department sets the basis for the contests and drafts the initial legal documentation.

The development manager submits the business plan proposal for approval. The approval of the business plan follows a procedure similar to that for a residential development project, see “*Business—Residential Development—Preparation*” for additional information on the business plan approval process. If the business plan is approved, the development is launched (“**Initial Launch Decision**”).

3. Commercialization and Execution (three to four months)

Following the Initial Launch Decision, the commercial management team begins the active search for investors. Our commercialization team will define the conditions of the investment and seek to sign all relevant agreements with investors. It will also assess risks and start the execution of pre-lease agreements with potential tenants in the property. The technical department will appoint the technical teams and prepare the technical programs. The legal department will provide legal advice regarding the contracts with potential investors or tenants. During this stage, financing is procured for the development of the project as pre-let agreements evolve favorably and fall into the bank’s required parameters. The intermediation, search and agreements with investors and potential tenants are outsourced to highly regarded and specialized agencies. Once we have secured commitments from investors and potential tenants, achieving the proposed targets, and the required financing is in place, our management committee evaluates whether or not to approve the construction of the development (the “**Construction Launch Decision**”). The Construction Launch Decision takes into consideration, among other factors, the contractor’s proposal, the technical analysis, and the target EBITDA, margins and returns of the project.

4. Development (sixteen to twenty months)

Following the Construction Launch Decision, we enter into turnkey agreements with our contractors establishing guarantees and penalties to ensure compliance with timelines and partial milestones and follow the same process as with our residential development business line. For additional information on the works process and the systems we have in place to mitigate our risk, see “*Business—Residential Development—Construction*”.

5. Delivery to the Client (two to three months)

Upon the completion of the execution process, the commercial management team delivers the properties to the owner or tenant. The technical department will coordinate the signing of all documents relating the conclusion of the construction and deliver all technical documents and guarantees to the owners of the project. Once such process is completed, the financing process will be closed and the project will be delivered.

Case Studies

Fuencarral - Clesa (Madrid)

This land plot is located in Mirasierra, an affluent residential district of Madrid, in the extension of the Central Business District, near the Four Towers Business Area. It is well connected by car via the M-30, M-40, A-1 and A-2 roads and well serviced by public transportation; a station is across from the property. The status of the land plot is fully permitted. The area is undergoing transformation of use, from industrial to a mix of tertiary uses (offices, hotel and retail, although the main use will be offices) and is expected to conclude in 2018. With over 91,025 sqm, the project will include the recovery of an existing iconic building of twentieth-century Spanish architecture.

Monteburgos I (Las Tablas, Madrid)

This land plot is owned by Metrovacesa Arrendamiento and is located in Las Tablas, Madrid. Las Tablas is a consolidated business and residential district located in the north of Madrid, between the M-30 and M-40 ring roads, with direct access to the A-1 motorway. It is approximately 15 minutes by car from the city center and approximately eleven minutes from the airport. The area has a reliable public transportation system. It is a business district in high demand for corporate headquarters, including BBVA, Telefónica and others. Our own headquarters are also located in Las Tablas. The plot itself has good visibility from the A2 highway and is close to BBVA’s corporate headquarters. A concept design for a business park to be developed in different stages is

currently underway. With a potential to build 56,653 sqm of gross leasable area, our preferred approach for this land plot is to de-risk the development through a joint venture.

Valdebebas (Madrid)

This land plot is located in the Valdebebas district, a high-growth area in northern Madrid, next to Madrid's Expo Center (IFEMA), the future City of Justice and Madrid airport. A bridge to connect the airport to Valdebebas is under construction. The plot is flanked by the M-11 road to the North, Real Madrid soccer training center to the East and tertiary land to the South and West. The land plot is at the confluence of the two main access arteries of Valdebebas, with great visibility for tenants. It is a few meters from the local train station (with connections to the airport and Chamartin train station). It has an urban land classification with tertiary qualification and offices, commercial and hotel permitted use. With over 61,131 buildable sqm, our preferred approach for this land plot is a combination of a land sale (a letter of intent with a potential buyer has been signed) and a turnkey project.

Josefa Valcarcel (Madrid)

This land plot is located in Madrid, next to the A-2, M-30 and M-40 motorways, 9km from the airport and 8km from the Madrid central business district. It will be arranged over seven floors (each floor comprising 1,376 sqm with the ability of being divided into four modules) and will feature 261 parking spaces distributed over two basement floors. Construction is expected to be completed by the fourth quarter of 2018. It was sold as a turnkey project to Axiare Patrimonio SOCIMI, S.A. for €29.7 million, with an expected margin of approximately 15%.

Llacuna (district 22@, Barcelona)

This land plot is owned by Metrovacesa Arrendamiento and is located in the southern area of 22@ district in Barcelona. This district currently is in high demand for commercial development by international and local investors. Recent investment and leasing transactions in this area include the acquisition of the Agbar Tower by Merlin Properties and the leasing of 11,000 sqm by Amazon. The Llacuna land plot is located next to the Rambla of Poblenou and the Rambla of the Litoral, where there is a local shopping area, and also near the seafront. It is well connected by tube and airport through Ronda Litoral road. With over 9,960 buildable sqm, our preferred approach for this land plot is a turnkey project (negotiations with potential buyers are currently under way).

Almogavers (district 22@, Barcelona)

This land plot is owned by Metrovacesa Arrendamiento and is located in 22@ district, close to the Plaza de Glories and the Agbar Tower in Barcelona. This land plot has 16,733 buildable sqm. Our preferred approach for this land plot is a land sale (an agreement with a buyer has already been signed). From December 2017, this land plot is already Fully permitted.

La City (Hospitalet, Barcelona)

This land plot is owned by Metrovacesa Arrendamiento and the Company and is located in the City Metropolitana sector, a privileged area of Barcelona, next to the Gran Via enlargement (a new main access to Barcelona), Plaza Europa (where several office developments are undergoing including one by Colonial) and the Exhibition Center. Line 9 of the Barcelona Metro is located within a few meters, connecting the land plot with the airport and the city center. With 135,617 buildable sqm, our preferred approach for this land is a combination of a land sale and a de-risked development through a joint venture.

Commercial Development Team

Our commercial development business is led by a highly experienced and dedicated in-house team of eight people, including the head of our commercial department, in charge of the commercial development, five commercial technicians located in our headquarters who oversee the design and construction process, and two business development analysts. Our commercial development team has developed or executed developments of more than 6.5 million sqm including 5 million sqm of office space. They have an average of 21 years of industry experience (nine years of experience in our Company and its predecessor, on average) with extensive knowledge of all stages of the commercial development process. The team has the internal capability to cover the entire value chain from the design, construction and execution to the delivery of property, and the team

benefits from the support of external commercial agents and design and construction companies, as well as the support of our legal, marketing, media and human resources teams based in our headquarters.

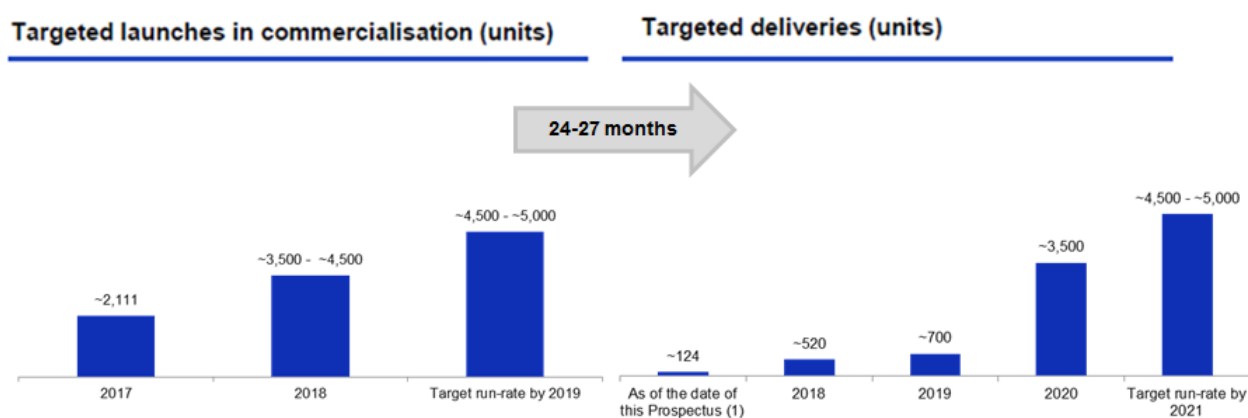
Current Target Delivery Plan and Operating Targets

IMPORTANT NOTICE: *The data in this section are not financial forecasts or estimates, but rather the unit target launches and deliveries pursuant to our current target delivery plan and other targets. There can be no assurance that these targets can or will be met and they should not be seen as an indication of our expected or actual results or returns. Factors that could affect our ability to meet these targets include the Spanish political and economic conditions and land-permitting, construction and land development costs and delays, among other factors. Accordingly, investors should not place any reliance on these targets in deciding whether to invest in the Offered Shares. In addition, prior to making any investment decision, prospective investors should carefully consider the risk factors described in the “Risk Factors” section of this Prospectus. See also “Important Information—Forward Looking Statements.”*

We are currently in the ramp-up phase of our business plan. We are targeting to reach our target run-rate of residential units delivered by 2021, based on what we believe to be a sustainable and achievable ramp-up based on the size and quality of our existing land bank portfolio, our corporate structure and geographic capillarity, our brand recognition and our current performance.

Residential Development

The chart below shows our target residential launches and deliveries for the period 2017–2021 from our current land bank. Our target average selling price range for the units expected to be delivered in 2021 is approximately €250,000 per unit.



(1) 110 units as of December 31, 2017

Our run-rate target deliveries of 4,500 to 5,000 residential units per year may increase or decrease depending on market conditions. We believe that our current management and organizational structure would comfortably accommodate such expansion, which would also be supported in part by our sizeable existing land bank portfolio. We believe that our geographic capillarity and our first-hand knowledge and reputation in each of the markets where we operate will be instrumental in achieving our expected targets.

Residential development operating targets

Operating Targets

Residential units delivered at run-rate by 2021	4,500-5,000
Annual expected revenue from residential development at run-rate	€1.1-1.2 billion
Gross residential development margin at run-rate ⁽¹⁾	~29%
Residential development EBITDA margin at run-rate ..	~24%

(1) Excluding operating expenditures.

Commercial Development

Commercial development operating targets

Operating Targets

Commercial developments to be launched by 2021	180,000-200,000 sqm
Target ASP at run-rate.....	~€3,800/sqm
Gross commercial development margin at run-rate ⁽¹⁾	~24%
Commercial development EBITDA margin at run-rate	~20%

(1) Excluding operating expenditures.

To achieve these targets we seek to maintain a conservative and flexible capital structure that would enable us to realize our medium to long-term LTV target of 15% to 20%. These targets are also in line with our expectations of paying the first dividends by 2020, with targeted cash distribution (dividends or buy backs) above our peers in the medium term, including a payout target of above 80% of free cash flow to equity (FCFE) to shareholders.

Property, Plant and Equipment

As of September 30, 2017 our property, plant and equipment and intangible assets amounted to €82 thousand. Most of our offices, including our headquarters and regional offices, are leased.

Our headquarters are located in calle Quintanavides 13, Parque Empresarial Vía Norte in Las Tablas (Madrid). The premise is the first floor of Building n. 1 with a total approximate surface of 1,152 built sqm plus 19 parking spaces. The office is subject to a lease agreement with Merlin Properties with maturity on February 2, 2018 and may be renewed upon maturity under market terms and conditions.

We also have regional offices in: (i) calle Les Moreres, 14, 46012 Valencia. The office occupies the ground floor of an 11-storey building and has a surface of approximately 229 built sqm (201 useable sqm). The premises are property of Metrovacesa. (ii) Avenida Josep Tarradellas 8, pl. 2^a, oficina 1, Barcelona. It is located in an 11-storey building with a total surface of 11,372 sqm and has 175.20 built sqm (160.40 useable sqm). The premise is subject to a 5-year lease agreement with private owners with maturity in June 2022. (iii) Plaza de la Solidaridad 12, Indocar building, Malaga (Costa del Sol). The premise has a total built surface of 172.7 sqm and includes 2 parking spaces. It is privately owned and is subject to a 5-year lease agreement with maturity on June 8, 2022. (iv) calle Gerardo Diego, 6, Sevilla. The premise consists of a ground-floor with an approximate surface of 183 sqm plus 77 sqm of basement. The premise is owned by a private company and the leasing contract includes 4 parking spaces. The lease contract matured on December 31, 2017 but a 1-year extension has been recently agreed with the owner until December 31, 2018.

The aggregate nine-month rent paid by the Company for all the referred lease agreements amounted to €275,647. Under the referred lease agreements, rent might be updated at an annual rate equal to the CPI.

Employees

As of the date of this Prospectus, we have a total of 101 employees (84 employees as of September 30, 2017), all of which are permanent employees. Our compensation policy, which is reviewed annually, is based on market-rate salaries in order to maintain an appropriate level of competitiveness. There is no labor union or collective bargaining agreement between us and our employees, and no employee is a member of any industry-wide union. We have not experienced any significant labor disputes or work stoppages.

We invest significant resources in training programs for our employees in order to increase their skills and productivity. The following table sets forth the number and type of employees working in each of the regions in which we operate as of the date of this Prospectus:

<u>Location</u>	<u>Territory covered</u>	<u>Management team</u>	<u>Operating Staff</u>	<u>Support and Administrative</u>	<u>Total number of Employees</u>
Residential					
Madrid/HQ	Centre, North, Canary Islands	4	22	4	30
Barcelona.....	Catalonia and Balearic Islands	1	5	1	7
Valencia.....	Levante	1	3	2	6
Malaga	Costa del Sol	1	7	1	9
Seville.....	West Andalusia	1	6	1	8
Total.....	-	8	43	9	60
Commercial					
Madrid/HQ	Centre, North, Canary Islands	2	4	1	7
Barcelona.....	Catalonia and Balearic Islands	-	1	-	1
Total.....	-	2	5	1	8
Headquarters ⁽¹⁾	-	6	15	12	33
TOTAL.....		16	63	22	101

(1) The 33 people based in Madrid (Headquarters) are devoted to corporate and administrative tasks. Given that they are not directly assigned to the Residential, Land Management or Commercial development teams, we opt to separate them from the rest of the staff within the total sum.

Our hiring policy is two-fold: first, we leverage on experience and best industrial practices, relying strongly on referrals as a key practice (60% of the workforce is hired through referrals) and headhunters (up to 40% of the workforce is hired this way and approximately 50% of middle management jobs, all with over 15 years of experience, were found with headhunters). The second part is to focus on development and training, including rotating through different departments and mentoring programs, and on an attractive compensation plan, including incentives depending on the performance of both the employee and the company. Our well-developed human resources practices allow us to capture and train the best young talent, as well as fill those positions that require more experienced employees.

Information Technology

Our IT unit is supported by some of the most modern software available in each line of business. Our land development business is supported by SAP ERP. Our management activities are supported by TAYA (Taya Technologies) and EDITRAN (Indra).

Our IT department is responsible for managing our technology infrastructure, telecommunications network and computer systems. The unit develops and evaluates in-house technological solutions and third-party software solutions. The IT unit focuses on enhancing the timeliness of data processing to enable us to deal with greater information regarding market supply and demand for our land bank that allows us to deliver a more suitable product for each development, improving data protection and security, improving cost efficiency, developing contingency plans and implementing technology projects.

Our IT platform is an important component of our business, and as such, we invest and will continue to invest resources in modernizing our platform. In the past, we have made investments in technology to provide a stable, secure platform for our operations, identify and better understand cost drivers, improve processes and adequately assess our profitability segments. This investment has allowed us to maintain an internal interconnection network capable of reducing the risk of network failure and providing stability to our system. Our technology investment budget for the year ended December 31, 2017 was €1 million.

We continue to update our IT platform to accommodate market demand and our client needs. We have recently implemented key software applications including our new client relationship software (CRM 360), which facilitates the interface of our clients with the units they purchased and allows them to monitor on a real-time basis the status of each unit and the estimated date of delivery, an updated document management tool and Workplace 3.0.

Quality, Innovation, Health and Safety

We seek to continually improve our health and safety performance standards focusing on hazard elimination, risk reduction, regular monitoring, individual behavior, training and auditing. We seek to promote a working environment in which occupational health and safety is an integral part of our business. As of September 30, 2017, we had initiated the process to obtain the ISO 9000 and ISO 14000 quality management system standards.

Legal and Other Proceedings

We are routinely involved in legal proceedings arising in the ordinary course of our business. These proceedings do not materially impact our ability to conduct operations or meet forecasted goals. As of the date of this Prospectus we did not have any outstanding material litigation proceedings.

Although it is difficult to accurately estimate the total amount of potential costs we may incur in connection with the legal proceedings in which we are a defendant, our management believes that the provisions for these proceedings are adequate to meet probable and reasonably estimated losses in the event of unfavorable court decisions. For more information on our legal proceedings, see note 11 to our Annual Financial Statements and note 13 to our Interim Financial Statements.

Intellectual Property

Our intellectual property consists primarily of our brand name (Metrovacesa).

Our management believes that we possess sufficient trademarks, trade names, licenses and other similar rights that are sufficient to conduct our business as currently conducted.

Insurance

We maintain insurance policies that we consider appropriate and that are consistent or above what is considered customary in the industry where we operate. As of the date of this Prospectus, we maintain the following insurance policies:

Civil liability

We maintain policies at the Group level for tort claims arising in connection with the management and operation of our land bank and protecting us against general and cross liability, including legal costs, bonds and financial loss, among others; professional responsibility policies protecting our directors and senior management against any civil liability; professional responsibility policies for damages caused by our employees to third parties (including property damage and death); and policies for our vehicles. These insurance policies are subject to certain loss limits, deductions and exclusions.

Property

We maintain policies covering all material, accidental, sudden or unforeseen damages or losses caused to our property, the property we lease or any property owned by third parties over which we have assumed a risk of loss. These insurance policies are subject to certain loss limits, deductions and exclusions.

Employees

We maintain life, health and personal injury policies for our employees and policies to cover medical costs incurred by our employees.

Corporate Information

Our headquarters are located at Parque Vía Norte, calle Quintanavides, 13 (28050) Madrid. Our main website is www.metrovacesa.com/en/. Our investor relations website is www.metrovacesa.com/en/inversores-y-accionistas/. The information included in our website or that may be accessed through our website does not form part of this Prospectus and is not incorporated by reference herein or otherwise.

INDUSTRY OVERVIEW

Spanish Macroeconomic Overview

Spain is the fastest growing OECD country

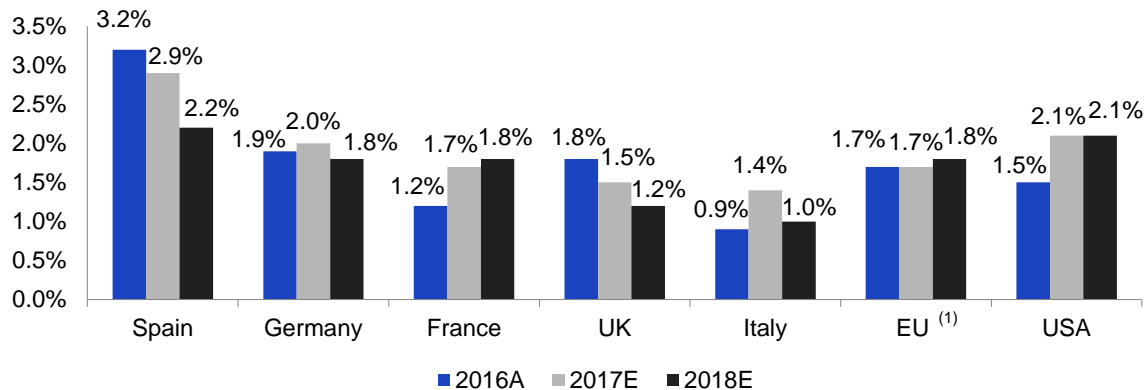
In recent years, Spain has been one of the fastest-growing countries in Europe. The country's strong recovery is underway on the back of decreasing unemployment levels and improved private consumption, with 15 consecutive quarters of positive GDP growth since 2014.

In fact, Spanish GDP increased by 3.2% in 2016 (the highest increase among the OECD countries, compared to, e.g., 1.9% in Germany, 1.8% in the United Kingdom and 1.5% in the United States) and 3.1% in 2017. Growth estimates from the Bank of Spain for 2018 and 2019 follow the same trend with expected growth of 2.4% in 2018 and 2.1% in 2019. Furthermore, in July 2017, the 2017 projection was revised and increased from 2.7% to 2.9%, reflecting the strong and durable underlying economic recovery in the country.

The following graph shows GDP real growth rate estimates in Spain, Germany, France, the United Kingdom, Italy, the EU and the United States for the years 2016 to 2018:

GDP real growth rate

%



(1) Including Spain

Source: Bank of Spain, Bank of England, Bundesbank, European Commission, Federal Reserve, IMF

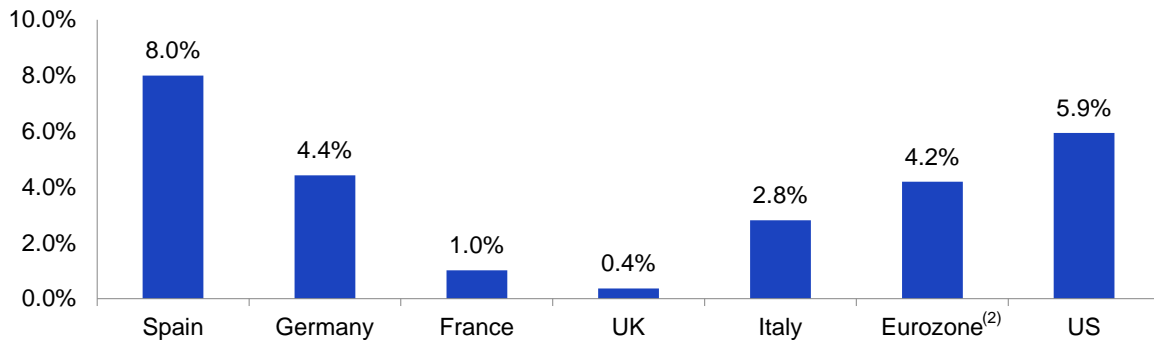
Spain is creating the largest number of jobs among developed economies

The recovery of the Spanish economy is mainly supported by solid momentum in new job creation and a continuous rise in household disposable income. Job creation is a key factor for growth in the homebuilding industry. In fact, Spain is creating the largest number of jobs among developed economies: around 2.1 million jobs have been created since 2014, causing the unemployment rate to drop by 10.5 percentage points from 26.9% in the first quarter of 2013 to 16.4% in the third quarter of 2017. Although the unemployment rate in the third quarter of 2017 was the lowest in more than eight years, it was still more than twice as high as it was a decade before (8% in mid-2007). The improvement in the labor market is in line with Spain's broader economic recovery and is expected to keep following the same trend.

The following graph shows new jobs created between the years 2014 and 2017 as a percentage of the active population in Spain, Germany, France, the United Kingdom, Italy, the Eurozone, and the United States.

New employment generated since 2014(1) as a % of June 30, 2017 active population

%



(1) From January 1, 2014 to June 30, 2017 (except for Italy and France, which shows data from January 1, 2014 to January 1, 2017)

(2) Including Spain

Source: INE, BOLS, ONS, Deslatis, Eurostat

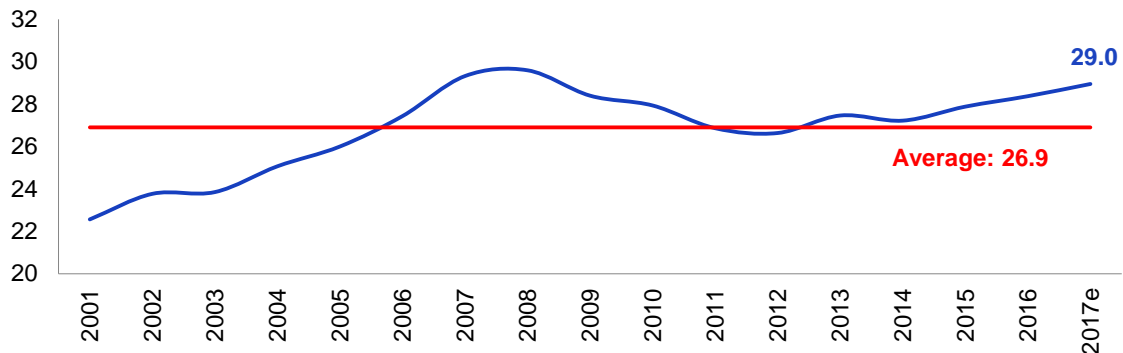
Spanish household disposable income is recovering

Household spending continues to be supported by very strong job creation. The Spanish household disposable income has almost reached its pre-crisis peak and should stand at €29,000 by the end of 2017 (2017e, BMI research) compared to an average of €26,900 since 2001.

The following graph shows the variation of Spanish household disposable income between 2001 and 2017:

Spanish household disposable income

(‘000 €)

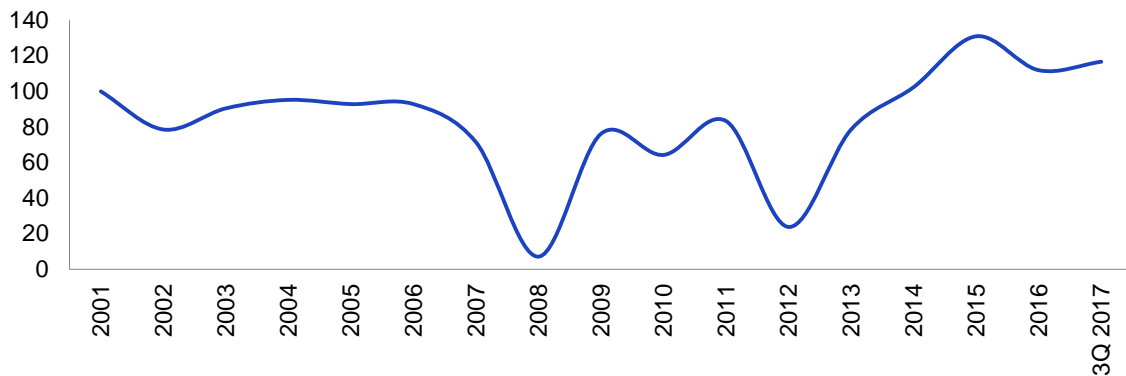


Source: INE, BMI

Following a period of decline from 2008 to 2012, real household disposable income posted its first annual growth in 2013 and has continued to rise. Among the key factors contributing to the improvement were the continuous decrease of the unemployment rate and the rise of the internal demand and consumption levels. The country’s consumer confidence is also reflecting this strong recovery with the index as of September 30, 2017 reaching peak levels in the last 15 years.

The following graph shows the Spanish consumer confidence index for the years 2001 through 2017:

Spanish consumer confidence index
Index base 100 as of 2001



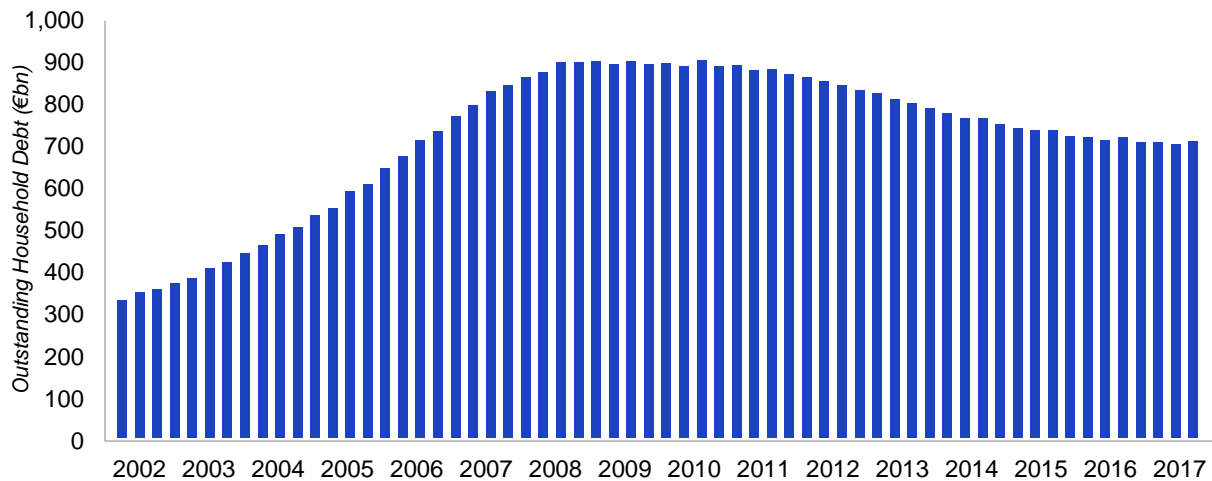
Source: Ministry of Economy

Deleveraging of the Spanish Economy

By virtue of being part of the Eurozone, Spain benefited from a low interest rate environment during the early 2000s which led to private households taking on more debt. Private household debt almost tripled from 2002 to 2008. Since then, the financial crisis and the Spanish recession which saw a soaring unemployment rate led to a deleveraging process among households and the private sector. In December 2008, the total amount of outstanding debt was €07 billion, representing almost 81% of Spanish GDP at that date. In 2016, outstanding debt accounted for less than 65% of Spanish GDP.

The following graph shows outstanding household debt in Spain for the years 2002 through 2017:

Private household outstanding debt
(€bn)



Source: Bank of Spain

In consequence, households as well as private companies (including homebuilding companies) are less leveraged compared to pre-financial crisis levels, making them more creditworthy.

Spanish Demographic Overview

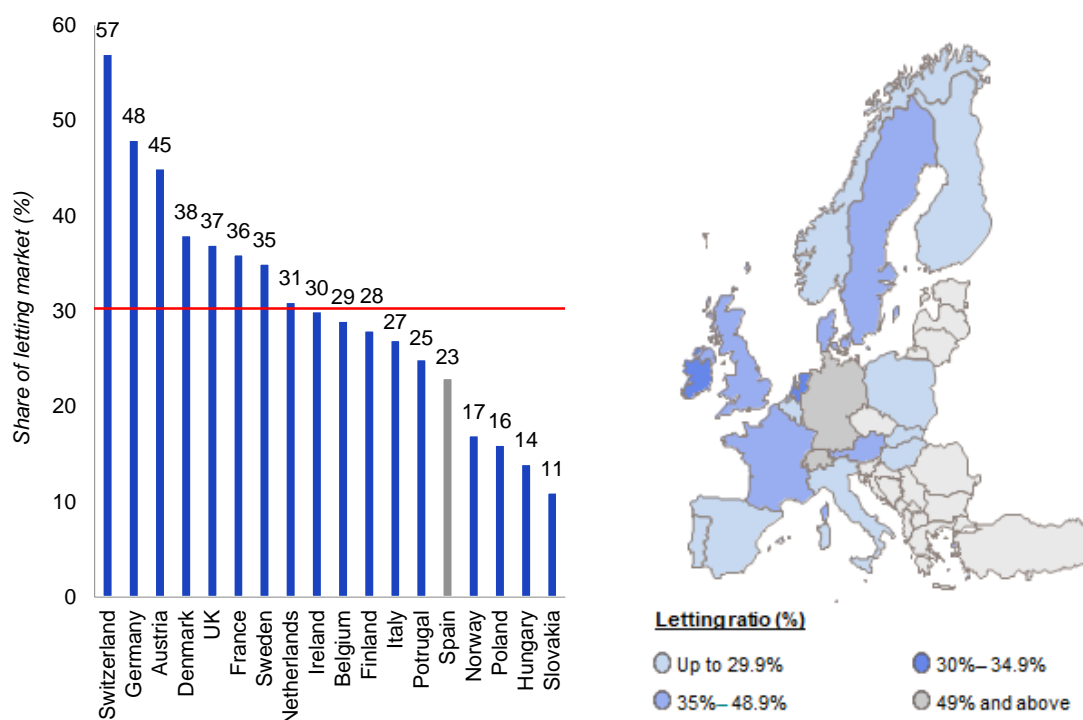
According to the Spanish Statistical Office, Spain is currently undergoing a declining demographic trend, with a less-than-replacement fertility rate and an aging population. The total population is expected to decrease from 46.4 million in 2016 to 45.9 million in 2030/31. However, this population decline will not be homogeneous throughout the country as increases are expected in regions such as Madrid, Canary Islands, Balearic Islands, Murcia and Andalusia. This negative growth is not expected to be offset by the migratory balance. As the

workforce gets older and the rate for new workers is less than replacement, there is a gap in the labor force that can only be filled by immigrants.

However, despite this population decline, the Spanish Statistical Office expects the total number of households to rise in the coming years, from 18.3 million households in 2016 to 19.2 million households expected in 2031, which is an important demand driver for the homebuilding sector.

Another key factor for the homebuilding industry is the Spanish historical “cultural” preference for home ownership compared to rental. In fact, the Spanish residential market’s dynamics are characterized by high property ownership, where consumers’ savings are often partially in the form of residential properties. Spain has one of the highest home ownership rates in the EU, with only Hungary, Slovakia, Poland and Norway having a higher rate than Spain.

The following graphs represent the letting market share in EU countries for the years 2015/2016, where the average is indicated by the red line:



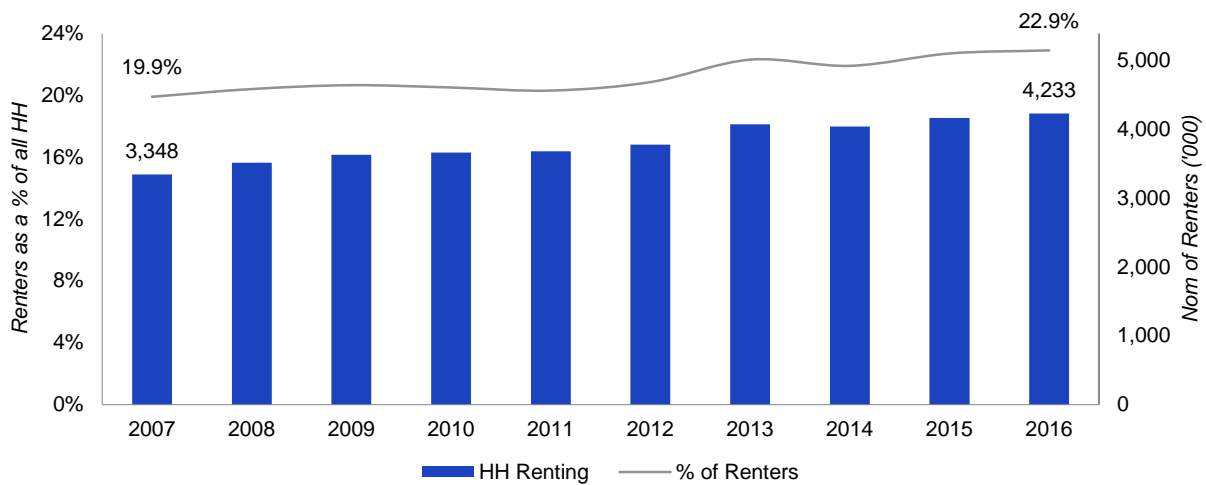
Source: Distribution of population by tenure status – EU-SILC survey – based on latest available data (2015/2016)

However, in the last ten years, the rental market share has progressively increased from 19.9% in 2007 to 22.9% in 2016. The increase of the rental market share also provides a strong backdrop to the homebuilding industry, creating additional demand drivers, such as:

- Larger stock of developments dedicated to buy to let;
- Improving the profile of house buyers, driven by demand from small, financially capable investors that are looking for an investment with attractive returns; and
- A more resilient buyer credit profile is also positive in the event of a downturn in the cycle, reducing mortgage installment delinquency and bank foreclosures.

It should be noted that Spain remains an owners market and that the increase seen in this last decade is explained by increased geographical mobility of population but also from temporary lower disposable income and a temporary expectation that residential prices could continue to decrease which, from 2015, is no longer the case.

The following graph shows Spanish households under rental tenure as a percentage of all households:
Households under rental tenure; Share of all households and Total number of renters



Source: Bank of Spain & INE (EPA)

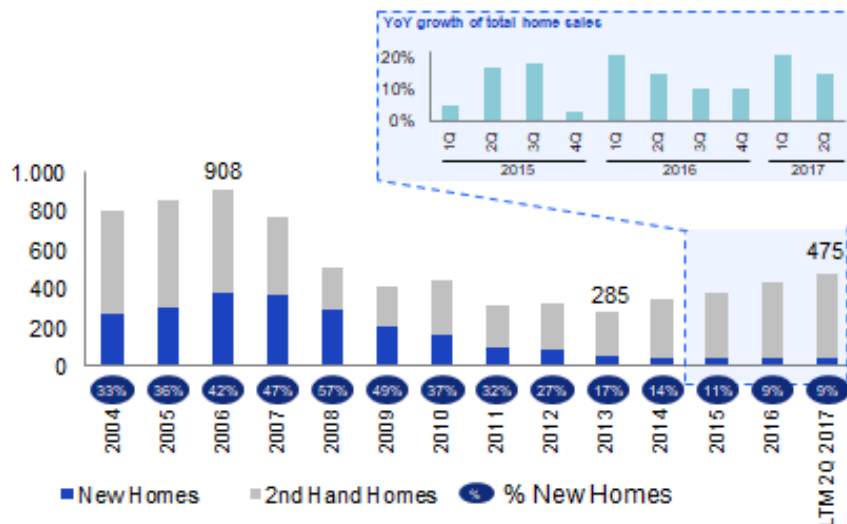
Residential market fundamentals indicate an attractive entry point and long cycle ahead

Residential demand considerations

Residential market demand has been recovering since 2013, mainly driven by second hand transactions given the lack of attractive new houses.

The following graph shows the distribution of new home and second hand home sales in Spain for the years 2004 to 2017:

Annual home sales '000s transactions



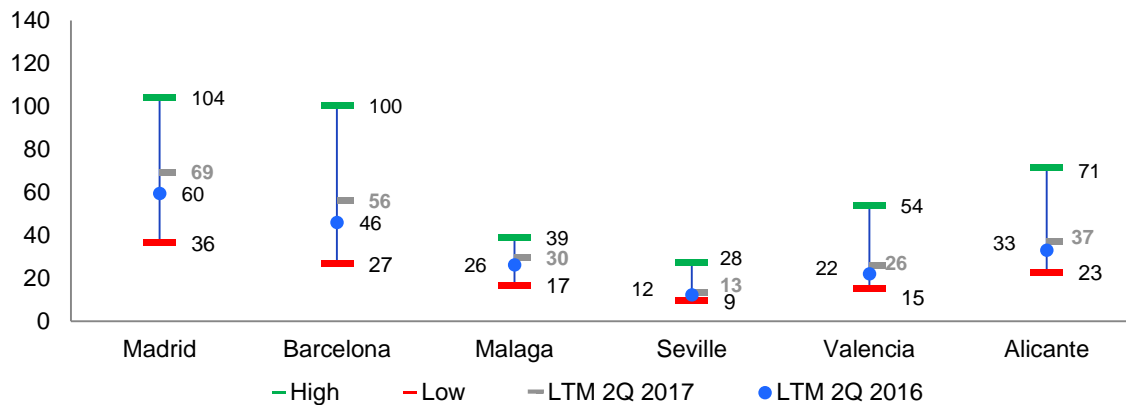
Source: Spanish Ministry of Public Works and Transport

The lack of supply over the last years has resulted in a high stock of unattended demand that is looking to be serviced. The percentage of new homes (as part of total home sales) decreased from around 60% in 2008 to less than 10% in 2016/17.

Looking at home sales data by Spanish regions, it appears that transactions levels have started to recover from the crisis, although still remain significantly below their peaks.

The following graph shows annual home sales in Spain by region:

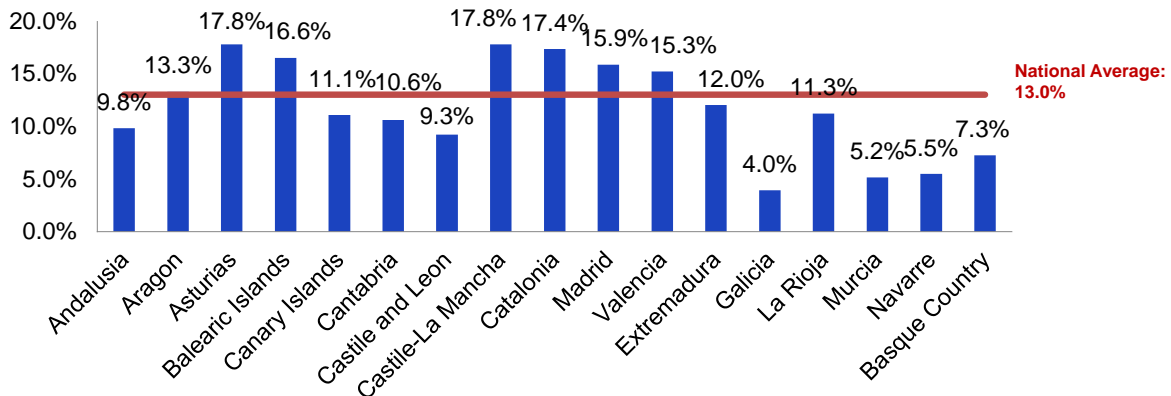
Annual home sales (Max-Min 2004-2Q 2017)
 '000s transactions



Source: Spanish Ministry of Public Works and Transport

Transaction volumes in main cities like Madrid or Barcelona are still far below their pre-crisis peak (around 56% to 66% of their pre-crisis volume as of June 30, 2017), leaving further room for growth in the coming years.

Housing Transactions by Autonomous Community
 Y-o-Y Growth (%)



Source: Registradores de España (Land Registry)

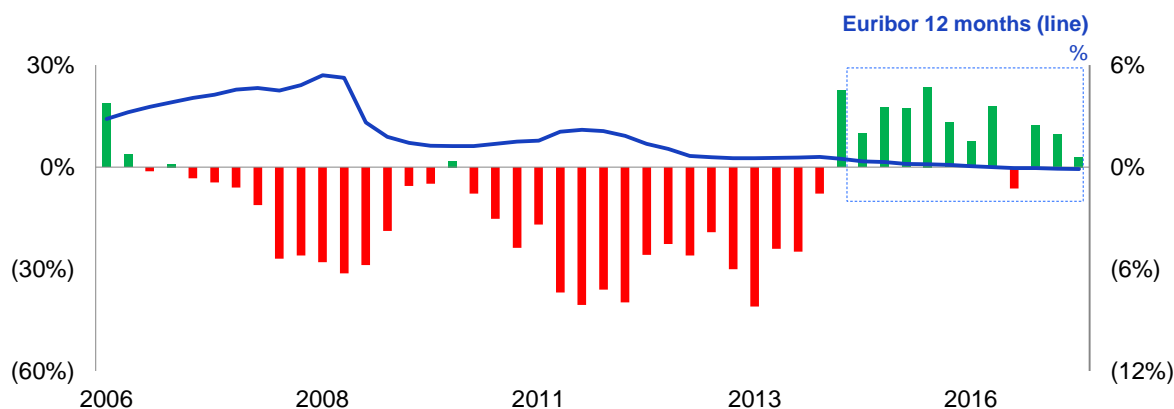
According to the Land Registry data, total transactions increased by 13.0% year-on-year as of the third quarter of 2017. Significant growth occurred across the seventeen regions and there was double digit growth in eleven of them. This was the eleventh consecutive quarter showing growth in the number of transactions.

Domestic demand

In addition to the favorable market dynamics in the country, there is a very favorable financing environment, with a continuous increase in the volume of mortgages granted to households, as well as a low interest rate environment.

Mortgage financing (bars)

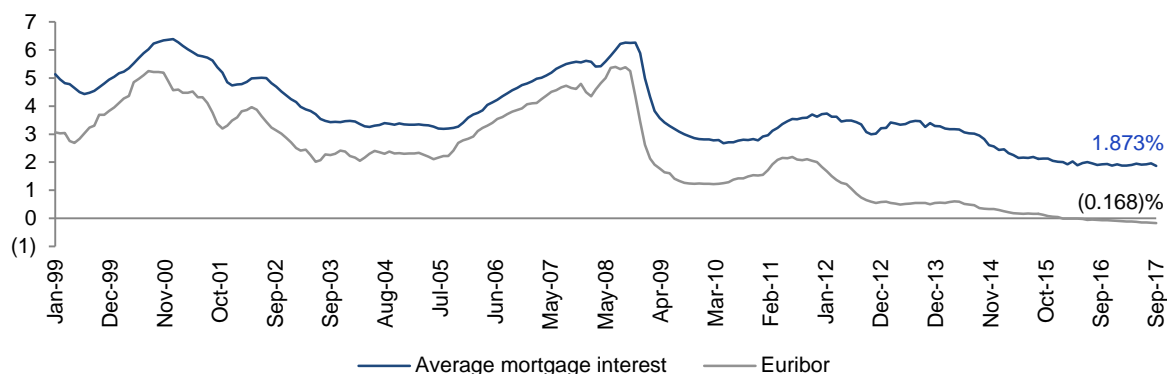
Mortgages granted to households YoY growth (%)



Source: INE, Bank of Spain

Evolution of average mortgage interest rate

(%)

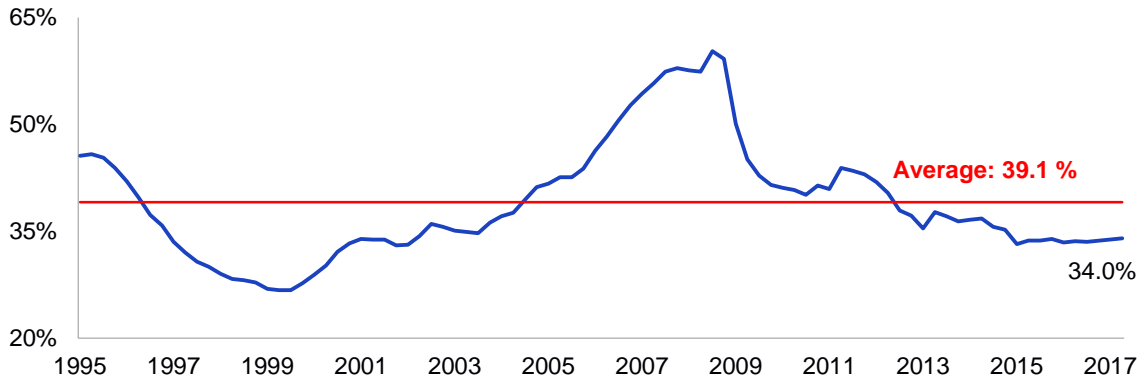


Source: Spanish Mortgage Association, August 2016

The average mortgage installment has been decreasing since 2008/09 and is currently 5 basis points below its historical average. The affordability ratio (defined as the mortgage installment as a percentage of household income) reached 34.0% in the second quarter of 2017 compared to its 20-year average of 39.1%, and is well below pre-crisis peak levels where it was situated at over 60%. We develop our residential schemes using project loans, whereby end customers get mortgages for 80% of the purchase price on delivery, as the project loan is subrogated in the form of mortgages to customers.

Affordability

Mortgage installment as % of household income

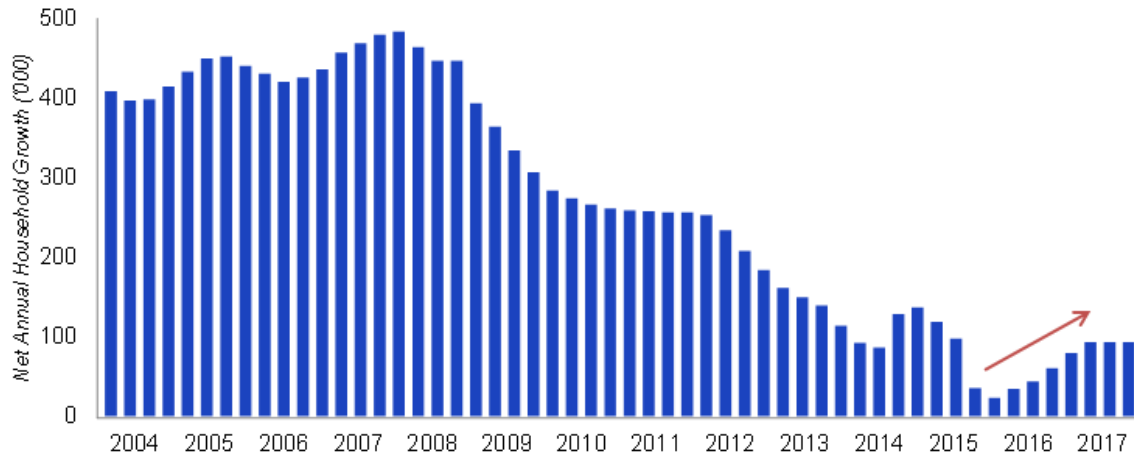


Source: Spanish Ministry of Public Works and Transport

In addition to a more favorable financing environment, a higher disposable income and more affordable houses, a main key driver for the housing market demand is household formation.

In Spain, following the early 2000s when the average net household additions was 347,000 per annum, net household creation remains positive. In conjunction with the above-mentioned favorable macroeconomic environment, these newly created households should represent an important component of the housing demand in the country.

Net Household Creation ('000)



Source: Spanish Statistical Office (INE); Labor Conditions Survey (EPA)

Household Growth Forecasts 2015-2029 ('000)

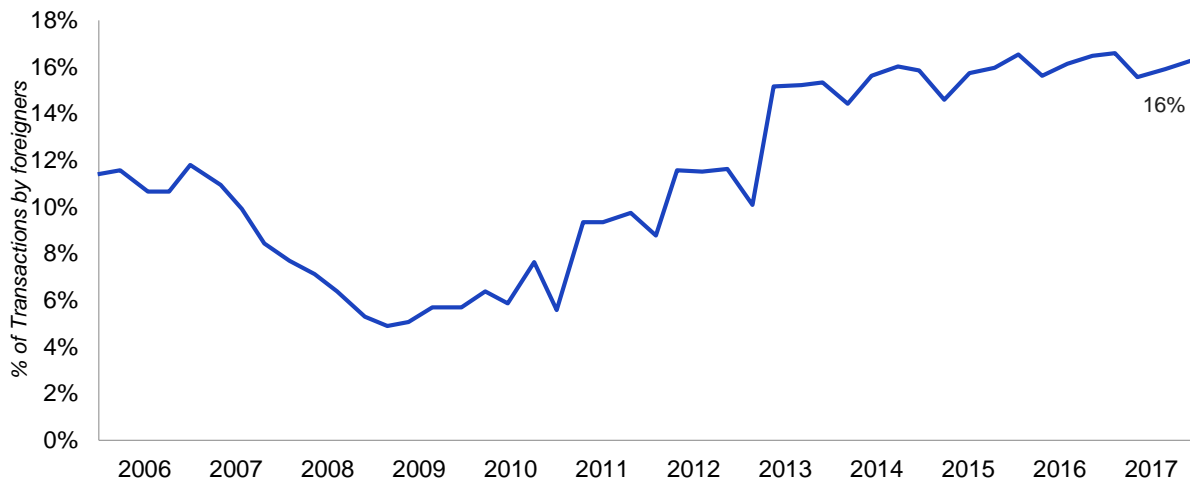
	Base
Total Number of Households	
2014	18,203
2029	19,144
Net Household Creation	
2015 – 2029	942
Annual Average	63

Source: Bank of Spain. October 2015 Economic Bulletin. "medium term household creation and new primary housing demand"

Foreign demand

Foreign demand accounts for a significant portion of the Spanish housing market. As of June 30, 2017, foreign demand represented around 80,000 transactions, making up 16% of all completed transactions. This figure is well above the average of the last decade (2006 to 2016), when an average of 56,000 transactions were undertaken by foreigners each year, and is above its pre-financial crisis peak.

% Sales to foreigners



Source: Spanish Ministry of Public Works and Transport

The demand from foreigners is complementary to the domestic one. Up to one third of foreigners' demand is concentrated on the Mediterranean provinces of Alicante and Malaga. Foreigners are also more willing than domestic buyers to purchase existing homes, capturing a more significant portion (over 16%) of the supply in this market.

Moreover, recent data released by the Property Registrars' Association indicated that a positive perception of the Spanish real estate market from foreign investors has progressively increased international demand. Specifically, foreigners are focusing their investments in the Costa del Sol. In this area, new developments have been reactivated.

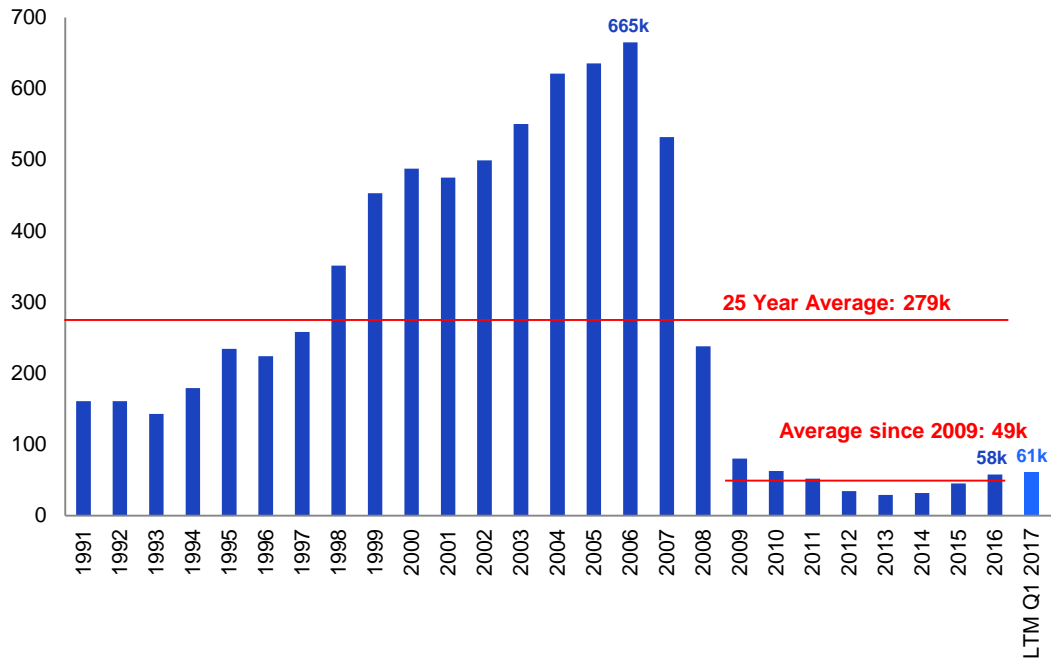
Residential supply considerations

Construction of new homes in Spain

The Spanish residential construction market has bottomed out and slowly appears to be recovering from the downswing that lasted from 2008 to 2014. The average new home starts during the last seven years was 49,000 homes per year, compared to the average over the last 25 years, which represents a decrease of 82%.

House starts in Spain

'000s

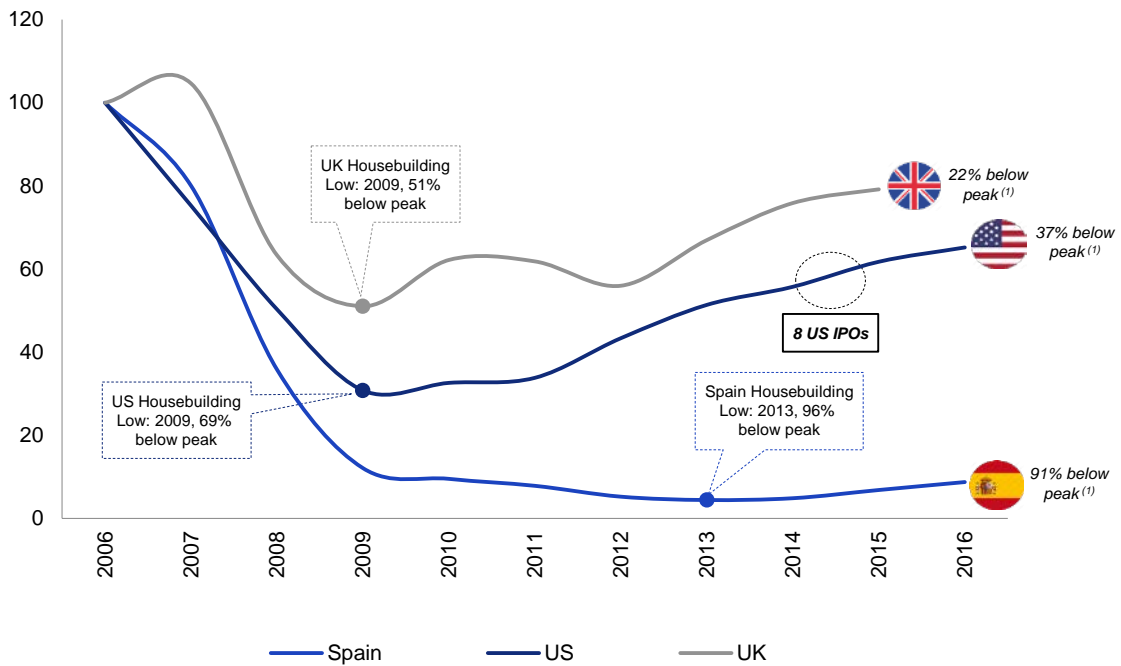


Source: Spanish Ministry of Public Works and Transport.

The gap is even wider when comparing 2016 house starts with previous peak levels (91% below peak). Compared to the United States and the United Kingdom, the Spanish market recovery is lagging behind and is expected to materialize in the future.

House starts – rebased to 100

'Index base 100 as of 2006

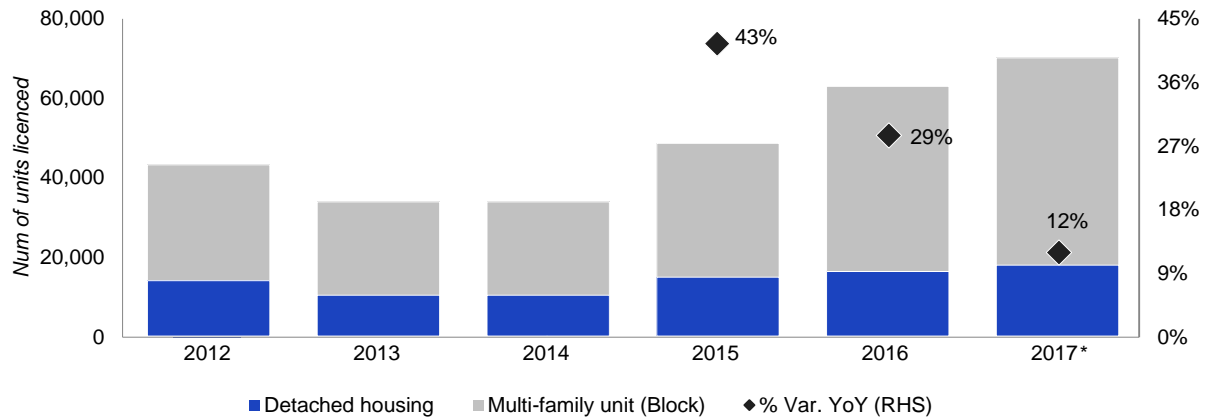


(1) Peaks for UK, US, Ireland and Spain reached in 2007, 2006, 2004 and 2006, respectively

Source: Spanish Ministry of Public Works and Transport, US Census Bureau, Department for Communities and Local Government UK and FactSet

According to CBRE, in the short term the levels of new housing constructions should recover from the low levels experienced between the years 2009 and 2015. As of the second quarter of 2017, the number of homebuilding permits reached 71,000 units per year, implying a 12% year-on-year increase. The increase in building permits granted should help and sustain the recovery of housing supply.

Housing Development Licenses



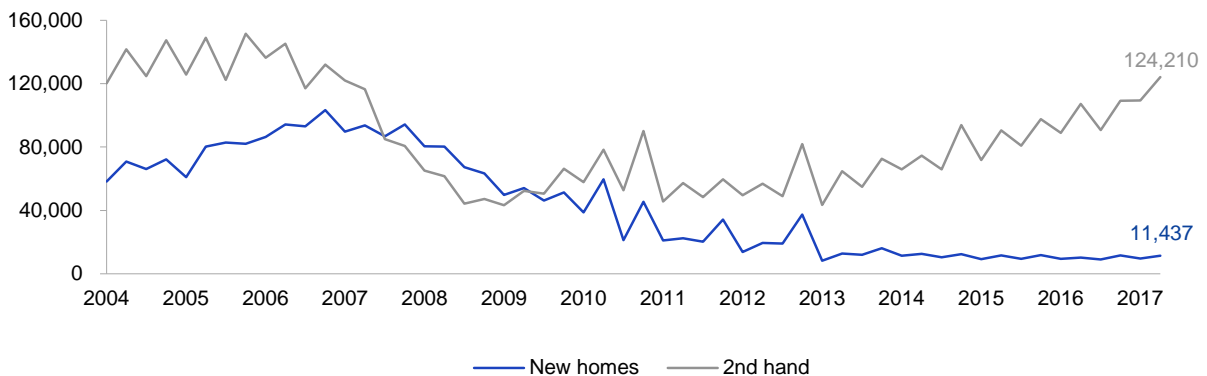
Source: Spanish Ministry of Public Works and Transport

Overall supply constraints

Following the 2007 financial crisis, the homebuilding sector contracted dramatically. The overall number of home transactions went from around 900,000 per year before the crisis to below 500,000 per year in 2008 and onwards. This was due to a significant decrease in domestic demand, as the Spanish economy was suffering from a recession, as well as oversupply in the years prior to the crisis.

From 2014, the total number of transactions started to grow again showing positive signs of recovery. The gap between 2016 transactions and peak levels indicates that the Spanish market has a strong growth potential.

Number of housing transactions ('000), Spain



Source: INE

Historically (before the crisis in 2008), the split between new homes and existing homes (secondhand homes) was 30% against 70%, respectively. From 2008 to 2014, the split became approximately 50% new homes compared to 50% secondhand homes, indicating that there was a supply surplus in the market at that time.

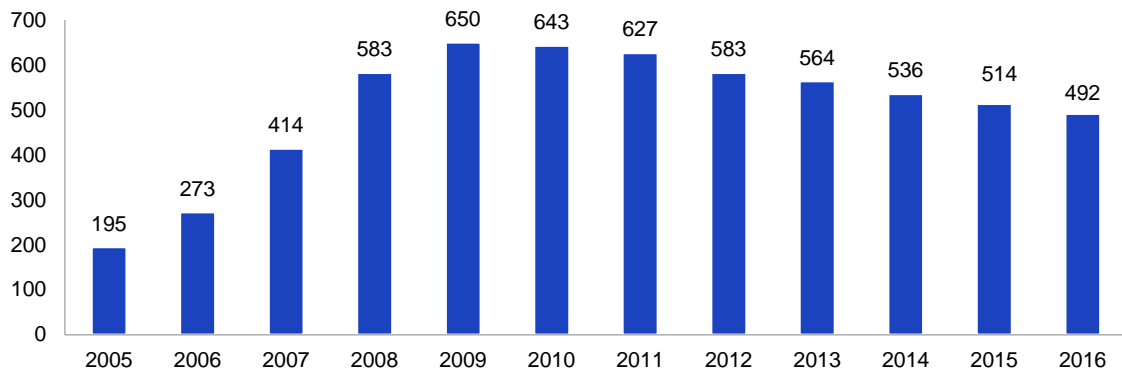
Over the last eight quarters, the gap between new homes and existing homes has widened, becoming 10% new homes compared to 90% existing homes, indicating a supply shortage of new dwellings and a decline in the stock of new homes. With the current number of houses starts (LTM to March 31, 2017) 91% below its historical peak, this supply shortage is not set to be resolved in the near term.

Stock absorption

During the financial crisis, Spain accumulated a significant housing stock, as there was a significant slowing down of financing activity. According to estimates from the Spanish Ministry of Public Works and Transport, unsold newly build house stock started to grow in 2005, and peaked at 650,000 units in 2009.

However, since 2009 this stock has declined and should continue to decline with the current and near-term supply shortage of new homes.

Accumulated unsold newly built homes inventory
'000s units



Source: Spanish Ministry of Public Works and Transport

However, according to CBRE, the current figures overestimate the existing housing surplus due to the fact that the Spanish Ministry of Public Works and Transport defines “unsold stock” as the difference between new housing units completed and new homes sold, where new homes sold are homes with no previous owner or homes less than 5 years old. When homebuilding companies were hit by a wave of bankruptcies during the financial crisis, they had to transfer ownership of finished and in-process homes to their creditors (mostly banks). These banks subrogated into the property development process and registered the estate ownership under their own name; hence, this change in ownership did not enter home sales statistics, which inflated the unsold newly built inventory figures.

Most of the current stock of unsold homes is unevenly distributed throughout the Spanish regions and appears to be unattractive for new home buyers either due to its quality or location (in many instances the remaining unsold stock is wrong product in the wrong locations, and in most instances it is severely damaged from lack of maintenance, squatters, etc. In short, it does not compete with the new developments). Madrid and Barcelona, considered as prime locations, are both experiencing a positive net absorption since the beginning of 2017.

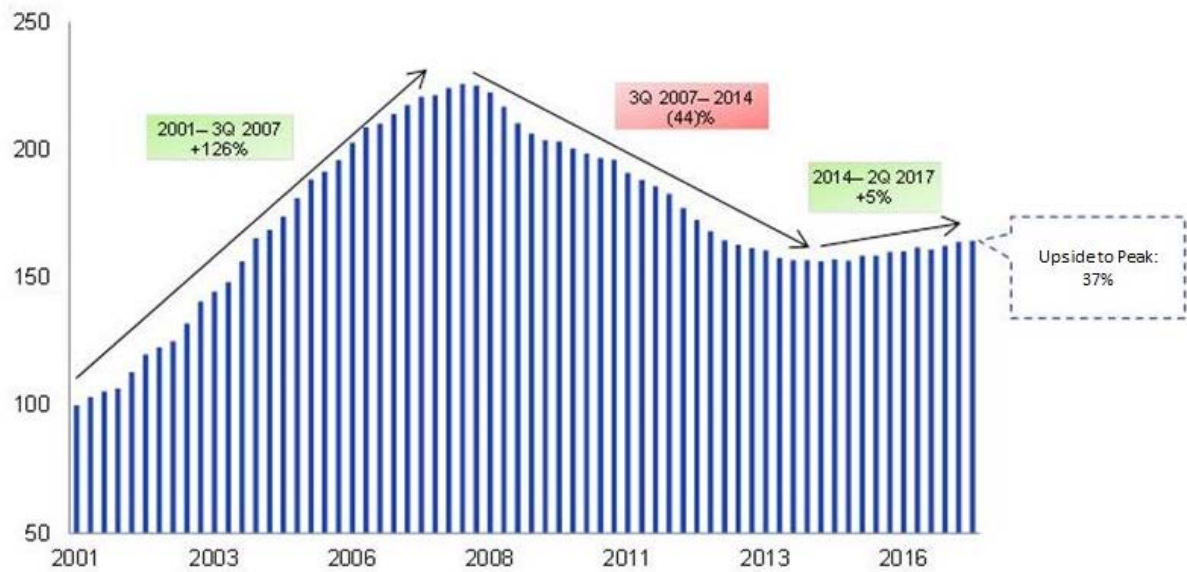
Residential price considerations

The recent recovery in the number of home transactions, coupled with a supply shortage of new homes, led to an increase in house prices. According to the national price index of the Spanish Ministry of Public Works and Transport, from 2014 to the second quarter of 2017, the price index of home prices increased by 5%, after a 31% decline from the third quarter of 2007 to 2014.

Moreover, residential prices are still below the last peak, suggesting further potential price growth.

Spain home prices

Price index of home prices ⁽¹⁾ (real prices)



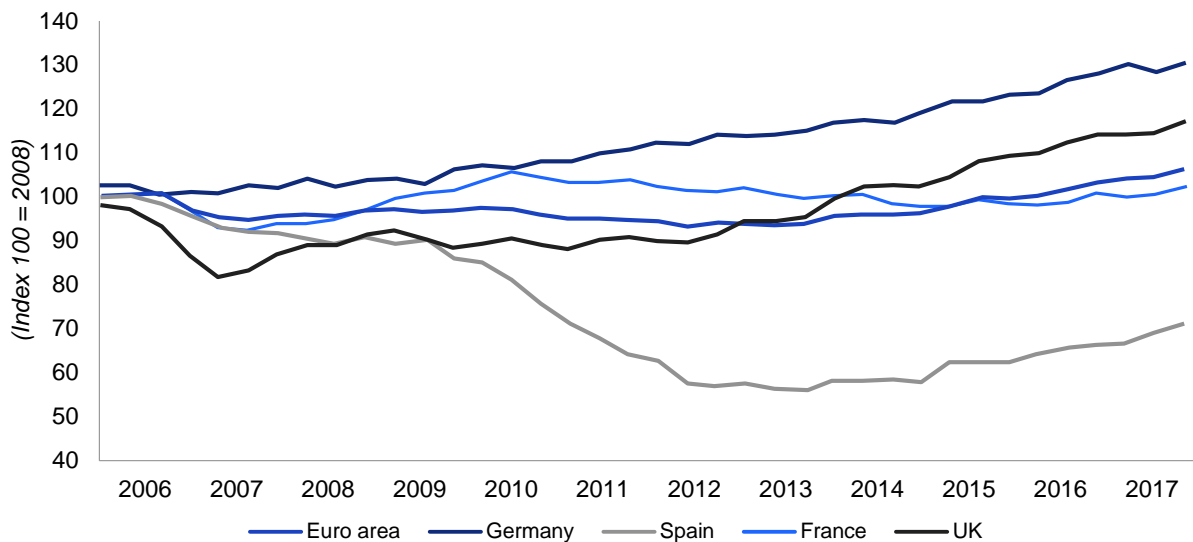
(1) Index base 100 as of first quarter 2001

Source: Spanish Ministry of Public Works and Transport

Compared to other European countries, the Spanish home price cycle is lagging behind. While the United Kingdom and French markets suffered from a less significant decrease and were quick to recover, the Spanish house price significantly decreased during the years following the financial crisis and only started to recover recently.

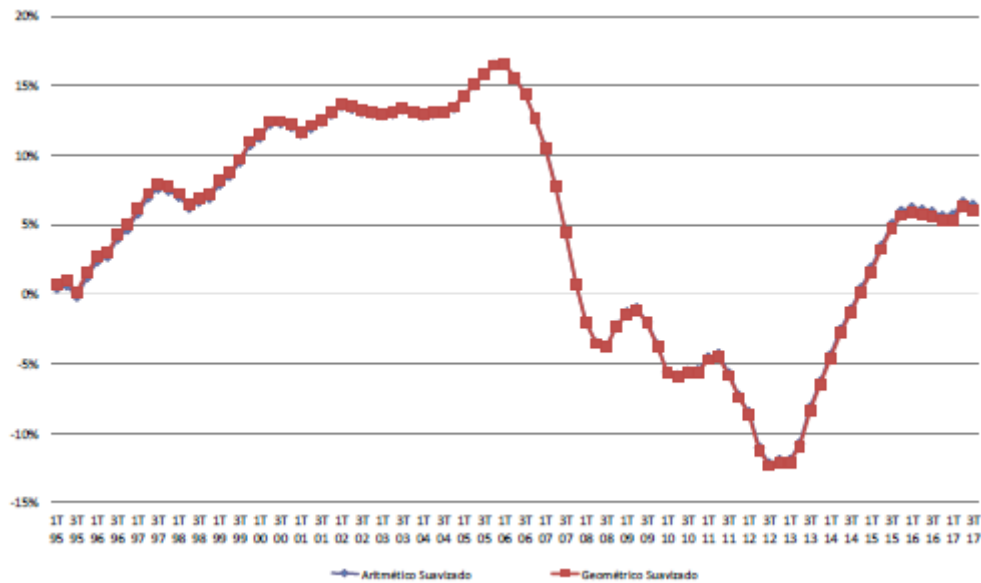
Eurozone Housing Price Appreciation

HPI Base 100 = 2008



Source: Eurostat

Evolution of annual growth rates of IPVVR



Source: Registradores de España (Land Registry)

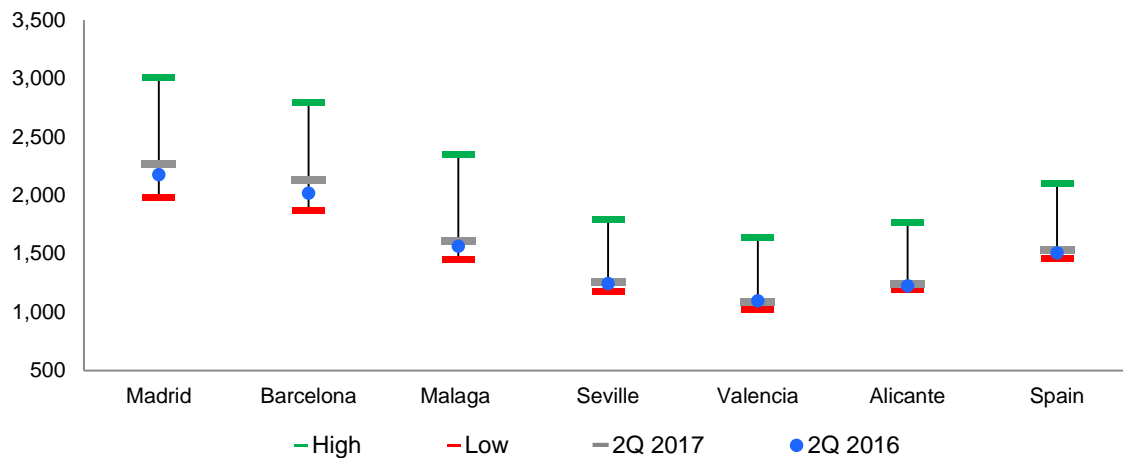
2014 was the year in which Housing Pricing Appreciation (“HPA”) became positive. In 2016, Spanish HPA experienced a significant increase as indicated by Land Registry data from repeated sales (IPVVR from *Registradores de la Propiedad*), which shows the behavior of home prices using a methodology that is based on the Case and Shiller Home Price Indexes Methodology, this is, a 5.5% year-on-year rise in 2016 growing to a 6.8% year-on-year rise in the first nine months of 2017.

According to CBRE, with the economic recovery, housing prices should see a steady increase in the coming years without reaching the pre-crisis levels of 14% year-on-year growth experienced between 2002 and 2006.

On a more granular level, prices are not all following the same trend. The uneven distribution of housing stock in Spain has led to different market dynamics across the Spanish regions. Prime locations such as Madrid and Barcelona are experiencing a faster recovery in residential prices than other regions. The higher demand and low home stock in these prime locations are the key drivers of this faster price increase.

Evolution of home prices by province (Max-Min 2004-2Q 2017)

€/sqm (real prices)



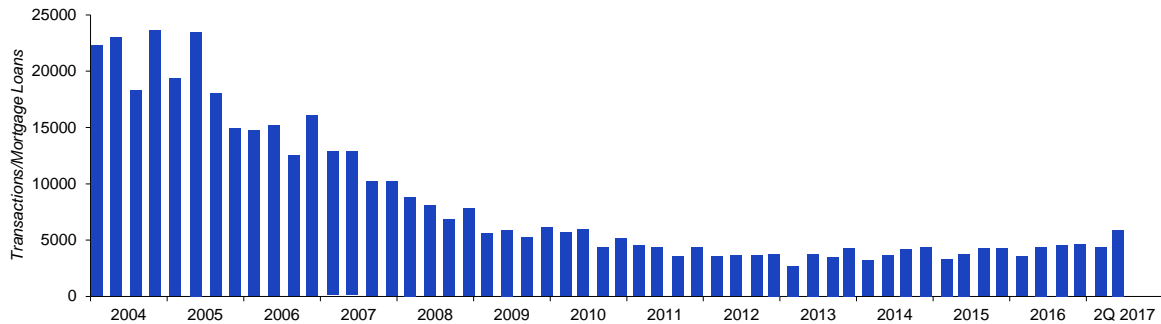
Source: Spanish Ministry of Public Works and Transport

Land market dynamics

The land market in Spain followed the same pattern as the construction sector. The difficulties faced by homebuilders led to less land being purchased. As demand for land decreased, the supply remained large. As such, the Spanish land market is currently oversupplied, with most land currently held by non-homebuilding companies, mostly banks, who took ownership of them after the default of numerous homebuilders following the 2008 financial crisis. However, it should be noted that quality land is scarce and homebuilders are finding increasingly difficult to secure new quality land at attractive margins.

Land: Value of transactions

Urban Land market (Land transactions, €m)

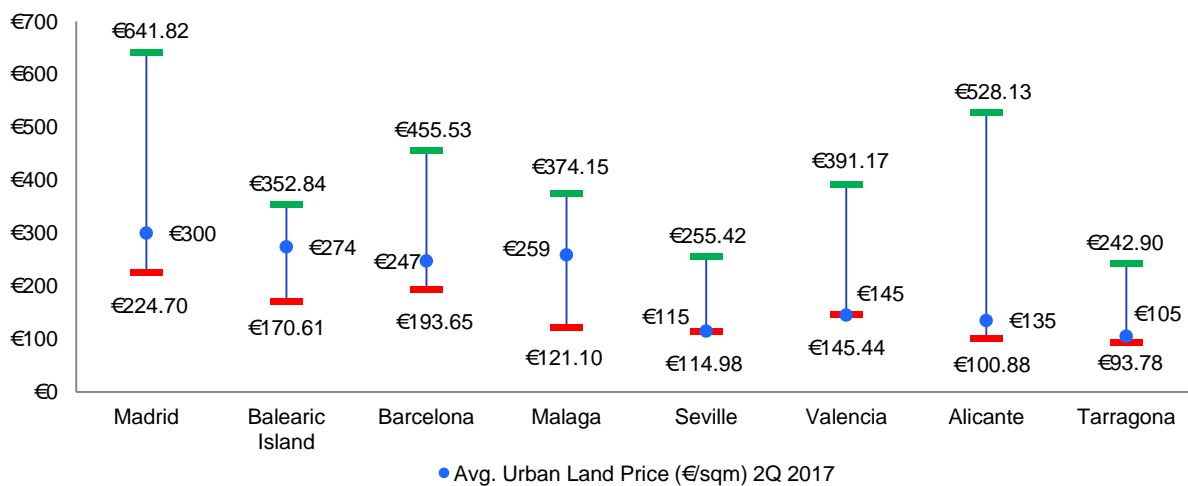


Source: Ministry of Civil Works & Bankinter Securities Research

The recovery of the home construction sector has had a moderate and uneven impact on land prices. In prime locations where there is strong demand for new homes, land prices have grown above average. Nevertheless, according to the Spanish Ministry of Public Works and Transport, land prices are still on the lower side of the cycle.

In most Spanish regions, the land prices are still close to their minimum values between 2004 and June 30, 2017. This should give more headroom for the land prices to recover in the future.

Urban Land Price Dispersion (Max-Min 2004 – 2Q2017)



Source: Spanish Ministry of Public Works and Transport

According to the Spanish Ministry of Public Works and Transport as of the second quarter of 2017, the provinces of Madrid, Seville, Malaga and the Balearic Islands have the highest growth rate for urban land prices. On the other hand, prices in regions like Valencia or Tarragona are still at the lowest levels seen between 2004 and June 30, 2017.

It should be noted that land is highly levered to house prices due to the fact that land cost is only a fraction of the total revenue of a development. Thus, house price increases mainly benefit land prices as construction costs grow with CPI and development margins tend to contract during the cycle if new land needs to be acquired by developers (which is not our case; more specifically, we will benefit from a surplus of land).

Value creation via land transformation

The process of transforming non-urban land into land that is ready to build on is complex and highly regulated, involving multiple parties of which local and regional governments are key decision makers. Spanish land laws define all the different categories of land and give a precise description of the land transformation process. As a consolidated urban land plot is ready to build upon, it trades at higher prices than similar non-zoned developable land. Hence, this transformation process can be value accretive for a land owner, who by bearing the cost of the transformation process can significantly increase the value of its land. See “*Regulation*” and “*Business—Transformation of Land Under the Land-permitting Process*” for further details.

Competition

We operate in a highly competitive and fragmented market. Existing players in the market can be divided into three groups: (i) new joiners (such as Neinor, Vía Célere, Aedas, and Aelca), which have a limited national presence, are mainly focused on primary cities (e.g., Madrid, Barcelona, Malaga, Valencia or Seville), are backed by international sources of capital and rely on recurrently acquiring land in an inflationary market context; (ii) regional players (such as Pryconsa, Inmoglaciari, Amenabar, Quabit, Ibosa, Grupo Insur and La Llave de Oro), which have regional focus and expertise, are “survivors” of the global financial crisis in Spain and some are still undergoing restructuring processes; and (iii) non-natural holders of land (such as Sareb, Aliseda, Altamira Servihabitat, Solvia, BBVA, CaixaBank, Sabadell and Santander), which do not consider development as their core business, are seeking to reduce their exposure and size of real estate assets and are not considered as competitors.

Despite this competition, we believe that our unique expertise in the Spanish land development market provides us with a competitive advantage due to significant barriers to entry for potential new industry competitors, such as difficulties in identifying attractive land plots, planning and implementing investments in those land plots, titling of property, obtaining all relevant licenses and Permits in a timely manner and creating brand recognition and customer loyalty.

Although competitive pressures may eventually affect our market share and our profit margins, we believe they will have favorable effects on the Spanish real estate market and ultimately on our business as competition will force us to become more efficient and productive and help us keep abreast of industry trends and changes in the markets in which we operate. For additional information on the impact competitors may have on our business, see “*Risk Factors—The Spanish homebuilding market could become increasingly competitive.*”

The following table sets forth our competitive position in the Spanish land development business in terms of number of residential units delivered at run-rate by 2021 and geographical reach, based on publicly disclosed targets:

	Company	Aedas	Neinor	Via Celere⁽⁷⁾
Current land bank				
(Number of units)	~37,500	13,044 ⁽⁴⁾	12,000 ⁽⁶⁾	~10,000
Target deliveries at run-rate (number of units)....	~4,500-5,000	~3,000 ⁽⁴⁾	~3,500-4,000 ⁽⁶⁾	~3,000
Five year surplus/(deficit)	13,811	(3,000)	(6,750)	(5,000)
Years of land bank at run-rate ⁽¹⁾	7.9	4.3	3.2	3.3
Year of run-rate	2021	2022	2020	2022
Average selling price	~€250k ⁽²⁾	€330k-€350k ⁽⁴⁾	€341k ⁽⁶⁾	n.a
Residential GAV / sqm (€) (Total / FP) ⁽³⁾	393 / 466	890	1,212	n.a
Target gross residential development margins	c.29%	25% ⁽⁵⁾	n.a.	n.a
GAV/BV of assets.....	1.1x	1.6x	1.3x	n.a
Track-record	Longstanding experience as developer (100 years)	2-3 years	2-3 years	(n.a.)

Number of provinces	31	8	18	(n.a.)
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Source: Company information, Neinor Prospectus (dated March 13, 2017), Neinor 3Q 2017 Results Presentation (dated October 31, 2017), Aedas's Prospectus (dated October 5, 2017), Aedas' website, Press releases

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- (1) Calculated as current land bank (number of units) over deliveries at run-rate (number of units)
 - (2) Targeted at run-rate (2021)
 - (3) Total residential GAV per sqm / Fully permitted GAV per sqm
 - (4) Based on Aedas Prospectus (dated October 5, 2017)
 - (5) Blended land development margin (blended between existing land Net Development Margin of 27% and new land Net Development Margin of 22%)
 - (6) Based on Neinor 3Q 2017 Results Presentation (dated October 31, 2017)
 - (7) Public information.

REGULATION

Set forth below is a summary discussion of the current Spanish regulatory environment relating to the residential and commercial development markets. This discussion is intended to provide a very general outline of the most relevant applicable regulations in Spain and is not intended as a comprehensive discussion of such regulations. You should consider the regulatory environment discussion below as it could have a material impact on our business and results of operations in the future.

The development of residential and commercial properties is subject to a number of legal requirements. In particular, this section intends to be an introduction to the Spanish legal regime regarding (a) the planning and zoning procedures regarding the implementation of residential and commercial developments; (b) licensing requirements for residential and commercial developments; and (c) specific requirements resulting from specific housing and other sectorial regulations.

It is important to note that, despite the seemingly centralized nature of the Spanish nation, from an administrative standpoint, the Spanish territory is divided into 17 autonomous regions (*comunidades autónomas*), two autonomous cities in Northern Africa and more than 8,000 municipalities. There are three different levels of government: municipal (*local entities*), autonomous regions and the central government. These three territorial administrations have their own autonomous political bodies and have decision-making powers in various areas including planning, tourism, housing, retail, and environmental protection.

As a result of the above, the legal framework regarding residential and commercial developments is far from being uniform. It will be affected and conditioned by different regulations that will depend on the autonomous region and municipality in which the development will take place.

Urban Planning

Residential and commercial developments and land zoning

Residential and commercial developments entail a specific and relevant use of the territory. Thus, the possibility and terms according to which these projects can be developed depend closely on the urban planning regime of the land on which they are to be developed.

In this respect, the urban planning regime of the land is not uniform throughout Spain. According to Spain's constitutional framework of distribution of subject-matter competencies, the autonomous regions are the territorial administrations with subject-matter competencies to legislate on planning matters. Accordingly, the urban regime of the land within the national territory is primarily defined by the different planning Laws enacted by the different autonomous regions and also, in basic aspects, by the state regulations on land (Royal Legislative Decree 7/2015, of October 30 approving the consolidated text of Urban Refurbishment and State Land Act, "TRLS 7/2015"), as the national parliament has the right to establish the basic conditions guaranteeing the equal exercise of rights and fulfilment of constitutional duties regarding the land.

The urban regime of the land is linked to its specific urban classification (*clasificación urbanística*). The urban classification of each municipal territory is made by the local general plan of the relevant municipality (normally a General Plan — *Plan General*) which, although drafted and prepared by the relevant City Council, is finally approved by the government of the relevant autonomous region.

In general terms (differences might exist depending on the autonomous region), the land within a municipality is divided by the General Plan in three different categories:

- (a) Rural land (*suelo rústico o suelo no urbanizable*). The ordinary use of these plots is agricultural, farming, livestock, forest activities, etc.
- (b) Urban land (*suelo urbano*) (which can be either consolidated or non-consolidated). Refers to those plots already included in the city structure that enjoy all the necessary services and road access, public services, etc.
- (c) Land suitable for development (*suelo urbanizable*) (which can be either divided or not into planned units). Includes those plots that, according to the General Plan, are to be transformed into urban land upon completion of the urban development process to satisfy the growth needs of the municipality.

Construction is not allowed until more detailed planning instruments have been approved and the full planning execution process is completed.

Residential and commercial developments can only be developed on land classified by the General Plan of the relevant municipality as urban or suitable for development zoned for residential or tertiary uses, respectively.

In respect of those residential and commercial developments planned to be built on land suitable for development, since the urban development process has not been completed, their construction and operation requires the prior fulfilment of a number of legal obligations inherent to the legal regime of this category of land. A number of things are required, including: the approval of specific and detailed zoning plans (Special Plan, Partial Plan, Detail Survey) normally approved by the City Councils containing the specific planning parameters governing the plots included in a development unit (footprint, detail uses, set-back requirements, etc.); the assignment to the City Council for no consideration of the land destined to public roads, parks, etc.; fair distribution among owners of the rights and obligations (*equidistribución*); execution of the public infrastructures of the development unit, etc.

In general terms, applicable regulations require the completion of the public infrastructure works (roads, sewage, water and electricity supply, etc.) prior to initiating any building works. Accordingly, in general terms, in respect of urban land the developer will be entitled to directly apply for the relevant licenses. In respect of land suitable for development, the developer will not be entitled to apply and obtain the relevant licenses to build the project until the land has been transformed into urban land (completion of the public infrastructure works). As an exception to this general rule, developers are allowed to start the construction of their project (even if the urbanization works have not been concluded) if they undertake not to use the building until the urbanization works are fully completed by the administration or entity responsible for their execution and to include this undertaking in the contracts that might be entered into to transfer the ownership of the plot, and finally they deliver a guarantee in order to secure full completion of the infrastructure works.

Municipal licenses required for residential and commercial developments

Once the urban development of a site has occurred, the construction and effective use of the relevant buildings is possible, although always subject to the granting of a number of licenses and permits by the relevant authorities, since in this way the authorities may control that the constructions and the activities carried out in these new constructions are in compliance with the planning and environmental regulations.

The detailed rules regarding “licenses” are normally established in local regulations, and may be, and mostly are, different in each municipality. This notwithstanding, the following rules are applicable everywhere in Spain:

- (a) Licenses must be applied for by the developer of the project (article 9.2.c) of the LOE).
- (b) License applications must include the technical documentation (projects) allowing Local Authorities to assess whether the intended construction complies with the relevant planning regulations.
- (c) Local Authorities are obliged to grant the license applications whenever they comply with the applicable planning regulations.
- (d) Regional and local regulations set out a maximum deadline for Local Authorities to issue the licenses (normally three months from the date the license application is filed). Failure to issue the license within the deadline entails the tacit rejection of the license (article 11.4 of TRLS 7/2015).
- (e) Liability for failure to obtain these licenses may range from the imposition of a fine, the demolition of the works (if they cannot be and/or are not legalized), and closure of the premises.

The specific permits required for the construction and use of buildings, and their names depend on the local regulations, but they mainly include the construction license and the first occupancy license (licenses related to the construction works) and the activity and opening licenses (licenses related to the activities). Some regional and local regulations have substituted the need for licenses by sworn statements or mere notifications to the City Councils. Further, some autonomous regions (*e.g.*, Catalonia or the Balearic Islands) require certain habitability certificates (*cédulas de habitabilidad*) to prove that the residences comply with the minimum habitability requirements. These certificates should exist in order to sell the residences.

Construction licenses

Both the residential and commercial developments require the granting of the following construction licenses:

(a) Works licenses (*licencias de obras*)

Works licenses must be obtained prior to starting any construction works. These permits cannot be granted unless the premises are to be built in accordance with the applicable planning regulations.

(b) First occupancy licenses (*licencias de primera ocupación*)

These licenses must be obtained once the building works have been concluded and provided the works license has been granted. These licenses are closely linked to the works licenses described above. By granting the first occupancy license, Local Authorities authorize the use of the building that has been constructed once they have checked that the works authorized by the works license have been carried out in accordance with the provisions thereto and other applicable regulations, and that the works have been duly completed.

Recording the residential development in the land registry requires, among others, the granting of the first-occupancy license. It is important to note that, according to Spanish law, recording buildings in the land registry is not in principle mandatory. This notwithstanding, due to the publicity and protection given by the land registry and the fact that mortgages only exist upon their registration in the land registry, such registration has become in practice mandatory. In recent years, Spanish planning, housing and land registry legislation has been coordinated to make sure that residential buildings are only recorded in the land registry if it is evidenced that the required licenses have been granted and the legal requirements to deliver the residences to the purchasers have been complied with. Accordingly, as a general rule, in order to register a residential building it should be evidenced in the notarized description of the new building (*declaración de obra nueva*) that the works and first-occupancy licenses have been granted, that the Book of the Building has been handed over to the final users, and that the ten-year insurance policy has been underwritten (article 28 of TRLS 7/2015).

Activity licenses

As a general rule, only commercial developments require the granting of the activity licenses described below. However, depending on the relevant local regulations, a specific activity licenses might be required in connection with the residences' associated parking lot.

(a) Activity licenses (*licencias de actividad*)

By means of these licenses, Local Authorities verify matters such as compliance with environment, health, safety and fire prevention regulations.

(b) Operating licenses (*licencias de funcionamiento o apertura*)

These licenses are closely linked to the activity licenses. These licenses are granted after construction has been finalized. The purpose of these licenses is to verify that the premises have been executed according to the activity licenses and that the corrective measures imposed in the activity licenses have been fulfilled.

Specific common regulations

In addition to zoning regulations, and at a government level, the LOE is particularly relevant. This piece of legislation establishes the relevant regulations governing the building process (complementing the legal configuration of the agents/participants involved in the building process and their liabilities) as well as the general framework to guarantee the quality of the buildings (it defines the basic requirements of the construction, further specified in the technical construction code approved by Royal Decree 314/2006 of March 17) and guarantees in favor of users in the event of building damages. The main contents of this law are summarized as follows:

- It defines the duties and liabilities of all the agents/participants involved in the building construction process.

- Residential developers are obliged to underwrite a ten-year insurance policy covering the material damages that could be caused to the building affecting the structural stability and security. The excess of the insurance cannot exceed one percent of the insured amount.
- Developers are obliged to deliver to the final building users the project, the works acceptance certificates, the details of all the agents intervening in the building construction process, instructions for the use and maintenance of the building and its installations (all this documentation makes up the so-called “Book of the Building”).
- It establishes certain requirements if developers receive from purchasers payments on account for the construction of the building. In particular, the developer is obliged to (i) guarantee the reimbursement of the payments made plus interest; and (ii) receive the payments through financial entities where they have to be deposited in special accounts and from which withdrawals can only be made to cover construction costs.

Specific residential developments and housing regulations

Additionally, both at a government and regional level, there are a wide number of regulations on housing matters.

Article 149.1.13 of the Spanish Constitution grants exclusive competence in setting the basis and coordination of the general planning of the economic activity to the state. This constitutional competence allows the state to enact legislation on housing. Article 148.1.3 of the Spanish Constitution grants the right to competency on housing matters to the autonomous regions.

Another piece of relevant state legislation is the Royal Decree 515/1989 of April 21 regarding protection of consumers in respect of the information that must be delivered upon sale and lease of residences (“**Royal Decree 515/1989**”). This piece of legislation applies to the offer, promotion and publicity that are carried out by persons in the framework of its entrepreneur or professional activity for selling and leasing residences to consumers. Royal Decree 515/1989 identifies some information and documentation (plans of the residence, description of the residence and its installations, copy of the permits and authorizations, planning information, structure of the community of owners, supply and service contracts, contractual information for the acquisition of the residence, etc.) that has to be made available to the public and the relevant authorities. It is expressly required that purchase contracts are drafted with clarity and simplicity.

At a regional level, the autonomous regions in Spain have enacted many regulations on housing according to their constitutional competencies (although in some cases they have enacted regulations that go beyond their competencies giving rise to appeals from the Spanish Government before the Spanish Constitutional Court). These housing Acts are aimed at defining at a regional level the different housing policies and, in particular, to make a citizen’s right to decent housing a reality. These regulations also include provisions to guarantee the quality of the residences and the protection of prospective purchasers.

Some autonomous regions (*e.g.*, Basque Country, Catalonia or Andalusia) have enacted regulations containing specific measures to avoid the existence of empty housing (creating new taxes for empty residences, increasing the real estate tax on empty residences, mandatory leases and even the possibility of imposing fines or of expropriating the residence – the efficacy of some of these provisions is currently suspended as their conformity with the Spanish Constitution has been challenged by the Spanish Government before the Spanish Constitutional Court).

Specific commercial developments regulations

Hotel regulations

Traditionally, the implementation of accommodation establishments has been subject to the prior granting of a tourism authorization (*i.e.*, Decree of June 14, 1957 on Accommodation). This prior authorization has been replaced by a sworn statement (*declaración responsable*) in most autonomous regions.

This sworn statement is a document that must be submitted to the tourism authority of the relevant autonomous region by the operator prior to the commencement of the accommodation activity. In this sworn statement, the

operator must represent that the establishment complies with all sectorial requirements for a specific category, has the full set of documentation evidencing such assertion and undertakes to maintain such compliance while the activity is opened to the public. Some specific technical and legal documentation must be attached to the sworn statement describing the accommodation establishment. The operator is responsible for any misrepresentation in such statement.

Retail regulations

Since all autonomous regions have assumed specific competences on trade matters, legislation on retail establishments may vary from one autonomous region to another.

In general terms, the implementation of a retail establishment does not require a specific permit, license or authorization other than the municipal licenses described above. This notwithstanding, when the retail display surface area (*sala de ventas*) of an individual retail establishment or a number of them exceeds a maximum threshold (which is usually established at 2,500 sqm.), it will be considered as a large retail establishment (*gran establecimiento comercial*) and, therefore, a prior regional authorization (*licencia comercial*) is required. As a general rule, regional legislation on a large retail establishment usually stipulates that municipal licenses granted without the prior regional authorization will be null and void.

Offices regulations

As a general rule, there are not specific sectorial regulations regarding the construction of office buildings.

REASONS FOR THE OFFERING

The Offering will provide an opportunity for the Selling Shareholders to monetize their investment in the Company. In particular, the Selling Shareholders expect to raise maximum gross proceeds of between €763,043,482 (assuming no exercise of the Over-Allotment Option) and €877,500,000 (assuming exercise of the Over-Allotment Option in full) from the sale of the Offered Shares.

As a consequence of the foregoing, the Offering is also expected to widen our shareholder base, introducing institutional long-term investors and a diversified base of international shareholders, thus improving our access to public capital markets (including for debt instruments) that could make it easier for us to obtain financing to be used for our future growth.

Finally, the Offering is expected to provide us with better brand recognition, increasing our overall corporate profile, and enhancing our transparency and prestige as a result of us becoming a listed company.

USE OF PROCEEDS

The Company is not issuing any new Shares as part of the Offering and consequently will not receive any proceeds from the Offering.

DIVIDEND POLICY

Dividend policy

Holders of Shares will be entitled to receive future dividends that are declared on the basis set out in our bylaws. In any event, our ability to pay dividends in the future will also depend on the performance and prospects of our business, our capital structure and financing needs, general and capital market conditions, and other factors that our Board of Directors and shareholders may deem relevant at the time, as well as applicable legal restrictions.

During the first two years from the date of this Prospectus we intend to devote our general cash flows to continue growing our business and, therefore, we do not intend to distribute any dividends during this period.

During the medium term (three to six years from the date of this Prospectus), we expect to generate a strong cash flow as a result of several factors, including approaching our target of 4,500 to 5,000 deliveries per year, a gradual decrease in capital expenditures for urbanization, an increase in the level of land sales and the fact that we will not need to acquire land in the near term. Consequently, we expect to adopt a dividend policy consistent with the nature of our business with a payout target of at least 80% of our free cash flow to equity. We expect to begin distributing dividends to shareholders by 2020.

In the long term (expected to be approximately six years after the date of this Prospectus), we will review our dividend policy as our business evolves and our dividend profile will be defined depending on the business cycle and in line with our peers.

Our expectations in relation to dividends, distributable reserves, business performance and market conditions are subject to numerous assumptions, risks and uncertainties, which may be beyond our control. For a discussion of certain of the risks faced by our business, see “*Risk Factors*” and “*Important Information – Forward-Looking Statements*.”

Under the terms of the Facility Agreement (see “*Operating and Financial Review – Liquidity and Capital Resources*”), we are subject to certain restrictions on payments and distributions before 2019. Specifically, we shall not (i) declare, pay or make any dividend or other payment, charge, fee or other distribution (or interest on any unpaid dividend, charge, fee or other distribution) (whether in cash or in kind) on or in respect of our share capital; (ii) repay or distribute any dividend or share premium reserve; or (iii) reduce, return, repurchase, defease, retire, repay, cancel or redeem any of our share capital or resolve to do so. We will be able to carry out such payments and distributions from January 1, 2019 onwards if there is no default under the Facility Agreement and we have or will have sufficient cash available to pay all financial expenses in relation to the Facility Agreement, for the six months following the relevant payment or distribution.

Taxation on dividends under Spanish law

Under current tax legislation, any distributions made in the future will be subject to tax under Spanish law. See “*Taxation*” for a discussion of certain aspects of taxation of dividends.

CAPITALIZATION AND INDEBTEDNESS

The table below sets out our capitalization and indebtedness as of the date indicated below, on an historical basis and adjusted giving effect to the Transaction and the net effect of the withdrawal and partial repayment of the syndicated loan granted by our shareholders in July 2017. The sale of the Offered Shares in the Offering will not affect our capitalization.

	<u>As of October 31, 2017⁽¹⁾</u>	<u>As adjusted⁽²⁾</u>
CAPITALIZATION		
Share capital.....	956,279	1,092,069
Share premium.....	1,174,251	1,373,950
Reserves at companies accounted for using the equity method	(3,275)	(3,275)
Retained earnings.....	(64,749)	(60,707)
Minority interests.....	-	112
Total equity.....	2,062,506	2,402,149
INDEBTEDNESS⁽³⁾		
Bank borrowings and bonds.....	6,465	6,465
Other non-current liabilities	6,402	7,924
Total non-current indebtedness.....	12,867	14,389
Financial debt.....	180,131	40,354
Trade and other payables	27,274	32,321
Total current indebtedness.....	207,405	72,675
Total equity and indebtedness	2,282,778	2,489,213

(1) Unaudited consolidated financial data as of October 31, 2017.

(2) Unaudited consolidated financial data as of October 31, 2017 giving partial effect to the Transaction and the net effect of the withdrawal (€10 million) and partial repayment (€149.8 million) of the syndicated loan granted by our shareholders in July 2017.

(3) For an explanation of our indebtedness as of December 31, 2017, see “*Operating and Financial Review—Liquidity and Capital Resources—Indebtedness*”.

The foregoing table should be read in conjunction with “*Selected Financial Information and Operating Data*,” “*Pro Forma Consolidated Financial Information*” and “*Operating and Financial Review*” and our Financial Statements and related notes included elsewhere in this Prospectus. Main differences between information provided in the columns “as of October 31, 2017” and “As Adjusted” are:

“**Share Capital**”: Includes Share Capital of the Company as of October 31, 2017 of €956,279 thousand, plus Share Capital of Metrovacesa Arrendamiento of €307,528 thousand, adjusted by €171,738 thousand (reclassified to Share Premium), as detailed in the “*Pro Forma Adjustments*”.

“**Share Premium**”: Includes Share Premium of the Company as of October 31, 2017 of €1,174,251 thousand, plus Share Premium of Metrovacesa Arrendamiento of €14,560 thousand, adjusted by €185,139 thousand, as detailed in the “*Pro Forma Adjustments*”.

“**Reserves at companies accounted for using the equity method**”: Includes Reserves at companies accounted for using the equity method of the Company as of October 31, 2017 of €3,275 thousand.

“**Retained earnings**”: Includes Retained earnings of the Company as of October 31, 2017 of €64,749 thousand, plus retained earnings of Metrovacesa Arrendamiento according to the Transaction figures of €15,091 thousand and minus the adjustments detailed in the “*Pro Forma Adjustments*” for an amount of €1,049 thousand.

“**Minority interests**”: Includes minority interests of the Transaction as detailed in the “*Pro Forma Adjustments*” for an amount of €12 thousand.

“**Other non-current liabilities**”: Includes other non-current liabilities of the Company of €6,402 thousand and other non-current liabilities of Metrovacesa Arrendamiento of €1,522 thousand.

“**Financial debt**”: Includes financial debt of the Company as of October 31, 2017 of €180,131 thousand, adjusted by net repayment of financial debt up to December 31, 2017 of €139,777 thousand.

“**Trade and other payables**” Includes trade and other payables of the Company as of October 31, 2017 of €27,274 thousand, plus trade and other payables of Metrovacesa Arrendamiento of €5,118 thousand and minus adjustments of the pro forma balance sheet of €71 thousand.

PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

Our Pro Forma consolidated financial information has been prepared in accordance with Annex II of the Prospectus Regulation

Background and Purpose

The Pro Forma Consolidated Financial Information was prepared solely to provide information on the potential impact that the Transaction had on the consolidated balance sheet as of September 30, 2017 and the consolidated income statement for the nine-month period ended September 30, 2017, as if the Transaction had taken place on January 1, 2017 for the purpose of the Pro Forma consolidated income statement and on September 30, 2017 for the purpose of the Pro Forma consolidated balance sheet. The Pro Forma Consolidated Financial Information has been derived from, and should be read in conjunction with, the Interim Financial Statements.

The Transaction was carried out through two different capital increases through non-monetary contributions of shares of Metrovacesa Arrendamiento. These capital increases were executed on November 27, 2017 and January 8, 2018 (see *Description of Share Capital — General*).

The Pro Forma Consolidated Financial Information has been prepared solely for illustrative purposes and reflects estimates and certain assumptions made by or management that are considered reasonable under the current circumstances, as well as on the basis of the information available at the time of preparation of such information. Actual adjustments may differ materially from the information presented in the Pro Forma Consolidated Financial Information. The assumptions used by the Company's directors for the preparation of the Pro Forma Consolidated Financial Information are described below.

The Pro Forma Consolidated Financial Information relate to a hypothetical situation and therefore does not purport to represent, and does not represent, what the financial condition or the results of operations of the Company would have been had the Transaction described occurred on the dates indicated. The Pro Forma Consolidated Financial Statements is not indicative of the future results of operations or financial condition of the Company.

The Pro Forma Consolidated Financial Information has been prepared solely for the purpose of being included in this Prospectus.

Sources of information used to prepare the Pro Forma Consolidated Financial Information

The historical legal and financial information used as a basis to prepare the Pro Forma Consolidated Financial Information was as follows:

- the Interim Financial Statements.
- the consolidated interim financial statements the Metrovacesa Arrendamiento and subsidiaries as of September 30, 2017 and for the nine-month period ended September 30, 2017, prepared in accordance with the requirements of International Accounting Standard (IAS) 34, "Interim Financial Reporting", as adopted by the European Union, for the preparation of complete interim financial statements, and other provisions of the financial reporting framework applicable in Spain and audited by PricewaterhouseCoopers Auditores, S.L., that issued their audit report on January 8, 2018, in which they express an unqualified opinion.
- Public deed as of November 27, 2017 (registered on December 4, 2017) and the deed as of January 8, 2018 (which will be registered as soon as practicable), both derived from the decisions of the Extraordinary General Shareholders' Meeting held on November 24, 2017, prior obtaining the report of the Administrators and the report of an independent expert in accordance with article 67 of the Spanish Companies Act.

Basis of presentation and main assumptions used to prepare the Pro Forma Consolidated Financial Information

The Pro Forma Consolidated Financial Information has been prepared in accordance with Annex II of the Prospectus Regulation, and the ESMA update of the Committee of European Securities Regulators recommendations for the consistent implementation of the aforementioned Regulation (ESMA/2013/319) and the clarifications contained in the document ESMA 31-62-780.

The Pro Forma Consolidated Financial Information has been prepared taking into consideration accounting policies that are consistent with those applied by the Group in the preparation of the Interim Financial Statements.

The main assumptions used to prepare the accompanying Pro Forma Consolidated Financial Information were the following:

- The pro forma consolidated balance sheet as of September 30, 2017 has been prepared as if the Transaction had taken place on September 30, 2017.
- The pro forma consolidated income information for the nine-month period ended September 30, 2017 has been prepared as if the Transaction had taken place on January 1, 2017.
- The pro forma adjustments give effect to events that are directly attributable to the Transaction, factually supportable and are complete and admissible for the purpose for which the Pro Forma Consolidated Financial Information is presented, and, as it relates to the Pro Forma consolidated income statement, they are expected to have a continuing impact on the Group.
- The Pro Forma Consolidated Financial Information do not include any adjustments other than those described here.
- The balances and transactions existing between the Group and Metrovacesa Arrendamiento as of September 30, 2017 and that occurred in the nine-month period ended September 30, 2017, have been eliminated in the Pro Forma consolidated balance sheet and in the Pro Forma consolidated income statement, respectively.
- For the purpose of the preparation of the Pro Forma Consolidated Financial Information, the non-monetary share capital increase has been considered as an acquisition of assets in accordance with IFRS-EU, that are recognized in the balance sheet of the acquirer at their fair value considering that Metrovacesa Arrendamiento does not meet the definition of a business, as described in the Application Guidance of IFRS 3, paragraph B7, being the contributed assets a portfolio of land that is not part of an integrated set of activities for which an active management has not been carried out until its future integration in the activities of the Company. For the purpose of the Pro Forma Consolidated Financial Information, the NAV of Metrovacesa Arrendamiento as of September 30, 2017 has been considered.
- The fair value of the assets as of January 1, 2017 and as of September 30, 2017 needed in order to prepare the Pro Forma Consolidated Financial Information has been estimated on the basis of the valuation reports of independent experts, which have been used in the preparation of the consolidated financial statements of the Group and of Metrovacesa Arrendamiento as of September 30, 2017 or December 31, 2016, as the case may be.
- The tax impact of the pro forma adjustments has been calculated using a tax rate of 25%.
- For the purpose of the preparation of the Pro Forma Consolidated Financial Information, costs associated to the Transaction have not been considered because they are not significant.

Pro Forma Consolidated Balance Sheet as of September 30, 2017 and Pro Forma Consolidated Income Statement for the nine-month period ended September 30, 2017

Pro Forma Consolidated Balance Sheet as of September 30, 2017

	<u>Company</u>	<u>Metrovacesa Arrendamiento</u>	<u>Intercompany Eliminations</u>	<u>Reclassification of land</u>	<u>Pro forma consolidated</u>	
	(in thousands of euros)					
Assets						
Intangible assets	135	-	-	-	135	
Property, plant and equipment.....	147	-	-	-	147	
Investment properties	305,725	323,878	-	(255,291)	374,312	
Receivables	76,881	1,271	-	-	78,152	
Deferred tax assets	89,059	10,263	-	-	99,322	
Total non-current assets ..	471,947	335,412	-	(255,291)	552,068	
Inventories.....	1,629,760	73	-	255,291	1,885,124	
Trade and other receivables.....	186,461	31	(71)	-	186,421	
Other current financial assets	1,343	138	-	-	1,481	
Cash and cash equivalents..	32,631	12,399	-	-	45,030	
Total current assets	1,850,195	12,641	(71)	255,291	2,118,056	
Total Assets.....	2,322,142	348,053	(71)	-	2,670,124	
	<u>Company</u>	<u>Metrovacesa Arrendamiento</u>	<u>Share Capital Increase</u>	<u>Intercompany Eliminations</u>	<u>Reclassification of land</u>	<u>Pro Forma consolidated</u>
	(in thousands of euros)					
Equity						
Share capital.....	956,279	307,528	(171,738)	-	-	1,092,069
Share Premium	1,174,251	14,560	185,139	-	-	1,373,950
Retained earnings	(64,528)	15,091	(15,091)	-	4,042	(60,486)
Reserves at companies accounted for using the equity method.....	(3,275)	(1,579)	1,579	-	-	(3,275)
Total equity attributable to the shareholders of the Parent Company	2,062,727	335,600	(111)	-	4,042	2,402,258
Non-controlling interests	-	-	111	-	1	112
Total equity	2,062,727	335,600	-	-	4,043	2,402,370
Liabilities						
Provisions.....	19,221	351	-	-	-	19,572
Borrowings	4,997	-	-	-	-	4,997
Trade and other payables ...	3,427	1,522	-	-	-	4,949
Deferred tax liabilities	5,176	4,043	-	-	(4,043)	5,176
Total non-current liabilities	32,821	5,916	-	-	(4,043)	34,694
Provisions.....	12,338	135	-	-	-	12,473
Borrowings	171,687	-	-	-	-	171,687
Trade and other payables....	31,422	6,402	-	(71)	-	37,753
Current tax liabilities.....	2,389	-	-	-	-	2,389
Deferred income	8,758	-	-	-	-	8,758
Total current liabilities	226,594	6,537	-	(71)	-	233,060
Total liabilities	259,415	12,453	-	(71)	(4,043)	267,754
Total equity and liabilities	2,322,142	348,053	-	(71)	-	2,670,124

Pro Forma consolidated Income Statement for the nine-month period ended September 30, 2017

	Company	Metrovacesa Arrendamiento	Intercompany Eliminations	Reclassification of land	Pro Forma Consolidated
	(in thousands of euros)				
Sales.....	18,887	1,549	(2,069)	2,084	20,451
Cost of Sales	(14,621)	(1,453)	1,275	(2,084)	(16,883)
Employee benefit expenses.....	(4,425)	(119)	-	-	(4,544)
External Services	(3,549)	(856)	785	-	(3,620)
Changes in trade provisions.....	(68,364)	8,163	-	(4,815)	(65,016)
Changes in value of investment property.....	(1,461)	11,800	-	(10,481)	(142)
Profit from operations	(73,533)	19,084	(9)	(15,296)	(69,754)
Financial income.....	38	-	-	-	38
Financial cost.....	(4,164)	-	-	-	(4,164)
Capitalized finance cost.....	78	-	-	-	78
Impairment and results on disposal of financial instruments	196	-	-	-	196
Results of companies accounted using the equity method.....	236	-	-	-	236
Financial income/(expense)	(3,616)	-	-	-	(3,616)
Profit/(loss) before income tax	(77,149)	19,084	(9)	(15,296)	(73,370)
Income tax	43,293	6,765	2	3,824	53,884
Profit/(loss) for the period	(33,856)	25,849	(7)	(11,472)	(19,486)
Profit/(loss) attributable to the shareholders of the company	-	-	-	-	(19,491)
Profit/(loss) attributable to the shareholders of the company	-	-	-	-	5

Pro Forma Adjustments

The adjustments made to prepare the Pro Forma Consolidated Financial Information has been prepared as if the Transaction had taken place on September 30, 2017 for the purpose of the pro forma consolidated balance sheet, and on January 1, 2017 for the purpose of the pro forma consolidated income statement. The adjustments are detailed as follows:

Share capital increase

On November 24, 2017, two share capital increases were approved providing for the non-monetary contribution to the Company of all the shares of Metrovacesa Arrendamiento. The exchange ratio of the non-monetary capital increases in both cases was one share of the Company for 3.62230562386723 shares of Metrovacesa Arrendamiento.

This pro forma adjustment reflects an increase in share capital of €135,790 thousand and in share premium of €181,062 thousand, as well as the elimination of the equity of Metrovacesa Arrendamiento as of September 30, 2017. The difference between the amount of the increase in share capital and share premium and the amount relating to the equity of Metrovacesa Arrendamiento has been reflected as part of the pro forma consolidated equity, considering the non-controlling interests. The adjustment reflected in the column “total equity” for an amount of €18,748 thousand refers to the difference between the equity value of Metrovacesa Arrendamiento as of June 30, 2017 (date of the calculation of the issue rate) and as of September 30, 2017.

The following table shows the summary of the adjustments described:

	Increase Share Capital and Share Premium	Elimination of Metrovacesa Arrendamiento's equity	Equity	Total Adjustment
	(in thousands of euros)			
Share Capital.....	135,790	(307,528)	-	(171,738)
Share Premium	181,062	(14,560)	18,637	185,139
Non-controlling interests	-	-	111	111
Retained earnings.....	-	(15,091)	-	(15,091)
Reserves for companies accounted for using the equity method	-	1,579	-	1,579
Total.....	316,852	(335,600)	18,748	-

After the share capital increases described in the Transaction, the shareholders of the Company were represented approximately by Grupo Santander (71.45%, including the shareholding of 9.21% held by Grupo Banco Popular), Grupo BBVA (28.51%) and other minority shareholders (0.04%).

Intercompany eliminations

In order to eliminate all of the transactions between the Company and Metrovacesa Arrendamiento, the Company recognized pro forma adjustments in the pro forma consolidated income statement in an amount of €2,069 thousand in order to reduce sales and in an amount of €1,275 thousand to reduce cost of sales, to reflect the elimination of sale and purchase transactions between the Company and Metrovacesa Arrendamiento, in addition to a decrease of €785 thousand in external services. The tax impact of the eliminations in the Pro Forma consolidated income statement amounted to €2 thousand. For purposes of preparing the Pro Forma consolidated balance sheet, certain insignificant intra-group balances have been eliminated.

Reclassification of land

The historical financial information of the Company and of Metrovacesa Arrendamiento has been prepared in accordance with the requirements of International Accounting Standard (IAS) 34, "Interim Financial Reporting", as adopted by the European Union, for the preparation of complete interim financial statements, and other provisions of the financial reporting framework applicable in Spain. The Unaudited Pro Forma Consolidated Financial Information has been prepared using the Company's accounting policies related to the classification of the real estate assets as inventory, or as investment properties.

The pro forma consolidated balance sheet as of September 30, 2017 and on the Pro Forma consolidated income statement for the nine months period ended September 30, 2017, also classify as inventory, certain real estate assets of Metrovacesa Arrendamiento classified as investment property measured at fair value, following the Group's classification criteria of real estate assets, based on their future use which represents another adjustment.

The adjustment in the Pro Forma consolidated balance sheet as of September 30, 2017 resulted in a reclassification of the investment properties to inventories for an amount of €255,291 thousand. This adjustment has not resulted in any change in the value of inventories, since for the purpose of the Pro Forma consolidated balance sheet the acquisition of the real estate assets has been measured at their fair value as of September 30, 2017, which corresponds to the fair value of the investment properties recorded in Metrovacesa Arrendamiento at that date.

In addition, as the Transaction is classified as an acquisition of assets that is measured at fair value in accordance with IFRS-EU, no deferred tax liability should be recognized in connection with it, since the accounting basis of these assets will match its tax basis, therefore the existing amount of deferred tax liabilities related with the assets acquired have been eliminated in the pro forma consolidated balance sheet. As a result of this adjustment, an amount of €4,043 thousand of deferred tax liabilities has been eliminated.

For the purpose of the pro forma consolidated income statement, the fair value of the inventory acquired corresponds to their fair value as of January 1, 2017, which from that date onwards represents their cost. Such

fair value has been estimated on the basis of the fair value obtained from certain valuation reports of independent experts that have been used in the preparation of the consolidated financial statements of Metrovacesa Arrendamiento as of December 31, 2016. The pro forma adjustment in the pro forma consolidated income statement refers to the elimination of the change in the fair value of those investment properties that have been reclassified as inventory and recognized in the historic consolidated income statement of Metrovacesa Arrendamiento for the nine-month period ended September 30, 2017. This adjustment results in the elimination of €10,481 thousand from the line item "*Change in value of investment properties*", and an amount of €2,620 thousand corresponding to its tax impact.

As a consequence of the previous adjustment, certain land plots acquired at their fair value as of January 1, 2017, were impaired during the nine-month period ended September 30, 2017, when comparing their carrying amount as of September 30, 2017 to their fair value at the same date. As a result, an adjustment has been recorded for an amount of €4,815 thousand to reflect such impairment in the pro forma consolidated income statement, with a corresponding tax impact for an amount of €1,204 thousand.

In addition, during the fiscal year 2017 there has been a sale a land for an amount corresponding to its carrying amount as of January 1, 2017, which would have been classified as inventory in the balance sheet of the Company as of September 30, 2017. As a result, an adjustment has been recorded to show the sale of such land as inventory in the pro forma consolidated income statement in an amount of €2,084 thousand, with no impact in Profit/(loss) for the period.

On January 9, 2018, PricewaterhouseCoopers Auditores, S.L. issued a Special Independent Auditor's Report in accordance with ISAE 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* with respect to this Prospectus, a copy of which is included elsewhere herein. The work related to the above-mentioned Special Independent Auditor's Report has not been carried out in accordance with auditing or attestation standards generally accepted in the United States of America and, accordingly, should not be relied upon as if it had been carried out in accordance with those standards.

SELECTED FINANCIAL AND OPERATING DATA

The following tables present our summary consolidated financial and operating data as of and for the nine-month periods ended September 30, 2017 and 2016 and as of and for the years ended December 31, 2016 and 2015. The selected consolidated financial and operating data set forth below has been derived from, and should be read together with, the Financial Statements included elsewhere in this Prospectus. This information should be read in conjunction with the sections entitled “*Presentation of Financial and Other Information*” and “*Operating and Financial Review*.”

CONSOLIDATED INCOME STATEMENT	For the nine-month period ended September 30,		For the year ended December 31,	
	2017	2016 ⁽¹⁾	2016	2015 ⁽²⁾
	(in thousands of euros)			
Sales.....	18,887	11,220	21,020	36,038
Cost of Sales	(14,621)	(8,836)	(16,412)	(27,444)
Employee benefits expense.....	(4,425)	(2,087)	(3,366)	(2,788)
External services.....	(3,549)	(2,380)	(3,676)	(5,604)
Change in trade provisions	(68,364)	(6,509)	(25,635)	(27,701)
Changes in value of investment property	(1,461)	8,895	8,355	9,008
Other gains and losses	-	85	83	(1)
Profit/(loss) from operations	(73,533)	388	(19,631)	(18,492)
Financial income.....	38	141	170	160,570
Financial cost.....	(4,164)	(22)	(119)	(19,169)
Capitalized finance cost.....	78	-	103	77
Impairment and gains/(losses) on disposal of financial instruments.....	196	-	-	(61,604)
Results of companies accounted using the equity method	236	(212)	(211)	(425)
Financial income/(expense)	(3,616)	(93)	(57)	79,449
Profit/(loss) before income tax	(77,149)	295	(19,688)	60,957
Income tax	43,293	(55)	(846)	3,186
Profit/(loss) for the period/year	(33,856)	240	(20,534)	64,143

(1) Unaudited financial information.

(2) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

CONSOLIDATED BALANCE SHEET

	As of	As of December 31,	
	September 30, 2017	2016	2015 ⁽¹⁾
(in thousands of euros)			
ASSETS			
Non-current assets			
Property, plant, equipment and intangible assets	282	1	-
Investment property	305,725	109,600	224,540
Investment accounted for using the equity method	-	117	319
Non-current financial assets	76,881	63,533	63,511
Deferred tax assets	89,059	39,189	39,839
Total non-current assets	471,947	212,440	328,209
Current assets			
Inventories	1,629,760	814,182	704,494
Trade and other receivables	186,461	22,608	13,071
Other current financial assets	1,343	1,038	23,962
Cash and cash equivalents	32,631	32,464	12,197
Total current assets	1,850,195	870,292	753,724
Total assets	2,322,142	1,082,732	1,081,933
EQUITY			
Total equity attributable to the shareholders of the Company			
Share capital	956,279	492,045	492,045
Share premium	1,174,251	541,077	541,077
Reserves at companies accounted for using the equity method	(3,275)	(3,172)	(2,747)
Retained earnings	(64,528)	(30,775)	(10,957)
Total equity	2,062,727	999,175	1,019,418
LIABILITIES			
Non-current liabilities			
Provisions	19,221	30,423	25,474
Financial debt	4,997	352	389
Trade and other payables	3,427	5,429	4,783
Deferred tax liabilities	5,176	987	987
Total non-current liabilities	32,821	37,191	31,633
Current liabilities			
Provisions	12,338	12,909	12,813
Financial debt	171,687	2	70
Trade and other payables	31,422	24,697	9,238
Current tax liabilities	2,389	-	3
Deferred income	8,758	8,758	8,758
Total current liabilities	226,594	46,366	30,882
Total liabilities	259,415	83,557	62,515
Total equity and liabilities	2,322,142	1,082,732	1,081,933

(1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

CONSOLIDATED STATEMENT OF CASH FLOW	For the nine-month period ended September 30,		For the year ended December 31,	
	2017	2016 ⁽¹⁾	2016	2015 ⁽²⁾
	(in thousands of euros)			
Cash flow from operating activities				
Profit/(loss) before income tax	(77,149)	295	(19,688)	60,956
Adjustment to profit/(loss)				
Change in trade provisions	68,364	6,509	24,407	27,701
Impairment and gains/(losses) on disposal of financial instruments	(196)	-	-	61,604
Changes in value of investment property	1,461	(8,895)	(8,355)	(9,008)
Financial income	(38)	(141)	(170)	(160,570)
Capitalized finance cost.....	(78)	-	(103)	(77)
Financial cost.....	4,164	22	119	19,169
Adjusted results	(3,472)	(2,210)	(3,790)	(226)
Changes in working capital:				
Inventories	(7,113)	600	442	5,062
Trade and other receivables	(165,646)	7,766	12,617	(55,580)
Trade and other payables	4,470	13,080	11,174	7,537
Other non-current liabilities.....	254	231	646	151
Other cash flows from operating activities:				
Interest payments	(2,430)	(22)	(119)	(19,169)
Interest receivable.....	38	141	170	-
Income tax received (paid)	-	(227)	(227)	-
Total net cash generated from (used in) operating activities	(173,899)	19,359	20,913	(62,225)
Cash flows from investing activities				
Investments in:				
Investment properties	(249)	(101)	(101)	(732)
Material and intangible properties	(280)	-	-	-
Group's current account	-	-	(440)	-
Total net cash generated from (used in) investment activities	(529)	(101)	(541)	(732)
Cash flow from financing activities				
Net repayment of bank borrowings	-	-	(105)	-
Issuances with credit institutions	174,595	102	-	-
Total net cash generated from (used in) financing activities	174,595	102	(105)	-
Net increase/(decrease) in cash and cash equivalents	167	19,360	20,267	(62,957)
Cash and cash equivalents at the beginning of the period ..	32,464	12,197	12,197	75,153
Cash and cash equivalents at the end of the period	32,631	31,556	32,464	12,197

(1) Unaudited financial information.

(2) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

OPERATING AND FINANCIAL REVIEW

This “Operating and Financial Review” should be read in conjunction with our Financial Statements and accompanying notes thereto, and the “Business” and “Industry Overview” sections included elsewhere herein. Prospective investors should read the entire Prospectus and not just rely on the summary set forth below. Our Annual Financial Statements have been prepared in accordance with IFRS-EU. Our Interim Financial Statements have been prepared in accordance with the requirements of International Accounting Standard (IAS) 34, “Interim Financial Reporting”, as adopted by the European Union, for the preparation of complete interim financial statements, and other provisions of the financial reporting framework applicable in Spain. Some of the information in the discussion and analysis set forth below and elsewhere in this Prospectus includes forward-looking statements that involve risks and uncertainties. See “Important Information—Forward-Looking Statements” and “Risk Factors” for a discussion of important factors that could cause actual results to differ materially from the results described in the forward-looking statements contained in this Prospectus. See “Presentation of Financial and Other Information – Changes in Presentation” for a discussion of changes affecting the presentation of our financial information.

Overview

We are the leader in the Spanish residential development sector, holding the largest land bank in Spain across most relevant metrics: as of September 30, 2017, our land portfolio had a GAV of €2.6 billion (around 1.6 times more than our closest competitor, Neinor), approximately 37,500 buildable units (almost three times as many as our closest competitor, Aedas), 6.1 million buildable sqm of which 4.8 million were residential buildable sqm (more than four times as many as our closest competitor, Aedas) and 1.3 million were commercial buildable sqm (source: publicly filed prospectus, interim reports and public information of competitors, Aedas, Neinor and Via Celere). We benefit from 100 years of know-how and experience from our predecessor companies who developed some of the most iconic buildings in Spain, including Edificio España and Torre Madrid, both located in Madrid. Between 2005 and 2008, MVCSA delivered an average of 2,200 to 2,600 units per year in a much more competitive environment. We believe that the size of our land bank portfolio will allow us to capitalize on the recovery of the Spanish residential development market, benefit from locked-in margins and consolidate our position as the national leader in the sector.

The following table sets out certain key measures of our land bank portfolio as of September 30, 2017:

Land Plot	Fully permitted			Under land-permitting process			Total		
	GAV ⁽¹⁾	% of GAV	Number of Land Plots	GAV ⁽¹⁾	% of GAV	Number of Land Plots	GAV ⁽¹⁾	% of GAV	Number of Land Plots
Residential.....	1,340	52%	186 ⁽²⁾	553	21%	69	1,893	73%	255
Commercial.....	577	22%	27 ⁽³⁾	108	4%	7	684	27%	34
Total	1,917	74%	213	661	26%	76	2,578	100%	289

(1) In millions of euro.

(2) 51 active developments, €217 million GAV, as of the date of this Prospectus.

(3) Includes Clesa land plot in Madrid which is fully permitted under transformation of use and accounts for around 17% of commercial GAV.

Residential development is the core component of our business. As of September 30, 2017, we had a residential land bank with a GAV of €1.9 billion (representing 73% of our total GAV at such date) of which €1.3 billion was fully permitted. We believe that we have a unique and differentiated profile given the size of our land bank, our geographical capillarity throughout Spain, our attractive target customer profile and our exposure to land plots under the land-permitting process.

- *Size of land bank:* We own the largest land bank in Spain, which allows us to have a de-risked strategy in order to reach the highest delivery targets among our competitors of 4,500 to 5,000 residential units per year at run-rate by 2021. We have no need to acquire additional land to deliver our target annual deliveries for the next eight years (assuming we do not make any land sales), which underpins the sustainability of our business model and allows us to have high visibility of attractive margins. We are already in our ramp-up phase, with 2,263 active units as of the date of this Prospectus.
- *Geographical presence:* We have a unique and balanced geographic footprint in Spain (with land in 31 out of 50 provinces) with a clear focus in some of its largest cities (accounting for approximately 67% of our land bank portfolio as of September 30, 2017 in terms of GAV), such as Madrid, Barcelona,

Malaga, Valencia or Seville, cities in which we have significant presence with local offices and regional teams, in top tourist destinations (accounting for approximately 20% of our land bank portfolio as of September 30, 2017 in terms of GAV), such as the Costa del Sol, Balearic Islands, Canary Islands and the coast of Cadiz, and in selected and dynamic secondary cities (accounting for approximately 13% of our land bank portfolio as of September 30, 2017 in terms of GAV) where there is low competition and that present a significant upside potential. This capillarity allows us to tap into a larger demand base than our peers, which helps to de-risk our ramp-up phase.

- *Target customer profile:* We target a diversified range of national and international residential customers, focusing on the attractive medium and medium/high end segments of the housing market, and plan to offer units with a selling price of above €2,250 per sqm, units with a selling price of between €1,750 and €2,250 per sqm and units with a selling price below €1,750 per sqm, that should represent approximately 24%, 37% and 39% of our total residential land bank portfolio by GDV, respectively.
- *Exposure to land plots under the land-permitting process:* Approximately 29% of our land bank portfolio (based on total GAV as of September 30, 2017) is composed of land plots in selected strategic locations concentrated mainly in Madrid, Barcelona, Valencia and Malaga that are under different stages of the land-permitting process and have not reached fully permitted status (78% of total GAV under land-permitting process as of September 30, 2017 is concentrated in these four locations). Of this 29%, 11% is organized urban land (*ordenado*) and 13% is developable land (*clasificado*) over which we have a good deal of visibility of conversion to fully permitted status. We expect that approximately 83% of our land bank portfolio will be fully permitted within 12 to 18 months from the date of this Prospectus and that approximately 93% of our land bank portfolio will be fully permitted within three to four years from the date of this Prospectus. We believe that given our large fully permitted land bank this is a good fit within our portfolio as it allows us to efficiently feed our production plan, capture significant additional value through the land transformation process and increase our profitability and shareholder return profile.

While we primarily focus on residential development, our land bank is also composed of 34 high quality liquid commercial land plots (mainly for office use) representing 27% of our total GAV as of September 30, 2017 or €0.7 billion. This high quality commercial land provides us with additional diversification in an attractive market segment. It is mainly comprised of fully permitted land plots (84% of commercial GAV as of September 30, 2017) located in attractive locations within Madrid (*i.e.* Las Tablas), where we have nine plots representing 52% of commercial GAV and Barcelona (*i.e.* district 22@), where we have eight plots representing 35% of commercial GAV (both as September 30, 2017).

Our sizeable land bank provides us with the flexibility to adapt to the cycle via a differentiated strategy as, depending on market conditions, we may engage in opportunistic sales of land for residential and commercial use at attractive margins. Our business strategy contemplates potential selective sales from our land bank portfolio worth up to approximately €500 million in aggregate, based on GAV as of September 30, 2017, made over the next three to five years. This amount does not take into account potential land price appreciation, value creation from urbanization capex or in some cases the value creation from transformation into fully permitted land. We would expect these sales to relate to both residential and commercial land, and we would enter into transactions on an opportunistic basis in order to generate additional profits as well as liquidity for our business and/or shareholder returns and distributions.

Corporate history

Metrovacesa Suelo y Promoción, S.A was incorporated for an open-ended period as a result of the partial split of MVCSA on February 18, 2016. On January 11, 2016 the General Shareholders' Meeting of MVCSA approved the partial split, without the winding up, of MVCSA, consisting of the spin-off of the assets and liabilities pertaining to its land and property development business and constituting an independent economic unit, in favor of a new company "Metrovacesa Suelo y Promoción, S.A." owned by the shareholders of MVCSA in the same proportion they held at the time the split was completed. As a result of that split, Metrovacesa Suelo y Promoción, S.A. and its subsidiaries formed a group that acquired through universal succession the assets and liabilities pertaining to the land and development business of MVCSA. As a result of this capital restructuring, MVCSA contributed to us assets amounting to €1,149.6 million and liabilities amounting to €109.8 million. We

thus acquired the obligations of MVCSA which formed part of the assets and liabilities split and continue to be party to all the relations, rights and obligations that might pertain to MVCSA.

We had ownership of the assets and liabilities coming from the split, and we were automatically authorized without interruption to carry out all types of actions, relating to disposals, control, encumbrances and otherwise, in respect of such assets and liabilities. The delivery of the split assets and liabilities split was formalized on February 18, 2016 through the deed registering the capital increase with the monetary contributions of the three majority shareholders. However, as this transaction was defined as one under common control with the contribution of a line of activity qualifying as a business, all transactions were recognized as from January 1, 2016, which is therefore the date taken into account for accounting purposes. In this case, the values recognized in the Financial Statements are the predecessor values at which the assets and liabilities were carried in the financial statements of the contributing party.

The main assets and liabilities set out in such deeds were as follows:

ASSETS	<u>As of</u> <u>February 18, 2016</u> (in thousands of euros)
Investments in group companies and associates	122,868
Inventories	775,819
Receivables with group companies and associates	148,143
Other current financial assets	102,805
Total assets	<u>1,149,635</u>
LIABILITIES	
Payables with group companies and associates.....	43,699
Other liabilities	66,081
Total liabilities	<u>109,780</u>
Net assets and liabilities	<u>1,039,855</u>

Significant transactions

Non-monetary capital increase

On June 30, 2017 our General Shareholders' Meeting approved a non-monetary capital increase through the contribution of real estate assets by our majority shareholders. On July 6, 10 and 11, 2017 the majority shareholders (Banco Bilbao Vizcaya Argentaria Group, Banco Popular Group and Banco Santander Group) subscribed a total of 2,928,896,379 shares through a contribution of property with a market value of €1,107.8 million. The deed for the final execution of the agreement was formalized on September 15, 2017, and the status of certain assets associated with the suspensive clauses was updated, thereby modifying the transaction amount. The final share issue connected with the non-monetary capital increase amounted to 2,901,243,704 shares through a contribution of properties (land and leased property) amounting to €1,097.3 million. By nature, the assets contributed were land plots amounting to €41.2 million, buildings under construction amounting to €15.1 million and leased assets amounting to €41.0 million.

Monetary capital increase

In addition, during the same General Shareholders Meeting the shareholders approved a monetary capital increase of €0.8 million; 224,059 shares were subscribed in the increase, amounting to a total of €84 thousand (€36 thousand in capital and €48 thousand in respect of the share premium), which had not yet been subscribed and paid for as of September 30, 2017 because the capital increase was formally executed on October 27, 2017. See "*Description of Share Capital*" for more details.

The scope of consolidation as of September 30, 2017 and December 31, 2016 is detailed in Appendix I to the Interim Financial Statements.

Non-monetary capital increase

In November 2017, the Board of Directors approved the Transaction that, as explained in “*Description of Share Capital*”, was comprised by two successive capital increases, as detailed below:

- An initial capital increase through in-kind contribution consisting of shares contributed by the Company’s majority shareholders (the Santander entities and the BBVA entities), owning 99.926% of the Metrovacesa Arrendamiento’s share capital. The shares were subscribed in December 2017 and the overall amount of the capital increase totaled €16.7 million (par value €13.7 million, share premium €1.0 million).
- A second capital increase through in-kind contribution consisting of shares making up the share capital of Metrovacesa Arrendamiento, aimed exclusively at Metrovacesa Arrendamiento’s minority shareholders. The minority shareholders of Metrovacesa Arrendamiento are a heterogeneous group and their interest in its share capital was less than 0.1%.

This contribution will be classified as an asset contribution as it cannot be individually understood as relating to a business.

The Transaction has been considered as an acquisition of assets in accordance with IFRS-EU, which are recognized in the balance sheet of the acquirer at their fair value, considering that Metrovacesa Arrendamiento does not meet the definition of a business, as described in the Application Guidance of IFRS 3, paragraph B7, being the contributed assets of a portfolio of land that is not part of an integrated set of activities for which an active management has not been carried out until its future integration in the activities of the Group.

Basis of Presentation and Factors Affecting the Comparability of Our Results of Operations

Given the limited operating history of the current Metrovacesa S.A. and the increase of our land bank portfolio over the course of some of the periods under review, our financial condition and results of operations as of and for the financial periods discussed in this Prospectus are not fully comparable and may not be indicative of our future business, financial condition or results of operations. These matters should be taken into consideration in any analysis made of the information relating to our Financial Statements. In addition, given our limited operating history, investors are cautioned against drawing any inferences from the Financial Statements and/or other financial data included or incorporated by reference herein. See “*Risk Factors—Risks Relating to our Business—We have limited operating and financial data and incurred losses.*”

Our Annual Financial Statements included elsewhere herein have been prepared in accordance with IFRS-EU and International Financial Reporting Interpretations Committee (IFRIC) adopted by the EU, in accordance with Regulation (EC) N°1606/2002 of the European Parliament and Council and successive amendments and our Interim Financial Statements were prepared in accordance with the requirements of International Accounting Standard (IAS) 34, “Interim Financial Reporting”, as adopted by the European Union, for the preparation of complete interim financial statements, and other provisions of the financial reporting framework applicable in Spain. Our Annual Financial Statements and our Interim Financial Statements were audited by PricewaterhouseCoopers Auditores, S.L., who issued an unqualified opinion. See “*Presentation of Financial and Other Information.*”

The information as of September 30, 2017 was prepared, unless not applicable, using the same accounting policies as those used at December 31, 2016 and September 30, 2016 (this information was not audited or reviewed). The information contained in the Interim Financial Statements for 2016 is presented solely for comparison with the information for the nine-month period ended September 30, 2017.

To improve the presentation of our results of operations, we present, in our consolidated income statement for the nine-month period ended September 30, 2017 and for the corresponding comparative period, the line item “Changes in value of investment property” within our consolidated “Profit/(loss) from operations.” Up to the year ended December 31, 2016, “Changes in value of investment property” was presented outside “Profit/(loss) from operations.”

In addition, in our consolidated balance sheet as of September 30, 2017 we present “Tax receivables” and “Tax payables” as part of “Trade and other receivables” and “Trade and other payables,” respectively, while in our consolidated balance sheets as of December 31, 2016 and 2015 we presented them as separate line items.

In order to facilitate the comparison of our results of operations and financial position, the financial information for the years 2016 and 2015 included in this “*Operating and Financial Review*” section is presented based on the presentation followed in our Interim Consolidated Financial Statements, which we expect will be our presentation going forward.

Factors Influencing Our Results of Operation

The following factors have, and are expected to continue to, affect our business, results of operations, financial condition and prospects.

General market conditions

Our business is dependent upon the overall condition of the Spanish housing market, which is significantly impacted by macroeconomic and political conditions in Spain. The macroeconomic and political conditions in Spain are in turn influenced by the macroeconomic and political conditions in Europe and the global economy, and as such have been cyclical.

The financial crisis had a dramatic effect on the Spanish residential homebuilding sector. From 2008 to 2011, there was a significant decrease in domestic demand in the Spanish residential property sector due to the Spanish economy being in recession and the restructuring of the Spanish banking sector, which significantly affected both availability of financing for new housing developments and access to mortgage financing for home buyers. According to the Spanish Ministry of Public Works and Transport, the total number of home transactions in Spain declined from close to 955,186 units per annum in 2006 to 300,568 units per annum in 2013. Similarly, according to the Spanish Ministry of Public Works and Transport, sales of new homes decreased from a high of approximately 377,156 to 49,487 units over the same period.

While in the near-term aftermath of the financial crisis new housing stock remained high in Spain, following a period of aggressive investment in the sector prior to the financial crisis, stocks of new housing developments declined from 2006 to 2016 (source: Ministry of Public Works and Transport and CBRE), leading to a structural undersupply of new homes in certain areas of Spain.

After years of recession, Spain’s economy began to grow again in 2014 experiencing a real GDP increase of 1.4% (source: IMF) due to better labor market prospects, strengthened confidence, lower economic uncertainty and falling energy prices. In 2015 and 2016 real GDP expanded by 3.2% and 3.3% respectively (source: IMF and Banco de España). The 2015 and 2016 growth rates make Spain one of the fastest growing advanced economies in the world and in 2017 the GDP growth amounted to 3.1%. The Bank of Spain predicts real GDP will continue to grow in the coming years at an elevated rate (2.4% in 2018 and 2.1% in 2019).

The Spanish residential market has in turn recovered and is showing a growing level of activity. The price of new homes in Spain increased by 4.7% in 2015, 6.5% in 2016 and 8.1% in the nine-month period ended September 30, 2017. House prices as a share of average annual household income in Spain have decreased from 8.5 times as of the third quarter of 2008 to 7 times as of the third quarter of 2017, suggesting that Spanish housing has become more affordable.

The Spanish economy continues, however, to face challenges due to uncertainty in relation to the Spanish government formed in late 2016 and external factors such as geopolitical conflicts (including uncertainty around the exit of countries from the Eurozone and/or the EU and the illegal independence process taking place in Catalonia, among others), volatility in commodity prices or a negative market reaction to central bank policies, all of which may adversely affect the Spanish residential property market as a whole. See “*Risk Factors—Since all of our operations and assets are located in Spain, adverse developments in general political and economic conditions in Spain, the EU or globally could have a material adverse effect on our business, results of operations, financial conditions or prospects.*”

Availability and cost of financing in Spain

Our ability to sell residential property in Spain depends in part on the availability and cost of mortgage financing for our customers. In 2016 and during the nine-month period ended September 30, 2017, the majority of our homes were purchased by customers with the assistance of mortgage financing.

Since the global financial crisis, access to residential mortgage financing in Spain has been restricted, particularly at higher loan-to-value ratios. However, according to the Bank of Spain, Spanish banks have generally decreased their equity requirements in recent quarters, with the average LTV of mortgages having increased.

According to the Bank of Spain, the current mortgage financing environment is characterized by low interest rates, with an average rate of the one-year EURIBOR of -0.141% in the eleven months ending in November 2017. According to the Bank of Spain, mortgage payments represented approximately 34% of the Spanish gross annual household income in the third quarter of 2017, compared to approximately 60% in 2008.

An increase by the European Central Bank of the EURIBOR base rate could negatively impact the Spanish property market because interest rates charged on mortgages would increase, thereby making it more expensive for prospective buyers to purchase residential property. This may, in turn, negatively affect our ability to sell residential property in Spain, as well as our costs of and thus access to capital. In addition, for our financed developments, we generally transfer to the homebuyer the portion of the financing allocated to the relevant home. If financing obtained by the Company is not on attractive terms, we may have difficulty in selling homes with those financing conditions attached.

Our policy is for our LTV not to exceed approximately 25%. Our target is to achieve a LTV between 15 to 20% in the medium term. See “*Important Information—Forward-Looking Statements.*” We believe that our well-capitalized financial structure provides us with a competitive advantage when obtaining financing from the market.

Residential Development

Our profitability is influenced significantly by the number of residential units we construct and sell (deliver), the price at which we sell such units and the margin we earn on those units.

Number of Residential Units

The total number of residential units we construct depends on the number of active developments. While these variables are largely within our control, the number of residential units is also impacted by external factors outside our control, in particular the availability of planning approvals and government policy and regulation with respect to housing or homebuilding, such as zoning and environmental regulation. The number of residential real estate development projects that we can undertake during any particular period is also affected by our ability to obtain financing for these projects and the capital outlay required for the design, and construction costs associated with the development (although construction costs, both hard and soft costs, are in principle fully financed by development loans). Moreover, our results of operations and the sources and amount of cash from operations may vary significantly from period to period depending on the number of residential units and other properties or land that we have available for sale or that we sold and delivered in any such period, as well as variations in prices in the residential real estate market. See “*Business—Residential Development*” for more detail.

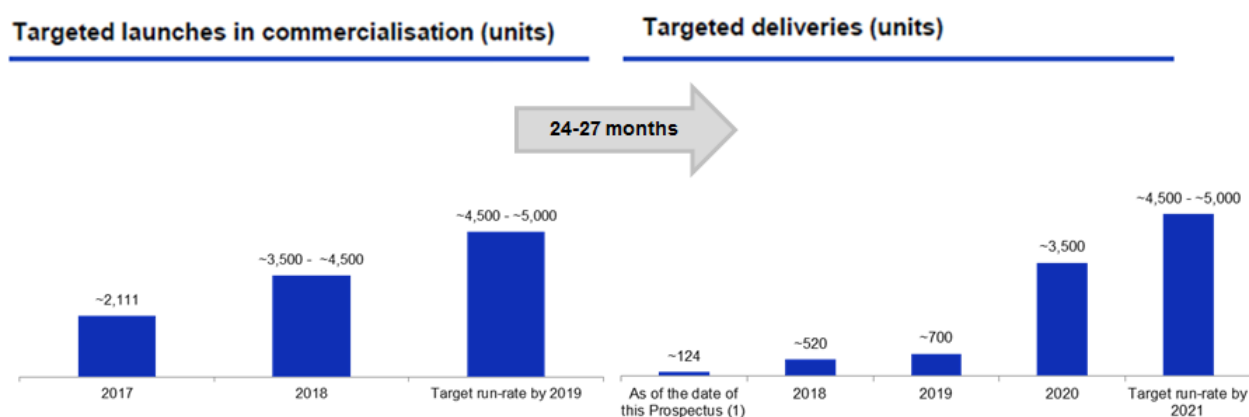
Our residential development line of business is the core component of our business. As of September 30, 2017, our residential portfolio had an aggregate GDV of approximately €3.6 billion. As of the date of this Prospectus, we have 51 developments with 2,263 active units, including 805 units under project design, 539 units under commercialization, 674 units under construction, 19 units under first occupancy license phase, and 226 units under delivery phase, which represented €217 million in GAV and €85 million in GDV.

The following table sets forth the active units of our residential land bank portfolio by autonomous region as of the date of this Prospectus. Active units include those units that are in the product design stage, in commercialization or under construction (including those that have received their first occupancy license). For further detail, see “*Business—Residential Development.*”

Residential developments by autonomous region	Number of ongoing developments	Number of expected units	GAV (€MM) ⁽¹⁾	Buildable area (sqm)	Estimated costs pending to complete (€MM) ⁽¹⁾	GDV (€MM) ⁽¹⁾
Andalusia/ Costa del Sol	25	1,274	130	172,342	165	346
Madrid	4	285	29	33,305	21	57
Catalonia	7	237	19	30,338	33	61
Navarre	2	87	9	12,315	11	23
Galicia	2	145	10	19,656	23	39
Valencian Community	7	158	11	22,601	17	33
Basque Country	1	47	6	6,503	10	18
Castile and Leon	2	24	1	3,101	3	5
Canary Islands	1	6	1	960	0	1
Total	51	2,263	217	301,120	282	585

(1) Based on the Valuation Reports.

Below are two charts illustrating our targeted launches in commercialization and targeted deliveries.



(1) 110 units as of December 31, 2017

We have good visibility on our development sales in part due to pre-sales of units. 20% of the sales price of a pre-sold unit is received in advance from the customer during the construction phase, and the remaining 80% is received upon delivery of the unit.

The following table shows our accumulated pre-sales data as of September 30, 2017 and December 31, 2017.

	September 30, 2017	December 31, 2017
Number of Pre-sold Units	244	541
ASP per unit (thousands of euros)	218	250
Pre-sales revenue (millions of euro)	53	135

Regarding the deliveries expected to take place in 2018 and 2019, we have already presold approximately 329 units of the 520 units expected to be delivered in 2018 and 208 units of the 700 units expected to be delivered in 2019.

Margins

The margins that we earn on unit sales depend on various factors, including selling price, cost of land and construction and operating costs. Our two main cost drivers are cost of land and construction costs. Our expected average cost of land at run-rate is around €50,000 per unit, or 18% to 22% of total revenues with respect to our existing land bank, which includes urbanization capex at 2% to 4% of total revenues. Given the size of our land bank, we do not expect to make significant acquisitions of land in the medium term, which we believe will improve our ability to estimate future margins.

We expect our average construction cost at run-rate to be around €128,000 per unit, or 50% to 52% of total revenues which includes both hard and soft costs. Soft costs include mainly architect fees, licenses and financial costs associated with construction (all financial costs incurred during construction of the development will be capitalized and therefore registered in soft costs line, not being registered in Income Statement in the financial expenses line), and which we expect to amount to around 8% to 9% of the total revenues. A significant portion of construction costs is contractor costs. We do not expect that our costs related to contractors will increase significantly in the next few years. We mainly hire medium-sized contractors and, due to an oversupply of medium-sized contractors in our markets, we believe that we can mitigate cost increases.

Our operating expenditures are a direct cost in each development. Around 4% to 6% of total revenue is attributable to sales and marketing costs, which consist mostly of sales agents' commissions, which depend on sale prices and are fully variable and costs relating to showrooms, brochures and traditional and online advertising. These costs are accounted for as expenses when incurred. We believe the structure of our operating expenditure, which consists mostly of variable costs, allows us flexibility and scalability. Our operating expenditure is not capitalized.

We expect that our margins for 2017 and 2018 will be relatively low, as they relate to developments launched in 2015 and 2016, prior to the implementation of our current strategy. Over the medium to long term, we expect to generate gross residential development margin of approximately 29%, excluding operating expenditures (specifically 30% at run-rate in 2021 with gradual increases above 30% in the following years due to continued HPA), due in part to visibility on our cost of land as a result of our land bank.

Given the differentiated mix of units launched between 2016 and 2017, we are targeting ASP of units to be delivered in 2018 to 2019 as follows:

- 2018: €200,000 to €210,000 per unit. These lower prices are reflective of the different strategy that we had in place in 2015 and 2016, when these units were launched and where the focus of the previous management focused on cash instead of margins.
- 2019: €245,000 to €255,000 per unit. These figures are not representative given the amount of units to be delivered is still low on a relative basis (700) vis-à-vis our run-rate targets and the mix of units are mainly focused on touristic areas with a higher ASP.

From 2020 onwards we are targeting initial ASP of units to be delivered of €240,000 per unit (to be delivered in the fourth quarter of 2019 and first quarter of 2020) and ASP of units to be delivered of €250,000 per unit in 2021.

Price Appreciation

We estimate that our blended home price appreciation (“**HPA**”) (measured as the average HPA of all of our residential developments, each of which has its own HPA due to its location, project, quality, etc.) will be on average 3.4% per year for the period from 2018 to 2023. See “*Important Information—Forward-Looking Statements.*”

Active Land Management – Urbanization capex

According to our internal estimates we expect that our land plots would require urbanization capex of around €65 million in the next six years, with approximately two-thirds deployed between 2018 and 2020 and the remainder between 2021 and 2023. Out of this expected urbanization capex, we expect that approximately 28% would relate to land plots that might be subject to sale (mostly for residential use) and 72% would relate to land

plots we expect to develop, of which approximately 93% would be for residential development and 7% for commercial development.

We believe that this urbanization capex is a source of value creation and based on our experience, our internal estimates assume a multiplier of 1.5 times to 2.0 times (*i.e.* for every €1.00 we invest, we would expect that the value of the land would increase to an amount of €1.50 to €2.00).

Commercial development

Our profitability is influenced by the number of commercial developments we construct and sell and the margin we earn on those units.

Number of Commercial Developments

We intend to launch 180 thousand to 200 thousand sqm of commercial developments over the next four years, most of which we expect to deliver between 2021 and 2023. We plan to maximize the value of our commercial portfolio by rigorously analyzing, on a case-by-case basis, the different alternatives we may have, including opportunistic sales if the margins are attractive and other alternatives are not expected to yield a higher return (for example, Valdebebas (Madrid) or Viladecans (Barcelona)), turnkey projects with upfront payments from the buyer to guarantee returns before the project is started (for example, Josefa Valcarcel (Madrid)), and de-risked development through joint ventures, only when the expected risk-reward is compelling after a thorough analysis and only when we received upfront of the value of the land. We have a back-ended implementation picking up in the next three to four years and target to crystallize full value in five to six years.

Margins

Our two main cost drivers, as in residential development, are cost of land and construction. Our target average cost of land at run-rate is around €1,250 per sqm or 32% to 34% of total revenues with respect to our existing land bank including urbanization capex (1% to 3% of the total revenues).

Our expected average for construction costs at run-rate is around €1,630 per sqm or 42% to 44% of total revenues that includes both hard and soft costs. Soft costs include mainly architecture fees, licenses and financial costs associated with the construction (all financial costs incurred during construction of the development will be capitalized and therefore registered in soft costs line, not being registered in income statement in the financial expenses line) and are targeted to cost around 7% to 8% of the total revenues. A significant portion of construction costs is contractor costs. We do not expect that our costs related to contractors will increase significantly in the next few years. We mainly hire large or medium-sized building contractors and, due to an oversupply of large and medium-sized building contractors in our markets, we believe that we can mitigate cost increases.

Our operating expenditures are a direct cost in each development. Around 3% to 5% of total revenue is attributable to sales and marketing costs, which consist mostly of sales agents' commissions, which depend on sale prices and are fully variable costs. These costs are accounted for as expenses when incurred. We believe the structure of our operating expenditure, which consists mostly of variable costs, allows us flexibility and scalability. Our operating expenditure is not capitalized.

The margins that we earn on commercial development depend on various factors such as price, costs of land and construction, operational expenditures, but also on the strategy that we decide to implement in each of the developments (turnkey vs. de-risked development through joint ventures). Based on the above we target gross development margins for our commercial business in the region of 24% (excluding operating expenditures).

Price Appreciation

We estimate that our blended HPA (measured as the average HPA of all of our commercial developments, each of which has its own HPA due to its location, project, quality, etc.) will be 3.2% per year for the period from 2018 to 2023. See "*Important Information—Forward-Looking Statements.*"

Overhead costs

Our overhead costs cannot be linked to a specific development and mainly consist of cost related to personnel and, to a lesser extent, general expenses, corporate marketing and IT, office, travel, legal general expenses, business development and rentals. We expect that 2017 overhead costs will be around €17 million which will gradually increase in the next years up to target average overhead costs which are expected around 3% to 3.5% of residential and commercial development revenues at run-rate.

Active Land Management – Land Sales

Our business strategy contemplates the potential for selective land sales towards the medium term (three to five years) for an estimated amount of €500 million (based on GAV as of September 30, 2017 and assuming no land appreciation nor capex value generation). Our business plan contemplates sales of approximately 600,000 buildable sqm of residential land plots and approximately 330,000 buildable sqm of commercial land plots. We expect that average selling prices of residential land plots will be approximately €450/sqm as of the date of this Prospectus, and approximately €650/sqm at run-rate in 2021. We expect that average selling prices of commercial land plots will be approximately €650/sqm as of the date of this Prospectus, and approximately €850/sqm at run-rate in 2021. We expect that cash flow generated by land sales will be relatively high given that the costs that we would incur would primarily be commercial costs of approximately 3% of revenue at run-rate. Below is a table summarizing our active land management operating targets.

Operating Targets

Residential

Buildable sqm to be sold	~600,000 sqm
Target ASP at run-rate	~€650/sqm
Target EBIT margins at run-rate.....	>35%

Commercial

Buildable sqm to be sold by 2022.....	~330,000 sqm
Target ASP at run-rate	~€850/sqm
Target EBIT margins at run-rate.....	>20%

Land Price Appreciation

Our analysis of historical public data indicates a correlation between land price appreciation (“LPA”) and HPA. Assuming stable development margins, we estimate that land prices in the past have increased by more than 2.5 times the rate of HPA. Given that we have acquired our land bank portfolio at what we believe to be attractive prices, we believe that we are well positioned to benefit from HPA and LPA.

Recent Developments

In November 2017, we changed our name to Metrovacesa, S.A.

In November 2017 the Company entered into an agreement with Axiare Patrimonio SOCIMI, S.A. to sell the Josefa Valcarcel property (Madrid), currently under construction, for €29.7 million (with an expected margin of approximately 15%). Delivery of the office building is expected on October 31, 2018. See “*Business—Commercial Developments*” for further details on the Josefa Valcarcel property.

In December 2017, we became the parent company of Metrovacesa Arrendamiento through two non-monetary contributions to us by the shareholders of Metrovacesa Arrendamiento, which were entities belonging to Grupo Santander (79.4%) and entities belonging to Grupo BBVA (20.5%), as well as minority shareholders with a combined stake of less than 0.1%. See “*Pro Forma Consolidated Financial Information*” for further details.

In December 2017, we entered into a €275 million term loan facility with several Spanish and international financial institutions. See “*Liquidity and Capital Resources.*”

In December 2017, we received recoverable VAT from the Spanish tax authorities in connection with the non-monetary capital increase carried out September 15, 2017. The amount received was used towards the partial repayment of the Short-Term Facility Agreement in amount of €149.8 million.

On January 15, 2018, we have withdrawn €65 million of the Facility and it was used, among others, towards the full repayment, in the amount of €40.1 million of the Short-Term Facility Agreement, hence payment of arrangement fees of the Facility Agreement.

Description of Key Line Items

Balance Sheet Key Line Items

Property, plant and equipment

Property, plant and equipment are recognized initially at acquisition/contribution or production cost and are subsequently measured at cost less any accumulated amortization and any accumulated impairment losses. The costs of expansion, modernization or improvements leading to increased productivity, capacity or efficiency or to a lengthening of the useful lives of the assets are capitalized as an increase in the cost of corresponding assets. Maintenance and repair costs that do not lead to a lengthening of the useful lives of the assets are charged to the income statement for the period in which they are incurred. Interest and other financial charges incurred during the period of construction of property, plant and equipment are capitalized as an increase in the cost of the construction in progress.

Investment property

Certain of our assets (land plots) are classified as investment property since they are not intended to be sold or developed within the following five years. Therefore, investment property consists on the Group's property that is held to obtain long-term income or for capital revaluation purposes, or both, and which is not occupied by us. Investment properties include land that is under construction or will be developed for future use as an investment property, based on the definition above.

Investment properties are initially valued at cost, including related transaction costs and financing costs, if applicable. After initial recognition, investment properties are measured at fair value. The fair value of investment properties reflects, among other things, rental income and other assumptions that market participants would consider when valuing property under current market conditions. Subsequent expenses are capitalized to the carrying amount of the asset only when the future economic benefits associated with the expense are likely to flow to the Group and the cost of the asset can be reliably measured. The cost of repairs and maintenance is recorded in the income statement when incurred. When part of investment property is replaced, the carrying amount of the replaced part is derecognized.

If the valuation obtained for a property held in lease is net of all payments expected to be made, any separately recorded liability in the lease balance is added back to the carrying amount of the property investment for accounting purposes.

Changes in fair value of investment property are recognized in the income statement. Investment property is derecognized when sold.

When the Group has a property at fair value in a mutually independent transaction, the book value immediately before the sale is adjusted to the transaction price, and the adjustment is recorded in the income statement as the net gain from the adjustment of the fair value of investment property.

If investment property becomes owner-occupied property, it is reclassified as property, plant and equipment. Its fair value at the date of reclassification becomes the cost for subsequent accounting purposes.

When investment property undergoes a change in use, evidenced by the beginning of the development with a view to being sold, the property is transferred to inventories. The attributed cost of ownership for subsequent posting as inventories is its fair value at the date of change of use.

Deferred Tax Assets

Deferred tax assets and liabilities relate to those taxes which are expected to be recoverable or payable calculated on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the calculation of tax profits. They are recognized using the liability method

on the consolidated balance sheet and quantified by applying the tax rate at which they are expected to be recovered or settled to the temporary difference or credit in question.

Deferred tax assets or liabilities are recognized on temporary differences deriving from investments in subsidiaries and associates and investments in joint ventures except when the Group is able to control the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Inventories

Land plots and other properties held for sale or for integration into a real estate development are considered inventory. Land plots are valued at their acquisition price, increased by the cost of the urbanization works, if any, expenses related to the purchase (property transfer tax, registration fees, etc.) and financial expenses incurred while the urbanization work is being done, or its estimated market value (considered as recoverable value), whichever is lower.

Costs incurred in real estate developments, or parts thereof are considered ongoing work, the construction of which has not been completed at the end of the year. These costs include those related to land plots, the land-permitting process and construction, the capitalization of financial expenses incurred during the construction period, as well as other direct and indirect costs attributable to them. Commercial expenses are charged to the consolidated income statement for the period in which they are incurred. For additional information see note 9 of our Interim Financial Statements.

Trade and other receivables

Trade and other receivables include the Group's (i) loans to affiliates, provisions for impairment of credits and other financial assets, (ii) financial investments, which include loans to third-party companies and other financial assets, and (iii) trade and other receivables, which include trade receivables, provisions for impairment of receivables, receivables from related parties, sundry debtors and other credit with administrative authorities.

Cash and cash equivalents

Cash and cash equivalents includes the Group's cash on hand. The carrying amount of these assets is similar to their fair value. As of September 30, 2017, there were availability restrictions amounting to €10.4 million. Pursuant to Spanish law, funds received from clients during the development of a residential project must be deposited in a special account that can only be used for the payment of project costs.

Income Statement Key Line Items

Revenue

Our main sources of revenue are sales of residential and commercial developments and land sales. Revenue is recognized on an accrual basis and calculated at the fair value of the consideration or account receivable for the value of the assets sold or the services rendered less discounts, VAT, and other taxes related to sales. Our income related to rents is recorded on an accrual basis, the profits and the initial costs of the lease agreements being distributed on a straight-line basis. For additional information see note 2.8(g) of our Interim Financial Statements.

We recognize the sales of our real estate developments and the costs associated with those sales on the date of the deed of sale (*escritura pública*) of the relevant real estate development, which usually coincides with the date of delivery of the property to our customers. We also recognize the sale of plots of land on the date of the deed of sale of the relevant plot of land.

Cost of sales

Cost of sales consists of costs that are directly attributable to any change in our inventory related to the acquisition and construction of real estate developments, including land costs, planning and design costs, materials and costs of contractors. Costs are recognized upon accrual and costs recognized as an increase in the value of inventory are capitalized. Commercial commissions are expensed. Financial expenses are only capitalized when they relate directly to financing a project, and then only once construction has commenced.

Employee benefits expenses

Employee benefits expenses consist of wages, social welfare charges, social security payable by the Company, contributions and provisions for pensions and other employee benefit costs.

External services

External services consist of leases and royalties, maintenance, independent professional services, insurance premiums, advertising and marketing, supplies, other external services and levies. Independent professional services include mainly the fees incurred during the period by investment property agents and other intermediaries involved in sales, as well as any additional retailing costs.

Change in trade provisions

Change in trade provisions consist of impairment losses of inventories, provision for contingencies and charges, provision for bad debts and other provisions.

Changes in value of investment property

Changes in value of investment property reflects the increases or decreases in the fair value of the properties in which we invest (*i.e.*, plots of land), excluding inventories. The aggregate value of our investment property is affected by the investments made in new property during a relevant fiscal period, the net gain/loss on the fair value over such investment property and the reclassification to inventories of such land that will be developed and subsequently sold.

The following table reflects the changes in our investment property as of December 31, 2016.

	(in thousands of euros)
Balance as of 1 January 2016	224,540
Transfers to inventories	(123,396)
Additions	101
Net gain/(loss) on fair value	8,355
Balance as of December 31, 2016	<u>109,600</u>

For additional information see note 4 to the Annual Financial Statements.

The following table reflects the changes in our investment property as of September 30, 2017.

	(in thousands of euros)
Balance as of 1 January 2017	109,600
Additions due to non-monetary contribution.....	197,337
Additions	249
Net gain/(loss) on fair value	(1,461)
Balance as of September 30, 2017	<u>305,725</u>

For additional information see note 6 to the Interim Financial Statements.

Financial income/(expense)

Financial income/(expense) consists of interest received on cash and cash equivalents minus interest paid on our current and non-current liabilities, including borrowings.

Income tax

Income tax is calculated on the taxable base of the year. The taxable base differs from the net profit presented in our consolidated income statement because it excludes items of income or expense that are taxable or deductible in different years and items that will never be taxable or deductible. Our current tax liability is calculated using tax rates that have been approved or substantially approved at the date of our balance sheet.

Balance Sheet and Results of Operations

Balance Sheet as of September 30, 2017 Compared to December 31, 2016

	As of September 30, 2017 (in thousands of euros)	As of December 31, 2016	Change (%)
ASSETS			
Non-current assets			
Property, plant, equipment and intangible assets.....	282	1	*
Investment property.....	305,725	109,600	178.9
Investments accounted for using the equity method.....	-	117	-
Receivables.....	76,881	63,533	21.0
Deferred tax assets.....	89,059	39,189	127.3
Total non-current assets.....	471,947	212,440	122.2
Current assets			
Inventories.....	1,629,760	814,182	100.2
Trade and other receivables.....	186,461	22,608	*
Other current financial assets.....	1,343	1,038	29.4
Cash and cash equivalents.....	32,631	32,464	0.5
Total current assets.....	1,850,195	870,292	112.6
Total assets.....	2,322,142	1,082,732	115.4
EQUITY			
Equity attributable to the Company's shareholders			
Share capital.....	956,279	492,045	94.3
Share premium.....	1,174,251	541,077	117.0
Retained earnings.....	(64,528)	(30,775)	109.7
Reserves at companies accounted for using the equity method.....	(3,275)	(3,172)	3.2
Total equity.....	2,062,727	999,175	106.4
LIABILITIES			
Non-current liabilities			
Provisions.....	19,221	30,423	(36.8)
Borrowings.....	4,997	352	*
Trade and other payables.....	3,427	5,429	(36.9)
Deferred tax liabilities.....	5,176	987	*
Total non-current liabilities.....	32,821	37,191	(11.8)
Current liabilities			
Provisions.....	12,338	12,909	(4.4)
Borrowings.....	171,687	2	*
Trade and other payables.....	31,422	24,697	27.2
Current tax liabilities.....	2,389	-	-
Deferred income.....	8,758	8,758	-
Total current liabilities.....	226,594	46,366	*
Total liabilities.....	259,415	83,557	210.5
Total equity and liabilities.....	2,322,142	1,082,732	114.5

*Change in percentage is greater than 300%.

Property, plant, equipment and intangible assets

Property, plant and equipment and intangible assets remained at low levels albeit an increase to €0.3 million, as of September 30, 2017, from €1 thousand as of December 31, 2016. This increase was primarily due to investment in equipment and intangible assets.

Investment property

Investment properties increased by €196.1 million, or 178.9%, to €305.7 million, as of September 30, 2017, from €109.6 million as of December 31, 2016. This increase was primarily due to the registration of some assets acquired by means of the non-monetary contribution in July 2017.

Deferred tax assets

Deferred tax assets increased by €49.9 million, or 127.3%, to €89.1 million, as of September 30, 2017, from €39.2 million as of December 31, 2016. This increase was primarily due to capitalization of NOLs and prepaid taxes related to the 11.6 article application.

Inventories

Inventories increased by €15.6 million to €1,629.8 million, as of September 30, 2017, from €14.2 million as of December 31, 2016. This increase was primarily due a contribution of assets by certain of our shareholders by €1,097 million in July 2017 (part of this contribution has been registered in Investment Property), which was partially offset by additional impairment provisions recorded during 2017.

Assets of the referred contribution were appraised by JLL Valoraciones, S.A. and additionally verified by an independent expert appointment by the Commercial Registry of Madrid, this is, Valtecnic, S.A.

Trade and other receivables

Trade and other receivables increased by €163.9 million to €186.5 million, as of September 30, 2017, from €22.6 million as of December 31, 2016. This increase was primarily due to a credit with the Spanish tax authorities due to VAT accrued as a consequence of the contribution of assets of the shareholders by €157.2 million.

Cash and cash equivalents

Cash and cash equivalents increased by €0.2 million, or 0.5%, to €2.6 million, as of September 30, 2017, from €2.5 million as of December 31, 2016.

Borrowings (Non-Current Liabilities)

Borrowing increased by €4.6 million, to €5.0 million, as of September 30, 2017, from €0.4 million as of December 31, 2016. This increase was primarily due to a long-term credit line which we entered into.

Borrowings (Current Liabilities)

Borrowing increased by €171.7 million, to €171.7 million, as of September 30, 2017, from €0 million as of December 31, 2016. This increase was primarily due to the corporate financing granted by some shareholders for the payment of VAT of the contribution and in order to cover operating costs under the Short-Term Facility Agreement. On December 22, 2017, we partially repaid the VAT tranche under the Short-Term Facility in the amount of €149.8 million.

On January 15, 2018, we have withdrawn €65 million of the Facility and it was used, among others, towards the full repayment, in the amount of €40.1 million of the Short-Term Facility Agreement, hence payment of arrangement fees of the Facility Agreement.

Results of Operations for the Nine-Month Period Ended September 30, 2017 Compared to Nine-Month Period Ended September 30, 2016

The following discussion and analysis of the results of our operations for the nine-month periods ended September 30, 2017 and 2016 should be read in conjunction with our Interim Financial Statements including the notes thereto.

The table below sets out our consolidated results of operations for the nine-month periods ended September 30, 2017 and 2016.

	For the nine-month period ended September 30,		Change
	2017	2016	
CONSOLIDATED INCOME STATEMENT DATA	(in thousands of euros)		
Sales.....	18,887	11,220	68.3
Cost of Sales	(14,621)	(8,836)	65.5
Employee benefits expense.....	(4,425)	(2,087)	112.0
External services.....	(3,549)	(2,380)	49.1
Changes in trade provisions.....	(68,364)	(6,509)	*
Changes in value of investment property	(1,461)	8,895	(116.4)
Other gains and losses	-	85	-
Operating Results	(73,533)	388	*
Financial income.....	38	141	(73.0)
Financial cost.....	(4,164)	(22)	*
Capitalized finance cost.....	78	-	*
Impairment and results on disposal of financial instruments	196	-	*
Results of companies accounted using the equity method	236	(212)	(211.3)
Financial income/(expense)	(3,616)	(93)	*
Profit/(loss) before income tax	(77,149)	295	*
Income tax	43,293	(55)	*
Profit/(loss) for the Period	(33,856)	240	*

*Change in percentage is greater than 300%.

Revenue

The following table breaks down the composition of our revenue for the nine-month periods ended September 30, 2017 and 2016:

	For the nine-month period ended September 30,		Change
	2017	2016	
	(in thousands of euros)		
Sales of inventories.....	15,620	8,264	89.0
Services rendered.....	3,221	2,925	10.1
Other	46	31	48.4
Revenue	18,887	11,220	68.3

Revenue increased by €7.7 million in the nine-month period ended September 30, 2017, or 68.3%, from €11.2 million in the same period of 2016 primarily due to an 89.0% increase in the sales of our inventories, which was in turn due to an increase in the number of units that were delivered during the period. Services rendered increased by 10.1% as a result of services provided by our commercial business unit in the refurbishment of third parties' assets. "Other" relates mainly to rental income from certain assets.

Cost of sales

Cost of sales increased by €5.8 million, or 65.5%, to €14.6 million in the nine-month period ended September 30, 2017 from €8.8 million in the same period of 2016. This increase was primarily due to an increase of 65.9% in the cost of sites and land, which increased by €5.1 million, to €12.9 million in the nine-month period ended September 30, 2017 from €7.8 million in the same period of 2016.

During the nine-month period ended September 30, 2017, we delivered 80 units in six projects compared to 31 units in five projects in 2016.

Employee benefits expense

Employee benefits expenses increased by €2.3 million, or 112.0%, to €4.4 million in the nine-month period ended September 30, 2017 from €2.1 million in the same period in 2016, primarily due to an increase in wages and salaries and social welfare charges. Wages and salaries increased by €2.1 million, or 124.7%, to €3.7 million in the nine-month period ended September 30, 2017 from €1.7 million in the same period in 2016, primarily due to an increase in headcount to 84 in the nine-month period ended September 30, 2017 from 46 in the same period in 2016. For the same reason, social security welfare charges increased by €0.2 million, or 69.4%, to €0.6 million in the nine-month period ended September 30, 2017 from €0.3 million in the same period in 2016.

External services

External services increased by €1.2 million, or 49.1%, to €3.5 million in the nine-month period ended September 30, 2017 from €2.4 million in the same period of 2016. Independent professional services comprised the largest proportion of external services, amounting to €2.5 million in the nine-month period ended September 30, 2017 and €1.8 million the same period of 2016, and relating mainly to fees accrued in relation to investment property agents and other intermediaries involved in sales. External services include the fees payable to property agents in connection with units pre-sold and to be delivered in the following years.

Change in trade provisions

Change in trade provisions increased by €61.9 million to €68.4 million in the nine-month period ended September 30, 2017 from €6.5 million in the same period of 2016. This change was primarily due to the change in the net realizable value of inventories.

Changes in value of investment property

Changes in value of investment property had a decrease of €10.4 million to a loss €1.5 million in the nine-month period ended September 30, 2017 from a gain of €8.9 million the same period of 2016. This decrease was primarily due to a decrease in the fair value of investment properties during the period.

Other gains and losses

Other gains and losses remained largely flat in the nine-month period ended September 30, 2017 at nil compared to €5 thousand in the same period in 2016.

Profit/(loss) from operations

As a result of the foregoing, our profit/(loss) from operations decreased significantly in the nine-month period ended September 30, 2017 from a profit of €0.4 million in the same period of 2016 to a loss of €73.5 million.

Financial income/(expense)

The following table sets out our consolidated financial income and financial expense for the nine-month periods ended September 30, 2017 and 2016.

	For the nine-month period ended September 30,		Change (%)
	2017	2016	
	(in thousands of euros)		
Financial income.....	38	141	(73.0)
Financial cost.....	(4,164)	(22)	*
Capitalized finance cost.....	78	-	-
Impairment and gains/(losses) on disposal of financial instruments.....	196	-	-
Results of companies accounted for using the equity method.....	236	(212)	211.3
Financial income/(expense).....	(3,616)	(93)	*

Our financial expense increased by €3.5 million to €(3.6) million in the nine-month period ended September 30, 2017 from €(0.09) million the same period in 2016. This increase was primarily due to a decrease of €103,000 or 73.0%, in financial income to €38,000 in the nine-month period ended September 30, 2017 from €141,000 in the same period of 2016 as a result of lower income from current accounts. Our financial cost increased to €(4.2) million in the nine-month period ended September 30, 2017 from €(22.0) thousand in the same period of 2016 due to costs relating to the establishment of our new term loan facility.

Profit/(loss) before income tax

As a result of the foregoing, profit/(loss) before income tax decreased by €7.4 million to (€7.1) million in the nine-month period ended September 30, 2017 from €0.3 million in the same period of 2016.

Income tax

We recognized tax income of €43.3 million in the nine-month period ended September 30, 2017 compared to tax expense of €(0.06) million in the same period of 2016. The increase in tax income of €43.3 million in the nine-month period ended September 30, 2017 was primarily due to an increase of the capitalization of the NOLs in 2017.

Results of Operations for the year Ended December 31, 2016 Compared to Year Ended December 31, 2015

The following discussion and analysis of the results of our operations for the years ended December 31, 2016 and 2015 should be read in conjunction with our Annual Financial Statements.

The table below sets out our consolidated results of operations for the years ended December 31, 2016 and 2015.

	For the year ended December 31,		Change (%)
	2016	2015 ⁽¹⁾	
	(in thousands of euros)		
CONSOLIDATED INCOME STATEMENT DATA			
Revenue.....	21,020	36,038	(41.7)
Cost of sales.....	(16,412)	(27,444)	(40.2)
Employee benefits expense.....	(3,366)	(2,788)	20.7
External services.....	(3,676)	(5,604)	(34.4)
Change in trade provisions.....	(25,635)	(27,701)	(7.5)
Changes in value of investment property.....	8,355	9,008	(7.2)
Other gains and losses.....	83	(1)	8,400
Profit from operations.....	(19,631)	(18,492)	6.2
Financial income/(expense).....	(57)	79,449	(100.1)
Profit/(loss) before income tax.....	(19,688)	60,957	(132.3)
Income tax.....	(846)	3,186	(126.6)
Profit/(loss) for the year.....	(20,534)	64,143	(132.0)

(1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

Revenue

The following table breaks down the composition of our revenue for the years ended December 31, 2016 and 2015:

	For the year ended December 31,		Change (%)
	2016	2015 ⁽¹⁾	
	(in thousands of euros)		
Sales of inventories.....	12,024	35,755	(66.4)
Services rendered ⁽²⁾	6,040	283	2,034.3
Other	2,956	-	-
Revenue	21,020	36,038	(41.7)

(1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

(2) Includes services rendered to third parties for office refurbishments and implementations.

Revenue decreased by €15.0 million in 2016, or 41.7%, from €36.0 million in 2015 to €21.0 million in 2016 primarily due to a 66% decrease in the sales of our inventories, which was in turn due to a decrease in the sale of land plots from €4.8 million in 2015 to €2.6 million in 2016 and additionally due to a decrease in the delivery of projects from €20.9 million in 2015 to €9.4 million in 2016. The decrease in the sale of our inventories was partially offset by a significant increase in related services rendered and an increase in Other as a result of services rendered to assets of Merlin Real Estate Socimi.

Cost of sales

Cost of sales decreased by €1.0 million, or 40.2%, to €16.4 million in 2016 from €27.4 million in 2015. This decrease was mainly due to a decrease in the sales of our inventories, which decreased by €6 million, or 59%, to €1 million in 2016 from €7 million in 2015.

Employee benefits expense

Employee benefits expenses increased by €0.6 million, or 20.7%, to €3.4 million in 2016 from €2.8 million in 2015, primarily due to an increase in wages and salaries and social welfare charges as a result of an increase in employee headcount.

External services

External services decreased by €1.9 million, or 34.4%, to €3.7 million in 2016 from €5.6 million in 2015. Independent professional services comprised the largest proportion of external services, amounting to €2.9 million in 2016 and €0 million in 2015, and were mainly composed by fees accrued in relation to investment property agents and other intermediaries involved in sales. External services include the fees payable to property agents in connection with units pre-sold and to be delivered in the following years.

Change in trade provisions

Change in trade provisions decreased by €2.1 million, or 7.5%, to €25.6 million in 2016 from €27.7 million in 2015. This change was primarily due to adjustments in the accounting value of our inventories.

Changes in value of investment property

Changes in value of investment property remained largely flat at €8.4 million, showing a decrease of €0.7 million, or 7.2%, in 2016 from €9.0 million in 2015. This decrease was primarily due to the fair value adjustments of our investment property.

Other gains and losses

Other gains and losses remained largely flat in 2016, with a gain of €83,000 in 2016 compared to a loss of €(1,000) in 2015.

Profit/(loss) from operations

As a result of the foregoing, our profit/(loss) from operations remained largely flat at a loss of €(19.6) million in 2016 and a loss of €(18.5) million in 2015.

Financial income/(expense)

The following table sets out our consolidated financial income and financial expense for the years ended December 31, 2016 and 2015.

	For the year ended December 31,		Change (%)
	2016	2015 ⁽¹⁾	
	(in thousands of euros)		
Financial income.....	170	160,570 ⁽²⁾	(99.9)
Financial cost.....	(119)	(19,169)	(99.4)
Capitalized finance cost.....	103	77	33.8
Impairment and gains/(losses) on disposal of financial instruments.....	-	(61,604)	-
Loss of companies accounted for using the equity method	(211)	(425)	(50.4)
Financial income/(expense)	(57)	79,449	(100.1)

- (1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.
- (2) On January 20, 2015, the Company carried out an early cancellation of the Tranche B of a syndicated loan for an aggregated amount of €51 million. The cancellation was carried out together with a €156 million write-off that was included as Financial Income in the 2015 Income Statement.

Our financial income/(expense) decreased by €79.5 million, or 100.1% from income of €79.5 million in 2015 to a loss of €(57,000) in 2016. This decrease was primarily due to a decrease of €160.4 million, or 99.9%, in financial income from €160.6 million in 2015 to €170 thousand in 2016 as a result of the refinancing of our financial debt. The decrease in financial income was partially offset by a decrease of €19.1 million, or 99.4%, in financial cost from €(19.2) million to €(119) thousand due to limited financial debt, and an increase of €1.6 million in impairment and gains/(losses) on disposal of financial instruments due to such refinancing.

Profit/(loss) before income tax

As a result of the foregoing, profit/(loss) before income tax decreased by €80.6 million, or 132.3%, from a profit of €61.0 million in 2015 to a loss of €(19.7) million in 2016.

Income tax

We incurred income tax expense of €(846) thousand in 2016 compared to income tax benefit of €3.2 million in 2015. The increase in income tax expense of €4.0 million, or 126.6%, in 2016 was primarily due to a decrease in our taxable base of 520.2% from a positive taxable base of €4.7 million in 2015 to a negative taxable base of €20.1 million in 2016. The decrease of our taxable base was due to taxable differences adjusted in the fiscal base.

Profit/(loss) for the year

As a result of the foregoing, profit/(loss) for the year decreased €84.7 million, or 132.0%, from €64.1 million in 2015 to a loss of €(20.5) million.

Liquidity and Capital Resources

Overview

Our primary sources of liquidity are sales, mortgage loans to finance land developments and credit lines for ordinary operations. We calculate our cash needs using two basic tools, a 12-month cash flow budget and a 30-day budget. The 12-month cash flow budget includes monthly details and monthly updates based on the needs of each of the areas of our business. See “—Qualitative and Quantitative Disclosures about Financial Risk—Liquidity Risk”). Our cash and cash equivalents as of September 30, 2017 amounted to €32.6 million, although €10.4 million of this amount was subject to certain restrictions on availability. See Note 11 to the Interim Financial Statements for further detail.

In the opinion of our management, the working capital available to the Company (total current assets less total current liabilities), which as of September 30, 2017 amounted to €1.6 billion, is sufficient for the Company’s present requirements and, in particular, is sufficient for at least the next twelve months from the date of this Prospectus.

Cash Flows

The following table sets out our consolidated cash flows for each of the periods indicated.

CONSOLIDATED STATEMENT OF CASH FLOW	For the nine-month period ended September 30,		For the year ended December 31,	
	2017	2016 ⁽¹⁾	2016	2015 ⁽²⁾
	(in thousands of euros)			
Cash flow from operating activities				
Profit/(loss) for the period before tax	(77,149)	295	(19,688)	60,956
Adjustments to results				
Change in allowances and provisions	68,364	6,509	24,407	27,701
Changes in value of investment property	1,461	(8,895)	(8,355)	(9,008)
Impairment and gains/(losses) on disposal of financial instruments	(196)	-	-	61,604
Financial income	(38)	(141)	(170)	(160,570)
Capitalized finance cost.....	(78)	-	(103)	(77)
Financial cost.....	4,164	22	119	19,169
Adjusted profit/(loss).....	(3,472)	(2,210)	(3,790)	(226)
Changes in working capital:				
Inventories	(7,113)	600	442	5,062
Trade and other receivables	(165,646)	7,766	12,617	(55,580)
Trade and other payables	4,470	13,080	11,174	7,537
Other non-current liabilities.....	254	231	646	151
Other cash flows from operating activities:				
Interest paid	(2,430)	(22)	(119)	(19,169)
Interest collected.....	38	141	170	-
Income tax received (paid)	-	(227)	(227)	-
Total net cash from operating activities	(173,899)	19,359	20,913	(62,225)
Cash flows from investing activities				
Investments in:				
Investment properties	(249)	(101)	(101)	(732)
Acquisition of PP&E and intangible assets	(280)	-	-	-
Group’s current account	-	-	(440)	-
Total net cash from investing activities.....	(529)	(101)	(541)	(732)
Cash flow from financing activities				
Net repayment of bank borrowings	-	-	(105)	-
Issuances with credit institutions	174,595	102	-	-
Total net cash from financing activities.....	174,595	102	(105)	-

Net increase/(decrease) in cash and cash equivalents...	167	19,360	20,267	(62,957)
Cash and cash equivalents at the beginning of the period .	32,464	12,197	12,197	75,153
Cash and cash equivalents at the end of the period	32,631	31,556	32,464	12,197

(1) Unaudited financial information.

(2) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

Cash flows from operating activities

In the nine-month period ended September 30, 2017, net cash used in operating activities decreased by €193.3 million to €(173.9) million used from €9.4 million generated in the nine-month period ended September 30, 2016. This decrease was primarily due to payment of VAT relating to the contribution of land plots by our shareholders in July 2017.

Net cash generated from operating activities increased by €3.1 million, or 133.6%, from (€2.2) million in 2015 to €0.9 million in 2016. This increase was mainly due to a reduction of our finance costs which equaled €0.1 million in 2016 compared to €19.2 million in 2015, an increase in our trade and other receivables from (€55.6) million to €12.6 million and a decrease in our interest payments from €19.2 million to €0.1 million.

Cash flows from investing activities

In the nine-month period ended September 30, 2017, net cash used in investment activities increased by €0.4 million or 423.8% to €0.5 million from €0.1 million in the nine-month period ended September 30, 2016. This increase was primarily due to investment properties and increases in the Group's current account.

Net cash used in investing activities decreased by €0.2 million, or 26.1%, from €0.7 million in 2015 to €0.5 million. This decrease was mainly due to a reduction of the cash used in investments in our investment properties to €0.1 million in 2016 from €0.7 million in 2015 due to lower investments, which has been partially compensated by an increase in the cash used from related parties' cash accounts.

Cash flows from financing activities

In the nine-month period ended September 30, 2017, net cash generated from financing activities increased by €174.5 million to €174.6 million from €0.1 million in the nine-month period ended September 30, 2016. This increase was primarily due to the drawdown of €159.4 million under a syndicated loan with majority shareholders to finance VAT paid in connection with the contribution of land plots by certain shareholders in July 2017. See Note 14 to the Interim Financial Statements.

Net cash used in financing activities increased by €0.1 million, from €0.0 in 2015 to €0.1 million in 2016. This decrease was due to a €0.1 million net repayment of a loan.

Indebtedness

As of September 30, 2017 and December 31, 2016 and 2015, the total amount of our current and non-current financial liabilities was (including customer advances) €176.7 million, €5.4 million and €5.3 million, respectively. The table below shows our total outstanding indebtedness for each of the periods indicated. See notes 6 and 12 to the Annual Financial Statements and notes 8 and 14 to our Interim Financial Statements for further details on our indebtedness.

Bank Indebtedness	As of September 30,	As of December 31,	
	2017	2016	2015 ⁽¹⁾
	(in thousands of euros)		
Current			
Bank borrowings.....	-	2	70
Bank borrowings from related parties	171,687	-	40
Total current	171,687	2	110
Non-current			
Bank borrowings.....	352	352	389
Bank borrowings from related parties	4,645	-	276
Customer advances	-	5,001	4,507
Total non-current	4,997	5,353	5,172
Total indebtedness	176,684	5,355	5,282

(1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

Maturity of our bank indebtedness

The following table includes maturities of our current liabilities as of 31 October, 2017.

	Thousand euros						Total
	2018	2019	2020	2021	2022	> 2022	
Bank borrowings	-	-	-	-	-	-	-
Bank borrowing from related parties	180,131	6,465	-	-	-	-	186,596
	180,131	6,465	-	-	-	-	186,596

Current Bank borrowing from related parties

On July 11, 2017 we entered into a short-term loan facility with lenders including Santander, BBVA and Banco Popular (the “**Short-Term Facility Agreement**”). Under this agreement, the lenders made available a euro term loan facility in an aggregate amount equal to €84,367,390.20, divided into two tranches, (i) VAT tranche for €159.4 million and (ii) operating tranche (“*Tramo Operativo*”) for €125 million. Subject to the terms of the Short-Term Facility Agreement, the funds borrowed under the agreement shall be used for financing general corporate expenses and working capital purposes of the Group (including without limitation urbanization costs, capex for developments, overhead expenses, taxes and duties), paying financial costs, fees and interest payable in relation to the agreement and paying expenses in connection with VAT accrued as a result of the non-monetary capital contribution.

Interest is paid on quarterly installments, based on EURIBOR 3 months plus a margin. The margin applicable depends on the tranche and the quarterly period, which will range from 2.00% per annum and 2.75% per annum.

On December 22, 2017, we partially repaid the VAT tranche under the Short-Term Facility in the amount of €149.8 million.

As of December 31, 2017, we had outstanding balances of €30.5 million for the operating tranche and €9.6 million for the VAT tranche. However, on January 15, 2018, the Company completely repaid the Short-Term Facility in the amount of €9.6 million corresponding to the VAT tranche and 30.5 million, corresponding to operating tranche.

On January 15, 2018, we have withdrawn €65 million of the Facility and it was used, among others, towards the full repayment, in the amount of €40.1 million of the Short-Term Facility Agreement, hence payment of arrangement fees of the Facility Agreement.

Non-Current Bank borrowing from related parties

On June 16, 2017 we entered into a long-term credit facility with Santander for an amount of €4.6 million. The purpose of the financing was financing general corporate, working capital and purchase of lands. The maturity is December 16, 2019.

Term loan facility

On December 1, 2017, we entered into a term loan facility agreement with a group of lenders including BBVA and Santander (the “**Facility Agreement**”). Under this agreement the lending financial entities made available a euro term loan facility in an aggregate amount equal to €275 million. Subject to the terms of the Facility Agreement, the funds borrowed under the agreement shall be used for:

- a) refinancing any amounts outstanding and cancel any available commitments under the “*Tramo Operativo*” of the Short-Term Facility Agreement;
- b) financing general corporate and working capital purposes of the Group (including without limitation urbanization costs, capex for developments, overhead expenses, taxes and duties);
- c) paying financial costs, fees and interest payable in relation to the Facility Agreement; and
- d) financing the payment of certain costs and expenses payable in connection with the Offering (up to €5 million).

In addition, the Facility Agreement contains financial covenants that require us to maintain (a) a LTV ratio below 25%; (b) an unencumbered ratio (adjusted committed loan amount to unencumbered assets) below 22%; and (c) a NAV (for the Group) of no less than (i) €2 billion until the third anniversary from date of the Facility Agreement; and (ii) €1.65 billion thereafter.

Interest is paid on quarterly instalments, based on EURIBOR 3 months plus a margin of 3.20% per annum. Additionally there is a commitment fee, payable on quarterly installments, based on EURIBOR 3 months plus a 1.12% margin.

Under the terms of the Facility Agreement, we are subject to certain restriction on payments and distributions. Specifically, we shall not (i) declare, pay or make any dividend or other payment, charge, fee or other distribution (or interest on any unpaid dividend, charge, fee or other distribution) (whether in cash or in kind) on or in respect of its share capital (or any class of its share capital); (ii) repay or distribute any dividend or share premium reserve; or (iii) reduce, return, repurchase, defease, retire, repay, cancel or redeem any of its share capital or resolve to do so. Nevertheless, we will be able to carry out such payments and distributions from January 1, 2019 onwards if there is no default under the Facility Agreement—or no default arises as a result of such payment or distribution— and we have or will have sufficient cash available to pay all financial expenses (including, interest, fees, costs, ordinary installments or any other amounts which can be at that time estimated to be payable) in relation to the Facility Agreement, forward looking for the next six months following the relevant payment or distribution.

We are required to repay the Facility Agreement as follows (i) in repayment installments for an amount equal to 5% of the total amount of the Facility Agreement, payable in quarterly installments starting on March 31, 2020 until (and including) December 31, 2021; and (ii) all outstanding amounts of the Facility Agreement in full on the fifth anniversary from the date of the Facility Agreement.

Repayment Installment Payment Date	Repayment Installment
31 March 2020	€13,750,000
30 June 2020	€13,750,000
30 September 2020	€13,750,000
31 December 2020	€13,750,000

31 March 2021	€13,750,000
30 June 2021	€13,750,000
30 September 2021	€13,750,000
31 December 2021	€13,750,000
On the Termination Date	Repayment in full of all outstanding amounts under the Facility Agreement

Additionally, if a disposal of an asset without occupancy license occurs, we shall apply towards prepayment of the Facility Agreement an amount equal to 25% of the higher of the following: (i) the net disposal proceeds from such disposal; or (ii) the initial valuation of the disposal subject to a maximum amount of 75% of the net disposal proceeds from the relevant disposal. Any amounts required to be prepaid shall be applied towards prepayment and cancellation of the loans and towards reduction of the repayment installments in order of maturity.

Finally, the maturity date of the Facility Agreement will be five years from the date of the Facility Agreement, that is, December 1, 2022. However, under the terms of the Facility Agreement, and subject to certain requirements, the Company may voluntarily prepay the whole or any part of any loan (but if in part, the prepayment must reduce the amount of such loan by a minimum of €5 million and multiples of €1 million).

Inventories

Our inventories consist principally of plots of land, construction work in progress, finished properties under commercialization and advances to suppliers. We individually analyze the classification of our real estate assets and recognize those assets that will be developed or sold in the ordinary course of business as inventories, and those assets held to obtain rental income by third parties, finished buildings to be demolished or land for currently undetermined future use as investment property. The following table sets out inventory balances as of September 30, 2017 and as of December 31, 2016 and 2015.

	As of September 30,	As of December 31,	
	2017	2016	2015 ⁽¹⁾
	(in thousands of euros)		
Land ⁽²⁾	1,762,490	964,823	873,076
Construction work in progress.....	195,012	73,994	39,417
		20,873	
Finished assets ⁽³⁾	21,082		24,127
Advanced payment to suppliers ⁽⁴⁾	2,632	10,835	10,341
Other	79	13	-
Impairment losses ⁽⁵⁾	(351,535)	(256,356)	(242,467)
Total	1,629,760	814,182	704,494

(1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

(2) Primarily includes plots of land destined for residential use as primary or secondary residences together with assets associated with such developments, including parking spaces and commercial premises.

(3) Includes assets finished on sale, among others parking, retail units and some residential units.

(4) Includes firm prepayments granted to suppliers.

(5) Includes impairment losses on construction work in progress and impairment losses on finished structures.

As of September 30, 2017, our total inventory balance amounted to €1,629.8 million, an increase of 100.2% and 131.3% when compared to our total inventory balance as of December 31, 2016 (€814.2 million) and December 31, 2015 (€704.5 million), respectively. The increase of our total inventory balance was primarily due to an increase in finished structures and plots of land as a result of a contribution of assets (non-monetary contributions) by certain shareholders of the Company in July 2017, for an amount of €1,097 million (part of the contribution has been registered under Investment Properties).

Impairment losses increased by €5.2 million, or 37.1%, to €(351.5) million in the nine-month period ended September 30, 2017 from €(256.4) million as of December 31, 2016 primarily due to the change of our appraisers which resulted in a change in valuation and a review of the book value of our assets. As of September 30, 2017 all our assets have been valued by two independent appraisers.

As described above, on November 24, 2017, our shareholders approved a non-monetary increase of capital, whereby we received shares of Metrovacesa Arrendamiento. This company had no assets recognized as inventory in its balance sheet; nevertheless in the Pro Forma Consolidated Financial Information, we recognized a reclassification of €255 million from investment properties to inventories. The aggregate value of the inventories of Metrovacesa and Metrovacesa Arrendamiento included in the Pro Forma Consolidated Financial Information is €1,885 million. See “*Pro Forma Consolidated Financial Information*”.

Investment Property

Our investment property is currently comprised of land for development for subsequent lease by third parties, rental assets acquired within the context of the non-monetary capital increase carried out in 2017, and assets that we do not expect to launch to the market within the next five years. We analyze individually the classification of our real estate assets and recognize those assets that will be developed or sold in the ordinary course of business as inventories, and those assets held to obtain rental income by third parties, finished buildings to be demolished or land for currently undetermined future use as investment property. The following table sets out our investment property balances as of September 30, 2017 and 2016, and as of December 31, 2016 and 2015.

	<u>As of September 30,</u>	<u>As of December 31,</u>	
	<u>2017</u>	<u>2016</u>	<u>2015⁽¹⁾</u>
	(in thousands of euros)		
Investment property	305,725	109,600	224,540

(1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

Of our total investment properties, 37% relates to the same real estate asset consisting of land in Madrid, with a carrying amount of €14.2 million as of September 30, 2017 compared to €109.6 million for the year ended December 31, 2016. In accordance with the independent expert valuations and according to IFRS-EU, we have adjusted the value of these assets to fair value as of September 30, 2017.

As described above, on November 24, 2017, our shareholders approved a non-monetary increase of capital, whereby we received shares of Metrovacesa Arrendamiento. This company recognized all of its real estate assets as investment properties in its balance sheet with a fair value of €324 million; nevertheless in the Pro Forma Consolidated Financial Information, we recognized a reclassification of €255 million from investment properties to inventories. The aggregate value of the investment properties of the company and those included in the Pro Forma Consolidated Financial Information is €374 million. See “*Pro Forma Consolidated Financial Information*”.

Off-Balance Sheet Arrangements

As of September 30, 2017, the balance of guarantee commitments to third parties and other contingent liabilities amounted to €17.7 million, of which €0.7 million related to customer prepayments and €8.0 million related to outstanding obligations on land and property developments (including guarantees granted to related companies). For additional information on the Group’s off-balance sheet arrangements, see note 16 to the Annual Financial Statements and note 18 to the Interim Financial Statements

The amount incurred by us in the first nine months of 2017 in respect of leases and common expenses for buildings and other facilities connected with activities totals €218 thousand (€17 thousand in 2016).

Lease arrangements relate to the office premises rented by the Group’s branch offices (see “*Business — Property, Plant and Equipment*” section).

Total minimum future rental payments for irrevocable operating leases are as follows:

	Thousand euro	
	2017	2016
Less than one year	356	142
Between one and five years	306	-
More than 5 years	-	-
	662	142

Contractual Obligations

The following table sets forth the determinable or fixed maturity of our non-derivative financial liabilities and derivative financial liabilities as of September 30, 2017. The amounts shown in the table are undiscounted contractual cash flows. See note 8 to the Interim Financial Statements for further details on our contractual obligations.

	As of September 30, 2017					Total
	2018	2019	2020	2021	After 2022	
(in thousands of euros)						
Debts						
Debts with financial institutions		-	-		353	353
Other financial liabilities		-	-	-	-	-
Debts from related parties						
Borrowings from related parties.....	171,687	4,645	-	-	-	176,332
Other financial liabilities with related parties	(59)	-	-	-	151	92
Trade and other payables						
Suppliers	16,783	-	-	-	3,276	20,059
Staff	730	-	-	-	-	730
Customer advances		-	-	-	-	-
Total.....	189,141	4,645	-		3,780	197,566

Tax

Corporate tax rate is 25% in Spain and based on the current geography split of our land bank portfolio, our blended corporate tax rate is 25%.

As of September 30, 2017, the amount of deferred tax assets from net operating losses (“NOLs”) and prepaid taxes is €89.1 million. The use of deferred tax assets with respect to NOLs is limited to 25% of the taxable base in Spain if the taxpayer’s turnover in the previous twelve months was over €60 million and to 50% if the taxpayer’s turnover in the previous twelve months was between €20 million and €60 million. Therefore, we expect to use our deferred tax assets in the coming years.

In addition, due to the contributions of assets in the form of shares and properties received by the Company in the past from shareholders who qualify as related parties, and pursuant to the current interpretation of the Spanish tax authorities, the Company would have to include the following in the taxable base of its corporate income tax:

- (i) During 2017 to 2020, the impairment losses deductible for tax purposes by those former shareholders of Metrovacesa Arrendamiento, to the extent that the Company and these shareholders are related parties at the end of each of these tax years. As a consequence, the Company estimates that the tax impact of this rule would be approximately EUR 16.5 million (on the basis that BBVA ceases to be

related party with the Company in 2018). However, the relevant shareholders (BBVA, Santander and specific entities within their groups) have committed to indemnify the Company for such tax liabilities generated as a consequence of the application of article 11.6 and the 16th transitory provision of the Spanish Corporate Income Tax Law, up to the amounts detailed below. To that end, BBVA and Santander have accepted to compensate the Company in the form of a contribution to the Company's equity (without a share capital increase) for an amount equal to the impairment losses reverted each year (2017 to 2020) multiplied by the statutory corporate income tax rate applicable in the specific tax year. As a result, BBVA and Santander will make contributions (of one or several years in advance) to the equity of the Company (without a share capital increase) of up to the amount of, respectively, EUR 1,505,000 (on the basis that BBVA ceases to be related party with the Company in 2018) and EUR 15,089,122.65 (on the basis that BS remains a related party with the Company until 31 December 2020). The reversion of impairments losses applicable to the Company (and the obligation for BBVA and Santander, as the case may be, to indemnify it) will not apply if BBVA and Santander (and the specific entities within their groups) cease to be related parties with the Company.

- (ii) Those impairment losses connected to the real estate properties received from those shareholders who are related parties at the end of each tax year, provided there is an actual increase in value of these properties in comparison to their tax basis. Therefore, the reversion of these impairments (and their corporate income tax impact) would have a temporary and financial nature, as the tax liability paid by the Company would be recovered upon the sale of the specific property.

We have aggregate NOLs amounting to €13 million recognized and €9 million not recognized (fiscal group Metrovacesa and fiscal group of Metrovacesa Arrendamiento). Our use of NOLs is limited to 25% of our taxable base. However, under Spanish law there is no time limitation for the use of these credits. Our taxable base may be modified by the application of Article 11.6 of *Ley 27/2014, de 27 de noviembre, del impuesto sobre Sociedades*. The application of this adjustment could affect the time allocation of the value deterioration reversals of assets and could impact negatively the bottom-line during the ramp-up phase as our land bank increases in value.

Qualitative and Quantitative Disclosures about Financial Risks

The most significant financial risks to which we are exposed are liquidity risk and market risk (including foreign exchange rate risk, interest rate risk and credit risk). Our overall risk management program focuses on the uncertainty of financial markets and attempts to minimize the potential adverse effects on our financial condition and results of operations. Our Board of Directors or, in some cases, our audit committee provides policies for overall risk management and written policies covering the risks described above. It also reviews our capital structure (i.e., debt, cash and liquid assets and equity, which includes capital reserves and retained earnings) as well as our overall GAV.

Liquidity Risk

Liquidity risk is the risk that we may not be able to meet payments to which we are already committed and/or commitments arising from new investments. The main liquidity variables that we are subject to are limitations in financial markets, increases in the projected investments and reduction of the generation cash flows.

We calculate our cash needs using two basic tools, a 12-month cash flow budget and a 30-day budget. The 12-month cash flow budget includes monthly details and monthly updates based on the needs of each of the areas of our business. The 30-day cash flow budget includes daily details and daily updates drawn from the payment commitments into the Financial Reporting System. Both of these tools help us identify our cash flow needs, which are then addressed by contracting committed credit facilities in an amount sufficient to support the financial needs of a given period. As of September 30, 2017, our undrawn credit facilities and loans amounted to €14.5 million and our available cash position was €2.2 million.

On December 1, 2017, we entered into the Facility Agreement, under which the lending financial entities made available a euro term loan facility in an aggregate amount equal to €75 million. For more details see “*Operating and Financial Review—Liquidity and Capital Resources—Indebtedness.*”

In December 2017, we received repayment on recoverable VAT from Inland Revenue and it was used towards the partial repayment, in the amount of €49.8 million, of the VAT tranche under the Short-Term Facility Agreement.

On January 15, 2018, we have withdrawn €65 million of the Facility and it was used, among others, towards the full repayment, in the amount of €40.1 million of the Short-Term Facility Agreement, hence payment of arrangement fees of the Facility Agreement.

Market Risk

Interest rate risk

Interest rate risk is the risk of impacts that any rise in interest rates may have on finance costs in the income statement. Interest rate fluctuations affect the fair value of assets and liabilities that bear a fixed interest rate as well as the future cash flows of assets and liabilities referenced to a variable interest rate. We currently do not have derivatives and as such we consider our interest rate risk to not be significant. In the nine-month period ended September 30, 2017, if the interest rate applicable to our variable interest rate loans had increased or decreased by 1%, and if all other variables remained constant, profit before taxes for the nine-month period ended September 30, 2017 would have totaled €0.3 million less and €0.3 million more, respectively.

Credit risk

Credit risk is the risk of impacts that defaults on receivables may have on our income statement. We do not have a significant credit risk exposure to third parties arising from our own property activities since we collect substantially all of our sales revenue when the sales are executed in a public deed. The credit risk arising from deferred payments on land or building sales is offset through the securing of collateral and the setting of conditions subsequent in the event of non-payment. Such conditions would give rise to recovery of ownership of the asset and collection of compensation. In addition, 83% of our trade receivables balances and 99% of our other accounts receivable balances arise from transactions with national public entities, we face limited credit risk exposure to third parties.

Exchange rate risk

Exchange rate risk is the risk of impacts that changes in the exchange rate may have on our income statement. As of September 30, 2017, we had no exposure to exchange rate risk.

Critical Accounting Policies

Except as otherwise indicated, our financial information included in this Prospectus has been prepared and presented in accordance with IFRS-EU. See “*Presentation of Financial and Other Information*” and the notes to our Financial Statements contained in this Prospectus.

The preparation of consolidated financial statements under IFRS-EU requires the application of assumptions and estimates that have an impact on the recognized amount of assets, liabilities, income, expenses and the related disclosures. The estimates and assumptions made are based, among other things, on past experience and other events considered to be reasonable in accordance with the events and circumstances taken into consideration at the balance sheet date, the result of which is the basis of judgment for the carrying amount of assets and liabilities that cannot be immediately calculated in another way. Actual results may differ from the estimates.

The understanding of the accounting policies for these items is important for the understanding of the consolidated financial statements. Further information is provided below with respect to the estimates and assumptions used for these items in accordance with IFRS-EU, and must be taken into account together with the notes to Financial Statements.

Some of these accounting policies require the application of significant judgments by our management to select the adequate assumptions to calculate these estimates. We base these assumptions and estimates on our past experience, advice received from expert consultants, projections and other circumstances and expectations at the end of the year. Management’s evaluation and agreement is taken into consideration with respect to the overall economic situation of the industry in which we operate, taking into account the future development of our business. By nature, these judgments are subject to an inherent degree of uncertainty and, therefore, actual results may materially differ from the estimates and assumptions used. In such cases, the values of assets and liabilities will be adjusted.

Although these estimates were based on the best information available at the end of each period, future events may require these estimates to be modified (increased or decreased) in subsequent years, which would be done in accordance with the provisions of IAS 8 on a prospective basis, recognizing the effects of the change in the estimate in the corresponding consolidated income statement.

The estimates and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. See note 2.3 to our Annual Financial Statements and note 2.2 to our Interim Financial Statements for additional information.

Determination of Provisions

We recognize provisions when it is probable that a present obligation, resulting from past events, will require the application of resources and when the amount of the obligation may be reliably estimated. We estimate amounts to be paid in the future with respect to financial assets, impairment of investment property and inventories, trade and accounts receivable and risks and expenses. These estimates are subject to interpretations of current and future events and circumstances, and the relevant estimates of the financial effects of such events and circumstances.

Estimation of Fair Values

The market value of our inventories as of the date of this Prospectus was obtained from the Valuation Reports and in accordance with the criteria established by RICS. In relation to assets and liabilities measured at fair value, the Group has followed the hierarchy defined in IFRS 13 for classification according to the input data used in the valuation of the assets and their observability in the market.

- Level 1: Prices quoted (unadjusted) in active markets for assets or liabilities identical to those that the entity can access at the valuation date.
- Level 2: Distinct data on quoted prices included in Tier 1 that are observable for assets or liabilities, directly or indirectly, through valuation techniques that employ observable market data.
- Level 3: Input data not observable in the market for the asset or liability.

Under the new IFRS 13, the hierarchical level to which an asset or liability as a whole is classified (Level 1, Level 2 or Level 3) is determined by the relevant input data used in the lowest valuation within the fair value hierarchy. If the input data used to measure the fair value of an asset or liability can be classified into different levels, the measurement of fair value is classified in its entirety at the same level of the fair value hierarchy as the data entry level that is significant for the measurement of the value.

Calculation of Fair Value, Value in Use and Current Value

The calculation of fair value, value in use and current value implies the calculation of future cash flows and the assumption of hypotheses regarding the future values of the flows, as well as the discount rates applicable to them. The estimates and assumptions made are based on historical experience and on various other factors that are understood to be reasonable in accordance with the circumstances.

Classification of real estate assets

The Group individually analyzes the classification of its real estate assets and regards those assets that will be developed or sold in the ordinary course of business as inventories, and those assets held to obtain rental income or land for currently undetermined future use as investment property. The Group manages its asset portfolio in accordance with the five-year business plans approved by the Board of Directors.

Recoverability of deferred tax assets

The recovery of deferred tax assets is assessed at the time they are generated and subsequently at each balance sheet date, in accordance with the development of the Group's profits projected in its business plan. Specifically, in assessing the recoverability of deferred tax assets, the synergies deriving from the tax

consolidation have been taken into account together with estimated future tax profits based on the group's business plan.

Alternative Performance Measures (APMs)

We use certain APMs to provide additional information that facilitates the comparability of our financial information. The most significant APMs that we use are as follows:

Gross Development Margin

We calculate Gross Development Margin by subtracting change in inventory to sales (without considering impairment of inventories). We consider Gross Development Margin to be a performance measure because it provides information on the Group's profitability.

The following table sets out our Gross Development Margin from operations for each of the periods set forth below:

	For the nine-month period ended September 30,		For the year ended December 31,	
	2017	2016	2016	2015 ⁽¹⁾
	(in thousands of euros) (unaudited)			
Sale of inventories	15,620	8,264	12,024	35,755
Change in inventory	(12,911)	(7,783)	(11,095)	(27,182)
Gross Development Margin	2,709	481	929	8,573

(1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

Net Development Margin

Net Development Margin is equal to Gross Development Margin minus commercial and marketing costs. We consider Net Development Margin to be a business performance measurement because it provides information regarding the net margin obtained on developments that generated income during the period. Net Development Margin does not include the yields arising as a result of the sale of land.

The following table sets out our Net Development Margin for each of the periods set forth below:

	For the nine-month period ended September 30,		For the year ended December 31,	
	2017	2016	2016	2015 ⁽¹⁾
	(in thousands of euros) (unaudited)			
Gross Development Margin	2,709	481	929	8,573
Sales fees and marketing costs	(562)	(484)	(723)	(709)
Net Development Margin	2,147	(3)	206	7,864

(1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

EBITDA

EBITDA equals Net Development Margin (Gross Development Margin minus commercial and marketing costs registered in external services expenses) minus employee benefit expenses, external services expenses (deducting commercial and marketing costs) and others. We consider EBITDA to be a measure of operating

profitability and an indicator that is widely used by investors when valuing companies, and by rating agencies and creditors to measure the level of financial indebtedness, comparing EBITDA with net financial debt.

The following table sets out our calculation of EBITDA for each of the periods set forth below:

	For the nine-month period ended September 30,		For the year ended December 31,	
	2017	2016	2016	2015⁽¹⁾
	(in thousands of euros) (unaudited)			
Gross Development Margin	2,709	481	929	8,573
Sales fees and marketing costs	(562)	(484)	(723)	(709)
Net Development Margin	2,147	(3)	206	7,864
Net margin services rendered and other incomes	1,557	1,903	3,679	21
Employee benefits expenses.....	(4,425)	(2,087)	(3,366)	(2,788)
External Services.....	(2,987)	(1,896)	(2,953)	(4,895)
Others ⁽²⁾	-	85	83	(1)
EBITDA	(3,708)	(1,998)	(2,351)	201

(1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

(2) Includes other minor non-recurring gain or losses.

Net financial debt

We calculate net financial debt by adding bank borrowings (current and non-current interest bearing financial liabilities), deferred payment for the purchase of land and subtracting other financial assets and available cash. We consider net financial debt to be a liquidity measure because it is a financial indicator that measures our net debt position. It is also an indicator that is widely used by investors when valuing the net financial leverage of companies, and by rating agencies and creditors to assess the creditworthiness of the Group.

The following table sets out our calculation of our net financial debt as of each the periods set forth below:

	At September 30,	At December 31,	
	2017	2016	2015⁽¹⁾
	(in thousands of euros) (unaudited)		
Bank borrowings.....	176,684	354	459
Available cash	(22,217)	(27,815)	(12,197)
Other financial assets.....	(1,343)	(1,038)	(1,030)
Net financial debt	153,124	(28,499)	(12,768)
VAT financing.....	(159,367)	-	-
Net financial debt excluding VAT financing	(6,243)	(28,499)	(12,768)

(1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

We present net financial debt excluding VAT financing, calculated by subtracting the value of the VAT financing from bank borrowings, because the relevant tax authorities are obliged to reimburse to us within the coming months the VAT paid in connection with the contribution of assets to us by certain of our shareholders in July 2017.

On December 22, 2017, we made a partial repayment, in the amount of €149,776,597.37, of the VAT tranche under the Short-Term Facility.

Loan to Value (LTV)

We calculate LTV by dividing Net financial debt by the sum of market value of inventory and the market value of our investment properties. We consider LTV to be a liquidity measure because it is an indicator that measures the company's indebtedness position. It is widely used by investors to assess the financial leverage of real estate companies, as well as by rating agencies and banks to assess the level of indebtedness.

The following table sets out our calculation of LTV as of each of the periods set forth below:

	At September 30,	At December 31,	
	2017	2016	2015 ⁽¹⁾
	(in thousands of euros)		
	(unaudited)		
Net Financial debt.....	153,124	(28,499)	(12,768)
Market value of inventory	1,903,178	1,000,021	980,732
Market value of investment properties	305,725	109,600	224,540
LTV	6.9%	n.m	n.m
Adjusted LTV	n.m	n.m	n.m

(1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

We calculate Adjusted LTV by dividing (i) Net Financial debt €153 million minus VAT financing (€159 million) by (ii) the sum of market value of inventory and the market value of our investment properties, because the relevant tax authorities are obliged to reimburse to us within the coming months the VAT paid in connection with the Transaction.

Loan to Cost (LTC)

We calculate LTC by dividing Net financial debt by the sum of inventories less advances to suppliers and investment property. We consider LTC to be a liquidity measure because it is an indicator that measures the company's indebtedness position. It is widely used by investors to assess the financial leverage of real estate companies, as well as by rating agencies and banks to assess the level of indebtedness.

The following table sets out our calculation of LTC as of each of the periods set forth below:

	At September 30,	At December 31,	
	2017	2016	2015 ⁽¹⁾
	(in thousands of euros)		
	(unaudited)		
Net Financial debt.....	153,124	(28,499)	(12,768)
Inventories	1,629,760	814,182	704,494
Prepayments to Suppliers	(2,632)	(10,835)	(10,341)
Investment property	305,725	109,600	224,540
LTC	7.9%	n.m	n.m
Adjusted LTC	n.m	n.m	n.m

(1) Unaudited financial information related to the real estate development business of MVCSA as of and for the year ended December 31, 2015 presented for comparative purposes only. See note 1 and note 2.4 to our Annual Financial Statements for additional information.

We calculate Adjusted LTC by dividing (i) Net financial debt (€153 million) minus VAT financing by (ii) the sum of inventories less advances to suppliers and investment property, because the relevant tax authorities are obliged to reimburse to us within the coming months the VAT paid in connection with the Transaction.

Net Asset Value and Net Net Asset Value

As of the date of this Prospectus, the Company does not use Net Asset Value and Net Net Asset Value as alternative performance measures.

We have calculate Net Asset Value by adding total equity (as reported in the Pro Forma Consolidated Financial Information as of September 30, 2017), unrealized gross capital gains, adjusted deferred taxes and net operating losses not recognized in the balance sheet times the effective tax rate of 25%.

- Gross capital gains are calculated as follows: €2,578 million of GAV as of September 30, 2017 minus €1,885 million of book value of the inventories of the Pro Forma Consolidated Financial Information, plus €3 million of advanced payment to suppliers, minus €374 million of investment properties of the Pro Forma Consolidated Financial Information, minus €45 million of market value of the land plots owned by subsidiaries companies (Urbanizadora Valdepolo, I, S.A, Urbanizadora Valdepolo, II, S.A, Urbanizadora Valdepolo, III, S.A, and Urbanizadora Valdepolo, IV, S.A,).
- Adjusted deferred taxes are calculated as follows: deferred tax assets including deferred taxes for €9 million minus the pro forma adjustment of (€4) million.
- Net operating losses not recognized in the balance sheet times the effective tax rate of 25% include €7 million of non-operating losses of Metrovacesa Arrendamiento kept out of the balance sheet as of September 30, 2017.

We calculate Net Net Asset Value by subtracting the tax of the unrealized gross capital gains at the effective tax rate of 25% (this is €69) million) (including pro forma adjustments for (€4) million and other adjustments for (€6) million) from the Net Asset Value.

MANAGEMENT AND BOARD OF DIRECTORS

Spanish corporate law is mainly regulated by Royal Legislative Decree 1/2010 approving the restated text of the Spanish Companies Act (*Real Decreto Legislativo 1/2010, de 2 de julio, por el que se aprueba el texto refundido de la Ley de Sociedades de Capital*) (the “**Spanish Companies Act**”), which is the principal legislation under which the Company operates. In order to adapt the Company to the latest amendments to the Spanish Companies Act, to the corporate good governance requirements and to practices of listed companies, the Board of Directors, at its meeting held on November 17, 2017, approved the regulations that govern the Board of Directors (the “**Board of Directors Regulations**”) and approved the Internal Code of Conduct in the Securities Markets, which will become effective upon Admission. Additionally, on December 19, 2017 the shareholders of the Company amended the Company’s bylaws and approved a new restated text thereof and the regulations that govern the general shareholders’ meeting (the “**General Shareholders’ Meeting Regulations**”). Likewise, on December 19, 2017 the shareholders of the Company acknowledged the approval of the Board of Directors Regulations, as well as the Internal Code of Conduct in the Securities Markets approved by the Board of Directors.

Board of Directors

Spanish corporate law provides that a Spanish incorporated company’s Board of Directors is responsible for the management, administration and representation of the company in all matters concerning its business, subject to the provisions of such company’s bylaws (*estatutos*), except for those matters expressly reserved for the general shareholders’ meetings.

The Company’s bylaws and the Board of Directors Regulations provide for a Board of Directors that consists of between five and 15 members. The Board of Directors currently consists of 12 members. According to the bylaws and the Board of Directors Regulations, the Company’s directors are elected by the general shareholders’ meeting (shareholders have the right to appoint a number of directors in proportion to their shareholding in the Company provided that vacancies exist) to serve for a maximum term of four years and may be re-elected to serve for an unlimited number of terms of the same duration (save that no independent director can serve for more than twelve years and still be considered as independent). If a director does not serve out his or her term, the Board of Directors may fill the vacancy by appointing a replacement director to serve until the next general shareholders’ meeting. If the vacancy occurs once the general shareholders’ meeting has been convened and before the meeting has been held, the Board of Directors may appoint a director to serve until the next general shareholders’ meeting. Any natural or legal person may serve on the Board of Directors, except for persons specifically prohibited by applicable law, the Company’s bylaws or the Board of Directors Regulations. A director may be removed from office by the shareholders at a general shareholders’ meeting, even if such removal is not included on the agenda for that general shareholders’ meeting.

The Board of Directors is responsible for the Company’s management and establishes, among other things, the Company’s strategic, accounting, organizational and financing policies. In addition, and further to any other matters as may be provided by law, the Company’s bylaws or the Board of Directors’ Regulations, the following matters cannot be delegated under any circumstances by the Board of Directors: a) supervising the effective operation of any committees established or the performance of any delegated bodies or managers it may have nominated; b) determining the Company’s general policies and strategies; c) authorizing a waiver of the obligations arising from the duty of loyalty in accordance with the provisions of article 230 of the Spanish Companies Act; d) its own organization and functioning; e) drafting the financial statements and presenting them to the general shareholders’ meeting; f) drafting any type of report required from the board by law, assuming that the operation to which the report refers cannot be delegated; g) nominating or removing managers who report directly to the board or to any of its members, as well as establishing the basic conditions of their contracts, including remuneration; h) decisions relating to directors’ remuneration, within the statutory framework and, when relevant, to the remuneration policy approved by the general meeting; i) calling the shareholders’ general meeting and preparing the agenda and resolutions proposals; j) the policy relating to treasury stock; and k) any powers that the general meeting has vested to the Board of Directors, unless the board has explicitly authorized that they may be sub-delegated.

In addition, listed companies’ boards of directors cannot delegate the decision on the following specific matters: a) approval of the strategic or business plan, annual management objectives and budget, investment and finance policies, corporate liability policy and the dividend policy; b) establishment of the risk control and management policy, including financial and the supervision of the internal information and control systems; c) establishment

of the company and group's corporate governance policy, its organization and functioning and, in particular, the approval and amendment of its own regulations; d) approval of the financial information that, pursuant to its listed nature, the company must periodically make public; e) definition of the structure of the group of companies of which the company is the parent entity; f) approval of all types of investments and transactions that, due to their high quantity or special characteristics, are of a strategic nature or have special tax risk, unless their approval falls under the general shareholders' meeting's authority; g) approval of the creation or acquisition of shares in special purpose entities or registered in countries or territories considered tax havens, in addition to any other transaction or operation of a similar nature that, due to its complexity, may undermine the transparency of the company and its group; h) approval, prior to any report from the audit committee, of any operations the company or companies in the group perform with directors, pursuant to articles 229 and 230 of the Spanish Companies Act, or with significant shareholders, either individually or jointly with others, of a significant share, including shareholders represented by proxy in the Board of Directors of the company or other companies that form part of the same group, or with persons related to them—directors affected, who represent, or who are related to shareholders affected, must abstain from participating in the deliberations and voting on the relevant resolutions. Transactions may only be exempt from this approval if they have all three of the following characteristics: (i) they are performed under contracts whose conditions are standardized and applied *en masse* to a large number of clients, (ii) they are performed at prices or rates generally established by the supplier of the relevant goods or services, and (iii) their quantity does not exceed one percent of the company's annual income—; and i) establishing the company's tax strategy. Under urgent and duly justified circumstances, decisions relating to the previous matters may be adopted by the delegated bodies or persons, must be ratified in the first Board of Directors' meeting held after the adoption of the decision.

According to Spanish law, the Board of Directors Regulations and the Company's bylaws, the Chairperson of the Board of Directors and, where appropriate, the Vice-Chairperson, who acts as Chairperson in the event of the Chairperson's absence or incapacity, shall be elected from among the members of the Board of Directors. Pursuant to Article 529 septies of the Spanish Companies Act, applicable upon Admission, and to the Board of Directors Regulations, if the Chairperson is an executive director, a coordinating director shall be appointed from among the independent directors. For the avoidance of doubt, the Chairperson of the Board of Directors of the Company, Mr Ignacio Moreno Martínez, is a non-executive director, so no coordinating director needs to be appointed by the Company. The coordinating director shall have the power to request the call of the meetings of the Board of Directors and include new items on the agenda of the meetings, to coordinate non-executive directors and to lead, if necessary, the regular evaluation of the Chairperson of the Board of Directors. The Secretary and, where appropriate, the Vice-Secretary of the Board of Directors do not need to be directors, in which case they will have right to voice their views but not the right to vote decisions.

The Company's bylaws and the Board of Directors Regulations provide that the Chairperson of the Board of Directors may call a meeting whenever he or she considers such a meeting necessary or suitable. The Chairperson of the Board of Directors is also required to call a meeting at the request of at least one third of the members of the Board of Directors or, where applicable, at the request of the coordinating independent director. According to the Company's bylaws and the Board of Directors Regulations, the Board of Directors shall meet at least quarterly, in compliance with the Spanish Companies Act. However, the Board of Directors of the Company may meet more frequently, in line with the recommendations of the Corporate Governance Code (*Código de Buen Gobierno*), approved by the CNMV in February 2015 (the "**Corporate Governance Code**"). The Company's bylaws and the Board of Directors Regulations provide that the majority (half plus one) of the members of the Board of Directors (represented in person or by proxy by another member of the Board of Directors) shall be present or represented in order to constitute a quorum. Except otherwise provided by law or specified in the Company's bylaws, resolutions of the Board of Directors shall be passed by an absolute majority of the directors attending a meeting, whether personally or by proxy. In case of a tie, the Chairperson shall not have a casting vote. The Company's bylaws and the Board of Directors Regulations do not contain any special majorities to pass any resolution different from those that are established by the legislation in force as of the date of this Prospectus.

According to the Spanish Companies Act, directors may contest resolutions passed by the Board of Directors or by any other management body, within thirty days of their adoption. Similarly, such agreements may be contested by any shareholder or shareholders who, in the case of listed companies, represent 0.1% of the share capital, within thirty days of becoming aware of said resolutions and provided not more than one year has elapsed since their adoption. The causes, processing and effects of these challenges shall be subject to the same as established for challenges to general shareholders' meeting resolutions (see "*Description of Share Capital - Shareholders' Meetings and Voting Rights*"), with the special provision that, in this case, they shall also be processed for breach of the Board of Directors' regulations.

Directors

Until the date of this Prospectus, the Board of Directors was comprised by one executive director, one “Other external” (the Chairman of the Board) and 10 proprietary directors (seven representing the Santander Entities and three representing the BBVA Entities). On 19 January 2018, Mr Carlos Doussinage Méndez de Lugo, Mr Juan Ignacio Ruíz de Alda Moreno and Francisca Romana Ortega Hernández-Agero (proprietary directors representing the Santander Entities), as well as Mr Juan Maximiliano de Ortueta Monfort (proprietary directors representing the BBVA Entities), tendered their resignations. Simultaneously, the Board of Directors appointed by cooption (*cooptación*) four independent directors to fill the vacancies produced after the referred resignations, with effects as of the Admission.

The table below shows the composition of the Board of Directors as of the Admission:

Name	Age	Title	Member of Board of Directors since	Terms expires	Shareholder represented	Category / status
Ignacio Moreno Martínez.....	60	Chairman	20/10/2016	20/10/2022	N/A	Other external ⁽¹⁾
Jorge Pérez de Leza Eguiguren	50	Chief Executive Officer	22/11/2016	22/11/2022	N/A	Executive
Javier García-Carranza Benjumea	46	Director	06/04/2016	06/04/2022	Santander Entities	Proprietary
Carlos Manzano Cuesta.....	45	Director	19/09/2017	19/09/2023	Santander Entities	Proprietary
Ana Bolado Valle.....	59	Director	30/06/2017	30/06/2023	Santander Entities	Proprietary
Mariano Olmeda Sarrión.....	56	Director	27/04/2017	27/04/2023	Santander Entities	Proprietary
Cesáreo Rey-Baltar Oramas	53	Director	28/03/2017	28/03/2023	BBVA Entities	Proprietary
José Feris Monera	46	Director	30/06/2017	30/06/2023	BBVA Entities	Proprietary
Beatriz Puente Ferreras ⁽²⁾	45	Director	19/01/2018	N/A	N/A	Independent
Emma Fernández Alonso ⁽²⁾	52	Director	19/01/2018	N/A	N/A	Independent
Vicente Moreno García-Mansilla ⁽²⁾	58	Director	19/01/2018	N/A	N/A	Independent
Juan Béjar Ochoa ⁽²⁾	61	Director	19/01/2018	N/A	N/A	Independent

(1) In accordance with article 529 *duodecies* of the Spanish Companies Act, Mr Ignacio Moreno Martínez qualifies as “Other External” because he does not qualify as a proprietary director under paragraph (3) of the aforementioned article and he does not qualify as an “Independent Director,” given his condition as a beneficiary of the Management Incentive Plan, in accordance with the provisions included in paragraph (4) of the aforementioned article.

(2) These directors have been appointed by co-option (*cooptación*) by the Board of Directors of the Company and have accepted their appointment. Their appointment will be effective as of the Admission and therefore, as of the date of this Prospectus, the corresponding registration with the Commercial Registry of Madrid is still pending. The appointment of these director will be submitted to ratification by the first general shareholders’ meeting to be held by the Company.

The non-director Secretary of the Board of Directors is Mr Lucas Osorio Iturmendi and the non-director Vice-secretary of the Board of Directors is Ms Pilar Martín Bolea.

All members of the Board of Directors designate the Company’s registered address as their professional address for the purpose of this Prospectus.

Biographical information for each of the current members of the Board of Directors (excluding the Chief Executive Officer, whose information is included below in the *Senior Management* section), including a brief description of each director's business experience and education, is presented below.

Ignacio Moreno Martínez

Mr Ignacio Moreno Martínez is the Chairman of the Board of Directors of the Company. Previously, Mr Ignacio Moreno served as General Director of the Presidency Department at Banco Bilbao Vizcaya, S.A. He was also Chief Executive Officer at Vista Capital Expansión, S.A., SGECR — Private Equity and at N+1 Private Equity.

He has served as Corporate Banking and Private Equity Director at Banco Santander de Negocios and Mercapital. In Coporación Bancaria de España, S.A. — Argentaria, he served as Deputy General Director of Institutional and Corporate Banking. Mr Ignacio Moreno has also served as Chief Executive Officer of Desarrollo Urbanístico Chamartín, S.A. and as Chairman of Argentaria Bolsa, Sociedad de Valores.

Mr Moreno holds a degree in economics and business studies from the University of Bilbao, a master's degree in Marketing and Sales Management from the Instituto de Empresa (IE) and an MBA from INSEAD.

Javier García-Carranza Benjumea

Mr. Javier Garcia-Carranza Benjumea is currently Executive Vice-President of Banco Santander, in charge of Restructuring, Holdings, Property, Recovery Strategy and Disposal of Loans and Assets.

Before joining Banco Santander in February 2016, he worked at Morgan Stanley in London as Co-Head of the Real Estate investment banking business in EMEA (Europe, Middle East and Africa). Mr. García-Carranza also has experience in investment business, having made investments for Morgan Stanley Real Estate Funds and the Morgan Stanley Special Situations Fund in the UK, Spain, Italy, France and Germany in excess of \$5 billion.

Mr. García-Carranza has a degree in business administration from Universidad Carlos III in Madrid.

Carlos Manzano Cuesta

Mr Carlos Manzano currently serves as the head of the holdings area within the Restructuring, Holdings, Property, Recovery Strategy and Disposal of Loans and Assets department of Banco Santander.

Before joining Santander in 2017, Mr Carlos Manzano worked at Deutsche Bank as the head of Real Estate for Spain and Portugal and, before joining Deutsche Bank, he worked at BAMI, Gecina and MVCSA.

Mr Carlos Manzano holds a degree in business and economics from the Universidad de Valladolid and a MBC from ESADE (Barcelona).

Ana Lucrecia Bolado Valle

Ms Ana Bolado has over 31 years of management experience in an international environment within the Santander Group. Within the Santander Group, Ms Bolado has been Corporate Director of Digital Strategy and Business in Santander Universidades. From 2010 to 2013, she was the Director for Commercial Strategy and Business Development in Commercial Banking in Spain, where she also was a member of the Management Committee of Banco Santander España. Between 2005 and 2010, she worked as Corporate Director of Human Resources at Santander Group and, between 2003 and 2005, as Managing Director of Santander Global Banking and Markets. Previously, Ms Bolado work in different areas related to financial products, investment banking and capital markets.

Ms Ana Bolado has a degree in pharmacy by the Universidad Complutense de Madrid and an MBA at IE Business School.

Mariano Olmeda Sarrión

Mr Mariano Olmeda has developed his professional career in Banco Santander, where he has served as a General Deputy Director for Santander Central Hispano Global Banking and Market for the past few years. He has also worked as member of the advisory board of Tutellus and Taiga Mistral.

Mr Olmeda has a degree in business and economics from Universidad Complutense de Madrid and a PDG (*Programa de Dirección General*) from IESE Business School — Universidad de Navarra.

Cesáreo Rey-Baltar Oramas

Mr Cesáreo Rey-Baltar currently serves as Director of Real Estate Equity Holdings at BBVA. Mr Rey-Baltar has also served as Director of Industrial Equity Holdings and responsible of e-Business projects at BBVA. Before joining BBVA in 1999, Mr Cesáreo Rey-Baltar used to work at Generale Bank (currently BNP Paribas).

Mr Cesáreo Rey-Baltar holds a degree in business and insurance actuary from the Universidad del País Vasco and a MBA from the from the Instituto de Empresas (IE).

José Ferrís Monera

Mr José Ferrís Monera currently serves as managing director for Strategy and M&A at BBVA and is in charge of execution of mergers and acquisitions in Latinamerica and Asia and Real Estate and sale of asset portfolios. He is also in charge of the Equity Holdings department. Mr Ferrís has a long carrier with BBVA, where he has also served as M&A senior vicepresident in USA, M&A origination director in France and B2C project manager and mobile commerce.

Mr Jose Ferrís holds a degree in business and economics from the Universidad the Valencia and an International MBA from the Instituto de Empresas (IE).

Beatriz Puente Ferreras

Ms Beatriz Puente is the General Financial and Economic Director (*Directora General Económico Financiera*) at NH Hoteles, S.A. since 2015. Before working at NH Hoteles, S.A., Ms Beatriz Puente was the Chief Financial Officer of AENA, S.A. (2013-2015) where she was responsible for preparing and coordinating the company's privatization process and its IPO and leading the negotiation of the restructuring of its debt. . Prior to AENA, she was the Chief Financial Officer (2007-2013) and Investor Relations and Corporate Development Director (2005-2007) at Vocento, S.A. and was responsible of the preparation of Vocento's IPO. Before Vocento, Ms Beatriz Puente worked at Citigroup Global Markets (Spain) as Vice President for the Investment Banking M&A division (2003-2004) and as an investment banking associate for Financial Institution & Latam (2001-2003). Before graduating from J.L. Kellogg Graduate School of Management (Northwestern University) in 2000, she worked as Chief Financial Officer at Quintiles, S.L. (1997-1998) and at Ernst & Young (Spain) (1995-1997). In addition to her work, Ms Puente has been a member of C.U.N.E.F's advisory board since September 2015 and has taught the Mergers and Acquisitions module in its Master of Finance since 2010.

Ms Beatriz has a MBA from J.L. Kellogg Graduate School of Management (Northwestern University) (2000) with a Fulbright scholarship and a Business Degree (Licenciada en Ciencias Empresariales) from Colegio Universitario de Estudios Financieros (CUNEF) (1995).

Emma Fernández Alonso

Ms Emma Fernández is a managing partner at Kleinrock Advisors, S.L. (Madrid) since 2016 a platform to advise and promote technology based companies. Before joining Kleinrock, Ms Emma Fernández worked at Indra Sistemas, S.A. as Senior Executive Vice-president and member of the Executive and Management Committees (2007-2015). From 1991 to 2006, she hold several managing positions in operations and in the Corporate headquarters, as for example, Marketing and Corporate Development Director, including M&A (2003-20006) or strategic Development Director (1995-2002). Before joining Indra, Ms Emma Fernández worked at Telefónica I+D in the optoelectronics division (1988-1990) and at Alcatel as a research and development engineer.

Ms Fernández is very active in associations and initiatives that promote entrepreneurship and social development and she is also recognized for her activism in Women Leadership in the business field.

Currently, she is member of the Strategy and Supervisory Council of Aquae Foundation, member of the Advisory Board of AERTEC Solutions, mentor in Ashoka and Endeavour, member of several working groups at Real Instituto Elcano and Círculo de Empresarios, member of Women Leadership Committee at AmCham and mentor at the International MBA of IE.

She has also been member of the Executive Committees at Cámara de España, Real Instituto Elcano, EOI Advisory Council, FEDEPE and High Level Group on Aviation Research of the UE and Advisory Council for Aeronautics Research and Innovation in Europe (ACARE).

Ms Emma Fernández has an MBA from IE Business School (1987) and a degree in telecommunication from the Universidad Politécnica de Madrid (1987).

Vicente Moreno García-Mansilla

Mr Vicente Moreno is the President of Fundación Accenture since 2009 and was the Chief Executive Officer (2005-2015) and Executive Chairman (2007-2015) of Accenture Spain. During this period he was also responsible for Accenture in Portugal, Israel and Africa. Previously he was also General Manager at Accenture Poland SP. Z.O.O. (1994-1997). He joined Accenture in 1985.

Besides Fundación Accenture, Mr Vicente Moreno is also a member of the Board of trustees of Fundación Seres, Fundación SM, Fundación Referemte, Fundación Princesa de Asturias and a member of the Consejo Profesional ESADE.

Mr Vicente Moreno holds a Naval Engineering degree from Escuela Técnica Superior de Ingenieros Navales.

Juan Béjar Ochoa

Mr Juan Béjar is a senior advisor at Greenhill & Co. Europe LLP since 2017, co-founder and president at Bruc Management Projects, S.L. since 2015 and Non-Executive Chairman at Globalvia Infraestructuras since 2013. From 2013 to 2015, Mr Juan Béjar was Chief Executive Officer and Vice-President at Fomento de Construcciones y Contratas, S.A. (FCC). Before joining FCC in 2013, he was the Executive Chairman at Cementos Portland Valderrivas, S.A. (2012-2013) and at Globalvia Infraestructuras (2009-2012). Mr Juan Béjar also worked at Citi Alternative Investment - Citigroup Infrastructure Management Company (London) as the Chairman of Citigroup Infrastructure Management Company (2007-2009) and at Grupo Ferrovial as CEO of Ferrovial Infraestructuras y Ferrovial Aeropuertos (2002-2007), General Director (1998-2002) and Diversification Director (1991-1998).

Mr Juan Béjar also worked at Holcim Trading, S.A. as a general director (1983-1991), at Enasa Pegaso as concessions network controller (1981-1983) and at Hornos Ibéricos Alba as planning director (1978-1981).

Mr Juan Béjar holds law degree and a business degree from Instituto Católico de Administración y Dirección de Empresas.

Directors' managerial positions and shareholdings

The table below sets out all entities (except for (i) Group companies, (ii) those family-owned asset-holding companies not relevant for the Company, (iii) any other merely instrumental non-operative companies not relevant for the Company, and (iv) any listed company in which the director has a non-significant stake) in which the members of the Board of Directors have been appointed as members of the administrative, management or supervisory bodies or in which they have held shareholdings at any time during the five year period preceding the date of this document, indicating whether or not each person is still a member of such bodies or holds any shares in any such entities.

Director	Company	Position/Title	Sector	In office	
Ignacio Moreno Martínez	TELEFÓNICA, S.A.	Director	Telecommunications	Yes	
	OBRASCÓN HUARTE LAIN, S.A.	Director	Construction	Yes	
	TESTA RESIDENCIAL SOCIMI, S.A.	Chairman	Real Estate	Yes	
	BRENDENBURY, S.L. ⁽¹⁾	Director	Real Estate	Yes	
	INBOND INVERSIONES 2014, S.L.	Director	Finance	Yes	
	KONECTA ACTIVOS INMOBILIARIOS S.L. ⁽¹⁾	Director	Real Estate	Yes	
	TRAVEL STORE, SGPS, S.A.	Director		No	
		Representig Cardomana			
	SECUOYA, GRUPO DE COMUNICACIÓN, S.A.	Servicios y Gestiones, S.L.	Communication	No	
	CARDOMANA SERVICIOS Y GESTIONES, S.L.	Director	Retail	No	
	N+1 MERCAPITAL, S.L.	Director	Finance	No	
	N+1 CAPITAL PRIVADO SGEIC, S.A.	Director	Finance	No	
	N+1 ADVISOR, S.A.		Finance	No	
	N+1 EQUITY AND CREDIT MANAGEMENT, S.A.	Director	Finance	No	
	THE BEAUTY BELL CHAIN, S.L.	Director	Retail	No	
	ALCAL, S.L.	Director	Construction	No	
	COLEGIOS LAUDE, S.L.	Director	Education	No	
	XANIT HEALTH CARE MANAGEMENT, S.L.	Director	Health Care	No	
	PROBOS PLÁSTICOS, S.A.	Director	Industrial	No	
	GRUPO EL ÁRBOL DISTRIBUCIÓN Y SUPERMERCADOS, S.A.	Director	Consumer Staples	No	
EYSA ESTACIONAMIENTOS Y SERVICIOS, S.A.	Director	Real Estate	No		
OBRAS SUBTERRÁNEAS, S.A.	Director	Construction	No		
Jorge Pérez de Leza.....	TESTA RESIDENCIAL SOCIMI	Director	Real Estate	Yes	
	FUNDACIÓN DEPORTE Y DESAFIO	Chairman and founder	Non-profit organization	Yes	
	GRUPO LAR SPAIN AND SUBSIDIARIES (GLAA, INMOBERICA DE GESTIÓN)	Director	Real Estate	No	
	GRUPO LAR POLAND, GRUPO LAR ROMANIA, GRUPO LAR HUNGARY, GRUPO LAR LATVIA AND SUBSIDIARIES	Chairman	Real Estate	No	
	GRUPO LAR GERMANY RELATED VEHICLES (GRUPO LAR DEUTSCHLAND, INVERSIONES YARMUK, GRUPO LAR OFICINAS EUROPEAS, AND GERMAN SUBSIDIARIES)	Director	Real Estate	No	
	INMOBILIARIA JUAN BRAVO 3	Director	Real Estate	No	
	Javier García-Carranza Benjumea	ALTAMIRA ASSET MANAGEMENT S.A.	Director	Real Estate	Yes
		ALTAMIRA SANTANDER REAL ESTATE S.A.	Director	Real Estate	Yes
BANCO POPULAR ESPAÑOL, S.A.		Director	Finance	Yes	
SOCIEDAD DE GESTION DE ACTIVOS PROCEDENTES DE LA REESTRUCTURACION BANCARIA, S.A.		Director	Real Estate	Yes	
SANTANDER CAPITAL DESARROLLO SGEIC, S.A.		Chairman	Finance	Yes	

	MERLIN PROPERTIES SOCIMI, S.A.	Chairman	Real Estate	Yes
Carlos Manzano Cuesta	ALISEDA SERVICIOS DE GESTIÓN INMOBILIARIAS, S.L.	Director	Real Estate	Yes
	BAUM HOLDINGS SPAIN, S.L.	Director	Investment	No
	DIAGONAL MAR HOLDCO, S.L.	Director	Real Estate	No
	TRJNI DOURO, S.A.	Director	Real Estate	No
	DB REAL ESTATE IBERIAN VALUE ADDED I, S.A., SICAR	Director	Real Estate	No
	SILCOGE – SOCIEDADE CONSTRUTORA DE OBRAS GERAIS, S.A.	Director	Real Estate	No
	QPL LUX S.À.R.L., SOCIÉTÉ À RESPONSABILITÉ LIMITÉE	Director	Real Estate	No
	FELTING SGPS, S.A.	Director	Real Estate	No
	BINCOMERC SIVIÇOS DE CONSULTADORIA, S.A.	Director	Real Estate	No
	CAESAR PARK HOTEL PORTUGAL, S.A.	Director	Consumer discretionary	No
	QPL EMPREENDIMENTOS TURÍSTICOS E IMOBILIÁRIOS, S.A.	Director	Real Estate	No
	RREEF MOROCCAN EXPLORER I, S.A., SICAR	Director	Real Estate	No
	AMÉNAGEMENT RECHERCHE DÉVELOPPEMENT IMMOBILIER DU MAROC, S.A.	Director	Real Estate	No
	ARDIM CASA PORT I, SARL	Director	Real Estate	No
	PRODEC IMMOBILIER SARL	Director	Real Estate	No
	ARDIM PARC LOGISTIQUE, SARL	Director	Real Estate	No
	RREEF IBERIAN VALUE ADDED II, S.A., SICAR	Director	Real Estate	No
	TREE INVESTMENTS S.A.	Director	Real Estate	No
	TREE INVERSIONES INMOBILIARIAS SOCIMI S.A.	Director	Real Estate	No
Ana Lucrecia Bolado Valle ...	PARQUES REUNIDOS SERVICIOS CENTRALES, S.A.	Director	Entertainment	Yes
	SISTEMAS 4B S.A	Director	Finance and payment services	No
	SANTANDER SEGUROS Y REASEGUROS S.A.	Director	Insurance	No
	SANTANDER DE TITULIZACIÓN, SOCIEDAD GESTORA DE FONDOS DE TITULIZACIÓN S.A	Director	Finance	No
Mariano Olmeda Sarrión	COMPAÑIA ESPAÑOLA DE SEGUROS DE CREDITO A LA EXPORTACIÓN, S.A. COMPAÑIA DE SEGUROS Y REASEGUROS SOCIEDAD MERCANTIL ESTATAL	Director	Insurance	Yes
	INFORMA D&B S.A. (SME)	Director	Information	Yes
Cesáreo Rey-Baltar Oramas	TESTA RESIDENCIAL SOCIMI, S.A.	Director	Real Estate	Yes
	DISTRITO CASTELLANA NORTE, S.L.	Director	Real Estate	Yes
	PUERTO CIUDAD DE LAS PALMAS, S.A.	Director	Real Estate	Yes
	SBD CREIXENT, S.A.	Director	Real Estate	Yes
	HABITATGES LLULL, S.L.	Director	Real Estate	Yes
	PROMOCIONES MIES DEL VALLE, S.L.	Director	Real Estate	Yes
	PROMOCIONES TERRES CAVADES, S.A.	Director	Real Estate	Yes
	PROVIURE CZF, S.L.	Director	Real Estate	Yes

	PROVIURE CZF PARC HABITATGES, S.L.	Director	Real Estate	Yes
	REAL ESTATE ALEMANIA I, S.A.	Director	Real Estate	No
	P.R. ALBIRSA, S.A.	Director	Real Estate	No
	CONNEX GARRAF, S.L.	Director	Real Estate	No
	NOVA LLAR SANT JOAN, S.A.	Director	Real Estate	No
José Ferrís Monera.....	MERLIN PROPERTIES SOCIMI, S.A.	Director	Real Estate	No
Beatriz Puente Ferreras	LONDON LUTON AIRPORT OPERATIONS LTD.	Director	Airport Infrastructure	No
	11870.COM	Director	Online Classifieds	No
	INFOEMPLEO.COM	Director	Online Classifieds	No
	RADIO PUBLI, S.L.	Director	Radio	No
	NET TV SPAIN, S.L.	Director	Audiovisual	No
	ASTI	Director	Logistics	
Emma Fernández Alonso.....	SOPRA STERIA GROUP SCA	Director	Technology	Yes
	GRUPO EZENTIS, S.A.	Director	Telecom Services	Yes
	AXWAY SOFTWARE, S.A.	Director	Software	Yes
Vicente Moreno García-Mansilla.....	BANCA MARCH, S.A.	Director	Finance	Yes
Juan Béjar Ochoa	GLOBALVIA INFRAESTRUCTURAS, S.A.	Chairman	Infrastructure	Yes
	FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.	Chief Executive Officer and Deputy Chairman	Construction	No
	OFICEMEN	Chairman		No
	CEMENTOS PORTLAND VALDERRIVAS, S.A.	Executive Chairman	Cement	No
	BAA LTD.	Director	Infrastructure	No
	EUROPISTAS, CONCESIONARIA ESPAÑOLA, S.A	Director	Infrastructure	No
	407 INTERNATIONAL, INC.	Director	Infrastructure	No
	CINTRA CONCESIONES INFRAESTRUCTURAS DE TRANSPORTE	Chief Executive Officer	Infrastructure	No

(1) No conflict of interest arises from these situations.

Independent Directors

The Board of Directors is currently comprised of 12 directors, four of who are independent directors.

Board Committees

In compliance with the Company's bylaws and the Board of Directors Regulations, the Board of Directors has an audit committee (the "**Audit Committee**") and an appointments and remuneration committee (the "**Appointments and Remuneration Committee**"), which are governed by the Company's bylaws and the Board of Directors Regulations. The following is a brief description of the principal characteristics of the committees of the Board of Directors, which conforms to the Company's bylaws and the Board of Directors Regulations.

Audit Committee

The composition, responsibilities and rules of the Audit Committee are to be governed by the Company's bylaws and the Board of Directors Regulations.

The Audit Committee shall have at least three members, with a maximum of five members, all of whom must be non-executive directors and the majority of whom must be independent directors and at least one of them shall be appointed taking into account his or her knowledge and expertise in accounting, audit or both fields.

The chairperson of our Audit Committee is appointed by the Board of Directors from among the independent members of the Committee and for a maximum period of four years. The chairperson may only be re-elected as chairperson at least one year after his or her removal, without prejudice to his or her continuation as member of the Audit Committee. The secretary of the committee is appointed by the Board of Directors.

The members of the Audit Committee following Admission will be as follows:

Name	Category	Title
Beatriz Puente Ferreras	Independent	Chairperson
Carlos Manzano Cuesta	Proprietary	Member
Juan Béjar Ochoa.....	Independent	Member

The non-director Secretary of the Audit Committee will be Mr Lucas Osorio Iturmendi.

The Audit Committee is responsible for, among other things, the following matters (together with any others that may be attributed to the Audit Committee by law, the bylaws or the Board of Directors Regulations):

- reporting to the general meeting of shareholders on matters raised in relation to those issues that fall under its responsibility and, in particular, in relation to the result of the audit, explaining how it has contributed to the integrity of the financial information and the role that the Committee has performed in this process;
- supervising the effectiveness of the internal control of the Company and its Group, the internal audit and their systems for managing risks, including tax risk and analyze, in collaboration with the auditors, any significant weaknesses of the internal control system detected during the external audit, without affecting its independence. For these purposes and, if applicable, they may present recommendations or proposals to the Board of Directors and the corresponding term for its monitoring;
- supervising the preparation and presentation of the statutory financial information about the Company and presenting recommendations or proposals to the Board of Directors directed to safeguard its integrity and, where applicable, the Group, verifying compliance with regulatory requirements, proper definition of the scope of consolidation and correct application of accounting policies;
- making proposals to the Board of Directors, for submission to the general meeting of shareholders, regarding the selection, appointment, re-election and replacement of the external auditors, taking responsibility of the process of selection, in accordance with applicable laws and regulations, as well as the terms of the audit engagement, and regularly gather information from the external auditors regarding the audit plan and its execution, while also preserving the auditors' independence in the exercise of their functions;
- establishing appropriate relationships with the external auditors in order to receive information, for examination by the Audit Committee, on matters that may threaten the auditors' independence and any other matters relating to the audit process, and, where applicable, the authorization of the services other than those prohibited in the terms set out by applicable law, as well as any other communications provided for in audit legislation and other audit standards. In any event, the Audit Committee shall receive, each year, written confirmation from the external auditors of their independence from the Company and entities directly or indirectly related to it and individualized and detailed information about any additional services of any kind rendered and the corresponding fees received from this entities by the external auditor or by the persons or entities related to it, in accordance with audit legislation;
- issuing a report each year, prior to the audit report, expressing an opinion on whether the independence of the external auditors or audit companies is jeopardized. This report shall give an opinion on the provision of the additional non-audit services referred to in the preceding paragraph, both individually considered and as a whole, and in relation to the auditors' independence regime or to the audit regulations;

- reporting to the Board of Directors, prior to Board meetings, on all matters provided by law, the bylaws or the Board of Directors Regulations and, in particular, on the following matters: (i) the financial information the Company must publish periodically; (ii) the creation or acquisition of interests in special purpose vehicles or entities domiciled in countries or territories considered to be tax havens; and (iii) transactions with related parties; and
- any other reporting or proposing function that has been assigned by the Board of Directors in general or in particular.

The Audit Committee shall meet quarterly to review the periodic financial information that must be submitted to the stock market authorities and the information the Board of Directors must approve and include in its annual public documentation. In addition, the Audit Committee shall meet at the request of any of its members and every time its chairperson considers it necessary. In any case, the committee chairperson will call a meeting of the Audit Committee whenever the Board of Directors or its chairperson requests the preparation of a report or the adoption of a proposal.

Appointments and Remuneration Committee

The Board of Directors has established an Appointments and Remuneration Committee. The members of the Appointments and Remuneration Committee are elected by the Board of Directors among its members. The Appointments and Remuneration Committee consists of between three and five members, all of whom must be non-executive directors. Additionally, two of its members must be independent. The chairperson of the Appointments and Remuneration Committee, who must be an independent director, is elected by the Board of Directors from among the independent members of the Committee. The secretary of the committee is appointed by the Board of Directors.

The members of the Appointments and Remuneration Committee following Admission will be as follows:

Name	Category	Title
Emma Fernández Alonso.....	Independent	Chairperson
Ignacio Moreno Martínez	Other external	Member
Cesáreo Rey-Baltar Oramas.....	Proprietary	Member
Vicente Moreno García-Mansilla.....	Independent	Member

The non-director Secretary of the Appointments and Remuneration Committee will be Mr Lucas Osorio Iturmendi.

The composition, responsibilities and rules of the Appointments and Remuneration Committee are to be governed by the Company's bylaws and Board of Director Regulations. The primary purpose of this committee is to assist, inform and formulate proposals to the Board of Directors in relation to the matters assigned to it from time to time by the aforementioned documents. In particular, the Appointments and Remuneration Committee will be responsible for, among other things, the following (together with any others that may be attributed to the Appointments and Remuneration Committee by law, the bylaws or the Board of Directors Regulations):

- assessing the competencies, knowledge and experience required on the Board of Directors. For this purpose, it shall define the functions and aptitudes required of candidates for each vacancy and shall assess the time and commitment required of them in order to be able to perform their duties effectively;
- setting a target for the representation of the gender that is less well represented on the Board of Directors and develop guidelines on how to achieve that target;
- making recommendations to the Board of Directors for the appointment of independent directors, whether through co-option by the Board or for submission to the general meeting of shareholders, and for the re-election or removal of such directors by the general meeting of shareholders;
- reporting on proposals for the appointment of the other directors, whether through co-option by the Board or for submission to the general meeting of shareholders, and on proposals for the re-election or removal of such other directors by the general shareholders' meeting;

- reporting on proposals for the appointment or removal of managerial employees and the basic terms of their contracts;
- examining and organizing the succession of the Chairman of the Board of Directors and the chief executive and general manager of the Company and, as the case may be, making recommendations to the Board of Directors to enable such succession to occur in an orderly and planned manner;
- making proposals to the Board of Directors for the policy on the remuneration of directors and executive directors, or managerial employees who report directly to the Board of Directors, an executive committee or a managing director, as well as the individual remuneration and other contractual terms of executive directors, ensuring and monitoring compliance; and
- any other reporting or proposing function that has been assigned by the Board of Directors in general or in particular.

The Appointments and Remuneration Committee will meet at least quarterly, and at the request of any of its members and every time its chairperson convenes a meeting. In any case, the committee chairperson will call a meeting of the Appointments and Remuneration Committee whenever the Board of Directors or its Chairperson requests the preparation of a report or the adoption of a proposal.

Internal Code of Conduct in the Securities Markets and Corporate Governance Recommendations

Internal Code of Conduct in the Securities Markets

The Company has implemented a defined and transparent set of rules and regulations for corporate governance that is compliant with all applicable Spanish governance standards.

On November 17, 2017, the Board of Directors adopted the Securities Markets Code of Conduct (*Reglamento Interno de Conducta en los Mercados de Valores*) (the “**Internal Code of Conduct in the Securities Markets**”), to be effective upon Admission. The Internal Code of Conduct in the Securities Markets regulates, among other things, the Company’s directors’ and managers’ conduct with regard to the treatment, use and disclosure of our material non-public information. The Internal Code of Conduct in the Securities Markets applies to, among other persons, all members of the Board of Directors, senior management and employees who have access to material non-public information and to our external advisors when they handle such material non-public information.

The Internal Code of Conduct in the Securities Markets, among other things:

- establishes the restrictions on, and conditions for, the purchase or sale of our securities or our other financial instruments by persons subject to the Internal Code of Conduct in the Securities Markets and by those who possess material non-public information;
- provides that persons subject to the Internal Code of Conduct in the Securities Markets shall not engage in market manipulation with respect to our securities or our other financial instruments; and
- provides that persons report potential conflicts of interest to our regulatory compliance unit.

Corporate Governance Recommendations

The Spanish Companies Act sets out certain legal provisions related to corporate governance mandatorily applicable to Spanish listed companies on the Spanish Stock Exchanges. The Company believes that it complies with these requirements of the Spanish Companies Act.

Additionally, the Corporate Governance Code sets out certain recommendations on corporate governance to be considered (“*comply or explain*”) by the companies listed on the Spanish Stock Exchanges. The Company believes that it substantially complies with the recommendations of the Corporate Governance Code. The Company is committed to follow strict corporate governance policies and it intends to adapt its practices as appropriate to all the principles of good governance contained in the Corporate Governance Code, as soon as possible after Admission, in a consistent manner. In relation to those recommendations to be complied with in

practice, the Company will adopt a decision before the first general shareholders' meeting, considering the Company's circumstances, its technical capacities and the Group shareholdings structure. However, as of the date of this Prospectus, the Company's corporate practices vary from these recommendations in the following ways:

- **Recommendation 14:** As of the date of the Prospectus, the Company's Board of Directors has not approved a policy for selecting its members.
- **Recommendation 17:** As of the date of Admission, only one third of the directors will qualify as independent directors. However, as of the date of this Prospectus, the Company cannot confirm whether or not it will qualify as a "large capitalization company" for the purposes of the Corporate Governance Code and, therefore, it cannot determine the applicability of the first paragraph of Recommendation 17.
- **Recommendation 26:** The Company's internal regulations do not state that the Company's Board of Directors shall meet at least eight times per year. However, it does state that the Board of Directors shall meet as frequently as necessary to properly perform its duties and, at least, quarterly.
- **Recommendation 48:** The Company has a single Appointments and Remuneration Committee. However, as of the date of this Prospectus, the Company cannot confirm whether or not it will qualify as a "large capitalization company" for the purposes of the Corporate Governance Code and, therefore, it cannot determine the applicability of Recommendation 48.
- **Recommendation 62:** Under the Long-Term Incentive Plan (LTIP) the Chief Executive Director is subject to a lock-up period of one year instead of the recommended three year period.

In relation to other recommendations, to be complied in practice, the Company will adopt a decision before the first general shareholders' meeting, considering the Company's circumstances, its technical capacities and the Group shareholdings structure.

Finally, the Board will prepare an annual corporate governance report and such report will be submitted to the Company's shareholders for informative purposes. The report will be announced through the publication by the Company of a relevant fact notice (*hecho relevante*).

Other commitments

Upon Admission, the Company's website will be adapted to the requirements imposed by the Spanish securities market regulations.

Conflicts of Interest

Pursuant to Article 28 of the Board of Directors Regulations, the Company will face a conflict of interest in situations where the interest of the Company or its subsidiaries' (if any) collides directly or indirectly with the personal interest of a director. There is a personal interest of a director in a matter when it affects him or her or a related party, and, for proprietary directors, when it affects the shareholder or shareholders that appointed him or her or proposed his or her appointment or to persons directly or indirectly related to them.

Therefore, the Company's directors are required to avoid situations that could give rise to a conflict between their duties to the Company and their private or other interests, unless they have obtained the Company's consent.

In particular, pursuant to Article 229 of the Spanish Companies Act, the Company's directors (and related parties to directors) should abstain from:

- (a) carrying out transactions with the Company, excluding ordinary transactions, of limited amount and undertaken in standard conditions applicable to all customers;
- (b) using the name of the Company or its condition as director to unduly influence private transactions;

- (c) making use of corporate assets, including confidential information on the Company, for private use;
- (d) taking advantage of business opportunities of the Company;
- (e) obtaining advantages or compensations from third parties other than the Company associated with their post unless they are a mere compliment; and
- (f) carrying out activities, on their own or on behalf of third parties, that may compete with the Company or that could put the director in a permanent conflict with the interests of the Company.

Each member of the Board of Directors is required to report to the Board of Directors any circumstances that may give rise to a conflict of interest, direct or indirect, with the Company.

All conflicts of interest involving directors will be disclosed in the financial statements.

In any event, each member of the Board of Directors must refrain from attending and participating in deliberations and votes affecting matters including by way of proxy vote in which they (or a related party, as defined in applicable law) have a direct or indirect conflict of interest.

In case that a conflict of interest situation may reasonably create a structural and permanent conflict between the involved director and the Company or its subsidiaries (if any), such director will then lack the required suitability and capacity to remain in office.

To the best of the Company's knowledge, as of the date of this Prospectus, there are no actual or potential conflicts of interest among the directors of the Company and senior management and none are engaged in self-dealing or personally engaged in any business that could be deemed as part of the Company's operations.

Senior Management

The following table lists certain members of our senior management team as of the date of this Prospectus.

<u>Name</u>	<u>Age</u>	<u>Title</u>	<u>Member of Management since</u>
Jorge Pérez de Leza Eguiguren.....	50	Chief Executive Officer	2016
Juan Núñez Berruguete.....	49	Chief Operating Officer	2016
Borja Tejada Rendón-Luna.....	42	Chief Financial Officer	2016
Pilar Martín Bolea	54	Head of Legal	2016
Miguel A. Melero Puerta	52	Head of Corporate Resources	2016
Raquel Bueno Montávez	42	Head of Corporate Development and Investor Relations	2016

Set forth below are the biographies of each of these senior managers, other than those provided above:

Jorge Pérez de Leza Eguiguren. Prior to his appointment as Chief Executive Officer of the Company, Mr Pérez de Leza was Managing Director for Europe at Grupo Lar from April 2005 to November 2016, General Manager of European Operations at Excite@Home from September 1998 to December 2005 and worked at Boston Consulting Group from September 1991 to September 1998. In addition, Mr Pérez de Leza is a board member of Testa Residencial. He is also a member of the Harvard Real Estate Alumni Association and an associate professor at the Masters in Real Estate Development at IE University. Mr Pérez de Leza holds a MSc in industrial engineering from the ICAI University (Madrid) and a MBA in general management from the Harvard Business School.

Juan Núñez Berruguete. Prior to his appointment as Chief Operations Officer in February 2016, Mr Núñez was a Real Estate Development Director at MVCSA from July 2013 to February 2016 and held several positions at FCC Construcción, S.A. from May 1995 to June 2013, where he was appointed Director of Real Estate and Construction first and Head of Real Estate and Urban Development during a later stage. Mr Núñez holds a degree in architecture from the Universidad Politécnica of Madrid.

Borja Tejada Rendón-Luna. Prior to his appointment as Chief Financial Officer of the Company in November 2016, Mr Tejada was Finance Director for Europe at Grupo Lar from July 2006 to November 2016. Internal Audit Manager in a hospitality group from April 2004 to June 2006 and previously Audit Senior in Arthur Andersen from September 1999 up to March 2003. Mr Tejada holds a degree in business administration from the San Pablo-CEU University (Madrid) and an MBA from the EOI Business School (Madrid).

Pilar Martín Bolea. Prior to her appointment as Head of Legal of the Company in April 2016, Ms. Martín was an in-house counsel at MVCSA from July 2013 to April 2016, at FCC Construcción, S.A. from April 2007 to July 2013 (Head of Legal Real Estate); and at Promociones y Urbanizaciones Martín, S.A. from December 1994 to April 2007 (Lawyer and Secretary of the Board.). Ms. Martín holds a law degree from the Complutense University of Madrid, with diplomas in Criminal Forensics and Labor Forensics. She is a member of the Bar Association of Madrid since 1992.

Miguel A. Melero Puerta. Prior to his appointment as Head of Corporate Resources of the Company in July 2017, Mr Melero was Consultancy Director at Deloitte from September 2011 to July 2017, Head of Corporate Resources at Grupo Lar from April 2003 to September 2011, Director of Industry Sector at Capgemini from March 2001 to April 2003, Director of Services and Services Development at Dinsa from February 1998 to March 2001 and a Consultant and Project Manager at Ernst & Young from January 1995 to January 1998. Mr Melero holds MSc in computer science from the Universidad Politécnica of Madrid.

Raquel Bueno Montávez. Prior to her appointment as Director of Corporate Development and Investor Relations of the Company in October 2016, Ms. Bueno was head of strategy at MVCSA from March 2009 to October 2016 and investor relation analyst at MVCSA from June 2008 to March 2009, senior associate at BBVA's private equity division from March 2003 to June 2008 and B2C analyst at BBVA's e-business division from July 2001 to March 2003. Ms. Bueno holds a degree in Market Research and Techniques from the University of Cordoba (ETEA) and a Masters in Finance from the BBVA Finance School.

Share Ownership

None of the Company's directors or members of our administrative, supervisory or management bodies directly holds any Shares as of the date of this Prospectus.

Compensation

Compensation of directors

The compensation of the members of the Board of Directors is determined by the Company's general shareholders' meeting. Pursuant to the Company's bylaws, compensation of directors in their capacity as such shall observe the directors' compensation policy that must be approved by the general shareholders' meeting at least every three years.

In addition, directors performing executive duties in the Company will be entitled to receive compensation for such duties in accordance with the terms of their respective contracts executed with the Company for that purpose. Such contracts shall be adapted to the directors' compensation policy in force and must contemplate the amount of fixed annual compensation and any variable compensation including the parameters for earning it, as well as the main terms and conditions of the contract including, in particular, its term, any possible indemnification for early termination or resolution of the contract, or any exclusivity, post-contractual non-competition or minimum length clauses.

Compensation policy

On December 19, 2017, the Company's general shareholders' meeting approved the compensation policy for the Company's directors. The compensation policy sets forth the following:

- (i) *Compensation of directors in their capacity as such:* the maximum aggregate amount of directors' compensation in their capacity as such cannot exceed €2,000,000 per year for an indefinite term as long as the general shareholders' meeting does not approve anything to the contrary. This limit does not include (a) any additional salary, compensation of any nature or payment in any other concept that directors may receive in accordance with the Company's bylaws and the compensation policy; (b) the

insurance policies described below; and (c) any reimbursement of out-of-pocket expenses properly incurred by directors when attending meetings of the Board of Directors or its committees.

The specific determination of the amount corresponding to each director in its capacity as such corresponds to the Board of Directors, which must take into account the duties and responsibilities of each director, membership on the Board of Directors committees and other objective circumstances that the Board may deem appropriate.

On December 19, 2017, the Board of Directors approved that the above-referred maximum aggregate amount of €2,000,000 would be split as follows during the year 2018: (a) a fixed annual amount of €85,000 for each non-executive member of the Board of Directors; (b) additional €25,000 to each Chairperson of each Board of Directors' committee and €15,000 to each member of such committees; and (c) the remuneration of the non-executive Chairperson of the Board of Directors, which is described in paragraph (iii) below. In 2018, each director will receive such amounts in proportion to the time elapsed from the date of their appointment as directors to December 31, 2018.

- (ii) *Compensation of the Company's Chief Executive Officer:* Compensation of the Company's Chief Executive Officer, in his/her capacity as executive director, will consist of a fixed annual amount, a variable compensation and a multi-year variable compensation, which may be paid either in cash or in kind when so approved by the general shareholders' meeting. Variable compensations shall take into account the director's professional performance and goals' achievement and shall combine objectives in the short, medium and long term so that continued performance and contribution to sustainable value creation may be assessed. Such compensation is additional to the Chief Executive Officer's right to participate in the LTIP and the MIP (both as defined and described below) and any additional compensation duly approved by the Company.
- (iii) *Compensation of the non-executive Chairperson of the Board of Directors:* Compensation of the non-executive Chairperson of the Board of Directors, in his/her capacity as non-executive director, will consist of a fixed annual amount of €250,000, €15,000 in his/her capacity as member of the Appointments and Remuneration Committee and a termination compensation of €500,000. These amounts are comprised under the global €2,000,000 limit referred to in paragraph (i) above, and additional to the non-executive Chairperson of the Board of Directors' right to participate in the Management Incentive Plan (as defined and described below) and any additional compensation duly approved by the Company.
- (iv) *Other compensation of directors for services rendered outside their duties as board members:* Directors may be entitled to receive additional compensation for rendering the Company services outside their duty as board members. Such compensation shall be approved by the Board of Directors, at the proposal of the Appointments and Remuneration Committee, if paid in cash or by the general shareholders' meeting in case such compensation scheme is paid in shares, by delivery of option rights on shares or by compensation indexed to the value of shares.

Chief Executive Officer's services agreement

On November 22, 2016, the Company's Board of Directors approved the services agreement entered into on the same date by the Company and Mr Jorge Pérez de Leza Eguiguren to regulate the terms under which Mr Pérez de Leza would render his services as Chief Executive Officer of the Company. This services agreement has been amended with effects on Admission according to the terms described in the following paragraph and in compliance with the compensation policy of the Company.

The compensation for the services rendered by Mr Pérez de Leza to the Company under such agreement are (a) a base salary of €650,000, (b) an annual variable compensation that may reach 75% of Mr Pérez de Leza's salary base if he meets 100% of his objectives, and (c) in-kind compensation for a maximum amount of €100,000, including a health insurance for Mr Pérez de Leza and his family, a life or accident insurance for Mr Pérez de Leza, and any pension systems that the Board of Directors may decide. Such compensation is additional to Mr Pérez de Leza's right to participate in the LTIP and the MIP (both as defined and described below) and any additional compensation duly approved by the Company.

2017 directors' compensation

The total compensation received by members of the Board of Directors during the nine-month period ended September 30, 2017 was €795 thousand.

Executive directors

The remuneration received during the nine-month period ended September 30, 2017 by the executive directors, pursuant to the services agreement entered into with the Company, classified by item, was as follows:

Director	Nine-month period ended September 30, 2017 (thousands of euros)			
	Salary ⁽¹⁾	Pension Schemes	Insurance Premiums ⁽²⁾	Total
Jorge Pérez de Leza Eguiguren.....	666.9	6.0	11.9	684.4
(1)	Includes gross amounts as follows: fixed salary, accrued annual bonus and in-kind compensation.			
(2)	Does not include D&O and accident policy contracted globally for the entire Board of Directors.			

Non-executive directors

The non-executive directors of the Company during the nine-month period ended September 30, 2017 received a total remuneration of €103.8.

Director	Nine-month period ended September 30, 2017 (thousands of euros)			
	Salary ⁽¹⁾	Pension Schemes	Insurance Premiums ⁽²⁾	Total
Ignacio Moreno Martínez	103.8	-	-	103.8
(1)	Includes salary in kind.			
(2)	Does not include D&O and accident policy contracted globally for the entire Board of Directors			

For the entire fiscal year 2017, the total remuneration accrued by the Company's directors amounts to €1,035 thousand (€92.5 thousand of which would correspond to the Chief Executive Officer).

2016 directors' compensation

For the year ended December 31, 2016, the total compensation accrued by the members of the Board of Directors was €183 thousand.

Executive directors

The remuneration accrued during the financial year ended 31 December 2016 by the executive directors, pursuant to the services agreement entered into with the Company, classified by item, was as follows:

Director	2016 (thousands of euros)			
	Salary ⁽¹⁾	Pension Schemes	Insurance Premiums ⁽²⁾	Total
Jorge Pérez de Leza Eguiguren.....	216.6	1.3	0.2	218.1
(1)	Includes gross amounts as follows: fixed salary, accrued annual bonus and in-kind compensation.			
(2)	Does not include D&O and accident policy contracted globally for the entire Board of Directors.			

Non-executive directors

The non-executive directors of the Company during the financial year ended 31 December 2016 received no remuneration.

As of the date of this Prospectus, we estimate that the total remuneration payable to the directors of the Company during one financial year would amount to €1,210,000 (not including the compensation corresponding to the Chief Executive Officer) assuming that all directors are in their offices during the full year.

Compensation of senior management

The Board of Directors of the Company determines the compensation of our senior management team at the proposal of the Appointments and Remuneration Committee.

2017 senior management compensation

The total compensation accrued by our senior management team amounted to €1,103.8 thousand during the nine-month period ended September 30, 2017.

	<u>Nine-month period ended September 30, 2017 (thousands of euros)</u>		
	<u>Fixed and variable remuneration</u>	<u>Others ⁽²⁾</u>	<u>Total</u>
Senior management ⁽¹⁾	1,067.9	35.9	1,103.8

(1) These figures include the remuneration received by the executive members of the Board of Directors (the Chief Executive Officer).

(2) These figures refer to pension schemes and insurance premiums.

For the entire fiscal year 2017, the total remuneration accrued by the Company's senior managers amounts to €1,453.5 thousand (€892.5 thousand of which would correspond to the Chief Executive Officer) assuming that variable remuneration accrues in full and taking into account the date of appointment of senior managers.

2016 senior management compensation

For the year ended December 31, 2016, the total compensation received by our senior management team amounted to €97.1 thousand.

	<u>2016 (thousands of euros)</u>		
	<u>Fixed and variable remuneration</u>	<u>Others ²</u>	<u>Total</u>
Senior management ¹	586.6	10.5	597.1

(1) These figures include the remuneration received by the executive members of the Board of Directors (the Chief Executive Officer).

(2) These figures refer to pension schemes and insurance premiums.

As of the date of this Prospectus, we estimate that the total remuneration (including fixed and variable) payable to the senior management during one financial year would amount to €1,697.5 thousand (€892.5 thousand of which would correspond to the Chief Executive Officer) assuming that all senior managers are in their offices during the full year and that variable remuneration accrues in full.

Long-Term Incentive Plan

On December 19, 2017, the Company's general shareholders' meeting approved a long-term incentive plan (the "LTIP"), in order to encourage the fulfillment of the Company's business goals and to align the long-term interests of the Company's executive directors, managers and key employees with those of the Company's shareholders. The LTIP has been developed with the primary objective of incentivizing the sustainable achievement of financial objectives and the creation of shareholder value.

The LTIP is solely addressed to executive directors (currently the Chief Executive Officer), members of senior management and certain key employees. It is expected that initially there will be up to 16 LTIP beneficiaries, with the possibility of adding more employees later on.

The LTIP consists in the free delivery of shares after a period of time, subject to the achievement of certain performance objectives and the continued employment by the beneficiary. Specifically, the LTIP will be comprised of three overlapping cycles of three years each, with the first cycle being slightly shorter. The first of these cycles will begin on Admission and will last until December 31, 2020. The second cycle will begin on January 1, 2019 and will end on December 31, 2021. Finally, the last cycle will begin on January 1, 2020 and will last until December 31, 2022. Shares corresponding to each cycle will be delivered after payment of the relevant taxes and beneficiaries receiving shares will be subject to the following holding periods:

(i) Executive directors (currently the Chief Executive Officer) must hold 100% of the shares received under the LTIP for, at least, one year after receiving the shares.

- (ii) Members of the senior management must hold 50% of the shares received under the LTIP for, at least, one year after receiving the shares.
- (iii) Other participants will not be required to hold the shares for a specific period of time.

The LTIP features a threshold level below which the incentive is not awarded, a target level corresponding to 100% of the objective and a maximum level providing an upside for overachievement (150%).

The total amount in euro to be delivered during the LTIP at the target level (*i.e.*, assuming 100% of achievement of the objectives) amounts to €6.1 million (the “**Total Target Amount in Euro**”). The total amount in euro to be delivered during the LTIP at the maximum level (*i.e.*, assuming 150% of achievement of the objectives) amounts to €9.1 million (the “**Total Maximum Amount in Euros**”).

The Total Target Amount in Euro shall be allocated among the LTIP beneficiaries. The amount to be received by each LTIP beneficiary assuming achievement of 100% of the objectives is referred to as the “**Target Amount in Euro**.” The number of target shares to be received by each LTIP beneficiary (the “**Target Shares**”) will be the result of dividing the Target Amount in Euro by the price applicable to the shares in each cycle (the “**LTIP Share Price**”). The LTIP Share Price will be, for the first cycle, the Offer Price and, for subsequent cycles, the average closing price during the 30 trading sessions immediately prior to the start of each cycle.

The Target Amount in Euro of the Chief Executive Officer amounts to €75,000 for the first cycle and €487,000 for each of the second and the third cycles. The Maximum Amount in Euros of the Chief Executive Officer amounts to €1,462,500 for the first cycle and €731,250 for each of the second and the third cycles.

The final number of shares to be granted to each beneficiary after each cycle will be the result of multiplying (i) the Target Shares by (ii) the “**Weighted Payout Coefficient**,” which depends on the average level of achievement of the performance metrics and will range from 0 to 150.

For the first cycle, the Weighted Payout Coefficient is the weighted average of the payout coefficients for the following three performance metrics:

- (i) Total Shareholder Return (“**TSR**”): a TSR objective will be set as a value creation objective for each cycle, it will represent 50% of the total Weighted Payout Coefficient and the payout coefficient will range between 0% and 150%.
- (ii) EBITDA: an EBITDA objective will be set as a growth objective for each cycle, it will represent 25% of the total Weighted Payout Coefficient and the payout coefficient will range between 0% and 150%.
- (iii) Gross Margin: a gross margin objective will be set as an efficiency objective for each cycle, it will represent 25% of the total Weighted Payout Coefficient and the payout coefficient will range between 0% and 150%.

The payout coefficient of each performance metric will be determined in accordance with a specific performance scale for each metric. For the payment of the Weighted Payout Coefficient of the first cycle, the EBITDA and Gross Margin metrics will be measured from January 1, 2018 to December 31, 2020, and the TSR metric will be measured from Admission to December 31, 2020.

For the avoidance of doubt, the beneficiaries of the LTIP will also retain a profit or a loss if the market price of the Company’s shares at the time of delivery is respectively higher or lower than the LTIP Share Price.

Executive directors and members of senior management will be subject to clawback provisions under the LTIP for a period of up to two years after the delivery of the shares. The clawback may be potentially applied over the shares received by the beneficiaries (after taxes). The most common reasons that could trigger a clawback are: (i) Company losses (negative EBITDA/profit after tax) in the two years following the conclusion of the LTIP, when such losses are attributable to negligent management decisions that took place during any of the cycles of the LTIP; (ii) material restatements of the Company’s financial statements, when so considered by external auditors, except when these restatements are due to changes in accounting standards; and (iii) serious breach of the Company’s Internal Code of Conduct in the Securities Markets by a beneficiary.

Management incentive plan (MIP)

The Santander Entities and the BBVA Entities agreed to put in place a cash and shares incentive plan (the “**Management Incentive Plan**” or “**MIP**”) with the objective of rewarding several of our key officers (Non-Executive Chairperson of the Board of Directors, Chief Executive Officer and seven other key employees) for their contribution to the IPO process and in order to retain them duly motivated and aligned with the shareholders’ interest, with the payment linked to the key officers remaining in the Company. The MIP will enter into force on Admission and will be paid by the Santander Entities and the BBVA Entities.

Given that the MIP will be fully paid by the Santander Entities and the BBVA Entities, the Company will record, on an accrual basis, this payment in its income statement as personnel expenses and the funding of this payment by the Santander Entities and the BBVA Entities as a contribution to the reserves of Group.

The amount payable under the MIP will be discretionary according to certain metrics related with the IPO success and market capitalization reached by the Company upon admission, as defined by the Santander Entities and the BBVA Entities, depending on which the aggregate amount of the MIP will range between approximately €1.15 million (out of which €0.5 million would correspond to the Chief Executive Officer) and €6.7 million (out of which €3.5 million would correspond to the Chief Executive Officer).

The MIP will be paid to each beneficiary as follows:

- (i) 50% of the aggregate MIP amount will be paid in cash within fifteen days from Admission.
- (ii) 25% of the aggregate MIP amount will be paid in Company’s shares and net of any related taxes after one year of continued employment from Admission. The reference price to calculate the amount of shares to be delivered to each beneficiary of the MIP will be the Offer Price.
- (iii) 25% of the aggregate MIP amount will be paid in Company’s shares and net of any related taxes after two years of continued employment from Admission. The reference price to calculate the amount of shares to be delivered to each beneficiary of the MIP will be the Offer Price.

Payment of the MIP is subject to the beneficiary’s employment or services contract being in force on each date of payment. Shares delivered under the MIP will not be subject to lock-up periods.

D&O insurance policy

We maintain an insurance policy that protects the members of the Board of Directors from liabilities incurred as a result of actions taken in their official capacity as directors, up to an aggregate limit of €70 million.

Family relationships

There are no family relationships and no “close relatives” (as this term is defined in applicable regulations for related party transactions and, in particular, in Order EHA/3050/2004, of September 15, 2004, on information to be disclosed by listed companies regarding related party transactions) among the directors, the directors and other members of the Company’s senior management or the members of the Company’s senior management.

No convictions and other negative statements

To the best of the Company’s knowledge, none of the members of the Board of Directors or members of its senior management have, in the five years preceding the date of this Prospectus: (i) been convicted in relation to fraudulent offenses; (ii) acted as directors of entities affected by bankruptcy, receivership or liquidation; (iii) been publicly incriminated and/or sanctioned by statutory or regulatory authorities (including designated professional bodies); or (iv) been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer of securities or from acting in the management or conduct of the affairs of any issuer.

PRINCIPAL AND SELLING SHAREHOLDERS

As of the date of this Prospectus, the Company's issued share capital amounts to €1,092,069,657.44, divided into a single class of 151,676,341 shares, with a nominal value of €7.20000001476829 each. The Santander Entities which are Selling Shareholders are offering to sell up to 27,510,711 Initial Offered Shares in the Offering, representing up to 18.14% of the Shares of the Company, and the BBVA Entities which are Selling Shareholders are offering to sell up to 11,619,724 Initial Offered Shares in the Offering, representing up to 7.66% of the Shares of the Company. In addition, up to an additional 5,869,565 Additional Shares may be sold by Altamira Santander Real Estate, S.A. (4,126,606 Additional Shares) and Anida Operaciones Singulares, S.A. (1,742,959 Additional Shares) pursuant to the Over-Allotment Option.

The following table sets forth certain information with respect to the beneficial ownership of the Shares prior to and after the Offering.

Beneficial Owner	Prior to the Offering		After the Offering			
	Number of Shares beneficially owned	%	Number of Shares beneficially owned (assuming no exercise of the Over-Allotment Option)	%	Number of Shares beneficially owned (assuming exercise of the Over-Allotment Option in full)	%
Santander Entities ⁽¹⁾	108,371,091	71.45%	80,860,380	53.31%	76,733,774	50.59%
Banco Santander, S.A.	54,446,556	35.90%	54,446,556	35.90%	54,446,556	35.90%
Altamira Santander Real Estate, S.A.	26,426,709	17.42%	12,452,725	8.21%	8,326,119	5.49%
Luri 6, S.A.	13,536,727	8.92%	-	-	-	-
Banco Popular, S.A.	8,187,940	5.40%	8,187,940	5.40%	8,187,940	5.40%
Aliseda, S.A.	3,348,667	2.21%	3,348,667	2.21%	3,348,667	2.21%
Inversiones Inmobiliarias Canvives, S.A.	2,424,492	1.60%	2,424,492	1.60%	2,424,492	1.60%
BBVA Entities ⁽²⁾	43,242,562	28.51%	31,622,838	20.85%	29,879,879	19.70%
Banco Bilbao Vizcaya Argentaria, S.A.	14,321,573	9.44%	14,321,573	9.44%	14,321,573	9.44%
BBVA Propiedad, S.A.	3,844,162	2.53%	-	-	-	-
Anida Operaciones Singulares, S.A.	19,036,958	12.55%	17,301,265	11.41%	15,558,306	10.26%
Arrels Ct Finsol, S.A.	891,714	0.59%	-	-	-	-
Arrels Ct Patrimoni I Projectes, S.A.	302,112	0.20%	-	-	-	-
Anida Desarrollos Inmobiliarios, S.L.	3,404,290	2.24%	-	-	-	-
L Eix Immobles, S.L.	360,161	0.24%	-	-	-	-
Arrahona Nexus, S.L.	445,524	0.29%	-	-	-	-
Unnim Sociedad para la Gestión de Activos Inmobiliarios, S.A.	366,624	0.24%	-	-	-	-
Gecat Gestió De Sòl, S.L.	154,522	0.10%	-	-	-	-
Prov-Infi-Arrahona, S.L.	114,922	0.08%	-	-	-	-
Minority shareholders ⁽³⁾	61,023	0.04%	61,023	0.04%	61,023	0.04%
Treasury shares.....	1,665	0.00%	1,665	0.00%	1,665	0.00%
Free float.....	-	-	39,130,435	25.80%	45,000,000	29.67%
TOTAL	151,676,341	100%	151,676,341	100%	151,676,341	100%

(1) Includes Shares held directly by Banco Santander and indirectly through the Santander Entities.

(2) Includes Shares held directly by BBVA and indirectly through the BBVA Entities.

(3) As of the date of this Prospectus there are approximately 2,471 minority shareholders.

The Company has agreed to grant the minority shareholders that owned shares of the Company prior to the Offering the right to sell their shares to the Company at the Offering Price. These shareholders will have the right to sell to the Company the shares they owned prior to the Offering for a period of 1 month from Admission. The Company will carry out the acquisition of these shares under the authorization granted by the General Shareholders' Meeting on December 19, 2017 and in compliance with the applicable rules governing transactions with own shares.

Furthermore, as a result of the expected indirect acquisition by The Blackstone Group L.P. ("**Blackstone**") of 51% of part of the non-performing real estate business of Banco Popular and some of its affiliates, it is expected that, after the Admission, Banco Popular will sell 5,990,548 shares of the Company (which represent 3.95% of the present share capital of the Company) to Project Quasar Investments 2017, S.L., a company that will be owned by Blackstone (51%) and Banco Popular (49%) ("**Project Quasar**") (expected to happen within the first quarter of 2018).

The referred 3.95% of the share capital of the Company is part of a portfolio of assets which includes, inter alia, the shares of Aliseda, S.A.U. and Inversiones Inmobiliarias Canvives, S.A., current shareholders of the Company. In August 2017, Blackstone, Banco Popular and Banco Santander agreed on an aggregate price to be paid by Blackstone to Banco Popular in consideration for the entire portfolio of assets (which had an aggregate gross book value of approximately €30,000 million).

As notified by Banco Popular to the CNMV in a relevant fact (*hecho relevante*) dated August 8, 2017, Banco Popular and Blackstone will set up a company (Project Quasar Investments 2017, S.L.) to which Banco Popular will transfer part of its non-performing real estate business (which includes the referred 3.95% stake in the Company). Today, the 3.95% stake in the Company's capital to be sold to Project Quasar Investments 2017, S.L. is owned (directly and indirectly) by Banco Popular as follows: (i) Banco Popular, S.A.: 0.14%; (ii) Aliseda, S.A.U.: 2.21%; and (iii) Inversiones Inmobiliarias Canvives, S.A.: 1.60%. Before completing the Quasar transaction, Banco Popular will contribute 0.14% of share capital of the Company to Inversiones Inmobiliarias Canvives, S.A. On closing of the Quasar transaction, Banco Popular will sell/contribute 100% of the share capital of Aliseda, S.A.U. and Inversiones Inmobiliarias Canvives, S.A. to Project Quasar Investments 2017, S.L. At that point in time, Blackstone will become an indirect shareholder of the Company through its 51% participation in Project Quasar Investments 2017, S.L.

RELATED PARTY TRANSACTIONS

We enter into transactions with certain related parties or our affiliates from time to time and in the ordinary course of our business. Material related party transactions entered into during the period covered by the Financial Statements and up to the date of this Prospectus are set out below.

We do not enter into transactions with our subsidiaries, affiliates and other related parties on terms more favorable to them than we would offer third parties. We believe that the prices, interest rates and the terms and conditions set forth in the below-mentioned transactions are comparable to those that would be obtained at arm's length with unrelated parties, which, in turn, comply with applicable transfer pricing regulations. Moreover, we believe that we have complied and are in compliance in all material respects with the requirements of the relevant provisions of our bylaws and the Spanish laws governing related party transactions with respect to all of our transactions with related parties.

For additional information on our transactions with related parties see note 20 of the Interim Financial Statements and note 18 to the Annual Financial Statements.

Related party transactions with our significant shareholders

During the nine-month period ended September 30, 2017, we recorded expenses of €4.2 million relating to commissions and interest paid to significant shareholders.

Related party transactions with Group employees companies or entities

During the nine-month period ended September 30, 2017, we recorded expenses of €1.3 million from related party transactions with group employees, companies or entities, relating principally to the purchase of inventory, and recorded income of €0.8 million for services provided by us to MVCSA related to marketing, land management and other services. In 2016, we recorded an expense of €2.5 million related to technology and other services provided to us by MVCSA under a corporate management contract and recorded income of €0.1 million for services provided by us to Merlin Properties SOCIMI, S.A. related to marketing, land management and other services.

DESCRIPTION OF SHARE CAPITAL

The following summary provides information concerning the Company's share capital and briefly describes certain significant provisions of the Company's bylaws and Spanish corporate law, the Spanish Companies Act, Spanish Act 3/2009 on Structural Amendments of Private Companies (*Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles*), the LMV and Royal Decree 878/2015 on clearing, settlement and registry of negotiable securities in book-entry form, and transparency requirements for issuers of securities admitted to trading on an official secondary market (*Real Decreto 878/2015, sobre compensación, liquidación y registro de valores negociables representados mediante anotaciones en cuenta, sobre el régimen jurídico de los depositarios centrales de valores y de las entidades de contrapartida central y sobre requisitos de transparencia de los emisores de valores admitidos a negociación en un mercado secundario oficial*).

This summary does not purport to be complete and is qualified in its entirety by reference to the Company's bylaws, the Spanish Companies Act and other applicable laws and regulations. Copies of the Company's bylaws are available at our principal headquarters and on our website (<http://metrovesesa.com>—*Investors and Shareholders—Articles of Association*) and the CNMV's offices.

General

The Company was incorporated as a corporation for an indefinite term under public deed executed on February 18, 2016, under the corporate name Metrovesesa Suelo y Promoción, S.A. (on June 30, 2017 the Company's General Shareholders' Meeting resolved to change the Company's corporate name to Metrovesesa, S.A. This resolution was executed on public deed on November 10, 2017 and registered with the Commercial Registry of Madrid on November 29, 2017). The commercial name of the issuer is "Metrovesesa".

The Company's main corporate purpose is (i) the acquisition or development of all kinds of real estate plots or buildings for their development or improvement for their sale, (ii) the development and parceling of real estate assets in general, and (iii) the acquisition of land and real estate urban assets or any kind of rights *in rem* over real estate assets for their sale, (iv) the real estate management either directly or through its affiliates, for its own benefit or for the benefit of third parties, and the development and management of real estate communities, (v) the acquisition, sale, intermediation, development, commercialization and management of real estate assets—rural, urban or industrial—including for leasing purposes, (vi) the rehabilitation, refurbishment or siting of buildings or part of them, (vii) the creation, formation and exploitation of urban developments of any kind, (viii) providing technical advice and carrying out studies and project regarding the real estate activities included in this paragraph, specifically regarding the execution of technical, legal and commercial activities for urban development that may be necessary for launching, constructing or any other form of exploitation of parking lots, nursing homes, student housing, hotels and any other type of social or community facilities, and (ix) the ownership and management golf courses and development and sale of sports clubs. Finally, the Company may also participate in other companies conducting an analogous corporate object in the manner set forth by the Board of Directors.

At the date of this Prospectus, the Company's issued share capital consists of €1,092,069,657.44 divided into a single series of 151,676,341 Shares, with a nominal value of €7.20000001476829 each and each with an ISIN code ES0105122024 allocated by the Spanish National Agency for the Codification of Securities (*Agencia Nacional de Codificación de Valores Mobiliarios*), an entity dependent upon the CNMV. All of the Company's Shares are fully subscribed and paid up. Non-residents of Spain may hold Shares and vote, subject to the restrictions described under "*Restrictions on Foreign Investment*."

The Company's Shares are represented by book entries and the entity responsible for maintaining the corresponding accounting records is Iberclear, with registered office at Plaza de la Lealtad, 1, 28014 Madrid, Spain.

The Company was originally incorporated with a share capital of €492,044,504.64, divided into 3,075,278,154 Shares with a nominal value of €0.16 each. On June 30, 2017, the Company approved two capital increases. The first of these capital increases was carried out on September 15, 2017 and the new Shares were fully paid and subscribed through non-monetary contributions by the Santander Entities (Luri 6, S.A. and Banco Santander Totta, S.A. did not subscribe any shares in the context of this capital increase) and the BBVA Entities (BBVA Propiedad, S.A. did not subscribe any shares in the context of this capital increase). The non-monetary contributions were valued by an independent expert appointment by the Commercial Registry of Madrid, this is, Valtecnic, S.A. The total effective amount of this capital increase was €1,097,324,055.52, in consideration for

the issuance of 2,901,243,704 new ordinary shares of the Company with a nominal value of €0.16 and a share premium of €0.218225398304071 each, divided into €464,198,992.64 of share capital and €633,125,062.88 of share premium. After this capital increase, the share capital of the Company amounted to €56,243,497.28, divided into 5,976,521,858 Shares.

The second of these capital increases was carried out on October 26, 2017 and the new Shares were fully paid and subscribed through monetary contributions by the minority shareholders of the Company. The total effective amount of this capital increase was €84,744.80, in consideration for the issuance of 224,059 new ordinary shares of the Company with a nominal value of €0.16 and a share premium of €0.218225398304071 each, divided into €35,849.44 of share capital and €48,895.36 of share premium. After this capital increase, the share capital of the Company amounted to €56,279,346.72, divided into 5,976,745,917 Shares of €0.16 each.

On November 24, 2017, the Company approved two additional capital increases in order to execute the Transaction. The first of these capital increases was carried out through a non-monetary contribution of shares representing 99.93% of the share capital of Metrovacesa Arrendamiento, contributed by the Santander Entities (excluding Banco Santander Totta, S.A., Aliseda, S.A. and Inversiones Inmobiliarias Canvives, S.A.) and certain BBVA Entities (this is, Banco Bilbao Vizcaya Argentaria, S.A., BBVA Propiedad, S.A. and Anida Operaciones Singulares, S.A.). The total amount of this capital increase was €316,728,693.31, in consideration for the issuance of 848,358,236 new ordinary shares of the Company with a nominal value of €0.16 and a share premium of €0.213343099495373 each, divided into €35,737,317.76 of share capital and €180,991,375.55 of share premium. The issue rate was calculated on the basis of existing appraisals based on the NNAV as of June 30, 2017 and the non-monetary contributions were valued by an independent expert appointment by the Commercial Registry of Madrid, *i.e.*, Auren Auditores MAD, S.L.P. This capital increase was carried out on November 27, 2017 and was registered with the Commercial Registry of Madrid on December 4, 2017. After this capital increase the share capital of the Company amounted to 1,092,016,664.48, divided into 6,825,104,153 Shares of €0.16 each.

The second of these capital increases was a capital increase through a non-monetary contribution of shares representing 0.07% of the share capital of Metrovacesa Arrendamiento, contributed by the minority shareholders of the Metrovacesa Arrendamiento. Considering that the minority shareholders of Metrovacesa Arrendamiento are a heterogeneous group, they have been afforded a period of subscription of one month in order to allow them to review a proposed resolution related to the non-monetary capital increase. The total effective amount of this capital increase was €123,653.47, in consideration for the issuance of 331,206 shares with a nominal value of €0.16 and a share premium of €0.213343099495373 each, divided into €2,992.96 of share capital and €70,660.51 of share premium. The issue rate was calculated on the basis of existing appraisals based on the NNAV as of June 30, 2017 and the non-monetary contributions were valued by an independent expert appointment by the Commercial Registry of Madrid, *i.e.*, Auren Auditores MAD, S.L.P. This capital increase was carried out on January 8, 2018 and was registered with the Commercial Registry of Madrid on January 12, 2018. After this capital increase, the share capital of the Company amounted to €1,092,069,657.44, divided into 6,825,435,359 Shares of €0.16 each.

The summary table below outlines these capital increases.

Date of corporate resolution	Date of public deed	Number of issued shares	Nominal value (in €)	Share premium per share (in €)	Total amount of share capital (in €)	Aggregated share premium (in €)	Total effective amount (nominal and premium)
June 30, 2017	Sep. 15, 2017	2,901,243,704	0.16	0.218225398304071	464,198,992.64	633,125,062.88	1,097,324,055.52
June 30, 2017	Oct. 26, 2017	224,059	0.16	0.218225398304071	35,849.44	48,895.36	84,744.80
Nov. 24, 2017	Nov. 27, 2017	848,358,236	0.16	0.213343099495373	135,737,317.76	180,991,375.55	316,728,693.31
Nov. 24, 2017	Jan. 8, 2018	331,206	0.16	0.213343099495373	52,992.96	70,660.51	123,653.47

Finally, on December 19, 2017, the Company approved a 1-for-45 reverse split, reducing the number of Shares from 6,825,435,359 to 151,676,341 Shares. With regards to those shareholders, different from the Santander Entities and the BBVA Entities, the Company committed to acquire the shares of those shareholders that do not allow for the acquisition of one share of the Company after the reverse split. In this context, the Company has resolved to acquire this shares at a price equal to the NAV per share (€0.382916811480576) and, if the Offering Price is higher than the NAV per share, to compensate those shareholder for an amount equal to the difference

between the paid price and the Offering Price. The reverse split was carried out on January 11, 2018 and registered with the Commercial Registry of Madrid on January 16, 2018.

The summary table below outlines all the main changes in the Company's share capital since its incorporation.

Date of corporate resolution	Date of public deed	Corporate action	Nominal value (in €)	Number of issued redeemed shares	Total amount of share capital (in €)	Number of resulting shares	Resulting share capital
Dec. 29, 2015	Feb. 18, 2016	Spin-off (<i>escisión</i>)	0.16	3,075,278,154	492,044,504.64	3,075,278,154	492,044,504.64
June 30, 2017	Sep. 15, 2017	Capital increase	0.16	2,901,243,704	464,198,992.64	5,976,521,858	956,243,497.28
June 30, 2017	Oct. 26, 2017	Capital increase	0.16	224,059	35,849.44	5,976,745,917	956,279,346.72
Nov. 24, 2017	Nov. 27, 2017	Capital increase	0.16	848,358,236	135,737,317.76	6,825,104,153	1,092,016,664.48
Nov. 24, 2017	Jan. 8, 2018	Capital increase	0.16	331,206	52,992.96	6,825,435,359	1,092,069,657.44
Dec. 19, 2017	Jan 11, 2018	Reverse split	7.20000001476829	151,676,341	1,092,069,657.44	151,676,341	1,092,069,657.44

Dividend and Liquidation Rights

Holders of the Company's Shares have the right to participate in distributions of the Company's profits and proceeds from a liquidation, proportionally to their paid up share capital. However, there is no right to receive a minimum dividend.

Payment of dividends is proposed by the Board of Directors and must be authorized by the Company's shareholders at a general shareholders' meeting. Holders of Shares participate in such dividends from the date agreed by a general shareholders' meeting. Additionally, interim dividends (*dividendo a cuenta*) may also be distributed among shareholders directly upon approval by the Board of Directors provided that: (i) there is sufficient liquidity to pay the interim dividend; and (ii) the amount distributed does not exceed the amount resulting from deducting from the earnings booked since the end of the previous year, the sum of previous years' losses, the amounts earmarked for the legal or bylaws' reserves, and the estimated tax due on the aforesaid earnings. The Spanish Companies Act requires each company to allocate at least 10.0% of its net income each year to a legal reserve until the balance of such reserve is equivalent to at least 20.0% of such company's issued share capital. A company's legal reserve is not available for distribution to its shareholders except upon such company's liquidation. As of September 30, 2017, the Company had no legal reserve.

According to the Spanish Companies Act, dividends may only be paid out of profits or distributable reserves (after the compulsory allocation to mandatory reserves, including the legal reserve, and only if the value of the Company's net worth is not, and as a result of distribution would not be, less than the Company's share capital).

In addition, no profits may be distributed unless the amount of distributable reserves is at least equal to the amount of the research and development expenses recorded as an asset on the Company's balance sheet. Accordingly, the Company's ability to make a distribution to shareholders will depend on the Company's ability to generate net profits in future periods in order to achieve sufficient distributable reserves. See "*Capitalization and Indebtedness*".

In accordance with Article 947 of the Spanish Commercial Code, the right to a dividend lapses and reverts to the Company if it is not claimed within five years after it becomes payable.

The Company is not aware of any restriction on the collection of dividends by non-resident shareholders. All holders will receive dividends through Iberclear and its member entities, without prejudice to potential withholdings on account of the Non Resident Income Tax that may apply. See "*Taxation*".

In the event of the Company's liquidation, the Company's shareholders would be entitled to receive proportionately any assets remaining after payment of the Company's debts and all applicable taxes and expenses.

The Company's ability to distribute dividends in the near future will depend on a number of factors, including (but not limited to) the amount of the Company's distributable profits and reserves and its investment plans,

earnings, level of profitability, cash flow generation, restrictions on payment of dividends under local applicable law (both on the Company and on any Group entity), compliance with covenants in the Company's debt instruments (see details set out in "*Dividend Policy*"), the level of dividends paid or Shares repurchased by other comparable listed companies doing business in Spain and such other factors as the Board of Directors or the shareholders may deem relevant from time to time.

Shareholders' Meetings and Voting Rights

Pursuant to the Company's bylaws, the Company's general shareholders' meeting Regulations and the Spanish Companies Act, ordinary annual general shareholders' meetings shall be held during the first six months of each financial year on a date fixed by the Board of Directors. Extraordinary general shareholders' meetings may be called by the Board of Directors whenever it deems appropriate, or at the request of shareholders representing at least 3.0% of the Company's issued share capital. Following Admission, notices of all general shareholders' meetings will be published in the Commercial Registry's Official Gazette or in one of the main newspapers of Spain, on our corporate website and on the website of CNMV, at least one month's prior to the date when the meeting is to be held, except as discussed in the following paragraph.

In addition, once the Company's Shares are trading, if the Company offers its shareholders the ability to vote by electronic means accessible to all of them, extraordinary general shareholders' meetings may be called on 15 days' notice. The decision to permit such reduction of the call period should be taken by a majority of not less than two thirds of the voting capital represented in an ordinary annual general shareholders' meeting, and the authorization shall be granted for a term which shall not exceed the date of the subsequent annual ordinary general shareholders' meeting.

Action is taken at ordinary general shareholders' meetings on the following matters: (i) the approval of the management of the Company carried out by the Board of Directors during the previous financial year, (ii) the approval of the financial statements from the previous financial year, and (iii) the application of the previous financial year's income or loss. All other matters can be considered at either an extraordinary or an ordinary general shareholders' meeting if the matter is within the authority of the meeting and is included on the agenda (with certain exceptional items which do not need to be included on the agenda to be validly passed, like dismissal of directors and the decision to bring the liability action against directors of the Company). The liability action against directors shall be brought by the company pursuant to a general shareholders' meeting decision, which may be adopted at the request of any shareholder even where not included on the agenda. A company's bylaws cannot require qualified majority for the adoption of such resolution. The general shareholders' meeting may consent or waive such action at any time, unless an objection is raised thereto by shareholders representing 5% of the share capital. The decision to bring an action or reach a settlement shall entail the removal of the relevant directors. The approval of the financial statements shall not preclude action for liability nor constitute a waiver of the action agreed or brought.

According to the Spanish Companies Act—and in addition to the matters referred to in the previous paragraph and any other matters as provided by law, the Company's bylaws or the general shareholders' meeting Regulations—the following matters among others fall within the authority of the general shareholders' meetings: (a) the appointment and removal of the members of the Board of Directors, the Company's liquidators and the Company's auditors, as well as the exercising of the corporate action for liability against any of them; (b) the amendment of the Company's bylaws; (c) the increase or reduction of the share capital—or granting to the Board of Directors authority to increase the share capital; (d) the exclusion or limitation of shareholders' preferential subscription rights—or granting to the Board of Directors authority to exclude or limit it; (e) the transformation, merger, demerger or transfer of all the Company's assets and liabilities, moving the Company's registered offices abroad; (f) the dissolution of the Company and the approval of transactions that have the effect of winding-up the Company; (g) the approval of the final winding up balance sheet; (h) the acquisition, disposal or transfer of core assets to another company; (i) the transfer of core activities previously carried out by the parent company to subsidiaries, even if the Company retains full control of the activities; and (j) the approval of the directors' remuneration policy in the terms provided by the law. An activity or asset will be deemed to be core if the transaction volume exceeds 25% of the total assets recorded in the most recently approved company's balance sheet.

Also, the general shareholders' meetings shall vote separately on substantially independent matters. Even if included in the same item on the agenda, the following shall be voted separately: (i) the appointment, re-election, ratification or separation of directors; (ii) the advisory vote on the Annual report on directors' remuneration; and (iii) in resolutions to amend the bylaws, each substantially independent article or group of

articles.

Each Share entitles the holder to one vote and there is no limit as to the maximum number of voting rights that may be held by each shareholder or by companies of the same group. Shareholders with 10 or more shares, who are duly registered in the book entry records maintained by Iberclear, and its member entities, five days prior to the day on which a general shareholders' meeting is scheduled and in the manner provided in the notice for such meeting, are entitled to attend and vote at such meeting. The notice calling the general shareholders' meeting shall indicate the date on which the Company's Shares must be held by a shareholder in order for the latter to participate in a general shareholders' meeting and to vote in respect of his/her Shares.

Any Share may be voted by proxy. Proxies must be in writing or in electronic form acceptable under the Company's bylaws, and are valid for a single general shareholders' meeting. Proxies may be given to any person, whether or not a shareholder. Proxies must specifically refer to the general shareholders' meeting. A proxy may be revoked by giving notice to the Company prior to the meeting or by the shareholder attending the meeting in person.

Proxy holders will be required to disclose any conflict of interest prior to their appointment. In the event a conflict of interest arises after the proxy holder's appointment, such conflict of interest must be immediately disclosed to the relevant shareholder. In both cases, the proxy holder shall not exercise the shareholder's rights unless the latter has given specific voting instructions for each resolution in respect of which the proxy holder is to vote on behalf of the shareholder. A conflict of interest in this context may in particular arise where the proxy holder is: (i) the Company's controlling shareholder, or another entity controlled by such shareholder; (ii) a member of the Board of Directors, management or supervisory body of the Company, or of a controlling shareholder or another entity controlled by such shareholder; (iii) our employee or auditor, or employee or auditor of a controlling shareholder or another entity controlled by such shareholder; (iv) a natural person related to those mentioned in (i) to (iii) above.

A person acting as a proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented. Where a proxy holder holds proxies from several shareholders, he/she will be able to cast votes for a shareholder differently from votes cast for another shareholder.

Entities appearing as holders of Shares in the book entry records but acting on behalf of different persons shall always be entitled to exercise voting rights in a divergent manner in order to comply with conflicting voting instructions received from their clients. These entities may also delegate voting rights to each of the indirect holders or their nominees, without limits on the number of delegations.

Pursuant to the Company's general shareholders' meeting Regulations and the Spanish Companies Act, on the first call of an ordinary or extraordinary general shareholders' meeting, attendance in person or by proxy of shareholders representing at least 25.0% of the Company's voting capital will constitute a quorum. If the meeting is not quorate on the first call, the meeting can be reconvened in second call (provided the meeting notice included both first and second call), which according to the Spanish Companies Act requires no quorum. However, according to the Company's bylaws, general shareholders' meeting's resolutions to increase or decrease the Company's share capital or otherwise modify the Company's bylaws, issue bonds and securities whose competence is not legally attributed to any other corporate body of the Company, suppress or limit the preemptive subscription right over new Shares, transform, merge, spin off, globally assign the Company's assets and liabilities, transfer the Company's registered address abroad, requires attendance in person or by proxy of shareholders representing at least 50.0% of the Company's voting capital on first call, and attendance in person or by proxy of shareholders representing at least 25.0% of the Company's voting capital on second call. In the case of attendance in person or by proxy of shareholders representing more than 50.0% of the Company's voting capital, an absolute majority shall suffice to pass the aforementioned resolutions. On second call, and in the event that less than 50.0% of the Company's voting capital attends in person or by proxy, such resolutions may only be passed upon the vote of shareholders representing two thirds of the attending share capital. The interval between the first and the second call for a general shareholders' meeting must be at least 24 hours. Resolutions in all other cases require a simple majority of the votes corresponding to the capital stock present or represented at such meeting.

Under the Spanish Companies Act, shareholders who voluntarily aggregate their shares so that the share capital so aggregated is equal to or greater than the result of dividing the total share capital by the number of directors have the right, provided there are vacancies on the Board of Directors, to appoint a corresponding proportion of the members of the Board of Directors (disregarding fractions). Shareholders who exercise this right may not

vote on the appointment of other directors.

A resolution passed at a general shareholders' meeting is binding on all shareholders, although a resolution which is (i) contrary to law or the bylaws or the internal regulations of the Company, or (ii) prejudicial to the interest of the company and beneficial to one or more shareholders or third parties, may be contested. Damage to company's interest is also caused when the resolution, without causing damage to corporate assets, is imposed in an abusive manner by the majority. An agreement is understood to have been imposed in an abusive manner when, rather than responding reasonably to a corporate need, the majority adopts the resolution in their own interests and to the unjustifiable detriment of the other shareholders. In the case of listed companies, the required fraction of the Company's share capital needed to be able to contest is 1/1000. The right to contest would apply to those who were shareholders at the time when the resolution was taken (provided they hold at least 0.1% of the share capital), directors and interested third parties. In the event of resolutions contrary to public order, the right to contest would apply to any shareholders (even if they acquired such condition after the resolution was taken), and any director or third party.

In certain circumstances—such as change or significant amendment of the corporate purpose, transformation or transfer of registered address abroad—the Spanish Companies Act provides dissenting or absent shareholders (including non-voting shareholders) the right to withdraw from the Company. If this right were exercised, the Company would be obliged to purchase the relevant Shares at the average market price of the Shares in the last quarter in accordance with the procedures established under the Spanish Companies Act.

Pre-emptive rights and Increases of Share Capital

Pursuant to the Spanish Companies Act and the Company's bylaws, shareholders have preemptive rights to subscribe for any new Shares issued against monetary contributions and for any new bonds convertible into Shares. Such preemptive rights may be excluded when so required by the corporate interest under special circumstances by a resolution passed at a general shareholders' meeting or by the Board of Directors (when the company is listed and the general shareholders' meeting delegates to the Board of Directors the right to increase the capital stock or issue convertible bonds and exclude preemptive rights), in accordance with Articles 308, 417, 504, 505, 506 and 511 of the Spanish Companies Act. As of the date hereof, the Company has neither convertible nor exchangeable bonds outstanding and has not issued any warrants over the Company's Shares.

Also, holders of Shares have the right of free allotment recognized in the Spanish Companies Act in the event of capital increase against reserves.

Furthermore, the preemptive rights, in any event, will not be available in an increase in share capital against non-cash contribution, by means of capitalization of credit rights, or to honor the conversion into Shares of convertible bonds or in a merger in which Shares are issued as consideration. Preemptive rights are transferable, may be traded on the AQS and may be of value to existing shareholders because new Shares may be offered for subscription at prices lower than prevailing market prices.

As of the date of this Prospectus, there are no acquisition rights and or obligations over authorized but unissued capital or an undertaking to increase the capital and there are no members of the group, the share capital of which is under option or agreed conditionally or unconditionally to be put under option.

Shareholder Actions

Under the Spanish Companies Act, directors are liable to the company, shareholders and creditors for their acts or omissions that are illegal or violate the bylaws and for failure to carry out their legal duties with diligence.

Under Spanish law, shareholders must generally bring actions against the directors as well as any other actions against the Company or challenging corporate resolutions before the courts of the judicial district of the Company's registered address (currently Madrid, Spain).

Registration and Transfers

The Company's Shares are in registered book entry form and are indivisible. Joint holders of Shares must designate a single person to exercise their shareholders' rights, but they are jointly and severally (*solidariamente*) liable to the Company for all the obligations arising from their status as shareholders. Iberclear, which manages the Spanish clearance and settlement system of the Spanish Stock Exchanges, maintains the

central registry reflecting the number of Shares held by each of its member entities (*entidades participantes*). Each member entity, in turn, maintains a registry of the owners of such Shares.

The Company's Shares are freely transferable in accordance with the Spanish Companies Act, the LMV and any implementing regulation.

As a general rule, transfers of shares quoted on the Spanish Stock Exchanges must be made through or with the participation of a member of a Stock Exchange. Brokerage firms, or dealer firms, Spanish credit entities, investment services entities authorized in other EU member states and investment services entities authorized by their relevant authorities and in compliance with the Spanish regulations are eligible to be members of the Spanish Stock Exchanges. See "*Market Information.*" Transfer of shares quoted on the Spanish Stock Exchanges may be subject to certain fees and expenses.

Restrictions on Foreign Investment

Exchange controls and foreign investments were, with certain exceptions, completely liberalized by Royal Decree 664/1999, of April 23 (*Real Decreto 664/1999, de 23 de abril*), which was approved in conjunction with Law 18/1992, of July 1 (the "**Spanish Foreign Investment Law**"), bringing the existing legal framework on foreign investments in line with the provisions of the Treaty of the EU.

According to regulations adopted under the Spanish Foreign Investment Law, and subject to the restrictions described below, foreign investors may freely invest in shares of Spanish companies as well as transfer invested capital, capital gains and dividends out of Spain without limitation (subject to applicable taxes and exchange controls). Foreign investors who are not resident in a tax haven are only required to file a notification with the Spanish Registry of Foreign Investments maintained by the General Bureau of Commerce and Investments (*Dirección General de Comercio e Inversiones*) within the Ministry of Economy and Competitiveness (*Ministerio de Economía y Competitividad*) following an investment or divestiture, if any, solely for statistical, economic and administrative purposes. Where the investment or divestiture is made in shares of Spanish companies listed on any of the Spanish Stock Exchanges, the duty to provide notice of a foreign investment or divestiture lies with the relevant entity with whom the shares (in book entry form) have been deposited or which has acted as an intermediary in connection with the investment or divestiture.

If the foreign investor is a resident of a tax haven, as defined under Spanish law (Royal Decree 1080/1991, of July 5), notice must be provided to the Registry of Foreign Investments prior to making the investment, as well as after consummating the transaction. However, prior notification is not necessary in the following cases:

- investments in listed securities, whether or not trading on an official secondary market;
- investments in participations in investment funds registered with the CNMV; and
- foreign shareholdings that do not exceed 50.0% of the capital of the Spanish company in which the investment is made.

Additional regulations to those described above apply to investments in some specific industries, including air transportation, mining, manufacturing and sales of weapons and explosives for civil use and national defense, radio, television, telecommunications and gambling. These restrictions do not apply to investments made by EU residents, other than investments by EU residents in activities relating to the Spanish defense sector or the manufacturing and sale of weapons and explosives for non-military use.

The Spanish Council of Ministers (*Consejo de Ministros*), acting on the recommendation of the Ministry of Economy and Competitiveness, may suspend the aforementioned provisions relating to foreign investments for reasons of public policy, health or safety, either generally or in respect of investments in specified industries, in which case any proposed foreign investments falling within the scope of such a suspension would be subject to prior authorization from the Spanish government, acting on the recommendation of the Ministry of Economy and Competitiveness.

Law 19/2003, of July 4, on the establishment of a regulatory regime relating to capital flows to and from legal or natural persons abroad and the prevention of money laundering ("**Law 19/2003**"), generally provides for the liberalization of the regulatory environment with respect to acts, businesses, transactions and other operations between Spanish residents and non-residents in respect of which charges or payments abroad will occur, as well

as money transfers, variations in accounts or financial debit or credits abroad. These operations must be reported to the Ministry of the Economy and Competitiveness and the Bank of Spain only for informational and statistical purposes. The most important developments resulting from Law 19/2003 are the obligations on financial intermediaries to provide to the Spanish Ministry of Economy and Competitiveness and the Bank of Spain information corresponding to client transactions.

Exchange Control Regulations

Pursuant to Royal Decree 1816/1991 of 20 December, relating to economic transactions with non-residents, as amended by Royal Decree 1360/2011 of October 7, and EC Directive 88/361/EEC, charges, payments or transfers between non-residents and residents of Spain must be made through a registered entity, such as a bank or another financial institution registered with the Bank of Spain and/or the CNMV (*entidades registradas*), through bank accounts opened abroad with a foreign bank or a foreign branch of a registered entity, in cash or by check payable to bearer. All charges, payments or transfers that exceed €6,010 (or its equivalent in another currency), if made in cash or by check payable to bearer, must be notified to the Spanish exchange control authorities.

Reporting Requirements

Pursuant to Royal Decree 1362/2007, of October 19, any individual or legal entity which, by whatever means, purchases or transfers Shares which grant voting rights in the Company, must notify the Company and the CNMV, if, as a result of such transaction, the proportion of voting rights held by that individual or legal entity reaches, exceeds or falls below a threshold of 3.0%, 5.0%, 10.0%, 15.0%, 20.0%, 25.0%, 30.0%, 35.0%, 40.0%, 45.0%, 50.0%, 60.0%, 70.0%, 75.0%, 80.0% and 90.0% of the Company's total voting rights.

The individual or legal entity obliged to carry out the notification must serve the notification by means of the form approved by the CNMV from time to time for such purpose, within four trading days from the date on which the individual or legal entity acknowledged or should have acknowledged the circumstances that generate the obligation to notify (Royal Decree 1362/2007 deems that the obliged individual or legal entity should have acknowledge the aforementioned circumstance within two trading days from the date on which the transaction was entered into, regardless of the date on which the transaction takes effect).

The reporting requirements apply not only to the purchase or transfer of shares, but also to those transactions in which, without a purchase or transfer, the proportion of voting rights of an individual or legal entity reaches, exceeds or falls below the threshold that triggers the obligation to report as a consequence of a change in the total number of voting rights of a company on the basis of the information reported to the CNMV and disclosed by it. In such a case, the transaction is deemed to be acknowledged within two trading days from the date of publication of the relevant fact disclosure (*hecho relevante*) regarding such transaction.

Regardless of the actual ownership of the shares, any individual or legal entity with a right to acquire, transfer or exercise voting rights granted by the shares, and any individual or legal entity which acquires, transfers or holds, whether directly or indirectly, other securities or financial instruments which grant a right to acquire shares with voting rights, will also have an obligation to notify the Company and the CNMV of the holding of a significant stake in accordance with applicable regulations.

Should the person or group effecting the transaction be resident in a tax haven (as defined in Royal Decree 1080/1991, of July 5), the threshold that triggers the obligation to disclose the acquisition or transfer of the Company's Shares is reduced to 1.0% (and successive multiples thereof).

All members of the Board of Directors must report to both the Company and the CNMV any percentage or number of voting rights in the Company held by them at the time of becoming or ceasing to be a member of the Board of Directors within five trading days. Furthermore, all members of the Board of Directors must report any change in the percentage of voting rights they hold, regardless of the amount, as a result of any acquisition or disposition of the Company's Shares or voting rights, or financial instruments which carry a right to acquire or dispose of shares which have voting rights attached, including any stock based compensation that they may receive pursuant to any of our compensation plans. Members of our senior management must also report any stock based compensation that they may receive pursuant to any of our compensation plans or any subsequent amendment to such plans.

In addition, pursuant to Article 19 of Regulation 596/2014, of April 16, persons discharging managerial

responsibilities and any persons having a close link (*vínculo estrecho*) with any of them must similarly report to the Company and the CNMV any acquisition or disposal of the Company's shares, derivative or financial instruments linked to the Company's Shares regardless of the size, within three business days after the date of the transaction is made. The notification of the transaction must include particulars of, among others, the type of transaction, the date of the transaction and the market in which the transactions were carried out, the number of shares traded and the price paid.

Royal Decree 1362/2007 refers to the definition given by Royal Decree 1333/2005, developing the LMV, regarding market abuse, which defines senior management (*directivos*) as those "high level employees in positions of responsibility with regular access to insider information (*información privilegiada*) related, directly or indirectly, to the issuer and that, furthermore, are empowered to adopt management decisions affecting the future development and business perspectives of the issuer."

In certain circumstances established by Royal Decree 1362/2007, the notification requirements on the acquisition or transfer of shares also apply to any person or legal entity that, directly or indirectly, and independently of the ownership of the shares or financial instruments, may acquire, transmit or exercise the voting rights granted by those shares or financial instruments, provided that the aggregated proportion of voting rights reaches, increases above or decreases below, the percentages set forth by Spanish law.

Moreover, pursuant to Article 30.6 of Royal Decree 1362/2007, in the context of a takeover bid, the following transactions should be notified to the CNMV: (i) any acquisition reaching or exceeding 1.0% of the voting rights of the Company, and (ii) any increase or decrease in the percentage of voting rights held by holders of 3.0% or more of the voting rights in the Company. The CNMV will immediately make public this information.

Shareholders' Agreements

The LMV and Articles 531, 533 and 535 of the Spanish Companies Act require parties to disclose certain types of shareholders' agreements that affect the exercise of voting rights at a general shareholders' meeting or contain restrictions or conditions on the transferability of shares or bonds that are convertible or exchangeable into shares of listed companies.

If the Company's shareholders enter into such agreements with respect to the Company's Shares, they must disclose the execution, amendment or extension of such agreements to the Company and to the CNMV, file such agreements with the appropriate commercial registry and publish them through a relevant fact disclosure (*hecho relevante*). Failure to comply with these disclosure obligations renders any such shareholders' agreement unenforceable and constitutes a violation of the LMV.

Such shareholders' agreement will have no effect with respect to the regulation of the right to vote in general shareholders' meetings and restrictions or conditions on the free transferability of shares and bonds convertible into shares until such time as the aforementioned notifications, deposits and publications are made.

Upon request by the interested parties, the CNMV may waive the requirement to report, deposit and publish the agreement when publishing the shareholders' agreement could cause harm to the affected company.

There are no shareholders' agreements in force in relation to the Company or its subsidiaries.

Net Short Positions

In accordance with Regulation (EU) No 236/2012 of the European Parliament and of the Council of March 14, 2012 on short selling and certain aspects of credit default swaps (as further supplemented by several delegated regulations regulating technical aspects necessary for its effective enforceability and to ensure compliance with its provisions), net short positions on shares listed on the Spanish Stock Exchanges equal to, or in excess of, 0.2% of the relevant issuer's share capital and any increases or reductions thereof by 0.1% are required to be disclosed to the CNMV. If the net short position reaches 0.5%—and also at each 0.1% above that—the CNMV will disclose the net short position to the public.

The notification or disclosure mentioned above shall be made not later than at 15.30 (CET) on the following trading day.

Notification is mandatory even if the same position has been already notified to the CNMV in compliance with

transparency obligations previously in force in that jurisdiction.

The information to be disclosed is set out in Table 1 of Annex I of Delegated Regulation 826/2012, according to the format approved as Annex II of this Regulation. The information will be published, where appropriate, on a web page operated or supervised by the CNMV.

Moreover, pursuant to Regulation 236/2012, where the CNMV considers that (i) there are adverse events or developments that constitute a serious threat to financial stability or to market confidence (serious financial, monetary or budgetary problems, which may lead to financial instability, unusual volatility causing significant downward spirals in any financial instrument, etc.); and (ii) the measure is necessary and will not be disproportionately detrimental to the efficiency of financial markets in view of the advantages sought, it may, following consultation with the ESMA, take any one or more of the following measures:

- impose additional notification obligations by either (a) reducing the thresholds for the notification of net short positions in relation to one or several specific financial instruments; and/or (b) requesting the parties involved in the lending of a specific financial instrument to notify any change in the fees requested for such lending; and
- restrict short selling activity by either prohibiting or imposing conditions on short selling.

In addition, according to Regulation 236/2012, where the price of a financial instrument has fallen significantly during a single day in relation to the closing price on the previous trading day (10.0% or more in the case of a liquid share), the CNMV may prohibit or restrict short selling of financial instruments for a period not exceeding the end of the trading day following the trading day on which the fall in price occurs.

Finally, Regulation 236/2012 also vests powers to ESMA in order to take measures similar to the ones described above in exceptional circumstances, when the purpose of these measures is to deal with a threat affecting several EU member states and the competent authorities of these member states have not taken adequate measures to address it.

Share Repurchases

Pursuant to the Spanish Companies Act, the Company may only repurchase Shares within certain limits and in compliance with the following requirements:

- the repurchase must be authorized by the general shareholders' meeting in a resolution establishing the maximum number of shares to be acquired, the titles for the acquisition, the minimum and maximum acquisition price and the duration of the authorization, which may not exceed five years from the date of the resolution;
- the repurchase, including the shares already acquired and currently held by the Company, or any person or company acting in its own name but on our behalf, must not bring the Company's net worth below the aggregate amount of the Company's share capital and legal or non-distributable bylaws' reserves. For these purposes, net worth means the amount resulting from the application of the criteria used to draw up the financial statements, subtracting the amount of profits directly allocated to such net worth, and adding the amount of share capital subscribed but not called and the share capital nominal value and issue premium recorded in the Company's accounts as liabilities;
- the aggregate value of the ordinary shares directly or indirectly repurchased, together with the aggregate nominal value of the ordinary shares already held by the Company, must not exceed 10.0% of the Company's share capital; and
- ordinary shares repurchased for valuable consideration must be fully paid up. A repurchase shall be considered null and void if (i) the shares are partially paid up, except in the case of free repurchase, or (ii) the shares entail ancillary obligations.

Treasury shares do not have voting rights or economic rights (for example, the right to receive dividends and other distributions and liquidation rights). Such economic rights, except the right to receive bonus shares, will accrue proportionately to all of the Company's shareholders. Treasury shares are counted for purposes of

establishing the quorum for general shareholders' meetings as well as majority voting requirements to pass resolutions at general shareholders' meetings.

Regulation 596/2014, of April 16, repealing, among others, Directive 2003/6/EC of the European Parliament and the European Council, of January 28, on insider dealing and market manipulation, establishes rules in order to ensure the integrity of European Community financial markets and to enhance investor confidence in those markets. This regulation maintains an exemption from the market manipulation rules regarding share buy-back programs by companies listed on a stock exchange in an EU Member State. Commission's Delegated Regulation (EU) 2016/1052, of March 8, 2016, implements Regulation 596/2014 with regard to the regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures. According to the provisions included in the referred Delegated Regulation, in order to benefit from the exemption, an issuer implementing a buy-back program must comply with the following requirements:

- (a) Prior to the start of trading in a buy-back program, the issuer must ensure the adequate disclosure of the following information:
 - The purpose of the program. According to Article 5.2 of Regulation 596/2014, the buy-back program must have as its sole purpose (i) to reduce the capital of the issuer; (ii) to meet obligations arising from debt financial instruments convertible into equity instruments; or (iii) to meet obligations arising from share option programs, or other allocations of shares, to employees or to members of the administrative, management or supervisory bodies of the issuer or of an associate company;
 - The maximum pecuniary amount allocated to the program;
 - The maximum number of shares to be acquired; and
 - The period for which authorization for the program has been granted.
- (b) The issuer must ensure that the transactions relating to the buy-back program meet the conditions included on Article 3 of the Delegated Regulation. Specifically, that the purchase price is not higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out. Furthermore, issuers must not purchase on any trading day more than 25% of the average daily volume of shares on the corresponding trading venue.
- (c) Issuers shall not, for the duration of the buy-back program, engage in (i) selling of own shares; (ii) trading during the closed periods referred to in Article 19. 11 of Regulation 596/2014; and (iii) trading where the issuer has decided to delay the public disclosure of inside information.

On April 26, 2017, the CNMV approved Circular 1/2017 on liquidity contracts entered into by issuers with financial institutions for the management of its treasury shares. This regulation entered into force on July 10, 2017. It repealed and replaced the CNMV's Circular 3/2007 and introduced new specific rules, limits and mechanisms for liquidity agreements to constitute an accepted market practice and, therefore, be able to rely on a safe harbor for the purposes of market abuse regulations.

If an acquisition or series of acquisitions of the Company's Shares reaches or exceeds or causes the Company's and its affiliates' holdings to reach or exceed 1.0% of the voting shares, the Company must notify its final holding of treasury shares to the CNMV. If such threshold is reached as a result of a series of acquisitions, such reporting obligation will only arise after the closing of the acquisition which, taken together with all acquisitions made since the last of any such notifications, causes the Company's and its affiliates' holdings to exceed 1.0% of the voting shares. Sales and other transfers of the Company's treasury shares will not be deducted in the calculation of such threshold. This requirement would also apply if the shares were acquired by one of the Company's majority owned subsidiaries.

Moreover, pursuant to the Spanish Companies Act, the audited financial statements of a company must include a reference to any treasury shares.

In addition, on July 18, 2013, the CNMV published certain guidelines for securities issuers and financial intermediaries acting on their behalf regarding the "discretionary transactions with treasury shares" (outside of

the buy-back program regulation). These guidelines are in line with the buy-back program regulation in respect of price, limits and volumes and include certain restricted periods and a rule of separated management of the trading activity.

As of the date of this Prospectus, the Company and the Company's subsidiaries hold no shares of the Company. The Board of Directors has been authorized by the Company's general shareholders' meeting for the derivative acquisition of treasury shares according to and within the restrictions and requirements established in the Spanish Companies Act.

TAXATION

Spanish Tax Considerations

The following section is a general description of certain Spanish tax implications of the acquisition, ownership and disposition of the Shares by Spanish and non-Spanish tax resident shareholders. The information provided below does not purport to be a complete summary of tax law and practice currently applicable in the Kingdom of Spain and is subject to any changes in law and its interpretation and application. This summary does not address all tax considerations that may be relevant to all categories of potential purchasers, some of whom may be subject to special rules. In particular, this tax section does not address the Spanish tax consequences applicable to “look-through” entities (such as estates) that may be subject to a specific tax regime applicable under the consolidated text of the Spanish Non-Resident Income Tax Law, approved by Royal Legislative Decree 5/2004, of March 5 (*texto refundido de la Ley del Impuesto sobre la Renta de no Residentes, aprobado por Real Decreto Legislativo 5/2004, de 5 de marzo*) (“**NRIT Law**”) or under the Spanish Personal Income Tax Law 35/2006, of November 28 (*Ley 35/2006, de 28 de noviembre, del Impuesto sobre la Renta de las Personas Físicas y de modificación parcial de las leyes de los Impuestos sobre Sociedades, sobre la Renta de no Residentes y sobre el Patrimonio*) (“**PIT Law**”) or similar legislation applicable, as the case may be. This analysis does not cover all possible tax consequences of the transactions applicable to all categories of shareholders, some of which (*e.g.*, financial institutions, collective investment schemes, cooperatives, etc.) may be subject to special rules. Furthermore, this summary does not take into account the regional tax regimes in force applicable in the Historical Territories of the Basque Country and the Historical Autonomous Region of Navarre, or the regulations adopted by the Spanish autonomous regions.

The description of Spanish tax laws set forth below is based on law currently in effect in Spain as of the date of this Prospectus, and on the administrative interpretations thereof made public to date. As a result, this description is subject to any changes in such laws or interpretations occurring after the date hereof, including changes having retroactive effect.

Potential shareholders should consult their own tax advisors concerning the specific Spanish, state, regional and local tax consequences of the acquisition, ownership and disposition of the Shares in light of their particular circumstances as well as any consequences arising under the laws of any other taxing jurisdiction.

Spanish Resident Individuals

Taxation of dividends

In accordance with the PIT Law, income received by a Spanish shareholder in the form of dividends, shares in profits, consideration paid for attendance at shareholders’ meetings, income from the creation or assignment of rights of use or enjoyment of the Shares and any other income received in his or her capacity as shareholder is subject to tax as capital income.

Gross capital income shall be reduced by any administration and custody expenses (but not by those incurred in individualized portfolio management); the net amount shall be included in the relevant Spanish shareholder’s savings taxable base. The savings taxable base rates for the tax year 2017 are 19% for taxable income up to €6,000, 21% for taxable income between €6,001 and €50,000, and 23% for taxable income exceeding €50,000.

Spanish shareholders shall be liable for a PIT withholding on capital income at the then-applicable tax rate (currently 19%) on the gross income obtained. Such withholding tax is creditable from the PIT payable; if the amount of tax withheld is greater than the amount of the net PIT payable, the taxpayer is entitled to a refund of the excess withheld in accordance with the PIT Law.

Taxation of capital gains

Gains or losses generated by a Spanish individual as a result of the transfer of the Shares qualify for the purposes of the PIT Law as capital gains or losses and are subject to taxation according to the general rules applicable to capital gains. The amount of capital gains or losses shall be the difference between the Shares’ acquisition value (plus any fees or taxes incurred) and the transfer value, which is the listed value of the Shares as of the transfer date or, if higher, the agreed transfer price, less any fees or taxes incurred.

Where the taxpayer owns other securities of the same kind, the acquisition price of the transferred shares is based on the principle that those acquired first are sold first (FIFO).

Capital gains or losses arising from the transfer of the Shares by a Spanish individual are included in such Spanish holder's capital income corresponding to the period when the transfer takes place; any gain resulting from the compensation between such gains and losses is taxed at a flat rate of 19% for the first €6,000, 21% between €6,001 and €50,000 and 23% for any amount in excess of €50,000.

Capital gains arising from the transfer of the Shares are not subject to withholding tax on account of PIT. Losses arising from the transfer of shares admitted to trading on certain official stock exchanges (including the Spanish Stock Exchanges) will not generally be treated as capital losses if securities of the same kind have been acquired during the period between two months before and two months after the date of the transfer which originated the loss. In these cases, the capital losses are included in the taxable base upon the transfer of the remaining shares of the taxpayer.

Taxation of pre-emptive rights

Distributions to Spanish shareholders of pre-emptive rights to subscribe for new shares are not treated as income under Spanish law. The exercise of such pre-emptive rights is not considered a taxable event under Spanish law.

The proceeds obtained by a PIT taxpayer from a transfer of pre-emptive rights derived from shares admitted to trading on specific official stock exchanges (including the Spanish Stock Exchanges), such as the Shares, will be regarded as a capital gain and subject to the PIT corresponding to the period when the transfer takes place (in the manner described under "*Taxation of capital gains*" above). The amount received in the transfer of pre-emptive rights will be subject to Spanish withholding tax on account of PIT at the then-applicable tax rate (currently 19%), to be levied by the depositary entity (or, in its absence, by the corresponding financial intermediary or notary public that intervenes in the transfer).

Taxation of share premium distributions

A distribution of share premium will not in itself constitute taxable income but will instead reduce the acquisition value of the Shares to the extent that they are admitted to trading on certain official stock exchanges (including the Spanish Stock Exchanges). If the amount of the share premium received exceeds the acquisition value of the shares held by a Spanish shareholder, such excess would constitute capital financial taxable income subject to a flat rate of 19% for the first €6,000, 21% between €6,001 and €50,000 and 23% for any amount in excess of €50,000.

Spanish Wealth Tax

Individual Spanish shareholders are subject to Spanish Wealth Tax on all their assets (such as the Shares).

Spanish Wealth Tax Law 19/1991, of June 6 (*Ley 19/1991, de 6 de junio, del Impuesto sobre el Patrimonio*) provides that the first €700,000 of net wealth owned by an individual Spanish shareholder will be exempt from taxation, while the rest of the net wealth will be taxed at a rate ranging between 0.2% and 2.5%. However, this rate may vary depending on the autonomous region of residency of the taxpayer. As such, prospective shareholders should consult their own tax advisors.

A shareholder who is required to file a Spanish Wealth Tax return should value the Shares at their average trading price in the last quarter of the year. Such average trading price is published on an annual basis by the Spanish Ministry of Finance and Public Administration.

In accordance with Article 4 of the Royal Decree-Law 3/2016, of 2 December, adopting tax measures aimed at the consolidation of public finances and other urgent social security measures (*Real Decreto-ley 3/2016, de 2 de diciembre, por el que se adoptan medidas en el ámbito tributario dirigidas a la consolidación de las finanzas públicas y otras medidas urgentes en materia social*) ("**RDL 3/2016**"), as from year 2018, a full exemption on Spanish Wealth Tax would apply (*bonificación del 100%*), and therefore from year 2018 and onwards, individuals resident in Spain will be released from formal and filing obligations in relation to this Spanish Wealth Tax, unless the application of this full exemption is postponed.

Spanish Inheritance and Gift Tax

Individuals resident in Spain for tax purposes who acquire the Shares by inheritance or gift will be subject to the Spanish Inheritance and Gift Tax (“**IGT**”) in accordance with the IGT Law 29/1987, of 18 December (*Ley 29/1987, de 18 de diciembre, del Impuesto sobre Sucesiones y Donaciones*) (“**IGT Law**”), without prejudice to the specific legislation applicable in each autonomous region. The applicable tax rates as of the date of this Prospectus range between 7.65% and 34%. However, after applying certain relevant factors (such as the specific regulations imposed by each Spanish autonomous region, the amount of the pre-existing assets of the taxpayer and the degree of kinship with the deceased or donor), the final effective tax rate may range from 0% to 81.6%. Some tax benefits could reduce the effective tax rate.

Spanish Transfer Tax

The acquisition and transfers of the Shares will be exempt from Transfer Tax (*Impuesto sobre Transmisiones Patrimoniales*) and Value Added Tax. Additionally, no Stamp Duty is levied on such acquisition and transfers.

Spanish Corporate Resident Shareholders

Taxation of dividends

Dividends from a share of the Company’s profits received by corporate Spanish shareholders, as a consequence of the ownership of the Shares, less any expenses inherent to holding the Shares, are included in the Corporate Income Tax (“**CIT**”) base according to the Spanish Corporate Income Tax Law 27/2014, of November 27 (*Ley 27/2014, de 27 de noviembre, del Impuesto sobre Sociedades*) (“**CIT Law**”). The general CIT rate is currently 25%.

However, CIT taxpayers will be entitled to apply a participation exemption regime for dividends received from Spanish companies if certain requirements are met: (i) participation, directly or indirectly, of at least 5% in the Company’s share capital (or acquisition cost exceeding €20 million) and (ii) provided such participation is held for at least one year prior to the relevant distribution date or it commits to hold the participation for the time needed to complete such one-year holding period (and provided that other requirements that need to be analyzed on a case-by-case basis are fulfilled).

In case that more than 70% of the Company’s revenue derives from dividends and capital gains arising from transfers of the Shares, the application of the participation exemption is subject to particularly complex restrictions, substantially requiring that the shareholder holds an indirect participation of at least 5% in the share capital of the Company’s subsidiaries. Shareholders are urged to consult their tax advisors regarding compliance with the requirements for application of the aforesaid participation exemption.

As a general rule, dividends will be subject to withholding tax on account of the shareholder’s final CIT at a current rate of 19%. However, no withholding tax will apply on dividends payable to a shareholder who is entitled to apply the participation exemption regime mentioned above. If the amount of tax withheld is greater than the amount of the net CIT payable, the taxpayer will be entitled to a refund of the excess withheld in accordance with the CIT Law and regulations.

Taxation of capital gains

The gain arising on transfer of the Shares or from any other change in net worth relating to such Shares are included in the tax base of CIT taxpayers; such gain is taxed generally at a current rate of 25%. As to losses resulting from the transfer of the Shares, the CIT deductibility of the losses may be subject to temporary or permanent restrictions (for instance, if the capital gains obtained on such transfer are entitled to benefit from the Spanish participation exemption regime, indicated below), pursuant to Royal Decree-Law 3/2016, of 2 December. Shareholders who are CIT tax-payers must consult their tax advisors regarding the CIT impact for them of these rules.

However, CIT taxpayers will be entitled to apply a participation exemption regime for capital gains arising on the transfer of Spanish companies shares if (i) the shareholding, directly or indirectly, amounts of at least 5% of the company (or acquisition cost exceeding €20 million) provided (ii) such participation is held for at least one year prior to the transfer (and provided that other requirements that need to be analyzed on a case-by-case basis are fulfilled).

In case that more than 70% of the Company's revenue comes from dividends and capital gains deriving from the transfer of shares, the application of the participation exemption is subject to particularly complex restrictions, substantially requiring that the shareholder holds an indirect participation of at least 5% in the share capital of the Company's subsidiaries. Shareholders are urged to consult their tax advisors regarding compliance of the requirements for application of the aforesaid participation exemption.

Capital gains deriving from the disposal of the Shares will not be subject to withholding tax on account of CIT.

Taxation of pre-emptive rights

Distributions to CIT taxpayers of pre-emptive rights to subscribe for new shares are not treated as income under Spanish law. The exercise of such pre-emptive rights is not considered a taxable event under Spanish law. However, if these pre-emptive rights are transferred by a CIT taxpayer, the accounting income that may arise from the transfer will be subject to the general CIT tax rate, currently of 25%. Shareholders who are CIT taxpayers must consult their tax advisors regarding the possibility to apply the Spanish participation exemption on this income.

Taxation of share premium distributions

A distribution of share premium will not in itself constitute taxable income but will instead reduce the acquisition value of the Shares. If the amount of the share premium received exceeds the acquisition value of the Shares held by a CIT taxpayer, such excess would constitute taxable income, generally subject to the general CIT tax rate of 25%. Shareholders who are CIT taxpayers must consult their tax advisors regarding the possibility to apply the Spanish participation exemption on this income.

Spanish Wealth Tax

Not applicable.

Spanish Inheritance and Gift Tax

In the event of acquisition of the Shares free of charge by a CIT taxpayer, the income generated by the latter will be taxed according to the CIT rules, the IGT not being applicable.

Spanish Transfer Tax

The acquisitions and transfers of the Shares will be exempt from Transfer Tax (*Impuesto sobre Transmisiones Patrimoniales*) and Value Added Tax. Additionally, no Stamp Duty is levied on such acquisitions and transfers.

Shareholders who are not Resident for Tax Purposes in Spain

Non-Spanish tax resident shareholders acting through a permanent establishment in Spain

Taxation of dividends

Ownership of the Shares by shareholders who are not resident for tax purposes in Spain will not in itself create the existence of a permanent establishment in Spain.

If the Shares form part of the assets of a permanent establishment in Spain of a person or legal entity who is not resident in Spain for tax purposes, the tax rules applicable to income deriving from such Shares are the same as those set out for legal entities with tax residence in Spain described in the preceding section.

Taxation of capital gains

If the Shares form part of the assets of a permanent establishment in Spain of a person or legal entity who is not resident in Spain for tax purposes, the tax rules applicable to capital gains deriving from such Shares are the same as those set out for legal entities with tax residence in Spain described in the preceding section.

Non-Spanish tax resident shareholders not acting through a permanent establishment in Spain

Taxation of dividends

Dividends paid to non-Spanish tax resident shareholders not acting through a permanent establishment in Spain are subject to Spanish NRIT, at the general withholding tax rate of 19%. This tax rate can be eliminated or reduced as per the application of (i) the NRIT exemption implementing the EU Parent-Subsidiary Directive or (ii) the benefits of a convention for the avoidance of double taxation (“DTC”).

Under the EU Parent-Subsidiary Directive exemption, no Spanish withholding taxes should be levied on the dividends distributed by a Spanish subsidiary to its EU parent company or to an EU permanent establishment of its EU parent company, to the extent that the following requirements are met:

- (i) the EU parent company maintains a direct or indirect holding in the capital of the Spanish subsidiary of at least 5% or its acquisition cost exceeding €20 million. The holding must have been maintained uninterrupted during the year prior to the date on which the distributed profit is due or, failing that, be maintained for the time required to complete such period (in the latter case, the withholding tax must be levied, although it would be refundable once the year has been completed);
- (ii) the EU parent company is incorporated under the laws of a EU member state, under one of the corporate forms listed in Annex I, Part A, of the EU Parent-Subsidiary Directive, and is subject to a Member State Corporate Income Tax (as listed in Annex I, Part B, of the EU Parent-Subsidiary Directive), without the possibility of being exempt; and
- (iii) the dividends distributed do not derive from the subsidiary’s liquidation.

The aforesaid exemption will not be applicable if the dividend is obtained through a territory that is defined as a tax haven by Spanish regulations.

The aforesaid exemption will be applicable, subject to the compliance of such requirements, to dividends distributed by a Spanish subsidiary to its EEA parent company provided that there is an effective exchange of tax information with such EEA parent company’s country.

However, the exemption includes an anti-abuse provision by virtue of which the withholding tax exemption will not be applicable where the majority of the voting rights of the parent company are held directly or indirectly by individuals or entities not resident in a Member State of the EU or the EEA with which there is an effective exchange of tax information in the terms set forth in Law 36/2006, of November 29 (*Ley 36/2006, de 29 de noviembre, de medidas para la prevención del fraude fiscal*), or the equivalent regional legislation applicable, except where the EU or EEA parent company proves that its incorporation and its operative responds to valid economic reasons and to substantive economic activities.

Shareholders resident in certain countries may be entitled to the benefits of a DTC in effect between Spain and their country of tax residence. Such shareholders may benefit from a reduced tax rate under an applicable DTC with Spain, subject to the satisfaction of any conditions specified in the relevant DTC, including providing evidence of the tax residence of the shareholder by means of a certificate of tax residence duly issued by the tax authorities of the country of tax residence of the shareholder making express reference to the shareholders’ entitlement to the benefits of such DTC or, as the case may be, the equivalent document specified in the Spanish Order which further supplements the applicable DTC. Tax residence certificates issued by a foreign tax authority (or equivalent documents) are generally valid for Spanish tax purposes for one year as from their date of issuance.

According to the Order of the Ministry of Economy and Competitiveness of April 13, 2000, upon distribution of a dividend, the Company or its paying agent will withhold an amount equal to the tax amount required to be withheld according to the general rules set forth above, transferring the resulting net amount to the depository. For this purpose, the depository is the financial institution with which the non-Spanish tax resident shareholder has entered into a contract of deposit or management with respect to the Shares held by such shareholders. If the corresponding depository in Spain provides timely evidence of the non-Spanish tax resident shareholder’s right to obtain the DTC-reduced rate or the exemption in the manner set out in the Order of the Ministry of Economy and Competitiveness of April 13, 2000, it will immediately receive the surplus amount withheld, which will be credited to the non-Spanish tax resident shareholder (the “**Quick Refund Procedure**”). For these purposes, the non-Spanish tax resident shareholder shall provide the applicable depository with the relevant certificate of residence (or equivalent DTC form) stating that the non-Spanish tax resident shareholder is a resident of such

country within the meaning of the DTC before the tenth day following the end of the month in which the dividends were paid. The tax certificate is generally valid only for a period of one year from the date of issuance. The Quick Refund Procedure will only be applicable to the extent that the depository of the Shares held by the non-Spanish tax resident shareholder is resident, domiciled or represented in Spain.

If this certificate of tax residence, or as the case may be, the equivalent document referred to above, is not provided to the relevant Spanish depository within this time period, the non-Spanish tax resident shareholder may subsequently obtain a refund of the amount withheld in excess from the Spanish tax authorities, following the standard refund procedure established by the NRIT Regulation, approved by Royal Decree 1776/2004 of July 30, 2004 (*Reglamento del Impuesto sobre la Renta de no Residentes, aprobado por Real Decreto 1776/2004, de 30 de julio*), and the Order of the Ministry of Finance and Taxation EHA/3316/2010, of 17 December, that approves forms 210, 211 and 213 or the equivalent regional provisions applicable. To pursue the refund claim, the non-Spanish shareholder is required to file:

- (i) the corresponding Spanish Tax Form (currently, Form 210);
- (ii) the certificate of tax residence or equivalent document referred to above;
- (iii) a certificate issued by the withholding agent stating that Spanish NRIT was withheld with respect to such non-Spanish tax resident shareholder; and
- (iv) documentary evidence of the bank account in which the excess amount withheld should be paid.

For further details, prospective investors should consult their own tax advisors.

Taxation of capital gains

Capital gains obtained by a non-Spanish tax resident shareholder as a consequence of transferring the Shares will be subject to Spanish NRIT at the tax rate of 19% although no withholding taxes will be imposed on the capital gain. Capital gains and losses will be calculated separately for each transaction. It is not possible to offset losses against capital gains.

However, capital gains derived from the Shares will be exempt from taxation in Spain in either of the following cases:

- (i) Capital gains derived from the transfer of the Shares carried out on an official Spanish secondary stock market (such as the Spanish Stock Exchanges) by any non-Spanish tax resident shareholder who is tax resident of a country that has entered into a DTC with Spain containing an “exchange of information” clause. This exemption is not applicable to capital gains obtained by a non-Spanish tax resident shareholder through a country or territory that is defined as a tax haven by Spanish regulations.
- (ii) Capital gains obtained directly by any non-Spanish tax resident shareholder which is resident of another EU member state or indirectly through a permanent establishment of such non-Spanish tax resident shareholder in a EU member state other than Spain. This exemption is not applicable to capital gains obtained through a country or territory that is defined as a tax haven by Spanish regulations. Additionally, this exemption will not apply:
 - (a) if the Company’s assets mainly consist of, directly or indirectly, real estate property located in Spain (which will typically be the case in the Company);
 - (b) if the non-resident transferor is an individual that during the preceding twelve months has held a direct or indirect interest of at least 25% in the Company’s capital or net equity; and
 - (c) if the non-resident transferor is an entity and the transfer of the Shares does not comply with the requirements to apply CIT participation exemption regime (see “*Taxation of capital gains-Spanish Corporate Resident Shareholders*”).
- (iii) Capital gains realized by non-Spanish tax resident shareholders who benefit from a DTC entered into between their country of tax residence and Spain that provides for taxation of capital gains only in such non-Spanish tax resident shareholder’s country of residence.

The non-Spanish tax resident shareholders must submit a Spanish Tax Form (currently, Form 210) within the time periods set out in the applicable Spanish regulations to pay the corresponding tax or qualify for an exemption. In order for the exemptions mentioned above to apply, a non-Spanish tax resident shareholder must provide a certificate of tax residence issued by the tax authority of its country of residence (which, if applicable, must state that, to the best knowledge of such authority, the non-Spanish tax resident shareholder is resident of such country within the meaning of the relevant DTC) or equivalent document meeting the requirements of the Order which further develops the applicable DTC, together with the Spanish Tax Form. The non-Spanish tax resident shareholder's tax representative in Spain and the depository of the Shares are also entitled to carry out such filing.

The certificate of tax residence mentioned above will be generally valid for a period of one year after its date of issuance.

Shareholders should consult their own tax advisors to obtain detailed information regarding NRIT filings they may be required to make before the Spanish Tax Authorities.

Taxation of pre-emptive rights

Distributions to non-Spanish tax resident shareholders of pre-emptive rights to subscribe for new shares are not treated as income under Spanish NRIT Law. The exercise of such pre-emptive rights is not considered a taxable event under Spanish NRIT Law.

The proceeds derived from a transfer of pre-emptive rights by a NRIT taxpayer (without permanent establishment in Spain) will be regarded as a capital gain and subject to Spanish NRIT in the manner described under "*Taxation of capital gains*" above.

Taxation of share premium distributions

A distribution of the share premium will not in itself constitute taxable income but will instead reduce the acquisition value of the Shares to the extent that they are admitted to trading on certain official stock exchanges (including the Spanish Stock Exchanges). If the amount of the share premium received exceeds the acquisition value of the Shares held by a non-resident shareholder, such excess would constitute financial taxable income subject to NRIT at a flat rate of 19%, unless otherwise provided by a DTC (although this income would not be subject to withholding tax in Spain).

Spanish Wealth Tax

Non-Spanish tax resident individuals are subject to the Spanish Wealth Tax on the assets or rights that are located or can be exercised in Spain. Spanish Wealth Tax Law provides that the first €700,000 of assets or rights owned in Spain by non-Spanish tax resident individuals will be exempt from taxation, while the rest of the Spanish wealth will be taxed at a rate ranging between 0.2% and 2.5%. For Spanish Wealth Tax valuation purposes, the Shares should be valued at their average trading price during the last quarter of such year. Such average trading price is published on an annual basis by the Spanish Ministry of Finance and Public Administration.

Non-Spanish tax resident individuals who benefit from a DTC that provides for net wealth taxation only in the shareholder's country of residence will not be subject to Spanish Wealth Tax.

Non-Spanish tax resident individuals who are resident in an EU or EEA member state may apply the rules approved by the autonomous region where the assets and rights with more value are located, can be exercised or must be fulfilled. As such, prospective investors should consult their own tax advisors.

In accordance with Article 4 of RDL 3/2016, as from year 2018, a full exemption on Spanish Wealth Tax would apply (*bonificación del 100%*), and therefore from year 2018 and onwards, non-Spanish tax resident individuals will be released from formal and filing obligations in relation to this Spanish Wealth Tax, unless the application of this full exemption is postponed.

Non-Spanish resident legal entities are not subject to Wealth Tax.

Inheritance and gift tax

Unless otherwise provided under an applicable DTC, transfers of the Shares as a result of the death of the owner or by gift to non-Spanish tax resident individuals are subject to Spanish IGT if such Shares are located in Spain at the time of death or gift. The applicable tax rates as of the date of this Prospectus range between 7.65% and 34%. However, after applying certain relevant factors (such as the specific regulations imposed by each Spanish autonomous region, the amount of the pre-existing assets of the taxpayer and the degree of kinship with the deceased or donor), the final effective tax rate may range from between 0% and 81.6%.

Generally, non-Spanish tax resident individuals are subject to Spanish IGT according to the rules set forth in the IGT Law. However, if the deceased, heir or the donee is resident in an EU or EEA member state, depending on certain circumstances, the applicable rules may be those corresponding to the relevant autonomous region. As such, prospective shareholders should consult their own tax advisors.

Gifts granted to non-Spanish tax resident corporations are not subject to IGT but are subject to NRIT as capital gains at a 19% on the fair market value of such Shares as a capital gain.

If the non-Spanish tax resident corporation receiving the gift is resident in a country with which Spain has entered into a DTC, the provisions of such DTC will apply. In general, DTCs provide for the taxation of this type of income in the country of residence of the beneficiary.

Spanish Transfer Tax

The acquisition and transfers of the Shares will be exempt from Transfer Tax (*Impuesto sobre Transmisiones Patrimoniales*) and Value Added Tax. Additionally, no Stamp Duty is levied on such acquisition and transfers.

U.S. Federal Income Tax Considerations

The following is a description of certain U.S. federal income tax consequences to the U.S. Holders described below of owning and disposing of Shares, but it does not purport to be a comprehensive description of all tax considerations that may be relevant to a particular person's decision to acquire Shares. This discussion applies only to a U.S. Holder that owns Shares as capital assets for tax purposes. In addition, it does not describe all of the tax consequences that may be relevant in light of the U.S. Holder's particular circumstances, including alternative minimum tax consequences and tax consequences applicable to U.S. Holders subject to special rules, such as:

- certain financial institutions;
- dealers or traders in securities who use a mark-to-market method of tax accounting;
- persons holding Shares as part of a hedging transaction, straddle, wash sale, conversion transaction or integrated transaction or persons entering into a constructive sale with respect to Shares;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- entities classified as partnerships for U.S. federal income tax purposes;
- tax-exempt entities, including "individual retirement accounts" or "**Roth IRAs**";
- persons that own or are deemed to own 10% or more of our voting stock; or
- persons holding Shares in connection with a trade or business conducted outside of the United States.

If an entity that is classified as a partnership for U.S. federal income tax purposes holds Shares, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. Partnerships holding Shares should consult their tax advisors as to the particular U.S. federal income tax consequences to their partners of holding and disposing of Shares.

This discussion is based on the Internal Revenue Code of 1986, as amended (the “**Code**”), administrative pronouncements, judicial decisions, final, temporary and proposed U.S. Treasury regulations, and the income tax treaty between Spain and the United States (the “**Treaty**”), all as of the date hereof, any of which is subject to change, possibly with retroactive effect.

A “**U.S. Holder**” is a beneficial owner of Shares that is eligible for the benefits of the Treaty and is, for U.S. federal income tax purposes:

- a citizen or resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia;
- a trust subject to the control of one or more U.S. persons and the primary supervision of a U.S. court; or
- an estate the income of which is subject to U.S. federal income taxation regardless of its source.

U.S. Holders should consult their tax advisors concerning the U.S. federal, state, local and non-US tax consequences of owning and disposing of Shares in their particular circumstances.

This discussion assumes that we are not, and will not become, a passive foreign investment company (a “**PFIC**”), as described below.

Taxation of distributions

Distributions paid on Shares, other than certain pro rata distributions of Shares, will be treated as dividends to the extent paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Because we do not maintain calculations of our earnings and profits under U.S. federal income tax principles, it is expected that distributions generally will be reported to U.S. Holders as dividends. The amount of a dividend will include any amounts withheld in respect of Spanish taxes. Dividends will be treated as foreign-source dividend income to U.S. Holders and will not be eligible for the dividends-received deduction generally available to U.S. corporations under the Code. Dividends will be included in a U.S. Holder’s income as ordinary income on the date that such U.S. Holder actually or constructively receives the distribution in accordance with its regular method of accounting for U.S. federal income tax purposes.

Subject to certain exceptions with respect to short-term and hedged positions, dividends received by non-corporate U.S. Holders from a “qualified foreign corporation” may be eligible for reduced rates of taxation. A qualified foreign corporation includes a foreign corporation that is eligible for the benefits of a comprehensive income tax treaty with the United States that the U.S. Treasury determines to be satisfactory for these purposes and that includes an exchange of information provision. The U.S. Treasury has determined that the Treaty meets these requirements, and we believe that we are eligible for the benefits of the Treaty.

The amount of any dividend paid in euros will be the U.S. dollar amount calculated by reference to the exchange rate in effect on the date the U.S. Holders actually or constructively received the distribution in accordance with their regular method of accounting for federal income tax purposes, regardless of whether the payment is in fact converted into U.S. dollars. If the dividend is converted into U.S. dollars on the date of receipt, a U.S. Holder should not be required to recognize foreign currency gain or loss in respect of the dividend income. A U.S. Holder may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of receipt, which will be taxed as ordinary income.

Subject to applicable limitations, some of which vary depending upon the U.S. Holders’ circumstances, Spanish income taxes withheld from distributions on Shares, at a rate not exceeding the rate applicable under the Treaty, will be creditable against the U.S. Holder’s U.S. federal income tax liability. See “*Taxation—Spanish Tax Considerations*” for a discussion of how to obtain the applicable Treaty rate. Alternatively, a U.S. Holder may, subject to applicable limitations, elect to deduct otherwise creditable Spanish withholding tax for U.S. federal income tax purposes, which election would apply for all foreign income taxes paid or accrued for the relevant taxable year. Distributions received on Shares will be treated as income from sources outside the United States and generally will constitute “passive category income” for U.S. foreign tax credit limitation purposes. The rules governing foreign tax credits are complex, and U.S. Holders should consult their tax advisors regarding the creditability of foreign taxes in their particular circumstances.

Sale or other disposition of Shares

For U.S. federal income tax purposes, gain or loss realized on the sale or other disposition of Shares will be capital gain or loss, and will be long-term capital gain or loss if the U.S. Holder held Shares for more than one year. The amount of the gain or loss will equal the difference between the U.S. Holder's tax basis in the Shares disposed of and the amount realized on the disposition, in each case as determined in U.S. dollars. The deductibility of capital losses is subject to various limitations under the Code. This gain or loss will generally be U.S.-source gain or loss for foreign tax credit purposes. A U.S. Holder that pays Spanish tax on a gain from a disposition of the Shares may, due to treatment of such gain as U.S. source income under U.S. domestic law rules and the absence of an express rule in the Treaty requiring the U.S. to treat such gain as foreign source, be unable to claim credit for such Spanish tax. Limitations on creditability of foreign taxes are complex and U.S. shareholders should consult their tax advisors.

A U.S. Holder that receives a currency other than U.S. dollars on the sale or other disposition of Shares, will generally realize an amount equal to the U.S. dollar value of the currency received at the spot rate on the date of disposition (or, if the Shares are traded on an established securities market and a U.S. Holder is a cash-basis or electing accrual basis taxpayer, at the spot rate on the settlement date). A U.S. Holder that does not determine the amount realized using the spot rate on the settlement date will recognize a foreign currency gain or loss equal to the difference between the U.S. dollar value of the amount received based on the spot exchange rates in effect on the date of sale or other disposition and the settlement date. Any such foreign currency gain or loss generally will be treated as ordinary income or loss and will be U.S.-source income or loss for foreign tax credit limitation purposes.

Passive foreign investment company rules

We do not believe that we were a PFIC for U.S. federal income tax purposes for our most recent taxable year and do not expect to become a PFIC in the foreseeable future. However, since PFIC status depends on the composition of a company's income and assets and the market value of its assets from time to time, there can be no assurance that we will not be a PFIC for any taxable year. U.S. Holders are urged to consult their own tax advisors about the U.S. federal income tax consequences that would apply to them if we were a PFIC.

A foreign corporation is considered a PFIC for any taxable year in which either (1) at least 75% of its gross income is "passive" income (the "income test") or (2) at least 50% of the average value of its assets is attributable to assets that produce passive income or are held for the production of passive income (the "asset test"). For purposes of determining whether a foreign corporation will be considered a PFIC, such foreign corporation will be treated as holding its proportionate share of the assets and receiving directly its proportionate share of the income of any other corporation in which it owns, directly or indirectly, more than 25% (by value) of the stock. If we were a PFIC for any year during which a U.S. Holder owns Shares, we generally would continue to be treated as a PFIC with respect to such U.S. Holder in all succeeding years, regardless of whether we continue to meet the income or asset tests discussed above.

If we were a PFIC for any taxable year during which a U.S. Holder held Shares, gain recognized by a U.S. Holder on a sale or other disposition (including certain pledges) of Shares would be allocated ratably over the U.S. Holder's holding period for the Shares. The amounts allocated to the taxable year of the sale or other disposition and to any year before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, for that taxable year, and an interest charge would be imposed on the amount of such tax. Further, to the extent that any distribution received by a U.S. Holder on Shares exceeds 125% of the average of the annual distributions on Shares received during the preceding three years or the U.S. Holder's holding period, whichever is shorter, that distribution would be subject to taxation in the same manner as gain, described immediately above. Certain elections may be available that would result in alternative treatments (such as mark-to-market treatment) of the Shares. In addition, if we were a PFIC, the reduced rate of taxation discussed above with respect to dividends from qualified foreign corporations paid to certain non-corporate U.S. Holders would not apply. Each U.S. Holder is encouraged to consult its own tax advisor as to the Company's possible status as a PFIC and, if the Company were a PFIC, the consequences to them and whether any election is available or desirable in their particular circumstances.

Net Investment Income Tax

Certain non-corporate U.S. Holders will be required to pay an additional 3.8% tax on the lesser of (1) the U.S. Holder's "net investment income" for the relevant taxable year and (2) the excess of the U.S. Holder's modified adjusted gross income for the taxable year over a certain threshold (which, in the case of individuals will be between U.S.\$125,000 and U.S.\$250,000, depending on the individual's circumstances). Such tax will apply to payments of dividends on Shares and to capital gains from the sale or other disposition of Shares, unless derived in the ordinary course of the conduct of a trade or business (other than a trade or business that consists of certain passive or trading activities).

Information reporting and backup withholding

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries generally are subject to information reporting, and may be subject to backup withholding, unless (i) the U.S. Holder is a corporation or other exempt recipient, or (ii) in the case of backup withholding, the U.S. Holder provides a correct taxpayer identification number and certifies that it is not subject to backup withholding.

The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against the holder's U.S. federal income tax liability and may entitle it to a refund, provided that the required information is furnished to the U.S. Internal Revenue Service in a timely fashion.

THE DISCUSSION ABOVE IS A GENERAL SUMMARY OF CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS FOR PROSPECTIVE INVESTORS IN SHARES. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE OF IMPORTANCE TO A PARTICULAR INVESTOR. EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN TAX ADVISOR ABOUT THE TAX CONSEQUENCES TO IT OF ACQUIRING, OWNING, AND DISPOSING OF SHARES IN SUCH INVESTORS OWN CIRCUMSTANCES, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL, NON-U.S. AND OTHER TAX LAWS.

MARKET INFORMATION

Prior to the Offering, there has been no public market for the Shares. The Company will apply to list the Shares on the Spanish Stock Exchanges and to have the Shares quoted on the AQS. The Spanish securities market for equity securities comprises four stock exchanges located in Madrid, Barcelona, Bilbao and Valencia. The Company expects that the Shares will be listed on the Spanish Stock Exchanges and quoted on the AQS on or about February 5, 2018 under the symbol "MVC."

Automated Quotation System

The AQS links the Spanish Stock Exchanges, providing any equity securities listed on it with a uniform continuous market in order to eliminate certain differences arising among the various local exchanges. The principal feature of the system is the computerized matching of bid and offer orders at the time of placement. Each order is completed as soon as a matching order occurs, but can be modified or cancelled until completion. The activity of the market can be continuously monitored by investors and brokers. The AQS is operated and regulated by Sociedad de Bolsas, S.A. ("**Sociedad de Bolsas**"), a company owned by the companies that manage the Spanish Stock Exchanges. All trades on the AQS must be placed through a brokerage firm, a dealer firm or a credit entity that is a member of one of the Spanish Stock Exchanges.

In a pre-opening session held each trading day from 8:30 a.m. to 9:00 a.m. (CET), an opening price is established for each equity security traded on the AQS based on a real-time auction in which orders can be placed, modified or cancelled, but not completed. During this pre-opening session, the system continuously displays the price at which orders would be completed if trading were to begin. Market participants only receive information relating to the auction price (if applicable) and trading volume permitted at the current bid and offer prices. If an auction price cannot be determined, the best bid and offer prices and their respective associated trading volumes are disclosed instead. The auction terminates with a random 30-second period in which the shares are allocated. Until the allocation process has finished, orders cannot be placed, modified or cancelled. In exceptional circumstances (including the admission of new securities to trade in the AQS) and subject to prior notice to the CNMV, Sociedad de Bolsas may fix an opening price disregarding the reference price (which is the previous trading day's closing price), alter the price range for permitted orders with respect to the reference price and modify the reference price.

The computerized trading hours, known as the open session, range from 9:00 a.m. to 5:30 p.m. (CET). The AQS sets out two ranges of prices for each security named "static" and "dynamic" in order to monitor the volatility of the trading price of each security. During the open session, the trading price of a security may fluctuate within a certain predetermined percentage above and below the "static" price (which is the price resulting from the closing auction of the previous trading day or the immediately preceding volatility auction in the current open session) (the "static range"). In addition, the trading price may range within a certain predetermined percentage above and below the "dynamic" price (the trading price of the immediately preceding trade of the same security) (the "dynamic range"). If, during the open session, there are matching bid and offer orders for a security within the computerized system which exceed any of the above "static" and/or "dynamic" ranges, trading on the security is automatically suspended and a new auction, known as volatility auction, is held where a new reference price is set, and the "static" and "dynamic" ranges will apply over such new reference price. The "static" and "dynamic" ranges applicable to each specific security are set up and reviewed periodically by Sociedad de Bolsas. From 5:30 p.m. to 5:35 p.m. (CET), known as the closing auction, orders can be placed, modified and cancelled, but no trades can be completed.

Between 5:30 p.m. and 8:00 p.m. (CET), trades may occur outside the computerized matching system without prior authorization of Sociedad de Bolsas (provided such trades are however disclosed to Sociedad de Bolsas) at a price within the range of 5% over the higher of the average price and the closing price for the trading day and 5% below the lower of the average price and closing price for the trading day provided that: (i) there are no outstanding bids or offers in the computerized system matching or improving the terms of the proposed off-system transaction; and (ii) among other requirements, the trade involves more than €300,000 and more than 20% of the average daily trading volume of the relevant security during the preceding three months. These off-system trades must also relate to individual orders from the same person or entity and shall be reported to Sociedad de Bolsas before 8:00 p.m. (CET).

Trades may take place at any time (with the prior authorization of Sociedad de Bolsas) and at any price if:

- they involve more than €1,500,000 and more than 40% of the average daily trading volume of the relevant securities during the preceding three months;
- the transaction results from a merger, spin-off or the restructuring of a group of companies;
- the transaction is carried out for the purposes of settling a litigation process or completing a complex set of sale and purchase agreements; or
- for any other reason which justifies the authorization of such transaction at the discretion of Sociedad de Bolsas.

Information with respect to computerized trades, which take place between 9:00 a.m. and 5:30 p.m., is made public immediately. On the other hand, information with respect to off-system trades is reported to Sociedad de Bolsas by the end of the trading day and is also published in the Stock Exchange Official Gazette (*Boletín de Cotización*) and on the computer system by the beginning of the next trading day.

Clearing, Settlement and Book-Entry System

The Spanish clearing, settlement and book-entry system has been recently adapted by Act 11/2015, of June 18, on the recovery and resolution of credit institutions and investment firms (*Ley 11/2015, de 18 de junio, sobre recuperación y resolución de entidades de crédito y empresas de servicios de inversión*) and Royal Decree 878/2015, of October 2, (*Real Decreto 878/2015, de 2 de octubre, sobre compensación, liquidación y registro de valores negociables representados mediante anotaciones en cuenta, sobre el régimen jurídico de los depositarios centrales de valores y de las entidades de contrapartida central y sobre requisitos de transparencia de los emisores de valores admitidos a negociación en un mercado secundario oficial*) to the provisions set forth in Regulation (EU) No 909/2014 of the European Parliament and of the Council of July 23, 2014, on improving securities settlement in the EU and on central securities depositories, amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) No 236/2012. Following the implementation of this reform transactions carried out on the AQS continue to be settled by Iberclear, as central securities depository, and are cleared by BME Clearing, S.A., as central counterparty (CCP). Investors are urged to contact their agent or custodian in Spain as soon as possible to make the arrangements necessary for registering the Shares in their name on the Transaction Date.

Iberclear and BME Clearing, S.A. are owned by Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A., a listed holding company which also holds a 100% interest in each of the Spanish official secondary markets.

Shares of listed Spanish companies are represented in book-entry form. The book-entry system is a two-tier level registry: the keeping of the central book-entry register corresponds to Iberclear and the keeping of the detail records correspond to the participating entities in Iberclear.

Access to become a participating entity is restricted to (i) credit institutions, (ii) investment services companies which are authorized to render custody and administration of financial instruments, (iii) the Bank of Spain, (iv) the General Administration and the General Social Security Treasury, (v) other duly authorized central securities depositories and central clearing counterparties and (vi) other public institutions and private entities when expressly authorized to become a participating entity in central securities depositories.

The central registry managed by Iberclear reflects: (i) one or several proprietary accounts which will show the balances of the participating entities' proprietary accounts; (ii) one or several general third-party accounts that will show the overall balances that the participating entities hold for third parties; (iii) individual accounts opened in the name of the owner, either individual or legal person; and (iv) individual special accounts of financial intermediaries which use the optional procedure of settlement of orders. Each participating entity, in turn, maintains the detail records of the owners of such shares.

According to the above, Spanish law considers the owner of the shares to be:

- the participating entity appearing in the records of Iberclear as holding the relevant shares in its own name.
- the investor appearing in the records of the participating entity as holding the shares; or

- the investor appearing in the records of Iberclear as holding shares in a segregated individual account.

BME Clearing is the CCP in charge of the clearing of transactions closed on the Spanish Stock Exchanges. BME Clearing interposes itself on its own account as seller in every purchase and as buyer in every sale. It calculates the buy and sell positions vis-à-vis the participants designated in such buy-or-sell instructions. The CCP then generates and sends to Iberclear the relevant settlement instructions.

The settlement and book-entry registration platform managed by Iberclear, which operates under the trade name of ARCO, receives the settlement instructions from BME Clearing and forwards them to the relevant participating entities involved in each transaction. ARCO operates under a T+2 settlement standard, by which any transactions must be settled within two business days following the date on which the transaction was completed.

Obtaining legal title to shares of a company listed on the Spanish Stock Exchanges requires the participation of a Spanish official stockbroker, broker-dealer or other entity authorized under Spanish law to record the transfer of shares. To evidence title to shares, at the owner's request the relevant participating entity must issue a legitimation certificate (*certificado de legitimación*). If the owner is a participating entity or a person holding shares in a segregated individual account, Iberclear is in charge of the issuance of the certificate regarding the shares held in their name.

Euroclear and Clearstream, Luxembourg

Shares deposited with depositaries for Euroclear Bank, S.A./N.V., as operator of the Euroclear System (“**Euroclear**”), and Clearstream Banking, Société Anonyme (“**Clearstream**”), and credited to the respective securities clearance account of purchasers in Euroclear or Clearstream against payment to Euroclear or Clearstream, will be held in accordance with the Terms and Conditions Governing Use of Euroclear and Clearstream, the operating procedures of the Euroclear System (as amended from time to time), the Management Regulations of Clearstream and the instructions to Participants of Clearstream (as amended from time to time), as applicable. Subject to compliance with such regulations and procedures, those persons on whose behalf accounts are kept at Euroclear or Clearstream and to whom shares have been credited (“investors”), will be entitled to receive a number of shares equal to that amount credited in their accounts.

With respect to shares deposited with depositaries for Euroclear or Clearstream, such shares will be initially recorded in the name of Euroclear or one of its nominees or in the name of Clearstream or one of its nominees, as the case may be. Thereafter, investors may withdraw shares credited to their respective accounts if they wish to do so, upon payment of the applicable fees (as described below), if any, and once the relevant recording in the book-entry records kept by the members of Iberclear has occurred.

Under Spanish law, only the shareholder of record in Iberclear's registry is entitled to dividends and other distributions and to exercise voting, pre-emptive and other rights in respect of such shares. Euroclear (or its nominees) or Clearstream (or its nominees) will, respectively, be the sole record holders of the shares that are deposited with any depositaries for Euroclear and Clearstream until investors exercise their rights to withdraw such shares and record their ownership rights over them in the book-entry records kept by the members of Iberclear.

Cash dividends or cash distributions, as well as stock dividends or other distributions of securities, received in respect of the shares that are deposited with the depositaries for Euroclear and Clearstream will be credited to the cash accounts maintained on behalf of the investors at Euroclear and Clearstream, as the case may be, after deduction of any applicable withholding taxes, in accordance with the applicable regulations and procedures for Euroclear and Clearstream. See “*Taxation*” above.

Euroclear and Clearstream will endeavour to inform investors of any significant events of which they become aware affecting the shares recorded in the name of Euroclear (or its nominees) and Clearstream (or its nominees) and requiring action to be taken by investors. Each of Euroclear and Clearstream may, at their discretion, take such action, as they deem appropriate in order to assist investors in exercising their voting rights in respect of the shares. Such actions may include: (i) acceptance of instructions from investors to grant or to arrange for the granting of proxies, powers of attorney or other similar certificates or (ii) exercise by Euroclear or its nominees and Clearstream or its nominees of voting rights in accordance with the instructions provided by investors.

In case the Company offers or causes to be offered to Euroclear or its nominees and Clearstream or its nominees, acting in their capacity as record holders of the Shares deposited with the depositaries for Euroclear and Clearstream, any rights to subscribe for additional shares or rights of any other nature, each of Euroclear and Clearstream will, respectively, endeavour to inform investors of the terms of any such rights of which they become aware in accordance with the applicable provisions in the aforementioned regulations and procedures. Such rights will be exercised, insofar as practicable and permitted by applicable law, according to written instructions received from investors, or, alternatively, such rights may be sold and, in such event, the net proceeds will be credited to the cash account kept on behalf of the investor with Euroclear or Clearstream.

Tender Offers

Tender offers are governed in Spain by Articles 128 et seq. of the LMV and Royal Decree 1066/2007, of July 27 (*Real Decreto 1066/2007, de 27 de julio, de régimen de las ofertas públicas de adquisición de valores*) which implement Directive 2004/25/EC of the European Parliament and of the Council of April 21. Other than the referred tender offer regulation, there is no other special regulation in Spain which may govern mandatory tender offers over the Shares.

Tender offers in Spain may qualify as either mandatory or voluntary.

Mandatory tender offers must be launched for all the shares of the target company and all other securities that might directly or indirectly entitle to acquire or subscribe such shares (including, without limitation, convertible and exchangeable notes) at an equitable price when any person or entity acquires control of a Spanish-listed company, whether such control is obtained:

- by means of the acquisition of shares or other securities that directly or indirectly entitle to subscribe or acquire voting shares in such company;
- through shareholder agreements with shareholders or other holders of said securities; or
- as a result of other situations of equivalent effect as provided in the applicable Spanish regulation on tender offers (which constitute indirect control acquired through mergers, share-capital decreases, changes in the target's treasury stock).

A person or entity is deemed to have control over a target company, either individually or jointly with other parties acting in concert, whenever:

- it acquires, directly or indirectly, a percentage of the company's voting rights equal to or greater than 30%; or
- it has acquired a percentage that is less than 30% of the voting rights and appoints, during the 24-month period following the date of acquisition of said percentage, a number of directors that, together with those already appointed by it (if any), represents more than half of the members of the target company's Board of Directors. The Spanish regulation on tender offers also sets forth certain situations where directors are deemed to have been appointed by the bidder or persons acting in concert therewith unless evidence to the contrary is provided.

For the purposes of calculating the percentages of voting rights acquired, the Spanish regulation establishes the following rules:

- percentages of voting rights corresponding to: (i) companies belonging to the same group as the bidder; (ii) members of the Board of Directors of the bidder or of companies of its group (unless evidence to the contrary is provided); (iii) persons acting in concert with or on behalf of the bidder; (iv) voting rights which may be exercised freely and over an extended period by the bidder under proxy granted by the actual holders or owners of such rights, in the absence of their specific instructions with respect thereto; and (v) shares held by a nominee (such nominee being a third party whom the bidder totally or partially covers against the risks related to acquisitions or transfers of the shares or the possession thereof), will be deemed to be held by the bidder;
- both the voting rights arising from the ownership of shares and those enjoyed under a usufruct or pledge or under any other contractual title, will also be deemed to be held by the bidder;

- the percentage of voting rights shall be calculated based on the entire number of the company's shares with voting rights, even if the exercise of such rights has been suspended. Treasury stock held directly or indirectly by the target company (according to the information available on the date of calculation of the percentage of voting rights held by the bidder) shall be excluded from the calculation. Non-voting shares shall be taken into consideration only when they carry voting rights pursuant to applicable law; and
- acquisitions of securities or other financial instruments which entitle the holder to the subscription, conversion, exchange or acquisition of shares which carry voting rights will not result in the obligation to launch a tender offer until such subscription, conversion, exchange or acquisition occurs.

Notwithstanding the foregoing, upon the terms established in the applicable Spanish regulation on tender offers, the CNMV will conditionally exempt a person or entity from the obligation to launch a mandatory bid when another person or entity not acting in concert with the potential bidder, directly or indirectly holds an equal or greater voting percentage in the target company.

Spanish regulations establish certain exceptions where control is obtained but no mandatory tender offer is required, including, among others:

- Subject to the CNMV's approval, acquisitions or other transactions resulting from the conversion or capitalization of claims into shares of listed companies if their financial feasibility is subject to serious and imminent danger provided that such transactions are intended to ensure the company's financial recovery in the long term. The approval of the CNMV will not be required if the acquisition takes place in the context of a refinancing agreement under Additional Disposition Fourth of Act 22/2003, of July 9, on insolvency (*Ley 22/2003, de 9 de julio, concursal*).
- In the event of a merger, provided that those acquiring control did not vote in favor of the merger at the relevant general shareholders' meeting of the offeree company and provided also that it can be shown that the primary purpose of the transaction is not the takeover but an industrial or corporate purpose.
- When control has been obtained after a voluntary bid for all of the securities, if either the bid has been made at an equitable price or has been accepted by holders of securities representing at least 50% of the voting rights to which the bid was directed (excluding voting rights already held by the bidder and those belonging to shareholders who entered into an agreement with the bidder regarding the tender offer).

The price of the mandatory tender offer is deemed to be equitable when it is at least equal to the highest price paid by the bidder or any person acting in concert therewith for the same securities during the twelve months preceding the announcement of the tender offer. Other rules used to calculate such equitable price are set forth in the applicable Spanish regulation. However, the CNMV may change the price determined pursuant to said rules in certain circumstances (extraordinary events affecting the price, evidence of market manipulation, etc.).

Mandatory offers must be launched as soon as possible and at any event within one month from the acquisition of the control of the target company.

Voluntary tender offers may be launched in those cases in which a mandatory offer is not legally required. Voluntary offers are subject to the same rules established for mandatory offers except for the following:

- they might be subject to certain conditions (such as amendments to the bylaws or adoption of certain resolutions by the general shareholders' meeting of the target company, acceptance of the offer by a minimum number of shares of the target company, approval of the offer by the general shareholders' meeting of the bidder; and any other condition deemed by the CNMV to be in accordance with law), provided that the fulfilment of such conditions may be verified by the end of the offer acceptance period; and
- they may be launched at a price other than an equitable price.

The price in a voluntary tender offer must be the higher of (i) the equitable price and (ii) the price resulting from an independent valuation report, and must at least consist of cash as an alternative if certain circumstances have occurred during the two years prior to the announcement of the offer (basically, the trading price for the shares being affected by price manipulation practices, market or share prices being affected by natural disasters, force

majeure, or other exceptional events, or the target company being subject to expropriation or confiscation resulting in significant impairment of the company's real value).

The Spanish regulation on tender offers sets forth further relevant provisions, including, among others:

- the Board of Directors of the target company will be exempt from the prohibition to carry out frustrating or defensive actions against a foreign bidder provided the latter's Board of Directors is not subject to equivalent passivity rules and subject to prior approval by the company's general shareholders' meeting within the 18-month period before the date of the public announcement of the tender offer;
- defensive measures included in a listed company's bylaws and transfer and voting restrictions included in agreements among a listed company's shareholders will remain in place whenever the company is the target of a tender offer, unless the shareholders decide otherwise (in which case any shareholders whose rights are diluted or otherwise adversely affected shall be entitled to compensation at the target company's expense); and
- squeeze-out and sell-out rights will apply provided that following a mandatory tender offer (or as a result of a voluntary offer for all the of the target's share capital) the bidder holds shares representing at least 90% of the target company's voting share capital and the tender offer has been accepted by the holders of securities representing at least 90% of the voting rights over which the offer was launched.

PLAN OF DISTRIBUTION

The Offering

The Selling Shareholders and the Company expect that the Offering will take place according to the calendar set out at “—*Tentative calendar of the Offering*” below.

The Offering is of up to 39,130,435 Shares, with a nominal value of €7.20000001476829 per Share (the Initial Offered Shares), representing 25.80% of the total issued ordinary share capital of the Company, which results in an offer of up to €281,739,132.58 of nominal value. In addition, Altamira Santander Real Estate, S.A. on behalf of the Santander Entities and Anida Operaciones Singulares, S.A. on behalf of the BBVA Entities will grant Morgan Stanley & Co. International plc an option to purchase a number of Additional Shares of the Company up to 15% of the Initial Offered Shares to cover over-allotments of Shares in the Offering, if any, and short positions resulting from stabilization transactions. The Over-Allotment Option is exercisable, in whole or in part, by the Stabilization Manager, on behalf of itself and the other Managers, upon notice to the Selling Shareholders at any time on or before 23:59 CET on the date following 30 calendar days after Admission.

The closing date of the Offering or the “**Transaction Date**” (*fecha de operación bursátil*) is expected to be on or about February 2, 2018. The Company will publish the Offering Price through a relevant fact (*hecho relevante*) as described in “—*Pricing of the Offering—Offering Price*” below. Under Spanish law, on the Transaction Date investors become unconditionally bound to pay for, and entitled to receive, the Initial Offered Shares purchased in the Offering.

Payment by the final investors for the Initial Offered Shares will be made no later than the second business day after the Transaction Date against delivery through the facilities of Iberclear of the Initial Offered Shares to final investors, which is expected to take place on or about February 5, 2018 (the “**Settlement Date**”). The Shares are expected to be listed on the Spanish Stock Exchanges and quoted on the AQS on or about February 5, 2018, under the ticker symbol “MVC”.

The Offering will be conducted through a book-building process expected to take place from January 22, 2018 after the registration of this Prospectus with the CNMV and February 1, 2018. During the book-building period, the Managers will market the Initial Offered Shares among investors in accordance with, and subject to, the selling restrictions set forth in this Prospectus. Investors may submit their purchase proposals during this period, indicating the total amount in euro that they would be prepared to invest in purchasing Offered Shares and, if applicable, the maximum purchase price at which they would be interested in acquiring them.

The book-building period may be reduced or extended by agreement of the Selling Shareholders and the Joint Global Coordinators if, in the first case, the book of demand is sufficiently covered in their view before the end of the book-building period or, in the second case, if they understand that an extension of the book-building period is appropriate to ensure the success of the Offering. In the event that there is such a reduction or extension of the book-building period, the Company will inform the market through the publication of a relevant fact (*hecho relevante*) and the subsequent steps in the tentative calendar of the Offering may be postponed or brought forward accordingly.

The purchase proposals made by investors during the book-building period will constitute only an indication of interest of the investors in the Initial Offered Shares and shall accordingly not be binding with respect to the amount in euro sought to be invested in the purchase of the Offered Shares and, if applicable, the price per Offered Share neither for the investors nor for the Selling Shareholders. Following the determination of the Offering Price and allocation of the Offered Shares to investors, allocatees will be notified by any of the Managers of both the Offering Price and of the number of Offered Shares allocated to them and will be asked to confirm their purchase proposals. Once a purchase proposal has been confirmed by an investor it becomes irrevocable. Investors will be expected to confirm their purchase proposals to their custodian entities responsible for their “billing and delivery” including in their settlement instructions the 35 digits corresponding to each of the final investor’s settlement account in Iberclear and the 20 digits corresponding to each final investor’s securities account in an Iberclear participant. Failure to furnish such instructions to their respective “billing and delivery” entities may result in investors not being allocated Initial Offered Shares or custodians not accepting settlement. The Selling Shareholders will bear any expenses payable to the Spanish Stock Exchanges and Iberclear deriving from the registration of the Shares under the name of the relevant investors.

The Company and the Selling Shareholders have discussed with the Joint Global Coordinators their principles for allocation, the factors they believe to be relevant to the allocation and pricing of the Offered Shares and have agreed the objectives and process for the allocation and pricing of the Offered Shares. The Joint Global Coordinators will take into account their prudential responsibilities to manage their risk properly when agreeing the allocation, pricing and timing.

The final decision on the allocation of the Initial Offered Shares shall be made on the date of pricing of the Offering, which is expected to occur on or about February 1, 2018.

The Offering has a single tranche and consists of a placement to institutional investors only, including into the United States, only to QIBs (“qualified institutional buyers” as defined in and in reliance upon Rule 144A) and outside the United States in “offshore transactions” as defined in, and in reliance upon, Regulation S. Outside the United States, the Offering is directed only to investors who, if resident in a member state of the European Economic Area (the “EEA”), are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive, and if resident in Spain, to qualified investors with the meaning of Article 39 of Royal Decree 1310/2005 of November 4.

The Shares have not been and will not be registered under the Securities Act or any state securities laws and may not be offered or sold within the United States except in transactions exempt from, or not subject to, the registration requirements of the Securities Act. Any offer or sale of Shares in reliance on Rule 144A under the Securities Act will be made by brokers or dealers that are registered as such under the Exchange Act. Neither this Prospectus nor the Shares have been or will be registered under any securities laws of any jurisdiction other than Spain.

In addition, until 40 days after the commencement of the Offering, an offer or sale of Shares within the United States by a dealer that is not participating in the Offering may violate the registration requirements of the Securities Act if that offer or sale is made otherwise than in accordance with Rule 144A.

Certain underwriters are not broker-dealers registered with the SEC and therefore may not make sales of any shares in the United States or to U.S. persons except through one or more U.S. registered broker-dealers or otherwise in compliance with applicable U.S. laws and regulations.

The Underwriting Agreement

Upon finalization of the book-building period and setting of the Offering Price (expected to be on or about February 1, 2018), the Company, the Selling Shareholders and the Managers expect to enter into an underwriting agreement (the “Underwriting Agreement”) with respect to the Initial Offered Shares and the Additional Shares. Subject to the satisfaction of certain conditions set out in the Underwriting Agreement and the Underwriting Agreement not having terminated in accordance with its terms, each Manager below will agree, severally but not jointly, to purchase the Initial Offered Shares (therefore excluding the Additional Shares) set forth opposite its name in the following table:

Manager	Number of Initial Offered Shares ⁽¹⁾	Percentage of total underwriting commitment
Deutsche Bank AG, London Branch	10,437,654	26.67%
Morgan Stanley & Co. International plc.....	10,437,654	26.67%
Banco Bilbao Vizcaya Argentaria, S.A.	6,253,043	15.98%
Banco Santander, S.A.	6,253,043	15.98%
Goldman Sachs International.....	2,300,869	5.88%
Société Générale	2,301,652	5.88%
CaixaBank, S.A.	536,086	1.37%
Norbolsa S.V., S.A.	305,217	0.78%
Fidentiis Equities S.V., S.A.....	305,217	0.78%
Total	39,130,435	100.00%

(1) The amounts in this column refer to the number of Initial Offered Shares only, the Additional Shares, if any, would be distributed among the Managers following the same percentages.

The Selling Shareholders will inform the market of any amendment to the number or identity of the Managers, or of any amendment to the percentage of Initial Offered Shares underwritten by any of them through the publication of a relevant fact (*hecho relevante*).

If one or more of the Managers shall fail on the Transaction Date (as defined above, and expected to be on or about February 2, 2018), to procure purchasers for, or to purchase the Shares which it or they are obliged to purchase under the Underwriting Agreement (the “**Defaulted Shares**”), the Joint Global Coordinators shall have the right, within 24 hours thereafter (or as otherwise may be agreed among the non-defaulting Manager(s) and the Company), to make arrangements for the non-defaulting Managers, or any other Managers, to procure purchasers for, or to themselves purchase all, but not less than all, of the Defaulted Shares in such amounts as may be agreed upon and upon the terms set forth in the Underwriting Agreement. If, however, the Joint Global Coordinators shall not have completed such arrangements within such 24-hour period, then (i) if the number of Defaulted Shares does not exceed 10% of the number of Shares to be purchased on such date, each of the non-defaulting Managers shall be obliged, severally and not jointly, to procure purchasers for, or failing which to itself purchase the full amount of any Defaulted Shares in the proportions that their respective underwriting obligations bear to the underwriting obligations of all non-defaulting Managers; or (ii) if the number of Defaulted Shares exceeds 10% of the number of Shares to be purchased on such date, the Underwriting Agreement shall terminate without liability on the part of any non-defaulting Manager, and the Offering will therefore be revoked. See “—*Withdrawal and Revocation of the Offering*” below.

No action taken pursuant to the paragraph above shall relieve any defaulting Manager from liability in respect of its default. In the event of any such default which does not result in a termination of the Underwriting Agreement, either the Joint Global Coordinators or the Company and the Selling Shareholders shall have the right to postpone the Transaction Date for a period not exceeding three days in order to effect any required changes in any documents or arrangements.

Under the Underwriting Agreement, Altamira Santander Real Estate, S.A. and Anida Operaciones Singulares, S.A. will grant the Stabilization Manager, acting on behalf of itself and the other Managers severally but not jointly, an option, exercisable in whole or in part on one occasion only during 30 calendar days after Admission to purchase up to 5,869,565 Additional Shares (representing 15% of the Initial Offered Shares) at the Offering Price. See “*Tentative calendar of the Offering—Over-Allotment Option*” below.

The Company will give the Managers customary representations and warranties in the Underwriting Agreement, including in relation to the Company’s business, the Shares and the contents of this Prospectus. The Selling Shareholders will also give the Managers customary representations and warranties under the Underwriting Agreement in relation to, among other matters, their title to the Shares.

In consideration of the agreement by the Managers to purchase the Offered Shares and, if and to the extent the Over-Allotment Option is exercised, the Additional Shares, the Company and the Selling Shareholders will pay to the Managers a commission to be agreed under, and subject to the terms of, the Underwriting Agreement which will be a percentage of the aggregate Offering Price of the Offered Shares sold in the Offering. The Company and the Selling Shareholders may, at their sole and absolute choice and discretion, elect to pay to the Managers a discretionary commission to be agreed under the Underwriting Agreement. Furthermore, the Selling Shareholders and the Company will agree to reimburse the Managers for certain expenses in connection with the Offering.

The Underwriting Agreement will also provide that the Company and the Selling Shareholders will, subject to certain exceptions, indemnify the Managers against certain liabilities, including liabilities under applicable securities laws that may arise in connection with the Offering.

Pricing of the Offering

Prior to the Offering, there has been no public market for the Shares.

Offering Price Range

The indicative non-binding Offering Price Range is €18.00 to €19.50 per Offered Share, but the Offering Price may be outside this range. The Offering Price Range has been determined based on negotiations between the Selling Shareholders and the Joint Global Coordinators and no independent experts have been consulted in determining the Offering Price Range. The Offering Price Range implies an aggregate Offering Price of

between approximately €704.35 million and €763.04 million, if the Over-Allotment Option is not exercised, and of between €810.00 million and €877.50 million, if the Over-Allotment Option is fully exercised, and a market capitalization of the Company totaling approximately between €2,730 million and €2,957 million, approximately. The Offering Price Range is indicative only and the Offering Price may be higher or lower than the Offering Price Range. There can be no assurance that the prices at which the Shares will sell in the public market after the Offering will not be lower than the Offering Price Range or that an active trading market in the Company's Shares will develop and continue after the Offering.

Offering Price

The Offering Price will be determined upon the finalization of the book-building period (expected to be on or about February 1, 2018) and it will be announced by the Company through a relevant fact (*hecho relevante*) reported to the CNMV no later than 03:00 a.m. of the following day (Madrid time) (unless the Selling Shareholders and the Joint Global Coordinators agree otherwise) on the date the Offering Price is set (which is expected to be occur on or about February 1, 2018) (or any prior date or subsequent date if it is previously reported to the CNMV).

The underwriting price will be the price per Share to which the Managers will undertake to purchase the Initial Offered Shares that, as the case may be, are not allocated to investors, and will be equal to the Offering Price. The purchase price of any Additional Shares will also be equal to the Offering Price.

Expenses and taxes charged to the investor

The Company and the Selling Shareholders will not charge investors any expenses in addition to the Offering Price.

Purchasers of Shares may be required to pay stamp taxes and other charges in compliance with the laws and practices of their country of purchase in addition to the Offering Price. In addition, purchasers will have to bear the commissions payable to the financial intermediaries through which they will hold the Shares, including those commissions related to administration and security custody which are freely set by the relevant financial intermediaries and notified to CNMV or the Bank of Spain (*Banco de España*), as the case may be.

As set forth in section "*Taxation—Spanish Tax Considerations—Spanish Transfer Tax*" the acquisition or subscription of the Shares and any subsequent transfer thereof will be exempt from Transfer Tax, Stamp Duty and Value Added Tax.

Payment of the Shares

The payment of the Offering Price by the investors for the Shares purchased in the Offering shall be made between the Transaction Date (expected to be on or about February 2, 2018) and no later than 9:30 a.m. (Madrid time) on the Settlement Date (expected to be on or about February 6, 2018), both inclusive, notwithstanding any advances requested, as the case may be.

The referred amounts shall be paid by the investors through the book-entry facilities of Iberclear and its participating entities. The Selling Shareholders shall not dispose of those funds unless each of the following has occurred: (i) Admission is complete and (ii) settlement of the Offering has taken place on the Settlement Date.

Delivery of the Shares

The final allocation of the Initial Offered Shares will be decided by February 1, 2018, which shall notify so to the Agent Bank by means of the delivery of the corresponding files to be submitted to Iberclear and to the Spanish Stock Exchanges on or around 07:00 p.m. (Madrid time) on the Transaction Date (expected to be on or about February 2, 2018) and the Agent Bank shall arrange the delivery of the Initial Offered Shares to the assignees on or around 07:00 p.m. (Madrid time) on the Transaction Date.

On the Transaction Date, the Joint Global Coordinators will submit the details of the final allocation of the Initial Offered Shares to the Managers, which will in turn notify such details to the relevant investors.

In addition, on the same date, the Agent Bank shall arrange with the Spanish Stock Exchanges the statement of sale and purchase transaction and the allocation of the corresponding book-entry registries.

Execution of the sale of the Initial Offered Shares will be deemed made on the Transaction Date, although the actual delivery will take place on the Settlement Date.

The outcome of the Offering will be published through a relevant fact (*hecho relevante*) with the CNMV by not later than the Transaction Date.

Agent

Banco Santander, S.A., a Spanish company with its corporate address at Paseo de Pereda, 9-12. 39004 Santander, Spain, acts as agent bank in the Offering (the “**Agent Bank**”). In such condition, the Agent Bank will perform the following functions: instruct the entities participating in the Offering on the procedures applicable to its execution, receiving and processing the corresponding files with the final allocation of the Offered Shares to final investors as per the instructions of the Joint Global Coordinators and the Company, and cooperating with the Company in the Admission process.

Withdrawal and revocation of the Offering

Withdrawal of the Offering

The Company and the Selling Shareholders expressly reserve the right to withdraw the Offering, postpone it, defer it, or suspend it temporarily or indefinitely for any reason at any time before the setting of the Offering Price.

In case of withdrawal, the Selling Shareholders will notify such circumstance to the CNMV, the Agent Bank and the Joint Global Coordinators on behalf of the Managers, on the date on which the withdrawal takes place or as soon as practicable.

Revocation of the Offering

The Offering will be revoked:

- (a) if the Underwriting Agreement is not signed on or before 03:00 a.m. (Madrid time) on the following day of the Offering Price is set (which is expected to be set on or about February 1, 2018, or any postponement thereof duly notified to the CNMV);
- (b) if the Offering is suspended or withdrawn by any judicial or administrative authority;
- (c) if the Shares are not admitted to listing on the Spanish Stock Exchanges before 11:59 p.m. (Madrid time) on February 28, 2018; or
- (d) if the Underwriting Agreement is terminated upon the occurrence of customary termination provisions set forth in the Underwriting Agreement, among other things, there being no breach of the representations, warranties or undertakings under the Underwriting Agreement and there being no change in the market which in the judgment of the Joint Global Coordinators acting in good faith is such as to make it impracticable or inadvisable to proceed with the Offering.

In case of withdrawal or revocation of the Offering, all offers to purchase Shares shall be cancelled and all purchase orders related to the Offering shall be terminated. Additionally, the Selling Shareholders will have no obligation to deliver the Offered Shares and the investors shall have no obligation to purchase the Offered Shares. If any advance payment would have been made by any investor to the Managers, the relevant Managers will refund such amounts free of any charges, commission or expenses on the business day after the announcement of the revocation of the Offering.

In the event that the Offered Shares have already been delivered by the Selling Shareholders and the Offering Price has been paid by the investors on the business day after the announcement of the revocation of the Offering, the investors would be required to return title to the Offered Shares and the Selling Shareholders will repurchase the Offered Shares to the purchasers for the amount paid by them in the Offering, together with interest calculated at the statutory rate (as of the date of this Prospectus, set at 3% per annum) from the date on which the purchasers paid for the Offered Shares until the date on which the Selling Shareholders repay the Offering Price.

The investors purchasing Offered Shares shall be deemed to have consented to the aforementioned repurchase of Offered Shares.

In case of revocation of the Offering, the Selling Shareholders will notify such circumstance to the CNMV, the Agent Bank and the Joint Global Coordinators on behalf of the Managers, on the date on which the revocation takes place or as soon as practicable.

Tentative calendar of the Offering

The Company expects that the Offering will take place according to the tentative calendar set out below:

Event	Date
Registration of this Prospectus with the CNMV.....	January 19, 2018
Commencement of the book-building period in which proposals are made by Qualified Investors	January 22, 2018
Finalization of book-building period	February 1, 2018
Execution of Underwriting Agreement.....	February 1, 2018
Publication of a relevant fact disclosure with the final size of the Offering	February 1, 2018
Selection of offers to buy Shares	February 1, 2018
Confirmation of offers to buy Shares	February 1, 2018
Final allocation of Shares	February 1, 2018
Transaction date of the Offering and publication of relevant fact disclosure (Transaction Date) (on or about)	February 2, 2018
Admission and commencement of Stabilization Period (on or about).....	February 5, 2018
Settlement Date (on or about).....	February 6, 2018
End of Stabilization Period.....	March 7, 2018

Authorizations of the Offering

On December 19, 2017, the general shareholders' meeting of the Company approved the application for the Admission and to carry out the Offering and granted the necessary authority to the Company's Board of Directors. On the same date, the Company's Board of Directors resolved to apply for Admission and to carry out the Offering.

On January 17, 2018, the Company determined the indicative Offer Price Range for the Offering.

For the avoidance of doubt, no application has been made or is currently intended to be made for the Shares to be admitted to listing or trading on any exchange other than the Spanish Stock Exchanges and the AQS.

No pre-emptive subscription and/or acquisition rights are applicable in relation to the Offering, and no pre-emptive acquisition rights apply to the transfer of the Offer Shares.

The Offering is not subject to any administrative approval or authorization besides the regime applicable to the approval by the CNMV of this document as a prospectus for the purposes of the Offering and the subsequent Admission in accordance with the LMV and related regulation.

Stabilization

In connection with the Offering, Morgan Stanley & Co. International plc, or any of its agents, as Stabilization Manager, acting also on behalf of the Managers, may (but will be under no obligation to), to the extent permitted by applicable law, engage in transactions that stabilize, support, maintain or otherwise affect the price of the Shares, as well as over-allot Shares or effect other transactions, all with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail in an open market. Any stabilization transactions shall be undertaken in accordance with applicable laws and regulations, in particular, with Commission Regulation (EU) No. 596/2014 of April 16, 2014 of the European Parliament and of the Council of April 16, 2014 on market abuse (hereinafter in this section, "**Regulation (EU) 596/2014**"), as regards exemptions for buy-back programs and stabilization of financial instruments set forth under the Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions

applicable to buy-back programs and stabilization measures (hereinafter in this section, “**Delegated Regulation (EU) 2016/1052**”).

The stabilization transactions shall be carried out for a maximum period of 30 calendar days from the date of the commencement of trading of the Shares on the Spanish Stock Exchanges, provided that such trading is carried out in compliance with the applicable rules, including any rules concerning public disclosure and trade reporting. The Stabilization Period is expected to commence on February 5, 2018 and end on March 7, 2018.

For this purpose, the Stabilization Manager may carry out an over-allotment of Shares in the Offering, which may be covered by the Stabilization Manager pursuant to a security loan granted by Altamira Santander Real Estate, S.A. and Anida Operaciones Singulares, S.A. The Stabilization Manager (i) is not required to enter into such transactions and (ii) such transactions may be effected on any securities market, or otherwise and may be taken at any time during the Stabilization Period. However, there is no obligation that the Stabilization Manager or any of its agents effect stabilizing transactions and there is no assurance that the stabilization transactions will be undertaken. Such stabilization, if commenced, may be discontinued at any time without prior notice, without prejudice to the duty to give notice to the CNMV of the details of the transactions carried out under Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052. In no event will measures be taken to stabilize the market price of the Shares above the Offering Price. In accordance with Article 5.5 of Regulation (EU) 596/2014 and Article 6.2 of Delegated Regulation (EU) 2016/1052, the details of all stabilization transactions will be notified by the Stabilization Manager to the CNMV no later than closing of the seventh daily market session following the date of execution of such stabilization transactions.

Additionally, in accordance with articles 5.4 and 5.5 of Regulation (EU) No. 596/2014 and Article 6.3 of Delegated Regulation (EU) 2016/1052, the following information will be disclosed to the CNMV by the Stabilization Manager within one week of the end of the Stabilization Period: (i) whether or not stabilization transactions were undertaken; (ii) the date at which stabilization transactions were initiated; (iii) the date on which stabilization transactions last occurred; and (iv) the price range within which the stabilization transactions were carried out, for each of the dates during which stabilization transactions were carried out.

Over-Allotment Option

In connection with the Offering, Altamira Santander Real Estate, S.A. and Anida Operaciones Singulares, S.A. will grant Morgan Stanley & Co. International plc an option to purchase up to 4.126.606 and 1.742.959 additional Shares, respectively (representing, in aggregate, 15% of the Initial Offered Shares) at the Offering Price. The Over-Allotment Option is exercisable by the Stabilization Manager, on behalf of itself and the other Managers, upon notice to Altamira Santander Real Estate, S.A. and Anida Operaciones Singulares, S.A. at any time on or before 23:59 CET of the date falling 30 calendar days after Admission. This period is expected to commence on February 5, 2018 and end on March 7, 2018. Any Additional Shares made available pursuant to the Over-Allotment Option will rank *pari passu* in all respects with the Initial Offered Shares, including for all dividends and other distributions declared, made or paid on the Initial Offered Shares, if any, will be purchased on the same terms and conditions as the Initial Offered Shares being sold in the Offering and will form a single class for all purposes with the other Shares.

Lock-Up Agreements

The Company will agree in the Underwriting Agreement that without the prior written consent of the Joint Global Coordinators on behalf of the Managers, it will not, from the date of execution of the Underwriting Agreement through 180 days after Admission, without the prior consent of the Joint Global Coordinators, subject to certain exceptions: (i) directly or indirectly, issue, offer, pledge, sell, announce an intention to or contract to sell, sell any option, warrant or contract to subscribe or purchase, exercise any option to subscribe, sell, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, pledge or otherwise transfer or dispose of, directly or indirectly, any Shares, any other equity securities of the Company or any financial instruments convertible into or giving the right to subscribe for Shares or any other equity securities of the Company or file any prospectus under the Prospectus Directive and the prospectus rules thereunder or any similar document with any other securities regulator, stock exchange or listing authority with respect to any of the foregoing; (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences of ownership of the Shares or any other equity securities of the Company, whether any such swap or transaction described in subsection (i) or (ii) above is to be settled by delivery of Shares or any securities, in cash or otherwise; or (iii) publicly announce such intention to effect any such transaction. The foregoing restrictions shall not apply to

any Shares issued, sold or transferred or options granted to purchase Shares pursuant to the MIP or the LTIP of the Company, as disclosed in the Prospectus.

The Santander Entities and the BBVA Entities will agree in the Underwriting Agreement to similar restrictions regarding the Shares for a period starting on the date of execution of the Underwriting Agreement and through 180 days after Admission, subject to certain exceptions. The foregoing restrictions shall not apply to (i) transfers of Shares among affiliated companies (within the meaning of article 5 of the LMV), provided that the transferee of such Shares agrees to comply with the lock-up restrictions; (ii) any transfer over or options granted to purchase shares of the Company pursuant to the Management Incentive Plan (MIP) or the Long Term Incentive Plan (LTIP) of the Company; (iii) the transfer at any time of 5,990,548 shares of the Company by certain Santander Entities to Blackstone or entities or vehicles participated by Blackstone in the context of the denominated “Project Quasar” (the “**Quasar Shares**”), and (iv) after the end of the Stabilization Period, any subsequent transfer of the Quasar Shares.

Finally, the directors, members of senior management and certain key employees who are beneficiaries of the LTIP are also subject to certain lock-up undertakings in connection with the Company’s Shares they may receive under the same. See section “*Management and Board of Directors—Compensation*” for further information.

Other Relationships

The Managers and their respective affiliates may have engaged in transaction with and may have performed various investment banking, financial advisory and other services for the Company, the Santander Entities, the BBVA Entities and their respective affiliates, for which they received customary fees, and they and their respective affiliates may provide such services for the Company and the Santander Entities, the BBVA Entities and their respective affiliates in the future. In particular, certain of the Managers are lenders (either directly or through their affiliates) under certain of the Company’s debt facilities, including the Facility Agreement (see “*Operating and Financial Review—Liquidity and Capital Resources—Indebtedness*”) and or provide performance and other guarantees to the Company. Moreover, in the ordinary course of their business activities, the Managers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short position in such securities and instruments. Such investment and securities activities may involve securities and instruments, including corporate debt facilities, of the Group and the Santander Entities and the BBVA Entities.

Offering expenses

Due to the difficulty to determine the expenses incurred as of the date of this Prospectus, for purely informational purposes, we estimate that the total fees and expenses of the Offering are approximately €29.93 million. Out of the total fees and expenses of the Offering, the Selling Shareholders will pay for their own costs and expenses incurred in connection with the Offering, including the costs, commissions and expenses of their legal and professional advisers. The Company will pay for other expenses related to the Offering as set forth in the Underwriting Agreement, which we expect to be approximately €3.6 million.

SELLING AND TRANSFER RESTRICTIONS

No action has been or will be taken in any jurisdiction that would permit a public offering of the Offered Shares, or possession or distribution of this Prospectus or any other offering material in any country or jurisdiction where action for that purpose is required. Accordingly, the Offered Shares may not be offered or sold, directly or indirectly, and neither this Prospectus, nor any other offering material or advertisement in connection with the Offered Shares, may be distributed or published, in or from any country or jurisdiction except in circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction. Persons into whose possession this Prospectus comes should inform themselves about and observe any restrictions on the distribution of this Prospectus and the Offering. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Prospectus does not constitute an offer of, or the solicitation of an offer to buy or subscribe for, any of the Offered Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction. There will be no public offering in the United States.

No Offered Shares have been marketed to, or are available for purchase in whole or in part by, the public in Spain or elsewhere in conjunction with the Offering. This Prospectus does not constitute a public offer or the solicitation of a public offer in Spain or elsewhere to subscribe for or to buy any securities in the Company or any other entity.

Because of the following restrictions, purchasers of Shares are advised to consult legal counsel prior to making any offer for, resale, pledge or other transfer of, Shares.

Restrictions under the Securities Act

The Offered Shares are being offered in accordance with Rule 144A and Regulation S under the Securities Act. Terms used in this Section that are defined in Rule 144A or in Regulation S under the Securities Act shall have the meaning given to them under the Securities Act. The Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction within the United States and, accordingly, may not be offered, sold or delivered within the United States except to QIBs in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A or pursuant to another available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and may only be offered, sold or delivered outside the United States in accordance with Regulation S.

In addition, until 40 days after the Transaction Date, any offer or sale of the Offered Shares originally distributed outside the United States in accordance with Regulation S that is made within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the Securities Act if made otherwise than in accordance with Rule 144A or pursuant to another exemption from registration under the Securities Act.

Transfer restrictions on US purchasers

Each purchaser of the Offered Shares that is located in the United States, in reliance on Rule 144A, will be deemed to have represented and agreed as follows:

- it is: (i) a QIB; (ii) aware, and each beneficial owner of the Offered Shares has been advised, that the sale of Offered Shares to it is being made in reliance on Rule 144A; and (iii) acquiring Offered Shares for its own account or for the account of a QIB;
- it understands that the Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be reoffered, resold, pledged or otherwise transferred except: (i) (A) to a person whom the purchaser and any person acting on its behalf reasonably believes is a QIB purchasing for its own account or for the account of a QIB in a transaction meeting the requirements of Rule 144A; (B) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S; or (C) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available); and (ii) in accordance with all applicable securities laws of the states of the United States;

- the Company, the Santander Entities, the BBVA Entities, the Managers and their respective directors, officers, agents, employees, advisors and others will rely upon the truth and accuracy of the foregoing representations and agreements; and
- if any of the representations or agreements made by it are no longer accurate or have not been complied with, it will immediately notify the Company and the Managers, and if it is acquiring any Shares as a fiduciary or agent for one or more accounts, it has sole investment discretion with respect to each such account and it has full power to make such foregoing representations and agreements on behalf of each such account.

Such purchaser acknowledges that the Offered Shares offered and sold in accordance with Rule 144A are “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act and that no representation is made as to the availability of the exemption provided by Rule 144 for resale of the Offered Shares.

European Economic Area

In relation to each Relevant Member State, an offer to the public of any Shares may not be made in that Relevant Member State, except that an offer to the public in that Relevant Member State of any Shares may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State so that an offer does not qualify as a “public offer” for Prospectus Rules purposes:

- (a) to any legal entity which is a qualified investor as defined under the Prospectus Directive;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) per Relevant Member State, subject to obtaining the Managers’ prior consent for such offer; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Shares shall result in a requirement for the Company, the Santander Entities, the BBVA Entities or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or a supplemental prospectus pursuant to Article 16 of the Prospectus Directive and each person who initially acquires any Offered Shares or to whom any offer is made will be deemed to have represented, warranted and agreed to and with each of the Managers, the Santander Entities, the BBVA Entities and the Company, that it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive.

For the purposes of this provision, the expression an “offer to the public” in relation to any Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Offering and any Shares to be offered so as to enable an investor to decide to purchase any Shares, as the same may be varied for that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

United Kingdom

In the United Kingdom, this Prospectus is only addressed to and directed to qualified investors, as that term is defined in the Prospectus Directive: (i) who have professional experience in matters relating to investments falling within Article 19(5) of the FSMA Order; and/or (ii) who are high net worth entities falling within Article 49(2)(a) to (d) of the FSMA Order, and other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as “**Relevant Persons**”). The securities described herein are only available in the United Kingdom, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities in the United Kingdom will be engaged in only with Relevant Persons. Any person in the United Kingdom who is not a Relevant Person should not act or rely on this Prospectus or any of its contents.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the UK Financial Services and Markets Act 2000, as amended (the “**FSMA**”) in connection with the issue or sale of any Offered Shares will be communicated or caused to be communicated and will only be communicated or caused to be communicated to persons who have professional experience in matters relating to investments falling

within Article 19(5) of the FSMA Order or in circumstances in which section 21(1) of the FSMA does not apply to the Company.

Australia

This Prospectus: (a) does not constitute a prospectus or a product disclosure statement under the Corporations Act 2001 of the Commonwealth of Australia (“**Australian Corporations Act**”); (b) does not purport to include the information required of a prospectus under Part 6D.2 of the Australian Corporations Act or a product disclosure statement under Part 7.9 of the Australian Corporations Act; (c) has not been, nor will it be, lodged as a disclosure document with the Australian Securities and Investments Commission (“ASIC”), the Australian Securities Exchange operated by ASX Limited or any other regulatory body or agency in Australia; and (d) may not be provided in Australia other than to select investors (“Exempt Investors”) who are able to demonstrate that they: (i) fall within one or more of the categories of investors under section 708 of the Australian Corporations Act to whom an offer may be made without disclosure under Part 6D.2 of the Australian Corporations Act; and (ii) are “wholesale customers” for the purpose of section 761G of the Australian Corporations Act.

The Offered Shares may not be directly or indirectly offered for subscription or purchased or sold, and no invitations to subscribe for, or buy, the Offered Shares may be issued, and no draft or definitive prospectus, advertisement or other offering material relating to any Shares may be distributed, received or published in Australia, except where disclosure to investors is not required under Chapters 6D and 7 of the Australian Corporations Act or is otherwise in compliance with all applicable Australian laws and regulations. By submitting an application for the Offered Shares, each purchaser or subscriber of Offered Shares represents and warrants to the Company, the Santander Entities, the BBVA Entities, the Managers and their affiliates that such purchaser or subscriber is an Exempt Investor.

As any offer of Shares under this Prospectus, any supplement or other document will be made without disclosure in Australia under Parts 6D.2 and 7.9 of the Australian Corporations Act, the offer of those Shares for resale in Australia within twelve months may, under the Australian Corporations Act, require disclosure to investors if none of the exemptions in the Australian Corporations Act applies to that resale. By applying for the Shares each purchaser of Shares undertakes to the Company, the Santander Entities, the BBVA Entities and the Managers that such purchaser will not, for a period of twelve months from the date of purchase of the Shares, offer, transfer, assign or otherwise alienate those Shares to investors in Australia except in circumstances where disclosure to investors is not required under the Australian Corporations Act or where a compliant disclosure document is prepared and lodged with ASIC.

Japan

The Shares have not been, and will not be, registered under the Financial Instruments and Exchange Law of Japan (Act No. 25 of 1948, as amended, the “**FIEL**”) and disclosure under the FIEL has not been, and will not be, made with respect to the Offered Shares. Neither the Shares nor any interest therein may be offered, sold, resold, or otherwise transferred, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEL and all other applicable laws, regulations and guidelines promulgated by the relevant Japanese governmental and regulatory authorities. As used in this paragraph, a resident of Japan is any person that is resident in Japan, including any corporation or other entity organized under the laws of Japan.

Switzerland

The Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange (“**SIX**”) or on any other stock exchange or regulated trading facility in Switzerland. This Prospectus has been prepared without regard to the disclosure standards for issuance of prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this Prospectus nor any other offering or marketing material relating to the Shares or the offering may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this Prospectus nor any other offering or marketing material relating to the Offering, the Company or the Offered Shares has been or will be filed with or approved by any Swiss regulatory authority. In particular, this Prospectus will not be filed with, and the offer of Offered Shares will not be supervised by, the Swiss Financial Market Supervisory Authority, and the offer of Offered Shares has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes (“**CISA**”). The investor protection afforded to

acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of Offered Shares.

Singapore

This Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Shares may not be circulated or distributed, nor may Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than: (i) to an institutional investor as defined under Section 275(2) and under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (“SFA”); (ii) to a relevant person as defined under Section 275(2) and under Section 275(1), or any person under Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA; or (iii) otherwise under, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Offered Shares purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited Investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor; and
- (c) shares, debentures and units of shares and debentures of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Shares under an offer made under Section 275 of the SFA except:
 - (i) to an institutional investor (for corporations, under Section 274 of the SFA) or to a relevant person defined in Section 275(2) of the SFA, or to any person under an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights and interest in that trust are acquired at a consideration of not less than US\$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for corporations, in accordance with the conditions specified in Section 275 of the SFA;
 - (ii) where no consideration is or will be given for the transfer; or
 - (iii) where the transfer is by operation of law.

Hong Kong

The Offered Shares have not been offered or sold and will not be offered or sold in Hong Kong, by means of any document, other than: (a) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and no advertisement, invitation or document relating to the Offered Shares, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Offered Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the Securities and Futures Ordinance and any rules made under that Ordinance has been or will be issued, whether in Hong Kong or elsewhere.

Kuwait

The Shares have not been registered, authorized or approved for offering, marketing or sale in the State of Kuwait pursuant to Securities and Investment Funds Act of Kuwait No. 31/1990, as amended, and its executive bylaw, and as such the Offered Shares shall not be offered or sold in the State of Kuwait. Interested investors from the State of Kuwait who approach the Santander Entities, the BBVA Entities, the Company, or any of the

Managers acknowledge this restriction and that this Offering and any related materials shall be subject to all applicable foreign laws and rules; therefore, such investors must not disclose or distribute such materials to any other person.

Qatar

This Prospectus has not been filed with, reviewed or approved by the Qatar Central Bank, any other relevant Qatar governmental body or securities exchange. This Prospectus is being issued to a limited number of sophisticated investors and should not be provided to any person other than the original recipient. It is not for general circulation in the State of Qatar and should not be reproduced or used for any other purpose.

UAE (excluding the Dubai International Financial Centre)

The Offering has not been approved or licensed by the UAE Central Bank or any other relevant licensing authority in the United Arab Emirates, and does not constitute a public offer of securities in the United Arab Emirates in accordance with the Commercial Companies Act, Federal Law No. 8 of 1984 of the United Arab Emirates (as amended) or otherwise. Accordingly, the Offered Shares may not be offered to the public in the United Arab Emirates.

The Offered Shares may be offered, and this Prospectus may be issued, only to a limited number of investors in the United Arab Emirates who qualify as sophisticated investors under the relevant laws of the United Arab Emirates.

Nothing contained in this Prospectus is intended to constitute investment, legal, tax, accounting or other professional advice. This Prospectus is for your information only and nothing in this Prospectus is intended to endorse or recommend a particular course of action. You should consult with an appropriate professional for specific advice rendered on the basis of your situation.

Dubai International Financial Centre

This Prospectus relates to an Exempt Offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority. This Prospectus is intended for distribution only to persons of a type specified in those rules. It must not be delivered to, or relied on by, any other person. The Dubai Financial Services Authority has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The Dubai Financial Services Authority has not approved this Prospectus nor taken steps to verify the information set out in it, and has no responsibility for it.

The Offered Shares to which this Prospectus relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Offered Shares offered should conduct their own due diligence on the Offered Shares. If you do not understand the contents of this Prospectus you should consult an authorized financial advisor. The Offered Shares have not been and will not be offered, sold or publicly promoted or advertised in the Dubai International Financial Centre other than in compliance with laws applicable in the Dubai International Financial Centre, governing the issue, offering or the sale of securities.

Canada

The Offered Shares may be sold in Canada only to purchasers resident or located in the Provinces of Ontario, Québec, Alberta and British Columbia, purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Offered Shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 Underwriting Conflicts (“**NI 33-105**”), the Managers are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

Purchaser’s Representation

Each person in a Relevant Member State who receives any communication in respect of, or who acquires any Offered Shares pursuant to the Offering will be deemed to have represented, warranted and agreed to and with each Manager and the Company that:

- (a) it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive; and
- (b) in the case of any Offered Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive: (i) the Offered Shares acquired by it in the Offering have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the law in that Relevant Member State implementing Article 2(1) of the Prospectus Directive, or in circumstances in which the prior consent of the Managers has been given to the offer or resale; or (ii) where Offered Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Offered Shares to it is not treated under the Prospectus Directive as having been made to such persons.

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 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 Offered Shares have been subject to a product approval process, which has determined that such Offered 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 Offered Shares may decline and investors could lose all or part of their investment; the Offered Shares offer no guaranteed income and no capital protection; and an investment in the Offered 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 Offer. 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 Offered Shares.

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

ENFORCEABILITY OF CIVIL LIABILITIES

The Company is a Spanish company and its assets are located within Spain. In addition, all of the Company's directors, as well as its principal shareholders, reside or are located outside the United States, mainly in Spain. As a result, investors may not be able to effect service of process upon the Company or these persons or to enforce judgments obtained against the Company or these persons in foreign courts predicated solely upon the civil liability provisions of U.S. securities laws.

The Company has been advised by Uría Menéndez Abogados, S.L.P., the Company's Spanish counsel, that there is doubt that a lawsuit based upon U.S. federal or state securities laws could be brought in an original action in Spain and that a foreign judgment based upon U.S. securities laws would be enforced in Spain.

VALIDITY OF THE SHARES

The validity of the Offered Shares and certain matters relating to the Offering will be passed upon for the Company by Uría Menéndez Abogados, S.L.P. (with respect to Spanish law) and Mayer Brown International LLP (with respect to United States Federal law and English law). Certain legal matters relating to the Offering will be passed upon for the Managers by Freshfields Bruckhaus Deringer LLP (with respect to Spanish law, United States Federal law and English law).

INDEPENDENT AUDITORS

The Financial Statements of the Company included elsewhere in this Prospectus have been audited by PricewaterhouseCoopers Auditores, S.L., with its address for these purposes at Torre PwC Paseo de la Castellana, 259 B, 28046 Madrid (Spain), registered with the Official Registry of Auditors (ROAC) under the number S0242 and in the Commercial Registry of Madrid under Volume 87,250-1, folio 75, tome 9,267, book 8,054, independent auditors, as stated in their reports included elsewhere herein.

PricewaterhouseCoopers Auditores, S.L. was appointed as auditor since the incorporation of the Company on April 6, 2016. PricewaterhouseCoopers Auditores, S.L. has not resigned, been removed or not reappointed as independent auditors of the Company since the incorporation of the Company or otherwise, prior to the date of this Prospectus.

ADDITIONAL INFORMATION

Information on the Company

The Company is a Spanish *sociedad anónima* incorporated on February 18, 2016 and registered with the Madrid Commercial Registry. The Company's registered office is at Calle Quintanavides 13, Parque Vía Norte, 28050, Madrid, Spain, and its phone number is +34 660 99 00 44.

The Company holds Spanish tax identification number A87471264. The Legal Entity Identifier (LEI) code of the Company is 959800ZQW44V5U3SEZ73.

The financial year-end of the Company is December 31.

Corporate Structure

The table below shows our main subsidiaries as of the date of this Prospectus.

Name	Domicile	2017
Inmobiliaria Das Avenidas Novas, S.A.	Portugal	100%
Metrovacesa Promoción y Arrendamiento, S.A.	Spain	99.9%
Promociones Vallebramen, S.L.	Spain	100%
Atlantys Espacios Comerciales, S.L.	Spain	100%
Habitatrix, S.L.	Spain	100%
Fuencarral Agrupanorte, S.L. (formerly ALQ.13).....	Spain	100%
Metrovacesa Inmuebles y Promociones, S.L.	Spain	100%
Urbanizadora Valdepolo I, S.A.	Spain	50%
Urbanizadora Valdepolo II, S.A.	Spain	50%
Urbanizadora Valdepolo III, S.A.	Spain	50%
Urbanizadora Valdepolo IV, S.A.	Spain	50%

The Company is currently neither subject to Section 13 or 15(d) of the Exchange Act nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder. For so long as this remains the case, the Company will furnish, upon written request, to any shareholder, any owner of any beneficial interest in any of the Shares or any prospective purchaser designated by such a shareholder or such an owner, the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act, if at the time of such request any of the Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act.

Documents on display

Copies of the following documents will be available for inspection in physical form from the date of this Prospectus during business hours on weekdays at the Company's offices at Calle Quintanavides 13, Parque Vía Norte, 28050, Madrid, Spain:

- (a) deed of incorporation of the Company;
- (b) the bylaws of the Company (which, following Admission, will also be available on the Company's website at <http://metrovacesa.com> > Inversores y accionistas);
- (c) Board of Directors Regulations, General Shareholders' Meeting Regulations, Internal Code of Conduct in the Securities Markets (which, following Admission, will be available on the CNMV's website at www.cnmv.es and on the Company's website at <http://metrovacesa.com> > Inversores y accionistas);

- (d) the Financial Statements (which, following the registration of this Prospectus, will also be available on the CNMV's website at www.cnmv.es and on the Company's website at <http://metrovesa.com> > Inversores y accionistas);
- (e) this Prospectus (which will also be available on the CNMV's website at www.cnmv.es and following Admission on the Company's website at <http://metrovesa.com> > Inversores y accionistas);
- (f) the certificate of the resolutions approved by the general shareholders meeting and Board of Directors in connection with the Offering.

The documents referred to in (b) to (f) above will also be available for inspection in physical form at the CNMV's premises at: Edison 4, 28006 Madrid, Spain, and Paseo de Gracia 19, 4th floor, 08007 Barcelona, Spain.

Working capital

In the opinion of the Company, the working capital available to the Company, which as of September 30, 2017 amounted to €1,624 million, is sufficient for the Company's present requirements and, in particular, is sufficient for at least the next twelve months from the date of this Prospectus.

The Company has calculated its working capital by subtracting current liabilities (€26.6 million) from current assets (€1,850 million) (both as registered in the Interim Financial Statements).

No significant change

Significant changes in the Group's financial or trading position since September 30, 2017, the end of the last financial period for which financial information has been published, are described below:

- a) On October 31, 2017 we entered into an agreement with the management of the Municipal Authorities of Seville for the termination by mutual agreement of the urban development contract agreement entered into on November 24, 2010 (management scope SUS-DBP - 02 "Palmas Altas Sur"). As a result of that termination, it was agreed:
 - To return to us the plots of land transferred to the Municipal Authorities of Seville following the signing of the agreement.
 - That our obligations concerning the completion of the urban development work continue in effect.
 - That we should prepare a waiver of the administrative appeal filed against the agreement.
 - To set up a joint technical committee to analyse and negotiate the matters which have yet to be resolved which should be formalized by November 30, 2017 and which will be a necessary condition for the integrated compliance of the agreement entered into between the parties.
 - As a result of this agreement, the returned land plots will be registered for their historical value of €9 million and €23 million in receivables and €9 million in deferred income will be written off.
- b) The Transaction was completed (see *Pro Forma Consolidated Financial Information*).
- c) The Company entered into the Facility Agreement (see *Operating and Financial Review — Term Loan facility*).
- d) The MIP and LTIP were approved (see *Management and Board of Directors — Long-Term Incentive Plan and Management Incentive Plan (MIP)*).
- e) The change of the Company's name was registered in the Mercantile Registry of Madrid on November 29, 2017

- f) On January 15, 2018, the Company completely repaid the Short-Term Facility in the amount of (i) €0.6 million, corresponding to the VAT tranche and (ii) €30.5 million, corresponding to the operating tranche.

There is no significant new product and/or service that has been recently introduced or under development by the Company or by any member of the Group other than in the ordinary course of business.

Information on holdings

The Company does not hold a proportion of capital in any undertakings outside of the Group which are likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.

ANNEXES

ANNEX I – CBRE VALUATION REPORT

VALUATION REPORT

PROPERTY PORTFOLIO
METROVACESA, S.A.

*Metrovacesa, S.A.
Calle Quintanavides, 13
28050 Madrid*

Date of Valuation: 30th September 2017

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The contents of this Report may only be relied upon by:

- (i) Addressees of the Report; or
- (ii) Parties who have received prior written consent from CBRE in the form of a reliance letter.

This Report is to be read and construed in its entirety and reliance on this Report is strictly subject to the disclaimers and limitations on liability found in the last paragraph of Section 1 of the "Valuation Report". Please review this information prior to acting in reliance on the contents of this Report. If you do not understand this information, we recommend you seek independent legal counsel.

1

VALUATION REPORT

1.1 VALUATION REPORT



CBRE Valuation Advisory S.A.
Edificio Castellana 200
Pº de la Castellana, 202 8º
28046 Madrid
Switchboard +34 91 598 19 00
Fax + 34 91 556 03 60

Report Date13th December 2017**Addressees****Metrovacesa, S.A.**

Calle Quintanavides, 13
28050 Madrid

For the attention of Mr Jorge Pérez de Leza

Banco Bilbao Vizcaya Argentaria, S.A.

Plaza de San Nicolás, 4,
48005 Bilbao

Banco Santander, S.A.

C/Gran Vía de Hortaleza 3, Edif. Pedreña, Planta 1º,
28033 Madrid

Deutsche Bank AG, London Branch

Winchester House, 1 Great Winchester Street,
London EC2N 2DB, United Kingdom

Morgan Stanley & Co. International plc

25 Cabot Square,
London E14 4QA, United Kingdom

Goldman Sachs International

Peterborough Court, 133 Fleet Street,
London EC4A 2BB United Kingdom

Société Générale Sucursal en España

Torre Picasso, Pza. Pablo Ruiz Picasso, 1
28020- Madrid, Spain

CaixaBank, S.A.

Pintor Sorolla, 2-4,
46002-Valencia, Spain



	Norbolsa Sociedad de Valores, S.A. Torre Iberdrola, Plaza Euskadi, 5 – Planta 26, 48009 Bilbao, Spain
	Fidentiis Equities Sociedad de Valores, S.A. Calle Velázquez, 140, 28006 Madrid, Spain
The Property	One hundred and thirty-three real estate assets which comprises the portfolio of Metrovacesa, S.A. as at valuation date.
Property Description	The portfolio of Metrovacesa comprises plots of land and work in progress distributed across Spain.
Ownership Purpose	Development
Instruction	To inspect and value on the basis of Market Value the properties that comprise the portfolio of Metrovacesa, S.A., as at 30 th September 2017 in accordance with your letter of instruction dated on 6 th November 2017
Valuation Date	30 th September 2017
Capacity of Valuer	External.
Purpose	Initial Public Offering. The Valuation has been prepared for a Regulated Purpose as defined in the RICS Valuation-Global Standards 2017 ("Red Book"). We understand and agree that our valuation report and the Appendices to it (together with the "Valuation Report") is prepared to be incorporated in its entirety in a Prospectus (the "Prospectus") to be submitted to the Spanish Securities Market Commission (<i>Comisión Nacional del Mercado de Valores</i>) for approval and registration in connection with the initial offering and admission to listing of the shares of the Company as well as in any offering circular or material related to such offering (including, for example, any investor, analyst or roadshow presentations).

Market Value**€924.630.000****(NINE HUNDRED AND TWENTY-FOUR MILLION SIX HUNDRED AND THIRTY THOUSAND EUROS)****Exclusive of VAT.**

Market Value Metrovacesa, S.A.	
Type of asset	Market Value
Work in progress	€100,210,000
Land	€824,420,000

Our opinion of Market Value is based upon the Scope of Work and Valuation Assumptions attached, and has been primarily derived using comparable recent market transactions on arm's length terms.

We have valued the Properties individually and no account has been taken of any discount or premium that may be negotiated in the market if all or part of the portfolio was to be marketed simultaneously, either in lots or as a whole.

Acquisition Costs

For valuation purposes, we have estimated the acquisition costs for the properties belonging to the portfolio of Metrovacesa, S.A taking into account its gross market value. We have deducted such costs to each property, resulting therefore in a net market value.

The following table reflects the acquisition costs assumed for each property taking into account its gross market value:

Lower than 5 million euros	5-10 million euros	10-20 million euros	20-50 million euros	50-100 million euros	100-200 million euros	Higher than 200 million euros
4.26%	4.01%	3.76%	3.51%	3.26%	3.01%	2.76%

These acquisition costs include stamp duty, legal, agency and registry fees.

The information shown in the table above correspond to the national average, although certain variations may exist depending on the autonomous community where the property is located, as well as an adjustment derived from the rounding off of market values.

Limitations

We have checked the tenure of the real estate assets. As at valuation date the real estate assets were still registered under the previous owner name. We have assumed that Metrovacesa, S.A. will subrogate the position of the entities supplying these real estate assets.

We have not measured the property on site or from scale plans of the properties subject to valuation. We have therefore assumed that the areas provided by the client are correct and we have checked it with the registry documents provided by Metrovacesa, S.A.

For the purpose of the valuation we have faithfully relied upon the verbal information and documentation provided by the client with regard to the relevant planning status achieved and also the process required to achieve the condition of approved development land.

The information provided by the client includes:

- Town planning stage (classification, qualification, etc)
- Approval documents for planning status.
- Buildable area and breakdown of buildable areas depending on its final use.
- Number of units projected.
- Pending costs and progress of the infrastructure works.
- Pending costs and progress of the works in progress real estate assets.

CBRE has cross-checked that the town planning stage informed by the Client corresponds with its current progress, via documentation provided by the client, through verbal enquiries with corresponding the town planning departments and through the web pages of the corresponding town halls and Autonomous Communities ("CCAA") where the assets are located.

We have not contrasted the information provided related to the Pending costs and progress of the infrastructure works. For the purpose of the valuation we have faithfully relied upon the information provided.

We have not carried out independent investigations relating to the incurred or pending costs or the number of pre-sold units at the date of the valuation. We have faithfully relied upon the information provided by the client and have assumed that it is correct.

Compliance with Valuation Standards

The valuation has been prepared in accordance with The RICS Valuation – Professional Standards 1st July 2017 (“the Red Book”).

We confirm that we have sufficient current local and national knowledge of the particular property market involved, and have the skills and understanding to undertake the valuation competently. Where the knowledge and skill requirements of The Red Book have been met in aggregate by more than one valuer within CBRE, we confirm that a list of those valuers has been retained within the working papers, together with confirmation that each named valuer complies with the requirements of The Red Book.

Special Assumptions

As at valuation date the real estate assets were still registered under the previous owner name. We have assumed that Metrovacesa, S.A. will subrogate the position of the entities supplying these real estate assets.

The asset UE-1 Vinival-Alboraya (ref 61) is currently an urban land for industrial use during the last years, there has been an interest from the local Administration and land owners to make a change of use, since the current use does not adapt to the characteristics of the city. This process of change of use is advanced and some agreements have already been reached between the parties. Regarding the valuation, we have assumed the information provided by the Client, which corresponds to the buildability and proposed uses once the specific modification is approved.

Regarding the land located in Sant Adrià de Besós (ref.102) we have assumed the total buildability and the uses associated to it, which, according to Metrovacesa, will be proposed by the “Departamento de Territorio de la Generalitat” in the Master Urban Plan of the sector, which is in the process of approval.

Assumptions

The property details on which each valuation is based are as set out in this report. We have made various assumptions as to tenure, letting, town planning, and the condition and repair of buildings and sites – including ground and groundwater contamination – as set out below.

	<p>If any of the information or assumptions on which the valuation is based are subsequently found to be incorrect, the valuation figures may also be incorrect and should be reconsidered.</p>
Variation from Standard Assumptions	<p>None.</p>
Market Conditions	<p>The values stated in this report represent our objective opinion of Market Value in accordance with the definition set out above as of the date of valuation. Amongst other things, this assumes that the properties had been properly marketed and that exchange of contracts took place on this date.</p>
Valuation Certainty	<p>The assets have been valued as at 30th September 2017, prior to the Referendum held on October 1st 2017 in Cataluña, therefore the current political situation has had no effect in this valuation.</p> <p>As at publication date of this report, we are aware of the current market uncertainty. We wish to point out that any future development of this issue could have an effect in the market value of the assets after October 1st 2017.</p> <p>Following the result of a Referendum held on 1 October 2017, concerning the independence of the Region of Cataluña, Spain – which was not recognised by the Spanish Government – we are now in a period of uncertainty in relation to many factors that impact the property investment and letting markets. Since the Referendum date it has not been possible to gauge the effect of this decision by reference to transactions in the market place. The probability of our opinion of value exactly coinciding with the price achieved post valuation date, were there to be a sale has, as a consequence, reduced. We would, therefore, recommend that the valuation is kept under regular review and that specific market advice is obtained should you wish to effect a disposal post valuation date.</p>
Valuer	<p>The Property has been valued by a valuer who is qualified for the purpose of the valuation in accordance with the RICS Valuation – Professional Standards (The Red Book).</p>

Independence	The total fees, including the fee for this assignment, earned by CBRE Valuation Advisory S.A. from the Addressee are less than 5.0% of the total Spain revenues.
Disclosure	The principal signatory of this report has not continuously been the signatory of valuations for the same addressee and valuation purpose as this report. CBRE Valuation Advisory S.A. has not continuously been carrying out valuation instructions for the addressee of this report.
Conflicts of Interest	We confirm that we have had no previous material involvement with the property, and that copies of our conflict of interest checks have been retained within the working papers.
Reliance	This report is for the use only of the parties to whom it is addressed for the specific purpose set out herein and no responsibility is accepted to any third party for the whole or any part of its contents.
Publication	<p>Neither the whole nor any part of our report nor any references thereto may be included in any published document, circular or statement nor published in any way without our prior written approval of the form and context in which it will appear.</p> <p>Such publication of, or reference to this report will not be permitted unless it contains a sufficient contemporaneous reference to any departure from the Royal Institution of Chartered Surveyors Valuation – Professional Standards or the incorporation of the special assumptions referred to herein.</p>

We have been informed by our Client, and agree, that this document, the Valuation Report, will be incorporated and published as part of the prospectus to be filed with Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) in the context of Initial Public Offering of Metrovacesa, S.A. as well as in any offering circular or material related to such offering (including, for example, any investor, analyst or roadshow presentations).

Faithfully,



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1.2 SCHEDULE OF MARKET VALUES

REF.	PROPERTY	PROVINCE	TOWN	MARKET VALUE 100% 30th September 2017
WORK IN PROGRESS				
1	Mundo Aguilón Feel Priviledge I	Almería	Pulpi	€8.500.000
2	Mundo Aguilón Feel Priviledge II	Almería	Pulpi	€11.000.000
3	Edificio Puerta del Mediterráneo	Castellán	Oropesa	€1.290.000
4	Resd. San Cosme II	Madrid	Valdemoro	€2.500.000
5	Lago de Arrosadía	Pamplona	Pamplona	€5.060.000
6	Rosales Resid.	Madrid	Madrid	€15.200.000
7	Gatzelondo Berria	Bilbao	Bilbao	€6.280.000
8	Cóndida Peña Bello	Sta. Cruz de Tenerife	Las Galletas	€800.000
9	Residencial Mirador de Guadarrama	Madrid	Collado Villalba	€5.500.000
10	AUA-09 Avda. El Mirón- Parcela B	Las Palmas	Arucas	€630.000
11	Sector Unipapel Logroño	Logroño	Logroño	€2.420.000
12	Salvador Puig Antich 1-41	Barcelona	Montornès del Vallès	€2.060.000
13	Ernest Lluch	Barcelona	Montornès del Vallès	€5.010.000
14	Santiago Rusiñol	Barcelona	Terrassa	€4.000.000
15	Fupar Fira - Parcela 3-3	Barcelona	Terrassa	€2.210.000
16	Avda. Barcelona	Barcelona	Terrassa	€4.600.000
17	Ed. Gregario Marañón	Almería	Almería	€17.500.000
18	C/ Las Amapolas s/n	Málaga	Casares	€2.650.000
19	La Galera I	Málaga	Estepona	€3.000.000
TOTAL WORK IN PROGRESS				€100,210,000

REF.	PROPERTY	PROVINCE	TOWN	MARKET VALUE 100% 30th September 2017
LAND				
20	Sector URP-SP-17 "Cuatro Vientos" Manzana 1	Málaga	Marbella	€1,800,000
21	Córdoba PPO7- Manzana 10	Córdoba	Córdoba	€9,300,000
22	Sector SUT-1-SM Almerimar	Almería	El Ejido	€6,450,000
23	Munda Aguilón. Pulpi (suelo + galí)	Almería	Pulpi	€35,800,000
24	PLA-1 Y PLA-2 "Playa Granada"	Granada	El Varadero	€650,000
25	Parcela Casares	Málaga	Casares	€1,750,000
26	UE-E8, Atalaya Park, s/n	Málaga	Estepona	€8,000,000
27	Lo Galera II	Málaga	Estepona	€4,100,000
28	Peinado Grande	Málaga	Málaga	€1,550,000
29	Torre del Río, Málaga	Málaga	Málaga	€37,000,000
30	Calinas del Limonar (Incluye promoción Residencial Citrea)	Málaga	Málaga	€4,400,000
31	URP-VB-7 Artola Alta	Málaga	Marbella	€5,500,000
32	Unidad de ejecución UE SO-3 "Cortijo Baja"	Málaga	Mijas	€3,700,000
33	La Almachada. Mijas	Málaga	Mijas	€2,800,000
34	Cala de Mijas. Málaga	Málaga	Mijas	€2,700,000
35	Sector SUP-T-10. Torre del Mar. Velez	Málaga	Torre del Mar	€1,650,000
36	SUP-T-12. Torre del Mar. Velez	Málaga	Torre del Mar	€1,300,000
37	La Cizaña- Torremolinos (incluye promoción Residencial Nereidas)	Málaga	Torremolinos	€35,250,000
38	Avda. La Marina 9-11	Cádiz	Algeciras	€1,400,000
39	Plaza del Carol. Algeciras	Cádiz	Algeciras	€1,350,000
40	S-CO-10 Puerta Sherry (Cádiz) (Puerto Sherry + La China)	Cádiz	El Puerto de Santa María	€5,300,000
41	SUP-R8, Parcela D (Rota-Cádiz)	Cádiz	Rota	€2,500,000
42	ota UE 11-A. Parcelas C1-C2 (incluye Complejo Pier 1)	Cádiz	Rota	€2,000,000
43	Sotogrande Subsector 38	Cádiz	San Roque	€9,000,000
44	Córdoba PPO7. Manzana 4	Córdoba	Córdoba	€7,780,000
45	Córdoba PPO6. Parque Azahara	Córdoba	Córdoba	€675,000
46	Avda. de las Ollerías,35	Córdoba	Córdoba	€775,000
47	Sector PP-O5 "Camino Turruñuelos". 6 parcelas (incluye Mirador de La Albaida)	Córdoba	Córdoba	€11,990,000
48	UE-2 PERI.B-13 "Maestre Escuela" El Brillante	Córdoba	Córdoba	€6,700,000
49	PP Sector O3 Huerta de Santa Isabel Este. Parcelas 3.2, 3.8, 8.3 y 4.1.2	Córdoba	Córdoba	€8,725,000
50	Avda. Italia (Residencial Atlantia)	Huelva	Huelva	€2,250,000
51	C/ de los Marineras	Huelva	Isla Cristina	€3,700,000
52	Parcelo R13.2 Valparaisa – San Juan de Aznalfarache	Sevilla	Sevilla	€2,650,000
53	Entrenúcleas BC3 y BC4 - Dos Hermanas	Sevilla	Sevilla	€6,550,000
54	Plan Parcial PP 1/4 "Albufereta", Alicante	Alicante	Alicante	€4,900,000
55	Parcelas Urb Sector 6, Finestrat	Alicante	Finestrat	€1,460,000
56	Sector PAU II. Castellet	Alicante	San Vicente del Raspeig	€850,000
57	PP "Nou Nazareth"	Alicante	Sant Joan d'Alacant	€5,180,000
58	Solar Avda. Valencia 95 Esq C/ Río Ebro	Castellón	Castellón de la Plana	€1,100,000
59	Sector UER-17-Castellón	Castellón	Castellón de la Plana	€1,470,000

REF.	PROPERTY	PROVINCE	TOWN	MARKET VALUE 100% 30th September 2017
LAND				
60	Avenida Enrique Gimeno, 79	Castellán	Castellón de la Plana	€4,070,000
61	UE-1 Vinival - Alboraya	Valencia	Alboraya	€17,400,000
62	AR-3, Adsubia-Rebaldi 3, Jávea	Alicante	Jávea/Xàbia	€930,000
63	Suelo, Sector SP-1-El Puig	Valencia	Puig	€2,150,000
64	Suela Camí Santa Elvira - SP3Y4 / PLAYA B. Puig	Valencia	Puig	€700,000
65	Suelo en Patraix	Valencia	Valencia	€3,660,000
66	CL Valle de Ayora Y CL L'Horta Nord	Valencia	Valencia	€750,000
67	SUP T-4 Benimacllet	Valencia	Valencia	€13,200,000
68	Avda. Constitución / C. Baeza / C. Agustín Lara - Valencia	Valencia	Valencia	€3,000,000
69	Cesáreo Alierta. Zaragoza	Zaragoza	Zaragoza	€1,430,000
70	Avenida de Madrid (Zaragoza)	Zaragoza	Zaragoza	€4,140,000
71	AU-VLA Polígono 812 Vaqueros La Estrecha	Asturias	Oviedo	€1,700,000
72	Sector Unipapel Logroño	La Rioja	Logroño	€3,120,000
73	"Espartales Norte"	Madrid	Alcalá de Henares	€3,300,000
74	Cerro del Castillo	Madrid	Arganda del Rey	€3,300,000
75	Getafe La Estación	Madrid	Getafe	€10,300,000
76	Santiago Cordero	Madrid	Madrid	€4,650,000
77	APR 08.03 "Prolongación de la Castellana."Finca en la calle Isla de Jamaica nº7	Madrid	Madrid	€335,000
78	Calle Vallicierno, 4	Madrid	Madrid	€2,400,000
79	Complejo Mesena	Madrid	Madrid	€37,970,000
80	Arpo (Pozuelo de Alarcón, Madrid)	Madrid	Pozuelo de Alarcón	€25,000,000
81	Mante La Villa - Villaviciosa de Odón	Madrid	Villaviciosa de Odón	€3,350,000
82	Arrosadía	Navarra	Pamplana	€9,220,000
83	Soto de Lezkairu	Navarra	Pamplona	€17,300,000
84	U.E. 21 Parque Serralta. Barakaldo	Vizcaya	Baracaldo	€10,910,000
85	Avda. San Agustín, s/n	Ibiza	Sant Agustí des Vedra	€2,675,000
86	Plaza de la Mar y Calle La Pratja 6	Ibiza	Sant Agustí des Vedra	€4,785,000
87	Calle Sa Punta De S'embarcador	Ibiza	Sant Agustí des Vedra	€1,975,000
88	Portmany 4.20	Ibiza	Sant Josep de Sa Talaia	€1,330,000
89	Sector Levante. Palma de Mallorca	Mallorca	Palma	€80,000,000
90	Lord Nelson Urb.Calo Llonga Parc.1076.2	Menorca	Cala Llonga	€1,770,000
91	Sector Bareu-Paraiso	Barcelona	Arenys de Mar	€9,390,000
92	AD20. Barberá del Vallés	Barcelona	Barberá del Vallés	€6,660,000
93	CL Navas De Tolosa 308-309	Barcelona	Barcelona	€2,530,000
94	Edificio Dr. Barraquer, B	Barcelona	Castelldefels	€1,680,000
95	Papelera - Seda	Barcelona	El Prat de Llobregat	€49,695,000
96	PAU II Concordio - Illa 1 U1 / / Illa 1 U1, U2, U2	Barcelona	Manresa	€6,945,000
97	P.E.8 - Alcoholera- Manresa	Barcelona	Manresa	€3,070,000
98	Las Calderotas // Sector La Sinia	Barcelona	Martorell	€1,170,000
99	Can Fàbreras PAU 11 // Berenguer III / Riera / Orient	Barcelona	Mollet del Vallés	€2,650,000

REF.	PROPERTY	PROVINCE	TOWN	MARKET VALUE 100% 30th September 2017
LAND				
100	Tetuán / Lepant / Bruc / Girona / Tintore	Barcelona	Sabadell	€4,890,000
101	Can Gambús	Barcelona	Sabadell	€4,960,000
102	Sant Adrià de Besós	Barcelona	Sant Adrià del Besos	€56,490,000
103	Avda. Manuel Fernández Márquez, 13- 17- 19- 23, parcelas 11 12	Barcelona	Sant Adrià del Besós	€8,290,000
104	Sector Rat Penat	Barcelona	Sitges	€4,990,000
105	Pedraforca. Terrassa	Barcelona	Terrassa	€5,650,000
106	Manresa. Terrassa	Barcelona	Terrassa	€310,000
107	Marconi / 126 / Ramón Lull, 170	Barcelona	Terrassa	€2,950,000
108	Doctor Pearson	Barcelona	Terrassa	€2,650,000
109	Calle Tarragona, 107	Barcelona	Terrassa	€1,620,000
110	Fupar Fira - Finca 2 / / Puig I Matas, Plaça de la Cooperativa	Barcelona	Terrassa	€4,330,000
111	Bilbao / 1-3-5 / Guipuzcoa 16 / Guipuzcoa	Barcelona	Terrassa	€510,000
112	Sector Levante. Viladecans.	Barcelona	Viladecans	€3,200,000
113	Rutilla/ 87 /	Gerona	Girona	€620,000
114	Manuel Carrasco. Lleida	Lleida	Lleida	€960,000
115	Sant Pauli de Nola / 35-37 / Enginyer Santi Companys 35-37-39, SUR 5	Lleida	Lleida	€1,850,000
116	La Llotja	Lleida	Lleida	€2,780,000
117	C/ Lluís Mestres i Capdevila 4 - Parc. 9 Isla D.	Tarragona	Tarragona	€3,050,000
118	C/ Jan Miró	Tarragona	Tarragona	€1,640,000
119	Polígono 9 Carralejo La Oliva	Fuerteventura	La Oliva (Fuerteventura)	€13,600,000
120	U.A 24.1. y UA 24.2 "Los Torres" -Las Palmas de Gran Canaria	Gran Canaria	Las Palmas de G. Canaria	€12,375,000
121	C/ Uruguay, 31-33, C/ Los Martínez de Escobar, 22	Gran Canaria	Las Palmas de Gran Canaria	€640,000
122	Carretera de Chile, 37-39-40	Gran Canaria	Las Palmas de Gran Canaria	€900,000
123	C/ Alférez Provisional, s/n Parcela 54 A	Gran Canaria	Las Palmas de Gran Canaria	€670,000
124	UA-1 Caleta de Famara	Lanzarote	Teguise	€2,900,000
125	Caleta María Luisa, Ábades	Tenerife	Arico	€4,400,000
126	Avda El Palm Mar 70, Parcela 15-2- Arana	Tenerife	Arona	€3,000,000
127	Parque de la Reina, P.P. El Cho II	Tenerife	Arona	€9,600,000
128	La Gaiteira	A Coruña	A Coruña	€5,350,000
129	Plan Especial de Labañou (Percebeiras)	A Coruña	A Coruña	€15,000,000
130	San Pedro de Visma - SPV-2 - A Coruña	A Coruña	A Coruña	€24,300,000
131	Avenida Buenos Aires	Pontevedra	Pontevedra	€4,500,000
132	Rúa Manuel Beiras	A Coruña	Santiago de Compostela	€2,000,000
133	San Marcos (de)	A Coruña	Santiago de Compostela	€830,000
TOTAL LAND				€824,420,000

TOTAL PROPERTY PORTFOLIO METROVACESA S.A.

€924,630,000

1.3 SCOPE OF WORK & SOURCES OF INFORMATION

Sources of Information

We have carried out our work based upon information supplied to us by Metrovacesa, S.A., which we have assumed to be correct and comprehensive.

We have checked the tenure of the real estate assets.

For the purpose of the valuation we have faithfully relied upon the verbal information and documentation provided by the client with regard to the relevant planning status achieved and also the process required to achieve the condition of approved development land. The information provided by the client includes:

- Town planning stage (classification, qualification, etc)
- Approval documents for planning status.
- Buildable area and breakdown of buildable areas depending on its final use.
- Number of units projected.
- Pending costs and progress of the infrastructure works.
- Pending costs and progress of the works in progress real estate assets.

CBRE has cross-checked that the town planning stage informed by the Client corresponds with its current progress, via documentation provided by the client, through verbal enquiries with corresponding the town planning departments and through the web pages of the corresponding town halls and Autonomous Communities ("CCAA") where the assets are located.

We have not contrasted the information provided related to the Pending costs and progress of the infrastructure works. For the purpose of the valuation we have faithfully relied upon the information provided.

The Property

Our report contains a brief summary of the property details on which our valuation has been based.

Inspection	We have inspected all the real estate assets which comprise this portfolio. The inspections were carried out during October 2017.
Areas	We have not measured the property on site or from scale plans of the properties subject to valuation. We have therefore assumed that the areas provided by the client are correct and we have checked it with the registry documents provided by Metrovacesa, S.A.
Environmental Matters	<p>We have not received an environmental report relating to the properties. Additionally, we have not carried out any investigation into the past or present uses of the Property, nor of any neighbouring land, in order to establish whether there is any potential for contamination and have therefore assumed that none exists.</p> <p>We have not carried out any investigation into the past or present uses of the Property, nor of any neighbouring land, in order to establish whether there is any potential for contamination and have therefore assumed that none exists.</p>
Repair and Condition	We have not carried out building surveys, tested services, made independent site investigations, inspected woodwork, exposed parts of the structure which were covered, unexposed or inaccessible, nor arranged for any investigations to be carried out to determine whether or not any deleterious or hazardous materials or techniques have been used, or are present, in any part of the Property. We are unable, therefore, to give any assurance that the Property is free from defect.
Town Planning	For the purpose of the valuation we have faithfully relied upon the verbal information and documentation provided by the client with regard to the relevant planning status achieved and also the process required to achieve the condition of approved development land. CBRE has cross-checked that the town planning stage informed by the Client corresponds with its current progress, via documentation provided by the client, through verbal enquiries with corresponding the town planning departments and through the web pages of the corresponding town halls and Autonomous Communities ("CCAA") where the assets are located.

1.4 VALUATION ASSUMPTIONS

Capital Values

The valuation has been prepared on the basis of "Market Value" which is defined as:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

No allowances have been made for any expenses of realisation nor for taxation which might arise in the event of a disposal. Acquisition costs have not been included in our valuation.

No account has been taken of any inter-company leases or arrangements, nor of any mortgages, debentures or other charges.

No account has been taken of the availability or otherwise of capital based Government or European Community grants.

Rental Values

Rental values indicated in our report are those which have been adopted by us as appropriate in assessing the capital value and are not necessarily appropriate for other purposes nor do they necessarily accord with the definition of Market Rent.

The Property

Where appropriate we have regarded the shop fronts of retail and showroom accommodation as forming an integral part of the building.

Landlord's fixtures such as lifts, escalators, central heating and other normal service installations have been treated as an integral part of the building and are included within our valuations.

All measurements, areas and ages quoted in our report are approximate.

Environmental Matters

In the absence of any information to the contrary, we have assumed that:

(a) the Property is not contaminated and is not adversely affected by any existing or proposed environmental law;

(b) any processes which are carried out on the Property which are regulated by environmental legislation are properly licensed by the appropriate authorities.

(c) the Property possesses current energy performance certificates as required under government directives. (amend as required by your own jurisdiction)

Repair and Condition

In the absence of any information to the contrary, we have assumed that:

(a) there are no abnormal ground conditions, nor archaeological remains, present which might adversely affect the current or future occupation, development or value of the property;

(b) the Property is free from rot, infestation, structural or latent defect;

(c) no currently known deleterious or hazardous materials or suspect techniques, including but not limited to Composite Panelling, have been used in the construction of, or subsequent alterations or additions to, the Property; and

(d) the services, and any associated controls or software, are in working order and free from defect.

We have otherwise had regard to the age and apparent general condition of the Property. Comments made in the property details do not purport to express an opinion about, or advise upon, the condition of uninspected parts and should not be taken as making an implied representation or statement about such parts.

**Title, Tenure,
Planning and Lettings**

Unless stated otherwise within this report, and in the absence of any information to the contrary, we have assumed that:

(a) the Property possesses a good and marketable title **free from any onerous or hampering restrictions or conditions;**

(b) all buildings have been erected either prior to planning control, or in accordance with planning permissions, and have the benefit of permanent planning consents or existing use rights for their current **use;**

(c) the Property is not adversely affected by town planning or road proposals;

(d) all buildings comply with all statutory and local authority requirements including building, fire and **health and safety regulations;**

(e) only minor or inconsequential costs will be incurred if any modifications or alterations are necessary in order for occupiers of each Property to comply with the provisions of the relevant disability discrimination legislation;

(f) there are no tenant's improvements that will materially affect our opinion of the rent that would be obtained on review or renewal;

(g) tenants will meet their obligations under their leases;

(h) there are no user restrictions or other restrictive covenants in leases which would adversely affect value;

(i) where appropriate, permission to assign the interest being valued herein would not be withheld by the landlord where required; and

(j) vacant possession can be given of all accommodation which is unlet or is let on a service occupancy.

LEGAL NOTICE

This valuation report (the "Report") has been prepared by CBRE Valuation Advisory, S.A. ("CBRE") exclusively for Metrovacesa, S.A. (the "Client") in accordance with the terms of the instruction letter dated 6th November 2017 ("the Instruction"). The Report is confidential and it must not be disclosed to any person other than the Client without CBRE's prior written consent. CBRE has provided this report on the understanding that it will only be seen and used by the Client and no other person is entitled to rely upon it, unless CBRE has expressly agreed in writing. Where CBRE has expressly agreed that a person other than the Client can rely upon the report then CBRE shall have no greater liability to any party relying on this report than it would have had if such party had been named as a joint client under the Instruction.

CBRE's maximum aggregate liability to all parties, howsoever arising under, in connection with or pursuant to reliance upon this Report, and whether in contract, tort, negligence or otherwise shall not exceed the lower of:

- (i) 25% of the value of the property to which the Instruction relates on the date of the Instruction; or
- (ii) 60 million Euro; and

CBRE shall not be liable for any indirect, special or consequential loss or damage howsoever caused, whether in contract, tort, negligence or otherwise, arising from or in connection with this Report. Nothing in this Report shall exclude liability which cannot be excluded by law.

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APPENDIX

1.5 APPENDIX 1: PROPERTY DETAILS

Ref.	Property	Province	Town	Land status	MVC + Typology	Buildable area (m ²)	Number residential units	Gross Development Value (€)	Total Cost (€)	Market Value 100% 30th September 2017	€/buildable sq m
WORK IN PROGRESS											
1	Mundo Agullón Feal Privilegio I	Almería	Fuþi	Consolidated Urban Land	Fully permitted	10,646	87	€12,868,208	€2,991,000	€3,500,000	798 €/sq m
2	Mundo Agullón Feal Privilegio II	Almería	Fuþi	Consolidated Urban Land	Fully permitted	13,906	118	€16,808,688	€4,000,000	€11,000,000	791 €/sq m
3	Edificio Puerta del Mediterráneo	Castellón	Oropesa	Consolidated Urban Land	Fully permitted	1,325	19	€1,727,643	€1,699,430	€1,290,000	974 €/sq m
4	Resd. San Cosme II	Valdemora	Valdemora	Consolidated Urban Land	Fully permitted	5,720	43	€8,450,000	€4,097,000	€2,500,000	488 €/sq m
5	Lago de Ansoadía	Pamplona	Pamplona	Consolidated Urban Land	Fully permitted	6,328	38	€9,818,000	€3,986,465	€5,040,000	798 €/sq m
6	Resales Resid.	Madrid	Madrid	Consolidated Urban Land	Fully permitted	14,619	132	€27,030,000	€8,717,000	€15,200,000	1,040 €/sq m
7	Castellano Barrio	Biþeo	Biþeo	Consolidated Urban Land	Fully permitted	6,593	47	€18,350,000	€9,538,943	€6,280,000	946 €/sq m
8	Cándida Peña Bello	Slo. Cruz de Tenerife	Las Galletas	Consolidated Urban Land	Fully permitted	960	6	€1,050,000	€67,200	€800,000	833 €/sq m
9	Residencial Mirador de Guadarrama	Madrid	Collado Villalba	Consolidated Urban Land	Fully permitted	5,100	64	€6,200,000	€82,000	€5,500,000	1,078 €/sq m
10	ALIA-09 Avda. El Mirón- Parcela B	Las Palmas	Aruco	Consolidated Urban Land	Fully permitted	5,001	48	€5,783,000	€4,121,000	€600,000	126 €/sq m
11	Sector Unipapel Logroño	Logroño	Logroño	Consolidated Urban Land	Fully permitted	3,769	44	€6,629,873	€3,345,105	€2,420,000	642 €/sq m
12	Salvador Puig Antich 1+1	Barcelona	Montornés del Vallés	Consolidated Urban Land	Fully permitted	5,114	37	€3,822,223	€5,547,570	€2,060,000	403 €/sq m
13	Ernst Lüch	Barcelona	Montornés del Vallés	Consolidated Urban Land	Fully permitted	9,922	71	€15,997,178	€8,778,772	€5,010,000	505 €/sq m
14	Santiago Rusññl	Barcelona	Torreus	Consolidated Urban Land	Fully permitted	5,851	50	€10,137,667	€4,741,938	€4,000,000	792 €/sq m
15	Fupar Fira - Parcela 3-3	Barcelona	Torreus	Consolidated Urban Land	Fully permitted	2,867	28	€5,972,262	€2,859,846	€2,710,000	716 €/sq m
16	Avda. Barcelon	Barcelona	Torreus	Consolidated Urban Land	Fully permitted	5,924	50	€9,724,129	€2,714,492	€4,600,000	716 €/sq m
17	Ed. Gregorio Marañón	Almería	Almería	Consolidated Urban Land	Fully permitted	12,997	98	€24,700,000	€3,088,479	€17,500,000	1,246 €/sq m
18	C/ Las Amoplas s/n	Málaga	Casares	Consolidated Urban Land	Fully permitted	5,255	43	€3,744,134	€4,347,661	€2,650,000	504 €/sq m
19	La Galera I	Málaga	Estepa	Consolidated Urban Land	Fully permitted	7,420	66	€10,910,715	€5,977,236	€3,000,000	404 €/sq m
TOTAL WORK IN PROGRESS								€209,754,722	€80,162,155	€100,210,000	

Ref.	Property	Province	Town	Land status	MVC + Typology	Buildable area (m ²)	Number residential units	Gross Development Value (€)	Total Cost (€)	Market Value 100% 30th September 2017	€/buildable sq m
LAND											
20	Sector URP-SP-17 "Cuatro Vientos" Manzana 1	Málaga	Marbella	Developable with zoning plan	Fully permitted	8,618	65	€12,501,700	€9,642,171	€1,800,000	209 €/sq m
21	Córdoba PPD7- Manzana 10	Córdoba	Córdoba	Consolidated Urban Land	Fully permitted	17,954	121	€32,999,776	€18,004,998	€9,300,000	516 €/sq m
22	Sector SUI-15 Alcazar	Almería	El Ejido	Developable with zoning plan	Fully permitted	22,428	253	€27,921,923	€24,687,830	€6,450,000	320 €/sq m
23	Mundo Agullón. Fuþi (sua + golf)	Almería	Fuþi	Developable with zoning plan	Fully permitted	218,226	1,544	€268,509,614	€176,993,993	€25,800,000	164 €/sq m
24	PLA-1 Y PLA-2 "Playa Granada"	Granada	El Yacimiento	Organized	Organized	8,583	50	€12,435,838	€9,181,759	€650,000	76 €/sq m
25	Parcela Casares	Málaga	Casares	Developable with zoning plan	Fully permitted	7,057	65	€10,699,506	€7,010,242	€1,750,000	248 €/sq m
26	UE-EB, Alayza Park, s/n	Málaga	Estepana	Developable with zoning plan	Fully permitted	12,439	103	€42,772,562	€26,277,892	€9,000,000	643 €/sq m
27	La Galera II	Málaga	Estepana	Developable with zoning plan	Fully permitted	20,902	172	€1,241,224	€2,345,540	€4,100,000	196 €/sq m
28	Peinado Grande	Málaga	Málaga	Non Consolidated Urban Land	Developable	7,438	22	€12,696,430	€8,649,304	€1,550,000	208 €/sq m
29	Torre del Río, Málaga	Málaga	Málaga	Non Consolidated Urban Land	Organized	34,268	297	€125,535,591	€64,052,155	€27,000,000	1,080 €/sq m
30	Colinas del Limonar (Incluye promoción Residencial Citrea)	Málaga	Málaga	Developable with zoning plan	Fully permitted	5,056	46	€14,946,514	€7,948,000	€4,400,000	879 €/sq m
31	URP-VB-7 Antala Alta	Málaga	Marbella	Consolidated Urban Land	Fully permitted	7,045	53	€23,498,888	€13,814,657	€5,500,000	781 €/sq m
32	Unidad de ejecución UE SO-3 "Corrijo Bajo"	Málaga	Mijas	Non Consolidated Urban Land	Developable	7,877	58	€16,492,771	€9,417,752	€3,700,000	470 €/sq m
33	La Almochada, Mijas	Málaga	Mijas	Non Consolidated Urban Land	Developable	4,955	38	€10,474,586	€8,949,614	€1,800,000	561 €/sq m
34	Calo de Mijas, Málaga	Málaga	Mijas	Developable with zoning plan	Fully permitted	5,790	41	€12,803,115	€7,851,388	€2,700,000	471 €/sq m
35	Sector SUP-T-10, Torre del Mar, Velez	Málaga	Torre del Mar	Developable with zoning plan	Fully permitted	12,183	99	€17,814,180	€12,890,000	€1,650,000	135 €/sq m
36	SUP-T-12, Torre del Mar, Velez	Málaga	Torre del Mar	Developable with zoning plan	Fully permitted	4,365	60	€7,399,003	€4,924,005	€1,300,000	298 €/sq m
37	La Cústa- Torremolinos (incluye promoción Residencial Naredias)	Málaga	Torremolinos	Developable with zoning plan	Fully permitted	32,151	260	€90,127,265	€29,303,207	€25,250,000	1,090 €/sq m
38	Avda. La Marina 9-11	Cádiz	Algeciras	Consolidated Urban Land	Fully permitted	3,542	30	€5,675,928	€3,184,201	€1,400,000	395 €/sq m
39	Plaza del Coral, Algeciras	Cádiz	Algeciras	Consolidated Urban Land	Fully permitted	3,651	34	€6,352,526	€3,770,109	€1,350,000	429 €/sq m
40	S-CO-10 Puerto Sherry (Cádiz) (Puerto Sherry + La China)	Cádiz	El Puerto de Santa María	Non Consolidated Urban Land	Developable	18,676	106	€29,544,555	€25,101,928	€5,300,000	284 €/sq m
41	SUP-IB, Parcela D (Rota-Cádiz)	Cádiz	Rota	Consolidated Urban Land	Fully permitted	6,605	60	€10,603,345	€6,061,184	€2,500,000	414 €/sq m
42	ote UE 11-A, Parcelas C1-C2 (incluye Complejo Mar 1)	Cádiz	Rota	Consolidated Urban Land	Fully permitted	7,990	80	€12,348,478	€7,861,199	€2,000,000	252 €/sq m
43	Sanagrande Subsajador BB	Cádiz	San Roque	Consolidated Urban Land	Fully permitted	16,800	99	€28,779,417	€22,415,000	€9,000,000	570 €/sq m
44	Córdoba PPD7, Manzana 4	Córdoba	Córdoba	Consolidated Urban Land	Fully permitted	14,406	121	€28,037,829	€15,244,262	€7,780,000	540 €/sq m
45	Córdoba PPD6, Parque Azahara	Córdoba	Córdoba	Consolidated Urban Land	Fully permitted	2,312	23	€2,891,183	€2,510,610	€675,000	292 €/sq m
46	Avda. de las Ollerías,35	Córdoba	Córdoba	Non Consolidated Urban Land	Developable	1,610	16	€2,092,791	€1,762,005	€775,000	481 €/sq m
47	Sector PP-O6 "Camino Turruñuelo", 6 parcelas (Incluye Mirador de La Albalá)	Córdoba	Córdoba	Consolidated Urban Land	Fully permitted	29,750	250	€59,035,209	€26,135,609	€11,990,000	403 €/sq m
48	UE-2 PERL.B-10 "Maestro Escuela" El Brillante	Córdoba	Córdoba	Consolidated Urban Land	Fully permitted	12,964	40	€24,690,870	€13,394,240	€6,700,000	517 €/sq m
49	PP Sector C3 Huerta de Santa Isabel Este. Parcelas 3.2, 3.8, 8.3 y 4.1.2	Córdoba	Córdoba	Consolidated Urban Land	Fully permitted	20,372	167	€35,823,038	€20,467,384	€6,725,000	428 €/sq m
50	Avda. Italia (Residencial Alianxia)	Huelva	Huelva	Consolidated Urban Land	Fully permitted	5,250	45	€8,891,015	€5,036,858	€2,250,000	429 €/sq m
51	C/ de los Marineros	Huelva	Isla Cristina	Consolidated Urban Land	Fully permitted	7,775	61	€15,536,090	€8,872,205	€3,700,000	476 €/sq m
52	Parcela R13-2 Volpalarío - San Juan de Aznalfarache	Sevilla	Sevilla	Consolidated Urban Land	Fully permitted	8,204	78	€12,606,324	€7,440,490	€3,650,000	322 €/sq m
53	Entornadose BB3 y BB4 - Das Hermanas	Sevilla	Sevilla	Consolidated Urban Land	Fully permitted	45,245	425	€59,292,490	€41,252,699	€6,500,000	144 €/sq m
54	Plan Parcela PP 1/4 "Albufera", Alicante	Alicante	Alicante	Developable with zoning plan	Organized	15,099	123	€11,494,800	€19,071,555	€4,900,000	325 €/sq m
55	Parcelas Urb Sector 6, Finestrat	Alicante	Finestrat	Consolidated Urban Land	Fully permitted	5,655	49	€11,598,824	€8,138,046	€1,460,000	258 €/sq m
56	Sector PAU II, Castellón	Alicante	San Vicente del Raspeig	Developable without zoning plan	Organized	12,056	120	€17,734,858	€13,270,148	€850,000	71 €/sq m
57	PP "Nou Nasserath"	Alicante	San Joan d'Alacant	Developable with zoning plan	Fully permitted	20,858	170	€31,437,276	€20,039,774	€5,180,000	249 €/sq m
58	Solar Avda. Valencia 95 Esq. C/ Río Ebro	Castellón	Castellón de la Plana	Consolidated Urban Land	Fully permitted	8,420	65	€10,046,119	€7,246,747	€1,100,000	131 €/sq m
59	Sector UER-17-Castellón	Castellón	Castellón de la Plana	Developable with zoning plan	Organized	8,604	79	€15,638,791	€11,470,000	€1,470,000	171 €/sq m

Ref.	Property	Province	Town	Land's status	MVC's Tipology	Buildable area (m ²)	Number residential units	Gross Development Value (€)	Total Cost (€)	Market Value 100% 30th September 2017	€/Buildable sq m
LAND											
60	Avenida Enrique Gimeno, 79	Castellón	Castellón de la Plana	Consolidated Urban Land	Fully permitted	23,440	260	€2,161,539	€2,559,790	€4,070,000	174 €/sq m
61	UE-1 Vínival - Albuera	Valencia	Albuera	Developable with zoning plan	Developable	57,099	445	€126,915,576	€59,108,277	€17,400,000	305 €/sq m
62	AR-3, Adsubia-Rebaldí 3, Jávora	Alicante	Jávora/Jávea	Developable with zoning plan	Developable	1,246	9	€1,191,294	€1,681,860	€930,000	691 €/sq m
63	Suelo, Sector SP-1-El Puig	Valencia	Puig	Developable with zoning plan	Developable	12,092	84	€1,336,950	€14,535,212	€2,150,000	178 €/sq m
64	Suelo Camí Santa Eulima - SP3Y4 / PlaYA B. Puig	Valencia	Puig	Developable with zoning plan	Developable	3,116	19	€5,889,962	€4,171,671	€700,000	225 €/sq m
65	Suelo en Patxik	Valencia	Valencia	Consolidated Urban Land	Fully permitted	9,179	81	€15,032,961	€4,717,727	€3,660,000	399 €/sq m
66	CL Valle de Ayora y CL El Horle Nord	Valencia	Valencia	Consolidated Urban Land	Fully permitted	1,382	18	€2,779,472	€1,576,752	€750,000	543 €/sq m
67	SUP T-4 Benimaclet	Valencia	Valencia	Developable with zoning plan	Developable	54,485	490	€112,021,644	€58,112,739	€13,200,000	242 €/sq m
68	Avda. Constitución / C. Baeza / C. Agustín Lara - Valencia	Valencia	Valencia	Non Consolidated Urban Land	Developable	8,966	88	€16,857,187	€10,453,113	€3,000,000	335 €/sq m
69	Casinos Alirarte, Zaragoza	Zaragoza	Zaragoza	Non Consolidated Urban Land	Organized	17,931	135	€33,606,281	€13,117,697	€1,430,000	80 €/sq m
70	Avenida de Madrid (Zaragoza)	Zaragoza	Zaragoza	Organized Urban Land	Organized	5,610	50	€18,571,375	€7,261,164	€4,140,000	738 €/sq m
71	AU-VIA Palligano 812 Vaqueros La Estrecha	Huelva	Huelva	Developable with zoning plan	Organized	14,600	152	€21,016,276	€15,281,250	€1,700,000	116 €/sq m
72	Sector Unipaet Legorreta	Logroño	Logroño	Consolidated Urban Land	Fully permitted	8,775	104	€15,489,700	€10,085,479	€2,120,000	356 €/sq m
73	"Espartaco Norte"	Madrid	Alcalá de Henares	Consolidated Urban Land	Fully permitted	5,900	50	€11,481,000	€6,434,000	€3,300,000	559 €/sq m
74	Carro del Castillo	Madrid	Arganda del Rey	Consolidated Urban Land	Fully permitted	13,675	200	€2,089,872	€15,108,226	€3,300,000	241 €/sq m
75	Getafe La Estación	Madrid	Cueta	Non Consolidated Urban Land	Developable	38,118	380	€50,200,550	€9,209,703	€10,300,000	270 €/sq m
76	Santiago Cardero	Madrid	Madrid	Non Consolidated Urban Land	Organized	5,517	60	€14,487,000	€6,805,096	€4,650,000	840 €/sq m
77	APR 08.03 "Prolongación de la Castellana," Finca en la calle Isla de Jamaica nº9	Madrid	Madrid	Non Consolidated Urban Land	Developable	287	3	€1,348,999	€479,827	€235,000	1,168 €/sq m
78	Calle Valliciano, 4	Madrid	Madrid	Non Consolidated Urban Land	Developable	1,451	18	€5,494,290	€2,197,732	€2,400,000	1,654 €/sq m
79	Complejo Masera	Madrid	Madrid	Consolidated Urban Land	Fully permitted	18,400	160	€91,677,000	€36,564,882	€37,970,000	2,064 €/sq m
80	Arpe Pasadizo de Alarcón, Madrid	Madrid	Paruelo de Alarcón	Developable with zoning plan	Organized	46,289	252	€110,442,000	€44,145,115	€25,000,000	540 €/sq m
81	Monte La Villa - Villavieja de Odén	Madrid	Villavieja de Odén	Developable with zoning plan	Fully permitted	11,700	39	€20,787,000	€12,501,600	€3,350,000	286 €/sq m
82	Arescalilla	Navarra	Pamplona	Consolidated Urban Land	Fully permitted	14,684	144	€32,040,355	€16,747,157	€9,220,000	628 €/sq m
83	Soto de Lezaín	Navarra	Pamplona	Consolidated Urban Land	Fully permitted	27,822	232	€62,412,940	€34,020,470	€17,300,000	622 €/sq m
84	U.E. 21 Parque Sarratxo, Barakaldo	Vizcaya	Barakaldo	Non Consolidated Urban Land	Fully permitted	22,451	259	€53,526,922	€26,878,792	€10,910,000	484 €/sq m
85	Avda. San Agustín, s/n	Ibiza	Sant Agustín des Vedra	Non Consolidated Urban Land	Organized	3,634	19	€11,140,000	€6,409,625	€2,675,000	726 €/sq m
86	Plaza de la Mar y Calle La Franja ó	Ibiza	Sant Agustín des Vedra	Non Consolidated Urban Land	Organized	4,749	27	€16,803,102	€9,216,159	€4,785,000	1,008 €/sq m
87	Calle Sa Punta De S' embarcador	Ibiza	Sant Agustín des Vedra	Consolidated Urban Land	Fully permitted	1,994	14	€7,021,001	€3,874,737	€1,975,000	990 €/sq m
88	Portmany 4.20	Ibiza	Sant Josep de Sa Talaia	Raw Land	Non urban	n/a	n/a	€0	€0	€1,300,000	n/a
89	Sector Levante, Palma de Mallorca (*)	Mallorca	Palma	Consolidated Urban Land	Fully permitted	183,588	556	€364,816,512	€21,678,230	€80,000,000	436 €/sq m
90	Lerd Naleon Urb.Caja Ulonga Parc.1076.2	Menorca	Cala Ulonga	Developable with zoning plan	Fully permitted	5,817	37	€14,367,062	€10,202,362	€1,770,000	314 €/sq m
91	Sector Banyalbufar	Barcelona	Arny de Mar	Non Consolidated Urban Land	Fully permitted	23,238	235	€56,294,999	€7,044,551	€9,300,000	404 €/sq m
92	AD20. Barberà del Vallès	Barcelona	Barberà del Vallès	Consolidated Urban Land	Organized	11,949	118	€29,437,639	€17,052,708	€6,660,000	557 €/sq m
93	CL Naves De Tolosa 308-309	Barcelona	Barcelona	Consolidated Urban Land	Fully permitted	2,277	21	€7,183,402	€3,361,252	€2,500,000	1,111 €/sq m
94	Edificio Dr. Barroquer, B	Barcelona	Castelldefels	Consolidated Urban Land	Fully permitted	1,608	10	€4,261,041	€1,927,442	€1,680,000	1,045 €/sq m
95	Papelera - Sado	Barcelona	El Prat de Llobregat	Developable without zoning plan	Developable	176,389	1,590	€416,397,772	€358,264,021	€49,695,000	289 €/sq m
96	PAU II Concordia - Ila 1 U1 / Ila 1 U1, U2	Barcelona	Manresa	Non Consolidated Urban Land	Fully permitted	24,610	274	€43,789,283	€28,822,156	€4,945,000	282 €/sq m
97	P.E.B - Alcochales - Manresa	Barcelona	Manresa	Consolidated Urban Land	Developable	9,081	76	€15,760,146	€9,541,535	€3,070,000	338 €/sq m
98	Los Calderotas // Sector La Sinia	Barcelona	Manorrell	Developable without zoning plan	Organized	16,260	187	€22,880,564	€25,130,668	€1,170,000	72 €/sq m
99	Can Fàbrega PAU II // Boroguer III // Riera / Orient	Barcelona	Mollat del Vallès	Consolidated Urban Land	Organized	13,087	123	€26,241,204	€18,942,157	€7,050,000	209 €/sq m
100	Tetabán / Lepant / Bruc / Girera / Tintore	Barcelona	Sabadell	Non Consolidated Urban Land	Organized	10,977	85	€11,738,421	€12,364,719	€4,890,000	457 €/sq m
101	Can Gerdán	Barcelona	Sabadell	Non Consolidated Urban Land	Fully permitted	11,657	101	€22,759,399	€13,350,845	€4,940,000	449 €/sq m
102	Sant Adrià de Besós	Barcelona	Sant Adrià del Besós	Developable without zoning plan	Developable	85,304	427	€251,668,548	€143,958,159	€56,490,000	662 €/sq m
103	Avda. Manuel Ferrnández Márquez, 13- 17- 19- 23, parcelas II 12	Barcelona	Sant Adrià del Besós	Consolidated Urban Land	Fully permitted	15,541	32	€4,257,791	€21,677,380	€8,220,000	533 €/sq m
104	Sector Rot Panat	Barcelona	Sitges	Consolidated Urban Land	Fully permitted	4,032	28	€16,029,584	€7,831,918	€4,990,000	1,238 €/sq m
105	Pedrafeta, Terrassa	Barcelona	Terrassa	Consolidated Urban Land	Fully permitted	18,766	175	€30,718,500	€22,214,480	€5,650,000	301 €/sq m
106	Manresa, Terrassa	Barcelona	Terrassa	Consolidated Urban Land	Fully permitted	1,264	14	€2,262,669	€1,606,515	€3,100,000	245 €/sq m
107	Marcóni / 126 / Ramón Llull, 17D	Barcelona	Terrassa	Consolidated Urban Land	Fully permitted	8,087	83	€15,491,608	€9,852,497	€2,950,000	365 €/sq m
108	Dachor Pearson	Barcelona	Terrassa	Consolidated Urban Land	Fully permitted	6,842	84	€13,720,462	€8,599,497	€2,650,000	387 €/sq m
109	Calle Torragona, 107	Barcelona	Terrassa	Consolidated Urban Land	Fully permitted	4,602	43	€3,543,654	€5,501,506	€1,620,000	352 €/sq m
110	Fuget Fira - Finca 2 / Puig I Matas, Plaza de la Cooperativa	Barcelona	Terrassa	Consolidated Urban Land	Fully permitted	8,984	96	€19,558,291	€11,574,509	€4,330,000	482 €/sq m
111	Bilbao / 1-3-5 / Guipuzcoa 16 / Guipuzcoa	Barcelona	Terrassa	Consolidated Urban Land	Fully permitted	2,814	32	€4,841,845	€3,226,369	€510,000	181 €/sq m
112	Sector Lavamba, Viladecans.	Barcelona	Viladecans	Developable with zoning plan	Fully permitted	11,221	110	€25,585,452	€17,270,542	€3,200,000	285 €/sq m
113	Ruillos/ 87	Gaona	Girona	Consolidated Urban Land	Fully permitted	989	10	€2,949,844	€1,256,854	€620,000	627 €/sq m
114	Manuel Carrasco, Lleida	Lleida	Lleida	Non Consolidated Urban Land	Fully permitted	5,748	48	€8,449,743	€5,967,934	€960,000	167 €/sq m
115	Sant Pauli de Nola / 35-37 / Enginyer Santí Company 35-37-39, SUR 5	Lleida	Lleida	Non Consolidated Urban Land	Fully permitted	7,625	45	€11,664,176	€7,712,940	€1,850,000	243 €/sq m
116	La Lloja	Lleida	Lleida	Consolidated Urban Land	Fully permitted	27,290	240	€29,790,867	€29,690,384	€2,780,000	102 €/sq m
117	C/ Lleix Matres i Copdevila 4 - Parc. 9 Isla D.	Terragona	Terragona	Consolidated Urban Land	Fully permitted	4,260	43	€9,229,052	€4,646,388	€3,050,000	716 €/sq m
118	C/ Jan Miró	Terragona	Terragona	Consolidated Urban Land	Fully permitted	2,030	20	€4,675,778	€2,267,314	€1,640,000	808 €/sq m
119	Poligono 9 Corralejo La Oliva	Fuerteventura	La Oliva (Fuerteventura)	Consolidated Urban Land	Fully permitted	39,469	329	€67,097,000	€40,990,000	€16,600,000	345 €/sq m
120	UA 24.1. y UA 24.2 "Las Torres" -Las Palmas de Gran Canaria	Gran Canaria	Las Palmas de Gran Canaria	Consolidated Urban Land	Fully permitted	38,036	415	€68,178,000	€29,672,532	€12,375,000	325 €/sq m
121	C/ Uruguay, 31-33, C/ Los Martínez de Escobar, 22	Gran Canaria	Las Palmas de Gran Canaria	Consolidated Urban Land	Fully permitted	1,555	14	€2,556,000	€1,438,000	€640,000	412 €/sq m
122	Carretera de Chile, 37-39-40	Gran Canaria	Las Palmas de Gran Canaria	Consolidated Urban Land	Fully permitted	3,420	29	€4,802,000	€3,071,000	€900,000	282 €/sq m
123	C/ Alifan Provisional, s/n Parcela 54 A	Gran Canaria	Las Palmas de Gran Canaria	Consolidated Urban Land	Fully permitted	1,588	13	€2,474,000	€1,894,000	€670,000	422 €/sq m
124	UA1 C/ Calle de Ferrnandez	Lanzarote	Teguise	Developable with zoning plan	Organized	10,801	150	€18,366,000	€11,198,000	€2,500,000	226 €/sq m
125	Calata María Luisa, Abades	Tenerife	Arafo	Consolidated Urban Land	Fully permitted	22,627	284	€3,942,000	€20,883,000	€4,400,000	194 €/sq m
126	Avda El Palm Mar 70, Parcela 15-2- Atona	Tenerife	Atona	Consolidated Urban Land	Fully permitted	7,466	74	€13,438,000	€3,198,000	€3,000,000	402 €/sq m
127	Parque de la Reina, P.P. El Cha II	Tenerife	Atona	Non Consolidated Urban Land	Fully permitted	101,426	720	€131,332,000	€91,854,000	€9,600,000	95 €/sq m
128	La Gelleira	A Coruña	A Coruña	Consolidated Urban Land	Fully permitted	7,390	73	€17,372,000	€9,126,666	€5,350,000	724 €/sq m
129	Plan Especial de Labeaun (Percebeiras)	A Coruña	A Coruña	Non Consolidated Urban Land	Developable	29,032	234	€67,299,750	€27,503,201	€15,000,000	517 €/sq m
130	San Pedro da Vierna - SPV-2 - A Coruña	A Coruña	A Coruña	Developable with zoning plan	Fully permitted	72,008	567	€129,605,336	€80,260,500	€4,300,000	335 €/sq m
131	Avenida Buenos Aires	Pontevedra	Pontevedra	Consolidated Urban Land	Fully permitted	12,266	100	€21,991,899	€13,752,786	€4,500,000	367 €/sq m
132	Rúa Manuel Boiras	A Coruña	Santiago de Compostela	Consolidated Urban Land	Fully permitted	4,010	29	€7,886,721	€4,631,500	€2,000,000	499 €/sq m
133	San Marcos (do)	A Coruña	Santiago de Compostela	Non Consolidated Urban Land	Fully permitted	10,107	69	€5,779,381	€4,275,984	€800,000	422 €/sq m
TOTAL LAND								€4,335,000,461	€2,584,133,787	€824,420,000	
TOTAL PROPERTY PORTFOLIO METROVACESA SUELO Y PROMOCIÓN S.A.								€4,544,758,183	€2,664,295,942	€924,630,000	

(*) This asset includes plots of land with different uses: 55,000 buildable sq m of residential use, 109,088 buildable sq m of commercial uses (offices and retail) and 18,500 buildable sq m hotel.

1.6 APPENDIX 2: SENSITIVITY ANALYSIS- GROSS DEVELOPMENT VALUE - RESIDENCIAL USE

SENSITIVITY ANALYSIS OF MARKET VALUE- VARIABLE ANALYZED IS FINISHED RESIDENCIAL PRICE								
WORK IN PROGRESS	(+) 10%	(+) 5%	(+) 1%	MARKET VALUE 100% 30th September 2017	(-) 1%	(-) 5%	(-) 10%	
REF.	Asset	€117,047,000	€108,713,000	€101,950,000	€100,210,000	€98,535,000	€91,957,000	€83,622,992
1	RP-2 Mundo Aguilón "Santa Barbara"	€9,513,000	€9,006,000	€8,600,000	€8,500,000	€8,397,000	€7,992,000	€7,485,000
2	RP-12 Mundo Aguilón "Santa Cristina"	€12,358,000	€11,695,000	€11,165,000	€11,000,000	€10,901,000	€10,371,000	€9,709,000
3	Oropesa	€1,420,000	€1,355,000	€1,300,000	€1,290,000	€1,275,000	€1,220,000	€1,155,000
4	Resd. San Cosme II	€3,200,000	€2,900,000	€2,600,000	€2,500,000	€2,400,000	€2,200,000	€1,900,000
5	Lago de Arrosadía	€5,890,000	€5,475,000	€5,140,000	€5,060,000	€4,975,000	€4,640,000	€4,225,000
6	Rosales Resid.	€17,700,000	€16,500,000	€15,500,000	€15,200,000	€15,000,000	€14,100,000	€12,900,000
7	Gastelondo	€7,760,000	€7,000,000	€6,420,000	€6,280,000	€6,130,000	€5,550,000	€4,790,000
8	CL CANDIDA PEÑA BELLO 2	€880,000	€840,000	€808,000	€800,000	€792,000	€760,000	€720,000
9	CL Prado Encinas	€6,050,000	€5,783,000	€5,563,000	€5,500,000	€5,452,000	€5,232,000	€4,957,000
10	AUA-09 AV. EL MIRÓN, PARCELA B	€1,034,000	€834,000	€673,000	€630,000	€593,000	€432,000	€231,992
11	Sector Unipapel Lagroño	€2,900,000	€2,660,000	€2,470,000	€2,420,000	€2,375,000	€2,180,000	€1,940,000
12	Salvador Puig Antich 1-41	€2,780,000	€2,420,000	€2,130,000	€2,060,000	€1,990,000	€1,690,000	€1,330,000
13	Emet Lluch	€6,330,000	€5,670,000	€5,140,000	€5,010,000	€4,880,000	€4,350,000	€3,690,000
14	Santiago Rusiñol	€4,820,000	€4,410,000	€4,080,000	€4,000,000	€3,910,000	€3,580,000	€3,170,000
15	Fuqar Fira - Parcela 3-3	€2,690,000	€2,450,000	€2,260,000	€2,210,000	€2,160,000	€1,970,000	€1,730,000
16	Avda. Barcelona	€5,390,000	€5,000,000	€4,680,000	€4,600,000	€4,530,000	€4,210,000	€3,820,000
17	Gregorio Marañón	€19,310,000	€18,395,000	€17,666,000	€17,500,000	€17,300,000	€16,570,000	€15,660,000
18	C/ Las Amapolas s/n	€3,222,000	€2,920,000	€2,675,000	€2,650,000	€2,555,000	€2,310,000	€2,010,000
19	LA GALERA I	€3,800,000	€3,400,000	€3,080,000	€3,000,000	€2,920,000	€2,600,000	€2,200,000

SENSITIVITY ANALYSIS OF MARKET VALUE: VARIABLE ANALYZED IS FINISHED RESIDENTIAL PRICE							
LAND	(+) 10%	(+) 5%	(+) 1%	MARKET VALUE 100% 30th September 2017	(-) 1%	(-) 5%	(-) 10%
REF. Asset	€1,144,240,192	€963,327,026	€851,537,001	€824,420,000	€797,085,573	€685,867,971	€551,246,571
20	Sector URP-SP-17 "Cuatro Vientos" Manzana 1	€2,890,000	€2,386,000	€1,915,000	€1,800,000	€1,716,000	€880,000
21	CORDOBA PPO7. MANZANA 10	€11,841,967	€10,564,317	€9,542,196	€9,300,000	€9,030,998	€6,728,165
22	SECTOR SUT-1-SM ALMERIMAR	€9,280,000	€7,875,000	€6,745,000	€6,450,000	€6,185,000	€3,650,000
23	MUNDO AGUILON. PULP] (suelo + golf)	€54,500,000	€45,150,000	€37,670,000	€35,800,000	€33,926,000	€17,060,000
24	PLA-1 Y PLA-2 "PLAYA GRANADA"	€1,260,000	€960,000	€715,000	€650,000	€595,000	€45,750
25	PARCELA CASARES.	€2,540,000	€2,150,000	€1,785,000	€1,750,000	€1,735,500	€980,000
26	UE-E8, ATALAYA PARK S/N	€11,100,000	€9,525,000	€7,910,000	€8,000,000	€7,718,000	€4,875,000
27	LA GALERA II	€6,400,000	€5,250,000	€4,180,000	€4,100,000	€4,040,000	€1,825,000
28	PEINADO GRANDE 0	€2,470,000	€2,000,000	€1,635,000	€1,550,000	€1,450,000	€615,000
29	TORRE DEL RIO - MÁLAGA	€46,170,000	€41,580,000	€37,925,000	€37,000,000	€36,090,000	€27,850,000
30	Colinas del Limonar (Málaga)	€5,515,000	€4,970,000	€4,475,000	€4,400,000	€4,370,000	€3,325,000
31	URP-VB-7 ARTOLA ALTA	€7,165,000	€6,315,000	€5,540,000	€5,500,000	€5,400,000	€3,780,000
32	UNIDAD DE EJECUCION UE SO-3 "CORTIJO BAJO"	€4,855,000	€4,280,000	€3,754,000	€3,700,000	€3,655,000	€2,550,000
33	LA ALMACHADA. MIJAS	€3,590,000	€3,200,000	€2,860,367	€2,800,000	€2,785,882	€2,055,000
34	CALA DE MIJAS. MÁLAGA	€3,610,000	€3,140,000	€2,768,000	€2,700,000	€2,580,000	€1,740,000
35	SECTOR SUP-T-10. TORRE DEL MAR. VELEZ	€3,030,147	€2,370,000	€1,840,000	€1,650,000	€1,576,000	€385,000
36	SUP-T-12. TORRE DEL MAR. VELEZ	€1,870,000	€1,595,000	€1,375,000	€1,300,000	€1,265,000	€770,000
37	LA CIZAÑA Torremolinos	€41,675,000	€38,500,000	€35,620,000	€35,250,000	€34,882,000	€28,800,000
38	AVDA. DE LA MARINA 9-11	€1,822,300	€1,606,807	€1,434,411	€1,400,000	€1,348,212	€960,325
39	PLAZA DEL CORAL. ALGECIRAS	€1,839,804	€1,598,886	€1,406,153	€1,350,000	€1,309,787	€876,137
40	S-CO-10 PUERTO SHERRY (CÁDIZ) (Puerto Sherry + La China)	€8,304,688	€6,810,194	€5,612,723	€5,300,000	€5,013,999	€2,319,722
41	SUP-R8, Parcela D (Rota-Cádiz)	€3,312,603	€2,912,013	€2,591,079	€2,500,000	€2,430,495	€1,707,807
42	ROTA UE 11-A. PARCELAS C1-C2	€2,979,306	€2,511,367	€2,136,630	€2,000,000	€1,948,983	€1,104,575
43	SOTOGRADE SUBSECTOR 3B	€11,650,000	€10,285,000	€9,200,000	€9,000,000	€8,650,000	€6,175,000
44	CORDOBA PPO7. MANZANA 4	€9,932,638	€8,856,412	€7,994,339	€7,780,000	€7,563,303	€5,623,634

SENSITIVITY ANALYSIS OF MARKET VALUE: VARIABLE ANALYZED IS FINISHED RESIDENTIAL PRICE								
REF.	LAND	(+10%)	(+5%)	(-1%)	MARKET VALUE 100% 30th September 2017	(-1%)	(-5%)	(-10%)
	Assol	€1,144,240,192	€963,327,026	€851,537,001	€824,420,000	€797,085,573	€685,867,971	€551,246,571
45	CORDOBA PPO6. PARQUE AZAHARA	€952,073	€812,274	€700,435	€675,000	€644,515	€532,475	€392,315
46	AVDA. DE LAS OLLERIAS,35	€1,009,468	€891,139	€796,475	€775,000	€749,143	€654,480	€536,150
47	Sector PP-O5 "Camino Turruñuelos". 6 parcelas	€14,887,705	€13,439,189	€12,280,370	€11,990,000	€11,700,959	€10,542,135	€9,093,601
48	UE-2 PERI.B-13 "MAESTRE ESCUELA" EL BRILLANTE	€8,562,646	€7,633,780	€6,890,687	€6,700,000	€6,519,140	€5,776,039	€4,846,757
49	PP Sector O3 Huerta de Santa Isabel Est. Parcelas 3.2, 3.B, B.3 y 4.1.2	€11,425,354	€10,074,438	€8,993,705	€8,725,000	€8,453,329	€7,370,969	€6,010,527
50	Avda. Italia	€2,931,911	€2,587,336	€2,311,675	€2,250,000	€2,173,482	€1,898,183	€1,553,608
51	C/ DE LOS MARINEROS	€4,885,279	€4,298,372	€3,828,175	€3,700,000	€3,592,904	€3,122,360	€2,534,118
52	PARCELA R13.2 VALPARAISO - SAN JUAN DE AZNALFARACHE	€3,628,410	€3,141,670	€2,752,282	€2,650,000	€2,557,588	€2,167,709	€1,679,769
53	Entrecúcleos BC3 y BC4 - Dos Hermanas	€11,147,382	€8,855,550	€7,009,807	€6,550,000	€6,083,016	€4,219,378	€1,836,431
54	PLAN PARCIAL PP 1/4 "ALBUFERETA", ALICANTE	€6,540,000	€5,715,000	€5,055,000	€4,900,000	€4,725,000	€4,065,000	€3,240,000
55	PARCELAS URB SECTOR 6, Finestrat	€2,365,000	€1,915,000	€1,550,000	€1,460,000	€1,370,000	€1,000,000	€555,000
56	SECTOR PAU II, CASTELLET	€1,495,000	€1,175,000	€915,000	€850,000	€787,000	€530,000	€210,000
57	PP "Nou Nazareth"	€7,540,000	€6,360,000	€5,415,000	€5,180,000	€4,940,000	€3,990,000	€2,800,000
58	SOLAR AV VALENCIA 95 ESQ C/ RIO EBRO	€1,800,000	€1,450,000	€1,170,000	€1,100,000	€1,025,000	€745,000	€390,000
59	SECTOR UER-17-CASTELLON	€2,615,000	€2,040,000	€1,585,000	€1,470,000	€1,355,000	€895,000	€320,000
60	Avenida Enrique Gimeno, 79	€6,685,000	€5,380,000	€4,335,000	€4,070,000	€3,815,000	€2,765,000	€1,445,000
61	UE-1 VINIVAL - ALBORAYA	€21,100,000	€19,240,000	€17,750,000	€17,400,000	€17,005,000	€15,515,000	€13,655,000
62	AR-3, ADSUBIA-REBALDI 3, JÁVEA	€1,185,000	€1,040,000	€960,000	€930,000	€910,000	€810,000	€685,000
63	SUELO SECTOR SP-1-EL Puig	€3,135,000	€2,640,000	€2,245,000	€2,150,000	€2,045,000	€1,650,000	€1,160,000
64	SUELO CAMI SANTA ELVIRA - SP3Y4 / PLAYA B. Puig	€1,160,000	€930,000	€750,000	€700,000	€660,000	€475,000	€250,000
65	Suelo en Patraix	€47,750,000	€4,220,000	€3,770,000	€3,660,000	€3,550,000	€3,105,000	€2,550,000
66	CL VALLE DE AYORA Y CL LHORTA NORD	€965,000	€860,000	€775,000	€750,000	€735,000	€650,000	€545,000
67	SUP T-4 BENIMACLET	€16,755,000	€14,080,000	€13,365,000	€13,200,000	€13,005,000	€12,295,000	€11,400,000
68	AV. CONSTITUCIÓN / C. BAEZA / C. AGUSTÍN LARA - VALENCIA	€4,300,000	€3,660,000	€3,145,000	€3,000,000	€2,890,000	€2,375,000	€1,735,000
69	CESAREO ALIERTA. ZARAGOZA	€3,250,000	€2,340,000	€1,610,000	€1,430,000	€1,250,000	€520,000	€415,000

SENSITIVITY ANALYSIS OF MARKET VALUE: VARIABLE ANALYZED IS FINISHED RESIDENTIAL PRICE							
LAND	(+) 10%	(+) 5%	(+) 1%	MARKET VALUE 100% 30th September 2017	(-) 1%	(-) 5%	(-) 10%
REF. Asset	€1,144,240,192	€963,327,026	€851,537,001	€824,420,000	€797,085,573	€685,867,971	€551,246,571
70	AVENIDA DE MADRID (Zaragoza)	€5,050,000	€4,590,000	€4,230,000	€4,140,000	€4,050,000	€3,240,000
71	AU-VIA POLIGONO 812 VAQUEROS LA ESTRECHA	€2,310,000	€2,000,000	€1,760,000	€1,700,000	€1,630,000	€1,075,000
72	Sector Unipapel Logroño	€4,280,000	€3,700,000	€3,230,000	€3,120,000	€3,000,000	€1,955,000
73	"ESPARTALES NORTE"	€4,240,000	€3,785,000	€3,422,000	€3,300,000	€3,240,000	€2,424,000
74	CERRO DEL CASTILLO	€4,873,000	€4,084,000	€3,454,000	€3,300,000	€3,139,000	€1,720,000
75	GETAFE LA ESTACION	€10,390,000	€10,665,000	€11,015,000	€10,300,000	€10,250,000	€9,624,000
76	SANTIAGO CORDERO	€5,784,000	€5,221,000	€4,772,000	€4,650,000	€4,547,000	€3,534,000
77	APR 08.03 "Prolongación de la Castellana."Finca en la calle Isla de Jamaica nº7, APR 08.03	€433,000	€384,000	€344,000	€335,000	€324,000	€235,000
78	Calle VALLICIERGO,4	€2,458,000	€2,631,000	€2,847,000	€2,400,000	€2,372,000	€1,983,000
79	Complejo Mesena	€44,900,000	€41,440,000	€38,664,000	€37,970,000	€37,277,000	€31,000,000
80	Arpe (Pozuelo de Alarcón, Madrid)	€35,175,000	€31,072,000	€27,800,000	€25,000,000	€24,000,000	€15,250,000
81	MONTE LA VILLA - VILLAVICIOSA DE ODON	€4,900,000	€4,140,000	€3,520,000	€3,350,000	€3,210,000	€1,800,000
82	ARROSADIA	€11,500,000	€10,360,000	€9,450,000	€9,220,000	€8,990,000	€6,950,000
83	Soto de Lezairu	€21,850,000	€19,580,000	€17,760,000	€17,300,000	€16,850,000	€12,760,000
84	U.E. 21 PARQUE SERRALTA. BARAKALDO	€13,130,000	€12,025,000	€11,135,000	€10,910,000	€10,690,000	€8,690,000
85	AVDA SAN AGUSTÍN, S/N	€3,544,663	€3,109,323	€2,761,049	€2,675,000	€2,586,914	€1,802,511
86	PLAZA DE LA MAR Y CALLE LA PRATJA 6	€6,099,721	€5,443,074	€4,917,755	€4,785,000	€4,655,096	€3,473,128
87	CALLE SA PUNTA DE S' EMBARCADOR	€2,523,495	€2,249,796	€2,030,837	€1,975,000	€1,921,357	€1,428,698
88	PORTMANY 4.20	N/A	N/A	N/A	€1,330,000	N/A	N/A
89	SECTOR LEVANTE.NEINVER. PALMA DE MALLORCA	€91,947,945	€85,994,224	€81,231,246	€80,000,000	€78,849,494	€68,131,697
90	LORD NELSON URB.CALA LLONGA PARC.1076.2	€2,895,687	€2,332,865	€1,882,605	€1,770,000	€1,657,477	€643,146
91	SECTOR BAREU-PARAISO	€11,670,000	€10,530,000	€9,620,000	€9,390,000	€9,160,000	€7,070,000
92	AD20. BARBERA DEL VALLES	€8,900,000	€7,780,000	€6,880,000	€6,660,000	€6,430,000	€4,390,000
93	CL NAVAS DE TOLOSA 308-309	€3,080,000	€2,800,000	€2,580,000	€2,530,000	€2,470,000	€1,980,000
94	C/ DOCTOR BARRAQUER	€2,020,000	€1,850,000	€1,720,000	€1,680,000	€1,650,000	€1,350,000

SENSITIVITY ANALYSIS OF MARKET VALUE- VARIABLE ANALYZED IS FINISHED RESIDENTIAL PRICE								
LAND		(+) 10%	(+) 5%	(+) 1%	MARKET VALUE 100% 30th September 2017	(-) 1%	(-) 5%	(-) 10%
REF.	Asset	€1,144,240,192	€963,327,026	€851,537,001	€824,420,000	€797,085,573	€685,867,971	€551,246,571
95	PAPELERA- SEDA	€74,010,000	€61,870,000	€52,130,000	€49,695,000	€47,250,000	€37,470,000	€25,120,000
96	PAU II CONCORDIA - ILLA 1 U1 / / ILLA 1 U1, U2, U2	€10,400,000	€8,680,000	€7,290,000	€6,945,000	€6,600,000	€5,210,000	€3,460,000
97	P.E.B - ALCOHOLERA - MANRESA	€4,230,000	€3,650,000	€1,390,000	€3,070,000	€2,950,000	€2,480,000	€1,890,000
98	LAS CALDEROTAS / / SECTOR LA SINIA	€3,310,000	€2,240,000	€1,390,000	€1,170,000	€960,000	€100,000	(0) Rounded Value
99	CAN FABREGAS PAU 11 / / BERENGUER III / RIERA / ORIENT	€4,590,000	€3,620,000	€2,850,000	€2,650,000	€2,460,000	€1,670,000	€680,000
100	TETUAN / LEPANT / BRUC / GIRONA / / TINTORE	€6,540,000	€5,710,000	€5,050,000	€4,890,000	€4,720,000	€4,060,000	€3,220,000
101	CAN GAMBUS	€6,700,000	€5,830,000	€5,130,000	€4,960,000	€4,780,000	€4,080,000	€3,200,000
102	SANT ADRIA DE BESOS	€74,520,000	€65,520,000	€58,290,000	€56,490,000	€54,680,000	€47,430,000	€38,330,000
103	AVDA MANUEL FERNANDEZ MARQUEZ 13-17-19-23, PARCELAS 11 12	€11,090,000	€9,690,000	€8,570,000	€8,290,000	€8,010,000	€6,890,000	€5,490,000
104	SECTOR RAT PENAT	€6,210,000	€5,600,000	€5,110,000	€4,990,000	€4,870,000	€4,380,000	€3,770,000
105	PEDRAFORCA. TERRASSA	€8,320,000	€6,990,000	€5,920,000	€5,650,000	€5,380,000	€4,310,000	€2,970,000
106	MANRESA. TERRASSA	€490,000	€400,000	€330,000	€310,000	€290,000	€220,000	€130,000
107	MARCONI / 126 / RAMON LLULL 170	€4,160,000	€3,560,000	€3,070,000	€2,950,000	€2,830,000	€2,340,000	€1,730,000
108	DOCTOR PEARSON	€3,730,000	€3,190,000	€2,750,000	€2,650,000	€2,540,000	€2,100,000	€1,560,000
109	CALLE TARRAGONA, 107	€2,290,000	€1,960,000	€1,690,000	€1,620,000	€1,550,000	€1,280,000	€940,000
110	FUPAR FIRA - FINCA 2 / / PUIG I MATAS, PLAÇA DE LA COOPERATIVA	€5,880,000	€5,100,000	€4,480,000	€4,330,000	€4,170,000	€3,550,000	€2,760,000
111	BILBAO / 1-3-5 / GUIPUSCOA 16 / GUIPUZCOA	€900,000	€700,000	€550,000	€510,000	€470,000	€310,000	€120,000
112	SECTOR LLEVANT. VILADECANS.	€4,550,000	€3,880,000	€3,330,000	€3,200,000	€3,060,000	€2,520,000	€1,840,000
113	RUTLLA / 87 /	€790,000	€710,000	€640,000	€620,000	€600,000	€530,000	€440,000
114	MANUEL CARRASCO. LLEIDA	€1,630,000	€1,300,000	€1,030,000	€960,000	€890,000	€620,000	€280,000
115	SANT PAULI DE NOLA / 35-37 / Enginyer Sanfí Companye 35-37- 39, SUR 5	€2,780,000	€2,310,000	€1,940,000	€1,850,000	€1,750,000	€1,380,000	€910,000
116	LA LLOTJA	€5,990,000	€4,390,000	€3,110,000	€2,780,000	€2,460,000	€1,170,000	€480,000
117	C/ LLUIS MESTRES I CAPDEVILA 4 - Parc. 9 Isla D.	€3,770,000	€3,410,000	€3,120,000	€3,050,000	€2,970,000	€2,680,000	€2,320,000
118	C/ JOAN MIRÓ	€2,010,000	€1,830,000	€1,680,000	€1,640,000	€1,600,000	€1,460,000	€1,270,000
119	POLÍGONO 9 CORRALEJO LA Oliva	€18,728,000	€16,168,000	€14,120,000	€13,600,000	€13,100,000	€11,050,000	€8,484,000

SENSITIVITY ANALYSIS OF MARKET VALUE: VARIABLE ANALYZED IS FINISHED RESIDENTIAL PRICE								
REF.	LAND	(+) 10%	(+) 5%	(+) 1%	MARKET VALUE 100% 30th September 2017	(-) 1%	(-) 5%	(-) 10%
	Asset	€1,144,240,192	€963,327,026	€851,537,001	€824,420,000	€797,085,573	€685,867,971	€551,246,571
120	UA 24.1. y UA 24.2 "LAS TORRES" -LAS PALMAS DE GRAN CANARIA	€17,700,000	€15,050,000	€12,930,000	€12,375,000	€11,870,000	€9,753,000	€7,105,000
121	C/ URUGUAY, 31-33, C/ LOS MARTÍNEZ DE ESCOBAR, 22	€840,000	€740,000	€662,000	€640,000	€622,000	€540,000	€443,000
122	CARRETERA DE CHILE, 37-39-40	€1,277,000	€1,090,000	€937,000	€900,000	€860,000	€710,000	€520,000
123	C/ Alférez Provisional, s/n Parcela 54 A	€864,000	€768,000	€690,000	€670,000	€650,000	€575,000	€480,000
124	UA-1 CALETA DE PAMARA	€4,063,000	€3,500,000	€3,033,000	€2,900,000	€2,800,000	€2,350,000	€1,773,000
125	CALETA MARÍA LUISA, ÁBADES	€7,000,000	€5,700,000	€4,657,000	€4,400,000	€4,130,000	€3,075,000	€1,760,000
126	AVDA EL PALM MAR 70, PARCELA 1.5-2-Arena	€4,060,000	€3,540,000	€3,120,000	€3,000,000	€2,910,000	€2,500,000	€1,973,000
127	PARQUE DE LA REINA, P.P. EL CHO II	€19,400,000	€14,500,000	€10,600,000	€9,600,000	€8,652,000	€4,750,000	€170,000
128	LA GAITEIRA	€6,665,000	€6,008,000	€5,481,000	€5,350,000	€5,218,000	€4,692,000	€4,034,000
129	PLAN ESPECIAL DE LABAÑO (PERCEBEIRAS)	€21,000,000	€18,665,000	€16,796,000	€15,000,000	€15,862,000	€14,000,000	€11,657,000
130	SAN PEDRO DE VISMA - SPV-2 - A CORUÑA	€33,742,000	€29,000,000	€25,258,000	€24,300,000	€23,370,000	€19,600,000	€14,900,000
131	AVENIDA BUENOS AIRES	€4,112,000	€3,949,000	€3,818,000	€4,500,000	€3,753,000	€3,622,000	€3,456,000
132	RUA MANUEL BEIRAS	€2,030,000	€2,013,000	€2,002,000	€2,000,000	€1,995,000	€1,980,000	€1,962,000
133	SAN MARCOS (DE)	€2,241,000	€1,540,000	€978,000	€830,000	€698,000	€136,000	€591,000

1.7 APPENDIX 3: SENSITIVITY ANALYSIS- IRR

SENSITIVITY ANALYSIS OF MARKET VALUE: VARIABLE ANALYZED IS UNLEVERED IRR				
WORK IN PROGRESS		(+) 1%	MARKET VALUE 100% 30th September 2017	(-) 1%
REF.	Asset	€98,200,000	€100,210,000	€102,867,000
1	RP-2 Mundo Aguilon "Santa Barbara"	€8,398,000	€8,500,000	€8,603,000
2	RP-12 Mundo Aguilon "Santa Cristina"	€10,902,000	€11,000,000	€11,169,000
3	Oropesa	€1,275,000	€1,290,000	€1,300,000
4	Resd. San Cosme II	€2,400,000	€2,500,000	€2,600,000
5	Lago de Arrosadia	€4,990,000	€5,060,000	€5,130,000
6	Rosales Resid.	€14,600,000	€15,200,000	€15,700,000
7	Goztelondo	€6,125,000	€6,280,000	€6,430,000
8	CL CANDIDA PEÑA BELLO 2	€790,000	€800,000	€810,000
9	CL Prado Encinas	€5,400,000	€5,500,000	€5,600,000
10	AUA-09 AV. EL MIRÓN, PARCELA B	€600,000	€630,000	€665,000
11	Sector Unipapel Logroño	€2,350,000	€2,420,000	€2,500,000
12	Salvador Puig Antich 1-41	€2,260,000	€2,060,000	€2,400,000
13	Ernest Lluch	€4,800,000	€5,010,000	€5,230,000
14	Santiago Rusiñol	€3,860,000	€4,000,000	€4,140,000
15	Fupar Fira - Parcela 3-3	€2,120,000	€2,210,000	€2,300,000
16	Avda. Barcelona	€4,490,000	€4,600,000	€4,720,000
17	Gregorio Marañón	€17,300,000	€17,500,000	€17,650,000
18	C/ Las Amapolas s/n	€2,660,000	€2,650,000	€2,800,000
19	LA GALERA I	€2,880,000	€3,000,000	€3,120,000

SENSITIVITY ANALYSIS OF MARKET VALUE. VARIABLE ANALYZED IS UNLEVERED IRR				
LAND		(+) 1%	MARKET VALUE 100% 30th September 2017	(-) 1%
REF.	Asset	€768,744,157	€824,420,000	€884,929,074
20	Sector URP-SP-17 "Cuatro Vientos" Manzana 1	€1,796,000	€1,800,000	€1,962,000
21	CORDOBA PPO7. MANZANA 10	€0,874,555	€9,300,000	€9,717,999
22	SECTOR SUT-1-SM ALMERIMAR	€6,200,000	€6,450,000	€6,735,000
23	MUNDO AGUILON. PULPI (suelo + golf)	€33,100,000	€35,800,000	€38,775,000
24	PLA-1 Y PLA-2 "PLAYA GRANADA"	€550,000	€650,000	€773,000
25	PARCELA CASARES.	€1,696,500	€1,750,000	€1,826,000
26	UE-EB, ATALAYA PARK S/N	€7,543,000	€8,000,000	€8,434,500
27	LA GALERA II	€3,875,000	€4,100,000	€4,365,000
28	FEINADO GRANDE 0	€1,456,000	€1,550,000	€1,635,000
29	TORRE DEL RIO - MÁLAGA	€35,150,000	€37,000,000	€39,000,000
30	Calinas del Limonar (Málaga)	€4,276,400	€4,400,000	€4,576,131
31	URP-VB-7 ARTOLA ALTA	€5,323,000	€5,500,000	€5,649,646
32	UNIDAD DE EJECUCIN UE SO-3 "CORTIJO BAJO"	€3,555,000	€3,700,000	€3,860,000
33	LA ALMACHADA, MIJAS	€2,733,932	€2,800,000	€2,915,892
34	CALA DE MIJAS, MÁLAGA	€2,588,000	€2,700,000	€2,765,000
35	SECTOR SUP-T-10. TORRE DEL MAR. VELEZ	€1,600,000	€1,650,000	€1,815,000
36	SUP-T-12. TORRE DEL MAR. VELEZ	€1,275,000	€1,300,000	€1,367,000
37	LA CIZAÑA Torremolinos	€34,040,000	€35,250,000	€36,515,000
38	AVDA. DE LA MARINA 9-11	€1,345,991	€1,400,000	€1,439,173
39	PLAZA DEL CORAL. ALGECIRAS	€1,308,807	€1,350,000	€1,409,067
40	S.CO-10 PUERTO SHERRY (CÁDIZ) (Puerto Sherry + La China)	€3,665,965	€5,300,000	€7,195,323
41	SUP-R8, Parcela D (Rota-Cádiz)	€2,418,749	€2,500,000	€2,606,371
42	ROTA UE 11-A. PARCELAS C1-C2	€1,932,366	€2,000,000	€2,158,458
43	SOTOGRADE SUBSECTOR 3B	€8,590,000	€9,000,000	€9,250,000
44	CORDOBA PPO7. MANZANA 4	€7,424,317	€7,780,000	€8,149,793

SENSITIVITY ANALYSIS OF MARKET VALUE; VARIABLE ANALYZED IS UNLEVERED IRR				
LAND		(+) 1%	MARKET VALUE 100% 30th September 2017	(-) 1%
REF.	Asset	€768,744,157	€824,420,000	€884,929,074
45	CORDOBA PPO6. PARQUE AZAHARA	€646,194	€675,000	€699,572
46	AVDA. DE LAS OLLERIAS,35	€742,901	€775,000	€804,206
47	Sector PP-O5 "Camino Turruñuelos". 6 parcelas	€11,143,843	€11,990,000	€12,912,546
48	UE-2 PERI.B-13 "MAESTRE ESCUELA" EL BRILLANTE	€6,427,356	€6,700,000	€6,998,588
49	PP Sector O3 Huerta de Santa Isabel Este. Parcelas 3.2, 3.8, 8.3 y 4.1.2	€8,312,445	€8,725,000	€9,160,717
50	Avda. Italia	€2,165,000	€2,250,000	€2,323,141
51	C/ DE LOS MARINEROS	€3,570,850	€3,700,000	€3,856,862
52	PARCELA R13.2 VALPARAISO - SAN JUAN DE AZNALFARACHE	€2,533,329	€2,650,000	€2,788,430
53	Entrenúcleos BC3 y BC4 - Dos Hermanas	€5,884,298	€6,550,000	€7,262,643
54	PLAN PARCIAL PP 1/4 "ALBUFERETA", ALICANTE	€4,500,000	€4,900,000	€5,310,000
55	PARCELAS URB SECTOR 6, Finesirat	€1,360,000	€1,460,000	€1,560,000
56	SECTOR PAU II. CASTELLET	€680,000	€850,000	€1,035,000
57	PP "Nou Nazareth"	€4,770,000	€5,180,000	€5,610,000
58	SOLAR AV VALENCIA 95 ESQ C/ RIO EBRO	€1,015,000	€1,100,000	€1,185,000
59	SECTOR UER-17-CASTELLON	€1,330,000	€1,470,000	€1,620,000
60	Avenida Enrique Gimeno, 79	€3,670,000	€4,070,000	€4,515,000
61	LIE-1 VINIVAL - ALBORAYA	€15,790,000	€17,400,000	€19,125,000
62	AR-3, ADSUBIA-REBALDI 3, JÁVEA	€895,000	€930,000	€980,000
63	SUELO,SECTOR SP-1-EL Puig	€1,945,000	€2,150,000	€2,365,000
64	SUELO CAMI SANTA ELVIRA - SP3Y4 / PLAYA B. Puig	€665,000	€700,000	€745,000
65	Suelo en Patraix	€3,495,000	€3,660,000	€3,840,000
66	CL VALLE DE AYORA Y CL LHORTA NORD	€720,000	€750,000	€790,000
67	SUP T-4 BENIMACLET	€11,915,000	€13,200,000	€14,590,000
68	AV. CONSTITUCIÓN / C. BAEZA / C. AGUSTÍN LARA - VALENCIA	€2,835,000	€3,000,000	€3,215,000
69	CESAREO ALIERTA. ZARAGOZA	€1,225,000	€1,430,000	€1,655,000

SENSITIVITY ANALYSIS OF MARKET VALUE. VARIABLE ANALYZED IS UNLEVERED IRR				
LAND		(+) 1%	MARKET VALUE 100% 30th September 2017	(-) 1%
REF.	Asset	€768,744,157	€824,420,000	€884,929,074
70	AVENIDA DE MADRID (Zaragoza)	€3,990,000	€4,140,000	€4,300,000
71	AU-VIA POLIGONO 812 VAQUEROS LA ESTRECHA	€1,515,000	€1,700,000	€1,890,000
72	Sector Unipapel Logroño	€2,940,000	€3,120,000	€3,300,000
73	"ESPARTALES NORTE"	€3,234,000	€3,300,000	€3,430,000
74	CERRO DEL CASTILLO	€3,128,000	€3,300,000	€3,474,000
75	GETAFE LA ESTACION	€9,517,000	€10,300,000	€11,190,000
76	SANTIAGO CORDERO	€4,475,000	€4,650,000	€4,852,000
77	APR 08.03 "Prolongación de la Castellana."Finca en la calle Isla de Jamaica nº7, APR 08.03	€308,000	€335,000	€361,000
78	Calle VALLICIERGO,4	€2,330,000	€2,400,000	€2,472,000
79	Complejo Mesena	€36,768,000	€37,970,000	€39,233,000
80	Arpo (Pozuelo de Alarcón, Madrid)	€23,100,000	€25,000,000	€27,000,000
81	MONTE LA VILLA - VILLAVICIOSA DE ODON	€3,180,000	€3,350,000	€3,562,000
82	ARROSADIA	€8,860,000	€9,220,000	€9,600,000
83	Soto de Lezkairu	€16,640,000	€17,300,000	€18,000,000
84	U.E. 21 PARQUE SERRALTA. BARAKALDO	€10,160,000	€10,910,000	€11,720,000
85	AVDA SAN AGUSTÍN, S/N	€2,572,538	€2,675,000	€2,780,335
86	PLAZA DE LA MAR Y CALLE LA PRATJA 6	€4,657,788	€4,785,000	€4,918,377
87	CALLE SA PUNTA DE S'EMBARCADOR	€1,936,499	€1,975,000	€2,015,783
88	PORTMANY 4.20	N/A	€1,330,000	N/A
89	SECTOR LEVANTE. PALMA DE MALLORCA	€74,428,000	€80,000,000	€86,103,000
90	LORD NELSON URB.CALA LLONGA PARC.1076.2	€1,681,534	€1,770,000	€1,863,521
91	SECTOR BAREU-PARAISO	€8,340,000	€9,390,000	€10,500,000
92	AD20. BARBERA DEL VALLES	€6,170,000	€6,660,000	€7,170,000
93	CL NAVAS DE TOLOSA 308-309	€2,450,000	€2,530,000	€2,610,000
94	C/ DOCTOR BARRAQUER	€1,640,000	€1,680,000	€1,730,000

SENSITIVITY ANALYSIS OF MARKET VALUE - VARIABLE ANALYZED IS UNLEVERED IRR				
LAND		(+) 1%	MARKET VALUE 100% 30th September 2017	(-) 1%
REF.	Asset	€768,744,157	€824,420,000	€884,929,074
95	PAPELERA- SEDA	€42,860,000	€49,695,000	€57,150,000
96	PAU II CONCORDIA - ILLA 1 U1 / / ILLA 1 U1, U2, U2	€6,390,000	€6,945,000	€7,540,000
97	P.E.B - ALCOHOLERA - MANRESA	€2,780,000	€3,070,000	€3,370,000
98	LAS CALDEROTAS / / SECTOR LA SINIA	€680,000	€1,170,000	€1,720,000
99	CAN FABREGAS PAU 11 / / BERENGUER III / RIERA / ORIENT	€2,240,000	€2,650,000	€3,090,000
100	TETUAN / LEPANT / BRUC / GIRONA / / TINTORE	€4,490,000	€4,890,000	€5,320,000
101	CAN GAMBUS	€4,610,000	€4,960,000	€5,330,000
102	SANT ADRIA DE BESOS	€51,950,000	€56,490,000	€61,390,000
103	AVDA MANUEL FERNANDEZ MARQUEZ 13-17-19-23, PARCELAS 11 I2	€7,940,000	€8,290,000	€8,650,000
104	SECTOR RAT PENAT	€4,680,000	€4,990,000	€5,330,000
105	PEDRAFORCA. TERRASSA	€5,150,000	€5,650,000	€6,190,000
106	MANRESA. TERRASSA	€300,000	€310,000	€330,000
107	MARCONI / 126 / RAMON LLULL 170	€2,760,000	€2,950,000	€3,150,000
108	DOCTOR PEARSON	€2,470,000	€2,650,000	€2,840,000
109	CALLE TARRAGONA, 107	€1,510,000	€1,620,000	€1,730,000
110	FUPAR FIRA - FINCA 2 / / PUIG I MATAS, PLAÇA DE LA COOPERATIVA	€3,990,000	€4,330,000	€4,690,000
111	BILBAO / 1-3-5 / GUIPUSCOA 16 / GUIPUZCOA	€460,000	€510,000	€560,000
112	SECTOR LLEVANT. VILADECANS.	€2,790,000	€3,200,000	€3,640,000
113	RUTLLA / 87 /	€590,000	€620,000	€640,000
114	MANUEL CARRASCO. LLEIDA	€860,000	€940,000	€1,070,000
115	SANT PAULI DE NOLA / 35-37 / Enginyer Santí Companys 35-37-39, SUR 5	€1,680,000	€1,850,000	€2,030,000
116	LA LLOTJA	€2,350,000	€2,780,000	€3,250,000
117	C/ LLUIS MESTRES I CAPDEVILA 4 - Parc. 9 Isla D.	€2,940,000	€3,050,000	€3,160,000
118	C/ JOAN MIRÓ	€1,590,000	€1,640,000	€1,690,000
119	POLÍGONO 9 CORRALEJO LA Oliva	€12,766,000	€13,600,000	€14,500,000

SENSITIVITY ANALYSIS OF MARKET VALUE: VARIABLE ANALYZED IS UNLEVERED IRR				
LAND		(+) 1%	MARKET VALUE 100% 30th September 2017	(-) 1%
REF.	Asset	€768,744,157	€824,420,000	€884,929,074
120	U.A 24.1. y UA 24.2 "LAS TORRES" -LAS PALMAS DE GRAN CANARIA	€11,883,000	€12,375,000	€12,916,000
121	C/ URUGUAY, 31-33, C/ LOS MARTÍNEZ DE ESCOBAR, 22	€620,000	€640,000	€664,000
122	CARRETERA DE CHILE, 37-39-40	€860,000	€900,000	€939,000
123	C/ Alférez Provisional, s/n Parcela 54 A	€650,000	€670,000	€690,000
124	UA-1 CALETA DE FAMARA	€2,776,000	€2,900,000	€3,070,000
125	CALETA MARÍA LUISA, ÁBADES	€4,200,000	€4,400,000	€4,600,000
126	AVDA EL PALM MAR 70, PARCELA 15-2-Arona	€2,920,000	€3,000,000	€3,120,000
127	PARQUE DE LA REINA, P.P. EL CHO II	€9,200,000	€9,600,000	€10,070,000
128	LA GAITEIRA	€5,185,000	€5,350,000	€5,550,000
129	PLAN ESPECIAL DE LABAÑOU (PERCEBEIRAS)	€15,356,000	€15,000,000	€17,300,000
130	SAN PEDRO DE VISMA - SPV-2 - A CORUÑA	€22,651,000	€24,300,000	€26,100,000
131	AVENIDA BUENOS AIRES	€4,256,000	€4,500,000	€4,662,000
132	RUA MANUEL BEIRAS	€1,926,000	€2,000,000	€2,070,000
133	SAN MARCOS (DE)	€759,000	€830,000	€901,000

ANNEX II – SAVILLS VALUATION REPORTS

Short Report

Property Portfolio Valuation as at 30/09/2017

1. Instructions and Terms of Reference
2. Valuation Advice
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2017, December 12th

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- 9) Fidentiis Equities Sociedad de Valores, S.A.

Together "the Addressees"

For the attention of: Mr. Jorge Pérez de Leza

CLIENT: METROVACESA, S.A.

PROPERTY: Property Portfolio comprised of Residential Development Land Assets, located in several locations across Spain.

Dear Mr. Pérez de Leza,

In accordance with the terms and conditions contained in our proposal letter dated October 2017, we are pleased to provide you with a market update valuation in relation to the above named properties. We understand you require this valuation for Accounting Purposes and it will be disclosed to prospective investors as part of an Initial Public Offering (IPO) of METROVACESA S.A. The date of valuation is the **30th September 2017**.

We draw your attention to our accompanying Report together with the General Assumptions and Conditions upon which our Valuation has been prepared, details of which are provided at the rear of our report.

We trust that our report meets your requirements, but should you have any queries, please do not hesitate to contact us.

Short Report



Yours faithfully,

For and on behalf of Savills Consultores Inmobiliarios S.A.

A handwritten signature in blue ink, appearing to be "J. Mateo", written over a horizontal line.

Jesús D. Mateo MRICS
RICS Registered Valuer
Director Advisory & Valuation
Savills Consultores Inmobiliarios S.A.

A handwritten signature in blue ink, appearing to be "E. Pimenta", written in a cursive style.

Eduardo Martins Pimenta MRICS
RICS Registered Valuer
Associate Director Advisory & Valuation
Savills Consultores Inmobiliarios S.A.

A handwritten signature in blue ink, appearing to be "S. López", written in a cursive style.

Sandra López MRICS
Associate Advisory & Valuation
Savills Consultores Inmobiliarios S.A.



1. Instructions and Terms of Reference



1.0 Instructions & Terms of Reference

In accordance with our Terms of Engagement signed **November 2017**, we have valued the Properties listed at Section 2, in order to provide you with our opinion of their Market Value, as at **30th September 2017**.

1.1.1. Instructions

You have instructed us to provide our opinions of value on the following bases:

- We are not aware of any conflict of interest, either with the Properties, or with the client, preventing us from providing you with an independent valuation of the Properties in accordance with the Red Book.
- We will be acting as External Valuers, as defined in the Red Book.
- We have no material connection either with the client or with the Properties.
- We confirm that we will not benefit (other than from the receipt of the valuation fee) from this valuation instruction.
- We confirm that Savills Consultores Inmobiliarios S.A. carry sufficient Professional Indemnity Insurance for possible claims, according to the Terms of Engagement Letter.
- We have a Complaints Handling Procedure.
- That we have the knowledge, skills and ability to act on your behalf in respect of this instruction.
- And, that all information provided in respect of this instruction will be kept confidential and will not be disclosed to any un-authorised third party.
- You have also instructed us to comment on specific issues concerning the properties.

Our valuations are prepared on an individual basis and the portfolio valuations reported are the aggregate of the individual Market Values, as appropriate. Our opinions of value are as at **30th September 2017**.

The valuations have been carried out by qualified MRICS Registered Valuers, with the knowledge, skills and ability required to perform this valuation report competently.

We confirm that our valuations will all be reported in Euros.

1.1.2. Basis of Valuation

The valuation has been prepared in accordance with Royal Institution of Chartered Surveyors ("RICS") Valuation – Global Standards 2017 incorporating the IVSC International Valuation Standards issued June 2017 and effective from 1 July 2017. In particular in accordance with the requirement of VPS 3 entitled Valuations reports.

Red Book Valuation Standard VS 3.2 relates to the basis of value, and, in accordance therewith, you have instructed us to value the property on the basis of Market Value, the definition is defined as follows:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

Our report and valuations in accordance with these requirements are set out below.

1.1.3. General Assumptions and Conditions

All our valuations have been carried out on the basis of the General Assumptions and Conditions set out in the relevant section towards the rear of this report.

1.1.4. Date of Valuation

Our opinions of value are as at 30th September 2017. The importance of the date of valuation must be stressed as property values can change over a relatively short period.

1.1.5. Purpose of Valuation

The Valuation is required for Accounting Purposes. We expressly authorise that the valuation report in its short form along with any data coming from the long form valuation report is incorporated as part of the prospectus to be filed with the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) in the context of the preparation for an Initial Public Offering of Metrovacesa, S.A. as well as in any offering circular and material relating to the proposed initial public offering of Metrovacesa, S.A. for qualified investors (including, for example, any qualified investor, analyst or roadshow presentations for professional parties involved). Under no circumstances has the Addressee been authorised by Savills to include the report or data extracted from the report in advertisements directed to the public or in mass media.

It is important that the Report is not used out of context or for the purposes for which it was not intended. We shall have no responsibility or liability to any party in the event that the Report is used outside of the purposes for which it was intended, or outside of the restrictions on its use.

1.1.6. Conflicts of Interest

We are not aware of any conflict of interest, either with yourselves or with the Properties, preventing us from providing independent valuation advice, and therefore we are pleased to accept your instructions. We will be acting as External Valuers, as defined in the Red Book.

1.1.7. Valuer Details and Inspection

The due diligence enquiries referred to below was undertaken by valuers of the Advisory & Valuation Department. The valuations have also been reviewed by Jesus Mateo MRICS.

The properties have been inspected by valuers of the Advisory & Valuation Department. The inspections have been carried out externally and internally, but limited to those areas that were easily accessible or visible.

All those above with MRICS or FRICS qualifications are also RICS Registered Valuers. Furthermore, in accordance with VS 6.1(r), we confirm that the aforementioned individuals have the knowledge, skill and understanding to undertake the valuation competently.

1.1.8. Liability Cap

Our liability to any one or more or all of the Addressees or any other party who otherwise becomes entitled to rely upon the Report under or in connection with this Valuation, shall be limited to the amount specified in the Terms of Engagement Letter signed between Savills Consultores Inmobiliarios S.A. and Metrovacesa, S.A..

1.1.9. RICS Compliance

This report has been prepared in accordance with Royal Institution of Chartered Surveyors' ("RICS") Valuation – Global Standards 2017 incorporating the IVSC International Valuation Standards issued June 2017 and effective from 1 July 2017, in particular in accordance with the requirements of VPS 3 entitled Valuation reports and VPGA 2 Valuations secured lending, as appropriate.

Our report in accordance with those requirements is set out below.

1.1.10. Verification

This report contains many assumptions, some of a general and some of a specific nature. Our valuations are based upon certain information supplied to us by others. Some information we consider material may not have been provided to us. All of these matters are referred to in the relevant sections of this report.

We recommend that the Client satisfies itself on all these points, either by verification of individual points or by judgement of the relevance of each particular point in the context of the purpose of our valuations. Our valuations should not be relied upon pending this verification process.

1.1.11. Confidentiality and Responsibility

Finally, in accordance with the recommendations of the RICS, we would state that this report is provided solely for the purpose stated above. It is confidential to and for the use only of the parties to whom it is addressed only, who can rely on it, and no responsibility is accepted to any third party for the whole or any part of its contents. Any such third parties rely upon this report at their own risk.



Without prejudice to what is provided in section 1.1.5 "Purpose of Valuation" above, neither the whole nor any part of this Report or any reference to it may be included now, or at any time in the future, in any published document, circular or statement, nor published, referred to or used in any way without our written approval of the form and context in which it may appear. It is our recommendation that prior to entering into a financial transaction based on this report the validity of all information as well as estimates should be checked.

2. Valuation Advice



2.1. Valuation

Having carefully considered the matter, we are of the opinion that the Market Value, as at our valuation date, of the respective freehold interests of the properties portfolio is:

€ 1,346,337,000

(ONE BILLION, THREE HUNDRED AND FOURTY-SIX MILLION, THREE HUNDRED AND THIRTY-SEVEN THOUSAND EUROS)

The Market Value, as at our valuation date, of the respective freehold interests reflecting the percentage ownership of METROVACESA, S.A on the properties is:

€ 1,329,026,000

(ONE BILLION, THREE HUNDRED AND TWENTY-NINE MILLION, TWENTY SIX THOUSAND EUROS)

The subject valuations reflect the following assumptions:

Gross Development Value ¹	€ 5,749,743,000
Pending Construction Costs	€ 2,527,070,000

Each property has been valued individually and no allowance has been made, either positive or negative, should it form part of a larger disposal. The total stated is the aggregate of the individual Market Values.

We confirm that we have valued the subject properties on a 100% ownership basis, and have reflected the apportioned value based on the percentage share of the SPV held by METROVACESA, S.A.. No account has been taken of any premium or discount to reflect any corporate structure or tax implications which may arise from the ownership structure of any of the Properties.

The total market Value is distributed as follows in the next page.

¹ In the development of yielding properties we have included in the calculation of the GDV the rental income and the potential exit value of the development

Nº ID SAVILLS	Name of asset	MVC's Typology	Province	Market Value 100% September 2017 (€)	Market Value % MVC Sept. 2017 (€)
1	Sectores 2 "Pajarete" (Algeciras, Cádiz)	Developable	Cádiz	2,032,000	2,032,000
2	3 UE.16 "Alamillos Este" (Algeciras, Cádiz)	Organized	Cádiz	11,977,000	11,977,000
3.1	Parcela 5 - 2.PE.11 "Acceso Sur" (Algeciras, Cádiz)	Fully permitted	Cádiz	3,719,000	3,719,000
3.2	Parcela 8 - 2.PE.11 "Acceso Sur" (Algeciras, Cádiz)	Fully permitted	Cádiz	2,765,000	2,765,000
4	5.UE.8 "Sotorebolo" (Algeciras, Cádiz)	Fully permitted	Cádiz	2,176,000	2,176,000
5	La Reserva de Sotorebolo	Fully permitted	Cádiz	683,000	683,000
6	Locales Sotorebolo	Fully permitted	Cádiz	521,000	521,000
7.1	Coto San José (Chiclana, Cádiz)	Developable	Cádiz	4,072,000	4,072,000
7.2	Coto San José (Chiclana, Cádiz) hotel	Developable	Cádiz	2,500,000	2,500,000
8.1	Manzana 9 - SUP S-32 "Pozaalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	2,787,000	2,787,000
8.2	Manzana 10 - SUP S-32 "Pozaalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	2,997,000	2,997,000
8.3	Manzana 12 - SUP S-32 "Pozaalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	3,710,000	3,710,000
8.4	Parcela Unifamiliar - SUP S-32 "Pozaalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	700,000	700,000
8.5	Unifamiliar Pareada - SUP S-32 "Pozaalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	3,978,000	3,978,000
9.1	R.6.A. (Hotelería) - PPO "La Alcáidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	2,100,000	2,100,000
9.2	R.6.B -PPO "La Alcáidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	9,941,000	9,941,000
9.3	R.6.D -PPO "La Alcáidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	5,479,000	5,479,000
9.4	R.6.E -PPO "La Alcáidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	4,703,000	4,703,000
9.5	R.6.F -PPO "La Alcáidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	5,826,000	5,826,000
10.1	"Ctra.de Rota" Arboleda (Pto.Sta.María, Cádiz) Apartamentos Turísticos	Developable	Cádiz	1,600,000	1,600,000
10.2	"Ctra.de Rota" Arboleda (Pto.Sta.María, Cádiz) Hotelero	Developable	Cádiz	1,000,000	1,000,000
10.3	"Ctra.de Rota" Arboleda (Pto.Sta.María, Cádiz) Residencial	Developable	Cádiz	12,148,000	12,148,000
11.1	Manzana 6 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	551,000	551,000
11.2	Manzana 7 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	544,000	544,000
11.3	Manzana 23 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	6,165,000	6,165,000
11.4	Manzana 26 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	3,552,000	3,552,000
12.1	Crec.Resid.Norte Albacerrado (Tarifa, Cádiz) (RESID)	Non urban	Cádiz	7,234,000	7,234,000
12.2	Crec.Resid.Norte Albacerrado (Tarifa, Cádiz) (HOTELERO)	Non urban	Cádiz	2,500,000	2,500,000
12.3	Crec.Resid.Norte Albacerrado (Tarifa, Cádiz) (COMERCIAL)	Non urban	Cádiz	1,030,000	1,030,000
13	PERI SS-8 "Cordel de Écija" (Córdoba)	Organized	Córdoba	8,563,000	8,563,000
14	El Carambolo (Carnas, Sevilla)	Non urban	Sevilla	173,000	173,000
15.1	Parcela R2P3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	1,572,000	1,572,000
15.2	Parcela R3.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,511,000	4,511,000
15.3	Parcela R3.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,511,000	4,511,000
15.4	Parcela R3.3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,511,000	4,511,000
15.5	Parcela R3'.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,511,000	4,511,000
15.6	Parcela R3'.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,511,000	4,511,000
15.7	Parcela R3'.3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,511,000	4,511,000
15.8	Parcela R4.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,399,000	4,399,000
15.9	Parcela R4.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,399,000	4,399,000
15.10	Parcela R4.3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,399,000	4,399,000
15.11	Parcela R4.4 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,399,000	4,399,000
15.12	Parcela R4.5 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,399,000	4,399,000
15.13	Parcela R4.6 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,399,000	4,399,000
15.14	Parcela R4.7 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,399,000	4,399,000
15.15	Parcela R4.8 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,399,000	4,399,000
15.16	Parcela R4.9 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,399,000	4,399,000
15.17	Parcela R5'.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,224,000	4,224,000
15.18	Parcela R5'.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,224,000	4,224,000
15.19	Parcela R5'.3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,224,000	4,224,000
15.20	Parcela R5'.4 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,224,000	4,224,000
15.21	Parcela R5'.5 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,224,000	4,224,000
15.22	Parcela R5'.6 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,224,000	4,224,000
15.23	Parcela R5.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,207,000	4,207,000
15.24	Parcela R5.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,207,000	4,207,000
15.25	Unifamiliares R.7 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,731,000	4,731,000
15.26	Unifamiliares R.8 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	3,250,000	3,250,000
15.27	Terciano T2- SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	2,123,000	2,123,000
15.28	Parcela R3'.P.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	1,502,000	1,502,000
15.29	Parcela R3.P.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	1,502,000	1,502,000
15.30	Parcela R3.P.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	1,502,000	1,502,000
15.31	Unifamiliares R.9 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	3,117,000	3,117,000
15.32	Unifamiliares R.10 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	3,117,000	3,117,000
15.33	Parcela R.4P - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	2,295,000	2,295,000
15.34	Parcela R6 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	4,245,000	4,245,000
15.35	Unifamiliares R.11 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	5,080,000	5,080,000

Nº ID SAVILLS	Name of asset	MVC's Typology	Province	Market Value 100% September 2017 (€)	Market Value % MVC Sept. 2017 (€)
16	Gonzalo de Bilbao	Fully permitted	Sevilla	263,000	263,000
17	C.Rastro Jardines de Murillo	Fully permitted	Sevilla	94,000	94,000
18	A. Virgen Rocío - Parking	Fully permitted	Sevilla	53,000	53,000
19.1	Parcela RC 5 - "La Pipa" MNO3, MNO2 (Almería)	Fully permitted	Almería	5,215,000	5,215,000
19.2	Parcela RPC 2.2 - "La Pipa" MNO3, MNO2 (Almería)	Fully permitted	Almería	1,487,000	1,487,000
20	"Alhaurín" (Alhaurín de la Torre, Málaga)	Fully permitted	Málaga	3,317,000	3,317,000
21.1	Le Mirage I y II R-2	Fully permitted	Málaga	7,287,000	7,287,000
21.2	PROMOC. VALLEBRAMEN SL (MVCSYP) PARCELA R-3	Fully permitted	Málaga	6,282,000	6,282,000
21.3	Le Mirage III R-4	Fully permitted	Málaga	6,903,000	6,903,000
21.4	Le Mirage III R5-R6	Fully permitted	Málaga	2,734,000	2,734,000
21.5	PROMOC. VALLEBRAMEN SL (MVCSYP) PARCELA R-16	Fully permitted	Málaga	570,000	570,000
21.8	PROMOC. VALLEBRAMEN SL (MVCSYP) PARCELA R-21	Fully permitted	Málaga	187,000	187,000
21.7	PROMOC. VALLEBRAMEN SL (MVCSYP) PARCELA R-33	Fully permitted	Málaga	295,000	295,000
21.8	PROMOC. VALLEBRAMEN SL (MVCSYP) PARCELA R-35	Fully permitted	Málaga	239,000	239,000
21.9	Sup E-9 N. Cancelada R-1	Fully permitted	Málaga	6,404,000	6,404,000
21.10	Sup E-9 N. Cancelada R-9	Fully permitted	Málaga	6,975,000	6,975,000
21.11	Sup E-9 N. Cancelada R-13	Fully permitted	Málaga	4,851,000	4,851,000
21.12	Sup E-9 N. Cancelada R-14	Fully permitted	Málaga	9,268,000	9,268,000
21.13	Sup E-9 N. Cancelada R-10	Fully permitted	Málaga	1,605,000	1,605,000
21.14	Sup E-9 N. Cancelada R-11	Fully permitted	Málaga	2,854,000	2,854,000
21.15	Sup E-9 N. Cancelada R-17	Fully permitted	Málaga	234,000	234,000
21.16	Sup E-9 N. Cancelada R-18	Fully permitted	Málaga	346,000	346,000
21.17	Sup E-9 N. Cancelada R-20	Fully permitted	Málaga	1,122,000	1,122,000
25.1	Bahía de las Rocas P-51	Fully permitted	Málaga	2,260,000	2,260,000
25.2	Bahía de las Rocas 40	Fully permitted	Málaga	2,193,000	2,193,000
25.3	Bahía de las Rocas 36	Fully permitted	Málaga	857,000	857,000
25.4	Bahía de las Rocas Parcela 30	Fully permitted	Málaga	2,318,000	2,318,000
25.5	Bahía de las Rocas Parcela 14	Fully permitted	Málaga	51,000	51,000
26	Villas Bahía de las Rocas	Fully permitted	Málaga	2,628,000	2,628,000
27	Majestic Heights (P-29)	Fully permitted	Málaga	3,071,000	3,071,000
28	URNP-RT+SG Torreladrones (Marbella, Málaga)	Non urban	Málaga	190,000	190,000
29	URNP-RT "Artola II" (Marbella, Málaga)	Developable	Málaga	2,515,000	2,515,000
29	URNP-RT "Artola I" (Marbella, Málaga)	Developable	Málaga	1,357,000	1,357,000
29	URNP-RT "Artola II" (Marbella, Málaga)	Developable	Málaga	2,322,000	2,322,000
30	URP-VB-7 "Artola I" (Marbella, Málaga)	Fully permitted	Málaga	1,660,000	1,660,000
32	Samisol Terrazas II	Fully permitted	Málaga	871,000	871,000
33	Samisol Terrazas III	Fully permitted	Málaga	4,954,000	4,954,000
34	Riva Residences	Fully permitted	Málaga	2,118,000	2,118,000
35.01	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	708,000	708,000
35.02	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	617,000	617,000
35.03	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	1,925,000.00	1,925,000
35.04	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	1,732,000.00	1,732,000
35.05	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	3,367,000.00	3,367,000
35.06	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	1,475,000.00	1,475,000
35.07	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	2,253,000.00	2,253,000
35.08	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	389,000.00	389,000
35.09	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	702,000.00	702,000
36.1	Parcela 15-C,1 "Valdelacasa" (Alcobendas, Madrid) Oficinas	Fully permitted	Madrid	9,996,000	9,996,000
36.2	Parcela 4-I.B "Valdelacasa" (Alcobendas, Madrid) Industrial	Fully permitted	Madrid	2,899,000	2,899,000
37	Alcorcón Valdepolo I	Non urban	Madrid	11,189,000	11,189,000
38	Alcorcón Valdepolo II	Non urban	Madrid	11,189,000	11,189,000
39	Alcorcón Valdepolo III	Non urban	Madrid	11,189,000	11,189,000
40	Alcorcón Valdepolo IV	Non urban	Madrid	11,189,000	11,189,000
41	Valdepolo I-IV (Yeguada)		Madrid	67,000	67,000
42	Valdepolo II (Yeguada)		Madrid	67,000	67,000
43	Valdepolo I-IV (Yeguada)		Madrid	67,000	67,000
44	Valdepolo I-IV (Yeguada)		Madrid	67,000	67,000
45	PP10 DISTRITO NORTE. ALCORCÓN	Non urban	Madrid	37,107,000	37,107,000
46.1	Fuencarral - Clesa - Terciario Oficinas	Fully permitted	Madrid	68,238,000	68,238,000
46.2	Fuencarral - Clesa - Terciario Hotel	Fully permitted	Madrid	15,000,000	15,000,000
46.3	Fuencarral - Clesa - Terciario Residencia	Fully permitted	Madrid	10,000,000	10,000,000
46.4	Fuencarral - Clesa - Terciario Comercial	Fully permitted	Madrid	21,000,000	21,000,000
47.1	Valdebebas Terc.02-189-D.1 Oficinas	Fully permitted	Madrid	75,858,000	75,858,000
47.2	Valdebebas Terc.02-189-D.2 Comercial	Fully permitted	Madrid	5,400,000	5,400,000
48	Josefa Valcarcel	Fully permitted	Madrid	15,928,000	15,928,000
49	Plaza del Liceo	Fully permitted	Madrid	182,000	182,000
50	Real de Aravaca	Fully permitted	Madrid	18,000	18,000
51	Balcón de las Artes	Fully permitted	Madrid	2,344,000	2,344,000
52	Villas de Miramadrid	Fully permitted	Madrid	5,984,000	5,984,000

Nº ID SAVILLS	Name of asset	MVC's Typology	Province	Market Value 100% September 2017 (€)	Market Value % MVC Sept. 2017 (€)
53.01	Sector "El Postigullo" (Valdemoro, Madrid)	Fully permitted	Madrid	3,698,000	3,698,000
53.02	Sector "El Postigullo" (Valdemoro, Madrid)	Fully permitted	Madrid	1,811,000	905,500
53.03	Sector "El Postigullo" (Valdemoro, Madrid)	Fully permitted	Madrid	1,240,000	57,412
53.04	Sector "El Postigullo" (Valdemoro, Madrid)	Fully permitted	Madrid	887,000	887,000
53.05	Sector "El Postigullo" (Valdemoro, Madrid)	Fully permitted	Madrid	1,284,000	1,284,000
54	Sector RB.5A "Cantonegro" (Valdemoro, Madrid)	Fully permitted	Madrid	1,136,000	568,000
55.01	Sector A (Segovia)	Fully permitted	Segovia	1,730,000	1,730,000
55.02	Sector A (Segovia)	Fully permitted	Segovia	2,259,000	2,259,000
55.03	Sector A (Segovia)	Fully permitted	Segovia	1,848,000	1,848,000
55.04	Sector A (Segovia)	Fully permitted	Segovia	795,000	795,000
55.05	Sector A (Segovia)	Fully permitted	Segovia	932,000	932,000
55.06	Sector A (Segovia)	Fully permitted	Segovia	795,000	795,000
55.07	Sector A (Segovia)	Fully permitted	Segovia	1,320,000	1,320,000
55.08	Sector A (Segovia)	Fully permitted	Segovia	1,320,000	1,320,000
55.09	Sector A (Segovia)	Fully permitted	Segovia	400,000	400,000
55.10	Sector A (Segovia)	Fully permitted	Segovia	146,000	146,000
56.01	Sector B (Segovia)	Fully permitted	Segovia	1,274,000	1,274,000
56.02	Sector B (Segovia)	Fully permitted	Segovia	1,274,000	1,274,000
56.03	Sector B (Segovia)	Fully permitted	Segovia	1,274,000	1,274,000
56.04	Sector B (Segovia)	Fully permitted	Segovia	1,371,000	1,371,000
56.05	Sector B (Segovia)	Fully permitted	Segovia	2,118,000	2,118,000
56.06	Sector B (Segovia)	Fully permitted	Segovia	1,093,000	1,093,000
56.07	Sector B (Segovia)	Fully permitted	Segovia	860,000	860,000
56.08	Sector B (Segovia)	Fully permitted	Segovia	914,000	914,000
56.09	Sector B (Segovia)	Fully permitted	Segovia	914,000	914,000
56.10	Sector B (Segovia)	Fully permitted	Segovia	1,168,000	1,168,000
56.11	Sector B (Segovia)	Fully permitted	Segovia	1,024,000	1,024,000
56.12	Sector B (Segovia)	Fully permitted	Segovia	1,047,000	1,047,000
56.13	Sector B (Segovia)	Fully permitted	Segovia	2,023,000	2,023,000
56.14	Sector B (Segovia)	Fully permitted	Segovia	984,000	984,000
56.15	Sector B (Segovia)	Fully permitted	Segovia	1,060,000	1,060,000
56.16	Sector B (Segovia)	Fully permitted	Segovia	832,000	832,000
56.17	Sector B (Segovia)	Fully permitted	Segovia	951,000	951,000
57.1	Montesión UA-16 Parcela 303	Fully permitted	Toledo	233,000	233,000
57.2	Montesión UA-16 Parcela 304	Fully permitted	Toledo	233,000	233,000
57.3	Montesión UA-16 Parcela 305	Fully permitted	Toledo	233,000	233,000
57.4	Montesión UA-16 Parcela 312	Fully permitted	Toledo	222,000	222,000
57.5	Montesión UA-16 Parcela 313	Fully permitted	Toledo	222,000	222,000
57.6	Montesión UA-16 Parcela 314	Fully permitted	Toledo	222,000	222,000
57.7	Montesión UA-16 Parcela 315	Fully permitted	Toledo	222,000	222,000
57.8	Montesión UA-16 Parcela 316	Fully permitted	Toledo	222,000	222,000
57.9	Montesión UA-16 Parcela 317	Fully permitted	Toledo	222,000	222,000
57.10	Montesión UA-16 Parcela 318	Fully permitted	Toledo	222,000	222,000
57.11	Montesión UA-16 Parcela 320	Fully permitted	Toledo	222,000	222,000
57.12	Montesión UA-16 Parcela 321	Fully permitted	Toledo	222,000	222,000
57.13	Montesión UA-16 Parcela 322	Fully permitted	Toledo	222,000	222,000
57.14	Montesión UA-16 Parcela 323	Fully permitted	Toledo	222,000	222,000
57.15	Montesión UA-16 Parcela 325	Fully permitted	Toledo	222,000	222,000
57.16	Montesión UA-16 Parcela 326	Fully permitted	Toledo	222,000	222,000
57.17	Montesión UA-16 Parcela 328	Fully permitted	Toledo	222,000	222,000
57.18	Montesión UA-16 Parcela 331	Fully permitted	Toledo	222,000	222,000
57.19	Montesión UA-16 Parcela 333	Fully permitted	Toledo	222,000	222,000
57.20	Montesión UA-16 Parcela 334	Fully permitted	Toledo	233,000	233,000
57.21	Montesión UA-16 Parcela 335	Fully permitted	Toledo	222,000	222,000
57.22	Montesión UA-16 Parcela 336	Fully permitted	Toledo	222,000	222,000
57.23	Montesión UA-16 Parcela 337	Fully permitted	Toledo	222,000	222,000
57.24	Montesión UA-16 Parcela 338	Fully permitted	Toledo	222,000	222,000
57.25	Montesión UA-16 Parcela 339	Fully permitted	Toledo	222,000	222,000
57.26	Montesión UA-16 Parcela 340	Fully permitted	Toledo	222,000	222,000
57.27	Montesión UA-16 Parcela 341	Fully permitted	Toledo	222,000	222,000
57.28	Montesión UA-16 Parcela 342	Fully permitted	Toledo	222,000	222,000
57.29	Montesión UA-16 Parcela 344	Fully permitted	Toledo	222,000	222,000
57.30	Montesión UA-16 Parcela 345	Fully permitted	Toledo	222,000	222,000
57.31	Montesión UA-16 Parcela 346	Fully permitted	Toledo	222,000	222,000
57.32	Montesión UA-16 Parcela 347	Fully permitted	Toledo	222,000	222,000
57.33	Montesión UA-16 Parcela 348	Fully permitted	Toledo	222,000	222,000
57.34	Montesión UA-16 Parcela 349	Fully permitted	Toledo	222,000	222,000
57.35	Montesión UA-16 Parcela 350	Fully permitted	Toledo	222,000	222,000
57.36	Montesión UA-16 Parcela 352	Fully permitted	Toledo	222,000	222,000
57.37	Montesión UA-16 Parcela 353	Fully permitted	Toledo	222,000	222,000
57.38	Montesión UA-16 Parcela 354	Fully permitted	Toledo	222,000	222,000
57.39	Montesión UA-16 Parcela 355	Fully permitted	Toledo	222,000	222,000
57.40	Montesión UA-16 Parcela 356	Fully permitted	Toledo	222,000	222,000
57.41	Montesión UA-16 Parcela 367	Fully permitted	Toledo	222,000	222,000
57.42	Montesión UA-16 Parcela 370	Fully permitted	Toledo	233,000	233,000
57.43	Montesión UA-16 Parcela 371	Fully permitted	Toledo	222,000	222,000
57.44	Montesión UA-16 Parcela 372	Fully permitted	Toledo	233,000	233,000
57.45	Montesión UA-16 Parcela 373	Fully permitted	Toledo	222,000	222,000
57.46	Montesión UA-16 Parcela 374	Fully permitted	Toledo	222,000	222,000
57.47	Montesión UA-16 Parcela 375	Fully permitted	Toledo	222,000	222,000
57.48	Montesión UA-16 Parcela 376	Fully permitted	Toledo	222,000	222,000
57.49	Montesión UA-16 Parcela 378	Fully permitted	Toledo	233,000	233,000
57.50	Montesión UA-16 Parcela 379	Fully permitted	Toledo	222,000	222,000

Nº ID SAVILLS	Name of asset	MVC's Typology	Province	Market Value 100% September 2017 (€)	Market Value % MVC Sept. 2017 (€)
57.51	Montesión UA-16 Parcela 382	Fully permitted	Toledo	222,000	222,000
57.52	Montesión UA-16 Parcela 383	Fully permitted	Toledo	222,000	222,000
57.53	Montesión UA-16 Parcela 384	Fully permitted	Toledo	233,000	233,000
57.54	Montesión UA-16 Parcela 385	Fully permitted	Toledo	222,000	222,000
57.55	Montesión UA-16 Parcela 386	Fully permitted	Toledo	222,000	222,000
57.56	Montesión UA-16 Parcela 387	Fully permitted	Toledo	222,000	222,000
57.57	Montesión UA-16 Parcela 386	Fully permitted	Toledo	222,000	222,000
57.58	Montesión UA-16 Parcela 398	Fully permitted	Toledo	233,000	233,000
57.59	Montesión UA-16 Parcela 399	Fully permitted	Toledo	222,000	222,000
57.60	Montesión UA-16 Parcela C-6	Fully permitted	Toledo	29,000	29,000
57.61	Montesión UA-16 Parcela C-8	Fully permitted	Toledo	100,000	100,000
57.62	Montesión UA-16 Parcela C-9	Fully permitted	Toledo	78,000	78,000
58	Ribadesella (Asturias)	Fully permitted	Asturias	119,000	119,000
59.01	Sector 25-El Pollo (Burgos)	Fully permitted	Burgos	1,384,000	1,384,000
59.02	Sector 25-El Pollo (Burgos)	Fully permitted	Burgos	1,345,000	1,345,000
59.03	Sector 25-El Pollo (Burgos)	Fully permitted	Burgos	1,345,000	1,345,000
59.04	Sector 25-El Pollo (Burgos)	Fully permitted	Burgos	1,345,000	1,345,000
59.05	Sector 25-El Pollo (Burgos)	Fully permitted	Burgos	452,000	452,000
59.06	Sector 25-El Pollo (Burgos)	Fully permitted	Burgos	645,000	645,000
59.07	Sector 25-El Pollo (Burgos)	Fully permitted	Burgos	412,000	412,000
59.08	Sector 25-El Pollo (Burgos)	Fully permitted	Burgos	675,000	675,000
59.09	Sector 25-El Pollo (Burgos)	Fully permitted	Burgos	955,000	955,000
59.10	Sector 25-El Pollo (Burgos)	Fully permitted	Burgos	955,000	955,000
59.11	Sector 25-El Pollo (Burgos)	Fully permitted	Burgos	94,000	94,000
60	Camino de Sta.María (Aldeamayor, Valladolid)	Developable	Valladolid	24,000,000	9,540,000
61	Hacienda III-IV (resto)	Fully permitted	Valladolid	3,234,000	3,234,000
62	La Hacienda VI	Fully permitted	Valladolid	190,000	190,000
63	Resto SSGG Valladolid	Fully permitted	Valladolid	502,000	502,000
64	S.51 "Las Arenas", SSGG Jalón (Valladolid)	Developable	Valladolid	3,595,000	3,595,000
65	S.28 "Florida" (Valladolid)	Organized	Valladolid	149,000	149,000
66	S.50 "Los Santos 2", SSGG Jalón (Valladolid)	Fully permitted	Valladolid	998,000	998,000
67	APE-46 "Azucarera Sª Victoria" P-4 (Valladolid)	Fully permitted	Valladolid	1,451,000	1,451,000
68	"Ariza" "Cicova" parc. 2 (Valladolid)	Fully permitted	Valladolid	6,237,000	6,237,000
69.1	Aldeamayor Golf Residencial Manzana 26	Fully permitted	Valladolid	531,000	531,000
69.2	Aldeamayor Golf Comercial I	Fully permitted	Valladolid	4,130,000	4,130,000
69.3	Aldeamayor Golf Comercial II	Fully permitted	Valladolid	4,000,000	4,000,000
69.4	Aldeamayor Golf Comercial III	Fully permitted	Valladolid	1,050,000	1,050,000
69.5	Aldeamayor Golf Comercial IV	Fully permitted	Valladolid	220,000	220,000
70	S.44 "Jalón Industrial" (Valladolid)	Fully permitted	Valladolid	7,263,000	7,263,000
71	S.38 "Pinar del Jalón" (Valladolid)	Fully permitted	Valladolid	7,695,000	7,695,000
72	Mirador de Jalón	Fully permitted	Valladolid	1,231,000	1,231,000
73.1	330-Pza del Gas (Bilbao)	Fully permitted	Vizcaya	280,000	92,400
73.2	330-Pza del Gas (Bilbao)	Fully permitted	Vizcaya	11,000	3,630
74	Sector 1 "O Portiño" (La Coruña)	Developable	A Coruña	19,402,000	19,402,000
75	PPO "Barranco Seco" (Las Palmas, G.Canaria)	Organized	Las Palmas de Gran	674,000	674,000
76	PPO "Barranco Balito" (Mogán, G.Canaria)	Fully permitted	Gran Canaria	27,000,000	27,000,000
77	APD-6 "Comisa de San Agustín" "Mirador de San Blas" (Alicante)	Fully permitted	Alicante	7,519,000	7,519,000
78	Mirador de San Blas I	Fully permitted	Alicante	4,868,000	4,868,000
79.1	Mirador del Sur (Alicante)	Fully permitted	Alicante	2,491,000	2,491,000
79.2	Mirador del Sur (Alicante)	Fully permitted	Alicante	1,793,000	1,793,000
80.1	Parque Norte (Alicante)	Fully permitted	Alicante	5,000	5,000
80.2	Parque Norte (Alicante)	Fully permitted	Alicante	493,000	493,000
81.1	Parque Dorado I y II	Fully permitted	Alicante	531,000	531,000
81.2	Parque Dorado I y II	Fully permitted	Alicante	15,000	15,000
82.1	Parque Paraíso I y II	Fully permitted	Alicante	1,000	1,000
82.2	Parque Paraíso I y II	Fully permitted	Alicante	15,000	15,000
83	E.2 AR-88 (Elche, Alicante)	Organized	Alicante	4,975,000	4,975,000
84	U.E. 3 del E-27, (Elche, Alicante)	Fully permitted	Alicante	19,450,000	19,450,000
85.1	UF-1 PERI "El Acequión" UE-2, (Torrevieja, Alicante) Residencial	Fully permitted	Alicante	10,948,000	10,948,000
85.2	UF-2 PERI "El Acequión" UE-2, (Torrevieja, Alicante) Residencial	Fully permitted	Alicante	10,948,000	10,948,000
85.3	UF-3 PERI "El Acequión" UE-2, (Torrevieja, Alicante) Terciano	Fully permitted	Alicante	7,300,000	7,300,000
86.1	Parcela AH - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	4,823,000	4,823,000
86.2	Parcela AN - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	354,000	354,000
86.3	Parcela AO - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	559,000	559,000
86.4	Parcela BE - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	1,267,000	1,267,000
86.5	Parcela D - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	7,294,000	7,294,000
86.6	Parcela N - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	1,060,000	1,060,000
86.7	Parcela U - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	324,000	324,000
87.1	Parcela 2 - Panorámica II y III (San Jorge, Castellón)	Fully permitted	Castellón	5,676,000	5,676,000
87.2	Parcela 3 - Panorámica II y III (San Jorge, Castellón)	Fully permitted	Castellón	5,676,000	5,676,000
88	Panorámica I	Fully permitted	Castellón	18,000	18,000
89	Almenara I y II (Castellón)	Fully permitted	Castellón	28,000	28,000
90	Pinar del Golf (Castellón)	Fully permitted	Castellón	660,000	660,000

Nº ID SAVILLS	Name of asset	MVC's Typology	Province	Market Value 100% September 2017 (€)	Market Value % MVC Sept. 2017 (€)
91	PAI "Belcaire Sur" (Monc6fjar, Castell6n)	Fully permitted	Castell6n	7,240,000	7,240,000
92.1	"Novocarthago" (Cartagena, Murcia) Parcela Hotelera	Organized	Murcia	2,000,000	2,000,000
92.2	"Novocarthago" (Cartagena, Murcia) Parcela Residencial	Organized	Murcia	15,873,000	15,873,000
92.3	"Novocarthago" (Cartagena, Murcia) Parcela Terciaria	Organized	Murcia	237,000	237,000
93.1	Torre del Rame Los Alc6zares, Murcia. Parcela RA34	Fully permitted	Murcia	2,132,000	2,132,000
93.2	Torre del Rame Los Alc6zares, Murcia. Parcela RA37	Fully permitted	Murcia	2,132,000	2,132,000
93.3	Torre del Rame Los Alc6zares, Murcia. Parcela RA38	Fully permitted	Murcia	1,968,000	1,968,000
93.4	"Torre del Rame" (Los Alc6zares, Murcia). Parcela RA39	Fully permitted	Murcia	2,482,000.00	2,482,000
93.5	"Torre del Rame" (Los Alc6zares, Murcia) Parcela RA57	Fully permitted	Murcia	1,813,000.00	1,813,000
94	ZP-CH-03-2 Sector Este "Churra 3" Ter. (Murcia)	Organized	Murcia	8,710,000	8,710,000
95.1	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 2A	Fully permitted	Murcia	3,489,000	3,489,000
95.2	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 2D	Fully permitted	Murcia	2,891,000	2,891,000
95.3	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 3A	Fully permitted	Murcia	2,728,000	2,728,000
95.4	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 3B	Fully permitted	Murcia	2,913,000	2,913,000
95.5	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 3C	Fully permitted	Murcia	2,991,000	2,991,000
95.6	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 3D	Fully permitted	Murcia	3,187,000	3,187,000
95.7	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 6D	Fully permitted	Murcia	867,000	867,000
96	PN-07 UA-2 El Puntal Ed. Montblanc (Murcia)	Fully permitted	Murcia	11,538,000	11,538,000
97	Alfafar	Fully permitted	Valencia	11,947,000	11,947,000
98	Betera II (B6tera, Valencia)	Fully permitted	Valencia	4,793,000	4,793,000
99	Villas de la Calderona	Fully permitted	Valencia	1,486,000	1,486,000
100	Mol6 d'Animeta (Quart de Poblet, Valencia)	Organized	Valencia	600,000	600,000
101	Sagunto Puerto SUNP-VI (Sagunto, Valencia)	Organized	Valencia	2,951,000	2,951,000
102	Sagunto Pueblo N.Palancia (Sagunto, Valencia)	Fully permitted	Valencia	11,108,000	11,108,000
104	Vedat IV	Fully permitted	Valencia	210,000	210,000
106	Vedat VI	Fully permitted	Valencia	705,000	705,000
107	Vedat VII	Fully permitted	Valencia	1,362,000	1,362,000
108	Vedat VIII	Fully permitted	Valencia	556,000	556,000
109.1	Camino Moreras II (Valencia)	Fully permitted	Valencia	24,209,000	24,209,000
109.2	Camino Moreras II (Valencia) Parcela Uso Terciario	Fully permitted	Valencia	696,000	696,000
110.1	Gand6a Plo XII, I y II	Fully permitted	Valencia	91,000	91,000
110.2	Gand6a Plo XII, I y II	Fully permitted	Valencia	1,272,000	1,272,000
111.1	Moreras VPO (Valencia)	Fully permitted	Valencia	393,000	393,000
111.2	Moreras VPO (Valencia)	Fully permitted	Valencia	15,000	15,000
112.1	Metrovacesa Resort (Valencia)	Fully permitted	Valencia	445,000	445,000
112.2	Metrovacesa Resort (Valencia)	Fully permitted	Valencia	45,000	45,000
113	Palerna II (Valencia)	Fully permitted	Valencia	15,000	15,000
114	Carcaixent I (Valencia) - Storage	Fully permitted	Valencia	2,000	2,000
115	Ram6n Tur6 "Fr. Maritim Poble Nou" (Barcelona)	Organized	Barcelona	8,487,000	8,487,000
116	Pere IV UA12 PERI . Pallars	Fully permitted	Barcelona	2,028,000	2,028,000
117	"Castellar del Vall6s", Resid.3ª edad (Barcelona)	Developable	Barcelona	3,504,000	3,504,000
118	La Guinardera II-1ªF (San Cugat)	Fully permitted	Barcelona	8,000	8,000
119.1	La Guinardera II VTA (San Cugat)	Fully permitted	Barcelona	15,000	15,000
119.2	La Guinardera II VTA (San Cugat)	Fully permitted	Barcelona	5,000	5,000
120	Parque Vall Parad6s CªRub6 (Tarrasa, Barcelona)	Organized	Barcelona	10,577,000	10,577,000
121	Gas6metro I (Tarrasa, Barcelona)	Fully permitted	Barcelona	6,838,000	6,838,000
122	Prat de la Rib6 (Tarrasa, Barcelona)	Fully permitted	Barcelona	3,385,000	3,385,000
123.1	Copa D'or (Lleida) parcela J1 des promociones restantes	Fully permitted	Lleida	2,365,000	2,365,000
123.2	Copa D'or (Lleida)	Fully permitted	Lleida	3,425,000	3,425,000
124	Residencial Copa D'or F I	Fully permitted	Lleida	1,500,000	1,500,000
125.1	Sant Jordi UA.10d (Torredembarra, Tarragona) Parcela A-1	Fully permitted	Tarragona	3,171,000	3,171,000
125.2	Sant Jordi UA.10d (Torredembarra, Tarragona) Parcela C-5	Fully permitted	Tarragona	3,668,000	3,668,000
125.3	Sant Jordi UA.10d (Torredembarra, Tarragona) Parcela C-6a	Fully permitted	Tarragona	599,000	599,000
125.4	Sant Jordi UA.10d (Torredembarra, Tarragona) Parcela C-6b	Fully permitted	Tarragona	1,161,000	1,161,000
126	La City (Hospital de Llobregat)	Fully permitted	Barcelona	63,210,000	63,210,000
127	AE61 Alcorc6n Metropromo	Non urban	Madrid	22,415,000	22,415,000
128.1	UZP. 02.2 LOS CERROS VL	Organized	Madrid	10,513,000	10,513,000
128.2	UZP. 02.2 LOS CERROS VPO	Organized	Madrid	8,872,000	8,872,000
129.1	SOTOREBOLO. ALGECIRAS	Fully permitted	C6diz	1,760,000	1,760,000
129.2	Residencial Oasis	Fully permitted	C6diz	1,805,000	1,805,000
130.1	LA ALBORADA RN-1	Fully permitted	M6laga	13,028,000	13,028,000
130.2	LA ALBORADA RN-5	Fully permitted	M6laga	8,749,000	8,749,000
130.3	LA ALBORADA RN-10	Fully permitted	M6laga	1,156,000	1,156,000
131.01	BAH6A DE LAS ROCAS	Fully permitted	M6laga	4,675,000	4,675,000
131.02	BAH6A DE LAS ROCAS (Comercial)	Fully permitted	M6laga	445,000	445,000
132	SECTOR 1-2 BENAL6A SUR, Nª M5-M6-M12B-M13A	Fully permitted	Alicante	9,021,000	9,021,000
133	Sectores R-8 y R-9 del PGOU de B6tera	Fully permitted	Valencia	2,685,000	2,685,000
134	BETERA SECTOR R-10, 11 Y 12	Organized	Valencia	4,152,000	4,152,000
135	Residencial Vivald6	Fully permitted	Valencia	1,186,000	1,186,000



Nº ID SAVILLS	Name of asset	MVC's Typology	Province	Market Value 100% September 2017 (€)	Market Value % MVC Sept. 2017 (€)
136.01	Puerto de Sagunto Resto suelo_MANZANA V-COL-05B 1	Fully permitted	Valencia	2,669,000	2,669,000
136.02	Puerto de Sagunto Resto suelo_MANZANA V-COL-05B RESTO	Fully permitted	Valencia	7,840,000	7,840,000
136.03	Puerto de Sagunto Resto suelo_MANZANA V-ADO-04	Fully permitted	Valencia	1,366,000	1,366,000
136.04	Puerto de Sagunto Resto suelo_MANZANA V-ADO-10 A	Fully permitted	Valencia	961,000	961,000
136.05	Puerto de Sagunto Resto suelo_MANZANA V-ADO-12	Fully permitted	Valencia	1,366,000	1,366,000
136.06	Puerto de Sagunto Resto suelo_MANZANA V-ADO-14	Fully permitted	Valencia	1,366,000	1,366,000
136.07	Puerto de Sagunto Resto suelo_MANZANA V-COL-01 VPP	Fully permitted	Valencia	6,344,000	6,344,000
136.08	Puerto de Sagunto Resto suelo_MANZANA V-COL-3D	Fully permitted	Valencia	5,049,000	5,049,000
138.1	Sevilla Heineken. RMA 6.2	Organized	Sevilla	8,782,000	8,782,000
138.2	Sevilla Heineken. RBL 3	Organized	Sevilla	1,662,000	1,662,000
138.3	Sevilla Heineken. RBL 2.2 (Comercial)	Organized	Sevilla	1,842,000	1,842,000
138.4	Sevilla Heineken. S3.3.1 (VPO)	Organized	Sevilla	99,000	99,000
139.1	Quart de Poblet. Gran Manzana. Parcela 4	Fully permitted	Valencia	4,730,000	4,730,000
139.2	Quart de Poblet. Gran Manzana. Pza Cortes Valencianas	Fully permitted	Valencia	3,664,000	3,664,000
				1,346,337,000	1,329,026,000

(1) The valuation concerns only the ownership share of the client.

(4) Assets valued as 100% of the ownership, GDV, pending costs and the other outputs corresponds to 100% of the ownership.

3. General Assumptions, Conditions to Valuations & Special Assumptions

3.1. General Assumptions, Conditions to Valuation & Special Assumptions

3.1.1. General Assumptions

Our valuations have been carried out on the basis of the following General Assumptions. If any of them are subsequently found not to be valid, we may wish to review our valuation, as there may be an impact on it. We have assumed:

1. That the Freehold interest is not subject to any unusual or especially onerous restrictions, encumbrances or outgoings that we are unaware of. We have not made any enquiries at the local Register Office, and, therefore, should future enquiries reveal that there are any mortgages or charges, we have assumed that the Asset would be sold free of them. We have not examined the Title Deeds or Land Registry Certificate.
2. That we have been supplied with all information likely to have an effect on the value of the Asset, and that the information supplied to us is both complete and correct. We do not accept responsibility for any errors or omissions in information and documentation provided to us.
3. That the buildings have been constructed and is used in accordance with all statutory and bye-law requirements, and that there are no breaches of planning control. Likewise, that any future construction or use will be lawful (other than those points referred to above).
4. That the properties are not adversely affected, nor is likely to become adversely affected, by any highway, town planning or other schemes or proposals, and that there are no matters adversely affecting value that might be revealed by a local search or normal solicitors' enquiries, or by any statutory notice (other than those points referred to above).
5. That the buildings are structurally sound, and that there is no structural, latent or other material defects, including rot and inherently dangerous or unsuitable materials or construction techniques, whether in parts of the building we have inspected or not, that would cause us to make allowance by way of capital repair (other than those points referred to above). Our inspection of the property and this report do not constitute a building survey.
6. That the properties are connected, or capable of being connected without undue expense, to the public services of gas, electricity, water, telephones and sewerage.
7. That in the construction or alteration of the buildings, no use was made of any deleterious or hazardous materials or techniques, such as high alumina cement, calcium chloride additives, woodwool slabs used as permanent shuttering and the like (other than those points referred to above). We have not carried out any investigations into these matters.

8. That the ownership and possible exploitation of mineral substances and/or gases present in the subsoil have not been considered.
9. That the properties have not suffered any land contamination in the past, nor is it likely to become so contaminated in the foreseeable future. We have not carried out any soil tests or made any other investigations in this respect, and we cannot assess the likelihood of any such contamination.
10. That there are no adverse site or soil conditions, that the ground does not contain any archaeological remains, nor that there is any other matter that would cause us to make any allowance for exceptional delay or site or construction costs in our valuation.
11. That all fixed plant and machinery and the installation thereof complies with the relevant legislation. No allowance has been made for rights, obligations or liabilities arising as a result of defective premises.
12. That the tenants are capable of meeting their obligations, and that there are no undisclosed arrears of rent or breaches of covenant. For valuation purposes it is assumed that the tenants comply their obligations, and that there will be no delays in the payment of rent or undisclosed contractual breaches.
13. That METROVACESA S.A. developments will obtain within standard regular timings the approvals in normal market situations for the different phases of Planning, Management and Urbanizing Discipline. It has been taken into account that the approval of different urbanizing phases will be obtained with a pro-active approach by the Client to obtain the necessary approvals.

3.1.2. General Conditions

Our valuation has been carried out on the basis of the following general conditions:

1. Our valuation(s) are exclusive of VAT (if applicable).
2. We have made no allowance for any Capital Gains Tax or other taxation liability that might arise upon a sale of the property(ies).
3. No allowance has been made for any expenses of realisation.
4. Excluded from our valuation(s) is any additional value attributable to goodwill, or to fixtures and fittings which are only of value in situ to the present occupier.

5. In all cases, our valuation report includes facilities that are normally transferred with the property, such as boilers, heating and air conditioning, lighting and ventilation, sprinklers, etc., while the equipment that is normally removed before the sale has been excluded from our opinion of value.
6. It has been assumed that all fixed plant and machinery and the installation thereof complies with the relevant EEC legislation.
7. Output prices of different products are those with whom will go on sale at the market uses different delivery date. To estimate the value a basis comparable are taken to the valuation date.
8. Each property has been valued individually and no allowance has been made, either positive or negative, should it form part of a larger disposal. The total stated is the aggregate of the individual Open Market Values.

3.1.3. Special Assumptions

According to RICS, only special cases can be established if they are reasonably achievable, relevant and valid in relation to the special circumstances of the valuation. Appendix 4 of Red Book defines and gives examples of Special Assumptions. In our valuation we have established the following Special Assumption:

ALCORCON VALDEPOLO I-IV, PP10 DISTRITO NORTE. ALCORCON & AE61 ALCORCON METROPROMO.

- The land is classified as 'Suelo urbanizable Sectorizado', however, there is currently Supreme Court ruling that has declassified the land. This judgement has been analysed by the legal department of the Managing Committee of the area and a clarification of judgement has been submitted to the Court, as there is some ambiguity over its grounds and/or motivations.
- At present, the magistrate's answer is being awaited and in the case of non-conformity, an 'incident of nullity of proceedings' will be invoked as a last resort.
- Taking the above into account, the STC of the Supreme Court cannot be fully understood today, since that step will have to be taken, if necessary, once the two incidents mentioned above are resolved. At that time, the Supreme Court must communicate to the Superior Court of Justice of Madrid what was the reason in the first instance for annulling the planning and the dismissal of the appeal, the latter being the one that must proceed with the execution of the judgement, annulling the approval of the PGOU, regarding the classification of this land.
- At the request of the client, a special hypothesis has been established that a general plan is approved, with a proposed development similar to the one declared null. This hypothesis is considered to be reasonable based upon the assumption that, according to what has been indicated by the client, the declaration of nullity was mainly due to issues with form rather than anything material, as well as the efforts of the owners who are working with the Administration to accelerate the process.
- For valuation purposes we have assumed that there would be developed 1,845 number of units instead of the total number of units in the original plan which is 2,521 units.



Appendix 1

Valuation Parameters

ID SAVILLS	Name of asset	MVC's Typology	Province	Town	Type of asset	% ownership	Number Residential units	TOTAL Buildable area (m ² 100%)	Buildable area (m ² % MVC)	Market Value 100% September 2017 (€)	Market Value % MVC Sept. 2017 (€)	Price Equivalent 2017 (€/sq.m)	% Construction	% Sales + Reservation (€)	GDV (€)	Reading Construction Costs (€)
1	3 Sectores 2 "Palmas" (Algeciras, Cádiz)	Developable	Cádiz	Algeciras	Land	100%	100	10.846,00	2.032,00	2.032,00	187	0,0%	0,0%	15.903.000,00	9.314.000,00	
2	3 U.E.16 "Amílamo Este" (Algeciras, Cádiz)	Organized	Cádiz	Algeciras	Land	100%	300	61.013,00	61.013,00	11.977,00	11.977,00	196	0,0%	0,0%	45.370.000,00	37.387.000,00
3.1	Parcela 6 - 2.PE.11 "Acceso Sur" (Algeciras, Cádiz)	Fully permitted	Cádiz	Algeciras	Land	100%	178	15.020,00	16.020,00	3.710,00	3.710,00	232	0,0%	0,0%	24.827.000,00	16.488.000,00
3.2	Parcela 8 - 2.PE.11 "Acceso Sur" (Algeciras, Cádiz)	Fully permitted	Cádiz	Algeciras	Land	100%	122	11.890,00	10.890,00	2.765,00	2.765,00	232	0,0%	0,0%	16.954.000,00	11.302.000,00
4	S.U.E.B "Sotobola" (Algeciras, Cádiz)	Fully permitted	Cádiz	Algeciras	Land	100%	8	4.800,00	4.800,00	2.178,00	2.178,00	473	0,0%	0,0%	5.520.000,00	2.703.000,00
5	La Reserva de Sotobola	Fully permitted	Cádiz	Algeciras	WIP	100%	8	1.000,00	1.500,00	883,00	883,00	583	25,0%	0,0%	1.850.000,00	640.000,00
6	Loteas Sotobola	Fully permitted	Cádiz	Algeciras	Finished product	100%	0	457,28	457,28	521,00	521,00	1139	100,0%	0,0%	521.000,00	-
7.1	Coto San José (Chiclana, Cádiz)	Developable	Cádiz	Chiclana	Land	100%	70	7.238,00	7.238,00	4.072,00	4.072,00	563	0,0%	0,0%	19.377.000,00	10.502.000,00
7.2	Coto San José (Chiclana, Cádiz) hotel	Developable	Cádiz	Chiclana	Land	100%	0	3.648,80	3.648,80	2.500,00	2.500,00	685	0,0%	0,0%	8.800.000,00	4.303.000,00
8.1	Manzana 9 - SUP S-32 "Pozobalero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	80	4.680,00	4.895,00	2.787,00	2.787,00	396	0,0%	0,0%	8.484.000,00	4.446.000,00
8.2	Manzana 10 - SUP S-32 "Pozobalero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	65	5.040,00	5.040,00	2.967,00	2.967,00	586	0,0%	0,0%	9.148.000,00	4.793.000,00
8.3	Manzana 12 - SUP S-32 "Pozobalero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	75	8.161,00	8.161,00	3.710,00	3.710,00	602	0,0%	0,0%	11.182.000,00	5.804.000,00
8.4	Parcela Unifamiliar - SUP S-32 "Pozobalero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	6	660,00	660,00	700,00	700,00	729	0,0%	0,0%	1.560.000,00	610.000,00
8.5	Unifamiliar Parcelas - SUP S-32 "Pozobalero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	73	7.665,00	7.665,00	2.978,00	2.978,00	519	0,0%	0,0%	12.284.000,00	6.484.000,00
8.6	R.E.A. (Hotelero) - PPO "La Alcaidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	0	6.559,00	6.559,00	2.100,00	2.100,00	320	0,0%	0,0%	14.530.000,00	-
8.7	R.E.B.-PPO "La Alcaidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	74	12.950,00	12.950,00	9.941,00	9.941,00	768	0,0%	0,0%	25.164.000,00	11.235.000,00
8.8	R.E.D.-PPO "La Alcaidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	48	7.152,00	7.152,00	8.479,00	8.479,00	766	0,0%	0,0%	13.838.000,00	6.128.000,00
8.9	R.E.E.-PPO "La Alcaidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	48	5.802,51	5.802,51	4.703,00	4.703,00	811	0,0%	0,0%	11.857.000,00	5.240.000,00
8.10	R.E.F.-PPO "La Alcaidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	57	3.899,48	6.890,48	5.826,00	5.826,00	846	0,0%	0,0%	14.408.000,00	6.236.000,00
10.1	"Ctra de Rota" Arboleda (Pto.Sta.Maria, Cádiz) Apartamentos Turísticos	Developable	Cádiz	Pto.Sta.Maria	Land	100%	0	8.832,22	8.832,22	1.600,00	1.600,00	181	0,0%	0,0%	14.530.000,00	-
10.2	"Ctra.de Rota" Arboleda (Pto.Sta.Maria, Cádiz) Hotelero	Developable	Cádiz	Pto.Sta.Maria	Land	100%	0	3.362,42	3.362,42	1.000,00	1.000,00	186	0,0%	0,0%	10.050.000,00	6.819.000,00
10.3	"Ctra.de Rota" Arboleda (Pto.Sta.Maria, Cádiz) Residencial	Developable	Cádiz	Pto.Sta.Maria	Land	100%	163	19.321,02	19.321,02	12.148,00	12.148,00	629	0,0%	0,0%	44.044.000,00	18.822.000,00
11.1	Manzana 6 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	Puerto Real	Land	100%	3	718,35	718,35	551,00	551,00	767	0,0%	0,0%	1.321.000,00	500.000,00
11.2	Manzana 7 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	Puerto Real	Land	100%	3	718,35	718,35	551,00	551,00	757	0,0%	0,0%	1.321.000,00	607.000,00
11.3	Manzana 23 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	Puerto Real	Land	100%	84	9.357,08	9.357,08	6.165,00	6.165,00	690	0,0%	0,0%	16.849.000,00	11.000.000,00
11.4	Manzana 28 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	Puerto Real	Land	100%	36	3.363,21	3.363,21	3.582,00	3.582,00	560	0,0%	0,0%	9.775.000,00	4.715.000,00
12.1	Circ.Resid.Norte Albacerrade (Tarifa, Cádiz) (RESID)	Non urban	Cádiz	Tarifa	Land	100%	238	16.738,00	16.738,00	7.234,00	7.234,00	432	0,0%	0,0%	46.953.000,00	25.902.000,00
12.2	Circ.Resid.Norte Albacerrade (Tarifa, Cádiz) (HOTELERO)	Non urban	Cádiz	Tarifa	Land	100%	0	23.899,00	23.899,00	2.500,00	2.500,00	100	0,0%	0,0%	35.500.000,00	23.150.000,00
12.3	Circ.Resid.Norte Albacerrade (Tarifa, Cádiz) (COMERCIAL)	Non urban	Cádiz	Tarifa	Land	100%	0	7.189,00	7.189,00	1.000,00	1.000,00	144	0,0%	0,0%	7.038.000,00	2.368.000,00
13	RESID S2-8 "Carda de Edo" (Cádiz)	Organized	Cádiz	Cádiz	Land	100%	216	20.628,00	20.628,00	5.563,00	5.563,00	415	0,0%	0,0%	37.412.000,00	20.072.000,00
14	El Carembolo (Carmes, Sevilla)	Non urban	Sevilla	Carmes	Land	100%	0	-	-	173,00	173,00	0,0	0,0%	0,0%	-	-
15.1	Parcela R2P3 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	70	7.000,00	7.000,00	1.572,00	1.572,00	225	0,0%	0,0%	9.880.000,00	6.667.000,00
15.2	Parcela R3-1 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	60	6.600,00	6.600,00	4.511,00	4.511,00	663	0,0%	0,0%	14.748.000,00	7.167.000,00
15.3	Parcela R3-2 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	60	6.600,00	6.600,00	4.511,00	4.511,00	663	0,0%	0,0%	14.748.000,00	7.167.000,00
15.4	Parcela R3-3 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	90	6.600,00	6.600,00	4.511,00	4.511,00	683	0,0%	0,0%	14.748.000,00	7.167.000,00
15.5	Parcela R3-1 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	60	6.600,00	6.600,00	4.511,00	4.511,00	683	0,0%	0,0%	14.748.000,00	7.167.000,00
15.6	Parcela R3-2 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	80	6.600,00	6.600,00	4.511,00	4.511,00	683	0,0%	0,0%	14.748.000,00	7.167.000,00
15.7	Parcela R3-3 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	50	6.600,00	6.600,00	4.511,00	4.511,00	663	0,0%	0,0%	14.748.000,00	7.167.000,00
15.8	Parcela R4-1 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	40	6.128,30	6.128,30	4.389,00	4.389,00	718	0,0%	0,0%	13.424.000,00	6.130.000,00
15.9	Parcela R4-2 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	48	6.128,30	6.128,30	4.389,00	4.389,00	718	0,0%	0,0%	13.424.000,00	6.130.000,00
15.10	Parcela R4-3 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	48	6.128,30	6.128,30	4.389,00	4.389,00	718	0,0%	0,0%	13.424.000,00	6.130.000,00
15.11	Parcela R4-4 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	48	6.128,30	6.128,30	4.389,00	4.389,00	718	0,0%	0,0%	13.424.000,00	6.130.000,00
15.12	Parcela R4-5 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	48	6.128,30	6.128,30	4.389,00	4.389,00	718	0,0%	0,0%	13.424.000,00	6.130.000,00
15.13	Parcela R4-6 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	48	6.128,30	6.128,30	4.389,00	4.389,00	718	0,0%	0,0%	13.424.000,00	6.130.000,00
15.14	Parcela R4-7 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	46	6.128,30	6.128,30	4.389,00	4.389,00	718	0,0%	0,0%	13.424.000,00	6.130.000,00
15.15	Parcela R4-8 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	46	6.128,30	6.128,30	4.389,00	4.389,00	718	0,0%	0,0%	13.424.000,00	6.130.000,00
15.16	Parcela R4-9 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	46	6.128,30	6.128,30	4.389,00	4.389,00	718	0,0%	0,0%	13.424.000,00	6.130.000,00
15.17	Parcela R5-1 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	40	5.195,00	5.195,00	4.224,00	4.224,00	813	0,0%	0,0%	11.944.000,00	5.041.000,00
15.18	Parcela R5-2 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	40	5.195,00	5.195,00	4.224,00	4.224,00	813	0,0%	0,0%	11.944.000,00	5.041.000,00
15.19	Parcela R5-3 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	40	5.195,00	5.195,00	4.224,00	4.224,00	813	0,0%	0,0%	11.944.000,00	5.041.000,00
15.20	Parcela R5-4 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	40	5.195,00	5.195,00	4.224,00	4.224,00	813	0,0%	0,0%	11.944.000,00	5.041.000,00
15.21	Parcela R5-5 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	40	5.195,00	5.195,00	4.224,00	4.224,00	813	0,0%	0,0%	11.944.000,00	5.041.000,00
15.22	Parcela R5-6 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	40	5.195,00	5.195,00	4.224,00	4.224,00	813	0,0%	0,0%	11.944.000,00	5.041.000,00
15.23	Parcela R5-1 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	42	5.195,00	5.195,00	4.207,00	4.207,00	810	0,0%	0,0%	11.858.000,00	5.075.000,00
15.24	Parcela R5-2 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	42	5.195,00	5.195,00	4.207,00	4.207,00	810	0,0%	0,0%	11.858.000,00	5.075.000,00
15.25	Unifamiliares R.7 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	47	7.635,00	7.635,00	4.731,00	4.731,00	620	0,0%	0,0%	16.367.000,00	8.321.000,00
15.26	Unifamiliares R.8 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	33	3.245,00	3.245,00	3.260,00	3.260,00	620	0,0%	0,0%	11.343.000,00	5.717.000,00
15.27	Terreno T2 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	0	4.466,00	4.466,00	2.123,00	2.123,00	475	0,0%	0,0%	8.302.000,00	4.614.000,00
15.28	Parcela R2.P.1 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	69	6.900,00	6.900,00	1.502,00	1.502,00	218	0,0%	0,0%	9.838.000,00	6.784.000,00
15.29	Parcela R3.P.1 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	69	6.900,00	6.900,00	1.502,00	1.502,00	218	0,0%	0,0%	9.838.000,00	6.784.000,00
15.30	Parcela R3.P.2 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	69	6.900,00	6.900,00	1.502,00	1.502,00	218	0,0%	0,0%	9.838.000,00	6.784.000,00
15.31	Unifamiliares R.9 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	31	3.030,00	3.030,00	3.117,00	3.117,00	620	0,0%	0,0%	10.763.000,00	5.482.000,00
15.32	Unifamiliares R.10 - SUS-DBP-02 "Palmas Altas" El Cuatro (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	31	3.030,00	3.030,00	3.117,00	3.117,00	620				

Nº ID SAVILLS	Name of asset	MVC's Typology	Province	Town	Type of asset	% ownership	Number Residential units	TOTAL Buildable area (m²) 100%	Buildable area (m²) MVC	Market Value 100% September 2017 (€)	Market Value % MVC Sept. 2017 (€)	Price September 2017 (€/sq.m)	% Construction	% Sales + Reservation (€)	GDV (€)	Pending Construction Costs (€)
26.5	Bahía de las Rocas Parcela 14	Fully permitted	Málaga	Marbella	Land	100%	0	282,50	382,50	51,000	51,000	133	0,00%	0,00%	279,000.00	171,000.00
26	Villas Bahía de las Rocas	Fully permitted	Málaga	Marbella	WIP	100%	13	3,913.00	3,913.00	2,638,000	2,638,000	673	41,00%	0,00%	5,087,000.00	3,295,000.00
27	Majestic Heights (P-29)	Fully permitted	Málaga	Marbella	WIP	100%	47	7,821.00	7,821.00	3,071,000	3,071,000	393	0,00%	0,00%	14,391,000.00	9,732,000.00
28	URNP-RT+SS Torredonares (Marbella, Málaga)	Non urban	Málaga	Marbella	Land	100%	0	-	-	190,000	190,000	-	0,00%	0,00%	-	-
29	URNP-RT "Añoia II" (Marbella, Málaga)	Developable	Málaga	Marbella	Land	100%	73	5,882.77	5,882.77	2,515,000	2,515,000	443	0,00%	0,00%	16,026,000.00	8,400,000.00
29	URNP-RT "Añoia II" (Marbella, Málaga)	Developable	Málaga	Marbella	Land	100%	38	5,038.73	5,038.73	1,357,000	1,357,000	447	0,00%	0,00%	8,569,000.00	4,468,000.00
29	URNP-RT "Añoia II" (Marbella, Málaga)	Developable	Málaga	Marbella	Land	100%	37	5,259.50	5,259.50	2,322,000	2,322,000	443	0,00%	0,00%	14,775,000.00	7,739,000.00
30	URP-VB-7 "Añoia I" (Marbella, Málaga)	Fully permitted	Málaga	Marbella	Land	100%	9	1,941.00	1,941.00	1,660,000	1,660,000	655	0,00%	0,00%	5,351,000.00	2,748,000.00
32	Samsol Terrazas II	Fully permitted	Málaga	Marbella	Finished product	100%	3	468.75	468.75	871,000	871,000	1858	100,00%	0,00%	8,711,000.00	-
33	Samsol Terrazas III	Fully permitted	Málaga	Marbella	WIP	100%	13	1,974.00	1,974.00	4,954,000	4,954,000	2510	100,00%	0,00%	5,446,000.00	313,000.00
34	Riva Residences	Fully permitted	Málaga	Marbella	Land	100%	6	1,458.00	1,458.00	2,118,000	2,118,000	1453	0,00%	0,00%	5,280,000.00	2,590,000.00
35.01	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	8	848.58	848.58	708,000	708,000	746	0,00%	0,00%	1,874,000.00	854,000.00
35.02	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	7	827.41	827.41	617,000	617,000	746	0,00%	0,00%	1,638,000.00	750,000.00
35.03	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	21	2,580.32	2,580.32	1,925,000.00	1,925,000	746	0,00%	0,00%	5,105,000.00	2,340,000.00
35.04	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	19	2,322.00	2,322.00	1,732,000.00	1,732,000	746	0,00%	0,00%	4,588,000.00	2,106,000.00
35.05	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	37	4,512.84	4,512.84	3,387,000.00	3,387,000	746	0,00%	0,00%	8,935,000.00	4,093,000.00
35.06	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	18	1,877.01	1,877.01	1,478,000.00	1,478,000	746	0,00%	0,00%	3,914,000.00	1,793,000.00
35.07	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	20	3,019.87	3,019.87	2,263,000.00	2,263,000	746	0,00%	0,00%	5,860,000.00	2,738,000.00
35.08	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	4	520.51	520.51	389,000.00	389,000	747	0,00%	0,00%	1,031,000.00	472,000.00
35.09	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	6	841.46	841.46	702,000.00	702,000	746	0,00%	0,00%	1,884,000.00	854,000.00
36.1	Parcela TS-01 "Valdecaracas" (Alcobendas, Madrid) Oficinas	Fully permitted	Madrid	Alcobendas	Land	100%	0	13,175.38	13,175.38	8,988,000	8,988,000	729	0,00%	0,00%	68,621,000.00	18,547,000.00
36.2	Parcela 44.8 "Valdecaracas" (Alcobendas, Madrid) Industrial	Fully permitted	Madrid	Alcobendas	Land	100%	0	6,940.00	6,940.00	2,898,000	2,898,000	418	0,00%	0,00%	10,589,000.00	6,161,000.00
37	Alcorcón Valdepelo I	Non urban	Madrid	Alcorcón	Land	50% (1)	217.75 (2)	67,314.50	67,314.50	11,188,000	11,188,000	168	0,00%	0,00%	100,330,000.00	38,111,000.00
38	Alcorcón Valdepelo II	Non urban	Madrid	Alcorcón	Land	50% (1)	217.75 (2)	67,314.50	67,314.50	11,188,000	11,188,000	168	0,00%	0,00%	100,330,000.00	38,111,000.00
38	Alcorcón Valdepelo III	Non urban	Madrid	Alcorcón	Land	50% (1)	217.75 (2)	67,314.50	67,314.50	11,188,000	11,188,000	168	0,00%	0,00%	100,330,000.00	38,111,000.00
40	Alcorcón Valdepelo IV	Non urban	Madrid	Alcorcón	Land	50% (1)	217.75 (2)	67,314.50	67,314.50	11,188,000	11,188,000	168	0,00%	0,00%	100,330,000.00	38,111,000.00
41	Valdepelo I/V (Yequeada)	Non urban	Madrid	Alcorcón	Land	50% (1)	0	-	-	67,000	67,000	-	0,00%	0,00%	-	-
42	Valdepelo II (Yequeada)	Non urban	Madrid	Alcorcón	Land	50% (1)	0	-	-	67,000	67,000	-	0,00%	0,00%	-	-
43	Valdepelo I/V (Yequeada)	Non urban	Madrid	Alcorcón	Land	50% (1)	0	-	-	67,000	67,000	-	0,00%	0,00%	-	-
44	Valdepelo I/V (Yequeada)	Non urban	Madrid	Alcorcón	Land	50% (2)	0	-	-	67,000	67,000	-	0,00%	0,00%	-	-
45	PP10 DISTRITO NORTE: ALCORCON	Non urban	Madrid	Alcorcón	Land	100%	815 (2)	231,854.00	231,854.00	37,107,000	37,107,000	160	0,00%	0,00%	312,322,000.00	113,547,000.00
46.1	Fuencarral - Ciesra- Terciario Oficinas	Fully permitted	Madrid	Madrid	Land	100%	0	57,525.00	57,525.00	68,238,000	68,238,000	1186	0,00%	0,00%	361,623,000.00	76,655,000.00
46.2	Fuencarral - Ciesra- Terciario Hotel	Fully permitted	Madrid	Madrid	Land	100%	0	12,000.00	12,000.00	15,000,000	15,000,000	1250	0,00%	0,00%	39,300,000.00	13,530,000.00
46.3	Fuencarral - Ciesra- Terciario Residencia	Fully permitted	Madrid	Madrid	Land	100%	0	12,000.00	12,000.00	10,000,000	10,000,000	833	0,00%	0,00%	18,600,000.00	6,055,000.00
46.4	Fuencarral - Ciesra- Terciario Comercial	Fully permitted	Madrid	Madrid	Land	100%	0	9,500.00	9,500.00	21,000,000	21,000,000	2211	0,00%	0,00%	33,231,000.00	4,230,000.00
47.1	Valdebebas Terc.02-189-D-1 Oficinas	Fully permitted	Madrid	Valdebebas	Land	100%	0	58,131.00	58,131.00	75,859,000	75,859,000	1295	0,00%	0,00%	380,852,000.00	82,599,000.00
47.2	Valdebebas Terc.02-189-D-2 Comercial	Fully permitted	Madrid	Valdebebas	Land	100%	0	3,000.00	3,000.00	5,400,000	5,400,000	1800	0,00%	0,00%	8,150,000.00	1,758,000.00
48	Josefa Valcarlos	Fully permitted	Madrid	Madrid	WIP	100%	0	8,659.00	8,659.00	15,828,000	15,828,000	1839	0,00%	0,00%	52,922,000.00	9,692,000.00
49	Plaza del Liceo	Fully permitted	Madrid	Madrid	Finished product	100%	0	384.80	384.80	182,000	182,000	473	100,00%	0,00%	1,851,000.00	-
50	Rial de Aravaca	Fully permitted	Madrid	Madrid	Finished product	100%	0	430.00	430.00	18,000	18,000	600	100,00%	0,00%	1,800,000.00	-
51	Balcón de las Artes	Fully permitted	Madrid	Paracuellos	Finished product	100%	12	1,257.70	1,257.70	2,344,000	2,344,000	1854	100,00%	0,00%	2,344,000.00	-
52	Villas de Miramadrid	Fully permitted	Madrid	Paracuellos	WIP	100%	46	8,485.00	8,486.00	5,984,000	5,984,000	707	0,00%	0,00%	15,781,000.00	8,144,000.00
53.D1	Sector "El Postiguillo" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	100%	94	11,280.00	11,280.00	3,698,000	3,698,000	328	0,00%	0,00%	17,484,000.00	10,568,000.00
53.D2	Sector "El Postiguillo" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	50% (4)	72	4,984.00	4,984.00	1,811,000	1,811,000	363	0,00%	0,00%	8,224,000.00	4,876,000.00
53.D3	Sector "El Postiguillo" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	4.83% (4)	32	3,830.00	3,830.00	1,749,000	1,749,000	324	0,00%	0,00%	5,745,000.00	3,438,000.00
53.D4	Sector "El Postiguillo" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	100%	23	2,741.66	2,741.66	587,000	587,000	354	0,00%	0,00%	4,112,000.00	2,462,000.00
53.D5	Sector "El Postiguillo" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	100%	33	3,982.18	3,982.18	1,284,000	1,284,000	324	0,00%	0,00%	5,843,000.00	3,555,000.00
54	Sector RB.SA "Cantoncero" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	50% (4)	18	1,884.00	1,884.00	1,136,000	1,136,000	603	0,00%	0,00%	3,350,000.00	1,708,000.00
55.01	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	40	4,550.00	4,550.00	1,730,000	1,730,000	380	0,00%	0,00%	7,769,000.00	4,546,000.00
55.02	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	30	3,900.00	3,900.00	2,259,000	2,259,000	383	0,00%	0,00%	10,060,000.00	5,361,000.00
55.03	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	40	4,800.00	4,800.00	1,648,000	1,648,000	385	0,00%	0,00%	8,180,000.00	4,740,000.00
55.04	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	42	4,800.00	4,800.00	785,000	785,000	186	0,00%	0,00%	5,912,000.00	4,182,000.00
55.05	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	50	5,500.00	5,500.00	932,000	932,000	168	0,00%	0,00%	6,898,000.00	4,850,000.00
55.06	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	42	4,800.00	4,800.00	785,000	785,000	186	0,00%	0,00%	5,912,000.00	4,182,000.00
55.07	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	13	2,850.00	2,850.00	1,303,000	1,303,000	463	0,00%	0,00%	4,845,000.00	2,589,000.00
55.08	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	13	2,850.00	2,850.00	1,303,000	1,303,000	463	0,00%	0,00%	4,845,000.00	2,589,000.00
55.09	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4	857.00	857.00	400,000	400,000	467	0,00%	0,00%	1,457,000.00	779,000.00
55.10	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	1	350.00	350.00	148,000	148,000	416	0,00%	0,00%	4,000,000.00	295,000.00
56.01	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	36	4,150.00	4,150.00	1,274,000	1,274,000	307	0,00%	0,00%	6,649,000.00	4,117,000.00
56.02	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	36	4,150.00	4,150.00	1,274,000	1,274,000	307	0,00%	0,00%	6,649,000.00	4,117,000.00
56.03	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	36	4,150.00	4,150.00	1,274,000	1,274,000					

Nº ID SAVILLAS	Name of asset	MVC's Typology	Province	Town	Type of asset	% ownership	Number Residential units	TOTAL Buildable area (m²) 100%	Buildable area (m²) MVC	Market Value 100% September 2017 (€)	Market Value % MVC Sept. 2017 (€)	Price September 2017 (€/sq m)	% Construction	% Sales - Reservation (€)	GDV (€)	Pending Construction Costs (€)
56.08	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	34	3.800,00	3.800,00	914,000	914,000	241	0,00%	0,00%	5.191,000,00	3.332,000,00
56.09	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	34	3.800,00	3.800,00	914,000	914,000	241	0,00%	0,00%	5.191,000,00	3.332,000,00
56.10	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	42	4.855,00	4.855,00	1.168,000	1.168,000	241	0,00%	0,00%	6.616,000,00	4.225,000,00
56.11	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	40	4.250,00	4.250,00	1.024,000	1.024,000	241	0,00%	0,00%	5.836,000,00	3.741,000,00
56.12	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	40	4.350,00	4.350,00	1.047,000	1.047,000	241	0,00%	0,00%	5.955,000,00	3.816,000,00
56.13	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	29	4.725,00	4.725,00	2.023,000	2.023,000	428	0,00%	0,00%	6.333,000,00	4.238,000,00
56.14	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	11	2.300,00	2.300,00	584,000	584,000	428	0,00%	0,00%	3.915,000,00	2.057,000,00
56.15	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	12	2.475,00	2.475,00	1.066,000	1.066,000	428	0,00%	0,00%	4.208,000,00	2.746,000,00
56.16	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	9	1.851,00	1.851,00	652,000	652,000	449	0,00%	0,00%	3.147,000,00	1.580,000,00
56.17	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	12	4.159,00	4.159,00	951,000	951,000	229	0,00%	0,00%	5.407,000,00	3.458,000,00
57.1	Montesión UA-16 Parcela 303	Fully permitted	Toledo	Toledo	Land	100%	1	680,26	680,26	233,000	233,000	338	0,00%	0,00%	615,000,00	302,000,00
57.2	Montesión UA-16 Parcela 304	Fully permitted	Toledo	Toledo	Land	100%	1	718,46	718,46	233,000	233,000	324	0,00%	0,00%	615,000,00	302,000,00
57.3	Montesión UA-16 Parcela 305	Fully permitted	Toledo	Toledo	Land	100%	1	642,28	642,28	233,000	233,000	363	0,00%	0,00%	615,000,00	302,000,00
57.4	Montesión UA-16 Parcela 312	Fully permitted	Toledo	Toledo	Land	100%	1	615,70	615,70	222,000	222,000	430	0,00%	0,00%	598,000,00	294,000,00
57.5	Montesión UA-16 Parcela 313	Fully permitted	Toledo	Toledo	Land	100%	1	545,35	545,35	222,000	222,000	407	0,00%	0,00%	598,000,00	294,000,00
57.6	Montesión UA-16 Parcela 314	Fully permitted	Toledo	Toledo	Land	100%	1	551,52	551,52	222,000	222,000	403	0,00%	0,00%	598,000,00	294,000,00
57.7	Montesión UA-16 Parcela 315	Fully permitted	Toledo	Toledo	Land	100%	1	543,12	543,12	222,000	222,000	409	0,00%	0,00%	598,000,00	294,000,00
57.8	Montesión UA-16 Parcela 316	Fully permitted	Toledo	Toledo	Land	100%	1	574,94	574,94	222,000	222,000	386	0,00%	0,00%	598,000,00	294,000,00
57.9	Montesión UA-16 Parcela 317	Fully permitted	Toledo	Toledo	Land	100%	1	543,70	543,70	222,000	222,000	408	0,00%	0,00%	598,000,00	294,000,00
57.10	Montesión UA-16 Parcela 318	Fully permitted	Toledo	Toledo	Land	100%	1	581,19	581,19	222,000	222,000	389	0,00%	0,00%	598,000,00	294,000,00
57.11	Montesión UA-16 Parcela 320	Fully permitted	Toledo	Toledo	Land	100%	1	519,21	519,21	222,000	222,000	428	0,00%	0,00%	598,000,00	294,000,00
57.12	Montesión UA-16 Parcela 321	Fully permitted	Toledo	Toledo	Land	100%	1	538,89	538,89	222,000	222,000	412	0,00%	0,00%	598,000,00	294,000,00
57.13	Montesión UA-16 Parcela 322	Fully permitted	Toledo	Toledo	Land	100%	1	515,85	515,85	222,000	222,000	431	0,00%	0,00%	598,000,00	294,000,00
57.14	Montesión UA-16 Parcela 323	Fully permitted	Toledo	Toledo	Land	100%	1	514,23	514,23	222,000	222,000	432	0,00%	0,00%	598,000,00	294,000,00
57.15	Montesión UA-16 Parcela 325	Fully permitted	Toledo	Toledo	Land	100%	1	532,80	532,80	222,000	222,000	417	0,00%	0,00%	598,000,00	294,000,00
57.16	Montesión UA-16 Parcela 326	Fully permitted	Toledo	Toledo	Land	100%	1	513,84	513,84	222,000	222,000	432	0,00%	0,00%	598,000,00	294,000,00
57.17	Montesión UA-16 Parcela 328	Fully permitted	Toledo	Toledo	Land	100%	1	541,71	541,71	222,000	222,000	410	0,00%	0,00%	598,000,00	294,000,00
57.18	Montesión UA-16 Parcela 331	Fully permitted	Toledo	Toledo	Land	100%	1	541,92	541,92	222,000	222,000	410	0,00%	0,00%	598,000,00	294,000,00
57.19	Montesión UA-16 Parcela 332	Fully permitted	Toledo	Toledo	Land	100%	1	532,38	532,38	222,000	222,000	417	0,00%	0,00%	598,000,00	294,000,00
57.20	Montesión UA-16 Parcela 334	Fully permitted	Toledo	Toledo	Land	100%	1	537,65	537,65	222,000	222,000	433	0,00%	0,00%	615,000,00	302,000,00
57.21	Montesión UA-16 Parcela 335	Fully permitted	Toledo	Toledo	Land	100%	1	524,04	524,04	222,000	222,000	424	0,00%	0,00%	598,000,00	294,000,00
57.22	Montesión UA-16 Parcela 336	Fully permitted	Toledo	Toledo	Land	100%	1	532,58	532,58	222,000	222,000	417	0,00%	0,00%	598,000,00	294,000,00
57.23	Montesión UA-16 Parcela 337	Fully permitted	Toledo	Toledo	Land	100%	1	538,84	538,84	222,000	222,000	413	0,00%	0,00%	598,000,00	294,000,00
57.24	Montesión UA-16 Parcela 338	Fully permitted	Toledo	Toledo	Land	100%	1	573,22	573,22	222,000	222,000	438	0,00%	0,00%	598,000,00	294,000,00
57.25	Montesión UA-16 Parcela 339	Fully permitted	Toledo	Toledo	Land	100%	1	529,73	529,73	222,000	222,000	419	0,00%	0,00%	598,000,00	294,000,00
57.26	Montesión UA-16 Parcela 340	Fully permitted	Toledo	Toledo	Land	100%	1	543,75	543,75	222,000	222,000	408	0,00%	0,00%	598,000,00	294,000,00
57.27	Montesión UA-16 Parcela 341	Fully permitted	Toledo	Toledo	Land	100%	1	542,95	542,95	222,000	222,000	409	0,00%	0,00%	598,000,00	294,000,00
57.28	Montesión UA-16 Parcela 342	Fully permitted	Toledo	Toledo	Land	100%	1	536,64	536,64	222,000	222,000	422	0,00%	0,00%	598,000,00	294,000,00
57.29	Montesión UA-16 Parcela 344	Fully permitted	Toledo	Toledo	Land	100%	1	529,38	529,38	222,000	222,000	422	0,00%	0,00%	598,000,00	294,000,00
57.30	Montesión UA-16 Parcela 345	Fully permitted	Toledo	Toledo	Land	100%	1	534,81	534,81	222,000	222,000	415	0,00%	0,00%	598,000,00	294,000,00
57.31	Montesión UA-16 Parcela 346	Fully permitted	Toledo	Toledo	Land	100%	1	520,88	520,88	222,000	222,000	426	0,00%	0,00%	598,000,00	294,000,00
57.32	Montesión UA-16 Parcela 347	Fully permitted	Toledo	Toledo	Land	100%	1	537,14	537,14	222,000	222,000	413	0,00%	0,00%	598,000,00	294,000,00
57.33	Montesión UA-16 Parcela 348	Fully permitted	Toledo	Toledo	Land	100%	1	535,42	535,42	222,000	222,000	415	0,00%	0,00%	598,000,00	294,000,00
57.34	Montesión UA-16 Parcela 349	Fully permitted	Toledo	Toledo	Land	100%	1	534,17	534,17	222,000	222,000	416	0,00%	0,00%	598,000,00	294,000,00
57.35	Montesión UA-16 Parcela 350	Fully permitted	Toledo	Toledo	Land	100%	1	524,56	524,56	222,000	222,000	423	0,00%	0,00%	598,000,00	294,000,00
57.36	Montesión UA-16 Parcela 352	Fully permitted	Toledo	Toledo	Land	100%	1	524,39	524,39	222,000	222,000	423	0,00%	0,00%	598,000,00	294,000,00
57.37	Montesión UA-16 Parcela 353	Fully permitted	Toledo	Toledo	Land	100%	1	530,44	530,44	222,000	222,000	419	0,00%	0,00%	598,000,00	294,000,00
57.38	Montesión UA-16 Parcela 354	Fully permitted	Toledo	Toledo	Land	100%	1	522,22	522,22	222,000	222,000	421	0,00%	0,00%	598,000,00	294,000,00
57.39	Montesión UA-16 Parcela 355	Fully permitted	Toledo	Toledo	Land	100%	1	537,79	537,79	222,000	222,000	413	0,00%	0,00%	598,000,00	294,000,00
57.40	Montesión UA-16 Parcela 356	Fully permitted	Toledo	Toledo	Land	100%	1	551,51	551,51	222,000	222,000	403	0,00%	0,00%	598,000,00	294,000,00
57.41	Montesión UA-16 Parcela 357	Fully permitted	Toledo	Toledo	Land	100%	1	556,46	556,46	222,000	222,000	399	0,00%	0,00%	598,000,00	294,000,00
57.42	Montesión UA-16 Parcela 370	Fully permitted	Toledo	Toledo	Land	100%	1	590,84	590,84	233,000	233,000	394	0,00%	0,00%	615,000,00	302,000,00
57.43	Montesión UA-16 Parcela 371	Fully permitted	Toledo	Toledo	Land	100%	1	573,82	573,82	222,000	222,000	438	0,00%	0,00%	615,000,00	302,000,00
57.44	Montesión UA-16 Parcela 372	Fully permitted	Toledo	Toledo	Land	100%	1	598,67	598,67	233,000	233,000	391	0,00%	0,00%	615,000,00	302,000,00
57.45	Montesión UA-16 Parcela 373	Fully permitted	Toledo	Toledo	Land	100%	1	557,53	557,53	222,000	222,000	388	0,00%	0,00%	598,000,00	294,000,00
57.46	Montesión UA-16 Parcela 374	Fully permitted	Toledo	Toledo	Land	100%	1	540,68	540,68	222,000	222,000	411	0,00%	0,00%	598,000,00	294,000,00
57.47	Montesión UA-16 Parcela 375	Fully permitted	Toledo	Toledo	Land	100%	1	539,53	539,53	222,000	222,000	416	0,00%	0,00%	598,000,00	294,000,00
57.48	Montesión UA-16 Parcela 376	Fully permitted	Toledo	Toledo	Land	100%	1	543,70	543,70	222,000	222,000	408	0,00%	0,00%	598,000,00	294,000,00
57.49	Montesión UA-16 Parcela 378	Fully permitted	Toledo	Toledo	Land	100%	1	568,98	568,98	233,000	233,000	397	0,00%	0,00%	615,000,00	302,000,00
57.50	Montesión UA-16 Parcela 379	Fully permitted	Toledo	Toledo	Land	100%	1	577,90	577,90	222,000	222,000	384	0,00%	0,00%	598,000,00	294,000,00
57.51	Montesión UA-16 Parcela 382	Fully permitted	Toledo	Toledo	Land	100%	1	551,52	551,52	222,000	222,000	403	0,00%	0,00%	598,000,00	294,000,00
57.52	Montesión UA-16 Parcela 383	Fully permitted	Toledo	Toledo	Land	100%	1	571,10	571,10	222,000	222,000	422	0,00%	0,00%	598,000,00	294,000,00
57.53	Montesión UA-16 Parcela 384	Fully permitted	Toledo	Toledo	Land	100%	1	614,39	614,39	233,000	233,000	379	0,00%	0,00%	615,000,00	302,000,00
57.54	Montesión UA-16 Parcela 385	Fully permitted	Toledo	Toledo	Land	100%	1	565,25	565,25	222,000	222,000	393	0,00%	0,00%	598,000,00	294,000,00
57.55	Montesión UA-16 Parcela 386	Fully permitted	Toledo	Toledo	Land	100%	1	566,78	566,78	222,000	222,000	402	0,00%	0,00%	598,000,00	294,000,00
57.56	Montesión UA-16 Parcela 387	Fully permitted	Toledo	Toledo	Land	100%	1	534,80	534,80	222,000	222,000	413	0,00%	0,00%	598,000,00	294,000,00
57.57	Montesión UA-16 Parcela 388	Fully permitted	Toledo	Toledo	Land	100%	1	538,88	538,88	222,000	222,000	415	0,00%	0,00%	598,000,00	294,000,00
57.58	Montesión UA-16 Parcela 389	Fully permitted	Toledo	Toledo	Land	100%	1	587,58	587,58	233,000	233,000	390	0,00%	0,00%	615,000,00	302,000,00
57.59	Montesión UA-16 Parcela 399	Fully permitted	Toledo	Toledo	Land	100%	1	538,18	538,18	222,000	222,000	413	0,00%	0,00%	598,000,00	294,000,00
57.60	Montesión UA-16 Parcela C-6	Fully permitted	Toledo	Toledo	Land	100%	0	1.050,00	1.050,00	29,000	29,000					

Nº ID SAVILLS	Name of asset	MVC - Typology	Province	Town	Type of asset	% ownership	Number Residential units	TOTAL Buildable area (m²) 100%	Buildable area (m²) MVC	Market Value % September 2017 (€)	Market Value % MVC Sept. 2017 (€)	Price September 2017 (€/sq.m)	% Construction	% Sales + Reservation (€)	GOV (€)	Pending Construction Costs (€)
69.1	Aldeamayar Golf Residencial Manzana 26	Fully permitted	Valle de Navarre	Valladolid	Land	100%	21	2.065,00	2.065,00	531.000	531.000	257	0,00%	0,00%	2.272.000,00	1.432.000,00
69.2	Aldeamayar Golf Comercial I	Fully permitted	Valle de Navarre	Valladolid	Land	100%	0	17.754,10	17.754,10	4.130.000	4.130.000	233	0,00%	0,00%	19.969.000,00	10.400.000,00
69.3	Aldeamayar Golf Comercial II	Fully permitted	Valle de Navarre	Valladolid	Land	100%	0	17.227,67	17.227,67	4.990.000	4.000.000	232	0,00%	0,00%	19.977.000,00	10.672.000,00
69.4	Aldeamayar Golf Comercial III	Fully permitted	Valle de Navarre	Valladolid	Land	100%	0	4.486,00	4.486,00	1.050.000	1.050.000	234	0,00%	0,00%	5.048.000,00	2.657.000,00
69.5	Aldeamayar Golf Comercial IV	Fully permitted	Valle de Navarre	Valladolid	Land	100%	0	946,00	946,00	220.000	220.000	233	0,00%	0,00%	1.054.000,00	551.000,00
70	S-44 "Jalón Industrial" (Valle de Navarre)	Fully permitted	Valle de Navarre	Valladolid	Land	100%	140	13.227,00	13.227,00	7.293.000	7.293.000	548	0,00%	0,00%	23.622.000,00	12.941.000,00
71	S-38 "Pinar del Jilón" (Valle de Navarre)	Fully permitted	Valle de Navarre	Valladolid	Land	100%	139	12.892,00	12.892,00	7.696.000	7.696.000	560	0,00%	0,00%	23.951.000,00	12.344.000,00
72	Mirador de Jalón	Fully permitted	Valle de Navarre	Valladolid	Land	100%	18	2.399,65	2.399,65	1.231.000	1.231.000	513	0,00%	0,00%	4.399.000,00	2.278.000,00
73.1	330-Pza del Gas (Bilbao)	Fully permitted	Vizcaya	Bilbao	Finished product	33% (4)	0	100,00	33,00	360.000	92.400	2600	100,00%	0,00%	280.000,00	-
73.2	330-Pza del Gas (Bilbao)	Fully permitted	Vizcaya	Bilbao	Finished product	33% (4)	0	20,00	6,80	11.000	3.330	550	100,00%	0,00%	11.000,00	-
74	Sector 1 "O Portiño" (La Coruña)	Developable	A Coruña	A Coruña	Land	100%	81,5	86.228,00	86.228,00	19.402.000	18.402.000	202	0,00%	0,00%	165.352.000,00	78.467.000,00
75	PPD "Barraño Seco" (Las Palmas de Gran Canaria)	Organized	Las Palmas de Gran Canaria	Las Palmas de Gran Canaria	Land	100%	18	1.696,00	1.696,00	674.000	674.000	387	0,00%	0,00%	3.905.000,00	2.282.000,00
76	PPD "Barraño Balle" (Móstol, G. Canaria)	Fully permitted	Gran Canaria	Móstol	Land	100%	9	28.176,00	28.178,00	27.000.000	27.000.000	998	0,00%	0,00%	69.441.000,00	30.827.000,00
77	APD-S "Cormisa de San Agustín" "Mirador de San Blas" (Alicante)	Fully permitted	Alicante	Elche	Land	100%	129	14.062,00	14.062,00	7.519.000	7.519.000	526	0,00%	0,00%	33.055.000,00	12.529.000,00
78	Mirador de San Blas (I)	Fully permitted	Alicante	Elche	WIP	100%	32	3.332,80	3.332,80	4.888.000	4.888.000	1378	100,00%	81,25%	5.298.000,00	270.000,00
79.1	Mirador del Sur (Alicante)	Fully permitted	Alicante	Alicante	Finished product	100%	-	2.327,66	2.327,66	2.491.000	2.491.000	1070	100,00%	0,00%	2.491.000,00	-
79.2	Mirador del Sur (Alicante)	Fully permitted	Alicante	Alicante	Finished product	100%	-	1.992,09	1.992,09	1.793.000	1.793.000	890	100,00%	0,00%	1.793.000,00	-
80.1	Parque Norte (Alicante)	Fully permitted	Alicante	Alicante	Finished product	100%	-	13,00	13,00	5,000	5,000	389	100,00%	0,00%	5,000,00	-
80.2	Parque Norte (Alicante)	Fully permitted	Alicante	Alicante	Finished product	100%	-	342,00	342,00	483.000	483.000	599	100,00%	0,00%	483.000,00	-
81.1	Parque Dorado I y II	Fully permitted	Alicante	Alicante	Finished product	100%	-	385,00	385,00	531.000	531.000	1379	100,00%	0,00%	531.000,00	-
81.2	Parque Dorado I y II	Fully permitted	Alicante	Alicante	Finished product	100%	-	69,00	69,00	15.000	15.000	217	100,00%	0,00%	15.000,00	-
82.1	Parque Pirata I y II	Fully permitted	Alicante	Alicante	Finished product	100%	-	142,00	142,00	1,000	1,000	7	100,00%	0,00%	1,000,00	-
82.2	Parque Pirata I y II	Fully permitted	Alicante	Alicante	Finished product	100%	-	30,00	30,00	15,000	15,000	500	100,00%	0,00%	15,000,00	-
83	ES-RB-08 (Elche, Alicante)	Organized	Alicante	Elche	Land	100%	87	6.851,00	6.851,00	4.975,000	4.975,000	515	0,00%	0,00%	18.237.000,00	9.282.000,00
84	U. de la Ec2-2 (Elche, Alicante)	Organized	Alicante	Elche	Land	100%	263	31.324,00	31.324,00	15.450,000	15.450,000	1.524	0,00%	0,00%	25.163.000,00	-
85.1	UP-1 PERI "El Aceaquel" UE-2 (Torrevieja, Alicante) Residencial	Fully permitted	Alicante	Torrevieja	Land	100%	225	15.591,26	15.591,26	10.948,000	10.948,000	702	0,00%	0,00%	38.554.000,00	18.619,000,00
85.2	UP-2 PERI "El Aceaquel" UE-2 (Torrevieja, Alicante) Residencial	Fully permitted	Alicante	Torrevieja	Land	100%	225	15.591,26	15.591,26	10.948,000	10.948,000	702	0,00%	0,00%	38.554.000,00	18.619,000,00
85.3	UP-3 PERI "El Aceaquel" UE-2 (Torrevieja, Alicante) Terceiro	Fully permitted	Alicante	Torrevieja	Land	100%	0	13.393,99	13.393,99	7.300,000	7.300,000	548	0,00%	0,00%	24.900,000,00	13.675,000,00
86.1	Parcela AN - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	75	8.142,22	8.142,22	4.823,000	4.823,000	682	0,00%	0,00%	16.230,000,00	8.950,000,00
86.2	Parcela AN - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	3	730,32	730,32	384,000	384,000	485	0,00%	0,00%	1.881,000,00	-
86.3	Parcela AD - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	4	1.175,25	1.175,25	559,000	559,000	476	0,00%	0,00%	2.023,000,00	1.047,000,00
86.4	Parcela BE - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	9	2.662,51	2.662,51	1.267,000	1.267,000	476	0,00%	0,00%	4.383,000,00	3.372,000,00
86.5	Parcela D - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	110	12.390,45	12.390,45	7.294,000	7.294,000	554	0,00%	0,00%	24.433,000,00	12.066,000,00
86.6	Parcela M - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	3	2.226,36	2.226,36	1.060,000	1.060,000	476	0,00%	0,00%	6.633,000,00	1.894,000,00
86.7	Parcela U - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	3	862,51	862,51	324,000	324,000	476	0,00%	0,00%	1.175,000,00	-
87.1	Parcela 2 - Panoràmica I y II (San Jorge, Castellón)	Fully permitted	Castellón	Castellón	Land	100%	148	15.029,78	15.029,78	5.676,000	5.676,000	378	0,00%	0,00%	21.606,000,00	12.858,000,00
87.2	Parcela 3 - Panoràmica II y III (San Jorge, Castellón)	Fully permitted	Castellón	Castellón	Land	100%	148	15.029,78	15.029,78	5.676,000	5.676,000	378	0,00%	0,00%	21.606,000,00	12.858,000,00
88	Panoràmica	Fully permitted	Castellón	Castellón	Finished product	100%	0	100,00	100,00	18,000	18,000	100	100,00%	0,00%	18,000,00	-
89	Altimiana I y II (Castellón)	Fully permitted	Castellón	Castellón	Finished product	100%	0	100,00	100,00	18,000	18,000	100	100,00%	0,00%	18,000,00	-
90	Pinar del Golf (Castellón)	Fully permitted	Castellón	Castellón	Finished product	100%	0	655,96	655,96	660,000	660,000	1507	100,00%	0,00%	660,000,00	-
91	FAI "Balear Sur" (Moncar, Castellón)	Fully permitted	Castellón	Moncar	Land	100%	130	14.142,00	14.142,00	7.240,000	7.240,000	512	0,00%	0,00%	22.998.000,00	11.479.000,00
92.1	"Nevoarthago" (Cartagena, Murcia) Parcela Hotelera	Organized	Murcia	Cartagena	Land	100%	0	13.881,00	13.881,00	2.000,000	2.000,000	144	0,00%	0,00%	28.000.000,00	22.008.000,00
92.2	"Nevoarthago" (Cartagena, Murcia) Parcela Residencial	Organized	Murcia	Cartagena	Land	100%	487	48.724,00	48.724,00	15.873,000	15.873,000	326	0,00%	0,00%	64.080.000,00	41.732.000,00
92.3	"Nevoarthago" (Cartagena, Murcia) Parcela Terceiro	Organized	Murcia	Cartagena	Land	100%	2	2.539,00	2.539,00	2.539,000	2.539,000	290	0,00%	0,00%	3.616.000,00	1.865.000,00
93.1	Torre del Rame Los Alcázares, Murcia, Parcela RA34	Fully permitted	Murcia	Los Alcázares	Land	100%	31	2.744,67	2.744,67	2.132,000	2.132,000	777	0,00%	0,00%	4.940.000,00	2.129.000,00
93.2	Torre del Rame Los Alcázares, Murcia, Parcela RA37	Fully permitted	Murcia	Los Alcázares	Land	100%	31	2.744,67	2.744,67	2.132,000	2.132,000	777	0,00%	0,00%	4.940.000,00	2.129.000,00
93.3	Torre del Rame Los Alcázares, Murcia, Parcela RA38	Fully permitted	Murcia	Los Alcázares	Land	100%	31	2.744,67	2.744,67	1.968,000	1.968,000	717	0,00%	0,00%	4.940.000,00	3.172.000,00
93.4	Torre del Rame Los Alcázares, Murcia, Parcela RA39	Fully permitted	Murcia	Los Alcázares	Land	100%	48	4.215,49	4.215,49	2.482,000	2.482,000	509	0,00%	0,00%	7.688.000,00	3.336.000,00
93.5	Torre del Rame Los Alcázares, Murcia, Parcela RA57	Fully permitted	Murcia	Los Alcázares	Land	100%	26	2.334,64	2.334,64	1.813,000	1.813,000	380	0,00%	0,00%	3.166.000,00	7.847.000,00
94	ZP-CH-03-2 Sector Este "Chum 3" Ter. (Murcia)	Organized	Murcia	Murcia	Land	100%	0	39.821,00	39.821,00	8.710,000	8.710,000	302	0,00%	0,00%	34.180,000,00	12.248.000,00
95.1	ZM-CH-4 UA-2 Chum 4 (Murcia) RBA 2A	Fully permitted	Murcia	Murcia	Land	100%	63	6.381,00	6.381,00	3.489,000	3.489,000	547	0,00%	0,00%	13.062.000,00	6.602.000,00
95.2	ZM-CH-4 UA-2 Chum 4 (Murcia) RBA 2B	Fully permitted	Murcia	Murcia	Land	100%	76	7.809,44	7.809,44	2.891,000	2.891,000	380	0,00%	0,00%	13.075.000,00	6.777.000,00
95.3	ZM-CH-4 UA-2 Chum 4 (Murcia) RBA 3A	Fully permitted	Murcia	Murcia	Land	100%	71	7.196,46	7.196,46	2.728,000	2.728,000	381	0,00%	0,00%	12.316.000,00	7.413.000,00
95.4	ZM-CH-4 UA-2 Chum 4 (Murcia) RBA 3B	Fully permitted	Murcia	Murcia	Land	100%	77	7.672,62	7.672,62	2.913,000	2.913,000	380	0,00%	0,00%	13.166.000,00	7.847.000,00
95.5	ZM-CH-4 UA-2 Chum 4 (Murcia) RBA 3C	Fully permitted	Murcia	Murcia	Land	100%	79	7.877,86	7.877,86	2.991,000	2.991,000	380	0,00%	0,00%	13.538.000,00	8.158.000,00
95.6	ZM-CH-4 UA-2 Chum 4 (Murcia) RBA 3D	Fully permitted	Murcia	Murcia	Land	100%	84	8.390,53	8.390,53	3.187,000	3.187,000	380	0,00%	0,00%	14.418.000,00	8.688.000,00
95.7	ZM-CH-4 UA-2 Chum 4 (Murcia) RBA 3E	Fully permitted	Murcia	Murcia	Land	100%	21	2.096,86	2.096,86	867,000	867,000	413	0,00%	0,00%	3.603.000,00	2.095.000,00
96	PH-07/UA-2 El Puntal Ed. Montblanc (Murcia)	Fully permitted	Murcia	Murcia	Land	100%	117	12.322,00	12.322,00	1.660,000	1.660,000	883	0,00%	0,00%	28.492.000,00	12.995.000,00
97	Añilzar	Fully permitted	Valencia	Alfàr	WIP	100%	134	12.579,00	12.579,00	11.538,000	11.538,000	863	0,00%	0,00%	26.690.000,00	12.995.000,00

ID SAVILLS	Name of asset	MVC's Typology	Province	Town	Type of asset	% ownership	Number Residential units	TOTAL Buildable area (m ²) 100%	Buildable area (m ²) MVC	Market Value 100% September 2017 (€)	Market Value MVC Sept. 2017 (€)	Price-September 2017 (€/sq m)	% Construction	% Sales + Reservation (g)	GDV (€)	Pending Construction Costs (€)
125.3	Sant Jordi UA,10d (Torredembarra, Tarragona) Parcela C-6a	Fully permitted	Tarragona	Torredembarra	Land	100%	7	693,88	693,88	589.000	599.000	863	0,00%	0,00%	1.502.000,00	691.000,00
125.4	Sant Jordi UA,10d (Torredembarra, Tarragona) Parcela D-6b	Fully permitted	Tarragona	Torredembarra	Land	100%	10	1.353,54	1.353,54	1.161.000	1.161.000	868	0,00%	0,00%	2.925.000,00	1.299.000,00
126	La City (Hospital de Llobregat)	Fully permitted	Barcelona	Hospital de Llobregat	Land	100%	0	81.741,00	81.741,00	83.210.000	83.210.000	1024	0,00%	0,00%	304.518.000,00	85.686.000,00
127	ABEN Alcorcón Metropromo	Non urban	Madrid	Alcorcón	Land	100%	359 (2)	1.158,10	1.158,10	22.415.000	22.415.000	189	0,00%	0,00%	185.931.000,00	84.779.000,00
128.1	UZF 02.2 LOS CERROS VL	Organized	Madrid	Madrid	Land	100%	822	87.528,00	87.528,00	10.513.000	10.513.000	129	0,00%	0,00%	44.115.000,00	25.710.000,00
128.2	UZF 02.2 LOS CERROS VPD	Organized	Madrid	Madrid	Land	100%	822	87.528,00	87.528,00	8.872.000	8.872.000	101	0,00%	0,00%	47.901.000,00	25.480.000,00
128.1	SCOTREBOLO, ALGECIRAS	Fully permitted	Cádiz	Algeciras	Land	100%	50	3.079,14	3.079,14	1.760.000	1.760.000	372	0,00%	0,00%	5.143.000,00	2.806.000,00
129.2	Residencial Ocaia	Fully permitted	Cádiz	Algeciras	Land	100%	32	3.891,53	3.891,53	1.805.000	1.805.000	485	0,00%	0,00%	7.121.000,00	4.459.000,00
130.1	LA ALBORADA RM1	Fully permitted	Málaga	Benahavis	Land	100%	83	11.140,00	11.140,00	13.028.000	13.028.000	159	0,00%	0,00%	34.289.000,00	14.886.000,00
130.2	LA ALBORADA RM5	Fully permitted	Málaga	Benahavis	Land	100%	54	7.195,00	7.195,00	8.749.000	8.749.000	1218	0,00%	0,00%	22.153.000,00	9.615.000,00
130.3	LA ALBORADA RM10	Fully permitted	Málaga	Benahavis	Land	100%	9	1.081,00	1.081,00	1.158.000	1.158.000	1069	0,00%	0,00%	3.328.000,00	1.906.000,00
131.01	BAHIA DE LAS ROCAS	Fully permitted	Málaga	Málaga	Land	100%	89	12.637,00	12.637,00	4.875.000	4.875.000	370	0,00%	0,00%	23.259.000,00	15.704.000,00
131.02	BAHIA DE LAS ROCAS (Comarcal)	Fully permitted	Málaga	Málaga	Land	100%	0	3.345,00	3.345,00	445.000	445.000	133	0,00%	0,00%	2.438.000,00	1.495.000,00
132	SECTOR 1-2 BERRALLIA SUR, 1ª FASE-M12B-M13A	Fully permitted	Alicante	Alicante	Land	100%	143	18.911,00	18.911,00	8.021.000	8.021.000	477	0,00%	0,00%	34.929.000,00	10.011.000,00
133	Secciónes R-5 y R-8 del PGOU de Bétera	Fully permitted	Valencia	Bétera	Land	100%	35	9.455,00	9.455,00	2.685.000	2.685.000	416	0,00%	0,00%	9.863.000,00	5.543.000,00
134	BETERA SECTOR R-10, 11 Y 12	Organized	Valencia	Bétera	Land	100%	132	22.182,00	22.182,00	4.152.000	4.152.000	187	0,00%	0,00%	40.321.000,00	26.389.000,00
135	Residencial Vivaldi	Fully permitted	Valencia	Puerto Sagunto	WIP	100%	21	3.341,80	3.341,80	1.186.000	1.186.000	355	0,00%	0,00%	4.895.000,00	3.090.000,00
135.01	Puerto de Sagunto Resto suelo MANZANA V-COL-05B 1	Fully permitted	Valencia	Puerto Sagunto	Land	100%	34	3.740,00	3.740,00	2.859.000	2.859.000	485	0,00%	0,00%	8.400.000,00	5.403.000,00
135.02	Puerto de Sagunto Resto suelo MANZANA V-COL-05B RESTO	Fully permitted	Valencia	Puerto Sagunto	Land	100%	174	17.422,54	17.422,54	7.840.000	7.840.000	450	0,00%	0,00%	29.210.000,00	16.484.000,00
135.03	Puerto de Sagunto Resto suelo MANZANA V-ADO-04	Fully permitted	Valencia	Puerto Sagunto	Land	100%	28	3.342,00	3.342,00	1.366.000	1.366.000	408	0,00%	0,00%	5.140.000,00	3.070.000,00
135.04	Puerto de Sagunto Resto suelo MANZANA V-ADO-10 A	Fully permitted	Valencia	Puerto Sagunto	Land	100%	21	2.350,38	2.350,38	861.000	861.000	409	0,00%	0,00%	3.615.000,00	2.159.000,00
135.05	Puerto de Sagunto Resto suelo MANZANA V-ADO-12	Fully permitted	Valencia	Puerto Sagunto	Land	100%	29	3.342,00	3.342,00	1.366.000	1.366.000	408	0,00%	0,00%	5.140.000,00	3.070.000,00
135.06	Puerto de Sagunto Resto suelo MANZANA V-ADO-14	Fully permitted	Valencia	Puerto Sagunto	Land	100%	29	3.342,00	3.342,00	1.366.000	1.366.000	408	0,00%	0,00%	5.140.000,00	3.070.000,00
135.07	Puerto de Sagunto Resto suelo MANZANA V-COL-01 VPP	Fully permitted	Valencia	Puerto Sagunto	Land	100%	757	18.836,69	18.836,69	6.344.000	6.344.000	408	0,00%	0,00%	20.218.000,00	13.887.000,00
135.08	Puerto de Sagunto Resto suelo MANZANA V-COL-03	Fully permitted	Valencia	Puerto Sagunto	Land	100%	111	11.184,73	11.184,73	5.048.000	5.048.000	451	0,00%	0,00%	16.651.000,00	10.598.000,00
136.1	Sevilla Heineken, RMA 6.2	Organized	Sevilla	Sevilla	Land	100%	91	11.603,00	11.603,00	8.782.000	8.782.000	551	0,00%	0,00%	27.017.000,00	12.365.000,00
136.2	Sevilla Heineken, RBL 3	Organized	Sevilla	Sevilla	Land	100%	18	2.040,00	2.040,00	1.862.000	1.862.000	585	0,00%	0,00%	4.894.000,00	2.247.000,00
136.3	Sevilla Heineken, RBL 2.2 (Comercial)	Organized	Sevilla	Sevilla	Land	100%	0	2.054,00	2.054,00	1.842.000	1.842.000	897	0,00%	0,00%	3.800.850,00	1.190.000,00
136.4	Sevilla Heineken, 53.3.1 (VFC)	Organized	Sevilla	Sevilla	Land	100%	6	357,80	357,80	89.000	89.000	217	0,00%	0,00%	492.000,00	320.000,00
136.1	Quart de Poblet, Gran Manzana, Parcela 4	Fully permitted	Valencia	Valencia	WIP	100%	192	17.762,26	17.762,26	4.730.000	4.730.000	266	18,00%	0,00%	23.588.000,00	15.157.000,00
136.2	Quart de Poblet, Gran Manzana, Pça Cortes Valencianes	Fully permitted	Valencia	Valencia	WIP	100%	109	13.242,74	13.242,74	3.694.000	3.694.000	277	18,00%	0,00%	17.818.000,00	10.812.000,00
							10.458		1.246.337.000	1.229.026.000				5.749.743.000	2.527.070.000	

(1) The valuation concerns only the ownership share of the client

(2) For valuation purposes we have assumed that there would be developed 1,845 number of units instead of the total number of units in the original plan which is 2,521 units.

(3) The number of residential units correspond to a 100% of the First Phase of the total sector. For valuation purposes we have assumed that a 100% of the sector has been valued, that has a total number of residential units of 1,841. The values has been adapted to the % ownership of Metrovexsa.

(4) Assets valued as 100% of the ownership, GDV, pending costs and the other outputs corresponds to 100% of the ownership.

(5) In Leo Cerros lands, the market value corresponds to the total development. However, the GDV and pending costs concerns only to the First Stage of the total development.

(6) % Sales + Reservation refers to the progression of the commercialization

The following table (Table 2) include detailed parameters such as market rent and net exit yield, that were not included nor broken down in the previous table.

Nº ID SAVILLS	Name of asset	Province	Town	MVC's Typology	Principal Use	TOTAL Buildable area (m²) 100%	Buildable area (m²) % MVC	Market Value 100% September 2017 (€)	Market Value % MVC Sept. 2017 (€)	Price September 2017 (€/sq m)	Market Rent(€)	Net Exit Yield (%)	GDV (€)	Pending Construction Costs (€)
4	S.U.E.8 "Sotorebollo" (Algeciras, Cádiz)	Cádiz	Algeciras	Land	Retail	4,600.00	4,600.00	2,176,000	2,176,000	473	n.a	n.a	5,520,000.00	2,703,000.00
35.1	Parcela 15-C,1 "Valdelacasa" (Alcobendas, Madrid) Oficinas	Madrid	Alcobendas	Land	Office	13,715.39	13,715.39	9,996,000	9,996,000	729	2,249,323.66	6.00%	68,021,000.00	18,547,000.00
35.2	Parcela 4-I,B "Valdelacasa" (Alcobendas, Madrid) Industrial	Madrid	Alcobendas	Land	Logistic	6,940.00	6,940.00	2,899,000	2,899,000	416	366,432.00	6.00%	10,586,000.00	1,843,000.00
46.1	Fuencarral - Clesa- Terciano Oficinas	Madrid	Madrid	Land	Office	57,525.00	57,525.00	68,238,000	68,238,000	1186	11,706,900.00	5.50%	361,623,000.00	76,655,000.00
46.2	Fuencarral - Clesa- Terciano Hotel	Madrid	Madrid	Land	Hotel	12,000.00	12,000.00	15,000,000	15,000,000	1250	2,541,500*	7.00%	39,300,000.00	13,938,000.00
46.3	Fuencarral - Clesa- Terciano Residencia	Madrid	Madrid	Land	Student Residence	12,000.00	12,000.00	10,000,000	10,000,000	833	1,400,100*	7.00%	18,600,000.00	6,055,000.00
46.4	Fuencarral - Clesa- Terciano Comercial	Madrid	Madrid	Land	Retail	9,500.00	9,500.00	21,000,000	21,000,000	2211	1,881,000.00	6.00%	33,231,000.00	4,423,000.00
47.1	Valdebebas Terc.02-189-D.1 Oficinas	Madrid	Valdebebas	Land	Office	58,131.00	58,131.00	75,858,000	75,858,000	1305	12,788,820.00	5.50%	380,852,000.00	82,509,000.00
47.2	Valdebebas Terc.02-189-D.2 Comercial	Madrid	Valdebebas	Land	Retail	3,000.00	3,000.00	5,400,000	5,400,000	1800	477,000.00	5.50%	8,160,000.00	1,786,000.00
48	Josefa Valcarlos	Madrid	Madrid	WIP	Office	8,659.00	8,659.00	15,928,000	15,928,000	1839	1,637,604.00	5.75%	52,922,000.00	9,692,000.00
58	Ribadesella (Asturias)	Asturias	Ribadesella	Land	Retail	200.00	200.00	119,000	119,000	595	20,400.00	8.00%	260,000.00	79,000.00
76	PPO "Barranco Bailto" (Mogán, G.Canaria)	Gran Canaria	Mogán	Land	Service Apartment	28,178.00	28,178.00	27,000,000	27,000,000	958	3,890,300*	7.00%	69,401,000.00	30,827,000.00
94	2P-CH-03-2 Sector Este "Chuma 3" Ter. (Murcia)	Murcia	Murcia	Land	Retail	28,821.00	28,821.00	8,710,000	8,710,000	302	2,317,208.00	7.50%	34,190,000.00	12,248,000.00
126	La City (Hospital de Llobregat)	Barcelona	Hospital de Llobregat	Land	Office	61,741.00	61,741.00	63,210,000	63,210,000	1024	10,518,636.00	6.00%	304,513,000.00	65,866,000.00
								325,534,000	325,534,000				1,389,201,000	326,652,000

(*) % The hotels and student residences have been valued under a management contract, therefore no market rent is applied on those cases. We have included the expected NOI at yr 1 of full operation at the "Market Rent" column.

Jesús D. Mateo MRICS
Director Advisory & Valuation
SAVILLS SPAIN

Eduardo Martins Pimenta MRICS
Associate Director Advisory & Valuation
SAVILLS SPAIN

Sandra López MRICS
Associate Advisory & Valuation
SAVILLS SPAIN

Short Report

Property Portfolio Valuation as at 30/09/2017

1. Instructions and Limits of Reference
2. Valuation Advice
3. General Assumptions & Conditions to Valuations



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Short Report



2017, November 23rd

METROVACESA PROMOCIÓN Y ARRENDAMIENTO, S.A.
Parque Metrovacesa Vía Norte
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Madrid, 28050

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&

- 1) Banco Bilbao Vizcaya Argentaria, S.A.
- 2) Banco Santander, S.A.
- 3) Deutsche Bank AG, London Branch
- 4) Morgan Stanley & Co. International plc
- 5) Goldman Sachs International
- 6) Société Générale Sucursal en España [tbc]
- 7) CaixaBank, S.A.
- 8) Norbolsa Sociedad de Valores, S.A
- 9) Fidentiis Equities Sociedad de Valores, S.A.

Together "the Addressees"

For the attention of: Mr. Jorge Pérez de Leza

CLIENT: METROVACESA PROMOCIÓN Y ARRENDAMIENTO, S.A.

PROPERTY: Property Portfolio comprised of Residential and Tertiary Development Land Assets, located in several locations across Spain.

Dear Mr. Pérez de Leza,

In accordance with the terms and conditions contained in our proposal letter dated November 2017, we are pleased to provide you with a market update valuation in relation to the above named properties. We understand you require this valuation for Accounting Purposes and it will be disclosed to prospective investors as part of the preparation for an Initial Public Offering (IPO) of METROVACESA S.A. The date of valuation is the **30th September 2017**.

We draw your attention to our accompanying Report together with the General Assumptions and Conditions upon which our Valuation has been prepared, details of which are provided at the rear of our report.

We trust that our report meets your requirements, but should you have any queries, please do not hesitate to contact us.



Yours faithfully,

For and on behalf of Savills Consultores Inmobiliarios S.A.

A handwritten signature in blue ink, appearing to be "JDM", written over a horizontal line.

Jesús D. Mateo MRICS
RICS Registered Valuer
Director Advisory & Valuation
Savills Consultores Inmobiliarios S.A.

A handwritten signature in blue ink, appearing to be "EMP", written in a cursive style.

Eduardo Martins Pimenta MRICS
RICS Registered Valuer
Associate Director Advisory & Valuation
Savills Consultores Inmobiliarios S.A.

A handwritten signature in blue ink, appearing to be "SL", written in a cursive style.

Sandra López MRICS
Associate Advisory & Valuation
Savills Consultores Inmobiliarios S.A.

1. Instructions and Terms of Reference

1.0 Instructions & Terms of Reference

In accordance with our Terms of Engagement signed **November 2017**, we have valued the properties listed at Section 2, in order to provide you with our opinion of their Market Value, as at **30th September 2017**.

1.1.1. Instructions

You have instructed us to provide our opinions of value on the following bases:

- We are not aware of any conflict of interest, either with the Properties, or with the client, preventing us from providing you with an independent valuation of the Properties in accordance with the Red Book.
- We will be acting as External Valuers, as defined in the Red Book.
- We have no material connection either with the client or with the Properties.
- We confirm that we will not benefit (other than from the receipt of the valuation fee) from this valuation instruction.
- We confirm that Savills Consultores Inmobiliarios S.A. carry sufficient Professional Indemnity Insurance for possible claims, according to the Terms of Engagement Letter.
- We have a Complaints Handling Procedure.
- That we have the knowledge, skills and ability to act on your behalf in respect of this instruction.
- And, that all information provided in respect of this instruction will be kept confidential and will not be disclosed to any un-authorised third party.
- You have also instructed us to comment on specific issues concerning the properties.

Our valuations are prepared on an individual basis and the portfolio valuations reported are the aggregate of the individual Market Values, as appropriate. Our opinions of value are as at **30th September 2017**.

The valuations have been carried out by qualified MRICS Registered Valuers, with the knowledge, skills and ability required to perform this valuation report competently.

We confirm that our valuations will all be reported in Euros.

1.1.2. Basis of Valuation

The valuation has been prepared in accordance with Royal Institution of Chartered Surveyors ("RICS") Valuation – Global Standards 2017 incorporating the IVSC International Valuation Standards issued June 2017 and effective from 1 July 2017. In particular in accordance with the requirement of VPS 3 entitled Valuations reports.



Red Book Valuation Standard VS 3.2 relates to the basis of value, and, in accordance therewith, you have instructed us to value the property on the basis of Market Value, the definition is defined as follows:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

Our report and valuations in accordance with these requirements are set out below.

1.1.3. General Assumptions and Conditions

All our valuations have been carried out on the basis of the General Assumptions and Conditions set out in the relevant section towards the rear of this report.

1.1.4. Date of Valuation

Our opinions of value are as at 30th September 2017. The importance of the date of valuation must be stressed as property values can change over a relatively short period.

1.1.5. Purpose of Valuation

The Valuation is required for Accounting Purposes. We expressly authorise that the valuation report in its short form along with any data coming from the long form valuation report is incorporated as part of the prospectus to be filed with the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) in the context of the preparation for an Initial Public Offering of METROVACESA, S.A. as well as in any offering circular and material relating to the proposed initial Public Offering of METROVACESA, S.A. for qualified investors (including, for example, any qualified investor, analyst or roadshow presentations for professional parties involved). Under no circumstances have the Addressee been authorised by Savills to include the report or data extracted from the report in advertisements directed to the public or in mass media. The valuation is additionally required for Loan Security purposes.

It is important that the Report is not used out of context or for the purposes for which it was not intended. We shall have no responsibility or liability to any party in the event that the Report is used outside of the purposes for which it was intended, or outside of the restrictions on its use.

1.1.6. Conflicts of Interest

We are not aware of any conflict of interest, either with yourselves or with the Properties, preventing us from providing independent valuation advice, and therefore we are pleased to accept your instructions. We will be acting as External Valuers, as defined in the Red Book.

1.1.7. Valuer Details and Inspection

The due diligence enquiries referred to below was undertaken by valuers of the Advisory & Valuation Department. The valuations have also been reviewed by Jesus Mateo MRICS.

The Properties have been inspected by valuers of the Advisory & Valuation Department. The inspections have been carried out externally and internally, but limited to those areas that were easily accessible or visible.

All those above with MRICS or FRICS qualifications are also RICS Registered Valuers. Furthermore, in accordance with VS 6.1(r), we confirm that the aforementioned individuals have the knowledge, skill and understanding to undertake the valuation competently.

1.1.8. Liability Cap

Our liability to any one or more or all of the Addressees or any other party who otherwise becomes entitled to rely upon the Report under or in connection with this Valuation, shall be limited to the amount specified in the Terms of Engagement Letter signed between Savills Consultores Inmobiliarios S.A. and Metrovacesa Promoción y Arrendamiento, S.A..

1.1.9. RICS Compliance

This report has been prepared in accordance with Royal Institution of Chartered Surveyors' ("RICS") Valuation – Global Standards 2017 incorporating the IVSC International Valuation Standards issued June 2017 and effective from 1 July 2017, in particular in accordance with the requirements of VPS 3 entitled Valuation reports and VPGA 2 Valuations secured lending, as appropriate.

Our report in accordance with those requirements is set out below.

1.1.10. Verification

This report contains many assumptions, some of a general and some of a specific nature. Our valuations are based upon certain information supplied to us by others. Some information we consider material may not have been provided to us. All of these matters are referred to in the relevant sections of this report.

We recommend that the Client satisfies itself on all these points, either by verification of individual points or by judgement of the relevance of each particular point in the context of the purpose of our valuations. Our valuations should not be relied upon pending this verification process.

1.1.11. Confidentiality and Responsibility

Finally, in accordance with the recommendations of the RICS, we would state that this report is provided solely for the purpose stated above. It is confidential to and for the use only of the parties to whom it is addressed only, who can rely on it, and no responsibility is accepted to any third party for the whole or any part of its contents. Any such third parties rely upon this report at their own risk.



Without prejudice to what is provided in section 1.1.5 "Purpose of Valuation" above, neither the whole nor any part of this Report or any reference to it may be included now, or at any time in the future, in any published document, circular or statement, nor published, referred to or used in any way without our written approval of the form and context in which it may appear. It is our recommendation that prior to entering into a financial transaction based on this report the validity of all information as well estimates should be checked.



2. Valuation Advice



2.1. Valuation

Having carefully considered the matter, we are of the opinion that the Market Value, as at our valuation date, of the respective freehold interests of the properties portfolio is:

€ 325,151,000

(THREE HUNDRED AND TWENTY-FIVE MILLION, ONE HUNDRED AND FIFTY-ONE THOUSAND EUROS)

The Market Value, as at our valuation date, of the respective freehold interests reflecting the percentage ownership of METROVACESA PROMOCIÓN Y ARRENDAMIENTO, S.A on the properties is:

€ 324,302,291

(THREE HUNDRED AND TWENTY-FOUR MILLION, THREE HUNDRED AND TWO THOUSAND AND TWO HUNDRED AND NINETY-ONE EUROS)

The subject valuations reflect the following assumptions:

Gross Development Value ¹	€ 1,455,178,000
Pending Construction Costs	€ 356,050,000

Each property has been valued individually and no allowance has been made, either positive or negative, should it form part of a larger disposal. The total stated is the aggregate of the individual Market Values.

We confirm that we have valued the subject properties on a 100% ownership basis, and have reflected the apportioned value based on the percentage share of the SPV held by METROVACESA PROMOCIÓN Y ARRENDAMIENTO, S.A. No account has been taken of any premium or discount to reflect any corporate structure or tax implications which may arise from the ownership structure of any of the Properties.

The total market Value is distributed as follows in the next page.

¹ In the development of yielding properties we have included in the calculation of the GDV the rental income and the potential exit value of the development

Description			Location	Valuation 30.09.2017		
Nº ID SAVILLS	Name of Asset	MVC's Typology	Province	Market Value (€)	Market Value MVC (€)	Market Value (€/sq m)
1.1.1	Valdicsa (1)	Non urban	Alicante	1,273,000	424,291	17.29
1.1.2	Normon	Fully permitted	Madrid	19,308,000	19,308,000	1,768.78
1.1-Total Residential Land				20,581,000	19,732,291	
1.2.1	La City Condominio	Fully permitted	Barcelona	18,520,000	18,520,000	848.68
1.2.3	Pryconsa	Fully permitted	Madrid	10,000,000	10,000,000	1,148.37
1.2-Total Hotel Land				28,520,000	28,520,000	
1.3.1	Cornellá	Fully permitted	Barcelona	8,458,000	8,458,000	650.62
1.3.2	La City Fase 1	Fully permitted	Barcelona	28,578,000	28,578,000	1,001.23
1.3.3	La City Fase 2	Fully permitted	Barcelona	23,548,000	23,548,000	1,001.57
1.3.4	Vilamarina	Fully permitted	Barcelona	7,862,000	7,862,000	467.98
1.3.5	Balius	Organized	Barcelona	12,150,000	12,150,000	1,282.05
1.3.6	Satsa	Organized	Barcelona	19,895,000	19,895,000	1,188.97
1.3.7	Llacuna	Fully permitted	Barcelona	14,206,000	14,206,000	1,426.31
1.3.8	Loinsa	Organized	Barcelona	19,656,000	19,656,000	1,022.80
1.3.9	Medixon	Organized	Barcelona	9,150,000	9,150,000	1,102.22
1.3.10	Peru-Pere IV ACS	Organized	Barcelona	5,804,000	5,804,000	1,095.14
1.3.11	Manoteras 14	Fully permitted	Madrid	12,287,000	12,287,000	1,022.55
1.3.12	Monteburgos 1	Fully permitted	Madrid	85,488,000	85,488,000	1,508.98
1.3.13	Monteburgos 2	Fully permitted	Madrid	16,624,000	16,624,000	1,477.69
1.3.14	Monteburgos 3	Fully permitted	Madrid	6,278,000	6,278,000	1,446.21
1.3-Total Office Land				269,984,000	269,984,000	
1.4.1	IN-1-8	Fully permitted	Guadalajara	161,000	161,000	23.13
1.4.2	Poligono 7	Fully permitted	Guadalajara	1,129,000	1,129,000	11.35
1.4.3	Sector I-8	Fully permitted	Guadalajara	1,193,000	1,193,000	58.65
1.4-Total Industrial Land				2,483,000	2,483,000	
1-Total Land				321,568,000	320,719,291	
2.1.1	Aldeamayor	Fully permitted	Valladolid	83,000	83,000	395.24
2.1-Total Offices Finished Product				83,000	83,000	
2.2.1	Campo de Golf Valladolid	Fully permitted	Valladolid	3,500,000	3,500,000	3,838.56
2.2-Total Others Finished Product				3,500,000	3,500,000	
2-Total Finished Product				3,583,000	3,583,000	
Total Portfolio				325,151,000	324,302,291	

(1) In Valdicsa asset the GLA corresponds to the land area, because is a non-urban land

3. General Assumptions, Conditions to Valuations & Special Assumptions

3.1. General Assumptions, Conditions to Valuation & Special Assumptions

3.1.1. General Assumptions

Our valuations have been carried out on the basis of the following General Assumptions. If any of them are subsequently found not to be valid, we may wish to review our valuation, as there may be an impact on it. We have assumed:

1. That the Freehold interest is not subject to any unusual or especially onerous restrictions, encumbrances or outgoings that we are unaware of. We have not made any enquiries at the local Register Office, and, therefore, should future enquiries reveal that there are any mortgages or charges, we have assumed that the Asset would be sold free of them. We have not examined the Title Deeds or Land Registry Certificate.
2. That we have been supplied with all information likely to have an effect on the value of the Asset, and that the information supplied to us is both complete and correct. We do not accept responsibility for any errors or omissions in information and documentation provided to us.
3. That the buildings have been constructed and is used in accordance with all statutory and bye-law requirements, and that there are no breaches of planning control. Likewise, that any future construction or use will be lawful (other than those points referred to above).
4. That the properties are not adversely affected, nor is likely to become adversely affected, by any highway, town planning or other schemes or proposals, and that there are no matters adversely affecting value that might be revealed by a local search or normal solicitors' enquiries, or by any statutory notice (other than those points referred to above).
5. That the buildings are structurally sound, and that there is no structural, latent or other material defects, including rot and inherently dangerous or unsuitable materials or construction techniques, whether in parts of the building we have inspected or not, that would cause us to make allowance by way of capital repair (other than those points referred to above). Our inspection of the property and this report do not constitute a building survey.
6. That the properties are connected, or capable of being connected without undue expense, to the public services of gas, electricity, water, telephones and sewerage.
7. That in the construction or alteration of the buildings, no use was made of any deleterious or hazardous materials or techniques, such as high alumina cement, calcium chloride additives, woodwool slabs used as permanent shuttering and the like (other than those points referred to above). We have not carried out any investigations into these matters.



8. That the ownership and possible exploitation of mineral substances and/or gases present in the subsoil have not been considered.
9. That the properties have not suffered any land contamination in the past, nor is it likely to become so contaminated in the foreseeable future. We have not carried out any soil tests or made any other investigations in this respect, and we cannot assess the likelihood of any such contamination.
10. That there are no adverse site or soil conditions, that the ground does not contain any archaeological remains, nor that there is any other matter that would cause us to make any allowance for exceptional delay or site or construction costs in our valuation.
11. That all fixed plant and machinery and the installation thereof complies with the relevant legislation. No allowance has been made for rights, obligations or liabilities arising as a result of defective premises.
12. That the tenants are capable of meeting their obligations, and that there are no undisclosed arrears of rent or breaches of covenant. For valuation purposes it is assumed that the tenants comply their obligations, and that there will be no delays in the payment of rent or undisclosed contractual breaches.
13. That METROVACESA PROMOCIÓN y ARRENDAMIENTO, S.A. developments will obtain within standard regular timings the approvals in normal market situations for the different phases of Planning, Management and Urbanizing Discipline. It has been taken into account that the approval of different urbanizing phases will be obtained with a proactive approach by the Client to obtain the necessary approvals.

3.1.2. General Conditions

Our valuation has been carried out on the basis of the following general conditions:

1. Our valuation(s) are exclusive of VAT (if applicable).
2. We have made no allowance for any Capital Gains Tax or other taxation liability that might arise upon a sale of the property(ies).
3. No allowance has been made for any expenses of realisation.
4. Excluded from our valuation(s) is any additional value attributable to goodwill, or to fixtures and fittings which are only of value in situ to the present occupier.



5. In all cases, our valuation report includes facilities that are normally transferred with the property, such as boilers, heating and air conditioning, lighting and ventilation, sprinklers, etc., while the equipment that is normally removed before the sale has been excluded from our opinion of value.
6. It has been assumed that all fixed plant and machinery and the installation thereof complies with the relevant EEC legislation.
7. Output prices of different products are those with whom will go on sale at the market uses different delivery date. To estimate the value a basis comparable are taken to the valuation date.
8. Each property has been valued individually and no allowance has been made, either positive or negative, should it form part of a larger disposal. The total stated is the aggregate of the individual Open Market Values.

3.1.3. Special Assumptions

According to RICS, only special cases can be established if they are reasonably achievable, relevant and valid in relation to the special circumstances of the valuation. Appendix 4 of Red Book defines and gives examples of Special Assumptions.

In this report we have not been carried out any special assumptions



Appendix 1

Valuation Parameters

		Description				Location		Surface	Valuation 30.09.2017						
Nº ID SAVILLS	Unit ID MVC	Name of Asset	Type of Asset	MVC's Typology	Principal Use	Municipality	Province	Total Buildable Area (sq m)	Market Rent(€)	Net Exit Yield (%)	GDV (€)	Pending Construction Costs (€)	Market Value (€)	Market Value MVC (€)	Market Value (€/sq m)
1.1.1		Valdicsa (1)	Land	Non urban	Residential	Jávea	Alicante	73,826.46	0	0.00%	n.a.	n.a.	1,273,000	424,291	17.29
1.1.2	E0300401	Normon	Land	Fully permitted	Residential	Madrid	Madrid	10,916.00	0	0.00%	47,782,000	16,479,000	19,308,000	19,308,000	1,768.78
1.1-Total Residential Land								84,542.46	0		47,782,000	16,479,000	20,581,000	19,732,291	
1.2.1	Z0111201	La City Condominio	Land	Fully permitted	Hotel	Hospitalet de Llobregat	Barcelona	21,822.00	0	6.00%	68,501,000	35,686,000	18,520,000	18,520,000	848.68
1.2.3	E0300301	Pryconsa	Land	Fully permitted	Hotel-Serviced Apartmen	Madrid	Madrid	8,708.00	0	6.00%	22,489,000	8,212,000	10,000,000	10,000,000	1,148.37
1.2-Total Hotel Land								30,530.00	0		90,990,000	43,898,000	28,520,000	28,520,000	
1.3.1	Z0300801	Cornellá	Land	Fully permitted	Office	Cornellá de Llobregat	Barcelona	13,000.00	2,047,800	6.50%	54,072,000	14,991,000	8,458,000	8,458,000	650.62
1.3.2	Z0300701	La City Fase 1	Land	Fully permitted	Office	Hospitalet de Llobregat	Barcelona	28,543.00	5,180,750	6.00%	144,949,000	32,555,000	28,578,000	28,578,000	1,001.23
1.3.3		La City Fase 2	Land	Fully permitted	Office	Hospitalet de Llobregat	Barcelona	23,511.00	4,267,596	6.00%	119,416,000	26,815,000	23,548,000	23,548,000	1,001.57
1.3.4	Z0300601	Vilamarina	Land	Fully permitted	Office	Viladecans	Barcelona	16,800.00	2,142,000	6.00%	58,730,000	16,981,000	7,862,000	7,862,000	467.98
1.3.5	Z0300201	Balusa	Land	Organized	Office	Barcelona	Barcelona	9,477.00	2,018,636	6.00%	61,828,000	13,978,000	12,150,000	12,150,000	1,282.05
1.3.6	Z0300301	Salsa	Land	Organized	Office	Barcelona	Barcelona	16,733.00	3,347,948	6.00%	101,875,000	22,630,000	19,895,000	19,895,000	1,188.97
1.3.7	Z0300101	Llacuna	Land	Fully permitted	Office	Barcelona	Barcelona	9,960.00	2,119,320	6.00%	63,832,000	14,100,000	14,206,000	14,206,000	1,426.31
1.3.8	Z0300401	Loinsa	Land	Organized	Office	Barcelona	Barcelona	19,217.76	3,726,491	6.00%	109,829,000	27,142,000	19,656,000	19,656,000	1,022.80
1.3.9		Medixon	Land	Organized	Office	Barcelona	Barcelona	8,301.43	1,717,423	6.00%	50,264,000	12,131,000	9,150,000	9,150,000	1,102.22
1.3.10		Peru-Peru IV ACS	Land	Organized	Office	Barcelona	Barcelona	5,299.80	1,096,769	6.00%	32,162,000	7,830,000	5,804,000	5,804,000	1,095.14
1.3.11	Z0300901	Manoteras 14	Land	Fully permitted	Office	Madrid	Madrid	12,016.00	1,968,912	5.75%	61,872,000	15,419,000	12,287,000	12,287,000	1,022.55
1.3.12	Z0301001	Monteburgos 1	Land	Fully permitted	Office	Madrid	Madrid	56,853.00	11,298,582	5.50%	355,175,000	70,542,000	85,488,000	85,488,000	1,508.98
1.3.13	Z0301101	Monteburgos 2	Land	Fully permitted	Office	Madrid	Madrid	11,250.00	2,247,360	5.50%	70,922,000	14,472,000	16,624,000	16,624,000	1,477.69
1.3.14	Z0301201	Monteburgos 3	Land	Fully permitted	Office	Madrid	Madrid	4,341.00	887,324	5.50%	27,877,000	5,887,000	6,278,000	6,278,000	1,448.21
1.3-Total Office Land								235,102.99	44,069,909		1,312,803,000	295,673,000	269,984,000	269,984,000	
1.4.1	Z0301801	IN-1-8	Land	Fully permitted	Logistic	Yunquera	Guadalajara	6,959.20	0	0.00%	n.a.	n.a.	161,000	161,000	23.13
1.4.2	Z0301601/ Z0301701	Poligono 7	Land	Fully permitted	Logistic	Siguenza	Guadalajara	99,466.80	0	0.00%	n.a.	n.a.	1,129,000	1,129,000	11.35
1.4.3	Z0301501	Sector I-8	Land	Fully permitted	Logistic	Torija	Guadalajara	20,341.98	0	0.00%	n.a.	n.a.	1,193,000	1,193,000	58.65
1.4-Total Industrial Land								126,767.98	0			0	2,483,000	2,483,000	
1-Total Land								476,943.43	44,069,909		1,451,575,000	356,050,000	321,568,000	320,719,291	
2.1.1	E0300201	Aldeamayor	Finished Product	Fully permitted	Office	Aldeamayor de San Martín	Valladolid	210.00	7,434	8.00%	83,000	n.a.	83,000	83,000	395.24
2.1-Total Offices Finished Product								210.00	7,434		83,000	n.a.	83,000	83,000	
2.2.1	E0300101	Campo de Golf Valladolid	Finished Product	Fully permitted	Golf Course	Aldeamayor de San Martín	Valladolid	911.80	0	0.00%	3,520,000	n.a.	3,500,000	3,500,000	3,838.56
2.2-Total Others Finished Product								911.80	0		3,520,000	n.a.	3,500,000	3,500,000	
2-Total Finished Product								1,121.80	7,434		3,603,000	0	3,583,000	3,583,000	
Total Portfolio								478,065.23	44,077,343		1,456,178,000	356,050,000	325,151,000	324,302,291	

Jesús D. Mateo MRICS
Director Advisory & Valuation
SAVILLS SPAIN

Eduardo Martins Pimenta MRICS
Associate Director Advisory & Valuation
SAVILLS SPAIN

Sandra López MRICS
Associate Advisory & Valuation
SAVILLS SPAIN

Estudio de Sensibilidad

Valoración cartera Metrovacesa S.A. a 30/09/2017

1. Instrucciones and Terms of Reference
2. Valuation Advice
3. General Assumptions & Conditions to Valuations

10 de Enero de 2018

METROVACESA, S.A.
Parque Metrovacesa Vía Norte
Quitanavides, 13
Madrid, 28050

Estimado D. Jorge Pérez de Leza

En el ámbito de la valoración de la cartera de Metrovacesa, S.A compuesta por 139 activos en distintas ubicaciones en España, hemos realizado un estudio de sensibilidad del Valor de Mercado en función de posibles variaciones del precio de venta del producto terminado así como de la tasa interna de retorno.

A estos efectos, hemos considerado por un lado la hipótesis de subida y bajada del 1%, 5% y 10% sobre los precios de venta de residencial contemplados inicialmente, la subida y bajada de 100 ppb sobre la tasa interna de retorno (TIR), y finalmente, una subida y bajada de 25 y 50 ppb sobre las rentabilidades de salida (Exit Yield).

Adjuntamos a esta carta el archivo en formato Excel con los resultados obtenidos.

Saludos cordiales



Jesús D. Mateo MRICS
Director de Valoraciones y Consultoría
Savills Consultores Inmobiliarios S.A.

Apendice 1

Listado de Estudio de Sensibilidad Variación Precio de Venta

Nº ID SAVILLS	Name of asset	MVC % Typology	Province	Town	Type of asset	% Ownership	Buildable area (m²) % MVC	Market Value *MVC Decrease of 10% on Finished Product	Market Value *MVC Decrease of 5% on Finished Product	Market Value *MVC Decrease of 1% on Finished Product	Market Value *MVC MVC Sept. 2017 (€)	Market Value *MVC Increase of 1% on Finished Product	Market Value *MVC Increase of 5% on Finished Product	Market Value *MVC Increase of 10% on Finished Product
1	Sectoras 2 "Pajarero" (Algeciras, Cádiz)	Developable	Cádiz	Algeciras	Land	100%	10.846,00	1.650.000,00	1.842.000,00	1.994.000,00	2.032.000,00	2.070.000,00	2.223.000,00	2.414.000,00
3	3 UE 16 "Alamillos Este" (Algeciras, Cádiz)	Organized	Cádiz	Algeciras	Land	100%	61.073,00	6.544.000,00	10.261.000,00	11.834.000,00	11.977.000,00	12.321.000,00	13.699.000,00	15.409.000,00
2	Parcela 5 - 2-PF-11 "Acacias Sur" (Algeciras, Cádiz)	Fully permitted	Cádiz	Algeciras	Land	100%	18.025,00	2.328.000,00	3.024.000,00	3.881.000,00	3.979.000,00	4.118.000,00	4.410.000,00	5.110.000,00
3,2	Parcela 9 - 2-PF-11 "Acacias Sur" (Algeciras, Cádiz)	Fully permitted	Cádiz	Algeciras	Land	100%	10.890,00	1.853.000,00	2.224.000,00	2.675.000,00	2.785.000,00	2.874.000,00	3.308.000,00	3.847.000,00
4	3 UE 8 "Sotrebolo" (Algeciras, Cádiz)	Fully permitted	Cádiz	Algeciras	Land	100%	4.600,00	2.176.000,00	2.176.000,00	2.176.000,00	2.176.000,00	2.176.000,00	2.176.000,00	2.176.000,00
5	La Reserva de Sotrebolo	Fully permitted	Cádiz	Algeciras	WIP	100%	1.000,00	542.000,00	612.000,00	686.000,00	686.000,00	686.000,00	758.000,00	823.000,00
6	Locales Sotrebolo	Fully permitted	Cádiz	Algeciras	Finished product	100%	457,28	521.000,00	521.000,00	521.000,00	521.000,00	521.000,00	521.000,00	521.000,00
7,1	Coto San José (Chiclana, Cádiz)	Developable	Cádiz	Chiclana	Land	100%	7.238,00	3.011.000,00	3.542.000,00	3.866.000,00	4.072.000,00	4.177.000,00	4.602.000,00	5.132.000,00
7,2	Coto San José (Chiclana, Cádiz) hotel	Developable	Cádiz	Chiclana	Land	100%	3.648,80	2.500.000,00	2.500.000,00	2.500.000,00	2.500.000,00	2.500.000,00	2.500.000,00	2.500.000,00
8,1	Manzana 8 - SUP S-32 "Pozoalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	4.880,00	2.178.000,00	2.481.000,00	2.725.000,00	2.787.000,00	2.947.000,00	3.297.000,00	3.847.000,00
8,2	Manzana 10 - SUP S-32 "Pozoalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	5.040,00	2.325.000,00	2.661.000,00	2.830.000,00	2.987.000,00	3.064.000,00	3.524.000,00	4.074.000,00
8,3	Manzana 12 - SUP S-32 "Pozoalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	6.161,00	2.868.000,00	3.300.000,00	3.528.000,00	3.710.000,00	3.793.000,00	4.121.000,00	4.532.000,00
8,4	Parcela Unifamiliar - SUP S-32 "Pozoalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	860,00	580.000,00	644.000,00	688.000,00	700.000,00	712.000,00	786.000,00	811.000,00
8,5	Unifamiliar Pareada - SUP S-32 "Pozoalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	7.655,00	3.078.000,00	3.528.000,00	3.868.000,00	3.978.000,00	4.068.000,00	4.428.000,00	4.879.000,00
8,1	R.6.A. (Hoteles) - PPD "La Alcaidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	6.588,00	2.100.000,00	2.100.000,00	2.100.000,00	2.100.000,00	2.100.000,00	2.100.000,00	2.100.000,00
8,2	R.6.B - PPD "La Alcaidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	12.800,00	8.085.000,00	9.013.000,00	9.785.000,00	9.941.000,00	10.125.000,00	10.987.000,00	11.795.000,00
8,3	R.6.C - PPD "La Alcaidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	7.152,00	4.482.000,00	5.041.000,00	5.378.000,00	5.549.000,00	5.581.000,00	5.987.000,00	6.496.000,00
8,4	R.6.E - PPD "La Alcaidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	5.802,51	3.832.000,00	4.267.000,00	4.616.000,00	4.703.000,00	4.750.000,00	5.138.000,00	5.574.000,00
8,5	R.6.F - PPD "La Alcaidesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	6.880,48	4.787.000,00	5.297.000,00	5.720.000,00	5.826.000,00	5.931.000,00	6.355.000,00	6.884.000,00
10,1	"Ctra.de Rota" Arbolada (Pto.Sta.María, Cádiz) Apartamentos Turísticos	Developable	Cádiz	Pto.Sta.María	Land	100%	6.832,22	1.600.000,00	1.600.000,00	1.600.000,00	1.600.000,00	1.600.000,00	1.600.000,00	1.600.000,00
10,2	"Ctra.de Rota" Arbolada (Pto.Sta.María, Cádiz) Hotelero	Developable	Cádiz	Pto.Sta.María	Land	100%	5.362,42	1.000.000,00	1.000.000,00	1.000.000,00	1.000.000,00	1.000.000,00	1.000.000,00	1.000.000,00
10,3	"Ctra.de Rota" Arbolada (Pto.Sta.María, Cádiz) Residencial	Developable	Cádiz	Pto.Sta.María	Land	100%	19.321,02	9.746.000,00	10.848.000,00	11.907.000,00	12.148.000,00	12.358.000,00	13.158.000,00	14.170.000,00
11,1	Manzana 6 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	Puerto Real	Land	100%	718,38	468.000,00	508.000,00	542.000,00	551.000,00	558.000,00	592.000,00	633.000,00
11,2	Manzana 7 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	Puerto Real	Land	100%	619,38	383.000,00	423.000,00	453.000,00	453.000,00	453.000,00	483.000,00	523.000,00
11,3	Manzana 20 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	Puerto Real	Land	100%	9.357,05	4.926.000,00	5.548.000,00	6.047.000,00	6.288.000,00	6.478.000,00	6.783.000,00	7.303.000,00
11,4	Manzana 26 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	Puerto Real	Land	100%	5.393,21	2.833.000,00	3.192.000,00	3.478.000,00	3.532.000,00	3.623.000,00	3.910.000,00	4.268.000,00
12,1	Crec.Resid.Norte Albacerrado (Tarifa, Cádiz) (RESID)	Non urban	Cádiz	Tarifa	Land	100%	16.728,00	5.060.000,00	6.147.000,00	7.017.000,00	7.234.000,00	7.452.000,00	8.322.000,00	9.408.000,00
12,2	Crec.Resid.Norte Albacerrado (Tarifa, Cádiz) (HOTELERO)	Non urban	Cádiz	Tarifa	Land	100%	23.899,00	2.500.000,00	2.500.000,00	2.500.000,00	2.500.000,00	2.500.000,00	2.500.000,00	2.500.000,00
12,3	Crec.Resid.Norte Albacerrado (Tarifa, Cádiz) (COMERCIAL)	Non urban	Cádiz	Tarifa	Land	100%	17.189,00	1.030.000,00	1.030.000,00	1.030.000,00	1.030.000,00	1.030.000,00	1.030.000,00	1.030.000,00
13	PERI SS-8 "Corral de Eja" (Córdoba)	Organized	Córdoba	Córdoba	Land	100%	20.628,00	8.334.000,00	7.646.000,00	8.360.000,00	8.563.000,00	8.786.000,00	9.578.000,00	10.582.000,00
14	El Carmelite (Cádiz, Sevilla)	Non urban	Sevilla	Garnis	Land	100%	7.000,00	153.000,00	153.000,00	153.000,00	153.000,00	153.000,00	153.000,00	153.000,00
15,1	Parcela R23+ SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	7.000,00	933.000,00	1.253.000,00	1.509.000,00	1.572.000,00	1.589.000,00	1.696.000,00	1.821.000,00
15,2	Parcela R3.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.600,00	3.580.000,00	4.051.000,00	4.420.000,00	4.511.000,00	4.604.000,00	4.973.000,00	5.434.000,00
15,3	Parcela R3.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.600,00	3.580.000,00	4.051.000,00	4.420.000,00	4.511.000,00	4.604.000,00	4.973.000,00	5.434.000,00
15,4	Parcela R3.3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.600,00	3.580.000,00	4.051.000,00	4.420.000,00	4.511.000,00	4.604.000,00	4.973.000,00	5.434.000,00
15,5	Parcela R3.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.600,00	3.580.000,00	4.051.000,00	4.420.000,00	4.511.000,00	4.604.000,00	4.973.000,00	5.434.000,00
15,6	Parcela R3.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.600,00	3.580.000,00	4.051.000,00	4.420.000,00	4.511.000,00	4.604.000,00	4.973.000,00	5.434.000,00
15,7	Parcela R3.3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.600,00	3.580.000,00	4.051.000,00	4.420.000,00	4.511.000,00	4.604.000,00	4.973.000,00	5.434.000,00
15,8	Parcela R4.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.128,30	3.539.000,00	3.868.000,00	4.313.000,00	4.389.000,00	4.486.000,00	4.830.000,00	5.260.000,00
15,9	Parcela R4.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.128,30	3.539.000,00	3.868.000,00	4.313.000,00	4.389.000,00	4.486.000,00	4.830.000,00	5.260.000,00
15,10	Parcela R4.3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.128,30	3.539.000,00	3.868.000,00	4.313.000,00	4.389.000,00	4.486.000,00	4.830.000,00	5.260.000,00
15,11	Parcela R4.4 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.128,30	3.539.000,00	3.868.000,00	4.313.000,00	4.389.000,00	4.486.000,00	4.830.000,00	5.260.000,00
15,12	Parcela R4.5 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.128,30	3.539.000,00	3.868.000,00	4.313.000,00	4.389.000,00	4.486.000,00	4.830.000,00	5.260.000,00
15,13	Parcela R4.6 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.128,30	3.539.000,00	3.868.000,00	4.313.000,00	4.389.000,00	4.486.000,00	4.830.000,00	5.260.000,00
15,14	Parcela R4.7 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.128,30	3.539.000,00	3.868.000,00	4.313.000,00	4.389.000,00	4.486.000,00	4.830.000,00	5.260.000,00
15,15	Parcela R4.8 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.128,30	3.539.000,00	3.868.000,00	4.313.000,00	4.389.000,00	4.486.000,00	4.830.000,00	5.260.000,00
15,16	Parcela R4.9 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.128,30	3.539.000,00	3.868.000,00	4.313.000,00	4.389.000,00	4.486.000,00	4.830.000,00	5.260.000,00
15,17	Parcela R5.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	3.458.000,00	3.842.000,00	4.148.000,00	4.224.000,00	4.301.000,00	4.607.000,00	4.990.000,00
15,18	Parcela R5.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	3.458.000,00	3.842.000,00	4.148.000,00	4.224.000,00	4.301.000,00	4.607.000,00	4.990.000,00
15,19	Parcela R5.3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	3.458.000,00	3.842.000,00	4.148.000,00	4.224.000,00	4.301.000,00	4.607.000,00	4.990.000,00
15,20	Parcela R5.4 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	3.458.000,00	3.842.000,00	4.148.000,00	4.224.000,00	4.301.000,00	4.607.000,00	4.990.000,00
15,21	Parcela R5.5 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	3.458.000,00	3.842.000,00	4.148.000,00	4.224.000,00	4.301.000,00	4.607.000,00	4.990.000,00
15,22	Parcela R5.6 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	3.458.000,00	3.842.000,00	4.148.000,00	4.224.000,00	4.301.000,00	4.607.000,00	4.990.000,00
15,23	Parcela R5.7 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	3.440.000,00	3.824.000,00	4.130.000,00	4.207.000,00	4.283.000,00	4.580.000,00	4.973.000,00
15,24	Parcela R5.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Se													

ID SAVILLS	Name of Asset	MVC + Typology	Province	Town	Type of asset	Ownership	Buildable Area (m ²) % MVC	Market Value +MVC Increase of 10% on Finished Product	Market Value -MVC Decrease of 5% on Finished Product	Market Value %MVC Decrease of 15% on Finished Product	Market Value %MVC Increase of 1% on Finished Product	Market Value %MVC Increase of 5% on Finished Product	Market Value %MVC Increase of 10% on Finished Product
21 47	Sub E-B N, Canelada R-20	Fully permitted	Málaga	Estepona	Land	100%	4,897.00	1,122,000.00	1,122,000.00	1,122,000.00	1,122,000.00	1,122,000.00	1,122,000.00
25 1	Fully permitted	Málaga	Málaga	Málaga	Land	100%	6,030.00	1,833,000.00	2,174,000.00	2,345,000.00	2,686,000.00	3,112,000.00	3,112,000.00
25 2	Bahía de las Rocas 40	Fully permitted	Málaga	Málaga	Land	100%	5,580.00	1,424,000.00	1,808,000.00	2,116,000.00	2,193,000.00	2,270,000.00	2,984,000.00
25 3	Bahía de las Rocas 39	Fully permitted	Málaga	Málaga	Land	100%	2,408.00	534,000.00	685,000.00	850,000.00	860,000.00	860,000.00	1,181,000.00
25 4	Bahía de las Rocas Parcela 30	Fully permitted	Málaga	Málaga	Land	100%	6,539.00	1,441,000.00	1,885,000.00	2,230,000.00	2,219,000.00	2,408,000.00	3,195,000.00
25 5	Bahía de las Rocas Parcela 14	Fully permitted	Málaga	Málaga	Land	100%	382.50	51,000.00	51,000.00	51,000.00	51,000.00	51,000.00	51,000.00
26	Valde Bani de las Rocas	Fully permitted	Málaga	Málaga	WIP	100%	3,913.00	2,086,000.00	2,357,000.00	2,574,000.00	2,829,000.00	2,889,000.00	3,170,000.00
27	Maestic Heights (P-29)	Fully permitted	Málaga	Málaga	WIP	100%	7,821.00	1,960,000.00	2,515,000.00	2,960,000.00	3,071,000.00	3,182,000.00	4,183,000.00
28	URNP-R1 +S.G Torreladrones (Marbella, Málaga)	Non urban	Málaga	Marbella	Land	100%	-	171,000.00	181,000.00	186,000.00	190,000.00	200,000.00	200,000.00
29	URNP-R1 +S.G Torreladrones (Marbella, Málaga)	Developable	Málaga	Marbella	Land	100%	5,682.77	1,900,000.00	2,206,000.00	2,454,000.00	2,515,000.00	2,577,000.00	3,130,000.00
29	URNP-R1 +S.G Torreladrones (Marbella, Málaga)	Developable	Málaga	Marbella	Land	100%	3,038.73	1,028,000.00	1,182,000.00	1,324,000.00	1,357,000.00	1,390,000.00	1,685,000.00
29	URNP-R1 +S.G Torreladrones (Marbella, Málaga)	Developable	Málaga	Marbella	Land	100%	5,238.50	1,756,000.00	2,039,000.00	2,285,000.00	2,322,000.00	2,379,000.00	2,895,000.00
30	URNP-R1 +S.G Torreladrones (Marbella, Málaga)	Fully permitted	Málaga	Marbella	Land	100%	1,641.00	1,384,000.00	1,473,000.00	1,623,000.00	1,650,000.00	1,688,000.00	2,037,000.00
32	Samoa Terrazas II	Fully permitted	Málaga	Marbella	Finished product	100%	468.76	871,000.00	871,000.00	871,000.00	871,000.00	871,000.00	871,000.00
33	Samoa Terrazas III	Fully permitted	Málaga	Marbella	WIP	100%	1,974.00	4,448,000.00	4,701,000.00	4,903,000.00	4,954,000.00	5,004,000.00	5,458,000.00
34	Riva Residences	Fully permitted	Málaga	Marbella	Land	100%	1,458.00	1,654,000.00	1,887,000.00	2,071,000.00	2,118,000.00	2,148,000.00	2,582,000.00
35 01	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	846.58	571,000.00	639,000.00	692,000.00	706,000.00	720,000.00	842,000.00
35 02	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	827.41	499,000.00	559,000.00	605,000.00	617,000.00	629,000.00	759,000.00
35 03	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	2,580.32	1,587,000.00	1,741,000.00	1,886,000.00	1,929,000.00	1,962,000.00	2,198,000.00
35 04	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	2,322.00	1,400,000.00	1,566,000.00	1,699,000.00	1,732,000.00	1,768,000.00	2,064,000.00
35 05	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	4,512.84	2,722,000.00	3,045,000.00	3,303,000.00	3,367,000.00	3,431,000.00	3,989,000.00
35 06	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	1,977.01	1,192,000.00	1,334,000.00	1,447,000.00	1,475,000.00	1,503,000.00	1,768,000.00
35 07	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	3,019.57	1,821,000.00	2,027,000.00	2,210,000.00	2,253,000.00	2,287,000.00	2,684,000.00
35 08	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	520.51	318,000.00	350,000.00	381,000.00	388,000.00	395,000.00	426,000.00
35 09	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	341.46	597,000.00	635,000.00	685,000.00	702,000.00	716,000.00	857,000.00
35 1	Parcela E-1 "Valdecañas" (Alcobendas, Madrid) Oficinas	Fully permitted	Madrid	Alcobendas	Land	100%	13,715.33	9,886,000.00	9,886,000.00	9,886,000.00	9,886,000.00	9,886,000.00	9,886,000.00
35 2	Parcela A-1-B "Valdecañas" (Alcobendas, Madrid) Industrial	Fully permitted	Madrid	Alcobendas	Land	100%	6,840.00	2,889,000.00	2,889,000.00	2,889,000.00	2,889,000.00	2,889,000.00	2,889,000.00
37	Alcorcón Valdepolo I	Non urban	Madrid	Alcorcón	Land	50% (r1)	67,314.50	9,191,000.00	10,180,000.00	10,989,000.00	11,489,000.00	12,136,000.00	13,063,000.00
38	Alcorcón Valdepolo II	Non urban	Madrid	Alcorcón	Land	50% (r1)	67,314.50	9,191,000.00	10,180,000.00	10,989,000.00	11,489,000.00	12,136,000.00	13,063,000.00
39	Alcorcón Valdepolo III	Non urban	Madrid	Alcorcón	Land	50% (r1)	67,314.50	9,191,000.00	10,180,000.00	10,989,000.00	11,489,000.00	12,136,000.00	13,063,000.00
40	Alcorcón Valdepolo IV	Non urban	Madrid	Alcorcón	Land	50% (r1)	67,314.50	9,191,000.00	10,180,000.00	10,989,000.00	11,489,000.00	12,136,000.00	13,063,000.00
41	Valdepolo HV (Yaguajá)	Madrid	Alcorcón	Alcorcón	Land	50% (1)	-	60,000.00	60,000.00	60,000.00	67,000.00	70,000.00	73,000.00
42	Valdepolo II (Yaguajá)	Madrid	Alcorcón	Alcorcón	Land	50% (1)	-	60,000.00	60,000.00	60,000.00	67,000.00	70,000.00	73,000.00
43	Valdepolo HV (Yaguajá)	Madrid	Alcorcón	Alcorcón	Land	50% (1)	-	60,000.00	60,000.00	60,000.00	67,000.00	70,000.00	73,000.00
44	Valdepolo HV (Yaguajá)	Madrid	Alcorcón	Alcorcón	Land	50% (1)	-	60,000.00	60,000.00	60,000.00	67,000.00	70,000.00	73,000.00
45	PP10 DISTRITO NORTE, ALCORCON	Non urban	Madrid	Alcorcón	Land	100%	231,855.00	30,777,000.00	34,007,000.00	38,474,000.00	37,107,000.00	40,123,000.00	43,139,000.00
45 1	Fuencarral - C/Clara-Terolario Oficinas	Fully permitted	Madrid	Madrid	Land	100%	57,524.00	68,238,000.00	85,238,000.00	98,238,000.00	98,238,000.00	98,238,000.00	98,238,000.00
45 2	Fuencarral - C/Clara-Terolario Hotel	Fully permitted	Madrid	Madrid	Land	100%	12,000.00	15,000,000.00	15,000,000.00	15,000,000.00	15,000,000.00	15,000,000.00	15,000,000.00
45 3	Fuencarral - C/Clara-Terolario Residencia	Fully permitted	Madrid	Madrid	Land	100%	8,600.00	21,000,000.00	21,000,000.00	21,000,000.00	21,000,000.00	21,000,000.00	21,000,000.00
45 4	Fuencarral - C/Clara-Terolario Comercial	Fully permitted	Madrid	Madrid	Land	100%	8,600.00	21,000,000.00	21,000,000.00	21,000,000.00	21,000,000.00	21,000,000.00	21,000,000.00
47 1	Valdebebas Terr.02-18B-D.1 Oficinas	Fully permitted	Madrid	Valdebebas	Land	100%	58,131.00	75,858,000.00	75,858,000.00	75,858,000.00	75,858,000.00	75,858,000.00	75,858,000.00
47 2	Valdebebas Terr.02-18B-D.2 Comercial	Fully permitted	Madrid	Valdebebas	Land	100%	3,000.00	5,400,000.00	5,400,000.00	5,400,000.00	5,400,000.00	5,400,000.00	5,400,000.00
48	Josefa Valcarlos	Fully permitted	Madrid	Madrid	WIP	100%	8,638.00	15,928,000.00	15,928,000.00	15,928,000.00	15,928,000.00	15,928,000.00	15,928,000.00
49	Piazza del Liceo	Fully permitted	Madrid	Madrid	Finished product	100%	384.80	182,000.00	182,000.00	182,000.00	182,000.00	182,000.00	182,000.00
50	Rosal de Arques	Fully permitted	Madrid	Madrid	Finished product	100%	30.00	18,000.00	18,000.00	18,000.00	18,000.00	18,000.00	18,000.00
51	Belcón de las Arzas	Fully permitted	Madrid	Paracuellos	Finished product	100%	1,257.70	2,344,000.00	2,344,000.00	2,344,000.00	2,344,000.00	2,344,000.00	2,344,000.00
52	Villas de Miramadrid	Fully permitted	Madrid	Paracuellos	WIP	100%	8,486.00	4,721,000.00	5,858,000.00	6,111,000.00	6,111,000.00	6,111,000.00	7,248,000.00
53 01	Sector "El Postiguello" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	100%	11,280.00	2,613,000.00	3,155,000.00	3,580,000.00	3,686,000.00	3,806,000.00	4,783,000.00
53 02	Sector "El Postiguello" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	50% (e)	2,482.00	850,500.00	778,500.00	880,000.00	905,500.00	931,000.00	1,160,500.00
53 03	Sector "El Postiguello" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	4.63% (a)	177.33	40,959.20	49,170.80	55,791.50	57,412.00	59,078.80	73,941.10
53 04	Sector "El Postiguello" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	100%	2,741.68	832,000.00	780,000.00	861,000.00	887,000.00	912,000.00	1,145,000.00
53 05	Sector "El Postiguello" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	100%	3,962.18	915,000.00	1,109,000.00	1,247,000.00	1,321,000.00	1,469,000.00	1,853,000.00
54	Sector RB.5A "Gantegón" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	50% (e)	842.00	445,000.00	506,500.00	555,500.00	588,000.00	590,500.00	691,500.00
55 01	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4,550.00	1,347,000.00	1,488,000.00	1,779,000.00	1,730,000.00	1,973,000.00	2,215,000.00
55 02	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	5,900.00	1,832,000.00	1,946,000.00	2,197,000.00	2,258,000.00	2,322,000.00	2,897,000.00
55 03	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4,900.00	1,340,000.00	1,484,000.00	1,797,000.00	1,848,000.00	1,911,000.00	2,355,000.00
55 04	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4,800.00	1,297,000.00	1,410,000.00	1,560,000.00	1,595,000.00	1,640,000.00	1,940,000.00
55 05	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	5,900.00	1,832,000.00	1,946,000.00	2,197,000.00	2,258,000.00	2,322,000.00	2,897,000.00
55 06	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4,800.00	1,297,000.00	1,410,000.00	1,560,000.00	1,595,000.00	1,640,000.00	1,940,000.00
55 07	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	2,850.00	1,008,000.00	1,164,000.00	1,288,000.00	1,326,000.00	1,351,000.00	1,475,000.00
55 08	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	2,850.00	1,008,000.00	1,164,000.00	1,288,000.00	1,326,000.00	1,351,000.00	1,631,000.00
55 09	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	2,850.00	1,008,000.00	1,164,000.00	1,288,000.00	1,326,000.00	1,351,000.00	1,631,000.00
55 10	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	557.00	305,000.00	353,000.00	391,000.00	400,000.00	410,000.00	485,000.00
55 11	Sector A (Segovia)	Fully permitted	Segovia	Segovia</									

N.º ID SAVILLS	Name of asset	MVC's Typology	Province	Town	Type of asset	% Ownership	Buildable area (m ²) % MVC	Market Value %MVC Decrease of 10% on Finished Product	Market Value %MVC Decrease of 5% on Finished Product	Market Value %MVC Decrease of 1% on Finished Product	Market Value % MVC Sept. 2017 (€)	Market Value %MVC Increase of 1% on Finished Product	Market Value %MVC Increase of 5% on Finished Product	Market Value %MVC Increase of 10% on Finished Product
57.9	Montesión UA-16 Parcela 317	Fully permitted	Toledo	Toledo	Land	100%	543,70	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.10	Montesión UA-16 Parcela 318	Fully permitted	Toledo	Toledo	Land	100%	541,18	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.11	Montesión UA-16 Parcela 320	Fully permitted	Toledo	Toledo	Land	100%	519,21	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.12	Montesión UA-16 Parcela 321	Fully permitted	Toledo	Toledo	Land	100%	538,89	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.13	Montesión UA-16 Parcela 322	Fully permitted	Toledo	Toledo	Land	100%	515,85	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.14	Montesión UA-16 Parcela 323	Fully permitted	Toledo	Toledo	Land	100%	514,23	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.15	Montesión UA-16 Parcela 325	Fully permitted	Toledo	Toledo	Land	100%	532,80	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.16	Montesión UA-16 Parcela 326	Fully permitted	Toledo	Toledo	Land	100%	513,94	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.17	Montesión UA-16 Parcela 328	Fully permitted	Toledo	Toledo	Land	100%	541,71	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.18	Montesión UA-16 Parcela 330	Fully permitted	Toledo	Toledo	Land	100%	541,82	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.19	Montesión UA-16 Parcela 333	Fully permitted	Toledo	Toledo	Land	100%	532,38	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.20	Montesión UA-16 Parcela 334	Fully permitted	Toledo	Toledo	Land	100%	537,55	180.000,00	206.000,00	226.000,00	233.000,00	238.000,00	260.000,00	297.000,00
57.21	Montesión UA-16 Parcela 335	Fully permitted	Toledo	Toledo	Land	100%	524,04	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.22	Montesión UA-16 Parcela 336	Fully permitted	Toledo	Toledo	Land	100%	532,56	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.23	Montesión UA-16 Parcela 337	Fully permitted	Toledo	Toledo	Land	100%	536,94	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.24	Montesión UA-16 Parcela 338	Fully permitted	Toledo	Toledo	Land	100%	572,82	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.25	Montesión UA-16 Parcela 339	Fully permitted	Toledo	Toledo	Land	100%	529,73	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.26	Montesión UA-16 Parcela 340	Fully permitted	Toledo	Toledo	Land	100%	543,75	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.27	Montesión UA-16 Parcela 341	Fully permitted	Toledo	Toledo	Land	100%	542,95	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.28	Montesión UA-16 Parcela 342	Fully permitted	Toledo	Toledo	Land	100%	526,86	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.29	Montesión UA-16 Parcela 344	Fully permitted	Toledo	Toledo	Land	100%	538,35	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.30	Montesión UA-16 Parcela 345	Fully permitted	Toledo	Toledo	Land	100%	534,61	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.31	Montesión UA-16 Parcela 346	Fully permitted	Toledo	Toledo	Land	100%	520,88	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.32	Montesión UA-16 Parcela 347	Fully permitted	Toledo	Toledo	Land	100%	537,14	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.33	Montesión UA-16 Parcela 348	Fully permitted	Toledo	Toledo	Land	100%	535,42	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.34	Montesión UA-16 Parcela 349	Fully permitted	Toledo	Toledo	Land	100%	534,17	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.35	Montesión UA-16 Parcela 350	Fully permitted	Toledo	Toledo	Land	100%	524,88	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.36	Montesión UA-16 Parcela 352	Fully permitted	Toledo	Toledo	Land	100%	534,38	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.37	Montesión UA-16 Parcela 353	Fully permitted	Toledo	Toledo	Land	100%	530,44	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.38	Montesión UA-16 Parcela 354	Fully permitted	Toledo	Toledo	Land	100%	527,22	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.39	Montesión UA-16 Parcela 355	Fully permitted	Toledo	Toledo	Land	100%	537,78	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.40	Montesión UA-16 Parcela 356	Fully permitted	Toledo	Toledo	Land	100%	551,51	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.41	Montesión UA-16 Parcela 367	Fully permitted	Toledo	Toledo	Land	100%	556,45	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.42	Montesión UA-16 Parcela 370	Fully permitted	Toledo	Toledo	Land	100%	580,64	180.000,00	206.000,00	226.000,00	233.000,00	238.000,00	260.000,00	297.000,00
57.43	Montesión UA-16 Parcela 371	Fully permitted	Toledo	Toledo	Land	100%	572,82	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.44	Montesión UA-16 Parcela 372	Fully permitted	Toledo	Toledo	Land	100%	558,67	180.000,00	206.000,00	226.000,00	233.000,00	238.000,00	260.000,00	297.000,00
57.45	Montesión UA-16 Parcela 373	Fully permitted	Toledo	Toledo	Land	100%	557,53	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.46	Montesión UA-16 Parcela 374	Fully permitted	Toledo	Toledo	Land	100%	540,68	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.47	Montesión UA-16 Parcela 375	Fully permitted	Toledo	Toledo	Land	100%	533,63	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.48	Montesión UA-16 Parcela 376	Fully permitted	Toledo	Toledo	Land	100%	543,70	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.49	Montesión UA-16 Parcela 378	Fully permitted	Toledo	Toledo	Land	100%	586,88	180.000,00	206.000,00	226.000,00	233.000,00	238.000,00	260.000,00	297.000,00
57.50	Montesión UA-16 Parcela 379	Fully permitted	Toledo	Toledo	Land	100%	571,90	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.51	Montesión UA-16 Parcela 382	Fully permitted	Toledo	Toledo	Land	100%	551,52	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.52	Montesión UA-16 Parcela 383	Fully permitted	Toledo	Toledo	Land	100%	571,18	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.53	Montesión UA-16 Parcela 384	Fully permitted	Toledo	Toledo	Land	100%	614,38	180.000,00	206.000,00	226.000,00	233.000,00	238.000,00	260.000,00	297.000,00
57.54	Montesión UA-16 Parcela 385	Fully permitted	Toledo	Toledo	Land	100%	585,25	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.55	Montesión UA-16 Parcela 386	Fully permitted	Toledo	Toledo	Land	100%	566,78	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.56	Montesión UA-16 Parcela 387	Fully permitted	Toledo	Toledo	Land	100%	534,80	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.57	Montesión UA-16 Parcela 388	Fully permitted	Toledo	Toledo	Land	100%	526,77	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.58	Montesión UA-16 Parcela 398	Fully permitted	Toledo	Toledo	Land	100%	587,58	180.000,00	206.000,00	226.000,00	233.000,00	238.000,00	260.000,00	297.000,00
57.59	Montesión UA-16 Parcela 399	Fully permitted	Toledo	Toledo	Land	100%	538,16	171.000,00	197.000,00	217.000,00	222.000,00	227.000,00	248.000,00	273.000,00
57.60	Montesión UA-16 Parcela C-6	Fully permitted	Toledo	Toledo	Land	100%	1.050,00	29.000,00	29.000,00	29.000,00	29.000,00	29.000,00	29.000,00	29.000,00
57.61	Montesión UA-16 Parcela C-8	Fully permitted	Toledo	Toledo	Land	100%	3.584,11	100.000,00	100.000,00	100.000,00	100.000,00	100.000,00	100.000,00	100.000,00
57.62	Montesión UA-16 Parcela C-9	Fully permitted	Toledo	Toledo	Land	100%	2.810,42	78.500,00	78.500,00	78.500,00	78.500,00	78.500,00	78.500,00	78.500,00
58	Ribadesella (Asturias)	Fully permitted	Asturias	Ribadesella	Land	100%	290,00	119.000,00	119.000,00	119.000,00	119.000,00	119.000,00	119.000,00	119.000,00
58.01	Sector 25-E Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	2.184,96	1.021.000,00	1.193.000,00	1.393.000,00	1.364.000,00	1.399.000,00	1.577.000,00	1.725.000,00
58.02	Sector 25-E Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	2.240,00	1.001.000,00	1.173.000,00	1.310.000,00	1.345.000,00	1.378.000,00	1.516.000,00	1.688.000,00
58.03	Sector 25-E Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	2.240,00	1.001.000,00	1.173.000,00	1.310.000,00	1.345.000,00	1.378.000,00	1.516.000,00	1.688.000,00
58.04	Sector 25-E Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	2.240,00	1.001.000,00	1.173.000,00	1.310.000,00	1.345.000,00	1.378.000,00	1.516.000,00	1.688.000,00
58.05	Sector 25-E Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	713,73	340.000,00	396.000,00	441.000,00	452.000,00	463.000,00	506.000,00	565.000,00
58.06	Sector 25-E Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	1.017,80	484.000,00	564.000,00	629.000,00	645.000,00	662.000,00	725.000,00	806.000,00
58.07	Sector 25-E Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	850,32	309.000,00	361.000,00	402.000,00	412.000,00	422.000,00	463.000,00	515.000,00
58.08	Sector 25-E Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	986,88	519.000,00	597.000,00	660.000,00	675.000,00	691.000,00	753.000,00	831.000,00
58.09	Sector 25-E Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	2.884,62	862.000,00	809.000,00	926.000,00	985.000,00	957.000,00	969.000,00	969.000,00
58.10	Sector 25-E Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	2.884,62	862.000,00	809.000,00	926.000,00	985.000,00	957.000,00	969.000,00	969.000,00
58.11	Sector 25-E Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	1.107,47	84.000,00	94.000,00	94.000,00	94.000,00	94.000,00	94.000,00	94.000,00
80	Caminé de Sta. Maria (Aldamayar, Valladolid)	Developable	Valladolid	Aldamayar	Land	38,75% (4)	4							



ID SAVILLS	Identificador	MVC	Provincia	Town	Typo de Inscrit	Ownership	Buildarea m ² / MVC	Market Value %MVC Deprived of 10% on Finished Product	Market Value %MVC Decrease of 20% on Finished Product	Market Value %MVC Decrease of 15% on Finished Product	Market Value % MVC Sept. 2017 (€)	Market Value %MVC Increase of 15% on Finished Product	Market Value %MVC Increase of 20% on Finished Product	Market Value %MVC Increase of 10% on Finished Product
77	APD-5-Cerreas de San Agustín "Mirador de San Blas"(Alicante)	Fully permitted	Alicante	Alicante	Land	100%	14.052,00	4.374.000,00	6.746.000,00	7.364.000,00	7.519.000,00	7.575.000,00	8.291.000,00	9.055.000,00
78	Mirador de San Blas I	Fully permitted	Alicante	Alicante	WIP	100%	3.532,60	4.868.000,00	4.868.000,00	4.868.000,00	4.868.000,00	4.868.000,00	4.868.000,00	4.868.000,00
75.1	Mirador del Sur (Alicante)	Fully permitted	Alicante	Alicante	Finished product	100%	2.327,68	2.481.000,00	2.481.000,00	2.481.000,00	2.481.000,00	2.481.000,00	2.481.000,00	2.481.000,00
75.2	Mirador del Sur (Alicante)	Fully permitted	Alicante	Alicante	Finished product	100%	1.892,05	1.793.000,00	1.793.000,00	1.793.000,00	1.793.000,00	1.793.000,00	1.793.000,00	1.793.000,00
80.1	Parque Norte (Alicante)	Fully permitted	Alicante	Alicante	Finished product	100%	13,00	5.000,00	5.000,00	5.000,00	5.000,00	5.000,00	5.000,00	5.000,00
80.2	Parque Norte (Alicante)	Fully permitted	Alicante	Alicante	Finished product	100%	843,00	483.000,00	483.000,00	483.000,00	483.000,00	483.000,00	483.000,00	483.000,00
81.1	Parque Dorado I y II	Fully permitted	Alicante	Alicante	Finished product	100%	305,00	531.000,00	531.000,00	531.000,00	531.000,00	531.000,00	531.000,00	531.000,00
81.2	Parque Dorado I y II	Fully permitted	Alicante	Alicante	Finished product	100%	69,00	15.000,00	15.000,00	15.000,00	15.000,00	15.000,00	15.000,00	15.000,00
82.1	Parque Paraiso I y II	Fully permitted	Alicante	Alicante	Finished product	100%	142,00	1.000,00	1.000,00	1.000,00	1.000,00	1.000,00	1.000,00	1.000,00
82.2	Parque Paraiso I y II	Fully permitted	Alicante	Alicante	Finished product	100%	39,00	15.000,00	15.000,00	15.000,00	15.000,00	15.000,00	15.000,00	15.000,00
83	E 2 AR-38 (Elche, Alicante)	Organized	Alicante	Elche	Land	100%	9.651,00	3.889.000,00	4.422.000,00	4.863.000,00	4.875.000,00	5.084.000,00	5.506.000,00	6.078.000,00
84	U.E. 3 del E-27 (Elche, Alicante)	Fully permitted	Alicante	Elche	Land	100%	31.324,00	16.711.000,00	17.575.000,00	18.073.000,00	18.490.000,00	18.820.000,00	21.315.000,00	23.185.000,00
85.1	UF-1 PERI "El Abegador" UE-2 (Torrevieja, Alicante) Residencial	Fully permitted	Alicante	Torrevieja	Land	100%	15.591,26	8.610.000,00	9.778.000,00	10.713.000,00	10.848.000,00	11.181.000,00	12.115.000,00	13.284.000,00
85.2	UF-3 PERI "El Abegador" UE-2 (Torrevieja, Alicante) Turístico	Fully permitted	Alicante	Torrevieja	Land	100%	13.363,99	7.300.000,00	7.300.000,00	7.300.000,00	7.300.000,00	7.300.000,00	7.300.000,00	7.300.000,00
86.1	Parcela AH - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	8.142,22	3.392.000,00	4.302.000,00	4.715.000,00	4.822.000,00	4.927.000,00	5.343.000,00	5.985.000,00
86.2	Parcela AH - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	730,32	274.000,00	314.000,00	347.000,00	354.000,00	362.000,00	395.000,00	435.000,00
86.3	Parcela AG - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	1.175,25	430.000,00	484.000,00	546.000,00	558.000,00	571.000,00	623.000,00	687.000,00
86.4	Parcela BE - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	2.652,51	974.000,00	1.118.000,00	1.235.000,00	1.267.000,00	1.296.000,00	1.412.000,00	1.558.000,00
86.5	Parcela D - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	12.490,45	5.725.000,00	6.510.000,00	7.137.000,00	7.294.000,00	7.452.000,00	8.079.000,00	8.863.000,00
86.6	Parcela N - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	2.226,88	814.000,00	931.000,00	1.034.000,00	1.066.000,00	1.093.000,00	1.183.000,00	1.304.000,00
86.7	Parcela U - Benicàssim Golf (Benicàssim, Castellón)	Fully permitted	Castellón	Benicàssim	Land	100%	652,51	249.000,00	297.000,00	317.000,00	324.000,00	332.000,00	362.000,00	398.000,00
87.1	Parcela 2 - Panoràmica I y II (San Jorge, Castellón)	Fully permitted	Castellón	Castellón	Land	100%	15.029,78	4.084.000,00	4.885.000,00	5.518.000,00	5.676.000,00	5.835.000,00	6.467.000,00	7.258.000,00
87.2	Parcela 3 - Panoràmica I y II (San Jorge, Castellón)	Fully permitted	Castellón	Castellón	Land	100%	15.029,78	4.084.000,00	4.885.000,00	5.518.000,00	5.676.000,00	5.835.000,00	6.467.000,00	7.258.000,00
88	Panoràmica I	Fully permitted	Castellón	Castellón	Finished product	100%	100,00	18.000,00	18.000,00	18.000,00	18.000,00	18.000,00	18.000,00	18.000,00
89	Almenara I y II (Castellón)	Fully permitted	Castellón	Castellón	Finished product	100%	100,00	28.000,00	28.000,00	28.000,00	28.000,00	28.000,00	28.000,00	28.000,00
90	Pinar del Golf (Castellón)	Fully permitted	Castellón	Castellón	Finished product	100%	695,99	660.000,00	660.000,00	660.000,00	660.000,00	660.000,00	660.000,00	660.000,00
91	PAL "Baldio Sur" (Medanor, Castellón)	Organized	Murcia	Cartagena	Land	100%	14.142,00	5.634.000,00	6.434.000,00	7.078.000,00	7.240.000,00	7.470.000,00	8.043.000,00	8.848.000,00
92.1	"Novocastellón" (Cartagena, Murcia) Parcela Hotelera	Organized	Murcia	Cartagena	Land	100%	13.881,02	2.000.000,00	2.000.000,00	2.000.000,00	2.000.000,00	2.000.000,00	2.000.000,00	2.000.000,00
92.2	"Novocastellón" (Cartagena, Murcia) Parcela Residencial	Organized	Murcia	Cartagena	Land	100%	48.724,00	12.512.000,00	14.189.000,00	15.530.000,00	15.673.000,00	16.201.000,00	17.542.000,00	19.219.000,00
92.3	"Novocastellón" (Cartagena, Murcia) Parcela Turística	Organized	Murcia	Cartagena	Land	100%	2.938,00	237.000,00	237.000,00	237.000,00	237.000,00	237.000,00	237.000,00	237.000,00
93.1	Torre del Ramo Los Alcazares, Murcia, Parcela RA34	Fully permitted	Murcia	Los Alcazares	Land	100%	2.744,87	1.747.000,00	1.936.000,00	2.093.000,00	2.130.000,00	2.170.000,00	2.323.000,00	2.515.000,00
93.2	Torre del Ramo Los Alcazares, Murcia, Parcela RA37	Fully permitted	Murcia	Los Alcazares	Land	100%	2.744,87	1.747.000,00	1.936.000,00	2.093.000,00	2.130.000,00	2.170.000,00	2.323.000,00	2.515.000,00
93.3	Torre del Ramo Los Alcazares, Murcia, Parcela RA38	Fully permitted	Murcia	Los Alcazares	Land	100%	2.744,87	1.747.000,00	1.936.000,00	2.093.000,00	2.130.000,00	2.170.000,00	2.323.000,00	2.515.000,00
93.4	Torre del Ramo Los Alcazares, Murcia, Parcela RA39	Fully permitted	Murcia	Los Alcazares	Land	100%	4.215,46	1.978.000,00	2.230.000,00	2.431.000,00	2.462.000,00	2.532.000,00	2.733.000,00	2.985.000,00
93.5	Torre del Ramo Los Alcazares, Murcia, Parcela RA57	Fully permitted	Murcia	Los Alcazares	Land	100%	2.334,84	1.486.000,00	1.648.000,00	1.780.000,00	1.812.000,00	1.848.000,00	1.978.000,00	2.140.000,00
94	ZP-CH-03-2 Sector Este "Churra 3" Tar. (Murcia)	Organized	Murcia	Murcia	Land	100%	28.821,00	8.710.000,00	8.710.000,00	8.710.000,00	8.710.000,00	8.710.000,00	8.710.000,00	8.710.000,00
95.1	ZM-CH-4 UA 2 Churra 4 (Murcia) RSA 2A	Fully permitted	Murcia	Murcia	Land	100%	6.381,00	2.676.000,00	3.083.000,00	3.408.000,00	3.486.000,00	3.572.000,00	3.898.000,00	4.306.000,00
95.2	ZM-CH-4 UA 2 Churra 4 (Murcia) RSA 2D	Fully permitted	Murcia	Murcia	Land	100%	7.608,44	2.026.000,00	2.458.000,00	2.803.000,00	2.891.000,00	2.976.000,00	3.321.000,00	3.753.000,00
95.3	ZM-CH-4 UA 2 Churra 4 (Murcia) RSA 3B	Fully permitted	Murcia	Murcia	Land	100%	7.169,45	1.912.000,00	2.239.000,00	2.645.000,00	2.726.000,00	2.807.000,00	3.133.000,00	3.540.000,00
95.4	ZM-CH-4 UA 2 Churra 4 (Murcia) RSA 3B	Fully permitted	Murcia	Murcia	Land	100%	7.672,62	2.040.000,00	2.475.000,00	2.834.000,00	2.913.000,00	2.988.000,00	3.347.000,00	3.785.000,00
95.5	ZM-CH-4 UA 2 Churra 4 (Murcia) RSA 3C	Fully permitted	Murcia	Murcia	Land	100%	8.877,86	2.085.000,00	2.542.000,00	2.895.000,00	2.991.000,00	3.079.000,00	3.436.000,00	3.894.000,00
95.6	ZM-CH-4 UA 2 Churra 4 (Murcia) RSA 3D	Fully permitted	Murcia	Murcia	Land	100%	8.390,53	2.232.000,00	2.708.000,00	3.089.000,00	3.187.000,00	3.280.000,00	3.681.000,00	4.137.000,00
95.7	ZM-CH-4 UA 2 Churra 4 (Murcia) RSA 5D	Fully permitted	Murcia	Murcia	Land	100%	2.096,86	808.000,00	768.000,00	843.000,00	867.000,00	890.000,00	985.000,00	1.104.000,00
96	PN-07 UA-2 El Puntal Ed. Montblanc (Murcia)	Fully permitted	Murcia	Murcia	Land	100%	13.922,00	8.421.000,00	10.478.000,00	11.922.000,00	11.938.000,00	11.746.000,00	12.688.000,00	13.645.000,00
97	Alfajar	Fully permitted	Valencia	Alfajar	WIP	100%	12.378,00	10.020.000,00	10.983.000,00	11.754.000,00	11.947.000,00	12.139.000,00	12.910.000,00	13.873.000,00
98	Bellera II (Bàscora, Valencia)	Fully permitted	Valencia	Bàscora	Land	100%	10.468,00	3.949.000,00	4.221.000,00	4.678.000,00	4.759.000,00	4.907.000,00	5.384.000,00	5.935.000,00
99	Villas de la Calenera	Fully permitted	Valencia	Gàndia	Land	100%	3.497,00	1.131.000,00	1.308.000,00	1.481.000,00	1.498.000,00	1.522.000,00	1.665.000,00	1.843.000,00
100	Molí d'Ànima (Quart de Poblet, Valencia)	Organized	Valencia	Quart de Poblet	Land	100%	19.770,56	2.255.000,00	2.255.000,00	2.255.000,00	2.255.000,00	2.255.000,00	2.255.000,00	2.255.000,00
101	Saguunto Pueblo SUNP-VI (Saguunto, Valencia)	Organized	Valencia	Saguunto	Land	100%	9.833,00	2.074.000,00	2.263.000,00	2.483.000,00	2.581.000,00	2.638.000,00	3.388.000,00	3.826.000,00
102	Saguunto Pueblo N.Palanca (Saguunto, Valencia)	Fully permitted	Valencia	Saguunto	Land	100%	26.592,00	8.369.000,00	9.884.000,00	10.982.000,00	11.108.000,00	11.527.000,00	12.675.000,00	14.110.000,00
104	Vadal V	Fully permitted	Valencia	Torrent	Finished product	100%	168,00	210.000,00	210.000,00	210.000,00	210.000,00	210.000,00	210.000,00	210.000,00
105	Vadal VI	Fully permitted	Valencia	Torrent	WIP	100%	1.705,00	528.000,00	516.000,00	687.000,00	715.000,00	729.000,00	794.000,00	892.000,00
107	Vadal VII	Fully permitted	Valencia	Torrent	WIP	100%	3.053,00	1.027.000,00	1.186.000,00	1.326.000,00	1.368.000,00	1.395.000,00	1.688.000,00	1.888.000,00
108	Vandal VIII	Fully permitted	Valencia	Torrent	WIP	100%	1.750,00	384.000,00	470.000,00	538.000,00	558.000,00	572.000,00	641.000,00	727.000,00
109.1	Caminó Moreiras II (Valencia)	Fully permitted	Valencia	Valencia	Land	100%	58.655,61	18.883.000,00	21.400.000,00	23.654.000,00	24.208.000,00	24.781.000,00	27.024.000,00	29.852.000,00
109.2	Caminó Moreiras II (Valencia) Parcela Uso Turístico	Fully permitted	Valencia	Valencia	Land	100%	1.554,00	696.000,00	696.000,00	696.000,00	696.000,00	696.000,00	696.000,00	696.000,00
110.1	Gandía Pto XII, I y II	Fully permitted	Valencia	Gandía	Finished product	100%	53,00	91.000,00	91.000,00	91.000,00	91.000,00	91.000,00	91.000,00	91.000,00
110.2	Gandía Pto XII, I y II	Fully permitted	Valencia	Gandía	Finished product	100%	1.333,00	1.272.000,00	1.272.000,00	1.272.000,00	1.272.000,00	1.272.000,00	1.272.000,00	1.272.000,00
111.1	Moreiras VPO (Valencia)	Fully permitted	Valencia	Torrent	Finished product	100%	286,00	393.000,00	393.000,00	393.000,00	393.000,00	393.000,00	393.000,00	393.000,00
111.2	Moreiras VPO (Valencia)	Fully permitted	Valencia	Torrent	Finished product	100%	158,00	15.000,00	15.000,00	15.000,00	15.000,00	15.000,00	15.000,00	15.000,00
112.1	Moreiras Resor (Valencia)	Fully permitted	Valencia	Valencia	Finished product	100%	333,00	445.000,00	445.000,00	445.000,00	445.000,00	445.000,00	445.000,00	445.000,00
112.2	Moreiras Resor (Valencia)	Fully permitted	Valencia	Valencia	Finished product	100%	45,00	45.000,00	45.000,00	45.000,00	45.000,00	45.000,00	45.000,00	45.000,00
113	Palma II (Valencia)	Fully permitted	Valencia	Valencia	Finished									

Nº ID SAVILLS	Name of Asset	MVC 3 Typology	Province	Town	Type of Asset	% Ownership	Buildable area (m²) % MVC	Market Value %MVC Decrease of 10% on Finished Product	Market Value %MVC Decrease of 5% on Finished Product	Market Value %MVC Decrease of 1% on Finished Product	Market Value %MVC MVC Sept. 2017 (€)	Market Value %MVC Increase of 1% on Finished Product	Market Value %MVC Increase of 5% on Finished Product	Market Value %MVC Increase of 10% on Finished Product
130.1	LA ALBORADA RN-1	Fully permitted	Málaga	Benahavis	Land	100%	11.140,00	10.630.000,00	11.629.000,00	12.789.000,00	13.028.000,00	13.269.000,00	14.226.000,00	15.428.000,00
130.2	LA ALBORADA RN-5	Fully permitted	Málaga	Benahavis	Land	100%	7.199,00	7.158.000,00	7.354.000,00	8.590.000,00	8.749.000,00	8.909.000,00	9.546.000,00	10.342.000,00
130.3	LA ALBORADA RN-10	Fully permitted	Málaga	Benahavis	Land	100%	1.081,00	817.000,00	1.037.000,00	1.133.000,00	1.156.000,00	1.181.000,00	1.270.000,00	1.395.000,00
131.01	BAHIA DE LAS ROCAS	Fully permitted	Málaga	Manilva	Land	100%	12.637,00	2.971.000,00	3.623.000,00	4.506.000,00	4.675.000,00	4.846.000,00	5.528.000,00	6.380.000,00
131.02	BAHIA DE LAS ROCAS (Comercial)	Fully permitted	Málaga	Manilva	Land	100%	3.345,00	445.000,00	445.000,00	445.000,00	445.000,00	445.000,00	445.000,00	445.000,00
132	SECTOR 1-2 BENALUA SUR, Nº M5-M8-M12B-M13A	Fully permitted	Alicante	Alicante	Land	100%	18.914,00	6.920.000,00	7.870.000,00	8.810.000,00	9.021.000,00	9.230.000,00	10.070.000,00	11.118.000,00
133	Sectores R-8 y R-8 del PGOU de Bétera	Fully permitted	Valencia	Bétera	Land	100%	6.455,00	1.891.000,00	2.338.000,00	2.816.000,00	2.685.000,00	2.755.000,00	3.032.000,00	3.379.000,00
134	BETERA SECTOR R-10, 11 Y 12	Organized	Valencia	Bétera	Land	100%	22.192,00	2.310.000,00	3.231.000,00	3.968.000,00	4.152.000,00	4.336.000,00	5.073.000,00	5.693.000,00
135	Residencial Vivales	Fully permitted	Valencia	Puerto Sagunto	VWP	100%	3.941,80	825.000,00	1.005.000,00	1.150.000,00	1.186.000,00	1.223.000,00	1.368.000,00	1.546.000,00
136.01	Puerto de Sagunto Resto suelo. MANZANA V-COL-05B 1	Fully permitted	Valencia	Puerto Sagunto	Land	100%	5.740,00	1.883.000,00	2.326.000,00	2.800.000,00	2.958.000,00	2.737.000,00	3.012.000,00	3.365.000,00
136.02	Puerto de Sagunto Resto suelo. MANZANA V-COL-05B RESTO	Fully permitted	Valencia	Puerto Sagunto	Land	100%	17.422,64	5.866.000,00	6.866.000,00	7.646.000,00	7.840.000,00	8.035.000,00	8.812.000,00	9.785.000,00
136.03	Puerto de Sagunto Resto suelo. MANZANA V-ADD-04	Fully permitted	Valencia	Puerto Sagunto	Land	100%	3.342,00	888.000,00	1.178.000,00	1.328.000,00	1.386.000,00	1.404.000,00	1.555.000,00	1.744.000,00
136.04	Puerto de Sagunto Resto suelo. MANZANA V-ADD-10 A	Fully permitted	Valencia	Puerto Sagunto	Land	100%	2.350,36	695.000,00	828.000,00	935.000,00	961.000,00	987.000,00	1.094.000,00	1.226.000,00
136.05	Puerto de Sagunto Resto suelo. MANZANA V-ADD-12	Fully permitted	Valencia	Puerto Sagunto	Land	100%	3.342,00	888.000,00	1.178.000,00	1.328.000,00	1.386.000,00	1.404.000,00	1.555.000,00	1.744.000,00
136.06	Puerto de Sagunto Resto suelo. MANZANA V-ADD-14	Fully permitted	Valencia	Puerto Sagunto	Land	100%	3.342,00	888.000,00	1.178.000,00	1.328.000,00	1.386.000,00	1.404.000,00	1.555.000,00	1.744.000,00
136.07	Puerto de Sagunto Resto suelo. MANZANA V-COL-01 VPP	Fully permitted	Valencia	Puerto Sagunto	Land	100%	15.538,86	6.333.000,00	6.338.000,00	6.343.000,00	6.344.000,00	6.348.000,00	6.351.000,00	6.357.000,00
136.08	Puerto de Sagunto Resto suelo. MANZANA V-COL-3D	Fully permitted	Valencia	Puerto Sagunto	Land	100%	11.184,73	3.733.000,00	4.391.000,00	4.918.000,00	5.049.000,00	5.180.000,00	5.707.000,00	6.365.000,00
136.1	Sevilla Heineken. RMA 6.2	Organized	Sevilla	Sevilla	Land	100%	11.603,00	7.040.000,00	7.911.000,00	8.607.000,00	8.782.000,00	8.955.000,00	9.652.000,00	10.573.000,00
136.2	Sevilla Heineken. RBL 3	Organized	Sevilla	Sevilla	Land	100%	2.040,00	1.340.000,00	1.501.000,00	1.630.000,00	1.662.000,00	1.694.000,00	1.823.000,00	1.984.000,00
136.3	Sevilla Heineken. RBL 2.2 (Comercial)	Organized	Sevilla	Sevilla	Land	100%	2.054,00	1.842.000,00	1.842.000,00	1.842.000,00	1.842.000,00	1.842.000,00	1.842.000,00	1.842.000,00
136.4	Sevilla Heineken. S3.3.1 (VPO)	Organized	Sevilla	Sevilla	Land	100%	357,80	85.000,00	82.000,00	85.000,00	86.000,00	89.000,00	99.000,00	99.000,00
139.1	Quart de Poblet, Gran Manzana. Parcela 4	Fully permitted	Valencia	Quart del Poblet	VWP	100%	17.762,26	3.198.000,00	3.948.000,00	4.574.000,00	4.730.000,00	4.885.000,00	5.511.000,00	6.293.000,00
139.2	Quart de Poblet, Gran Manzana. Pza Cortes Valencianas	Fully permitted	Valencia	Quart del Poblet	VWP	100%	13.242,74	2.457.000,00	3.060.000,00	3.544.000,00	3.694.000,00	3.785.000,00	4.368.000,00	4.872.000,00
								1.112.553.900	1.220.446.600	1.308.173.000	1.328.026.600	1.359.422.000	1.433.376.000	1.536.893.000

(3) The valuation concerns only the ownership share of the client.
(4) Assets valued as 100% of the ownership, GDV, pending costs and the other outputs corresponds to 100% of the ownership.

Apendice 2

Listado de Estudio de Sensibilidad Variación Tasa Interna de Retorno (TIR)

Nº ID SAVILLS	Name of asset	MVC's Typology	Province	Town	Type of asset	% Ownership	Buildable area (m ²) % MVC	Market Value % MVC +100 bps of IRR	Market Value % MVC Sept. 2017 (€)	Market Value %MVC -100 bps of IRR	IRR (%)
1	Sectores 2 "Pajarete" (Algeciras, Cádiz)	Developable	Cádiz	Algeciras	Land	100%	10.846,00	1.910.000,00	2.032.000,00	2.182.000,00	18,00%
2	3 UE.16 "Alamillos Este" (Algeciras, Cádiz)	Organized	Cádiz	Algeciras	Land	100%	61.013,00	11.396.000,00	11.977.000,00	12.589.000,00	16,00%
3.1	Parcela 5 - 2.PE.11 "Acceso Sur" (Algeciras, Cádiz)	Fully permitted	Cádiz	Algeciras	Land	100%	16.020,00	3.507.000,00	3.719.000,00	3.943.000,00	14,00%
3.2	Parcela 6 - 2.PE.11 "Acceso Sur" (Algeciras, Cádiz)	Fully permitted	Cádiz	Algeciras	Land	100%	10.980,00	2.625.000,00	2.765.000,00	2.913.000,00	14,00%
4	5.U.E.8 "Sotorebollo" (Algeciras, Cádiz)	Fully permitted	Cádiz	Algeciras	Land	100%	4.600,00	2.135.000,00	2.176.000,00	2.217.000,00	12,00%
5	La Reserva de Sotorebollo	Fully permitted	Cádiz	Algeciras	WIP	100%	1.000,00	874.000,00	683.000,00	691.000,00	11,00%
6	Locales Sotorebollo	Fully permitted	Cádiz	Algeciras	Finished product	100%	457,28	521.000,00	521.000,00	521.000,00	
7.1	Coto San José (Chiclana, Cádiz)	Developable	Cádiz	Chiclana	Land	100%	7.238,00	3.873.000,00	4.072.000,00	4.281.000,00	15,00%
7.2	Coto San José (Chiclana, Cádiz) hotel	Developable	Cádiz	Chiclana	Land	100%	3.648,60	1.700.000,00	2.500.000,00	2.900.000,00	15%
8.1	Manzana 9 - SUP S-32 "Pozaalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	4.680,00	2.709.000,00	2.797.000,00	2.867.000,00	12,00%
8.2	Manzana 10 - SUP S-32 "Pozaalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	5.040,00	2.913.000,00	2.997.000,00	3.084.000,00	12,00%
8.3	Manzana 12 - SUP S-32 "Pozaalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	6.161,00	3.807.000,00	3.710.000,00	3.817.000,00	12,00%
8.4	Parcela Unifamiliar - SUP S-32 "Pozaalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	960,00	686.000,00	700.000,00	715.000,00	12,00%
8.5	Unifamiliar Pareada - SUP S-32 "Pozaalbero Norte" (Jerez, Cádiz)	Fully permitted	Cádiz	Jerez	Land	100%	7.965,00	3.866.000,00	3.978.000,00	4.093.000,00	12,00%
9.1	R.6.A. (Hotelera) - PPO "La Alcaldesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	6.559,00	1.650.000,00	2.100.000,00	2.600.000,00	12,00%
9.2	R.6.B - PPO "La Alcaldesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	12.950,00	9.694.000,00	9.941.000,00	10.195.000,00	12,00%
9.3	R.6.D - PPO "La Alcaldesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	7.152,00	5.340.000,00	5.479.000,00	5.621.000,00	12,00%
9.4	R.6.E - PPO "La Alcaldesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	5.802,51	4.585.000,00	4.703.000,00	4.825.000,00	12,00%
9.5	R.6.F - PPO "La Alcaldesa" RE.6 (La Línea, Cádiz)	Fully permitted	Cádiz	La Línea	Land	100%	6.890,49	5.661.000,00	5.826.000,00	5.975.000,00	12,00%
10.1	"Ctra.de Rota" Arboleda (Pto.Sta.María, Cádiz) Apartamentos Turísticos	Developable	Cádiz	Pto.Sta.María	Land	100%	8.832,22	1.200.000,00	1.600.000,00	1.900.000,00	16,00%
10.2	"Ctra.de Rota" Arboleda (Pto.Sta.María, Cádiz) Hotelero	Developable	Cádiz	Pto.Sta.María	Land	100%	5.362,42	800.000,00	1.000.000,00	1.200.000,00	16,00%
10.3	"Ctra.de Rota" Arboleda (Pto.Sta.María, Cádiz) Residencial	Developable	Cádiz	Pto.Sta.María	Land	100%	19.321,02	11.642.000,00	12.148.000,00	12.678.000,00	15,00%
11.1	Manzana 6 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	Puerto Real	Land	100%	718,35	537.000,00	551.000,00	563.000,00	12,00%
11.2	Manzana 7 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	Puerto Real	Land	100%	718,35	531.000,00	544.000,00	557.000,00	12,00%
11.3	Manzana 23 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	Puerto Real	Land	100%	9.357,06	6.004.000,00	6.165.000,00	6.331.000,00	12,00%
11.4	Manzana 26 - Villanueva Aldea Real (Puerto Real, Cádiz)	Fully permitted	Cádiz	Puerto Real	Land	100%	5.393,21	3.458.000,00	3.552.000,00	3.647.000,00	12,00%
12.1	Crec.Resid.Norte Alcaberrado (Tarifa, Cádiz) (RESID)	Non urban	Cádiz	Tarifa	Land	100%	16.728,00	6.792.000,00	7.234.000,00	7.736.000,00	16,00%
12.2	Crec.Resid.Norte Alcaberrado (Tarifa, Cádiz) (HOTELERO)	Non urban	Cádiz	Tarifa	Land	100%	23.899,00	1.800.000,00	2.500.000,00	3.300.000,00	16,00%
12.3	Crec.Resid.Norte Alcaberrado (Tarifa, Cádiz) (COMERCIAL)	Non urban	Cádiz	Tarifa	Land	100%	7.169,00	920.000,00	1.030.000,00	1.150.000,00	16,00%
13	PERI SS-8 "Cordal de Eócija" (Córdoba)	Oranizaed	Córdoba	Córdoba	Land	100%	20.628,00	8.203.000,00	6.563.000,00	8.942.000,00	15,00%
14	El Carambolo (Camas, Sevilla)	Non urban	Sevilla	Camas	Land	100%	-	173.000,00	173.000,00	173.000,00	
15.1	Parcela R2P3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	7.000,00	1.497.000,00	1.572.000,00	1.650.000,00	14,00%
15.2	Parcela R3.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.800,00	4.361.000,00	4.511.000,00	4.669.000,00	14,00%
15.3	Parcela R3.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.600,00	4.361.000,00	4.511.000,00	4.669.000,00	14,00%
15.4	Parcela R3.3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.600,00	4.361.000,00	4.511.000,00	4.669.000,00	14,00%
15.5	Parcela R3.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.600,00	4.361.000,00	4.511.000,00	4.669.000,00	14,00%
15.6	Parcela R3.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.600,00	4.361.000,00	4.511.000,00	4.669.000,00	14,00%
15.7	Parcela R3.3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.600,00	4.361.000,00	4.511.000,00	4.669.000,00	14,00%
15.8	Parcela R4.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.128,30	4.257.000,00	4.399.000,00	4.548.000,00	14,00%
15.9	Parcela R4.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.128,30	4.257.000,00	4.399.000,00	4.548.000,00	14,00%
15.10	Parcela R4.3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.128,30	4.257.000,00	4.399.000,00	4.548.000,00	14,00%
15.11	Parcela R4.4 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.128,30	4.257.000,00	4.399.000,00	4.548.000,00	14,00%
15.12	Parcela R4.5 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.128,30	4.257.000,00	4.399.000,00	4.548.000,00	14,00%
15.13	Parcela R4.6 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.128,30	4.257.000,00	4.399.000,00	4.548.000,00	14,00%
15.14	Parcela R4.7 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.128,30	4.257.000,00	4.399.000,00	4.548.000,00	14,00%
15.15	Parcela R4.8 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.128,30	4.257.000,00	4.399.000,00	4.548.000,00	14,00%
15.16	Parcela R4.9 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.128,30	4.257.000,00	4.399.000,00	4.548.000,00	14,00%
15.17	Parcela R5.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	4.092.000,00	4.224.000,00	4.362.000,00	14,00%
15.18	Parcela R5.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	4.092.000,00	4.224.000,00	4.362.000,00	14,00%
15.19	Parcela R5.3 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	4.092.000,00	4.224.000,00	4.362.000,00	14,00%
15.20	Parcela R5.4 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	4.092.000,00	4.224.000,00	4.362.000,00	14,00%
15.21	Parcela R5.5 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	4.092.000,00	4.224.000,00	4.362.000,00	14,00%
15.22	Parcela R5.6 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	4.092.000,00	4.224.000,00	4.362.000,00	14,00%
15.23	Parcela R5.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	4.075.000,00	4.207.000,00	4.344.000,00	14,00%
15.24	Parcela R5.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	4.075.000,00	4.207.000,00	4.344.000,00	14,00%
15.25	Unifamiliares R.7 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	7.635,00	4.568.000,00	4.731.000,00	4.901.000,00	14,00%
15.26	Unifamiliares R.8 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.245,00	3.138.000,00	3.250.000,00	3.367.000,00	14,00%
15.27	Terciario T2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	4.466,00	2.042.000,00	2.123.000,00	2.207.000,00	14,00%
15.28	Parcela R3.P.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.900,00	1.427.000,00	1.502.000,00	1.580.000,00	14,00%
15.29	Parcela R3.P.1 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.900,00	1.427.000,00	1.502.000,00	1.580.000,00	14,00%
15.30	Parcela R3.P.2 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.900,00	1.427.000,00	1.502.000,00	1.580.000,00	14,00%
15.31	Unifamiliares R.9 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.930,00	3.010.000,00	3.117.000,00	3.228.000,00	14,00%
15.32	Unifamiliares R.10 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.930,00	3.010.000,00	3.117.000,00	3.228.000,00	14,00%
15.33	Parcela R.4P - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	6.968,30	2.205.000,00	2.295.000,00	2.389.000,00	14,00%
15.34	Parcela R6 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	5.195,00	4.113.000,00	4.245.000,00	4.392.000,00	14,00%
15.35	Unifamiliares R.11 - SUS-DBP-02 "Palmas Altas" El Cuarto (Sevilla)	Fully permitted	Sevilla	Sevilla	Land	100%	8.197,00	4.904.000,00	5.080.000,00	5.261.000,00	14,00%
16	Gonzalo de Bilbao	Fully permitted	Sevilla	Sevilla	Finished product	100%	209,98	263.000,00	263.000,00	263.000,00	0,00%

Nº ID SAVILLS	Name of asset	MVC's Typology	Province	Town	Type of asset	% Ownership	Buildable area (m²) % MVC	Market Value %MVC +100 bps of IRR	Market Value % MVC Sept. 2017 (€)	Market Value %MVC -100 bps of IRR	IRR (%)
17	C.Rastro Jardines de Murillo	Fully permitted	Sevilla	Sevilla	Finished product	100%	124,00	94.000,00	94.000,00	94.000,00	0,00%
18	A. Virgen Rocio - Parking	Fully permitted	Sevilla	Sevilla	Finished product	100%	90,00	53.000,00	53.000,00	53.000,00	0,00%
19.1	Parcela RC 5 - "La Pipa" MNO3, MNO2 (Almería)	Fully permitted	Almería	Almería	Land	100%	7.558,00	5.077.000,00	5.215.000,00	5.359.000,00	12,00%
19.2	Parcela RPC 2.2 - "La Pipa" MNO3, MNO2 (Almería)	Fully permitted	Almería	Almería	Land	100%	2.586,00	1.448.000,00	1.487.000,00	1.528.000,00	12,00%
20	"Alhaurín" (Alhaurín de la Torre, Málaga)	Fully permitted	Málaga	Alhaurín de la Torre	Land	100%	4.864,88	3.293.000,00	3.317.000,00	3.404.000,00	12,00%
21.1	Le Mirage I y II R-2	Fully permitted	Málaga	Estepona	WIP	100%	8.949,00	7.162.000,00	7.287.000,00	7.416.000,00	11,00%
21.2	PROMOC. VALLEBRAMEN SL (MVCSYP) PARCELA R-3	Fully permitted	Málaga	Estepona	Land	100%	9.650,95	6.061.000,00	6.282.000,00	6.512.000,00	12,00%
21.3	Le Mirage III R-4	Fully permitted	Málaga	Estepona	Land	100%	7.828,00	6.763.000,00	6.903.000,00	7.047.000,00	11,00%
21.4	Le Mirage III R5-R6	Fully permitted	Málaga	Estepona	Land	100%	4.600,00	2.664.000,00	2.734.000,00	2.805.000,00	12,00%
21.5	PROMOC. VALLEBRAMEN SL (MVCSYP) PARCELA R-16	Fully permitted	Málaga	Estepona	Land	100%	2.367,00	537.000,00	570.000,00	605.000,00	12,00%
21.6	PROMOC. VALLEBRAMEN SL (MVCSYP) PARCELA R-21	Fully permitted	Málaga	Estepona	Land	100%	763,20	176.000,00	187.000,00	198.000,00	12,00%
21.7	PROMOC. VALLEBRAMEN SL (MVCSYP) PARCELA R-33	Fully permitted	Málaga	Estepona	Land	100%	327,00	295.000,00	295.000,00	295.000,00	n.a.
21.8	PROMOC. VALLEBRAMEN SL (MVCSYP) PARCELA R-35	Fully permitted	Málaga	Estepona	Land	100%	264,00	239.000,00	239.000,00	239.000,00	n.a.
21.9	Sup E-9 N. Cancelada R-1	Fully permitted	Málaga	Estepona	Land	100%	10.000,00	6.176.000,00	6.404.000,00	6.641.000,00	12,00%
21.10	Sup E-9 N. Cancelada R-9	Fully permitted	Málaga	Estepona	Land	100%	9.560,30	6.830.000,00	6.978.000,00	7.124.000,00	12,00%
21.11	Sup E-9 N. Cancelada R-13	Fully permitted	Málaga	Estepona	Land	100%	6.648,84	4.750.000,00	4.851.000,00	4.955.000,00	12,00%
21.12	Sup E-9 N. Cancelada R-14	Fully permitted	Málaga	Estepona	Land	100%	12.642,96	9.076.000,00	9.268.000,00	9.465.000,00	12,00%
21.13	Sup E-9 N. Cancelada R-10	Fully permitted	Málaga	Estepona	Land	100%	2.200,00	1.572.000,00	1.605.000,00	1.640.000,00	12,00%
21.14	Sup E-9 N. Cancelada R-11	Fully permitted	Málaga	Estepona	Land	100%	3.912,00	2.795.000,00	2.854.000,00	2.915.000,00	12,00%
21.15	Sup E-9 N. Cancelada R-17	Fully permitted	Málaga	Estepona	Land	100%	979,00	220.000,00	234.000,00	248.000,00	12,00%
21.16	Sup E-9 N. Cancelada R-18	Fully permitted	Málaga	Estepona	Land	100%	1.449,80	326.000,00	346.000,00	367.000,00	12,00%
21.17	Sup E-9 N. Cancelada R-20	Fully permitted	Málaga	Estepona	Land	100%	4.697,00	1.057.000,00	1.122.000,00	1.190.000,00	12,00%
25.1	Bahia de las Rocas P-51	Fully permitted	Málaga	Manilva	Land	100%	6.030,00	2.168.000,00	2.260.000,00	2.353.000,00	12,00%
25.2	Bahia de las Rocas 40	Fully permitted	Málaga	Manilva	Land	100%	5.580,00	2.110.000,00	2.193.000,00	2.279.000,00	12,00%
25.3	Bahia de las Rocas 36	Fully permitted	Málaga	Manilva	Land	100%	2.408,00	821.000,00	857.000,00	894.000,00	12,00%
25.4	Bahia de las Rocas Parcela 30	Fully permitted	Málaga	Manilva	Land	100%	6.539,00	2.221.000,00	2.318.000,00	2.419.000,00	12,00%
25.5	Bahia de las Rocas Parcela 14	Fully permitted	Málaga	Manilva	Land	100%	382,50	48.000,00	51.000,00	54.000,00	14,00%
26	Villas Bahía de las Rocas	Fully permitted	Málaga	Manilva	WIP	100%	3.913,00	2.607.000,00	2.628.000,00	2.848.000,00	8,00%
27	Majestic Heights (P-29)	Fully permitted	Málaga	Manilva	WIP	100%	7.821,00	2.952.000,00	3.071.000,00	3.194.000,00	12,00%
28	URNP-RT+SG Torreladrones (Marbella, Málaga)	Non urban	Málaga	Marbella	Land	100%	-	190.000,00	190.000,00	190.000,00	12,00%
29	URNP-RT "Arola I" (Marbella, Málaga)	Developable	Málaga	Marbella	Land	100%	5.682,77	2.374.000,00	2.516.000,00	2.665.000,00	18,00%
29	URNP-RT "Arola II" (Marbella, Málaga)	Developable	Málaga	Marbella	Land	100%	3.038,73	1.281.000,00	1.357.000,00	1.437.000,00	18,00%
29	URNP-RT "Arola III" (Marbella, Málaga)	Developable	Málaga	Marbella	Land	100%	5.239,50	2.192.000,00	2.322.000,00	2.461.000,00	18,00%
30	URP-VB-7 "Arola I" (Marbella, Málaga)	Fully permitted	Málaga	Marbella	Land	100%	1.941,00	1.607.000,00	1.660.000,00	1.715.000,00	13,00%
32	Samisol Terrazas II	Fully permitted	Málaga	Marbella	Finished product	100%	468,75	871.000,00	871.000,00	871.000,00	0,00%
33	Samisol Terrazas III	Fully permitted	Málaga	Marbella	WIP	100%	1.974,00	4.944.000,00	4.954.000,00	4.963.000,00	6,00%
34	Riva Residences	Fully permitted	Málaga	Marbella	Land	100%	1.458,00	2.105.000,00	2.118.000,00	2.131.000,00	12,00%
35.01	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	946,59	688.000,00	706.000,00	725.000,00	13,00%
35.02	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	827,41	603.000,00	617.000,00	633.000,00	13,00%
35.03	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	2.580,32	1.878.000,00	1.925.000,00	1.974.000,00	13,00%
35.04	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	2.322,00	1.689.000,00	1.732.000,00	1.776.000,00	13,00%
35.05	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	4.512,84	3.284.000,00	3.367.000,00	3.453.000,00	13,00%
35.06	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	1.977,01	1.438.000,00	1.475.000,00	1.513.000,00	13,00%
35.07	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	3.019,97	2.197.000,00	2.253.000,00	2.310.000,00	13,00%
35.08	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	520,51	379.000,00	388.000,00	398.000,00	13,00%
35.09	SUP L-4 "Castillo de Lagos" (Vélez, Málaga)	Fully permitted	Málaga	Vélez	Land	100%	941,46	686.000,00	702.000,00	721.000,00	13,00%
36.1	Parcela 15-C.1 "Valdeiacasa" (Alcobendas, Madrid) Oficinas	Fully permitted	Madrid	Alcobendas	Land	100%	13.715,39	8.226.000,00	9.996.000,00	11.945.000,00	11,00%
36.2	Parcela 4-L.B "Valdeiacasa" (Alcobendas, Madrid) Industrial	Fully permitted	Madrid	Alcobendas	Land	100%	6.940,00	2.585.000,00	2.899.000,00	3.244.000,00	9,50%
37	Alcorcón Valdepolo I	Non urban	Madrid	Alcorcón	Land	50% (1)	67.314,50	10.354.000,00	11.189.000,00	12.098.000,00	20,00%
38	Alcorcón Valdepolo II	Non urban	Madrid	Alcorcón	Land	50% (1)	67.314,50	10.354.000,00	11.189.000,00	12.098.000,00	20,00%
39	Alcorcón Valdepolo III	Non urban	Madrid	Alcorcón	Land	50% (1)	67.314,50	10.354.000,00	11.189.000,00	12.098.000,00	20,00%
40	Alcorcón Valdepolo IV	Non urban	Madrid	Alcorcón	Land	50% (1)	67.314,50	10.354.000,00	11.189.000,00	12.098.000,00	20,00%
41	Valdepolo I-V (Yeguada)		Madrid	Alcorcón	Land	50% (1)	-	67.000,00	67.000,00	67.000,00	
42	Valdepolo II (Yeguada)		Madrid	Alcorcón	Land	50% (1)	-	67.000,00	67.000,00	67.000,00	
43	Valdepolo I-V (Yeguada)		Madrid	Alcorcón	Land	50% (1)	-	67.000,00	67.000,00	67.000,00	
44	Valdepolo I-V (Yeguada)		Madrid	Alcorcón	Land	50% (1)	-	67.000,00	67.000,00	67.000,00	
45	PP10 DISTRITO NORTE. ALCORCÓN	Non urban	Madrid	Alcorcón	Land	100%	231.854,00	34.408.000,00	37.107.000,00	40.041.000,00	20,00%
46.1	Fuencarral - Clesa- Terciario Oficinas	Fully permitted	Madrid	Madrid	Land	100%	57.525,00	59.839.000,00	68.238.000,00	77.513.000,00	12,00%
46.2	Fuencarral - Clesa- Terciario Hotel	Fully permitted	Madrid	Madrid	Land	100%	12.000,00	13.400.000,00	15.000.000,00	16.800.000,00	12,00%
46.3	Fuencarral - Clesa- Terciario Residencia	Fully permitted	Madrid	Madrid	Land	100%	12.000,00	9.100.000,00	10.000.000,00	10.900.000,00	12,00%
46.4	Fuencarral - Clesa- Terciario Comercial	Fully permitted	Madrid	Madrid	Land	100%	9.500,00	20.500.000,00	21.000.000,00	21.500.000,00	12,00%
47.1	Valdebebas Terc.02-189-D.1 Oficinas	Fully permitted	Madrid	Valdebebas	Land	100%	58.131,00	65.866.000,00	75.958.000,00	86.873.000,00	11,00%
47.2	Valdebebas Terc.02-189-D.2 Comercial	Fully permitted	Madrid	Valdebebas	Land	100%	3.000,00	5.300.000,00	5.400.000,00	5.500.000,00	11,00%
48	Josefa Valcarcel	Fully permitted	Madrid	Madrid	WIP	100%	8.659,00	14.210.000,00	15.928.000,00	17.815.000,00	9,00%
49	Plaza del Liceo	Fully permitted	Madrid	Madrid	Finished product	100%	384,80	182.000,00	182.000,00	182.000,00	0,00%
50	Real de Aravaca	Fully permitted	Madrid	Madrid	Finished product	100%	30,00	18.000,00	18.000,00	18.000,00	0,00%
51	Balcón de las Artes	Fully permitted	Madrid	Paracuellos	Finished product	100%	1.257,70	2.344.000,00	2.344.000,00	2.344.000,00	0,00%

Nº ID SAVILLS	Name of asset	MVC's Typology	Province	Town	Type of asset	% Ownership	Buildable area (m²) % MVC	Market Value %MVC +100 bps of IRR	Market Value % MVC Sept. 2017 (€)	Market Value %MVC +100 bps of IRR	IRR (%)
52	Villas de Miramadrid	Fully permitted	Madrid	Paracuellos	WIP	100%	8.466,00	5.882.000,00	5.984.000,00	6.088.000,00	12,00%
53.01	Sector "El Postiguello" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	100%	11.280,00	3.544.000,00	3.898.000,00	3.858.000,00	14,00%
53.02	Sector "El Postiguello" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	50% (4)	2.492,00	868.500,00	905.800,00	944.000,00	14,00%
53.03	Sector "El Postiguello" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	4,83% (4)	177,33	55.050,70	57.412,00	59.912,20	14,00%
53.04	Sector "El Postiguello" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	100%	2.741,66	851.000,00	887.000,00	925.000,00	14,00%
53.05	Sector "El Postiguello" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	100%	3.962,18	1.231.000,00	1.284.000,00	1.339.000,00	14,00%
54	Sector RB,5A "Cantonegro" (Valdemoro, Madrid)	Fully permitted	Madrid	Valdemoro	Land	50% (4)	942,00	552.000,00	568.000,00	584.500,00	12,00%
55.01	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.550,00	1.658.000,00	1.730.000,00	1.606.000,00	14,00%
55.02	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	5.900,00	2.165.000,00	2.269.000,00	2.358.000,00	14,00%
55.03	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.800,00	1.771.000,00	1.848.000,00	1.928.000,00	14,00%
55.04	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.800,00	750.000,00	795.000,00	843.000,00	14,00%
55.05	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	5.600,00	879.000,00	932.000,00	988.000,00	14,00%
55.06	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.800,00	750.000,00	795.000,00	843.000,00	14,00%
55.07	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	2.850,00	1.273.000,00	1.320.000,00	1.368.000,00	14,00%
55.08	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	2.850,00	1.273.000,00	1.320.000,00	1.368.000,00	14,00%
55.09	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	857,00	387.000,00	400.000,00	415.000,00	14,00%
55.10	Sector A (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	350,00	146.000,00	146.000,00	146.000,00	0,00%
56.01	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.150,00	1.215.000,00	1.274.000,00	1.337.000,00	14,00%
56.02	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.150,00	1.215.000,00	1.274.000,00	1.337.000,00	14,00%
56.03	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.150,00	1.215.000,00	1.274.000,00	1.337.000,00	14,00%
56.04	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.450,00	1.307.000,00	1.371.000,00	1.439.000,00	14,00%
56.05	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	6.900,00	2.919.000,00	2.118.000,00	2.221.000,00	14,00%
56.06	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.450,00	1.039.000,00	1.093.000,00	1.148.000,00	14,00%
56.07	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	3.500,00	818.000,00	860.000,00	904.000,00	14,00%
56.08	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	3.800,00	870.000,00	914.000,00	952.000,00	14,00%
56.09	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	3.800,00	870.000,00	914.000,00	952.000,00	14,00%
56.10	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.855,00	1.110.000,00	1.168.000,00	1.228.000,00	14,00%
56.11	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.250,00	973.000,00	1.024.000,00	1.077.000,00	14,00%
56.12	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.350,00	995.000,00	1.047.000,00	1.101.000,00	14,00%
56.13	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.725,00	1.940.000,00	2.023.000,00	2.109.000,00	14,00%
56.14	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	2.300,00	944.000,00	984.000,00	1.027.000,00	14,00%
56.15	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	2.475,00	1.017.000,00	1.060.000,00	1.105.000,00	14,00%
56.16	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	1.851,00	802.000,00	832.000,00	865.000,00	14,00%
56.17	Sector B (Segovia)	Fully permitted	Segovia	Segovia	Land	100%	4.159,00	904.000,00	951.000,00	1.001.000,00	14,00%
57.1	Montesión UA-16 Parcela 303	Fully permitted	Toledo	Toledo	Land	100%	690,26	233.000,00	233.000,00	233.000,00	n.a.
57.2	Montesión UA-16 Parcela 304	Fully permitted	Toledo	Toledo	Land	100%	719,46	233.000,00	233.000,00	233.000,00	n.a.
57.3	Montesión UA-16 Parcela 305	Fully permitted	Toledo	Toledo	Land	100%	642,28	233.000,00	233.000,00	233.000,00	n.a.
57.4	Montesión UA-16 Parcela 312	Fully permitted	Toledo	Toledo	Land	100%	515,70	222.000,00	222.000,00	222.000,00	n.a.
57.5	Montesión UA-16 Parcela 313	Fully permitted	Toledo	Toledo	Land	100%	545,35	222.000,00	222.000,00	222.000,00	n.a.
57.6	Montesión UA-16 Parcela 314	Fully permitted	Toledo	Toledo	Land	100%	551,52	222.000,00	222.000,00	222.000,00	n.a.
57.7	Montesión UA-16 Parcela 315	Fully permitted	Toledo	Toledo	Land	100%	543,12	222.000,00	222.000,00	222.000,00	n.a.
57.8	Montesión UA-16 Parcela 316	Fully permitted	Toledo	Toledo	Land	100%	574,94	222.000,00	222.000,00	222.000,00	n.a.
57.9	Montesión UA-16 Parcela 317	Fully permitted	Toledo	Toledo	Land	100%	543,70	222.000,00	222.000,00	222.000,00	n.a.
57.10	Montesión UA-16 Parcela 318	Fully permitted	Toledo	Toledo	Land	100%	561,18	222.000,00	222.000,00	222.000,00	n.a.
57.11	Montesión UA-16 Parcela 320	Fully permitted	Toledo	Toledo	Land	100%	519,21	222.000,00	222.000,00	222.000,00	n.a.
57.12	Montesión UA-16 Parcela 321	Fully permitted	Toledo	Toledo	Land	100%	538,99	222.000,00	222.000,00	222.000,00	n.a.
57.13	Montesión UA-16 Parcela 322	Fully permitted	Toledo	Toledo	Land	100%	515,65	222.000,00	222.000,00	222.000,00	n.a.
57.14	Montesión UA-16 Parcela 323	Fully permitted	Toledo	Toledo	Land	100%	514,23	222.000,00	222.000,00	222.000,00	n.a.
57.15	Montesión UA-16 Parcela 325	Fully permitted	Toledo	Toledo	Land	100%	532,80	222.000,00	222.000,00	222.000,00	n.a.
57.16	Montesión UA-16 Parcela 326	Fully permitted	Toledo	Toledo	Land	100%	513,94	222.000,00	222.000,00	222.000,00	n.a.
57.17	Montesión UA-16 Parcela 328	Fully permitted	Toledo	Toledo	Land	100%	541,71	222.000,00	222.000,00	222.000,00	n.a.
57.18	Montesión UA-16 Parcela 331	Fully permitted	Toledo	Toledo	Land	100%	541,92	222.000,00	222.000,00	222.000,00	n.a.
57.19	Montesión UA-16 Parcela 333	Fully permitted	Toledo	Toledo	Land	100%	532,39	222.000,00	222.000,00	222.000,00	n.a.
57.20	Montesión UA-16 Parcela 334	Fully permitted	Toledo	Toledo	Land	100%	537,95	233.000,00	233.000,00	233.000,00	n.a.
57.21	Montesión UA-16 Parcela 335	Fully permitted	Toledo	Toledo	Land	100%	524,04	222.000,00	222.000,00	222.000,00	n.a.
57.22	Montesión UA-16 Parcela 336	Fully permitted	Toledo	Toledo	Land	100%	532,56	222.000,00	222.000,00	222.000,00	n.a.
57.23	Montesión UA-16 Parcela 337	Fully permitted	Toledo	Toledo	Land	100%	536,94	222.000,00	222.000,00	222.000,00	n.a.
57.24	Montesión UA-16 Parcela 338	Fully permitted	Toledo	Toledo	Land	100%	572,32	222.000,00	222.000,00	222.000,00	n.a.
57.25	Montesión UA-16 Parcela 339	Fully permitted	Toledo	Toledo	Land	100%	529,73	222.000,00	222.000,00	222.000,00	n.a.
57.26	Montesión UA-16 Parcela 340	Fully permitted	Toledo	Toledo	Land	100%	543,75	222.000,00	222.000,00	222.000,00	n.a.
57.27	Montesión UA-16 Parcela 341	Fully permitted	Toledo	Toledo	Land	100%	542,95	222.000,00	222.000,00	222.000,00	n.a.
57.28	Montesión UA-16 Parcela 342	Fully permitted	Toledo	Toledo	Land	100%	526,66	222.000,00	222.000,00	222.000,00	n.a.
57.29	Montesión UA-16 Parcela 344	Fully permitted	Toledo	Toledo	Land	100%	526,35	222.000,00	222.000,00	222.000,00	n.a.
57.30	Montesión UA-16 Parcela 345	Fully permitted	Toledo	Toledo	Land	100%	534,61	222.000,00	222.000,00	222.000,00	n.a.
57.31	Montesión UA-16 Parcela 346	Fully permitted	Toledo	Toledo	Land	100%	520,88	222.000,00	222.000,00	222.000,00	n.a.
57.32	Montesión UA-16 Parcela 347	Fully permitted	Toledo	Toledo	Land	100%	537,14	222.000,00	222.000,00	222.000,00	n.a.
57.33	Montesión UA-16 Parcela 348	Fully permitted	Toledo	Toledo	Land	100%	535,42	222.000,00	222.000,00	222.000,00	n.a.

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57.34	Montesión UA-16 Parcela 349	Fully permitted	Toledo	Toledo	Land	100%	534,17	222.000,00	222.000,00	222.000,00	n.a.
57.35	Montesión UA-16 Parcela 350	Fully permitted	Toledo	Toledo	Land	100%	524,96	222.000,00	222.000,00	222.000,00	n.a.
57.36	Montesión UA-16 Parcela 352	Fully permitted	Toledo	Toledo	Land	100%	524,39	222.000,00	222.000,00	222.000,00	n.a.
57.37	Montesión UA-16 Parcela 353	Fully permitted	Toledo	Toledo	Land	100%	530,44	222.000,00	222.000,00	222.000,00	n.a.
57.38	Montesión UA-16 Parcela 354	Fully permitted	Toledo	Toledo	Land	100%	527,22	222.000,00	222.000,00	222.000,00	n.a.
57.39	Montesión UA-16 Parcela 355	Fully permitted	Toledo	Toledo	Land	100%	537,79	222.000,00	222.000,00	222.000,00	n.a.
57.40	Montesión UA-16 Parcela 356	Fully permitted	Toledo	Toledo	Land	100%	551,51	222.000,00	222.000,00	222.000,00	n.a.
57.41	Montesión UA-16 Parcela 367	Fully permitted	Toledo	Toledo	Land	100%	556,46	222.000,00	222.000,00	222.000,00	n.a.
57.42	Montesión UA-16 Parcela 370	Fully permitted	Toledo	Toledo	Land	100%	590,84	233.000,00	233.000,00	233.000,00	n.a.
57.43	Montesión UA-16 Parcela 371	Fully permitted	Toledo	Toledo	Land	100%	572,82	222.000,00	222.000,00	222.000,00	n.a.
57.44	Montesión UA-16 Parcela 372	Fully permitted	Toledo	Toledo	Land	100%	596,67	233.000,00	233.000,00	233.000,00	n.a.
57.45	Montesión UA-16 Parcela 373	Fully permitted	Toledo	Toledo	Land	100%	557,53	222.000,00	222.000,00	222.000,00	n.a.
57.46	Montesión UA-16 Parcela 374	Fully permitted	Toledo	Toledo	Land	100%	540,69	222.000,00	222.000,00	222.000,00	n.a.
57.47	Montesión UA-16 Parcela 375	Fully permitted	Toledo	Toledo	Land	100%	533,83	222.000,00	222.000,00	222.000,00	n.a.
57.48	Montesión UA-16 Parcela 376	Fully permitted	Toledo	Toledo	Land	100%	543,70	222.000,00	222.000,00	222.000,00	n.a.
57.49	Montesión UA-16 Parcela 378	Fully permitted	Toledo	Toledo	Land	100%	586,98	233.000,00	233.000,00	233.000,00	n.a.
57.50	Montesión UA-16 Parcela 379	Fully permitted	Toledo	Toledo	Land	100%	577,90	222.000,00	222.000,00	222.000,00	n.a.
57.51	Montesión UA-16 Parcela 382	Fully permitted	Toledo	Toledo	Land	100%	551,52	222.000,00	222.000,00	222.000,00	n.a.
57.52	Montesión UA-16 Parcela 383	Fully permitted	Toledo	Toledo	Land	100%	571,19	222.000,00	222.000,00	222.000,00	n.a.
57.53	Montesión UA-16 Parcela 384	Fully permitted	Toledo	Toledo	Land	100%	614,39	233.000,00	233.000,00	233.000,00	n.a.
57.54	Montesión UA-16 Parcela 385	Fully permitted	Toledo	Toledo	Land	100%	565,25	222.000,00	222.000,00	222.000,00	n.a.
57.55	Montesión UA-16 Parcela 386	Fully permitted	Toledo	Toledo	Land	100%	566,79	222.000,00	222.000,00	222.000,00	n.a.
57.56	Montesión UA-16 Parcela 387	Fully permitted	Toledo	Toledo	Land	100%	534,60	222.000,00	222.000,00	222.000,00	n.a.
57.57	Montesión UA-16 Parcela 396	Fully permitted	Toledo	Toledo	Land	100%	528,77	222.000,00	222.000,00	222.000,00	n.a.
57.58	Montesión UA-16 Parcela 398	Fully permitted	Toledo	Toledo	Land	100%	597,56	233.000,00	233.000,00	233.000,00	n.a.
57.59	Montesión UA-16 Parcela 399	Fully permitted	Toledo	Toledo	Land	100%	538,16	222.000,00	222.000,00	222.000,00	n.a.
57.60	Montesión UA-16 Parcela C-6	Fully permitted	Toledo	Toledo	Land	100%	1.050,00	20.000,00	29.000,00	39.000,00	12,00%
57.61	Montesión UA-16 Parcela C-8	Fully permitted	Toledo	Toledo	Land	100%	3.584,11	69.000,00	100.000,00	132.000,00	12,00%
57.62	Montesión UA-16 Parcela C-9	Fully permitted	Toledo	Toledo	Land	100%	2.810,42	54.000,00	78.000,00	104.000,00	12,00%
58	Ribadesella (Asturias)	Fully permitted	Asturias	Ribadesella	Land	100%	200,00	114.000,00	119.000,00	125.000,00	12,00%
59.01	Sector 25-EI Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	2.184,96	1.311.000,00	1.384.000,00	1.420.000,00	13,00%
59.02	Sector 25-EI Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	2.240,00	1.292.000,00	1.345.000,00	1.399.000,00	14,00%
59.03	Sector 25-EI Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	2.240,00	1.292.000,00	1.345.000,00	1.399.000,00	14,00%
59.04	Sector 25-EI Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	2.240,00	1.292.000,00	1.345.000,00	1.399.000,00	14,00%
59.05	Sector 25-EI Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	713,73	437.000,00	452.000,00	459.000,00	14,00%
59.06	Sector 25-EI Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	1.017,60	622.000,00	645.000,00	668.000,00	14,00%
59.07	Sector 25-EI Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	650,32	398.000,00	412.000,00	427.000,00	14,00%
59.08	Sector 25-EI Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	986,88	653.000,00	675.000,00	698.000,00	14,00%
59.09	Sector 25-EI Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	2.884,62	916.000,00	955.000,00	996.000,00	14,00%
59.10	Sector 25-EI Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	2.884,62	916.000,00	955.000,00	996.000,00	14,00%
59.11	Sector 25-EI Pollo (Burgos)	Fully permitted	Burgos	Burgos	Land	100%	1.107,47	78.000,00	94.000,00	111.000,00	14,00%
60	Camino de Sta.Maria (Aldeamayor, Valladolid)	Developable	Valladolid	Aldeamayor	Land	39,75% (4)	450.838,64	8.347.500,00	9.540.000,00	10.732.500,00	18,00%
61	Hacienda III-IV (resto)	Fully permitted	Valladolid	Aldeamayor	WIP	100%	9.943,00	3.150.000,00	3.234.000,00	3.320.000,00	12,00%
62	La Hacienda VI	Fully permitted	Valladolid	Aldeamayor	WIP	100%	701,00	189.000,00	190.000,00	197.000,00	10,00%
63	Resto SSGG Valladolid	Fully permitted	Valladolid	Valladolid	Land	100%	2.317,00	480.000,00	502.000,00	524.000,00	18,00%
64	S.51 "Las Arenas" SSGG Jalón (Valladolid)	Developable	Valladolid	Valladolid	Land	100%	16.764,00	3.419.000,00	3.595.000,00	3.780.000,00	18,00%
65	S.28 "Florida" (Valladolid)	Organized	Valladolid	Valladolid	Land	100%	522,00	140.000,00	149.000,00	159.000,00	14,00%
66	S.50 "Los Santos 2", SSGG Jalón (Valladolid)	Fully permitted	Valladolid	Valladolid	Land	100%	2.686,00	956.000,00	998.000,00	1.043.000,00	13,00%
67	APÉ-46 "Azucarera Sª Victoria" P-4 (Valladolid)	Fully permitted	Valladolid	Valladolid	Land	100%	6.833,00	1.352.000,00	1.451.000,00	1.556.000,00	18,00%
68	"Ariza" "Cicova" parc, 2 (Valladolid)	Fully permitted	Valladolid	Valladolid	Land	100%	8.640,00	6.197.000,00	6.237.000,00	6.554.000,00	12,00%
69.1	Aldeamayor Golf Residencial Manzana 26	Fully permitted	Valladolid	Valladolid	Land	100%	2.065,00	511.000,00	531.000,00	551.000,00	12,00%
69.2	Aldeamayor Golf Comercial I	Fully permitted	Valladolid	Valladolid	Land	100%	17.754,10	3.820.000,00	4.130.000,00	4.450.000,00	12,00%
69.3	Aldeamayor Golf Comercial II	Fully permitted	Valladolid	Valladolid	Land	100%	17.227,87	3.700.000,00	4.000.000,00	4.300.000,00	12,00%
69.4	Aldeamayor Golf Comercial III	Fully permitted	Valladolid	Valladolid	Land	100%	4.488,00	970.000,00	1.050.000,00	1.130.000,00	12,00%
69.5	Aldeamayor Golf Comercial IV	Fully permitted	Valladolid	Valladolid	Land	100%	945,00	210.000,00	220.000,00	240.000,00	12,00%
70	S.44 "Jalón Industrial" (Valladolid)	Fully permitted	Valladolid	Valladolid	Land	100%	13.227,00	7.049.000,00	7.263.000,00	7.485.000,00	12,00%
71	S.38 "Pinar del Jalón" (Valladolid)	Fully permitted	Valladolid	Valladolid	Land	100%	12.692,00	7.474.000,00	7.695.000,00	7.923.000,00	12,00%
72	Mirador de Jalón	Fully permitted	Valladolid	Valladolid	Land	100%	2.399,65	1.184.000,00	1.231.000,00	1.280.000,00	12,00%
73.1	330-Pza del Gas (Bilbao)	Fully permitted	Vizcaya	Bilbao	Finished product	33% (4)	33,00	92.400,00	92.400,00	92.400,00	0,00%
73.2	330-Pza del Gas (Bilbao)	Fully permitted	Vizcaya	Bilbao	Finished product	33% (4)	6,60	3.630,00	3.630,00	3.630,00	0,00%
74	Sector 1 "O Portiño" (La Coruña)	Developable	A Coruña	A Coruña	Land	100%	96.228,00	17.966.000,00	19.402.000,00	20.963.000,00	18,00%
75	PPO "Barranco Seco" (Las Palmas, G.Canaria)	Organized	Las Palmas de Gran Canaria	Las Palmas de Gran Canaria	Land	100%	1.698,00	638.000,00	674.000,00	711.000,00	16,00%
76	PPO "Barranco Bailón" (Mogán, G.Canaria)	Fully permitted	Gran Canaria	Mogán	Land	100%	28.178,00	23.500.000,00	27.000.000,00	30.900.000,00	12,00%
77	APD-6 "Comisa de San Agustín" "Mirador de San Blas" (Alicante)	Fully permitted	Alicante	Alicante	Land	100%	14.062,00	7.259.000,00	7.519.000,00	7.788.000,00	12,00%
78	Mirador de San Blas I	Fully permitted	Alicante	Alicante	WIP	100%	3.532,80	4.866.000,00	4.866.000,00	4.870.000,00	6,00%
79.1	Mirador del Sur (Alicante)	Fully permitted	Alicante	Alicante	Finished product	100%	2.327,68	2.491.000,00	2.491.000,00	2.491.000,00	0,00%
79.2	Mirador del Sur (Alicante)	Fully permitted	Alicante	Alicante	Finished product	100%	1.992,09	1.793.000,00	1.793.000,00	1.793.000,00	0,00%

Nº ID SAVILLS	Name of asset	MVC's Typology	Province	Town	Type of asset	% Ownership	Buildable area (m²) % MVC	Market Value %MVC +100 bps of IRR	Market Value % MVC Sept. 2017 (C)	Market Value %MVC -100 bps of IRR	IRR (%)
80.1	Parque Norte (Alicante)	Fully permitted	Alicante	Alicante	Finished product	100%	13,00	5.000,00	5.000,00	5.000,00	0,00%
80.2	Parque Norte (Alicante)	Fully permitted	Alicante	Alicante	Finished product	100%	842,00	493.000,00	493.000,00	493.000,00	0,00%
81.1	Parque Dorado I y II	Fully permitted	Alicante	Alicante	Finished product	100%	385,00	531.000,00	531.000,00	531.000,00	0,00%
81.2	Parque Dorado I y II	Fully permitted	Alicante	Alicante	Finished product	100%	69,00	15.000,00	15.000,00	15.000,00	0,00%
82.1	Parque Paraíso I y II	Fully permitted	Alicante	Alicante	Finished product	100%	142,00	1.000,00	1.000,00	1.000,00	0,00%
82.2	Parque Paraíso I y II	Fully permitted	Alicante	Alicante	Finished product	100%	30,00	15.000,00	15.000,00	15.000,00	0,00%
83	E.2 AR-88 (Elche, Alicante)	Organized	Alicante	Elche	Land	100%	9.651,00	4.798.000,00	4.975.000,00	5.160.000,00	15,00%
84	U.E. 3 del E-27, (Elche, Alicante)	Fully permitted	Alicante	Elche	Land	100%	31.324,00	18.849.000,00	19.450.000,00	20.074.000,00	12,00%
85.1	UF-1 PERI "El Acequión" UE-2, (Torre Vieja, Alicante) Residencial	Fully permitted	Alicante	Torre Vieja	Land	100%	15.591,26	10.507.000,00	10.948.000,00	11.406.000,00	14,00%
85.2	UF-2 PERI "El Acequión" UE-2, (Torre Vieja, Alicante) Residencial	Fully permitted	Alicante	Torre Vieja	Land	100%	15.591,26	10.507.000,00	10.948.000,00	11.406.000,00	14,00%
85.3	UF-3 PERI "El Acequión" UE-2, (Torre Vieja, Alicante) Terciario	Fully permitted	Alicante	Torre Vieja	Land	100%	13.363,99	6.200.000,00	7.300.000,00	8.500.000,00	12,00%
86.1	Parcela AH - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	Benicásim	Land	100%	8.142,22	4.658.000,00	4.823.000,00	4.995.000,00	14,00%
86.2	Parcela AN - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	Benicásim	Land	100%	730,32	342.000,00	354.000,00	368.000,00	14,00%
86.3	Parcela AO - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	Benicásim	Land	100%	1.175,25	538.000,00	558.000,00	580.000,00	14,00%
86.4	Parcela BE - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	Benicásim	Land	100%	2.662,51	1.220.000,00	1.267.000,00	1.314.000,00	14,00%
86.5	Parcela D - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	Benicásim	Land	100%	12.280,45	7.045.000,00	7.294.000,00	7.553.000,00	14,00%
86.6	Parcela N - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	Benicásim	Land	100%	2.226,95	1.020.000,00	1.060.000,00	1.100.000,00	14,00%
86.7	Parcela U - Benicásim Golf (Benicásim, Castellón)	Fully permitted	Castellón	Benicásim	Land	100%	682,51	312.000,00	324.000,00	337.000,00	14,00%
87.1	Parcela 2 - Panorámica II y III (San Jorge, Castellón)	Fully permitted	Castellón	Castellón	Land	100%	15.029,78	5.485.000,00	5.676.000,00	5.874.000,00	12,00%
87.2	Parcela 3 - Panorámica II y III (San Jorge, Castellón)	Fully permitted	Castellón	Castellón	Land	100%	15.029,78	5.485.000,00	5.676.000,00	5.874.000,00	12,00%
88	Panorámica I	Fully permitted	Castellón	Castellón	Finished product	100%	100,00	18.000,00	18.000,00	18.000,00	0,00%
89	Almenara I y II (Castellón)	Fully permitted	Castellón	Castellón	Finished product	100%	100,00	28.000,00	28.000,00	28.000,00	0,00%
90	Pinar del Golf (Castellón)	Fully permitted	Castellón	Castellón	Finished product	100%	655,66	680.000,00	660.000,00	660.000,00	0,00%
91	PAI "Belcaire Surf" (Moncofar, Castellón)	Fully permitted	Castellón	Moncofar	Land	100%	14.142,00	7.032.000,00	7.240.000,00	7.455.000,00	13,00%
92.1	"Novocarriago" (Cartagena, Murcia) Parcela Hotelera	Organized	Murcia	Cartagena	Land	100%	13.881,02	1.500.000,00	2.000.000,00	2.600.000,00	16,00%
92.2	"Novocarriago" (Cartagena, Murcia) Parcela Residencial	Organized	Murcia	Cartagena	Land	100%	48.724,00	14.796.000,00	15.873.000,00	17.033.000,00	16,00%
92.3	"Novocarriago" (Cartagena, Murcia) Parcela Terciaria	Organized	Murcia	Cartagena	Land	100%	2.939,00	200.000,00	237.000,00	278.000,00	16,00%
93.1	Torre del Rame Los Alcázares, Murcia, Parcela RA34	Fully permitted	Murcia	Los Alcázares	Land	100%	2.744,67	2.088.000,00	2.132.000,00	2.176.000,00	12,00%
93.2	Torre del Rame Los Alcázares, Murcia, Parcela RA37	Fully permitted	Murcia	Los Alcázares	Land	100%	2.744,67	2.088.000,00	2.132.000,00	2.176.000,00	12,00%
93.3	Torre del Rame Los Alcázares, Murcia, Parcela RA38	Fully permitted	Murcia	Los Alcázares	Land	100%	2.744,67	1.919.000,00	1.968.000,00	2.019.000,00	12,00%
93.4	"Torre del Rame" (Los Alcázares, Murcia), Parcela RA39	Fully permitted	Murcia	Los Alcázares	Land	100%	4.215,49	2.418.000,00	2.482.000,00	2.548.000,00	12,00%
93.5	"Torre del Rame" (Los Alcázares, Murcia) Parcela RA57	Fully permitted	Murcia	Los Alcázares	Land	100%	2.334,84	1.776.000,00	1.813.000,00	1.850.000,00	12,00%
94	ZP-CH-09-2 Sector Este "Churra 3" Ter. (Murcia)	Organized	Murcia	Murcia	Land	100%	28.821,00	7.518.000,00	8.710.000,00	10.033.000,00	12,00%
95.1	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 2A	Fully permitted	Murcia	Murcia	Land	100%	6.381,00	3.353.000,00	3.489.000,00	3.632.000,00	14,00%
95.2	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 2D	Fully permitted	Murcia	Murcia	Land	100%	7.609,44	2.765.000,00	2.891.000,00	3.022.000,00	13,00%
95.3	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 3A	Fully permitted	Murcia	Murcia	Land	100%	7.169,45	2.609.000,00	2.728.000,00	2.851.000,00	13,00%
95.4	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 3B	Fully permitted	Murcia	Murcia	Land	100%	7.672,62	2.785.000,00	2.913.000,00	3.045.000,00	13,00%
95.5	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 3C	Fully permitted	Murcia	Murcia	Land	100%	7.877,86	2.861.000,00	2.991.000,00	3.126.000,00	13,00%
95.6	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 3D	Fully permitted	Murcia	Murcia	Land	100%	8.390,53	3.048.000,00	3.187.000,00	3.331.000,00	13,00%
95.7	ZM-CH-4 UA.2 Churra 4 (Murcia) RBA 6D	Fully permitted	Murcia	Murcia	Land	100%	2.096,86	832.000,00	867.000,00	903.000,00	13,00%
96	PN-07 UA-2 El Puntal Ed. Montblanc (Murcia)	Fully permitted	Murcia	Murcia	Land	100%	12.922,00	11.252.000,00	11.538.000,00	11.834.000,00	12,00%
97	Alfafar	Fully permitted	Valencia	Alfafar	WIP	100%	12.378,00	11.775.000,00	11.947.000,00	12.122.000,00	11,00%
98	Betera II (Betera, Valencia)	Fully permitted	Valencia	Betera	Land	100%	10.468,00	4.602.000,00	4.793.000,00	4.991.000,00	12,00%
99	Villas de la Calderona	Fully permitted	Valencia	Betera	Land	100%	3.491,00	1.428.000,00	1.486.000,00	1.549.000,00	12,00%
100	Molí d'Animeta (Quart de Poblet, Valencia)	Organized	Valencia	Quart de Poblet	Land	100%	19.770,56	456.000,00	600.000,00	755.000,00	16,00%
101	Sagunto Puerto SUNP-VI (Sagunto, Valencia)	Organized	Valencia	Sagunto	Land	100%	9.833,00	2.807.000,00	2.951.000,00	3.102.000,00	16,00%
102	Sagunto Pueblo N.Palancia (Sagunto, Valencia)	Fully permitted	Valencia	Sagunto	Land	100%	26.592,00	10.701.000,00	11.108.000,00	11.531.000,00	12,00%
104	Vedat IV	Fully permitted	Valencia	Torrent	Finished product	100%	168,00	210.000,00	210.000,00	210.000,00	0,00%
106	Vedat VI	Fully permitted	Valencia	Torrent	WIP	100%	1.705,00	695.000,00	705.000,00	716.000,00	10,00%
107	Vedat VII	Fully permitted	Valencia	Torrent	WIP	100%	3.053,00	1.339.000,00	1.362.000,00	1.386.000,00	11,00%
108	Vedat VIII	Fully permitted	Valencia	Torrent	WIP	100%	1.750,00	539.000,00	556.000,00	572.000,00	12,00%
109.1	Camino Moreras II (Valencia)	Fully permitted	Valencia	Valencia	Land	100%	56.655,61	23.147.000,00	24.209.000,00	25.327.000,00	12,00%
109.2	Camino Moreras II (Valencia) Parcela Uso Terciario	Fully permitted	Valencia	Valencia	Land	100%	1.554,00	676.000,00	696.000,00	717.000,00	12,00%
110.1	Gandia Pío XII, I y II	Fully permitted	Valencia	Gandia	Finished product	100%	53,00	91.000,00	91.000,00	91.000,00	0,00%
110.2	Gandia Pío XII, I y II	Fully permitted	Valencia	Gandia	Finished product	100%	1.333,00	1.272.000,00	1.272.000,00	1.272.000,00	0,00%
111.1	Moreras VPO (Valencia)	Fully permitted	Valencia	Torrent	Finished product	100%	286,00	393.000,00	393.000,00	393.000,00	0,00%
111.2	Moreras VPO (Valencia)	Fully permitted	Valencia	Valencia	Finished product	100%	156,00	15.000,00	15.000,00	15.000,00	0,00%
112.1	Metrovacesa Resort (Valencia)	Fully permitted	Valencia	Valencia	Finished product	100%	333,00	445.000,00	445.000,00	445.000,00	0,00%
112.2	Metrovacesa Resort (Valencia)	Fully permitted	Valencia	Valencia	Finished product	100%	-	45.000,00	45.000,00	45.000,00	0,00%
113	Patema II (Valencia)	Fully permitted	Valencia	Valencia	Finished product	100%	25,00	15.000,00	15.000,00	15.000,00	0,00%
114	Carcaixent I (Valencia)- Storage	Fully permitted	Valencia	Valencia	Finished product	100%	10,00	2.000,00	2.000,00	2.000,00	0,00%
115	Ramón Turó "Fr.Maritim Poble Nou" (Barcelona)	Organized	Barcelona	Barcelona	Land	100%	5.625,35	8.238.000,00	8.487.000,00	8.746.000,00	15,00%
116	Pers IV UA12 PERI . Pallars	Fully permitted	Barcelona	Barcelona	WIP	100%	696,00	2.028.000,00	2.028.000,00	2.028.000,00	6,00%
117	"Castellar del Vallés"(Barcelona)	Developable	Barcelona	Castellar del Vallés	Land	100%	6.143,00	3.403.000,00	3.504.000,00	3.608.000,00	12,00%
118	La Guinardera II-14F (San Cugat)	Fully permitted	Barcelona	Sant Cugat	Finished product	100%	14,45	8.000,00	8.000,00	8.000,00	0,00%
119.1	La Guinardera II VTA (San Cugat)	Fully permitted	Barcelona	Sant Cugat	Finished product	100%	29,30	15.000,00	15.000,00	15.000,00	0,00%

Nº ID SAVILLS	Name of asset	MVC's Typology	Province	Town	Type of asset	% Ownership	Buildable area (m²) % MVC	Market Value %MVC +100 bps of IRR	Market Value % MVC Sept. 2017 (C)	Market Value %MVC -100 bps of IRR	IRR (%)
119.2	La Guinardera II VTA (San Cugat)	Fully permitted	Barcelona	Sant Cugat	Finished product	100%	9,25	5.000,00	5.000,00	5.000,00	0,00%
120	Parque Vall Paradis C*Rubí (Tarrasa, Barcelona)	Organized	Barcelona	Tarrasa	Land	100%	15.431,00	10.214.000,00	10.577.000,00	10.955.000,00	16,00%
121	Gasómetro I (Tarrasa, Barcelona)	Fully permitted	Barcelona	Tarrasa	Land	100%	8.814,40	6.638.000,00	6.838.000,00	7.043.000,00	13,00%
122	Prat de la Riba (Tarrasa, Barcelona)	Fully permitted	Barcelona	Tarrasa	Land	100%	4.404,00	3.290.000,00	3.385.000,00	3.482.000,00	12,00%
123.1	Copa D'or (Lleida) parcela J1 dos promociones restantes	Fully permitted	Lleida	Lleida	Land	100%	8.394,18	2.258.000,00	2.365.000,00	2.477.000,00	12,00%
123.2	Copa D'or (Lleida)	Fully permitted	Lleida	Lleida	Land	100%	9.935,69	3.332.000,00	3.426.000,00	3.520.000,00	12,00%
124	Residencial Copa D'or F I	Fully permitted	Lleida	Lleida	Land	100%	4.197,00	1.463.000,00	1.500.000,00	1.538.000,00	12,00%
125.1	Sant Jordi UA.10d (Torredembarra, Tarragona) Parcela A-1	Fully permitted	Tarragona	Torredembarra	Land	100%	3.955,50	3.091.000,00	3.171.000,00	3.254.000,00	12,00%
125.2	Sant Jordi UA.10d (Torredembarra, Tarragona) Parcela C-5	Fully permitted	Tarragona	Torredembarra	Land	100%	4.571,72	3.575.000,00	3.668.000,00	3.763.000,00	12,00%
125.3	Sant Jordi UA.10d (Torredembarra, Tarragona) Parcela C-6a	Fully permitted	Tarragona	Torredembarra	Land	100%	893,85	583.000,00	599.000,00	614.000,00	12,00%
125.4	Sant Jordi UA.10d (Torredembarra, Tarragona) Parcela C-6b	Fully permitted	Tarragona	Torredembarra	Land	100%	1.353,64	1.132.000,00	1.161.000,00	1.191.000,00	12,00%
126	La City (Hospitalet de Llobregat)	Fully permitted	Barcelona	Hospitalet de Llobregat	Land	100%	61.741,00	55.391.000,00	63.210.000,00	71.846.000,00	11,00%
127	A661 Alcorcón Metropromo	Non urban	Madrid	Alcorcón	Land	100%	118.581,00	20.927.000,00	22.415.000,00	24.019.000,00	20,00%
128.1	UZP. 02.2 LOS CERROS VL (5)	Organized	Madrid	Madrid	Land	100%	87.528,00	9.592.000,00	10.513.000,00	11.518.000,00	20,00%
128.2	UZP. 02.2 LOS CERROS VPO (5)	Organized	Madrid	Madrid	Land	100%	87.528,00	8.071.000,00	8.872.000,00	9.752.000,00	20,00%
129.1	SOTREBOLO, ALGECIRAS	Fully permitted	Cádiz	Algeciras	Land	100%	3.079,14	1.711.000,00	1.760.000,00	1.809.000,00	12,00%
129.2	Residencial Oasis	Fully permitted	Cádiz	Algeciras	Land	100%	3.881,53	1.750.000,00	1.805.000,00	1.860.000,00	12,00%
130.1	LA ALBORADA RN-1	Fully permitted	Málaga	Benahavis	Land	100%	11.140,00	12.672.000,00	13.029.000,00	13.397.000,00	13,00%
130.2	LA ALBORADA RN-5	Fully permitted	Málaga	Benahavis	Land	100%	7.195,00	6.536.000,00	6.749.000,00	6.970.000,00	13,00%
130.3	LA ALBORADA RN-10	Fully permitted	Málaga	Benahavis	Land	100%	1.081,00	1.124.000,00	1.156.000,00	1.189.000,00	13,00%
131.01	BAHÍA DE LAS ROCAS	Fully permitted	Málaga	Manilva	Land	100%	12.637,00	4.498.000,00	4.676.000,00	4.860.000,00	12,00%
131.02	BAHÍA DE LAS ROCAS (Comercial)	Fully permitted	Málaga	Manilva	Land	100%	3.345,00	420.000,00	445.000,00	471.000,00	14,00%
132	SECTOR 1-2 BENALÚA SUR, Nº M5-M6-M12B-M13A	Fully permitted	Alicante	Alicante	Land	100%	18.914,00	8.645.000,00	9.021.000,00	9.413.000,00	14,00%
133	Sectores R-8 y R-9 del PGOU de Bétera	Fully permitted	Valencia	Bétera	Land	100%	6.455,00	2.603.000,00	2.885.000,00	2.769.000,00	13,00%
134	BETERA SECTOR R-10, 11 Y 12	Organized	Valencia	Bétera	Land	100%	22.182,00	3.827.000,00	4.152.000,00	4.500.000,00	16,00%
135	Residencial Vivaldi	Fully permitted	Valencia	Puerto Sagunto	WIP	100%	3.341,80	1.145.000,00	1.186.000,00	1.227.000,00	12,00%
136.01	Puerto de Sagunto Resto suelo_MANZANA V-COL-05B 1	Fully permitted	Valencia	Puerto Sagunto	Land	100%	5.740,00	2.587.000,00	2.669.000,00	2.754.000,00	12,00%
136.02	Puerto de Sagunto Resto suelo_MANZANA V-COL-05B RESTO	Fully permitted	Valencia	Puerto Sagunto	Land	100%	17.422,64	7.549.000,00	7.840.000,00	8.144.000,00	12,00%
136.03	Puerto de Sagunto Resto suelo_MANZANA V-ADO-04	Fully permitted	Valencia	Puerto Sagunto	Land	100%	3.342,00	1.322.000,00	1.366.000,00	1.411.000,00	12,00%
136.04	Puerto de Sagunto Resto suelo_MANZANA V-ADO-10 A	Fully permitted	Valencia	Puerto Sagunto	Land	100%	2.350,36	930.000,00	961.000,00	992.000,00	12,00%
136.05	Puerto de Sagunto Resto suelo_MANZANA V-ADO-12	Fully permitted	Valencia	Puerto Sagunto	Land	100%	3.342,00	1.322.000,00	1.366.000,00	1.411.000,00	12,00%
136.06	Puerto de Sagunto Resto suelo_MANZANA V-ADO-14	Fully permitted	Valencia	Puerto Sagunto	Land	100%	3.342,00	1.322.000,00	1.366.000,00	1.411.000,00	12,00%
136.07	Puerto de Sagunto Resto suelo_MANZANA V-COL-01 VPP	Fully permitted	Valencia	Puerto Sagunto	Land	100%	15.536,68	6.101.000,00	6.344.000,00	6.597.000,00	12,00%
136.08	Puerto de Sagunto Resto suelo_MANZANA V-COL-3D	Fully permitted	Valencia	Puerto Sagunto	Land	100%	11.184,73	4.874.000,00	5.049.000,00	5.231.000,00	12,00%
138.1	Sevilla Heineken. RMA 6.2	Organized	Sevilla	Sevilla	Land	100%	11.603,00	8.492.000,00	8.782.000,00	9.081.000,00	14,00%
138.2	Sevilla Heineken. RBL 3	Organized	Sevilla	Sevilla	Land	100%	2.040,00	1.609.000,00	1.662.000,00	1.718.000,00	14,00%
138.3	Sevilla Heineken. RBL 2.2 (Comercial)	Organized	Sevilla	Sevilla	Land	100%	2.054,00	1.801.000,00	1.842.000,00	1.885.000,00	14,00%
138.4	Sevilla Heineken. S3.3.1 (VPO)	Organized	Sevilla	Sevilla	Land	100%	357,80	95.000,00	99.000,00	103.000,00	14,00%
139.1	Quart de Poblet. Gran Manzana. Parcela 4	Fully permitted	Valencia	Quart del Poblet	WIP	100%	17.762,26	4.506.000,00	4.730.000,00	4.963.000,00	12,00%
139.2	Quart de Poblet. Gran Manzana. Pza Cortes Valencianas	Fully permitted	Valencia	Quart del Poblet	WIP	100%	13.242,74	3.513.000,00	3.664.000,00	3.820.000,00	12,00%
								1.247.053.000	1.329.026.000	1.417.101.000	

(1) The valuation concerns only the ownership share of the client.

(4) Assets valued as 100% of the ownership, GDV, pending costs and the other outputs corresponds to 100% of the ownership.

Apendice 3

Listado de Estudio de Sensibilidad Variación Exit Yield

The following table include detailed parameters as the market rent and exit yield, amplifying the hypothesis of the previous appendix.

Nº ID SAVILLS	Name of asset	MVC's Typology	Province	Town	Type of asset	% Ownership	Buildable area (m²) % MVC	Market Value %MVC -50 bp of Exit Yield	Market Value %MVC -25 bp of Exit Yield	Market Value % MVC Sept. 2017 (€)	Market Value %MVC +25 bp of Exit Yield	Market Value %MVC +50 bp of Exit Yield
4	5.UE.8 "Sotorebolo" (Algeciras, Cádiz)	Fully permitted	Cádiz	Algeciras	Land	100%	4,600.00	2,176,000.00	2,176,000.00	2,176,000.00	2,176,000.00	2,176,000.00
36.1	Parcela 15-C.1 "Valdelacasa" (Alcobendas, Madrid) Oficinas	Fully permitted	Madrid	Alcobendas	Land	100%	13,716.39	11,462,000.00	10,697,000.00	9,996,000.00	9,350,000.00	8,754,000.00
36.2	Parcela 4-I.B "Valdelacasa" (Alcobendas, Madrid) Industrial	Fully permitted	Madrid	Alcobendas	Land	100%	6,940.00	3,147,000.00	3,017,000.00	2,899,000.00	2,790,000.00	2,689,000.00
46.1	Fuencarral - Clesa- Terciario Oficinas	Fully permitted	Madrid	Madrid	Land	100%	57,525.00	76,611,000.00	72,225,000.00	68,238,000.00	64,596,000.00	61,258,000.00
46.2	Fuencarral - Clesa- Terciario Hotel	Fully permitted	Madrid	Madrid	Land	100%	12,000.00	16,100,000.00	15,500,000.00	15,000,000.00	14,500,000.00	14,000,000.00
46.3	Fuencarral - Clesa- Terciario Residencia	Fully permitted	Madrid	Madrid	Land	100%	12,000.00	10,500,000.00	10,200,000.00	10,000,000.00	9,700,000.00	9,500,000.00
46.4	Fuencarral - Clesa- Terciario Comercial	Fully permitted	Madrid	Madrid	Land	100%	9,500.00	23,100,000.00	22,000,000.00	21,000,000.00	20,000,000.00	19,200,000.00
47.1	Valdebebas Terc.02-189-D.1 Oficinas	Fully permitted	Madrid	Valdebebas	Land	100%	58,131.00	85,310,000.00	80,359,000.00	75,858,000.00	71,746,000.00	67,977,000.00
47.2	Valdebebas Terc.02-189-D.2 Comercial	Fully permitted	Madrid	Valdebebas	Land	100%	3,000.00	6,100,000.00	5,700,000.00	5,400,000.00	5,100,000.00	4,900,000.00
48	Josefa Valcarcel	Fully permitted	Madrid	Madrid	WIP	100%	8,659.00	17,322,000.00	16,594,000.00	15,928,000.00	15,319,000.00	14,758,000.00
58	Ribadesella (Asturias)	Fully permitted	Asturias	Ribadesella	Land	100%	200.00	130,000.00	124,000.00	119,000.00	114,000.00	110,000.00
76	PPO "Barranco Balito" (Mogán, G.Canaria)	Fully permitted	Gran Canaria	Mogán	Land	100%	28,176.00	28,800,000.00	27,600,000.00	27,000,000.00	26,200,000.00	25,400,000.00
94	ZP-CH-03-2 Sector Este "Churra 3" Ter. (Murcia)	Organized	Murcia	Murcia	Land	100%	28,821.00	9,480,000.00	9,080,000.00	8,710,000.00	8,370,000.00	8,040,000.00
126	La City (Hospitalet de Llobregat)	Fully permitted	Barcelona	Hospitalet de Llobregat	Land	100%	61,741.00	70,069,000.00	66,500,000.00	63,210,000.00	60,183,000.00	57,989,000.00
								360,327,000	341,982,000	325,634,000	310,144,000	295,151,000

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Sandra López MRICS
Associate Advisory & Valuation
SAVILLS SPAIN

Estudio de Sensibilidad

Valoración cartera Metrovacesa Promoción y
Arrendamiento S.A. 30/09/2017

11 de Diciembre de 2017



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Estimado D. Jorge Pérez de Leza

En el ámbito de la valoración de la cartera de Promoción y Arrendamiento, S.A compuesta por 23 activos en distintas ubicaciones en España, hemos realizado un estudio de sensibilidad del Valor de Mercado en función de posibles variaciones del precio de venta del producto terminado así como de la tasa interna de retorno.

A estos efectos, hemos considerado por un lado la hipótesis de subida y bajada del 1%, 5% y 10% de residencial sobre los precios de venta contemplados inicialmente y por otro lado la subida y bajada de 100 ppb sobre la tasa interna de retorno (TIR)

Adjuntamos a esta carta el archivo en formato Excel con los resultados obtenidos.

Saludos cordiales

A handwritten signature in blue ink, appearing to read "J. Mateo", is written over a light blue horizontal line.

Jesús D. Mateo MRICS
Director de Valoraciones y Consultoría
Savills Consultores Inmobiliarios S.A.

Appendix 1

Valuation Parameters

Jesús D. Mateo MRICS
Director Advisory & Valuation
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Eduardo Martins Pimenta MRICS
Associate Director Advisory & Valuation
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ANNEX III –PRO FORMA CONSOLIDATED FINANCIAL INFORMATION



**METROVACESA, S.A. (anteriormente denominada
METROVACESA SUELO Y PROMOCIÓN, S.A.):**

Informe especial del auditor independiente sobre la compilación
de la información financiera consolidada pro-forma incluida
en un folleto a 30 de septiembre de 2017



INFORME ESPECIAL DEL AUDITOR INDEPENDIENTE SOBRE LA COMPILACIÓN DE LA INFORMACIÓN FINANCIERA CONSOLIDADA PRO-FORMA INCLUIDA EN UN FOLLETO

Al Consejo de Administración de Metrovacesa, S.A. (anteriormente denominada Metrovacesa Suelo y Promoción, S.A.):

Hemos llevado a cabo nuestro trabajo sobre la información financiera consolidada pro-forma adjunta de Metrovacesa, S.A. y sociedades dependientes elaborada por los Administradores de Metrovacesa, S.A., que comprende el balance consolidado pro-forma al 30 de septiembre de 2017, la cuenta de resultados consolidada pro-forma para el periodo de nueve meses finalizado el 30 de septiembre de 2017 y las notas explicativas. Los criterios aplicables utilizados por los Administradores de Metrovacesa, S.A. para la compilación de la información financiera consolidada pro-forma, que se incluyen en la Nota 4 de dicha información financiera consolidada pro-forma, son los recogidos en la Regulación de la Unión Europea contenida en el Reglamento (CE) N° 809/2004 y en la actualización de ESMA de las recomendaciones de CESR para la implantación consistente de la citada regulación (ESMA/2013/319) y en las aclaraciones contenidas en el documento ESMA 31-62-780.

La información financiera consolidada pro-forma ha sido compilada por los Administradores de Metrovacesa, S.A. con el fin de ilustrar el impacto que la ampliación de capital no dineraria descrita en la Nota 2 hubiera supuesto en el balance consolidado y en la cuenta de resultados consolidada de Metrovacesa Suelo y Promoción, S.A. y sus sociedades dependientes al 30 de septiembre de 2017 y para el periodo de nueve meses finalizado en esa fecha, como si dicha transacción hubiera ocurrido el 30 de septiembre de 2017 y el 1 de enero de 2017, respectivamente. Según se indica en la Nota 3 de la información financiera consolidada pro-forma adjunta, la información utilizada como base para la compilación de la información financiera consolidada pro-forma ha sido extraída por los Administradores de Metrovacesa, S.A. de los estados financieros intermedios consolidados de Metrovacesa Suelo y Promoción, S.A. y sus sociedades dependientes al 30 de septiembre de 2017 y para el periodo de nueve meses finalizado en esa fecha, preparados de acuerdo con los requerimientos establecidos en la Norma Internacional de Contabilidad (NIC) 34, Información Financiera Intermedia, adoptada por la Unión Europea, para la formulación de estados financieros intermedios completos, y demás disposiciones del marco normativo de información financiera que resulta de aplicación en España sobre los que hemos emitido con fecha 8 de enero de 2018 un informe de auditoría en el que expresamos una opinión favorable, de los estados financieros intermedios consolidados de Metrovacesa Promoción y Arrendamiento, S.A. y sus sociedades dependientes al 30 de septiembre de 2017 y para el periodo de nueve meses finalizado en esa fecha, preparados de acuerdo con los requerimientos establecidos en la Norma Internacional de Contabilidad (NIC) 34, Información Financiera Intermedia, adoptada por la Unión Europea, para la formulación de estados financieros intermedios completos, y demás disposiciones del marco normativo de información financiera que resulta de aplicación en España, sobre los que hemos emitido con fecha 8 de enero de 2018 un informe de auditoría en el que expresamos una opinión favorable y asimismo, se han utilizado como base para la preparación de la información financiera consolidada pro-forma la escritura de 27 de noviembre de 2017 (inscrita el 4 de diciembre de 2017) referida al primer aumento de capital descrito en la Nota 2 y la escritura de 8 de enero de 2018 referida al segundo aumento de capital, ambas decisiones derivadas de la Junta General Extraordinaria de fecha 24 de noviembre de 2017, previa obtención del informe de administradores y del informe de experto independiente conforme con el artículo 67 de la Ley de Sociedades de Capital.



Responsabilidad de los Administradores sobre la Información Financiera Pro Forma

Los Administradores de Metrovacesa, S.A. son responsables de la preparación y contenido de la información financiera consolidada pro-forma, de acuerdo con los requisitos del Reglamento (CE) N° 809/2004 y con el contenido de la actualización de ESMA de la recomendación de CESR para la implantación consistente de la citada regulación (ESMA/2013/319) y de las aclaraciones contenidas en el documento ESMA 31-62-780. Asimismo, los Administradores de Metrovacesa, S.A. son responsables de las asunciones e hipótesis, recogidas en la Nota 4 a la información financiera consolidada pro-forma, en las que se basan los ajustes pro-forma.

Nuestra responsabilidad

Nuestra responsabilidad es emitir el informe requerido en el punto 7 del Anexo II de la Regulación de la Unión Europea (Reglamento (CE) N° 809/2004), que en ningún momento puede ser entendido como un informe de auditoría de cuentas, sobre si la información financiera consolidada pro-forma ha sido adecuadamente compilada, en todos los aspectos significativos, por los Administradores de Metrovacesa, S.A. de acuerdo con los requisitos del Reglamento 809/2004 y con el contenido de la actualización de ESMA de la recomendación de CESR para la implantación consistente de la citada regulación (ESMA/2013/319) y de las aclaraciones contenidas en el documento ESMA 31-62-780 y con las asunciones e hipótesis definidas por los Administradores de Metrovacesa, S.A.

Nuestro trabajo ha sido realizado de acuerdo con el contenido de la Norma Internacional de Encargos de Aseguramiento 3420 “Encargos de Aseguramiento sobre compilación de información financiera pro-forma incluida en un Folleto”, emitida por el International Auditing and Assurance Standard Board, que requiere el cumplimiento de los requerimientos de ética aplicables y que el trabajo se planifique y realice con el objetivo de alcanzar una seguridad razonable sobre si los Administradores han compilado la información financiera pro-forma, en todos los aspectos significativos, de acuerdo con los requisitos del Reglamento 809/2004 y con el contenido de la actualización de ESMA de la recomendación de CESR para la implantación consistente de la citada regulación (ESMA/2013/319) y de las aclaraciones contenidas en el documento ESMA 31-62-780 y con las asunciones e hipótesis definidas por los Administradores de Metrovacesa, S.A.

A los efectos de este informe no somos responsables de actualizar o re-emitir informe u opinión alguno sobre la información financiera histórica utilizada en la compilación de la información financiera consolidada pro-forma, ni de expresar ninguna otra opinión sobre la información financiera pro-forma, sobre las asunciones e hipótesis utilizadas en su preparación, ni sobre partidas o elementos concretos, ni hemos llevado a cabo una auditoría o una revisión limitada de la información financiera utilizada como base para la compilación de la información financiera consolidada pro-forma.

El propósito de la información financiera consolidada pro-forma que se incluye en los folletos informativos es únicamente ilustrar el impacto de un hecho o transacción significativa sobre la información financiera histórica de la entidad, como si el hecho o transacción hubiera ocurrido en una fecha anterior fijada a estos efectos. Dado que esta información financiera consolidada pro-forma ha sido preparada para reflejar una situación hipotética, no tiene por objeto representar, y no representa, la situación financiero-patrimonial ni los resultados de las operaciones de Metrovacesa Suelo y Promoción, S.A. y sus sociedades dependientes. En consecuencia, no expresamos una opinión acerca de si la información financiera que se hubiera obtenido de haber ocurrido a 30 de septiembre de 2017 y a 1 de enero de 2017 la transacción descrita, se correspondería con la información financiera consolidada pro-forma adjunta.



El objetivo de este tipo de informes es proporcionar una seguridad razonable sobre si la información financiera consolidada pro-forma ha sido compilada, en todos los aspectos significativos, de acuerdo con los criterios utilizados en su preparación, y requiere la realización de los procedimientos necesarios para evaluar si los criterios utilizados por los Administradores en dicha compilación proporcionan una base razonable para presentar los efectos significativos directamente atribuibles al hecho o transacción y para obtener la evidencia apropiada y suficiente sobre si:

- los ajustes pro-forma muestran el efecto apropiado según los criterios arriba mencionados;
- la información financiera consolidada pro-forma refleja la adecuada aplicación de dichos ajustes a la información histórica; y si
- los criterios contables utilizados por los Administradores de Metrovacesa, S.A. en la compilación de la información financiera consolidada pro-forma son consistentes con los criterios y políticas contables utilizadas en la preparación de los estados financieros intermedios consolidados de Metrovacesa Suelo y Promoción, S.A. y sociedades dependientes al 30 de septiembre de 2017.

Los procedimientos que hemos llevado a cabo dependen de nuestro juicio profesional, considerando nuestro entendimiento de la naturaleza de la entidad, del hecho o transacción sobre el que la información financiera consolidada pro-forma ha sido compilada y otros hechos y circunstancias relevantes para el encargo.

Adicionalmente, nuestro trabajo requiere evaluar la presentación de la información financiera consolidada pro-forma en su conjunto.

Consideramos que la evidencia obtenida es suficiente y apropiada para servir como base para nuestra opinión.

Nuestra Independencia y Control de Calidad

Hemos cumplido con los requerimientos de independencia y demás requerimientos de ética del Código de Ética para Profesionales de la Contabilidad emitido por el Consejo de Normas Internacionales de Ética para Profesionales de la Contabilidad (IESBA), que se basa en los principios fundamentales de integridad, objetividad, competencia y diligencia profesional, confidencialidad y comportamiento profesional.

Nuestra firma aplica la Norma Internacional de Control de Calidad 1 (NICC 1) y mantiene en consecuencia un exhaustivo sistema de control de calidad que incluye políticas y procedimientos documentados relativos al cumplimiento de requerimientos de ética, normas profesionales y disposiciones legales y reglamentarias aplicables.

Opinión

En nuestra opinión:

- La información financiera consolidada pro-forma adjunta ha sido adecuadamente compilada en función de los criterios utilizados y de las asunciones e hipótesis definidas por los Administradores de Metrovacesa, S.A.
- Los criterios contables utilizados por los Administradores de Metrovacesa, S.A. en la compilación de la información financiera consolidada pro-forma adjunta son consistentes con los criterios y políticas contables utilizadas en la preparación de los estados financieros intermedios consolidados de Metrovacesa Suelo y Promoción, S.A. y sociedades dependientes al 30 de septiembre de 2017.



Distribución y uso

Este informe ha sido preparado a petición de Metrovacesa, S.A. en relación con el proceso de verificación y registro del Prospectus de Metrovacesa, S.A. en el marco de admisión a cotización de sus acciones en las Bolsas de valores de Madrid, Barcelona, Bilbao y Valencia y, por consiguiente, no deberá ser utilizado para ninguna otra finalidad ni mercado, ni publicado en ningún otro documento de naturaleza similar distinto del Prospectus sin nuestro consentimiento expreso. No admitiremos responsabilidad alguna frente a personas distintas de las destinatarias de este informe.

PricewaterhouseCoopers Auditores, S.L.

Gonzalo Sanjurjo Pose

9 de enero de 2018

INSTITUTO DE CENSORES
JURADOS DE CUENTAS
DE ESPAÑA

PRICEWATERHOUSECOOPERS
AUDITORES, S.L.

Año 2018 Nº 01/18/00778
SELLO CORPORATIVO: 30,00 EUR

.....
Informe sobre trabajos distintos
a la auditoría de cuentas
.....

MÓDULO DE INFORMACIÓN FINANCIERA CONSOLIDADA PRO-FORMA

(Redactado según el Anexo II del Reglamento (CE) nº 809/2004, de la Comisión Europea de 29 de abril de 2004, en su redacción actual).

1. ANTECEDENTES Y OBJETIVO DE LA INFORMACIÓN FINANCIERA CONSOLIDADA PRO-FORMA

La información financiera consolidada pro-forma adjunta presenta el balance consolidado pro-forma de Metrovacesa, S.A., (anteriormente denominada Metrovacesa Suelo y Promoción, S.A.) (en adelante, la “Sociedad dominante”) y sociedades dependientes (en adelante, el “Grupo”) al 30 de septiembre de 2017 y la cuenta de resultados consolidada pro-forma para el periodo de 9 meses finalizado en dicha fecha, que han sido preparados a partir de, y deben ser leídos en conjunto con, los estados financieros intermedios consolidados de Metrovacesa Suelo y Promoción, S.A. y sociedades dependientes al 30 de septiembre de 2017, preparados de acuerdo con los requerimientos establecidos en la Norma Internacional de Contabilidad (NIC) 34, Información Financiera Intermedia, adoptada por la Unión Europea, para la formulación de estados financieros intermedios completos, y demás disposiciones del marco normativo de información financiera que resulta de aplicación en España.

El 30 de junio de 2017 la Junta General de Accionistas de la Sociedad dominante acordó el cambio de denominación social a Metrovacesa, S.A., sujeto al cumplimiento de determinadas condiciones suspensivas. Dicho cambio se ha inscrito en el Registro Mercantil de Madrid con fecha 29 de noviembre de 2017.

La información financiera consolidada pro-forma adjunta se ha preparado con el propósito de ilustrar, sobre una base pro-forma, el impacto potencial en el balance consolidado al 30 de septiembre de 2017 y en la cuenta de resultados consolidada del periodo finalizado en dicha fecha, de la contribución al Grupo de Metrovacesa Promoción y Arrendamiento, S.A. (en adelante, “MPYA”) a través de una ampliación de capital no dineraria, operación que se describe en mayor detalle en la Nota 2 de este mismo documento (en adelante, la “Transacción”), como si ésta se hubiera producido el 1 de enero de 2017, a efectos de la cuenta de resultados consolidada pro-forma, y el 30 de septiembre de 2017, a efectos del balance consolidado pro-forma.

La información financiera consolidada pro-forma adjunta se ha preparado únicamente a efectos ilustrativos, tomando en consideración las hipótesis definidas por los administradores de la Sociedad dominante, las cuales se consideran razonables en las circunstancias actuales, así como sobre la información disponible a la fecha de su preparación. Las hipótesis empleadas por los administradores de la Sociedad dominante en la preparación de la información financiera consolidada pro-forma adjunta se describen en la Nota 4 a esta información financiera consolidada pro-forma.

Dado que la presente información financiera consolidada pro-forma ha sido preparada para reflejar una situación hipotética, no tiene por objeto representar, y en consecuencia, no representa, la situación financiera o los resultados del Grupo de haberse producido la transacción descrita en la Nota 2 en las fechas indicadas anteriormente. Asimismo, la información financiera consolidada pro-forma no es indicativa de la situación financiera o de los resultados futuros del Grupo.

La información financiera consolidada pro-forma ha sido preparada exclusivamente con el propósito de ser incorporada al *prospectus* a presentar por la Sociedad dominante en el contexto de la admisión a cotización de sus acciones en las Bolsas de Madrid, Barcelona, Bilbao y Valencia.

Los Administradores de la Sociedad dominante son responsables de la preparación y del contenido de la información financiera consolidada pro-forma adjunta y ha aprobado dicha información financiera consolidada pro-forma el 8 de enero de 2018.

2. DESCRIPCIÓN DE LA TRANSACCIÓN

Metrovacesa Suelo y Promoción S.A. se constituyó por tiempo indefinido por escisión parcial de la sociedad Metrovacesa S.A. (en adelante, “Antigua Metrovacesa”) el 18 de febrero de 2016. Como resultado de dicha escisión, Metrovacesa Suelo y Promoción, S.A. y sus sociedades dependientes representan un grupo que adquirió en bloque y por sucesión universal, el patrimonio perteneciente a la rama de actividad de Suelo y Promoción de la Antigua Metrovacesa.

A 30 de septiembre de 2017, los accionistas de la Sociedad dominante están representados por Grupo Santander (70,32%)¹, Grupo BBVA (29,64%) y otros accionistas minoritarios (0,04%).

El objeto social de la Sociedad dominante y sus sociedades dependientes es la adquisición o construcción de toda clase de fincas y construcciones para su edificación o mejora con el fin de su ulterior venta, la promoción, urbanización y parcelación de bienes inmuebles en general, la adquisición de suelo, aprovechamientos urbanísticos o cualquier clase de derechos reales sobre bienes inmuebles para su venta, así como el desarrollo de actuaciones de gestión inmobiliaria en beneficio propio o favor de terceros y la promoción y gestión de comunidades inmobiliarias.

En relación a Metrovacesa Promoción y Arrendamiento, S.A., la sociedad se constituyó el 20 de octubre de 2016 por tiempo indefinido, como consecuencia de la escisión total de la Antigua Metrovacesa, que se aprobó en la Junta General de Accionistas de ésta el 15 de septiembre de 2016, en la que se produjo la extinción de la Antigua Metrovacesa, consistente en la división de todo su patrimonio en unidades patrimoniales diferenciadas (comercial, residencial y patrimonio no estratégico). Dichas unidades patrimoniales se transmitieron en bloque y por sucesión universal a Merlin Properties SOCIMI, S.A., Testa Residencial, S.A. y a Metrovacesa Promoción y Arrendamiento, S.A., respectivamente.

MPYA sucedió a la Antigua Metrovacesa con respeto al patrimonio recibido, en todas las relaciones jurídicas, expectativas, acciones, obligaciones, responsabilidades y cargas de la misma. El patrimonio no estratégico recibido por MPYA estaba constituido principalmente por un conjunto de suelos con destino terciario para su promoción y posterior arrendamiento por terceros, y ciertos activos y pasivos asociados, destinados a su explotación.

En el marco del proceso de admisión a cotización de las acciones de la Sociedad dominante en las Bolsas de Madrid, Barcelona, Bilbao y Valencia, y con el objetivo de dotar el Grupo de una cartera de suelos adicional, la Junta General Extraordinaria de accionistas de la Sociedad

¹ Incluye la participación del 9,21% ostentada por Grupo Banco Popular.

dominante, previa puesta a disposición de los accionistas del correspondiente Informe de Administradores e Informe de Experto Independiente, ha acordado, con fecha 24 de noviembre de 2017, dos aumentos de capital consistentes en la aportación no dineraria a la Sociedad dominante de la totalidad de las acciones de Metrovacesa Promoción y Arrendamiento, S.A. por parte de los accionistas mayoritarios de ésta, siendo Grupo Santander (79,41%)² y Grupo BBVA (20,52%), y por parte de los accionistas minoritarios (0,07%).

Dichas ampliaciones de capital no dinerarias se han realizado en dos aumentos de capital sucesivos que se detallan a continuación:

- Un primer aumento de capital social mediante aportaciones no dinerarias consistentes en acciones representativas del 99,93% del capital social de MPYA que han sido aportadas por Grupo Santander (incluyendo la participación ostentada por Banco Popular) y Grupo BBVA. El importe global de esta ampliación de capital social ascendió a 316.728.694,72³ euros, mediante la emisión y puesta en circulación de 848.358.236 nuevas acciones ordinarias de la Sociedad dominante de 0,16 Euros de valor nominal cada una, dividida en 135.737.317,76 euros de capital social y en 180.991.375,55 euros de prima de emisión. El tipo de emisión se calculó en base a las valoraciones existentes de la Sociedad, realizadas en atención al Net Net Asset Value (NNAV) al 30 de junio de 2017. Dicho aumento de capital no dinerario de la Sociedad dominante se ha inscrito en el Registro Mercantil de Madrid el 4 de diciembre de 2017.
3. Un segundo aumento de capital social mediante aportaciones no dinerarias consistentes en acciones representativas del 0,07% del capital social de MPYA correspondientes a los accionistas minoritarios, que, al constituir un grupo heterogéneo, se les concedió un plazo de suscripción que les permitiera tomar conocimiento de la propuesta de acuerdo relativa a la ampliación de capital no dineraria. El importe global de esta ampliación de capital social, que ha sido parcialmente suscrita por accionistas representativos del 0,04% del capital social de MPYA, ascendió a 123.701,12⁴ euros, mediante la emisión y puesta en circulación de 331.206 acciones de 0,16 Euros de valor nominal cada una, dividida en 52.992,96 euros de capital social y en 70.660,51 euros de prima de emisión. El tipo de emisión se calculó en base a las valoraciones existentes de la Sociedad, realizadas en atención al Net Net Asset Value (NNAV) al 30 de junio de 2017. Dicho aumento de capital no dinerario de la Sociedad dominante se ha escriturado el 8 de enero de 2018 y se inscribirá a la mayor brevedad posible en el Registro Mercantil de Madrid.

3. FUENTES PARA LA PREPARACIÓN DE LA INFORMACIÓN FINANCIERA CONSOLIDADA PRO-FORMA

La información financiera histórica utilizada como base para la preparación de la información financiera consolidada pro-forma adjunta ha sido extraída de la siguiente información financiera:

- Los estados financieros intermedios consolidados de Metrovacesa Suelo y Promoción, S.A. y sociedades dependientes al 30 de septiembre de 2017 y para el periodo de 9

² Incluye la participación del 9,14% ostentada por Grupo Banco Popular.

³ Incluye 1,41 euros en concepto de "picos" por operación de canje.

⁴ Incluye 47,65 euros en concepto de "picos" por operación de canje.

meses terminado a 30 de septiembre de 2017, elaborados de conformidad con los requerimientos establecidos en la Norma Internacional de Contabilidad (NIC) 34, Información Financiera Intermedia, adoptada por la Unión Europea, para la formulación de estados financieros intermedios completos, y demás disposiciones del marco normativo de información financiera que resulta de aplicación en España y auditados por PricewaterhouseCoopers Auditores, S.L., que ha emitido el correspondiente informe de auditoría con fecha 8 de enero de 2018, en el que se expresa una opinión favorable.

- Los estados financieros intermedios consolidados de Metrovacesa Promoción y Arrendamiento S.A. y sociedades dependientes al 30 de septiembre de 2017 y para el periodo de 9 meses terminado el 30 de septiembre de 2017 elaborados de conformidad con los requerimientos establecidos en la Norma Internacional de Contabilidad (NIC) 34, Información Financiera Intermedia, adoptada por la Unión Europea, para la formulación de estados financieros intermedios completos, y demás disposiciones del marco normativo de información financiera que resulta de aplicación en España y auditados por PricewaterhouseCoopers Auditores, S.L., que ha emitido el correspondiente informe de auditoría con fecha 8 de enero de 2018, en el que se expresa una opinión favorable.
- Asimismo, se han utilizado como base para la preparación de la información financiera consolidada pro-forma la escritura de 27 de noviembre de 2017 (inscrita el 4 de diciembre de 2017) referida al primer aumento de capital descrito en el apartado 2. Descripción de la transacción anterior y la escritura de 8 de enero de 2018 (que se inscribirá a la mayor brevedad posible) referida al segundo aumento de capital, ambas derivadas de las decisiones de la Junta General Extraordinaria de fecha 24 de noviembre de 2017, previa obtención del informe de administradores y del informe de experto independiente conforme con el artículo 67 de la Ley de Sociedades de Capital.

4. BASES DE PRESENTACIÓN Y PRINCIPALES HIPÓTESIS UTILIZADAS EN LA PREPARACIÓN DE LA INFORMACIÓN FINANCIERA CONSOLIDADA PRO-FORMA

La información financiera consolidada pro-forma ha sido preparada de acuerdo con el Anexo II de la Regulación de la Unión Europea contenida en el Reglamento (CE) N° 809/2004, de la Comisión de 29 de abril de 2004, y posteriores modificaciones, y con la actualización de la European Securities and Market Authority (“ESMA”) de las recomendaciones del Committee of European Securities Regulators (“CESR”) para la implantación consistente de la citada regulación (ESMA/2013/319) y con las aclaraciones contenidas en el documento ESMA31-62-780.

La presente información financiera consolidada pro-forma ha sido preparada utilizando políticas contables consistentes con las políticas contables utilizadas por el Grupo en la preparación de sus estados financieros intermedios consolidados al 30 de septiembre de 2017, preparados de acuerdo con los requerimientos establecidos en la Norma Internacional de Contabilidad (NIC) 34, Información Financiera Intermedia, adoptada por la Unión Europea,

para la formulación de estados financieros intermedios completos, y demás disposiciones del marco normativo de información financiera que resulta de aplicación en España.

Las principales hipótesis utilizadas para la elaboración de la presente información financiera consolidada pro forma han sido las siguientes:

- El balance consolidado pro-forma a 30 de septiembre de 2017 ha sido preparado como si la Transacción hubiera tenido lugar el 30 de septiembre de 2017.
- La cuenta de resultados consolidada pro-forma para el periodo de nueve meses finalizado el 30 de septiembre de 2017 ha sido preparada como si la Transacción hubiera tenido lugar el 1 de enero de 2017.
- Los ajustes pro-forma responden a eventos directamente atribuibles a la Transacción descrita en la Nota 2 y que son demostrables fehacientemente, adecuados y completos a los efectos de la presentación de la información financiera consolidada pro-forma y, para lo que se refiere a la cuenta de resultados consolidada pro-forma, que se espera que tengan un impacto duradero en el Grupo.
- La información financiera consolidada pro-forma adjunta no incluye ajustes distintos de los descritos en las presentes notas explicativas.
- Los saldos y las transacciones existentes entre el Grupo y MPYA al 30 de septiembre de 2017 y ocurridas durante el ejercicio 2017 han sido eliminados en el balance consolidado pro-forma y en la cuenta de resultados consolidada pro-forma, respectivamente.
- A efectos de la preparación de la presente información financiera consolidada pro-forma la ampliación de capital no dineraria se ha considerado como una adquisición de activos de acuerdo con las NIIF UE, que se registran en el balance de la entidad adquirente a su valor razonable, considerando que MPYA no cumple con la definición de negocio establecida en la Guía de Aplicación de la NIIF 3, párrafo B7, siendo los activos aportados terrenos que no forman parte de un conjunto integrado de actividades, para los que no se ha realizado una gestión activa hasta su futura integración en las actividades del Grupo. A efectos de la elaboración de esta información financiera consolidada pro-forma se ha considerado el valor patrimonial de MPYA a 30 de septiembre de 2017.
- Para la estimación del valor razonable de los activos a 1 de enero 2017 y 30 de septiembre de 2017 necesarios para la preparación de la presente información financiera consolidada pro-forma se han utilizado los valores obtenidos de los informes de valoración de expertos independientes utilizados en la preparación de los estados financieros intermedios consolidados del Grupo y de MPYA al 30 de septiembre de 2017 y, en su caso, de las cuentas anuales consolidadas del Grupo y de MPYA al 31 de diciembre de 2016.
- Para los impactos fiscales de los ajustes pro-forma se ha considerado un tipo impositivo del 25%.
- En la preparación de la presente información financiera pro-forma no se han tenido en cuenta los costes asociados a la Transacción al no ser significativos.



**5. BALANCE CONSOLIDADO Y CUENTA DE RESULTADOS CONSOLIDADA
PRO-FORMA AL 30 DE SEPTIEMBRE DE 2017**

Balance consolidado pro-forma al 30 de septiembre de 2017

	Metrovacesa Suelo y Promoción, S.A.	Metrovacesa Promoción y Arrendamiento, S.A.	Eliminaciones intragrupo (7.2)	Reclasificación de suelos (7.3)	TOTAL PRO-FORMA
<i>Datos en miles de euros</i>	30/09/2017 (6)	30/09/2017 (6)			
ACTIVO					
Activos Intangibles	135	-	-	-	135
Inmovilizaciones					
Materiales	147	-	-	-	147
Inversiones					
Inmobiliarias	305.725	323.878	-	(255.291)	374.312
Cuentas a cobrar	76.881	1.271	-	-	78.152
Activos Por Impuestos					
Diferidos	89.059	10.263	-	-	99.322
Activos no corrientes	471.947	335.412	-	(255.291)	552.068
Existencias	1.629.760	73	-	255.291	1.885.124
Deudores Comerciales y Otras Cuentas Por Cobrar	186.461	31	(71)	-	186.421
Otros Activos					
Financieros Corrientes	1.343	138	-	-	1.481
Efectivo y Otros					
Activos Líquidos					
Equivalentes	32.631	12.399	-	-	45.030
Activos corrientes	1.850.195	12.641	(71)	255.291	2.118.056
TOTAL ACTIVO	2.322.142	348.053	(71)	-	2.670.124

Balance consolidado pro-forma al 30 de septiembre de 2017

	Metrovacesa Suelo y Promoción, S.A.	Metrovacesa Promoción y Arrendamiento S.A.	Ampliación de capital (7.1)	Eliminaciones intragruppo (7.2)	Reclasificación de suelos (7.3)	TOTAL PRO-FORMA
<i>Datos en miles de euros</i>	30/09/2017 (6)	30/09/2017 (6)				
PATRIMONIO NETO						
Capital Suscrito	956.279	307.528	(171.738)	-	-	1.092.069
Prima De Emisión	1.174.251	14.560	185.139	-	-	1.373.950
Ganancias acumuladas	(64.528)	15.091	(15.091)	-	4.042	(60.486)
Reservas en sociedades consolidadas puestas en equivalencia	(3.275)	(1.579)	1.579	-	-	(3.275)
PATRIMONIO NETO ATRIBUIBLE A LOS ACCIONISTAS DE LA SOCIEDAD DOMINANTE	2.062.727	335.600	(111)	-	4.042	2.402.258
PARTICIPACIONES NO DOMINANTES	-	-	111	-	1	112
TOTAL PATRIMONIO NETO	2.062.727	335.600	-	-	4.043	2.402.370
PASIVO						
Provisiones A Largo Plazo	19.221	351	-	-	-	19.572
Deudas Con Entidades de Crédito	4.997	-	-	-	-	4.997
Acreedores comerciales y otras cuentas a pagar	3.427	1.522	-	-	-	4.949
Pasivos Por Impuestos Diferidos	5.176	4.043	-	-	(4.043)	5.176
Pasivos no corrientes	32.821	5.916	-	-	(4.043)	34.694
Provisiones A Corto Plazo	12.338	135	-	-	-	12.473
Deudas Con Entidades de Crédito A Corto Plazo	171.687	-	-	-	-	171.687
Acreedores Comerciales y Otras Cuentas Por Pagar	31.422	6.402	-	(71)	-	37.753
Pasivo por impuesto corriente	2.389	-	-	-	-	2.389
Ingresos ordinarios diferidos	8.758	-	-	-	-	8.758
Pasivos corrientes	226.594	6.537	-	(71)	-	233.060
TOTAL PASIVO	259.415	12.453	-	(71)	(4.043)	267.754
TOTAL PATRIMONIO NETO Y PASIVO	2.322.142	348.053	-	(71)	-	2.670.124

Cuenta de resultados consolidada pro-forma para el periodo de 9 meses finalizado el 30 de septiembre de 2017

	Metrovacesa Suelo y Promoción, S.A.	Metrovacesa Promoción y Arrendamiento S.A.	Eliminaciones intragruppo (7.2)	Reclasificaciones de suelo (7.3)	TOTAL PRO-FORMA
<i>Datos en miles de euros</i>	30/09/2017 (6)	30/09/2017 (6)			
Ventas	18.887	1.549	(2.069)	2.084	20.451
Coste de las ventas	(14.621)	(1.453)	1.275	(2.084)	(16.883)
Gastos de personal	(4.425)	(119)	-	-	(4.544)
Servicios exteriores	(3.549)	(856)	785	-	(3.620)
Variación de las provisiones de tráfico	(68.364)	8.163	-	(4.815)	(65.016)
Variaciones de valor de las inversiones inmobiliarias	(1.461)	11.800	-	(10.481)	(142)
RESULTADO DE EXPLOTACIÓN	(73.533)	19.084	(9)	(15.296)	(69.754)
Ingresos financieros	38	-	-	-	38
Gastos financieros	(4.164)	-	-	-	(4.164)
Gastos financieros capitalizados	78	-	-	-	78
Deterioro y resultado por enajenación de instrumentos financieros	196	-	-	-	196
Resultado de entidades valoradas por el método de la participación	236	-	-	-	236
RESULTADO FINANCIERO	(3.616)	-	-	-	(3.616)
RESULTADO ANTES DE IMPUESTOS	(77.149)	19.084	(9)	(15.296)	(73.370)
Impuesto sobre las ganancias	43.293	6.765	2	3.824	53.884
RESULTADO DEL EJERCICIO	(33.856)	25.849	(7)	(11.472)	(19.486)
Resultado atribuible a los accionistas de la Sociedad dominante					(19.491)
Resultado atribuible a participaciones no dominantes					5

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6. INFORMACIÓN HISTÓRICA

Información histórica extraída de los estados financieros intermedios consolidados auditados de Metrovacesa Suelo y Promoción, S.A. y sociedades dependientes y de los estados financieros intermedios consolidados auditados de Metrovacesa Promoción y Arrendamiento, S.A. y sociedades dependientes al 30 de septiembre de 2017, ambos preparados de acuerdo con los requerimientos establecidos en la Norma Internacional de Contabilidad (NIC) 34, Información Financiera Intermedia, adoptada por la Unión Europea, para la formulación de estados financieros intermedios completos, y demás disposiciones del marco normativo de información financiera que resulta de aplicación en España.

7. AJUSTES PRO-FORMA

7.1 AMPLIACIÓN DE CAPITAL

Según se detalla en Nota 2, con fecha 24 de noviembre de 2017 se acordaron dos ampliaciones de capital consistentes en la aportación no dineraria a la Sociedad dominante de la totalidad de las acciones de Metrovacesa Promoción y Arrendamiento, S.A. La ecuación de canje de las ampliaciones de capital no dineraria ha sido para ambas de 1 acción de la Sociedad por cada 3,62230562386723 acciones de MPYA.

Este ajuste pro-forma refleja el aumento del capital social por importe de 135.790 miles de euros y de la prima de emisión de 181.062 miles de euros, así como la eliminación de los Fondos Propios de MPYA a 30 de septiembre de 2017. La diferencia entre el importe correspondiente a la ampliación de capital social y prima de emisión y el importe de los Fondos Propios de MPYA se ha registrado en el patrimonio consolidado pro-forma, teniendo en cuenta las Participaciones no dominantes. El ajuste reflejado en la columna de Patrimonio por importe total de 18.748 miles de euros se refiere a la diferencia de valor del patrimonio de MPYA entre el 30 de junio de 2017 (fecha de cálculo del tipo de emisión, tal y como se describe en la Nota 2) y el 30 de septiembre de 2017.

La siguiente tabla muestra un resumen de los ajustes descritos anteriormente:

<i>Datos en miles de euros</i>	Ampliación de capital social y prima de emisión	Eliminación de FFPP de MPYA	Patrimonio	Total ajuste
Capital Suscrito	135.790	(307.528)	-	(171.738)
Prima de Emisión	181.062	(14.560)	18.637	185.139
Participaciones no dominantes	-	-	111	111
Ganancias acumuladas	-	(15.091)	-	(15.091)
Reservas en sociedades consolidadas puestas en equivalencia	-	1.579	-	1.579
Total	316.852	(335.600)	18.748	-

Una vez ejecutadas las ampliaciones de capital, descritas anteriormente en la Nota 2, los accionistas de la Sociedad dominante están representados aproximadamente por Grupo Santander (71,35%)⁵, Grupo BBVA (28,61%) y otros accionistas minoritarios (0,04%).

7.2 ELIMINACIÓN DE SALDOS INTRAGRUPPO

Con la finalidad de eliminar la totalidad de las transacciones realizadas entre el Grupo y MPYA, se han registrado ajustes pro-forma en la cuenta de resultados consolidada pro-forma por importe de 2.069 miles de euros para reducir la cifra de ventas y de 1.275 miles de euros para reducir el coste de ventas, con el objetivo de eliminar transacciones de compraventa entre el Grupo y MPYA, así como una disminución de 785 miles de euros en servicios exteriores. El impacto fiscal de las eliminaciones en la cuenta de resultados es de 2 miles de euros. A nivel de balance consolidado pro-forma se han eliminado algunos saldos intragrupo de importe poco significativo.

7.3 RECLASIFICACIÓN

Según se detalla en la Nota 3 la información histórica del Grupo y de MPYA ha sido preparada de acuerdo con los requerimientos establecidos en la Norma Internacional de Contabilidad (NIC) 34, Información Financiera Intermedia, adoptada por la Unión Europea, para la formulación de estados financieros intermedios completos, y demás disposiciones del marco normativo de información financiera que resulta de aplicación en España. En la preparación de la presente información financiera consolidada pro-forma se han utilizado las políticas contables del Grupo con respecto a la clasificación de los activos inmobiliarios como existencias o como inversiones inmobiliarias.

Este ajuste pro-forma refleja el impacto en el balance consolidado pro-forma al 30 de septiembre de 2017 y en la cuenta de resultados consolidada pro-forma para los nueve meses finalizados el 30 de septiembre de 2017 de clasificar como existencias ciertos activos inmobiliarios de MPYA que estaban clasificados como inversiones inmobiliarias valoradas a su valor razonable, obedeciendo a los criterios de clasificación de los activos inmobiliarios adoptados por el Grupo en base al uso futuro de dichos activos.

El ajuste pro-forma en el balance consolidado pro-forma al 30 de septiembre de 2017 ha supuesto una reclasificación de inversiones inmobiliarias a existencias por importe de 255.291 miles de euros. Este ajuste pro-forma no ha supuesto ninguna variación de valor de las existencias, considerando que a efectos del balance consolidado pro-forma la adquisición de los activos inmobiliarios se ha realizado a su valor razonable a 30 de septiembre de 2017 que coincide con el valor razonable de las inversiones inmobiliarias registradas en MPYA a dicha fecha.

Adicionalmente al calificar la Transacción como una adquisición de activos que se registra a valor razonable de acuerdo con las NIIF-UE, dicha Transacción no daría lugar al registro de un impuesto diferido de pasivo, al igualarse la base contable de dichos activos con su base fiscal, por lo que los saldos de pasivos por impuestos diferidos existentes y relacionados con los activos adquiridos, han sido eliminados en el balance consolidado pro-forma. Este ajuste ha supuesto eliminar 4.043 miles de euros de pasivos por impuestos diferidos.

⁵ Incluye la participación del 9,21% ostentada por Grupo Banco Popular.



A efectos de la cuenta de resultados consolidada pro-forma, el valor razonable de las existencias aportadas es el valor razonable a 1 de enero de 2017, que a partir de dicha fecha representa su valor de coste. Dicho valor razonable ha sido estimado sobre la base del valor razonable obtenido por informes de valoración de expertos independientes utilizados en la preparación de las cuentas anuales consolidadas de MPYA al 31 de diciembre de 2016. El ajuste pro-forma en la cuenta de resultados consolidada pro-forma se refiere a la eliminación de la variación de valor razonable de las inversiones inmobiliarias reclasificadas como existencias, que ha sido registrada en la cuenta de resultados consolidada histórica de MPYA para los nueve meses finalizados el 30 de septiembre. Este ajuste pro-forma ha supuesto eliminar un importe de 10.481 miles de euros del epígrafe de Variaciones de valor de las inversiones inmobiliarias y reflejar un importe de 2.620 miles de euros correspondiente a su impacto fiscal.

En base al ajuste anterior, algunos terrenos aportados a su valor razonable al 1 de enero de 2017 han sufrido un deterioro durante los nueve meses finalizados el 30 de septiembre de 2017, comparando su valor de coste a 30 de septiembre de 2017 con su valor razonable a la misma fecha, por lo que se ha registrado un ajuste pro-forma por importe de 4.815 miles de euros para reflejar dicho deterioro en la cuenta de resultados consolidada pro-forma y un ajuste pro forma por importe de 1.204 miles de euros para reflejar su impacto fiscal.

Adicionalmente, durante el ejercicio 2017 se ha producido la venta de un suelo por el valor neto contable que éste mantenía al 1 de enero de 2017 y que, de estar en el balance de la Sociedad a 30 de septiembre de 2017, se hubiera clasificado como existencias. Por tanto, se ha registrado un ajuste pro-forma para reflejar la venta de ese terreno como existencias en la cuenta de resultados consolidada pro-forma por importe de 2.084 miles de euros que no ha dado lugar a resultado.



APROBACIÓN DE LA INFORMACIÓN FINANCIERA CONSOLIDADA PROFORMA PARA EL PERIODO DE NUEVE MESES TERMINADO EL 30 DE SEPTIEMBRE DE 2017

Con fecha 8 de enero de 2018, el Consejo de Administración ha aprobado la información financiera consolidada proforma para el periodo de nueve meses finalizado el 30 de septiembre de 2017

V.B. D. Ignacio Moreno Martínez

D. Lucas Osorio Iturmendi

Presidente del Consejo de Administración
Administración

Secretario del Consejo

D. Mariano Olmeda Sarrión

Vicepresidente del Consejo de Administración

Fdo. D. Ignacio Moreno Martínez
Vocal

Fdo. D. Mariano Olmeda Sarrión
Vocal

Fdo. D. Jorge Pérez de Leza Eguiguren
Vocal

Fdo. D. Javier García-Carranza Benjumea
Vocal

Fdo. D. Cesáreo Rey-Baltar Oramas
Vocal

Fdo. D. Juan Maximiliano de Ortueta Monfort
Vocal

Fdo. D. José Ferris Monera
Vocal

Altamira Santander Real Estate, S.A.,
representada por D. Carlos Doussinague
Méndez de Lugo
Vocal

Fdo. Dña. Ana Lucrecia Bolado Valle
Vocal

Fdo. Dña. Francisca Ortega Hernández-Agero
Vocal

Fdo. D. Juan Ignacio Ruiz de Alda Moreno
Vocal

Fdo. D. Carlos Manzano Cuesta
Vocal

ANNEX IV – SPANISH TRANSLATION OF THE SUMMARY

RESUMEN

Los resúmenes constan de apartados de información denominados “Elementos.” Tales Elementos se enumeran en las Secciones A—E (A.1—E.7).

El presente resumen incluye todos los Elementos que deben figurar en el resumen que corresponde a esta clase de valores y de sociedad. Dado que algunos Elementos no deben ser abordados, puede que su numeración no sea correlativa.

Aunque la mención en el resumen de un determinado Elemento pueda ser obligatoria debido al tipo de valores y de sociedad, es posible que no pueda aportarse información sobre dicho Elemento, en cuyo caso se ha incluido una breve descripción del Elemento con la anotación “no procede.”

AVISO IMPORTANTE

Se recomienda a los potenciales inversores en Acciones de la Oferta y los futuros accionistas de la Sociedad que lean el Folleto completo y presten especial atención a las siguientes cuestiones:

- ***Historial limitado y pérdidas incurridas***

Aun cuando contamos con más de 100 años de experiencia y know-how gracias a nuestras sociedades predecesoras, la Sociedad se constituyó el 18 de febrero de 2016. Por tanto, el historial operativo y financiero de la Sociedad es muy limitado por lo que los inversores, al valorar el potencial de la Sociedad y las ventajas asociadas a una inversión en las Acciones, deberán valerse significativamente de otra información como los Informes de Valoración incluidos en el Folleto. Véase “Valoración” (Valuation) y “Negocio — Cartera” (Business — Portfolio).

Además, tenemos un historial de generación de ingresos limitado, y la capacidad de nuestro negocio de generar ingresos es incierta. En 2016 y los primeros nueve meses de 2017, obtuvimos un resultado consolidado negativo de 20,53 millones de euros y 33,86 millones de euros, respectivamente. Véase “*Operating and Financial Review—Balance Sheet and Results of Operations*” (Revisión Operativa y Financiera—Balance y Resultado de Operaciones) y “*Business—Portfolio*” (Negocio—Cartera).

- ***Proyectos en desarrollo***

Estamos en el estado inicial de nuestro negocio de desarrollo de viviendas. Aunque estimamos que nuestra cartera permite construir aproximadamente 37.532 unidades, a la fecha de este Folleto únicamente tenemos 51 proyectos en desarrollo, en los que esperamos construir 2.263 viviendas. En consecuencia, solo tenemos escasa información financiera que pueda resultar útil para entender nuestros ingresos y gastos futuros.

- ***Accionista de control***

En la fecha de este Folleto, las Entidades Santander y las Entidades BBVA son titulares del 99,96% del capital social de la Sociedad. Tras la Oferta, se espera que las Entidades Santander y las Entidades BBVA sean titulares de aproximadamente un 53,31% de las acciones de la Sociedad y un 20,85% de las acciones de la Sociedad, respectivamente (si no se ejerce la Opción de Sobre-Adjudicación) y un 50,59% de las acciones de la Sociedad y un 19,70% de las acciones de la Sociedad, respectivamente (si se ejerce la Opción de Sobre-Adjudicación). Las Entidades Santander y las Entidades BBVA no han manifestado ningún compromiso u obligación de seguir siendo un accionistas significativos y estar representados en el Consejo de Administración de la Sociedad, excepto el habitual compromiso de no disposición de 180 días asumido bajo los términos habituales y sujeto a ciertas excepciones típicas en este tipo de operaciones. Por tanto, las referidas entidades podrán transmitir libremente sus Acciones de la Sociedad en cualquier momento tras el período de no disposición de 180 días y, en determinados supuestos excepcionales, antes de la finalización de dicho período.

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Sección A—Introducción y advertencias

A.1	Introducción:	<p>El presente resumen debe leerse como introducción a este documento (el “Folleto”). Toda decisión de invertir en las acciones ordinarias de Metrovacesa, S.A. (las “Acciones” y la “Sociedad,” respectivamente) debe basarse en la consideración del Folleto en su conjunto por parte del inversor, incluidos, en especial, los Factores de Riesgo.</p> <p>En el supuesto de interponerse una reclamación en relación con la información contenida en el presente Folleto, el inversor demandante podría venir obligado a soportar los gastos de traducir este Folleto antes del inicio del procedimiento judicial con arreglo a la legislación nacional de los estados miembros del Espacio Económico Europeo (el “EEE”).</p> <p>De conformidad con la legislación española, la responsabilidad civil sólo se exigirá a aquellos que hayan presentado el resumen, incluida su traducción, pero únicamente en la medida en que el resumen sea engañoso, inexacto o incoherente con las demás partes del Folleto, o si no ofreciera, al ser leído con el resto de apartados del Folleto, información esencial que ayude a los inversores a la hora de estudiar si invierten o no en dichos valores.</p> <p>La posible actualización o ajuste de la información o de las declaraciones contenidas en este Folleto como consecuencia del acaecimiento de alguno de los factores de riesgo descritos, no se considerará error o inexactitud ni hará que dicha información resulte engañosa.</p>
A.2	Venta posterior o colocación final de los valores por parte de intermediarios financieros:	<p>No procede. La Sociedad no ha contratado a intermediarios financieros para la venta posterior o colocación final de valores que exija un folleto tras la publicación de este documento, ni ha dado su consentimiento a dicha venta o colocación posteriores.</p>
Section B—Emisor		
B.1	Denominación social y nombre comercial:	<p>La denominación social de la Sociedad es Metrovacesa, S.A. El nombre comercial del emisor es “Metrovacesa.”</p>
B.2	Domicilio y forma jurídica:	<p>La Sociedad es una sociedad anónima o S.A. Constituida en España sujeta a la legislación española. La Sociedad tiene su domicilio social en Calle Quintanavides 13, Parque Vía Norte, 28050, Madrid, España. La Sociedad se halla constituida por tiempo indefinido.</p>
B.3	Factores clave relativos al carácter de las operaciones en curso del emisor y de sus principales	<p>Metrovacesa es uno de los principales promotores residenciales en España. La Sociedad es titular de la mayor cartera de suelos entre los promotores españoles de viviendas y pretende alcanzar las 4.500-5.000 unidades anuales en el 2021. Su ámbito geográfico abarca 31 provincias en España, con un especial enfoque en las grandes ciudades principales como Madrid, Barcelona, Málaga, Valencia y Sevilla, entre otras (aproximadamente el 67% en términos de GAV a 30 de septiembre de 2017) y, secundariamente, en grandes destinos turísticos y poblaciones menores. Esto permite que la Sociedad tenga acceso a una gran demanda y que pueda reducir el riesgo durante su periodo aceleración (<i>ramp-up</i>). Una pequeña parte del negocio de la Sociedad (el 27% en términos de GAV a 30 de septiembre de 2017) se centra en la promoción y venta de</p>

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actividades:

suelos comerciales

El domicilio social y la oficina principal de la Sociedad se encuentran en Madrid. La Sociedad también cuenta con oficinas en Barcelona, Valencia, Sevilla y Málaga.

La Sociedad es titular de la mayor cartera de suelo entre los promotores de viviendas españoles, con una superficie construible de 6,1 millones de metros cuadrados equivalentes aproximadamente a 37.500 unidades. A 30 de septiembre de 2017, el GAV de dicha cartera de suelos era de 2.600 millones de euros y el Valor Bruto de Desarrollo (*Gross Development Value* o GDV) de 11.700 millones de euros, según las tasaciones preparadas por CBRE y Savills. La Sociedad considera que el tamaño de su cartera de suelo le permitirá beneficiarse de la recuperación del mercado de promoción residencial en España, aprovecharse de márgenes de ganancia ya consolidados y consolidarse como uno de los líderes del sector. La cartera de suelo residencial de la Sociedad representa 1.900 millones en términos de GAV a 30 de septiembre de 2017 (o el 73% de toda la cartera de suelos). Aunque se prevé que las promociones residenciales seguirán siendo el componente esencial del negocio de Metrovacesa, el negocio de promoción de suelo comercial ofrece una oportunidad única para diversificar la cartera de la Sociedad en un atractivo segmento.

Aproximadamente el 74% de la cartera de suelos de la Sociedad está compuesta por suelo finalista. El 26% restante se encuentra en diferentes etapas de tramitación de permisos. Se espera que en un plazo de tres o cuatro años desde la fecha de este Folleto el 93% de la cartera de suelos de la Sociedad en términos de GAV sea suelo finalista. La titularidad de activos en diferentes etapas de tramitación de permisos y la gestión de suelos constituyen una ventaja competitiva frente a aquellos actores del sector que, a la fecha de este Folleto, únicamente invierten en suelo finalista. Teniendo en cuenta la fuerte demanda de suelo finalista en el mercado español en los últimos tres años, la Sociedad entiende que la actual cartera de suelo le permitirá alimentar su plan de desarrollo, captar valor significativo a través del proceso de transformación e incrementar su rentabilidad y el retorno para sus accionistas.

El negocio de promoción inmobiliaria de Metrovacesa se encuentra en fase de aceleración (*ramp-up*), con 2.263 unidades activas a la fecha de este Folleto y el objetivo de alcanzar en 2021 una tasa de entre 4.500 y 5.000 unidades anuales. Para cumplir con el objetivo anual de los próximos ocho años no será necesario adquirir nuevos terrenos (suponiendo que no se proceda a ninguna venta), lo que sustenta la sostenibilidad del modelo de negocio de la Sociedad y le permite una alta visibilidad de márgenes.

La relevante cartera de suelos de la Sociedad le proporciona flexibilidad para adaptarse a los distintos ciclos a través de una estrategia diferenciada ya que, dependiendo de las condiciones del mercado, podría aprovechar oportunidades para llevar a cabo ventas de suelo residencial o comercial con márgenes de retorno atractivos. La estrategia de negocio de la Sociedad contempla la potencial venta selectiva de activos de la cartera de suelo por un valor agregado de hasta 500 millones de euros con base en el GAV a 30 de septiembre de 2017, a realizar dentro de los próximos tres a cinco años. Este importe no toma en cuenta el potencial incremento en el precio, la creación de valor del capex de urbanismo o, en determinados casos, la creación de valor a través de la transformación del suelo en suelo finalista. La Sociedad espera que estas ventas tengan por objeto suelo residencial y comercial, aprovechando oportunidades para llevar a cabo las referidas ventas para generar un mayor retorno y liquidez para el negocio y/o un retorno y distribuciones para los accionistas.

Partiendo de su estructura de costes operativos, el objetivo de la Sociedad es alcanzar un

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margen bruto de desarrollo residencial de aproximadamente 29% y un margen de EBITDA de aproximadamente el 24% cuando la plataforma residencial alcance pleno rendimiento (*run-rate*).

La Sociedad cuenta con más de 100 años de experiencia y *know-how* proveniente de sus sociedades predecesoras que construyeron algunos de los inmuebles más reconocidos de España, incluyendo el Edificio España y Torre Madrid, ambos ubicados en Madrid. Entre 2005 y 2008, la antigua Metrovacesa (“**MVCSA**”) entregó un promedio de 2.200-2.600 unidades anuales en uno de los entornos más competitivos.

Metrovacesa dispone de un equipo de gestión central y de equipos regionales con gran experiencia en el mercado de la construcción de viviendas (desarrollo de proyectos y gestión inmobiliaria en fase de obtención de permisos) contando con relaciones duraderas con los actores del mercado.

Principales fortalezas

La Sociedad:

- Opera en un mercado con dinámicas atractivas.
- Dispone de la mayor cartera de suelo en fase de aceleración (*ramp-up*) y caracterizado por su liquidez.
- Posee una cartera de suelos con alta visibilidad de atractivos márgenes de promoción inmobiliaria y riesgos de ejecución bajos.
- No necesita adquirir suelo durante los primeros ocho años a partir de la fecha de este Folleto, permitiendo que la Sociedad se enfoque completamente en la ejecución (asumiendo que no se realizan ventas de suelo).
- Posee una cartera con una capilaridad geográfica única, con una amplia presencia en emplazamientos atractivos en España, permitiendo que la Sociedad acceda a una amplia demanda y disminuya el riesgo en la fase de aceleración (*ramp-up*).
- Dispone de un modelo de negocio único, con una capacidad de venta de suelo que ofrecerá una fuerte generación de flujo de caja, permitiendo a la Sociedad adaptarse al ciclo de mercado.
- Significativo potencial de creación de valor mediante una gestión activa de suelos en fase de tramitación de licencias.
- Posee una cartera estratégica de suelo comercial que constituye una fuente adicional de rentabilidad.
- Dispone de una plataforma consolidada en marcha que garantiza una ejecución exitosa, con una experiencia única en la entrega de promociones residenciales antes de la crisis.
- Perfil de generación de efectivo para los accionistas muy atractivo.

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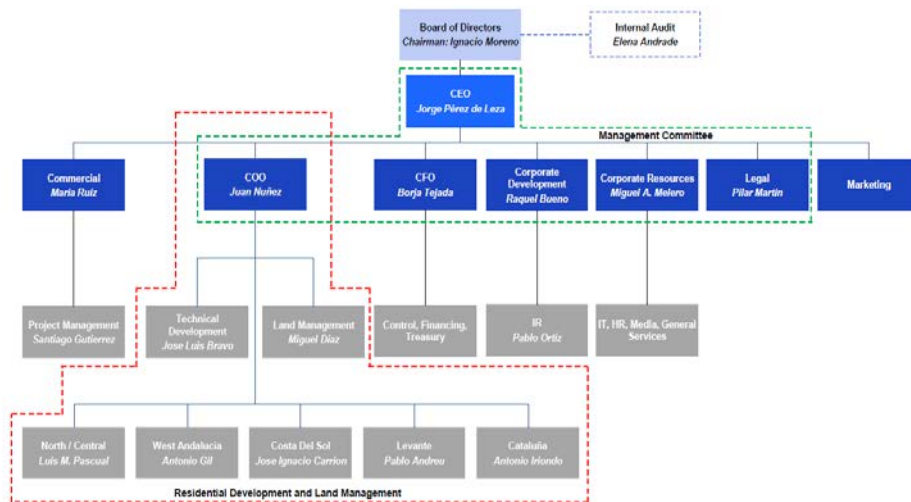
Estrategia

Metrovacesa ha desarrollado una estrategia basada en los siguientes pilares, diseñada para permitirle alcanzar sus objetivos y aprovechar sus ventajas competitivas únicas:

- Consolidar su posición como uno de los líderes del sector residencial en España.
- Gestión activa de la cartera de suelos mediante la exposición a suelo no finalista y el potencial de ventas rentables de suelo.
- Un enfoque oportunista al desarrollo comercial.
- Excelencia operativa continuada.
- Una estructura de capital conservadora y un atractivo retorno y política de dividendos para los accionistas

Estructura organizativa

El siguiente diagrama muestra la estructura organizativa de la Sociedad a la fecha de este Folleto:



Cartera

A 30 de septiembre de 2017, la Sociedad contaba en su cartera de suelos con aproximadamente 37.500 unidades edificables, con un GAV de 2.600 millones de euros (1.900 millones de GAV residencial y 684 millones de euros de GAV comercial) y una superficie total de 6,1 millones de metros cuadrados de suelos construibles (4,8 millones residenciales y 1,3 millones comerciales).

La Sociedad dispone de una cartera de suelos única y diversificada en términos de

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		<p>ubicación, con presencia en 31 de las 50 provincias españolas. La mayoría de los suelos de la cartera (aproximadamente el 67% a 30 de septiembre de 2017) se encuentran en las principales ciudades de España como Madrid, Barcelona, Málaga, Valencia y Sevilla. Asimismo, la Sociedad opera en los grandes destinos turísticos (aproximadamente el 20% de su cartera a 30 de septiembre de 2017), como la Costa del Sol, las islas Baleares, las islas Canarias y la costa de Cádiz, así como en varias ciudades secundarias seleccionadas (aproximadamente el 13% de la cartera a 30 de septiembre de 2017 en términos de GAV) donde la competencia es baja y hay un potencial de crecimiento significativo.</p> <p>Las tres líneas de negocio de Metrovacesa son: (i) promociones residenciales, (ii) gestión activa y venta de suelo y (iii) promociones comerciales. A 30 de septiembre de 2017 la cartera de suelo residencial, con un valor de 1.900 millones de euros de GAV, constaba de 1.300 millones de euros de GAV de suelo para uso residencial finalista (186 fincas), de los cuales 217 millones de euros son proyectos de desarrollo inmobiliario activos a la fecha de este Folleto y 553 millones de euros de GAV de suelo no finalista para uso residencial. La cartera de suelos comerciales (700 millones de euros) estaba compuesta por 577 millones de euros de GAV de suelo finalista para uso comercial (de los cuales 114 millones de euros en proceso de transformación con un plazo estimado para la aprobación inferior a 12 meses) y 108 millones de euros de GAV suelo para uso comercial no finalista en proceso de transformación.</p> <p>A 30 de septiembre de 2017, el valor de los activos netos de la Sociedad (<i>Net Asset Value</i> o NAV) era de 2.692 millones de euros, calculados con base en el patrimonio neto según lo previsto en la Información Financiera Consolidada Pro-forma a 30 de septiembre de 2017, plusvalías brutas latentes y ajustadas por los pasivos fiscales diferidos, otros activos y pasivos y las pérdidas operativas netas no incluidas en el balance, multiplicadas por el tipo impositivo efectivo del 25%. Si el resultado se ajusta a la cuota tributaria resultante de las plusvalías brutas latentes al tipo efectivo del 25% y a otros ajustes, el valor neto de los activos netos (<i>Net Net Asset Value</i> o NNAV), a 30 de septiembre de 2017, era de 2.613 millones de euros.</p>
B.4a	Descripción de las tendencias más recientes más significativas que afecten al emisor y a los sectores en los que ejerce su actividad:	<p>Consideraciones sobre la demanda residencial</p> <p>La demanda del mercado residencial ha venido recuperándose desde 2013, principalmente gracias a las transacciones de viviendas de segunda mano producidas por la falta de viviendas atractivas nuevas. La falta de oferta de los últimos años ha dado lugar a una elevada demanda que no ha sido atendida. El porcentaje de nuevas viviendas (dentro del total de ventas) disminuyó de aproximadamente un 60% en el 2008 a menos del 10% en 2016 y 2017.</p> <p>El volumen de operaciones (incluidas las viviendas nuevas y las de segunda mano) en ciudades importantes como Madrid y Barcelona todavía sigue muy por debajo de sus máximos pre-crisis (entorno al 56%-66% de su volumen pre-crisis), dejando espacio para un mayor crecimiento en los próximos años.</p> <p>Consideraciones sobre la oferta residencial</p> <ul style="list-style-type: none"> • <u>La construcción de viviendas nuevas en España.</u> El mercado de la construcción de viviendas en España ha tocado fondo pero parece recuperarse poco a poco de la recesión que duró desde el 2008 hasta el 2014. El promedio de nuevas viviendas empezadas durante los últimos siete años fue de 49.000 viviendas anuales, lo que representa una caída del 82% comparado con la media de los

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últimos 25 años.

- Según CBRE, el nivel de construcción de nuevas viviendas debería recuperarse en el corto plazo de los bajos niveles experimentados entre los años 2009 y 2015. En el segundo trimestre de 2017, el número de licencias de construcción llegó a las 71.000 unidades anuales, lo que implica un crecimiento anual del 12%. El aumento del número de licencias otorgadas debería contribuir y sostener la recuperación de la oferta residencial.
- Restricciones generales de la oferta: Tras la crisis financiera de 2007 tuvo lugar una contracción importante del sector de la construcción de viviendas. El número total de operaciones con viviendas disminuyó de unas 900.000 al año antes de la crisis, a menos de 500.000 anuales a partir del 2008 en adelante. Ello se debió a una disminución significativa de la demanda doméstica como consecuencia de la recesión y al exceso de oferta en los años anteriores a la crisis.
- A partir de 2014, el número total de operaciones empezó a crecer nuevamente, mostrando señales positivas de recuperación. La diferencia entre las operaciones en 2016 y los niveles máximos indica que el mercado español tiene un fuerte potencial de crecimiento.
- Durante los últimos ocho trimestres, la diferencia entre el porcentaje de venta de viviendas nuevas y viviendas de segunda mano se ha ampliado (10% de nuevas viviendas frente a un 90% de viviendas de segunda mano), lo que indica una escasez de oferta de nuevas viviendas y una disminución en el *stock* de viviendas nuevas. Siendo el actual número de inicio de construcción de viviendas (LTM a 31 de marzo de 2017) un 91% inferior a su máximo histórico, no se prevé que esta escasez de oferta vaya a resolverse en un futuro próximo.
- Absorción del parque de viviendas: Durante la crisis financiera, España acumuló un stock de viviendas considerable por la importante ralentización de la actividad financiera. Según estimaciones del Ministerio de Fomento, el stock de viviendas de reciente construcción no vendidas empezó a crecer en 2005, llegando a un máximo de 650.000 unidades en 2009. Sin embargo, este parque viene disminuyendo desde 2009 y debería seguir bajando teniendo en cuenta la escasez actual y a corto plazo de la oferta de nuevas viviendas.

Consideraciones sobre los precios residenciales

La reciente recuperación en el número de operaciones y la escasez de oferta de nuevas viviendas han producido un aumento de precios. Según el índice de precios de viviendas del Ministerio de Fomento, entre el 2014 y el segundo trimestre de 2017, el índice de precios de las viviendas aumentó un 5%, tras una disminución del 31% a partir del tercer trimestre de 2007 hasta 2014. No obstante, los precios de las viviendas continúan estando muy por debajo de su máximo histórico.

Según CBRE, con la recuperación económica, los precios de las viviendas deberían aumentar sostenidamente en los próximos años pero sin alcanzar los niveles de crecimiento anual de 14% experimentados entre 2002 y 2006.

Dinámica del mercado inmobiliario

En España, conseguir suelo de calidad en términos de tamaño, precio y ubicación está siendo cada vez más difícil (incluido el suelo finalista ubicado en sub-mercados con

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solidez económica y suelo todavía en proceso de obtención de permisos pero no lejos de obtener ser calificado como finalista) y, aunque todavía hay una existencia significativa de bancos de suelo, la mayoría de estos suelos se encuentran ubicados en zonas de baja demanda o se encuentran en procesos de planificación urbanística muy extensos.

La recuperación del sector de la construcción de viviendas ha tenido un impacto moderado y desigual en los precios de los inmuebles. En ubicaciones privilegiadas donde hay una fuerte demanda de nuevas viviendas, los precios han crecido por encima de la media. No obstante, según el Ministerio de Fomento, los precios todavía se encuentran en sección baja del ciclo.

En la mayoría de regiones españolas, los precios del suelo siguen estando cerca de sus valores mínimos de los años entre 2004 y el 30 de junio de 2017, lo que debería permitir un mayor margen de recuperación de los precios en el futuro. Se ha de señalar que el suelo está vinculado al precio de las viviendas ya que el coste del suelo es una fracción del ingreso obtenido por el promotor. Por tanto, el incremento en los precios de la vivienda beneficia a los precios del suelo a medida que los costes de construcción incrementan con el IPC y los márgenes tienden a contraerse durante el ciclo si los constructores tienen que adquirir nuevo suelo (que no es el caso de la Sociedad que, de hecho, se vería beneficiada gracias a su excedente de suelo).

Competencia

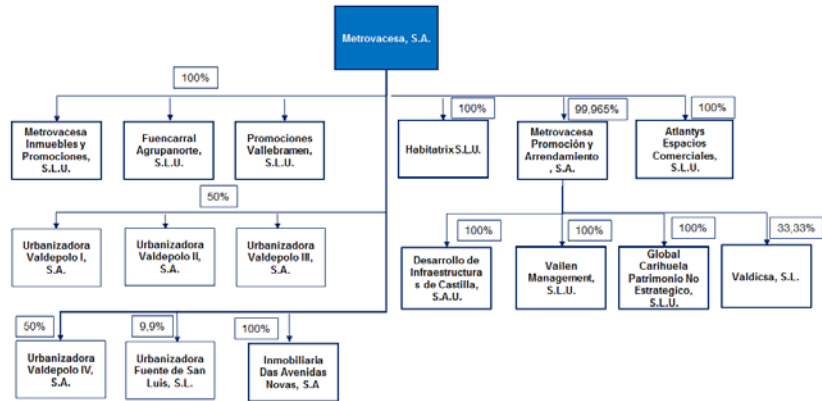
La Sociedad opera en un mercado competitivo y muy fragmentado. Los actuales actores del mercado pueden dividirse en tres grupos: (i) nuevas incorporaciones (como Neinor, Vía Celere, Aedas y Aelca), que tienen una presencia geográfica limitada, se centran principalmente en ciudades, cuentan con fuentes de capital internacionales y recurren a la adquisición recurrente de suelo en un contexto de mercado inflacionario; (ii) actores regionales (como Pryconsa, Inmoglaciari, Amenabar, Quabit, Ibossa, Grupo Insur, La Llave de Oro e Inkosur), que tienen un foco y experiencia regionales, son "supervivientes" de la crisis financiera global en España y están siendo objeto de procesos de reestructuración y (iii) tenedores no naturales de suelo (como la Sareb, Aliseda, Altamira, Servihabitat, Solvia, BBVA, CaixaBank, Sabadell y Santander), que no consideran la promoción inmobiliaria como su actividad principal, buscan reducir su exposición y el volumen de activos inmobiliarios y no se consideran competidores.

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B.5

Descripción del grupo:

El siguiente gráfico muestra un resumen de la estructura corporativa de la Sociedad a la fecha del presente Folleto.



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B.6

Accionistas mayoritarios:

A la fecha del presente Folleto, el capital emitido de la Sociedad asciende a 1.092.069.657,44 euros, dividido en 151.676.341 acciones de una sola clase, con un valor nominal de 7,20000001476829 euros cada una. Cada Acción confiere a su titular un voto. Todas las Acciones de la Sociedad están íntegramente suscritas y desembolsadas.

La siguiente tabla muestra cierta información sobre la titularidad efectiva de las Acciones antes y después de la Oferta.

	Antes de la Oferta		Después de la Oferta			
	Número de Acciones en propiedad	%	Nº de Acciones en propiedad efectiva (sin ejercer derecho de sobre-adjudicación)	%	Nº de Acciones en propiedad efectiva (ejerciendo derecho de sobre-adjudicación)	%
Titular efectivo						
Entidades Santander ⁽¹⁾	108.371.090	71,45%	80.860.379	53,31%	76.733.773	50,59%
Entidades BBVA ⁽²⁾	43.242.562	28,51%	31.622.838	20,85%	29.879.879	19,70%
Accionistas minoritarios.....	62.216	0,04%	62.216	0,04%	62.216	0,04%
Autocartera	473	0,00%	473	0,00%	473	0,00%
Capital flotante.....	-	-	39.130.435	25,80%	45.000.000	29,67%
Total	151.676.341	100,0	151.676.341	100,0	151.676.341	100,0

(1) Entidades Santander incluye a Banco Santander, S.A., Altamira Santander Real Estate, S.A., Luri 6, S.A., Banco Popular Español, S.A., Aliseda, S.A.U., e Inversiones Inmobiliarias Canvives, S.A.

(2) Entidades BBVA incluye a Banco Bilbao Vizcaya Argentaria, S.A., Anida Operaciones Singulares, S.A., BBVA Propiedad, S.A., Arrels CT Finsol, S.A., Arrels CT Patrimoni i Projects, S.A., Anida Desarrollos Inmobiliarios, S.L., L Eix Immobles, S.L., Arrahona Nexus, S.L., Unnim Sociedad para la Gestión de Activos Inmobiliarios, S.A., Gescat Gestió De Sol, S.L. y Prov-Infi-Arrahona, S.L.

Como consecuencia de la adquisición indirecta por The Blackstone Group (“Blackstone”) de un 51% del negocio inmobiliario del Banco Popular y de alguna de sus filiales, se espera que, tras la Admisión, Banco Popular transmita 5.990.548 acciones de la Sociedad (que representan un 3,95% del actual capital social de la Sociedad) a Project Quasar Investments 2017, S.L., una sociedad participada por Blackstone (51%) y Banco Popular (49%) (“**Project Quasar**”).

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B.7	Información histórica financiera clave:	CUENTA DE RESULTADOS CONSOLIDADA			
		Ejercicio 9 meses cerrado a 30 de septiembre		Al cierre del ejercicio 31 diciembre	
		2017	2016 ⁽¹⁾	2016	2015 ⁽²⁾
		(en miles de euros)			
		18.887	11.220	21.020	36.038
		(14.621)	(8.836)	(16.412)	(27.444)
		(4.425)	(2.087)	(3.366)	(2.788)
		(3.549)	(2.380)	(3.676)	(5.604)
		(68.364)	(6.509)	(25.635)	(27.701)
		(1.461)	8.895	8.355	9.008
		-	85	83	(1)
		(73.533)	388	(19.631)	(18.492)
		38	141	170	160.570
		(4.164)	(22)	(119)	(19.169)
		78	-	103	77
		196	-	-	(61.604)
		236	(212)	(211)	(425)
		(3.616)	(93)	(57)	79.449
		(77.149)	295	(19.688)	60.957
		43.293	(55)	(846)	3.186
		(33.856)	240	(20.534)	64.143
		(1) Información financiera no auditada. (2) Información financiera no auditada correspondiente al negocio de promoción inmobiliaria de MVCSA al cierre del ejercicio el 31 de diciembre de 2015 presentada solamente con fines comparativos. Para más información, véase la nota 1 y la nota 2.4 de los Estados Financieros Auditados.			

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	BALANCE CONSOLIDADO		
	A 30 septiembre	A 31 diciembre	
	2017	2016	2015⁽¹⁾
	(en miles de euros)		
ACTIVO			
Activos no corrientes			
Inmovilizado material e inmaterial	282	1	-
Inversiones inmobiliarias	305.725	109.600	224.540
Inversiones en asociados	-	117	319
Activos financieros no corrientes	76.881	63.533	63.511
Activos fiscales diferidos	89.059	39.189	39.839
Total activo no corriente	471.947	212.440	328.209
Activos corrientes			
Existencias	1.629.760	814.182	704.494
Deudores comerciales y otras cuentas por cobrar	186.461	22.608	13.071
Otros activos financieros corrientes	1.343	1.038	23.962
Efectivo y otros activos líquidos	32.631	32.464	12.197
Total activos corrientes	1.850.195	870.292	753.724
Total activos	2.322.142	1.082.732	1.081.933
FONDOS PROPIOS			
Total fondos propios atribuibles a los accionistas de la Sociedad			
Capital	956.279	492.045	492.045
Prima sobre las acciones	1.174.251	541.077	541.077
Reservas en compañías contabilizadas según el método de participación	(3.275)	(3.172)	(2.747)
Beneficios/(pérdidas) consolidados del ejercicio	(64.528)	(30.775)	(10.957)
Total fondos propios	2.062.727	999.175	1.019.418
PASIVO			
Pasivo no corriente			
Dotaciones	19.221	30.423	25.474
Deuda financiera	4.997	352	389
Otros pasivos no corrientes	3.427	5.429	4.783
Pasivos por impuestos diferidos	5.176	987	987
Total pasivo no corriente	32.821	37.191	31.633
Pasivos corrientes			
Dotaciones	12.338	12.909	12.813
Deuda financiera	171.687	2	70
Acreedores comerciales y otras cuentas por pagar	31.422	24.697	9.238
Impuestos sobre los ingresos pagaderos	2.389	-	3
Ingresos diferidos	8.758	8.758	8.758
Total pasivo corriente	226.594	46.366	30.882
Total pasivo	259.415	83.557	62.515
Total fondos propios y pasivo	2.322.142	1.082.732	1.081.933

(1) Información financiera no auditada correspondiente al negocio de promoción inmobiliaria de MVCSA al cierre del ejercicio el 31 de diciembre de 2015 presentada solamente con fines comparativos. Para más información, véase la nota 1 y la nota 2.4 de los Estados Financieros Auditados.

	Ejercicio 9 meses cerrado a		Ejercicio cerrado a 31 de	
	30 de septiembre,		diciembre,	
	2017	2016⁽¹⁾	2016	2015⁽²⁾
	(en miles de euros)			
Efectivo neto generado por (utilizado en) actividades de explot....	(173.899)	19.359	20.913	(62.225)
Efectivo neto generado por (utilizado en) activ. de inversión	(529)	(101)	(541)	(732)
Efectivo neto generado por (utilizado en) activ. financieras	174.595	102	(105)	-
Aumento/(disminución)neto en efectivo y equivalentes	167	19.360	20.267	(62.957)

(1) Información financiera no auditada.

(2) Información financiera no auditada correspondiente al negocio de promoción inmobiliaria de MVCSA al cierre del ejercicio el 31 de diciembre de 2015 presentada solamente con fines comparativos. Para más información, véase la nota 1 y la nota 2.4 de los Estados Financieros Auditados.

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B.8

Información financiera seleccionada pro forma:

La información financiera consolidada pro forma ha sido elaborada para ilustrar, con carácter provisional, el posible impacto de la Operación (i.e. las aportaciones no dinerarias a favor de la Sociedad, consistentes en acciones de Metrovacesa Arrendamiento, a través de dos aumentos de capital no dinerarios, habiendo sido el segundo de ellos ejecutado el pasado 8 de enero de 2018) en el balance consolidado a 30 de septiembre de 2017 y la cuenta de resultados consolidada correspondiente al período cerrado a 30 de septiembre de 2017, como si la Operación hubiese tenido lugar el 1 de enero de 2017 a los efectos de la cuenta de resultados consolidada y a 30 de septiembre de 2017 a los efectos del balance pro forma consolidado.

Los datos del balance pro forma consolidado a 30 de septiembre de 2017 y de la cuenta de resultados pro forma consolidada cerrada a 30 de septiembre de 2017 son los siguientes:

Balance consolidado pro forma a 30 de septiembre de 2017

	<u>Sociedad</u>	<u>Metrovacesa Arrendamiento,</u>	<u>Eliminaciones intra-compañía</u>	<u>Reclasificación de suelo</u>	<u>Consolidado pro forma</u>
	(en miles de euros)				
Activo					
Activo inmaterial	135	-	-	-	135
Activo material	147	-	-	-	147
Inversiones inmobiliarias	305.725	323.878	-	(255.291)	374.312
Cuentas a cobrar	76.881	1.271	-	-	78.152
Activos por impuestos diferidos	89.059	10.263	-	-	99.322
Total activos no corrientes.....	471.947	335.412	-	(255.291)	552.068
Existencias	1.629.760	73	-	255.291	1.885.124
Deudas comerciales y otras cuentas a cobrar	186.461	31	(71)	-	186.421
Otros activos financieros corrientes	1.343	138	-	-	1.481
Efectivo y equivalentes	32.631	12.399	-	-	45.030
Total activos corrientes.....	1.850.195	12.641	(71)	255.291	2.118.056
Total activo.....	2.322.142	348.053	(71)	-	2.670.124

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	<u>Sociedad</u>	<u>Metrovacesa Arrendamiento</u>	<u>Aument o de capital</u>	<u>Eliminaciones intra-compañía</u>	<u>Recalificación de suelo</u>	<u>Consolidado pro forma</u>
(en miles de euros)						
Fondos propios						
Capital	956.279	307.528	171.738	-	-	1.092.069
Prima sobre acciones ...	1.174.251	14.560	185.139	-	-	1.373.950
Ganancias acumuladas	(64.528)	15.091	(15.091)	-	4.042	(60.486)
Reservas en compañías contabilizadas según método proporcional	(3.275)	(1.579)	1.579	-	-	(3.275)
Patrimonio neto atribuible a los accionistas de la sociedad dominante	2.062.727	335.600	(111)	-	4.042	2.402.258
Participaciones no dominantes	-	-	111	-	1	112
Total fondos propios	<u>2.062.727</u>	<u>335.600</u>	<u>-</u>	<u>-</u>	<u>4.043</u>	<u>2.402.370</u>
Pasivos						
Dotaciones	19.221	351	-	-	-	19.572
Préstamos	4.997	-	-	-	-	4.997
Deudas comerciales y otras cuentas a pagar	3.427	1.522	-	-	-	4.949
Pasivos por impuestos diferidos	5.176	4.043	-	-	(4.043)	5.176
Total pasivo no corriente	<u>32.821</u>	<u>5.916</u>	<u>-</u>	<u>-</u>	<u>(4.043)</u>	<u>34.694</u>
Dotaciones	12.338	135	-	-	-	12.473
Préstamos	171.687	-	-	-	-	171.687
Deudas comerciales y otras cuentas a pagar	31.422	6.402	-	(71)	-	37.753
Pasivos por impuestos actuales	2.389	-	-	-	-	2.389
Ingresos diferidos	8.758	-	-	-	-	8.758
Total pasivo corriente	<u>226.594</u>	<u>6.537</u>	<u>-</u>	<u>(71)</u>	<u>-</u>	<u>233.060</u>
Total pasivo	<u>259.415</u>	<u>12.453</u>	<u>-</u>	<u>(71)</u>	<u>(4.043)</u>	<u>267.754</u>
Total fondos propios y pasivo	<u>2.322.142</u>	<u>348.053</u>	<u>-</u>	<u>(71)</u>	<u>-</u>	<u>2.670.124</u>

Cuenta de resultados consolidada pro forma no cerrada a 30 de septiembre de 2017

	<u>Sociedad</u>	<u>Metrovacesa Arrendamiento</u>	<u>Eliminaciones intra-compañía</u>	<u>Recalificaciones de suelo</u>	<u>Consolidada pro forma</u>
(en miles de euros)					
Ventas.....	18,887	1.549	(2,069)	2,084	20,451
Coste de las ventas.....	(14,621)	(1,453)	1,275	(2,084)	(16,883)
Gastos de personal	(4,425)	(119)	-	-	(4,544)
Servicios exteriores.....	(3,549)	(856)	785	-	(3,620)
Variación de las dotaciones de tráfico	(68,364)	8,163	-	(4,815)	(65,016)
Variaciones en el valor de las inversiones inmobiliarias	(1,461)	11,800	-	(10,481)	(142)
Resultado de explotación	<u>(73,533)</u>	<u>19,084</u>	<u>(9)</u>	<u>(15,296)</u>	<u>(69,754)</u>
Ingresos financieros	38	-	-	-	38
Coste financiero.....	(4,164)	-	-	-	(4,164)

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Coste financiero capitalizado	78	-	-	-	78
Deterioro y resultado de la enajenación de instrumentos financieros	196	-	-	-	196
Resultados compañías según método de participación	236	-	-	-	236
Ingresos/(gastos) financieros	(3.616)	-	-	-	(3.616)
Ganancias/(pérdidas) antes de impuestos	(77.149)	19.084	(9)	(15.296)	(73.370)
Impuestos sobre las ganancias	43.293	6.765	2	3.824	53.884
Ingresos/(pérdidas) del ejercicio	(33.856)	25.849	(7)	(11.472)	(19.486)
Resultado atribuible a los accionistas de la sociedad dominante	-	-	-	-	(19.491)
Resultado atribuible a participaciones no dominantes	-	-	-	-	5

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B.9	Estimación de beneficios:	No procede. Este Folleto no incluye previsiones o estimaciones de beneficios.
B.10	Descripción de la naturaleza de cualquier salvedad en el informe de auditoría sobre la información financiera histórica	Los informes de auditoría correspondientes a los estados financieros consolidados auditados de la Sociedad y sus notas (i) correspondientes al periodo de nueve meses cerrado al 30 de septiembre de 2017 y (ii) a 31 de diciembre de 2016 emitidos por PricewaterhouseCoopers Auditores, S.L. no contienen salvedades.
B.11	Capital de explotación:	En opinión de la Sociedad, El capital de explotación es suficiente para atender sus necesidades actuales y, en particular, al menos para los 12 meses siguientes a la fecha del presente Folleto.
Section C—Valores		
C.1	Tipo y clase de valores:	El código ISIN de las Acciones adjudicado por la Agencia Nacional de Codificación de Valores Mobiliarios, organismo dependiente de la Comisión Nacional del Mercado de Valores (“CNMV”) es el ES0105122024. Se espera que las Acciones coticen en las bolsas de Madrid, Barcelona, Bilbao y Valencia (las “ Bolsas de Valores Españolas ”) a través del Sistema de Interconexión Bursátil Español o Mercado Continuo) (“ SIBE ”) identificadas con el código de cotización “MVC”.
C.2	Divisa de emisión de los valores:	Las Acciones se encuentran denominadas en euros.
C.3	Número de acciones emitidas:	A la fecha del presente Folleto, el capital social emitido por la sociedad asciende a 1.092.069.657,44 euros, dividido en 151.676.341 acciones ordinarias con un valor nominal de 7,20000001476829 euros cada una. Cada Acción confiere a su titular un único voto. Todas las Acciones de la Sociedad se encuentran íntegramente suscritas y desembolsadas.
C.4	Descripción de los derechos vinculados a los valores:	Las Acciones otorgan a sus titulares los derechos establecidos en los estatutos de la Sociedad y en el Real Decreto Legislativo 1/2010, de 2 de julio, que aprueba el Texto Refundido de la Ley de Sociedades de Capital, incluidos entre otros: (i) el derecho asistir a las asambleas generales de la Sociedad, con derecho tanto de voz como de voto, (ii) el derecho a percibir dividendos proporcionalmente al capital desembolsado de la Sociedad, (iii) el derecho de suscripción preferente respecto de las nuevas Acciones emitidas en aumentos de capital con aportaciones dinerarias (iv) el derecho a percibir cuales quiera ti vos en proporción a la participación que ostente con ocasión de la liquidación de la Sociedad.
C.5	Restricciones a la libre transmisibilidad de los	No hay restricciones a la libre transmisibilidad de las Acciones de la Sociedad.

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	valores:	
C.6	Admisión:	La Sociedad solicitará la admisión a cotización de la totalidad de sus Acciones en las Bolsas de Valores Españolas a través del SIBE. No se ha solicitado ni existe a esta fecha intención alguna de solicitar la admisión de las Acciones a cotización o negociación en ningún otro mercado.
C.7	Política de dividendos:	<p>Los titulares de Acciones tendrán derecho a recibir aquellos dividendos futuros que pudieran declararse en función de las disposiciones previstas en los estatutos de la Sociedad. En cualquier caso, la capacidad de pagar dividendos de la Sociedad dependerá también del comportamiento y de las previsiones de su negocio, de su estructura de capital y necesidades financieras, de las condiciones generales de mercado y del mercado de capitales y de otros factores que el consejo de administración y los accionistas pueden considerar relevantes a la sazón, así como de las restricciones legales vigentes.</p> <p>Las expectativas de la Sociedad en materia de dividendos, reservas disponibles, resultados del negocio y condiciones del mercado están sujetas a numerosas suposiciones, riesgos e incertidumbres que pueden escapar a su control.</p> <p>A corto plazo, la Sociedad pretende dedicar sus flujos de caja generales a seguir desarrollando el negocio. Durante el medio plazo (tres a seis años a partir de la fecha de este Folleto) la Sociedad espera generar un flujo de caja fuerte como resultado de varios factores. Por tanto, la Sociedad espera adoptar una política de dividendos consistente con la naturaleza de su negocio, con el objetivo de pagar 80% del flujo de caja libre. La Sociedad espera poder empezar a pagar dividendos a sus accionistas a partir del 2020. En el largo plazo, la Sociedad revisará su política de dividendos de conformidad con la evolución del negocio y el perfil de la Sociedad en materia de dividendo será definido con base en el ciclo de negocio y en línea con las sociedades comparables.</p> <p>Sin embargo, en virtud de los términos del Contrato de Préstamo, la Sociedad está sujeta a ciertas restricciones que afectan a los pagos y repartos de dividendos antes de 2019.</p>

Section D—Riesgos

D.1	Información fundamental sobre los principales riesgos específicos del emisor o de su sector de actividad:	<p>Invertir en las Acciones implica un cierto grado de riesgo. Antes de tomar una decisión de inversión, los inversores deben valorar cuidadosamente los riesgos y las incertidumbres que se describen a continuación, junto con el resto de información contenida en el presente Folleto. Cualquiera de los siguientes riesgos e incertidumbres podría tener un efecto sustancial adverso en el negocio, los resultados de las operaciones, la situación financiera o las perspectivas de la Sociedad. El precio del mercado de las Acciones podría bajar, por lo que el inversor podría perder total o parcialmente su inversión.</p> <p>La información contenida en este Folleto debe considerarse teniendo en cuenta los riesgos que se mencionan a continuación y que se describen en el apartado Factores de Riesgo al comienzo de la página 24, y que forma una parte integral del mismo.</p> <p>Antes de invertir en las acciones ordinarias, los inversores deben considerar los posibles riesgos asociados que conllevan. Cualquiera de los siguientes riesgos e incertidumbres podría tener un efecto adverso significativo en el negocio, los resultados de operaciones, la situación financiera, los flujos de caja y las perspectivas de la Sociedad. Asimismo, ni el orden ni la extensión con la que se presentan tales factores de riesgo supone indicación alguna de la probabilidad con la que pudiera en su caso materializarse ni del alcance que pudieran tener las posibles consecuencias sobre la actividad, la situación financiera o el resultado de las operaciones de la Sociedad. El precio del mercado de las Acciones podría disminuir como consecuencia de los mencionados riesgos e incertidumbres, por lo que los inversores podrían perder la totalidad o parte de su inversión.</p> <p>Riesgos relativos a la situación general política y económica</p> <ul style="list-style-type: none">• Puesto que todas las operaciones y los activos de la Sociedad se encuentran en España, factores adversos en la situación política y económica general de dicho país, la Unión Europea o a escala global, podrían perjudicar gravemente el negocio, los resultados de las operaciones, la situación financiera o las perspectivas de la Sociedad.• Acontecimientos políticos económicos recientes en España podrían tener un efecto negativo sobre su economía y mercados financieros.• Los recientes acontecimientos relativos al movimiento separatista en Cataluña podrían afectar al mercado inmobiliario residencial español y podrían tener un impacto negativo sobre el negocio de la Sociedad. <p>Riesgos relativos al negocio de la Sociedad</p> <ul style="list-style-type: none">• La Sociedad podría no conseguir implementar con éxito su estrategia de negocio y no lograr el crecimiento y los retornos esperados.• La Sociedad está expuesta a riesgos relacionados con la tramitación de licencias. El negocio de la Sociedad puede verse perjudicialmente afectado en caso de no obtener o si se produjesen retrasos considerables en la obtención de los Permisos necesarios para la urbanización y construcción de sus proyectos o si posteriormente se impugnasen la normativa urbanística aprobada y/o los Permisos.• En relación con la ejecución de sus proyectos podrían producirse costes significativos imprevistos.
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- La Sociedad podría no ser capaz de desarrollar y vender todos sus proyectos con éxito o dentro del calendario esperado.
- La Sociedad dispone de datos operativos y financieros limitados y ha incurrido en pérdidas.
- La Sociedad depende de su dirección, de la experiencia de su personal clave y podría no estar en condiciones de atraer y mantener una plantilla altamente cualificada y experimentada.
- Las tasaciones inmobiliarias de los proyectos y suelos de la Sociedad incluidos en el presente Folleto pueden no ser un reflejo de los valores actuales del mercado, ya que la determinación de tales valores es un proceso intrínsecamente subjetivo. Asimismo, una tasación puede no ser directamente comparable con las de carteras inmobiliarias similares de otros promotores inmobiliarios en el mercado español como consecuencia de diferentes presupuestos y metodologías.
- Puede que la Sociedad no haya identificado todos los riesgos y responsabilidades vinculados a los activos recientemente aportados por las Entidades Santander y las Entidades BBVA.
- La Sociedad está expuesta a riesgos relacionados con su endeudamiento.
- Las fincas y los inmuebles pueden ser activos ilíquidos y por lo tanto difíciles de vender.
- Si la Sociedad no pudiese obtener suficiente capital en términos aceptables, podría no estar en condiciones de desarrollar su cartera de suelos, sufrir un aumento en los costes o incurrir en retrasos en la conclusión de sus proyectos.
- Los beneficios derivados de las promociones inmobiliarias podrían ser inferiores a los inicialmente estimados o previstos.
- El negocio de la Sociedad depende de la disponibilidad, la pericia y los resultados de contratistas, subcontratistas y otros proveedores de servicios.
- Las ventas anticipadas podrían no concretarse en los términos acordados en el momento de la firma del contrato e incluso no materializarse en absoluto.
- El rendimiento operativo de la Sociedad está sujeto a riesgos asociados con el sector inmobiliario y de la promoción de viviendas en general.
- El mercado residencial español podría ser cada vez más competitivo.
- Existe en España un amplio parque de viviendas sin vender, lo que podría conducir a la baja los precios de nuevas viviendas.
- La cartera de suelos comerciales de la sociedad está sujeta a riesgos inherentes.
- Los impuestos son una parte importante del negocio de la Sociedad, por lo que un

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cambio en la normativa fiscal nacional, autonómica o local podría tener un impacto sustancial en la demanda de inmuebles residenciales.

- La inflación puede repercutir negativamente en la Sociedad incrementando los costes por encima de lo que puede recuperarse con aumentos de precios.
- Un descenso en el valor del suelo podría dar lugar a deterioros o provisiones significativas.
- La Sociedad está sujeta a una compleja y abundante normativa cuya aplicación, interpretación o eficacia están sujetas a cambio.
- La construcción de nuevos proyectos conlleva riesgos en materia de seguridad, higiene y medioambiente.
- La demanda de nuevas viviendas depende de la predilección de los clientes por un tipo de alojamiento, su ubicación así como de percepciones en cuanto a la calidad de los productos de la Sociedad.
- Las limitaciones en la disponibilidad de préstamos hipotecarios así como los incrementos en los tipos de interés pueden repercutir negativamente en las ventas.
- Todo impacto negativo en el prestigio y en el valor asociado a la marca de la Sociedad podrían afectar negativamente su reputación, negocios, resultados financieros y precios de su parque de viviendas.
- Podemos sufrir pérdidas no aseguradas o pérdidas significativas que excedan la cobertura de nuestros seguros.
- La Sociedad está expuesta a reclamaciones de responsabilidad interpuestas por terceros.
- La Sociedad depende de sistemas de tecnología de la información que pueden sufrir fallos, no resultar idóneos para las tareas de que se trate o ser víctimas de un ciberataque.
- Si la Sociedad dejase de mantener un sistema efectivo de controles internos, podría no estar en condiciones de determinar con exactitud sus resultados financieros o impedir el fraude. En consecuencia, los accionistas podrían perder su confianza en los resultados financieros de la Sociedad, lo que podría tener un impacto negativo sustancial.
- Desastres naturales y condiciones climáticas adversas podrían retrasar la entrega y aumentar los costes de nuevas viviendas en las zonas afectadas.
- Los cambios en los patrones demográficos podrían afectar negativamente la demanda de viviendas.

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D.3	Información fundamental sobre los principales riesgos específicos de los valores:	<p>Antes de invertir en las Acciones, los inversores deberían valorar los riesgos asociados a ello.</p> <p>Riesgos relativos a la Oferta y a las Acciones</p> <ul style="list-style-type: none">• No hay garantía de que la Sociedad pueda pagar dividendos en el futuro.• Después de la Oferta, las Entidades Santander y las Entidades BBVA seguirán teniendo una influencia significativa en la Sociedad, su gestión y operaciones.• Los Accionistas Vendedores podrán transmitir sus acciones en la Sociedad en cualquier momento tras los 180 días correspondientes al compromiso de no disposición que es habitual en este tipo de operaciones.• No hay un mercado público para las Acciones y la Sociedad no está en condiciones de asegurar el desarrollo de un mercado de negociación activo para las mismas• La Sociedad no puede asegurar a los inversores que el Precio de la Oferta coincida con su precio futuro después de la Oferta.• Futuras emisiones o ventas de Acciones después de la Oferta podrían afectar negativamente al precio de mercado de las Acciones Existentes.• El precio de mercado de las Acciones podría ser volátil y quedar sujeto a repentinos y significativos descensos fuera del control de la Sociedad.• Los accionistas extranjeros podrían tener una capacidad limitada a la hora de interponer acciones legales o ejecutar sentencias dictadas en contra de la Sociedad o sus administradores.• Si la Sociedad decidiese ser una sociedad de inversión extranjera pasiva (<i>passive foreign investment company</i>), ello podría dar lugar a ciertas consecuencias adversas en materia de impuestos federales sobre los ingresos de EE. UU. para los titulares de Acciones estadounidenses.• La Oferta quedará automáticamente revocada si las Acciones no fuesen admitidas a en las Bolsas de Valores Españolas.• Los accionistas de países con divisas distintas al euro quedarán expuestos a riesgos asociados al tipo de cambio.• Los accionistas de ciertos países distintos de España podrían no ser capaces de ejercitar sus derechos de suscripción preferente para adquirir nuevas Acciones en caso de emisión de nuevas Acciones.• Las Acciones Existentes no serán de libre transmisión en los Estados Unidos.
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Sección E—Oferta

<p>E.1</p>	<p>Ingresos netos totales y cálculo de los gastos totales de la emisión:</p>	<p>Las “Entidades BBVA” (Banco Bilbao Vizcaya Argentaria, S.A., Anida Operaciones Singulares, S.A., BBVA Propiedad, S.A., Arrels CT Finsol, S.A., Arrels CT Patrimoni i Projectes, S.A., Anida Desarrollos Inmobiliarios, S.L., L Eix Immobles, S.L., Arrahona Nexus, S.L., Unnim Sociedad para la Gestión de Activos Inmobiliarios, S.A., Gescat, Gestio de Sol, S.L. y Prov-Infi-Arrahona, S.L.) y las “Entidades Santander” (Banco Santander, S.A., Altamira Santander Real Estate, S.A., Luri 6, S.A., Banco Popular Español, S.A., Aliseda, S.A.U. e Inversiones Inmobiliarias Canvives, S.A.) (las Entidades Santander, excluyendo a Banco Santander, S.A., Banco Popular Español, S.A., Aliseda, S.A.U. e Inversiones Inmobiliarias Canvives, S.A., y las Entidades BBVA, excluyendo a Banco Bilbao Vizcaya Argentaria, S.A., conjuntamente los “Accionistas Vendedores”) venden las Acciones Existentes en la Oferta. Metrovacesa no recibirá ninguna clase de ingresos por la venta de las Acciones Existentes por parte de los Accionistas Vendedores en la Oferta. Con sujeción a lo dispuesto en siguiente apartado, se espera que las comisiones y gastos pagaderos por la Sociedad en relación con la Oferta serán aproximadamente de 3,6 millones de euros.</p> <p>Los Accionistas Vendedores esperan obtener unos ingresos brutos de hasta 763,04 millones de euros (suponiendo que no se ejercite la Opción de Sobre-adjudicación) y de hasta 877,50 millones de euros (suponiendo el ejercicio íntegro de la Opción de Sobre-adjudicación) de la venta de las Acciones Existentes a través de la Oferta. Los Accionistas Vendedores correrán a cargo con todas las comisiones pagaderos con respecto a la colocación de las Acciones y su aseguramiento.</p>
<p>E.2</p>	<p>Razones que justifican la emisión y el destino de los ingresos:</p>	<p>La Oferta brindará a los Accionistas Vendedores la oportunidad de monetizar su inversión en la Sociedad.</p> <p>Se espera que la Oferta amplíe la base de accionistas de la Sociedad, que permitan la entrada en el capital de inversores institucionales a largo plazo y una base diversificada de accionistas internacionales, mejorando así el acceso de la Sociedad a los mercados públicos de capitales (incluidos los mercados de instrumentos de deuda) y facilitando de esta forma la obtención de financiación destinada al crecimiento futuro.</p> <p>Finalmente, se espera que la Oferta otorgue a la Sociedad un mayor reconocimiento de marca, aumentando la calidad de su perfil corporativo global, mejorando la transparencia y su prestigio gracias a su consideración como sociedad cotizada.</p> <p>La Sociedad no recibirá ingresos de ninguna clase por la venta de las Acciones Existentes en la Oferta.</p>
<p>E.3</p>	<p>Descripción de las condiciones de la emisión:</p>	<p>Los Accionistas Vendedores ofrecen hasta un máximo de 39.130.435 Acciones ordinarias (las “Acciones Iniciales”), con un valor nominal de 7,20000001476829 euros cada una, de la Sociedad a inversores cualificados. Las Acciones Iniciales constituyen el 25,80% del capital no desembolsado existente de la Sociedad.</p> <p>Específicamente, Altamira Santander Real Estate, S.A., ofrece hasta un máximo de 13.973.985 Acciones ordinarias, Luri 6, S.A., ofrece hasta un máximo de 13.536.726 Acciones ordinarias, Anida Operaciones Singulares, S.A. ofrece hasta un máximo de 1.735.693 Acciones ordinarias, BBVA Propiedad, S.A. ofrece hasta un máximo de 3.844.162 Acciones ordinarias, Arrels CT Finsol, S.A. ofrece hasta un máximo de 891.714 Acciones ordinarias, Arrels CT Patrimoni i Projectes, S.A. ofrece hasta un máximo de 302.112 Acciones ordinarias, Anida Desarrollos Inmobiliarios, S.L. ofrece hasta un máximo de 3.404.290 Acciones ordinarias, L Eix Immobles, S.L. ofrece hasta un máximo de 360.161 Acciones ordinarias, Arrahona Nexus, S.L. ofrece hasta un máximo de 445.524 Acciones ordinarias, Unnim Sociedad para la Gestión de Activos</p>

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Inmobiliarios, S.A. ofrece hasta un máximo de 366.624 Acciones ordinarias, Gescat, Gestio de Sol, S.L. ofrece hasta un máximo de 154.522 Acciones ordinarias, y Prov-Infi-Arrahona, S.L. ofrece hasta un máximo de 114.922 Acciones ordinarias.

Asimismo, Altamira Santander Real Estate, S.A. y Anida Operaciones Singulares, S.A. otorgarán a **[Morgan Stanley & Co. International plc]** **[Deutsche Bank AG, London Branch]** una opción para adquirir hasta 4.126.606 y 1.742.959 Acciones adicionales, respectivamente (representativas del 15% de las Acciones Iniciales) (las “**Acciones Adicionales**” y, conjuntamente con las Acciones Iniciales, las “**Acciones Existentes**”) para cubrir cualesquiera sobre-adjudicaciones en la Oferta, en su caso, así como posiciones cortas que pudieran resultar de operaciones de estabilización (la “**Opción de Sobre-adjudicación**”).

El rango del Precio de la Oferta indicativo y no vinculante es de 18,00 euros a 19,50 por Acción ofertada (el “**Rango del Precio de la Oferta**”), pero el Precio de la Oferta de las Acciones Existentes (el “**Precio de la Oferta**”) podría estar fuera de dicho rango. El Rango del Precio de la Oferta se ha determinado a raíz de las negociaciones entre los Accionistas Vendedores y los Coordinadores Globales Conjuntos sin haber consultado a expertos independientes a la hora de determinar el Rango del Precio de la Oferta. El Rango del Precio de la Oferta implica un Precio de la Oferta agregado de aproximadamente entre 704,35 millones de euros y 763,04 millones de euros, en caso de no ejercitarse la Opción de Sobre-adjudicación y de entre 810,00 millones de euros y 877,50 millones de euros, en caso de ejercitarse íntegramente la Opción de Sobre-adjudicación. La capitalización de mercado de la Sociedad asciende aproximadamente a entre 2.730 millones de euros y 2.957 millones de euros.

El Precio de la Oferta se determinará una vez concluido el período de recepción de ofertas (en torno al 1 de febrero de 2018) que será anunciado por la Sociedad mediante un hecho relevante e informado a la CNMV no más tarde de las 03:00 del día siguiente (horario de Madrid) (salvo que los Accionistas Vendedores y los Coordinadores Globales Conjuntos acordasen otra cosa) en la fecha en la que se fije el Precio de la Oferta (lo que se espera que ocurrirá alrededor del 1 de febrero de 2018) (u otra fecha anterior o posterior siempre que se comunique con antelación a la CNMV).

Las Acciones Existentes no se registrarán en virtud de la Ley de Valores estadounidense de 1933 (*Securities Act of 1933*), con sus modificaciones (la “**Ley de Valores**”) ni ante ninguna autoridad de valores de ningún estado de EEUU, no pudiendo ser ofertadas, vendidas, pignoradas o de otro modo transmitidas dentro de dicho país o a cualquier nacional estadounidense, excepto en virtud de una exención de o en el marco de una operación no sujeta a los requisitos de registro establecidos en la Ley de Valores y en cumplimiento con las leyes de valores estatales o locales vigentes. Las Acciones Existentes se ofrecen: (i) en EEUU, solamente a aquellas personas que se estima razonablemente que son inversores institucionales cualificados en el sentido de la Regla 144A de la Ley de Valores y (ii) fuera de EEUU, solo en operaciones foráneas (*offshore transactions*) tal y como se define en la Normativa S de la Ley de Valores y, en este caso, solamente a inversores que, siendo residentes de un estado miembro del EEE, son inversores cualificados en el sentido del Artículo 2(1)(e) de la Directiva 2003/71/CE del Parlamento Europeo y del Consejo de la Unión Europea.

Una vez finalizado el período de ofertas y fijado el Precio de la Oferta, la Sociedad, los Accionistas Vendedores y las Entidades Colocadoras esperan suscribir un Contrato de Colocación (el “**Contrato de Colocación y Aseguramiento**”) con respecto a las Acciones Iniciales y las Acciones Adicionales. Siempre que se cumplan ciertas condiciones establecidas en el Contrato de Colocación y Aseguramiento y este no haya sido resuelto de conformidad con sus términos, cada una de las entidades colocadoras

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que se menciona a continuación se obligará, mancomunadamente y no solidariamente, a adquirir las Acciones Iniciales (excluyendo por tanto las Acciones Adicionales) que se indican junto a su nombre en la siguiente tabla:

Entidad colocadora	Número de Acciones Iniciales Ofertadas ⁽¹⁾	Porcentaje del compromiso total de colocación
Deutsche Bank AG, London Branch	10,437,654	26,67%
Morgan Stanley & Co. International plc	10,437,654	26,67%
Banco Bilbao Vizcaya Argentaria, S.A.	6,253,043	15,98%
Banco Santander, S.A.	6,253,043	15,98%
Goldman Sachs International	2,300,869	5,88%
Société Générale	2,301,652	5,88%
CaixaBank, S.A.	536,086	1,37%
Norbolsa S.V., S.A.	305,217	0,78%
Fidentiis Equities S.V., S.A.	305,217	0,78%
Total	39,130,435	100.00%

(1) Los importes de esta columna se refieren únicamente al número de Acciones Iniciales; las Acciones Adicionales, en su caso, se distribuirían entre las Entidades Colocadoras siguiendo los mismos porcentajes.

Se espera que la fecha de cierre de la Oferta o “**Fecha de la Operación Bursátil**” sea el 2 de febrero de 2018 o en fechas próximas. La Sociedad publicará el Precio de la Oferta mediante un hecho relevante. De conformidad con la legislación española, en la Fecha de la Operación Bursátil los inversores estarán obligados a abonar incondicionalmente (e igualmente tendrán derecho a recibir) las Acciones Iniciales adquiridas en la Oferta.

El pago de las Acciones Iniciales por los inversores finales tendrá lugar como máximo el segundo día hábil posterior a la Fecha de la Operación Bursátil mediante la entrega, a través del servicio de Iberclear, de las Acciones Iniciales a los inversores finales, que se espera que tenga lugar en o alrededor del 6 de febrero de 2018. Se prevé que las Acciones coticen en las Bolsas de Valores Españolas a través del Sistema de Interconexión bursátil en o alrededor del 5 de febrero de 2018 con el código de cotización “MVC”.

En caso de retirada o revocación de la Oferta, todas las ofertas de compra de Acciones quedarán canceladas y quedarán sin efecto todas las órdenes de compra relacionadas con la Oferta. Asimismo, los Accionistas Vendedores no tendrán obligación alguna de entregar Acciones Existentes y los inversores no estarán obligados a adquirir las Acciones Existentes. Si un inversor hubiera realizado pagos anticipados a alguna de las Entidades Colocadoras, éstos reintegrarán los importes correspondientes libres de cargas, comisiones o gastos el día hábil siguiente al anuncio de revocación de la Oferta.

Si las Acciones Existentes hubiese sido ya entregadas por los Accionistas Vendedores y los inversores hubiesen satisfecho el Precio de la Oferta el día hábil siguiente al anuncio de la revocación de la Oferta, los inversores estarán obligados a devolver el título sobre las Acciones Existentes y los Accionistas Vendedores recomprarán las Acciones Existentes a los compradores por el importe satisfecho por ellos en la Oferta, junto con los intereses calculados al tipo legal (establecido, a la fecha de este Folleto, en un 3% anual) desde la fecha en que los compradores hubiese pagado por las Acciones Existentes hasta la fecha en que los Accionistas Vendedores devuelvan el Precio de la Oferta.

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E.4

Descripción de cualquier interés que sea importante para la emisión/oferta, incluidos los intereses en conflicto:

Cada una de las Entidades Colocadoras es una entidad financiera dedicada a varias actividades, entre las que figuran la prestación de servicios de banca de inversiones, banca comercial y asesoría financiera. Las Entidades Colocadoras y sus respectivas afiliadas pueden haberse dedicado o llevado a cabo ocasionalmente (y podrán dedicarse y llevar a cabo en el curso ordinario de su negocio) operaciones o servicios, incluidas operaciones de banca de inversiones y/o banca comercial con la Sociedad, las Entidades Santander, las Entidades BBVA y sus respectivas afiliadas por las que hayan recibido o recibirán las comisiones habituales y el reembolso de gastos. En el desarrollo ordinario de sus varias actividades de negocio, las Entidades Colocadoras y sus respectivas afiliadas podrán detentar un amplio abanico de inversiones y negociar activamente con deuda y valores de capital (o valores derivados e instrumentos financieros (que pueden incluir préstamos bancarios y/o *swaps* de incumplimiento crediticio) y en la Sociedad, las Entidades Santander, las Entidades BBVA y sus respectivas afiliadas por cuenta propia y por cuenta de sus clientes, pudiendo tener en cualquier momento posiciones a corto en tales valores e instrumentos.

Asimismo, ciertas Entidades Colocadoras o sus afiliadas son, o pueden ser, prestamistas y, en algunos casos, agentes o gestores de los prestamistas en virtud de ciertos contratos de préstamo y otros acuerdos de crédito de la Sociedad, las Entidades Santander, las Entidades BBVA o sus respectivas afiliadas. En su condición de prestamistas, éstos podrían pretender en el futuro una reducción de un compromiso de financiación frente a la Sociedad, las Entidades Santander, las Entidades BBVA o sus respectivas afiliadas o imponer aumentos de precios o requisitos complementarios con respecto a dichos préstamos o contratos de crédito, en el curso ordinario del negocio. Asimismo, ciertas Entidades Colocadoras o sus afiliadas que actúan como prestamistas de la Sociedad y/o las Entidades Santander, las Entidades BBVA pueden cubrir sus riesgos de crédito frente a la Sociedad y/o las Entidades Santander, las Entidades BBVA en línea con sus políticas habituales de gestión de riesgos. Una típica estrategia de cobertura implicaría que dichas Entidades Colocadoras o sus afiliadas cubriesen sus riesgos suscribiendo operaciones consistentes en la adquisición de *swaps* de incumplimiento crediticio o la creación de posiciones a corto en los valores de la Sociedad y/o las Entidades Santander y las Entidades BBVA.

RESUMEN

<p>E.5</p>	<p>Nombre de la persona o entidad que se ofrece a vender el valor, y compromisos de inmovilización (<i>lock-up</i>):</p>	<p>Los Accionistas Vendedores ofrecen las Acciones Iniciales.</p> <p>En el Contrato de Colocación y Aseguramiento la Sociedad aceptará la prohibición de llevar a cabo, sin el consentimiento previo por escrito de los Coordinadores Globales Conjuntos en nombre de las Entidades Colocadoras desde la fecha de otorgamiento del Contrato de Colocación Aseguramiento y hasta transcurridos 180 días de la Admisión, sin el consentimiento previo de los Coordinadores Globales Conjuntos, y con sujeción a ciertas excepciones, los siguientes actos (i) directa o indirectamente, emitir, ofrecer, pignorar, vender, anunciar la intención de contratar para vender, vender ninguna opción, <i>warrant</i> o contrato para suscribir o adquirir, ejercitar ninguna opción para suscribir, vender, adquirir opciones o contratos para vender, otorgar ninguna opción, derecho o <i>warrant</i> para adquirir, prestar, pignorar o de otro modo transferir o disponer, directa o indirectamente de Acciones u otros valores de la Sociedad o cualquier instrumento financiero convertible en o que dé lugar al derecho a suscribir Acciones u otros valores de la Sociedad o presentar un folleto en virtud de la Directiva sobre folletos y su normativa u otro documento similar ante ningún regulador, autoridad de mercado o de cotización de valores con respecto a nada de lo anterior; (ii) suscribir contratos de <i>swaps</i> u otros acuerdos u operaciones que cedan, en todo o en parte, directa o indirectamente, las consecuencias económicas de la titularidad de las Acciones u otros valores de la Sociedad, con independencia de que el <i>swap</i> o la operación descrita en los apartados (i) o (ii) tenga que liquidarse mediante la entrega de Acciones u otros valores, en efectivo o de otro modo; o (iii) anunciar públicamente la intención de llevar a cabo alguna de esas operaciones. Las restricciones anteriores no serán aplicables a las Acciones emitidas, vendidas o transmitidas o las opciones otorgadas para la adquisición de Acciones de conformidad con lo dispuesto en el Management Incentive Plan (MIP) o el Long Term Incentive Plan (LTIP), según lo descrito en este Folleto.</p> <p>Las Entidades Santander y las Entidades BBVA aceptarán en el Contrato de Colocación y Aseguramiento restricciones similares relativas a las Acciones por un período que comience en el momento de la suscripción del Contrato de Colocación y Aseguramiento y hasta 180 días después de la Admisión, con sujeción a ciertas excepciones. Las restricciones anteriores no serán aplicables a (i) la transmisión intragrupo de Acciones (de conformidad con la definición del artículo 5 de la LMV), siempre y cuando el adquirente de las Acciones acepte someterse a las referidas restricciones; y (ii) cualquier transmisión sobre u opciones otorgadas sobre las Acciones de la Sociedad al amparo del Plan de Incentivos para Directivos (<i>Management Incentive Plan — MIP</i>) o del Plan de Incentivos a Largo Plazo (<i>Long Term Incentive Plan — LTIP</i>) de la Sociedad; (iii) la transmisión en cualquier momento de 5.990.548 Acciones de la Sociedad por las Entidades Santander a favor de Blackstone o a las entidades o vehículos participados por Blackstone, en el contexto de la operación denominada Proyecto Quasar (“Acciones Quasar”) y (iv) tras el Período de Estabilización, cualquier transmisión subsiguiente de las Acciones Quasar.</p> <p>Finalmente, los consejeros, los miembros del equipo directivo y ciertos empleados clave beneficiarios del Plan de Incentivos a Largo Plazo de la Sociedad (LTIP) también se hallan sujetos a ciertos compromisos de no disposición de las Acciones que puedan recibir en virtud del mismo. No obstante, la entrega de las Acciones devengadas en el marco del Plan de Incentivos a Largo Plazo (LTIP) por los miembros de la alta dirección no se llevará a cabo hasta el 2021.</p>
<p>E.6</p>	<p>Dilución:</p>	<p>No procede</p>

RESUMEN

E.7	Gastos estimados aplicados al inversor por el emisor:	Los adquirentes de las Acciones pueden venir obligados a satisfacer un impuesto sobre actos jurídicos documentados (<i>stamp tax</i>) u otros importes de conformidad con las prácticas vigentes en el país de compra, con carácter adicional al Precio de la Oferta. Asimismo, el inversor deberá hacer frente a las comisiones debidas a favor de cualquier intermediario financiero a través del cual detente sus Acciones.
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ANNEX V – TABLA DE EQUIVALENCIAS DEL FOLLETO (*PROSPECTUS*) RELATIVO A LA OFERTA DE VENTA Y DE ACCIONES Y POSTERIOR ADMISIÓN A NEGOCIACIÓN

METROVACESA, S.A.
TABLAS DE EQUIVALENCIAS DEL FOLLETO
RELATIVO A LA OFERTA DE VENTA DE ACCIONES Y POSTERIOR ADMISIÓN A
NEGOCIACIÓN

Documento de Registro

Información sobre el emisor requerida por el Anexo I del Reglamento (CE) No 809/2004, de la Comisión Europea, relativo a la información contenida en los folletos así como al formato, la incorporación por referencia, la publicación de dichos folletos y la difusión de publicidad (el “**Reglamento 809/2004**”)

Contenido	Apartado	Comentario
1.	PERSONAS RESPONSABLES	
1.1	Todas las personas responsables de la información que figura en el documento de registro y, según los casos, de ciertas partes del mismo, con, en el último caso, una indicación de las partes. En caso de personas físicas, incluidos los miembros de los órganos de administración, de gestión o de supervisión del emisor, indicar el nombre y el cargo de la persona; en caso de personas jurídicas, indicar el nombre y el domicilio social.	Véase el apartado “ <i>Important Information</i> ” (Información Importante).
1.2	Declaración de los responsables del documento de registro que asegure que, tras comportarse con una diligencia razonable para garantizar que así es, la información contenida en el documento de registro es, según su conocimiento, conforme a los hechos y no incurre en ninguna omisión que pudiera afectar a su contenido. En su caso, declaración de los responsables de determinadas partes del documento de registro que asegure que, tras comportarse con una diligencia razonable para garantizar que así es, la información contenida en la parte del documento de registro de la que son responsables es, según su conocimiento, conforme a los hechos y no incurre en ninguna omisión que pudiera afectar a su contenido.	Véase el apartado “ <i>Important Information</i> ” (Información Importante).
2.	AUDITORES DE CUENTAS	
2.1	Nombre y dirección de los auditores del emisor para el periodo cubierto por la información financiera histórica (así como su afiliación a un colegio profesional).	Véase la sección “ <i>Independent Auditors</i> ” (Auditores Independientes).
2.2	Si los auditores han renunciado, han sido apartados de sus funciones o no han sido redesignados durante el periodo cubierto por la información financiera histórica, proporcionarán	No aplicable.

	los detalles si son importantes.		
3.	INFORMACIÓN FINANCIERA SELECCIONADA		
3.1	Información financiera histórica seleccionada relativa al emisor, que se presentará para cada ejercicio durante el periodo cubierto por la información financiera histórica, y cualquier periodo financiero intermedio subsiguiente, en la misma divisa que la información financiera	Véase la sección “ <i>Presentation of Financial and Other Information</i> ” (Presentación de Información Financiera y Otras Informaciones). Véase asimismo la sección “ <i>Selected Financial and Operating Data</i> ” (Información Financiera y operativa Seleccionada).	
3.2	Si se proporciona información financiera seleccionada relativa a periodos intermedios, también se proporcionarán datos comparativos del mismo periodo del ejercicio anterior, salvo que el requisito para la información comparativa del balance se satisfaga presentando la información del balance final del ejercicio	Véase la sección “ <i>Presentation of Financial and Other Information</i> ” (Presentación de Información Financiera y Otras Informaciones). Véase asimismo la sección “ <i>Selected Financial and Operating Data</i> ” (Información Financiera y operativa Seleccionada).	
4.	FACTORES DE RIESGO	Véase la sección “ <i>Risk Factors</i> ” (Factores de Riesgo).	
5.	INFORMACIÓN SOBRE EL EMISOR		
5.1.	Historia y evolución del emisor:		
5.1.1.	<i>nombre legal y comercial del emisor;</i>	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social).	
5.1.2.	<i>lugar de registro del emisor y número de registro;</i>	Véase la sección “ <i>Additional Information</i> ” (Información Adicional).	
5.1.3.	<i>fecha de constitución y periodo de actividad del emisor, si no son indefinidos;</i>	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social).	
5.1.4.	<i>domicilio y personalidad jurídica del emisor, legislación conforme a la cual opera, país de constitución, y dirección y número de teléfono de su domicilio social (o lugar principal de actividad empresarial si es diferente de su domicilio social);</i>	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social). Véase la sección “ <i>Additional Information</i> ” (Información Adicional).	
5.1.5.	<i>acontecimientos importantes en el desarrollo de la actividad del emisor</i>	Véase la sección “ <i>Business</i> ” (Negocio), sub-sección “ <i>Our History</i> ” (Nuestra Historia).	

5.2.	Inversiones		
5.2.1.	<i>Descripción, (incluida la cantidad) de las principales inversiones del emisor en cada ejercicio para el periodo cubierto por la información financiera histórica y hasta la fecha del documento de registro.</i>	Véase la sección “ <i>Operating and Financial Review</i> ” (Revisión Operativa y Financiera).	
5.2.2.	<i>Descripción de las inversiones principales del emisor actualmente en curso, incluida la distribución de estas inversiones geográficamente (nacionales y en el extranjero) y el método de financiación (interno o externo).</i>	Véase la sección “ <i>Operating and Financial Review</i> ” (Revisión Operativa Financiera).	
5.2.3.	<i>Información sobre las principales inversiones futuras del emisor sobre las cuales sus órganos de gestión hayan adoptado ya compromisos firmes</i>	Véase la sección “ <i>Business</i> ” (Negocio), sub-sección “ <i>Run rate operating targets and investment policy</i> ” (Objetivos operativos y política de inversión).	
6.	DESCRIPCIÓN DEL NEGOCIO		
6.1.	Actividades principales		
6.1.1.	<i>Descripción y factores clave relativos al carácter de las operaciones del emisor y de sus principales actividades, declarando las principales categorías de productos vendidos y/o servicios prestados en cada ejercicio durante el período cubierto por la información financiera histórica.</i>	Véase la sección “ <i>Business</i> ” (Negocio). Véase asimismo la sección “ <i>Risk Factors</i> ” (Factores de Riesgo).	
6.1.2.	<i>Indicación de todo nuevo producto y/o servicio significativos que se hayan presentado y, en la medida en que se haya divulgado públicamente su desarrollo, dar la fase en que se encuentra.</i>	Véase la sección “ <i>Business</i> ” (Negocio).	
6.2.	Mercados principales <i>Descripción de los mercados principales en que el emisor compete, incluido un desglose de los ingresos totales por categoría de actividad y mercado geográfico para cada ejercicio durante el período cubierto por la información financiera histórica.</i>	Véase la sección “ <i>Industry Overview</i> ” (Perspectiva General de la Industria).	
6.3.	Cuando la información dada de conformidad con los puntos 6.1. y 6.2. se haya visto influenciada por factores excepcionales, debe mencionarse este hecho.	No aplica.	
6.4.	Si es importante para la actividad empresarial o para la rentabilidad del emisor, revelar	No aplica.	

	información sucinta relativa al grado de dependencia del emisor de patentes o licencias, contratos industriales, mercantiles o financieros, o de nuevos procesos de fabricación.		
6.5.	Se incluirá la base de cualquier declaración efectuada por el emisor relativa a su posición competitiva	Véase la sección “ <i>Industry Overview</i> ” (Perspectiva General de la Industria). Véase, asimismo, la sección “ <i>Business</i> ”, sub-sección “ <i>Key Strengths</i> ” (Fortalezas Clave).	
7.	ESTRUCTURA ORGANIZATIVA		
7.1.	Si el emisor es parte de un grupo, una breve descripción del grupo y la posición del emisor en el grupo.	Véase la sección “ <i>Additional Information</i> ” (Información Adicional).	
7.2.	Lista de las filiales significativas del emisor, incluido el nombre, el país de constitución o residencia, la participación en el capital y, si es diferente, su proporción de derechos de voto.	Véase la sección “ <i>Additional Information</i> ” (Información Adicional).	
8.	PROPIEDAD, INSTALACIONES Y EQUIPO		
8.1.	Información relativa a todo inmovilizado material tangible existente o previsto, incluidas las propiedades arrendadas, y cualquier gravamen importante al respecto.	Véase la sección “ <i>Business</i> ” (Negocio). Véase asimismo la sección “ <i>Selected Financial and Operating Data</i> ” (Información Financiera Operativa Seleccionada)	
8.2.	Descripción de cualquier aspecto medioambiental que pueda afectar al uso por el emisor del inmovilizado material tangible.	Véase la sección “ <i>Regulation</i> ” (Regulación). Véase asimismo la sección “ <i>Risk Factors</i> ” (Factores de Riesgo).	
9.	ANÁLISIS OPERATIVO Y FINANCIERO		
9.1	Situación financiera	Véase la sección “ <i>Operating and Financial Review</i> ” (Revisión Operativa Financiera). Véase asimismo la sección “ <i>Selected Financial and Operating Data</i> ” (Información Financiera Operativa Seleccionada).	
9.2.	Resultados de explotación		
9.2.1.	<i>Información relativa a factores significativos, incluidos los acontecimientos inusuales o infrecuentes o los nuevos avances, que afecten de manera importante a los ingresos del emisor por</i>	Véase la sección “ <i>Operating and Financial Review</i> ” (Revisión Operativa Financiera), sub-sección	

	<i>operaciones, indicando en qué medida han resultado afectados los ingresos.</i>	<p>“<i>Factors Affecting Our Results of Operations</i>” (Factores que Afectan a los Resultados de Nuestras Operaciones).</p> <p>Véase asimismo la sección “<i>Risk Factors</i>” (Factores de Riesgo).</p>	
9.2.2.	<i>Cuando los estados financieros revelen cambios importantes en las ventas netas o en los ingresos, proporcionar un comentario narrativo de los motivos de esos cambios</i>	Véase la sección “ <i>Operating and Financial Review</i> ” (Revisión Operativa Financiera), sub-sección “ <i>Factors Affecting Our Results of Operations</i> ” (Factores que Afectan a los Resultados de Nuestras Operaciones).	
9.2.3.	<i>Información relativa a cualquier actuación o factor de orden gubernamental, económico, fiscal, monetario o político que, directa o indirectamente, hayan afectado o pudieran afectar de manera importante a las operaciones del emisor.</i>	<p>Véase la sección “<i>Operating and Financial Review</i>” (Revisión Operativa Financiera), sub-sección “<i>Factors Affecting Our Results of Operations</i>” (Factores que Afectan a los Resultados de Nuestras Operaciones).</p> <p>Véase asimismo la sección “<i>Risk Factors</i>” (Factores de Riesgo).</p>	
10.	RECURSOS DE CAPITAL		
10.1.	Información relativa a los recursos de capital del emisor (a corto y a largo plazo).	<p>Véase la sección “<i>Capitalization and Indebtedness</i>” (Capitalización y Endeudamiento).</p> <p>Véase asimismo la sección “<i>Selected Financial and Operating Data</i>” (Información Financiera Operativa Seleccionada).</p>	
10.2.	Explicación de las fuentes y cantidades y descripción narrativa de los flujos de tesorería del emisor.	Véase la sección “ <i>Operating and Financial Review</i> ” (Revisión Operativa y Financiera), especialmente la sub-sección “ <i>Liquidity and Capital Resources</i> ” (Liquidez y Recursos de Capital).	
10.3.	Información sobre los requisitos de préstamo y la estructura de financiación del emisor.	<p>Véase la sección “<i>Capitalization and Indebtedness</i>” (Capitalización y Endeudamiento).</p> <p>Véase asimismo la sección “<i>Selected Financial and Operating Data</i>” (Información</p>	

		Financiera Operativa Seleccionada). Véase la sección “ <i>Operating and Financial Review</i> ” (Revisión Operativa Financiera), sub-sección “ <i>Liquidity and Capital Resources</i> ” (Liquidez y Recursos de Capital).	
10.4.	Información relativa a cualquier restricción sobre el uso de los recursos de capital que, directa o indirectamente, haya afectado o pudiera afectar de manera importante a las operaciones del emisor.	Véase la sección “ <i>Operating and Financial Review</i> ” (Revisión Operativa Financiera), sub-sección “ <i>Liquidity and Capital Resources</i> ” (Liquidez y Recursos de Capital).	
10.5.	Información relativa a las fuentes previstas de fondos necesarias para cumplir los compromisos mencionados en 5.2.3. y 8.1.	Véase la sección “ <i>Operating and Financial Review</i> ” (Revisión Operativa y Financiera), “ <i>Liquidity and Capital Resources</i> ” (Liquidez y Recursos de Capital). Véanse los “ <i>Financial Statements</i> ” (Estados Financieros) incluidos en el Folleto tal y como se indica en la sección “ <i>Presentation of Financial and Other Information</i> ” (Presentación de Información Financiera y Otras Informaciones).	
11.	INVESTIGACIÓN Y DESARROLLO, PATENTES Y LICENCIAS	Véase la sección “ <i>Business</i> ” (Negocio), sub-sección “ <i>Intellectual Property</i> ” (Propiedad Industrial). Véase asimismo la sección “ <i>Risk Factors</i> ” (Factores de Riesgo).	
12.	INFORMACIÓN SOBRE TENDENCIAS		
12.1.	Tendencias recientes más significativas de la producción, ventas e inventario, y costes y precios de venta desde el fin del último ejercicio hasta la fecha del documento de registro.	Véase la sección “ <i>Industry Overview</i> ” (Perspectiva General de la Industria).	
12.2.	Información sobre cualquier tendencia conocida, incertidumbres, demandas, compromisos o hechos que pudieran razonablemente tener una incidencia importante en las perspectivas del emisor, por lo menos para el ejercicio actual.	Véase la sección “ <i>Risk Factors</i> ” (Factores de Riesgo). Véase, asimismo, la sección “ <i>Operating Financial Review</i> ” (Revisión Operativa Financiera), sub-sección	

		<p><i>“Factors Affecting Our Business and Results of Operations”</i> (Factores que Afectan a los Resultados de Nuestras Operaciones).</p> <p>Véase también la sección <i>“Industry Overview”</i> (Perspectiva General de la Industria).</p>	
13.	PREVISIONES O ESTIMACIONES DE BENEFICIOS		
13.1.	Declaración que enumere los principales supuestos en los que el emisor ha basado su previsión o su estimación.	No aplicable.	
13.2.	Debe incluirse un informe elaborado por contables o auditores independientes que declare que, a juicio de esos contables o auditores independientes, la previsión o estimación se ha calculado correctamente sobre la base declarada, y que el fundamento contable utilizado para la previsión o estimación de los beneficios es coherente con las políticas contables del emisor.	No aplicable.	
13.3.	La previsión o estimación de los beneficios debe prepararse sobre una base comparable con la información financiera histórica.	No aplicable.	
13.4.	Si el emisor publica en un folleto una previsión de beneficios que está aún pendiente, debería entonces proporcionar una declaración de si efectivamente ese pronóstico sigue siendo tan correcto como en la fecha del documento de registro, o una explicación de por qué el pronóstico ya no es válido, si ese es el caso.	No aplicable.	
14.	ÓRGANOS DE ADMINISTRACIÓN, DE GESTIÓN Y DE SUPERVISIÓN, Y ALTOS DIRECTIVOS		
14.1.	<p>Nombre, dirección profesional y cargo en el emisor de las siguientes personas, indicando las principales actividades que éstas desarrollan al margen del emisor, si dichas actividades son significativas con respecto a ese emisor:</p> <p>(a) miembros de los órganos de administración, de gestión o de supervisión;</p> <p>(b) socios comanditarios, si se trata de una sociedad comanditaria por acciones;</p> <p>(c) fundadores, si el emisor se ha establecido para un período inferior a cinco</p>	<p>Véase la sección <i>“Management and Board of Directors”</i> (Equipo Gestor y Consejo de Administración), sub-sección <i>“Board of Directors”</i> (Consejo de Administración), sub-sección <i>“No Convictions and Other Negative Statements”</i> (Ausencia de Condenas y Otras Declaraciones Negativas) y sub-sección <i>“Directors”</i> (Consejeros).</p>	

	<p>años; y</p> <p>(d) cualquier alto directivo que sea pertinente para establecer que el emisor posee las calificaciones y la experiencia apropiadas para gestionar las actividades del emisor.</p> <p>Naturaleza de toda relación familiar entre cualquiera de esas personas.</p> <p>En el caso de los miembros de los órganos de administración, de gestión o de supervisión del emisor y de las personas descritas en (b) y (d) del primer párrafo, datos sobre la preparación y experiencia pertinentes de gestión de esas personas, además de la siguiente información:</p> <p>(a) nombres de todas las empresas y asociaciones de las que esa persona haya sido, en cualquier momento de los cinco años anteriores, miembro de los órganos de administración, de gestión o de supervisión, o socio, indicando si esa persona sigue siendo miembro de los órganos de administración, de gestión o de supervisión, o si es socio. No es necesario enumerar todas las filiales de un emisor del cual la persona sea también miembro del órgano de administración, de gestión o de supervisión;</p> <p>(b) cualquier condena en relación con delitos de fraude por lo menos en los cinco años anteriores;</p> <p>(c) datos de cualquier quiebra, suspensión de pagos o liquidación con las que una persona descrita en (a) y (d) del primer párrafo, que actuara ejerciendo uno de los cargos contemplados en (a) y (d) estuviera relacionada por lo menos durante los cinco años anteriores;</p> <p>(d) detalles de cualquier incriminación pública oficial y/o sanciones de esa persona por autoridades estatutarias o reguladoras (incluidos los organismos profesionales designados) y si esa persona ha sido descalificada alguna vez por un tribunal por su actuación como miembro de los órganos de administración, de gestión o de supervisión de un emisor o por su actuación en la gestión de los asuntos de un emisor durante por lo menos los cinco años anteriores.</p> <p>De no existir ninguna información en este sentido que deba revelarse, efectuar una declaración a ese efecto.</p>		
14.2.	Conflictos de intereses de los órganos de administración, de gestión y de supervisión, y altos directivos	Véase la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de	

		Administración), sub-sección “ <i>Conflicts of Interest</i> ” (Conflictos de Interés).	
15.	REMUNERACIÓN Y BENEFICIOS		
15.1.	Importe de la remuneración pagada (incluidos los honorarios contingentes o atrasados) y prestaciones en especie concedidas a esas personas por el emisor y sus filiales por servicios de todo tipo prestados por cualquier persona al emisor y sus filiales.	Véase la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de Administración), sub-sección “ <i>Compensation</i> ” (Retribución).	
15.2.	Importes totales ahorrados o acumulados por el emisor o sus filiales para prestaciones de pensión, jubilación o similares.	Véase la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de Administración), sub-sección “ <i>Compensation</i> ” (Retribución).	
16.	PRÁCTICAS DE GESTIÓN		
16.1.	Fecha de expiración del actual mandato, en su caso, y periodo durante el cual la persona ha desempeñado servicios en ese cargo.	Véase la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de Administración), sub-sección “ <i>Directors</i> ” (Consejeros).	
16.2.	Información sobre los contratos de los miembros de los órganos de administración, de gestión o de supervisión con el emisor o cualquiera de sus filiales que prevean beneficios a la terminación de sus funciones, o la correspondiente declaración negativa	Véase la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de Administración).	
16.3.	Información sobre el comité de auditoría y el comité de retribuciones del emisor, incluidos los nombres de los miembros del comité y un resumen de su reglamento interno.	Véase la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de Administración), sub-sección “ <i>Board Committees</i> ” (Comisiones del Consejo).	
16.4.	Declaración de si el emisor cumple el régimen o regímenes de gobierno corporativo de su país de constitución. En caso de que el emisor no cumpla ese régimen, debe incluirse una declaración a ese efecto, así como una explicación del motivo por el cual el emisor no cumple ese régimen.	Véase la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de Administración), sub-sección “ <i>Internal Code of Conduct in Securities Markets and Corporate Governance Recommendations</i> ” (Código Interno de Conducta en los Mercados de Valores y Recomendaciones de Gobierno Corporativo).	
17.	EMPLEADOS		
17.1.	Número de empleados al final del período o la media para cada ejercicio durante el período cubierto por la información financiera histórica hasta la fecha del documento de registro (y las variaciones de ese número, si son importantes) y, si es posible y reviste importancia, un	Véase la sección “ <i>Business</i> ” (Negocio), sub-sección “ <i>Employees</i> ” (Empleados).	

	desglose de las personas empleadas por categoría principal de actividad y situación geográfica. Si el emisor emplea un número significativo de empleados eventuales, incluir datos sobre el número de empleados eventuales por término medio durante el ejercicio más reciente.		
17.2.	<p>Acciones y opciones de compra de acciones.</p> <p>Con respecto a cada persona mencionada en (a) y (d) del primer párrafo del punto 14.1, proporcionar información de su tenencia de participaciones del emisor y de toda opción sobre tales acciones a partir de la fecha practicable más reciente.</p>	Véase la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de Administración), sub-sección “ <i>Share Ownership</i> ” (Titularidad de Acciones).	
17.3.	<p>Descripción de todo acuerdo de participación de los empleados en el capital del emisor.</p>	Véase la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de Administración), sub-sección “ <i>Share Ownership</i> ” (Propiedad de Acciones) y “ <i>Compensation</i> ” (Retribución).	
18.	ACCIONISTAS PRINCIPALES		
18.1.	<p>En la medida en que tenga conocimiento de ello el emisor, el nombre de cualquier persona que no pertenezca a los órganos de administración, de gestión o de supervisión que, directa o indirectamente, tenga un interés declarable, según el derecho nacional del emisor, en el capital o en los derechos de voto del emisor, así como la cuantía del interés de cada una de esas personas o, en caso de no haber tales personas, la correspondiente declaración negativa.</p>	Véase la sección “ <i>Principal and Selling Shareholders</i> ” (Accionistas Principales y Accionistas Oferentes).	
18.2.	<p>Si los accionistas principales del emisor tienen distintos derechos de voto, o la correspondiente declaración negativa.</p>	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social), sub-sección “ <i>Shareholders’ Meetings and Voting Rights</i> ” (Juntas Generales de Accionistas y Derechos de Voto).	
18.3.	<p>En la medida en que tenga conocimiento de ello el emisor, declarar si el emisor es directa o indirectamente propiedad o está bajo control y quién lo ejerce, y describir el carácter de ese control y las medidas adoptadas para garantizar que no se abusa de ese control.</p>	<p>Véase la sección “<i>Principal and Selling Shareholders</i>” (Accionistas Principales y Accionistas Oferentes).</p> <p>Véase asimismo la sección “<i>Risk Factors</i>” (Factores de Riesgo).</p>	
18.4.	<p>Descripción de todo acuerdo, conocido del emisor, cuya aplicación pueda en una fecha ulterior dar lugar a un cambio en el control del</p>	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social), sub-sección “ <i>Shareholders’ Agreements</i> ”	

	emisor.	(Acuerdos de Accionistas).	
19.	OPERACIONES DE PARTES VINCULADAS	Véase la sección “ <i>Related Party Transactions</i> ” (Operaciones con Partes Vinculadas).	
20.	INFORMACIÓN FINANCIERA RELATIVA AL ACTIVO Y EL PASIVO DEL EMISOR, POSICIÓN FINANCIERA Y PÉRDIDAS Y BENEFICIOS		
20.1.	Información financiera histórica	Véase asimismo la sección “ <i>Selected Financial and Operating Data</i> ” (Información Financiera Operativa Seleccionada).	
20.2.	Información financiera pro-forma	Véase la sección “ <i>Pro Forma Consolidated Financial Information</i> ” (Información Financiera Consolidada Pro-forma)	
20.3.	Estados financieros	Véase asimismo la sección “ <i>Selected Financial and Operating Data</i> ” (Información Financiera Operativa Seleccionada).	
20.4.	Auditoría de la información financiera histórica anual		
20.4.1.	Declaración de que se ha auditado la información financiera histórica. Si los informes de auditoría sobre la información financiera histórica han sido rechazados por los auditores legales o si contienen cualificaciones o negaciones, se reproducirán íntegramente el rechazo o las cualificaciones o negaciones, explicando los motivos.	Véase la sección “ <i>Independent Auditors</i> ” (Auditores Independientes). Véase asimismo la sección “ <i>Presentation of Financial and Other Information</i> ” (Presentación de Información Financiera y Otras Informaciones).	
20.4.2.	Una indicación de otra información en el documento de registro que haya sido auditada por los auditores.	Véase la sección “ <i>Independent Auditors</i> ” (Auditores Independientes). Véase asimismo la sección “ <i>Presentation of Financial and Other Information</i> ” (Presentación de Información Financiera y Otras Informaciones).	
20.4.3.	Cuando los datos financieros del documento de registro no se hayan extraído de los estados financieros auditados del emisor, éste debe declarar la fuente de los datos y declarar que los datos no han sido auditados.	Véase la sección “ <i>Presentation of Financial and Other Information</i> ” (Presentación de Información Financiera y Otras Informaciones).	

20.5.	Edad de la información financiera más reciente		
20.5.1.	El último año de información financiera auditada no puede preceder en más de: (a) 18 meses a la fecha del documento de registro si el emisor incluye en dicho documento estados financieros intermedios auditados; (b) 15 meses a la fecha del documento de registro si en dicho documento el emisor incluye estados financieros intermedios no auditados.	Véase la sección “ <i>Independent Auditors</i> ” (Auditores Independientes). Véase asimismo la sección “ <i>Presentation of Financial and Other Information</i> ” (Presentación de Información Financiera y Otras Informaciones).	
20.6.	Información intermedia y demás información financiera		
20.6.1.	Si el emisor ha venido publicando información financiera trimestral o semestral desde la fecha de sus últimos estados financieros auditados, éstos deben incluirse en el documento de registro. Si la información financiera trimestral o semestral ha sido revisada o auditada, debe también incluirse el informe de auditoría o de revisión. Si la información financiera trimestral o semestral no ha sido auditada o no se ha revisado, debe declararse este extremo.	Véase la sección “ <i>Presentation of Financial and Other Information</i> ” (Presentación de Información Financiera y Otras Informaciones). Véase también la sección “ <i>Independent Auditors</i> ” (Auditores Independientes).	
20.6.2.	Si la fecha del documento de registro es más de nueve meses posterior al fin del último ejercicio auditado, debería contener información financiera intermedia que abarque por lo menos los primeros seis meses del ejercicio y que puede no estar auditada (en cuyo caso debe declararse este extremo).	Véase la sección “ <i>Presentation of Financial and Other Information</i> ” (Presentación de Información Financiera y Otras Informaciones). Véase la sección “ <i>Operating and Financial Review</i> ” (Revisión Operativa y Financiera), “ <i>Liquidity and Capital Resources</i> ” (Liquidez y Recursos de Capital). Véanse los “ <i>Financial Statements</i> ” (Estados Financieros) incluidos en el Folleto tal y como se indica en la sección “ <i>Presentation of Financial and Other Information</i> ” (Presentación de Información Financiera y Otras Informaciones).	
20.7	Política de dividendos		
20.7.1.	Importe de los dividendos por acción por cada ejercicio para el período cubierto por la información financiera histórica, ajustada si ha cambiado el número de acciones del emisor, para que así sea comparable.	Véase la sección “ <i>Dividends and Dividend Policy</i> ” (Dividendos y Política de Dividendos).	
20.8	Procedimientos judiciales y de arbitraje	Véase la sección “ <i>Business</i> ” (Negocio), “ <i>Legal and Other Proceedings</i> ” (Procedimientos Legales y Otros).	

		Véase asimismo la sección “ <i>Risk Factors</i> ” (Factores de Riesgo).	
20.9	Cambios significativos en la posición financiera o comercial del emisor	Véase la sección “ <i>Operating and Financial Review</i> ” (Revisión Operativa y Financiera). Véase asimismo la sección “ <i>Risk Factors</i> ” (Factores de Riesgo).	
21	INFORMACIÓN ADICIONAL		
21.1.	Capital Social		
21.1.1.	Importe del capital emitido, y para cada clase de capital social (a) número de acciones autorizadas; (b) número de acciones emitidas e íntegramente desembolsadas y las emitidas pero no desembolsadas íntegramente; (c) valor nominal por acción, o que las acciones no tienen ningún valor nominal; y (d) una conciliación del número de acciones en circulación al principio y al final del año. Si se paga más del 10 % del capital con activos distintos del efectivo dentro del periodo cubierto por la información financiera histórica, debe declararse este hecho.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social).	
21.1.2.	Si hay acciones que no representan capital, se declarará el número y las principales características de esas acciones.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social).	
21.1.3.	Número, valor contable y valor nominal de las acciones del emisor en poder o en nombre del propio emisor o de sus filiales.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social).	
21.1.4.	Importe de todo valor convertible, valor canjeable o valor con garantías, indicando las condiciones y los procedimientos que rigen su conversión, canje o suscripción.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social).	
21.1.5.	Información y condiciones de cualquier derecho de adquisición y/o obligaciones con respecto al capital autorizado pero no emitido o sobre la decisión de aumentar el capital.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social).	
21.1.6.	Información sobre cualquier capital de cualquier miembro del grupo que esté bajo opción o que se haya acordado condicional o incondicionalmente someter a opción y detalles de esas opciones, incluidas las personas a las que se dirigen esas opciones.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social). Véase la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de Administración), sub-sección “ <i>Share Ownership</i> ” (Propiedad	

		de Acciones) y “ <i>Compensation</i> ” (Retribución).	
21.1.7.	Historial del capital social, resaltando la información sobre cualquier cambio durante el período cubierto por la información financiera histórica.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social).	
21.2.	Estatutos y escritura de constitución		
21.2.1.	Descripción del objeto social y fines del emisor y dónde pueden encontrarse en los estatutos y escritura de constitución.	Véase asimismo la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social), sub-sección “ <i>General</i> ” (General).	
21.2.2.	Breve descripción de cualquier disposición de las cláusulas estatutarias o reglamento interno del emisor relativa a los miembros de los órganos de administración, de gestión y de supervisión.	Véase la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de Administración).	
21.2.3.	Descripción de los derechos, preferencias y restricciones relativas a cada clase de las acciones existentes.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social).	
21.2.4.	Descripción de qué se debe hacer para cambiar los derechos de los tenedores de las acciones, indicando si las condiciones son más significativas que las que requiere la ley.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social), sub-sección “ <i>Shareholders' Meetings and Voting Rights</i> ” (Juntas Generales de Accionistas y Derechos de Voto).	
21.2.5.	Descripción de las condiciones que rigen la manera de convocar las juntas generales anuales y las juntas generales extraordinarias de accionistas, incluyendo las condiciones de admisión.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social), sub-sección “ <i>Shareholders' Meetings and Voting Rights</i> ” (Juntas Generales de Accionistas y Derechos de Voto).	
21.2.6.	Breve descripción de cualquier disposición de las cláusulas estatutarias o reglamento interno del emisor que tenga por efecto retrasar, aplazar o impedir un cambio en el control del emisor.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social), sub-sección “ <i>Shareholders' Meetings and Voting Rights</i> ” (Juntas Generales de Accionistas y Derechos de Voto). Véase asimismo la sección “ <i>Market Information</i> ” (Información de Mercado).	
21.2.7.	Indicación de cualquier disposición de las cláusulas estatutarias o reglamento interno, en su caso, que rijan el umbral de propiedad por encima del cual deba revelarse la propiedad del accionista.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social), sub-sección “ <i>Reporting Requirements</i> ” (Obligaciones de Información).	

21.2.8.	Descripción de las condiciones impuestas por las cláusulas estatutarias o reglamento interno que rigen los cambios en el capital, si estas condiciones son más rigurosas que las que requiere la ley.	No aplicable.	
22	CONTRATOS IMPORTANTES		
23	INFORMACIÓN DE TERCEROS, DECLARACIONES DE EXPERTOS Y DECLARACIONES DE INTERÉS		
23.1.	Cuando se incluya en el documento de registro una declaración o un informe atribuido a una persona en calidad de experto, proporcionar el nombre de dicha persona, su dirección profesional, sus cualificaciones y, en su caso, cualquier interés importante que tenga en el emisor. Si el informe se presenta a petición del emisor, una declaración a ese efecto de que se incluye dicha declaración o informe, la forma y el contexto en que se incluye, con el consentimiento de la persona que haya autorizado el contenido de esa parte del documento de registro.	Véanse los Anexos I y II.	
23.2.	En los casos en que la información proceda de un tercero, proporcionar una confirmación de que la información se ha reproducido con exactitud y que, en la medida en que el emisor tiene conocimiento de ello y puede determinar a partir de la información publicada por ese tercero, no se ha omitido ningún hecho que haría la información reproducida inexacta o engañosa. Además, el emisor debe identificar la fuente o fuentes de la información.	Véanse los Anexos I y II.	
24	DOCUMENTOS PRESENTADOS	Véase la sección “ <i>Additional Information</i> ” (Información Adicional).	
25	INFORMACIÓN SOBRE CARTERAS		
25.1	Información relativa a las empresas en las que el emisor posee una proporción de capital que puede tener un efecto significativo en la evaluación de sus propios activos y pasivos, posición financiera o pérdidas y beneficios.	Véase la sección “ <i>Additional Information</i> ” (Información Adicional).	

Nota sobre las acciones
Información sobre los valores a emitir requerida por el Anexo III del Reglamento
809/2004

Contenido	Apartado	Comentario
1.	PERSONAS RESPONSABLES	
1.1	Todas las personas responsables de la información que figura en el documento de registro y, según los casos, de ciertas partes del mismo, con, en el último caso, una indicación de las partes. En caso de personas físicas, incluidos los miembros de los órganos de administración, de gestión o de supervisión del emisor, indicar el nombre y el cargo de la persona; en caso de personas jurídicas, indicar el nombre y el domicilio social.	Véase el apartado “ <i>Important Information</i> ” (Información Importante).
1.2	Declaración de los responsables del documento de registro que asegure que, tras comportarse con una diligencia razonable para garantizar que así es, la información contenida en el documento de registro es, según su conocimiento, conforme a los hechos y no incurre en ninguna omisión que pudiera afectar a su contenido. En su caso, declaración de los responsables de determinadas partes del documento de registro que asegure que, tras comportarse con una diligencia razonable para garantizar que así es, la información contenida en la parte del documento de registro de la que son responsables es, según su conocimiento, conforme a los hechos y no incurre en ninguna omisión que pudiera afectar a su contenido.	Véase el apartado “ <i>Important Information</i> ” (Información Importante).
2.	FACTORES DE RIESGO	
2.1	Factores de riesgo	Véase la sección “ <i>Risk Factors</i> ” (Factores de Riesgo).
3.	INFORMACIÓN ESENCIAL	
3.1	Declaración sobre el capital circulante.	Véase la sección “ <i>Additional Information</i> ” (Información Adicional), sub-sección “ <i>Working Capital</i> ” (Capital Circulante).
3.2	Capitalización y endeudamiento	Véase la sección “ <i>Capitalization and Indebtedness</i> ” (Capitalización y Endeudamiento).
3.3	Interés de las personas físicas y jurídicas participantes en la emisión/oferta.	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución). Véase la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de

		Administración), sub-secciones “ <i>Share Ownership</i> ” (Propiedad de Acciones) y “ <i>Compensation</i> ” (Retribución).	
3.4	Motivos de la oferta y destino de los ingresos	Véase la sección “ <i>Use of Proceeds</i> ” (Uso de los Ingresos). Véase asimismo las sección “ <i>Reasons for the Offering</i> ” (Motivos de la Oferta)	
4.	FACTORES DE RIESGO INFORMACIÓN RELATIVA A LOS VALORES QUE VAN A OFERTARSE/ADMITIRSE A COTIZACIÓN		
4.1	Descripción del tipo y la clase de los valores ofertados / admitidos a cotización, con el Código ISIN (número internacional de identificación del valor) u otro código de identificación del valor.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social).	
4.2	Legislación según la cual se han creado los valores.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social).	
4.3	Indicación de si los valores están en forma registrada o al portador y si los valores están en forma de título o de anotación en cuenta. En el último caso, nombre y dirección de la entidad responsable de la llevanza de las anotaciones.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social).	
4.4	Divisa de la emisión de los valores.	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social). Véase asimismo la portada del Folleto y la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución).	
4.5	Descripción de los derechos vinculados a los valores, incluida cualquier limitación de esos derechos, y procedimiento para el ejercicio de los mismos.		
4.5.1	<i>Derechos a participar en las ganancias sociales y en el patrimonio resultante de la liquidación.</i>	Véase la sección “ <i>Dividends and Dividend Policy</i> ” (Dividendos y Política de Dividendos). Véase asimismo la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social), sub-sección “ <i>Dividend and Liquidation Rights</i> ” (Dividendo y Derechos de Liquidación).	
4.5.2	<i>Derechos de voto.</i>	Véase la sección “ <i>Description of Share Capital</i> ” (Descripción del Capital Social), sub-sección	

		“Shareholders' Meetings and Voting Rights” (Juntas Generales de Accionistas y Derechos de Voto).	
4.5.3	<i>Derechos de suscripción preferente en las ofertas de suscripción de valores de la misma clase.</i>	Véase la sección “Description of Share Capital” (Descripción del Capital Social), sub-sección “Pre emptive rights and Increases of Share Capital” (Derechos de Adquisición Preferentes y Aumentos de Capital).	
4.5.4	<i>Derecho de participación en los beneficios del emisor.</i>	Véase la sección “Dividends and Dividend Policy” (Dividendos y Política de Dividendos). Véase asimismo la sección “Description of Share Capital” (Descripción del Capital Social), sub-sección “Dividend and Liquidation Rights” (Dividendo y Derechos de Liquidación).	
4.5.5	<i>Derechos de participación en cualquier excedente en caso de liquidación.</i>	Véase la sección “Dividends and Dividend Policy” (Dividendos y Política de Dividendos). Véase asimismo la sección “Description of Share Capital” (Descripción del Capital Social), sub-sección “Dividend and Liquidation Rights” (Dividendo y Derechos de Liquidación).	
4.5.6	<i>Cláusulas de amortización.</i>	No aplicable.	
4.5.7	<i>Cláusulas de conversión.</i>	No aplicable.	
4.6	En el caso de nuevas emisiones, declaración de las resoluciones, autorizaciones y aprobaciones en virtud de las cuales los valores han sido o serán creados y/o emitidos.	No aplicable.	
4.7	En caso de nuevas emisiones, fecha prevista de emisión de los valores.	No aplicable.	
4.8	Descripción de cualquier restricción sobre la libre transmisibilidad de los valores.	Véase la sección “Description of Share Capital” (Descripción del Capital Social), sub-sección “Registration and Transfer” (Registro y Transmisión).	
4.9	Indicación de la existencia de cualquier oferta obligatoria de adquisición y/o normas de retirada y recompra obligatoria en relación con los valores.	No aplicable.	

4.10	Indicación de las ofertas públicas de adquisición realizadas por terceros sobre el capital del emisor, que se hayan producido durante el ejercicio anterior y el actual. Debe declararse el precio o las condiciones de canje de estas ofertas y su resultado.	No aplicable.	
4.11	Por lo que se refiere al país del domicilio social del emisor y al país o países en los que se está haciendo la oferta o se solicita la admisión a negociación, información sobre los impuestos de la renta de los valores retenidos en origen, e indicación de si el emisor asume la responsabilidad de la retención de impuestos en origen.	Véase la sección “ <i>Taxation</i> ” (Tributación).	
5.	CLÁUSULAS Y CONDICIONES DE LA OFERTA		
5.1.	Condiciones, estadísticas de la oferta, calendario previsto y procedimiento para la suscripción de la oferta.		
5.1.1.	<i>Condiciones a las que está sujeta la oferta.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución).	
5.1.2.	<i>Importe total de la emisión/Oferata, distinguiendo los valores ofertados para la venta y los ofertados para suscripción; si el importe no es fijo, descripción de los acuerdos y del momento en que se anunciará al público el importe definitivo de la Oferta.</i>	Véase la portada del Folleto. Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución).	
5.1.3.	<i>Plazo de suscripción, incluida cualquier posible modificación, de la Oferta y descripción del proceso de solicitud.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución). Véase asimismo la sección “ <i>Expected Timetable of Principal Events and Offer Statistics</i> ” (Calendario de la Operación y Características de la Oferta).	
5.1.4.	<i>Indicación de cuándo, y en qué circunstancias, puede revocarse o suspenderse la oferta y de si la revocación puede producirse una vez iniciada la negociación.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución). Véase asimismo la sección “ <i>Expected Timetable of Principal Events and Offer Statistics</i> ” (Calendario de la Operación y Características de la Oferta).	
5.1.5.	<i>Descripción de la posibilidad de reducir suscripciones y la manera de devolver el importe sobrante de la cantidad pagada por los solicitantes.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución).	

5.1.6	<i>Detalles de la cantidad mínima y/o máxima de solicitud (ya sea por el número de los valores o por importe total de la inversión).</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución).	
5.1.7	<i>Indicación del plazo en el cual pueden retirarse las solicitudes, siempre que se permita a los inversores dicha retirada.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución).	
5.1.8	<i>Método y plazos para el pago de los valores y para la entrega de los mismos.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución). Véase asimismo la sección “ <i>Expected Timetable of Principal Events and Offer Statistics</i> ” (Calendario de la Operación y Características de la Oferta).	
5.1.9	<i>Descripción completa de la manera y fecha en la que se deben hacer públicos los resultados de la Oferta.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución). Véase asimismo la sección “ <i>Expected Timetable of Principal Events and Offer Statistics</i> ” (Calendario de la Operación y Características de la Oferta).	
5.1.10	<i>Procedimiento para el ejercicio de cualquier derecho preferente de compra, la negociabilidad de los derechos de suscripción y el tratamiento de los derechos de suscripción no ejercidos.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución), sub-sección “ <i>Authorization of the Offering</i> ” (Autorización de la Oferta).	
5.2.	Plan de colocación y adjudicación.		
5.2.1.	<i>Las diversas categorías de posibles inversores a los que se ofertan los valores. Si la oferta se hace simultáneamente en los mercados de dos o más países y si se ha reservado o se va a reservar un tramo para determinados países, indicar el tramo.</i>	Véase la portada del folleto, así como el apartado “ <i>Important Information</i> ” (Información Importante).	
5.2.2.	<i>En la medida en que tenga conocimiento de ello el emisor, indicar si los accionistas principales o los miembros de los órganos de administración, de gestión o de supervisión del emisor tienen intención de suscribir la oferta, o si alguna persona tiene intención de suscribir más del cinco por ciento de la oferta.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución). Véase también la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de Administración), sub-sección “ <i>Share Ownership</i> ” (Titularidad de Acciones).	
5.2.3.	<i>Información previa sobre la adjudicación.</i>	No aplicable.	
5.2.4	<i>Proceso de notificación a los solicitantes de la</i>	Véase la sección “ <i>Plan of</i>	

	<i>cantidad asignada e indicación de si la negociación puede comenzar antes de efectuarse la notificación.</i>	<i>Distribution” (Plan de Distribución).</i>	
5.2.5	<i>Sobre-adjudicación y “green shoe”.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución), sub-sección “ <i>Overallotment Option</i> ” (Opción de Sobreadjudicación)	
5.3	Precios		
5.3.1	<i>Indicación del precio al que se ofertarán los valores. Cuando no se conozca el precio o cuando no exista un mercado establecido y/o líquido para los valores, indicar el método para la determinación del precio de oferta, incluyendo una declaración sobre quién ha establecido los criterios o es formalmente responsable de su determinación. Indicación del importe de todo gasto e impuesto cargados específicamente al suscriptor o comprador.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución). Véase asimismo la portada del Folleto.	
5.3.2	<i>Proceso de publicación del precio de Oferta.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución).	
5.3.3	<i>Limitación o supresión del derecho de suscripción preferente de los accionistas; precio de emisión de los valores.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución).	
5.3.4	<i>En los casos en que haya o pueda haber una disparidad importante entre el precio de oferta pública y el coste real en efectivo para los miembros de los órganos de administración, de gestión o de supervisión, o altos directivos o personas vinculadas, de los valores adquiridos por ellos en operaciones realizadas durante el último año, o que tengan el derecho a adquirir, debe incluirse una comparación de la contribución pública en la oferta pública propuesta y las contribuciones reales en efectivo de esas personas.</i>	Véase la sección “ <i>Management and Board of Directors</i> ” (Equipo Gestor y Consejo de Administración), sub-sección “ <i>Compensation</i> ” (Retribución).	
5.4	Colocación y aseguramiento.		
5.4.1	<i>Nombre y dirección del coordinador o coordinadores de la oferta global y de determinadas partes de la misma y, en la medida en que tenga conocimiento de ello el emisor o el oferente, de los colocadores en los diversos países donde tiene lugar la oferta.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución). Véase asimismo la contraportada del folleto.	
5.4.2	<i>Nombre y dirección de cualquier agente de pagos y de las entidades depositarias en cada país.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución).	
5.4.3	<i>Nombre y dirección de las entidades que acuerdan asegurar la emisión con un compromiso firme, y detalles de las entidades que acuerdan colocar la emisión sin compromiso firme o con un acuerdo de «mejores esfuerzos». Indicación de las características importantes de los acuerdos, incluidas las cuotas. En los casos en que no se</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución). Véase asimismo la contraportada del folleto.	

	<i>suscriba toda la emisión, declaración de la parte no cubierta. Indicación del importe global de la comisión de suscripción y de la comisión de colocación.</i>		
5.4.4	<i>Cuándo se ha alcanzado o se alcanzará el acuerdo de suscripción.</i>	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución). Véase asimismo la sección “ <i>Expected Timetable of Principal Events and Offer Statistics</i> ” (Calendario de la Operación y Características de la Oferta).	
6.	ACUERDOS DE ADMISIÓN A COTIZACIÓN Y NEGOCIACIÓN		
6.1.	Indicación de si los valores ofertados son o serán objeto de una solicitud de admisión a negociación, con vistas a su distribución en un mercado regulado o en otros mercados equivalentes, indicando los mercados en cuestión. Esta circunstancia debe mencionarse, sin crear la impresión de que se aprobará necesariamente la admisión a negociación. Si se conocen, deben darse las fechas más tempranas en las que los valores se admitirán a negociación.	Véase la portada del folleto. Véase la sección “ <i>Market Information</i> ” (Información de Mercado). Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución). Véase asimismo la sección “ <i>Expected Timetable of Principal Events and Offer Statistics</i> ” (Calendario de la Operación y Características de la Oferta).	
6.2.	Todos los mercados regulados o mercados equivalentes en los que, según tenga conocimiento de ello el emisor, estén admitidos ya a negociación valores de la misma clase que los valores que van a ofertarse o admitirse a negociación.	No aplicable.	
6.3.	Si, simultáneamente o casi simultáneamente con la creación de los valores para los que se busca la admisión en un mercado regulado, se suscriben o se colocan privadamente valores de la misma clase, o si se crean valores de otras clases para colocación pública o privada, deben darse detalles sobre la naturaleza de esas operaciones y del número y las características de los valores a los cuales se refieren.	No aplicable.	
6.4.	Detalles de las entidades que tienen un compromiso firme de actuar como intermediarios en la negociación secundaria, aportando liquidez a través de las órdenes de oferta y demanda y descripción de los principales términos de su compromiso.	Véase la sección “ <i>Plan of Distribution</i> ” (Plan de Distribución).	
6.5.	Estabilización: en los casos en que un emisor o	Véase la sección “ <i>Plan of</i>	

	un accionista vendedor haya concedido una opción de sobre-adjudicación o se prevé que puedan realizarse actividades de estabilización de precios en relación con la oferta.	<i>Distribution</i> ” (Plan de Distribución), subsección <i>“Stabilization”</i> (Estabilización).	
7.	TENEDORES VENDEDORES DE VALORES		
7.1.	Nombre y dirección profesional de la persona o de la entidad que se ofrece a vender los valores, naturaleza de cualquier cargo u otra relación importante que los vendedores hayan tenido en los últimos tres años con el emisor o con cualquiera de sus antecesores o personas vinculadas.	Véase la sección <i>“Principal and Selling Shareholders”</i> (Accionistas Principales y Accionistas Oferentes). Véase la sección <i>“Plan of Distribution”</i> (Plan de Distribución).	
7.2.	Número y clase de los valores ofertados por cada uno de los tenedores vendedores de valores.	Véase la sección <i>“Principal and Selling Shareholders”</i> (Accionistas Principales y Accionistas Oferentes).	
7.3.	Acuerdos de bloqueo. Partes implicadas. Contenido y excepciones del acuerdo. Indicación del Período de bloqueo.	Véase la sección <i>“Plan of Distribution”</i> (Plan de Distribución), sub-sección <i>“Lock-up”</i> (Compromisos de No-Disposición).	
8.	GASTOS DE LA EMISIÓN / OFERTA		
8.1.	Ingresos netos totales y cálculo de los gastos totales de la emisión/oferta.	Véase la sección <i>“Use of Proceeds”</i> (Uso de los Ingresos). Véase, asimismo, la sección <i>“Plan of Distribution”</i> (Plan de Distribución).	
9.	DILUCIÓN		
9.1.	Cantidad y porcentaje de la dilución inmediata resultante de la emisión/oferta.	N/A	
9.2.	En el caso de una oferta de suscripción a los tenedores actuales, importe y porcentaje de la dilución inmediata si no suscriben la nueva oferta.	N/A	
10.	INFORMACIÓN ADICIONAL		
10.1.	Si en la nota sobre los valores se menciona a los asesores relacionados con una emisión, una declaración de la capacidad en que han actuado los asesores.	Véase la sección <i>“Validity of the Shares”</i> (Validez de las Acciones).	
10.2.	Indicación de otra información de la nota sobre los valores que haya sido auditada o revisada por los auditores y si los auditores han presentado un informe. Reproducción del informe o, con el permiso de la autoridad competente, un resumen del mismo.	Véase la sección <i>“Independent Auditors”</i> (Auditores Independientes).	

10.3.	<p>Cuando en la nota sobre los valores se incluya una declaración o un informe atribuido a una persona en calidad de experto, proporcionar el nombre de esas personas, dirección profesional, cualificaciones e interés importante en el emisor, según proceda. Si el informe se presenta a petición del emisor, una declaración de que se incluye dicha declaración o informe, la forma y el contexto en que se incluye, con el consentimiento de la persona que haya autorizado el contenido de esa parte de la nota sobre los valores.</p>	Véanse los Anexos I y II.	
10.4.	<p>En los casos en que la información proceda de un tercero, proporcionar una confirmación de que la información se ha reproducido con exactitud y que, en la medida en que el emisor tiene conocimiento de ello y puede determinar a partir de la información publicada por ese tercero, no se ha omitido ningún hecho que haría la información reproducida inexacta o engañosa. Además, el emisor debe identificar la fuente o fuentes de la información.</p>	Véanse los Anexos I y II.	

ANNEX VI – METROVACESA, S.A. FINANCIAL INFORMATION

- I. Audited Consolidated Annual Accounts as of and for the year ended December 31, 2016**

- II. Audited Consolidated Interim Financial Statements as of and for the nine-month period ended September 30, 2017**

**METROVACESA SUELO Y PROMOCIÓN, S.A.
Y SOCIEDADES DEPENDIENTES**

Informe de auditoría independiente de cuentas anuales consolidadas,
cuentas anuales consolidadas al 31 de diciembre de 2016 e
informe de gestión consolidado del ejercicio 2016



INFORME DE AUDITORÍA INDEPENDIENTE DE CUENTAS ANUALES CONSOLIDADAS

A los Accionistas de Metrovacesa Suelo y Promoción, S.A.:

Informe sobre las cuentas anuales consolidadas

Hemos auditado las cuentas anuales consolidadas adjuntas de la sociedad Metrovacesa Suelo y Promoción, S.A. y sociedades dependientes, que comprenden el estado de situación financiera consolidado a 31 de diciembre de 2016, la cuenta de resultados consolidada, el estado del resultado global consolidado, el estado de flujos de efectivo consolidado y la memoria consolidada correspondientes al ejercicio terminado en dicha fecha.

Responsabilidad de los administradores en relación con las cuentas anuales consolidadas

Los administradores de la sociedad dominante son responsables de formular las cuentas anuales consolidadas adjuntas, de forma que expresen la imagen fiel del patrimonio, de la situación financiera y de los resultados de Metrovacesa Suelo y Promoción, S.A., de conformidad con las Normas Internacionales de Información Financiera, adoptadas por la Unión Europea, y demás disposiciones del marco normativo de información financiera aplicable al Grupo en España, y del control interno que consideren necesario para permitir la preparación de las cuentas anuales consolidadas libres de incorrección material, debida a fraude o error.

Responsabilidad del auditor

Nuestra responsabilidad es expresar una opinión sobre las cuentas anuales consolidadas adjuntas basada en nuestra auditoría. Hemos llevado a cabo nuestra auditoría de conformidad con la normativa reguladora de la auditoría de cuentas vigente en España. Dicha normativa exige que cumplamos los requerimientos de ética, así como que planifiquemos y ejecutemos la auditoría con el fin de obtener una seguridad razonable de que las cuentas anuales consolidadas están libres de incorrecciones materiales.

Una auditoría requiere la aplicación de procedimientos para obtener evidencia de auditoría sobre los importes y la información revelada en las cuentas anuales. Los procedimientos seleccionados dependen del juicio del auditor, incluida la valoración de los riesgos de incorrección material en las cuentas anuales, debida a fraude o error. Al efectuar dichas valoraciones del riesgo, el auditor tiene en cuenta el control interno relevante para la formulación por parte de las administraciones de la sociedad dominante de las cuentas anuales consolidadas, con el fin de diseñar los procedimientos de auditoría que sean adecuados en función de las circunstancias, y no con la finalidad de expresar una opinión sobre la eficacia del control interno de la entidad. Una auditoría también incluye la evaluación de la adecuación de las políticas contables aplicadas y de la razonabilidad de las estimaciones contables realizadas por la dirección, así como la evaluación de la presentación de las cuentas anuales consolidadas tomadas en su conjunto.

Consideramos que la evidencia de auditoría que hemos obtenido proporciona una base suficiente y adecuada para nuestra opinión de auditoría.

PricewaterhouseCoopers Auditores, S.L., Torre PwC, Pº de la Castellana 259 B, 28046 Madrid, España
Tel.: +34 915 684 400 / +34 902 021 111, Fax: +34 915 685 400, www.pwc.es



Opinión

En nuestra opinión, las cuentas anuales consolidadas adjuntas expresan, en todos los aspectos significativos, la imagen fiel del patrimonio consolidado y de la situación financiera consolidada de la sociedad Metrovacesa Suelo y Promoción, S.A. y sociedades dependientes a 31 de diciembre de 2016, así como de sus resultados consolidados y flujos de efectivo consolidados correspondientes al ejercicio terminado en dicha fecha, de conformidad con las Normas Internacionales de Información Financiera, adoptadas por la Unión Europea, y demás disposiciones del marco normativo de información financiera que resulta de aplicación en España.

Párrafos de énfasis

Llamamos la atención sobre las notas 1 y 2 adjuntas, en la que se menciona que la Sociedad Metrovacesa Suelo y Promoción, S.A. es fruto de la escisión de la rama de actividad de suelo y promoción de Metrovacesa, S.A., siendo, por consiguiente, las cifras incluidas en las comparativas, las correspondientes al segmento de suelo y promoción existente a dicha fecha en los estados financieros de Metrovacesa, S.A. Esta cuestión no modifica nuestra opinión.

Llamamos la atención sobre la nota 2 de la memoria de las cuentas anuales consolidadas, en la que se indica que las cuentas anuales consolidadas a 31 de diciembre de 2016 son las primeras que los administradores de la sociedad dominante formulan aplicando las Normas Internacionales de Información Financiera adoptadas por la Unión Europea (NIIF-UE). Esta cuestión no modifica nuestra opinión.

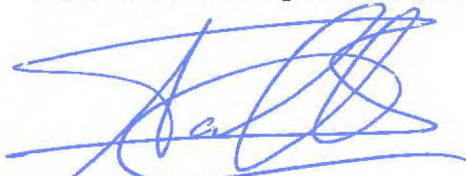
Otras cuestiones

Las cifras proforma correspondientes al ejercicio 2015 incluidas a efectos comparativos en las cuentas anuales consolidadas a 31 de diciembre de 2016 no han estado sujetos a auditoría.

Informe sobre otros requerimientos legales y reglamentarios

El informe de gestión consolidado adjunto del ejercicio 2016 contiene las explicaciones que los administradores de la sociedad dominante consideran oportunas sobre la situación de Metrovacesa Suelo y Promoción, S.A. y sociedades dependientes, la evolución de sus negocios y sobre otros asuntos y no forma parte integrante de las cuentas anuales consolidadas. Hemos verificado que la información contable que contiene el citado informe de gestión concuerda con la de las cuentas anuales consolidadas del ejercicio 2016. Nuestro trabajo como auditores se limita a la verificación del informe de gestión consolidado con el alcance mencionado en este mismo párrafo y no incluye la revisión de información distinta de la obtenida a partir de los registros contables de la sociedad Metrovacesa Suelo y Promoción, S.A. y sociedades dependientes.

PricewaterhouseCoopers Auditores, S.L.



Gonzalo Sanjurjo Pose

13 de marzo de 2017



PRICEWATERHOUSECOOPERS
AUDITORES, S.L.

2017 01/17/24719
Año Nº 96,00 EUR

SELLO CORPORATIVO:

Informe de auditoría de cuentas sujeto
a la normativa de auditoría de cuentas
española o internacional

**METROVACESA SUELO Y PROMOCIÓN, S.A.
Y SOCIEDADES DEPENDIENTES**

Cuentas Anuales Consolidadas e Informe de Gestión Consolidado
correspondientes al ejercicio terminado el 31 de diciembre de 2016

METROVACESA SUELO Y PROMOCIÓN, S.A. Y SOCIEDADES DEPENDIENTES

BALANCES DE SITUACIÓN CONSOLIDADOS CORRESPONDIENTES A LOS EJERCICIOS ANUALES TERMINADOS EL 31 DE DICIEMBRE DE 2016 Y 2015 (PROFORMA)

(Expresadas en miles de euros)

ACTIVOS	Nota	31/12/2016	31/12/2015*
Activos no corrientes			
Inmovilizaciones Materiales		1	-
Inversiones inmobiliarias	4	109.600	224.540
Inversiones en empresas asociadas	5	117	319
Activos financieros no corrientes	6	63.533	63.511
Activos por impuestos diferidos	14	39.189	39.839
Total activos no corrientes		212.440	328.209
Activos corrientes			
Existencias	7	814.182	704.494
Deudores comerciales y otras cuentas a cobrar	6	20.026	12.945
Otros Activos financieros corrientes	8	1.488	23.962
Administraciones Públicas deudoras	8	2.132	126
Efectivo y otros activos líquidos equivalentes	14	32.464	12.197
Total activos corrientes	9	870.292	753.724
Total activos		1.082.732	1.081.933

* Estados financieros proforma no auditados

Las notas 1 a 21 adjuntas forman parte integrante de estas Cuentas Anuales Consolidadas.

METROVACESA SUELO Y PROMOCIÓN, S.A. Y SOCIEDADES DEPENDIENTES

BALANCES DE SITUACIÓN CONSOLIDADOS CORRESPONDIENTES A LOS EJERCICIOS ANUALES TERMINADOS EL 31 DE DICIEMBRE DE 2016 Y 2015 (PROFORMA)

(Expresadas en miles de euros)

	<u>Nota</u>	<u>31/12/2016</u>	<u>31/12/2015*</u>
PATRIMONIO NETO	10		
Patrimonio Neto atribuible a los accionistas de la Sociedad			
Capital social		492.045	492.045
Prima de emisión		541.077	541.077
Reservas en sociedades consolidadas por puesta en equivalencia		(3.172)	(2.747)
Ganancias acumuladas		(30.775)	(10.957)
Total patrimonio neto		999.175	1.019.418
PASIVOS			
Pasivos no corrientes			
Provisiones	11	30.423	25.474
Deuda financiera	6	352	389
Otros pasivos financieros no corrientes	6	5.429	4.783
Pasivos por impuestos diferidos	14	987	987
Total pasivos no corrientes		37.191	31.633
Pasivos corrientes			
Provisiones	11	12.909	12.813
Deuda financiera	6	2	70
Acreedores comerciales y otras cuentas a pagar	6	22.437	9.158
Administraciones Públicas Acreedoras	14	2.028	3
Otros pasivos financieros corrientes	6	232	80
Ingresos ordinarios diferidos	6	8.758	8.758
Total pasivos corrientes		46.366	30.882
Total pasivos		83.557	62.515
Total patrimonio y pasivo		1.082.732	1.081.933

* Estados financieros proforma no auditados

Las notas 1 a 21 adjuntas forman parte integrante de estas Cuentas Anuales Consolidadas

METROVACESA SUELO Y PROMOCIÓN, S.A. Y SOCIEDADES DEPENDIENTES

CUENTAS DE PÉRDIDAS Y GANANCIAS CONSOLIDADAS CORRESPONDIENTES A LOS EJERCICIOS ANUALES TERMINADOS EL 31 DE DICIEMBRE DE 2016 Y 2015 (PROFORMA)

(Expresadas en miles de euros)

OPERACIONES CONTINUADAS	Nota	<u>31/12/2016</u>	<u>31/12/2015*</u>
Ventas	15	21.020	36.038
Coste de las ventas	15	(16.412)	(27.444)
Gastos de personal	15	(3.368)	(2.788)
Dotación a la amortización		-	-
Servicios exteriores		(3.676)	(5.604)
Variación de las provisiones de tráfico		(25.635)	(27.701)
Otras ganancias o pérdidas		83	(1)
RESULTADO DE EXPLOTACIÓN		<u>(27.986)</u>	<u>(27.500)</u>
Variaciones de valor de inversiones inmobiliarias		8.355	9.008
OTROS RESULTADOS		<u>8.355</u>	<u>9.008</u>
Ingresos financieros		170	160.570
Gastos financieros		(119)	(19.169)
Gastos financieros capitalizados		103	77
Deterioro y resultado por enajenación de instrumentos financieros		-	(61.604)
Resultado de entidades valoradas por el método de la participación		(211)	(425)
RESULTADO FINANCIERO		<u>(57)</u>	<u>79.449</u>
RESULTADO ANTES DE IMPUESTOS		<u>(19.688)</u>	<u>60.957</u>
Impuesto sobre las ganancias	14	(846)	3.186
RESULTADO DEL PERIODO		<u>(20.534)</u>	<u>64.143</u>

* Estados financieros proforma no auditados

Las notas 1 a 21 adjuntas forman parte integrante de estas Cuentas Anuales Consolidadas

METROVACESA SUELO Y PROMOCIÓN, S.A. Y SOCIEDADES DEPENDIENTES

**ESTADOS DE CAMBIOS EN EL PATRIMONIO NETO CONSOLIDADOS
CORRESPONDIENTES A LOS EJERCICIOS ANUALES TERMINADOS EL 31 DE
DICIEMBRE DE 2016 Y 2015 (PROFORMA)**

(Expresadas en miles de euros)

A. ESTADO DE INGRESOS Y GASTOS RECONOCIDOS.

	<u>31/12/2016</u>	<u>31/12/2015*</u>
Resultado del ejercicio	<u>(20.534)</u>	<u>64.143</u>
Otro resultado global	-	-
Ingresos y gastos imputados directamente al patrimonio neto	-	-
Total ingresos y gastos imputados directamente en el patrimonio neto	-	-
Ingresos y gastos imputados a la cuenta de pérdidas y ganancias	-	-
Total transferencias a la cuenta de pérdidas y ganancias	-	-
Otro resultado Global del ejercicio	-	-
Resultado Global Total del Ejercicio	<u>(20.534)</u>	<u>64.143</u>

* Estados financieros proforma no auditados

Las notas 1 a 21 adjuntas forman parte integrante de estas Cuentas Anuales Consolidadas

ESTADOS DE CAMBIOS EN EL PATRIMONIO NETO CONSOLIDADOS CORRESPONDIENTES A LOS EJERCICIOS ANUALES TERMINADOS EL 31 DE DICIEMBRE DE 2016 Y 2015 (PROFORMA) (Expresadas en miles de euros)

B. ESTADO TOTAL DE CAMBIOS EN EL PATRIMONIO NETO

	Capital Social	Prima emisión acciones	Reservas en sociedades consolidadas por puesta en equivalencia	Ganancias acumuladas	Total Patrimonio Neto
Saldos al 1 de enero de 2015	492.045	541.077	(2.747)	(75.100)	955.275
Resultado neto del ejercicio	-	-	-	64.143	64.143
Total ingresos y gastos reconocidos en el ejercicio	-	-	-	64.143	64.143
Saldos al 31 de diciembre de 2015 (no auditado)	492.045	541.077	(2.747)	(10.957)	1.019.418

	Capital Social	Prima emisión acciones	Reservas en sociedades consolidadas por puesta en equivalencia	Ganancias acumuladas	Total Patrimonio Neto
Saldo final ejercicio 2015	492.045	541.077	(2.747)	(10.957)	1.019.418
Resultado neto del ejercicio	-	-	-	(20.534)	(20.534)
Total Ingresos y gastos reconocidos en el ejercicio	-	-	-		
Distribución resultado entidades en equivalencia	-	-	(424)	424	-
Saldos al 31 de diciembre de 2016	492.045	541.077	(3.172)	(30.775)	999.175

Las notas 1 a 21 adjuntas forman parte integral de las Cuentas Anuales Consolidadas

METROVACESA SUELO Y PROMOCIÓN, S.A. Y SOCIEDADES DEPENDIENTES
ESTADOS DE FLUJOS DE EFECTIVO CONSOLIDADOS CORRESPONDIENTES A LOS EJERCICIOS
ANUALES TERMINADOS EL 31 DE DICIEMBRE DE 2016 Y 2015 (PROFORMA)
(Expresadas en miles de euros)

1. FLUJOS DE EFECTIVO DE LAS ACTIVIDADES DE EXPLOTACIÓN	Nota	2016	2015
Resultado del período antes de impuestos		(19.688)	60.956
Ajustes al resultado:			
Variación de provisiones	7,11	24.407	27.701
Deterioro de instrumentos financieros		-	61.604
Variaciones de valor de inversiones inmobiliarias	4	(8.355)	(9.008)
Ingresos financieros		(170)	(160.570)
Gastos capitalizados		(103)	(77)
Gastos financieros		119	19.169
Resultado ajustado		(3.790)	(226)
Cambios en el capital circulante:			
- Existencias	7	442	5.062
- Cuentas a cobrar	6	(8.081)	(55.580)
- Otros activos financieros corrientes	8	22.474	
- Administraciones públicas deudoras	8	(1.776)	-
- Administraciones públicas acreedoras	12	(2.257)	
- Cuentas a pagar	12	13.279	2.754
- Otros pasivos corrientes	12	152	4.783
- Otros pasivos no corrientes	12	646	151
Otros flujos de efectivo de las actividades de explotación			
- Pagos de intereses (-)		(119)	(19.169)
- Cobros de intereses		170	-
- Cobros (pagos) por impuesto sobre beneficios		(227)	
Total flujos de efectivo netos de las actividades de explotación		20.913	(62.225)
2. FLUJOS DE EFECTIVO DE LAS ACTIVIDADES DE INVERSIÓN			
Inversiones en:			
Inversiones inmobiliarias	4	(101)	(732)
Cuentas corrientes grupo	18	(440)	-
Total flujos de efectivo netos de las actividades de inversión		(541)	(732)
3. FLUJOS DE EFECTIVO DE LAS ACTIVIDADES DE FINANCIACIÓN			
Amortización de deudas con entidades de crédito		(105)	-
Total flujos de efectivo netos de las actividades de financiación		(105)	-
AUMENTO/ DISMINUCIÓN NETA DEL EFECTIVO O EQUIVALENTES		20.267	(62.957)
Efectivo o equivalentes al comienzo del ejercicio	9	12.197	75.153
Efectivo o equivalentes al final del ejercicio	9	32.464	12.197

* Estados financieros proforma no auditados

Las notas 1 a 21 adjuntas forman parte integral de las Cuentas Anuales Consolidadas



1. INTRODUCCIÓN, BASES DE PRESENTACIÓN DE LAS CUENTAS ANUALES CONSOLIDADAS Y OTRA INFORMACIÓN

a) Información general

Metrovacesa Suelo y Promoción, S.A. (en adelante la Sociedad) se constituyó por tiempo indefinido por escisión parcial de la sociedad Metrovacesa, S.A. el 18 de febrero de 2016 bajo la denominación de "Metrovacesa Suelo y Promoción, S.A."

En Junta General de Accionistas de fecha 11 de enero de 2016 se aprobó la escisión parcial de Metrovacesa, S.A., sin que se produjera la extinción de ésta, consistente en la escisión del patrimonio perteneciente a su negocio de suelo y promoción inmobiliaria, constituyendo una unidad económica independiente a favor de la nueva sociedad "Metrovacesa Suelo y Promoción, S.A.", la cual se encuentra participada por los accionistas de Metrovacesa, S.A. en la misma proporción que éstos tenían en el momento de ejecución de la escisión.

Como resultado de dicha escisión, Metrovacesa Suelo y Promoción, S.A. y sus Sociedades Dependientes (en adelante el Grupo) es un grupo que adquirió en bloque y por sucesión universal, el patrimonio perteneciente a la Rama de Actividad de Suelo y Promoción de la sociedad Metrovacesa, S.A. Fruto de esta restructuración de capital, Metrovacesa, S.A. aportó activos por valor 1.149.635 miles de euros y pasivos por importe de 109.780 miles de euros a la nueva sociedad (ver apartado b).

La Sociedad Metrovacesa Suelo y Promoción, S.A. es dominante del Grupo Metrovacesa Suelo y Promoción (en adelante el Grupo), cuyas sociedades dependientes han sido detalladas en el Anexo 1.

Su domicilio actual se encuentra en Madrid, en calle Quintanavides, número 13, Parque Empresarial Vía Norte.

Metrovacesa Suelo y Promoción, S.A., como Sociedad Dominante, y sus sociedades dependientes tienen principalmente como objeto social según el artículo 2º de los Estatutos Sociales:

- La adquisición o construcción de toda clase de fincas y construcciones para su edificación o mejora con el fin de su ulterior venta.
- La promoción, urbanización y parcelación de bienes inmuebles en general.
- La adquisición de suelo, aprovechamientos urbanísticos o cualquier clase de derechos reales sobre bienes inmuebles para su venta.
- El desarrollo de actuaciones, bien directamente o a través de las sociedades filiales, de:
 - i. Gestión inmobiliaria en beneficio propio o a favor de terceros.
 - ii. Promoción y gestión de comunidades inmobiliarias.
- Participar, en los términos que el Consejo de Administración determine, en el capital de otras sociedades cuyo objeto social sea análogo al descrito en los números precedentes.

Las presentes cuentas anuales consolidadas han sido elaboradas y formuladas por el Consejo de Administración el 28 de febrero de 2017.

Las cifras contenidas en estas cuentas anuales consolidadas, se muestran en miles de euros salvo mención expresa.

b) Información financiera relativa a los activos y pasivos aportados a la Sociedad en el momento de su constitución

La Sociedad adquiere las obligaciones de Metrovacesa, S.A. que forman parte del Patrimonio Escindido. La Sociedad, por tanto, continúa con todas las relaciones, derechos y obligaciones que pudieran corresponder a Metrovacesa, S.A.

La titularidad del Patrimonio Escindido corresponde a Metrovacesa Suelo y Promoción, S.A. y queda legitimada de forma automática y sin solución de continuidad para realizar sobre dicho patrimonio toda clase de actos, de disposición, dominio y gravamen. La entrega del Patrimonio Escindido se formalizó el 18 de febrero de 2016 con la escritura de aumento de capital mediante aportaciones dinerarias, y por tanto cumplida la condición suspensiva consistente en la efectiva ejecución de las tres operaciones de aumento de capital de la Sociedad Escindida.

Las masas patrimoniales que se integran en la Sociedad en dicha fecha son las siguientes:

ACTIVOS	<u>18/02/2016</u>
Inversiones en empresas de grupo y asociadas	122.868
Existencias	775.819
Cuentas a cobrar con empresas de grupo y asociadas	148.143
Otros Activos financieros corrientes	102.805
Total activos	<u>1.149.635</u>
PASIVOS	
Cuentas a pagar con empresas de grupo y asociadas	43.699
Otros pasivos	66.081
Total pasivos	<u>109.780</u>
Activos y Pasivos Netos	<u>1.039.855</u>

2. BASES DE PRESENTACIÓN DE CUENTAS ANUALES CONSOLIDADAS

Las cuentas anuales consolidadas del ejercicio 2016, que han sido obtenidos de los registros contables de la sociedad matriz y el resto de las sociedades integradas en el Grupo al 31 de diciembre de 2016, han sido preparadas de acuerdo con las Normas Internacionales de Información Financiera (NIIF) y la Interpretaciones del Comité Internacional de Información Financiera (CINIIF) adoptadas por la Unión Europea (en conjunto, la NIIF-UE), de conformidad con el Reglamento (CE) nº 1606/2002 del Parlamento y del Consejo Europeo y sucesivas modificaciones y están cubiertas por la NIIF 1, "Adopción de las NIIF por primera vez".

La preparación de estas cuentas anuales consolidadas con arreglo a la NIIF-UE exige el uso de ciertas estimaciones contables críticas. También exige a la Dirección que ejerza su juicio en el proceso de aplicar las políticas contables del Grupo. En la Nota 2.2 se revelan las áreas que implican un mayor grado de juicio o complejidad o las áreas donde las hipótesis y estimaciones son significativas para las cuentas anuales consolidadas.

Las presentes cuentas anuales consolidadas no incluyen información sobre segmentos, ya que tanto la NIC 14 como la NIIF 8, permiten no incluir dicha información cuando la sociedad matriz del grupo no tiene valores (acciones o deuda) admitidos a cotización, ni están dichos valores en proceso de admisión a cotización. Por el mismo motivo, no se incluye información sobre ganancia por acción, siguiendo lo permitido por la NIC 33.

Las cifras contenidas en estas cuentas anuales consolidadas están expresadas en miles de euros salvo que se indique lo contrario.

2.1 Entrada en vigor de nuevas normas contables

Durante el ejercicio 2016 han entrado en vigor las siguientes normas e interpretaciones de aplicación obligatoria, ya adoptadas por la Unión Europea, que, en caso de resultar de aplicación, han sido utilizadas por el Grupo en la elaboración de la información adjunta al 31 de diciembre de 2016:

2.1.1 Nuevas normas, modificaciones e interpretaciones de aplicación obligatoria en el ejercicio que comenzó el 1 de enero de 2016¹

Aprobadas para su uso en la Unión Europea		Aplicación obligatoria ejercicios iniciados a partir de:
Modificaciones NIC 1: Iniciativa desgloses (Diciembre 2014)	Diversas aclaraciones en relación con los desgloses (materialidad, agregación, orden de las notas, etc.).	1 de enero de 2016
Modificación de la NIC 16 y NIC 38 Métodos aceptables de depreciación y amortización (publicada en mayo de 2014)	Clarifica los métodos aceptables de amortización y depreciación del inmovilizado material e intangible, que no incluyen los basados en ingresos.	1 de enero de 2016
Modificación a la NIC 16 y MC 41: Plantas productoras (publicada en junio de 2014)	Las plantas productoras pasarán a llevarse a coste, en lugar de a valor razonable.	1 de enero de 2016
Mejoras a las NIIF Ciclo 2012-2014 (publicada en septiembre de 2014)	Modificaciones menores de una serie de normas.	1 de enero de 2016
Modificación a la NIC 27 Método de puesta en equivalencia en Estados Financieros Separados (publicada en agosto de 2014)	Se permitirá la puesta en equivalencia en los estados financieros individuales de un inversor.	1 de enero de 2016
Modificación a la NIIF 11 Contabilización de las adquisiciones de participaciones en operaciones conjuntas (publicada en mayo de 2014)	Especifica la forma de contabilizar la adquisición de una participación en una operación conjunta cuya actividad constituye un negocio.	1 de enero de 2016

¹Las normas anteriores no han tenido un impacto significativo en las cuentas anuales consolidadas.

2.1.2 Nuevas normas, modificaciones e interpretaciones de aplicación obligatoria en ejercicios posteriores al ejercicio natural que comenzó el 1 de enero de 2016 (aplicables de 2016 en adelante)

A la fecha de formulación de estas cuentas anuales consolidadas, las siguientes normas e interpretaciones habían sido publicadas por el IASB pero no habían entrado aún en vigor, bien porque su fecha de efectividad es posterior a la fecha de las cuentas anuales consolidadas, o bien porque no han sido aún adoptadas por la Unión Europea:

No aprobadas para su uso en la Unión Europea		Aplicación obligatoria ejercicios iniciados a partir de:
NIIF 15 Ingresos procedentes de contratos con clientes (publicada en mayo de 2014)	Nueva norma de reconocimiento de ingresos (Sustituye a la NIC 11, NIC 18, CINIIF 13, CINIIF 15, CINIIF 18 y SIC-31).	Periodos anuales iniciados a partir del 1 2018
NIIF 7 Instrumentos financieros (modificación diciembre 2011).	Aclaración de la compensación de activos y pasivos financieros.	1 de enero de 2015
NIIF 9 Instrumentos financieros (última fase publicada en julio de 2014).	Sustituye a los requisitos de clasificación, valoración, reconocimiento y baja en cuentas de activos y pasivos financieros, la contabilidad de coberturas y deterioro de NIC 39.	1 de enero de 2018
Modificaciones de la NIC 7 (publicada en enero 2016)	Objetivo de facilitar a los usuarios de los estados financieros evaluar los cambios en los pasivos derivados de las actividades de financiación.	1 de enero de 2017
Modificaciones de la NIC 12 (publicada en enero 2016)	Clarifica el reconocimiento de activos por impuesto diferido por pérdidas no realizadas.	1 de enero de 2017
Modificación NIIF 10 y NIC 28 Venta o aportación de activos entre un inversor y su asociada/negocio conjunto (publicada en septiembre de 2014)	Clarificación en relación al resultado de estas operaciones si se trata de negocios o de activos.	1 de enero de 2016
Modificaciones NIIF 10, NIIF 12 y NIC 28: Sociedades de Inversión (Diciembre 2014)	Clarificaciones sobre la excepción de consolidación de las sociedades de Inversión.	1 de enero de 2016
Modificaciones NIIF 16	Cambio en el tratamiento contable de los arrendamientos.	1 de enero de 2019

El Grupo está evaluando los impactos que la aplicación futura de estas normas podría tener en las cuentas anuales una vez entren en vigor. La evaluación preliminar del Grupo es que los impactos de la aplicación de estas normas no serán significativos.

2.2 Transición a las Normas Internacionales de Información Financiera

Las cuentas anuales consolidadas del Grupo correspondientes al ejercicio terminado el 31 de diciembre 2016 son las primeras cuentas anuales que cumplen con NIIF-UE. Estas cuentas anuales consolidadas se han preparado como se describe en la nota 2.10. El Grupo ha aplicado la NIIF 1 en la preparación de estas cuentas anuales consolidadas.

En la preparación de estas cuentas anuales consolidadas de acuerdo con la NIIF 1, el Grupo ha aplicado algunas de las excepciones obligatorias y ninguna de las exenciones optativas a la aplicación retroactiva de la NIIF-UE, porque no eran aplicables.

Las cuentas anuales consolidadas se han elaborado de acuerdo con el enfoque de coste histórico, aunque modificado por la revalorización de las inversiones inmobiliarias a valor razonable con cambios en resultados.

2.3 Cambios en criterios contables y estimaciones realizadas

En las presentes cuentas anuales consolidadas adjuntas se han utilizado ocasionalmente estimaciones realizadas por la Dirección de la Sociedad Dominante y de las entidades consolidadas para cuantificar algunos de los activos, pasivos, ingresos, gastos y compromisos que figuran registrados en ellas. Básicamente, estas estimaciones, realizadas en función de la mejor información disponible, se refieren a los siguientes aspectos:

- Reconocimiento de ingresos

El grupo utiliza el porcentaje de realización en la contabilización de los ingresos derivados de los contratos de construcción y urbanización en curso, cuyos costes totales son una estimación realizada por el Grupo. La desviación en el cálculo de estos costes puede afectar a la rentabilidad futura de dichos contratos, no obstante la Sociedad estima que en caso de haber diferencias, éstas no serían significativas.

El Grupo evalúa para cada transmisión de inmuebles si cumple con los requisitos para el reconocimiento de los ingresos descritos en la nota 2.11.f, presentando especial atención a los análisis de transmisión de riesgos y ventajas significativas.

- Determinación de las provisiones.

El grupo hace estimaciones y juicios, basados en información obtenida de expertos independientes y la propia experiencia del Grupo en base a información histórica, en relación a todas las provisiones tales como:

- o Provisiones relacionadas con activos financieros (Nota 6)
- o Provisiones por deterioro de inversiones inmobiliarias y existencias (Nota 4 y 7)
- o Provisiones relacionadas con cuentas comerciales a cobrar (Nota 8)
- o Provisiones para riesgos y gastos (Nota 11)

- Estimación de valores razonables

El valor de mercado de las existencias que ha sido obtenido de las valoraciones efectuadas por expertos independientes al 31 de diciembre de 2016. Dichas valoraciones se realizan de acuerdo con los criterios establecidos por "The Royal Institution of Chartered Surveyors" (RICS).

En relación con los activos y pasivos valorados a valor razonable, el Grupo ha seguido la jerarquía definida en la NIIF 13 para su clasificación en función de los datos de entrada utilizados en la valoración de los mismo y de su observabilidad en mercado.

- o Nivel 1: Precios cotizados (sin ajustar) en mercados activos para activos o pasivos idénticos a los que la entidad puede acceder en la fecha de la valoración.
- o Nivel 2: Datos distinguidos de los precios cotizados incluidos en el Nivel 1 que son observables para los activos o pasivos, directa o indirectamente a través de técnicas de valoración que emplean datos observables del mercado.
- o Nivel 3: Datos de entrada no observables en mercado para el activo o pasivo.

De acuerdo con la nueva normativa NIIF 13, el nivel jerárquico al que se clasifica un activo o pasivo en su totalidad (Nivel 1, Nivel 2 o Nivel 3) se determina en función del dato de entrada relevante empleado en la valoración más bajo dentro de la jerarquía de valor razonable. En caso de que los datos de entrada utilizados para medir el valor razonable de un activo o pasivo pueden clasificarse dentro de los diferentes niveles, la medición del valor razonable se clasifica en su totalidad en el

mismo nivel de la jerarquía de valor razonable que el dato de entrada de nivel más bajo que sea significativo para la medición del valor.

- Cálculo de los valores razonables, de los valores en uso y de los valores actuales

El cálculo de los valores razonables, valores en uso y valores actuales implica el cálculo de flujos de efectivo futuros y la asunción de hipótesis relativas a los valores futuros de los flujos, así como las tasas de descuento aplicables a los mismo. Las estimaciones y las asunciones realizadas están basadas en la experiencia histórica y en otros factores diversos que son entendidos como razonables de acuerdo con las circunstancias

Sin perjuicio de que los criterios de estimación se basan en apreciaciones racionales y con fundamento en elementos objetivos de análisis, es posible que acontecimientos que puedan tener lugar en el futuro obliguen a modificarlas (al alza o a la baja) en los próximos periodos o ejercicios; lo que se haría, en el caso de ser preciso y conforme a lo establecido en la NIC 8, de forma prospectiva reconociendo los efectos del cambio de estimación en la cuenta de pérdidas y ganancias consolidada de los periodos o ejercicios afectados.

2.4 Comparación de la información

Tal y como se ha dispuesto en la nota 1, fruto de la restructuración de capital de Metrovacesa, S.A., ésta aportó a la sociedad dominante de este Grupo la línea de negocio de suelo y promoción que hasta la escisión formaba parte de los estados financieros de Metrovacesa S.A. Como consecuencia de que la operación se ha realizado en el marco de dos empresas bajo control común, se deben presentar saldos comparativos. Así, las cifras incluidas en las cuentas anuales consolidadas del ejercicio 2016 respecto al ejercicio 2015 se corresponden con los saldos de la rama de actividad de suelo y patrimonio que se encontraban incorporadas en las cuentas anuales consolidadas a 31 de diciembre de 2015, con lo que no han sido auditadas individualmente sino en el conjunto de la auditoría de Metrovacesa, S.A. y sociedades dependientes preparadas bajo Normas internacionales de Información Financiera (NIIF-UE).

2.5 Corrección de errores

En las cuentas anuales consolidadas del ejercicio 2016 no se han producido correcciones de errores significativos.

2.6 Estacionalidad de las transacciones del Grupo

Dadas las actividades a las que se dedican las Sociedades del Grupo, las transacciones del mismo no cuentan con un carácter cíclico o estacional relevante. Por este motivo no se incluyen desgloses específicos en las presentes notas explicativas de las cuentas anuales consolidadas del ejercicio 2016.

2.7 Importancia relativa

Al determinar la información a desglosar en las presentes notas explicativas sobre las diferentes partidas de los estados financieros u otros asuntos, el Grupo, ha tenido en cuenta la importancia relativa en relación con las cuentas anuales consolidadas.

2.8 Empresa en funcionamiento

El Grupo presenta a 31 de diciembre de 2016 un fondo de maniobra positivo por importe de 816.796 miles de euros. Como resultado de ello, los Administradores de la Sociedad Dominante han preparado estas cuentas anuales consolidadas aplicando el principio contable de empresa en funcionamiento.

2.9 Estado de flujos de efectivo consolidado

En el estado de flujos de efectivo consolidado se utilizan las siguientes expresiones en los siguientes sentidos:

- Flujos de efectivo son las entradas y salidas de efectivo y equivalentes al efectivo.
- Actividades de explotación son las actividades que constituyen la principal fuente de ingresos ordinarios de la entidad, así como otras actividades que no puedan ser calificadas como de inversión o financiación.
- Actividades de inversión son las de adquisición y disposición de activos a largo plazo, así como de otras inversiones no incluidas en el efectivo y los equivalentes al efectivo.
- Actividades de financiación son las actividades que producen cambios en el tamaño y composición de los capitales propios y de los préstamos tomados por parte de la entidad.

A efectos de la elaboración del estado de flujos de efectivo consolidado, se ha considerado como "efectivo y equivalentes de efectivo" la caja y depósitos bancarios a la vista, así como aquellas inversiones a corto plazo de gran liquidez, que son fácilmente convertibles en importes determinados de efectivo, estando sujetos a un riesgo poco significativo de cambios en su valor.

2.10 Moneda funcional

El euro es la moneda en la que se presentan las cuentas anuales consolidadas, por ser ésta la moneda funcional en el entorno en el que opera el Grupo.

2.11 Normas de valoración

En la elaboración de las presentes cuentas anuales consolidadas del Grupo Metrovacesa Suelo y Promoción correspondientes al ejercicio 2016, se han aplicado los siguientes principios, políticas contables y criterios de valoración:

a. *Inversiones inmobiliarias*

La propiedad que se mantiene para la obtención de rentas a largo plazo o para la revalorización del capital o de ambos, y que no está ocupado por las empresas del Grupo, se clasifica como la inversión inmobiliaria. Las inversiones inmobiliarias comprenden edificios de oficinas, naves logísticas y demás estructuras en propiedad. La inversión inmobiliaria también incluye la propiedad que está siendo construida o será desarrollada para uso futuro como inversión inmobiliaria.

Las inversiones inmobiliarias se valoran inicialmente por su coste, incluyendo los costes de transacción relacionados y costes de financiación, si fueran de aplicación. Después del reconocimiento inicial, las inversiones inmobiliarias se contabilizan por su valor razonable.

El valor razonable de las inversiones inmobiliarias refleja, entre otras cosas, los ingresos por rentas de arrendamientos y otras hipótesis que participantes en el mercado considerarían al valorar la propiedad en las condiciones actuales del mercado.

Los gastos posteriores se capitalizan al valor en libros del activo sólo cuando es probable que los beneficios económicos futuros asociados con el gasto fluyan al Grupo y el coste del elemento puede ser valorado de manera fiable. El resto de gastos de reparaciones y mantenimiento se registran en la cuenta

de resultados cuando se incurren. Cuando se sustituye parte de una inversión inmobiliaria, el valor en libros de la parte reemplazada es dado de baja.

Si la valoración obtenida para una propiedad mantenida en arrendamiento es neto de todos los pagos que se espera que sea hecho, cualquier pasivo registrado por separado en el balance al respecto de arrendamiento se añade de nuevo a llegar al valor en libros de la inversión inmobiliaria para los fines contables.

Los cambios en el valor razonable se reconocen en la cuenta de resultados. Las inversiones inmobiliarias son dadas de baja cuando se han dispuesto.

Cuando el Grupo dispone de una propiedad a su valor razonable en una transacción en condiciones de independencia mutua, el valor de libros inmediatamente antes de la venta se ajusta al precio de la transacción, y el ajuste es registrado en la cuenta de resultados dentro de la ganancia neta del ajuste del valor razonable de las inversiones inmobiliarias.

Si una inversión inmobiliaria se convierte en propiedad ocupada por sus propietarios, ésta se reclasifica como inmovilizado material. Su valor razonable a la fecha de reclasificación se convierte en su coste para los efectos contables posteriores.

Si un elemento de propiedades ocupadas por sus propietarios se convierte en una inversión inmobiliaria, ya que su uso ha cambiado, la diferencia resultante entre el valor contable y el valor razonable de este elemento en la fecha de transferencia es tratada de la misma forma que una revaluación según la NIC 16. Cualquier incremento resultante en el valor de libros de la propiedad se reconoce en la cuenta de resultados en la medida que reverte una pérdida por deterioro anterior, con cualquier incremento que queda reconocido en otro resultado global y aumento directamente al patrimonio en la reserva por revaluación. Cualquier disminución resultante en el valor de libros de la propiedad se reconoce inicialmente en otro resultado global contra cualquier reserva de revalorización reconocida previamente, con disminución restante reconocido en la cuenta de resultados.

Cuando una inversión inmobiliaria se somete a un cambio de su uso, evidenciado por el inicio del desarrollo con vistas a la venta, la propiedad se transfiere a las existencias. El coste atribuido de propiedad para su posterior contabilización como existencias es su valor razonable a la fecha del cambio de su uso.

b. Existencias

El Grupo considera que sus existencias no cumplen los requisitos en la NIC 40 para su consideración como inversiones inmobiliarias. Consecuentemente, se consideran existencias los terrenos y demás propiedades que se mantienen para su venta o para su integración en una promoción inmobiliaria.

Los terrenos y solares se valoran a su precio de adquisición, incrementado por los costes de las obras de urbanización, si los hubiere, los gastos relacionados con la compra (Impuesto de Transmisiones Patrimoniales, gastos de registro, etc.) y los gastos financieros incurridos en el período de ejecución de las obras de urbanización, o a su valor estimado de mercado (considerado como el valor recuperable), el menor.

Se consideran como obras en curso los costes incurridos en las promociones inmobiliarias, o parte de las mismas, cuya construcción no se ha finalizado a la fecha de cierre del ejercicio. En estos costes se incluyen los correspondientes al solar, urbanización y construcción, la activación de los gastos financieros incurridos durante el período de construcción, así como otros costes directos e indirectos imputables a los mismos. Los gastos comerciales se cargan en el estado de resultados consolidado del período en que se incurren.



Las sociedades del Grupo siguen el criterio de transferir los costes acumulados de "Obra en curso de construcción" a "Inmuebles terminados" correspondientes a aquellas promociones, o parte de las mismas, para las que la construcción esté terminada.

El coste de las obras en curso y terminadas se reduce a su valor de mercado dotando, en su caso, la provisión por depreciación correspondiente. En cambio, si el valor razonable es superior al valor neto del coste, se mantiene el valor del coste.

El valor de mercado de las existencias del Grupo al 31 de diciembre de 2016, es calculado en función de las valoraciones realizadas por el experto independiente no vinculado al Grupo, Knight Frank España.

Dicho valorador independiente calcula principalmente el valor de mercado por el método residual dinámico y sus valoraciones se realizan de acuerdo con los Estándares de Valoración y Tasación publicados por la Royal Institute of Chartered Surveyors (RICS) de Gran Bretaña, y de acuerdo con los Estándares Internacionales de Valoración (IVS) publicados por el Comité Internacional de Estándares de Valoración (IVSC).

Para el cálculo de dicho valor razonable, el método principal utilizado es el método residual dinámico. Este método consiste en estimar el valor del producto final apoyándose en el método de comparación o de descuento de flujo de caja, y de este valor se restan los costes de desarrollos que incluyen el coste de urbanización, de construcción, honorarios, tasas, etc., así como el beneficio de promotor para estimar el valor residual. Los ingresos y costes se distribuyen en el tiempo según los periodos de desarrollos y de ventas estimados por el valorador. Se utiliza como tipo de actualización aquel que represente la rentabilidad media anual del proyecto, sin tener en cuenta financiación ajena, que obtendría un promotor medio en una promoción de las características de la analizada. Este tipo de actualización se calcula sumando al tipo libre de riesgo, la prima de riesgo (determinada mediante la evaluación del riesgo de la promoción teniendo en cuenta el tipo de activo inmobiliario a construir, su ubicación, liquidez, plazo de ejecución, así como el volumen de la inversión necesaria). Cuando en la determinación de los flujos de caja se tiene en cuenta la financiación ajena, la prima de riesgo antes mencionada se incrementa en función del porcentaje de dicha financiación (grado de apalancamiento) atribuida al proyecto y de los tipos de interés habituales del mercado hipotecario.

Los valores clave, por tanto, son los ingresos netos, la aproximación al valor residual, la tasa interna de rentabilidad y el tiempo.

c. Instrumentos financieros

- Activos financieros

Préstamos y partidas a cobrar

Los préstamos y partidas a cobrar son activos financieros no derivados con cobros fijos o determinables que no cotizan en un mercado activo y se incluyen en activos corrientes, excepto para vencimientos superiores a 12 meses desde la fecha del balance, que se clasifican como activos no corrientes. Los préstamos y partidas a cobrar se incluyen en "Deudores comerciales y otras cuentas a cobrar" en el balance.

Estos activos financieros se valoran inicialmente por su valor razonable, incluidos los costes de transacción que les sean directamente imputables, y posteriormente a coste amortizado reconociendo los intereses devengados en función de su tipo de interés efectivo, entendido como el tipo de actualización que iguala el valor en libros del instrumento con la totalidad de sus flujos de efectivo estimados hasta su vencimiento. No obstante lo anterior, los créditos por operaciones comerciales con vencimiento no superior a un año se valoran, tanto en el momento de reconocimiento inicial como posteriormente, por su valor nominal siempre que el efecto de no actualizar los flujos no sea significativo.

Al menos al cierre del ejercicio, se efectúan las correcciones valorativas necesarias por deterioro de valor si existe evidencia objetiva de que no se cobrarán todos los importes que se adeudan.

El importe de la pérdida por deterioro del valor es la diferencia entre el valor en libros del activo y el valor actual de los flujos de efectivo futuros estimados, descontados al tipo de interés efectivo en el momento de reconocimiento inicial. Las correcciones de valor, así como en su caso su reversión, se reconocen en la cuenta de resultados.

Efectivo y equivalentes al efectivo

El efectivo y equivalentes al efectivo incluyen el efectivo en caja, los depósitos a la vista en entidades de crédito, otras inversiones a corto plazo de gran liquidez con un vencimiento original de tres meses o menos, y los descubiertos bancarios.

- Pasivos financieros

Débitos v partidas a pagar

Esta categoría incluye débitos por operaciones comerciales y débitos por operaciones no comerciales. Estos recursos ajenos se clasifican como pasivos corrientes, a menos que la Sociedad tenga un derecho incondicional a diferir su liquidación durante al menos 12 meses después de la fecha del balance.

Estas deudas se reconocen inicialmente a su valor razonable ajustado por los costes de transacción directamente imputables, registrándose posteriormente por su coste amortizado según el método del tipo de interés efectivo. Dicho interés efectivo es el tipo de actualización que iguala el valor en libros del instrumento con la corriente esperada de pagos futuros previstos hasta el vencimiento del pasivo.

No obstante lo anterior, los débitos por operaciones comerciales con vencimiento no superior a un año y que no tienen un tipo de interés contractual se valoran, tanto en el momento inicial como posteriormente, por su valor nominal cuando el efecto de no actualizar los flujos de efectivo no sea significativo.

Deuda financiera

Las deudas financieras se reconocen inicialmente por su valor razonable menos los costes de la transacción en los que se haya incurrido. Posteriormente, las deudas financieras se valoran por su coste amortizado; cualquier diferencia entre los fondos obtenidos (netos de los costes necesarios para su obtención) y el valor de reembolso se reconoce en la cuenta de resultados durante la vida de la deuda de acuerdo con el método

d. *Provisiones*

Las cuentas anuales consolidadas del Grupo recogen todas las provisiones significativas con respecto a las cuales se estima que la probabilidad de que se tenga que atender la obligación es mayor que de lo contrario. Los pasivos contingentes no se reconocen en las cuentas anuales consolidadas, sino que se informa sobre los mismos, conforme a los requerimientos de la NIC 37.

Las provisiones (que se cuantifican teniendo en consideración la mejor información disponible sobre las consecuencias del suceso en el que traen su causa y son reestimadas con ocasión de cada cierre contable) se utilizan para afrontar las obligaciones específicas para las cuales fueron originalmente reconocidas, procediéndose a su reversión, total o parcial, cuando dichas obligaciones dejan de existir o disminuyen.

Procedimientos judiciales y/o reclamaciones en curso

Al cierre del ejercicio 2016 se encontraban en curso distintos procedimientos judiciales y reclamaciones entablados contra las entidades consolidadas con origen en el desarrollo habitual de sus actividades. Tanto los asesores legales del Grupo como sus Administradores entienden que las provisiones constituidas son suficientes y que la conclusión de estos procedimientos y reclamaciones no producirá un efecto adicional significativo en las cuentas anuales consolidadas de los ejercicios en los que finalicen.

Provisiones por garantía

Las provisiones para costes de garantías, especialmente los gastos de postventa, otros costes y la garantía decenal establecida en la regulación española para empresas inmobiliarias, se reconocen en la fecha de la venta de los productos pertinentes, según la mejor estimación del gasto necesario para liquidar el posible pasivo del Grupo.

e. Impuesto sobre las ganancias

Régimen General

El gasto por el impuesto sobre las ganancias se reconoce en la cuenta de pérdidas y ganancias consolidada, excepto cuando sea consecuencia de una transacción cuyos resultados se registran directamente en el patrimonio neto, en cuyo supuesto el impuesto sobre beneficios también se registra en el patrimonio neto.

El gasto por impuesto sobre las ganancias del ejercicio se calcula sobre la base imponible del ejercicio. La base imponible difiere del resultado neto presentado en la cuenta de resultados porque excluye partidas de ingresos o gastos que son gravables o deducibles en otros ejercicios y excluye además partidas que nunca lo son. El pasivo del Grupo en concepto de impuestos corrientes se calcula utilizando tipos fiscales que han sido aprobados o prácticamente aprobados en la fecha del balance de situación consolidado.

Los activos y pasivos por impuestos diferidos son aquellos impuestos que se prevén recuperables o pagaderos calculados sobre las diferencias entre los importes en libros de los activos y pasivos en los estados financieros y las bases imponibles correspondientes utilizadas en el cálculo de la ganancia fiscal, y se contabilizan utilizando el método del pasivo en el balance de situación consolidado y se cuantifican aplicando a la diferencia temporal o crédito que corresponda el tipo de gravamen al que se espera recuperarlos o liquidarlos.

Se reconoce un activo o pasivo por impuestos diferidos para las diferencias temporales derivadas de inversiones en sociedades dependientes y empresas asociadas, y de participaciones en negocios conjuntos, salvo cuando el Grupo puede controlar la reversión de las diferencias temporales y es probable que éstas no sean revertidas en un futuro previsible.

No obstante lo anterior:

- i. Los activos por impuestos diferidos solamente se reconocen en el caso de que se considere probable que las entidades consolidadas vayan a tener en el futuro suficientes ganancias fiscales contra las que poder hacerlos efectivos.
- ii. En ningún caso se registran impuestos diferidos con origen en los fondos de comercio aflorados en una adquisición.

Con ocasión de cada cierre contable, se revisan los impuestos diferidos registrados (tanto activos como pasivos) con objeto de comprobar que se mantienen vigentes, efectuándose las oportunas correcciones a los mismos de acuerdo con los resultados de los análisis realizados.

La Junta General de Accionistas de la Sociedad Dominante aprobó acogerse en el ejercicio 2016 al régimen de consolidación fiscal regulado en el Capítulo VII, del Título VII, del Real Decreto Legislativo 4/2004, de 5 de marzo, de conformidad con lo establecido en el artículo 70 del Texto Refundido de la Ley del Impuesto sobre Sociedades, para el período impositivo que se inició el 1 de enero de 2016 y para los sucesivos períodos impositivos, en tanto reúna, junto con sus sociedades dependientes, los requisitos que para ello se prevén en la Ley para acogerse.

El grupo de consolidación fiscal está formado por la sociedad matriz y todas las sociedades dependientes, anónimas o limitadas, residentes en territorio español y en las que la matriz tenga una participación, directa o indirecta de al menos el 75 % del capital (véase Anexo I)

f. Ingresos y gastos

Los ingresos y gastos se imputan en función del devengo.

Concretamente, los ingresos se calculan al valor razonable de la contraprestación cobrada o a cobrar y representan los importes a cobrar por los bienes entregados y los servicios prestados en el marco ordinario de la actividad, menos descuentos, IVA y otros impuestos relacionados con las ventas.

Los ingresos por alquileres se registran en función de su devengo, distribuyéndose linealmente los beneficios en concepto de incentivos y los costes iniciales de los contratos de arrendamiento.

Por lo que se refiere a las ventas de promociones inmobiliarias, las sociedades del Grupo siguen el criterio de reconocer las ventas y el coste de las mismas cuando se han entregado los inmuebles y la propiedad de éstos ha sido transferida.

El Grupo sigue el criterio de reconocer las ventas de suelo cuando se transmiten los riesgos y beneficios del mismo, que habitualmente resulta en la fecha en la que se escritura la compraventa.

Los ingresos por intereses se devengan siguiendo un criterio temporal, en función del principal pendiente de cobro y el tipo de interés efectivo aplicable, que es el tipo que descuenta exactamente los futuros recibos en efectivo estimados a lo largo de la vida prevista del activo financiero del importe en libros neto de dicho activo.

Los ingresos por dividendos procedentes de inversiones se reconocen cuando los derechos de los accionistas a recibir el pago han sido establecidos.

g. Costes por intereses

Los costes por intereses directamente imputables a la adquisición, construcción o producción de promociones inmobiliarias o inversiones inmobiliarias se añaden al coste de dichos activos, hasta el momento en que los activos estén sustancialmente preparados para su uso o venta previstos. Los ingresos procedentes de inversiones obtenidos en la inversión temporal de préstamos específicos que aún no se han invertido en activos cualificados se deducen de los costes por intereses aptos para la capitalización.

Los demás costes por intereses se reconocen en la cuenta de pérdidas y ganancias consolidada en el período en que se incurren

h. Capital Social

El capital social está representado por acciones ordinarias.

Los costes de emisión de nuevas acciones u opciones se presentan directamente contra el patrimonio neto, como menores reservas.

i. Consolidación

Dependientes

Dependientes son todas las entidades (incluidas las entidades estructuradas) sobre las que el Grupo tiene control. El Grupo controla una entidad cuando está expuesto, o tiene derecho, a obtener unos rendimientos variables por su implicación en la participada y tiene la capacidad de utilizar su poder sobre ella para influir sobre esos rendimientos. Las dependientes se consolidan a partir de la fecha en que se transfiere el control al Grupo, y se excluyen de la consolidación en la fecha en que cesa el mismo.

Para contabilizar las combinaciones de negocios el Grupo aplica el método de adquisición. La contraprestación transferida por la adquisición de una dependiente se corresponde con el valor razonable de los activos transferidos, los pasivos incurridos con los anteriores propietarios de la adquirida y las participaciones en el patrimonio emitidas por el Grupo. La contraprestación transferida incluye el valor razonable de cualquier activo o pasivo que proceda de un acuerdo de contraprestación contingente. Los activos identificables adquiridos y los pasivos y pasivos contingentes asumidos en una combinación de negocios se valoran inicialmente a su valor razonable en la fecha de adquisición. Para cada combinación de negocios, el Grupo puede optar por reconocer cualquier participación no dominante en la adquirida por el valor razonable o por la parte proporcional de la participación no dominante de los importes reconocidos de los activos netos identificables de la adquirida.

Los costes relacionados con la adquisición se reconocen como gastos en el ejercicio en que se incurre en ellos.

Si la combinación de negocios se realiza por etapas, el importe en libros en la fecha de adquisición de la participación en el patrimonio neto de la adquirida anteriormente mantenido por la adquirente se vuelve a valorar al valor razonable en la fecha de adquisición; cualquier pérdida o ganancia que surja de esta nueva valoración se reconoce en el resultado del ejercicio.

Cualquier contraprestación contingente a transferir por el Grupo se reconoce a su valor razonable en la fecha de adquisición. Los cambios posteriores en el valor razonable de la contraprestación contingente que se considere un activo o un pasivo se reconocen de acuerdo con la NIC 39 en resultados o como un cambio en otro resultado global. La contraprestación contingente que se clasifique como patrimonio neto no se valora de nuevo y su liquidación posterior se contabiliza dentro del patrimonio neto.

Se eliminan las transacciones inter-compañía, los saldos y las ganancias no realizadas en transacciones entre entidades del Grupo. Las pérdidas no realizadas también se eliminan. Cuando ha sido necesario se han ajustado los importes presentados por las dependientes para adecuarlos a las políticas contables del Grupo.

Cambios en las participaciones en la propiedad en dependientes sin cambio de control

Las transacciones con participaciones no dominantes que no resulten en pérdida de control se contabilizan como transacciones de patrimonio — es decir, como transacciones con los propietarios en su calidad de

tales. La diferencia entre el valor razonable de la contraprestación pagada y la correspondiente proporción adquirida del importe en libros de los activos netos de la dependiente se registra en el patrimonio neto. Las ganancias o pérdidas por enajenación de participaciones no dominantes también se reconocen en el patrimonio neto.

Enajenaciones de dependientes

Cuando el Grupo deja de tener control, cualquier participación retenida en la entidad se vuelve a valorar a su valor razonable en la fecha en que se pierde el control, reconociéndose el cambio en el importe en libros en resultados. El valor razonable es el importe en libros inicial a efectos de la contabilización posterior de la participación retenida como una asociada, negocio conjunto o activo financiero. Además de ello, cualquier importe previamente reconocido en el otro resultado global en relación con dicha entidad se contabiliza como si el Grupo hubiera vendido directamente los activos o pasivos relacionados. Esto podría significar que los importes previamente reconocidos en el otro resultado global se reclasifiquen a la cuenta de resultados.

Asociadas

Asociadas son todas las entidades sobre las que el Grupo ejerce influencia significativa pero no tiene control que, generalmente, viene acompañado por una participación de entre un 20% y un 50% de los derechos de voto. Las inversiones en asociadas se contabilizan por el método de participación. Bajo el método de la participación, la inversión se reconoce inicialmente a coste, y el importe en libros se incrementa o disminuye para reconocer la participación del inversor en los resultados de la invertida después de la fecha de adquisición. La inversión del Grupo en asociadas incluye el fondo de comercio identificado en la adquisición.

Si la participación en la propiedad en una asociada se reduce pero se mantiene la influencia significativa, sólo la participación proporcional de los importes previamente reconocidos en el otro resultado global se reclasifica a resultados cuando es apropiado.

La participación del Grupo en las pérdidas o ganancias posteriores a la adquisición de sus asociadas se reconoce en la cuenta de resultados, y su participación en los movimientos posteriores a la adquisición en el otro resultado global se reconoce en el otro resultado global con el correspondiente ajuste al importe en libros de la inversión. Cuando la participación del Grupo en las pérdidas de una asociada es igual o superior a su participación en la misma, incluida cualquier otra cuenta a cobrar no asegurada, el Grupo no reconoce pérdidas adicionales, a menos que hubiera incurrido en obligaciones legales o implícitas o realizado pagos en nombre de la asociada.

En cada fecha de presentación de información financiera, el Grupo determina si existe alguna evidencia objetiva de que se haya deteriorado el valor de la inversión en la asociada. Si este fuese el caso, el Grupo calcula el importe de la pérdida por deterioro del valor como la diferencia entre el importe recuperable de la asociada y su importe en libros y reconoce el importe adyacente a "la participación del beneficio / (pérdida) de una asociada" en la cuenta de resultados.

Las pérdidas y ganancias procedentes de las transacciones ascendentes y descendentes entre el Grupo y sus asociadas se reconocen en los estados financieros del Grupo sólo en la medida que correspondan a las participaciones de otros inversores en las asociadas no relacionados con el inversor. Las pérdidas no realizadas se eliminan a menos que la transacción proporcione evidencia de pérdida por deterioro del valor del activo transferido. Las políticas contables de las asociadas se han modificado cuando ha resultado necesario para asegurar la uniformidad con las políticas adoptadas por el Grupo.

Las pérdidas y ganancias de dilución surgidas en inversiones en asociadas se reconocen en la cuenta de resultados.

j. Transacciones con partes vinculadas



Las transacciones con partes vinculadas se contabilizan de acuerdo con las normas de valoración detalladas anteriormente.

Los precios de las operaciones realizadas con partes vinculadas se encuentran adecuadamente soportados y documentados, por lo que los Administradores de la Sociedad Dominante consideran que no existen riesgos que pudieran originar pasivos fiscales significativos.

3. EXPOSICIÓN AL RIESGO

El Grupo gestiona su capital para asegurar que las compañías del Grupo serán capaces de continuar como negocios rentables a la vez que maximiza el retorno de los accionistas a través del equilibrio óptimo de la deuda y fondos propios.

La estrategia del conjunto del Grupo ha estado marcada durante el ejercicio 2016 por la prudencia, centrando la gestión en la generación de caja vía mantenimiento del negocio recurrente.

La estructura de capital del Grupo incluye deuda, caja y activos líquidos y fondos propios, que incluye capital, reservas y resultados no distribuidos.

El Área Financiera, responsable de la gestión de riesgos financieros, revisa la estructura de capital, así como el ratio de Deuda neta sobre valor razonable de los activos (Gross Asset Value — GAV).

El Grupo distingue dos tipos de riesgos financieros principales:

- **Riesgo de liquidez:** se refiere al riesgo de la eventual incapacidad del Grupo para hacer frente a los pagos ya comprometidos, y/o los compromisos derivados de nuevas inversiones.
- **Riesgo de mercado:**
 1. Riesgos de tipos de interés: se refiere al impacto que puede registrar la cuenta de resultados en su epígrafe de gastos financieros como consecuencia de un alza de los tipos de interés.
 2. Riesgo de crédito: se refiere al impacto que puede tener en la cuenta de pérdidas y ganancias el fallido de las cuentas por cobrar.
 3. Riesgo de tipo de cambio: se refiere al impacto que puede tener en la cuenta de pérdidas y ganancias las variaciones en el tipo de cambio.

A continuación, mencionamos los sistemas de control establecidos para mitigar estos riesgos:

Riesgo de liquidez

El Grupo determina las necesidades de tesorería utilizando dos herramientas básicas:

1. Presupuesto de tesorería con horizonte de 12 meses con detalle mensual y actualización también mensual, elaborado a partir de los presupuestos de tesorería de cada Área.
2. Presupuesto de tesorería con horizonte 30 días con detalle diario y actualización diaria, elaborado a partir de los compromisos de pago incorporados al Sistema de Información Financiera.

Con estas herramientas se identifican las necesidades de tesorería en importe y tiempo, y se planifican las nuevas necesidades de financiación.

El Grupo mantiene una política de liquidez consistente en la contratación de facilidades crediticias comprometidas e inversiones financieras temporales por importe suficiente para soportar las necesidades previstas por un periodo que esté en función de la situación y expectativas de los mercados de deuda y de capitales.

La posición disponible de tesorería del Grupo al 31 de diciembre de 2016 asciende a 27.813 (12.197 miles de euros en 2015) miles de euros (Nota 9).

El Grupo no dispone de líneas de crédito comprometidas y no dispuestas al 31 de diciembre de 2016.

La revisión del presupuesto de tesorería correspondiente al horizonte de 12 meses y los análisis de sensibilidad realizados por el Grupo permiten concluir que durante el primer semestre del ejercicio 2016, la Sociedad Dominante será capaz de financiar razonablemente sus operaciones, aún en el caso de que las condiciones del mercado inmobiliario y de financiación se endurezcan.

Riesgo de mercado

Riesgo de tipo de interés

Las variaciones de los tipos de interés modifican el valor razonable de aquellos activos y pasivos que devengan un tipo de interés fijo así como los flujos futuros de los activos y pasivos referenciados a un tipo de interés variable. El riesgo producido por la variación del tipo de interés se gestiona mediante la contratación de instrumentos derivados que tienen la función de cubrir al Grupo de dichos riesgos.

Riesgo de crédito

En relación con los saldos de clientes y otras cuentas a cobrar, una alta proporción de los mismos están referidos a operaciones con entidades públicas nacionales, con lo cual el Grupo considera que el riesgo de crédito se encuentra muy acotado.

Riesgo de tipo de cambio

Al 31 de diciembre de 2016, el Grupo no tiene exposición por riesgo de tipo de cambio.

4. INVERSIONES INMOBILIARIAS

El detalle y movimiento de las partidas incluidas en inversiones inmobiliarias es el siguiente:

	Miles de euros
	Inversiones inmobiliarias
Saldo Inicial a 1 de enero de 2015	215.532
Adiciones	732
Ganancias/(Pérdidas) neta de ajustes al valor razonable	9.008
Saldo a 31 de diciembre de 2015	224.540
Traspaso a existencias	-123.396
Adiciones	101
Ganancias/(Pérdidas) neta de ajustes al valor razonable	8.355
Saldo a 31 de diciembre de 2016	109.600

Actualmente las inversiones inmobiliarias la constituyen diferentes suelos destinados a la promoción para su posterior arrendamiento

Los traspasos del ejercicio se corresponden con reclasificaciones a existencias de suelos cuya finalidad es la promoción y posterior venta.

a) Ingresos y gastos procedentes de inversiones inmobiliarias

A 31 de diciembre de 2016, el terreno no se encuentra en explotación, por lo que no existen rentas procedentes de inversiones inmobiliarias.

b) Bienes bajo arrendamiento operativo

A 31 de diciembre de 2016, el terreno no se encuentra en explotación, por lo que no existen cobros futuros comprometidos a dicha fecha.

c) Cargas y Garantías

El Grupo no mantiene usufructos, embargos o situaciones análogas respecto a las inversiones inmobiliarias.

d) Obligaciones

El Grupo no tiene al cierre del ejercicio obligaciones contractuales para la adquisición, construcción o desarrollo de inversiones inmobiliarias, o para reparaciones, mantenimiento o seguros

e) Valoración y sensibilidad Análisis de sensibilidad

El Grupo ha realizado valoraciones de sus activos a 31 de diciembre de 2016 y 2015. Por lo tanto, el valor de mercado al que se registran las inversiones inmobiliarias del grupo a dichas fechas está calculado en función de las valoraciones realizadas por Knight Frank España, S.A., valorador independiente no vinculado al Grupo. El valor de mercado de las inversiones inmobiliarias del Grupo asciende a 109.600 y 224.540 miles de euros, respectivamente.

El efecto de la variación de 25 puntos básicos en la tasa de descuento utilizada para el cálculo de la valoración del suelo haría alcanzar un valor de 116.000 miles de euros, lo que supondría un incremento de valor de 6.400 miles de euros en el valor de mercado del activo.

5. PARTICIPACIONES EN OTRAS SOCIEDADES

a) Dependientes materiales

Las principales dependientes del grupo a 31 de diciembre de 2016 se indican en el anexo I. Salvo que se indique lo contrario, su capital social consiste sólo en acciones ordinarias que son mantenidas directamente por el grupo, y el porcentaje de participación en la propiedad iguala los derechos de voto mantenidos por el grupo. El país de constitución es también su principal centro de actividad.

b) Participaciones en asociadas y negocios conjuntos

En el anexo II se recoge información financiera resumida para cada asociada que tenga participaciones no dominantes que sean materiales para el grupo. Los importes presentados para cada asociada son antes de eliminaciones inter-compañías.

El movimiento bruto que ha tenido lugar en durante el ejercicio 2016 y 2015 en este epígrafe del balance de situación consolidado adjunto ha sido el siguiente:

	Miles de euros	
	2016	2015
Saldo inicial	319	710
Participación en resultados del ejercicio	(211)	(455)
Deterioro inversión en empresas asociadas	-	(32)
Otros movimientos	9	96
Saldo final	117	319

El detalle por de las participaciones netas en asociadas es el siguiente:

	Miles de euros	
	2016	2015
Urbanizadora Valdepolo I, S.A.	-	-
Urbanizadora Valdepolo II, S.A.	-	-
Urbanizadora Valdepolo III, S.A.	-	-
Urbanizadora Valdepolo IV, S.A.	-	-
L'Esplay Valencia, S.L.	117	319
Asturcontinental de Edificaciones, S.L.	-	-
Saldo final	117	319

Las participaciones en las sociedades "Urbanizadora Valdepolo I", "Urbanizadora Valdepolo II", "Urbanizadora Valdepolo III" y "Urbanizadora Valdepolo IV", recogen unas pérdidas acumuladas de 8.060 miles de euros cada una, lo que supone un importe total de 32.240 miles de euros en total.

Al 31 de diciembre de 2016, los Administradores de la Sociedad Dominante consideran que el valor recuperable de las inversiones en empresas asociadas no difiere significativamente del valor en libros.



6. ACTIVOS Y PASIVOS FINANCIEROS

a) Análisis por categorías

El desglose del saldo de este capítulo del balance de situación resumido consolidado adjunto, atendiendo a la naturaleza de las operaciones es el siguiente:

		Miles de euros	
		Activos financieros a largo plazo	
		Créditos, derivados y otros	
		31.12.2016	31.12.2015
Préstamos y partidas a cobrar (Nota 8)		63.530	63.505
Activos financieros disponibles para la venta		3	6
		63.533	63.511
		Miles de euros	
		Activos financieros a corto plazo	
		Créditos, derivados y otros	
		31.12.2016	31.12.2015
Préstamos y partidas a cobrar (Nota 8)		21.514	36.907
		21.514	36.907
		85.047	100.418
		Miles de euros	
		Pasivos financieros a largo plazo	
		Derivados y otros	
		31.12.2016	31.12.2015
Débitos y partidas a pagar (Nota 12)		5.781	5.172
		Miles de euros	
		Pasivos financieros a corto plazo	
		Derivados y otros	
		31.12.2016	31.12.2015
Débitos y partidas a pagar (Nota 12)		22.871	9.308
Periodificación de ingresos (Nota 13)		8.758	8.758
		37.210	23.238

b) Análisis por vencimientos

Los importes de los instrumentos financieros con un vencimiento determinado o determinable clasificados por año de vencimiento al 31 de diciembre de 2016 son los siguientes:

	Miles de euros						
	Activos financieros						
	2017	2018	2019	2020	2021	Años posteriores	Total
Inversiones en empresas del grupo y asociadas:							
- Créditos a empresas	10	-	-	-	62.583	-	62.593
- Otros activos financieros	440	-	-	-	-	-	440
Inversiones financieras							
- Créditos a empresas	-	-	-	-	-	178	178
- Otros activos financieros	1.038	-	-	-	-	772	1.810
Deudores comerciales y otras cuentas a cobrar:							
- Clientes por ventas y prestación de servicios	13.224	-	-	-	-	-	13.224
- Deudores varios	6.802	-	-	-	-	-	6.802
	21.514	-	-	-	62.583	950	85.047

	Miles de euros						
	Pasivos financieros						
	2017	2018	2019	2020	2021	Años posteriores	Total
Deudas							
- Deudas con entidades de crédito	2	-	-	-	-	350	352
- Otros pasivos financieros	25	-	-	-	-	151	176
Deudas con empresas asociadas y vinculadas							
- Préstamos a empresas	34	-	-	-	-	276	310
- Otros pasivos financieros	-	-	-	-	-	-	-
Acreedores comerciales y otras cuentas a pagar:							
- Proveedores	16.147	-	-	-	-	2.746	18.893
- Personal	176	-	-	-	-	-	176
- Anticipos de clientes	6.290	-	-	-	-	2.255	8.545
	22.674	-	-	-	-	5.780	28.452

c) Análisis de antigüedad

El análisis de antigüedad de los clientes por ventas y prestación de servicios es el siguiente:

	2016	2015
Hasta 3 meses	-	-
Entre 3 y 6 meses	-	-
Más de 6 meses	16.793	16.238
	16.793	16.238

El movimiento de la provisión de insolvencias en el ejercicio ha sido el siguiente:

	2016	2015
Saldo inicial	(15.354)	(11.785)
Dotación	(6)	(3.570)
Reversión	5	1
Saldo final	(15.355)	(15.354)

7. EXISTENCIAS

La composición de este epígrafe al 31 de diciembre de 2016 y 2015 es la siguiente:

	Miles de Euros	
	2016	2015
Solares y terrenos	795.152	873.076
Obra en curso de construcción	66.943	39.417
Inmuebles terminados	11.914	24.127
Anticipos a proveedores	10.835	10.341
Otros	13	-
Pérdidas por deterioro	(70.675)	(242.467)
	814.182	704.484

La tipología de las existencias de inmuebles terminados de las Sociedades del Grupo al 31 de diciembre de 2016 y 31 de diciembre de 2015 corresponde, fundamentalmente, a solares y terrenos de uso residencial destinados a ser domicilio habitual y segunda residencia junto con los inmuebles vinculados, en su caso, a dichas promociones, tales como plazas de garaje y locales comerciales.

Durante los ejercicios 2016 y 2015, el Grupo ha activado intereses financieros en existencias por importe de 103 y 77 miles de euros, respectivamente.

Al 31 de diciembre del 2016 y al 31 de diciembre del 2015 existen activos incluidos en el epígrafe "Existencias" por un coste bruto total de 4.360 y 23.735 miles de euros, respectivamente, hipotecados en garantía de diversos préstamos hipotecarios, subrogables o no, vinculados a determinadas promociones y suelos, cuyos saldos al 31 de diciembre de 2016 y al 31 de diciembre de 2015 ascienden a 0 y 459 miles de euros, respectivamente.

No existen otros activos incluidos en el epígrafe de existencias en garantía de préstamos a los indicados anteriormente (véase Nota 17).

Los compromisos de venta de promociones contraídos con clientes al 31 de diciembre de 2016 y 31 de diciembre de 2015 ascienden a 24.083 y 18.161 miles de euros, respectivamente, de los cuales 6.289 y 3.123 miles de euros, respectivamente, se han materializado en cobros y efectos a cobrar registrándose en la rúbrica "Anticipos de clientes" del pasivo corriente al 31 de diciembre de 2016 y 31 de diciembre de 2015.

La práctica totalidad de las preventas están sujetas a cláusulas de indemnización por demora de entrega al estar formalizadas en contratos de similares características. Las citadas cláusulas de indemnización por demora consisten en su mayoría en intereses legales sobre las cantidades entregadas durante el plazo comprendido entre la fecha prevista de entrega en el contrato y la fecha de entrega efectiva. El Grupo no estima ningún impacto por este motivo debido principalmente a que la fecha de entrega prevista en los contratos considera un margen de seguridad de un número determinado de meses respecto a la fecha prevista de entrega. Por este motivo y en base a la experiencia histórica de los últimos años, el Grupo no ha considerado impacto alguno en las cuentas anuales consolidadas del ejercicio 2016 por este concepto. Asimismo, con carácter general las preventas incluyen indemnizaciones a favor del Grupo en caso de anulación por parte del cliente, si bien no se registra importe alguno por este concepto hasta su cobro.

A 31 de diciembre de 2016 no existen compromisos firmes de compra. A 31 de diciembre de 2015 existían compromisos firmes de compra de diferentes solares, documentados en contrato privado de compraventa o de arras, de los cuales 9.333 miles de euros, se han materializado en pagos, registrándose en la rúbrica "Anticipos a proveedores" del epígrafe de existencias del balance de situación consolidado.

El valor de mercado de los terrenos, promociones en curso e inmuebles terminados del Grupo al 31 de diciembre de 2016, sin tener en cuenta las sociedades participadas, calculado en función de las tasaciones realizadas por Knight Frank, realizada de acuerdo con los Estándares de Valoración y Tasación publicados por la Royal Institution of Chartered Surveyors (RICS) de Gran Bretaña, y de acuerdo con los Estándares Internacionales de valoración (IVS) publicados por el Comité Internacional de Estándares de Valoración (IVSC) asciende a 1.000.021 miles de euros (980.732 miles de euros en diciembre de 2015).

En general, el valor de mercado de los activos en existencias del grupo al 31 de diciembre de 2016 presenta plusvalías, si bien, algunos activos, principalmente suelos en desarrollo presentan minusvalías en su valoración en relación con su coste de adquisición. En este sentido y como consecuencia de lo anterior, el Grupo ha registrado provisiones por deterioro netas de 19.467 miles de euros durante el ejercicio 2016 (16.023 miles de euros en el ejercicio terminado a 31 de diciembre de 2015) que se encuentra registrado dentro del epígrafe "Variación de las provisiones de tráfico" de la cuenta de pérdidas y ganancias consolidada adjunta.

En cualquier caso, la situación del mercado residencial en el ejercicio 2017 podría ocasionar diferencias entre el valor de mercado de las existencias del Grupo y el valor de realización efectivo de las mismas que se tratarán de forma prospectiva.

a) Provisión por deterioro

El movimiento de la provisión durante los ejercicios 2016 y 2015 ha sido el siguiente:

	Terrenos y solares	Edificios construidos	Otros	Total
Importe en libros al inicio del ejercicio	(229.460)	(8.959)	(4.048)	(242.467)
Efecto escisión	176.722	8.959	-	185.681
Cargo/(Abono) a resultados:				
- provisiones adicionales reconocidas	(21.279)	(1.066)	-	(22.345)
- importes no usados revertidos	2.877	.	-	2.877
Otros movimientos				
- Aplicación por ventas	5.579	-	-	5.579
Importe en libros al final del ejercicio	(65.561)	(1.066)	(4.048)	(70.675)

8. DEUDORES COMERCIALES Y OTRAS CUENTAS A COBRAR

El epígrafe "Deudores comerciales y otras cuentas por cobrar" incluye los siguientes conceptos:

	Miles de Euros	
	2016	2015
No corriente:		
Inversiones en Empresas Asociadas		
- Créditos a empresas asociadas	90.000	90.000
- Provisiones por deterioro del valor de créditos	(27.417)	(27.417)
Inversiones financieras		
- Créditos a empresas	178	175
- Otros activos financieros	769	747
	63.530	63.505

	Miles de Euros	
	2016	2015
Corriente:		
Inversiones En Empresas Asociadas y vinculadas		
- Créditos a empresas asociadas	10	6
- Otros activos financieros	440	-
Inversiones financieras		
- Otros activos financieros	1.038	1.030
Deudores comerciales y otras cuentas a cobrar:		
- Clientes (a)	16.793	16.238
- Provisión por deterioro de clientes	(3.570)	(3.569)
- Cuentas a cobrar partes vinculadas (b)	-	22.926
- Deudores varios	6.803	276
- Otros créditos con las Administraciones Públicas	2.132	126
	23.646	36.907
	87.176	100.412

- a) El epígrafe "Clientes y efectos comerciales a cobrar" incluye a 31 de diciembre de 2016, 22.814 miles de euros netos asociados a la venta de determinadas parcelas denominadas "Palmas Altas". Dicho importe ha sido ajustado por la compañía a su valor razonable. Dicha venta se irá cobrando en la medida en que se ejecuten las obras de urbanización de dichas parcelas. El beneficio asociado a dicha operación se encuentra diferido (véase Nota 13). A 31 de diciembre de 2016 la sociedad se encuentra en negociaciones con el ayuntamiento para desarrollar el proyecto de urbanización. En caso de que el proyecto no se llegase a materializar, la Sociedad Dominante procedería a registrar de nuevo el activo dando de baja la cuenta por cobrar y el resultado pendiente de registro.
- b) La variación del epígrafe "Cuentas a cobrar a partes vinculadas" se corresponde con el cobro del derecho de crédito frente a Metrovacesa, S.A. que la Sociedad Dominante adquirió como consecuencia de la escisión (véase Nota 1) derivado del resultado neto positivo de aquellos apuntes contables imputados y reconocidos entre el día 20 de agosto de 2015 (fecha de valoración del experto independiente) y el 18 de febrero de 2016 (fecha de otorgamiento de la escritura de escisión) por importe de 22.926 miles de euros. Los Administradores de la Sociedad Dominante consideran que el importe en libros de las cuentas de deudores comerciales y otras cuentas a cobrar se aproxima a su valor razonable.

Al 31 de diciembre de 2016 y 31 de diciembre de 2015 no existen cesiones a entidades financieras de créditos frente a clientes.

9. EFECTIVO Y OTROS ACTIVOS LÍQUIDOS EQUIVALENTES

El epígrafe "Efectivo y otros activos líquidos equivalentes" incluye la tesorería del Grupo. El importe en libros de estos activos se aproxima a su valor razonable.

	Miles de euros	
	2016	2015
Caja	2	-
Cuentas corrientes	32.462	12.197
	32.464	12.197

A 31 de diciembre de 2016 existen restricciones de disponibilidad por importe de 4.649 miles de euros (a 31 de diciembre de 2015 no existían restricciones de disponibilidad).

10. CAPITAL Y RESERVAS

Tal y como se dispone en la nota 1, la Sociedad dominante del Grupo Metrovacesa Suelo y Promoción surge tras la decisión de los accionistas de Metrovacesa, S.A. de reestructurar el Grupo y su negocio, acordando la escisión parcial de la sociedad Metrovacesa, S.A., en virtud del cual se crearon otros dos nuevos grupos, reteniendo Metrovacesa S.A. la actividad de arrendamiento y creando una nueva empresa dedicada a la promoción inmobiliaria (Metrovacesa Suelo y Promoción, S.A.), cuyos inmuebles constituyen una unidad económica independiente.

Como consecuencia de la operación, la participación de los socios es la misma que mantenía inicialmente. En el marco de que la operación se ha realizado entre sociedades bajo control común y teniendo en cuenta que la rama escindida, suelo y promoción, era considerada como una unidad de generadora de efectivo en Metrovacesa, S.A., según las Normas Internacionales de Información Financiera, las cifras que se presenten deben de ser comparativas, incluyendo los valores que este negocio tenía en las cuentas y estados financieros de Metrovacesa, S.A.

A efectos comparativos, las cifras del patrimonio neto incluidas en el balance a 31 de diciembre de 2015, serían las atribuibles al negocio de suelo y promoción que hubiera tenido si la escisión se hubiera realizado con fecha 31 de diciembre de 2015.

a) Capital y prima de emisión

Tras la aportación no dineraria de los activos netos del negocio suelo y promoción el capital social de la Sociedad Dominante, Metrovacesa Suelo y Promoción, S.A. está representado por 3.075.278.154 acciones al portador, de 0,16 euros nominales cada una, totalmente suscritas y desembolsadas a 31 de diciembre de 2016. Estas acciones gozan de iguales derechos políticos y económicos.

La prima de emisión surge como diferencia entre el capital social de Metrovacesa Suelo y Promoción, S.A. (492.045 miles de € a 31 de diciembre de 2016 y 31 de diciembre de 2015), y el valor atribuido al patrimonio escindido (1.039.855 miles de €), que asciende 547.811 miles de euros. La variación de la prima de emisión a 31 de diciembre del 2016 (541.077 miles de euros), y la registrada a 31 de diciembre de 2015 (547.811 miles de euros), se corresponde con el ajuste registrado para ajustar el valor a la fecha real de la escisión.

La prima de emisión se considera de libre disposición.

Los accionistas titulares de participaciones significativas en el capital social de Metrovacesa Suelo y Promoción, S.A., tanto directa como indirecta, superiores al 3% del capital social, al 31 de diciembre de 2016, son los siguientes:

	Acciones			% del Capital
	Directas	Indirectas	Total	
Banco Santander, S.A.	1.614.458.574	546.399.222	2.160.857.796	70,27%
Banco Bilbao Vizcaya Argentaria, S.A.	488.962.080	142.114.953	631.077.033	20,52%
Banco Popular Español, S.A.	160.045.651	121.032.633	281.078.284	9,14%
Resto de accionistas	2.265.041	0	2.265.041	0,07%
Total	2.265.731.346	809.546.808	3.075.278.154	100%

b) Ganancias acumuladas y otras reservas

Las variaciones más significativas reflejadas en el estado total de cambios en el patrimonio neto consolidado correspondiente a los ejercicios 2016 y 2015, al margen de la distribución de pérdidas de la Sociedad Dominante, son las siguientes:

	Reservas en sociedades consolidadas	Resultado del ejercicio	Ganancias acumuladas	Reservas en sociedades puestas en equivalencia
Saldo a 31 de diciembre de 2015	(75.100)	64.143	(10.957)	(2.747)
Saldo a 31 de diciembre de 2016	(10.241)	(20.534)	(30.775)	(3.172)

c) Distribución del resultado

	Miles de Euros	
	2016	2015
Base de reparto		
Pérdidas y ganancias	(20.534)	64.143
	(20.534)	64.143
Aplicación		
Ganancias acumuladas	(20.534)	64.143
	(20.534)	64.143

11. PROVISIONES

a) Provisiones no corrientes

La composición del saldo en las cuentas de provisiones no corrientes en el ejercicio 2015 y primer semestre del ejercicio 2016 es el siguiente:

	Miles de Euros	
	2016	2015
Provisión por garantías (*)	13.350	8.100
Litigios y otras provisiones	17.073	17.374
Provisiones para riesgos	30.423	25.474

(*) Importe correspondiente a provisiones por garantías relativas a determinados recursos de deuda financiera en sociedades participadas por existir riesgo probable de ejecución de dichos recursos.

El epígrafe "Litigios y otras provisiones" recoge principalmente a los siguientes conceptos:

- a) Reclamaciones judiciales por valor de 8.640 miles de euros.

Dichas reclamaciones, aunque en importe pueden ser significativas, son de importes poco relevantes consideradas individualmente. En este sentido el Grupo provisiona los riesgos probables por litigios de acuerdo con la evaluación de los mismos realizada por su área jurídica.

- b) Cuentas a cobrar con sociedades que se encuentran en concurso de acreedores por importe de 8.433 miles de euros.

Los Administradores de las diversas sociedades del Grupo consideran que las provisiones constituidas son adecuadas para hacer frente a los riesgos probables que pudiesen surgir de la resolución de los litigios en curso y no esperan que, en caso de materializarse riesgos por importe superior al provisionado, los pasivos adicionales afectasen de manera significativa a los estados financieros del Grupo.

El movimiento de las provisiones no corrientes durante los ejercicios 2016 y 2015 es el siguiente:

	Garantías	Litigios y otras provisiones	Total
Importe en libros al inicio del ejercicio 2016	8.100	17.374	25.474
Cargo/(Abono) a resultados:			
- provisiones adicionales reconocidas	5.250	2.732	7.982
- importes no usados revertidos	-	(1.805)	(1.805)
Movimientos sin impacto en resultados			
- importes usados durante el ejercicio	-	(1.228)	(1.228)
Importe en libros al final del ejercicio 2016	13.350	17.073	30.423
	Garantías	Litigios y otras provisiones	Total
Importe en libros al inicio del ejercicio 2015	-	19.905	19.905

Cargo/(Abono) a resultados:

- provisiones adicionales reconocidas	8.100	1.435	9.535
- importes no usados revertidos	-	(2.391)	(2.391)

Movimientos sin impacto en resultados

- importes usados durante el ejercicio	-	(1.575)	(1.575)
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Importe en libros al final del ejercicio 2015

8.100	17.374	25.474
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b) Provisiones corrientes

La composición del saldo en la cuenta de provisiones corrientes en los ejercicios 2016 y 2015 es la siguiente:

	Miles de Euros	
	2016	2015
Provisiones corrientes	12.909	12.813
Provisiones corrientes	12.909	12.813

Este capítulo recoge las provisiones dotadas para hacer frente a los costes de liquidación de obra por los contratistas y a los costes de garantías, fundamentalmente, los gastos de postventa, así como el importe correspondiente a otros costes de obra pendientes de incurrir. Se reconocen en la fecha de la venta de los productos pertinentes, según la mejor estimación del gasto realizada por los Administradores de la Sociedad Dominante y por el importe necesario para liquidar el pasivo del Grupo.

El movimiento de las provisiones no corrientes durante los ejercicios 2016 y 2015 es el siguiente:

	Terminación obra y otros	Total
Importe en libros al inicio del ejercicio 2016	12.813	12.813
Cargo/(Abono) a resultados:		
- importes usados durante el ejercicio	96	96
Importe en libros al final del ejercicio 2016	12.909	12.909

	Terminación obra y otros	Total
Importe en libros al inicio del ejercicio 2015	13.655	13.655
Cargo/(Abono) a resultados:		
- importes usados durante el ejercicio	(842)	(842)
Importe en libros al final del ejercicio 2015	12.813	12.813

12. OTROS PASIVOS CORRIENTES Y NO CORRIENTES

En el epígrafe "Acreedores comerciales y otras cuentas a pagar" se recogen, fundamentalmente, los siguientes conceptos:

	Miles de Euros	
	2016	2015
No corriente:		
Deudas		
- Deudas con entidades de crédito	352	389
- Otros pasivos financieros	152	-
Deudas con empresas asociadas y vinculadas		
- Préstamos a empresas	276	276
- Otros pasivos financieros	.	.
Acreedores comerciales y otras cuentas a pagar:		
- Anticipos de clientes	5.001	4.507
	5.781	5.172
Corriente:		
Deudas		
- Deudas con entidades de crédito	2	70
- Otros pasivos financieros	25	11
Deudas con empresas asociadas y vinculadas		
- Préstamos a empresas	34	40
- Otros pasivos financieros	-	29
Acreedores comerciales y otras cuentas a pagar:		
- Proveedores (a)	16.148	6.035
- Personal	173	-
- Otras deudas con las Administraciones Públicas	2.208	3
- Anticipos de clientes	6.289	3.123
	24.699	9.311

Los Administradores consideran que el importe en libros de los acreedores comerciales se aproxima a su valor razonable.

a) Información sobre periodo medio de pago a proveedores Disposición adicional 3ª

	2016
	Días
Periodo medio de pago a proveedores	67
Ratio de operaciones pagadas	74
Ratio de operaciones pendientes de pago	48
	Miles de euros
Total pagos realizados	19.123
Total pagos pendientes	6.694

13. INGRESOS DIFERIDOS

	Miles de euros	
	2016	2015
Ingresos diferidos	8.758	8.758
	8.758	8.758

El epígrafe recoge el margen obtenido en la venta realizada en el ejercicio 2011 de los terrenos de Palmas Altas (Nota 8), ubicados en Sevilla por importe de 8.758 miles de euros en ambos ejercicios. El grupo ha diferido dicho margen, que irá imputándose a resultados a medida que se vaya cobrando el importe de la venta según se vayan ejecutando las obras de urbanización de dichos suelos.

14. ADMINISTRACIONES PÚBLICAS Y SITUACIÓN FISCAL

Los principales saldos deudores y acreedores con las Administraciones Públicas al 31 de diciembre de 2016 son los siguientes:

	Miles de euros			
	31 de diciembre de 2016			
	Activos Fiscales		Pasivos Fiscales	
	No Corrientes	Corrientes	No Corrientes	Corrientes
Hacienda pública por IVA	-	2.358	-	1.839
Impuestos diferidos de activo	39.189	-	-	-
Hacienda pública acreedora por IRPF	-	-	-	123
Organismos de la Seguridad Social acreedores	-	-	-	66
Impuestos diferidos de pasivo	-	-	987	-
	39.189	2.358	987	2.028

Activos y pasivos por impuestos diferidos

Con ocasión de cada cierre contable, se revisan los impuestos diferidos registrados (tanto activos como pasivos) con objeto de comprobar que se mantienen vigentes, efectuándose las oportunas correcciones a los mismos de acuerdo con los resultados de análisis realizados.

	2016	2015
Activos por impuestos diferidos	39.189	39.839
Pasivos por impuestos diferidos	(987)	(987)
	38.201	38.852

Los movimientos habidos durante el ejercicio en los activos y pasivos por impuestos diferidos, sin tener en cuenta la compensación de saldos referidos a la misma autoridad fiscal, han sido los siguientes:

Activos por impuestos diferidos	Pérdidas fiscales	Diferencias Temporarias	Total
Al 1 de enero de 2015	28.049	16.483	44.532
(Cargo) / abono en cuenta de resultados por conceptos no generados en el año	(4.693)	-	(4.693)
Al 31 de diciembre de 2015	23.356	16.483	39.839

Activos por impuestos diferidos	Pérdidas fiscales	Diferencias Temporarias	Total
Al 1 de enero de 2016	23.356	16.483	39.839
(Cargo) / abono en cuenta de resultados por conceptos generados en el año	-	(650)	(650)
Al 31 de diciembre de 2016	23.356	15.833	39.189

Las diferencias temporarias corresponden principalmente a la activación de los gastos financieros no deducibles por importe de 7.434 miles de euros y las diferencias generadas por diversas provisiones.

De acuerdo con la Ley del Impuesto sobre Sociedades, la compensación se realizará al tiempo de formular la declaración del Impuesto sobre Sociedades, sin perjuicio de las facultades de comprobación que correspondan a las autoridades fiscales. A 31 de diciembre de 2016 el Grupo dispone de las siguientes bases imponibles negativas a compensar contra eventuales beneficios fiscales futuros:

	Reconocidas	No reconocidas
2007 y ants	-	1.981
2008	-	-
2009	16.232	32.174
2010	57.651	8.984
2011	20.308	34.731
2012	-	9.837
TOTAL	94.191	87.707

El Grupo Metrovacesa ha elaborado un plan de negocio incluyendo hipótesis a futuro que permiten concluir que los créditos fiscales del Grupo se recuperan en un horizonte temporal más cercano que el límite que expone el BOICAC 80 en relación al registro de los créditos fiscales.

Los pasivos por impuesto diferido no han tenido movimiento durante el ejercicio 2016.

Gasto por impuesto sobre las ganancias

Los impuestos devengados sobre los resultados de los periodos intermedios se calculan en función del tipo impositivo que resultaría aplicable al resultado anual total previsto.

La conciliación del resultado contable antes de impuestos y el gasto por impuesto sobre las ganancias durante los ejercicios 2016 y 2015 es la siguiente:

	Miles de euros	
	2016	2015
Resultado contable antes de impuestos	(19.688)	60.956
Diferencias permanentes	(3.034)	(56.167)
Diferencias temporales	2.600	-
Base imponible	(20.122)	4.789
Compensación Bases Imponibles negativas no registradas	-	(1.314)
Base Imponible ajustada	(20.122)	3.475
Cuota	-	973
Deducciones	-	-
Ajuste tipo impositivo	-	-
Variación de impuestos diferidos	(650)	-
(Gasto)/Ingreso por impuesto de sociedades	(650)	(973)

La legislación vigente establece que los impuestos no pueden considerarse definitivamente liquidados hasta que las declaraciones presentadas hayan sido inspeccionadas por las autoridades fiscales, o haya transcurrido el plazo de prescripción de cuatro años. Al 31 de diciembre 2016, las sociedades que forman el Grupo tienen pendientes de inspección por las autoridades fiscales todos los impuestos que les son aplicables desde el 1 de enero de 2012.

Los Administradores de la Sociedad Dominante no esperan que se devenguen pasivos adicionales de consideración para las mismas como consecuencia de una eventual inspección.

15. INGRESOS Y GASTOS

a) Importe neto de la cifra de negocios

El detalle del importe neto de la cifra de negocios correspondiente a las actividades ordinarias de la Sociedad es el siguiente:

	<u>2016</u>	<u>2015</u>
Venta de existencias	12.024	35.755
Prestación de servicios	6.040	283
Otros	2.956	-
	<u>21.020</u>	<u>36.038</u>

Todas las ventas del ejercicio se han producido a territorio nacional.

b) Coste de ventas

	<u>2016</u>	<u>2015</u>
Variación de existencias	(11.095)	(27.182)
Gastos por servicios a refacturar	(5.140)	(262)
Otros	(177)	-
	<u>(16.412)</u>	<u>(27.444)</u>

c) Gastos de personal

	<u>2016</u>	<u>2015</u>
Sueldos, salarios y asimilados	(2.725)	(2.236)
Cargas sociales:	-	-
Seguridad Social a cargo de la empresa	(493)	(442)
Aportaciones y dotaciones para pensiones	(62)	(57)
Otras cargas sociales	(86)	(53)
	<u>(3.366)</u>	<u>(2.788)</u>

El número medio de empleados en el curso del ejercicio distribuido por categorías es el siguiente:

	2016		
	Hombres	Mujeres	Total
Directivos	3	6	9
Jefes y técnicos	7	1	8
Administrativos y comerciales	20	4	24
	30	11	41

	2015		
	Hombres	Mujeres	Total
Directivos	6	-	6
Jefes y técnicos	1	3	4
Administrativos y comerciales	25	5	30
	32	8	40

16. GARANTÍAS COMPROMETIDAS CON TERCEROS Y OTROS PASIVOS CONTINGENTES

Al 31 de diciembre de 2016 y 2015, el Grupo tiene concedidos ante terceros los siguientes avales y garantías:

	Miles de Euros	
	31.12.2016	31.12.2015
Por cantidades entregadas a cuenta por clientes	3.399	3.816
Por obligaciones pendientes en terrenos y urbanizaciones	7.769	7.630
Total	11.168	11.446

Los Administradores de las sociedades del Grupo no esperan que se devenguen pasivos adicionales para las mismas en relación con los mencionados avales.

El importe de las obligaciones pendientes en terrenos y urbanizaciones incluye garantías otorgadas por empresas vinculadas por importe de 3.312 miles de euros a 31 de diciembre de 2016 y 3.169 miles de euros a 31 de diciembre de 2015.

17. COMPROMISOS

a) Compromisos por arrendamiento operativo (cuando la sociedad es arrendataria)

El importe que el Grupo ha incurrido en el ejercicio 2016 en arrendamientos y gastos comunes para inmuebles y otros equipamientos en relación con sus actividades asciende a 117 miles de euros.

Se trata del contrato de alquiler de las oficinas que el Grupo tiene en Madrid en la calle Quintanavides 13; el cual vence en abril del ejercicio 2017, y que es renovable a su vencimiento en condiciones de mercado.

Los pagos mínimos totales futuros por rentas correspondientes a arrendamientos operativos no cancelables son los siguientes:

	Miles de euros	
	2016	2015
Menos de un año	189	85
Entre uno y cinco años	-	-
Más de cinco años	-	-
	189	85

18. OPERACIONES CON PARTES VINCULADAS

Se consideran "partes vinculadas" al Grupo, adicionalmente a las entidades dependientes, asociadas y multigrupo, el "personal clave" de la Dirección de la Sociedad (miembros de su Consejo de Administración y los Directores, junto a sus familiares cercanos), así como las entidades sobre las que el personal clave de la Dirección pueda ejercer una influencia significativa o tener su control.

A continuación, se indican las transacciones realizadas por el Grupo, durante los ejercicios 2016 y 2015, con las partes vinculadas a éste, distinguiendo entre accionistas significativos, miembros del Consejo de Administración y Directores de la Sociedad y otras partes vinculadas. Las condiciones de las transacciones con las partes vinculadas son equivalentes a las que se dan en transacciones hechas en condiciones de mercado y se han imputado las correspondientes retribuciones en especie.

	Miles de Euros			
	31 de diciembre de 2016			
	Accionistas significativos	Administradores y Directivos	Personas, Sociedades, Entidades del Grupo	Total
Gastos:				
Gastos financieros Arrendamientos	-	-	-	-
Recepción de servicios (a) Otros gastos			2.496	2.496
Ingresos:				
Prestación de servicios (b)			143	143

- (a) Incluye los servicios prestados por Metrovacesa, S.A. en relación a un contrato de gestión corporativa, tecnología, así como otros servicios.
- (b) Servicios prestados por la Sociedad a Metrovacesa, S.A. en relación a actividades de comercialización, gestión de suelos y otros servicios.

	Miles de Euros			
	31 de diciembre de 2015			
	Accionistas significativos	Administradores y Directivos	Personas, Sociedades, Entidades del Grupo	Total
Gastos:				
Gastos financieros por arrendamientos	-	-	-	-
Recepción de servicios y otros gastos	-	-	105	105
Ingresos:				
Prestación de servicios	-	-	-	-

	Miles de Euros			
	31 de diciembre de 2016			
	Accionistas Significativos	Administradores y Directivos	Personas, Sociedades o Entidades del Grupo (c)	Total
Otras Transacciones				
Acuerdos de financiación: créditos y aportaciones de capital (prestamista) (a)	3.796			3.796
Garantías y avales recibidos (b)	3.312			3.312

	Miles de Euros			
	31 de diciembre de 2015			
	Accionistas Significativos	Administradores y Directivos	Personas, Sociedades o Entidades del Grupo (c)	Total
Otras Transacciones				
Garantías y avales recibidos (b)	3.169			3.169

- (a) Riesgo disponible con Banco Santander por financiaciones concedidas para desarrollos de proyectos inmobiliarios.
- (b) Avales prestados por entidades bancarias accionistas

19. INFORMACIÓN LEGAL RELATIVA AL CONSEJO DE ADMINISTRACIÓN

a) Retribución y otras prestaciones al Consejo de Administración

A continuación, se incluye un resumen de los datos más significativos de las remuneraciones y prestaciones correspondientes a los ejercicios 2016 y 2015:

	Miles de Euros	
	2016	2015
Miembros del Consejo de Administración:		
Concepto retributivo-		
Retribución fija y variable	173	-
Retribución en especie	-	-
Dietas	-	-
Indemnizaciones	-	-
Atenciones estatutarias	-	-
Otros beneficios- del Consejo de Administración		
Primas de seguros de vida	9	-
Fondos y planes de pensiones	1	-
Directivos:		
Total remuneraciones recibidas por los Directivos (*)	370	228

(*) Los datos no incluyen Plan Pensiones ni Seguro de Vida. Con estos conceptos el importe ascendería a 9 miles de euros.

b) Situaciones de conflictos de interés de los administradores

En el deber de evitar situaciones de conflicto con el interés de la Sociedad, durante el ejercicio los administradores que han ocupado cargos en el Consejo de Administración han cumplido con las obligaciones previstas en el artículo 228 del texto refundido de la Ley de Sociedades de Capital. Asimismo, tanto ellos como las personas a ellos vinculadas, se han abstenido de incurrir en los supuestos de conflicto de interés previstos en el artículo 229 de dicha ley, excepto en los casos en que haya sido obtenida la correspondiente autorización.

Es política común de los miembros del Consejo abstenerse en reuniones del Consejo de Administración o comisiones delegadas con relación a operaciones y/o acuerdos donde pudieran haber incompatibilidades, en los términos que aparecen reflejados en las actas del ejercicio 2016, sin que afecte dicho hecho en ningún caso a las manifestaciones incluidas en el artículo 229 de supuestos de conflicto de interés.

20. HECHOS POSTERIORES AL CIERRE

Entre la fecha de cierre del ejercicio y la de formulación de las cuentas anuales de la Sociedad, no se han puesto de manifiesto circunstancias significativas que hayan supuesto la inclusión de ajustes o cambios en las cuentas anuales, ni que afecten a la aplicación del principio de empresa en funcionamiento.

21. HONORARIOS DE AUDITORES DE CUENTAS

Los honorarios devengados durante el ejercicio por PricewaterhouseCoopers Auditores, S.L. por los servicios de auditoría de cuentas ascendieron a 90 miles de euros. No se han devengado honorarios durante el ejercicio 2016 por otras sociedades de la red PwC como consecuencia de servicios de asesoramiento fiscal, otros servicios de verificación y otros servicios prestados a la Sociedad.

Informe de Gestión Consolidado del ejercicio 2016

1. Aspectos significativos del periodo

En Junta General de Accionistas de fecha 11 de enero de 2016 se aprobó la escisión parcial de Metrovacesa, S.A., sin que se produjera la extinción de ésta, consistente en la escisión del patrimonio perteneciente a su negocio de suelo y promoción inmobiliaria, constituyendo una unidad económica independiente a favor de la nueva sociedad "Metrovacesa Suelo y Promoción, S.A.", la cual se encuentra participada al 100% por los accionistas de Metrovacesa, S.A. en la misma proporción que éstos tenían en el momento de ejecución de la escisión.

Como resultado de dicha Escisión, Metrovacesa Suelo y Promoción, S.A. y sus Sociedades Dependientes (en adelante el Grupo) es un grupo que adquirió en bloque y por sucesión universal, el patrimonio perteneciente a la Rama de Actividad de Suelo y Promoción de la sociedad Metrovacesa, S.A.

De los resultados correspondientes al periodo anual terminado el 31 de diciembre de 2016 destacan los siguientes hechos:

Durante el ejercicio 2016, las ventas han ascendido a 21 millones de euros principalmente por la contribución a la cifra de ventas de los ingresos ventas de promociones inmobiliarias (9,4 millones de euros) y las prestaciones de servicios a terceros (8,9 millones de euros).

El margen bruto de la compañía, entendido como la diferencia entre el importe de las ventas y el coste de las mismas, asciende a 4,6 millones de euros.

Los gastos de estructura se sitúan en 7 millones de euros e incluyen gastos de personal por importe de 3,7 millones de euros.

2. Factores de riesgo

Según se indica en la Nota 3 de las notas explicativas adjuntas, como consecuencia de las actividades que el Grupo desarrolla, existen riesgos inherentes al entorno, marco regulatorio y de las operaciones que deben ser identificados y controlados mediante los sistemas de gestión de riesgos establecidos por el Grupo.

El Grupo cuenta con una Política de Control y Gestión de Riesgos que establece los principios de actuación para que los riesgos relevantes a los que se enfrenta Metrovacesa, Suelo y Promoción S.A. y su Grupo estén en todo momento identificados, medidos, comunicados y, en la medida de lo posible, controlados.

3. Información sobre vinculadas

En la Nota 18 de las notas explicativas adjuntas se detallan las operaciones realizadas con partes vinculadas.

Gran parte de las mismas proceden de los acuerdos de financiación y sus correspondientes gastos financieros con las entidades financieras que componen el accionariado de la Sociedad Dominante, así como de operaciones financieras con otras sociedades del grupo.

4. Hechos posteriores

No se han producido acontecimientos posteriores al cierre del ejercicio que pudieran tener un impacto significativo en los presentes estados financieros, adicionales a los ya comentados en las notas de la Memoria.

5. Perspectivas

La demanda residencial continuará creciendo impulsada por la mejora en el empleo, los reducidos costes de financiación y el mayor atractivo de la vivienda como inversión. Nos encontramos ante un escenario de crecimiento de las ventas de vivienda, que se verán impulsadas por los siguientes factores:

- 1) Ciclo expansivo y mejora del empleo
- 2) Costes de financiación reducidos
- 3) Rentabilidad frente a inversiones alternativas.
- 4) Tendencia "cultural" a la compra

La posición de tesorería disponible del Grupo al 31 de diciembre de 2016 asciende a 27,8 millones de euros. Esta liquidez, junto al control de los gastos que el Grupo está realizando y la generación de caja procedente de la promoción y venta de las promociones residenciales del Grupo hacen que las Administraciones de la Sociedad Dominante confíen en que se dispondrán de suficientes recursos para hacer frente a las necesidades de caja.

6. Adquisición de acciones propias

La Sociedad Dominante no ha realizado operación alguna con acciones propias y, al cierre del ejercicio de doce meses terminado a 31 de diciembre de 2016 y con posterioridad al mismo, carecía y carece de autocartera.

7. Investigación y Desarrollo

No se han realizado durante el ejercicio 2016 inversiones significativas en investigación y desarrollo, debido a las características propias de la actividad del Grupo.



ANEXO I

SOCIEDADES DEPENDIENTES

Nombre	Domicilio social	Actividad	Participación Neta en la sociedad titular				Sociedad del Grupo titular
			2016	2015 (%)	2016 (miles €)	2015 (miles €)	
Inmobiliaria Das Avenidas Novas, S.A.	Portugal	Promoción y Desarrollo inmobiliario	100%	100%	2.996	2.950	Metrovacesa Suelo y Promoción, S.A.
Promociones Vallebramen, S.L.	España	Promoción y Desarrollo inmobiliario	100%	100%	-	-	Metrovacesa Suelo y Promoción, S.A.
Atlantys Espacios Comerciales, S.L.	España	Promoción y Desarrollo inmobiliario	100%	100%	24.292	24.292	Metrovacesa Suelo y Promoción, S.A.
Habitatrix, S.L.	España	Promoción y Desarrollo inmobiliario	100%	100%	-	-	Metrovacesa Suelo y Promoción, S.A.
Fuencarral Agrupanorte, S.L. (ANTES ALQ.13)	España	Promoción y Desarrollo inmobiliario	100%	100%	100.691	89.465	Metrovacesa Suelo y Promoción, S.A.
Metrovacesa Inmuebles y Promociones, SL	España	Promoción y Desarrollo inmobiliario	100%	100%	32.119	32.119	Metrovacesa Suelo y Promoción, S.A.
					160.295	148.826	

SOCIEDADES ASOCIADAS

Nombre	Domicilio social	Actividad	Participación Neta en la sociedad titular				Sociedad del Grupo titular
			2016 (%)	2015 (%)	2016 (miles €)	2015 (miles €)	
Urbanizadora Valdepolo I, S.A.	España	Promoción y Desarrollo inmobiliario	50%	50%	-	-	Metrovacesa Suelo y Promoción, S.A.
Urbanizadora Valdepolo II, S.A.	España	Promoción y Desarrollo inmobiliario	50%	50%	-	-	Metrovacesa Suelo y Promoción, S.A.
Urbanizadora Valdepolo III, S.A.	España	Promoción y Desarrollo inmobiliario	50%	50%	-	-	Metrovacesa Suelo y Promoción, S.A.
Urbanizadora Valdepolo IV, S.A.	España	Promoción y Desarrollo inmobiliario	50%	50%	-	-	Metrovacesa Suelo y Promoción, S.A.
Asturcontinental de Edificaciones, S.L.	España	Promoción y Desarrollo inmobiliario	-	45%	-	104	Metrovacesa Suelo y Promoción, S.A.
L'Esplay Valencia, S.L.	España	Promoción y Desarrollo inmobiliario	37%	37%	117	224	Metrovacesa Suelo y Promoción, S.A.
					117	328	

ANEXO II

Información financiera resumida 2015

	Urbanizadora Valdepolo I, S.A.	Urbanizadora Valdepolo II, S.A.	Urbanizadora Valdepolo III, S.A.	Urbanizadora Valdepolo IV, S.A.	Asturcontinental de Edificaciones, S.L.	L'Esplay Valencia, S.L.
Activos Corrientes	22.957	22.961	22.962	22.960	2.024	322
Pasivos corrientes	(8)	(8)	(7)	(8)	2.387	(8)
Activos netos corrientes	22.949	22.953	22.955	22.952	4.410	314
Activos no Corrientes	882	881	881	881	10	-
Pasivos no corrientes	(24.750)	(24.750)	(24.750)	(24.750)	-	-
Activos netos corrientes	(23.868)	(23.869)	(23.869)	(23.869)	10	-
Ingresos ordinarios	(5)	(5)	(5)	(5)	-	1.000
Beneficio del ejercicio	(16)	(16)	(16)	(16)	(1.012)	1.000

Información financiera resumida 2016

Activos Corrientes	22.952	22.955	22.944	22.956	-	321.421
Pasivos corrientes	(4)	(4)	(4)	(4)	-	(8.035)
Activos netos corrientes	22.948	22.951	22.940	22.952	-	313.387
Activos no Corrientes	882	881	881	881	-	-
Pasivos no corrientes	(24.750)	(24.750)	(24.750)	(24.750)	-	-
Activos netos corrientes	(23.868)	(23.869)	(23.869)	(23.869)	-	-
Ingresos ordinarios	(5)	(5)	(5)	(5)	-	-
Beneficio del ejercicio	1	2	14	1	-	(176)

(*) Últimos estados financieros disponibles noviembre 2016

Metrovacesa Suelo y Promoción, S.A. y Sociedades Dependientes

Las cuentas anuales consolidadas e informe de gestión correspondientes al ejercicio 2016 de Metrovacesa Suelo y Promoción, S.A. y Sociedades Dependientes, integradas por el balance de situación consolidado al 31 de diciembre de 2016, la cuenta de pérdidas y ganancias consolidada, el estado de cambios en el patrimonio neto consolidado y el estado de flujos de efectivo consolidado, así como las notas explicativas, correspondientes al ejercicio 2016 en dicha fecha, han sido formulados por el Consejo de Administración de Metrovacesa Suelo y Promoción, S.A. en su reunión del día 28 de febrero de 2017. Las cuentas anuales individuales corresponden al ejercicio 2016, firmando en la última hoja todos los Consejeros.

Madrid, 28 de febrero de 2017

Fdo. D. Ignacio Moreno Martínez

VºBº D. Lucas Osorio Iturmendi

Presidente del Consejo de Administración

Secretario del Consejo de Administración

Fdo. D. José María Fernández Conquero
Vocal

Fdo. D. Jorge Pérez de Leza Eguiguren
Vocal

Fdo. D. Agustín Vidal-Aragón de Olives
Vocal

Fdo. D. Javier García-Carranza Benjumea
Vocal

Fdo. Dña. Francisca Ortega Hernández-Agero
Vocal

Fdo. D. Juan Maximiliano de Ortueta Monfort
Vocal

Fdo. D. Ignacio Ruiz de Alda Moreno
Vocal

Altamira Santander Real Estata, S.A.,
representada por D. Carlos Doussinague
Méndez de Lugo
Vocal

**METROVACESA, S.A.
Y SOCIEDADES DEPENDIENTES
(ANTERIORMENTE DENOMINADA
METROVACESA SUELO Y PROMOCIÓN, S.A.)**

Informe de Auditoría independiente,
Estados financieros intermedios consolidados
e Informe de gestión intermedio consolidado
correspondiente al periodo de nueve meses
finalizado el 30 de septiembre de 2017



Informe de auditoría de estados financieros intermedios consolidados emitido por un auditor independiente

A los accionistas de Metrovacesa, S.A. (anteriormente denominada Metrovacesa Suelo y Promoción, S.A.), por encargo de la Dirección:

Opinión

Hemos auditado los estados financieros intermedios consolidados de Metrovacesa Suelo y Promoción, S.A. y sus sociedades dependientes (el Grupo), que comprenden el balance intermedio consolidado a 30 de septiembre de 2017, el estado de resultados, el estado del resultado global, el estado de cambios en el patrimonio neto, el estado de flujos de efectivo y las notas explicativas, todos ellos consolidados, correspondientes al periodo de nueve meses finalizado el 30 de septiembre de 2017.

En nuestra opinión, los estados financieros intermedios consolidados adjuntos expresan, en todos los aspectos significativos, la imagen fiel del patrimonio y de la situación financiera del Grupo a 30 de septiembre de 2017, así como de sus resultados y flujos de efectivo, todos ellos consolidados, correspondientes al periodo de nueve meses terminado en dicha fecha, de acuerdo con los requerimientos establecidos en la Norma Internacional de Contabilidad (NIC) 34, Información Financiera Intermedia, adoptada por la Unión Europea, para la formulación de estados financieros intermedios completos, y demás disposiciones del marco normativo de información financiera que resulta de aplicación en España.

Fundamento de la opinión

Hemos llevado a cabo nuestra auditoría de conformidad con la normativa reguladora de la actividad de auditoría de cuentas vigente en España. Nuestras responsabilidades de acuerdo con dichas normas se describen más adelante en la sección *Responsabilidades del auditor en relación con la auditoría de los estados financieros intermedios consolidados* de nuestro informe.

Somos independientes del Grupo de conformidad con los requerimientos de ética, incluidos los de independencia, que son aplicables a nuestra auditoría de los estados financieros intermedios consolidados en España, según lo exigido por la normativa reguladora de la actividad de auditoría de cuentas. En este sentido, no hemos prestado servicios distintos a los de la auditoría de estados financieros ni han concurrido situaciones o circunstancias que, de acuerdo con lo establecido en la citada normativa reguladora, hayan afectado a la necesaria independencia de modo que se haya visto comprometida.

Consideramos que la evidencia de auditoría que hemos obtenido proporciona una base suficiente y adecuada para nuestra opinión.

Aspectos más relevantes de la auditoría

Los aspectos más relevantes de la auditoría son aquellos que, según nuestro juicio profesional, han sido considerados como los riesgos de incorrección material más significativos en nuestra auditoría de los estados financieros intermedios consolidados del periodo actual. Estos riesgos han sido tratados en el contexto de nuestra auditoría de los estados financieros intermedios consolidados en su conjunto, y en la formación de nuestra opinión sobre éstos, y no expresamos una opinión por separado sobre esos riesgos.

Aspectos más relevantes de la auditoría**Modo en el que se han tratado en la auditoría**

Valoración a 30 de septiembre de las existencias

Bajo el epígrafe de existencias el Grupo tiene registrados terrenos y solares, promociones en curso y terminadas distribuidas por todo el territorio nacional por importe de 1.629.760 miles de euros.

El Grupo valora sus existencias al menor de, su coste, calculado éste tal y como se dispone en la nota 2.8.b, y el valor neto de realización a partir del valor razonable de las existencias, dotando, en su caso, la provisión por depreciación correspondiente, tal y como se dispone en la nota 9.

El valor razonable de las existencias del Grupo es calculado en función de las valoraciones realizadas por los expertos independientes no vinculados al Grupo, que son realizadas de acuerdo con los Estándares de Valoración y Tasación publicados por la Royal Institute of Chartered Surveyors (RICS) de Gran Bretaña, y de acuerdo con los Estándares Internacionales de Valoración (IVS) publicados por el Comité Internacional de Estándares de Valoración (IVSC). (véase nota 2.2).

En base a este criterio, a 30 de septiembre de 2017, el Grupo ha registrado un deterioro neto en el estado de resultados intermedio consolidado de 95 millones de euros recogidos bajo el epígrafe "Variaciones de provisiones de tráfico", notas 9 y 17.

El grado de incertidumbre de las hipótesis usadas para el cálculo de dicho valor de mercado y el grado de estimación existente en los métodos de valoración aplicados, fundamentalmente el método residual dinámico, utilizando a modo de contraste el método de comparación o de descuento de flujo de caja, hace que la valoración de las existencias sea considerada como un aspecto más relevante de la auditoría.

Hemos evaluado los procedimientos de control interno que la Sociedad tiene establecidos en el proceso de valoración de sus existencias.

Adicionalmente, hemos obtenido la valoración de las existencias realizada por los expertos independientes de la dirección sobre la que hemos realizado, entre otros, los siguientes procedimientos:

- Comprobación de la competencia, capacidad e independencia del experto, mediante la obtención de una confirmación al efecto y la constatación de su reconocido prestigio en el mercado, así como discusión de los principales aspectos de la valoración mediante reuniones con los diferentes expertos.
- Comprobación de que las valoraciones se han realizado conforme a la metodología RICS y pueden ser usadas a efectos de valoración de las existencias en los estados financieros intermedios consolidados.
- Realización de pruebas selectivas para contrastar los datos más relevantes utilizados en las valoraciones.
- Comprobación de la adecuación del método y las hipótesis utilizadas teniendo en cuenta las condiciones del mercado, contando para ello con nuestros expertos internos en valoración.
- Hemos realizado para una muestra, que incluye aquellos supuestos especiales de valoración, una valoración de contraste utilizando la información disponible de mercado.
- Adicionalmente, evaluamos la suficiencia de la información revelada en los estados financieros intermedios consolidados de Metrovacesa Suelo y Promoción, S.A y sociedades dependientes sobre esta materia.

Como consecuencia de los procedimientos realizados, consideramos que el ejercicio de valoración de las existencias realizado por la Dirección presenta unos valores registrados en el epígrafe dentro de un rango razonable respecto a las condiciones del mercado en la fecha a la que se refiere.

Aspectos más relevantes de la auditoría**Modo en el que se han tratado en la auditoría***Valoración a 30 de septiembre de las inversiones inmobiliarias*

Las inversiones inmobiliarias constituyen un 13% de los activos del Grupo. El Grupo, según se describe en la Nota 2.8.a) aplica el modelo de valor razonable de acuerdo con la NIC 40, registrando el cambio de valor de las mismas en el estado de resultados intermedio consolidado.

En base a este criterio, a 30 de septiembre de 2017, el Grupo ha registrado unas pérdidas netas por variación del valor razonable de la cartera, que asciende a 1,5 millones de euros, según lo descrito en la Nota 6.

El Grupo registra el valor de mercado de las inversiones inmobiliarias basándose en las valoraciones realizadas por expertos independientes, conforme a la metodología descrita en las notas 2.2, 2.8.a) y 6 de los estados financieros intermedios consolidados adjuntos.

El grado de incertidumbre de las hipótesis usadas para el cálculo de dicho valor de mercado, y el grado de estimación existente en los métodos de valoración aplicados, hace que la valoración de las inversiones inmobiliarias sea considerada como un aspecto más relevante de la auditoría.

Hemos evaluado los procedimientos de control interno que la Sociedad tiene establecidos en el proceso de valoración de sus inversiones inmobiliarias.

Adicionalmente, hemos obtenido la valoración de las inversiones inmobiliarias realizada por los expertos independientes de la dirección sobre la que hemos realizado, entre otros, los siguientes procedimientos:

- Comprobación de la competencia, capacidad e independencia del experto mediante la obtención de una confirmación y la constatación de su reconocido prestigio en el mercado, así como discusión de los principales aspectos de la valoración mediante reuniones con los diferentes expertos.
- Comprobación de que las valoraciones se han realizado conforme a la metodología RICS y pueden ser usadas a efectos de valoración de las inversiones inmobiliarias para los estados financieros intermedios consolidados.
- Realización de pruebas selectivas para contrastar los datos más relevantes utilizados en las valoraciones.
- Comprobación de la adecuación del método y las hipótesis utilizadas teniendo en cuenta las condiciones del mercado, contando para ello con nuestros expertos internos en valoración.
- Hemos realizado para una muestra una valoración de contraste utilizando la información disponible de mercado.
- Adicionalmente, evaluamos la suficiencia de la información revelada en los estados financieros intermedios consolidados de Metrovacesa Suelo y Promoción, S.A y sociedades dependientes sobre esta materia.

Como consecuencia de los procedimientos realizados, consideramos que el ejercicio de valoración de las inversiones inmobiliarias realizado por la Dirección se encuentra en un rango razonable respecto a las condiciones del mercado en la fecha a la que se refiere.

Aspectos más relevantes de la auditoría**Modo en el que se han tratado en la auditoría***Activos provenientes de una aportación no dineraria de sus accionistas*

Según lo descrito en la Nota 1.c.1), la Junta General de Accionistas de Metrovacesa Suelo y Promoción, S.A. acordó una ampliación de capital no dineraria, mediante la aportación de activos inmobiliarios de los accionistas mayoritarios, por valor de 1.097.324 miles de euros.

Los activos aportados no fueron considerados por la Dirección como constituyentes de un negocio. Dichos activos se contabilizaron en el momento de la transacción a su valor razonable.

En el momento de la contabilización de la operación el Grupo analizó de forma individualizada la clasificación de los suelos, obras en construcción y activos en explotación aportados clasificando como existencias aquellos activos que serán desarrollados y promocionados o vendidos en el curso ordinario de sus actividades de negocio, considerado el plan de negocios quinquenal aprobado, y bajo el epígrafe de inversiones inmobiliarias aquellos activos destinados a la explotación (mediante su arrendamiento) o terrenos cuyo uso no ha sido determinado.

La importancia de determinar si los activos recibidos constituyen o no un negocio, y su clasificación como existencias o inversiones inmobiliarias (véase nota 2.2), radica en las implicaciones contables de este hecho, concretamente en el registro y valoración inicial de los mismos y su efecto en la valoración posterior, en función de la norma contable de aplicación (NIC 2 Existencias o NIC 40 Inversiones Inmobiliarias, respectivamente).

A los efectos de evaluar el tratamiento contable de los activos recibidos con motivo de la aportación no dineraria hemos realizado, entre otros, los siguientes procedimientos:

Hemos obtenido por parte de la Dirección las escrituras de la aportación no dineraria de la Sociedad, así como el informe del experto independiente y del valorador designado para la determinación del valor razonable de los activos y hemos analizado los mismos a través de reuniones con la Dirección y con el valorador independiente.

Se ha evaluado el análisis de la Dirección respecto a que esta aportación de activos no cumple con la definición de negocio establecida en la guía de aplicación de la NIIF 3 Combinaciones de Negocios, párrafo B7.

Hemos obtenido un entendimiento de los suelos a desarrollar según el plan de negocios aprobado por el Consejo de Administración. A partir de ello, hemos evaluado la clasificación de los activos como existencias o inversiones inmobiliarias y hemos comprobado, sobre una base muestral, la coherencia de los valores, proyecciones y tiempo de desarrollo con las principales hipótesis de las valoraciones de los activos inmobiliarios cuya promoción o venta son la base del plan de negocio.

Hemos realizado procedimientos sobre la valoración del experto, designado por los accionistas, encargado de la valoración de los activos aportados, comprobando la competencia, capacidad e independencia del experto, la constatación de su reconocido prestigio en el mercado y de los principales aspectos de la valoración mediante reuniones con el experto y la Sociedad dominante para evaluar la razonabilidad del ejercicio de valoración efectuado.

Como consecuencia de los procedimientos realizados consideramos que, tanto la calificación de la transacción por la Dirección de la Sociedad dominante como adquisición de un conjunto de activos, como la clasificación de los activos aportados en existencias o inversiones inmobiliarias, son razonables en el contexto de la transacción y del plan de negocios aprobado.



Otra información: Informe de gestión intermedio consolidado

La otra información comprende exclusivamente el informe de gestión intermedio consolidado correspondiente al periodo de nueve meses finalizado el 30 de septiembre de 2017, cuya elaboración es responsabilidad de los administradores de la Sociedad dominante y no forma parte integrante de los estados financieros intermedios consolidados.

Nuestra opinión de auditoría sobre los estados financieros intermedios consolidados no cubre el informe de gestión intermedio consolidado. Nuestra responsabilidad sobre el informe de gestión intermedio consolidado, de conformidad con lo exigido por la normativa reguladora de la actividad de auditoría de cuentas, consiste en evaluar e informar sobre la concordancia del informe de gestión intermedio consolidado con los estados, a partir del conocimiento del Grupo obtenido en la realización de la auditoría de los citados estados financieros consolidados y sin incluir información distinta de la obtenida como evidencia durante la misma. Asimismo, nuestra responsabilidad consiste en evaluar e informar de si el contenido y presentación del informe de gestión intermedio consolidado son conformes a la normativa que resulta de aplicación. Si, basándonos en el trabajo que hemos realizado, concluimos que existen incorrecciones materiales, estamos obligados a informar de ello.

Sobre la base del trabajo realizado, según lo descrito en el párrafo anterior, la información que contiene el informe de gestión intermedio consolidado concuerda con los estados financieros intermedios consolidados del periodo de nueve meses terminado el 30 de septiembre de 2017 y su contenido y presentación son conformes a la normativa que resulta de aplicación.

Responsabilidad de los administradores y de la comisión de auditoría en relación con los estados financieros intermedios consolidados

Los administradores de Metrovacesa S.A. son responsables de la elaboración de los estados financieros intermedios adjuntos, de forma que expresen la imagen fiel del patrimonio, de la situación financiera y de los resultados del Grupo, de acuerdo con los requerimientos establecidos en la Norma Internacional de Contabilidad (NIC) 34, Información Financiera Intermedia, adoptada por la Unión Europea, para la preparación de información intermedia completa, y demás disposiciones del marco normativo de información financiera aplicable al Grupo en España, y del control interno que consideren necesario para permitir la preparación de los estados financieros intermedios consolidados libres de incorrección material, debida a fraude o error.

En la preparación de los estados financieros intermedios consolidados, los administradores de la Sociedad dominante son responsables de la valoración de la capacidad del Grupo para continuar como empresa en funcionamiento, revelando, según corresponda, las cuestiones relacionadas con empresa en funcionamiento y utilizando el principio contable de empresa en funcionamiento excepto si los citados administradores tienen intención de liquidar el Grupo o de cesar sus operaciones, o bien no exista otra alternativa realista.

La comisión de auditoría de la Sociedad dominante es responsable de la supervisión del proceso de elaboración y presentación de los estados financieros intermedios consolidados.

Responsabilidades del auditor en relación con la auditoría de los estados financieros intermedios consolidados

Nuestros objetivos son obtener una seguridad razonable de que los estados financieros intermedios consolidados adjuntos en su conjunto están libres de incorrección material, debida a fraude o error, y emitir un informe de auditoría que contiene nuestra opinión.



Seguridad razonable es un alto grado de seguridad pero no garantiza que una auditoría realizada de conformidad con la normativa reguladora de la actividad de auditoría de cuentas vigente en España siempre detecte una incorrección material cuando existe. Las incorrecciones pueden deberse a fraude o error y se consideran materiales si, individualmente o de forma agregada, puede verse razonablemente que influyan en las decisiones económicas que los usuarios toman basándose en los estados financieros intermedios consolidados.

Como parte de una auditoría de conformidad con la normativa reguladora de la actividad de auditoría de cuentas vigente en España, aplicamos nuestro juicio profesional y mantenemos una actitud de escepticismo profesional durante toda la auditoría. También:

- Identificamos y valoramos los riesgos de incorrección material en los estados financieros intermedios consolidados, debida a fraude o error, diseñamos y aplicamos procedimientos de auditoría para responder a dichos riesgos y obtenemos evidencia de auditoría suficiente y adecuada para proporcionar una base para nuestra opinión. El riesgo de no detectar una incorrección material debida a fraude es más elevado que en el caso de una incorrección material debida a error, ya que el fraude puede implicar colusión, falsificación, omisiones deliberadas, manifestaciones intencionadamente erróneas, o la elusión del control interno.
- Obtenemos conocimiento del control interno relevante para la auditoría con el fin de diseñar procedimientos de auditoría que sean adecuados en función de las circunstancias, y no con la finalidad de expresar una opinión sobre la eficacia del control interno de Metrovacesa Suelo y Promoción, S.A. y sociedades dependientes.
- Evaluamos si las políticas contables aplicadas son adecuadas y la razonabilidad de las estimaciones contables y la correspondiente información revelada por los administradores de la Sociedad dominante.
- Concluimos sobre si es adecuada la utilización, por los administradores de la Sociedad dominante, del principio contable de empresa en funcionamiento y, basándonos en la evidencia de auditoría obtenida, concluimos sobre si existe o no una incertidumbre material relacionada con hechos o con condiciones que pueden generar dudas significativas sobre la capacidad del Grupo para continuar como empresa en funcionamiento. Si concluimos que existe una incertidumbre material, se requiere que llamemos la atención en nuestro informe de auditoría sobre la correspondiente información revelada en los estados financieros intermedios consolidados o, si dichas revelaciones no son adecuadas, que expresemos una opinión modificada. Nuestras conclusiones se basan en la evidencia de auditoría obtenida hasta la fecha de nuestro informe de auditoría. Sin embargo, los hechos o condiciones futuros pueden ser la causa de que el Grupo deje de ser una empresa en funcionamiento.
- Evaluamos la presentación global, la estructura y el contenido de los estados financieros intermedios consolidados, incluida la información revelada, y si los estados financieros intermedios consolidados representan las transacciones y hechos subyacentes de un modo que logran expresar la imagen fiel.
- Obtenemos evidencia suficiente y adecuada en relación con la información financiera de las entidades o actividades empresariales dentro del Grupo para expresar una opinión sobre los estados financieros intermedios consolidados. Somos responsables de la dirección, supervisión y realización de la auditoría del Grupo. Somos los únicos responsables de nuestra opinión de auditoría.

Nos comunicamos con la comisión de auditoría de Metrovacesa, S.A. en relación con, entre otras cuestiones, el alcance y el momento de realización de la auditoría planificados y los hallazgos significativos de la auditoría, así como cualquier deficiencia significativa del control interno que identificamos en el transcurso de la auditoría.



También proporcionamos a la comisión de auditoría de la Sociedad dominante una declaración de que hemos cumplido los requerimientos de ética aplicables, incluidos los de independencia, y nos hemos comunicado con la misma para informar de aquellas cuestiones que razonablemente puedan suponer una amenaza para nuestra independencia y, en su caso, de las correspondientes salvaguardas.

Entre los riesgos significativos que han sido objeto de comunicación a la comisión de auditoría de Metrovacesa S.A., determinamos los que han sido de la mayor significatividad en la auditoría de los estados financieros intermedios consolidados del periodo actual y que son, en consecuencia, los riesgos considerados más significativos.

Describimos esos riesgos en nuestro informe de auditoría salvo que las disposiciones legales o reglamentarias prohíban revelar públicamente la cuestión.

PricewaterhouseCoopers Auditores, S.L. (S0242)

Gonzalo Sanjurjo Pose (18160)

8 de enero de 2018



PRICEWATERHOUSECOOPERS
AUDITORES, S.L.

Año 2018 Nº
0011/18/00643

Informe de auditoría de cuentas sujeto
a la normativa de auditoría de cuentas
española o internacional

METROVACESA, S.A. (ANTERIORMENTE DENOMINADA METROVACESA SUELO Y PROMOCIÓN, S.A.)\OPINION 30-9-17 EEFF CONSOL/ **110133**

METROVACESA SUELO Y PROMOCION, S.A.

ESTADOS FINANCIEROS INTERMEDIOS CONSOLIDADOS E INFORME DE GESTIÓN INTERMEDIO CONSOLIDADO CORRESPONDIENTE AL PERIODO DE NUEVE MESES FINALIZADO EL 30 DE SEPTIEMBRE DE 2017

DISTRIBUCION

CLIENTE

2

PwC - Madrid

1

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**METROVACESA SUELO Y PROMOCIÓN, S.A.
Y SOCIEDADES DEPENDIENTES**

Estados financieros intermedios consolidados e informe de gestión intermedio consolidado correspondientes al periodo de nueve meses terminado al 30 de septiembre de 2017

METROVACESA SUELO Y PROMOCIÓN, S.A. Y SOCIEDADES DEPENDIENTES

BALANCE INTERMEDIO CONSOLIDADO

(Expresadas en miles de euros)

ACTIVOS	Nota	30/09/2017	31/12/2016
Activos no corrientes			
Inmovilizaciones materiales e intangibles		282	1
Inversiones inmobiliarias	6	305.725	109.600
Inversiones en empresas asociadas	7	-	117
Cuentas a cobrar	8 y 10	76.881	63.533
Activos por impuestos diferidos	16	89.059	39.189
Total activos no corrientes		471.947	212.440
Activos corrientes			
Existencias	9	1.629.760	814.182
Cuentas comerciales y otras cuentas a cobrar	8 y 10	186.461	22.608
Otros activos financieros	8	1.343	1.038
Efectivo y otros activos líquidos equivalentes	11	32.631	32.464
Total activos corrientes		1.850.195	870.292
Total activos		2.322.142	1.082.732

Las notas 1 a 23 adjuntas forman parte integrante de estos estados financieros intermedios consolidados.



METROVACESA SUELO Y PROMOCIÓN, S.A. Y SOCIEDADES DEPENDIENTES

BALANCE INTERMEDIO CONSOLIDADO

(Expresadas en miles de euros)

	<u>Nota</u>	<u>30/09/2017</u>	<u>31/12/2016</u>
PATRIMONIO NETO	12		
Patrimonio Neto atribuible a los accionistas de la Sociedad			
Capital social		956.279	492.045
Prima de emisión		1.174.251	541.077
Ganancias acumuladas		(64.528)	(30.775)
Reservas en sociedades por puesta en equivalencia		(3.275)	(3.172)
Total patrimonio neto		2.062.727	999.175
PASIVOS			
Pasivos no corrientes			
Provisiones	13	19.221	30.423
Deuda financiera	8 y 14	4.997	352
Acreedores comerciales y otras cuentas a pagar	8 y 14	3.427	5.429
Pasivos por impuestos diferidos	16	5.176	987
Total pasivos no corrientes		32.821	37.191
Pasivos corrientes			
Provisiones	13	12.338	12.909
Deuda financiera	8 y 14	171.687	2
Acreedores comerciales y otras cuentas a pagar	8 y 14	31.422	24.697
Pasivos por impuesto corriente	14 y 16	2.389	-
Ingresos ordinarios diferidos	15	8.758	8.758
Total pasivos corrientes		226.594	46.366
Total pasivos		259.415	83.557
Total patrimonio y pasivo		2.322.142	1.082.732

Las notas 1 a 23 adjuntas forman parte integrante de estos estados financieros intermedios consolidados.

METROVACESA SUELO Y PROMOCIÓN, S.A. Y SOCIEDADES DEPENDIENTES

ESTADO DE RESULTADOS INTERMEDIO CONSOLIDADO CORRESPONDIENTE A LOS PERIODOS DE NUEVE MESES FINALIZADOS EL 30 DE SEPTIEMBRE DE 2017 Y 2016

(Expresadas en miles de euros)

OPERACIONES CONTINUADAS	Nota	<u>30/09/2017</u>	<u>30/09/2016*</u>
Ventas	17	18.887	11.220
Coste de las ventas	17	(14.621)	(8.836)
Gastos de personal	17	(4.425)	(2.087)
Servicios exteriores		(3.549)	(2.380)
Variación de las provisiones de tráfico	17	(68.364)	(6.509)
Variaciones de valor de inversiones inmobiliarias	6	(1.461)	8.895
Otras ganancias o pérdidas		-	85
RESULTADO DE EXPLOTACIÓN		<u>(73.533)</u>	<u>388</u>
Ingresos financieros		38	141
Gastos financieros		(4.164)	(22)
Gastos financieros capitalizados		78	-
Deterioro y resultados por enajenación de instrumentos financieros		196	-
Resultado de entidades valoradas por el método de la participación		236	(212)
RESULTADO FINANCIERO		<u>(3.616)</u>	<u>(93)</u>
RESULTADO ANTES DE IMPUESTOS		<u>(77.149)</u>	<u>295</u>
Impuesto sobre las ganancias	16	43.293	(55)
RESULTADO DEL PERIODO		<u>(33.856)</u>	<u>240</u>
Ganancia/(Pérdida) por acción (en euros)	4		
- Básica		(0,0102)	(0,0000)
- Diluida		(0,0102)	(0,0000)

*Estados financieros intermedios no auditados

Las notas 1 a 23 adjuntas forman parte integrante de estos estados financieros intermedios consolidados.

METROVACESA SUELO Y PROMOCIÓN, S.A. Y SOCIEDADES DEPENDIENTES

ESTADO DEL RESULTADO GLOBAL INTERMEDIO CONSOLIDADO

(Expresadas en miles de euros)

	Periodo de nueve meses finalizado el 30 de septiembre de 2017	Periodo de nueve meses finalizado el 30 de septiembre de 2016*
Resultado del ejercicio	(33.856)	240
Otro resultado global	-	-
Ingresos y gastos imputados directamente al patrimonio neto	-	-
Total ingresos y gastos imputados directamente en el patrimonio neto	-	-
Ingresos y gastos imputados al estado de resultados intermedio consolidado	-	-
Total transferencias al estado de resultados intermedio consolidado	-	-
Otro resultado Global del ejercicio	-	-
Resultado Global Total del Ejercicio	(33.856)	240

* Estados financieros intermedios no auditados

Las notas 1 a 23 adjuntas forman parte integrante de estos estados financieros intermedios consolidados.



ESTADO DE CAMBIOS EN EL PATRIMONIO NETO INTERMEDIO CONSOLIDADO CORRESPONDIENTE A LOS PERIODOS DE NUEVE MESES FINALIZADOS EL 30 DE SEPTIEMBRE DE 2017 Y 2016 (Expresadas en miles de euros)

	Capital Social	Prima emisión acciones	Reservas en sociedades por puesta en equivalencia	Ganancias acumuladas	Total Patrimonio Neto
Saldo a 1 de enero de 2016	492.045	541.077	(2.747)	(10.957)	1.019.418
Resultado neto del periodo	-	-	-	240	240
Total ingresos y gastos reconocidos en el periodo	-	-	-	240	240
Saldos al 30 de septiembre de 2016 (*)	492.045	541.077	(2.747)	(10.717)	1.019.658

	Capital Social	Prima emisión acciones	Reservas en sociedades por puesta en equivalencia	Ganancias acumuladas	Total Patrimonio Neto
Saldo a 1 de enero de 2017	492.045	541.077	(3.172)	(30.775)	999.175
Ampliación de capital	464.234	633.174	-	-	1.097.408
Resultado neto del ejercicio	-	-	-	(33.856)	(33.856)
Total ingresos y gastos reconocidos en el ejercicio	-	-	-	(33.856)	(33.856)
Movimientos en entidades por puesta en equivalencia	-	-	(103)	103	-
Saldos al 30 de septiembre de 2017	956.279	1.174.251	(3.275)	(64.528)	2.062.727

(*) Estados financieros no auditados

Las notas 1 a 23 adjuntas forman parte integral de los estados financieros intermedios consolidados.

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METROVACESA SUELO Y PROMOCIÓN, S.A. Y SOCIEDADES DEPENDIENTES
ESTADOS DE FLUJOS DE EFECTIVO INTERMEDIO CONSOLIDADO CORRESPONDIENTE A
LOS PERIODOS DE NUEVE MESES FINALIZADOS EL 30 DE SEPTIEMBRE DE 2017 Y 2016
(Expresadas en miles de euros)

	Nota	Periodo de nueve meses finalizado el 30 de septiembre de 2017	Periodo de nueve meses finalizado el 30 de septiembre de 2016*
1. FLUJOS DE EFECTIVO DE LAS ACTIVIDADES DE EXPLOTACIÓN			
Resultado del periodo antes de impuestos		(77.149)	295
Ajustes al resultado:			
Variación de provisiones	17	68.364	6.509
Deterioro de instrumentos financieros		-	-
Variaciones de valor de inversiones inmobiliarias	6	1.461	(8.895)
Deterioro y resultado por enajenación de instrumentos financieros		(196)	-
Ingresos financieros		(38)	(141)
Gastos capitalizados		(78)	-
Gastos financieros		4.164	22
Resultado ajustado		(3.472)	(2.210)
Cambios en el capital circulante:			
- Existencias	9	(8.922)	600
- Préstamos y partidas a cobrar		(163.836)	7.766
- Acreedores comerciales y otras cuentas a pagar		4.470	13.080
- Otros pasivos no Corrientes		254	231
Otros flujos de efectivo de las actividades de explotación			
- Pagos de intereses (-)		(2.430)	(22)
- Cobros de intereses		38	141
- Cobros (pagos) por impuesto sobre beneficios		-	(227)
Total flujos de efectivo netos de las actividades de explotación		(173.899)	19.359
2. FLUJOS DE EFECTIVO DE LAS ACTIVIDADES DE INVERSIÓN			
Inversiones en:			
Inversiones inmobiliarias		(249)	(101)
Inmovilizaciones materiales e intangibles		(280)	-
Desinversiones en:			
Inversiones inmobiliarias		-	-
Total flujos de efectivo netos de las actividades de inversión		(529)	(101)
3. FLUJOS DE EFECTIVO DE LAS ACTIVIDADES DE FINANCIACIÓN			
Amortización de deudas con entidades de crédito		-	-
Emisión de deuda con entidades de crédito	14	174.595	102
Total flujos de efectivo netos de las actividades de financiación		174.595	102
AUMENTO/ DISMINUCIÓN NETA DEL EFECTIVO O EQUIVALENTES	11	167	19.360
Efectivo o equivalentes al comienzo del ejercicio		32.464	12.197
Efectivo o equivalentes al 30 de septiembre		32.631	31.556

* Estados financieros intermedios no auditados

Las notas 1 a 23 adjuntas forman parte integral de los estados financieros intermedios consolidados

1. INTRODUCCIÓN, BASES DE PRESENTACIÓN DE ESTADOS FINANCIEROS INTERMEDIOS CONSOLIDADOS Y OTRA INFORMACIÓN

a) Información general

Metrovacesa Suelo y Promoción, S.A. se constituyó por tiempo indefinido por escisión parcial de la sociedad Metrovacesa, S.A. el 18 de febrero de 2016.

En Junta General de Accionistas de fecha 11 de enero de 2016 se aprobó la escisión parcial de Metrovacesa, S.A., sin que se produjera la extinción de ésta, consistente en la escisión del patrimonio perteneciente a su negocio de suelo y promoción inmobiliaria, constituyendo una unidad económica independiente a favor de la nueva sociedad "Metrovacesa Suelo y Promoción, S.A.", la cual se encontraba participada por los accionistas de Metrovacesa, S.A., en la misma proporción que éstos tenían en el momento de ejecución de la escisión.

Como resultado de dicha escisión, Metrovacesa Suelo y Promoción, S.A. y sus Sociedades Dependientes es un grupo que adquirió en bloque y por sucesión universal, el patrimonio perteneciente a la rama de actividad de suelo y Promoción de la sociedad Metrovacesa, S.A. Fruto de esta restructuración de capital, Metrovacesa, S.A. aportó activos por valor 1.149.635 miles de euros y pasivos por importe de 109.780 miles de euros a la nueva sociedad (ver apartado b).

La Sociedad Metrovacesa Suelo y Promoción, S.A. es Dominante del Grupo Metrovacesa (en adelante el Grupo), cuyas sociedades dependientes han sido detalladas en el Anexo 1.

Su domicilio actual se encuentra en Madrid, en calle Quintanavides, número 13, Parque Empresarial Vía Norte.

Metrovacesa Suelo y Promoción, S.A., como Sociedad Dominante, y sus sociedades dependientes tienen principalmente como objeto social según el artículo 2º de los Estatutos Sociales:

- La adquisición o construcción de toda clase de fincas y construcciones para su edificación o mejora con el fin de su ulterior venta.
- La promoción, urbanización y parcelación de bienes inmuebles en general.
- La adquisición de suelo, aprovechamientos urbanísticos o cualquier clase de derechos reales sobre bienes inmuebles para su venta. El desarrollo de actuaciones, bien directamente o a través de las sociedades filiales, de:
 - i. Gestión inmobiliaria en beneficio propio o a favor de terceros.
 - ii. Promoción y gestión de comunidades inmobiliarias.
- La realización de obras de rehabilitación, acondicionamiento o implantación de edificios completos o parte de ellos.
- La creación, formación y explotación y desarrollo de urbanizaciones de todas clases.
- Asesoramiento técnico y realización de estudios y proyectos relacionados con las actividades inmobiliarias y, en particular, la promoción y realización de las actuaciones urbanísticas técnicas, legales y comerciales necesarias para la puesta en marcha, construcción o cualquier otra forma de explotación de áreas Residenciales, Aparcamientos, residencias para de Tercera Edad y para Estudiantes, Hoteles y cualesquiera otros tipos de equipamientos comunitarios y sociales.
- Participar, en los términos que el Consejo de Administración determine, en el capital de otras sociedades cuyo objeto social sea análogo al descrito en los números precedentes.

b) Información financiera relativa a los activos y pasivos aportados a la Sociedad en el momento de su constitución

La Sociedad adquiere las obligaciones de Metrovacesa, S.A. que forman parte del Patrimonio Escindido. La Sociedad, por tanto, continúa con todas las relaciones, derechos y obligaciones que pudieran corresponder a Metrovacesa, S.A.

La titularidad del Patrimonio Escindido corresponde a Metrovacesa Suelo y Promoción, S.A. y queda legitimada de forma automática y sin solución de continuidad para realizar sobre dicho patrimonio toda clase de actos, de disposición, dominio y gravamen. La entrega del Patrimonio Escindido se formalizó el 18 de febrero de 2016 con la escritura de aumento de capital mediante aportaciones no dinerarias de los accionistas, si bien al definirse



como una operación bajo control común donde se aportaba una rama de actividad que calificaba como negocio se registraron la totalidad de las transacciones desde el 1 de enero de 2016, siendo por tanto esta fecha la considerada a efectos contables. En este caso los valores aportados fueron los valores predecesores bajo los que estaban registrados en la aportante.

Las masas patrimoniales indicadas en dichas escrituras son las siguientes:

ACTIVOS	18/02/2016
Inversiones en empresas de grupo y asociadas	122.868
Existencias	775.819
Cuentas a cobrar con empresas de grupo y asociadas	148.143
Otros Activos financieros corrientes	102.805
Total activos	1.149.635
PASIVOS	
Cuentas a pagar con empresas de grupo y asociadas	43.699
Otros pasivos	66.081
Total pasivos	109.780
Activos y Pasivos Netos	1.039.855

c) Operaciones relevantes del periodo comprendido entre el 1 de enero de 2017 y el 30 de septiembre de 2017

c.1) Ampliación de capital no dineraria.

Con fecha 30 de junio de 2017, la Junta General de Accionistas de la Sociedad acordó una ampliación de capital no dineraria, mediante la aportación de activos inmobiliarios por parte de los accionistas mayoritarios. Con fecha 6, 10 y 11 de julio de 2017, los accionistas mayoritarios (Grupo Banco Bilbao Vizcaya Argentaria, Grupo Banco Popular y Grupo Banco Santander) en escritura pública, suscribieron y desembolsaron un total de 2.928.896.379 acciones a través de una aportación de fincas por valor de mercado de 1.107.783 miles de euros.

Con fecha 17 de septiembre de 2017, tal y como se previó en las escrituras de ampliación no dinerarias descritas anteriormente, se formalizó escritura de ejecución definitiva del acuerdo, actualizándose la situación de ciertos activos afectos a cláusulas suspensivas y que modificaba, por tanto, el importe de la operación. La emisión definitiva de la ampliación de capital no dineraria fue de 2.901.243.704 acciones a través de una aportación de fincas (suelos y construcciones en explotación) por valor de 1.097.324 miles de euros.

Por naturaleza de activos se aportaron terrenos y solares por importe de 941.222 miles de euros, edificios en construcción por importe de 115.061 miles de euros y activos en explotación por importe de 41.041 miles de euros. Al ser una aportación de activos y no calificar como negocio se han aportado al valor razonable de los mismos. No se ha aplicado NIIF 3 al ser suelos individuales sin gestión propia que no pueden generar valor sin ser gestionados por la receptora, no cumpliéndose por lo tanto la definición de negocio establecida en la Guía de Aplicación de la NIIF 3, párrafo B7.

El detalle de las aportaciones por grupo de sociedades es el siguiente:

Aportante	Acciones asignadas (miles)	Valor nominal (miles €)	Prima de emisión (miles €)	Aportación Total (miles €)
Grupo Banco Santander	1.491.050	238.568	325.385	563.953
Grupo Banco Bilbao Vizcaya Argentaria	1.140.619	182.499	248.912	431.411
Grupo Banco Popular Español	269.575	43.132	58.828	101.960
Total	2.901.244	464.199	633.125	1.097.324



Las acciones del Grupo Banco Santander no incluyen las acciones que éste grupo tiene en la Compañía a través de su participación en el Grupo Banco Popular Español. Los Administradores de la Sociedad han considerado oportuno detallar ambos grupos de manera separada a los efectos de ser comparables con los datos correspondiente al ejercicio 2016.

c.2) Ampliación de capital dineraria.

Adicionalmente, en la misma Junta General de Accionistas, se aprobó una ampliación de capital dineraria por importe de 834 miles de euros, en la que los accionistas mayoritarios renunciaron a todos sus derechos de suscripción preferente, con el objeto que los accionistas minoritarios pudieran mantener su porcentaje de participación en la Sociedad Dominante. La suscripción de la ampliación fue de 224.059 acciones, lo que supone un total de 84 miles de euros. (36 miles de euros de capital y 48 miles de euros de prima de emisión), estando el importe total pendiente de desembolso a 30 de septiembre de 2017.

d) Variaciones en el perímetro de consolidación

Durante los primeros nueve meses del ejercicio 2017, la sociedad "L'Esplay Valencia, S.L.", que se registraba como inversión por puesta en equivalencia con un valor neto de 117 miles de euros, ha sido liquidada por acuerdo de sus respectivos socios. La participación del Grupo en la sociedad era del 37% y ha generado un resultado positivo en el estado de resultados intermedio consolidado de 196 miles de euros registrado en el epígrafe "Deterioro y resultados por enajenación de instrumentos financieros".

El perímetro de consolidación a 30 de septiembre de 2017 y 31 de diciembre de 2016 está detallado en el anexo I de los presentes estados financieros intermedios consolidados.

2. BASES DE PRESENTACIÓN DE LOS ESTADOS FINANCIEROS INTERMEDIOS CONSOLIDADOS

Los estados financieros intermedios consolidados a 30 de septiembre de 2017, que han sido obtenidos de los registros contables de la sociedad matriz y el resto de las sociedades integradas en el Grupo al 30 de septiembre de 2017, han sido preparados de acuerdo con las Normas Internacionales de Información Financiera (NIIF) y la Interpretaciones del Comité Internacional de Información Financiera (CINIIF) adoptadas por la Unión Europea (en conjunto, la NIIF-UE), de conformidad con el Reglamento (CE) n° 1606/2002 del Parlamento y del Consejo Europeo y sucesivas modificaciones, y en particular siguiendo los criterios de reconocimiento y valoración incluidos en la NIC 34 "Información financiera intermedia".

La preparación de estos estados financieros intermedios consolidados con arreglo a la NIIF-UE exige el uso de ciertas estimaciones contables críticas. También exige a la Dirección que ejerza su juicio en el proceso de aplicar las políticas contables del Grupo. En la Nota 2.2 se revelan las áreas que implican un mayor grado de juicio o complejidad o las áreas donde las hipótesis y estimaciones son significativas para los estados financieros intermedios consolidados.

Los presentes estados financieros intermedios consolidados han sido elaborados y formulados por el Consejo de Administración el 08 de enero de 2018.

Asimismo, el Consejo de Administración de la Sociedad Dominante, considerando una potencial salida a bolsa de la Sociedad Dominante y por tanto la inclusión de estos estados financieros intermedios consolidados en el correspondiente folleto de emisión de acciones, ha considerado adecuado incluir determinados desgloses que el marco de información financiera aplicable (NIIF-UE) solo requiere en el caso de entidades cotizadas como es el caso de la información segmentada (Nota 5) o la información de las ganancias o pérdidas por acción (nota 4).

Las cifras contenidas en estos estados financieros intermedios consolidados, se muestran en miles de euros salvo mención expresa.

2.1 Entrada en vigor de nuevas normas contables

Durante el ejercicio 2017 han entrado en vigor las siguientes normas e interpretaciones de aplicación obligatoria, ya adoptadas por la Unión Europea, que, en caso de resultar de aplicación, han sido utilizadas por el Grupo en la elaboración de la información adjunta al 30 de septiembre de 2017:

2.1.1 Nuevas normas, modificaciones e interpretaciones de aplicación obligatoria en el ejercicio



No aprobadas para su uso en la Unión Europea		Aplicación obligatoria ejercicios iniciados
Modificaciones de la NIC 7 (publicada en enero 2016)	Objetivo de facilitar a los usuarios de los estados financieros evaluar los cambios en los pasivos derivados de las actividades de financiación.	1 de enero de 2017
Modificaciones de la NIC 12 (publicada en enero 2016)	Clarifica el reconocimiento de activos por impuesto diferido por pérdidas no realizadas.	1 de enero de 2017

¹Las normas anteriores no han tenido un impacto significativo en los estados financieros intermedios consolidados.

2.1.2 Nuevas normas, modificaciones e interpretaciones de aplicación obligatoria en ejercicios posteriores al ejercicio natural que comenzó el 1 de enero de 2017

A la fecha de formulación de estos estados financieros intermedios consolidados, las siguientes normas e interpretaciones habían sido publicadas por el IASB pero no habían entrado aún en vigor, bien porque su fecha de efectividad es posterior a la fecha de los estados financieros intermedios consolidados, o bien porque no han sido aún adoptadas por la Unión Europea:

Aprobadas para su uso en la Unión Europea		Aplicación obligatoria ejercicios iniciados a partir de:
NIIF 15 Ingresos procedentes de contratos con clientes (publicada en mayo de 2014)	Nueva norma de reconocimiento de ingresos (Sustituye a la NIC 11, NIC 18, CINIIF 13, CINIIF 15, CINIIF 18 y SIC-31).	Periodos anuales iniciados a partir del 1 de enero de 2018
NIIF 9 Instrumentos financieros (última fase publicada en julio de 2014).	Sustituye a los requisitos de clasificación, valoración, reconocimiento y baja en cuentas de activos y pasivos financieros, la contabilidad de coberturas y deterioro de NIC 39.	1 de enero de 2018

A la fecha actual, el Grupo ha realizado una evaluación preliminar de los impactos de las normas contables que entran en vigor a partir del 2018, en especial de la NIIF 15 y NIIF 9. El Grupo aplicará estas normas de forma prospectiva. De los impactos que la aplicación futura de estas normas podría tener en las cuentas consolidadas una vez entren en vigor, se ha concluido que los impactos de estas normas no serán significativos.

2.1.3. Normas, modificaciones e interpretaciones a las normas existentes que no pueden adoptarse anticipadamente o que no han sido adoptadas por la Unión Europea

A la fecha de formulación de estos estados financieros intermedios consolidados, el IASB y el IFRS Interpretations Committee habían publicado las normas, modificaciones e interpretaciones que se detallan a continuación, que están pendientes de adopción por parte de la Unión Europea.

- NIIF 10 (Modificación) y NIC 28 (Modificación) "Venta o aportación de activos entre un inversor y sus asociadas o negocios conjuntos"
- NIIF 2 (Modificación) "Clasificación y valoración de las transacciones con pagos basados en acción"
- NIIF 4 (Modificación) "Aplicando la NIIF 9 "Instrumentos financieros" con la NIIF 4 "Contratos de seguro"

Mejoras Anuales de las NIIF. Ciclo 2014 – 2016: Las modificaciones afectan a NIIF 1, NIIF 12 y NIC 28 y aplicarán a los ejercicios anuales que comiencen a partir de 1 de enero de 2018 en el caso de las modificaciones a las NIIF 1 y NIC 28 y 1 de enero de 2017 para las correspondientes a la NIIF 12, todas ellas sujetas a su adopción por la UE. Las principales modificaciones se refieren a:

- NIIF 1, "Adopción por primera vez de las Normas Internacionales de Información Financiera": Eliminación de las exenciones a corto plazo para las entidades que adoptan NIIF por primera vez.
- NIIF 12, "Revelación de participaciones en otras entidades": Aclaración sobre el alcance de la Norma.
- NIC 28, "Inversiones en entidades asociadas y en negocios conjuntos": Valoración de una inversión en una asociada o un negocio conjunto a valor razonable



- NIC 40 (Modificación) "Transferencias de inversiones inmobiliarias"
- CINIIF 22 "Transacciones y contraprestaciones anticipadas en moneda extranjera"
- NIIF 17 "Contratos de seguros"
- CINIIF 23, "Incertidumbre sobre el tratamiento del impuesto sobre las ganancias"

Adicionalmente, el Grupo ha evaluado el impacto que existiría en las cuentas anuales y estados financieros intermedios consolidados la aplicación de la NIIF 16, no siendo significativo al no tener gastos por arrendamientos operativos materiales.

2.2 Estimaciones y juicios significativos

En los presentes estados financieros consolidados adjuntos se han utilizado ocasionalmente estimaciones realizadas por la Dirección de la Sociedad Dominante y de las entidades consolidadas para cuantificar algunos de los activos, pasivos, ingresos, gastos y compromisos que figuran registrados en ellas. Básicamente, estas estimaciones, realizadas en función de la mejor información disponible, se refieren a los siguientes aspectos:

- Determinación de las provisiones.

El grupo hace estimaciones y juicios, basados en información obtenida de expertos independientes y la propia experiencia del Grupo en base a información histórica, en relación a todas las provisiones tales como:

- o Provisiones relacionadas con activos financieros (Nota 10)
- o Provisiones para riesgos y gastos (Nota 13)

- Estimación de valores razonables de activos inmobiliarios

El valor de mercado de las existencias ha sido obtenido de las valoraciones efectuadas por expertos independientes al 30 de septiembre de 2017. Dichas valoraciones se realizan de acuerdo con los criterios establecidos por "The Royal Institution of Chartered Surveyors" (RICS), métodos detallados en las notas 2.8a y 2.8b para inversiones inmobiliarias (nota 6) y existencias (nota 9), respectivamente.

En relación con los activos y pasivos valorados a valor razonable, el Grupo ha seguido la jerarquía definida en la NIIF 13 para su clasificación en función de los datos de entrada utilizados en la valoración de los mismos y de su observabilidad en mercado.

De acuerdo con la nueva normativa NIIF 13, el nivel jerárquico al que se clasifica un activo o pasivo en su totalidad (Nivel 1, Nivel 2 o Nivel 3) se determina en función del dato de entrada relevante empleado en la valoración más bajo dentro de la jerarquía de valor razonable. En caso de que los datos de entrada utilizados para medir el valor razonable de un activo o pasivo pueden clasificarse dentro de los diferentes niveles, la medición del valor razonable se clasifica en su totalidad en el mismo nivel de la jerarquía de valor razonable que el dato de entrada de nivel más bajo que sea significativo para la medición del valor.

- o Nivel 1: Precios cotizados (sin ajustar) en mercados activos para activos o pasivos idénticos a los que la entidad puede acceder en la fecha de la valoración.
- o Nivel 2: Datos distinguidos de los precios cotizados incluidos en el Nivel 1 que son observables para los activos o pasivos, directa o indirectamente a través de técnicas de valoración que emplean datos observables del mercado.
- o Nivel 3: Datos de entrada no observables en mercado para el activo o pasivo.

- Clasificación de los activos inmobiliarios

El Grupo analiza de forma individualizada la clasificación de sus activos inmobiliarios considerando existencias aquellos activos que serán desarrollados y promocionados o vendidos en el curso ordinario de sus actividades de negocio e inversiones inmobiliarias aquellos activos destinados a la explotación (mediante su arrendamiento) o terrenos cuyo uso no ha sido determinado. El Grupo gestiona su cartera de activos de acuerdo a planes de negocio quinquenales aprobados por el Consejo de Administración. Adicionalmente, aplicará las políticas de las reclasificaciones entre epígrafes descritas en las notas 2.8.a y b.



- Recuperación de los activos por impuestos diferidos

La recuperabilidad de los activos por impuestos diferidos se evalúa en el momento en que se generan, y posteriormente en cada fecha de balance, de acuerdo a la evolución de los resultados del Grupo previstos en el plan de negocio del mismo. En particular, en la evaluación de la recuperabilidad de los activos por impuestos diferidos se ha tenido en cuenta, entre otros, las sinergias que se deriven de la consolidación fiscal, así como la estimación de beneficios fiscales futuros en base al plan de negocios del Grupo. Dicho plan de negocios se basa en las hipótesis de crecimiento de ingresos y márgenes asociados durante los próximos 5 años, generados principalmente por el desarrollo de la cartera de suelo del Grupo (aproximadamente 72% del suelo es residencial y el 28% comercial), con valoración a 30 de septiembre asciende a 2.254.027 miles de euros, y la venta de promociones hasta 2023. A fecha de formulación el Grupo cuenta con un banco de suelos con capacidad para 37.500 viviendas y se esperan crecimientos anuales de las ventas que se verán acentuadas a partir del año 2020, alcanzando facturaciones que oscilarán entre los 1.000 y 1.500 millones de euros.

Sin perjuicio de que los criterios de estimación se basan en apreciaciones racionales y con fundamento en elementos objetivos de análisis, es posible que acontecimientos que puedan tener lugar en el futuro obliguen a modificarlas (al alza o a la baja) en los próximos periodos o ejercicios; lo que se haría, en el caso de ser preciso y conforme a lo establecido en la NIC 8, de forma prospectiva reconociendo los efectos del cambio de estimación en la cuenta de pérdidas y ganancias consolidada de los periodos o ejercicios afectados.

2.3 Comparación de la información

La información contenida en los presentes estados financieros intermedios consolidados correspondientes al ejercicio 2016 se presenta única y exclusivamente, a efectos comparativos con la información relativa al periodo de nueve meses terminado el 30 de septiembre de 2017.

Con el objetivo de homogeneizar la presentación del resultado de explotación hemos clasificado el importe de cambios en el valor razonable de las inversiones inmobiliarias del periodo de 9 meses finalizado el 30 de septiembre de 2016 como tal reclasificándolo desde el epígrafe de otros resultados.

Adicionalmente, y con el objetivo de homogeneizar la presentación de las partidas del activo y pasivo corriente se han realizado diferentes reclasificaciones presentando los créditos y las deudas con las administraciones públicas bajo el epígrafe de "Cuentas comerciales y otras cuentas a cobrar" y "Acreedores comerciales y otras cuentas a pagar", respectivamente.

En las cuentas anuales de 31 de diciembre de 2016 la Sociedad presentó el valor de las existencias netas de los deterioros históricos. A los efectos de facilitar la comprensión de los estados financieros consolidados intermedios, los Administradores presentan la información relativa a existencias por su valor en libros de manera independiente a los deterioros asociados.

La información a 30 de septiembre de 2017 se ha elaborado aplicando las mismas políticas contables que las empleadas a 31 de diciembre de 2016 y 30 de septiembre de 2016, no estando esta última información ni auditada ni revisada.

2.4 Corrección de errores

En los estados financieros intermedios consolidados a 30 de septiembre de 2017 no se han producido correcciones de errores significativos.

2.5 Estacionalidad de las transacciones del Grupo

Dadas las actividades a las que se dedican las Sociedades del Grupo, las transacciones del mismo no cuentan con un carácter cíclico o estacional relevante. Por este motivo no se incluyen desgloses específicos en las presentes notas explicativas de los estados financieros intermedios consolidados a 30 de septiembre de 2017.

2.6 Importancia relativa

Al determinar la información a desglosar en las presentes notas explicativas sobre las diferentes partidas de los estados financieros u otros asuntos, el Grupo, ha tenido en cuenta la importancia relativa en relación con los estados financieros intermedios consolidados.

2.7 Moneda funcional



El euro es la moneda en la que se presentan los estados financieros intermedios consolidados, por ser ésta la moneda funcional en el entorno en el que opera el Grupo.

2.8 Normas de valoración

En la elaboración de los presentes estados financieros intermedios consolidados del Grupo correspondientes al periodo finalizado al 30 de septiembre de 2017, se han aplicado los siguientes principios, políticas contables y criterios de valoración:

a. *Inversiones inmobiliarias*

La propiedad que se mantiene para la obtención de rentas a largo plazo o para la revalorización del capital o de ambos, y que no está ocupado por las empresas del Grupo, se clasifica como la inversión inmobiliaria. Las inversiones inmobiliarias comprenden edificios de oficinas, naves logísticas y demás estructuras en propiedad. La inversión inmobiliaria también incluye la propiedad que está siendo construida o será desarrollada para uso futuro como inversión inmobiliaria.

Las inversiones inmobiliarias se valoran inicialmente por su coste, incluyendo los costes de transacción relacionados y costes de financiación, si fueran de aplicación. Después del reconocimiento inicial, las inversiones inmobiliarias se contabilizan por su valor razonable.

El valor razonable de las inversiones inmobiliarias refleja, entre otras cosas, los ingresos por rentas de arrendamientos y otras hipótesis que participantes en el mercado considerarían al valorar la propiedad en las condiciones actuales del mercado.

Los gastos posteriores se capitalizan al valor en libros del activo sólo cuando es probable que los beneficios económicos futuros asociados con el gasto fluyan al Grupo y el coste del elemento puede ser valorado de manera fiable. El resto de gastos de reparaciones y mantenimiento se registran en la cuenta de resultados cuando se incurren. Cuando se sustituye parte de una inversión inmobiliaria, el valor en libros de la parte reemplazada es dado de baja.

Si la valoración obtenida para una propiedad mantenida en arrendamiento es neto de todos los pagos que se espera que sea hecho, cualquier pasivo registrado por separado en el balance al respecto de arrendamiento se añade de nuevo a llegar al valor en libros de la inversión inmobiliaria para los fines contables.

Los cambios en el valor razonable se reconocen en el estado de resultados consolidado, la determinación del valor razonable de las mismas se ha descrito en nota 6. Las inversiones inmobiliarias son dadas de baja cuando se han dispuesto.

Cuando el Grupo dispone de una propiedad a su valor razonable en una transacción en condiciones de independencia mutua, el valor de libros inmediatamente antes de la venta se ajusta al precio de la transacción, y el ajuste es registrado en la cuenta de resultados dentro de la ganancia neta del ajuste del valor razonable de las inversiones inmobiliarias.

Si una inversión inmobiliaria se convierte en propiedad ocupada por sus propietarios, ésta se reclasifica como inmovilizado material. Su valor razonable a la fecha de reclasificación se convierte en su coste para los efectos contables posteriores.

Si un elemento de propiedades ocupadas por sus propietarios se convierte en una inversión inmobiliaria, ya que su uso ha cambiado, la diferencia resultante entre el valor contable y el valor razonable de este elemento en la fecha de transferencia es tratada de la misma forma que una revaluación según la NIC 16. Cualquier incremento resultante en el valor de libros de la propiedad se reconoce en la cuenta de resultados en la medida que reverte una pérdida por deterioro anterior, con cualquier incremento que queda reconocido en otro resultado global y aumento directamente al patrimonio en la reserva por revaluación. Cualquier disminución resultante en el valor de libros de la propiedad se reconoce inicialmente en otro resultado global contra cualquier reserva de revalorización reconocida previamente, con disminución restante reconocido en la cuenta de resultados.

Cuando una inversión inmobiliaria se somete a un cambio de su uso, evidenciado por el inicio de un desarrollo inmobiliario sobre la inversión inmobiliaria para su posterior venta, la propiedad se transfiere a las existencias. El coste atribuido de propiedad para su posterior contabilización como existencias es su valor razonable a la fecha del cambio de su uso. Adicionalmente, tendrá lugar una transferencia entre existencias e inversiones inmobiliarias cuando hay un cambio en el uso de un activo evidenciado por el comienzo de un contrato de arrendamiento sobre el mismo. Cuando el Grupo decide la venta de un activo clasificado en inversiones inmobiliarias sin desarrollo inmobiliario posterior, se mantiene clasificado como inversión inmobiliaria hasta



su venta. El Grupo, atendiendo a la definición de inversión inmobiliaria de acuerdo con la NIC 40, ha clasificado como inversiones inmobiliarias aquellos terrenos que se tiene para un uso futuro no determinado

b. *Existencias*

Este epígrafe del balance intermedio consolidado recoge los activos que las entidades consolidadas:

1. Mantienen para su venta en el curso ordinario de su negocio.
2. Tienen en procesos de producción, construcción o desarrollo con dicha finalidad.
3. Prevén consumirlos en el proceso de producción o en la prestación de servicios.

El Grupo considera que sus existencias no cumplen los requisitos de la NIC 40 para su consideración como inversiones inmobiliarias. Consecuentemente, se consideran existencias los terrenos y demás propiedades que se mantienen para su venta una vez se integra en una promoción inmobiliaria, así como todos aquellos suelos destinados a ser promocionados y/o vendidos en el curso normal del negocio.

Los terrenos y solares se valoran a su precio de adquisición, incrementando por los costes de las obras de urbanización, si los hubiere, los gastos relacionados con la compra (Impuesto de Transmisiones Patrimoniales, gastos de Registro,...) y los gastos financieros incurridos en el periodo de ejecución de las obras de urbanización, o su valor de realización, el menor.

Se consideran como obras en curso los costes incurridos en las promociones inmobiliarias, o parte de las mismas, cuya construcción no se ha finalizado a la fecha de cierre del ejercicio. En estos costes se incluyen los correspondientes al solar, urbanización y construcción, la activación de los gastos financieros incurridos durante el periodo de construcción, así como otros costes directos e indirectos imputables a los mismos. Los gastos comerciales se cargan en el estado de resultados consolidado del periodo en que se incurren.

El importe activado de gastos financieros a 30 de septiembre de 2017 ha ascendido a 78 miles de euros (0 miles a 30 de septiembre de 2016), y se registra en el estado de resultados intermedio consolidado minorando el resultado financiero, correspondiente a gastos asociados a promociones en curso.

Las sociedades del Grupo siguen el criterio de transferir los costes acumulados de "Obra en curso de construcción" a "Inmuebles terminados" correspondientes a aquellas promociones, o parte de las mismas, para las que la construcción esté terminada.

Las existencias incorporadas al Grupo en virtud de las aportaciones realizadas en el contexto de las operaciones descritas en la Nota 1 se registraron de la siguiente manera;

- Constitución de Metrovacesa Suelo y Promoción, S.A. y sociedades dependientes en el contexto de la segregación de rama de actividad de Metrovacesa, S.A. (Nota 1.a):
 - o En las operaciones entre empresas del grupo en las que intervenga la Sociedad Dominante del mismo o la Dominante de un subgrupo y su dependiente, directa o indirectamente, los elementos constitutivos del negocio adquirido se valoran por el importe que correspondería a los mismos, una vez realizada la operación, en las cuentas anuales consolidadas del grupo o subgrupo consolidadas según corresponda (valores predecesores).
- Ampliación de capital no dineraria (Nota 1.c1)
 - o Inicialmente por el valor asignado a las mismas en las correspondientes escrituras de aportación, el cual coincidía con el valor de tasación por el que estas existencias se encontraban valoradas en el momento de la transacción.

Se consideran existencias de ciclo corto aquellas para las que la fecha prevista de desarrollo y promoción no supere los 36 meses.

El coste de las obras en curso y terminadas se reduce a su valor de mercado dotando, en su caso, la provisión por depreciación correspondiente. En cambio, si el valor razonable es superior al valor neto del coste, se mantiene el valor del coste.

El valor de mercado de las existencias del Grupo al 30 de septiembre de 2017, es calculado en función de las valoraciones realizadas por los expertos independientes no vinculados al Grupo, "Savills Consultores Inmobiliarios" y "CBRE Group". Sus valoraciones se realizan de acuerdo con los Estándares de Valoración y Tasación publicados por la Royal Institute of Chartered Surveyors (RICS) de Gran Bretaña, y de acuerdo con

los Estándares Internacionales de Valoración (IVS) publicados por el Comité Internacional de Estándares de Valoración (IVSC).

Para el cálculo de dicho valor razonable, el método principal utilizado es el método residual dinámico para todas las existencias de terrenos y producto en curso y terminado. Este método consiste en estimar el valor del producto final apoyándose en el método de comparación o de descuento de flujo de caja, y de este valor se restan los costes de desarrollos que incluyen el coste de urbanización, de construcción, honorarios, tasas, etc., así como el beneficio de promotor para estimar el valor residual.

Los ingresos y costes se distribuyen en el tiempo según los periodos de desarrollos y de ventas estimados por el valorador. Se utiliza como tipo de actualización aquel que represente la rentabilidad media anual del proyecto, sin tener en cuenta financiación ajena, que obtendría un promotor medio en una promoción de las características de la analizada. Este tipo de actualización se calcula sumando al tipo libre de riesgo, la prima de riesgo (determinada mediante la evaluación del riesgo de la promoción teniendo en cuenta el tipo de activo inmobiliario a construir, su ubicación, liquidez, plazo de ejecución, así como el volumen de la inversión necesaria).

Los valores clave, por tanto, son los precios de venta y la tasa interna de rentabilidad. En cumplimiento con la normativa la Dirección ha realizado un trabajo de sensibilidades (nota 9) considerando como hipótesis clave los precios de venta y las tasas internas de rentabilidad donde implícitamente se recoge la variable tiempo.

Dado el carácter incierto que tiene cualquier información basada en expectativas futuras, se podrían producir diferencias entre los resultados proyectados considerados a los efectos de la realización de las mencionadas estimaciones de los valores recuperables de las existencias y los reales, lo que podría dar lugar a modificar las mismas (al alza o a la baja) en los próximos ejercicios, lo que, y tal y como se ha descrito en la nota 2.2 se realizaría, en su caso, de forma prospectiva.

A 30 de septiembre de 2017, en el marco de la elaboración de su plan de negocio y en función de la estrategia acordada por los administradores, el grupo ha realizado un estudio pormenorizado de sus activos acometiendo un plan de negocio individualizado para cada uno partiendo del análisis particular de su realidad, adaptando los plazos de comercialización y precios a su propia singularidad con premisas conservadoras que han traído consigo dotaciones adicionales y que se encuentran dentro de los rangos admisibles sectorialmente aceptados de oscilación posible en las valoraciones realizadas por terceros que habían sido tomadas como referencia en periodos anteriores.

Como se ha mencionado anteriormente la totalidad de la cartera de suelos ha sido valorada por dos expertos independientes, habiéndose tomado dicho valor como referencia a la hora de evaluar deterioros contables a registrar.

Las valoraciones se han realizado a través de un análisis individualizado de cada uno de los activos considerándose las calidades edificatorias previstas en los mismos que a su vez determinan los costes de contratación y los rangos de precios de venta asociados a estos. Asimismo, se han considerado individualmente por activo los periodos medios previstos en la consecución de las diferentes figuras de planeamiento, gestión y disciplina urbanística, así como los periodos medios constructivos de cada promoción en función de la tipología y densidad edificatoria.

Por último se ha llevado a cabo el cálculo de la tasa de descuento asociada a cada proyecto, las tasas varían en función del estadio de desarrollo del activo (suelo sin iniciar su desarrollo, en construcción, con preventas...) oscilando en términos generales entre el 10% para suelos finalistas y el 20% para suelos en gestión antes de impuestos.

Existen adicionalmente otros parámetros que son fijos en todas y cada una de las valoraciones realizadas siendo los principales los siguientes.

- No se han considerado ventas anticipadas antes del inicio de la construcción de promociones
- Se han estimado que el 80%-100% de las ventas (preventas sobre plano) se llevaran a cabo durante la construcción de las promociones, llevándose a cabo las ventas restantes dentro de unos máximos en términos generales de entre 12 - 20 meses posteriores a la finalización de las mismas.
- No se han considerado incrementos de precios de venta respecto a los precios de mercado existente a la fecha actual.
- Se estima que entre el tiempo necesario para la redacción del proyecto y consecución de la licencia de obra construcción y entrega del proyecto, como la finalización de la comercialización y venta de las unidades pueden transcurrir entre 30 y 36 meses.



Para uno de los ámbitos, los valoradores han asumido un supuesto especial para la valoración del suelo de ese ámbito. Por problemas urbanísticos el plan general de dicho ámbito fue anulado por el organismo territorial correspondiente. Se ha establecido la hipótesis especial de que se apruebe un nuevo plan general con contenidos y desarrollos semejantes al declarado nulo. La dirección considera esta hipótesis razonable con base en el hecho de que la declaración de nulidad proviene de defectos formales y no materiales, así como en base al ámbito temporal estimado. El importe de las existencias valoradas bajo este supuesto asciende a 38.046 miles de euros. Para este ámbito donde el tiempo de inicio de construcción es la hipótesis clave se ha realizado un análisis de sensibilidad asumiendo un retraso de 12 meses sobre la hipótesis adoptada. Dicho retraso conllevaría una reducción del valor actual en un 17% aproximadamente, registrándose un deterioro adicional de 6.459 miles de euros en el epígrafe de "Variaciones de las provisiones de tráfico" del estado de resultados intermedio consolidado.

La dirección efectúa una revisión de los modelos de valoración verificándose la razonabilidad de ratios tales como el porcentaje de suelo sobre producto terminado, el beneficio sobre el coste de producción o el beneficio obtenido en función de las ventas.

Todas las estimaciones del valor razonable que resultan para las existencias se incluyen en el nivel 3.

c. Instrumentos financieros

- Activos financieros

Préstamos v partidas a cobrar

Los préstamos y partidas a cobrar son activos financieros no derivados con cobros fijos o determinables que no cotizan en un mercado activo y se incluyen en activos corrientes, excepto para vencimientos superiores a 12 meses desde la fecha del balance intermedio consolidado, que se clasifican como activos no corrientes. Los préstamos y partidas a cobrar se incluyen en "Deudores comerciales y otras cuentas a cobrar" en el balance intermedio consolidado.

Estos activos financieros se valoran inicialmente por su valor razonable, incluidos los costes de transacción que les sean directamente imputables, y posteriormente a coste amortizado reconociendo los intereses devengados en función de su tipo de interés efectivo, entendido como el tipo de actualización que iguala el valor en libros del instrumento con la totalidad de sus flujos de efectivo estimados hasta su vencimiento. No obstante lo anterior, los créditos por operaciones comerciales con vencimiento no superior a un año se valoran, tanto en el momento de reconocimiento inicial como posteriormente, por su valor nominal siempre que el efecto de no actualizar los flujos no sea significativo.

Al menos al cierre del ejercicio, se efectúan las correcciones valorativas necesarias por deterioro de valor si existe evidencia objetiva de que no se cobrarán todos los importes que se adeudan.

El importe de la pérdida por deterioro del valor es la diferencia entre el valor en libros del activo y el valor actual de los flujos de efectivo futuros estimados, descontados al tipo de interés efectivo en el momento de reconocimiento inicial. Las correcciones de valor, así como en su caso su reversión, se reconocen en la cuenta de resultados.

Efectivo y equivalentes al efectivo

El efectivo y equivalentes al efectivo incluyen el efectivo en caja, los depósitos a la vista en entidades de crédito, otras inversiones a corto plazo de gran liquidez con un vencimiento original de tres meses o menos.

- Pasivos financieros

Débitos v partidas a pagar

Esta categoría incluye débitos por operaciones comerciales y débitos por operaciones no comerciales. Estos recursos ajenos se clasifican como pasivos corrientes, a menos que la Sociedad tenga un derecho incondicional a diferir su liquidación durante al menos 12 meses después de la fecha del balance.

Estas deudas se reconocen inicialmente a su valor razonable ajustado por los costes de transacción directamente imputables, registrándose posteriormente por su coste amortizado según el método del tipo de interés efectivo. Dicho interés efectivo es el tipo de actualización que iguala el valor en libros del instrumento con la corriente esperada de pagos futuros previstos hasta el vencimiento del pasivo.

No obstante lo anterior, los débitos por operaciones comerciales con vencimiento no superior a un año y que no tienen un tipo de interés contractual se valoran, tanto en el momento inicial como posteriormente, por su valor nominal cuando el efecto de no actualizar los flujos de efectivo no sea significativo.

Deuda financiera

Las deudas financieras se reconocen inicialmente por su valor razonable menos los costes de la transacción en los que se haya incurrido. Posteriormente, las deudas financieras se valoran por su coste amortizado; cualquier diferencia entre los fondos obtenidos (netos de los costes necesarios para su obtención) y el valor de reembolso se reconoce en la cuenta de resultados durante la vida de la deuda de acuerdo con el método del coste amortizado.

d. Anticipos de clientes

Anticipos de clientes: Los importes percibidos de clientes a cuenta de ventas futuras de suelos y/o edificaciones tanto en efectivo como en efectos comerciales, en tanto en cuanto no se produce el reconocimiento de la venta en los términos descritos anteriormente, se registran, en su caso, como anticipos recibidos en el epígrafe "Anticipos de clientes" del pasivo.

e. Provisiones

Los estados financieros intermedios consolidados del Grupo recogen todas las provisiones significativas con respecto a las cuales se estima que la probabilidad de que se tenga que atender la obligación es mayor que de lo contrario. Los pasivos contingentes no se reconocen en las cuentas anuales consolidadas, sino que se informa sobre los mismos, conforme a los requerimientos de la NIC 37.

Las provisiones (que se cuantifican teniendo en consideración la mejor información disponible sobre las consecuencias del suceso en el que traen su causa y son reestimadas con ocasión de cada cierre contable) se utilizan para afrontar las obligaciones específicas para las cuales fueron originalmente reconocidas, procediéndose a su reversión, total o parcial, cuando dichas obligaciones dejan de existir o disminuyen.

Procedimientos judiciales y/o reclamaciones en curso

A 30 de septiembre de 2017 se encontraban en curso distintos procedimientos judiciales y reclamaciones entablados contra las entidades consolidadas con origen en el desarrollo habitual de sus actividades. Tanto los asesores legales del Grupo como sus Administradores entienden que las provisiones constituidas son suficientes y que la conclusión de estos procedimientos y reclamaciones no producirá un efecto adicional significativo en los estados financieros intermedios consolidados de los ejercicios en los que finalicen.

Provisiones por garantía

Las provisiones para costes de garantías, especialmente los gastos de postventa, otros costes y la garantía decenal establecida en la regulación española para empresas inmobiliarias, se reconocen en la fecha de la venta de los productos pertinentes, según la mejor estimación del gasto necesario para liquidar el probable pasivo del Grupo.

f. Impuesto sobre las ganancias

Régimen General

El gasto por el impuesto sobre las ganancias se reconoce en la cuenta de resultados intermedia consolidada, excepto cuando sea consecuencia de una transacción cuyos resultados se registran directamente en el patrimonio neto, en cuyo supuesto el impuesto sobre beneficios también se registra en el patrimonio neto.

El gasto por impuesto sobre las ganancias del ejercicio se calcula sobre la base imponible del ejercicio. La base imponible difiere del resultado neto presentado en la cuenta de resultados intermedia consolidada porque excluye partidas de ingresos o gastos que son gravables o deducibles en otros ejercicios y excluye además partidas que nunca lo son. El pasivo del Grupo en concepto de impuestos corrientes se calcula utilizando tipos fiscales que han sido aprobados o prácticamente aprobados en la fecha del balance de situación consolidado.

Los activos y pasivos por impuestos diferidos son aquellos impuestos que se prevén recuperables o pagaderos calculados sobre las diferencias entre los importes en libros de los activos y pasivos en los estados financieros y las bases imponibles correspondientes utilizadas en el cálculo de la ganancia fiscal, y se contabilizan utilizando el método del pasivo en el balance de situación consolidado y se cuantifican aplicando a la diferencia temporal o crédito que corresponda el tipo de gravamen al que se espera recuperarlos o liquidarlos.

Se reconoce un activo o pasivo por impuestos diferidos para las diferencias temporales derivadas de inversiones en sociedades dependientes y empresas asociadas, y de participaciones en negocios conjuntos, salvo cuando el Grupo puede controlar la reversión de las diferencias temporales y es probable que éstas no sean revertidas en un futuro previsible.

No obstante lo anterior:

- i. Los activos por impuestos diferidos solamente se reconocen en el caso de que se considere probable que las entidades consolidadas vayan a tener en el futuro suficientes ganancias fiscales contra las que poder hacerlos efectivos.
- ii. En ningún caso se registran impuestos diferidos con origen en los fondos de comercio aflorados en una adquisición.

Con ocasión de cada cierre contable, se revisan los impuestos diferidos registrados (tanto activos como pasivos) con objeto de comprobar que se mantienen vigentes, efectuándose las oportunas correcciones a los mismos de acuerdo con los resultados de los análisis realizados.

La Junta General de Accionistas de la Sociedad Dominante aprobó acogerse en el ejercicio 2016 al régimen de consolidación fiscal regulado en el Capítulo VII, del Título VII, del Real Decreto Legislativo 4/2004, de 5 de marzo, de conformidad con lo establecido en el artículo 70 del Texto Refundido de la Ley del Impuesto sobre Sociedades, para el período impositivo que se inició el 1 de enero de 2016 y para los sucesivos períodos impositivos, en tanto reúna, junto con sus sociedades dependientes, los requisitos que para ello se prevén en la Ley para acogerse.

El grupo de consolidación fiscal está formado por la sociedad matriz y todas las sociedades dependientes, anónimas o limitadas, residentes en territorio español y en las que la matriz tenga una participación, directa o indirecta de al menos el 75 % del capital (véase Anexo I)

g. Ingresos y gastos

Los ingresos y gastos se imputan en función del devengo.

Concretamente, los ingresos se calculan al valor razonable de la contraprestación cobrada o a cobrar y representan los importes a cobrar por los bienes entregados y los servicios prestados en el marco ordinario de la actividad, menos descuentos, IVA y otros impuestos relacionados con las ventas.

El Grupo reconoce los ingresos cuando el importe de los mismos se puede valorar con fiabilidad y sea probable que los beneficios económicos futuros vayan a fluir a las sociedades del Grupo. No se considera que se puede valorar el importe de los ingresos con fiabilidad hasta que no se han resuelto todas las contingencias relacionadas con la venta.

Venta de promociones inmobiliarias y suelos

Por lo que se refiere a las ventas de promociones inmobiliarias y suelos, las sociedades del Grupo siguen el criterio de reconocer las ventas y el coste de las mismas cuando se han entregado los inmuebles y la propiedad de éstos ha sido transferida, que habitualmente resulta en la fecha en la que se escritura la compraventa.

Alquileres

Los ingresos por alquileres se registran en función de su devengo, distribuyéndose linealmente los beneficios en concepto de incentivos y los costes iniciales de los contratos de arrendamiento.

Ingresos por intereses



Los ingresos por intereses se devengan siguiendo un criterio temporal, en función del principal pendiente de cobro y el tipo de interés efectivo aplicable, que es el tipo que descuenta exactamente los futuros recibos en efectivo estimados a lo largo de la vida prevista del activo financiero del importe en libros neto de dicho activo.

Ingresos por dividendos

Los ingresos por dividendos se reconocen cuando se establece el derecho a recibir el pago.

Los ingresos por dividendos procedentes de inversiones se reconocen cuando los derechos de los accionistas a recibir el pago han sido establecidos.

h. Costes por intereses

Los costes por intereses directamente imputables a la adquisición, construcción o producción de promociones inmobiliarias o inversiones inmobiliarias se añaden al coste de dichos activos, hasta el momento en que los activos estén sustancialmente preparados para su uso o venta previstos. Los ingresos procedentes de inversiones obtenidos en la inversión temporal de préstamos específicos que aún no se han invertido en activos cualificados se deducen de los costes por intereses aptos para la capitalización.

Los demás costes por intereses se reconocen en la cuenta de pérdidas y ganancias consolidada en el periodo en que se incurren

i. Capital Social

El capital social está representado por acciones ordinarias.

Los costes de emisión de nuevas acciones u opciones se presentan directamente contra el patrimonio neto, como menores reservas.

j. Consolidación

Dependientes

Dependientes son todas las entidades (incluidas las entidades estructuradas) sobre las que el Grupo tiene control. El Grupo controla una entidad cuando está expuesto, o tiene derecho, a obtener unos rendimientos variables por su implicación en la participada y tiene la capacidad de utilizar su poder sobre ella para influir sobre esos rendimientos. Las dependientes se consolidan a partir de la fecha en que se transfiere el control al Grupo, y se excluyen de la consolidación en la fecha en que cesa el mismo.

Para contabilizar las combinaciones de negocios el Grupo aplica el método de adquisición. La contraprestación transferida por la adquisición de una dependiente se corresponde con el valor razonable de los activos transferidos, los pasivos incurridos con los anteriores propietarios de la adquirida y las participaciones en el patrimonio emitidas por el Grupo. La contraprestación transferida incluye el valor razonable de cualquier activo o pasivo que proceda de un acuerdo de contraprestación contingente. Los activos identificables adquiridos y los pasivos y pasivos contingentes asumidos en una combinación de negocios se valoran inicialmente a su valor razonable en la fecha de adquisición. Para cada combinación de negocios, el Grupo puede optar por reconocer cualquier participación no Dominante en la adquirida por el valor razonable o por la parte proporcional de la participación no Dominante de los importes reconocidos de los activos netos identificables de la adquirida.

Los costes relacionados con la adquisición se reconocen como gastos en el ejercicio en que se incurre en ellos.

Si la combinación de negocios se realiza por etapas, el importe en libros en la fecha de adquisición de la participación en el patrimonio neto de la adquirida anteriormente mantenido por la adquirente se vuelve a valorar al valor razonable en la fecha de adquisición; cualquier pérdida o ganancia que surja de esta nueva valoración se reconoce en el resultado del ejercicio.

Cualquier contraprestación contingente a transferir por el Grupo se reconoce a su valor razonable en la fecha de adquisición. Los cambios posteriores en el valor razonable de la contraprestación contingente que se considere un activo o un pasivo se reconocen de acuerdo con la NIC 39 en resultados. La contraprestación contingente que se clasifique como patrimonio neto no se valora de nuevo y su liquidación posterior se contabiliza dentro del patrimonio neto.

Se eliminan las transacciones inter-compañía, los saldos y las ganancias no realizadas en transacciones entre entidades del Grupo. Las pérdidas no realizadas también se eliminan. Cuando ha sido necesario se han ajustado los importes presentados por las dependientes para adecuarlos a las políticas contables del Grupo.

Asociadas

Asociadas son todas las entidades sobre las que el Grupo ejerce influencia significativa pero no tiene control que, generalmente, viene acompañado por una participación de entre un 20% y un 50% de los derechos de voto. Las inversiones en asociadas se contabilizan por el método de participación. Bajo el método de la participación, la inversión se reconoce inicialmente a coste, y el importe en libros se incrementa o disminuye para reconocer la participación del inversor en los resultados de la invertida después de la fecha de adquisición. La inversión del Grupo en asociadas incluye el fondo de comercio identificado en la adquisición.

Si la participación en la propiedad en una asociada se reduce pero se mantiene la influencia significativa, sólo la participación proporcional de los importes previamente reconocidos en el otro resultado global se reclasifica a resultados cuando es apropiado.

La participación del Grupo en las pérdidas o ganancias posteriores a la adquisición de sus asociadas se reconoce en la cuenta de resultados intermedia consolidada, y su participación en los movimientos posteriores a la adquisición en el otro resultado global se reconoce en el otro resultado global con el correspondiente ajuste al importe en libros de la inversión. Cuando la participación del Grupo en las pérdidas de una asociada es igual o superior a su participación en la misma, incluida cualquier otra cuenta a cobrar no asegurada, el Grupo no reconoce pérdidas adicionales, a menos que hubiera incurrido en obligaciones legales o implícitas o realizados pagos en nombre de la asociada.

En cada fecha de presentación de información financiera, el Grupo determina si existe alguna evidencia objetiva de que se haya deteriorado el valor de la inversión en la asociada. Si este fuese el caso, el Grupo calcula el importe de la pérdida por deterioro del valor como la diferencia entre el importe recuperable de la asociada y su importe en libros y reconoce el importe adyacente a "la participación del beneficio / (pérdida) de una asociada" en la cuenta de resultados.

Las pérdidas y ganancias procedentes de las transacciones ascendentes y descendentes entre el Grupo y sus asociadas se reconocen en los estados financieros del Grupo sólo en la medida que correspondan a las participaciones de otros inversores en las asociadas no relacionados con el inversor. Las pérdidas no realizadas se eliminan a menos que la transacción proporcione evidencia de pérdida por deterioro del valor del activo transferido. Las políticas contables de las asociadas se han modificado cuando ha resultado necesario para asegurar la uniformidad con las políticas adoptadas por el Grupo.

Las pérdidas y ganancias de dilución surgidas en inversiones en asociadas se reconocen en la cuenta de resultados.

Acuerdos conjuntos

El Grupo aplica NIIF 11 a todos los acuerdos conjuntos. Las inversiones en acuerdos conjuntos bajo NIIF 11 se clasifican como operaciones conjuntas o como negocios conjuntos, dependiendo de los derechos y obligaciones contractuales de cada inversor. El Grupo ha evaluado la naturaleza de sus acuerdos conjuntos y ha determinado que todos ellos sean clasificados como negocios conjuntos.

Los negocios conjuntos se contabilizan usando el método de la participación (o "puesta en equivalencia"), al igual que las Asociadas. Las ganancias no realizadas en transacciones entre el Grupo y sus negocios conjuntos se eliminan en la medida de la participación del Grupo en los negocios conjuntos. Las pérdidas no realizadas también se eliminan a menos que la transacción proporcione evidencia de una pérdida por deterioro del valor del activo transferido. Las políticas contables de los negocios conjuntos se han modificado cuando es necesario para asegurar la uniformidad con las políticas adoptadas por el Grupo.

Las operaciones conjuntas se integran por el método de consolidación proporcional. El Grupo combina línea por línea su participación en los activos, pasivos, ingresos y gastos y flujos de efectivo de la entidad controlada conjuntamente con aquellas partidas de sus cuentas que son similares. El Grupo reconoce en sus cuentas anuales consolidadas la participación en los beneficios o las pérdidas procedentes de ventas de activos del Grupo a las entidades controladas conjuntamente por la parte que corresponde a otros partícipes. El Grupo no reconoce su participación en los beneficios o las pérdidas de la entidad controlada conjuntamente y que se derivan de la compra por parte del Grupo de activos de la entidad controlada conjuntamente hasta que dichos activos no se venden a un tercero independiente. Se reconoce una pérdida



en la transacción de forma inmediata si la misma pone en evidencia una reducción del valor neto realizable de los activos corrientes, o una pérdida por deterioro de valor.

En el Anexo I a estas notas se desglosan los datos de identificación de los negocios conjuntos incluidos en el perímetro de consolidación por el método de participación.

k. Transacciones con partes vinculadas

Las transacciones con partes vinculadas se contabilizan de acuerdo con las normas de valoración detalladas anteriormente.

Los precios de las operaciones realizadas con partes vinculadas se encuentran adecuadamente soportados y documentados, por lo que los Administradores de la Sociedad Dominante consideran que no existen riesgos que pudieran originar pasivos fiscales significativos.

l. Estado de flujos de efectivo intermedio consolidado

En el estado de flujos de efectivo intermedio consolidado se utilizan las siguientes expresiones en los siguientes sentidos:

- Flujos de efectivo son las entradas y salidas de efectivo y equivalentes al efectivo.
- Actividades de explotación son las actividades que constituyen la principal fuente de ingresos ordinarios de la entidad, así como otras actividades que no puedan ser calificadas como de inversión o financiación.
- Actividades de inversión son las de adquisición y disposición de activos a largo plazo, así como de otras inversiones no incluidas en el efectivo y los equivalentes al efectivo.
- Actividades de financiación son las actividades que producen cambios en el tamaño y composición de los capitales propios y de los préstamos tomados por parte de la entidad.

A efectos de la elaboración del estado de flujos de efectivo intermedio consolidado, se ha considerado como "efectivo y equivalentes de efectivo" la caja y depósitos bancarios a la vista, así como aquellas inversiones a corto plazo de gran liquidez, que son fácilmente convertibles en importes determinados de efectivo, estando sujetos a un riesgo poco significativo de cambios en su valor.

m. Arrendamientos

Cuando una entidad del Grupo es el arrendatario – Arrendamiento operativo

Los arrendamientos en los que el arrendador conserva una parte importante de los riesgos y ventajas derivados de la titularidad se clasifican como arrendamientos operativos. Los pagos en concepto de arrendamiento operativo (netos de cualquier incentivo recibido del arrendador) se cargan en la cuenta de resultados sobre una base lineal durante el período de arrendamiento.

Cuando una entidad del Grupo es el arrendador – Arrendamiento operativo

Los activos arrendados a terceros bajo contratos de arrendamiento operativo se incluyen dentro del balance consolidado según su naturaleza. Los ingresos derivados del arrendamiento se reconocen de forma lineal durante el plazo del arrendamiento.

n. Activos y pasivos corrientes con vencimiento superior a 12 meses (ciclo largo y corto)

El Grupo ha optado por presentar los activos y pasivos corrientes de acuerdo con el ciclo normal de explotación de la empresa considerando como ciclo corto aquellas que se gestionarán dentro de los próximos 36 meses y como ciclo largo los siguientes 24 meses.



	Miles de euros	
	2017	2016
Existencias - ciclo largo	656.303	-
Existencias – ciclo corto	960.027	792.499
Total existencias ciclo largo y corto	1.616.330	792.499

El Grupo considera que el producto terminado que tiene registrado en el epígrafe existencias de la Nota 9 tiene un vencimiento inferior a doce meses, ascendiendo a 10.798 miles de euros a 30 de septiembre de 2017 y 10.848 miles de euros a 31 de diciembre de 2016, neto de deterioros.

El grupo considera que ninguno de los pasivos corrientes tiene la consideración de ciclo largo y tiene un vencimiento superior a 12 meses.

3. EXPOSICIÓN AL RIESGO

El Grupo gestiona su capital para asegurar que las compañías del Grupo serán capaces de continuar como negocios rentables a la vez que maximiza el retorno de los accionistas a través del equilibrio óptimo de la deuda y fondos propios.

La estrategia del conjunto del Grupo ha estado marcada durante el ejercicio 2017 por la prudencia, centrandó la gestión en la generación de caja vía mantenimiento del negocio recurrente.

La estructura de capital del Grupo incluye deuda, caja y activos líquidos y fondos propios, que incluye capital, reservas y resultados no distribuidos.

El Área Financiera, responsable de la gestión de riesgos financieros, revisa la estructura de capital, así como el ratio de Deuda neta (definida esta como la deuda bancaria menos tesorería disponible y menos otros activos/pasivos financieros), sobre valor razonable de los activos (Gross Asset Value — GAV). A este respecto el Grupo tiene la previsión para el largo plazo de no sobrepasar un endeudamiento de 25% para este ratio, al 30 de septiembre de 2017 el ratio es del 7%.

Deuda financiera neta	
(+) Deuda bancaria	176.684
(-) Tesorería disponible (Nota 11)	22.217
(-) Otros activos financieros	1.343
	<hr/>
	153.124
Valor de mercado de los activos (GAV)	2.208.925

La Compañía no ha incluido en el cálculo de la Deuda financiera neta el importe del IVA pendiente de devolución de la Agencia Tributaria, por importe de 158.915 miles de euros que garantiza el repago parcial de la Deuda bancaria. En caso de haberlo incluido, la deuda financiera neta habría ascendido a -5.791 miles de euros.

El Grupo distingue dos tipos de riesgos financieros principales:

- Riesgo de liquidez:
Se refiere al riesgo de la eventual incapacidad del Grupo para hacer frente a los pagos ya comprometidos, y/o los compromisos derivados de nuevas inversiones.
- Riesgo de mercado:
 1. Riesgos de tipos de interés: se refiere al impacto que puede registrar la cuenta de resultados en su epígrafe de gastos financieros como consecuencia de un alza de los tipos de interés.



2. Riesgo de crédito: se refiere al impacto que puede tener en el estado de resultados intermedio consolidado el fallido de las cuentas por cobrar.
3. Riesgo de tipo de cambio: se refiere al impacto que puede tener en el estado de resultados intermedio consolidado las variaciones en el tipo de cambio.

A continuación, mencionamos los sistemas de control establecidos para mitigar estos riesgos:

Riesgo de liquidez

El Grupo determina las necesidades de tesorería utilizando dos herramientas básicas:

1. Presupuesto de tesorería con horizonte de 12 meses con detalle mensual y actualización también mensual, elaborado a partir de los presupuestos de tesorería de cada Área.
2. Presupuesto de tesorería con horizonte 30 días con detalle diario y actualización diaria, elaborado a partir de los compromisos de pago incorporados al Sistema de Información Financiera.

Con estas herramientas se identifican las necesidades de tesorería en importe y tiempo, y se planifican las nuevas necesidades de financiación.

El Grupo mantiene una política de liquidez consistente en la contratación de facilidades crediticias comprometidas e inversiones financieras temporales por importe suficiente para soportar las necesidades previstas por un periodo que esté en función de la situación y expectativas de los mercados de deuda y de capitales.

La posición disponible de tesorería del Grupo al 30 de septiembre de 2017 asciende a 22.217 (27.813 miles de euros en 2016) miles de euros (Nota 11).

El Grupo dispone de financiaciones comprometidas y no dispuestas a 30 de septiembre de 2017 que ascienden a 114.500 miles de euros, consecuencia del tramo operativo del contrato de préstamo sindicado formalizado el 11 de julio de 2017. (Nota 14) (0 miles a 31 de diciembre de 2016).

Adicionalmente a los compromisos bancarios y comerciales registrados en la nota de pasivos financieros corrientes, el Grupo tiene obligaciones contractuales de atender al servicio de la deuda por importe de 1 millón de euros trimestrales hasta vencimiento de la misma que se devengará en el futuro. En la nota de "hechos posteriores" se detallan los acontecimientos ocurridos en relación a la financiación bancaria de la Compañía con posterioridad a 30 de septiembre de 2017.

La revisión del presupuesto de tesorería correspondiente al horizonte de 12 meses y los análisis de sensibilidad realizados por el Grupo permiten concluir que durante el siguiente año, la Sociedad Dominante será capaz de financiar razonablemente sus operaciones, aún en el caso de que las condiciones del mercado inmobiliario y de financiación se endurezcan.

Adicionalmente, tal y como se dispone en la nota de hechos posteriores, el 1 de diciembre de 2017 la Sociedad ha firmado un préstamo sindicado por importe de 275 millones de euros, con el propósito de financiar las inversiones de urbanización previstas en el plan de negocio, así como los gastos operativos. Esta financiación será destinada, asimismo, al repago de las deudas financieras del Grupo con vencimientos en el corto plazo. Los términos del acuerdo están basados en los estándares del mercado y permitirá a la Sociedad el cumplimiento de su plan de inversiones en los próximos ejercicios. El vencimiento de la financiación se ha establecido en 5 años y se encontrará remunerado a EURIBOR más un margen de mercado. Con esta operación se mitigaría el riesgo del diferimiento en el tiempo de cobro de la deuda con Hacienda por IVA.

Riesgo de mercado

Riesgo de tipo de interés

Las variaciones de los tipos de interés modifican el valor razonable de aquellos activos y pasivos que devengan un tipo de interés fijo, así como los flujos futuros de los activos y pasivos referenciados a un tipo de interés variable. El riesgo producido por la variación del tipo de interés se gestiona mediante la contratación de instrumentos derivados que tienen la función de cubrir al Grupo de dichos riesgos. Actualmente el Grupo no tiene contratados instrumentos derivados ya que considera que el riesgo derivado de variaciones en tipo de interés no es significativo en relación con la deuda dispuesta a 30 de septiembre de 2017 y 31 de diciembre de 2016 (Nota 14).

Los Administradores de la Compañía consideran que una variación en el EURIBOR al que se encuentran referenciada la deuda bancaria actualmente dispuesta no supondría un impacto significativo en el estado de resultados intermedio consolidado.

Riesgo de crédito

En relación con los saldos de clientes y otras cuentas a cobrar, una alta proporción de los mismos están referidos a operaciones con entidades públicas nacionales, con lo cual el Grupo considera que el riesgo de crédito se encuentra muy acotado.

Por otro lado, el Grupo no tiene un riesgo de crédito significativo con terceros derivado de su actividad inmobiliaria propia, ya que cobra la práctica totalidad de las ventas en el momento de la escrituración, ya sea por subrogación del comprador en la parte que le corresponde del préstamo promotor o bien por otro método distinto a la elección del comprado. El riesgo de crédito derivado de los aplazamientos de pago en operaciones de venta de suelo o edificios terminados se mitiga mediante la obtención de garantías por parte del comprador o el establecimiento de condiciones resolutorias en caso de impago que derivarían en la reparación de la titularidad del activo vendido y el cobro de una indemnización.

Riesgo de tipo de cambio

Al 30 de septiembre de 2017 y 31 de diciembre de 2016, el Grupo no tiene exposición por riesgo de tipo de cambio.

4. BENEFICIO/(PÉRDIDA) POR ACCIÓN

a) Beneficio/(Pérdida) básica por acción

El beneficio o pérdida básica por participación se determina dividiendo el resultado neto atribuido al Grupo (después de impuestos y minoritarios) entre el número medio ponderado de las acciones en circulación durante ese ejercicio.

	Periodo de nueve meses finalizado el 30 de septiembre de 2017	Periodo de nueve meses finalizado el 30 de septiembre de 2016*
Beneficio / (Pérdida) del ejercicio (miles de euros)	(33.856)	240
Número medio ponderado de acciones en circulación (miles de acciones)	3.309.938	3.075.278
Beneficio / (Pérdida) básica por acción (euros)	(0,0102)	0,0000

(*) Importes no auditados

b) Beneficio/(Pérdida) diluida por acción

El beneficio o pérdida diluida por acción se determina de forma similar al beneficio o a la pérdida básica por acción, pero el número medio ponderado de acción en circulación se ajusta para tener en cuenta el efecto dilutivo potencial de las opciones sobre participaciones, warrants y deuda convertible en vigor al cierre de cada ejercicio.

Durante los periodos comprendidos entre el 1 de enero y 30 de septiembre de 2017 y 2016, el beneficio y la pérdida diluida por acción del Grupo coincide con el beneficio y la pérdida básica por participación.

5. INFORMACIÓN POR SEGMENTOS

a) Criterios de segmentación

La compañía ha estructurado la información por segmentos en función de las distintas líneas de negocio del Grupo.

Las líneas de negocio que se describen seguidamente se han establecido en función de la estructura - organizativa del Grupo en vigor al 30 de septiembre de 2017 y teniendo en cuenta, por un lado, la naturaleza de los productos (producto residencial, comercial y otros) y los clientes a los que van dirigidos.

La actividad del Grupo se centra, principalmente, en el desarrollo y venta de promociones inmobiliarias residenciales a partir de suelo finalista (incluidos los resultados bajo el capítulo "Desarrollo inmobiliario residencial"), distinguiéndose éstos de los resultados generados por la línea de negocio que no se considera como estratégica como es la promoción de suelos comerciales, cuyos resultados se presentarán bajo el capítulo "Desarrollo inmobiliario comercial".

Los ingresos y los gastos que no pueden ser atribuidos específicamente a ninguna línea de carácter operativo o que son el resultado de decisiones que afectan globalmente al Grupo – y entre ellos los gastos originados por actividades que afectan a varias líneas de negocios – se atribuyen a una "unidad Corporativa/otros" a la que también se le asignarán las partidas de conciliación y se encontrarán incluidos bajo el epígrafe de "Otros".

Al desarrollar todas sus actividades en España el Grupo no considera el criterio geográfico como segmento a reportar.

b) Bases y metodología de la información por segmentos de negocio

La información por segmentos que se expone se basa en los informes mensuales elaborados por la Dirección del Grupo y que se genera por la misma aplicación informática utilizada para obtener todos los datos contables del Grupo (SAP) siendo revisados por el Comité de dirección (donde se encuentran representados la Dirección y el consejo de Administración mediante el Consejero Delegado) para llevar a cabo la toma de decisiones en cuanto a la asignación de recursos y evaluar su rendimiento.

Los ingresos ordinarios del segmento corresponden a los ingresos ordinarios directamente atribuible al mismo, los ingresos ordinarios de cada segmento incluyen las ventas derivadas de las promociones y desarrollos de los suelos y los resultados de las ventas de los suelos realizadas en el curso ordinarios de sus actividades de negocio, no incluyéndose las ganancias derivadas de la venta de inversiones inmobiliarias.

Los gastos de cada segmento se determinan por los gastos derivados de las actividades de explotación del mismo que le sean directamente atribuibles (como es el caso de las partidas "Coste de las ventas", "servicios exteriores" y variación de las provisiones de tráfico".

La información utilizada por el Comité de Dirección para la toma de decisiones se extiende hasta el estado de resultados consolidado antes de impuestos.

Los activos y pasivos de los segmentos son los directamente relacionados con la explotación del mismo, más los que le pueden ser directamente atribuibles de acuerdo a los criterios de reparto anteriormente mencionados. No obstante, los epígrafes "Administraciones Públicas deudas" y "Efectivo y otros activos líquidos equivalentes", independientemente a su origen están asignados a la línea "Unidad corporativa/Otros". Los pasivos asignados al segmento no incluyen las deudas por impuesto de las ganancias.

	30/09/2017			
	Residencial	Comercial	Otros	Total
Activo no corriente	354.127	117.538	282	471.947
Activo corriente	1.458.883	198.408	192.903	1.850.195
Pasivo no corriente	(27.824)	-	(4.997)	(32.821)
Pasivo corriente	(50.276)	(622)	(175.697)	(226.594)
Activos netos	1.734.910	315.326	12.491	2.062.727



	31/12/2016			
	Residencial	Comercial	Otros	Total
Activo no corriente	102.839	109.600	1	212.440
Activo corriente	711.538	124.802	33.952	870.292
Pasivo no corriente	(36.839)	-	(352)	(37.191)
Pasivo corriente	(44.104)	-	(2.262)	(46.366)
Activos netos	733.434	234.402	31.339	999.175

Las principales altas registradas durante los nueve primeros meses del ejercicio 2017 han sido las siguientes:

	01/01/2017 - 30/09/2017			
	Residencial	Comercial	Otros	Total
Inversiones inmobiliarias				
Altas por aportación no dineraria (Nota 1.c1)	197.337	-	-	197.337
Existencias				
Altas por aportación no dineraria (Nota 1.c1)	837.127	62.860	-	899.987

	30/09/2017			
	Residencial	Comercial	Otros	Total
OPERACIONES CONTINUADAS				
Ventas	15.620	3.221	46	18.887
- Venta de promociones	15.620	-	-	15.620
- Venta de suelos	-	-	-	0
- Otros y prestación de servicios	-	3.221	46	3.267
Coste de las ventas	(12.911)	(1.702)	(8)	(14.621)
Gastos de personal	(2.427)	(381)	(1.617)	(4.425)
Dotación a la amortización				
Servicios exteriores	(562)		(2.987)	(3.549)
Variación de las provisiones de tráfico	(81.378)	10.770	2.244	(68.364)
- Variación de la provisión de existencias	(106.185)	10.770	-	(95.415)
- Reversión de créditos con vinculadas	13.022	-	-	13.022
- Reversión de cuentas a cobrar	11.785	-	-	11.785
- Otros	-	-	2.244	2.244
Variaciones de valor de inversiones inmobiliarias	(5.950)	4.489	-	(1.461)
Otras ganancias o pérdidas	-	-	-	-
RESULTADO DE EXPLOTACIÓN	(87.608)	16.397	(2.322)	(73.533)
Ingresos financieros	-	-	38	38
Gastos financieros	-	-	(4.164)	(4.164)
Gastos financieros capitalizados	-	-	78	78
Deterioro y resultado por enajenación de instrumentos financieros	-	-	196	196
Resultado de entidades valoradas por el método de la participación	-	-	236	236
RESULTADO FINANCIERO	-	-	(3.616)	(3.616)
RESULTADO ANTES DE IMPUESTOS	(87.608)	16.397	(5.938)	(77.149)

	30/09/2016			
	Residencial	Comercial	Otros	Total
OPERACIONES CONTINUADAS				
Ventas	8.264	2.925	31	11.220
- Venta de promociones	8.264	-	-	8.264
- Venta de suelos	-	-	-	-
- Otros y prestación de servicios	-	2.925	31	2.956
Coste de las ventas	(7.782)	(1.039)	(15)	(8.836)
Gastos de personal	(1.144)	(180)	(763)	(2.087)
Dotación a la amortización	-	-	-	-
Servicios exteriores	(484)	-	(1.896)	(2.380)
Variación de las provisiones de tráfico	(6.519)	-	10	(6.508)
- Variación de la provisión de existencias	(6.519)	-	-	(6.519)
- Otros	-	-	10	10
Variaciones de valor de inversiones inmobiliarias	-	8.895	-	8.898
Otras ganancias o pérdidas	-	-	85	85
RESULTADO DE EXPLOTACIÓN	(7.665)	10.601	(2.548)	388
Ingresos financieros	-	-	141	141
Gastos financieros	-	-	(22)	(22)
Gastos financieros capitalizados	-	-	-	-
Deterioro y resultado por enajenación de instrumentos financieros	-	-	-	-
Resultado de entidades valoradas por el método de la participación	-	-	(212)	(212)
RESULTADO FINANCIERO	-	-	(93)	(93)
RESULTADO ANTES DE IMPUESTOS	(7.665)	10.601	(2.641)	295

Otra información

Durante los nueve primeros meses del ejercicio 2017 y 2016 no se han producido transacciones entre los distintos segmentos del Grupo.

No existe ningún cliente que represente de forma individualizada el 10% de los ingresos ordinarios del grupo.

En el activo no corriente hay un importe de 75.605 miles de euros correspondientes a préstamos con negocios conjuntos asignados al segmento residencia.

6. INVERSIONES INMOBILIARIAS

El detalle y movimiento de las partidas incluidas en inversiones inmobiliarias es el siguiente:

	Miles de euros
Saldo a 1 de enero de 2016	224.540
Traspaso a existencias	(123.396)
Adiciones	101
Ganancias/(Pérdidas) neta de ajustes al valor razonable	8.355
Saldo a 31 de diciembre de 2016	109.600

	Miles de euros
Saldo a 1 de enero de 2017	109.600
Adiciones por aportación no dineraria (Nota 1.c1)	197.337
Otras adiciones	249
Ganancias/(Pérdidas) neta de ajustes al valor razonable	(1.461)
Saldo a 30 de septiembre de 2017	305.725

Actualmente las inversiones inmobiliarias la constituyen diferentes suelos destinados a la promoción para su posterior arrendamiento por parte de terceros así como activos en alquiler adquiridos en el contexto de la ampliación de capital no dineraria llevada a cabo por el Grupo durante el ejercicio 2017 (Nota 1.c1), adicionalmente también se han registrado como inversiones inmobiliarias aquellos terrenos cuyo uso futuro no ha sido determinado en el momento de la aportación, considerándose que se mantendrán en la cartera para obtener plusvalías a largo plazo y no venderse dentro del curso ordinario de las actividades del negocio.

Las altas registradas al 30 de septiembre de 2017 se corresponden principalmente con terrenos (156.297 miles de euros) y edificios en explotación (37.970 miles de euros) provenientes de su calificación como inversiones inmobiliarias en el momento de la aportación no dineraria de activos inmobiliarios realizada por los accionistas mayoritarios (nota 1.c1).

Del total de las inversiones inmobiliarias el 37% se corresponde con un mismo activo inmobiliario consistente en unos terrenos situados en Madrid, cuyo valor neto contable asciende a 114.238 miles de euros a 30 de septiembre de 2017, (109.600 miles de euros a 31 de diciembre de 2016) y a 30 de septiembre de 2017 el Grupo, de acuerdo con las valoraciones obtenidas de un experto independiente, se ha ajustado el valor de dicho activo a su valor razonable.

Del total de los activos registrados como inversiones inmobiliarias un 77% se corresponden con suelos finalistas, el resto de la cartera se encuentra en situaciones en donde queda pendiente alguna gestión urbanística, si bien, los Administradores no consideran este punto como un riesgo ya que todos los planes y gestiones urbanísticas se encuentran muy avanzadas y que esperan en los próximos ejercicios lleguen a ser finalistas.

Las valoraciones realizadas por expertos independientes respecto a las inversiones inmobiliarias y existencias (Nota 9) del Grupo han incluido, entre otras, las siguientes hipótesis claves:

Precio de Venta (€/m2)	Margen Promotor	Tasa Interna de Retorno Implícita	Exit Yields
400 - 4.000	7%-30%	10%-32%	5,5%-8,0%

Los traspasos del ejercicio 2016 se corresponden con reclasificaciones a existencias de suelos cuya finalidad es la promoción y posterior venta.

Tal y como se dispone en la norma de registro y valoración 2.8a las inversiones inmobiliarias han sido ajustadas a su valor razonable de acuerdo con las valoraciones realizadas por el experto independiente.

a) Ingresos y gastos procedentes de inversiones inmobiliarias

A 30 de septiembre de 2017 el Grupo ha registrado un total de 46 miles de euros de ingresos por arrendamiento (0 miles de euros en 2016), y unos gastos asociados de 8 miles de euros (0 miles de euros en 2016).

b) Seguros

Es política del Grupo contratar todas las pólizas de seguros que se estimen necesarias para dar cobertura a los riesgos que pudieran afectar a las inversiones inmobiliarias.

A 30 de septiembre de 2017 y 31 de diciembre de 2016 la cobertura de los seguros contratados se considera suficiente.



c) Cargas y Garantías

El Grupo no mantiene usufructos, embargos o situaciones análogas respecto a las inversiones inmobiliarias.

d) Obligaciones

El Grupo no tiene a 30 de septiembre de 2017 y 31 de diciembre de 2016 obligaciones contractuales para la adquisición, construcción o desarrollo de inversiones inmobiliarias, o para reparaciones, mantenimiento o seguros.

e) Valoración y sensibilidad. Análisis de sensibilidad

El Grupo ha realizado valoraciones de sus activos a 30 de septiembre de 2017 y 31 de diciembre de 2016. Por lo tanto, el valor de mercado al que se registran las inversiones inmobiliarias del grupo a dichas fechas está calculado en función de las valoraciones realizadas por los valoradores independientes no vinculados al Grupo (Nota 2.8.a). El valor de mercado de las inversiones inmobiliarias del Grupo asciende a 305.725 miles de euros y 109.600 miles de euros, respectivamente.

Tal y como se dispone en la norma de registro y valoración 2.8a, las inversiones inmobiliarias han sido ajustadas a su valor razonable de acuerdo con las valoraciones realizadas por el experto independiente.

Las valoraciones de estos activos inmobiliarios han sido realizadas bajo la hipótesis "valor de mercado". Dicho valor de mercado, es calculado en función de las valoraciones realizadas por los expertos independientes no vinculados al Grupo, "Savills Consultores Inmobiliarios" y "CBRE Group". Sus valoraciones se realizan de acuerdo con los Estándares de Valoración y Tasación publicados por la Royal Institute of Chartered Surveyors (RICS) de Gran Bretaña, y de acuerdo con los Estándares Internacionales de Valoración (IVS) publicados por el Comité Internacional de Estándares de Valoración (IVSC).

El "Valor de Mercado" se define como la cantidad estimada por la que un activo debería poderse intercambiar a la fecha de valoración, entre un vendedor y un comprador dispuestos entre sí, tras un periodo de comercialización razonable, y en el que ambas partes hayan actuado con conocimiento, prudencia y sin coacción alguna.

La metodología de valoración adoptada por los valoradores independientes en cuanto a la determinación del valor razonable ha sido, para el caso de los terrenos residenciales clasificados como inversiones inmobiliarias, el método residual dinámico siguiendo la misma metodología que la descrita en la nota 2.8 b y para el caso de los activos en explotación y terrenos de uso comercial, la metodología adoptada ha sido el método de descuento de flujos de caja, además del método de comparación como método de contraste para la determinación del valor final.

Para determinar el valor de un inmueble mediante Descuentos de flujo de caja (DFC) se ha realizado una estimación de los gastos del inmueble, las rentas contratadas y la renta de mercado considerada para la superficie vacía. Para aquellos terrenos terciarios clasificados como inversiones inmobiliarias se ha estimado las rentas que se podrían obtener cuando el inmueble fuera desarrollado. Se consideran igualmente unos costes asociados a los espacios vacíos, costes de re-alquiler y la venta a futuro del inmueble a una rentabilidad de salida (exit yield). La actualización de los gastos, las rentas y el valor en venta futuro se realiza mediante una tasa de descuento de descuento (TIR). Este método permite calcular el valor de mercado de un inmueble realizando un estudio de mercado que permita disponer de una serie de comparables. Se entiende por comparable aquel que, contando con la misma tipología edificadora y uso, está ubicado en el entorno inmediato o próximo al inmueble objeto de valoración. En el caso de no disponer de comparables exactos se usarán aquellos sitios en otras ubicaciones que sean similares en cuanto a nivel socioeconómico, comunicaciones, nivel de equipamiento y servicios, etc. Los comparables deben basarse principalmente en transacciones recientes de inmuebles similares al objeto de valoración. En estos casos, se aplica a los precios de oferta de los comparables seleccionados los descuentos pertinentes en función de la fuente de comercialización, su experiencia y conocimiento del mercado local. Los precios de estos comparables se homogeneizan atendiendo a sus características (ubicación, superficie, calidad, antigüedad, estados de conservación, etc.) y se ponderan posteriormente eliminándose las subjetividades.

Todas las estimaciones del valor razonable que resultan para las inversiones inmobiliarias se incluyen en el nivel 3.

Las hipótesis clave identificadas en las valoraciones de los activos inmobiliarias en explotación y terrenos comerciales son las tasas de descuento y las "exit yields", utilizándose una sensibilidad de +/- 100 puntos

básicos partiendo de los diferentes escenarios económicos previstos en el corto y medio plazo.

Asumiendo constantes el resto de variables, el efecto de la variación de -100 puntos básicos en la tasa de descuento utilizada para el cálculo de la valoración de los edificios en explotación y terrenos comerciales haría alcanzar un valor de 130.013 miles de euros (116.000 miles de euros a 31 de diciembre de 2016), lo que supondría un incremento de valor de 12.475 miles de euros (6.400 miles de euros a 31 de diciembre de 2016) en el valor de mercado del activo y una variación de +100 puntos básicos el decremento sería de 11.400 miles de euros. El efecto de la variación de +/- 25 puntos básicos en la exit yield tendría un impacto en el valor de la cartera de suelos comerciales y edificios de explotación de un decremento de 5.442 miles de euros y un incremento de 5.687 miles de euros respectivamente. El efecto de la variación de +/- 50 puntos básicos en la exit yield tendría un impacto en el valor de la cartera de suelos comerciales y edificios de explotación de un decremento de 10.280 miles de euros y un incremento de 12.073 miles de euros respectivamente.

El 62% de la cartera de inversiones inmobiliarias corresponden a suelos residenciales, tal y como se dispone en la nota 2.8b) las hipótesis clave en las valoraciones de los suelos residenciales son las tasas de descuento y los precios de venta. Así variaciones en dichas hipótesis suponen cambios de valor de la cartera de:

Hipótesis	Tasa interna de rentabilidad		Precios de venta					
	1%	-1%	1%	5%	10%	-1%	-5%	-10%
Variación en el valor de las inversiones inmobiliarias	(22.001)	26.364	6.943	31.304	66.809	(5.058)	(29.072)	(58.903)

7. PARTICIPACIONES EN OTRAS SOCIEDADES

a) Dependientes materiales

Las principales sociedades dependientes del grupo a 30 de septiembre de 2017 y 31 de diciembre de 2016 se indican en el anexo I. Salvo que se indique lo contrario, su capital social consiste sólo en acciones ordinarias que son mantenidas directamente por el Grupo, y el porcentaje de participación en la propiedad iguala los derechos de voto mantenidos por el grupo. El país de constitución es también su principal centro de actividad.

b) Participaciones en asociadas y negocios conjuntos

En el anexo II se recoge información financiera resumida para cada asociada en las que tenga participaciones no Dominantes que sean materiales para el grupo. Los importes presentados para cada asociada son antes de eliminaciones inter-compañías.

El movimiento bruto que ha tenido lugar en durante el periodo comprendido entre el 1 de enero de 2017 y 30 de septiembre de 2017 y el ejercicio 2016 en este epígrafe del balance intermedio consolidado adjunto ha sido el siguiente:

	Miles de euros	
	30/09/2017	31/12/2016
Saldo inicial bruto	117	319
Participación en resultados del ejercicio	-	(211)
Bajas	(117)	-
Otros movimientos	-	9
Saldo final bruto	-	117

El detalle por de las participaciones netas en asociadas es el siguiente:

	Miles de euros	
	30/09/2017	31/12/2016
Urbanizadora Valdepolo I, S.A.	-	-
Urbanizadora Valdepolo II, S.A.	-	-
Urbanizadora Valdepolo III, S.A.	-	-
Urbanizadora Valdepolo IV, S.A.	-	-
L'Esplay Valencia, S.L.	-	117
Total	-	117

Las participaciones en las sociedades "Urbanizadora Valdepolo I", "Urbanizadora Valdepolo II", "Urbanizadora Valdepolo III" y "Urbanizadora Valdepolo IV", calificados como negocios conjuntos de acuerdo a la descrito en la Norma de registro y valoración 2.j) recogen unas pérdidas acumuladas de 8.060 miles de euros cada una, lo que supone un importe total de 32.240 miles de euros en total. Como se puede observar en el anexo II adjunto a las presentes notas explicativas, el patrimonio neto de las sociedades "Valdepolo" es negativo y en las condiciones actuales los socios no recuperarían su inversión.

Durante el ejercicio 2017 se ha liquidado la sociedad "L'Esplay Valencia, S.L., liquidándose por consiguiente la participación que el Grupo tenía en ella. No existiendo a 30 de septiembre de 2017 más inversiones en sociedades asociadas.

8. ACTIVOS Y PASIVOS FINANCIEROS

a) Análisis por categorías

El desglose del saldo de este capítulo del balance intermedio consolidado adjunto, atendiendo a la naturaleza de las operaciones es el siguiente:

	Miles de euros	
	Activos financieros a largo plazo	
	Créditos y otros	
	30/09/2017	31/12/2016
Préstamos y partidas a cobrar (Nota 10)	76.879	63.530
Activos financieros disponibles para la venta	2	3
	76.881	63.533

	Miles de euros	
	Activos financieros a corto plazo	
	Créditos y otros	
	30/09/2017	31/12/2016
Préstamos y partidas a cobrar (*) (Nota 10)	28.889	21.514
Efectivo y otros activos líquidos equivalentes (Nota 11)	32.631	32.464
	61.520	53.978
Total activos financieros	138.401	117.511

	Miles de euros	
	Pasivos financieros a largo plazo y otros	
	30/09/2017	31/12/2016
Débitos y partidas a pagar (*) (Nota 14)	8.424	3.523
	8.424	3.523

	Miles de euros	
	Pasivos financieros a corto plazo y otros	
	30/09/2017	31/12/2016
Débitos y partidas a pagar (*) (Nota 14)	189.141	16.382
	189.141	16.382
Total pasivos financieros	197.565	17.162

(*) Excluyendo anticipos y saldos con administraciones públicas.

b) Análisis por vencimientos

Los importes de los instrumentos financieros con un vencimiento determinado o determinable clasificados por año de vencimiento al 30 de septiembre de 2017 son los siguientes:

	30 de septiembre de 2017 (Miles de euros)						
	Activos financieros						
	2018	2019	2020	2021	2022	Años posteriores	Total
Inversiones en empresas del grupo y asociadas:							
- Créditos a empresas	14	-	-	75.605	-	-	75.619
- Otros activos financieros	-	-	-	-	-	-	-
Inversiones financieras							
- Créditos a empresas	37	-	-	-	-	178	215
- Otros activos financieros	1.306	-	-	-	-	1.096	2.402
Deudores comerciales y otras cuentas a cobrar:							
- Clientes por ventas y prestación de servicios	26.099	-	-	-	-	-	26.099
- Deudores varios	1.433	-	-	-	-	-	1.433
	28.889	-	-	75.605	-	1.274	105.768

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31 de diciembre de 2016
(Miles de euros)

Activos financieros						
2017	2018	2019	2020	2021	Años posteriores	Total
Inversiones en empresas del grupo y asociadas:						
- Créditos a empresas	10	-	-	-	62.580	62.590
- Otros activos financieros	440	-	-	-	-	440
Inversiones financieras						
- Créditos a empresas	-	-	-	-	178	178
- Otros activos financieros	1.038	-	-	-	772	1.810
Deudores comerciales y otras cuentas a cobrar:						
- Clientes por ventas y prestación de servicios	13.224	-	-	-	-	13.224
- Deudores varios	6.802	-	-	-	-	6.802
21.514	-	-	-	62.580	950	85.044

30 de septiembre de 2017
(Miles de euros)

Pasivos financieros						
2018	2019	2020	2021	2022	Años posteriores	Total
Deudas						
- Deudas con entidades de crédito	-	-	-	-	353	353
- Otros pasivos financieros	-	-	-	-	-	-
Deudas con empresas asociadas y vinculadas						
- Deudas con entidades de crédito	171.687	4.644	-	-	-	176.331
- Otros pasivos financieros	(59)	-	-	-	151	92
Acreedores comerciales y otras cuentas a pagar:						
- Proveedores	16.783	-	-	-	3.276	20.059
- Personal	730	-	-	-	-	730
189.141	4.644	-	-	-	3.780	197.565

31 de diciembre de 2016

(Miles de euros)

	Pasivos financieros						
	2017	2018	2019	2020	2021	Años posteriores	Total
Deudas							
- Deudas con entidades de crédito	2	-	-	-	-	350	352
- Otros pasivos financieros	25	-	-	-	-	151	176
Deudas con empresas asociadas y vinculadas							
- Préstamos a empresas	34	-	-	-	-	276	310
- Otros pasivos financieros	-	-	-	-	-	-	-
Acreeedores comerciales y otras cuentas a pagar:							
- Proveedores	16.145	-	-	-	-	2.746	18.891
- Personal	176	-	-	-	-	-	176
	16.382	-	-	-	-	3.523	19.905

9. EXISTENCIAS

La composición de este epígrafe al 30 de septiembre de 2017 y 31 de diciembre de 2016 es la siguiente:

	Miles de Euros	
	2.017	2.016
Solares y terrenos	1.762.490	964.823
Obra en curso de construcción	195.012	73.994
Inmuebles terminados	21.082	20.873
Anticipos a proveedores	2.632	10.835
Otros	79	13
Pérdidas por deterioro solares y terrenos	(313.359)	(219.850)
Pérdidas por deterioro obra en curso de construcción	(27.892)	(26.481)
Pérdidas por deterioro Inmuebles terminados	(10.284)	(10.025)
	1.629.760	814.182

La tipología de las existencias de inmuebles terminados de las Sociedades del Grupo al 30 de septiembre de 2017 y 31 de diciembre de 2016 corresponde, fundamentalmente, a solares y terrenos de uso residencial destinados a ser domicilio habitual y segunda residencia junto con los inmuebles vinculados, en su caso, a dichas promociones, tales como plazas de garaje y locales comerciales. Del total de los activos registrados como existencias un 70% se corresponden con suelos finalistas, el resto de la cartera se encuentra en situaciones en donde queda pendiente alguna gestión urbanística, si bien, los Administradores no consideran este punto como un riesgo ya que todos los planes y gestiones urbanísticas se encuentran muy avanzadas y que esperan en los próximos ejercicios lleguen a ser finalistas.

Las adiciones se corresponden principalmente con los activos aportados en el contexto de la ampliación de capital no dineraria explicada en la nota 1.c1. (899.988 miles de euros).

Durante el periodo comprendido entre el 30 de septiembre de 2017 y 2016, el Grupo ha activado intereses financieros en existencias por importe de 75 y 103 miles de euros, respectivamente.

Al 30 de septiembre del 2017 y al 31 de diciembre del 2016 existen activos incluidos en el epígrafe "Existencias" por un coste bruto total de 23.099 y 4.360 miles de euros, respectivamente, hipotecados en garantía de diversos préstamos hipotecarios, subrogables o no, vinculados a determinadas promociones y suelos, cuyos saldos al 30 de septiembre de 2017 y al 31 de diciembre de 2016 ascienden a 78 y 0 miles de euros, respectivamente.

Los compromisos de venta de promociones contraídos con clientes al 30 de septiembre de 2017 y 31 de diciembre de 2016 ascienden a 74.469 y 24.083 miles de euros, respectivamente, de los cuales 12.958 y

6.289 miles de euros, respectivamente, se han materializado en cobros y efectos a cobrar registrándose en la rúbrica "Anticipos de clientes" del pasivo corriente al 30 de septiembre de 2017 y 31 de diciembre de 2016.

La práctica totalidad de las preventas están sujetas a cláusulas de indemnización por demora de entrega al estar formalizadas en contratos de similares características. Las citadas cláusulas de indemnización por demora consisten en su mayoría en intereses legales sobre las cantidades entregadas durante el plazo comprendido entre la fecha prevista de entrega en el contrato y la fecha de entrega efectiva. El Grupo no estima ningún impacto por este motivo debido principalmente a que la fecha de entrega prevista en los contratos considera un margen de seguridad de un número determinado de meses respecto a la fecha prevista de entrega. Por este motivo y en base a la experiencia histórica de los últimos años, el Grupo no ha considerado impacto alguno en los presentes estados financieros intermedios consolidados del ejercicio por este concepto. Asimismo, con carácter general las preventas incluyen indemnizaciones a favor del Grupo en caso de anulación por parte del cliente, si bien no se registra importe alguno por este concepto hasta su cobro.

A 30 de septiembre de 2017 y 31 de diciembre de 2016 no existen compromisos firmes de compra ni venta de solares.

El valor de mercado de los terrenos, promociones en curso e inmuebles terminados del Grupo al 30 de septiembre de 2017, calculado en función de las tasaciones realizadas por los expertos independientes (Nota 2.8b), realizada de acuerdo con los Estándares de Valoración y Tasación publicados por la Royal Institution of Chatered Surveyors (RICS) de Gran Bretaña, y de acuerdo con los Estándares Internacionales de valoración (IVS) publicados por el Comité Internacional de Estándares de Valoración (IVSC) asciende a 1.903.178 miles de euros (1.000.021 miles de euros en diciembre de 2016).

En general, el valor de mercado de los activos en existencias del grupo al 30 de septiembre de 2017 y 31 de diciembre de 2016 presenta plusvalías, si bien, algunos activos, presentan minusvalías en su valoración en relación con su coste de adquisición. En este sentido y como consecuencia de lo anterior, el Grupo ha registrado provisiones por deterioro netas de 95.179 miles de euros desde el periodo comprendido entre el 1 de enero y 30 de septiembre de 2017 (6.519 miles de euros durante el mismo periodo de 2016) que se encuentra registrado dentro del epígrafe "Variación de las provisiones de tráfico" del estado de resultados intermedio consolidado adjunto.

Las valoraciones realizadas por expertos independientes respecto a las inversiones inmobiliarias (Nota 6) y existencias del Grupo han incluido, entre otras, las siguientes hipótesis:

Precio de Venta (€/m2)	Margen Promotor	Tasa Interna de Retorno Implícita	Exit Yields
400 - 4.000	7%-30%	10%-32%	5,5%-8,0%

El 12% de la cartera de existencias corresponde a suelos comerciales, estos han sido valorados tal y como se dispone en la nota 6, donde se ha identificado como hipótesis claves las tasas de descuento y las exit yields, el impacto en el valor de esta cartera de suelo y su efecto en el estado de resultado intermedio consolidado es el siguiente:

Hipótesis	Tasa interna de rentabilidad		Exit yield			
	1%	-1%	0,25%	0,5%	-0,25%	-0,5%
Variación en el valor de mercado de las existencias	(26.451)	29.203	(9.948)	(19.103)	10.761	22.720
Impacto en el deterioro acumulado de la mismas	(16.025)	-	(4.701)	(11.794)	-	-

Adicionalmente, en cumplimiento con la normativa, la Dirección ha realizado un trabajo de sensibilidades para la cartera de suelos residenciales considerando como hipótesis clave los precios de venta y las tasas internas de rentabilidad donde implícitamente se recoge la variable tiempo. En el caso de las tasas internas de rentabilidad se ha establecido una sensibilidad de +/- 100 puntos básicos. Por otro lado, para los precios de venta se han estimado sensibilidades de +/- 100, 500 y 1.000 puntos básicos.

Hipótesis	Tasa interna de rentabilidad		Precios de venta					
	1%	-1%	1%	5%	10%	-1%	-5%	-10%
Variación en el valor de mercado de las existencias	(77.381)	74.245	33.562	174.805	341.191	(31.355)	(171.092)	(343.250)
Impacto en el deterioro acumulado	(61.007)	35.306	21.060	65.555	108.189	(24.567)	(144.182)	(318.816)

En cualquier caso, la situación del mercado residencial en el ejercicio 2017 podría ocasionar diferencias entre el valor de mercado de las existencias del Grupo y el valor de realización efectivo de las mismas que se tratarán de forma prospectiva.

a) Provisión por deterioro

El movimiento de la provisión durante los nueve meses del ejercicio 2017 y el ejercicio 2016 ha sido el siguiente:

	Terrenos y solares	Obra en curso de construcción	Edificios construidos	Total
Importe en libros al inicio del ejercicio	(219.850)	(26.481)	(10.025)	(256.356)
Cargo/(Abono) a resultados:				
- provisiones adicionales reconocidas	(111.665)	(9.990)	(290)	(121.945)
- importes no usados revertidos	18.156	8.579	31	26.766
Otros movimientos				
- Aplicación por ventas	-	-	-	-
Importe en libros al final del ejercicio	(313.359)	(27.892)	(10.284)	(351.535)

10. PRÉSTAMOS Y PARTIDAS A COBRAR

El epígrafe "Préstamos y partidas a cobrar" incluye los siguientes conceptos:

	Miles de Euros	
	30/09/2017	31/12/2016
No corriente:		
Inversiones en Empresas Asociadas		
- Créditos a empresas asociadas (a)	90.000	90.000
- Provisiones por deterioro del valor de créditos	(14.395)	(27.417)
Inversiones financieras		
- Créditos a empresas	178	178
- Otros activos financieros	1.096	769
	76.879	63.530

	Miles de Euros	
	30/09/2017	31/12/2016
Corriente:		
Inversiones En Empresas Asociadas y vinculadas		
- Créditos a empresas asociadas	14	10
- Otros activos financieros	-	440
Inversiones financieras		
- Créditos a empresas	37	-
- Otros activos financieros	1.306	1.038
Deudores comerciales cuentas a cobrar:		
- Clientes y efectos comerciales a cobrar (b)	29.658	28.578
- Provisión por deterioro de clientes	(3.559)	(15.355)
- Deudores varios	1.433	6.803
- Otros créditos con las Administraciones Públicas (c)	158.915	2.132
	187.804	23.646
	264.683	87.176

- a) El epígrafe "Créditos a empresas asociadas" incluye un crédito concedido por parte de la Sociedad Dominante a las sociedades participadas "Urbanizadora Valdepolo I a IV, S.L." por importe conjunto de 90.000 miles de euros. Dicho préstamo, cuyo vencimiento está fijado para el año 2021, fue concedido con fecha 13 de mayo de 2011 para proporcionar una estructura de capital a largo plazo a estas sociedades participadas en consonancia con su plan de negocio. Dichos préstamos devengan un tipo de interés del 5% fijo siempre y cuando la caja disponible de dichas empresas sea superior a cero. Durante los nueve primeros meses del ejercicio 2017 y el ejercicio 2016 no se devengaron intereses. De los 90.000 miles de euros, 2.940 miles de euros han sido transformados en préstamos participativos para restituir la situación patrimonial de las sociedades participadas.

Durante el ejercicio 2015 el Grupo procedió a registrar una corrección de valor por importe de 27.417 miles de euros, como consecuencia de los problemas urbanísticos de la zona y retrasos en la aprobación del planeamiento, derivada de la valoración a valor razonable del préstamo concedido. Como consecuencia de los avances en las negociaciones con la comunidad de Madrid la expectativa de aprobación del plan general ha supuesto una reducción en el riesgo del suelo y con ello una reversión de la provisión por importe de 13.022 miles de euros.

- b) El epígrafe "Clientes y efectos comerciales a cobrar" incluye principalmente a 30 de septiembre de 2017 22.814 miles de euros (11.029 miles de euros en 2016) asociados a la venta de determinadas parcelas denominadas "Palmas Altas". Dicha venta se irá cobrando en la medida en que se ejecuten las obras de urbanización de dichas parcelas. El beneficio asociado a dicha operación se encuentra diferido (véase Nota 15). En caso de que el proyecto no se llegase a materializar, la Sociedad Dominante procedería a registrar de nuevo el activo dando de baja la cuenta por cobrar y el resultado pendiente de registro. Los Administradores de la Compañía estiman que no existe riesgo de no recuperabilidad de dicha cuenta a cobrar dado que, a 30 de septiembre de 2017 el valor de mercado de dichas parcelas es superior al importe pendiente de cobro.
- c) La variación del epígrafe "Otros créditos con las Administraciones Públicas" se corresponde principalmente con el IVA soportado pendiente de devolución devengado en la operación de ampliación de capital no dineraria llevada a cabo por el Grupo durante el ejercicio 2017 (Ver nota 1.c1).

Al 30 de septiembre de 2017 y 31 de diciembre de 2016 no existen cesiones a entidades financieras de créditos frente a clientes.

Análisis de antigüedad

El análisis de antigüedad de los clientes por ventas y prestación de servicios es el siguiente:



	30/09/2017	31/12/2016
Hasta 3 meses	2.089	-
Entre 3 y 6 meses	933	-
Más de 6 meses	23.077	13.223
	26.099	13.223

Correcciones de valor por deterioro

El movimiento de la provisión de insolvencias en el ejercicio ha sido el siguiente:

	30/09/2017	31.12/2016
Saldo inicial	(15.355)	(15.354)
Dotación	-	(6)
Reversión	11.796	5
Saldo final	(3.559)	(15.355)

Durante el mes de junio de 2017, el Grupo ha presentado una propuesta formal de acuerdo ante el Ayuntamiento de Sevilla con el objeto de resolver de mutuo acuerdo el convenio suscrito entre ambas partes en el ejercicio 2010 para el desarrollo urbanístico de las parcelas del ámbito "Palmas Altas", así como el desistimiento por parte del Grupo a iniciar acciones judiciales. Dicha propuesta ha sido admitida a trámite por el Ayuntamiento.

El 31 de octubre de 2017 la Sociedad Dominante del Grupo ha suscrito con la gerencia el Excmo. Ayuntamiento de Sevilla un convenio para la resolución del acuerdo anteriormente mencionado.

Como consecuencia de lo anterior el Grupo ha procedido a revertir el deterioro dotado en el ejercicio 2016 por importe de 11.875 miles de euros.

11. EFECTIVO Y OTROS ACTIVOS LÍQUIDOS EQUIVALENTES

El epígrafe "Efectivo y otros activos líquidos equivalentes" incluye la tesorería del Grupo. El importe en libros de estos activos se aproxima a su valor razonable.

	Miles de euros	
	30/09/2017	31/12/2016
Caja	2	2
Cuentas corrientes	32.629	32.462
	32.631	32.464

A 30 de septiembre de 2017 existen restricciones de disponibilidad por importe de 10.413 miles de euros (4.649 miles de euros a 31 de diciembre de 2016). 8.217 miles de euros corresponden con importes recibidos y asociados a promociones que se depositan en cuentas especiales, con separación de cualquier otra clase de fondos pertenecientes al Grupo y de las que únicamente se dispone para las atenciones derivadas de la construcción de dichas promociones (4.649 miles de euros en 2016). Adicionalmente, existen 2.196 miles de euros con restricciones de acuerdo al contrato de préstamo corporativo.

12. CAPITAL Y RESERVAS

Tal y como se dispone en la nota 1, la Sociedad Dominante del Grupo Metrovacesa Suelo y Promoción, S.A. surge tras la decisión de los accionistas de Metrovacesa, S.A. de reestructurar el Grupo y su negocio, acordando la escisión parcial de la sociedad Metrovacesa, S.A en virtud del cual se crearon otros dos nuevos

grupos, reteniendo Metrovacesa Suelo y Promoción, S.A. la actividad de promoción inmobiliaria y creando una nueva empresa, cuyos inmuebles constituyen una unidad económica independiente.

Como consecuencia de la operación, la participación de los socios es la misma que mantenía inicialmente. En el marco de que la operación se ha realizado entre sociedades bajo control común y teniendo en cuenta que la rama escindida, suelo y promoción, era considerada como una unidad de generadora de efectivo en Metrovacesa, S.A., según las Normas Internacionales de Información Financiera, las cifras que se presenten deben de ser comparativas, incluyendo los valores que este negocio tenía en las cuentas y estados financieros de Metrovacesa, S.A. respecto a 2015.

a) Capital y prima de emisión

Como consecuencia de las operaciones detalladas en la nota 1 de los presentes estados financieros intermedios consolidados, el capital social de la Sociedad Dominante, Metrovacesa Suelo y Promoción S.A. está representado por 5.976.745.917 acciones al portador, de 0,16 euros nominales cada una, totalmente suscritas y desembolsadas a 30 de septiembre de 2017 a excepción de 224.059 acciones pendientes de desembolso por los accionistas minoritarios que surgen como consecuencia de la ampliación de capital dineraria detallada en la nota 1.c2. Estas acciones gozan de iguales derechos políticos y económicos. El capital social a 30 de septiembre de 2017 asciende a 956.279 miles de euros (492.045 miles de euros a 31 de diciembre de 2016).

La prima de emisión a 30 de septiembre de 2017 surge como consecuencia de las siguientes operaciones:

- Diferencia entre el capital social de Metrovacesa Suelo y Promoción, S.A (492.045 miles de euros), y el valor atribuido al patrimonio escindido según escritura (1.039.855 miles de euros), detallada en la nota 1.c1, considerando diversos ajustes por importe de (6.733) miles de euros, que asciende 541.077 miles de euros.
- Diferencia entre el capital social de Metrovacesa Suelo y Promoción, S.A. suscrito (464.198 miles de euros), y el valor atribuido a los activos aportados en la operación de ampliación de capital no dineraria (1.097.324 miles de euros), detallada en la nota 1.c1 que asciende a 633.124 miles de euros.
- Diferencia entre el capital social de Metrovacesa Suelo y Promoción, S.A. suscrito (36 miles de euros), y el valor total de la aportación en la operación de ampliación de capital dineraria (84 miles de euros), detallada en la nota 1.c2 que asciende a 48 miles de euros.

A 31 de diciembre de 2016 la prima de emisión ascendía a 541.077 miles de euros.

La prima de emisión se considera de libre disposición.

Los accionistas titulares de participaciones significativas en el capital social de Metrovacesa Suelo y Promoción, S.A., tanto directa como indirecta, superiores al 3% del capital social, al 30 de septiembre de 2017 y 31 de diciembre de 2016, son los siguientes:

	30 de septiembre de 2017			
	Acciones			% del Capital
	Directas	Indirectas	Total	
Grupo Banco Santander	2.004.395.992	1.647.511.709	3.651.907.701	61,11%
Grupo Banco Bilbao Vizcaya Argentaria	509.484.394	1.262.211.445	1.771.695.839	29,64%
Grupo Banco Popular Español	290.860.810	259.792.177	550.652.987	9,21%
Resto de accionistas	2.489.390	-	2.489.390	0,04%
Total	2.807.230.586	3.169.515.331	5.976.745.917	100,00%



Las acciones del Grupo Banco Santander no incluyen las acciones que éste grupo tiene en la Compañía a través de su participación en el Grupo Banco Popular Español. Los Administradores de la Sociedad han considerado oportuno detallar ambos grupos de manera separada a los efectos de ser comparables con los datos correspondiente al ejercicio 2016.

	31 de diciembre de 2016			
	Acciones			% del Capital
	Directas	Indirectas	Total	
Grupo Banco Santander	1.614.458.279	546.399.222	2.160.857.501	70,27%
Grupo Banco Bilbao Vizcaya Argentaria	488.962.085	142.114.953	631.077.038	20,52%
Grupo Banco Popular Español	281.078.284	-	281.078.284	9,14%
Resto de accionistas	2.265.331	-	2.265.331	0,07%
Total	2.386.763.979	688.514.175	3.075.278.154	100,00%

b) Ganancias acumuladas y otras reservas

Las variaciones más significativas reflejadas en el estado de cambios en el patrimonio neto intermedio consolidado correspondiente al periodo de nueve meses terminado el 30 de septiembre de 2017 y el 31 de diciembre de 2016, al margen de la distribución de pérdidas de la Sociedad Dominante, son las siguientes:

	Reservas en sociedades consolidadas	Reservas en sociedades puestas en equivalencia	Resultado del ejercicio	Ganancias acumuladas
Saldo a 30 de septiembre de 2017	(30.671)	(3.275)	(33.856)	(67.802)
Saldo a 31 de diciembre de 2016	(10.241)	(3.172)	(20.534)	(33.947)

13. PROVISIONES

a) Provisiones no corrientes

La composición del saldo en las cuentas de provisiones no corrientes a 30 de septiembre de 2017 y 31 de diciembre de 2016 es el siguiente:

	Miles de Euros	
	30/09/2017	31/12/2016
Provisiones para riesgos		
Provisión por garantías (*)	11.150	13.350
Litigios y otras provisiones	8.071	17.073
	19.221	30.423

(*) Importe correspondiente a provisiones por garantías relativas a determinados recursos de deuda financiera en sociedades participadas y no consolidadas por garantías con terceros por existir riesgo probable de ejecución de dichos recursos.

El epígrafe "Litigios y otras provisiones" recoge los siguientes conceptos:

- a) Reclamaciones judiciales por valor de 8.071 miles de euros.

Dichas reclamaciones, aunque en importe pudieran parecer significativas, son de importes poco relevantes consideradas individualmente. En este sentido el Grupo provisiona los riesgos probables por litigios de acuerdo con la evaluación de los mismos realizada por su área jurídica, principalmente por reclamaciones por vicios ocultos de promociones terminadas.

- b) Adicionalmente a 31 de diciembre de 2016 el Grupo tenía registrada una provisión por importe de 8.433 miles de euros para para cubrir el riesgo asociado a un anticipo registrado. A 30 de septiembre de 2017 el Grupo ha dado de baja el activo asociado registrado en el epígrafe "Anticipo a proveedores" (Nota 9), al considerar la totalidad del importe irrecuperable.

Los Administradores de las diversas sociedades del Grupo consideran que las provisiones constituidas son adecuadas para hacer frente a los riesgos probables que pudiesen surgir de la resolución de los litigios en curso y no esperan que, en caso de materializarse riesgos por importe superior al provisionado, los pasivos adicionales afectasen de manera significativa a los estados financieros del Grupo.

El movimiento de las provisiones no corrientes durante los nueve primeros meses del ejercicio 2017 y el ejercicio 2016 es el siguiente:

	Garantías	Litigios y otras provisiones	Total
Importe en libros al inicio del ejercicio 2017	13.350	17.073	30.423
Cargo/(Abono) a resultados:			
- provisiones adicionales reconocidas	-	1.593	1.593
- importes no usados revertidos	-	(1.637)	(1.637)
Movimientos sin impacto en resultados			
- importes usados durante el ejercicio	(2.200)	(8.958)	(11.158)
Importe en libros a 30 de septiembre de 2017	11.150	8.071	19.221

	Garantías	Litigios y otras provisiones	Total
Importe en libros al inicio del ejercicio 2016	8.100	17.374	25.474
Cargo/(Abono) a resultados:			
- provisiones adicionales reconocidas	5.250	2.732	7.982
- importes no usados revertidos	-	(1.805)	(1.805)
Movimientos sin impacto en resultados			
- importes usados durante el ejercicio	-	(1.228)	(1.228)
Importe en libros a 31 de diciembre de 2016	13.350	17.073	30.423

b) Provisiones corrientes

La composición del saldo en la cuenta de provisiones corrientes al 30 de septiembre de 2017 y 31 de diciembre de 2016 es la siguiente:

	Miles de Euros	
	30/09/2017	31/12/2016
Provisiones corrientes	12.338	12.909
	12.338	12.909

Este capítulo recoge las provisiones dotadas para hacer frente a los costes de liquidación de obra por los contratistas y a los costes de garantías, fundamentalmente, los gastos de postventa, así como el importe, correspondiente a otros costes de obra pendientes de incurrir y comprometidos por diferentes acuerdos. Se reconocen en la fecha de la venta de los productos pertinentes, según la mejor estimación del gasto realizada por los Administradores de la Sociedad Dominante y por el importe necesario para liquidar el pasivo del Grupo.

El movimiento de las provisiones corrientes durante los ejercicios 2017 y 2016 es el siguiente:

	Terminación obra y otros	Total
Importe en libros al inicio del ejercicio 2017	12.909	12.909
Cargo/(Abono) a resultados:		
- Provisiones adicionales reconocidas	654	654
- Importes usados durante el ejercicio	(1.225)	(1.225)
Importe en libros a 30 de septiembre de 2017	12.338	12.338

	Terminación obra y otros	Total
Importe en libros al inicio del ejercicio 2016	12.813	12.813
Cargo/(Abono) a resultados:		
- Provisiones adicionales reconocidas	96	96
Importe en libros a 31 de diciembre 2016	12.909	12.909

14. OTROS PASIVOS CORRIENTES Y NO CORRIENTES

En el epígrafe " Otros pasivos corrientes y no corrientes" se recogen, fundamentalmente, los siguientes conceptos:

	Miles de Euros	
	30/09/2017	31/12/2016
No corriente:		
Deudas		
- Deudas con entidades de crédito	352	352
- Otros pasivos financieros	-	152
Deudas con empresas asociadas y vinculadas		
- Deudas con entidades de crédito	4.645	-
- Préstamos a empresas	-	276
- Otros pasivos financieros	151	-
Acreedores comerciales y otras cuentas a pagar:		
- Proveedores	3.276	-
- Anticipos de clientes	-	5.001
	8.424	5.781



Miles de Euros

	30/09/2017	31/12/2016
Corriente:		
Deudas		
- Deudas con entidades de crédito	-	2
- Otros pasivos financieros	-	25
Deudas con empresas asociadas y vinculadas		
- Deudas con entidades de crédito (a)	171.687	-
- Préstamos a empresas	-	34
- Otros pasivos financieros	(59)	-
Acreedores comerciales y otras cuentas a pagar:		
- Proveedores	16.783	16.148
- Personal	730	173
- Pasivos por impuesto corriente (nota 16)	2.389	-
- Otras deudas con las Administraciones Públicas	1.010	2.028
- Anticipos de clientes	12.958	6.289
	205.498	24.699

Los Administradores consideran que el importe en libros de los acreedores comerciales se aproxima a su valor razonable.

a) Deudas con entidades de créditoa1) Deuda sindicada

El 11 de julio de 2017, el Grupo ha firmado un préstamo sindicado con los accionistas mayoritarios por importe de 284.367 miles de euros, con el objeto de financiar la tributación indirecta (tramo 1) surgida a raíz de la aportación no dineraria analizada en la nota 1.c1, así como los gastos operativos (tramo 2). El vencimiento de dicho préstamo está acordado para el próximo mes de abril de 2018 para el tramo 1 y julio de 2018 para el tramo 2. El tipo de interés acordado es de EURIBOR más un margen que se encuentra entre el 2% y el 3%. A 30 de septiembre de 2017 el detalle por concepto es el siguiente:

	30/09/2017		
	Tributación indirecta	Operativo	Total
Tramo Dispuesto	159.367	10.500	169.867
Tramo Pendiente	-	114.500	114.500
Total	159.367	125.000	284.367

La diferencia entre el total de tramos dispuestos y el importe registrado en el epígrafe "Deuda financiera" del pasivo corriente del balance intermedio consolidado (1.840 miles de euros), corresponde principalmente a gastos pendientes de abonar por comisiones a 30 de septiembre de 2017.

Adicionalmente este contrato de préstamo está sujetos al cumplimiento de determinados ratios financieros, que son habituales en el sector en el que opera el Grupo. Los ratios que se desglosan en el contrato son los siguientes:

- Ratio LTV:

Los obligados deberán asegurarse de que, en todo momento durante la vigencia de este Contrato durante la vigencia del contrato, el Ratio LTV no sea superior al (a) 30% hasta el 30 de junio de 2018; y

(b) 35% a partir del 1 de julio de 2018; siendo sus fechas de cálculo el 30 de junio y el 31 diciembre de cada ejercicio.

- Ratio de Cobertura de Garantías:

Los obligados se comprometen a representar de manera conjunta al menos un 85% del EBITDA, activo total e ingresos consolidados del Grupo, excluyendo todas las operaciones realizadas entre sociedades del Grupo.

A 30 de septiembre de 2017 todos los ratios se consideran cumplidos.

El importe de los intereses devengados ascienden a 616 miles de euros a 30 de septiembre de 2017. Asimismo, los costes asociados con la formalización del préstamo sindicado ascienden a 3.469 miles de euros

a2) Otras deudas con entidades de crédito

Durante los nueve primeros meses del ejercicio 2017 el Grupo ha firmado financiaciones con garantía hipotecaria por importe 16 millones de euros para la financiación de un proyecto de oficinas situado en Madrid del cual no se ha dispuesto a 30 de septiembre de 2017. Adicionalmente ha suscrito un contrato de préstamo para la adquisición de un suelo por importe 4.645 miles de euros, la cual se encuentra dispuesta totalmente a 30 de septiembre de 2017 con vencimiento 16 de diciembre de 2019. Ambas financiaciones están referenciadas a Euribor más un margen de mercado.

15. INGRESOS DIFERIDOS

	Miles de euros	
	2017	2016
Ingresos diferidos	8.758	8.758
	8.758	8.758

El epígrafe recoge el margen obtenido en la venta realizada en el ejercicio 2011 de los terrenos de Palmas Altas (Nota 8), ubicados en Sevilla por importe de 8.758 miles de euros en ambos ejercicios. El grupo ha diferido dicho margen, que irá imputándose a resultados a medida que se vaya cobrando el importe de la venta según se vayan ejecutando las obras de urbanización de dichos suelos. Con posterioridad al 30 de septiembre de 2017 se han producido cambios en las negociaciones. Ver hechos posteriores (Nota 22).

16. ADMINISTRACIONES PÚBLICAS Y SITUACIÓN FISCAL

Los principales saldos deudores y acreedores con las Administraciones Públicas al 30 de septiembre de 2017 son los siguientes:

	Miles de euros			
	30 de septiembre de 2017			
	Activos Fiscales		Pasivos Fiscales	
	No Corrientes	Corrientes	No Corrientes	Corrientes
Hacienda pública por IVA	-	155.630	-	(806)
Impuestos diferidos de activo	89.059	-	-	-
Hacienda pública acreedora por IRPF	-	-	-	(109)
Organismos de la Seguridad Social	-	-	-	(95)
Impuesto de Sociedades	-	-	-	(2.389)
Impuestos diferidos de pasivo	-	-	(5.176)	-
Otros organismos públicos	-	3.285	-	-
	89.059	158.915	(5.176)	(3.399)

Activos y pasivos por impuestos diferidos

Con ocasión de cada cierre contable, se revisan los impuestos diferidos registrados (tanto activos como pasivos) con objeto de comprobar que se mantienen vigentes, efectuándose las oportunas correcciones a los mismos de acuerdo con los resultados de análisis realizados.

	30/09/2017	31/12/2016
Activos por impuestos diferidos	89.059	39.189
Pasivos por impuestos diferidos	(5.176)	(987)
	83.883	38.202

Los movimientos habidos durante el ejercicio en los activos y pasivos por impuestos diferidos, sin tener en cuenta la compensación de saldos referidos a la misma autoridad fiscal, han sido los siguientes:

	Pérdidas fiscales	Diferencias Temporarias	Total
Al 1 de enero de 2017	23.547	15.642	39.189
Cargo en cuenta de resultados por conceptos generados en el año	22.731	32.335	55.066
Abono en cuenta de resultados por conceptos generados en el año	-	(5.196)	(5.196)
Al 30 de septiembre de 2017	46.278	42.781	89.059

	Pérdidas fiscales	Diferencias Temporarias	Total
Activos por impuestos diferidos			
Al 1 de enero de 2016	23.547	16.292	39.839
(Cargo) / abono en cuenta de resultados por conceptos generados en el año	-	(650)	(650)
Al 30 de diciembre de 2016	23.547	15.642	39.189

Las diferencias temporarias corresponden principalmente a la activación de los gastos financieros no deducibles por importe de 7.434 miles de euros y las diferencias generadas por diversas provisiones.

Los principales movimientos de activos por impuestos diferidos registrados por el Grupo durante los nueve primeros meses del ejercicio 2017 han sido los siguientes:

- Revalorización fiscal de los activos aportados por 126.296 miles de euros a 30 de septiembre de 2017, generando un impuesto diferido de activo que asciende a 31.574 miles de euros derivados de la aplicación del artículo 11.6 de la Ley del Impuesto de Sociedades. Como consecuencia de la aplicación de este artículo y en el marco de las operaciones de aportación de activos (nota 1.c) y de escisión de rama de actividad (nota 1.b) el Grupo estará obligado a revertir los potenciales deterioros y pérdidas generados por el accionista aportante que hayan sido fiscalmente deducibles en el Impuesto de Sociedades para este último (1.428.673 miles de euros), cuando se produzca una recuperación del valor de los activos y mientras exista tal vinculación con los accionistas, generando únicamente un efecto temporal en la tributación de la Sociedad, sin que suponga un coste tributario adicional.
- Activación de bases imponibles negativas por importe de 22.731 miles de euros.

Pasivos por impuestos diferidos	Revalorización de activos	Total
Al 1 de enero de 2017	987	987
Cargo en cuenta de resultados por conceptos generados en el año	4.189	4.189
Abono en cuenta de resultados por conceptos generados en el año	-	-
Al 30 de septiembre de 2017	5.176	5.176

Pasivos por impuestos diferidos	Revalorización de activos	Total
Al 1 de enero de 2016	987	987
Cargo en cuenta de resultados por conceptos generados en el año	-	-
Abono en cuenta de resultados por conceptos generados en el año	-	-
Al 31 de diciembre de 2016	987	987

De acuerdo con la Ley del Impuesto sobre Sociedades, la compensación se realizará al tiempo de formular la declaración del Impuesto sobre Sociedades, sin perjuicio de las facultades de comprobación que correspondan a las autoridades fiscales. A 30 de septiembre de 2017 el Grupo dispone de las siguientes bases imponibles negativas a compensar contra eventuales beneficios fiscales futuros:

	Reconocidas	No reconocidas
2007 y anteriores	(58.162)	-
2008	(19)	-
2009	(52.382)	-
2010	(26.153)	-
2011	(16.383)	-
2012	(20.879)	-
2016	(11.136)	-
2017	-	-
	(185.114)	-

El Grupo ha elaborado un plan de negocio incluyendo hipótesis a futuro que permiten concluir que los créditos fiscales del Grupo se recuperan en su totalidad.

Gasto por impuesto sobre las ganancias

Los impuestos devengados sobre los resultados de los períodos intermedios se calculan en función del tipo impositivo que resultaría aplicable al resultado anual total previsto.

El (gasto)/ingreso por impuesto sobre las ganancias puede desglosarse de la siguiente manera:

	30/09/2017
Gasto por impuesto sobre las ganancias	
<i>Impuesto corriente:</i>	
Impuesto corriente sobre el beneficio del ejercicio	(4.777)
Compensación de créditos fiscales	2.388
Total (gasto)/ingreso por impuesto corriente	(2.389)
<i>Impuesto sobre las ganancias diferido</i>	
(Disminución) incremento en activos por impuestos diferidos	49.870
Disminución (incremento) en pasivos por impuestos diferidos	(4.188)
Total (gasto)/ingreso por impuestos diferidos	45.682
Total (gasto)/ingreso por impuesto	43.293

La conciliación numérica del gasto por impuesto sobre las ganancias con el impuesto a pagar durante los nueve primeros meses del ejercicio 2017 es la siguiente:

	30/09/2017
Beneficio / (Pérdida) de las actividades antes de gasto por impuesto	(77.149)
Impuesto al tipo impositivo del 25%	19.287
Efecto impositivo de importes que no son deducibles (imponibles) en el cálculo del beneficio fiscal:	
Diferencias Permanentes	(1.114)
Reconocimiento de créditos fiscales no reconocidos previamente	22.731
Pérdidas fiscales no reconocidas previamente recuperadas ahora para reducir gasto por impuesto corriente	2.389
(Gasto) / ingreso por impuesto sobre las ganancias	43.293

La legislación vigente establece que los impuestos no pueden considerarse definitivamente liquidados hasta que las declaraciones presentadas hayan sido inspeccionadas por las autoridades fiscales, o haya transcurrido el plazo de prescripción de cuatro años. Al 30 de septiembre 2017, las sociedades que forman el Grupo tienen pendientes de inspección por las autoridades fiscales todos los impuestos que les son aplicables desde el 1 de enero de 2013.

Los Administradores de la Sociedad Dominante no esperan que se devenguen pasivos adicionales de consideración para las mismas como consecuencia de una eventual inspección.

17. INGRESOS Y GASTOS

a) Importe neto de la cifra de negocios

El detalle del importe neto de la cifra de negocios correspondiente a las actividades ordinarias de la Sociedad es el siguiente:

	30/09/2017	30/09/2016*
Venta de existencias	15.620	8.264
Prestación de servicios	3.221	2.925
Otros	46	31
	18.887	11.220

(*) Importes no auditados

Todas las ventas del ejercicio se han producido a territorio nacional.

b) Coste de ventas

	30/09/2017	30/09/2016*
Variación de existencias y costes relacionados	(12.911)	(7.783)
Prestación de servicios	(1.702)	(1.039)
Otros	(8)	(14)
	(14.621)	(8.836)

(*) Importes no auditados

c) Gastos de personal

	30/09/2017	30/09/2016*
Sueldos, salarios y asimilados	(3.741)	(1.665)
Cargas sociales:		
Seguridad Social a cargo de la empresa	(581)	(343)
Aportaciones y dotaciones para pensiones	(62)	(40)
Otras cargas sociales	(41)	(39)
	(4.425)	(2.087)

(*) Importes no auditados

d) Variación de provisiones de tráfico

	30/09/2017	30/09/2016*
Reversión de provisiones para riesgos y gastos	3.837	-
Dotación a la provisión de riesgos y gastos	(1.593)	-
Dotación a la provisión de existencias (Nota 9)	(121.945)	(7.315)
Reversión de provisión de existencias (Nota 9)	26.766	796
Reversión de provisión de insolvencias de tráfico (Nota 10)	11.796	-
Reversión de provisión de créditos a largo plazo con (Nota 10) empresas asociadas	13.022	-
Otros	(247)	10
	(68.364)	(6.509)

(*) Importes no auditados

e) El número medio de empleados en el curso del ejercicio distribuido por categorías es el siguiente:

	Periodo de nueve meses finalizado el 30 de septiembre de 2017		
	Hombres	Mujeres	Total
Directivos	10	2	12
Jefes y técnicos	30	9	39
Administrativos y comerciales	5	11	16
	45	22	67

	Periodo de nueve meses finalizado el 30 de septiembre de 2016		
	Hombres	Mujeres	Total
Directivos	6	1	7
Jefes y técnicos	26	3	29
Administrativos y comerciales	4	6	10
	36	10	46

(*) Importes no auditados

El número de empleados a 30 de septiembre de 2017 y 30 de septiembre de 2016 es el siguiente:

(**) Incluidos jefes de delegación

	Periodo de nueve meses finalizado el 30 de septiembre de 2017		
	Hombres	Mujeres	Total
Directivos (**)	11	3	14
Jefes y técnicos	37	11	48
Administrativos y comerciales	7	15	22
	55	29	84

	Periodo de nueve meses finalizado el 30 de septiembre de 2016*		
	Hombres	Mujeres	Total
Directivos (**)	6	1	7
Jefes y técnicos	26	3	29
Administrativos y comerciales	4	6	10
	36	10	46

(*) Importes no auditados

(**) Incluidos jefes de delegación

18. GARANTÍAS COMPROMETIDAS CON TERCEROS Y OTROS PASIVOS CONTINGENTES

Al 30 de septiembre de 2017 y 31 de diciembre de 2016, el Grupo tiene concedidos ante terceros los siguientes avales y garantías:

	Miles de Euros	
	30/09/2017	31/12/2016
Por cantidades entregadas a cuenta por clientes	9.688	3.399
Por obligaciones pendientes en terrenos y urbanizaciones	19.191	21.119
Total	28.879	24.518

Dentro del concepto "Por obligaciones pendientes en terrenos y urbanizaciones" se encuentran incluidos 11.150 miles de euros a 30 de septiembre de 2017 y 13.350 miles de euros a 31 de diciembre de 2016, que la Compañía tiene registrado dentro de la partida "provisión por garantías" (Nota 13).

Los Administradores de las sociedades del Grupo no esperan que se devenguen pasivos adicionales para las mismas en relación con los mencionados avales.

19. COMPROMISOS

a) Compromisos por arrendamiento operativo (cuando la sociedad es arrendataria)

El importe que el Grupo ha incurrido durante los nueve primeros meses del ejercicio 2017 en arrendamientos y gastos comunes para inmuebles y otros equipamientos en relación con sus actividades asciende a 218 miles de euros (117 miles de euros en el ejercicio 2016).

Se trata de los contratos de alquiler de las oficinas que el Grupo tiene en las diferentes delegaciones. El contrato de las oficinas situadas en Madrid en la calle Quintanavides, 13 vence en diciembre del ejercicio 2018, y es renovable a su vencimiento en condiciones de mercado.

Los pagos mínimos totales futuros por rentas correspondientes a arrendamientos operativos no cancelables son los siguientes:

	Miles de euros	
	2017	2016
Menos de un año	356	142
Entre uno y cinco años	306	-
Más de cinco años	-	-
	662	142

20. OPERACIONES CON PARTES VINCULADAS

Se consideran "partes vinculadas" al Grupo, adicionalmente a las entidades dependientes, asociadas y multigrupo, el "personal clave" de la Dirección de la Sociedad (miembros de su Consejo de Administración y los Directores, junto a sus familiares cercanos), así como las entidades sobre las que el personal clave de la Dirección pueda ejercer una influencia significativa o tener su control.

A continuación, se indican las transacciones realizadas por el Grupo, durante los ejercicios 2017 y 2016, con las partes vinculadas a éste, distinguiendo entre accionistas significativos, miembros del Consejo de Administración y Directores de la Sociedad y otras partes vinculadas. Las condiciones de las transacciones con las partes vinculadas son equivalentes a las que se dan en transacciones hechas en condiciones de mercado y se han imputado las correspondientes retribuciones en especie.

	Miles de Euros			
	30 de septiembre de 2017			
	Accionistas significativos	Administradores y Directivos	Personas, Sociedades, Entidades del Grupo	Total
ACTIVO				
No corriente				
Créditos concedidos	-	-	75.605	75.605
Corriente				
Créditos concedidos	-	-	14	14
Otros activos financieros	-	-	-	-
Activos líquidos equivalentes	28.775	-	-	28.775

	Miles de Euros			
	30 de septiembre de 2017			
	Accionistas significativos	Administradores y Directivos	Personas, Sociedades, Entidades del Grupo	Total
<u>PASIVO</u>				
No corriente				
Deudas con entidades de crédito	4.645	-	151	4.796
Corriente				
Deudas con entidades de crédito	171.687	-	-	171.687
Otras deudas	(59)	-	-	(59)

	Miles de Euros			
	31 de diciembre de 2016			
	Accionistas significativos	Administradores y Directivos	Personas, Sociedades, Entidades del Grupo	Total
<u>ACTIVO</u>				
No corriente				
Créditos concedidos	-	-	62.583	62.583
Corriente				
Créditos concedidos	-	-	10	10
Otros activos financieros	-	-	440	440
Activos líquidos equivalentes	32.461	-	-	32.461

	Miles de Euros			
	31 de diciembre de 2016			
	Accionistas significativos	Administradores y Directivos	Personas, Sociedades, Entidades del Grupo	Total
<u>PASIVO</u>				
No corriente				
Deudas con entidades de crédito	-	-	-	-
Otras deudas	-	-	276	276
Corriente				
Deudas con entidades de crédito	-	-	-	-
Otras deudas	-	-	34	34

	Miles de Euros			
	30 de septiembre de 2017			
	Accionistas significativos	Administradores y Directivos	Personas, Sociedades, Entidades del Grupo	Total
Gastos:				
Comisiones e intereses bancarios	(4.164)	-	-	(4.164)
Compra de existencias	-	-	(1.204)	(1.204)
Otras compras	-	-	(100)	(100)
Ingresos:				
Prestación de servicios (b)	-	-	820	820

	Miles de Euros			
	30 de septiembre de 2016			
	Accionistas significativos	Administradores y Directivos	Personas, Sociedades, Entidades del Grupo	Total
Gastos:				
Comisiones e intereses bancarios	-	-	(6)	(6)
Recepción de servicios (a)	-	-	(1.420)	(1.420)
Otras compras	-	-	(803)	(803)
Ingresos:				
Prestación de servicios (b)	-	-	1.616	1.616

- (a) Incluye los servicios prestados por Metrovacesa, S.A. en relación a un contrato de gestión corporativa, tecnología, así como otros servicios.
- (b) Servicios prestados por la Sociedad a Merlin Properties Socimi, S.A. en relación a actividades de comercialización, gestión de suelos y otros servicios. Como consecuencia de la operación descrita en la nota 1 Merlin Properties Socimi, S.A. se subrogó en las obligaciones de Metrovacesa, S.A. Se ha incluido esta información a efecto de presentar los datos comparativos con el ejercicio 2016.

21. INFORMACIÓN LEGAL RELATIVA AL CONSEJO DE ADMINISTRACIÓN Y A LA ALTA DIRECCIÓN

a) Retribución y otras prestaciones al Consejo de Administración y a la alta dirección.

A continuación, se incluye un resumen de los datos más significativos de las remuneraciones y prestaciones correspondientes a los ejercicios 2017 y 2016:

	Miles de Euros	
	30/09/2017	30/09/2016 (**)
Miembros del Consejo de Administración:		
Concepto retributivo-		
Retribución fija y variable	762	-
Retribución en especie	7	-
Dietas	-	-
Indemnizaciones	-	-
Atenciones estatutarias	-	-
Otros beneficios- del Consejo de Administración		
Primas de seguros de vida	20	9
Fondos y planes de pensiones	6	1
Directivos:		
Total remuneraciones devengadas por la alta dirección (*)	401	310

(*) Los datos no incluyen Plan Pensiones ni Seguro de Vida. Con estos conceptos el importe se incrementaría en 18 miles de euros (9 miles de euros a 30 septiembre de 2016).

(**) Cifras no auditadas

La Sociedad Dominante del Grupo tiene contratado un seguro de responsabilidad civil de Consejeros y Altos Directivos cuyo coste asciende a 149 miles de euros.

b) Situaciones de conflictos de interés de los administradores

En el deber de evitar situaciones de conflicto con el interés de la Sociedad, durante el ejercicio los administradores que han ocupado cargos en el Consejo de Administración han cumplido con las obligaciones previstas en el artículo 228 del texto refundido de la Ley de Sociedades de Capital. Asimismo, tanto ellos como las personas a ellos vinculadas, se han abstenido de incurrir en los supuestos de conflicto de interés previstos en el artículo 229 de dicha ley, excepto en los casos en que haya sido obtenida la correspondiente autorización.

Es política común de los miembros del Consejo abstenerse en reuniones del Consejo de Administración o comisiones delegadas con relación a operaciones y/o acuerdos donde pudiera haber incompatibilidades, en los términos que aparecen reflejados en las actas del ejercicio 2017, sin que afecte dicho hecho en ningún caso a las manifestaciones incluidas en el artículo 229 de supuestos de conflicto de interés.

22. HECHOS POSTERIORES AL CIERRE

- a) El 31 de octubre de 2017 la Sociedad Dominante del Grupo ha suscrito con la gerencia del Excmo. Ayuntamiento de Sevilla un convenio para la resolución por mutuo acuerdo del convenio de concertación urbanística suscrito el 24 de noviembre de 2010, para el ámbito de gestión del SUS-DBP-02 "Palmas Altas Sur" (Nota 10). Como consecuencia de dicha resolución se acuerda;
- La devolución a la Sociedad Dominante del Grupo de las parcelas transmitidas al Ayuntamiento de Sevilla tras la firma del convenio anteriormente mencionado.
 - Que las obligaciones de la Sociedad Dominante del Grupo en orden a ejecutar las obras de urbanización sigan vigentes.
 - Formular por parte de la Sociedad Dominante del Grupo desistimiento del recurso contencioso-administrativo interpuesto contra el acuerdo.
 - Constituir una Comisión Técnica Paritaria para el análisis y negociación de puntos pendientes de resolver que se deberá de formalizar antes del 30 de noviembre de 2017 y que será condición necesaria para el cumplimiento íntegro del acuerdo suscrito entre las partes.
- b) Con fecha 24 de noviembre de 2017 la Sociedad Dominante del Grupo ha tomado la decisión en Consejo de Administración de proponer a la Junta General Extraordinaria de Accionistas una ampliación de capital y prima de emisión con cargo a la aportación no dineraria que será suscrita por los accionistas

de Metrovacesa Promoción y Arrendamiento, S.A. (en adelante MPYA), por efecto de la cual la Sociedad Dominante adquirirá al menos, el 99,926% del capital social de MPYA. Dicha ampliación de capital no dineraria se realizará en dos aumentos de capital sucesivos que se detallan a continuación:

- Un primer aumento de capital social mediante aportaciones no dinerarias consistentes en acciones representativas que han sido aportadas por los Accionistas Mayoritarios de la Sociedad (Grupo Santander y Grupo BBVA), titulares de un 99,926% del capital social de la compañía. En este caso la suscripción de las acciones se ejecutó tan pronto como se aprobó el acuerdo correspondiente a la Junta General Extraordinaria. El importe global de la ampliación de capital social ascendió a 316.728.724 euros (valor nominal 135.737.331 euros, prima de emisión 180.991.393 euros). El tipo de emisión se calculó en base a las valoraciones existentes de la Sociedad, realizadas en atención al Net Net Asset Value (NNAV) al 30 de junio de 2017. La ampliación de capital no dineraria se ha considerado como una adquisición de activos de acuerdo con las NIIF UE, que se registran en el balance de la entidad adquirente a su valor razonable, considerando que MPYA no cumple con la definición de negocio establecida en la Guía de Aplicación de la NIIF 3, párrafo B7, siendo los activos aportados terrenos que no formaban parte de un conjunto integrado de actividades, para los que no se había realizado una gestión activa hasta su futura integración en las actividades del Grupo.
- Un segundo aumento de capital social mediante aportaciones no dinerarias consistentes en acciones representativas de la sociedad MPYA destinadas exclusivamente a Accionistas Minoritarios de MPYA. Los Accionistas Minoritarios de MPYA constituyen un grupo heterogéneo y su participación en el capital social es del 0,074%. En este caso se estableció un periodo de suscripción de un mes que va a permitir tomar conocimiento de la propuesta de acuerdo por parte de los accionistas Minoritarios de MPYA.

Dicha aportación será calificada como una aportación de activos al no poder ser consideradas individualmente como negocio.

- c) Con fecha 1 de diciembre, la Compañía ha firmado un préstamo corporativo por importe de 275.000 miles de euros con varias entidades financieras nacionales e internacionales. El vencimiento de la financiación es 5 años y la remuneración es variable según el Euribor 3M más un diferencial de mercado. Esta financiación se utilizará, entre otros, para el repago del tramo corporativo de la actual financiación puente que otorgaron los accionistas a la Sociedad en julio de 2017.
- d) Por otro lado, y en relación a la potencial salida a Bolsa, el Consejo de Administración de Metrovacesa Suelo y Promoción, S.A. propondrá a la Junta de Accionistas la aprobación de un plan de incentivos para el CEO y los miembros de la Dirección. Este plan estará compuesto por dos partes, una primera compensación será fija y se devengará como consecuencia de la admisión a cotización de la Sociedad Dominante (MIP) y la segunda sería un plan de remuneración a largo plazo (LTIP).

El coste del MIP sería asumido por los accionistas mayoritarios de la Sociedad Dominante. El importe máximo acordado a ser distribuido asciende a 6,7 millones de euros, siendo éste el importe máximo a registrar en el estado de resultados y se abonará el 50% en efectivo dentro de los quince siguientes días a la admisión a cotización de las acciones, el resto será abonado en acciones de la Sociedad Dominante, que serán entregadas el 25% tras un año desde que la sociedad comenzó a cotizar y el otro 25% después del segundo año, siempre que los beneficiarios sean empleados del grupo. La Sociedad registrará de acuerdo con su devengo las correspondientes aportaciones de los accionistas mayoritarios en el patrimonio neto consolidado con contrapartida en gastos de personal.

El LTIP consistirá en la entrega gratuita de acciones tras un periodo de tiempo, sujeto a la consecución de ciertos objetivos de desempeño (incluyen parámetros de crecimiento 25%, parámetros de eficiencia 25% y un parámetro de creación de valor 50%) y a la continuidad en la Sociedad por parte de los beneficiarios. Estará compuesto de tres ciclos superpuestos, de tres años cada uno, comenzando desde la fecha de admisión a negociación de las acciones de la Sociedad y finalizando el 31 de diciembre de 2022. La cantidad máxima total a entregar durante la vida del plan (asumiendo un 150% de cumplimiento de los parámetros de desempeño) a la totalidad de los beneficiarios de forma agregada ascenderá a 9,1 millones de euros. Las entregas de las acciones a cada beneficiario se llevarán a cabo una vez finalizado cada uno de los ciclos. El primero de los ciclos se iniciará en el momento de admisión de cotización de las acciones y finalizará el 31 de diciembre de 2020. Este plan se liquidará en acciones "equity settle". La compañía sobre las bases descritas anteriormente está estimando el coste de remuneración de estos incentivos a registrar contablemente.

- e) El 30 de junio de 2017 la Junta General de Accionistas de la Sociedad Dominante acordó el cambio de denominación social a Metrovacesa, S.A., sujeto al cumplimiento de determinadas condiciones suspensivas. Dicho cambio se ha inscrito en el Registro Mercantil de Madrid con fecha 29 de noviembre de 2017.
- f) Durante el mes de noviembre, la Sociedad ha firmado un acuerdo privado con una Socimi dedicada a la inversión en activos en renta, para la transmisión de las oficinas que se están construyendo en el solar de Josefa Valcárcel por valor de 29.700 miles de euros. Se estima que la entrega del edificio terminado se produzca durante el cuarto trimestre del ejercicio 2018.
- g) El Consejo de Administración celebrado el 24 de noviembre de 2017 ha aprobado la fusión por absorción de la Sociedad Metrovacesa Suelo y Promoción, S.A. con las sociedades filiales Atlantys Espacios Comerciales, S.L. y Habitatrix, S.L.
- h) El 19 de diciembre de 2017, la Sociedad ha transmitido las acciones que tenía en la Sociedad Parque Central Agente Urbanizador, S.L. por importe de 1 euro, sin que haya supuesto impacto en la cuenta de resultados del grupo.
- i) Con fecha 20 de diciembre de 2017, la Sociedad ha recibido desde la Agencia Tributaria devolución parcial del IVA que tenía pendiente de cobro por importe de 147.580 miles de euros. Con fecha 22 de diciembre de 2017 la Compañía ha realizado amortización parcial del préstamo sindicado firmado el 11 de julio de 2017 con los accionistas mayoritarios, por importe de 149.779 miles de euros.

23. HONORARIOS DE AUDITORES DE CUENTAS

Los honorarios devengados durante el ejercicio por PricewaterhouseCoopers Auditores, S.L. ("PwC") por los servicios de auditoría de los presentes estados financieros intermedios consolidados y por los servicios de revisión limitada de los estados financieros semestrales y auditoría de las cuentas anuales consolidadas ascienden a 83 miles de euros (2016: 90 miles de euros). Adicionalmente se han devengado 82 miles de euros durante los nueve primeros meses del ejercicio 2017 en concepto de otros servicios de verificación. No se han devengado honorarios ni en 2017 ni en 2016 por otras sociedades de la red PwC como consecuencia de servicios de asesoramiento fiscal, y otros servicios prestados a la Sociedad.



ANEXO I

SOCIEDADES DEPENDIENTES

Nombre	Domicilio social	Actividad	Participación Neta en la sociedad titular				Sociedad del Grupo titular
			2017	2016 (%)	30.09.2017 (miles €)	31.12.2016 (miles €)	
Inmobiliaria Das Avenidas Novas, S.A.	Portugal	Promoción y Desarrollo inmobiliario	100%	100%	2.996	2.996	Metrovacesa Suelo y Promoción, S.A.
Promociones Vallebramen, S.L.	España	Promoción y Desarrollo inmobiliario	100%	100%	-	-	Metrovacesa Suelo y Promoción, S.A.
Atlantys Espacios Comerciales, S.L.	España	Promoción y Desarrollo inmobiliario	100%	100%	24.292	24.292	Metrovacesa Suelo y Promoción, S.A.
Habitatrix, S.L.	España	Promoción y Desarrollo inmobiliario	100%	100%	-	-	Metrovacesa Suelo y Promoción, S.A.
Fuencarral Agrupanorte, S.L. (ANTES ALQ.13)	España	Promoción y Desarrollo inmobiliario	100%	100%	100.691	100.691	Metrovacesa Suelo y Promoción, S.A.
Metrovacesa Inmuebles y Promociones, SL	España	Promoción y Desarrollo inmobiliario	100%	100%	32.119	32.119	Metrovacesa Suelo y Promoción, S.A.

SOCIEDADES ASOCIADAS (*) Y NEGOCIOS CONJUNTOS (**)

Nombre	Domicilio social	Actividad	Participación Neta en la sociedad titular				Sociedad del Grupo titular
			2017 (%)	2016 (%)	30/09/2017 (miles €)	31/12/2016 (miles €)	
Urbanizadora Valdepolo I, S.A. (*)	España	Promoción y Desarrollo inmobiliario	50%	50%	-	-	Metrovacesa Suelo y Promoción, S.A.
Urbanizadora Valdepolo II, S.A. (*)	España	Promoción y Desarrollo inmobiliario	50%	50%	-	-	Metrovacesa Suelo y Promoción, S.A.
Urbanizadora Valdepolo III, S.A. (*)	España	Promoción y Desarrollo inmobiliario	50%	50%	-	-	Metrovacesa Suelo y Promoción, S.A.
Urbanizadora Valdepolo IV, S.A. (*)	España	Promoción y Desarrollo inmobiliario	50%	50%	-	-	Metrovacesa Suelo y Promoción, S.A.
Asturcontinental de Edificaciones, S.L. (**)	España	Promoción y Desarrollo inmobiliario	-	-	-	-	Metrovacesa Suelo y Promoción, S.A.
L'Esplay Valencia, S.L. (**)	España	Promoción y Desarrollo inmobiliario	-	37%	-	117	Metrovacesa Suelo y Promoción, S.A.

OTRAS INVERSIONES NO CONSOLIDADAS

Nombre	Domicilio social	Actividad	Participación Neta en la sociedad titular				Sociedad del Grupo titular
			2017 (%)	2016 (%)	30/09/2017 (miles €)	31/12/2016 (miles €)	
Parque Central Agente Urbanizador, S.L.	España	Construcción y venta	11%	11%	1	2	-
Unión Fuente San Luis, S.L.	España	Construcción y vena	10%	10%	1	115.632	-

(*) La información financiera incluida en el presente anexo no ha sido auditada.

(**) Sociedad liquidada

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ANEXO II

Información financiera resumida
a 30/09/2017

	Urbanizadora Valdepolo I, S.A.(*)	Urbanizadora Valdepolo II, S.A.(*)	Urbanizadora Valdepolo III, S.A.(*)	Urbanizadora Valdepolo IV, S.A.(*)	L'Esplay Valencia, S.L. (**)
Activos Corrientes	23.095	23.087	23.076	23.089	
Pasivos corrientes	(22)	(22)	(21)	(22)	-
Activos netos corrientes	23.073	23.065	23.055	23.067	-
Activos no Corrientes	882	881	880	881	-
Pasivos no corrientes	(24.750)	(24.750)	(24.750)	(24.750)	-
Activos netos no corrientes	(23.868)	(23.869)	(23.870)	(23.869)	-
Activos netos totales	(795)	(804)	(815)	(802)	
Ingresos ordinarios	18	7	7	7	-
Beneficio del ejercicio	126	115	115	116	-

Información financiera resumida
31/12/2016

	Urbanizadora Valdepolo I, S.A.(*)	Urbanizadora Valdepolo II, S.A.(*)	Urbanizadora Valdepolo III, S.A.(*)	Urbanizadora Valdepolo IV, S.A.(*)	L'Esplay Valencia, S.L. (**)
Activos Corrientes	22.952	22.955	22.944	22.956	321
Pasivos corrientes	(4)	(4)	(4)	(4)	(8)
Activos netos corrientes	22.948	22.951	22.940	22.952	313
Activos no Corrientes	882	881	881	881	-
Pasivos no corrientes	(24.750)	(24.750)	(24.750)	(24.750)	-
Activos netos no corrientes	(23.868)	(23.869)	(23.869)	(23.869)	-
Activos netos totales	(920)	(918)	(929)	(917)	
Ingresos ordinarios	(5)	(5)	(5)	(5)	-
Beneficio del ejercicio	1	2	14	1	(176)

(*) La información financiera incluida en el presente anexo no ha sido auditada.

(**) Sociedad liquidada

Informe de gestión intermedio consolidado correspondiente al periodo de nueve meses terminado al 30 de septiembre de 2017

1. Aspectos significativos del periodo

Operaciones relevantes del periodo comprendido entre el 1 de enero de 2017 y el 30 de septiembre de 2017

- Ampliación de capital no dineraria.

Con fecha 30 de junio de 2017, la Junta General de Accionistas de la Sociedad acordó una ampliación de capital no dineraria, mediante la aportación de activos inmobiliarios por parte de los accionistas mayoritarios. Con fecha 6, 10 y 11 de julio de 2017, los accionistas mayoritarios (Grupo Banco Bilbao Vizcaya Argentaria, Grupo Banco Popular y Grupo Banco Santander) en escritura pública, suscribieron y desembolsaron un total de 2.928.896.379 acciones a través de una aportación de fincas por valor de mercado de 1.107.783 miles de euros.

Con fecha 17 de septiembre de 2017, tal y como se previó en las escrituras de ampliación no dinerarias descritas anteriormente, se formalizó escritura de ejecución definitiva del acuerdo, actualizándose la situación de ciertos activos afectos a cláusulas suspensivas y que modificaba, por tanto, el importe de la operación. La emisión definitiva de la ampliación de capital no dineraria fue de 2.901.243.704 acciones a través de una aportación de fincas (suelos y construcciones en explotación) por valor de 1.097.324 miles de euros.

Por naturaleza de activos se aportaron terrenos y solares por importe de 941.222 miles de euros, edificios en construcción por importe de 115.061 miles de euros y activos en explotación por importe de 41.041 miles de euros.

El detalle de las aportaciones por grupo de sociedades es el siguiente:

Aportante	Acciones asignadas (miles)	Valor nominal (miles €)	Prima de emisión (miles €)	Aportación Total (miles €)
Grupo Banco Santander	1.491.050	238.568	325.385	563.953
Grupo Banco Bilbao Vizcaya Argentaria	1.140.619	182.499	248.912	431.411
Grupo Banco Popular Español	269.575	43.132	58.828	101.960
Total	2.901.244	464.199	633.125	1.097.324

Las acciones del Grupo Banco Santander no incluyen las acciones que éste grupo tiene en la Sociedad Dominante a través de su participación en el Grupo Banco Popular Español. Los Administradores de la Sociedad han considerado oportuno detallar ambos grupos de manera separada a los efectos de ser comparables con los datos correspondiente al ejercicio 2016.

- Ampliación de capital dineraria.

Adicionalmente, en la misma Junta General de Accionistas, se aprobó una ampliación de capital dineraria por importe de 834 miles de euros, en la que los accionistas mayoritarios renunciaron a todos sus derechos de suscripción preferente, con el objeto que los accionistas minoritarios pudieran mantener su porcentaje de participación en la Sociedad Dominante. La suscripción de la ampliación fue de 224.059 acciones, lo que supone un total de 84 miles de euros. (36 miles de euros de capital y 48 miles de euros de prima de emisión), estando el importe total pendiente de desembolso a 30 de septiembre de 2017.

- Variaciones en el perímetro de consolidación

Durante los primeros nueve meses del ejercicio 2017, la sociedad "L'Esplay Valencia, S.L.", que se registraba como inversión por puesta en equivalencia con un valor neto de 117 miles de euros, ha sido liquidada por acuerdo de sus respectivos socios. La participación del Grupo en la sociedad era del 37% y ha generado un resultado positivo en el estado de resultados intermedio consolidado de 196 miles de euros registrado en el epígrafe "Deterioro y resultados por enajenación de instrumentos financieros".

El perímetro de consolidación a 30 de septiembre de 2017 y 31 de diciembre de 2016 está detallado en el anexo I de los presentes estados financieros intermedios consolidados.

De los resultados correspondientes al periodo anual terminado el 31 de diciembre de 2016 destacan los siguientes hechos:

- Ventas y margen



Durante el periodo de nueve meses terminado el 30 de septiembre de 2017, las ventas han ascendido a 18.887 miles de euros principalmente por la contribución a la cifra de ventas de los ingresos ventas de promociones inmobiliarias (15.620 miles de euros) y las prestaciones de servicios a terceros (3.221 miles de euros). Durante el periodo de nueve meses terminado el 30 de septiembre de 2016, las ventas han ascendido a 11.220 miles de euros principalmente por la contribución a la cifra de ventas de los ingresos ventas de promociones inmobiliarias (8.264 miles de euros) y las prestaciones de servicios a terceros (2.925 miles de euros).

Durante el periodo de nueve meses terminado el 30 de septiembre de 2017 el margen bruto de la compañía, entendido como la diferencia entre el importe de las ventas que ha ascendido a 18.887 miles de euros y el coste asociado a las mismas que ha ascendido a 14.621 miles de euros, ha sido a 4.266 miles de euros. Durante el periodo de nueve meses terminado el 30 de septiembre de 2016 el margen bruto de la compañía, entendido como la diferencia entre el importe de las ventas que ha ascendido a 11.220 miles de euros y el coste asociado a las mismas que ha ascendido a 8.836 miles de euros, ha sido a 2.384 miles de euros.

- Gastos de Estructura

Los gastos de estructura se sitúan en 7.974 miles de euros e incluyen gastos de personal por importe de 4.425 miles de euros para el periodo de nueve meses terminado el 30 de septiembre de 2017. A 30 de septiembre de 2016 los gastos de estructura se sitúan en 4.467 miles de euros e incluyen gastos de personal por importe de 2.087 miles de euros.

- Resultado del periodo

El resultado acumulado consolidado a 30 de septiembre de 2017 y 30 de septiembre de 2016, ha ascendido a 33.856 miles de euros de pérdidas y 240 miles de euros de beneficio, respectivamente

- Situación financiera

El Área Financiera, responsable de la gestión de riesgos financieros, revisa la estructura de capital, así como el ratio de Deuda neta (definida esta como la tesorería menos la deuda con terceros clasificada como deuda bancaria), sobre valor razonable de los activos (Gross Asset Value — GAV). A este respecto el Grupo tiene la previsión para el largo plazo de no sobrepasar un endeudamiento de 25% para este ratio. A 30 de septiembre de 2017 el ratio es del 7%.

Deuda financiera neta	
(+) Deuda bancaria	176.684
(-) Tesorería disponible	22.217
(-) Otros activos financieros	1.343
	<hr/>
	153.124
Valor de mercado de los activos (GAV)	2.208.925

La Compañía no ha incluido en el cálculo de la Deuda financiera neta el importe del IVA pendiente de devolución de la Agencia Tributaria, por importe de 158.915 miles de euros que garantiza el repago parcial de la Deuda bancaria. En caso de haberlo incluido, la deuda financiera neta habría ascendido a -5.791 miles de euros.

Con fecha 1 de diciembre, la Compañía ha firmado un préstamo corporativo por importe de 275.000 miles de euros con varias entidades financieras nacionales e internacionales. El vencimiento de la financiación es 5 años y la remuneración es variable según el Euribor 3M más un diferencial de mercado. Esta financiación se utilizará, entre otros, para el repago del tramo corporativo de la actual financiación puente que otorgaron los accionistas a la Sociedad en julio de 2017.

2. Factores de riesgo

Según se indica en la Nota 3 de las notas explicativas adjuntas, como consecuencia de las actividades que el Grupo desarrolla, existen riesgos inherentes al entorno, marco regulatorio y de las operaciones que deben ser identificados y controlados mediante los sistemas de gestión de riesgos establecidos por el Grupo.

El Grupo cuenta con una Política de Control y Gestión de Riesgos que establece los principios de actuación para que los riesgos relevantes a los que se enfrenta Metrovacesa, Suelo y Promoción S.A. y su Grupo estén en todo momento identificados, medidos, comunicados y, en la medida de lo posible, controlados.



3. Información sobre vinculadas

En la Nota 20 de las notas explicativas adjuntas se detallan las operaciones realizadas con partes vinculadas.

Gran parte de las mismas proceden de los acuerdos de financiación y sus correspondientes gastos financieros con las entidades financieras que componen el accionariado de la Sociedad Dominante, así como de operaciones financieras con otras sociedades del grupo.

4. Hechos posteriores

- Acuerdo Palmas Altas

El 31 de octubre de 2017 la Sociedad Dominante del Grupo ha suscrito con la gerencia del Excmo. Ayuntamiento de Sevilla un convenio para la resolución por mutuo acuerdo del convenio de concertación urbanística suscrito el 24 de noviembre de 2010, para el ámbito de gestión del SUS-DBP-02 "Palmas Altas Sur" (Nota 10). Como consecuencia de dicha resolución se acuerda;

- La devolución a la Sociedad Dominante del Grupo de las parcelas transmitidas al Ayuntamiento de Sevilla tras la firma del convenio anteriormente mencionado.
- Que las obligaciones de la Sociedad Dominante del Grupo en orden a ejecutar las obras de urbanización sigan vigentes.
- Formular por parte de la Sociedad Dominante del Grupo desistimiento del recurso contencioso-administrativo interpuesto contra el acuerdo.
- Constituir una Comisión Técnica Paritaria para el análisis y negociación de puntos pendientes de resolver que se deberá de formalizar antes del 30 de noviembre de 2017 y que será condición necesaria para el cumplimiento íntegro del acuerdo suscrito entre las partes.

- Ampliación de capital no dineraria

Con fecha 24 de noviembre de 2017 la Sociedad Dominante del Grupo ha tomado la decisión en Consejo de Administración de proponer a la Junta General Extraordinaria de Accionistas una ampliación de capital y prima de emisión con cargo a la aportación no dineraria que será suscrita por los accionistas de Metrovacesa Promoción y Arrendamiento, S.A. (en adelante MPYA), por efecto de la cual la Sociedad Dominante adquirirá al menos, el 99.926% del capital social de MPYA. Dicha ampliación de capital no dineraria se realizará en dos aumentos de capital sucesivos que se detallan a continuación:

- I. Un primer aumento de capital social mediante aportaciones no dinerarias consistentes en acciones representativas que han sido aportadas por los Accionistas Mayoritarios de la Sociedad (Grupo Santander y Grupo BBVA), titulares de un 99,926% del capital social de la compañía. En este caso la suscripción de las acciones se ejecutó tan pronto como se aprobó el acuerdo correspondiente a la Junta General Extraordinaria. El importe global de la ampliación de capital social ascendió a 316.728.724 euros (valor nominal 135.737.331 euros, prima de emisión 180.991.393 euros). El tipo de emisión se calculó en base a las valoraciones existentes de la Sociedad, realizadas en atención al Net Net Asset Value (NNAV) al 30 de junio de 2017.
- II. Un segundo aumento de capital social mediante aportaciones no dinerarias consistentes en acciones representativas de la sociedad MPYA destinadas exclusivamente a Accionistas Minoritarios de MPYA. Los Accionistas Minoritarios de MPYA constituyen un grupo heterogéneo y su participación en el capital social es del 0,074%. En este caso se estableció un periodo de suscripción de un mes que va a permitir tomar conocimiento de la propuesta de acuerdo por parte de los accionistas Minoritarios de MPYA.

Dicha aportación será calificada como una aportación de activos al no poder ser consideradas individualmente como negocio.

- Plan incentivos

Por otro lado, y en relación a la potencial salida a Bolsa, el Consejo de Administración de Metrovacesa Suelo y Promoción, S.A. propondrá a la Junta de Accionistas la aprobación de un plan de incentivos para el CEO y los miembros de la Dirección. Este plan estará compuesto por dos partes, una primera compensación será fija y se devengará como consecuencia de la admisión a cotización de la Sociedad Dominante (MIP) y la segunda sería un plan de remuneración a largo plazo (LTIP).

El coste del MIP sería asumido por los accionistas mayoritarios de la Sociedad Dominante. El importe máximo acordado a ser distribuido asciende a 6,7 millones de euros, siendo éste el importe máximo a registrar en el estado de resultados y se abonará el 50% en efectivo dentro de los quince siguientes días a la admisión a cotización de las acciones, el resto será abonado en acciones de la Sociedad Dominante, que serán entregadas el 25% tras un año desde que la sociedad comenzó a cotizar y el otro 25% después del segundo año, siempre que los beneficiarios sean empleados del grupo. La Sociedad registrará de acuerdo con su devengo las correspondientes aportaciones de los accionistas mayoritarios en el patrimonio neto consolidado con contrapartida en gastos de personal.

El LTIP consistirá en la entrega gratuita de acciones tras un periodo de tiempo, sujeto a la consecución de ciertos objetivos de desempeño (incluyen parámetros de crecimiento 25%, parámetros de eficiencia 25% y un parámetro de creación de valor 50%) y a la continuidad en la Sociedad por parte de los beneficiarios. Estará compuesto de tres ciclos superpuestos, de tres años cada uno, comenzando desde la fecha de admisión a negociación de las acciones de la Sociedad y finalizando el 31 de diciembre de 2022. La cantidad máxima total a entregar durante la vida del plan (asumiendo un 150% de cumplimiento de los parámetros de desempeño) a la totalidad de los beneficiarios de forma agregada ascenderá a 9,1 millones de euros. Las entregas de las acciones a cada beneficiario se llevarán a cabo una vez finalizado cada uno de los ciclos. El primero de los ciclos se iniciará en el momento de admisión de cotización de las acciones y finalizará el 31 de diciembre de 2020. Este plan se liquidará en acciones "equity settle". La compañía sobre las bases descritas anteriormente está estimando el coste de remuneración de estos incentivos a registrar contablemente.

- Cambio de denominación social

El 30 de junio de 2017 la Junta General de Accionistas de la Sociedad Dominante acordó el cambio de denominación social a Metrovacesa, S.A., sujeto al cumplimiento de determinadas condiciones suspensivas. Dicho cambio se ha inscrito en el Registro Mercantil de Madrid con fecha 29 de noviembre de 2017.

- Venta en contrato privado llave en mano

Durante el mes de noviembre, la Sociedad ha firmado un acuerdo privado con una Socimi dedicada a la inversión en activos en renta, para la transmisión de las oficinas que se están construyendo en el solar de Josefa Valcárcel por valor de 29.700 miles de euros. Se estima que la entrega del edificio terminado se produzca durante el cuarto trimestre del ejercicio 2018.

- Fusión

El Consejo de Administración celebrado el 24 de noviembre de 2017 ha aprobado la fusión por absorción de la Sociedad Metrovacesa Suelo y Promoción, S.A. con las sociedades filiales Atlantys Espacios Comerciales, S.L. y Habitatrix, S.L.

- Financiación corporativa

Con fecha 1 de diciembre, la Compañía ha firmado un préstamo corporativo por importe de 275.000 miles de euros con varias entidades financieras nacionales e internacionales. El vencimiento de la financiación es 5 años y la remuneración es variable según el Euribor 3M más un diferencial de mercado. Esta financiación se utilizará, entre otros, para el repago del tramo corporativo de la actual financiación puente que otorgaron los accionistas a la Sociedad en julio de 2017.

- Financiación puente

Con fecha 20 de diciembre de 2017, la Sociedad ha recibido desde la Agencia Tributaria devolución parcial del IVA que tenía pendiente de cobro por importe de 147.580 miles de euros. Con fecha 22 de diciembre de 2017 la Compañía ha realizado amortización parcial del préstamo sindicado firmado el 11 de julio de 2017 con los accionistas mayoritarios, por importe de 149.779 miles de euros.

- Transmisión participaciones

El 19 de diciembre de 2017, la Sociedad ha transmitido las acciones que tenía en la Sociedad Parque Central Agente Urbanizador, S.L. por importe de 1 euro, sin que haya supuesto impacto en la cuenta de resultados del grupo.

5. Perspectivas

La demanda residencial continuará creciendo impulsada por la mejora en el empleo, los reducidos costes de financiación y el mayor atractivo de la vivienda como inversión. Nos encontramos ante un escenario de crecimiento de las ventas de vivienda, que se verán impulsadas por los siguientes factores:

- 1) Ciclo expansivo y mejora del empleo
- 2) Costes de financiación reducidos
- 3) Rentabilidad frente a inversiones alternativas.
- 4) Tendencia "cultural" a la compra

6. Tesorería

La posición de tesorería disponible del Grupo al 31 de diciembre de 2017 y 31 de diciembre de 2016 asciende a 22.217 miles de euros y 27.800 miles de euros respectivamente. Esta liquidez, junto al control de los gastos que el Grupo está realizando y la generación de caja procedente de la promoción y venta de las promociones residenciales del Grupo hacen que los Administraciones de la Sociedad Dominante confíen en que se dispondrán de suficientes recursos para hacer frente a las necesidades de caja.

7. Adquisición de acciones propias

La Sociedad Dominante no ha realizado operación alguna con acciones propias y, al cierre del periodo de nueve meses terminado a 30 de septiembre de 2017 y con posterioridad al mismo, carecía y carece de autocartera.

8. Investigación y Desarrollo

No se han realizado durante el periodo de nueve meses terminado a 30 de septiembre de 2017 inversiones significativas en investigación y desarrollo, debido a las características propias de la actividad del Grupo.

9. Medidas Alternativas de Rendimiento

Tal y como se indica en las Notas 1 y 2 de los estados financieros consolidados intermedios, el Grupo prepara sus estados financieros de acuerdo con las Normas Internacionales de Información Financiera adoptadas por la Unión Europea (NIIF-EU). Adicionalmente presenta algunas Medidas Alternativas de Rendimiento ("APMs" por sus siglas en inglés) para proporcionar información adicional que favorecen la comparabilidad y comprensión de su información financiera, y facilita la toma de decisiones y evaluación del rendimiento del Grupo. Las APMs deben ser consideradas por el usuario de la información financiera como complementarias de las magnitudes presentadas conforme a las bases de presentación de las cuentas anuales consolidadas, pero en ningún caso sustitutivas de éstas.

Las APMs más significativas son las siguientes:

Margen bruto de promoción (Gross Development Margin)

Definición: Ventas – Variación de existencias – Aprovisionamientos (sin considerar las pérdidas por deterioro de existencias).

Reconciliación: la reconciliación de esta APM con los estados financieros consolidados intermedios es la siguiente:

	30/09/2017	30/09/2016
Venta de existencias (Nota 17)	15.620	8.264
Variación de existencias y costes relacionados (Nota 17)	(12.911)	(7.783)
Margen bruto de promoción (Gross Development Margin)	2.709	481

Explicación del uso: el resultado o margen bruto de promoción es considerado por los Administraciones de la Sociedad Dominante como una medida de los rendimientos de su actividad, ya que proporciona información sobre el resultado o margen bruto de los proyectos de promoción, que se obtiene partiendo de las ventas externas y restando el coste incurrido para lograr dichas ventas. Adicionalmente, se han tenido en cuenta para dicho cálculo, los deterioros aplicados correspondientes a activos inmobiliarios que han sido objeto de venta durante el periodo. Dentro del Margen bruto de promoción no se consideran los rendimientos que se pongan de manifiesto como consecuencia de las ventas de suelo.



Comparativa: El grupo presenta un Margen bruto de promoción de 2.709 miles de euros a 30 de septiembre de 2017, comparado con un Margen bruto de promoción de 481 miles de euros a 30 de septiembre de 2016, lo que supone una variación positiva de 2.228 miles de euros debido al incremento de rentabilidad de las unidades entregadas a clientes durante el periodo de nueve meses terminado el 30 de septiembre de 2017.

Margen neto de promoción (Net Development Margin)

Definición: Margen bruto de promoción – Gastos comerciales y de marketing directamente imputables a promociones los cuales se incluyen dentro del epígrafe de Otros gastos de explotación.

Reconciliación: la reconciliación de esta APM con los estados financieros consolidados intermedios es la siguiente:

	30/09/2017	30/09/2016
Margen bruto de promoción (Gross Development Margin)	2.709	481
Gastos comerciales y de marketing	(562)	(484)
Margen neto de promoción (Net Development Margin)	2.147	(3)

Explicación del uso: el margen neto de promoción es considerado por los Administraciones de la Sociedad Dominante como una medida de los rendimientos de su actividad, ya que proporciona información sobre el margen neto de las promociones que han generado ingresos durante el período. Dicho margen neto de promoción es calculado en base al resultado o margen bruto de promoción (Gross Development Margin), neto de ciertos costes asociados al marketing y venta de las promociones relevantes. Dentro del Margen neto de promoción no se consideran los rendimientos que se pongan de manifiesto como consecuencia de las ventas de suelo.

Comparativa: El grupo presenta un Margen neto de promoción de 2.147 miles de euros a 30 de septiembre de 2017, comparado con un Margen neto de promoción negativo de 3 miles de euros a 30 de septiembre de 2016, lo que supone una variación positiva de 2.150 miles de euros debido al incremento de rentabilidad de las unidades entregadas a clientes durante el periodo de nueve meses terminado el 30 de septiembre de 2017.

EBITDA

Definición: Margen Neto de promoción (Net Development Margin) – Deterioro de existencias + Prestaciones de servicios + Otros ingresos de explotación – Gastos de personal – Otros gastos operativos una vez excluidos los gastos comerciales y de marketing.

Reconciliación: la reconciliación de esta APM con los estados financieros consolidados intermedios es la siguiente:

	30/09/2017	30/09/2016
Margen neto de promoción (Net Development Margin)	2.147	(3)
Prestación de servicios (Nota 17.a)	3.221	2.925
Otros (Nota 17.a)	46	31
Prestación de servicios (Nota 17.b)	(1.702)	(1.039)
Otros (Nota 17.b)	(8)	(14)
Gastos de personal (Nota 17.c)	(4.425)	(2.087)
Otros gastos de explotación	(2.987)	(1.896)
Otras ganancias o pérdidas	-	85
EBITDA	(3.708)	(1.998)

Explicación del uso: el EBITDA es considerado por los Administraciones de la Sociedad Dominante como una medida de los rendimientos de su actividad ya que proporciona un análisis del resultado del ejercicio (excluyendo intereses e impuestos, así como la amortización y deterioros) como una aproximación a los flujos de caja operativos que reflejan la generación de caja. Adicionalmente, es una magnitud ampliamente utilizada por inversores a la hora de valorar las empresas, así como por agencias de rating y acreedores para evaluar el nivel de endeudamiento comparando el EBITDA con la deuda neta y también comparando el EBITDA con el servicio de la deuda (debt service).



Comparativa: El grupo presenta un EBITDA negativo de 3.708 miles de euros a 30 de septiembre de 2017, comparado con un EBITDA negativo de 1.998 miles de euros a 30 de septiembre de 2016, lo que supone una variación negativa de 1.710 miles de euros debido al incremento de actividad que está realizando la Compañía, así como por la incorporación de nuevos empleados durante el periodo de nueve meses terminado el 30 de septiembre de 2017.

Deuda financiera neta

Definición: Deuda financiera – tesorería disponible +/- otros activos y pasivos financieros.

Reconciliación: la reconciliación de esta APM con los estados financieros consolidados intermedios es la siguiente:

	30/09/2017	31/12/2016
Deuda bancaria	176.684	354
Tesorería disponible (Nota 11)	(22.217)	(27.800)
Otros activos/pasivos financieros	(1.343)	(1.038)
Deuda financiera neta	153.124	(28.484)

Explicación del uso: la deuda financiera neta es una magnitud financiera que mide la posición de endeudamiento neto de una compañía. Adicionalmente, es una magnitud ampliamente utilizada por inversores a la hora de valorar el apalancamiento financiero neto de las empresas, así como por agencias de rating y acreedores para evaluar el nivel de endeudamiento neto.

Comparativa: El grupo presenta a 30 de septiembre de 2017 un total de deuda financiera neta de 153.124 miles de euros comparados con un total de -26.408 miles de euros a 31 de diciembre de 2016, debido principalmente a la financiación puente otorgada por los accionistas mayoritarios.

Apalancamiento

Definición: Deuda financiera neta / Total activos.

Reconciliación: la reconciliación de esta APM con los estados financieros consolidados intermedios es la siguiente:

	30/09/2017	31/12/2016
Deuda financiera neta (a)	153.124	(26.408)
Total de Activo (b)	2.322.142	1.082.732
Apalancamiento (a) / (b)	6,59%	-2,44%

Explicación del uso: el Apalancamiento es un indicador que mide la posición de endeudamiento de la compañía. Es ampliamente utilizado por inversores a la hora de valorar el Apalancamiento financiero de las empresas inmobiliarias, así como por agencias de rating y acreedores para evaluar el nivel de endeudamiento.

Comparativa: El grupo presenta a 30 de septiembre de 2017 un apalancamiento del 6,59% comparado con un ratio del -2,44% a 31 de diciembre de 2016, principalmente debido al que se ha firmado la financiación puente con los accionistas mayoritarios, así como la aportación de activos (Nota 1.c.1).

Return on capital employed (ROCE)

Definición: EBITDA Ajustado / (suma de los saldos medios entre el 30 de septiembre de 2017 y el 31 de diciembre de 2016 del Patrimonio Neto y la Deuda financiera neta, respectivamente).

Reconciliación: la reconciliación de esta APM con los estados financieros consolidados intermedios es la siguiente:

	30/09/2017	31/12/2016
EBITDA	(3.708)	-
Patrimonio neto*	1.530.951	-
Deuda financiera neta **	63.358	-
ROCE	-0,23%	n.a.

(*) El patrimonio neto a 30 de septiembre de 2017 asciende a 2.062.727 miles de euros y a 999.175 miles de euros a 31 de diciembre de 2016, resultando por tanto el saldo medio de la media entre ambos importes.

(**) La deuda financiera neta a 30 de septiembre de 2017 asciende a 153.124 miles de euros y a -26.408 miles de euros a 31 de diciembre de 2016, resultando por tanto el saldo medio de la media entre ambos importes.

Explicación del uso: el rendimiento del capital empleado (Return on capital employed o ROCE) es considerado por los Administraciones de la Sociedad Dominante como una medida de los rendimientos de su actividad, ya que mide la rentabilidad de una compañía tomando en consideración una cuestión especialmente relevante y es la eficiencia con que se emplea el capital. Es ampliamente utilizado por inversores a la hora de valorar la rentabilidad real de una compañía.

Comparativa: El grupo no presenta comparativa con la del período anterior al haberse creado éste en el ejercicio 2016 y no poder mostrar los importes medios 2016.

Loan to Value (LTV)

Definición: Deuda financiera neta / (Valor de mercado de los activos inmobiliarios registrados en inversiones inmobiliarias + valor de mercado de los activos inmobiliarios registrados en existencias).

Reconciliación: la reconciliación de esta APM con los estados financieros consolidados intermedios es la siguiente:

	30/09/2017	31/12/2016
Deuda financiera neta	153.124	(26.408)
Valor de mercado del portfolio registrado en inversiones inmobiliarias (Nota 6)	305.725	109.600
Valor de mercado del portfolio registrado en existencias (Nota 9)	1.903.178	1.000.021
LTV	6,93%	-2,38%

Explicación del uso: el LTV es un indicador que mide la posición de endeudamiento de la compañía en relación al valor de mercado de sus activos inmobiliarios. Es ampliamente utilizado por inversores a la hora de valorar el apalancamiento financiero de las empresas inmobiliarias, así como por agencias de rating y acreedores para evaluar el nivel de endeudamiento.

Comparativa: El grupo presenta a 30 de septiembre de 2017 un Loan to Value del 6,93% comparado con un ratio del -2,38% a 31 de diciembre de 2016, principalmente debido al incremento de la deuda financiera neta, así como la aportación de activos realizada por los accionistas mayoritarios.

Loan to Cost (LTC)

Definición: Deuda financiera neta / (Existencias - Anticipos de proveedores + Inversiones Inmobiliarias)

Explicación del uso: el LTC es un indicador que mide la posición de endeudamiento de la compañía. Es ampliamente utilizado por inversores a la hora de valorar el apalancamiento financiero de las empresas inmobiliarias, así como por agencias de rating y acreedores para evaluar el nivel de endeudamiento.

Reconciliación: la reconciliación de esta APM con los estados financieros consolidados intermedios es la siguiente:

	30/09/2017	31/12/2016
Deuda financiera neta	153.124	(26.408)
Existencias (Nota 9)	1.629.760	814.182
Anticipos a proveedores (Nota 9)	(2.632)	(10.835)
Inversiones Inmobiliarias (Nota 6)	305.725	109.600
LTC	7,92%	-2,89%

Comparativa: El grupo presenta a 30 de septiembre de 2017 un LTC del 7,92% comparado con un ratio del -2,89% a 31 de diciembre de 2016, principalmente debido al hecho de que la deuda financiera neta ha mostrado un nivel de crecimiento superior al de las existencias con motivo de la financiación puente otorgada por los accionistas mayoritarios, así como la aportación de activos.

Metrovacesa Suelo y Promoción, S.A. y Sociedades Dependientes

Los estados financieros intermedios consolidados correspondientes al periodo de nueve meses terminado el 30 de septiembre de 2017 de Metrovacesa Suelo y Promoción, S.A. y Sociedades Dependientes, integrados por el balance intermedio consolidado al 30 de septiembre de 2017, el estado de resultados intermedio consolidado, el estado de cambios en el patrimonio neto intermedio consolidado y el estado de flujos de efectivo intermedio consolidado, así como las notas explicativas y el informe de gestión intermedio consolidado, correspondientes al periodo de nueve meses terminado en dicha fecha, han sido formulados por el Consejo de Administración de Metrovacesa Suelo y Promoción, S.A. en su reunión del día 8 de enero de 2018. Los estados financieros consolidados corresponden al periodo de nueve meses terminado el 30 de septiembre de 2017, firmando en la última hoja todos los Consejeros.

Madrid, 08 de enero de 2018

V. B. D. Ignacio Moreno Martínez

D. Lucas Osorio Iturmendi

Presidente del Consejo de Administración

Secretario del Consejo de Administración

D. Mariano Olmeda Sarrión

Vicepresidente del Consejo de Administración

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Vocal

Fdo D. Mariano Olmeda Sarrión
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Fdo. D. Jorge Pérez de la Peña Eguiguren
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Fdo. D. Javier García-Carranza Benjumea
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Fdo D. Cesáreo Rey-Baltar Oramas
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Fdo Dña. Ana Lucrecia Bolado Valle
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metrovacesa

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Mr Jorge Pérez de Leza Eguiguren, acting in the name and on behalf of the Company, in his capacity as authorized representative of the Company, accepts responsibility for the information contained in this document. Having taken all reasonable care to ensure that such is the case, the information contained in this document is, to the best of his knowledge, in accordance with the facts and contains no omissions likely to affect its import.

Mr Cesáreo Rey-Baltar Oramas, acting in the name and on behalf of the BBVA Entities which are Selling Shareholders (in particular Anida Operaciones Singulares, S.A., BBVA Propiedad, S.A., Arrels CT Finsol, S.A., Arrels CT Patrimoni i Projectes, S.A., Anida Desarrollos Inmobiliarios, S.L., L Eix Immobles, S.L., Arrahona Nexus, S.L., Unnim Sociedad para la Gestión de Activos Inmobiliarios, S.A., Gescat, Gestio de Sol, S.L. and Prov-Infi-Arrahona, S.L.), in his capacity as authorized representative, accepts responsibility for the information referring to the BBVA Entities in sections “*Principal and Selling Shareholders*” and “*Plan of Distribution.*” Having taken all reasonable care to ensure that such is the case, such information contained in “*Principal and Selling Shareholders*” and “*Plan of Distribution*” is, to the best of his knowledge, in accordance with the facts and contains no omissions likely to affect its import.

Mr Carlos Manzano Cuesta, acting in the name and on behalf of the Santander Entities which are Selling Shareholders (in particular Altamira Santander Real Estate, S.A. and Luri 6, S.A.), in his capacity as authorized representative, accepts responsibility for the information referring to the Santander Entities in sections “*Principal and Selling Shareholders*” and “*Plan of Distribution.*” Having taken all reasonable care to ensure that such is the case, such information contained in “*Principal and Selling Shareholders*” and “*Plan of Distribution*” is, to the best of his knowledge, in accordance with the facts and contains no omissions likely to affect its import.

In Madrid, on January 19, 2018

Mr Jorge Pérez de Leza

Mr Cesáreo Rey-Baltar

Mr Carlos Manzano