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In accordance with the prospectus of the offering and admission to trading of ordinary shares of Metrovacesa, S.A. (“**Metrovacesa**” or the “**Company**”) approved by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) on 19 January 2018 (the “**Prospectus**”) and pursuant to article 17 of Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April on market abuse and article 228 of the consolidated text of the Spanish Securities Market Act approved by Royal Legislative Decree 4/2015 of 23 October, Metrovacesa informs of the following

RELEVANT FACT

In connection with the institutional offering of ordinary shares of Metrovacesa by certain entities of the Santander Group and the BBVA Group (the “**Selling Shareholders**”) addressed to qualified investors (the “**Offering**”), it is hereby communicated that the Selling Shareholders and Banco Bilbao Vizcaya Argentaria, S.A., Banco Santander, S.A., Deutsche Bank AG, London Branch and Morgan Stanley & Co. International plc (the “**Joint Global Coordinators**”) have decided to adjust the indicative non-binding Offering price range, which from now on is set in between €16.50 and €17.00 per ordinary share.

Likewise, the Selling Shareholders and the Joint Global Coordinators have decided to maintain the total size of the Offering and to decrease the number of additional shares of the Company used to cover over-allotments and short positions resulting from stabilization transactions (the “**Over-Allotment Option**”), which will amount to a total of 3,913,043 shares (representing approximately 10% of the number of the shares in the Offering), out of which 2,751,071 shares will correspond to the Santander Group, through Altamira Santander Real Estate, S.A., and 1,161,972 shares will correspond to the BBVA Group, through Anida Operaciones Singulares, S.A.

As a result of the foregoing, the maximum number of shares of the Company forming part of the Offering (including 39,130,435 initial shares and 3,913,043 additional shares) would amount to 43,043,478 shares.

After settlement of the Offering, the Santander Group and the BBVA Group will therefore own 80,860,380 and 31,622,838 Company’s shares, representing 53.31% and 20.85% of the Company’s share capital, respectively. These stakes in the share capital may be reduced to 78,109,309 and 30,460,866 Company’s shares, representing, 51.50% and 20.08% of the Company’s share capital, respectively, if the Over-Allotment Option is exercised in full.

Additionally, it is hereby informed that it is expected that the end of the book-building process and the determination of the final price of the Offering will take place tomorrow, February 2nd 2018. Such price will be communicated by means of a new relevant fact publication. Therefore, the new estimated timetable of the Offering will be as follows:

	Date
Finalization of book-building period	February 2, 2018
Execution of underwriting agreement	February 2, 2018
Publication of a relevant fact with the final data of the Offering	February 2, 2018

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Selection of offers to buy shares.....	February 2, 2018
Confirmation of offers to buy shares.....	February 2, 2018
Final allocation of shares.....	February 2, 2018
Transaction date of the Offering.....	February 5, 2018
Admission and commencement of stabilization period.....	February 6, 2018
Settlement of the Offering.....	February 7, 2018
End of stabilization period.....	March 7, 2018

Madrid, 1 February 2018

Mr. Ignacio Moreno Martínez

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IMPORTANT NOTICE

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The information contained in this announcement does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement.

This announcement is an advertisement and does not constitute a prospectus or offering memorandum and nothing herein contains an offering of securities. No one should purchase any Company's shares except on the basis of the Prospectus approved by the CNMV. The Prospectus is available on the respective websites of the Company (www.metrovacesa.com) and the CNMV (www.cnmv.es) and in physical form at the CNMV's premises (calle Edison 4, 28006 Madrid, Spain and Paseo de Gracia 19, 08007 Barcelona, Spain) and at the Company's registered office (Calle Quintanavides 13, Parque Vía Norte, 28050, Madrid, Spain).

In any EEA member state, this communication is only addressed to and is only directed at qualified investors in that member state within the meaning of Directive 2003/71/EC as amended (together with any applicable implementing measures in any member state, the "**Prospectus Directive**").

Any securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States absent registration under the Securities Act or pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. There will be no public offer of the securities described herein in Australia, Canada, Japan or South Africa.

In the United Kingdom, this announcement and any other materials in relation to the securities described herein are only being distributed to, and are only directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, "**qualified investors**" (as defined in section 86(7) of the Financial Services and Markets Act 2000) who are (i) persons having professional experience in matters relating to investments who fall within the definition of "**investment professionals**" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth entities, and other persons to whom it may be lawfully communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**relevant persons**"). Persons who are not relevant persons should not take any action on the basis of this announcement and should not act or rely on it or any of its contents.

The Managers and their respective affiliates, are acting exclusively for the Company and/or the Selling Shareholders, as applicable, and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company and the Selling Shareholders, as applicable, for

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providing the protections afforded to their respective clients, or for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offering, each Manager and any of its respective affiliates, may take up a portion of the Company's shares as a principal position and in that capacity may retain, sell, offer to sell, purchase or otherwise deal for its or their own account(s) such shares and any securities of the Company or related investments and may offer or sell such securities or other investments in connection with the Offering or otherwise. Accordingly, references in this announcement, any prospectus to the Company's shares being issued, offered, acquired, placed or otherwise dealt with should be read as including any issue, offering, acquisition, placement of or dealing in such Company's shares by or to the Managers and any relevant affiliate acting in such capacity. In addition, certain of the Managers or their affiliates may enter into financing arrangements and swaps in connection with which they or their affiliates may from time to time acquire, hold or dispose of Company's 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 obligations to do so.

None of the Managers or any of their respective affiliates or any of the respective directors, officers, employees, advisers or agents of any of their foregoing entities accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

This announcement includes forward-looking statements within the meaning of the securities laws of certain applicable jurisdictions. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "targets", "aims", "aspires", "assumes", "believes", "estimates", "anticipates", "expects", "intends", "hopes", "may", "outlook", "would", "should", "could", "will", "plans", "potential", "predicts" and "projects" as well as their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this announcement. 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. Forward-looking statements rely on a number of assumptions which are inherently subject to risks and uncertainties. No representation or warranty is made that any forward-looking statement will come to pass. No one undertakes to publicly update or revise any such forward-looking statement. The information, opinions and forward-looking statements contained in this release speak only as at its date and are subject to change without notice.

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 and 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 Shares have been subject to a

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product approval process, which has determined that such 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 Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the 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 Offering. 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 Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.