



**HISPANIA ACTIVOS INMOBILIARIOS SOCIMI, S.A.** (“Hispania” or the “Company”), pursuant to article 17 of Regulation (EU) 596/2014 of 16 April 2014 on Market Abuse (Market Abuse Regulation), and article 228 of the Restated Spanish Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, hereby submits the following

#### **RELEVANT INFORMATION**

Further to the notice of relevant fact dated August 16, 2018, it is hereby attached the call notice of the Special Shareholders’ Meeting published today in the press and in the corporate website of the Company ([www.hispania.es](http://www.hispania.es)), to be held in Madrid, at the registered office at calle Serrano 30, 2º izquierda, on **September 17, 2018 at 12 noon** on first call, and on the following day, September 18, 2018, at the same time and at the same venue, on second call (being anticipated that it will be held on first call).

The proposed resolutions prepared by the Board of Directors, together with the remaining documentation relating to the Special Shareholders’ Meeting, are available to the shareholders at the registered office (calle Serrano nº 30, 2º izquierda, 28001 Madrid) and on the corporate website of the Company ([www.hispania.es](http://www.hispania.es)).

Madrid, August 20, 2018

**Hispania Activos Inmobiliarios SOCIMI, S.A.**

#### **DISCLAIMER**

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The Company was incorporated for an indefinite duration as per its by-laws. However, and according to the prospectus published in connection with the admission of the shares in the capital of the Company on the Spanish Stock Exchanges, the Company reminds its shareholders that the initially proposed Value Return Proposal entails the liquidation of its entire asset portfolio within the six (6) years following admission to listing, without the need to submit such decision to a vote at the General Meeting unless the Board proposes the maintenance and active management of all or part of the Company’s portfolio permanently (in which case, shareholders will be called on to vote in favor of such proposal).

## **HISPANIA ACTIVOS INMOBILIARIOS SOCIMI, S.A.**

### *Special shareholders' meeting*

Pursuant to the resolution by the Board of Directors, a special shareholders' meeting of Hispania Activos Inmobiliarios SOCIMI, S.A. is called to be held in Madrid, at the registered office at calle Serrano 30, 2º izquierda, on **September 17, 2018 at 12 noon** on first call, and on the following day, September 18, 2018, at the same time and at the same venue, on second call, with the following agenda:

### **AGENDA**

1. Ratification and reelection of directors.
  - 1.1.- Ratification of the appointment by cooption and reelection of Mr. Abhishek Agarwal as director, classified as proprietary director.
  - 1.2.- Ratification of the appointment by cooption and reelection of Mr. Claudio Boada Pallerés as director, classified as proprietary director.
  - 1.3.- Ratification of the appointment by cooption and reelection of Mr. Farhad Mawji Karim as director, classified as proprietary director.
  - 1.4.- Ratification of the appointment by cooption and reelection of Ms. María Segimón de Manzanos as director, classified as independent director.
2. Approval of the termination agreement of the Investment Manager Agreement between the Company, Azora Gestión, S.G.I.I.C., S.A.U. and Azora Capital, S.L. dated 21 February 2014, and instructions to the management body for its signature.
3. Approval of the modification of the Value Return Proposition of the Company.
4. Delegation of powers for the formalization, interpretation, correction and execution of the resolutions adopted by the Shareholders' Meeting.

### **PROPOSED RESOLUTIONS**

Shareholders representing at least 3% of the share capital may submit reasoned proposals for resolutions on items included on the agenda. This right shall be exercised by serving notice by duly authenticated means (including the corresponding documentation evidencing shareholder status) that must be received at the registered office (calle Serrano 30, 2º izquierda, 28001 Madrid) within the five days following the publication of this call notice.

## **RIGHT TO ATTEND AND RIGHT OF REPRESENTATION**

Shareholders holding at least one thousand shares may attend the shareholders' meeting, provided that the shares are registered on the corresponding register of book entries at least five days in advance of the date scheduled for the shareholders' meeting and that they obtain the corresponding attendance card issued by the IBERCLEAR member entity with which they have deposited their shares. Failure to obtain the attendance card may only be remedied by means of the corresponding certificate of standing evidencing compliance with the attendance requirements.

All shareholders entitled to attend shareholders' meetings may be represented thereat by another person, who need not be a shareholder. Proxies must be granted in writing, by means of the completion and signature of the relevant attendance, proxy and voting card by the shareholder granting the proxy.

The above is without prejudice to the provisions of article 25.3 of the bylaws in relation to the possibility that shareholders who do not hold the minimum number of shares required to attend the meeting may grant a proxy to another shareholder who is entitled to attend, and may also pool together with other shareholders in order to reach the minimum number of shares required.

If the proxy document does not indicate the specific person or persons to whom the proxy is granted, the proxy shall be deemed granted to the chairman of the shareholders' meeting and, in the event of any conflict of interest, to the secretary of the shareholders' meeting. If the proxy document does not include instructions for the exercise of the voting rights or there are doubts as to the scope of the proxy, it shall be understood that the proxy refers to all items on the agenda, is in favor of all proposals prepared by the Board of Directors in relation to the items on the agenda contained in the call notice and extends to all other items not provided for on the agenda but which may be addressed by the shareholders' meeting, with respect to which the proxy shall vote in the direction it considers most favorable in the interests of the principal, in the context of the corporate interest.

In addition, exercise of the right of representation shall be governed by the provisions of the Capital Companies Law, the bylaws and the Shareholders' Meeting Regulations.

## **REPRESENTATION AND VOTING USING MEANS OF DISTANCE COMMUNICATION**

Shareholders may grant a proxy or cast their vote prior to the shareholders' meeting by using the following means of distance communication:

- a) Postal correspondence: by sending the original attendance, proxy and remote voting card, with the relevant section duly completed and signed, to the following address: Hispania Activos Inmobiliarios SOCIMI, S.A. (Shareholders' Meeting), calle Serrano 30, 2º izquierda, 28001 Madrid.

- b) Electronic correspondence: via the Company's website ([www.hispania.es](http://www.hispania.es)), by accessing the area dedicated to the Shareholders' Meeting, going to the Electronic Voting and Proxies section, and following the established procedure. To do so, shareholders must have a qualified or advanced electronic signature, based on a recognized and valid electronic certificate, on the terms provided for in Electronic Signature Law 59/2003, of December 19, 2003, issued by the Spanish Public Certification Authority (CERES), dependent on the Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda (FNMT-RCM) or an electronic national identity document (DNIe).

Shareholders may obtain their attendance, proxy and remote voting cards from the IBERCLEAR member entities with which they have deposited their shares.

In order to be valid, all proxies granted and all votes cast using means of distance communication must be received by the Company at least twenty-four hours in advance of the date scheduled for the holding of the shareholders' meeting on first call.

The validity of the proxy granted or the vote cast may be subject to confirmation of shareholder status, by verifying that the ownership and number of shares indicated by each person granting a proxy or casting their vote using means of distance communication coincides with the data supplied by IBERCLEAR. In the event of any discrepancy between the number of shares indicated by the shareholder and the number of shares recorded in IBERCLEAR's files, the number of shares supplied by IBERCLEAR shall prevail for quorum and voting purposes.

Attendance in person at the shareholders' meeting by any shareholder who has previously granted a proxy or cast a vote using means of distance communication shall render said proxy or vote null and void.

### **RIGHT OF INFORMATION**

As from the date of publication of this call notice, shareholders shall have the right to examine and obtain at the registered office of the Company and to request that a copy be sent to them, immediately and free of charge, of the full text of the resolutions proposed by the Board of Directors regarding the items on the agenda, the report issued by the Board of Directors and the Appointments and Remuneration Committee in relation to the ratification and reelection of directors under item 1 on the agenda, and the full text of the termination agreement of the Investment Manager Agreement signed between the Company, Azora Gestión, S.G.I.I.C., S.A.U. and Azora Capital, S.L. on February 21, 2014, which is submitted to the Shareholders' Meeting for approval under item 2 on the agenda.

All of the above documents may also be consulted on the Company's website ([www.hispania.es](http://www.hispania.es)).

In accordance with the provisions of the Capital Companies Law, up until the fifth day

before the date scheduled for the shareholders' meeting, shareholders may request from the Company (by delivering a request to the registered office or mailing it to the Company at calle Serrano 30, 2º izquierda, 28001 Madrid, or emailing the Company at [junta@hispania.es](mailto:junta@hispania.es), indicating the identity of the shareholder making the request and the address to which replies should be sent) any information or clarification they deem necessary or submit any questions they consider pertinent in relation to the items on the agenda and regarding any information accessible to the public that may have been provided by the Company to the Spanish National Securities Market Commission since the date of the last shareholders' meeting.

### **SHAREHOLDERS' ELECTRONIC FORUM**

In accordance with the legislation in force, a Shareholders' Electronic Forum has been set up on the Company's website ([www.hispania.com](http://www.hispania.com)) which shall be used in accordance with its legal purpose and with the operating rules and guarantees established by the Company, and may be accessed by duly-authenticated shareholders or groups of shareholders.

### **DATA PROTECTION**

Personal data sent to the Company by shareholders for the exercise of the right to attend, the right of representation and the right to vote at the shareholders' meeting, or provided by the financial intermediaries with which shareholders have deposited their shares, shall be processed for the purposes of managing the development, fulfillment and control of the existing shareholder relationship in relation to the call and holding of the shareholders' meeting. These data will be included in a filing system controlled by the Company.

If the attendance or proxy card includes personal data relating to individuals other than the holder, the shareholder must obtain the consent of the data subjects in order to disclose the personal data to the Company and inform them of the aspects indicated in this call notice regarding personal data processing.

Data subjects may exercise their rights of access, rectification, cancellation and objection, in accordance with the legislation in force and on the terms and in compliance with the requirements established therein, by sending a letter specifying their request and marked "Personal Data Processing" to the registered office of the Company at calle Serrano 30, 2º izquierda, 28001 Madrid.

### **GENERAL INFORMATION**

As regards any aspects relating to the shareholders' meeting that are not contemplated in this call notice, shareholders may consult the Shareholders' Meeting Regulations, which are available on the Company's website ([www.hispania.es](http://www.hispania.es)).

All information and documentation relating to the shareholders' meeting is available to

the shareholders on the Company's website ([www.hispania.es](http://www.hispania.es)).

To obtain further information on how to exercise their rights in relation to the shareholders' meeting, shareholders may send an email to [junta@hispania.es](mailto:junta@hispania.es).

**The shareholders' meeting is scheduled to be held on first call, that is, on September 17, 2018, at the time and venue indicated above.**

Madrid, August 16, 2018. The Board Secretary, Álvaro López-Jorrín Hernández.