

AXIA REAL ESTATE SOCIMI, S.A. C/ José Ortega y Gasset 29 Madrid 28006 A-86971249

#### TO THE SPANISH STOCK MARKET COMMISSION

In compliance with reporting requirements set forth in Article 82 of Act 24/1988, dated July 28 on the Securities Market, Axia Real Estate SOCIMI, S.A. (the "**Company**") notifies the Spanish Stock Market Commission the following

#### SIGNIFICANT INFORMATION ANNOUNCEMENT

The Board of Directors of the Company has agreed in its meeting held today to approve the call of the General Meeting of Shareholders of the Company, to be held in Madrid (Hotel Miguel Angel, c/Miguel Angel 29-31), on May 7, 2015 and May 8, 2015, at 11.30 CET, on first and second call, if the latter was necessary, with the aim that the shareholders can deliberate and solve about the items of the following agenda:

#### ITEMS RELATING TO THE FINANCIAL STATEMENTS AND DIRECTORS' REPORT

**First.-** Examination and approval, if appropriate, of the financial statements and directors' report of AXIA Real Estate, SOCIMI, S.A., for the fiscal year started on March 19, 2014 and ended on December 31, 2014.

**Second.-** Examination and approval, if appropriate, of the proposed allocation of the result for the fiscal year started on March 19, 2014 and closed on December 31, 2014.

**Third.-** Examination and approval, if appropriate, of the conduct of business by the Board of Directors during the fiscal year started on March 19, 2014 and closed on December 31, 2014.

### ITEM RELATING TO THE COMPENSATION OF THE DIRECTORS OF THE COMPANY

**Fourth.-** Determination of the amount to be paid in respect of fees for attending the meetings of the Committees on which the directors sit from time to time.

## ITEM RELATING TO THE AMENDMENT OF COMPANY'S NAME

**Fifth.-** Amendment of the Company's corporate name to "AXIARE PATRIMONIO SOCIMI, S.A." and subsequent amendment of article 1 of the Bylaws.

# <u>ITEMS RELATING TO THE EXPRESS AUTHORIZATIONS AND DELEGATIONS THAT ARE REQUESTED FOR THE BOARD OF DIRECTORS</u>

**Sixth.-** Authorization to the Board of Directors, with powers of delegation, to increase the share capital pursuant to the provisions of article 297.1.b) of the Capital Companies Law, for a maximum term of five years, by way of monetary contributions and up to a maximum amount equal to half (50%) of the share capital, with the power to exclude the preemptive subscription right.

**Seventh.-** Authorization to the Board of Directors, with powers of delegation, for a term of five years, of the power to issue debentures or bonds that are exchangeable for and/or convertible into shares of the Company or of other companies within or outside its group, and warrants on newly-issued or outstanding shares of the Company or of other companies within or outside its group, up to a maximum amount equal to half (50%) of the share capital. Establishment of the standards for determining the basis for and terms and conditions applicable to the conversion, exchange or exercise. Authorization to the board of directors, with the express power to delegate in others, of the powers required to establish the basis for and terms and conditions applicable to the conversion, exchange or exercise, as well as, in the case of convertible debentures and bonds and warrants on newly-issued shares, the power to increase share capital to the extent required to accommodate requests for the conversion of debentures or for the exercise of warrants, with the power in the case of issues of convertible and/or exchangeable securities to exclude the pre-emptive rights of the Company's shareholders.

## ITEM RELATING TO THE CAPITAL INCREASE

**Eighth.-** Increase in the share capital by a maximum amount of three hundred and sixty million sixty thousand euros ( $\leq$ 360,060,000) by issuing and allotting a maximum of thirty-six million six thousand (36,006,000) new common shares with a par value of ten euros ( $\leq$ 10) each, with the share premium determined by the Board of Directors, subject to a minimum premium of one euro ( $\leq$ 1) for each new share issued, which will be subscribed and fully paid in with a charge to monetary contributions, recognizing the preemptive subscription right and providing for an incomplete subscription. Delegation to the Board of Directors, with powers of delegation, of the powers necessary to implement the resolution and establish the conditions thereof in all matters not provided for in the Resolution, pursuant to the provisions of article 297.1 of the Capital Companies Law, as well as to amend the wording of article 5 of the Bylaws.

## ITEM RELATING TO THE TREASURY STOCK OF THE COMPANY

**Ninth.**- Authorization for the derivative acquisition of treasury stock by AXIA Real Estate, SOCIMI, S.A. or companies in its group. Revocation of previous authorizations.

# ITEMS RELATING TO THE CORPORATE GOVERNANCE REFORM

**Tenth**.- Amendment of the Bylaws:

- A. Amendment of articles 19, 21 and 29 of the Bylaws concerning the Shareholders' Meeting
- B. Amendment of articles 37, 39 and 44 of the Bylaws and introduction of a new article 38 bis, concerning the Board of Directors and its Commissions.

Eleventh.- Amendment of the Shareholders' Meeting Regulations

## ITEMS RELATING TO THE VARIABLE COMPENSATION OF THE MANAGERS

**Twelve**.- Approval of the incentive plan for managers and delegation of powers to the Board of Directors

### ITEM RELATING TO CALL NOTICES FOR SPECIAL SHAREHOLDERS' MEETINGS

**Thirteen.**- Authorization to shorten the period for calling Special Shareholders' Meetings, pursuant to the provisions of article 515 of the Capital Companies Law.

# <u>ITEM RELATING TO CONSULTATIVE VOTE ON THE REPORT ON DIRECTORS'</u> <u>COMPENSATION</u>

**Fourteen**.- Consultative vote on the Report on Directors' Compensation for the financial year covering March 19<sup>th</sup>, 2014 to December 31<sup>st</sup>, 2014.

# ITEMS RELATING TO GENERAL MATTERS

**Fifteen.**- Authorization to the Board of Directors to interpret, rectify, supplement, implement and carry out the resolutions adopted by the Shareholders' Meeting, as well as to delegate the powers it receives from the Shareholders' Meeting, and to delegate powers to cause such resolutions to be notarized.

The call notice of the General Meeting of Shareholders of the Company will be published in the coming days.

Madrid, March 31, 2015,

Axia Real Estate SOCIMI, S.A. Mr. Luis López de Herrera-Oria CEO

This communication does not constitute an offer of securities in any jurisdiction. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"). Axia Real Estate SOCIMI, S.A. does not intend to register any of the securities in the United States or to conduct a public offering of the securities in the United States.