

For information purposes only. Spanish version prevails.

TO THE SPANISH SECURITIES MARKET EXCHANGE COMMISSION

MERLIN Properties, SOCIMI, S.A. (hereinafter “**MERLÍN Properties**” or the “**Company**”), pursuant to article 82 of Law 24/1988, of 28 July, on the Securities Market, hereby informs on the following

RELEVANT FACT

Further to the Significant Event published on 6 August 2015 with register number 227416, and the Significant Event published yesterday with register number 227448, it is hereby informed that on the date hereof the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) (the “**CNMV**”) has verified that the requirements for the admission to trading of the 129,212,000 newly issued shares of the Company, of one (1) euro of face value each, and of the same class and series as the existing shares currently in circulation (the “**Share Capital Increase**”), have been met.

Likewise, it is hereby informed that, on the date hereof, the Governing Companies of the Spanish Stock Exchanges have decided the admission to trading of the new shares issued in the context of the Share Capital Increase, which trading in the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia, through the Automated Quotation System (*Sistema de Interconexión Bursátil or Mercado Continuo*), will start tomorrow 12 August 2015.

Madrid, 11 August 2015.

MERLIN Properties SOCIMI, S.A.

Warning.

This document does not constitute an offer for the sale of securities, nor a request for offers to purchase or subscribe securities in the United States. The securities referred to herein have not been nor will be registered in accordance with the Securities Act of 1933 and may not be offered or sold in the United States unless they are registered under the legislation applicable or are exempt from registration. There is no intention to register a portion of the offer in the United States or to make a public offer of securities in the United States.

The issue, exercise or sale of securities of the offer is subject to restrictions established by laws or regulations in certain jurisdictions. The Company does not assume any responsibility if there is a violation of such restrictions by any person. The information contained herein does not constitute an offer for the sale of securities, nor a request for offers to purchase, nor will there be any sale of the securities referred to herein in any jurisdiction in which such offer, request or sale is unlawful. Investors must not accept any offer, nor acquire securities referred to herein, unless they do so on the basis of the information contained in the prospectus relating to the transaction which may be published for such purpose.

*The Company has not authorized a public offer of securities in any Member State of the European Union other than Spain. In relation to Member States of the European Union other than Spain that have implemented Directive 2003/71/EC (each referred to as a “**Relevant Member State**” and such Directive as the “**Prospectus Directive**”), no actions have been undertaken nor will be undertaken to make a public offer of securities which requires the publication of a prospectus in such States. As a result of the foregoing, the securities referred to herein may only be offered in the Relevant Member States (a) to legal persons that are qualified investors as defined in Article 2(1)(e) of the Prospectus Directive, or (b) under any other circumstance which does not require the publication by the Company of a prospectus in accordance with Article 3 of the Prospectus Directive in such States.*

*This notice is addressed only to (i) persons that are outside the United Kingdom or (ii) in the United Kingdom, to persons with professional experience in matters relating to investments included in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 and the amendments thereto (the “**Order**”), or to entities with a high net value and other persons who may be lawfully contacted under Article 49(2) of the Order (all these persons will be jointly referred to as the “**Relevant Persons**”). Any investment or investment activity referred to in this notice shall only be available to and may be engaged in with Relevant Persons. Any entity which is not a Relevant Person must not act or rely on this document or on any of its contents.*