

**NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES (INCLUDING ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES AND THE DISTRICT OF COLUMBIA), CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER STATE OR JURISDICTION IN WHICH SUCH RELEASE, DISTRIBUTION OR PUBLICATION WOULD BE UNLAWFUL**

Pursuant to article 6.2 of the Commission Delegated Regulation (EU) No. 2016/1052, of 8 March 2016, and further to the material event of 27 February 2018 published by Morgan Stanley & Co International plc (with official registry number 262,097), who, as stabilization agent in connection with the initial public offering of the shares of Metrovacesa, S.A. (the *Issuer* or the *Company*) (prospectus registered with the official registry of the CNMV on 19 January 2018 with official registry number 10,855), hereby reports that it has undertaken stabilization transactions of the said shares pursuant to the aforementioned prospectus and in accordance with the relevant provisions of the Market Abuse Regulation (EU) No. 596/2014 and the Commission Delegated Regulation (EU) No. 2016/1052 of 8 March 2016, in the terms set out below:

<b>The securities:</b>	
Issuer:	Metrovacesa, S.A. with Spanish ID No. A87471264
Description:	Initial public offering of the ordinary shares of the Issuer (ISIN: ES0105122024)
Offer price:	EUR 16.5 per share
Stabilisation Agent:	Morgan Stanley & Co International plc. 25 Cabot Square, Canary Wharf, London E14 4QA
Stabilisation trading venue:	Spanish Stock Exchanges

#### **Stabilization transactions (grouped by days)**

<b>Trade date</b>	<b>Quantity (number of shares)</b>	<b>Price range (EUR)</b>
22 February 2018	50,000	15.32 – 15.77
23 February 2018	50,000	15.20 – 15.49
26 February 2018	50,000	15.02 – 15.80
27 February 2018	50,000	14.73 – 15.10

#### **Stabilization transactions (individualized)**

<b>Date</b>	<b>Time (Madrid time)</b>	<b>Quantity (number of shares)</b>	<b>Price (EUR)</b>
22 February 2018	17:11:29	938	15.32
22 February 2018	17:35:18	32,222	15.33

22 February 2018	16:23:49	292	15.36
22 February 2018	15:58:40	343	15.37
22 February 2018	17:01:19	1,910	15.37
22 February 2018	15:59:03	445	15.37
22 February 2018	16:23:35	891	15.39
22 February 2018	16:48:22	890	15.39
22 February 2018	16:59:53	906	15.39
22 February 2018	16:37:06	825	15.40
22 February 2018	15:32:52	924	15.44
22 February 2018	15:57:38	897	15.45
22 February 2018	15:13:32	228	15.45
22 February 2018	15:12:36	436	15.49
22 February 2018	15:12:27	468	15.49
22 February 2018	14:06:18	651	15.54
22 February 2018	14:54:56	920	15.55
22 February 2018	14:06:12	875	15.55
22 February 2018	12:23:21	473	15.59
22 February 2018	13:11:15	71	15.59
22 February 2018	12:20:22	843	15.60
22 February 2018	13:00:00	807	15.61
22 February 2018	13:29:48	915	15.61
22 February 2018	12:10:10	916	15.62
22 February 2018	11:46:53	847	15.69
22 February 2018	10:01:26	66	15.70
22 February 2018	9:00:24	1	15.77
23 February 2018	9:00:13	38	15.20
23 February 2018	17:10:35	784	15.26
23 February 2018	17:24:54	572	15.26
23 February 2018	17:28:43	781	15.28
23 February 2018	17:07:05	797	15.30
23 February 2018	16:38:51	867	15.30
23 February 2018	16:48:49	913	15.30
23 February 2018	12:37:58	1,353	15.31
23 February 2018	12:37:42	235	15.31
23 February 2018	13:51:46	346	15.32
23 February 2018	11:37:50	797	15.33
23 February 2018	16:19:46	780	15.33
23 February 2018	13:40:01	799	15.33
23 February 2018	17:35:06	22,505	15.33
23 February 2018	15:46:43	904	15.35
23 February 2018	15:03:09	671	15.35
23 February 2018	15:57:24	777	15.35
23 February 2018	11:47:21	800	15.35
23 February 2018	14:05:34	795	15.35

23 February 2018	14:57:53	795	15.35
23 February 2018	13:22:30	887	15.35
23 February 2018	16:32:17	781	15.35
23 February 2018	14:40:22	875	15.35
23 February 2018	15:35:42	867	15.35
23 February 2018	16:25:30	789	15.35
23 February 2018	15:18:10	778	15.35
23 February 2018	12:00:22	896	15.35
23 February 2018	16:08:30	857	15.35
23 February 2018	11:19:00	1,619	15.35
23 February 2018	11:16:51	32	15.36
23 February 2018	14:23:35	805	15.36
23 February 2018	12:24:38	780	15.36
23 February 2018	12:16:54	793	15.40
23 February 2018	10:56:11	1,309	15.44
23 February 2018	11:04:19	825	15.44
23 February 2018	10:55:02	798	15.49
26 February 2018	17:35:02	26,517	15.02
26 February 2018	17:27:31	1,026	15.05
26 February 2018	17:27:23	695	15.05
26 February 2018	17:22:22	415	15.05
26 February 2018	17:21:42	244	15.05
26 February 2018	13:12:31	1,618	15.08
26 February 2018	13:29:28	84	15.08
26 February 2018	13:13:28	612	15.08
26 February 2018	17:16:36	2,469	15.10
26 February 2018	17:14:00	872	15.10
26 February 2018	17:10:48	418	15.10
26 February 2018	17:11:00	782	15.10
26 February 2018	17:14:32	256	15.10
26 February 2018	16:58:02	824	15.12
26 February 2018	15:01:08	453	15.12
26 February 2018	17:08:23	777	15.13
26 February 2018	14:23:08	668	15.14
26 February 2018	14:34:08	650	15.14
26 February 2018	15:03:18	303	15.15
26 February 2018	14:03:29	117	15.15
26 February 2018	14:08:08	529	15.15
26 February 2018	14:01:08	469	15.15
26 February 2018	13:03:28	11	15.15
26 February 2018	14:18:08	764	15.16
26 February 2018	13:00:41	893	15.20
26 February 2018	13:45:38	50	15.20
26 February 2018	13:48:10	503	15.20

26 February 2018	13:56:08	486	15.20
26 February 2018	13:38:27	500	15.20
26 February 2018	15:18:18	1,354	15.20
26 February 2018	13:38:21	9	15.20
26 February 2018	13:40:38	36	15.20
26 February 2018	17:05:38	762	15.21
26 February 2018	14:44:08	835	15.22
26 February 2018	12:14:07	177	15.22
26 February 2018	11:24:38	803	15.23
26 February 2018	10:58:28	40	15.24
26 February 2018	10:55:42	758	15.25
26 February 2018	12:03:11	100	15.29
26 February 2018	10:53:28	164	15.30
26 February 2018	9:25:55	755	15.44
26 February 2018	9:00:08	202	15.80
27 February 2018	17:28:38	189	14.73
27 February 2018	16:45:38	868	14.80
27 February 2018	13:36:56	1	14.81
27 February 2018	15:46:58	656	14.81
27 February 2018	17:35:20	28,588	14.85
27 February 2018	16:19:26	128	14.86
27 February 2018	16:27:26	330	14.86
27 February 2018	16:23:26	172	14.86
27 February 2018	16:29:01	693	14.87
27 February 2018	16:14:00	335	14.87
27 February 2018	16:38:12	897	14.88
27 February 2018	16:04:46	159	14.89
27 February 2018	9:36:51	743	14.89
27 February 2018	16:08:46	143	14.89
27 February 2018	16:02:33	342	14.89
27 February 2018	16:10:11	1,531	14.89
27 February 2018	15:46:38	850	14.90
27 February 2018	15:57:39	751	14.90
27 February 2018	14:10:44	752	14.90
27 February 2018	13:27:30	1,516	14.90
27 February 2018	16:06:54	750	14.90
27 February 2018	9:54:29	7	14.94
27 February 2018	9:45:20	300	14.96
27 February 2018	12:53:18	551	14.96
27 February 2018	10:21:54	514	14.97
27 February 2018	12:53:00	1,002	14.99
27 February 2018	12:15:49	440	14.99
27 February 2018	12:53:00	486	15.00
27 February 2018	9:00:27	207	15.00

27 February 2018	12:43:20	374	15.00
27 February 2018	10:58:18	149	15.00
27 February 2018	10:33:10	353	15.00
27 February 2018	11:07:48	385	15.00
27 February 2018	12:07:05	349	15.04
27 February 2018	12:06:33	792	15.07
27 February 2018	12:03:26	126	15.08
27 February 2018	10:52:25	500	15.09
27 February 2018	10:40:49	506	15.09
27 February 2018	11:06:57	799	15.10
27 February 2018	11:33:44	799	15.10
27 February 2018	11:53:16	757	15.10
27 February 2018	9:05:28	210	15.10

In London, 5 March 2018

**Morgan Stanley & Co International plc**

## IMPORTANT NOTICE

This announcement and the information contained herein are not for release, distribution or publication in or into the United States, Canada, Australia, Japan, South Africa or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction. The Offering and the distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. This announcement is not an offer to sell or a solicitation of any offer to buy any securities of the Company in any jurisdiction where such offer or sale would be unlawful and the announcement and the information contained herein is not for distribution or release in whole or in part, directly or indirectly, in or into such jurisdictions.

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](http://www.metrovacesa.com)) and the CNMV ([www.cnmv.es](http://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

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 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.