

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO.

SPANISH STOCK MARKETS COMMISSION (CNMV)

In compliance with reporting requirements set out in article 17 of Regulation (EU) 596/2014 of the European Parliament and the Council of 16 April 2004 on market abuse and article 228 of the consolidated text of the Securities Market Law (Royal Legislative Decree 4/2015) (“**LMV**”), Axiare Patrimonio SOCIMI, S.A. (“**Axiare Patrimonio**”, or the “**Company**”) notifies the Spanish Stock Markets Commission (*Comisión Nacional del Mercado de Valores* or the “**CNMV**”) of the following

SIGNIFICANT INFORMATION ANNOUNCEMENT

Axiare Patrimonio announces that its Board of Directors has today resolved, by virtue of the delegation granted by the Ordinary General Shareholders’ Meeting held on 12 May 2016, under item six of its agenda, to carry out a share capital increase excluding pre-emption rights (the “**Share Capital Increase**”) through the issue of up to 7,187,498 newly-issued shares of the Company representing approximately 9.99% of the Company’s share capital before the Share Capital Increase and approximately 9.09% thereafter, under the following terms:

1. The maximum nominal amount of the Share Capital Increase is EUR 71,874,980. The Share Capital Increase will be carried out by issuing ordinary shares of the Company, with a nominal value of EUR 10 per share, of the same class and series as the outstanding shares (the “**New Shares**”), with the possibility of incomplete subscription and a share issue premium to be determined once the accelerated book-building process of the New Shares has been completed.
2. The purpose of the Share Capital Increase is to continue with the disciplined investment strategy of the Company’s management team. This strategy seeks to create value by actively managing the Company’s portfolio to maximize its quality, occupation and value and position its buildings as points of reference in their area of influence. In the context of new investment opportunities for Axiare Patrimonio, the Share Capital Increase will ease access to these investment opportunities by, on the one hand, raising the necessary funds to realize the asset portfolio that Axiare Patrimonio’s management team is currently analyzing as interesting investment opportunities and, on the other hand, providing the Company with access to a more flexible financing procedure, all within a short period of time.

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO.

Moreover, the Share Capital Increase (given the exclusion of pre-emption rights) will allow new investors to enter the Company's business project, which will enhance the liquidity of the stock.

3. The Share Capital Increase will be carried out through an accelerated book-building offer that will last a maximum of 24 hours and will be solely addressed to persons qualifying as qualified or institutional investors, that is, (i) in Spain, as set out in article 39 of Royal Decree 1310/2005 of 4 November partially implementing Law 24/1988 of 28 July ("Royal Decree 1310/2005"); (ii) in the other EU Member States, as set out in Directive 2003/71/CE of 4 November 2003, as amended and as implemented in the relevant domestic legislation; and (iii) in other legislations, to investors qualifying as qualified investors in accordance with the applicable law in each jurisdiction so that the Share Capital Increase does not require to be registered with or approved by any competent authority. As a result, the issue of New Shares is not a public offer in any securities market and does not require a prospectus in accordance with article 35.2.a) of the LMV.

In order to place the New Shares among qualified and institutional investors through an accelerated book-building offer that, among other advantages, allows to benefit from suitable market circumstances to complete the accelerated placement (and, hence, is in the Company's interest), Axiare Patrimonio's Board of Directors has resolved, in line with consolidated market practice, to exclude the shareholders' pre-emption rights, which is necessary to implement the procedure described.

To this end, Axiare Patrimonio's Board of Directors has issued the relevant report and obtained from Ernst & Young, S.L., as an independent expert other than the auditor of the Company which was appointed by the Commercial Registry of Madrid for this purpose, the relevant report on the reasonable value of Axiare Patrimonio's shares, the theoretical value of the pre-emption rights that have been excluded and the reasonableness of the information contained in the directors' report.

Pursuant to recommendation 5 of the Code of Good Governance of Listed Companies, the Board's report on the Share Capital Increase and the report of Ernst & Young, S.L. will be available on the corporate website (www.axiare.es) tomorrow and will be made available to the shareholders at the following General Shareholders' Meeting of the Company.

4. The placement procedure will be carried out as follows:

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO.

- a. Once this relevant information announcement is published, JB Capital Markets Sociedad de Valores, S.A. and Morgan Stanley & Co. International plc (jointly, the “**Joint Global Coordinators**”), Citigroup Global Markets Limited and Deutsche Bank AG, London Branch (jointly, the “**Joint Bookrunners**”, and together with the Joint Global Coordinators, the “**Placing Entities**”) will carry out a book-building process and will use their best efforts to find investors willing to subscribe the New Shares.
 - b. Once the book-building process is completed, the number and price of the New Shares to be issued will be determined based on the results of the private placement order book, and subscription applications will be selected. Subsequently, the selection of subscription applications will be confirmed and the New Shares will be definitively allocated among the relevant qualified and institutional investors.
 - c. Once the New Shares are allocated, these will be subscribed and fully paid up, initially and temporally, in the name of JB Capital Markets, Sociedad de Valores, S.A.U., acting its own name and in the name and on behalf of the rest of the Placing Entities, all of which, in turn, are acting in the name and on behalf of final investors. Furthermore, the Share Capital Increase public deed will be granted and registered with the Commercial Registry of Madrid, the New Shares will be created by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear), and the Company will request that the CNMV verifies fulfilment of requirements for the admission to listing of the New Shares and that the Spanish Stock Exchanges approves such admission.
 - d. Subsequently, the New Shares paid up by the Joint Global Coordinators will be transferred to final investors and the transaction will be settled in accordance with the procedures set out by Iberclear for this kind of transactions. Then, the final investors will pay for the New Shares by no later than the transaction’s settlement date.
5. The Company will apply for the New Shares’ admission to trading on the Stock Exchanges of Barcelona, Bilbao, Madrid and Valencia through the automated quotation system (*Sistema de Interconexión Bursátil* or *Mercado Continuo*). The New Shares are expected to be admitted to trading on the Stock Exchanges of Barcelona, Bilbao, Madrid and Valencia tomorrow, 8 March 2017, and to start trading on 9 March 2017, once the above steps have been completed.

*This document is a free translation of the original just for information purposes.
In the event of any discrepancy between this free translation and the original
document drafted in Spanish, the original document in Spanish shall prevail.*

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO.

For the avoidance of doubt, the admission of the New Shares to listing does not require any registration and approval by the CNMV of a prospectus pursuant to article 26.1. a) of Royal Decree 1310/2005.

6. The Company has undertaken in the agreement entered into with the Placing Entities not to issue or sell any shares without the previous consent of the Joint Global Coordinators, in the terms and with the exceptions customary in this kind of transactions, for a period of 90 days from the date of admission of the New Shares to trading on the Spanish Stock Exchanges.
7. The completion of the accelerated book-building process and final conditions of the Share Capital Increase will be announced to the market.

Madrid, 7 March 2017

Luis López de Herrera-Oria
CEO
Axiare Patrimonio

*This document is a free translation of the original just for information purposes.
In the event of any discrepancy between this free translation and the original
document drafted in Spanish, the original document in Spanish shall prevail.*

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO.

THE INFORMATION IN THIS DOCUMENT IS NOT AN INFORMATIVE PROSPECTUS OR A REGISTRATION DOCUMENT FOR THE PURPOSES OF THE PROSPECTUS DIRECTIVE (DIRECTIVE 2003/71/CE) AND/OR CHAPTER I OF TITLE III OF THE CONSOLIDATED TEXT OF THE SECURITIES MARKET LAW APPROVED BY ROYAL LEGISLATIVE DECREE 4/2015 OR FOR ANY OTHER PURPOSES.

NOTHING IN THIS DOCUMENT MUST BE CONSTRUED OR DEEMED AS A STATEMENT OF ANY PLACING ENTITY IN THE SHARE CAPITAL INCREASE OR AS AN OBLIGATION BY THEM TO UPDATE OR REVIEW ANY STATEMENTS CONTAINED HEREIN. THE PLACING ENTITIES OF THE ACCELERATED SHARE CAPITAL INCREASE ONLY ACT ON BEHALF OF THE COMPANY IN RELATION TO THE TRANSACTIONS DESCRIBED HEREIN, AND THEY ASSUME NO LIABILITY VIS-À-VIS ANY THIRD PARTY FOR THE SERVICES RENDERED TO THEIR CLIENTS OR THE ADVICE PROVIDED WITH RESPECT TO THE TRANSACTION DESCRIBED HEREIN.

THE NEW SHARES ARE SOLELY ADDRESSED TO INVESTORS QUALIFYING AS “QUALIFIED INVESTORS” AS DEFINED IN ARTICLE 39 OF ROYAL DECREE 1310/2005 OF 4 NOVEMBER OR IN OTHER LAWS ADOPTED BY OTHER EU MEMBER STATES IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 2(1)(E) OF DIRECTIVE 2003/71/EC (“QUALIFIED INVESTORS”). PERSONS INITIALLY SUBSCRIBING THE NEW SHARES WILL BE DEEMED TO HAVE STATED, ACKNOWLEDGED AND AGREED THAT THEY ARE “QUALIFIED INVESTORS” AS DEFINED IN THE REFERRED LEGISLATION.

THIS DOCUMENT IS RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL.

THIS DOCUMENT IS FOR INFORMATION PURPOSES ONLY, DOES NOT PURPORT TO BE FULL OR COMPLETE, IS SUBJECT TO CHANGE AND SHALL NOT CONSTITUTE OR FORM PART OF AN OFFER OR SOLICITATION OF AN OFFER TO PURCHASE, SELL, ISSUE OR SUBSCRIBE FOR SECURITIES IN THE UNITED STATES OR ANY OTHER JURISDICTION NOR SHALL THERE BE ANY SALE OF SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH JURISDICTION. ANY FAILURE TO COMPLY WITH THESE RESTRICTIONS MAY CONSTITUTE A VIOLATION OF SECURITIES LAWS OF SUCH JURISDICTIONS. NO RELIANCE MAY BE PLACED FOR ANY PURPOSE ON THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT OR ITS ACCURACY OR COMPLETENESS.

THE DISTRIBUTION OF THIS ANNOUNCEMENT AND THE OFFERING OF THE NEW SHARES IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. THE NEW SHARES MAY NOT BE OFFERED TO THE

*This document is a free translation of the original just for information purposes.
In the event of any discrepancy between this free translation and the original
document drafted in Spanish, the original document in Spanish shall prevail.*


PATRIMONIO
José Ortega y Gasset 29, 5ª
Madrid 28006
A-86971249

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO.

PUBLIC IN ANY JURISDICTION IN CIRCUMSTANCES WHICH WOULD REQUIRE THE PREPARATION OR REGISTRATION OF ANY PROSPECTUS OR OFFERING DOCUMENT RELATING TO THE SHARES IN SUCH JURISDICTION. NO ACTION HAS BEEN TAKEN BY AXIARE PATRIMONIO OR EITHER JOINT BOOKRUNNER OR ANY OF THEIR RESPECTIVE AFFILIATES THAT WOULD PERMIT AN OFFERING OF SUCH SECURITIES OR POSSESSION OR DISTRIBUTION OF THIS ANNOUNCEMENT OR ANY OTHER OFFERING OR PUBLICITY MATERIAL RELATING TO SUCH SHARES IN ANY JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. PERSONS INTO WHOSE POSSESSION THIS ANNOUNCEMENT COMES ARE REQUIRED BY AXIARE PATRIMONIO AND THE JOINT BOOKRUNNERS TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, SUCH RESTRICTIONS.

THE NEW SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, ABSENT REGISTRATION OR AN EXEMPTION FROM, OR TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THERE WILL BE NO PUBLIC OFFER OF THE NEW SHARES IN THE UNITED STATES OR IN ANY OTHER JURISDICTION.