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TO THE NATIONAL SECURITIES MARKET COMMISSION

MERLIN Properties, SOCIMI, S.A. ("MERLIN"), in compliance with the applicable legislation, hereby notifies the following

RELEVANT INFORMATION

MERLIN will hold a conference call with analysts and institutional investors on Thursday, <u>February 24th, 2022, at 3 p.m. Madrid/CET time</u>, which can be followed on line, through audio and video conference, with the following link and access code:

Webex Link:

https://merlinproperties.webex.com/merlinproperties/j.php?MTID=mac8fe25377d89a4c2bd 8cd9cf90d1070

Event number: 7744548

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Germany	08005889313
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Netherland	s 0207157566

Attached you will find the press release and supporting documentation for the presentation that is also available on MERLIN's corporate website (<u>www.merlinproperties.com</u>)

Madrid, February 23th 2022.



MERLIN Properties consolidates its recovery with strong results

- Gross revenues: € 505.3 million (+0.4%)
- EBITDA: € 377.2 million (+3.2%)
- Gross asset value: € 13.041 million (+2.0%)
- Net asset value per share: € 16.11 (+4.2%)
- Operating profit ("FFO"): € 273.0 million (+4.1%)

• Operating profit exceeded \notin 273 million (equivalent to \notin 58 cents per share), exceeding the guidance provided to the market at the beginning of the period (\notin 56 cents per share)

• Growth in all key financial and operating metrics such as occupancy (94.5% +21 bps vs. 2020), like-for-like revenues (+0.2 vs. 2020) and cash flow generation (+4.1% vs. 2020)

• Net asset value according to EPRA recommendations ("EPRA NTA") stands at €16.11 per share, up 4.2% vs. last year

• LTV stands at 39.2%, down from 2020 (39.9%) despite the distribution to shareholders of €210 million or €0.45 cents per share during the period

Madrid, February 23.- MERLIN Properties has reported FY21 results, with total revenues of €512.1 million (including gross rents of €505.3 million), recurring EBITDA of €377.2 million and operating profit of €273.0 million (€58 cents per share). Covid incentives in the year amounted to €24.9 million, of which only €1.2 million in 4Q21.

Gross asset value (GAV) of the portfolio amounts to $\leq 13,041$ million (+2.0% vs. 2020), with logistics being the fastest growing category (+14.5%). Offices and net leases remained in line with the previous year, while shopping centers suffered a slight adjustment of -1.6%. Net asset value of the portfolio amounts to $\leq 7,567$ million (≤ 16.11 per share), up 4.2% vs. 2020.

After the distribution to shareholders of €210 million or € 45 cents per share, LTV stands at 39.2% (vs. 39.9% in 2020), with a liquidity position of € 1,811 million and with the average debt maturity of 5.3 years. The Company has cancelled the €548.3 million bond, maturing in 2022 and with a 2.375% coupon.



<u>Offices</u>

• <u>Business performance</u>

Like-for-like rental evolution in the period (-1.2%) improving compared to 6M21 (-2.9%) and 9M21 (-2.1%), thanks to the occupancy stabilization. Occupancy stands at 90.1%, beating the guidance to the market (89.1%-89.6%) provided at the beginning of the year. This upward trend is expected to continue throughout 2022, with an increase of another 150 bps in occupancy (91.5%).

• Landmark plan I

The Landmark plan is nearing completion following the delivery of Castellana 85 in Madrid and Monumental in Lisbon, 100% occupied. Thanks to this value creation plan, more than €20 million of additional rents have been generated and €475 million of value has been created. Only the refurbishment of Plaza Ruiz Picasso, a large-scale project in the heart of AZCA, remains to be completed and will be delivered by the end of 2023.

<u>Logistics</u>

Business performance

The logistics market continues to be boosted by the pandemic-driven growth in online sales. Like-forlike rents acccelerating (+1.6% vs. 2020) thanks to the gain in occupancy and with a release spread of 4.0%. Very interesting year in terms of take-up with more than 240,000 sqm signed. Occupancy is at all-times high, and this milestone continues in 2022 after signing 16,100 sqm with Leroy Merlin in A4-Getafe (CLA).

• Plan Best II & III

Two turnkey projects, totalling more than 90,000 sqm, have been signed in the period and will be delivered in mid-2022. Additionally, after the delivery of 95,987 sqm to Decathlon and 8,168 sqm to Maersk, the development of the ZAL Port landbank has been concluded. MERLIN has been able to develop from scratch a unique logistics portfolio, in prime locations and at very compelling prices, thanks to its policy of securing landbank early in the cycle.

Shopping centers

• <u>Business performance</u>

Occupancy in shopping centers (94.2%) exceeds pre-pandemic levels. The commercial policy and the intense commercialization effort have paid off, with 33,600 sqm signed during the year. Sales and footfall continue to recover. OCR stands at 12.1%, compared to 12.9% in 2020 and 12.6% in 2019.

Incentives from the commercial policy, ended in June 2021, have amounted to €24.9m in the period, recorded as a one-off expense, not straight lined.



• Flagship plan

Flagship plan completed with the delivery of Porto Pi in Mallorca and Saler in Valencia. To adapt to new trends, new commercial formats and to meet market demands in a post-Covid world, more than 230,000 sqm have been refurbished thanks to Flagship.

<u>Mega Plan (Data Centers)</u>

The development of Mega Plan is about to begin, with strong commercial interest from potential tenants. The license for the first module of the data center located in the Basque Country has already been granted and the Company is in advanced negotiations to lease 67% of the asset.

Portfolio valuation

The gross asset value (GAV) of MERLIN amounts to €13,041 million as of December 31st 2021, following the appraisals performed by Savills, CBRE and JLL, versus a GAV of €12,811 million in FY20. By asset class, offices and net leases remained relatively flat, shopping centers fell slightly and logistics, boosted by the market and the excellent performance of the portfolio, rose by 14.5%.

Net asset value amounts to \notin 7,567 million, equivalent to \notin 16.11 EPRA NTA per share, with a 4.2% increase compared to 2020 (\notin 15.46 per share). The total shareholder return for the period stands at 7.1% (vs. 1.4% in 2020).

As part of its non-core asset disposal policy, MERLIN has divested €238 million at a 5.4% premium.

<u>Sustainability</u>

MERLIN has obtained a very good score in the 2021 GRESB edition (81 out of 100) and in the Carbon Disclosure Project (B). In addition, progress continues in the portfolio's certification program, having achieved 26 new LEED/BREEAM certifications in 2021, bringing the percentage of certified assets to over 91% and making it feasible to reach the ambitious target, which we set years ago, of 99% certified in 2022. Finally, the Company has been included in the Dow Jones Sustainability Index Europe, the only company in the Spanish real estate sector to form part of this select index.

<u>2022 Outlook</u>

The Company expects to continue on the same upward trend in 2022. In offices, occupancy is expected to rise by 150 bps to close at pre-Covid levels by year-end (91.5%) and in shopping centers occupancy is expected to increase to 94.5%. Furthermore, the Company will benefit from rising inflation.

The Company has provided FFO guidance to the market for 2022 of €64 cents per share, in the absence of further pandemic waves. In addition, a €25 cents minimum dividend is expected for the 2021 financial year (pending approval by the AGM and distributed in May) and an interim dividend of €20 cents will be suggested to the Board to be distributed in 2H2022.

About MERLIN Properties



MERLIN Properties SOCIMI, S.A. (MC:MRL) is the largest real estate company trading on the Spanish Stock Exchange. Specialized in the acquisition and management of commercial property in the Iberian region. MERLIN Properties mainly invests in offices, shopping centers and logistics facilities, within the Core and Core Plus segments, forming part of the benchmark IBEX-35, Euro STOXX 600, FTSE EPRA/NAREIT Global Real Estate, GPR Global Index, GPR-250 Index, MSCI Small Caps indices and DJSI.

Please visit <u>www.merlinproperties.com</u> to learn more about the company.

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FY21 **Results** Presentation 24 February 2022







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CEO

COO

lobal property research

FY21 Financial results Offices Logistics Shopping centers Valuation and debt position Sustainability Value creation Digital Infrastructure Plan Outlook 2022 Closing remarks





Key highlights

Financial performance

- € 0.58 FFO per share, +3.9% increase compared to FY20, exceeding guidance (€ 0.56 ps)
- GAV growth driven by logistics (+14.5% LfL)
- Deleveraging continues with LTV at 39.2% (vs 39.9% FY20)
- Total shareholder return +7.1% (vs 1.4% in FY20)

Operating performance

- Occupancy growth in all asset categories, with recovery in Offices in 2H21 (+97 bps vs. 6M21)
- Good performance in Logistics, with +1.6% LfL growth, +4.0% release spread and virtually full occupancy
- Despite Omicron, since November footfall and sales continue recovering in retail
- Good operating performance in retail, with +5.8% release spread, 94.2% occupancy and 33,600 sqm let in the year

Value creation

- € 238m disposals at a 5.4% premium to GAV
- Landmark plan: Castellana 85 and Monumental have been delivered in 2021, 100% occupied
- Flagship plan for retail completed after delivering Saler and Porto Pi
- Best II & III logistics developments continue progressing having secured ca. 90k sqm of pre-lets in the period. Completion of the development of ZAL Port, with the delivery of +100k sqm in 2021
- **Mega: first licence obtained** in Basque Country for the Digital Infrastructure Plan. In the process of obtaining the licenses for the other 3 sites by year-end





FY21 Financial results

II MERLIN

FFO of € 0.58 per share, exceeding 2021 guidance (€ 0.56 per share)

(€ million)	FY21	FY20	YoY
Gross rents	505.3	503.4	+0.4%
Gross rents after incentives	462.5	441.1	+4.9%
Net rents ⁽¹⁾	413.8	393.9	+5.1%
EBITDA ⁽²⁾	377.2	365.4	+3.2%
FFO ⁽³⁾	273.0	262.4	+4.1%
AFFO	258.0	247.6	+4.2%
IFRS net profit	512.2	56.4	n.m.
EPRA NTA	7,567.5	7,264.7	+4.2%
(€ per share)			
FFO	0.58	0.56	+4.1%
AFFO	0.55	0.53	+4.2%
EPS	1.09	0.12	n.m.
EPRA NTA	16.11	15.46	+4.2%

APM: definitions and reconciliation of APMs to the latest audited financial accounts can be found on page 53 of www.merlinproperties.com/wp-content/uploads/2022/02/Results-report-FY21.pdf

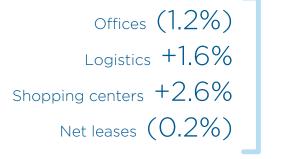
⁽²⁾ Excludes non-overhead costs items (€ 2.6m) plus LTIP accrual (€ 11.5m)

⁽³⁾ FFO equals EBITDA less net interest payments, less minorities, less recurring income taxes plus share in earnings of equity method

+0.2%

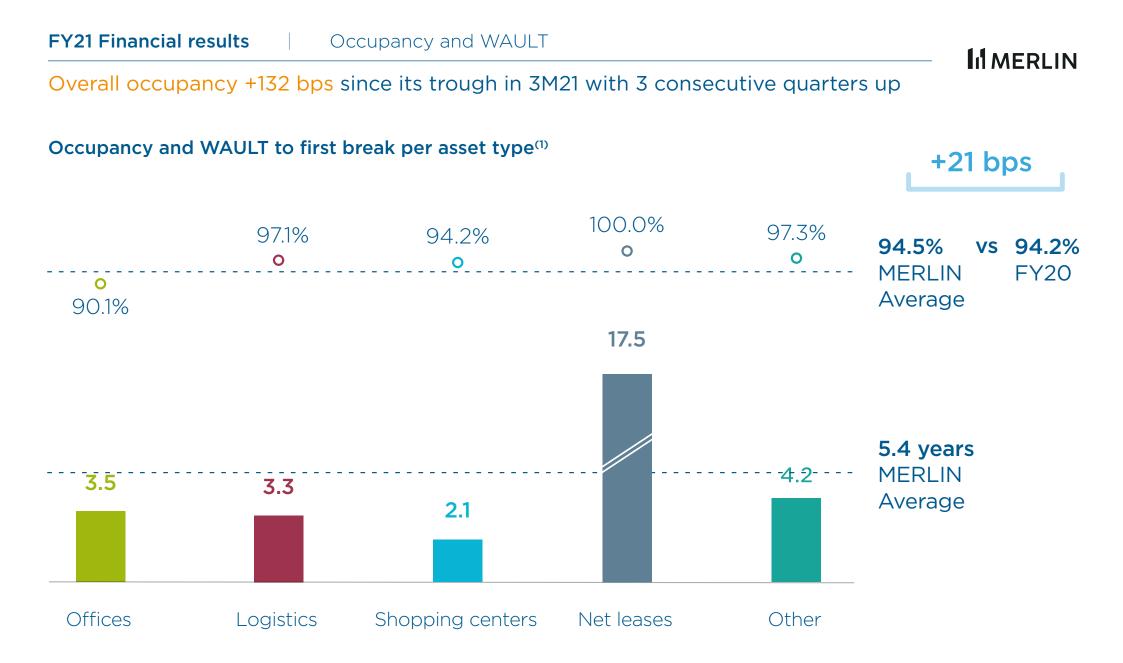
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+0.2% LfL growth despite a difficult 1H21 in offices



(€m)







Offices

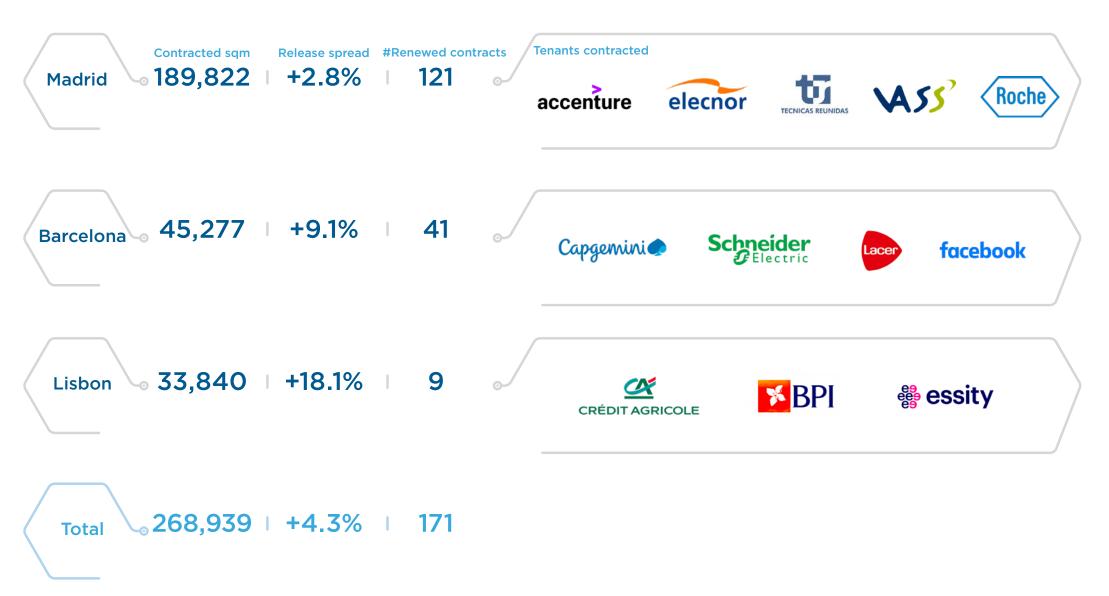
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LfL rental decline stabilizing (1.2%), improving vs 6M21 (2.9%) and 9M21 (2.1%)



Offices | Leasing activity

MERLIN continues capturing the reversionary potential in the portfolio with +4.3% release spread



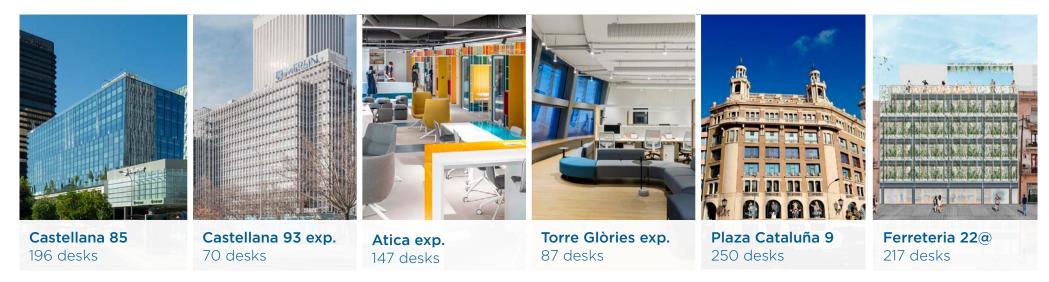
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Offices Flex space LOOM

Sharp occupancy growth on the back of the return to the office. +52% footprint in 2022



New openings 2022 967 desks (+52% increase in footprint)



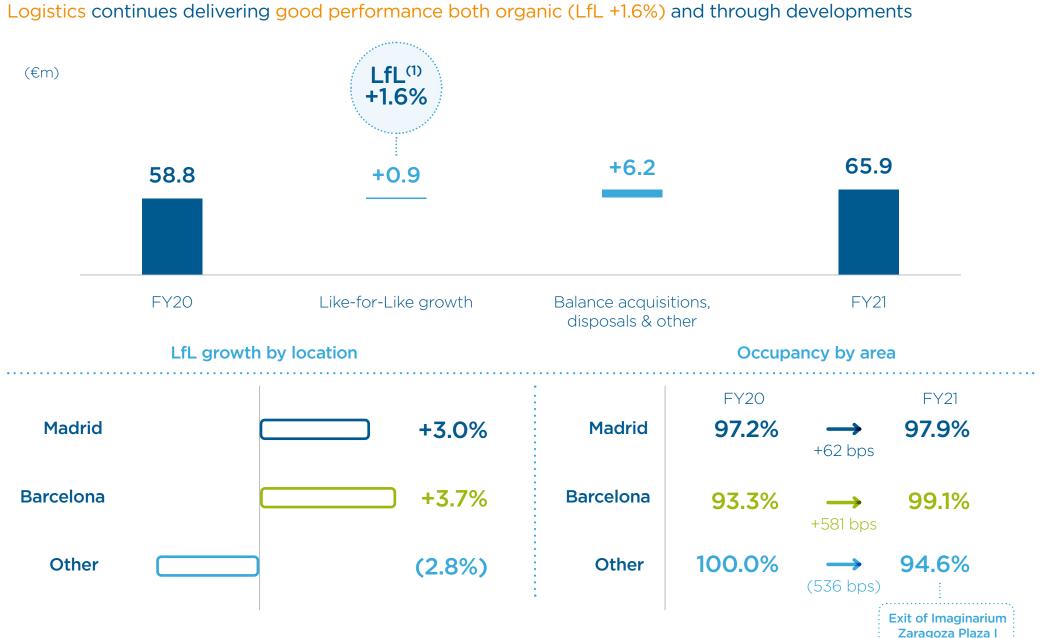
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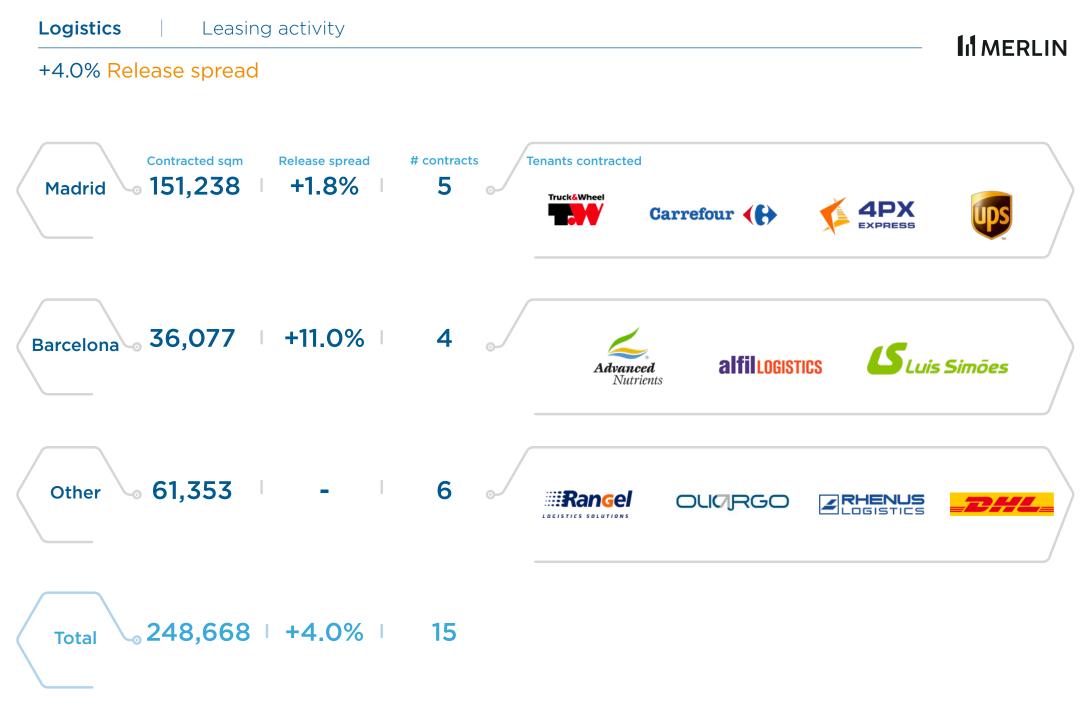
Logistics

Logistics | GRI bridge and breakdown

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⁽¹⁾ Portfolio in operation for FY20 (€ 55.0 m of GRI) and for FY21 (€ 55.9 m of GRI)



Logistics ZAL Port

I MERLIN

Double digit FFO increase (+17.5% vs FY20), after completing +100k sqm development in 2021



⁽¹⁾1 warehouse (48,423 sqm, 658 bps of the stock) vacated in 4Q21 and relet to Lidl in January 2022

⁽²⁾ After deducting leasehold concession charge



Shopping centers

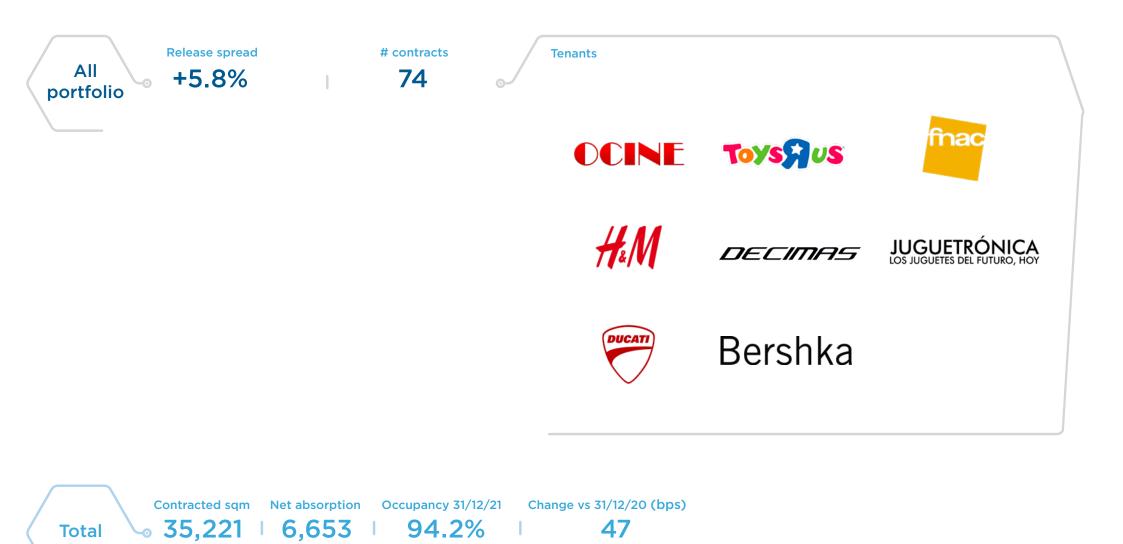
Footfall and tenant sales recovering, maintaining OCR at 12.1% (vs 12.9% in 2020 and 12.6% in 2019)



⁽¹⁾ Portfolio in operation for FY20 (€ 55.0m of GRI) and for FY21 (€ 55.9m of GRI)

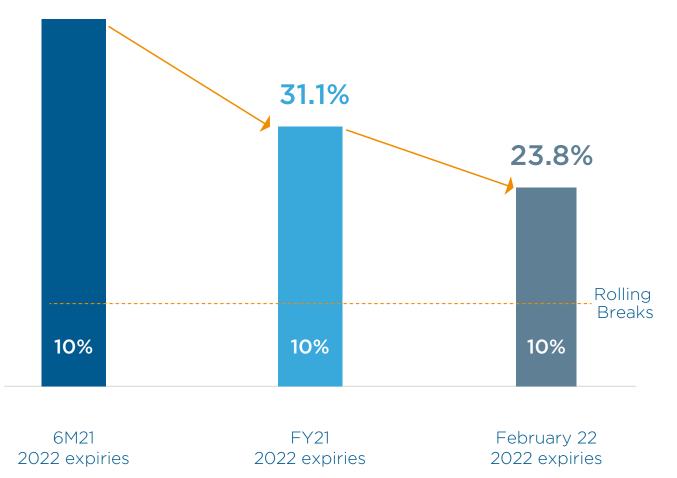
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Occupancy above pre-Covid levels (94.2%) due to commercial policy and Flagship plan deliveries



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44.3%



33,600 sqm let in 2021, a record-high figure for the company

- Occupancy stands at **94.2%,** exceeding pre-Covid levels
- Rolling breaks associated to anchor tenants, with low exit risk

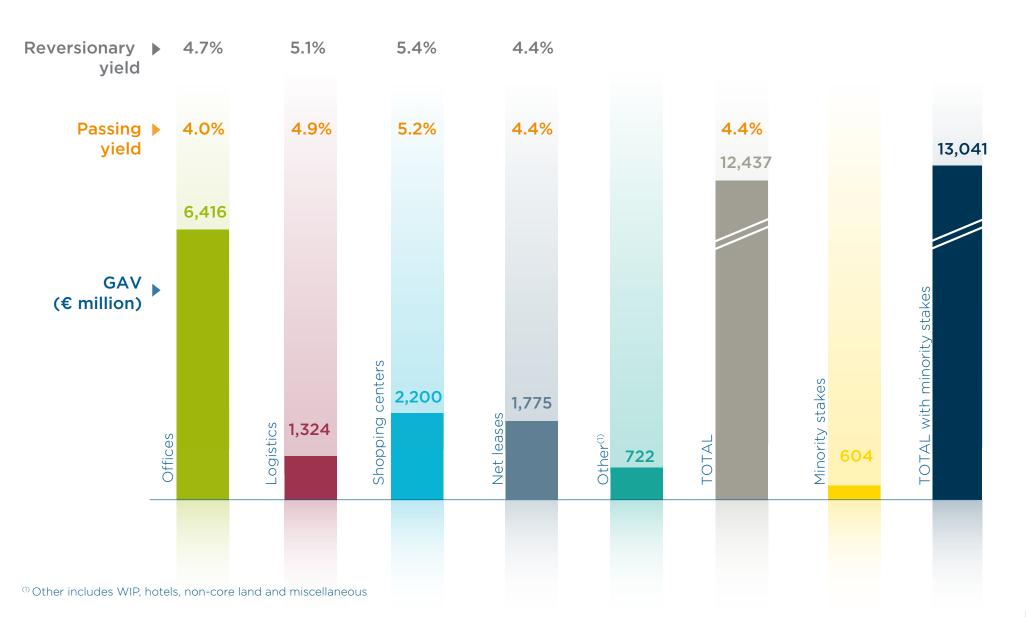


Valuation and debt position

Valuation and debt position

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Logistics is driving the revaluation of the overall portfolio



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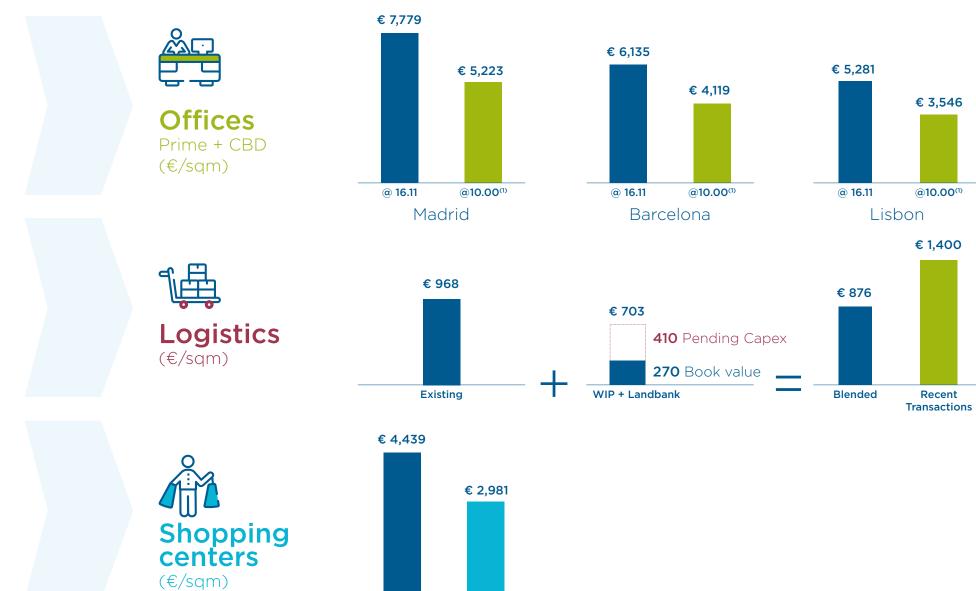
Book value

(€ per share)



Valuation and debt position

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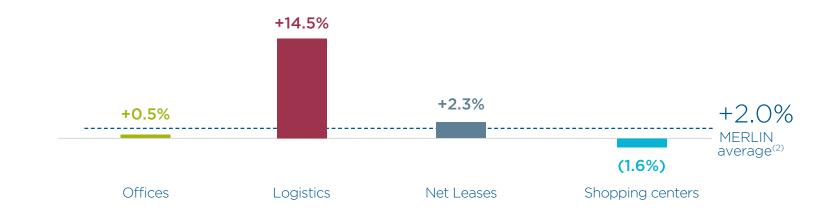
Asset Valuation

⁽¹⁾ Assuming that the discount to NTA (38% or € 2.9bn) is applied linearly to offices and shopping centers, implying a 33% discount over GAV. Assuming no discount for other asset classes (logistics, net leases and other)

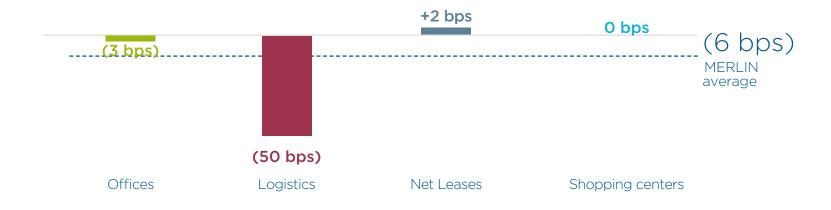
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GAV LIKE-FOR-LIKE EVOLUTION⁽¹⁾



YIELD (COMPRESSION) / EXPANSION⁽³⁾



⁽¹⁾ GAV of WIP projects included under its respective asset class for LfL purposes

⁽²⁾ Including equity method

⁽³⁾ Based on exit yields

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Strong financial profile with decreasing LTV combined with low & fix interest cost. Moody's improving the outlook to stable

	31/12/2021		31/12/20	020	
Net debt	€ 5,247m		€ 5,268	3m	
LTV	39.2%		39.9%	39.9%	
Average cost (spot)	2.07% (1.76%	2.07% (1.76%) 2.12% (1.80%)		30%)	
Fixed rate debt	100.0%		99.8%		
Average maturity (years)	5.3	6.0			
Liquidity ⁽¹⁾ (€ million)	1,811	1,253			
2022 bond repaid with available cash		S&P Global	Rating BBB	Outlook Stable	
		Moody's	Baa2	Stable	

Source: Company

⁽¹⁾ Includes available cash plus pending receivable of Silicius, treasury stock and undrawned credit facilities (€ 831m RCF and EIB loan) in FY21 and available cash plus pending receivable of Juno, Silicius, treasury stock and undrawned credit facilities (€ 786m RCF and EIB loan) in FY20



Sustainability

2021 update

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Strong progress in the year



Sustainability Pathway to net zero

MERLIN will launch its Pathway to net zero in 2Q22. Throughout the year, the Company has been working on a bottom-up analysis to shape and define the Pathway



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Value creation

Value creation Capital recycling - Divestments

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€ 238m of divestments executed to fund Capex plans at a 5.4% premium to latest GAV



Offices

Sale of 1 office building in Madrid



Logistics

Disposal of **4 logistics warehouses,** 2 in Madrid, 1 in Zaragoza and 1 in Barcelona



Net Leases

Sale of **32 supermarkets** and **1 BBVA branch**

Other

Sale of stake in Aedas

Value creation | Landmark I 2021 deliveries

I MERLIN



Castellana 85

- Full refurbishment of the asset, located in the heart of Azca, the best business area in Madrid Prime CBD
- C85 hosts the HQ of Accenture, Elecnor and Teka



Monumental

- Full refurbishment of the building, located in Duque de Saldanha, one of the most emblematic squares in the city at the core of Lisbon's Prime CBD area
- 10-year term lease agreement with **BPI** HQ

GLA **16,474 sqm** Total Capex **€ 34.8m** Yield on cost **8.1%** Delivered



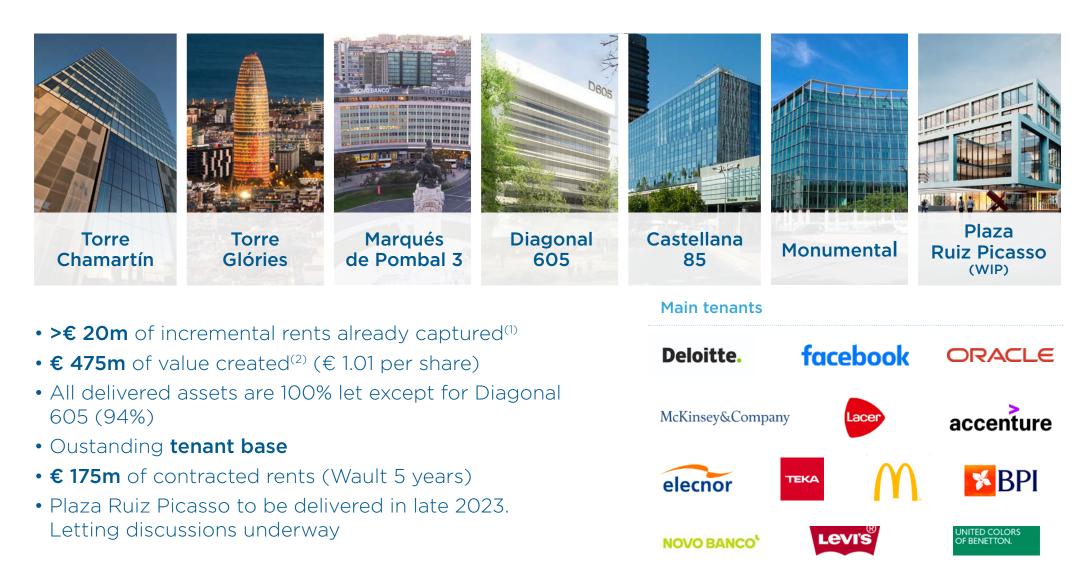
GLA 25,358 sqm Total Capex € 34.8m Yield on cost 9.4% Delivered



Value creation | Landmark I recap

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Despite Covid, Landmark I has been a clear commercial and financial success



⁽¹⁾ Not including Plaza Ruiz Picasso, Torre Glories observatory deck or the vacant space

⁽²⁾ FY21 appraisal – pre Landmark I appraisal (FY17) – any capex incurred during the period. Not including rents collected during the period

Value creation

Other projects: Offices

Future deliveries

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P.E. Churruca

- **Progressive refurbishment of the business park** to transform it into one of the largest urban campus in Spain
- Long term lease with Cunef, for 100% of the asset



P.E. Cerro Gamos 1

- Full refurbishment of the business park, located in Pozuelo
- Long term lease with Fujitsu to become their HQ in Madrid

GLA **17,841 sqm** Delivery **2022-2026**



GLA **4,338 sqm** Delivery **2024**



Value creation

Best II & III

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Zal Port WIP⁽¹⁾

- ZAL Port has completed its development program with the delivery of 2 turn-key projects in 2021
- 100% let to Decathlon and Maersk



Lisbon Park

- Phased project located in the **north of Lisbon**
- Phase I (Lisbon Park A) has already been delivered and is fully let



A2 Cabanillas Park I-J

- Last available plot in Cabanillas Park I. Upon delivery in 2022 the complex will comprise 316k sqm of state-of-theart warehouses
- 100% pre-let to DSV



A2 Cabanillas Park II

- First warehouse in our Cabanillas Park II development
- Turnkey project with Logista



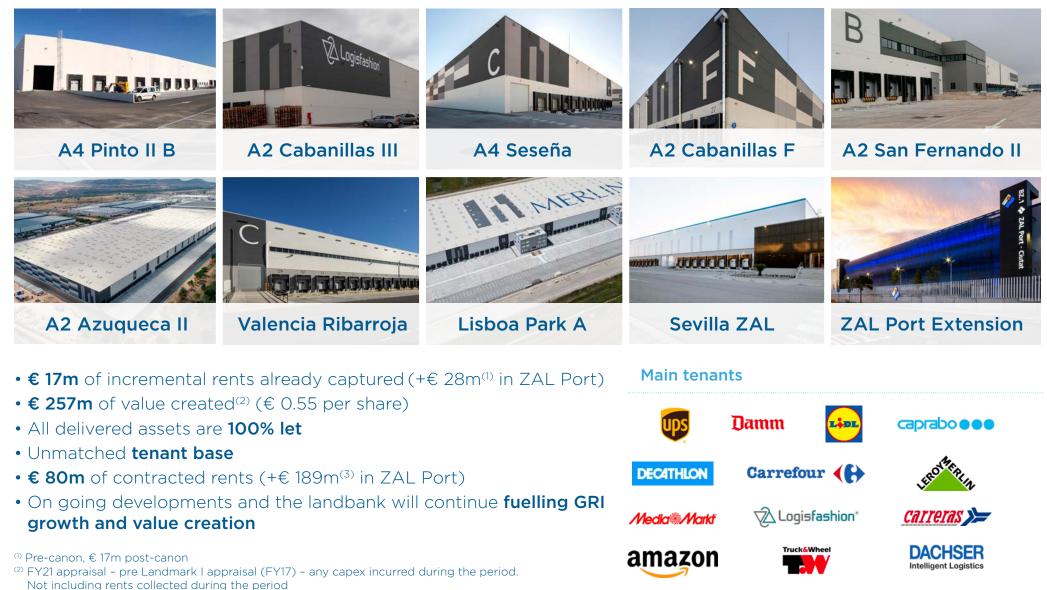
⁽¹⁾ MERLIN owns a 48.5% stake in Cilsa (ZAL Port) ⁽²⁾ Post canon

⁽³⁾ 93.348 sgm if the preferential right is exercised

Value creation Best II, III and ZAL Port extension recap

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MERLIN has built a unique portfolio after securing the best locations at compelling land prices ahead of the logistics boom



⁽³⁾ Post-canon

Note: MERLIN owns a 48.5% of ZAL Port (Cilsa)

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Bershka

Flagship Plan is now complete



Saler

- The refurbishment has consolidated Saler, facing the City of Arts and Sciences, as the **leading urban mall** in Valencia
- Anchor tenants upsizing and upscaling units



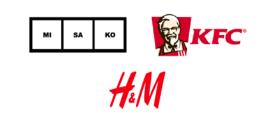
Porto Pi

- Full refurbishment of the shopping center
- The asset enjoys now **outstanding exterior terraces** overlooking the Mediterranean sea

GLA **29,286 sqm** (inc. additional GLA Cost **€ 37.8m** (inc. units acquired) Yield on cost **5.7%**



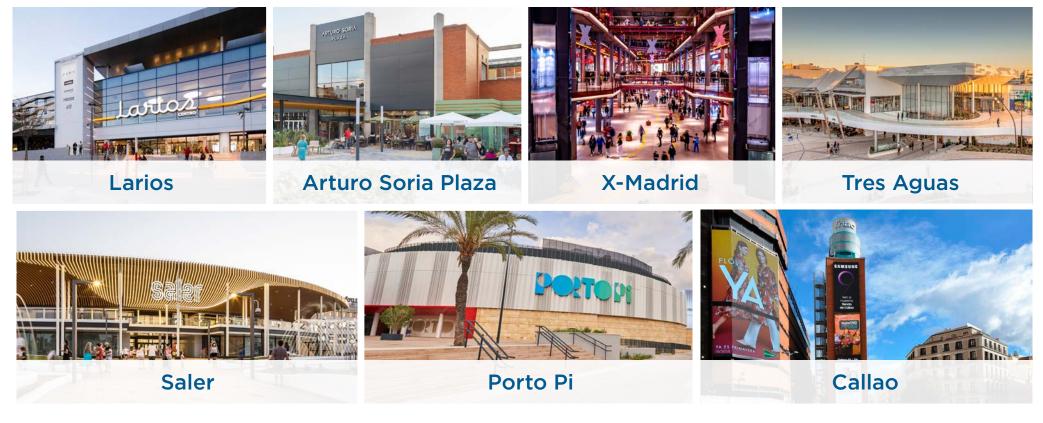
GLA **32,963 sqm** (inc. additional GLA) Cost **€ 43.7m** (inc. units acquired) Yield on cost **4.1%**



Value creation | Flagship recap

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Flagship plan has provided MERLIN's portfolio with an outstanding capacity to face market headwinds



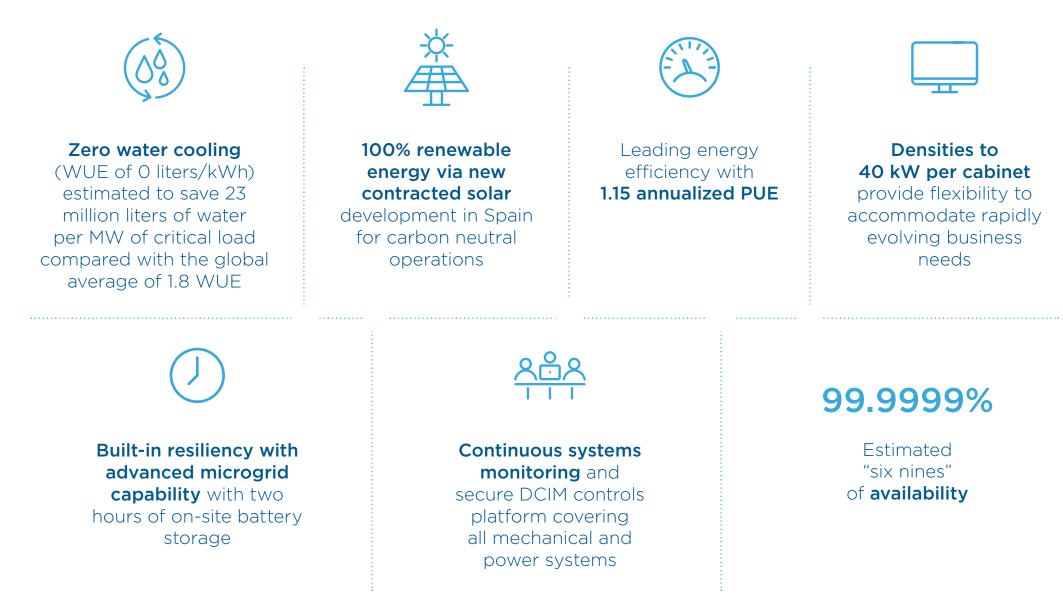
- Over 230,000 sqm refurbished to adapt to new trends, commercial formats and post covid market demands
- Strong operating performance

• The historical landmark Callao has finally received the refurbishment license. The asset will be transformed into a high street retail complex with fine dinning areas



Digital Infrastructure Plan (Mega)

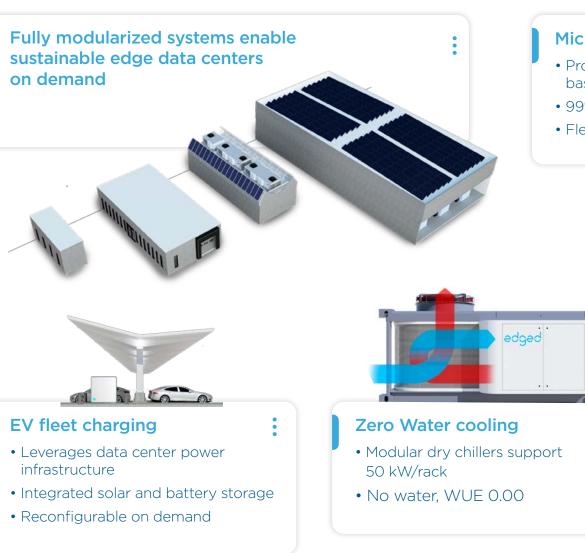
Industry-leading performance at all edged data centers



Project Edged

I MERLIN

The modular platform adapts to local market needs over time



Microturbine Generator

- Provides low carbon, ultra-clean baseload power 24/7
- 99% lower NOx emissions
- Flexible fuel sources (H2, HDRD, NG)

Modular microgrid

integration

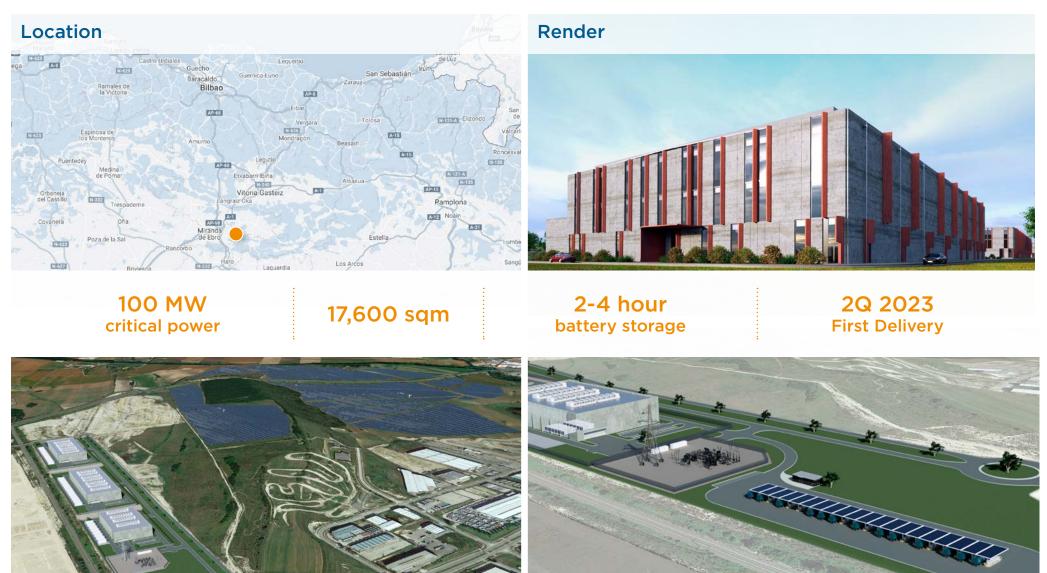
• GridBock plug and play energy router provides UPS and grid

energy storage and simple solar

control, with expandable



License for Phase I (3MW) granted with advanced negotiations for leasings, representing 66% of the asset



Layout

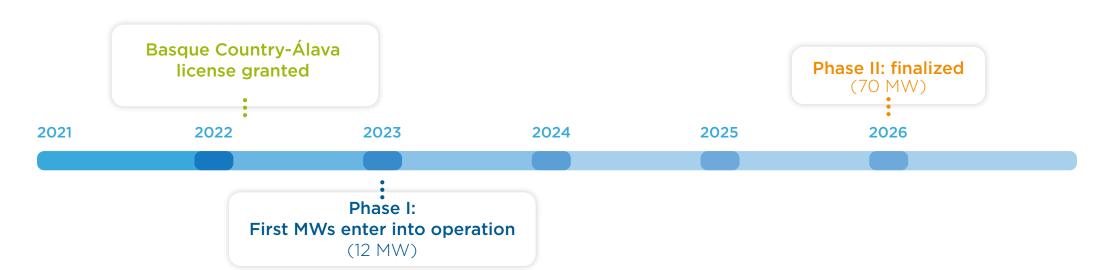
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4 strategic locations in the Iberian Peninsula to develop state-of-the-art data centers



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Digital Infrastructure Plan



Investment and returns until 2025



Compelling stabilized low double digit YoC of +11.2%⁽²⁾

⁽¹⁾ Excluding land cost ⁽²⁾ Including land cost In MERLIN

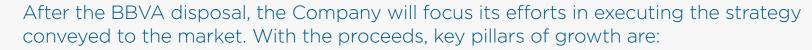


Outlook 2022

Outlook 2022 | BBVA disposal strategy

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Strategy

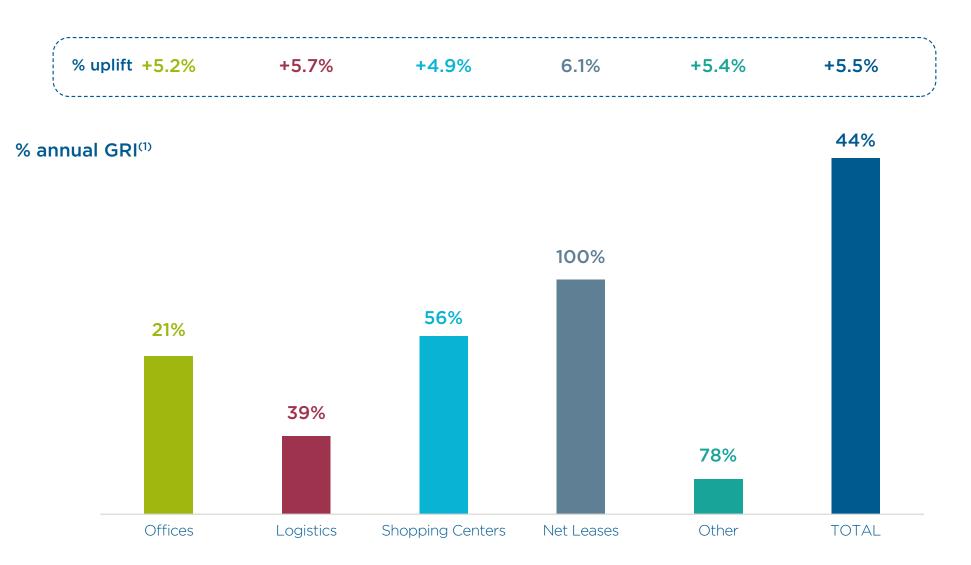
- → Deleveraging
 - 32% LTV post disposal
 - Target LTV = 35% 36%
- → Data Centers → Acceleration of Phase I & II
- → Logistics → Ramp-up of Best II & III plans
- → Share buyback → If excess of cash, a potential share buyback could be contemplated

An extraordinary dividend will be distributed, in order to comply with the SOCIMI regime (50% of capital gains according to Spanish GAAP)

Outlook 2022 January CPI impact

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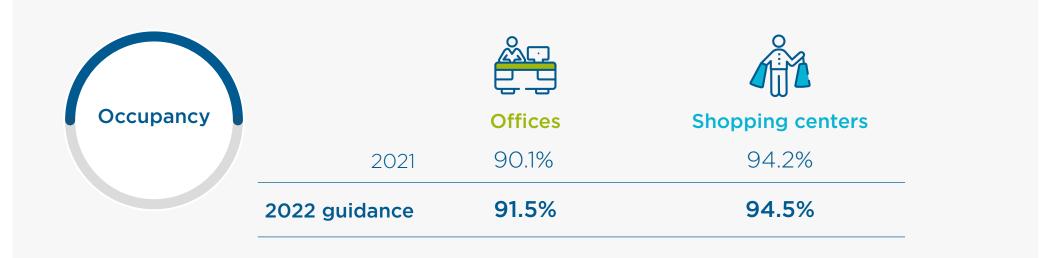
The Company will benefit form inflation tailwinds, after having secured in January a 5.5% GRI increase



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Guidance

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Closing remarks

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Operations

- **MERLIN has improved all key financial and operating metrics** (occupancy, LfL rental growth and FFO generation)
- Third consecutive quarter with overall occupancy increase, recovering 132 bps since trough of the Covid-19 crisis (3M21)
- Inflation favoring financials: 44% of rents inflated in January at a 5.5% average uplift (+12m of additional rents), including BBVA portfolio with its HICP multiplier
- FFO (€ 0.58 per share) exceeding the guidance provided to the market (€ 0.56 per share)
- Logistics continue enjoying strong tailwinds
- Office occupancy is recovering while shopping centers have closed 2021 with high occupancy, proving that outstanding relationships with our tenants and strategic capex on assets can offset market headwinds

Value creation

- The successful completion of Landmark and Flagship have resulted in a superior quality portfolio in offices and retail, stronger tenant roster and compelling value created to shareholders
- Landmark I, Flagship, Best II & III and ZAL Port extension have generated
 € 764m in value to date (€ 1.63 per share). Including the WIP projects, they represent 23% (€ 3.0bn) of MERLIN's GAV
- The works of the **Mega plan (Data Centers) are about to start**, with strong commercial interest from potential tenants





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