



**ARTICLES OF ASSOCIATION OF
VBARE IBERIAN PROPERTIES SOCIMI, S.A.**

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ARTICLES OF ASSOCIATION OF VBARE IBERIAN PROPERTIES SOCIMI, S.A.

TITLE I GENERAL PROVISIONS

Article 1. Regime

The Company is named VBARE Iberian Properties SOCIMI, S.A. (hereinafter the “**Company**”) and shall be governed by these Articles and otherwise by the provisions in the Consolidated Text of the Spanish Companies Law, approved by Royal Legislative Decree 1/2010 of 2 July 2010 (the “**Spanish Companies Act**”) and any other rules as may apply from time to time by reason of the Company’s tax regime.

Article 2. Corporate purpose

1. The Company’s corporate purpose consists of:
 - a) The acquisition and development of urban real estate for lease.
 - b) The holding of shares in listed real estate investment trusts (“**SOCIMIs**”) or in other non-resident entities in Spain having the same corporate purpose and subject to a similar regime as SOCIMIs and also subject to a similar mandatory (statutory or otherwise) profit distribution policy.
 - c) The holding of shares or interests in other entities (whether or not resident in Spain) mainly engaged in the acquisition of urban real estate for lease and subject to the same mandatory (statutory or otherwise) profit distribution policy as SOCIMIs and meeting the investment criteria in Section 3 of Spanish Act 11/2009, of October 26, on listed real estate investment companies (the “**SOCIMIs Act**”).
 - d) The holding of shares or quotas in any Real Estate Collective Investment Scheme governed by Spanish Act 35/2003, of November 4, on Collective Investment Schemes or by any other substitute legislation.
 - e) Any other activities ancillary to those referred to above, meaning any activities generating, in the aggregate, less than 20% of the income of the Company for each tax period or otherwise deemed ancillary in accordance with applicable laws from time to time.
2. Any and all activities for which the Law demands any specific requirements not met by the Company shall be excluded from the scope of the Company’s corporate purpose.
3. The activities making up the purpose of the Company may be carried out by the Company, wholly or in part, indirectly through the holding of any interests in other companies with an identical or analogous corporate purpose.

Article 3. Duration of the Company, start of business and financial year

1. The Company is incorporated for an indefinite term, and shall be deemed to have commenced business on the date of execution of the deed of incorporation.

Article 4. Registered office, branches and corporate website

1. The Company’s registered office is at Calle Almagro, 3, 5^o Izquierda, 28010, Madrid.

2. The Company's Managing Body will be entitled to move the registered office within Spain (amending this article so that it reflects the new registered office), as well as to set up, close or move any commercial or administrative establishments, warehouses, factories, agencies, representations, delegations or branches, both within and outside Spain.
3. The Company shall have a corporate website in accordance with the provisions in the Spanish Companies Act, and such a website shall be registered with the Spanish Commercial Registry. All documentation required by law, including these Articles of Association and any other internal regulations shall be published on such a website, together with any other information as may be deemed appropriate to be made available to shareholders and investors through such a website.
4. Any changes, relocation or removal of the Company's corporate website shall be within the authority of the Board of Directors.

TITLE II SHARE CAPITAL AND SHARES

Article 5. Share capital

The Company's share capital *EUROS EIGHT MILLION TWELVE THOUSAND EIGHT HUNDRED AND SEVENTY FIVE EUROS* (€8,012,875) It is divided into ONE MILLION SIX HUNDRED AND TWO THOUSAND FIVE HUNDRED AND SEVENTY-FIVE (1,602,575) nominative shares of the same class and series, of FIVE Euro (€5) par value each. All such shares are fully subscribed and paid-up and confer their holders the same rights.

Article 6. Representation of the shares

1. Shares are represented in book-entry form, and shares shall be considered such through registration thereof with the relevant book-entry system. They shall be governed by the applicable legislation on securities markets.
2. Standing to exercise the rights of a shareholder is obtained by registration in such system, which establish a presumption of lawful ownership and entitles the registered holder to be recognised as a shareholder by the Company. Such standing may be proven by showing the appropriate certificate, issued by the entity responsible for maintaining the relevant system.
3. If the Company confers any benefit on the shareholder of record registered as such in accordance with the relevant system, then the Company shall be released from the relevant obligation, even if such shareholder of record was not the actual owner of the share, provided that the Company did so in good faith and without gross negligence.
4. If the shareholder of record derives such position from any fiduciary relationship or as a financial intermediary acting on behalf of its clients or otherwise through another similar title or capacity, the Company may require it to disclose the identity of the actual owner of the shares, as well as any transfers and encumbrances thereof.

Article 7. Transfer of shares

1. The shares and any economic rights attached thereto, including pre-emptive subscription and free allocation rights, are freely transferable by any lawful means. No newly-issued shares may be transferred unless and until the relevant share capital increase is duly registered with the Spanish Commercial Registry.

2. Notwithstanding the above, any shareholder (investor) intending to acquire any stake exceeding 50% of the share capital must concurrently make an offer to all remaining shareholder to purchase their shares in the same terms and conditions.
3. Any shareholder receiving (either from another shareholder or a third party) an offer to purchase its shares, whenever such a shareholder should reasonably infer from the conditions of the offer, the nature of the purchaser and other surrounding circumstances that the offer is intended to attribute to the purchaser more than 50% of the share capital in the Company, may only transfer shares conferring the purchaser any stake above such percentage whenever the proposed purchaser evidences to it that it has offered to acquire the shares of all other shareholders under the same terms and conditions.

Article 8. Joint ownership, usufruct, pledge and seizure of shares

1. Any instance of joint ownership, usufruct, pledge and seizure of shares shall be governed by the provisions herein and, failing that, by any regulation applicable from time to time.
2. In case of usufruct of shares, the lawful owner thereof shall be entitled to exercise any voting rights attached to such shares.
3. In case of a pledge of the shares in the Company, the pledgee shall be entitled to any economic and voting rights attached to the pledged shares from such time as the pledgor and the Company are duly notified through a Notary that the secured obligation has been breached and that the pledgee expressly intends to exercise any such economic and/or voting rights. As long as no such notification takes place, all economic and voting rights shall vest on the shareholder-pledgor.
4. In the event of any attachment and enforcement over the shares, the Company shall refuse registration of any underlying transfer thereof but (i) shall propose to the distrainer the name of one or more acquirers willing to purchase the shares from it, or (ii) shall offer to purchase the shares for their fair value at the time when registration of the attachment was sought, in accordance with the provisions governing the acquisition of treasury shares in Section 146 of the Spanish Companies Act. Fair value shall mean the market price for the shares of the Company on the Alternative Stock Market (*Mercado Alternativo Bursátil*), except that, if such shares are not admitted to trading, then their fair value shall be deemed to be any value determined as such by an auditor -other than the Company's statutory auditor- appointed for such purposes by the directors of the Company upon a request by any interested party. Any such determination of the fair value shall be binding on all parties.
5. Since the shares are indivisible, joint owners of shares and those jointly holding any other rights therein shall designate a single person to exercise the relevant rights, and shall duly notify the identity thereof to the Company.

TITLE III CORPORATE BODIES

Article 9. Corporate bodies

The Company shall be governed by the general meeting of shareholders and managed and represented by a Managing Body appointed by such meeting.

Article 10. Minute book

The Company shall keep a minute book or books, in the circumstances and in accordance with applicable laws and regulations.

CHAPTER 1 THE GENERAL MEETING OF SHAREHOLDERS

Article 11. General Shareholders' Meetings. Majority rule

1. The will of its shareholders, as expressed by the majorities set out below, shall govern the life of the Company. All shareholders, including dissidents and absentees, are subject to the resolutions of the General Meeting passed in relation to any matters within its competence, without prejudice to their right to exit the Company when legally appropriate and their rights to challenge such resolutions under applicable laws.
2. The General Meeting shall be governed by the relevant provisions in applicable laws, in these Articles of Association and, where appropriate, in the Regulations of the General Meeting supplementing and implementing the relevant statutory and by-laws provisions regarding the notice, preparation, holding and proceedings at the meeting and the exercise of the information, attendance, representation and voting rights of the shareholders. The Regulations of the General Meeting of Shareholders, if any, shall be approved by General Meeting.
3. As a general rule, and except where a statutory provision or a provision in the by-laws directs otherwise, the resolutions of the General Meeting shall be passed by a simple majority of the shareholders attending or represented at the Meeting, so that a resolution shall be deemed effectively passed whenever it obtained more votes for it than votes against it, as casted by attending and represented shareholders.

In particular, approval of the resolutions referred to in article 16.2 of these Articles of Association shall require an absolute majority if the share capital present or represented at the General Meeting exceeds 50%. However, a favourable vote of two-thirds majority of the share capital present or represented at the General Meeting shall be required when, at second call, at least twenty-five but less than fifty percent of the subscribed share capital with voting rights is in attendance.

4. Financial intermediaries registered as shareholders of record but acting on behalf of different clients shall be allowed to split their votes so as to accommodate the voting instructions of such clients.

Article 12. Types of General Meetings

1. General Meetings may be held as annual meetings or extraordinary meetings.
2. The Annual General Meeting shall necessarily be held within the first six months of each fiscal year to approve, as the case may be, the management of the Company, approve the annual accounts and resolve on the application of the corporate results, without prejudice to its authority to resolve on any other matter included in the Agenda. The Annual General Meeting shall be valid even if called or held for such purposes after the end of such six-month period.
3. Any General Meeting not provided for in the preceding paragraph shall be deemed an Extraordinary General Meeting.

Article 13. Proceedings of the General Meeting

The General Meeting shall decide on the matters within its competence following the procedure laid down by statute and these Articles of Association.

Article 14. Calling of the General Meeting

1. General Shareholders Meetings shall be called by the Management Body of the Company.

2. The Management Body must convene the Annual General Meeting to be held within the first six months of each year. Also, the Management Body shall call the General Meeting whenever it deems it to be appropriate to the corporate interests and, in any event, if so requested by one or more shareholders holding at least 5% of the share capital and stating in their request the proposals to be discussed at the Meeting.
3. In such a case the General Meeting shall be called to be held within the next two months following the date on which the Directors were so requested through a notary, and the Agenda for such meeting shall necessarily include all issues proposed by the requesting shareholders. The notice shall include the date when, where appropriate, the Meeting shall meet on a second call.
4. This is without prejudice to any circumstances where the meeting is called by a judicial authority, where appropriate and pursuant to any relevant legal requirements.
5. Following dissolution of the Company, any notice of call shall be sent by the relevant body in charge of liquidating the Company.

Article 15. Form and content of the notice of call

1. General Meetings shall be called by notice posted on the corporate website of the Company, if the aforementioned website was created, registered and published in accordance with applicable laws. Otherwise, the notice shall be published on the Official Gazette of the Commercial Registry and in one of the largest newspapers by distribution in the province where the registered office is located. In addition, the Management Body may, if it deems it appropriate, send the notice either by certified mail or by email to the addresses that, if applicable, had been provided by the shareholders.
2. The notice shall state the name of the Company, the place, date and time of the meeting on first call, the office of the person or persons making the call, as well as the Agenda, which shall include the matters to be discussed and other issues as required to be included in such notice in accordance with the Regulations of the General Meeting, provided that it has been approved. The notice may also include the place, date and time when, if required, the Meeting shall meet on a second call.
3. If a duly called General Meeting is not held on first call and no date for a second call was specified in the notice, then a notice stating such a date and including the same Agenda, and complying with the same publicity requirements as the first notice of call, shall be published within fifteen calendar days from the date set for the General Meeting that was not held and at least ten calendar days before the date of the second meeting.
4. The provisions herein shall be without prejudice to any specific legal requirements applicable to the notice of the meeting by reason of the matters to be discussed thereat, or as a result of any other circumstances, and further without prejudice to any provisions in the Regulations of the General Meeting.
5. General Meetings shall be validly held to discuss any matter, without prior notice, whenever all shareholders are present or duly represented and all attending shareholders unanimously agree to hold the meeting and the Agenda for the meeting. The universal meeting may be held anywhere in Spain or abroad.

Article 16. Formation of the General Meeting

1. The Annual General Meeting and any Extraordinary General Meeting shall be deemed to reach a quorum in the first call when the shareholders present or represented own at least twenty-

five per cent of the subscribed capital with voting rights. In the second call, a quorum shall be deemed to be reached regardless of the amount of share capital present or represented.

2. However, shareholders holding at least fifty per cent of the subscribed capital with voting rights must be present or represented in the first call for the Annual General Meeting and any Extraordinary General Meeting to validly adopt decisions regarding: an increase or reduction of the company share capital or any other amendment to the by-laws; the issue of convertible bonds or debentures; the cancellation or restriction of the pre-emptive rights to acquire new shares; the conversion, merger, spin-off or global assignment of assets and liabilities; and the transfer of the registered office abroad. Twenty-five per cent of the share capital present or represented shall suffice in the second call.
3. Without prejudice to the provisions of the preceding paragraph, the General Meeting shall be validly formed as a universal meeting if attended (in person or by proxy) by all shareholders, provided always that the attendees unanimously agree to hold the meeting and the Agenda.

Article 17. Attendance and proxies

1. Shareholders may attend the General Meeting whatever the number of shares they hold, provided that they previously registered and are identified as such by the relevant attendance card or other document, registered to their name, as may be required by statute. Any such card or document shall state the number, class and series of shares held by the shareholder and the number of votes that the shareholder may cast.
2. Shareholders willing to attend the General Meeting shall be required to have their shares registered with the relevant book entry system at least five calendar days in advance of the date the meeting is to be held and hold the relevant attendance card or other document identifying them as shareholders in accordance with applicable laws.
3. Individual shareholders who are not in full enjoyment of their civil rights and corporate shareholders may be represented by their legal and duly accredited representatives. In both cases and also in the event that the shareholder delegates its right to attend, a shareholder may not be represented in the General Meeting by more than a single representative.
4. Proxies granted to persons who are not entitled by Law to use such a proxy shall not be valid or effective.
5. Proxies can be revoked at any time. Attendance (personal or through remote voting) of the shareholder at the Meeting has the effect of revocation, whatever the date of the relevant proxy. A proxy shall also be rendered null and void upon a disposal of the underlying shares, if known to the Company.
6. If the proxy was granted through remote means of communication, it shall only be valid:
 - a) when delivered by hand or through the post, if the shareholder provided the Company with the relevant attendance and delegation card, duly signed, or other written instrument which, in the view of the Board of Directors -as expressed in a resolution adopted for such purposes- allows due confirmation of the identity of the shareholder granting the proxy and that of the designee; or
 - b) when delivered by e-mail or electronic communication sent to the Company, if such a communication includes an electronic copy of the relevant attendance and delegation card, detailing the authority granted and the identity of the proxy, and is digitally signed or otherwise incorporates any other type of identification of the granting shareholder, in accordance with the requirements set out by the Board of Directors in

a resolution adopted for such purposes in order to serve as proof of authenticity and identification of such a shareholder.

7. To be valid, a proxy granted by any of the aforementioned means of remote communication must be received by the Company before midnight of the third day before the scheduled date for the General Meeting on first call. The Board of the Directors may, in the resolution calling the General Meeting, shorten such period, provided that it publicises the new period in the same manner as it publicises the notice of call. The Board of Directors is authorised to develop further the foregoing provisions on remotely-granted proxies.
8. A proxy may include any items that, although not included on the Agenda of the meeting, may be discussed at the General Meeting under applicable laws.
9. The Chairman, the Secretary of the General Meeting or the persons appointed by them shall have authority to decide on the validity of any proxies filed and to verify compliance with the requirements for attending the General Meeting.

Article 18. Place and time of the Meeting

1. Without prejudice to article 15.5 in relation to the Universal General Meeting, General Meetings shall be held at the municipality where the Company has its registered office. If the notice does not specify the venue, then the General Meeting shall be deemed to have been called to be held at the Company's registered office.
2. The General Meeting shall be held on the day scheduled in the notice, either in first or second call. If the General Meeting adopted its resolutions by mail or any other remote communication method, then such resolutions shall be deemed to have been passed at the registered office on the date of receipt of the last of the votes cast.

Article 19. Chairing the General Meeting; deliberation and minutes

1. The General Meeting shall be chaired by the Chairman of the Board with the assistance of the Secretary to the Board, and otherwise by the Deputy Chairman and Deputy Secretary, if any, and in the absence thereof, by any persons appointed at the beginning of the meeting as chairman and secretary to the General Meeting by the attending shareholders. If applicable, together with the Chairman and the Secretary, the remaining directors will act as officers of the General Meeting.
2. All members of the Board of Directors shall attend the General Meeting, but no failure by a director to attend shall, whatever the reason, prevent a valid formation of the meeting. The Chairman of the General Meeting may authorize the attendance of any person he deems appropriate. The General Meeting may, however, revoke such authorization.
3. Discussion shall be led by the chairman. Each item in the Agenda shall be put to a separate vote. Additionally, any items which are substantially independent and, in any event, any items if so directed by law, shall be put to a separate vote.
4. All resolutions shall be recorded in minutes, which shall necessarily include the attendance list and shall, where appropriate, be approved by the General Meeting itself at the end of the meeting or otherwise, and within fifteen calendar days, by the chairman of the General Meeting and two scrutineer shareholders, one representing the majority and the other one representing the minority.
5. The Board of Directors may request the presence of a Notary to draft the minutes of the meeting, and shall be required to do so upon a request by shareholders representing at least

1% of the share capital filed five calendar days before the date scheduled for the meeting. In both cases, the minutes drafted by the notary need not be approved and shall be regarded as the official minutes of the General Meeting.

Article 20. Deliberations at the General Meeting

1. Once the list of attendees has been prepared, the Chairman shall, where appropriate, declare the meeting to be validly formed, specifying whether it can consider all matters on the Agenda or, otherwise, the matters in respect of which the General Meeting may deliberate and resolve.
2. The Chairman shall submit the matters in the Agenda for deliberation as they appear thereon, and shall manage the discussion so that the meeting is conducted in an orderly manner. To this end the Chairman shall have any necessary authority, being entitled to order ejection from the meeting of whoever disturbs the ordinary course of the meeting and even to order a temporary suspension of the proceedings.
3. Any person entitled to attend may speak at least once regarding each item in the Agenda, but the Chairman of the General Meeting may direct the order of speakers and set the maximum time allowed to each of them at any time.
4. The Chairman of the General Meeting, even if he attends the meeting, may entrust the direction of the deliberations to any director or to the Secretary of the General Meeting if he considers this appropriate, who will carry out these actions in the name of the Chairman. The Chairman may claim these powers back at any moment.
5. Any shareholder may, at the meeting, orally request any information or clarification considered appropriate in respect of any items on the Agenda. The Board of Directors shall be required to provide any such information or clarification in the form and within the period provided for by statute.
6. Once the Chairman considers a matter to have been sufficiently discussed, the Chairman shall put it to a vote.
7. The General Meeting will be held in Spanish language. A sworn interpreter to English may attend the General Meetings. The official language of the General Meetings minutes will be Spanish, although they will be translated into English.
8. Without prejudice to the provisions of the preceding paragraphs, the General Meeting may approve resolutions remotely by mail or such other means of remote communication guaranteeing the identity of the voting shareholders and the authenticity of their vote.

Article 21. Remote voting

1. Shareholders entitled to attend the General Meeting may cast their vote on proposals relating to items on the Agenda for such meeting by:
 - a) delivering or mailing their vote to the Company, together with their attendance and delegation card duly signed (and, where appropriate, attaching any voting form made available by the Company for such purposes), or other written instrument which, in the view of the Board of Directors -duly expressed in a resolution passed by the Board for such purposes- allows due confirmation of the identity of the voting shareholder; or
 - b) e-mailing their vote to the Company, together with an electronic copy of their attendance and delegation card (and, where appropriate, attaching any voting form

made available by the Company for such purposes), digitally signed or otherwise identifying the voting shareholder through any other means as the Board of Directors may, by resolution, direct so as to guarantee the authenticity and identity of the voting shareholder.

2. To be valid, a vote cast by any of the aforementioned means must be received by the Company before midnight of the third day before the scheduled date for holding the General Meeting on first call. The Board of the Directors may, in the resolution calling the General Meeting, shorten such period, provided that it publicises the new period in the same manner as it publicises the notice of call.
3. Shareholders voting remotely as described above shall be counted as present in the General Meeting for the purposes of the valid formation thereof. Accordingly, any proxies granted before the casting of such a vote shall be deemed cancelled, and all proxies conferred thereafter shall be disregarded.
4. Personal attendance at the General Meeting by the relevant shareholder or proxy shall have the effect of revoking the vote cast by mail or other remote means of communication.
5. The Board of Directors may implement the foregoing provisions by establishing the directions, rules, measures and procedures adapted to the state of the art to record the casting of votes and granting of proxies by remote means of communication, where appropriate in accordance with any applicable legislation and the provisions herein. Any implementing rules passed by the Board of Directors under the aforementioned provisions shall be published, where appropriate, on the Company's corporate website.
6. The Board of Director may also, in order to avoid potential duplication, take any necessary measures to ensure that the shareholder casting a vote remotely or otherwise appointing a proxy is duly authorised to do so under the provisions herein.
7. Once an item has been put to a vote and following the counting of votes, the Chairman shall announce the result, if applicable stating that the resolution has been validly adopted.

CHAPTER 2 MANAGEMENT BODY

Article 22. Board of Directors Structure

The Company shall be managed and represented by a Board of Directors made up of any number of directors appointed by the General Meeting, being a minimum of three and a maximum of nine directors.

Article 23. Proceedings of the Board of Directors

1. A director need not be a shareholder and may be both legal and natural persons.
2. Un-emancipated minors, those legally incapacitated, disqualified individuals under Spanish Act 22/2003, of July 9, on Insolvency -until the final date of the disqualification period established in the insolvency judgment- and individuals convicted of crimes infringing against freedom, against property or the socioeconomic order, against collective safety, against the Administration of Justice or in respect of any kind of falsehood, as well as those who by reason of their office may not carry on business, may not be appointed as directors.
3. Additionally, no public officials whose duties relate to the business of the Company, and no judges or magistrates or other persons affected by any statutory incompatibility rule may serve as directors.

4. Directors shall have all the powers, authority and rights and shall be subject to any duties provided by applicable laws and these Articles of Association.
5. Board resolutions shall be passed by the affirmative vote of an absolute majority of the directors attending the meeting, unless the law or these Articles of Association require a different majority. In the event of a tie, the Chairman will not have a casting vote.
6. The Board of Directors shall meet at the request of the Chairman or the person serving as such, as required by the corporate interest or requested by a fourth of the directors. In such a case, the Chairman shall convene the meeting within one month from the date of the request; If he does not, the directors who have requested the call may directly call the Board. Likewise, the Board may be called by the Deputy Chairman if the Chairman is also an executive of the Company.
7. The notice of call shall be sent in writing (letter, fax, telegram or e-mail) separately to each director to the address notified for such purposes by such director and, in the absence of any such address, to the registered address. At least five calendar days shall elapse between the date when the last call was sent and the date scheduled for the meeting, except in the event of urgent meeting, which may be convened to be held immediately subject to the majority of the directors' consent. The call shall always include, unless in the case of justified reasons, the items of the agenda and will be accompanied, unless in the case of urgent meetings, of the information which is deemed necessary for the deliberation and adoption of resolutions on the items of the agenda. In any event, the Board may deliberate and adopt resolutions on any matter under its competence, even if it has not been included in the agenda of the call.
8. Without prejudice to article 23.14, directors shall personally attend the Board meetings. However, each director may be represented by another director. Proxies shall be conferred in writing for each particular meeting and may be communicated by any means set out the previous paragraph.
9. A meeting of the Board of Directors shall be considered to be validly held if attended by half plus one of the number of directors. Any director may grant a proxy to another director. Separate discussions shall be held in respect of each item, and all discussions shall be chaired by the Chairman.
10. The Board will elect its own Chairman and, if it considers it appropriate, one or more Deputy Chairmen, setting in this case their order. Also, the Board will appoint its Secretary and, where appropriate, a Deputy Secretary, whether or not directors, in which case they will attend the meeting but shall have no right to vote. Likewise, the Board may appoint one or more Directors-General Managers from among its members, pursuant to any applicable statutory requirements.
11. The Chairman shall be substituted, if absent, by the Deputy Chairman and if there are more than one, following the established order. If the Deputy Chairman of Chairmen are also absent, by the oldest director. The Secretary will be substituted, if absent, by the Deputy Secretary and, if also absent, by directors to be designated by the Board in each case.
12. Board resolutions may be passed in writing and without a meeting being held, provided that no director objects.
13. All discussions and resolutions of the Board shall be recorded in minutes signed by the Chairman and the Secretary or whoever acted as such in the relevant meeting. Certificates of the resolutions passed by the Board shall be issued by the individuals referred to in Section 109 *et seq.* of the Commercial Registry Regulations, and any recordation thereof as a public document shall be made by the individuals referred to in Section 108 of such Regulations and also by any member of the Board whose office is current and registered, without any need for a express delegation.

14. The meetings shall be held in the registered office or in other place in Spain, unless all directors consent to meet in another place outside Spain.

A meeting of the Board of Directors may be held by the directors attending in different locations connected by any system allowing recognition and identification of the attendees, uninterrupted communication between such attendees wherever they are, and participation and voting in real time.

All persons attending at any such locations shall be regarded, for all purposes in connection with such a meeting of the Board of Directors, as attendees at the same individual meeting. The meeting shall be deemed to be held at the location attended by the largest number of directors and, in the event of a tie, at the location where the Chairman of the Board of Directors or, in his absence, the person chairing the meeting, attends.

15. Without prejudice to the previous paragraphs, the Board shall be considered to be validly held to resolve on any matter under its competence if, present or represented, all their members attend and unanimously agree to hold the meeting, even through remote communication means.
16. The Chairman and any Deputy Chairman of the Board of Directors may invite to participate in its meetings to any members of the management team of the Company or other individual that they see appropriate. Any invitee shall be required to keep strictly confidential the content of any discussions held at the meeting.
17. The meetings of the Board of Directors will be held in Spanish or in English language and, if applicable, they will be simultaneously translated upon request by a member of the Board. The minutes of the meetings will be prepared in Spanish and English and, in case of discrepancy, the Spanish version will prevail.
18. The Board of Directors, if deemed necessary or desirable, may develop and complete any statutory provisions or provisions herein concerning its own operation through the adoption of any Regulations of the Board of Directors. In such a case the Board shall inform the General Meeting accordingly.

Article 24. Term of office

1. Directors shall hold office for an initial term of four years, provided that the General Meeting does not remove him or her and that he or she does not resign, and thereafter may be re-elected one or more times for successive four-year terms.
2. The service of the directors shall expire, following the end of their term of office, on the date when the next General Meeting is held or otherwise when the statutory term for holding the General Meeting to approve the previous year's financial statements expires.
3. Co-opted directors shall serve as such until the first meeting of the General Meeting to be held after their appointment.
4. Directors shall tender his resignation and formalize it if they are in any of the incompatibility or prohibition situations provided by Law, as well as in the events that, if applicable, are provided by the Board of Directors Regulations.

Article 25. Powers of representation

1. The Board of Directors appointed by the General Meeting shall have the authority to represent the Company in accordance with Section 234 of the Spanish Companies Act, subject only to any restrictions deriving from the need to act as a collegiate body.
2. The Board of Directors may grant and revoke general or special powers including any authority described therein, including without limitation the authority on the attorney to delegate such authority, in whole or in part, to any other attorney in accordance with

applicable laws. As an exception, the Board of Directors may not delegate any authority incapable of delegation under applicable laws.

Article 26. Compensation

1. The directors will be entitled to receive remuneration for performance of their duties as members of the Board of Directors as a collegial decision-making body of the Company, and of the committees of which they are members, if applicable, consisting of an annual fixed amount.
2. The total amount that may be paid by the Company to all of its directors as annual remuneration in accordance with the provisions set forth in this article must be approved by the General Meeting of shareholders, and will be maintained until modified by a new resolution of the General Meeting of shareholders.
3. Unless otherwise approved by General Meeting of shareholders, the decision of compensation distribution among the directors will be adopted by the Board of Directors, which will take into account the responsibilities and duties granted to each director, as well as their specific skills and knowledge.
4. However, if any of the directors were appointed to provide services to the Company, or professional activities or activities of any other kind, the compensation received in this respect will be for the services provided according to the applicable corporate and ordinary labour legislation.
5. Additionally, expenses reasonably incurred by directors upon attendance of a meeting of the management bodies (including, if applicable, accommodation and travel expenses) will be reimbursed to each director.
6. The Company may enter into a civil liability insurance for directors.

Article 27. Non-compete

Unless the General Meeting expressly authorizes to do so according to the Spanish Companies Act, directors shall refrain from performing activities on their own or others' behalf that entail a current or potential effective competition with the Company, that would otherwise place them in permanent conflict of interest with the Company's interests.

Article 28. Audit and Control Committee

1. The Board of Directors may establish and maintain, on a permanent basis, an internal Audit and Control Committee. Specifically, the Audit and Control Committee, if established, shall:
 - a) Report to the General Meeting of shareholders on matters raised by shareholders in the General Meeting that fall under its responsibility and, in particular, in relation to the result of the audit, explaining how it has contributed to the integrity of the financial information and the role that the Committee has performed in this process.
 - b) Supervise the effectiveness of the internal control of the Company and its group, the internal audit and their systems for managing risks, including tax risk and analyze, in collaboration with the auditors, any significant weaknesses of the internal control system detected during the external audit, without affecting its independence. For these purposes and, if applicable, they may present recommendations or proposals to the Board and the corresponding term for its monitoring.
 - c) Supervise the preparation and presentation of the statutory financial statements and present recommendations or proposals to the Board of Directors directed to safeguard its integrity.

- d) Submit to the Board of Directors proposals in relation to the selection, appointment, re-election and replacement of the external auditors, taking responsibility of the process of selection, in accordance with applicable laws and regulations, as well as the terms of the audit engagement, and regularly gather information from the external auditors regarding the audit plan and its execution, while also preserving the auditors' independence in the exercise of their functions.
 - e) Establish appropriate relationships with the external auditors in order to receive information, for examination by the Audit and Control Committee, on matters that may threaten the auditors' independence and any other matters relating to the audit process, and, where applicable, the authorization of the services other than those prohibited in the terms set out by applicable law, as well as any other communications provided for in audit legislation and other audit standards. In any event, the Audit and Control Committee shall receive, each year, written confirmation from the external auditors of their independence from the Company and entities directly or indirectly related to it and individualized and detailed information about any additional services of any kind rendered and the corresponding fees received from this entities by the external auditor o by the persons or entities related to it, in accordance with audit legislation.
 - f) Issue a report each year, prior to the audit report, expressing an opinion on whether the independence of the external auditors or audit companies is jeopardized. This report shall give an opinion on the provision of the additional non-audit services referred to in the preceding paragraph, both individually considered and as a whole, and in relation to the auditors' independence regime or to the audit regulations.
 - g) Report to the Board of Directors, prior to Board meetings, on all matters provided by law, the Articles of Association or the Board of Directors Regulations and, in particular, on the following matters: (i) the financial information the Company must publish periodically; (ii) the creation or acquisition of interests in special purpose vehicles or entities domiciled in countries or territories considered to be tax havens; and (iii) transactions with related parties.
2. The Audit and Control Committee will be composed of a minimum of three and a maximum of six directors, which will be designated by the Board and, if applicable, upon a proposal by the Appointments and Remunerations Committee.
 3. The Board will appoint among the Audit and Control Committee members the chairman of the Audit and Control Committee, which will perform this position for a period no longer than four years, although he or she may be re-elected once a one-year period since he or she ceases to be the chairman has elapsed. The Board may appoint, in addition, a deputy chairman.
 4. The Audit and Control Committee will meet, at least, quarterly. It will review the financial information which shall be periodically submitted to the relevant authorities, as well as any information that the Board shall approve and be included within the annual accounts. It will also meet, in any event, upon call of its chairman or at the request of the Board of Directors or of the chairman thereof. Annually, the Audit and Control Committee will prepare an action plan for the financial year which will be subject to the Board's supervision.
 5. Notwithstanding the above, the Board of Directors may set up any other Committees or Commissions with such powers, composition and operation regime determined by the Board in each case.

Article 29. The Appointments and Remuneration Committee

1. The Board of Directors may establish and maintain, on a permanent basis, an internal Appointments and Remuneration Committee. Specifically, the Audit and Control Committee, if established, shall:
 - a) Evaluate the competencies, knowledge and experience necessary for the Board of Directors. To this end, define the duties and capabilities necessary in candidates who shall fill each vacancy and evaluate the time and dedication necessary in order to efficiently fulfil their commitment.
 - b) Establish an objective regarding the representation of the least represented gender in the Board of Directors and develop guidelines on how to reach said objective.
 - c) Submit to the Board of Directors, proposals for the appointment of independent directors for their nomination by co-option or for their submission to the shareholders' General Meeting' decision, in addition to proposals for the re-election or dismissal of said directors, by the shareholders' General Meeting.
 - d) Inform of any proposals for appointment of all other directors for their nomination by co-option or for their submission to the shareholders' general meeting's decision, in addition to proposals for the re-election or dismissal of said directors, by the shareholders' General Meeting.
 - e) Inform of any proposals for appointment or dismissal of senior management and the basic conditions of their contracts.
 - f) Research and organise the succession of the chairperson to the Board of Directors and the first executive of the company and, when relevant, formulate proposals to the Board of Directors so that said succession be processed in an ordered and well-executed manner.
 - g) Propose to the Board of Directors, the directors' and managing directors' remuneration policy and of whoever else performs senior management duties under the direct supervision of the Board, executive committees or delegated directors, in addition to the individual remuneration and other contractual conditions of executive directors, ensuring compliance with the same.
2. The Appointments and Remuneration Committee will be composed of a minimum of three and a maximum of five directors, which will be designated by the Board upon a proposal by the Board Chairman.
3. The Board will appoint among the Appointments and Remuneration Committee members the chairman of the Audit and Control Committee. The Board may appoint, in addition, a deputy chairman.
4. The Audit and Control Committee will meet, at least, annually at the request of any of its members or of its chairman, as well as at the request of the Board of Directors or of the chairman thereof.

TITLE IV FINANCIAL YEAR

Article 30. Financial year

The fiscal year of the Company begins on January 1 and ends on December 31 of each year.

Article 31. Financial statements

1. The Management Body shall, within three months from the end of each fiscal year, draw up the financial statements, the directors report and the proposed distribution of results and, where appropriate, the consolidated annual financial statements and directors report.
2. The Company will prepare its consolidated quarterly financial statements and its consolidated annual accounts in accordance with the International Financial Reporting Standards adopted by the European Union (IFRS - UE). Additionally, the Company shall prepare its individual annual accounts in accordance with Spanish generally accepted accounting principles in force from time to time.
3. Starting on the date of the notice calling for the Annual General Meeting to be held within six months after the end of the Company's fiscal year to resolve on the financial statements, any shareholder may request and obtain -at no cost- from the Company any such statements and, where appropriate, the relevant directors report. The notice calling the meeting shall include a reference to this right of the shareholders. Shareholders representing at least five per cent of the shares may also review the accounts of the Company at the Company's registered office, where appropriate assisted by an accounting expert.
4. Once the financial statements have been approved, the General Meeting shall resolve on the allocation of the results for the year.
5. If the General Meeting resolves a distribution of dividends, it shall determine the timing and method of payment. The General Meeting may delegate such a determination on the Board of Directors. The General Meeting or the Board of Directors may decide, in accordance with applicable laws, to distribute interim dividends in respect of the year for which the accounts are still to be submitted for approval.

Article 32. Verification of the annual accounts

The annual accounts and the directors report, both individual and consolidated, shall be audited by the statutory auditors.

Article 33. Allocation of results

1. The General Meeting shall resolve on the allocation of results in accordance with any legislation applicable to the Company from time to time. Specifically, and following compliance with any relevant commercial obligations, the General Meeting shall resolve on the distribution of profits of the Company as follows:
 - a) 100% of the profits derived from any dividends or stakes in any SOCIMIs or similar entities.
 - b) At least 50% of the profits derived from the transfer of real estate and shares or stakes in SOCIMIs or similar entities, provided that such transfers were carried out in accordance with the three-year investment maintenance rule.

Any remaining profits derived therefrom shall be reinvested in other properties or stakes meeting the Company's corporate purpose, within three years from the date of transfer. Otherwise such profits shall be fully distributed along with the profits, if any, for the year in which the reinvestment period ended.

If the reinvested assets are transferred before the end of the minimum investment maintenance period, then the Company shall distribute 100% of the profits obtained plus any profit for the year of the transfer.

- c) At least 80% of any remaining profits.
2. Net profits shall be distributed among shareholders prorata to their stake in the share capital of the Company. Any distribution of profits shall be resolved within six months from the end of the fiscal year and shall be paid within the month following the date of the distribution resolution.
 3. Special rules for the distribution of dividends
 - a) Right to receive dividends. Dividends may be paid out only to any shareholders who were registered as such with the accounting registries held by the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima Unipersonal (Iberclear)* as of 23:59 hours on the day the General Meeting or, where appropriate, the Board of Directors, resolved such distribution.
 - b) Dividends due and payable. Unless otherwise resolved, dividends shall become due and payable on the 30th calendar day from the date of the distribution resolution passed by the General Meeting or, where appropriate, the Board of Directors.
 - c) Compensation. If the distribution of any dividends requires the Company to pay the special charge referred to in Article 9.2 of the SOCIMIs Act or any replacing regulation, then the Board of Director of the Company may require the shareholders who brought about the accrual of such charge to compensate the Company in respect thereof.

Such compensation shall be equal to any corporate income tax expense arising for the Company from the payment of such a dividend and used as a basis for determining the special charge, plus any amount which -following deduction of any corporate income tax levied on the total compensation- compensates the expense derived from the special charge and the relevant compensation.

The amount of compensation shall be calculated by the Board of Directors. The Board may delegate such calculation to one or more directors. Unless otherwise resolved by the Board of Directors, the compensation shall be due and payable on the day before the dividend payment date.

By way of example, such compensation has been calculated below in two different scenarios, so as to show how the impact of this compensation on the Company's income statement is zero in both cases:

Assuming a gross dividend of 100 and a special charge by way of corporate income tax of 19%, and a corporate income tax rate of 0% for income derived by the Company, the compensation is calculated as follows:

Dividend: 100

Special charge: $100 \times 19\% = 19$

Corporate income tax expense derived from the special charge (“GISge”¹): 19

Compensation (“I”²): 19

Corporate income tax taxable base as a result of the compensation” (“BI”³): 19

Corporate income tax expense attributable to the compensation (“GISi”⁴): 0

Impact on the Company: I - GISge - Gisi = 19 - 19 - 0 = 0

Assuming a gross dividend of 100 and a special charge by way of corporate income tax of 19%, and a corporate income tax rate of 10% for income derived by the Company, the compensation (rounded to the nearest cent) is calculated as follows:

Dividend: 100

Special charge: 100 x 19% = 19

Corporate income tax expense derived from the special charge (“GISge”): 19

Compensation (“I”): $19 + (19 \times 0,1) / ((1-0,1)) = 21.1119$

Corporate income tax taxable base as a result of the compensation” (“BI”): 21.11

Corporate income tax expense attributable to the compensation (“GISi”): $21,11 \times 10\%$
= 2.11

Impact on the Company: I – GISge – GISi = 21.11 – 19 – 2.11= 0

- d) Right to receive compensation. Any compensation shall be deducted from any dividend payable to the shareholder who brought about the obligation to pay the special charge.
- e) Lien to secure compliance with the ancillary obligation laid down in Article 40.3 below. In the event that the dividend is paid before the end of the periods laid down to comply with such ancillary obligation, the Company may withhold -in the case of those shareholders or holders of financial rights arising in respect of the shares in the Company who failed to supply the information and documentation required under Article 38.3- an amount equivalent to the compensation, if any, payable by them. Following compliance with such ancillary obligation, the Company shall release any amounts withheld to any shareholder who is not required to compensate the Company.

In addition, if the ancillary obligation is not complied with within the relevant periods, then the Company may also withhold such payment of dividends and offset any

¹ Gasto por IS del gravamen especial.

² Indemnización.

³ Base imponible del IS por la indemnización.

⁴ Gasto por IS asociado a la indemnización.

amount so withheld against the amount of compensation, and thus pay to the shareholder only the remaining balance, if any.

- f) Other rules. In the event that the total amount of the compensation is such so as to result in a damage to the company, then the Board of Directors may require a lesser amount than the amount determined in accordance with paragraph (c) above.

TITLE V WINDING UP AND LIQUIDATION

Article 34. Winding-up

The Company shall be wound up in any of the events listed in the Spanish Companies Act.

Article 35. Liquidators

1. Except where the General Meeting has appointed other liquidators in the winding-up resolution, all directors in office at the time of the winding-up shall automatically become liquidators.
2. If the number of directors is an even number, and except where the General Meeting resolves otherwise, the director who had been less time in office shall resign. If there are several directors who had served for the same time, then the older director shall resign.
3. If, after de-registration of the Company with the relevant Commercial Registry, new assets of the Company are found, then the liquidators shall award to the former shareholders such additional share in such assets as may correspond to them, after converting the new assets into cash when necessary.
4. The liquidators may, in order to meet any formal requirements in respect of any legal acts carried out before de-registration of the Company or otherwise as required, formalize such acts in the name and on behalf of the wound-up Company after such de-registration.

Article 36. Final inventory and balance sheet

The liquidators shall, within three months from the opening of the winding-up period, make an inventory and draw up a balance sheet of the Company by reference to the date of the winding-up resolution.

Article 37. Final balance sheet

On completion of the winding-up process, the liquidators shall submit to the General Meeting a final balance sheet, a comprehensive report on the winding-up transactions and a proposed distribution among the shareholders of the resulting assets.

The liquidation proceeds payable to each shareholder shall be calculated prorate to the stake of each such shareholder in the share capital. No such liquidation proceeds shall be paid unless and until the Company has paid all creditors or otherwise deposited the amount due to such creditors in a credit institution located in the same municipality as the Company's registered address.

Article 38. Winding-up deed

The winding-up deed shall include the final liquidation balance sheet and a list of shareholders stating their identity and the value of the liquidation share assigned to each of them.

TITLE VI MISCELLANEOUS

Article 39. Ancillary obligations

Every holder of shares in the Company shall be required to comply with certain ancillary obligations as described below. Such obligations -which shall require no payment by the Company to the relevant shareholder- are as follows:

1. Disclosure of significant holdings
 - a) A shareholder is required to notify the Company any direct or indirect acquisition of shares, however occurring, which causes such shareholder's aggregate stake in the Company to reach, exceed or fall below 5% of the share capital and any successive multiples thereof.
 - b) If the shareholder is a director or officer of the Company, this obligation to disclose shall apply whenever such shareholder's aggregate stake in the Company reaches, exceeds or falls below 1% of the share capital and any successive multiples thereof.
 - c) Any such notice shall be addressed to the body or individual appointed by the Company for these purposes, and shall be given within 4 business days following the date on which the triggering event occurred.
 - d) The Company shall publish such notices in accordance with the regulations of the Spanish Alternative Stock Market as from the date the Company's shares are admitted to trading.
2. Shareholder agreements
 - a) All shareholders shall be required to inform the Company of any agreement entered into, extended or terminated by it, whenever such an agreement restricts the transfer of its shares or affects the voting rights attached thereto, in accordance with applicable laws.
 - b) Any such notice shall be addressed to the body or individual appointed by the Company for these purposes, and shall be given within 4 business days following the date on which the triggering event occurred.
 - c) The Company shall publish such notices in accordance with the regulations of the Spanish Alternative Stock Market as from the date the Company's shares are admitted to trading.
3. Tax information
 - a) Any shareholder (i) holding a stake in the Company equal to or exceeding 5% of the share capital or any other percentage set out in Section 9.2 of the SOCIMIs Act, or any replacing regulation applicable, for the purposes of the accrual in respect of the Company of the special charge by way of Corporate Income Tax (for the purposes of this Article, the "**Significant Stake**"), or (ii) acquiring a number of shares which, together with the number of shares already held by such a shareholder, adds up to a Significant Stake in the share capital of the Company, shall notify so to the Board of Directors.
 - b) Similarly, any shareholder already holding a Significant Stake in the share capital of the Company shall notify any subsequent acquisition of shares in the Company to the Board of Directors, regardless of the number of shares acquired.

- c) The notice referred to in paragraphs a) and b) above shall also be required from any holder of any economic rights in respect of shares of the Company, including in any event from any indirect shareholders acting through financial intermediaries formally registered as shareholders with the relevant book registry system but acting on behalf of such indirect shareholders.
- d) The aforementioned shareholder or holder of the relevant economic rights shall also provide the following documentation to the Secretary to the Board of Directors of the Company:
 - (i) A certificate of residence for the purpose of the relevant personal income tax issued by the relevant authorities in such shareholder or holder's country of residence. If the shareholder is resident in country which has signed a treaty with Spain to avoid double taxation in respect of income tax, then such a certificate shall be in the form and as required by the relevant double taxation treaty.
 - (ii) A certificate issued by a duly authorised representative certifying the tax rate to which the shareholder is subject in the case of dividends distributed by the Company and including a statement that the shareholder is the actual beneficiary of such a dividend.

The shareholder or holder of economic rights shall deliver this certificate to the Company within ten calendar days from the date on which the General Meeting or, where appropriate, the Board of Directors resolved to distribute any dividend or similar amount (reserves, etc.).

- e) If such shareholder or holder fails to provide the information required under paragraphs a) to d) above, then the Board of Directors may assume that the dividend is exempt from taxation or is otherwise taxed at a lower tax rate than the rate set out in Section 9.2 of the SOCIMIs Act or any replacing regulation.

Alternatively, the Board may request a legal opinion from any recognised law firm in the country of residence of the shareholder on the taxation of dividends distributed by the Company, and any costs thereof shall be met from any dividends payable to such shareholder.

The expense incurred by the Company shall be due and payable to the Company on the day before the dividend payment date.

- f) Any transfer of shares in the Company (thus including a transfer of this ancillary obligation), *inter vivos* or *mortis causa*, is hereby authorised.
- g) The percentage equal to or above 5% referred to in paragraph a) above shall be understood (i) automatically amended upon any variation of the percentage laid down in Section 9.2 of the SOCIMIs Act or replacing regulation and thus (ii) replaced by whatever percentage is laid down from time to time by such Act or regulation.

- 4. Any transfer of shares in the Company (thus including a transfer of any ancillary obligation referred to herein), *inter vivos* or *mortis causa*, is hereby authorised.

Article 40. Delisting

If, following admission of the shares of the Company to trading on the Alternative Stock Market, the General Meeting resolves to delist the Company's shares from such market other than through an unanimous decision, then the Company shall be required to offer the acquisition of the shares of the

dissenting shareholders at the price resulting from the regulation governing takeover bids in the event of a delisting.

The Company will not be subject to the obligation set forth in the preceding paragraph if, simultaneously to its delisting from the Alternative Stock Market, it resolves to be listed on a Spanish official secondary market.

Article 41. Jurisdiction

The Company and its shareholders hereby expressly submit to the courts and tribunals of the city of the Company's registered address in order to settle any disputes between them arising out of or deriving from any corporate matters, thus waiving any right to any other forum, except where applicable laws make another jurisdiction mandatory.