

Colonial



Tender offer for Axiare – Next steps



29/12/17

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SUMMARY OF THE KEY TERMS OF THE TENDER OFFER

Acquirer	> Inmobiliaria Colonial, SOCIMI, S.A. (“Colonial”)
Target	> Axiare Patrimonio SOCIMI, S.A. (“Axiare”)
Offer type	> Voluntary tender offer for the acquisition of the 71.21% of the shares of Axiare not owned by Colonial (“Offer”)
Prospectus	> Full prospectus available at Colonial’s website (www.inmocolonial.com) and CNMV site (www.cnmv.es)
Price¹	> €18.36 per share in cash
Acceptance period	> From December 29 th , 2017 until January 29 th , 2018, both included
Minimum acceptance	> The offer is subject to Colonial reaching a stake representing no less than 50% plus one share of Axiare's share capital
Declarations of acceptance	<ul style="list-style-type: none"> > Declarations of acceptance of the Offer by the shareholders of Axiare will be admitted during the acceptance period December 29th – January 29th, both included, they will be revocable at any time until the last day of this period and will be invalid if they are subject to any condition > The shareholders of Axiare wishing to accept the Offer must contact the entity in which they have deposited their shares and state their acceptance statement in writing > The shareholders of Axiare may accept the Offer for all or part of the shares of Axiare that they hold
Alternatives post-tender offer	<ul style="list-style-type: none"> > Once the Offer has been settled with a positive result, different alternative scenarios will be opened depending on the result of the Offer, which include: <ul style="list-style-type: none"> > If Colonial acquired 100% of Axiare in the Offer or, if the regulatory conditions are met, after a squeeze out, Colonial would immediately proceed to initiate the process of merger between Colonial and Axiare; > If the conditions for squeeze out were not met, Colonial will assess the result reached to determine whether or not to carry out the aforementioned merger; or > If the merger between Colonial and Axiare does not occur, Colonial will decide whether to keep Axiare as a listed company integrated in Colonial’s Group or, on the contrary, to promote an offer to exclude Axiare from listing
Agent Bank	> Colonial has designated CaixaBank, S.A. as the entity in charge of intervening in the acquisition of shares and as the entity in charge of liquidating the operation (entidad.agente@caixabank.com)
Acceptance and settlement expenses	<ul style="list-style-type: none"> > The shareholders of Axiare that accept the intervention of the Offer through CaixaBank, S.A. will not bear the brokering expenses, including the Iberclear settlement fees and the trading fees of the Stock Exchanges, which will be satisfied by Colonial > In the event that other market members are involved on behalf of the acceptor, the brokering expenses, including the settlement fees of Iberclear and the trading fees of the Stock Exchanges, will be borne by the acceptor

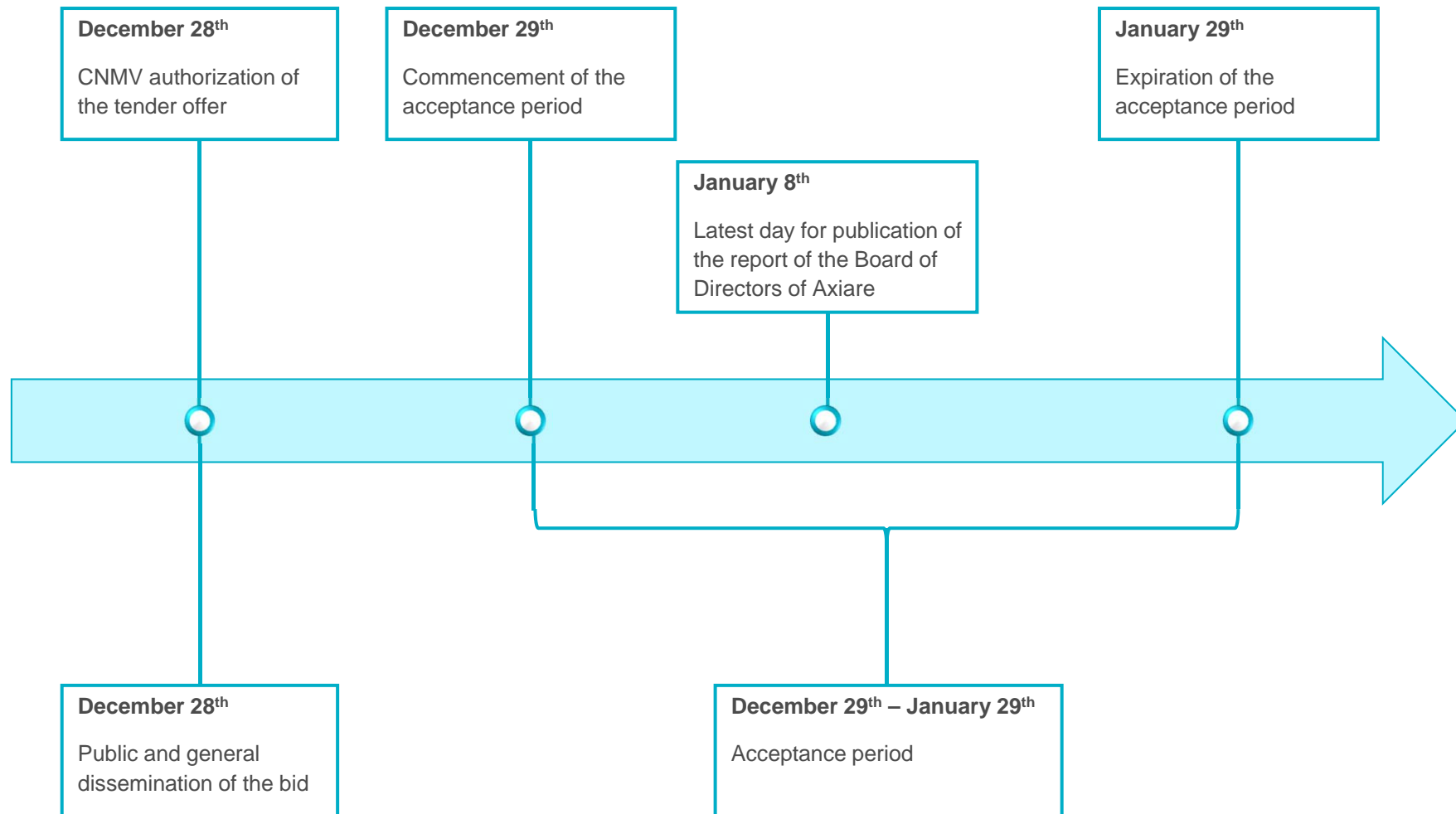
¹ Original offer price (€18.50 per share) adjusted for the payment by Axiare of an extraordinary dividend of €0.14 per share in November 28th, 2017

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<p>Original offer price</p>	<ul style="list-style-type: none"> > On November 13th, Colonial launched a tender offer for the 71.21% of the shares of Axiare at €18.50 per share > This offer price represents a premium of: <ul style="list-style-type: none"> > c. 21% premium to last reported NAV as of June 30th, 2017 > c. 13% to 3 months VWAP as of November 10th, 2017 > c. 16% to 6 months VWAP as of November 10th, 2017 	<p>€18.50 per share</p>
		
<p>Dividend</p>	<ul style="list-style-type: none"> > On November 15th, 2017, Axiare announced the payment of an interim dividend of €0.14 per share > The dividend announced by Axiare was paid in November 28th, 2017 	<p>€0.14 per share</p>
 		
<p>Adjusted offer price</p>	<ul style="list-style-type: none"> > As a result of the interim dividend paid by Axiare, the original offer price has been adjusted to €18.36 per share 	<p>€18.36 per share</p>

Tentative timetable for the tender offer¹



¹ The dates included in the calendar are estimated and, consequently, they may not be met with the consequent delay in the execution of the tender offer

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