



NATIONAL SECURITIES MARKET COMMISSION

In compliance with the reporting requirements under article 226 of the Royal Legislative Decree 4/2015, of 23 October, approving the consolidated text of the Securities Market Act, Lar España Real Estate SOCIMI, S.A. (the "**Company**") hereby informs the National Securities Market Commission of the following

INSIDE INFORMATION

On the date hereof, the Company has resolved to launch a tender offer to partially repurchase senior unsecured green notes issued by the Company (the "**Tender Offer**"):

- (i) in July 2021, in the amount of €400,000,000, at a fixed annual interest rate of 1.75%, due in 2026 (the "**2026 Notes**"), and
- (ii) in November 2021, in the amount of €300,000,000, at a fixed annual interest rate of 1.843%, due in 2028 (the "**2028 Notes**" and, together with the 2026 Notes, the "**Notes**")

which are each admitted to trading on the Euro MTF Market of the Luxembourg Stock Exchange. The issuance of the 2026 Notes was notified to the market by means of other relevant information notices dated 12 July 2021 and 15 July 2021 (registration numbers 10,569 and 10,652, respectively), while the issuance of the 2028 Notes was notified to the market by means of other relevant information notices dated 25 October 2021 and 26 October 2021 (registration numbers 12,327 and 12,377, respectively).

The Company has appointed J.P. Morgan SE as sole dealer manager for the transaction.

In addition, the Tender Offer is made exclusively to certain Eligible Holders, under the terms contained in the tender offer memorandum dated 9 January, 2023 (the "**Tender Offer Memorandum**") and subject to the restrictions described therein. Capitalized terms used in this announcement but not otherwise defined have the meanings given to them in the Tender Offer Memorandum.

The aggregate Tender Consideration to be made by the Company under the Offers, subject to the Company's right in its sole discretion to accept significantly more or significantly less, is expected to be approximately €100 million and, subsequent to the repurchase and upon settlement thereof, the Company intends to cancel the repurchased Notes. In any event, and in accordance with the terms of the Tender Offer Memorandum, the Company reserves the right, at any time and for any reason in its sole discretion, to extend, withdraw, cancel or amend the terms and conditions of the Tender Offer at any time following the announcement of the Tender Offer.



The Company will inform the market in due course as soon as the other elements affecting the Tender Offer are determined.

Madrid, 9 January, 2023

Lar España Real Estate SOCIMI, S.A.

Mr. José Luis del Valle Doblado,

Chairman of the Board of Directors



OFFER AND DISTRIBUTION RESTRICTIONS

Neither the Tender Offer Memorandum nor this announcement constitute an invitation to participate in the Offers in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of the Tender Offer Memorandum may be restricted by law in certain jurisdictions. Persons into whose possession this document comes, or who access the Tender Offer Website, are required by the Offeror, the Dealer Manager and the Tender Agent to inform themselves about, and to observe, any such restrictions. Neither the Offeror, the Dealer Manager nor the Tender Agent will incur any liability for its own failure or the failure of any other person or persons to comply with the provisions of any such restrictions.

United States

The Offers are not being made, and will not be made, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Offers by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of the Tender Offer Memorandum and any other documents or materials relating to the Offers are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) to U.S. persons (as such term is defined in Regulation S), in or into the United States or to any persons located or resident in the United States. Any purported tender of Notes in an Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a U.S. person, a person located in the United States or any agent, fiduciary or other intermediary acting for a principal located in the United States will be invalid and will not be accepted. The Offers are being made and may be accepted by dealers or other professional fiduciaries in the United States acting on a discretionary basis only for the benefit or account of non-U.S. persons located outside the United States.

Each Eligible Holder of Notes participating in an Offer will represent that it is a non-U.S. person (as such term is defined in Regulation S) located outside the United States or a dealer or other professional fiduciary in the United States acting on a discretionary basis only for the benefit or account of non-U.S. persons located outside the United States. For the purposes of this and the above paragraph, "United States" means United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom



The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Tender Offers is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (i) persons who have professional experience in matters relating to investments, being investment professionals as defined in Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”); (ii) persons who fall within Article 43(2) of the Financial Promotion Order; or (iii) any other persons to whom these documents and/or materials may lawfully be made under the Financial Promotion Order. Any investment or investment activity to which the Tender Offer Memorandum relates is available only to such persons or will be engaged only with such persons and other persons should not rely on it.

France

This announcement, the Tender Offer Memorandum and any other document or material relating to the Offers have only been and shall only be distributed in France to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129. This announcement and the Tender Offer Memorandum has not been and will not be submitted for clearance to nor approved by the Autorité des Marchés Financiers.

Italy

None of the Offers, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offers has been submitted to the clearance procedures of the Commissione Nazionale per le Società e la Borsa (“**CONSOB**”) pursuant to Italian laws and regulations. The Offers are being carried out in Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of February 24, 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4, letter b) of CONSOB Regulation No. 11971 of May 14, 1999, as amended. Holders who are located in Italy may tender Notes for purchase in the Offers through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Spain

None of the Offers, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offers constitute an offer to buy securities to the



public, a solicitation of an offer to sell securities or a tender offer in Spain which requires the approval and the publication of a prospectus under Regulation (EU) 2017/1129, under the restated text of the Spanish Securities Market Act approved by Royal Legislative Decree 4/2015, of 23 October (the “**Spanish Securities Market Act**”), under Royal Decree 1066/2007, of 27 July and under the Royal Decree 1310/2005, of 4 November, all of them as amended, and any regulation issued thereunder.

Accordingly, the Offers, this announcement and the Tender Offer Memorandum have not been and will not be submitted for approval or approved by the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores).

General

This announcement, the Tender Offer Memorandum and any related documents do not constitute an offer to buy or the solicitation of an offer to sell the Notes (and such tenders of Notes in the Offers will not be accepted from Holders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offers to be made by a licensed broker or dealer or similar and the Dealer Manager or any of its affiliates is such a licensed broker or dealer or similar in any such jurisdiction, the Offers shall be deemed to be made by a Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

This announcement and the Tender Offer Memorandum have not been filed with or reviewed by any foreign, federal or state securities commission or regulatory authority, nor has any such commission or authority passed upon the accuracy or adequacy of this announcement and the Tender Offer Memorandum. Any representation to the contrary is unlawful and may be a criminal offense.

Each Holder participating in the Offers will also be deemed to give certain representations in respect of the jurisdictions referred to above and generally as set out in section “Description of the Offers — Offer Procedures – Representations, Warranties and Covenants of Eligible Holders Tendering Notes” of the Tender Offer Memorandum. Any tender of the Notes for purchase pursuant to the Offers from a Holder that is unable to make these representations may be rejected. Each of the Offeror, the Dealer Manager and the Tender Agent reserves the right, in its sole discretion (and without prejudice to the relevant Holder's responsibility for the representations made by it), to investigate, in relation to any tender of Notes for purchase pursuant to the Offers, whether any such representation given by a Holder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender may be rejected. The acceptance of any tender shall not be deemed to be a representation or a warranty by any of the Offeror, the Dealer Manager or the Tender Agent that it has undertaken any such investigation and/or that any such representation to any person underwriting any such Notes is correct.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes, the Offers and/or the



Tender Offer Memorandum.