



VBARE IBERIAN PROPERTIES SOCIMI, S.A.
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING 2019

Form of attendance, proxy, and absentee voting card for VBARE IBERIAN PROPERTIES SOCIMI, S.A., Extraordinary General Shareholders' Meeting which will be held in Calle de Almagro, 3, 5º left, 28010 Madrid, on 18 June 2019, at 10:00, on first (1st) call or, if the necessary quorum is not achieved, on second (2nd) call on the following day, 19 June 2019, in the same place and at the same time. It is expected that the Extraordinary General Shareholders' Meeting will be held on first call, on 19th June 2019, at the indicated place and time, unless shareholders are otherwise informed through announcements published in the same mean in which this announcement is published (corporate web: www.vbarealestate.com).

Holders:		Address:
Number of shares:		
Minimum number of shares to attend:	1	

ATTENDANCE IN PERSON AT THE MEETING

Shareholders wishing to attend the General Shareholders' Meeting in person must sign this card in the space provided below and present it at the venue on the day of the General Shareholders' Meeting. In order to exercise the right to attend, shareholders must have registered the shares in their name on the corresponding register five days before the date on which the general shareholders' meeting is to be held.

Signature of shareholder attending in person

In, on 2019

Shareholders may appoint a proxy or vote by remote means according to the rules set forth in the call notice of the Extraordinary General Shareholders' Meeting and according to the sections below. In case of signing both sections, the vote by remote means shall prevail and the proxy will become invalid.

PROXY

Shareholders who do not intend to attend the general shareholders' meeting may appoint a proxy. The person appointed will also have to sign this proxy. The shareholder who has been issued this card confers a proxy to: (Check one of the following boxes only and, where applicable, designate proxy. Shareholders appointing a proxy will have to sign in the space provided)

- The Chairman of the Board of Directors. Mr. Fernando Acuña Ruiz and in failing that, to the Vice-Chairman of the Board of Directors, Mr. Juan Manuel Soldado Huertas.
- DNI/NIE/Passport nº.....

If no-one has been designated as proxy, the proxy will be deemed to be conferred on the Chairman of the Board of Directors.

For voting instructions, mark the appropriate box with an X in the following table:

If, in relation to any of the items on the agenda, none of the boxes provided for the purpose have been marked, the vote will be deemed to have been cast in favour of the proposal by the board of directors.

Item	1	2	3	4	5	7
In favour						
Against						
Abstention						
Blank votes						

Unless the shareholder represented indicates otherwise by marking the NO box below, the proxy extends to items which although not on the proposed resolutions by the Board of Directors or not on the agenda attached, may be put to a vote at the shareholders' meeting, with the instruction to vote on behalf of the shareholder interest, according to the Company's interest. Mark the NO box below only if you oppose the extension of the proxy, in which case it shall be considered that the shareholder instructs the proxy to abstain. NO

It is placed in record that if the Board Chairman is subject to a conflict of interest and no precise voting instructions are granted, it will be deemed that the shareholder instructs, unless otherwise indicated, the Secretary of the general shareholders' meeting.

Mark the NO box below only if the substitution is not authorised (in which case the shareholder instructs the proxy to abstain in relation to items involving a conflict of interest): NO

Signature of the Shareholder

Proxy's signature

In....., on 2019

In, on 2019

DISTANCE VOTING

Shareholders who do not intend to attend the general shareholders' meeting nor appoint a proxy may cast a distance vote. The shareholder who has been issued this card, wish to cast a distance vote in favour of the proposed resolutions by the board of directors with regards to the items set forth in the Agenda attached and published by the Company, unless they indicate another direction of the vote. If, in relation to any of the items on the agenda, none of the boxes provided for the purpose have been marked, the vote will be deemed to have been cast in favour of the proposal by the board of directors. In all cases, in addition to the provisions of the Law and the Articles of Association, it is also necessary to comply with the rules included in the call notice (mark the appropriate box with an X):

Item	1	2	3	4	5	7
In favour						
Against						
Abstention						
Blank votes						

Unless the shareholder represented indicates otherwise by marking the NO box below, and regarding the resolutions which have not been proposed by the board of directors or items which are not included on the agenda attached, it will be deemed that the shareholder instructs the President of the board of directors, following the vote direction rules and substitution in case of conflict of interest rules set forth in the Proxy section above. Mark the NO box below only if you oppose the proxy and the substitution (in which case it shall be considered that the shareholder abstains with regards to said proposals.

NO

Signature of the Shareholder

In, on 2019

AGENDA

1. Share capital increase by means of monetary contributions in the maximum total effective amount of 29,993,742.60 euros, via the issuance of up to 2,238,339 new ordinary shares with pre-emptive subscription rights, and the corresponding amendment to the By-Laws and delegation of powers to the Board of Directors.
2. Approval of a monetisation strategy consisting of the liquidation of the Company's asset portfolio as from financial year 2022 if (a) the net equity of the Company, according to IFRS consolidated annual accounts, as at 31 December 2021 is lower than 100,000,000 euros or (b) the average daily trading volume during 2021 is lower than 75,000 euros, and subject to the execution of the share capital increase detailed above in a minimum amount of 12,500,000 euros and delegation of powers to the Board of Directors.
3. Authorisation for the Board of Directors, in accordance with the provisions of article 297.1.b) of the Companies Law (Ley de Sociedades de Capital), to be able to increase the share capital by up to 50% of current share capital within a maximum term of five years, on one or more occasions, in the amount it deems appropriate, at a minimum issue price of 13.40 euros per share.
4. Amendment to the management agreement of the Company to (i) amend the way to calculate the Success Fee, (ii) extend the term of the agreement and (iii) adapt the agreement to the second resolution above, all the foregoing being subject to the execution of the share capital increase detailed above in a minimum amount of 12,500,000 euros and delegation of powers to the Board of Directors.
5. Delegation of powers for the interpretation, execution, notarisation and registration of the above resolutions.
6. Any other business.
7. Drafting, reading and approval, if applicable, of the minutes of the meeting.