VÍA CÉLERE DESARROLLOS INMOBILIARIOS, S.A.U.

(established and incorporated in Spain pursuant to the Spanish Companies Act – Ley de Sociedades de Capital)

VÍA CÉLERE COMMERCIAL PAPER PROGRAMME 2022

Maximum outstanding balance of €100,000,000

BASE INFORMATION MEMORANDUM (*DOCUMENTO BASE INFORMATIVO*) ON THE ADMISSION TO TRADING (*INCORPORACIÓN*) OF COMMERCIAL PAPER NOTES (*PAGARÉS*) ON THE ALTERNATIVE FIXED-INCOME MARKET ("*MARF*")

VÍA CÉLERE DESARROLOS INMOBILIARIOS, S.A.U. ("**Vía Célere**" or the "**Issuer**" and, together with its subsidiaries and sole shareholder, the "**Group**"), a public limited company (*sociedad anónima unipersonal*) incorporated under the laws of Spain with registered office at calle Ulises, 16-18, 6th and 7th floors (28043 – Madrid), registered with the Commercial Registry of Madrid under Volume 34,645, Page 111, Sheet M-623,073, with Tax Identification Number A-36111391 and LEI Code 9598003HCBBUMJ9HTD63, will request the admission to trading (*incorporación*) of commercial paper notes (the "**Commercial Paper**", "**Commercial Paper Notes**" or "**Notes**") which will be issued in accordance with the provisions set out in this base information memorandum (*documento base informativo*) (the "**Information Memorandum**") on the Alternative Fixed-Income Market (*Mercado Alternativo de Renta Fija*) ("**MARF**") (the "**Programme**").

MARF is a multilateral trading facility (*sistema multilateral de negociación*) ("**MTF**") and it is not a regulated market in accordance with the terms of Royal Decree Law 21/2017 of 29 December, on urgent measures to adapt Spanish law to the European Union securities market legislation. This Information Memorandum for the admission to trading of the Commercial Paper is the document required in Circular 2/2018, of 4 December, of MARF, on admission and removal of securities on the Alternative Fixed-Income Market (the "**Circular 2/2018**").

Application will be made for the Commercial Paper to be listed on MARF pursuant to this Information Memorandum. The Commercial Paper will be represented by book entries and their accounting record will correspond to *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* ("**IBERCLEAR**") together with its member entities.

An investment in the Commercial Paper involves certain risks.

Read section 1 of the Information Memorandum on Risk Factors.

The Commercial Paper shall only be addressed to professional and qualified investors pursuant to Article 2(e) of the Prospectus Regulation (as defined below), Article 205 (1) of the restated text of the Securities Market Act, approved by the Royal Legislative Decree 4/2015, of 23 October (*Texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*) (the "Securities Market Act") and Article 39 of Royal Decree 1310/2005, of 4 November, which partially implements the Securities Market Act, with regard to the admission to trading of securities in official secondary markets, public offerings for sale and subscription and the prospectus required for those purposes (*Real Decreto 1310/2005, de 4 de noviembre, por el que se desarrolla parcialmente la Ley 24/1998, de 28 de julio, del Mercado de Valores, en materia de admisión a negociación de valores en mercados secundarios oficiales, de ofertas públicas de venta o suscripción y del folleto exigible a tales efectos*) (the "Royal Decree 1310/2005").

No action has been taken in any jurisdiction to permit a public offering of the Commercial Paper or the possession or distribution of the Information Memorandum or any other offering material in any country or jurisdiction where such action is required for said purpose. This Information Memorandum does not represent a prospectus (*folleto informativo*) in accordance with the Regulation (EU) 2017/1129 (the "Prospectus Regulation") and, therefore, it has not been approved by, or registered with, the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) ("CNMV"). The Commercial Paper to be issued under this programme and listed on MARF pursuant to this Information Memorandum will have a nominal value of €100,000 each. Neither the issuance nor the placement of the Commercial Paper require, in accordance with the terms of this Information Memorandum, the publication of a prospectus in accordance with the Prospectus Regulation and the Securities Market Act.

Neither MARF nor the CNMV or the Dealers (as defined below) have carried out any kind of verification or testing with regard to this Information Memorandum or with regard to the contents of the documentation and information provided by the Issuer in compliance with Circular 2/2018. The admission to MARF does not represent a statement or recognition of the fullness, comprehensibility and consistency of the documentation and information provided by the Issuer to MARF in connection with this Information Memorandum.

DEALERS

CaixaBank, S.A.

Banco Santander, S.A.

Haitong Bank, S.A., Sucursal en España

PKF Attest Capital Markets AV, S.A.

REGISTERED ADVISOR

PKF Attest Servicios Empresariales, S.L.

PAYING AGENT

Banco Inversis, S.A.

The date of this Information Memorandum is 23 June 2022.

IMPORTANT INFORMATION

Any potential investor should not base its investment decision on information other than the information contained in this Information Memorandum.

The Dealers do not take responsibility for the contents of this Information Memorandum. The Dealers have entered into a collaboration agreement with the Issuer for the placement of the Commercial Paper, but neither the Dealers nor any other entity has accepted any commitment to underwrite the Commercial Paper, without prejudice to the ability of the Dealers to acquire the Commercial Paper in their own name.

THE DISTRIBUTION OF THIS INFORMATION MEMORANDUM AND THE COMMERCIAL PAPER MAY BE RESTRICTED BY LAW IN SOME JURISDICTIONS. ANY PERSON IN POSSESSION OF THIS INFORMATION MEMORANDUM MUST BE LEGALLY ADVISED AND COMPLY WITH THOSE RESTRICTIONS. NO ACTION HAS BEEN TAKEN IN ANY JURISDICTION TO PERMIT A PUBLIC OFFERING OF THE COMMERCIAL PAPER OR THE POSSESSION OR DISTRIBUTION OF THE INFORMATION MEMORANDUM OR ANY OTHER OFFERING MATERIAL IN ANY COUNTRY OR JURISDICTION WHERE SUCH ACTION IS REQUIRED FOR SAID PURPOSE. THIS DOCUMENT IS NOT TO BE DISTRIBUTED, DIRECTLY OR INDIRECTLY, IN ANY JURISDICTION WHERE SUCH DISTRIBUTION MAY REPRESENT AN OFFERING. THIS DOCUMENT IS NOT AN OFFER FOR THE SALE OF SECURITIES NOR A REQUEST TO PURCHASE SECURITIES AND THERE IS NO OFFER OF SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER OR SALE IS (OR SHOULD FOR ANY REASON BE) CONSIDERED CONTRARY TO APPLICABLE LEGISLATION.

PRODUCT GOVERNANCE RULES UNDER MiFID II

THE TARGET MARKET WILL ONLY BE ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS

Exclusively for the purposes of the product approval process to be carried out by each producer, following the assessment of the target market for the Commercial Paper, it has been concluded that: (i) the market to which the Commercial Paper is intended to be issued is solely for "*eligible counterparties"* and "*professional clients*" in accordance with the meaning attributed to each of these terms in the Directive 2014/65/EU of the European Parliament and of the Council of May 15, 2014 on markets in financial instruments and amending Directives 2002/92/EC and 2011/61/EC, as amended ("**MiFID II**"), and their implementing legislation and (ii) all channels of distribution of the Commercial Paper to eligible counterparties and professional clients are appropriate. Accordingly, in each issuance of Notes, the manufacturers shall identify the potential target market using the list of five categories mentioned in Number 18 of the Guidelines on MiFID II Product Governance Requirements, published on 5 February 2018, by the European Securities and Markets Authority ("**ESMA**").

Any person who, after the initial placement of the Commercial Paper, offers, sells, places, recommends or otherwise makes available the Commercial Paper (a "**Distributor**") shall take into account the assessment of the producer's target market. However, any Distributor subject to the provisions of MiFID II shall nevertheless be responsible for making its own assessment of the target market for the Commercial Paper (whether by applying the target market assessment made by the producer or by perfecting such assessment), and for determining the appropriate distribution channels.

PROHIBITION ON SELLING TO RETAIL INVESTORS IN THE EUROPEAN ECONOMIC AREA

The Commercial Paper is not intended to be offered, sold or made available in any other way, nor should it be offered, sold or made available, to retail investors in the European Economic Area (the "**EEA"**).

For these purposes, "**retail investor**" means a person who meets one (or more) of the following definitions:

(i) "retail client" within the meaning of paragraph (11) of Article 4(1) MiFID II;

(ii) "customer" within the meaning of Directive (EU) 2016/97 of the European Parliament and of the Council of 20 January 2016 on insurance distribution, provided that it cannot be classified as a professional client as per the definition set out in paragraph (10) of Article 4(1) MiFID II; or

(iii) not a qualified investor as defined in the Prospectus Regulation.

Accordingly, no key information document required by Regulation (EU) No. 1286/2014 of the European Parliament and the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (as amended from time to time, the "**PRIIPs Regulation**"), has been prepared for the purposes of offering or selling the Commercial Paper or otherwise making the Commercial Paper available to retail clients in the EEA and therefore such activities may be unlawful pursuant to the provisions of the PRIIPs Regulation.

ALTERNATIVE PERFORMANCE MEASURES

This Information Memorandum includes financial figures and ratios such as EBITDA, among others, that are considered to be Alternative Performance Measures ("**APMs**") in accordance with the Guidelines published by ESMA in October 2015.

The APMs originate or are calculated based on the financial statements in the audited consolidated annual accounts or the interim consolidated summarised financial statements subject to limited review by the Company's auditors, generally adding or deducting amounts from the items in those financial statements, the result of which uses a nomenclature habitual in business and financial terminology, but not used by the General Accounting Plan in Spain approved by Royal Decree 1514/2007 or by the International Financial Reporting Standards issued by the International Accounting Standards Board ("**IASB**") adopted by the European Union ("**IFRS-EU**"). The APMs are presented so that a better assessment may be made of the financial performance, cash flows and the financial situation of the Issuer since they are used by the Issuer to take financial, operating or strategic decisions within the Group. Nevertheless, the APMs are not audited and are not required or presented in accordance with the General Accounting Plan in Spain approved by Royal Decree 1514/2007 or IFRS-EU. The APMs therefore must not be taken into consideration on an isolated basis, but rather as information supplementing the audited consolidated financial information regarding the Issuer. The APMs used by the Issuer and included in this Information Memorandum may not be comparable to the same or similarly named APMs by other companies.

FORWARD LOOKING STATEMENTS

Certain statements in this Information Memorandum may be prospective in nature and therefore constitute forward-looking statements. These forward-looking statements include, but are not limited to, any statements that are not declarations of past events set out in this Information Memorandum including, without limitation, any statements relating to future financial positions and the results of the operations carried out by the Issuer, its strategy, business plans, financial situation, its development in the markets in which the Issuer currently operates or that it could enter into in the future and any future legislative changes that may be applicable. These statements may be identified because they make use of prospective terms such as "intend", "propose", "project", "predict", "anticipate", "estimate", "plan", "believe", "expect", "may", "try", "must", "continue", "foresee" or, as the case may be, their negatives or other variations and other similar or comparable words or expressions. referring to the results from the Issuer's operations or its financial situation or offer other statements of a prospective nature. Forward-looking statements, due to their nature, do not constitute a guarantee and do not predict future performance. They are subject to known and unknown risks, uncertainties and other items such as the risk factors included in the section called "Risk Factors" in this Information Memorandum. Many of these situations are not in the Issuer's control and may cause the actual results from the Issuer's operations and its actual financial situation to be significantly different from those suggested in the forward-looking statements set out in this Information Memorandum. The users of this Information Memorandum are warned against placing complete confidence in the forward-looking statements.

Neither the Issuer, nor its executives, advisors, nor any other person make statements or offer certainty or actual guarantees as to the full or partial occurrence of the events expressed or insinuated in the forward-looking statements set out in this Information Memorandum.

The Issuer will update or revise the information in this Information Memorandum as required by law or applicable regulations. If no such requirement exists, the Issuer expressly waives any obligation or commitment to publicly present updates or revisions of the forward-looking statements in this Information Memorandum to reflect any change in expectations or in the facts, conditions or circumstances that served as a basis for such statements.

FORECASTS OR ESTIMATES

This Information Memorandum does not contain any forecasts or estimates of profits or future results with respect to any period whatsoever.

ROUNDING

Some figures in this Information Memorandum, including financial, market and certain operating information have been rounded to facilitate their understanding. Accordingly, the sum of the numbers indicated in a column or row of a table may not exactly match the total figure indicated for the column or row concerned, and the sum of some figures expressed as a percentage may not exactly match the total indicated percentage.

INDEX

1.	RISK FACTORS	1
2.	FULL NAME OF THE ISSUER, ADDRESS AND IDENTIFICATION DATA	24
3.	FULL NAME OF THE COMMERCIAL PAPER NOTES PROGRAMME	32
4.	PERSONS RESPONSIBLE	32
5.	DUTIES OF THE REGISTERED ADVISOR OF MARF	32
6.	MAXIMUM OUTSTANDING BALANCE	33
7.	DESCRIPTION OF THE TYPE AND CLASS OF THE SECURITIES. NOMINAL VALUE	34
8.	GOVERNING LAW OF THE COMMERCIAL PAPER NOTES	34
9.	REPRESENTATION OF THE COMMERCIAL PAPER NOTES THROUGH BOOK ENTRIES	34
10.	CURRENCY OF THE ISSUE	34
11.	STATUS OF THE COMMERCIAL PAPER	34
12.	DESCRIPTION OF THE RIGHTS INHERENT TO THE COMMERCIAL PAPER NOTES AND THE PROCEDURE TO EXERCISE SUCH RIGHTS. METHOD AND TERM FOR PAYMENT AND DELIVERY OF THE COMMERCIAL PAPER NOTES	35
13.	DATE OF ISSUE. TERM OF THE PROGRAMME	35
14.	NOMINAL INTEREST RATE. INDICATION OF THE YIELD AND CALCULATION METHOD	35
15.	DEALERS, PAYING AGENT AND DEPOSITARY ENTITY	39
16.	REDEMPTION PRICE AND PROVISIONS REGARDING MATURITY OF THE COMMERCIAL PAPER NOTES. DATE AND METHODS OF REDEMPTION	40
17.	VALID TERM TO CLAIM THE REIMBURSEMENT OF THE PRINCIPAL	40
18.	MINIMUM AND MAXIMUM ISSUE PERIOD	40
19.	EARLY REDEMPTION	40
20.	RESTRICTIONS ON THE FREE TRANSFERABILITY OF THE COMMERCIAL PAPER NOTES	41
21.	TAXATION OF THE COMMERCIAL PAPER NOTES	41
22.	PUBLICATION OF THE INFORMATION MEMORANDUM	44
23.	DESCRIPTION OF THE PLACEMENT SYSTEM AND, IF APPLICABLE, SUBSCRIPTION OF THE ISSUE	44
24.	COSTS FOR LEGAL, FINANCIAL AND AUDITING SERVICES, AND OTHER SERVICES PROVIDED TO THE ISSUER REGARDING THE ADMISSION (*INCORPORACIÓ*N) TO TRADING	45
25.	ADMISSION TO TRADING (*INCORPORACIÓN*) OF THE SECURITIES	45
26.	LIQUIDITY AGREEMENT	46

INFORMATION MEMORANDUM (*DOCUMENTO BASE INFORMATIVO*) ON THE ADMISSION TO TRADING OF COMMERCIAL PAPER (*PAGARÉS*)

1. RISK FACTORS

An investment in a Commercial Paper is subject to a number of risks. Before investing in the Commercial Paper, potential investors should carefully assess the risks described below, together with the remaining information contained in this Information Memorandum. If any of the risks described below actually materializes, the business, financial condition and operating results of the Issuer and its Group -as well as the ability of the Issuer to reimburse the Commercial Paper upon maturity- could be adversely affected and, accordingly, the market price of the Commercial Paper may decrease, resulting in a loss of all or part of any investment made in the Commercial Paper.

The Issuer believes that the following factors represent the main or material risks inherent to the investment in its Commercial Paper, however default in payment of the Commercial Paper at maturity may be due to other unknown or unforeseen factors. The majority of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any of such contingencies occurring.

The Issuer does not state that the factors described below are exhaustive and it is possible that the risks and uncertainties described in this Information Memorandum may not be the only ones the Issuer or its Group face. Additional risks and uncertainties currently unknown or considered immaterial alone or jointly with others (either identified in the present Information Memorandum or not) may have a material adverse effect on the business, financial condition and operating results of the Issuer and its Group, as well as on the ability of the Issuer to reimburse the Commercial Paper upon maturity, in which case the market price of the Commercial Paper could decrease as a result and any investment made in it could be totally or partially lost.

The order in which these risks are described does not necessarily reflect a greater probability of their materialization.

1.1. Risks relating to the Issuer and the Group, their activity and operating sectors

The coronavirus (COVID-19) global pandemic is adversely affecting the Group's business and results of operations, and its business operations could be disrupted by future health epidemics.

In March 2020, the World Health Organization declared COVID-19 a global pandemic, and governmental authorities around the world have implemented measures to reduce the spread of COVID-19. As part of its response to this situation, the Spanish Government declared a state of alarm (*estado de alarma*) through the enactment of Royal Decree 463/2020 of March 14, declaring the state of alarm for the management of the health crisis caused by COVID-19. The governmental measures adopted in the context of COVID-19, which initially included among others isolation, confinement and restriction of free movement, have adversely affected companies, workforces, customers, consumer sentiment, economies, and financial markets, and, along with decreased consumer spending, have led to a sharp economic downturn in the markets in which the Issuer operates and, in particular, that of Spain, as well as increment on unemployment levels, high volatility in the stock markets, disruption of global supply chains, exchange rate volatility, steady customer draws on lines of credit, decline in real estate prices, and uncertainty in relation to the future impact in regional and global economies in the medium and long term.

After more than two years of the outbreak of COVID-19 pandemic, the ultimate impact is highly uncertain and subject to change. During 2021 the massive vaccination process against the COVID-19 began, and has progressively widespread, especially in advanced economies and in many middle-income countries. Still, some countries have recently, as of the date of this Information Memorandum, been forced to reintroduce strict lockdown measures against the outbreak of the new variants of the virus (such as the so-called "Omicron" or "Delta").

The full extent to which the COVID-19 pandemic will affect the Issuer and the Group's operations cannot be predicted at this time, due to, but not limited to, the duration and severity of future outbreaks, governmental reactions and policies, the impact of such on its employees, customers and trade partners, and the length of time required for normal economic and operating conditions to resume. While the spread of COVID-19 may eventually be mitigated, there is no guarantee that a future outbreak of this or any other widespread epidemics will not occur, or that the Spanish economy will recover, either of which could materially harm the Group's business results of operations, and the demand for and the fair value of its assets.

COVID-19's linkages to other risk factors.

While the Issuer and the Group have taken steps to address the impact of the COVID-19 pandemic, there are always uncertainties associated with changes to its operational practices and whether they will be successful in mitigating the targeted risks of COVID-19 or cause other adverse effects to their business, financial condition and results of operations due to their unforeseen impact on its ability to operate its business in the future. If, among other factors, the adverse impacts stemming from the COVID-19 pandemic were to cause the Group's results of operations or cash flows to be worse than anticipated or otherwise adversely impact certain assets, such as their ability to secure urban permitting in a reasonable time, commence construction within periods required by their permits or deliver homes on schedule, they could conclude in future periods that additional impairments or other liabilities are required, which could have significant adverse effects on their business, financial condition and results of operations. Any such future provisions or liabilities could be significant. To the extent the COVID-19 pandemic adversely affects their business, financial condition and results of operations, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section.

The Group's industry is cyclical in nature and an economic slowdown would adversely affect the demand for its homes.

The Group is a Spanish homebuilding company whose assets and operations are located nearly entirely in Spain. As a result, the Issuer and its Group are dependent on the overall condition of the Spanish housing market. The housing market and the homebuilding industry are generally cyclical and are affected by changes in general economic conditions, such as slow economic growth or recessionary conditions, the pace of home price appreciation or the lack of it, changes in household debt levels, and increased unemployment or stagnant or declining wages, job growth, interest rates, inflation, tax laws and consumer confidence. National or global events affect all such macroeconomic conditions. The deterioration of economic conditions reduces the amount of disposable income consumers have, which in turn reduces consumer spending and the willingness of qualified potential clients to take out loans.

From 2007 to 2013, the impact of the international credit crisis, the European sovereign debt crisis and the Spanish economic crisis (which led to large increases in unemployment rates in Spain), an overhang of excess supply of real estate, overleveraged local real estate companies and developers and the general absence of bank financing in the Spanish property market, led to a strong cyclical downturn and structural re-pricing of Spanish real estate assets. As a result, since peaking in 2007, the Spanish real estate property market experienced a severe decline in the value of real estate assets.

Prior to the COVID-19 pandemic, the Spanish economy had been gradually recovering during the last four years, with GDP, unemployment, consumption and other economic indicators revealing a steady improvement. However, recent events demonstrate that there is no guarantee such improvement can be sustained.

In addition to the COVID-19 pandemic, the escalating tension between the Russian Federation and Ukraine during led to Russia`s military invasion of Ukraine on February 24, 2022. As of the date of this Information Memorandum, the conflict remains active and there is no clear forecast as to how long it will last or what its real effects will be at a macroeconomic level, but the increase in energy, oil and other commodity prices, as well as the volatility of financial markets worldwide, is already evident (see *Rising inflationary trends and scarcity of raw materials may have a material negative impact on the operations of the Group*).

Any rise in interest rates could have material adverse effects on the Spanish real estate market and on the Issuer and its Group. The current economic scenario, that includes potential rises on the interest rates in Europe, could adversely impact the Group in a number of other ways: the discount rate used to calculate the fair value of real estate portfolios tends to rise as the market prices paid for the units tend to decline. Rising interest rates therefore generally have a negative impact on the fair value of its real estate portfolio. Any such development would require the Group to recognize corresponding losses from the resulting fair value adjustments of its investment properties, resulting in a negative income from such adjustments. Additionally, any rise in interest rates could adversely impact affordability ratios, affecting house transactions and demand for new homes.

The general economic situation could also deteriorate as a result of any number of factors, including, but not limited to, a worsening of the European sovereign debt crisis, continuing or renewed instability in the European markets more broadly, the instability of the euro or the EU, the uncertainty derived from the invasion of Ukraine and the consequent refugee crisis.

Furthermore, other geopolitical uncertainties, volatility in commodity prices or a negative market reaction to central bank policies may affect the growth of the Spanish economy and, in particular, disposable income or the cost and availability of credit and, consequently, may have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

If general economic conditions deteriorate demand for Spanish real estate may be reduced, thereby reducing the value of the Group's real estate holdings. In addition, more stringent borrowing requirements could be introduced, which could impair the Group's ability to finance property portfolio acquisitions through debt and its general ability to refinance maturing debts.

The Russian invasion of Ukraine is affecting the global economy and the Company's business and the mid- and long-term effects are uncertain.

As mentioned above, the Spanish economy has been experiencing adverse conditions for the past two years. However, this situation has been aggravated since the beginning of the Russian invasion of Ukraine last February 24, 2022. The conflict and the risk of the war spreading to other countries may involve an increase in the price of raw materials, electricity, fuel and problems in the supply chain, which could have a material negative impact on the activities, operating result and financial situation of the Issuer. Following a series of exceptional energy price shocks, the conflict in Ukraine has triggered inflation to remain at very high levels in 2022, before easing slowly towards target levels. Inflation is set to average 6.8% in 2022, 3.5% in 2023 and 2.1% in 2024 (*Source: June 2022 ECB Macroeconomic projections)*.

For the time being, the Russian intervention has been condemned by a large part of the international community and has led the European Union to approve and implement a series of sanctioning measures against Russia which affect multiple sectors, such as the financial sector, public debt, capital markets, exports and imports, air transport, shipping, trade in certain air transport, maritime transport, trade in certain products, payment systems, etc. A relevant part of these measures has a notorious impact on the European economies and, in particular, on those economic systems which were most exposed to financial difficulties and with a high debt level in the months prior to the beginning of the Russian invasion.

As of the date of this Information Memorandum, it is difficult to foresee the effect that this conflict will have on the economy of the European Union and Spain. Economic growth, supply chains and electricity and fuel prices are being severely affected, which may result in a worsening of the general economic situation in which the Issuer and/or its Group operates. In addition, the worsening of the financial situation could lead the European authorities to agree to a rise in interest rates – as has already occurred in the United States – which could have a negative impact on the unhedged floating rate debt of the Issuer and/or its Group or on the possible future contracting of new financing for the Group or on the supplier default rate.

The outlook for the euro area activity and inflation has become very uncertain and depends crucially on how the Russian war in Ukraine unfolds, on the impact of current sanctions and on possible further measures. The baseline projections foresee a significant negative impact on the euro area growth in 2022. Over the medium term, growth is projected to converge towards historical average rates, despite a less supportive fiscal stance and an increase in interest rates in line with the technical assumptions based on financial market expectations. The ECB has projected the euro area real GDP to grow by 2.8% in 2022, 2.1% in 2023 and 2.1% in 2024.

The conflict in Ukraine has aggravated tensions over the supply and price of raw materials that had been produced since the COVID-19 crisis, which is being translating into a decrease in the purchasing power of households and, consequently, in a greater difficulty of access to housing, both by way of the purchase as well as the rental; which could ultimately lead to a decrease in the profitability of real estate operations.

Additionally, inflation can adversely affect the Group in the future by increasing costs of land, materials and labor. Inflation on certain materials critical for homebuilding has risen to high levels since the beginning of the invasion, and that could negatively affect our operations. Significant inflation is also usually accompanied by higher interest rates, which have a negative impact on demand for its homes. In an inflationary environment, the Group may be precluded from raising home prices enough to keep with the rate of inflation which would reduce its profit margins and could have a material adverse effect on its business, results of operations, financial condition and prospects.

Finally, any further war escalation of the Russian invasion either inside or outside of Ukrainian borders could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

The Group's activity is geographically concentrated in certain regions of Spain and it has therefore greater exposure to developments affecting the Spanish market than more diversified businesses.

The Group is a Spanish homebuilding company whose assets and operations are located in 22 provinces of Spain, primarily concentrated in Madrid, Barcelona, Málaga, Seville and Valencia. Of those regions, approximately 42% of its land bank in terms of estimated GAV[1] is located in either Madrid or Barcelona, 32% and 10% respectively. It is therefore dependent on the overall condition of the Spanish housing market and, in particular, on the condition of the housing market in the regions where it is focused. Accordingly, the Group's performance may be significantly affected by events beyond its control affecting Spain, and the Spanish residential property market in particular, such as a downturn in the Spanish economy, changing demand for residential property in Spain, changing supply within a particular geographic location, the attractiveness of property relative to other investment choices or affordability, changes in domestic and/or international regulatory requirements and applicable laws and regulations (including in relation to taxation and land use), Spain's attractiveness as a foreign direct investment destination, political conditions, the condition of financial markets, the availability of credit, the financial condition of potential buyers, interest rate and inflation rate fluctuations, accounting and control expenses and other developments.

Moreover, the Group's land bank is characterized by the concentration of several plots in each of the areas or sites where it is present, and, among its focus regions, concentrated in Madrid and Barcelona. While the Issuer believes that this allows it to increase the Group's land sourcing universe and more strategically phase in developments, this concentration increases its exposure to adverse developments in particular locations.

Furthermore, while the Group is focused on building primary residences, the Issuer estimates that around 17% of the potential residential units in its portfolio could be used as second homes for vacation or holiday use. The related land is mainly located in the provinces of Málaga and Ibiza. The Issuer expects that part of the demand in these regions will be from foreign, non-Spanish buyers, who have different sensitivities, behaviors and dynamics than customers in other regions where the demand is focused on primary residences.

In the event of a prolonged economic downturn affecting the Spanish housing market in general or the regions on which the Issuer focuses, including those caused by COVID-19-related travel restrictions and social distancing measures implemented globally that have significantly reduced the demand for second homes and vacation homes, it could experience delays in its target delivery schedule or declines in demand for its properties, which could in turn lead to a decline in the average selling price of its units and in the value of its land bank. Any of the foregoing could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

Constraints on the availability of mortgage lending and/or interest rate increases may adversely affect the Group's sales.

The purchase of residential property in Spain is usually facilitated through mortgage lending, and the Group's business therefore partly depends upon the ability of its customers to obtain such mortgage lending for the purchase of their homes. Most purchasers of its homes will need to obtain mortgage loans to finance a substantial portion of the purchase price of the homes they purchase.

In the years since the global financial crisis of 2007, access to residential mortgage lending in Spain has been restricted due to a number of factors including (i) the exit of a number of mortgage providers from the Spanish market; (ii) more stringent equity requirements for Spanish financial entities; (iii) a more cautious approach to valuations of properties by surveyors (which in turn reduces the value of the mortgage loan that can be obtained on a given property); (iv) stricter underwriting standards by lenders that have resulted in more stringent

[1] "*Gross asset value*" or "*GAV*" represents the estimated current market value of property and land asset, as estimated by Savills Aguirre Newman Valoraciones y Tasaciones, S.A.U. ("**Savills**") as of December 2021.

mortgage application requirements for borrowers, including increased down payments; and (v) a desire by certain lenders to limit their lending exposure in relation to specific types of housing developments. Tighter loan qualifications make it more difficult for its customers to finance the purchase of its homes or to sell their existing homes.

Mortgage lending rates in Spain are predominantly based on floating interest rates tied to EURIBOR. According to the Bank of Spain, the average rate of the one-year EURIBOR was -0.501% as of December 31, 2021, while it reached an average rate of 0.166% during April 2022, as of May 31 2022 it was expected to reach approximately 1.198% by year end 2022 according to Bloomberg. The EURIBOR rate is market-determined and may rise or decline at any time. An increase in interest rates would increase mortgage loan costs and may negatively affect the availability or attractiveness of mortgage loans as a source of financing for the purchase of residential property and, accordingly, reduce demand for the Issuer's homes. Prospective customers who could obtain a mortgage loan at current interest rates may be deterred by the possibility of increased interest rates in the future (and, in turn, higher monthly interest payments) and instead elect to remain in their current property. Customers who had been looking to invest in property could also be deterred by the possibility of increased interest rates, as higher interest rates could negatively affect their investment returns.

Limited availability of mortgage lending on acceptable terms or at all may constrain growth in sales volumes and prices in the Spanish homebuilding industry. Even if potential homebuyers do not themselves need financing, adverse changes in interest rates and mortgage availability could make it more difficult for them to sell their existing homes to other potential buyers who need mortgage financing, thereby constraining their ability to purchase a new home. If its potential homebuyers or the buyers of the Group's potential homebuyers' existing homes cannot obtain suitable financing for any of the above reasons, it will be more difficult for the Group to sell its projects. Moreover, an increase in interest rates could affect the attractiveness of an investment in residential property, which could also adversely affect the Group's ability to sell its projects, and result in both a decrease in the value of its real estate portfolio and an increase in its financing costs, all of which could have a material adverse effect on its business, results of operations, financial condition and prospects.

The Group may be unable to effectively manage its planned growth.

The Group plans to significantly expand its business operations in the coming years, including through its new build-to-rent (BTR) business line (see section 2.4 of this Information Memorandum). It has limited experience operating within its current structure, and the expansion of its business is expected to place significant demands on its administrative, operational and financial personnel and systems. The Group may be unable to achieve the anticipated benefits of any such growth or expansion or it may incur greater costs than expected in attempting to achieve the anticipated benefits. Growth or expansion could disrupt its ongoing operations and divert management resources that would otherwise focus on developing its existing business, in which case it may need to employ additional personnel or consultants. There can be no assurance that the Group will be able to employ or retain the necessary personnel, to successfully implement a disciplined management process and culture with local management, or that its expansion operations will be successful. The Group's inability to manage effectively its planned expansion could have a material adverse impact on its business, results of operations, financial condition and prospects.

The Group constructs units for its new BTR business line without first securing a certain pre-sales threshold thus making its BTR line more speculative than its BTS line.

While many aspects of land transition, permitting and construction are similar for the Issuer's BTR and build-to-sale (BTS) business lines, unlike its BTS business line, the BTR developments are generally developed without pre-sales, as its strategy is to create a rental platform and to only sell these assets to institutional investors once all of the units in a development are under construction. Without forward purchase agreements it is exposed to the risk of not being able to sell its developments once all BTR units have been constructed. Additionally, because the Group's first BTR portfolio will not be delivered until 2023 and 2024, its BTR business line has a limited track-record of success. The Group's inability to sell these developments upon completion could have a material adverse impact on its business, results of operations, financial condition and prospects.

The Group business depends upon the availability, skills and performance of contractors, sub-contractors and other service providers and suppliers.

As part of the Group's strategy to have a scalable model of operations, in addition to its fully integrated project management function and its capabilities to act as a general contractor for certain of its projects, for other projects it also relies on the services of external contractors (which in each case, in turn, may rely on the services of sub-contractors) and other service providers to develop its projects. In such cases, the Group employs its supervision project management model to oversee the construction process. In some of its smaller markets the Group tends to rely on a small number of qualified sub-contractors. These outsourced services include architectural design, construction and, when targeting foreign buyers, sale of its units. If the Group is unable to hire qualified and reliable service providers for any of its projects, its ability to successfully complete projects on time or with the required quality or to sell its units within the expected timeframes and price could be impaired. The Group's service providers may fail to meet its standards and deadlines. If its service providers fail to successfully perform the services for which they have been engaged, either as a result of their own fault or negligence, or due to the Group's failure to properly supervise any such service providers, this could have a material adverse effect on the Group's reputation, business, results of operations, financial condition and prospects.

Moreover, the Group generally relies on contractors to select and obtain building materials. In some cases, contractors may use improper construction processes or defective materials that do not meet the Group's specifications and quality requirements. Defective materials used by the homebuilding industry can also result in the need to perform extensive repairs to large numbers of homes. Improper construction processes can also lead to liability to the extent that repairs are needed or the project does not meet the specifications of the Group's licenses. The cost of complying with the Group's obligations may be significant if it is unable to recover the cost of repairs from contractors, materials suppliers and insurers.

Certain failures by contractors to comply with health, safety and environmental ("**HSE**") regulations (as defined herein), labor laws and other applicable laws and regulations could render the Group liable in respect of these obligations and damage its reputation. In particular, under certain circumstances, the Group could be jointly and severally liable for any failure by its contractors to (i) comply with health and safety laws; (ii) pay the salaries of their employees; or (iii) pay applicable social security contributions. The Group's liability in such cases would expire, respectively, (i) upon termination of the relevant agreement; (ii) one year following termination of the relevant agreement; and (iii) three years following termination of the relevant agreement. In the case of such violations the Group could incur significant obligations which could have a material adverse effect on its financial condition.

Moreover, pursuant to Law 38/1999 of November 5, Regulating Construction (*Ley de Ordenación de la Edificación* or "**LOE**"), the Group would qualify as a "developer" (*promotor*), and it would therefore be jointly responsible, together with the participants intervening in the building construction process, vis-à-vis its customers for any material damages in its homes caused by any defect or vice in the construction of these homes. Unlike other participants in the construction industry, the liability that the LOE imposes on the Group is not linked to a breach of its duties (i.e., the liability does not depend on whether its act or failure to act was negligent). A developer is not subject to a typical or specific risk, but takes liability for the acts (and failures to act) of all other individuals/legal entities involved in the development. Accordingly, under the LOE a developer is a de facto guarantor of the obligations of the other participants.

Pursuant to the Spanish Civil Code, failure by contractors to pay sub-contractors may entitle sub-contractors to seek redress from the property’s owner or developer, up to an amount equivalent to the amounts owed in turn by the owner or developer to the contractor. Consequently, if the contractors breach their payment obligations, there is a potential risk sub-contractors claim the amounts owed to them by the contractor directly to the Group.

The Group may hire a contractor that subsequently becomes insolvent, causing cost overruns and project delays, and increasing the risk that it will be unable to recover costs in relation to any defective work performed by such contractor, to the extent such costs are not covered by insurance or other security provided by the contractor. The insolvency or other financial distress of one or more of the Group's current contractors could have a material adverse impact on the Group's reputation, business, results of operations, financial condition and prospects.

The Group is subject to certain liabilities for ten years following the completion of construction.

In connection with the Group's fully integrated project management, it acts as general contractor for certain of the Group's projects. In accordance with the provisions of the Spanish Civil Code, building contractors and architects are liable for a ten-year period in respect of any damages arising from building degradation, provided that such degradation is caused by flaws or improper execution in the design or construction of the building. The Group may not be able to obtain adequate, if any, indemnification from its sub-contractors for such liabilities.

Moreover, Spanish courts have extended this liability to real estate developers, and as such the Group can be held liable even in instances where it did not act as the general contractor. Law 38/1999, of November 5, 1999 on the Regulation of Building Activities expressly makes it mandatory for real estate developers to grant the buyers of their homes a ten-year guarantee covering certain types of construction defects. In case of construction defects, the Group may incur substantial obligations.

Although the Group makes provisions for such contingencies, amounts ultimately payable by it could exceed these provisions. In addition, any legislative amendments imposing further obligations on the Group would have an impact on its business. If the Group has significant obligations related to these legal guarantees, it could have a material adverse effect on its business, results of operations, financial condition and prospects.

The Group is subject to risks associated with its buildings' construction materials.

The Group's land and homebuilding activities have in the past and could in the future give rise to legal claims brought against it in respect of the materials used and any defects existing in the buildings sold, including possible deficiencies attributable to third parties under agreements entered into with the Group, such as architects, engineers and building contractors, or to the Group with respect to projects for which it employs its fully integrated project management function and act as a general contractor. The Group may use materials which, though allowed at the time of construction, may be subsequently banned. Despite the Group's endeavors to ensure at all times that the materials used in its development projects duly comply with current regulations, any subsequent change in the regulations could lead to the use of any of these materials being banned, giving rise to claims. Although the Group has not been subject to any substantial claim in respect of the construction materials used in its buildings, there can be no assurance that this will continue to be the case in the future. In order to defend itself against any such claims, the Group could incur additional costs, as well as liability for any damages, including personal injury. If it becomes subject to material claims in the future, it could have a material adverse effect on its business, results of operations, financial condition and prospects.

Estimating future housing sales prices is inherently subjective.

Estimating future housing sales prices is inherently subjective due to the individual nature of each property and is heavily affected by broader market conditions outside of the Group's control. Factors such as changes in regulatory requirements and applicable laws (including in relation to building and environmental regulations, taxation and planning), transport and infrastructure policies, political conditions, the condition of financial markets, the financial condition of customers, applicable tax regimes and interest and inflation rate fluctuations also contribute to the uncertainty and potential volatility of forward-looking valuations.

The estimated GDVs[2] relating to the Group's planned developments are estimates only and are ascertained on the basis of assumptions (including assumptions regarding items such as demand for homes, average sales price, price increases and assumed number of units within developments), which may prove inaccurate. There is no assurance that the GDVs relating to the Group's land bank and its proposed developments will reflect the actual sales prices achieved of any developments built on the land. Any failure to sell as many residential units as anticipated, or for the sales prices expected, could result in the Group not achieving its GDVs. There can be no assurance that the Group's valuations of land in its audited consolidated annual accounts or GDVs for its land bank and proposed developments will reflect the actual sale prices achieved of either the land itself or any developments built thereon. The Group may achieve lower revenue and profits in its development projects than its estimated gross development values indicate.

Any of the above factors could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

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[2] "*Gross development value*" or "*GDV*", refers to the Savills's estimates for the development value of the Group's Fully Permitted Land and Strategic Land (as defined below). GDV is the estimate of the revenue which could potentially be generated from the development and sale of units in the Group's land bank. GDV is calculated on the assumptions that units on all plots are constructed in accordance with full planning consents obtained, or where no planning consent has been obtained, with the Group's development plans.

Competition in the residential development market may affect the Group's ability to make appropriate acquisitions and to secure buyers at satisfactory prices.

The homebuilding industry is highly competitive. Homebuilders compete not only for homebuyers, but also for desirable land, financing, raw materials, skilled management, contractors and labor resources. Competitors include real estate developers with in-depth knowledge of local markets, as well as property portfolio companies, including funds that invest nationally and internationally, institutional investors, foreign investors, financial institutions and SAREB (*Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria*). Competitors may have greater financial resources than the Group and/or a greater ability to borrow funds to acquire land, and may have the ability or inclination to acquire land at a higher price or on terms less favorable than those the Group may be prepared to accept or to pay higher compensation to contractors. Increased competition may lead to inflation in land prices, as well as shortages of labor and materials that are necessary to operate its business. In addition, other than being a capital intensive industry, new real estate development companies face few barriers to entry. The appearance of other players in the market, including competitors backed by international funds with a business model similar to the Group's, has led to an increase in competition in the residential development market in general and the Spanish homebuilding market in particular, and such competition could further intensify in the future. Competition could also increase as a result of consolidation in the sector. The Group also competes with sellers of existing homes, including foreclosed homes, and with rental housing. These competitive conditions can reduce the number of homes it delivers, negatively impact its selling prices, reduce its profit margins, and cause impairments in the value of its inventory or other assets. Competition can also affect the Group's ability to acquire suitable land, raw materials and skilled contractors at acceptable prices or other terms, which could decrease its margins and materially adversely affect its business, results of operations, financial condition and prospects.

The Group's growth and profitability depend upon its ability to identify and acquire land plots suitable for its purposes.

The Group's growth and profitability depends upon its ability to successfully identify and acquire additional land plots for residential property development at commercially reasonable prices, in its target geographic locations and on terms that meet its profitability targets. The Group's business model requires the Group to acquire land on an ongoing basis to replenish its land bank and maintain sufficient supply for development.

The Group's ability to acquire sufficient additional land plots that satisfy its investment criteria may be adversely affected by the willingness of land sellers to sell them at commercially viable prices, the availability of financing to acquire them, regulatory requirements including those in relation to zoning, housing density and the environment and other market conditions.

In addition, the pre-COVID-19 pandemic recovery in the residential development market in Spain and the emergence of competitors with a business model and strategy similar to the Group's has led to increased competition among developers for land, which may make it more difficult for the Group to acquire suitable plots at commercially viable prices or at all and could lead to an increase in its land acquisition costs. Moreover, the Spanish Ministry of Development approved several measures aimed at facilitating access to housing, including by offering relief to first-time buyers and struggling tenants, which could increase housing demand. The adoption of these or other measures could further exacerbate demand for land. If the availability of land plots that are suitable for the Group's purposes becomes limited, its ability to grow could be significantly limited, the number of homes it may be able to develop and sell could be reduced, and its costs could be substantially increased, which could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

If the Group' cannot obtain sufficient capital on acceptable terms, it may be unable to acquire land for its developments or may experience increased costs and delays in the completion of its development projects.

The real estate development industry is capital-intensive and requires significant up-front expenditures to acquire land plots and carry out development activity. Following the acquisition of a land plot, the Group incurs many costs even before it begins to build homes. Depending on the stage of development of an acquired land plot, these costs may include the costs of preparing the land, finishing and obtaining titles for the lots, building roads, sewers, water systems and other utilities, taxes and other costs related to ownership of the land where it plans to build homes.

The Group has historically relied on external funding, including loans from its shareholders, both to acquire land and for construction, and it expects its dependence on external funding to grow as a result of its planned expansion. However, the availability of external financing might be limited and lenders may impose several requirements for any financing to be granted to the Group. For example, financial institutions typically require that at least 30-50% of the expected residential units of a development project be pre-sold before committing to grant a development loan for such project. In addition, the Group's ability to draw funds under a given development loan may be subject to its compliance with certain further milestones. Changes in accounting regulations could also adversely affect its ability to obtain capital. The Group's inability to meet lender-required milestones or any other requirements imposed by its lenders may have a material adverse effect on its business, results of operations, financial condition and prospects.

In addition, lenders may require increased amounts of equity to be invested in a project in connection with both new loans and the extension of existing loans or higher interest rates. Moreover, if the Group chooses to seek additional financing to fund its operations through the capital markets, continued volatility in these markets may restrict its access to such financing. If the Group is not successful in obtaining sufficient funding for its planned capital and other expenditures, it may be unable to acquire additional land for development or to develop its existing land bank. Moreover, if the Group cannot obtain additional financing to fund the purchase of land under its purchase contracts, it may incur contractual penalties, fees and increased expenses from the write-off of due diligence and pre-acquisition costs. Any difficulty in obtaining sufficient capital for planned development expenditures could also cause project delays and any such delay could result in cost increases and expose the Group to claims from its customers. Any one or more of the foregoing events could have a material adverse effect on its business, results of operations, financial condition and prospects.

The Group may be unable to develop and sell its homes successfully or within the expected time frames.

Property developments typically require substantial capital outlays during construction periods, and it may take months or years before positive cash flows, if any, can be generated. It generally takes up to twelve (12) months from the time the Group initiates the marketing of a development to the time it has pre-sold 30-50%, of the units of a development.

During the construction of development projects, the Group may encounter unexpected operational issues or other difficulties, including those related to technical engineering issues, regulatory changes, disputes with third-party contractors, sub-contractors and suppliers, supply chain availability and cost increases, accidents, bad weather and natural disasters (such as floods and fires) that may require the Group to amend, delay or terminate a development project.

Any failure to meet deadlines could expose the Group to significant additional costs and result in termination of contracts or contractual penalties (or enforcement of bank guarantees by a purchaser) and could also affect its reputation, which could materially adversely affect its business, results of operations, financial condition and prospects.

In addition, following development, the Group may be unable to sell all or some of the units of a development within the expected time frames due to reasons beyond its control such as changes in economic or market conditions as a result of the COVID-19 pandemic, supply chain problems or otherwise. In such cases, its inventory of completed but unsold units would increase, leading to additional costs, including property tax, debt service and common expenses (*gastos de comunidad*) corresponding to the unsold units. Alternatively, the Group may have to sell units at significantly lower margins or at a loss, which could have a material adverse effect on its business, results of operations, financial condition and prospects.

The Group's business may be adversely affected if it fails to obtain, or if there are any material delays in obtaining, the required permits and approvals for its development projects or if the approved planning regulations and/or permits are subsequently challenged.

The Group acquires both Fully Permitted Land[3] and Strategic Land[4]. In order to begin the construction of its development projects, all of its land must obtain the appropriate urbanization permits, and it must obtain separate building, urbanization and environmental permits, licenses and other approvals, and in order to be able to deliver built units to clients it must obtain separate first occupancy, activity and other approvals and or permits (collectively, the "**Permits**") from the relevant administrative authorities. Its ability to obtain the Permits required to develop land and build homes is dependent on its ability to meet the relevant regulatory and planning requirements. Moreover, granting of Permits is regulated at a regional and municipal level and may be subject to the relevant authorities' discretion. Given that the Group owns land in more than 50 different municipalities, with different political parties in office, it may need to meet different requirements for each municipality and be subject to various authorities' discretion in granting Permits. In addition, the timing to obtain the Permits also varies depending on the region or municipality. The Group has experienced difficulties obtaining Permits in the past and can provide no assurance that it will be able to obtain all Permits it seeks in the future. Any failure to obtain required Permits on favorable terms or at all or any material delays in obtaining such Permits could diminish the value of its land bank and have a material adverse impact on its business, results of operations, financial condition and prospects.

Moreover, planning regulations and permits could be challenged within the relevant statutory period, which could eventually lead to delays in the delivery of its units or even incompletion of a particular development on the expected terms or at all, which could have a material adverse impact on its business, results of operations, financial condition and prospects.

Furthermore, the Group occasionally acquires Fully Permitted Land which is not Ready to Build Land[5] in respect of which zoning has been approved, but where the relevant urban planning and allotment processes have not been fully approved and/or implemented, as well as Strategic Land in respect of which the applicable permissions and permits have not yet been approved. With respect to any such acquisition, there can be no assurance that the Group will be successful in its attempts to carry out any such urbanization, planning and allotment processes or to secure all the necessary Permits on a timely basis or on economically viable terms, or at all, which could have a material adverse effect on its business, results of operations, financial condition and prospects.

The Group may not be able to secure construction permits or planning permission for developments on a timely basis or on economically viable terms, or at all.

Developments undertaken by the Group requires planning permission and construction permits to be granted by a relevant planning authority before works can be undertaken. In particular, the Group's growth and profitability is dependent on obtaining the relevant planning permission for its Strategic Land. Unlike Fully Permitted Land, its Strategic Land is acquired for development prior to the grant of planning permission. As of December 31,2021, 14% of its land bank consisted of Strategic Land. The Group acquires Strategic Land without planning permission in the belief that such land has the potential, in the medium- to long-term, to be allocated for housing development purposes by the relevant authorities and thereafter receive planning permission. Moreover, all of the Group's projects must obtain the relevant construction permits before construction may begin.

Securing timely planning permission on economically viable terms is key to the value of the Group's Strategic Land, and obtaining relevant construction permits is essential to all of its developments. However, the process

[3] "*Fully Permitted Land*" is land suitable for development where, at a minimum, the most specific land use planning, a reallotment project, has already been approved, and for which the reorganization of land plots and the building rights have been detailed.

[4] "*Strategic Land*" is land suitable for development and includes each of (i) "*Regulated Developable Land*", for which a specific general plan has already been approved with the necessary zoning in place but for which some of the necessary urbanization planning, including reallotment project, is pending, (ii) "*Unregulated Developable Land*" which includes land suitable for development but with no delimitation of sectors and no general plan yet approved, and (iii) "*Rural Land*" which is land zoned for agricultural activities.

[5] *"Ready to Build Land*" is Fully Permitted Land with all of the utilities and services required for urban land uses and real estate development in place, subject to obtaining the relevant construction permit. The Group also considers as Ready to Build Land, land where it is possible to carry out simultaneously construction of urban infrastructure and housing.

for obtaining planning permission and construction permits can be time-consuming, lasting in some cases significantly longer than initially projected, as well as costly, which costs can be lost entirely if planning permission or construction permits, as the case may be, are never obtained, and there can be no assurance that the Group will obtain planning permission and construction permits for projects which currently lack them. Planning and permitting policies and procedures are also subject to change, and these changes may make the planning and permitting processes more costly or time-consuming.

Once received, planning permission can place onerous restrictions on how land is developed, and such restrictions can reduce the profitability of a development or cause it to be financially unviable to develop.

Any failure to obtain planning permission and construction permits on economically viable terms, on a timely basis, or at all, could have a material adverse effect on its business, results of operations, financial condition and prospects.

Further, pursuant to applicable legislation and where the competent territorial authorities have so decided, the Group carried its development and construction works on the grounds of sworn statements instead of approved licenses which entails an ex post review of its activities by the competent authorities. Hence, the Public Administrations may exercise their powers of verification, control and inspection after units have been delivered to buyers, in order to verify compliance of the development and construction works of the units with the applicable regulatory requirements and any other contents included in each sworn statement ("*declaración responsable*"). Unforeseen expenses, costs, delays, damages to buyers and reputational impact of such action by Public Administrations on properties sold by the Group could have an adverse effect on its business, results of operations, financial condition and prospects.

The Group and/or its directors and employees or other related parties may be subject to claims that can result in legal proceedings.

The Group has regularly sold developed residential real estate properties in the past and intend to continue to sell real estate properties in the future. The nature of its business exposes it to various potential claims from its contractual partners and other third parties, including parties it may not have a contractual relationship with. Any sale or letting of real estate properties is associated with representations and warranties with respect to certain characteristics that the Group makes to the respective purchasers. The obligations arising therefrom continue to exist for several years after a sale is completed. In particular, the Group may be subject to claims for defects, damages, faulty construction or safety violations from purchasers who may assert that the representations and warranties it made to them were either incorrect or that it did violate, or not meet, its contractual obligations. Such allegations may relate to the deficiencies of the Group's real estate properties including, among others, the materials used, failure to comply with agreed deadlines or defective- or non-performance with regard to any contractual obligation.

In addition, the Group and its directors, employees or other related parties may, from time to time, become involved in various legal proceedings (both civil and criminal), arbitration proceedings, investigations, or administrative proceedings, which may involve substantial claims for damages or other payments. The risk of lawsuits is inherent to its business, including in connection with defective performance or non-performance in connection with the sale of any real estate properties, including project developments and the acquisition or sale of real estate properties. Such proceedings may arise, in particular, from the Group's relationships with purchasers, employees, general contractors, contractors, third-party contractors, and other contractual parties, as well as public authorities. In particular, certain of its directors may be subject to personal legal proceedings (and not in their capacity as directors of the Group) with respect to certain historical acquisitions and/or sales of real estate property in Spain. Any adverse judgments or determinations in such proceedings or investigations may distract management from its business activities, require the Group to change the way it conducts real estate activities and may make it necessary to use substantial resources to accomplish settlements, pay fines or other penalties. In addition, costs related to such proceedings may be significant and, even if there is a positive outcome, the Group may have to bear part or all of its advisory and other costs to the extent they are not reimbursable by other parties.

Negative publicity could adversely affect the Group's reputation as well as its business and financial results.

Favorable brand reputation is essential to the Group, and its business and growth strategy are partly dependent on the maintenance of the integrity of the Vía Célere brand and its reputation for quality. Unfavorable media related to its industry, company, brands, marketing, personnel, operations, key suppliers, architects, business performance, or prospects may affect the performance of its business, regardless of its accuracy. The speed at which negative publicity can be disseminated has increased dramatically with the capabilities of electronic communication, including social media outlets, websites, blogs or newsletters. The Group's success in maintaining, extending and expanding its brand image depends on its ability to adapt to this rapidly changing media environment. Adverse publicity or negative commentary from any media outlets could damage its reputation, have a negative effect in its relationship with sellers of land and contractors and reduce the demand for its homes, which could materially adversely affect its business, results of operations, financial condition and prospects.

The Group depends upon its management team and on the expertise of its key personnel, and may be unable to attract and retain a highly skilled and experienced workforce.

The success of the Group's business depends, among other matters, upon the recruitment, development and retention of highly skilled, competent people at all levels of the organization.

The Group's success depends, to a significant degree, upon the continued contribution of its management team, and in particular its Chief Executive Officer, José Ignacio Morales Plaza, who are critical to its overall management as well as its culture, strategic direction and operating model. The Group's ability to retain its management team or to attract suitable replacements is dependent upon competition in the labor market. The unexpected loss of the services of any member of its management team, a limitation in their availability or a failure by the Group to develop a succession plan for its management team could have a material adverse effect on its business, results of operations, financial condition and prospects.

In addition, experienced employees in the homebuilding industry are fundamental to its ability to generate, obtain and manage business opportunities. In particular, local knowledge and relationships are critical to its ability to source attractive land acquisition opportunities. Its success may make its employees attractive hiring targets for competitors, and in order to retain key employees the Group may be required to keep pace with increases in remuneration in the market. Failure to attract and retain such personnel or to ensure that their experience and knowledge is retained within its organization even when they leave, through retirement or otherwise, may materially adversely affect its business, results of operations, financial condition and prospects.

Significant unanticipated costs or revenue shortfalls might arise in relation to the execution of the Group's projects.

The Group is subject to risks related to the cost of executing its projects. Unanticipated costs can arise due to a number of factors, including:

- increases in the acquisition costs in relation to new land plots;
- events affecting its contractors and sub-contractors, such as their insolvency;
- errors, omissions and other human factors (including those of senior management and key personnel);
- increases in costs of building materials (such as lumber, framing, concrete, bricks and steel);
- labor shortages or increases in costs of labor;
- changes in regulation or tax rules;
- increases in costs of sub-contractors and professional services; or
- unforeseen technical and ground conditions (for example, the presence of archaeological artifacts or unforeseen geological characteristics).

Before commencing a development, the Issuer estimates costs based on certain assumptions, estimates and judgments, which may ultimately prove to be inaccurate. In addition, if a contractor or supplier’s cost estimates or quotes are incorrect, including those of its fully integrated project management function where relevant, it may incur additional costs or be required to source products and services at a higher price than anticipated, as well as face delays in its development projects if the estimate is incorrect by a large enough margin that the project is better served by finding an alternative contractor or supplier or managing the construction in house. The Group may be unable to pass on such increases in construction costs, in whole or in part, to customers, especially if they have already entered into purchase contracts, as those contracts generally fix the price of the homes at the time the contracts are signed, which may be well in advance of the construction of the homes.

Any unanticipated costs arising during the execution of the Group's development projects, or a failure to effectively manage them, may result in losses or lower profits than anticipated or cause material construction delays, which could have a material adverse effect on its business, results of operations, financial condition and prospects. In addition, sustained increases in construction costs may, over time, erode its margins, particularly if pricing competition or weak demand restricts its ability to pass additional costs of materials and labor on to homebuyers.

The Group may incur significant costs associated with potential acquisitions that do not proceed to completion.

The Group's growth and profitability depends significantly upon its ability to successfully identify and acquire additional land plots for residential property development that meet its investment criteria. Before making an acquisition, the Group needs to identify suitable opportunities, conduct a due diligence process, investigate and pursue such opportunities and negotiate acquisitions on suitable terms, all of which require significant expenditure prior to consummation of the acquisitions. The Group may incur certain third party costs, including in connection with financing, valuations and professional services associated with the sourcing and analysis of suitable properties. There can be no assurance as to the level of such costs and, given that there can be no guarantee that the Group will be successful in its negotiations to acquire any given property, the greater the number of potential acquisitions that do not reach completion, the greater the likely adverse impact of such costs on its business, financial condition, results of operations and prospects.

The recoverability of the Group's deferred tax assets depends on its future taxable income, which may not materialize as estimated.

As of December 31, 2021, the Group had on and off balance sheet tax credits totaling €677 million, giving right to deferred tax assets for an amount of €169 million (assuming the 25% corporate income tax applicable as of the date of this Information Memorandum), out of which only €75 million are recorded in its consolidated balance sheet. Most of these tax credits are held at the Issuer level, while the rest are at Issuer's subsidiaries level. The Group's management assesses the recoverability of deferred tax assets on the basis of estimates of future taxable profit and current tax regulation.

As of December 31, 2021, a significant portion of the Group's tax credits are net operating losses whose recoverability depends mostly on the Group's capacity to generate future taxable income. Based on the Group's current estimates it expects to generate sufficient future taxable income to achieve the compensation of its net operating, supported by its historical trend of business performance. The Group has not recognized in its balance sheet all the deferred tax assets related to net operating losses (€507 million), but only part of them (€115 million).

However, the Group's current tax credits may be impacted by events and transactions arising in the normal course of business as well as by special non-recurring items or changes in the applicable tax laws. Changes in the assumptions and estimates made by management may result in its inability to recover either its on and off balance sheet tax credits if it considers that it is not probable that taxable profit will be available against which the deductible temporary difference can be utilized. A future change in applicable tax laws or in the composition of the tax group currently formed by the Issuer and some of its subsidiaries could also limit its ability to recover its deferred tax assets. Additionally, currently ongoing or potential future tax audits may affect the recoverability of its deferred tax assets.

If the Group is unable to recover its deferred tax assets, it could have a material adverse effect on its business, results of operations, financial condition and prospects.

The Group's acquisition and divestiture activities may present risks not contemplated at the time of the transactions.

The Group has acquired and may continue to acquire companies that complement its strategic direction. Acquisitions involve significant risks and uncertainties, including:

- the internal control environment of an acquired entity may not be consistent with the Group's standards or with regulatory requirements, and may require significant time and resources to align or rectify;
- inability to successfully integrate the acquired technology, data assets and operations into its business and maintain uniform standards, controls, policies, and procedures;

- inability to realize synergies expected to result from an acquisition;
- disruption of its ongoing business and distraction of management;
- challenges retaining the key employees, customers, resellers and other business partners of the acquired operation;
- unidentified issues not discovered in its due diligence process, including product or service quality issues, intellectual property issues and legal contingencies; and
- failure to successfully further develop an acquired business or technology and any resulting impairment of amounts currently capitalized as intangible assets.

The Group has divested and may in the future divest certain assets or businesses that no longer fit with its strategic direction or growth targets. Divestitures involve significant risks and uncertainties, including:

- inability to find potential buyers on favorable terms;
- failure to effectively transfer liabilities, contracts, facilities and employees to buyers and/or other beneficiaries;
- requirements that the Group retain or indemnify buyers and/or other beneficiaries against certain liabilities and obligations;
- the possibility that it will become subject to third-party claims arising out of such divestiture;
- challenges in identifying and separating the intellectual properties and data to be divested from the intellectual properties and data that it wishes to retain;
- inability to reduce fixed costs previously associated with the divested assets or business;
- challenges in collecting the proceeds from any divestiture;
- disruption of its ongoing business and distraction of management; and
- loss of key employees who leave the Group as a result of a divestiture.

Because acquisitions and divestitures are inherently risky, the Group's transactions may not be successful and may, in some cases, harm its operating results or financial condition. Although the Group typically funds its acquisitions through cash available from operations, if it were to use debt to fund acquisitions or for other purposes, the interest expense and leverage may increase significantly.

The Group's due diligence of acquisitions may not identify all possible risks and liabilities.

Even if an acquisition is completed, there can be no assurance that the due diligence review process carried out by the Group or third parties in connection with such acquisition have revealed, or will in the future reveal, all the risks associated with such acquisition, or the full extent of such risks. Properties it has acquired or may acquire or invest in may have hidden defects that were not apparent at the time of acquisition. Most purchase agreements it has entered into contain indemnity exclusions and limitations. To the extent that the Group underestimates or fail to identify risks and liabilities associated with an acquisition, it may be subject, for example, to risks relating to defects in title or environmental liabilities requiring remediation for which it may not receive any indemnification. Any of these risks may have a material adverse effect on the Group's business, results of operations, financial condition and prospects. Demand for the Group's homes depends on customer preferences for types of accommodation or locations of property and perceptions as to the attractiveness of its projects.

Trends in customer preferences have an impact on demand for new residential properties, and any unanticipated changes in such trends, or its failure to correctly assess such trends, could have a material adverse effect on the Group's business, results of operations, financial condition and prospects. For example, changes to the general consumer interest in purchasing a home compared to choosing other housing alternatives, such as rental housing, could have a material adverse effect on demand for its homes. Over the past ten years, the number of people living in rented accommodation, as opposed to purchased accommodation, has gradually increased in Spain, primarily driven by restricted access to residential mortgage lending, uncertainty regarding the evolution of residential property prices and regulatory changes in taxation.

In addition, events outside of the Group's control may occur that shift customers' perceptions of the attractiveness or quality of its projects, including: (i) preference for a specific neighborhood or location in a certain region (in particular, in a region in which its does not own land), (ii) macroeconomic or employment dynamics that concentrate demand in a specific area (such as the establishment of a large employer in the area) or (iii) preference for a specific home design typology (such as multi-family developments or detached houses). In addition, given the Group's policy of offering customized units to accommodate customer preferences, pursuant to which buyers may make elections on decoration styles, layout and certain premium options, it may be difficult for the Group to sell any customized units to a different buyer in case the initial buyer withdraws. Such units may take longer to sell, may have to be sold at a lower price, or additional re-customization expenses may need to be incurred, all of which could have a material adverse effect on its business, results of operations, financial condition and prospects.

Moreover, uncertainty regarding the evolution of residential property prices may also adversely affect demand for the Group's homes. The general perception among consumers of the continuous increase in property prices over time has, in the past, contributed to an increase in home ownership and demand for new residential property in Spain. However, the 2008 financial crisis and its economic impact in Spain demonstrated that property prices and demand could fall rapidly (and even more so for second homes, which predominate in some of the Group's focus regions). Changes in the attractiveness of an investment in residential property could adversely affect the Group's ability to sell its homes and have a material adverse effect on its business, results of operations, financial condition and prospects.

The Group undertakes certain of its acquisitions and development projects with a business partner, and are therefore subject to the risks associated with joint ownership.

Joint venture arrangements, and any minority stakes it may have in the future, may expose it to the risk that:

- business partners become insolvent or bankrupt, or fail to fund their share of any capital contribution which might be required, which may result in the Group having to pay the business partner’s share or risk losing its investment;
- business partners have economic or other interests that are inconsistent with the Group's interests and are in a position to take or influence actions contrary to its interests and plans, which may create impasses on decisions and affect its ability to implement its strategies;
- disputes develop between the Group and business partners, with any litigation or arbitration resulting from any such disputes increasing its expenses and distracting its management from their other managerial tasks;
- the guarantees and representation letters granted by the Group to secure the financing arrangements relating to these investments are enforced upon the occurrence of a payment default;
- the Group is liable for the actions of business partners in the framework of these joint venture arrangements, with the limitation of the relevant contractual documentation; and
- no consensus is reached in negotiations, which can be prolonged, with business partners to enter into or adopt any joint actions or decisions required for the activity of the partnership;
- a default by a business partner which constitutes a default under mortgage loan financing documents relating to an investment could result in a foreclosure and the loss of all or a substantial portion of the Group's investment.

Any of the foregoing may have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

There is a large stock of unsold houses in Spain which may exert downward pressure on new house prices.

The end of the housing bubble in 2007 led to a significant oversupply of new housing in Spain which has resulted in the accumulation of a large stock of unsold houses. This, together with the selling pressures being exerted on financial institutions by the bank regulation measures relating to their real estate repossessions, and the significant new players in the market with plans to ramp up the supply of new housing stock, continues to exert downward pressure on new house prices and may have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

The Group's pre-sales may not materialize on the terms agreed, if at all.

The Group's pre-sales for a given development may not materialize on the terms agreed, if at all, following withdrawal of buyers or the cancellation of existing reserve contracts for other reasons. For example, the Group may not be able to perform its obligations under its reserve contracts due to various reasons such as an increase in costs making the development not viable, not being able to obtain the construction license and not reaching the level of pre-sales necessary to launch the development (generally 30-50% of the units to be developed) or not completing the development per the agreed timetable. In such cases, the Group may need to refund its customers for the funds that they had advanced or its customers may terminate their contracts or seek to renegotiate the terms of their contracts to obtain more favorable terms and it may also be required to compensate these customers. The occurrence of any of these events could affect the Group's pre-sales and eventual revenue and have a material adverse effect on its business, results of operations, financial condition and prospects.

Land and real estate properties can be illiquid assets and can therefore be difficult to sell.

The Group has a sizeable land bank in Spain and, as a result, it is highly exposed to changes in prices of land. Land and real estate properties can be relatively illiquid, meaning that they may not be easily sold and converted into cash. Moreover, the Group's Strategic Land is significantly more difficult to sell than its Fully Permitted Land. Although the Group acquires land plots for development purposes in connection with its development business and generally expect to sell such assets in the form of residential units following development, the Group may seek to, or be required to, sell entire land plots in certain circumstances, including situations due to changes in development plans, failure to obtain regulatory approvals, its decision not to proceed with the development, changes in economic or property market conditions or financial distress. In addition, it may also selectively sell land plots in order to increase margins by taking advantage of opportunistic sale conditions and/or to accelerate consolidation in areas where it owns several plots. Land illiquidity may affect the Group's ability to value, or dispose of or liquidate part of, its land bank in a timely fashion and at satisfactory prices when required or desirable and it may incur additional costs until it sells the land. This could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

The Group may suffer uninsured losses or suffer material losses in excess of insurance proceeds.

While the Group has, and many of its contractors have, general liability, property, workers compensation and other business insurance, such insurance policies are intended to protect the Group's against only a portion of its risk of loss from claims, subject to certain self-insured retentions, deductibles and coverage limits. Accordingly, it is possible that its insurance will not be adequate to address all warranty, construction defect and liability claims to which it is subject. Additionally, the coverage offered and the availability of general liability insurance for construction defects are currently limited, and policies that can be obtained are costly and often include exclusions based upon past losses those insurers suffered.

As a result of the above, damage to the Group's properties or developments could result in losses which may not be fully compensated by insurance. In addition, certain types of risks may be, or may become, either uninsurable or not economically insurable, or may not be currently or in the future covered by its insurance policies. In addition, the Group could be liable to repair damage to a property or development or construction defects caused by uninsured risks out of its own funds. The Group would also remain liable for any debt or other financial obligation related to the affected property, even if the property is no longer available for its intended use. Any of the foregoing could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

Natural disasters and severe weather conditions could delay deliveries of projects and increase costs of new homes in affected areas, which could harm the Group's sales and results of operations.

Natural disasters, such as hurricanes, tornadoes, floods, earthquakes, and other adverse weather and climate conditions; unforeseen public health crises, such as future pandemics and epidemics similar to the COVID-19 pandemic; political crises, such as terrorist attacks, war, and other political instability; or other catastrophic events, whether occurring in Spain or internationally, could disrupt the Group's operations. In particular, these types of events could delay new home deliveries, increase costs by damaging inventories and lead to shortages of labor and materials in areas affected by the disasters, and can negatively impact the demand for new homes in affected areas. If the Group's insurance does not fully cover business interruptions or losses resulting from these events, the Group's results of operations could be adversely affected.

To the extent that such events were to result in the closure of one or more of the Group's buildings or construction sites, the Group's business, results of operations, financial condition and prospects could be materially adversely affected. In particular, acts of terrorism could result in the Group experiencing a decline in its revenue if customers are deterred from viewing homes in general or if its homes, due to their location, are perceived to be particularly at risk from such acts of terrorism. In addition, any of these events could result in price increases for, or shortages of, fuel, delays in new home deliveries, and/or temporary or long term disruption to its labor supply. In addition, these events can have indirect consequences such as increases in the cost of insurance if they result in significant loss of property or other insurable damage. Moreover, the Group's disaster recovery plans may be insufficient to cope adequately with such unforeseen circumstances. To the extent any of these events occur, the Group's business, results of operations, financial condition and prospects could be materially adversely affected.

The Group is dependent on information technology systems, which may fail, be inadequate to the tasks at hand or be subject to cyberattack.

The Group is dependent on sophisticated information technology ("**IT**") systems, including in relation to its internal reporting and the sale of its projects. IT systems are vulnerable to a number of problems such as software or hardware malfunctions, malicious hacking, physical damage to vital IT centers and computer viruses. IT systems need regular upgrading, and the Group may implement new systems; it may be unable to implement necessary upgrades or new systems effectively, on a timely basis or at all, and upgrades may not function as anticipated.

The Group also collects and retain large volumes of internal and customer data, including credit card numbers and other personally identifiable information during the normal course of business. Using its various information technology systems, the Group enters, process, summarizes and reports such data. It also maintains personally identifiable information about its employees. The integrity and protection of the Group's customer, employee and company data is critical to its business. The Group's customers and employees expect that it will adequately protect their personal information, and the regulations applicable to security and privacy are increasingly demanding in jurisdictions where the Group operates. Failure to protect the Group's operations from cyber-attacks could result in the loss of sensitive information, which could result in reputational damage, litigation and remediation costs.

Threats to IT systems are increasingly sophisticated and there can be no assurance that the Group will be able to prevent all threats. Although the Group has a business continuity plan in place and it maintains back-up systems for its operations, it may also incur costs as a result of any failure of its IT systems. A major disruption to the Group's IT systems could have a material adverse effect on its business, results of operations, financial condition and prospects.

A future decline in land values could result in significant impairments.

Inventory risks are inherent to the Group's business. There are risks derived from controlling, owning and developing land and if housing demand declines, the Group may own land or home sites it acquired at costs it will not be able to recover fully, or on which the Group cannot build and sell homes profitably. Also, there can be significant fluctuations in the value of the Group's owned undeveloped land, building lots and any future housing inventories as a result of changes in market conditions. The Group has in the past and could in the future, if market conditions deteriorate significantly, be required to recognize significant impairments with regard to its land inventory, which would decrease the asset values reflected on its consolidated statement of financial position and adversely affect its earnings and its total equity. In addition, the Group may have to sell homes or land for lower than anticipated profit margins, which could have a material adverse effect on its business, results of operations, financial condition and prospects.

Changes in demographic patterns may adversely affect demand for the Group's homes.

Long-term demand for new residential property is directly related to, inter alia, population growth and the rate of new household formation. These trends, along with the general perception among consumers of the continuous increase in property prices over time, have, in the past, contributed to an increase in home ownership and demand for new residential property in Spain. Population in Spain, which growth was one of the main drivers of the real estate boom that ended in 2007, decreased from 2012 to 2016. (Source: INE, 2020). Although, according to INE’s forecasts, population in Spain will continue to increase in coming years from 47.3 million in 2020 to 48.3 million in 2034/2035, decrease in residential property demand due to any future population decrease (including as a result of changes in foreign and intra-country immigration trends), lower levels of household formation (including as a result of a decrease in the divorce rate) and other demographic changes in the regions where the Group operates could adversely affect demand for its homes and have a material adverse effect on its business, results of operations, financial condition and prospects.

The Group acquires some of its land bank through non-performing loans and, as a result, it faces specific risks related to these investments, in particular in relation to the execution of the guarantee of the loans.

As a property acquisition strategy, the Group occasionally purchases non-performing loans secured by land with the intention to enforce the collateral on such loans, acquiring the related land.

Investments in non-performing loans entail the risk that the Group may be unable to acquire the underlying collateral or that such acquisition could take longer than expected or entail additional unexpected costs. In addition, in the event that the Group is unable to acquire the underlying land, the value of the assets may be reduced. Investments in non-performing loans may also be adversely affected by local laws relating to, among other matters, fraudulent conveyances, voidable preferences, lender liability or an insolvency court's discretionary power to disallow, subordinate or disenfranchise certain claims. Any of the foregoing may have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

Real estate appraisals with respect to the Group's property portfolio may not reflect the current market values of its portfolio because determining such values is an inherently subjective process.

Savills has prepared the Valuation Report (as defined in section 2.4 of this Information Memorandum) on the basis of certain valuation methodologies and assumptions regarding the Spanish real estate market and its portfolio as of December 31, 2021. Valuations of the Group's property portfolio have a significant effect on its financial standing on an ongoing basis and on its ability to obtain further financing.

The valuation of real estate, including those contained in the valuation reports referred to above, is inherently subjective and subject to uncertainty, in part because land and property valuations are made on the basis of assumptions which may not prove to be accurate, and in part because of the individual nature of each land and property. For example, the Valuation Report includes assumptions as of and prior to the date of Valuation Report as to land tenure, lawful construction and the absence of land contamination or adverse site or soil conditions based in part on information provided by the Group and which may have varied if made as of the date of Information Memorandum. Therefore, land and property valuations might not accurately reflect the market value of its portfolio at a given date.

In addition, the valuations contained in the Valuation Report are stated as of December 31, 2021, and although the Issuer believes there has been no material change to the aggregate market value of its properties, there can be no assurance that these figures accurately reflect the market value of its properties as of any other date. The market value of its properties may decline significantly over time due to various factors. In addition, the values ascribed by Savills should not be taken as an indication of the amounts that could be obtained by the Group upon disposal of such properties, whether in the context of the sale of individual properties or the portfolio as a whole.

The Group uses a number of estimates and assumptions in the preparation of its financial statements, which could prove to be incorrect.

The preparation of the Group's financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various other factors that are considered by management to be reasonable under the circumstances at the time. These estimates and assumptions form the basis of judgments about the carrying values of assets and liabilities that are not readily available from other sources.

Homebuilders are subject to complex and substantial regulations of which the application, interpretation or enforcement are subject to change.

The residential communities and multi-family developments that the Group builds are subject to a large variety of national, regional and local laws, regulations and administrative requirements relating to, among other things, zoning, construction permits or entitlements, construction materials, density, building design and property elevation and building codes. These include laws requiring the use of construction materials that reduce the need for energy-consuming heating and cooling systems. In some instances, the Group must also comply with laws, regulations or orders of the relevant authorities, that require commitments from the Group to provide roads and other offsite infrastructure (such as parks and other public improvements), and may require them to be in place prior to the commencement of new construction.

Residential homebuilding and apartment development are also subject to a variety of laws, regulations and administrative requirements concerning the protection of health and the environment. These environmental laws include such areas as waste handling, water management, groundwater and wetlands protection, subsurface conditions and air quality protection and enhancement. Environmental laws and existing conditions may result in delays, may cause the Group to incur substantial compliance and other costs and may prohibit or severely restrict homebuilding activity in environmentally sensitive regions or areas.

These laws, regulations and administrative requirements often provide broad discretion to the relevant authorities and may result in fees and assessments or building moratoriums. Material changes in relevant laws, regulations or administrative requirements, or the interpretation thereof, or delays in such interpretation being delivered, may delay or increase the cost of the Group's development activity or prevent the Group from selling residential units already developed. In particular, changes in (but not limited to) the following areas could have a significant adverse impact on the Group's business and operating results: requirements to provide subsidized housing; planning or urbanization requirements; law regarding land classification; building regulations, including functionality, safety and habitability requirements applicable to new developments; insurance regulations; labor or social security laws; health and safety regulations; tax regulations; environmental and sustainability requirements or any rental market applicable regulation. Any of the foregoing factors could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

The construction of new developments involves health, safety and environmental risks.

Operating in the homebuilding industry poses certain HSE-related risks. A significant HSE incident at one of the Group's developments could put the Group's employees, contractors, sub-contractors or the general public at risk of injury or death and could lead to litigation, significant penalties, delays in the construction or damage to the Group's reputation (which could, in turn, have a negative impact on its ability to generate new business).

In addition, the Group may be liable for the costs of removal, investigation or remediation of hazardous or toxic substances located on, under or in a property currently or formerly owned by the Group, whether or not it caused or knew of the pollution. The costs of such removal, investigation or remediation or those incurred for the Group's defense against HSE claims may be substantial, and they may not be covered by warranties and indemnities from the seller of the affected land or by its insurance policies. They may also cause substantially increased costs or delays in developments. The presence in the Group's developments of non-HSE-compliant substances, or the failure to remove such substances, may also adversely affect its ability to sell the relevant developments' units. Furthermore, laws and regulations may impose liability for the release of certain materials into the air, water or earth and such release may form the basis for liability to third persons for personal injury or other damages as well as potential criminal liability.

Any breach of HSE compliance, including any delay in responding to changes in HSE regulations, particularly in light of evolving EU standards and potential new implementing legislation, may result in penalties for non-compliance with relevant regulatory requirements. Monitoring and ensuring HSE best practices may become increasingly expensive for the Group in the future, and HSE risks may become more acute as the Group undertakes larger-scale projects, or during periods of intense activity. Any of the foregoing could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

Changes in certain laws and regulations may affect demand for the Group's homes.

Demand for the Group's homes may be directly or indirectly affected by a number of laws, regulations and government policies establishing provisions in relation to, amongst other, real estate property regarding lending, appraisal, foreclosure and short sale practices, leases (including moratoriums and reductions), eviction of illegal occupants, government mortgage loan programs, down payment assistance programs and control of lease prices by public authorities.

These measures may hinder the attractiveness of the Group's products for customers who wish to purchase in order to rent (buy-to-let) such assets given the limitations to eviction of defaulting tenants, to the renewal of contractual terms (including rental prices) or the ability of landlords to obtain payments as agreed in full and/or in a timely manner. Despite their temporary nature, it is possible that the validity period of any of the measures introduced as a consequence of the COVID-19 pandemic is extended, or that new measures impacting demand for the Group's products or its business in general are introduced in the future.

Furthermore, increases in personal income tax rates have in the past adversely affected demand for residential properties. In addition, taxes and duties relating to the acquisition of real estate property (such as value added tax ("**VAT**") incurred in the acquisition of new residential property) are an important part of the cost of acquiring or owning a home, and an increase in such taxes may have a material adverse impact on demand for residential property. As a result, the Group's real estate activity can be affected by direct and indirect taxation, in particular transfer taxes, stamp duties, real estate property taxes and Value Added Tax, which is subject to the interpretation and scrutiny of the corresponding Spanish tax authorities (whether national, regional, or local).

Spanish state, regional or local tax regulations may have a material impact on the Group's business.

Given the Group's business, it is regularly involved in the acquisition, development and disposal of real estate assets in Spain. As a result, the Group and its customers are subject to direct and indirect taxation (i.e. transfer taxes, stamp duties, real estate property taxes and Value Added Tax), which is subject to changes in the state, regional or local tax regulations and to the interpretation or scrutiny of the corresponding Spanish tax authorities. Although the Issuer believes that it is in material compliance with applicable tax laws (including in connection with its real estate and financing activities), it may be subject to a reassessment by the Spanish tax authorities and, in that event, it cannot be disregarded that such tax authorities' interpretation of tax laws may differ from the Group's. In this respect, the Spanish tax authorities are entitled to initiate a tax review within the statute of limitation period of, generally, four fiscal years.

Some autonomous communities have enacted regulations containing specific measures to avoid empty housings (creating new taxes for empty residences, increasing the real estate tax of empty residences, mandatory leases and even the possibility of imposing fines or of expropriating the residence). The Group cannot discard the possibility that such reassessments may materially affect its business, results of operations, financial condition and prospects.

If the Group fails to implement and maintain an effective system of internal controls, it may not be able to accurately determine its financial results or prevent fraud or violations of applicable regulations, such as those related to money laundering or bribery.

Effective internal controls are necessary for the Group to provide reliable financial reports and effectively prevent fraud or violations of applicable regulations, such as those related to money laundering or bribery. The Group may in the future discover areas of its internal controls that need improvement. It cannot be certain that it will be successful in maintaining adequate internal control over its financial reporting and financial processes. Furthermore, as the Group grows its business, its internal controls will become more complex, and it will require significantly more resources to ensure its internal controls remain effective. Additionally, any lack of internal controls or the existence of any material weakness or significant deficiency in internal controls would require management to devote significant time and incur significant expense to remediate any such lack or any material weakness or significant deficiency and management may not be able to remediate any such lack or material weakness or significant deficiency in a timely manner. Moreover, the Group has recently made acquisitions and may acquire other companies in the future, and the internal control environment of an acquired entity may not be consistent with its standards or with regulatory requirements, and may require significant time and resources to align or rectify. The existence of any material weakness in its internal control over financial reporting could also result in errors in the Group's financial statements that could require it to restate its audited consolidated annual accounts and cause it to fail to meet its reporting obligations, all of which could have a material adverse effect on its business, results of operations, financial condition and prospects.

The Group may be subject to intentional and unintentional disruption, and its confidential information may be misappropriated, stolen or misused, which could adversely impact its reputation and future sales.

The Group's website and internal and external systems may be subject to intentional and unintentional disruption, and its confidential information may be misappropriated, stolen or misused, which could adversely impact its reputation and future sales. The Group could be a target of cyber-attacks designed to penetrate its network security or the security of its internal and external systems, misappropriate proprietary information, commit financial fraud and/or cause interruptions to its activities, including a reduction or halt in its production. Such attacks could include hackers obtaining access to, or control of, the Group's operating or production systems, the introduction of malicious computer code or denial of service attacks. If an actual or perceived breach of the Group's network security occurs, it could adversely affect its business or reputation, and may expose it to the loss of information, litigation, possible liability and expose its employees, contractors or agents and clients to the risk of death or personal injury. Such a security breach could also divert the efforts of the Group's technical and management personnel. In addition, such a security breach could impair the Group's ability to operate its business. If this happens, the Group's reputation could be harmed, its revenue could decline and its business could suffer.

In addition, confidential information that the Group maintains may be subject to misappropriation, theft and deliberate or unintentional misuse by current or former employees, third-party contractors or other parties who have had access to such information. Any such misappropriation and/or misuse of its information could result in the Group among other things, being in breach of certain data protection and related legislation and being subject to significant fines, including, for example under the upcoming EU General Data Protection Regulation. The Group expects that it will need to continue closely monitoring the accessibility and use of confidential information in its business, educate its employees and third-party contractors about the risks and consequences of any misuse of confidential information and, to the extent necessary, pursue legal or other remedies to enforce its policies and deter future misuse.

Soil contamination affecting its current land bank which the Group is not aware of could drive to a partial or total impairment of its value.

During the construction of the Group's homes, it may encounter unexpected environmental issues such as the discovery of contaminated soil not identified by the soil samples, analysis and investigations conducted during the planning phase, which may result in the violation of environmental laws and regulations. As a result, the Group may be required to commence new authorization procedures and may be subject to lengthy legal and administrative proceedings. Failure to complete the construction projects within the planned timeframe and/or budget could have a material adverse effect on the Group's business, financial condition and results of operations.

1.2. Risks relating to the Group's indebtedness

The Group's substantial leverage and debt service obligations could adversely affect its business and prevent the Issuer from fulfilling its obligations with respect to the Commercial Paper Notes.

The Group is and will continue to be highly leveraged. The degree to which the Group will continue to be leveraged could have important consequences to holders of the Commercial Paper Notes, including, but not limited to:

- making it difficult for the Issuer to satisfy the Group's obligations with respect to the Commercial Paper Notes;
- increasing the Group's vulnerability to, and reducing its flexibility to respond to, general adverse economic and industry conditions;
- requiring the dedication of a substantial portion of the Group's cash flow from operations to the payment of principal of, and interest on, indebtedness, thereby reducing the availability of such cash flow to fund working capital, capital expenditure, acquisitions, joint ventures or other general corporate purposes;
- limiting Group's flexibility in planning for, or reacting to, changes in its business and the competitive environment and the industry in which we operate;
- increasing the Group's vulnerability to general economic downturns, including any downturn that results from the ongoing COVID-19 pandemic, and industry conditions and limiting its ability to withstand competitive pressure;
- restricting the Group from exploiting business opportunities or making acquisitions or investments;
- placing the Group at a competitive disadvantage compared to competitors with lower leverage; and
- limiting the Group's ability to borrow additional funds and increasing the cost of any such borrowing.

Any of these or other consequences or events could have a material adverse effect on the Group's ability to satisfy its debt obligations, including the Commercial Paper Notes.

The Group expects to incur additional indebtedness in the future.

The Group has historically relied on external funding to acquire land and for construction and expects to incur additional debt in the future. By way of example, in March 2021 the Issuer completed a 5.25% senior secured green notes issuance for an amount of €300,000,000 due on 1 April 2026 (see section 2.3 of this Information Memorandum). The indebtedness that the Group has incurred, or that it may incur in the future, could reduce its financial flexibility. If certain extraordinary or unforeseen events occur, including a breach of financial covenants, the Group's borrowings and any hedging arrangements that the Group may have entered into may be repayable prior to the date on which they are scheduled for repayment or could otherwise become subject to early termination. If the Group is required to repay borrowings early, the Group may be forced to sell assets when the Group would not otherwise choose to do so and below its expected prices in order to make the payments and it may be subject to prepayment penalties. The Group's ability to raise additional debt in the future may impact its ability to engage in developments and acquire new land. The Group may find it difficult or costly to refinance indebtedness as it matures, and if interest rates are higher when the indebtedness is refinanced, its costs could increase.

In addition, the use of leverage may increase the Group's exposure to adverse economic factors such as rising interest rates (with a corresponding negative impact in its margins). Other adverse economic factors that affect the use of leverage may increase the Group's exposure to downturns in the economy and deterioration in the condition of its investments and/or the Spanish real estate and banking sectors. All of these factors could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

Moreover, the Group's obligations under certain of its financing agreements are secured through security interests such as mortgages over real estate assets (in particular, as of December 31, 2021, land plots with an aggregate GAV of €535 million were securing asset-level debt).

Spanish tax legislation may restrict the deductibility, for Spanish tax purposes, of all or a portion of the interest on our indebtedness, thus reducing the cash flow available to service our indebtedness

As of the date of this Information Memorandum, the Spanish Corporate Income Tax Law contains a general limitation on the deductibility of certain net financial expenses incurred by a Spanish Corporate Income Tax taxpayer (or by the Corporate Income Tax consolidated group to which such entity belongs) exceeding 30% of its annual operating profit (defined as EBITDA (as defined for tax purposes subject to certain adjustments)); €1 million will be deductible in any case. Deductible interest after the application of these limitations is referred to as the "Maximum Threshold".

The apportionment of non-deducted interest in a given fiscal year may be deducted in the following fiscal years, subject to the Maximum Threshold in each subsequent fiscal year. If the amount of net financial expenses in a given fiscal year is below the Maximum Threshold, the difference between the net financial expenses deducted in that year and the Maximum Threshold may increase such Maximum Threshold in the immediate subsequent 5 years.

The impact of these rules on the Group's ability to deduct interest paid on indebtedness could increase the Group's tax burden and therefore negatively impact the Group's business, financial position, results of operations and prospects.

1.3. Risks relating to the Commercial Paper Notes

Market risk

The Commercial Paper Notes are fixed income securities and their market price is subject to potential fluctuations, mainly due to the evolution of interest rates. Therefore, the Issuer cannot guarantee that the Commercial Paper Notes will be negotiated at a market price equal to or greater than their subscription price.

Credit risk

The Commercial Paper Notes are guaranteed by the Issuer's total net worth, but will not be secured or guaranteed by any type of *in rem* security or third party guarantee. The credit risk arises from the potential inability of the Issuer to comply with its obligations arising from the Commercial Paper Notes and involves the possible loss that a full or a partial breach of these obligations could cause. Additionally, the Issuer's total net worth may vary from time to time as a result, for example, of dividend distributions or corporate reorganizations that will not require the consent of the holders of the Commercial Paper Notes.

Liquidity risk

Investors are exposed to the risk of being unable to find a counterparty for the securities when they want to sell the Commercial Paper prior to maturity. Even though the Issuer will apply for admission (*incorporación*) of the Commercial Paper Notes to be issued under the Programme to mitigate this risk, it cannot guarantee there will be active trading on the market. In this regard, the Issuer points out that it has not signed any liquidity contract and consequently there is no entity obliged to list put and call prices. Consequently, investors may not find a counterparty for the securities.

The Commercial Paper Notes will not be rated. Risk that the Issuer's credit rating may vary

The Commercial Paper Notes issued under this Programme will not be rated. However, the Issuer is rated "B" with stable outlook by Standard & Poor's as of 13 May 2022 and "BB-" by Fitch Ratings as of 23 May 2022. The Issuer's credit rating, or to the extent that any credit rating agencies assign credit ratings to the Commercial Paper Notes, may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Commercial Paper Notes. A rating or the absence of a rating is not a recommendation to buy, sell or hold securities.

Credit rating agencies continually revise their ratings for companies that they follow, including the Issuer. Any ratings downgrade could adversely affect the market price of the Commercial Paper Notes or the trading market for the Commercial Paper Notes, to the extent a trading market for the Commercial Paper Notes develops. The condition of the financial and credit markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future.

Clearing and settlement

The Commercial Paper Notes will be registered with Iberclear in book-entry form (*anotaciones en cuenta*). Consequently, no physical notes will be issued. Clearing and settlement relating to the Commercial Paper Notes, as well as redemption or adjustment of principal amounts, will be performed within Iberclear's account-based system. Holders are therefore dependent on the functionality of Iberclear's account-based system. Title to the Commercial Paper Notes will be evidenced by book entries (a*notaciones en cuenta*), and each person shown in the Spanish Central Registry (*Registro Central*) managed by Iberclear and in the registries maintained by the Iberclear members as being a holder of the Notes shall be (except as otherwise required by Spanish law) considered the holder of the principal amount of the Commercial Paper Notes recorded therein.

The Issuer will discharge its payment obligation by making payments through Iberclear. Holders of the Commercial Paper Notes must rely on the procedures of Iberclear and the Iberclear members to receive payments. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, holders of the Commercial Paper Notes according to book entries and registries as described above. In addition, the Issuer has no responsibility for the proper performance by Iberclear or the Iberclear members of its obligations under their respective rules and operating procedures.

Exchange rate risks and exchange controls for investors

All the Commercial Paper Notes under the Programme will be denominated in euros. This may involve certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency other than the euro. These include the risk that exchange rates may significantly change (including changes due to devaluation of the euro or revaluation of the investor's currency) and the risk that authorities with jurisdiction over the investor's currency may impose or modify exchange controls. An appreciation in the value of the investor's currency relative to the euro would decrease (i) the investor's currency equivalent yield on the Commercial Paper Notes; (ii) the investor's currency equivalent value of the amount payable on the Commercial

Paper Notes; and (iii) the investor's currency equivalent market value of the Notes. Government and monetary authorities in some countries may impose, as some have done in the past, exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less amounts than expected.

Risks arising in connection with the Spanish Insolvency Law

In accordance with the classification and order of priority set forth in the restated text of the Insolvency Law, approved by the Royal Law Decree 1/2020 of 5 May, (*Real Decreto Legislativo 1/2020, de 5 de mayo, por el que se aprueba el texto refundido de la Ley Concursal*) (the "**Insolvency Law**") in case of insolvency of the Issuer (*concurso*), credits held by investors as a result of the Commercial Paper shall rank behind privileged credits, but ahead of subordinated credits (unless they qualify as subordinated credits under Article 281 of the Insolvency Law). See Section 11 of this Information Memorandum.

In accordance with Article 281 of the Insolvency Law, the following are deemed to be subordinated credits, among others:

- Credits that, having been lodged late, are included by the insolvency administrators in the creditors list, as well as those which, not having been lodged, or having been lodged late, are included in such list subsequent communications or by the judge when deciding in relation to the contestation thereof.
- Credits held by any of the persons especially related to the debtor, as referred to in Article 283 of the Insolvency Law.

Enforcement risk

Enforcement of the Commercial Paper Notes against the Issuer, and particularly court enforcement, may not secure prompt and full redemption of the Commercial Paper Notes, in view of the statutory procedural mechanics to be followed in accordance with Spanish regulation and the potential excessive workload of the Spanish relevant court. This risk may be substantially increased in case of insolvency of the Issuer.

2. FULL NAME OF THE ISSUER, ADDRESS AND IDENTIFICATION DATA

2.1. Issuer's general information

The full name of the Issuer is VÍA CÉLERE DESARROLLOS INMOBILIARIOS, S.A.U.

The Issuer is a public limited liability company (*sociedad anónima unipersonal*), formed under the laws of Spain on August 16, 1989, having its registered office at calle Ulises, 16-18, floors 6 and 7, 28043, Madrid, Spain and registered with the Commercial Registry of Madrid, under Volume 34645, Page 111, Sheet M-623073, and holder of Tax Identification Number A-36111391 and LEI code 9598003HCBBUMJ9HTD63.

The issued share capital of the Issuer as of the date of this Information Memorandum amounts to €411,161,118 divided into 68,526,853 fully paid-up shares of face value of €6 each.

The website of the Issuer is https://www.viacelere.com.

2.2. The Issuer's corporate purpose and activity

In accordance with the provisions of Article 2 of the Bylaws, the corporate purpose of the Issuer is as follows: the development of all types of buildings of a real estate nature; the construction, in general, whether for its own account or on behalf of third parties - individuals or legal entities, public or private, on an administrative, contractual or any other basis - of all types of buildings and the carrying out of any type of works; the construction of buildings to be sold as a whole or by flats; the purchase and sale of construction, urban development and gardening equipment, the performance and execution of public works in general, of all kinds of works of this nature, either directly or under concessions, contracts or authorizations from public or private bodies; the purchase and sale of all kinds of movable and real estate, rural or urban, and the leasing of all kinds of property.

The activities included in the corporate purpose may be carried out indirectly by the Issuer through its shareholdings in companies or entities with different legal status.

Likewise, the Issuer may subscribe, purchase and by any title acquire shares and/or equity interests in other public limited and/or private limited companies, even if their corporate purpose does not coincide with that of the Issuer, and may also, as such a company, set up new public limited or private limited companies with other individuals or legal entities, whatever the corporate purpose or lawful business activity established for the newly created companies.

2.3. Issuer's history and milestones

The Group is a leading homebuilder in Spain by units delivered and is in part the result of the acquisition of various companies. The Issuer was originally formed as Confecciones Udra, S.A. in 1989. Following a series of name changes, spin-offs and acquisitions over in the ensuing decades, as described below, in 2015 Maplesville Invest, S.L.U., an entity controlled by certain funds managed by Värde Partners, Inc., as well as other investors, acquired a majority stake in the Issuer.

Under the sponsorship of funds managed by Värde Partners, Inc, the Issuer acquired several land plots and in February 2017, it acquired and successfully integrated the Vía Célere's Spanish business, and Maywood Invest, S.L.U., thus deepening its exposure to the Spanish residential development market. In such year, it also undertook a corporate reorganization to spin-off its former commercial real estate sales and leasing business into Dospuntos Asset Management, S.L., a newly incorporated company, which shares were subsequently distributed to the shareholders of the Issuer, and, therefore, the Group focus solely on residential real estate development.

In September 2018, the Issuer signed certain agreements with Myjoja Inversiones, S.L., some vehicles of the Värde Partners, Inc and Aelca for which the parties agreed to carry out:

(i) the acquisition by the Issuer of shares held by Myjoja (around 10-20%) in Promyva Inmuebles, S.L., Myvain Inmuebles, S.L., Nalentia Urbana, S.L., Invamy Urbana, S.L., Nirbe Inmuebles, S.L., Nirbe Meseta, S.L. and Nirbe Costa Norte, S.L. (the parent companies);

(ii) the acquisition by the Issuer of 100% of the ownership of some subsidiaries of Aelca; and

(iii) the merger by absorption of the Issuer (as absorbing entity) with the parent companies and its subsidiaries (as absorbed entities), by means of simultaneous execution and in unity of act, with extinction of all of them and block transfer of their respective assets to the absorbing entity, which acquires by universal succession the totality of the rights and obligations of the former.

In consideration of the merger transaction that took place in January 2019, the Group increased its volume of assets under development by 53% allowing it to become a leading pure-play residential house builder in Spain with 21,189 residential potential units, a land bank of approximate GDV of €5,523 million and a GAV of €1,770 million, as of 31 December 2020.

The Group has a highly experienced management team with an extensive track-record in the homebuilding sector in Spain who continue to expand the Group's growth in deliverables and construction. The Group's management team has worked together across multiple cycles with José Ignacio Morales Plaza as current Chief Executive Officer, previously acting as the Group's Chief Financial Officer. With 25 years of experience, Mr. Morales' leadership and knowledge of the Group's industry enables the Group's team to work together in an efficient and well-coordinated manner, has led the Group to optimize and fully control its value chain, where its expertise in land transformation, project auditing, construction management and customer care granting the Group high client recognition, all of which has contributed to the Group's excellent customer satisfaction rating with 93% of buyers saying they would recommend Vía Célere (based on the post-sales customer surveys conducted at the moment of signing from 2007). With 15 years of experience, the Group's Chief Financial Officer Jaime Churruca Azqueta has previously served as Head of Corporate Development and Investor Relations at the Issuer. The Group's Head of Build-to-Sell Miguel Ángel González has over 17 years of experience in the sector and together with rest of the management team leads the Group's network of regional managers and in-house development specialists with decades of experience and strong relationships with key partners at each stage of the process.

Since the Group's consolidation in 2017, it has continued to expand its geographic reach across Spain. During this time it expanded its capabilities in the land permitting process and built its strong platform. Despite the negative impact COVID-19 had on the real estate industry in Spain. The Group reached its highest figure of deliveries in its history in 2021, with 1,938 units delivered, which demonstrates the continued demand for its homes in the new post-COVID-19 environment. As of December 31, 2021 it had pre-sold 2,664 BTS units, comprising an order book value of nearly €709 million. As of 31 December 2021, the Group had 2,756 BTS units under construction. Additionally, as of 31 December 2021, the Group had 2,178 additional units already under commercialization. The Group has 18,717 potential units in the Spanish market spread over 23 provinces (including Portugal). The Group has started the construction of its first BTR portfolio during 2021, with 1,611 units WIP and additional 388 units with license granted as of 31 December 2021.

In March 2021, the Issuer completed a 5.25% senior secured green notes issuance for an amount of €300,000,000 (the "**Senior Secured Green Notes**") due on 1 April 2026. The Senior Secured Green Notes are admitted to trading on the Global Exchange Market (GEM), a multilateral trading facility of the Irish Stock Exchange (Euronext Dublin). The net proceeds obtained from the offering of the Senior Secured Green Notes have been/will be allocated to (i) redeem existing debt of the Issuer for an amount of €120,000,000; (ii) for general corporate purposes of the Issuer; and (iii) to cover any costs and pay any fees relating to the offering. The Issuer announced that it will allocate an amount equal to the net proceeds from the offering to eligible Green projects, as defined under the "Green Bond Framework" of the Group available at https://www.viacelere.com.

In the context of the issuance of the Senior Secured Green Notes, all shareholders of Vía Célere contributed their shares to a newly-incorporated company named Vía Célere Holdco, S.L. which as of the date of this Information Memorandum is the sole shareholder of the Issuer and the parent company of the Group (see section 2.6 of this Information Memorandum).

2.4. Overview of the business of the Issuer and its Group

The Group is one of the leading developers of residential homes in Spain based on units delivered, as of 31 December 2021, with 1,938 units delivered in 2021. Its core business is the acquisition and development of land in Spain for residential purposes, and its main product is multi-family developments targeted at the mid-to mid-high segment of the Spanish housing market for primary residences (with an ASP[6] for the year ended 31 December 2021 of €283,000). The Group has a high-quality and well-located land bank which, as of 31 December 2021, had the estimated capacity to support the development of 18,744 potential units.

The Group has three business lines:

1) Build-to-sell ("**BTS**") is focused on the development and sale of primary residences in multi-family developments, and has been its main line of business since inception and is currently the cornerstone of its strategy.

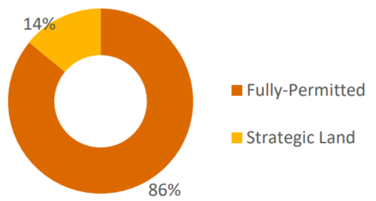
2) Build-to-rent ("**BTR**") is focused on the development of rental real estate to capitalize on the increasing demand for rental homes. The Group is focused on the development and divestment of BTR units on (or shortly after) completion, and do not intend to undertake the asset management and rental of these units in the long term. The Group targets institutional investors as purchasers of rental property developments who will operate the units as rental properties.

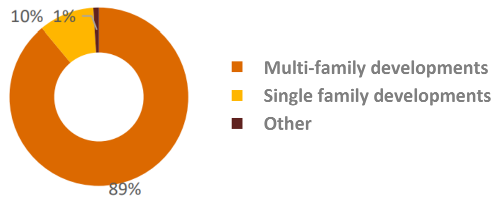
3) Land management is a complementary activity to support growth in the BTS and BTR divisions that leverages its capabilities to transform "Strategic Land" (defined as land suitable for development) into "Fully Permitted Land" (land with the reallotment project approved). Fully Permitted Land feeds one of the other main activities, with the optionality of selling land plots with a value maximization and asset rotation approach.

Based on the valuation report prepared by Savills Aguirre Newman Valoraciones y Tasaciones, S.A.U. (Savills) on 15 February 2022 with the valuations of the properties of the Group as of 31 December 2021 (the "**Valuation Report**"), its portfolio had an aggregate GAV of €1,514 million and an aggregate GDV of €4,823 million as of

[6] "*ASP*" for any period is the average selling price for a unit calculated as revenue from residential developments divided by the total Deliveries (meaning all residential units delivered in each period).

31 December 2021. The following graphs break down the Group's portfolio GAV by asset development status and by type of primary residence property, each as of 31 December 2021:





As shown in the following graphic, the Group's top five regions represent 82% of the Group's total land bank and are the key areas of higher household creation based on public statistics (representing approximately 54% of the expected net household creation in Spain and an implied growth over the 2020-35 period of approximately 8% compared to Spain’s average nethousehold growth of approximately 6% for the same period based on Instituto Nacional de Estadística).

December 2021 Province	Units	GAV (€m)	GDV (€m)	% GAV
Madrid	6.906	485	485	32%
Malaga	3.468	335	335	22%
Sevilla	2.631	138	138	9%
Valencia	1.426	125	125	8%
Barcelona	690	159	159	10%
Other	3.623	272	3.580	18%
Total	**18.743**	**1.514**	**4.822**	**100%**

The Group's activity is managed through highly experienced regional branch managers and support teams with in-depth knowledge of their respective markets and long-term relationships with local private companies, financial entities, public administrations, suppliers and other relevant stakeholders in each region. The Group's management team, with experience across various economic cycles, together with its skilled regional branch managers, control all stages of the value chain in the Group's residential development process, including land acquisition, urbanization planning and housing development. The Group employs a mixed model that combines an extensive range of activities undertaken in-house with outsourcing to selected external service providers such as architects, sub-contractors, construction companies and, when targeting foreign buyers, sales agents. While the Group's retain control over all critical decisions in the process and undertake most land acquisition and development tasks in-house, outsourcing allows us to control the Group's fixed costs and scale its business with relative ease.

2.5. Land bank of the Group

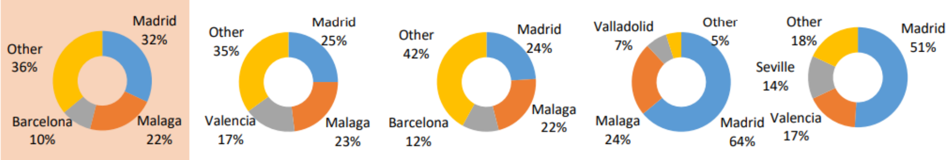
The Group has a high-quality land bank which provides visibility on future residential development activity. Based on the Valuation Report, the Group's portfolio has an aggregate GAV of €1,514 million and an aggregate GDV of €4,823 million, which is composed of Fully Permitted Land and WIP and stock assets with an aggregate

GAV of €1,302 million and an aggregate GDV of €3,535 million, and Strategic Land with an aggregate GAV of €212 million and an aggregate GDV of €1,287 million, each as of 31 December 2021.

The following graph sets forth the values and size of the Group's land bank across various stages of development and geographies:

	vía célere	Work in progress and stock for BTS (39%)	Fully-Permitted land (37%)	Strategic Land (14%)	First Build-to-rent portfolio (11%)
Units	18,744	2,756	8,055	5,502	2,431 *o/w 1,999 already WIP(4)*
GAV (€m) (1)	1,514	584	556	212	162
GDV (€m) (1)	4,823	800	2,177	1,287	559
Order book (units) (2)	2,664	2,127 | 77%	537 | 7%	-	-
Order book (€m) (2)	709	583 | 73%	126 | 6%	-	-

Geographical footprint(3)



% of total GAV

As of December 31, 2021, construction had commenced for 2,756 BTS WIP[7] units (including finished stock), with an aggregate GDV of €800 million, with construction progress of 88% and 33% for the units expected to be delivered in 2022 and 2023, respectively. The Group also has 2,178 additional BTS units that were not work in progress but are already under commercialization. The Group will continue to leverage this favorable market well into the future with healthy pre-sales levels in its BTS business line which gives the Group very high visibility of performance in the next few years based on its historical levels of negligible cancellation rates. As of December 31, 2021 the Group's BTS business line had pre-sales of €709 million (in respect of 2,664 units) representing pre-sales of 89%, 70% and 27% of BTS units expected to be delivered in 2022, 2023 and 2024.. In addition, the Group has also applied for licenses to commence construction on 2,431 units in the BTR business line, of which 1,999 had been granted by December 31, 2021. Building licenses are generally obtained within six to twelve months from application and are followed by a period of construction ranging from 21-24 months. Taking into account the effects of COVID-19, units in the BTR division are expected to follow similar build times to BTS units, sell for similar prices per square meter, with similar margins and construction costs as the BTS division.

The Group's land bank portfolio is sufficient to deliver units for approximately 10 years at the average annual production levels achieved for the last two years ended 31 December 2021 and 31 December 2020. Accordingly, the Group is positioned to fully execute its business plan for both its BTS and BTR business lines without the need to acquire any additional land, freeing it to undertake only opportunistic and highly attractive land acquisitions, while continuing to complete non-core land sales, in each case, in line with its reinvestment policy. For the year ended 31 December 2021 revenue from non-core plot land sales amounted to €32.3 million.

[7] "*WIP*" are comprised of all Fully Permitted Land units for which building permits have been received and construction works have begun.

2.6. Corporate structure and management

The following table shows the Issuer's main subsidiaries and joint ventures as of the date of this Information Memorandum:

Subsidiary/Group company:	Country of incorporation	Ownership interest
		(%)
Udralar, S.L.U.	Spain	100
Udrasur Inmobiliaria, S.L.U.	Spain	100
Torok Investments 2015, S.L.U.	Spain	100
Maywood Invest, S.L.U.	Spain	100
Vía Célere, S.L.U.	Spain	100
Vía Célere 1, S.L.U.	Spain	100
Vía Célere 2, S.L.U.	Spain	100
Conspace, S.L.U.	Spain	100
Copaga, S.A.U.	Spain	100
Vía Célere Gestión de Proyectos, S.L.U.	Spain	100
Vía Célere Catalunya, S.L.U.	Spain	100
Célere Forum Barcelona, S.L.	Spain	50
Parquesoles Inmobiliaria y Proyectos Investimentos Imobiliarios, S.A.	Portugal	100
Douro Atlantico Sociedade Inmobiliaria, S.A.	Portugal	100

As of the date of this Information Memorandum, Vía Célere Holdco, S.L. (the "**Parent Company**") directly owns 100% of the Issuer's shares. The issued share capital of the Issuer as of the date of this Information Memorandum amounts to €411,161,118 divided into 68,526,853 fully paid-up shares of face value of €6 each.

The issued share capital of the Parent Company amounts to €60,002.00 divided into 60,002 fully paid-up shares of face value of €1.00 each. The following table sets forth information regarding each entity that the Issuer believes beneficially holds more than 5% of the outstanding shares of the Parent Company as of the date of this Information Memorandum.

Shareholder >5%	Number of Shares	% Participation
Maplesville Invest, S.L.U. (Värde)	15,611	26.02%
Windham Spain, S.L.U. (Värde)	8,905	14.84%
Lewinstown Invest, S.L.U. (Värde)	8,793	14.65%
Glenwock Invest, S.L.U. (Värde)	7,231	12.05%
Rimbey Spain, S.L.U. (Värde)	5,275	8.79%
Greencoat, B.V. (Marathon).	6,432	10.70%
Trinity Investments Designated Activity Company (Attestor)	4,477	7.46%

Värde Partners, Inc., a leading global alternative investment firm, indirectly owns 76.4% of the outstanding shares of the Parent Company, and therefore indirectly of the Issuer, through the companies Lewinstown Invest, S.L.U., Rimbey Spain, S.L.U, Windham Spain, S.L.U, Glenwock Invest, S.L.U and Mapplesville Invest, S.L.U.

The following table sets out the names and positions of the members of the Board of Directors of the Issuer as of the date of this Information Memorandum:

Name	Position
Timothy James Mooney	Non-Executive Chairman
José Ignacio Morales Plaza	Chief Executive Officer
Anthony Clifford Iannazzo	Director
Héctor Serrat Sanz	Director
Álvaro Travesedo Julia	Director

2.7. Financial Information

This section provides a summary of the Issuer's financial information on a consolidated basis for the years ended 31 December 2020 and 2021. The Issuer's consolidated annual accounts for the years ended on 31 December 2020 and 31 December 2021, audited and without reservations, are available on the Issuer's website (link).

By way of summary, the following statements are presented below: (A) Consolidated Income Statement, (B) Consolidated Financial Structure, and (C) Consolidated Cash Flow Statement, corresponding to the fiscal years ended on December 31 2020 and 2021, and should be read together with the audited consolidated accounts for the Issuer.

A) Consolidated Income Statement

€ in millions	31.12.2020	31.12.2021	Variation €m	Variation
Revenue	**657.0**	**582.1**	**(74.9)**	**(11.4)%**
COGS	(524.9)	(459.2)	65.7	(12.5)%
Adjusted Gross Margin	**132.1**	**122.9**	**(9.2)**	**(6.9)%**
% Margin	*20%*	*21.1%*	-	*1.1%*
Commercialization, Marketing & taxes	(17.6)	(16.9)	0.7	(4.0)%
Adjusted Contribution Margin	**114.5**	**106.0**	**(8.5)**	**(7.4)%**
% Margin	*17.4%*	*18.2%*	-	*0.8%*
Adjusted EBITDA	**93.4**	**85.1**	**(8.3)**	**(8.9)%**
% Margin	*14.2%*	*14.6%*	-	*0.4%*
EBITDA	**86.0**	**90.5**	**4.5**	**5.2%**
Financial result, D&A and other	(22.9)	(22.8)	0.1	(0.4)%
Profit / (Loss) before tax	**63.1**	**67.7**	**4.6**	**7.3%**
Income tax	(13.4)	(5.9)	7.5	(56.0)%
Net Income	**49.7**	**61.8**	**12.1**	**24%**
% Margin	*7.6%*	*10.6%*	-	*3.0%*

Revenue

Revenues amounted to €582.1 million for the year ended 31 December 2021, of which €549.3 million were sales of property developments delivered during the year: 728 housing units in the so called Central zone, 588 housing units in the South zone, 285 housing units in the East, 227 housing units in the North and 94 housing units in Portugal and €32.3 million of land sales.

EBITDA and Adjusted EBITDA

The Group's EBITDA amounted to €90.5 million and the adjusted EBITDA for the year ended 31 December 2021 is €85.1 million. The main adjustments are:

- Reversal of PPA adjustment on inventory delivered amounting to €1.6 million.
- Net impairment reversal on not delivered amounting to €(9.5) million.
- Elimination of non-recurring expenses amounting to €2.5 million.

Gross Margin

Gross Margin increased by 1% for the year ended 31 December 2021 from 20.1% for the year ended 31 December 2020, as a result of Home Price Appreciation (HPA) surpassing inflation and product mix delivered.

Profit for the year

In the year ended 31 December 2021, the Group recorded a net profit of €61.8 million, a 24% increase compared to the year ended December 31, 2020, principally due to the increase in residential development activity that reflects the ramp up experienced by the Company.

B) Consolidated Financial Structure

€ in millions	**31.12.2020**	**31.12.2021**
Development debt	236.2	142.2
Land debt and others	39.0	-
Asset level financing	**275.2**	**142.2**
Corporate debt	114.9	324.7
Other BS Adjustments	(7.1)	(9.3)
Gross Financial debt	**382.7**	**457.6**
Total cash	(141.2)	(329.1)
Restricted cash	38.9	29.4
Land deferred payments and receivables	25.3	21.3
Non-consolidated subsidiaries and other	(2.6)	-
Adjusted net financial debt	**303.2**	**179.1**
LTV*	17.1%	11.8%

** Loan to Value (“LTV”) calculated as adjusted net financial debt/market value of the real estate portfolio associated with the Company's percentage of ownership (GAV).*

C) Consolidated Cash Flow Statement

€ in millions	31.12.2020	31.12.2021
Total net cash flows (used in)/from operating activities	**207.6**	**193.7**
Total net cash flows (used in)/from investing activities	(3.7)	8.6
Total net cash flows (used in)/from financing activities	(238.9)	(14.4)
Net (decrease)/increase in cash and cash equivalents	**(34.9)**	**187.9**
Cash and cash equivalents at December 31	**141.2**	**329.1**

Total net cash flows (used in)/from operating activities were €193.7 million for the year ended December 31, 2021. Stabilized cash flow generation exceeding 2.0x the adjusted EBITDA for fiscal year ended in December 2020 and 2.2x for fiscal year ended in December 2021.

Total net cash flows (used in)/from investing activities were €8.6 million for the year ended December 31, 2021, an increase of €12.3 million compared to the year ended December 31, 2020. This variation is mainly attributable to the collection of outstanding financial assets.

Total net cash flows (used in)/from financing activities were €(14.4) million for the year ended December 31, 2021, an increase of €224.5 million compared to the year ended December 31, 2020. This change was mainly attributable to the impact from €300, 5-year corporate bond at 5.25% coupon issuance in March, net of repayments of existing corporate debt and net variations of asset-level financing held for asset development.

3. FULL NAME OF THE COMMERCIAL PAPER NOTES PROGRAMME

VÍA CÉLERE COMMERCIAL PAPER PROGRAMME 2022.

4. PERSONS RESPONSIBLE

Mr. José Ignacio Morales Plaza, in the name and on behalf of the Issuer, is responsible for the entire content of this Information Memorandum, pursuant to his condition of Chief Executive Officer (CEO) (*consejero delegado*) of the Issuer.

Mr. José Ignacio Morales Plaza, hereby declares that the information contained in this Information Memorandum is, to the best of his knowledge and after executing the reasonable diligence to ensure that it is as stated, compliant with the facts and does not suffer from any omission that could affect the content.

5. DUTIES OF THE REGISTERED ADVISOR OF MARF

PKF ATTEST SERVICIOS EMPRESARIALES, S.L. is a company incorporated on August 21st, 2002, before the notary public of Bilbao, Mr. Ignacio Alonso Salazar, duly registered in the Commercial Registry of Vizcaya, Volume 4,205, Page 112, Sheet BI-34713, and in the Registry of Registered Advisors pursuant to Operative Instruction (*Instrucción Operativa*) 14/2014, of 12 November, in accordance with section 2 of the Circular 3/2013, of 18 July, on Registered Advisors on the Alternative Fixed-Income Market ("**PKF Attest**" or the "**Registered Advisor**").

PKF Attest has been designated as Registered Advisor of the Issuer. Accordingly, the Registered Advisor shall enable the Issuer to comply with the obligations and responsibilities to be borne as a result of incorporating its Commercial Paper Notes on the multilateral trading facility, the Alternative Fixed-Income Market ("**MARF**" or the "**Market**"), acting as specialist liaison between both, MARF and the Issuer, and as a means to facilitate the insertion and development of the same under the new securities trading regime.

Therefore, PKF Attest must provide MARF with any periodically information it may require and, on the other hand, MARF may require as much information as it may deem necessary regarding the actions to be carried out and its corresponding obligations, being authorized to perform as many actions as necessary, where appropriate, in order to verify the information provided.

The Issuer must have, at any time, a designated Registered Advisor registered in the "Market Registered Advisor Registry" (*Registro de Asesores Registrados del Mercado*).

PKF Attest has been designated as Registered Advisor of the Issuer in order to provide advisory services to the Issuer (i) on the admission to trading (*incorporación*) of the Commercial Paper Notes issued, (ii) on compliance with any obligations and responsibilities applicable to the Issuer for taking part on MARF, (iii) on compiling and presenting the financial and business information required, and (iv) in order to ensure that the information complies with these regulatory requirements.

As Registered Advisor, PKF Attest with respect to the request for the admission (*incorporación*) to trading of the Commercial Paper Notes on MARF:

(i) has verified that the Issuer complies with the requirements of MARF's regulations for the admission (*incorporación*) of the Commercial Paper Notes to trading;

(ii) has assisted the Issuer in the preparation of the Information Memorandum, has reviewed all the information provided by the Issuer to the Market in connection with the request for the admission (*incorporación*) to trading of the Commercial Paper Notes on MARF and has checked that the information provided complies with the requirements of applicable regulations and does not leave out any relevant information that could lead to confusion among potential investors.

Once the securities are admitted to trading, the Registered Advisor will:

(i) review the information that the Issuer prepares for MARF periodically or on a one-off basis, and verify that this information meets the requirements concerning content and deadlines set out in the regulations;

(ii) advise the Issuer on the events that might affect compliance with the obligations assumed when including its Commercial Paper Notes to trading on MARF, and on the best way of treating such events in order to avoid breach of said obligations;

(iii) report to MARF any events that could represent a breach by the Issuer of its obligations in case it notices any potential and relevant breach that had not been rectified following notification; and

(iv) manage, answer and deal with queries and requests for information from MARF regarding the situation of the Issuer, progress of its activity, the level of compliance with its obligations and any other data the Market may deem relevant.

Regarding the previous, the Registered Advisor shall perform the following actions:

(i) maintain regular and necessary contact with the Issuer and analyze any exceptional situations that may arise concerning the evolution of the price, trading volumes and other relevant circumstances regarding trading of the Issuer's Commercial Paper Notes;

(ii) sign any declarations which, in general, have been set out in the regulations as a consequence of the admission (*incorporación*) to trading of the Commercial Paper Notes on MARF, as well as with regard to the information required from companies with Commercial Paper Notes on the Market;

(iii) forward to MARF, without delay, the communications received in response to queries and requests for information the latter may send.

6. MAXIMUM OUTSTANDING BALANCE

The maximum amount nominal of outstanding issuances of Commercial Paper Notes under this Programme will be ONE HUNDRED MILLION EUROS (€100,000,000).

This amount is understood to be the maximum outstanding amount to which the aggregate nominal value of the Commercial Paper Notes (*Pagarés*) in circulation—issued under the Programme and admitted (*incorporados*) to MARF by virtue of this Information Memorandum — shall be limited at any given point in time.

7. DESCRIPTION OF THE TYPE AND CLASS OF THE SECURITIES. NOMINAL VALUE

The Commercial Paper Notes (*pagarés*) are securities issued at a discount from their nominal value, which represent a debt for the Issuer, accrue interest and shall be reimbursed at their nominal value upon maturity. Each issuance of Commercial Paper with the same terms and conditions, such as maturity date, among others, will be registered with the same ISIN code.

Each Note will have a nominal value of ONE HUNDRED THOUSAND EUROS (€100,000), meaning that the maximum number of securities in circulation at any given time cannot exceed ONE THOUSAND (1,000).

8. GOVERNING LAW OF THE COMMERCIAL PAPER NOTES

The Commercial Paper Notes are securities issued in accordance with the Spanish legislation applicable to the Issuer and to the Commercial Paper as securities (*valores*). In particular, the Commercial Paper is issued pursuant to the Securities Market Act, in accordance with its current wording and with any other related regulations. Additionally, the Commercial Paper Notes shall be issued in accordance with the restated text of the Spanish Companies Act, approved by the Royal Legislative Decree 1/2010, of 2 July (the "**Spanish Companies Act**").

This Information Memorandum is the one required in Circular 2/2018 of MARF, on admission (*incorporación*) and removal of securities on the Alternative Fixed-Income Market.

The Commercial Paper shall be governed by Spanish law. The courts and tribunals of the city of Madrid will have exclusive jurisdiction to settle any disputes arising from or in connection with the Commercial Paper (including disputes regarding any non-contractual obligation arising from or in connection with the Commercial Paper).

9. REPRESENTATION OF THE COMMERCIAL PAPER NOTES THROUGH BOOK ENTRIES

The Commercial Paper to be issued under the Programme will be represented by book entries (*anotaciones en cuenta*) and will be registered with Iberclear as managing entity of the Spanish Central Registry (*Registro Central*), together with its member entities.

Iberclear, with registered office in Madrid, Plaza de la Lealtad, 1, will be in charge of the accounting records together with its member entities, pursuant to the provisions of article 8.3 of the Securities Market Act and Royal Decree 878/2015 of 2 October, on the clearing, settlement and registration of marketable securities represented by book entry forms (*anotaciones en cuenta*), on the legal regime governing central securities depositories and central counterparties and on transparency requirements of issuers of securities admitted to trading on an official secondary market (*Real Decreto 878/2015, de 2 de octubre, sobre compensación, liquidación y registro de valores negociables representados mediante anotaciones en cuenta, sobre el régimen jurídico de los depositarios centrales de valores y de las entidades de contrapartida central y sobre requisitos de transparencia de los emisores 59 de valores admitidos a negociación en un mercado secundario oficia*l).

10. CURRENCY OF THE ISSUE

The Commercial Paper issued under this Programme will be denominated in Euros.

11. STATUS OF THE COMMERCIAL PAPER

The Commercial Paper Notes will not be secured by any in rem security (*garantías reales*) or benefit from any third party personal guarantees. The principal and the interest of the Commercial Paper Notes will only benefit from the guarantee of the Issuer's total net worth.

The payment obligations of the Issuer pursuant to the Commercial Paper Notes constitute and at all times shall constitute unsubordinated and unsecured obligations of the Issuer and upon the insolvency (*concurso*) of the Issuer (and unless they qualify as subordinated credits under Article 281 of the Insolvency Law or equivalent legal provision which replaces it in the future, and subject to any applicable legal and statutory exceptions and subject to any other ranking that may apply as a result of any mandatory provision of law (or otherwise)) rank *pari passu* and rateably without any preference among themselves and *pari passu* with all other unsecured and unsubordinated indebtedness, present and future, of the Issuer.

In the event of insolvency (*concurso*) of the Issuer, under the Insolvency Law, claims relating to Commercial Paper Notes (unless they qualify as subordinated credits under Article 281 of the Insolvency Law) will be ordinary credits (*créditos ordinarios*) as defined in the Insolvency Law. The claims that qualify as subordinated credits under Article 281 of the Insolvency Law include, but are not limited to, any accrued and unpaid interests (including, for Commercial Paper Notes sold at a discount, the amortization of the original issue discount from (and including) the date of issue to (but excluding) the date upon which the insolvency proceeding (*concurso*) of the Issuer commenced). Ordinary credits rank below credits against the insolvency estate (*créditos contra la masa*) and credits with a privilege (*créditos privilegiados*). Ordinary credits rank above subordinated credits and the rights of shareholders.

12. DESCRIPTION OF THE RIGHTS INHERENT TO THE COMMERCIAL PAPER NOTES AND THE PROCEDURE TO EXERCISE SUCH RIGHTS. METHOD AND TERM FOR PAYMENT AND DELIVERY OF THE COMMERCIAL PAPER NOTES

In accordance with the applicable legislation, the Commercial Paper issued under this Programme will not represent, for the investor that acquires them, any present and/or future political rights over the Issuer.

The economic and financial rights of the investor associated to the acquisition and holding of the Commercial Paper will be those arising from the conditions of the interest rate, yields and redemption prices with which they are issued, specified in sections 13, 14 and 16 below.

The date of disbursement of the Commercial Paper will be the same as the date of issuance, and the issue price of the Commercial Paper will be paid to the Issuer by the Dealers or by the investors directly (as applicable), through Banco Inversis, S.A. (as "**Paying Agent**"), in the account specified by the Issuer on the corresponding date of issuance.

The Dealers or the Issuer, as appropriate, may issue a nominative and non-negotiable certificate of acquisition. This document will provisionally evidence the subscription of the Commercial Paper Notes until the appropriate book entry (*anotación en cuenta*) is registered, which will grant its holder the right to request the issue of the relevant legitimacy certificate (*certificado de legitimación*). Furthermore, the Issuer will report the disbursement to MARF and Iberclear through the corresponding certificate.

13. DATE OF ISSUE. TERM OF THE PROGRAMME

The term of the Programme is one (1) year from the date of incorporation (*fecha de incorporación*) of this Information Memorandum with MARF.

As the Programme is a continuous type, the securities may be issued and subscribed on any day during its term. However, the Issuer reserves the right not to issue new Commercial Paper Notes when it deems such action appropriate pursuant to the cash needs of the Issuer or because it finds more favorable financing conditions.

The issue date and disbursement date of the Commercial Paper Notes will be indicated in the complementary certificates (*certificaciones complementarias*) corresponding to each issue. The date of issue, disbursement and admission (*incorporación*) of the Commercial Paper Notes may not be subsequent to the expiry date of this Information Memorandum.

14. NOMINAL INTEREST RATE. INDICATION OF THE YIELD AND CALCULATION METHOD

The annual nominal interest will be set in each issue.

The Commercial Paper Notes will be issued under the Programme at the interest rate (discount rate) agreed by and between each Dealer (as this term is defined under section 15 below) or the investors and the Issuer. The yield will be implicit in the nominal value of the Commercial Paper, to be reimbursed on the maturity date.

The interest at which the relevant Dealers transfer the Commercial Paper to third parties will be the rate freely agreed between the interested parties.

As these are discounted securities with an implicit rate of return, the cash amount to be paid out by the investor varies in accordance with the issue interest rate and period agreed under each issuance of Commercial Paper Notes.

Therefore, the cash amount of the Commercial Paper Notes may be calculated by applying the following formulas:

(1) When the Commercial Paper Note is issued for a term of 365 days or less:

$$E = \frac{\mathrm{N}}{1 + i\frac{\mathrm{d}}{365}}$$

(2) When the Commercial Paper Note is issued for a term greater than 365 days:

$$E = \frac{N}{(1 + i)^{\frac{d}{365}}}$$

N	nominal amount of the Commercial Paper.
E	cash amount of the Commercial Paper.
d	number of days of the period to maturity.
i	nominal interest rate, expressed as a decimal.

A table is included to help the investor, specifying the cash value tables for different rates of interest and redemption periods, and there is also a column showing the variation of the cash value of the Commercial Paper by increasing the period of this by 10 days.

[**See table in the following page. Remainder of the page intentionally left blank**]

EFFECTIVE VALUE OF A €100,000 NOTIONAL NOTE

(Less than one year term)

	7 DAYS			14 DAYS			30 DAYS			60 DAYS		
Nominal Rate (%)	**Suscription Price (euros)**	**IRR/AER (%)**	**+10 days (euros)**	**Suscription Price (euros)**	**IRR/AER (%)**	**+10 days (euros)**	**Suscription Price (euros)**	**IRR/AER (%)**	**+10 days (euros)**	**Suscription Price (euros)**	**IRR/AER (%)**	**+10 days (euros)**
0.25%	99,995.21	0.25%	-6.85	99,990.41	0.25%	-6.85	99,979.46	0.25%	-6.85	99,958.92	0.25%	-6.84
0.50%	99,990.41	0.50%	-13.69	99,980.83	0.50%	-13.69	99,958.92	0.50%	-13.69	99,917.88	0.50%	-13.67
0.75%	99,985.62	0.75%	-20.54	99,971.24	0.75%	-20.53	99,938.39	1.62%	-20.52	99,876.86	0.75%	-20.49
1.00%	99,980.83	1.00%	-27.38	99,961.66	1.00%	-27.37	99,917.88	2.17%	-27.34	99,835.89	1.00%	-27.30
1.25%	99,976.03	1.26%	-34.22	99,952.08	1.26%	-34.20	99,897.37	2.71%	-34.16	99,794.94	1.26%	-34.09
1.50%	99,971.24	1.51%	-41.06	99,942.50	1.51%	-41.03	99,876.86	3.26%	-40.98	99,754.03	1.51%	-40.88
1.75%	99,966.45	1.77%	-47.89	99,932.92	1.76%	-47.86	99,856.37	3.82%	-47.78	99,713.15	1.76%	-47.65
2.00%	99,961.66	2.02%	-54.72	99,923.35	2.02%	-54.68	99,835.89	4.38%	-54.58	99,672.31	2.02%	-54.41
2.25%	99,956.87	2.28%	-61.55	99,913.77	2.27%	-61.50	99,815.41	4.93%	-61.38	99,631.50	2.27%	-61.15
2.50%	99,952.08	2.53%	-68.38	99,904.20	2.53%	-68.32	99,794.94	5.50%	-68.17	99,590.72	2.53%	-67.89
2.75%	99,947.29	2.79%	-75.21	99,894.63	2.79%	-75.13	99,774.48	6.06%	-74.95	99,549.98	2.78%	-74.61
3.00%	99,942.50	3.04%	-82.03	99,885.06	3.04%	-81.94	99,754.03	6.63%	-81.72	99,509.27	3.04%	-81.32
3.25%	99,937.71	3.30%	-88.85	99,875.50	3.30%	-88.74	99,733.59	7.20%	-88.49	99,468.59	3.29%	-88.02
3.50%	99,932.92	3.56%	-95.67	99,865.93	3.56%	-95.54	99,713.15	7.78%	-95.25	99,427.95	3.55%	-94.71
3.75%	99,928.13	3.82%	-102.49	99,856.37	3.82%	-102.34	99,692.73	8.35%	-102.00	99,387.34	3.81%	-101.38
4.00%	99,923.35	4.08%	-109.30	99,846.81	4.08%	-109.13	99,672.31	8.93%	-108.75	99,346.76	4.07%	-108.04
4.25%	99,918.56	4.34%	-116.11	99,837.25	4.34%	-115.92	99,651.90	9.52%	-115.50	99,306.22	4.33%	-114.70
4.50%	99,913.77	4.60%	-122.92	99,827.69	4.60%	-122.71	99,631.50	10.10%	-122.23	99,265.71	4.59%	-121.34

EFFECTIVE VALUE OF A €100,000 NOTIONAL NOTE

	(Less than one year term)						(Equal to one year term)			(More than one year term)		
	90 DAYS			180 DAYS			365 DAYS			730 DAYS		
Nominal Rate (%)	Suscription Price (euros)	IRR/AER (%)	+10 days (euros)	Suscription Price (euros)	IRR/AER (%)	+10 days (euros)	Suscription Price (euros)	IRR/AER (%)	+10 days (euros)	Suscription Price (euros)	IRR/AER (%)	+10 days (euros)
0.25%	99,938.39	0.25%	-6.84	99,876.86	0.25%	-6.83	99,750.62	0.25%	-6.81	99,501.87	0.25%	-6.81
0.50%	99,876.86	0.50%	-13.66	99,754.03	0.50%	-13.63	99,502.49	0.50%	-13.56	99,007.45	0.50%	-13.53
0.75%	99,815.41	0.75%	-20.47	99,631.50	0.75%	-20.39	99,255.58	0.75%	-20.24	98,516.71	0.75%	-20.17
1.00%	99,754.03	1.00%	-27.26	99,509.27	1.00%	-27.12	99,009.90	1.00%	-26.85	98,029.60	1.00%	-26.72
1.25%	99,692.73	1.26%	-34.02	99,387.34	1.25%	-33.82	98,765.43	1.25%	-33.39	97,546.11	1.25%	-33.19
1.50%	99,631.50	1.51%	-40.78	99,265.71	1.51%	-40.48	98,522.17	1.50%	-39.87	97,066.17	1.50%	-39.59
1.75%	99,570.35	1.76%	-47.51	99,144.37	1.76%	-47.11	98,280.10	1.75%	-46.29	96,589.78	1.75%	-45.90
2.00%	99,509.27	2.02%	-54.23	99,023.33	2.01%	-53.70	98,039.22	2.00%	-52.64	96,116.88	2.00%	-52.13
2.25%	99,448.27	2.27%	-60.93	98,902.59	2.26%	-60.26	97,799.51	2.25%	-58.93	95,647.44	2.25%	-58.29
2.50%	99,387.34	2.52%	-67.61	98,782.14	2.52%	-66.79	97,560.98	2.50%	-65.15	95,181.44	2.50%	-64.37
2.75%	99,326.48	2.78%	-74.28	98,661.98	2.77%	-73.29	97,323.60	2.75%	-71.31	94,718.83	2.75%	-70.37
3.00%	99,265.71	3.03%	-80.92	98,542.12	3.02%	-79.75	97,087.38	3.00%	-77.41	94,259.59	3.00%	-76.30
3.25%	99,205.00	3.29%	-87.55	98,422.54	3.28%	-86.18	96,852.30	3.25%	-83.45	93,803.68	3.25%	-82.16
3.50%	99,144.37	3.55%	-9417	98,303.26	3.53%	-92.58	96,618.36	3.50%	-89.43	93,351.07	3.50%	-87.94
3.75%	99,083.81	3.80%	-100.76	98,184.26	3.79%	-98.94	96,385.54	3.75%	-95.35	92,901.73	3.75%	-93.65
4.00%	99,023.33	4.06%	-107.34	98,065.56	4.04%	-105.28	96,153.85	4.00%	-101.21	92,455.62	4.00%	-99.29
4.25%	98,962.92	4.32%	-113.90	97,947.14	4.30%	-111.58	95,923.26	4.25%	-107.02	92,012.72	4.25%	-104.86
4.50%	98,902.59	4.58%	-120.45	97,829.00	4.55%	-117.85	95,693.78	4.50%	-112.77	91,573.00	4.50%	-110.37

Given the different types of issues that will be applied throughout the Programme, we cannot predetermine the internal rate of return (IRR) for the investor. In any case, for the Commercial Paper with a term of 365 days or less, it will be determined in accordance with the formula detailed below:

$$IIR = \left[\left(\frac{N}{E}\right)^{\frac{365}{d}} - 1\right]$$

en la que:

IIR	effective annual interest rate, expressed as a decimal.
N	nominal amount of the Commercial Paper.
E	cash amount at the time of subscription or acquisition.
d	number of calendar days between the date of issue (inclusive) and the date of maturity (exclusive).

15. DEALERS, PAYING AGENT AND DEPOSITARY ENTITY

The Issuer has not designated any securities depository entity. Each subscriber of Commercial Paper will designate, from among the member entities in Iberclear, the entity in which to deposit the Commercial Paper it acquires.

The initial Dealers (*entidades colaboradoras*) of the Programme are:

Corporate Name:	CaixaBank, S.A.
Tax Identification Number:	A08663619
Address:	Calle Pintor Sorolla, 2 – 4, 46002 Valencia

Corporate Name:	Banco Santander, S.A.
Tax Identification Number:	A39000013
Address:	Santander, Paseo de Pereda, 9-12

Corporate Name:	Haitong Bank, S.A., Sucursal en España
Tax Identification Number:	W0102170H
Address:	Paseo Castellana, 52 - Piso 1, 28046 Madrid

Corporate Name:	PKF Attest Capital Markets AV, S.A.
Tax Identification Number:	A86953965
Address:	Calle Orense 81, 28020 Madrid

The Issuer has executed a dealer agreement (*contrato de colaboración*) with each of the Dealers for the placing of the Commercial Paper Notes, which includes the possibility to sell Commercial Paper Notes to third parties (each, a "**Dealer Agreement**", and jointly, the "**Dealer Agreements**").

In accordance with the Dealer Agreements, the Issuer reserves the right at any time to appoint other Dealers, as the dealing relationship between the Dealers and the Issuer is non-exclusive. Notice of any change in the dealer syndicate shall promptly be communicated to MARF by means of the corresponding notice.

Banco Inversis, S.A. shall act as paying agent (the "**Paying Agent**"). Acting under the paying agency agreement and in connection with the Commercial Paper Notes, the Paying Agent acts solely as agent for the Issuer and does not assume any obligations towards or relationship of agency or trust for or with any of the holders of the Commercial Paper Notes. Notice of any change of the paying agent shall promptly be communicated to MARF by means of the corresponding notice.

Although IBERCLEAR will be the entity entrusted with the book-keeping (*registro contable*) of the Notes, the Issuer has not designated a depository entity for the Notes. Each subscriber may designate, from among the participants in IBERCLEAR, which entity to deposit the securities with. Holders of the Notes who do not have, directly or indirectly through their custodians, a participating account with IBERCLEAR may participate in the Notes through bridge accounts maintained by each of Euroclear Bank, SA/NV and Clearstream Banking, Société Anonyme, Luxembourg.

16. REDEMPTION PRICE AND PROVISIONS REGARDING MATURITY OF THE COMMERCIAL PAPER NOTES. DATE AND METHODS OF REDEMPTION

The Commercial Paper issued under this Programme will be redeemed at their nominal value on the date indicated in the document proving acquisition, applying, when appropriate, the corresponding withholding tax.

The Commercial Paper issued under this Programme may have a redemption period of between 3 business days and 730 calendar days (24 months).

The Commercial Paper will not include an early redemption option for the Issuer (call) or for the securities' holder (put). Regardless of the previous, the Commercial Paper may be early redeemed given that, for any reason, they are in legitimate possession of the Issuer.

Given that the Commercial Paper will be traded in MARF, their redemption will take place pursuant to the operating rules of the clearance system of the Market, being paid, on maturity date, the nominal amount of the securities to their legitimate holder. Banco Inversis, S.A. as delegated paying agent does not take any liability whatsoever regarding reimbursement by the Issuer of the Commercial Paper on the maturity date.

If reimbursement falls on a non-business day in accordance with the TARGET 2 calendar (Trans European Automated Real-Time Gross Settlement Express Transfer System), reimbursement will be deferred to the first subsequent business day. Neither of the aforementioned will have any effect whatsoever on the amount to be paid.

17. VALID TERM TO CLAIM THE REIMBURSEMENT OF THE PRINCIPAL

In accordance with article 1,964 of the Spanish Civil Code, reimbursement of the nominal value of the securities will no longer be callable after five (5) years from maturity.

18. MINIMUM AND MAXIMUM ISSUE PERIOD

As previously stated, during the validity of this Information Memorandum the Commercial Paper issued may have a redemption period of between 3 business days and 730 calendar days (24 months).

19. EARLY REDEMPTION

The Commercial Paper will not include an early redemption option for the Issuer (*call*) or for the securities' holder (*put*). Regardless of the previous, the Commercial Paper may be early redeemed given that, for any reason, they are in legitimate possession of the Issuer.

20. RESTRICTIONS ON THE FREE TRANSFERABILITY OF THE COMMERCIAL PAPER NOTES

In accordance with the applicable legislation, there are no specific or generic restrictions on the free transferability of the Commercial Paper to be issued.

21. TAXATION OF THE COMMERCIAL PAPER NOTES

The following summary describes the main Spanish tax implications arising in connection with the acquisition, holding and disposal of the Commercial Paper.

This taxation summary solely addresses the principal Spanish tax consequences of the acquisition, the ownership and disposal of Commercial Paper. It does not consider every aspect of taxation that may be relevant to a particular holder of Notes under special circumstances or who is subject to special treatment under applicable law or to the special tax regimes applicable in the Basque Country and Navarra (*Territorios Forales*) or the specialties in place in other autonomous regions (*Comunidades Autónomas*), including the Autonomous Cities of Ceuta and Melilla. Where in this summary English terms and expressions are used to refer to Spanish concepts, the meaning to be attributed to such terms and expressions shall be the meaning to be attributed to the equivalent Spanish concepts under Spanish tax laws. This summary assumes that each transaction with respect to the Commercial Paper is at arm's length.

All the tax consequences described in this section are based on the general assumption that the Notes are initially registered for clearance and settlement in the MARF. Prospective purchasers of the Notes should consult their own tax advisors as to the tax consequences, including those under the tax laws of the country of which they are resident, of purchasing, owning and disposing of Commercial Paper.

The information provided below does not purport to be a complete summary of tax law and practice currently applicable in the Kingdom of Spain and is subject to any changes in law and the interpretation and application thereof, which could be made with retroactive effect.

21.1. Introduction

This information has been prepared in accordance with the following Spanish tax legislation in force at the date of this Base Information Memorandum:

(1) of general application, (i) First Additional Provision of Law 10/2014, of 26 June, on regulation, supervision and solvency of credit entities ("**Law 10/2014**"), as well as (ii) Royal Decree 1065/2007, of 27 July, approving the General Regulations of the tax inspection and management procedures and developing the common rules of the procedures to apply taxes ("**RD 1065/2007**"), as amended;

(2) for individuals resident for tax purposes in Spain who are Personal Income Tax ("**PIT**") tax-payers, (i) Law 35/2006, of 28 November, on the PIT and on the partial amendment of the Corporate Income Tax Law, Non-Resident Income Tax Law and Wealth Tax Law (the "**PIT La**w"), and (ii) Royal Decree 439/2007, of 30 March approving the PIT Regulations which develop the PIT Law, along with (iii) Law 19/1991, of 6 June on Wealth Tax ("**Wealth Tax Law**"), and (iv) Law 29/1987, of 18 December on Inheritance and Gift Tax ("**Inheritance and Gift Tax Law**"), as amended;

(3) for legal entities resident for tax purposes in Spain which are Corporate Income Tax ("**CIT**") taxpayers, (i) Law 27/2014 of 27 November on Corporate Income Tax (the "**CIT Law**"), and (ii) Royal Decree 634/2015, of 10 July promulgating the CIT Regulations, as amended (the "C**IT Regulations**"), as amended; and

(4) for individuals and entities who are not resident for tax purposes in Spain which are Non-Resident Income Tax ("**NRIT**") taxpayers, (i) Royal Legislative Decree 5/2004, of 5 March, promulgating the Consolidated Text of the NRIT Law, as amended (the "**NRIT Law**"), and (ii) Royal Decree 1776/2004, of 30 July, promulgating the NRIT Regulations, as amended along with Wealth Tax Law, and Inheritance and Gift Tax Law, as amended.

All of the above is notwithstanding any regional tax systems that could be applicable. In particular this refers to the historic territories of the Basque Country and Navarra or the specialties in place in other autonomous regions of Spain (including the Autonomous Cities of Ceuta and Melilla), as well as other exceptional tax systems that may be applicable due to the specific characteristics of the investor.

As a general rule, in order to sell or redeem financial assets with an embedded yield that is subject to withholding tax at the time of transfer, repayment or redemption, evidence must be provided of the prior acquisition of the financial assets certified by authenticating officials or financial institutions with the obligation to apply withholdings, as well as the price at which the transaction takes place. The financial institutions through which interest is paid or which are involved in the transfer, repayment or redemption of the Commercial Paper, will be obliged to calculate the yield attributable to the owner of the security and report that amount to both the owner and the tax authorities, to which the information regarding the parties involved in the aforementioned transactions will also be reported.

21.2. Indirect taxation applicable to the acquisition and transfer of the Commercial Paper

Whatever the nature and residence of the holder of a beneficial interest in the Notes, the acquisition and transfer of the Commercial Paper will be exempt from indirect taxes in Spain, for example, exempt from transfer tax and stamp duty, in accordance with the consolidated text of such tax promulgated by Royal Legislative Decree 1/1993, of September 24, and exempt from Value Added Tax ("**VAT**"), in accordance with Law 37/1992, of 28 December regulating such tax, as amended.

21.3. Direct taxation applicable to income derived from the holding, transfer, redemption or repayment of the Commercial Paper

21.3.1. Spanish tax resident individuals

<u>Personal Income Tax (PIT)</u>

Both interest periodically received and income deriving from the transfer, redemption and repayments of the Commercial Paper constitute a return on investment obtained from the transfer of own capital to third parties in accordance with the provisions of Section 25.2 of the PIT Law, and must be included in the PIT savings taxable base of each investor and taxed, for the tax year 2021, at 19 % for taxable income up to €6,000; 21% for taxable income between €6,000.01 and €50,000; 23% for taxable income between €50,000.01 and €200,000, and 26%. for taxable income exceeding €200,000.01.

In general terms, any income derived from the Commercial Paper will be subject to withholding tax on account of the PIT of the relevant holder, at a 19% rate, being the withholding tax carried out deductible from the final PIT payable by the holder of the Commercial Paper.

<u>Wealth Tax</u>

According to Wealth Tax Law and regulations currently in force, subject to any exception provided under relevant legislation in an autonomous region, Spanish resident individuals are subject to the Wealth Tax in respect of their worldwide assets and rights owned as at December 31 net of debt, provided the total net value exceeds €700,000 (minimum amount exempt).

Therefore, Spanish tax resident individuals should take into account the value of the Commercial Paper which they hold as at December 31 each year. The applicable rates range between 0.2% and 3.5%, although the final tax rates may vary depending on any applicable regional tax laws, and some reductions may apply.

<u>Inheritance and Gift Tax ("IGT")</u>

Individuals with tax residency in Spain who acquire ownership or other rights over any Commercial Paper by inheritance, gift or legacy will be subject to Inheritance and Gift Tax in accordance with the applicable Spanish regional or federal state rules, being the taxpayer the transferee.

The tax rates range between 7.65% and 81.6%, depending on relevant factors (such as previous net wealth or family relationship between the transferor and transferee), although the final tax rate may vary depending on any applicable regional tax laws.

21.3.2. Legal Entities with Tax Residency in Spain

Corporate Income Tax (CIT)

Both interest periodically received and income deriving from the transfer, redemption and repayment of the Commercial Paper must be included as taxable income of Spanish tax resident legal entities for CIT purposes in accordance with the rules for this tax, being typically subject to the standard rate of 25% with lower or higher rates applicable to certain categories of taxpayers.

In general terms, capital income is subject to withholding tax at a 19 per cent rate, on account of the CIT of the recipient.

However, profits arising from the Commercial Paper will be exempt from withholding tax provided that the Commercial Paper (i) are represented by book entries (*anotaciones en cuenta*) and (ii) are traded on a Spanish official secondary market of securities, or on a multilateral trading facility such as the MARF. The procedure to benefit from such withholding tax exemption will be the one set out in Order of 22 December 1999.

Notwithstanding the above, to the extent that the securities are subject to the regime set out in Additional Provision One of Law 10/2014, the procedure set out in article 44 of RD 1065/2007 will be applicable for the securities issued at a discount with a redemption of 12 or less months.

Wealth Tax

Spanish resident legal entities are not subject to Wealth Tax.

Inheritance and Gift Tax (IGT)

Legal entities with tax residency in Spain which acquire ownership or other rights over the Commercial by inheritance, gift or legacy are not subject to inheritance and gift tax but and must include the market value of the Commercial Paper in their taxable income for Spanish CIT purposes for the fiscal year in which such Commercial Paper, or rights over Commercial Paper, are acquired.

21.3.3. Non-Spanish tax resident Noteholders Non-Residents' Income Tax (NRIT)

(a) Non-Spanish resident holders of Commercial Paper acting through a permanent establishment in Spain

Ownership of the Commercial Paper by investors who are not resident for tax purposes in Spain will not in itself create the existence of a permanent establishment in Spain.

If the Commercial Paper form part of the assets of a permanent establishment in Spain of a person or legal entity who is not resident in Spain for tax purposes, the tax rules applicable to income deriving from such Commercial Paper are generally the same as those for Spanish CIT taxpayers, subject to any specific provisions that may apply under a tax treaty for the avoidance of double taxation that could be applicable

(b) Non-Spanish holders of Commercial Paper not acting through a permanent establishment in Spain

In general terms, income deriving from the transfer, redemption or repayment of the Commercial Paper, obtained by non-Spanish resident individuals or entities with no permanent establishment in Spain, is subject to taxation in the Spanish NRIT at a 19% rate.

However, under the special tax regime regulated in the Additional Provision One of Law 10/2014, provided the required conditions are complied with, income obtained under the Commercial Paper (interest payments and income obtained upon transfer or redemption of the Commercial Paper) shall be exempt from the NRIT (and shall not be subject to withholding tax), provided also that the procedure regulated in RD 1065/2007 is complied with.

If the aforementioned Additional Provision One is not applicable, payments under the Commercial Paper may be also exempt or taxed at a reduced rate if the holder is resident in a jurisdiction that has entered into a tax treaty for the avoidance of double taxation with Spain and which provides for such exemption or reduced rate. Application of the provisions of the tax treaty will require that the holder benefits from the relevant tax treaty provisions and provides a tax residence certificate within the purposes of the applicable tax treaty. Payments under the Commercial Paper may be also exempt if the holder is resident in a Member State of the European Union or European Economic Area.

Wealth Tax

Non-Spanish resident individuals are subject to the Spanish Wealth Tax in respect of assets and rights owned which are located or can be exercised in Spain. Individuals who are resident in a country with which Spain has entered into a double tax treaty in relation to the Wealth Tax would generally not be subject to such tax in respect of the Commercial Paper, subject to the provisions of such treaty. Otherwise, they would be subject to Wealth Tax at the applicable tax rates which range between 0.2 per cent. and 3.5 per cent, without prejudice to any other exemption that may be applicable.

Individuals that are not resident in Spain for tax purposes may be entitled to apply the specific regulation of the autonomous community where their most valuable assets are located and which trigger this Spanish Wealth Tax due to the fact that they are located or are to be exercised within the Spanish territory.

To the extent that income derived from the Commercial Paper is exempt from NRIT, individual holders not resident in Spain for tax purposes who hold Commercial Paper on the last day of any calendar year will be exempt from Wealth Tax.

Non-Spanish tax resident legal entities are not subject to Wealth Tax.

Inheritance and Gift Tax (IGT)

Individuals not tax resident in Spain who acquire ownership or other rights over the Commercial Paper by inheritance, gift or legacy, and who are tax resident in a country with which Spain has entered into a double tax treaty in relation to Inheritance and Gift Tax will be subject to the relevant double tax treaty.

If the provisions of the foregoing paragraph do not apply, such individuals will be subject to Inheritance and Gift Tax in accordance with the applicable Spanish regional and state legislation described above.

However, if the deceased or the donee are not tax residents in Spain, the taxpayer could opt to apply the rules corresponding to the relevant autonomous regions according to the law.

Accordingly, prospective holders should consult their tax advisors.

Legal entities not tax resident in Spain which acquire ownership or other rights over the Commercial Paper by inheritance, gift or legacy are not subject to the Inheritance and Gift Tax. They will be subject to NRIT. If the entity is resident in a country with which Spain has entered into a double tax treaty, the provisions of such treaty will apply. In general, double tax treaties provide for the taxation of this type of income in the country of residence of the beneficiary.

22. PUBLICATION OF THE INFORMATION MEMORANDUM

This Information Memorandum will be published on the website of MARF (link).

23. DESCRIPTION OF THE PLACEMENT SYSTEM AND, IF APPLICABLE, SUBSCRIPTION OF THE ISSUE

23.1. Placement by the Dealers

The Dealers may (but are not obliged to) intermediate in the placement of the Commercial Paper, without prejudice of being able to subscribe the Commercial Paper in its own name.

For these purposes, the Dealers may request the Issuer in any Business Day, between 10:00 a.m. CET and 2:00 p.m. CET, volume quotations and interest rates for potential issues of Commercial Paper in order to carry out the relevant book building process among qualified investors. In addition, the Issuer may request to the Dealers in any Business Day, between 10:00 a.m. and 2:00 p.m. CET, proposals of volume quotations and interest rates for any potential issuances of Commercial Paper.

The amount, interest rate, issue and disbursement dates, maturity date, as well as the rest of the terms of each issue shall be agreed between the Issuer and the Dealers or other arrangers involved (if any). Such terms shall be confirmed by means of the delivery of a document which includes the conditions of the issue, to be sent by the Issuer to the Dealers.

If the Commercial Paper Notes are originally subscribed by the Dealers for its subsequent transmission to the final investors, the price will be the one freely agreed between the Dealers and the relevant investor or investors, which may not be the same as the issue price (that is, the effective amount).

23.2. Issue and subscription of the Commercial Paper directly by investors

Additionally, final investors who are eligible as qualified investors (as such term is defined in Article 2(e) of the Prospectus Regulation or any laws and regulations that may replace or complement it in the future, as well as in the equivalent legislation in other jurisdictions) may subscribe for the Commercial Paper directly from the Issuer, as long as they fulfil any requirements that could arise from the legislation in force.

In such cases, the amount, interest rate, issue and disbursement dates, maturity date, as well as the rest of the terms of each issue shall be agreed between the Issuer and the relevant final investors in relation to each particular issue.

24. COSTS FOR LEGAL, FINANCIAL AND AUDITING SERVICES, AND OTHER SERVICES PROVIDED TO THE ISSUER REGARDING THE ADMISSION (*INCORPORACIÓN*) TO TRADING

The costs for all legal and financial services, and other services provided to the Issuer for the admission (*incorporación*) to trading of the Commercial Paper amount to approximately FIFTY SIX THOUSAND AND THREE HUNDRED EUROS (€56,300), excluding taxes (assuming the issue of ONE HUNDRED MILLION EUROS (€100,000,000) under the Programme), and including the fees of MARF and IBERCLEAR.

25. ADMISSION TO TRADING (*INCORPORACIÓN*) OF THE SECURITIES

25.1. Deadline for the Admission (*incorporación*) to trading

The admission (*incorporación*) to trading of the Commercial Paper Notes described in this Information Memorandum will be requested for the Spanish multilateral trading facility known as the Alternative Fixed-Income Market (*Mercado Alternativo de Renta Fija*, abbreviated as MARF).

The Issuer hereby undertakes to carry out all the necessary actions so that the Commercial Paper is listed on MARF within seven (7) days from the date of issuance of the Commercial Paper Notes.

For these purposes, as stated above, the date of issuance will coincide with the date of disbursement for each particular issuance of Commercial Paper under this Programme.

Under no circumstances will the deadline exceed the maturity of the Commercial Paper. In the event of breach of the aforementioned deadline, the reasons for the delay will be notified to MARF and will be published in the webpage of the MARF (by a relevant notive – "*otra información relevante*"). This is without prejudice to any possible contractual liability that may be incurred by the Issuer. The date of incorporation of the Commercial Paper must be, in any event, a date falling within the validity period of the Programme and under no circumstances will the listing period exceed the maturity date of the Commercial Paper.

MARF has the legal structure of a multilateral trading facility (MTF) (sistema multilateral de negociación, abbreviated as SMN), under the terms set out in the Royal Decree-Law 21/2017, of 29 December, on urgent measures for the adaptation of Spanish law in accordance with European Union regulation in relation to the securities market, constituting an unofficial alternative market for the trading of fixed-income securities.

This Information Memorandum is the one required in Circular 2/2018.

None of MARF, the CNMV, the Arranger, the Dealers or the Legal Advisor, has approved or carried out any verification or testing regarding the contents of the Information Memorandum or the financial statements of the

Issuer. The intervention of MARF does not represent a statement or recognition of the full, comprehensible and consistent nature of the information set out in the documentation provided by the Issuer.

It is recommended that any potential investor fully and carefully reads the present Information Memorandum and obtains financial, legal and tax advice from experts in the procurement of these financial assets prior to making any investment decision regarding the Commercial Paper as securities.

The Issuer hereby expressly declares that it is aware of the requirements and conditions necessary for the acceptance, permanence and removal of the securities on MARF, according to current legislation and the requirements of its governing body, and expressly agrees to comply with them.

The settlement of transactions will be performed through Iberclear. The Issuer hereby expressly declares that it is aware of the requirements for registration and settlement on Iberclear.

25.2. PUBLICATION OF THE ADMISSION (*INCORPORACIÓN*) TO TRADING

The admission (*incorporación*) to trading will be published on the website of MARF (link).

26. LIQUIDITY AGREEMENT

The Issuer has not entered into any liquidity undertaking with any entity regarding the Commercial Paper to be issued under this Programme.

In Madrid, on 23 June 2022.

As the person responsible for this Information Memorandum:

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Name: Mr. José Ignacio Morales Plaza
Issuer: **VÍA CÉLERE DESARROLLOS INMOBILIARIOS, S.A.U.**

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