

Aviso de Derechos para emisoras del

FECHA: 24/01/2025



BOLSA MEXICANA DE VALORES, S.A.B DE C.V, INFORMA:

FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO	248942
FOLIO DE REFERENCIA INDEVAL	783829C006
TIPO DE MENSAJE	Replace
COMPLETO / INCOMPLETO	COMPLETE
CONFIRMADO / NO CONFIRMADO	CONFIRMED

CLAVE DE COTIZACIÓN	LRE
RAZÓN SOCIAL	LAR ESPAÑA REAL ESTATE SOCIMI, S.A.
SERIE	N
ISIN	ES0105015012
MERCADO PRINCIPAL	B Y M ESPAÑOLES

TIPO DE EVENTO	TENDER/ACQUISITION/TAKEOVER/PURCHASE OFFER
-----------------------	--

MANDATORIO / OPCIONAL / VOLUNTARIO	Voluntary
---	-----------

OPCIÓN	999
TIPO	NoAction
DEFAULT	true

NOTA	
	TAKE NO ACTION

OPCIÓN	1
TIPO	Cash
DEFAULT	false

Aviso de Derechos para emisoras del

FECHA: 24/01/2025

MARKET DEADLINE	16/12/2024
------------------------	------------

TRANSACCIÓN	Cash Movement
CREDIT / DEBIT	Credit

TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Debit

VALORES A RECIBIR	
	ES0105015012

NOTA
Shareholders may tender their shares to receive EUR 8.3 in cash per share surrendered.

NOTAS DEL EVENTO CORPORATIVO

NOTA
(21/01/2025)
<p>ESCN ISSUER. LARESPANIA REAL ESTATE SOCIMI, S.A. TICKER. LRE EVENT. Takeover . UpdateWCA event ID. 37723 Helios informsthat it has decided to require thesqueeze.out of all the shares of Lar Espana that it does not hold at the same price offered in the Offer(i. e. 8.30 euros per share), setting 11 February 2025 as the squeeze.out transaction date. For the properexecution and settlement of the squeeze.out, Helios will request theCNMV to suspend the trading of LarEspana s shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges after the close of the stock market on 30 January 2025 until the final delisting takes place. Helios will make a public and generaldisclosure of the characteristics of the squeeze.out within the maximum period of five business days. (Ason 23 12 24)ESCN EVENT. Takeover .Update WCA event ID. 37723 On 20 December 2024, the CNMV published the result of the voluntary takeoverbid launched by Helios for 100PCT of the share capital of Lar Espana Real Estate Socimi, S.A., except forthe immobilised shares representing 10.15PCT of said capital (Lar Espana and the Offer). Pursuant to such public disclosure, the Offer was accepted by shareholders holding68,648,515 Lar Espana shares representing 91.29PCT of the shares to which the Offer was effectively addressed and 82.02PCT of the share capital of Lar Espana. This figure, together with the 8,496,045 Lar Espanashares representing 10.15PCT of the share capital which have been immobilised and which will be contributed to Helios on the settlement date of the Offer, will make Helios the holder of 77,144,560 shares representing 92.17PCT of the share capital of Lar Espana on such date. As aresult of the foregoing, in accordance with the provisions of sectionIII.2.1 of the prospectus of the Offer,Helios declares that the requirements set forth in article 116 ofthe LMVSI for the exercise of thesqueeze.out right and for the exercise of the sell.out right by the remaining shareholders of Lar Espanahave been fulfilled. As provided for in the prospectus of the Offer, Helios will require the squeeze.outof all the Lar Espana shares it does not own. By means of a new communication from Helios to the CNMV assoon as possible within a maximum period of 3 months following the endof the Offer acceptance period, which will also be publicly disclosed, Helios will announce the date onwhich it has decided to carry out the squeeze.out transaction. In accordance with article 48.4 of Royal Decree 1066 2007, this date shall beset between 15 and 20 business days following such communication. Helios will use the aforementioned period to promote the application foradmission to trading of the sharesof Lar Espana in a multilateral trading facility in Spain for the purposes of maintaining the SOCIMI regime, so that the shares of Lar Espana are admitted to trading in such multilateral trading facility beforeor, at the latest, on the date onwhich the delisting of the shares of Lar Espana from the Spanish StockExchanges occurs as a result of the execution of the squeeze.out transaction in accordance with the provisions of article 48 of Royal Decree 1066 2007 and the applicable regulations. Such delisting shall be effective as from the date of settlement of transaction. The squeeze.outand sell.out price will be a cashconsideration per share equal totheprice at which the Offer is settled, that is, 8.30 euros per share, adjusted downwards by the gross amount per share of any distributions paid to Lar Espana shareholders between the date of settlement of the Offer and the date on which the squeeze.out or sell.out transactions are settled (including if the ex.dividend date for such distribution coincides with, or is prior to, the settlement of the squeeze.out or sell.out). However, the shareholders ofLar Espana are reminded that in the squeeze.out transaction all the expenses derived from the sale and settlement shall be borne by Helios,while in the event that they exercise the sell.out such expenses shall be borne by the selling shareholders. The settlement of the sell.outtransactions shall be carried outin the same period as the settlement of the Offer,</p>

Aviso de Derechos para emisoras del

FECHA: 24/01/2025

counted from the date of the squeeze.out transaction. If, in view of the date of receipt by Helios of any sell.out request of Lar Espana shares, its settlement is subsequent to that of the squeeze.out transaction, the request shall be rendered without effect, and the corresponding shares shall be included in the squeeze.out transaction.

(24/12/2024)

Offer Results

The Spanish National Securities Commission (CNMV) hereby announces that the takeover bid launched by Helios RE, S.A. for the 100% of the share capital of Lar Espana Real Estate SOCIMI, S.A., except for immobilised shares that represent 10.15% of said capital, has been accepted for 68,648,515 shares, representing 91.29% of the shares to which the bid was effectively addressed and 82.02% of the share capital of the offeree company.

Therefore, the bid has had positive outcome, since the number of shares included in the acceptance declarations exceeded the minimum limit set by the offeror for its effectiveness (minimum limit equals to 37,598,462 shares) and the remaining conditions have been met.

ESCN EVENT. Takeover . Update WCA event ID. 37723 On 20 December 2024, the CNMV published the result of the voluntary takeover bid launched by Helios for 100PCT of the share capital of Lar Espana Real Estate Socimi, S.A., except for the immobilised shares representing 10.15PCT of said capital (LarEspana and the Offer). Pursuant to such public disclosure, the Offer was accepted by shareholders holding 68,648,515 Lar Espana shares representing 91.29PCT of the shares to which the Offer was effectively addressed and 82.02PCT of the share capital of Lar Espana. This figure, together with the 8,496,045 Lar Espana shares representing 10.15PCT of the share capital which have been immobilised and which will be contributed to Helios on the settlement date of the Offer, will make Helios the holder of 77,144,560 shares representing 92.17PCT of the share capital of Lar Espana on such date. As a result of the foregoing, in accordance with the provisions of section III.2.1 of the prospectus of the Offer, Helios declares that the requirements set forth in article 116 of the LMVSI for the exercise of the squeeze.out right and for the exercise of the sell.out right by the remaining shareholders of Lar Espana have been fulfilled. As provided for in the prospectus of the Offer, Helios will require the squeeze.out of all the Lar Espana shares it does not own. By means of a new communication from Helios to the CNMV as soon as possible within a maximum period of 3 months following the end of the Offer acceptance period, which will also be publicly disclosed, Helios will announce the date on which it has decided to carry out the squeeze.out transaction. In accordance with article 48.4 of Royal Decree 1066 2007, this date shall be set between 15 and 20 business days following such communication. Helios will use the aforementioned period to promote the application for admission to trading of the shares of Lar Espana in a multilateral trading facility in Spain for the purposes of maintaining the SOCIMI regime, so that the shares of Lar Espana are admitted to trading in such multilateral trading facility before or, at the latest, on the date on which the delisting of the shares of Lar Espana from the Spanish Stock Exchanges occurs as a result of the execution of the squeeze.out transaction in accordance with the provisions of article 48 of Royal Decree 1066 2007 and the applicable regulations. Such delisting shall be effective as from the date of settlement of transaction. The squeeze.out and sell.out price will be a cash consideration per share equal to the price at which the Offer is settled, that is, 8.30 euros per share, adjusted downwards by the gross amount per share of any distributions paid to Lar Espana shareholders between the date of settlement of the Offer and the date on which the squeeze.out or sell.out transactions are settled (including if the ex.dividend date for such distribution coincides with, or is prior to, the settlement of the squeeze.out or sell.out). However, the shareholders of Lar Espana are reminded that in the squeeze.out transaction all the expenses derived from the sale and settlement shall be borne by Helios, while in the event that they exercise the sell.out such expenses shall be borne by the selling shareholders. The settlement of the sell.out transactions shall be carried out in the same period as the settlement of the Offer, counted from the date of the squeeze.out transaction. If, in view of the date of receipt by Helios of any sell.out request of Lar Espana shares, its settlement is subsequent to that of the squeeze.out transaction, the request shall be rendered without effect, and the corresponding shares shall be included in the squeeze.out transaction.

(04/12/2024)

ESCN ISSUER. LARESPANAN REAL ESTATE SOCIMI, S.A. TICKER. LRE EVENT. Takeover . Update WCA event ID. 37723 Lar Espana Real Estate SOCIMI, S.A. has released the report on the takeover bid launched by Helios RE, S.A. On the basis of the observations included in the report as well as the information included in the Prospectus, and taking into account the terms and characteristics of the Offer and its impact on the Company's interests and the fact that the Bidder has irrevocable and reinvestment commitments which added to the Immobilized Shares represent a total of 50.4PCT of Lar Espana's share capital, the Board of Directors issues an opinion in favour of accepting the Offer. In relation to the Offer Price of EUR 8.30 per Lar Espana share payable in cash, it should be noted that the Company's financial advisors, JP Morgan and Lazard, have issued fairness opinions exclusively to the Board of Directors of Lar Espana which conclude that the price of the Offer is, from a strictly financial point of view, fair for the shareholders of Lar Espana.

(02/12/2024)

Offeror: Helios RE, S.A.

Aviso de Derechos para emisoras del



FECHA: 24/01/2025

Cash Offer: EUR 8.3 per share

In accordance with the provisions of article 13.2.b) of Royal Decree 1066/2007, the acceptance of the Offer for at least 37,598,462 Lar Espana shares, which represent 50% of the shares to which the Offer is effectively addressed (i.e., excluding the Fixed Shares). Compliance with this condition will allow the Offeror to reach a minimum participation in Lar Espana of 44.92% as a result of the settlement of the Offer, which, added to the participation in Lar Espana represented by the Fixed Shares, which will be contributed to the Offeror after the settlement of the Offer, would grant it a minimum participation in Lar Espana of 55.07% of its share capital. The establishment of this threshold is part of the commercial agreements between Hines SC and Grupo Lar Retail in relation to the minimum amount of capital to be contributed by each shareholder to the Offeror for the purposes of formulating the Offer.

The Offeror intends that the shares of Lar Espana continue to be listed on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and does not intend to promote or propose their delisting.

The Offer is not intended to delist the shares of Lar Espana.

Notwithstanding the foregoing, in the event that the thresholds established in Article 47 of Royal Decree 1066/2007 are reached, the Offeror will exercise the right to squeeze out the remaining shares of Lar Espana at the Offer Price.

The Offer is directed exclusively to holders of shares in Lar Espana on the terms set forth in this Prospectus, and the Prospectus or its content does not constitute an extension of the Offer to any other jurisdiction where the Offer may constitute a violation of the laws applicable to such jurisdiction or where the Offer requires the distribution or registration of additional documentation to this Prospectus.

Shareholders of Lar Espana who reside outside Spain and decide to accept the Offer are advised that it may be subject to legal and regulatory restrictions other than those provided for in Spanish law. For all purposes permitted by law, the Offeror has not confirmed compliance with, nor does it intend to take any action to comply with, any laws relating to the verification, applicability and implications of the Offer, except as provided for in this Prospectus.

ESCN ISSUER. LARESPANA REAL ESTATE SOCIMI, S.A. TICKER. LRE EVENT. Takeover . UpdateWCA event ID. 37723 The Spanish National Securities Market Commission announces that on 29 November 2024 the first of the announcements referred to in Article 22 of Royal Decree 1066 2007, of 27 July, corresponding to the voluntary takeover bid for Lar Espana Real Estate SOCIMI, S.A. launched by Helios RE, S.A., was published. In light of the foregoing, the acceptance period will be from 2 December 2024 to 16 December 2024, inclusive. (As on 28 11 2024) ESCN ISSUER. LAR ESPANA REAL ESTATE SOCIMI, S.A. TICKER. LRE EVENT. Takeover . Update WCA event ID. 37723 On 28 November 2024, the Board of the Spanish National Securities Market Commission (CNMV) adopted the following resolution. To authorise the voluntary takeover bid for the shares of Lar Espana Real Estate SOCIMI, S.A. submitted by Helios RE, S.A. on 23 July 2024, and admitted for processing on 30 July 2024, as it considers that its terms comply with applicable regulations and that the content of the prospectus is sufficient following the latest amendments incorporated on 22 November 2024. The bid is aimed at 100% of the share capital of Lar Espana Real Estate SOCIMI, S.A., represented by 83,692,969 shares, listed on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and traded on the Automated Quotation System, excluding 8,496,045 shares, representing 10.15% of the share capital which have been immobilised by their respective owners. Consequently, the bid effectively covers the acquisition of 75,196,924 shares, representing 89.85% of its share capital. The price of the bid is EUR 8.30 per share, will be paid in cash and, although it is not necessary as the bid is voluntary, it is considered sufficiently justified to the effects of the provisions on equitable price set in Article 110 of Spanish Act 6 2023, of 17 March, on Securities Markets and Investment Services and Article 9 of Spanish Royal Decree 1066 2007, of 27 July, on takeover bids. The CNMV shall make the period for acceptance of the bid public once the offeror publishes the first of the announcements required under Article 22 of Spanish Royal Decree 1066 2007. (As on 02 10 2024) ESCN ISSUER. LAR ESPANA REAL ESTATE SOCIMI, S.A. TICKER. LRE EVENT. Takeover . Update WCA event ID. 37723 As a result, Helios RE has resolved to increase the price of the Offer to 8.30 euros per share. (As on 30 07 2024) ESCN ISSUER. LAR ESPANA REAL ESTATE SOCIMI, S.A. TICKER. LRE EVENT. Takeover . Update WCA event ID. 37723 On 30 July 2024, the Spanish National Securities Market Commission adopted the following resolution. Admission, pursuant to the provisions of Article 17 of Spanish Royal Decree 1066 2007, of 27 July, on takeover bids, for processing of the application for authorisation submitted on 23 July 2024 by Helios RE, S.A. to launch a voluntary takeover bid for 100% of the shares of Lar Espana Real Estate Socimi, S.A., on the basis that the prospectus and the other documents submitted, following the registration of the supplementary documentation on 24 July 2024, comply with the provisions of said article. The admission for processing of the aforementioned application does not imply any type of pronouncement on the decision concerning the authorisation of the takeover bid, or any of its terms and conditions, which shall be issued within the time limits and in accordance with the other requirements set forth in Article 21 of the above-mentioned regulation. (As on 26 07 2024) NACA LAR ESPANA TAKEOVER OFFER The Boards of Vukile and its subsidiary, Castellana Properties Socimi S.A. (Castellana), have taken note of the proposed voluntary cash tender offer for the shares of Lar Espana Real Estate Socimi S.A. (Lar Espana) by the consortium formed between Hines European Real Estate Partners III SC Sp and a vehicle controlled by Grupo Lar Inversiones Inmobiliarias, S.A. (Lar Espana s asset manager, and together the Consortium) at a price of EUR 8.10 per share, which will be reduced by any distribution that Lar Espana may declare during the offer period, based on the offer announcement. The Board of Vukile confirms that it has not had any discussions with the Consortium with regards to the potential transaction, and that as 28.7% owner of Lar Espana through Castellana, will review the proposed offer in detail and analyse its various strategic alternatives. BofA Securities and Linklaters are acting as financial and legal advisor respectively to Castellana and Vukile. Further announcements will be made in due course as appropriate. (As on 23 07 2024) ESMAB ISSUER. LAR ESPANA REAL ESTATE SOCIMI, S.A. TICKER. LRE EVENT. Takeover . Update WCA event ID. 37723 The Boards of Vukile and its subsidiary Castellana Properties Socimi S.A. (Castellana) have taken note of the proposed voluntary cash tender offer for the shares of Lar Espana Real Estate Socimi S.A. (Lar Espana) by the consortium formed between Hines European Real Estate Partners III SC Sp and a vehicle controlled by Grupo Lar Inversiones Inmobiliarias, S.A. (Lar Espana s asset manager, and together the Consortium) at a price of EUR 8.10 per share, which will be reduced by any distribution that Lar Espana may declare during the offer period,

Aviso de Derechos para emisoras del



FECHA: 24/01/2025

based on the offer announcement. The Board of Vukile confirms that it has not had any discussions with the Consortium with regards to the potential transaction, and that as 28.7PCT owner of Lar Espana through Castellana, will review the proposed offer in detail and analyse its various strategic alternatives. BofA Securities and Linklaters are acting as financial and legal advisor respectively to Castellana and Vukile. Further announcements will be made in due course as appropriate. (As on 23 07 2024) ESCN ISSUER. LAR ESPANA REAL ESTATE SOCIMI, S.A. TICKER. LRE EVENT. Takeover. Update WCA event ID. 37723 HeliosRE, S.A. has filed today before the CNMV the request for authorisation of the voluntary takeover bid for the shares of Lar Espana Real Estate SOCIMI, S.A. (As on 12 07 2024) ESCN ISSUER. LAR ESPANA REAL ESTATE SOCIMI, S.A. TICKER. LRE EVENT. Takeover On the date hereof, Helios RE, S.A. (the Offeror), a company indirectly owned by the real estate fund Hines European Real Estate Partners III SCSp (Hines) and Grupo Lar Inversiones Inmobiliarias, S.A. (Grupo Lar), a significant shareholder of Lar Espana and its management company, has announced its intention to launch a voluntary tender offer for all the issued shares of the Company (the Offer). Lar Espana informs that there are no agreements of any kind in connection with the Offer with Hines or Grupo Lar. The Board of Directors of the Company will monitor the Offer on an ongoing basis and will issue the report required by article 24 of Royal Decree 1066 2007, of 27 July, on the rules governing takeover bids, expressing its opinion on the Offer at the appropriate time after the CNMV's authorisation of the Offer and within ten days of the commencement of the Offer acceptance period. OFFEROR. Helios RE, S.A. The Offeror is controlled by the AIFM (HLIM) and the general partner (Hines HEREP) of the Hines fund HEREP III, that in turn are jointly controlled by Mr Jeffrey C. Hines and Ms Laura E. Hines. Pierce. The decision to launch the Offer was approved by means of a resolution passed by the Board of Directors of the Offeror on 11 July 2024 and a resolution passed by the Shareholders Meeting of the Offeror on the same date. The Offeror shall file the request for the authorisation of the Offer with the CNMV. The Offer is considered a voluntary offer for the purposes of the provisions of article 117 of Ley 6 2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversion (LMVSI) and article 13 of Royal Decree 1066 2007. SECURITIES AND MARKETS TARGETED BY THE OFFER The Offer is launched over the totality of the issued shares of the Target Company representing its share capital, except for the GL