

Haya Real Estate S.A.U.
Registered office: C/ Medina de Pomar, 27
28042 Madrid
Spain

Haya announces results of consent solicitation relating to:

		ISIN	Common Code
Euro-denominated 5.25% Senior Secured Notes due 2022	Reg S:	XS1716821779	171682177
	Rule 144A:	XS1716821340	171682134
Euro-denominated Floating Rate Senior Secured Notes due 2022	Reg S:	XS1716822231	171682223
	Rule 144A:	XS1716821936	171682193

This press release relates to the disclosure of information that qualified, or may have qualified, as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

Madrid, 20:45, April 6, 2022 – Haya Real Estate S.A.U. (into which Haya Finance 2017, S.A. was merged in 2018) (the “**Original Issuer**”) refers to its announcement dated March 30, 2022 (the “**Solicitation Launch Announcement**”) and the consent solicitation statement dated March 30, 2022 (the “**Consent Solicitation Statement**”).

Terms and expressions used but not defined herein shall have the meanings given to them in the Solicitation Launch Announcement or the Consent Solicitation Statement, as applicable.

Receipt of the Required Consents

The Original Issuer today announced that it has received Consents from Holders representing 91.5% in aggregate principal amount of the outstanding Notes voting as one series.

Accordingly, (i) the Resignation and Appointment Deed will be executed by the Original Security Agent and the Security Agent at a convenient time as soon as practicable after the date hereof to give effect to the Security Agent Appointment, (ii) the Supplemental Indenture will be executed by the Original Issuer, the Acceding Co-Issuer, the Trustee and the Security Agent at a convenient time as soon as practicable after the date hereof to give effect to the Proposed Indenture Amendments, provided that the Consent Conditions have been satisfied or, if applicable, waived at such time and (iii) the ICA Amendment Agreement will be executed by the Original Issuer, the Acceding Co-Issuer, the Trustee and the Security Agent at a convenient time as soon as practicable after the date hereof to give effect to the Proposed ICA Amendments, provided that the Consent Conditions have been satisfied or, if applicable, waived at such time.

Expiration Time

The Solicitation expired at 5:00 p.m., London time, on April 6, 2022, and therefore no Consents submitted after that time will be accepted. All Notes that were blocked in connection with the Solicitation will be unblocked as soon as practicable after the Expiration Time.

Other Information Regarding the Original Issuer

The Original Issuer (together with its subsidiaries, the “**Group**”) is one of the leading real estate servicing companies and the largest bank-independent third-party servicer of real estate developer loans (“**REs**”) and real estate owned assets (“**REOs**”) in Spain. Its core service offering covers the entire value chain of loans and real estate assets. For REs, this comprises advisory and underwriting for loans and collateral; debt management and recovery; and conversion of RE obligations into REOs. For REOs, this comprises admissions and repossession; management of REOs; and the sale and rentals (“commercialization”) of REOs. The Original Issuer’s principal clients are some of the leading financial and public institutions in Spain, including Caixabank, BBVA, Cajamar and Unicaja, and it also increasingly provides a wide range of services to institutional investors, retail clients and small investors.

General

The Solicitation is being made solely on the terms and subject to the conditions set forth in the consent solicitation statement dated March 30, 2022 (the “**Consent Solicitation Statement**”).

Under no circumstances shall this announcement or the Consent Solicitation Statement constitute an offer to buy, an offer of, or a solicitation of an offer to sell, securities in any jurisdiction. The Solicitation shall not be considered an “offer of securities to the public,” or give rise to or require a prospectus in a European Economic Area member state pursuant to Regulation (EU) 2017/1129 (as amended or superseded) or in the United Kingdom pursuant to Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

The Solicitation is not being made to, and no consents are being solicited from, holders or beneficial owners of the Notes in any jurisdiction in which it is unlawful to make such solicitation or grant such consents. However, the Original Issuer may, in its sole discretion and in compliance with any applicable laws, take such actions as it may deem necessary to solicit consents in any jurisdiction and may extend the Solicitation to, and solicit consents from, persons in such jurisdiction.

The Consent Solicitation Statement has not been approved by an authorized person in the United Kingdom and is for distribution only to persons who (i) have professional experience in matters relating to investments (being investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “**Financial Promotion Order**”), (ii) fall within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Financial Promotion Order, (iii) fall within Article 43 of the Financial Promotion Order, (iv) are outside the United Kingdom or (v) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”)) may otherwise lawfully be communicated or caused to be communicated (all such persons together

being referred to as “**relevant persons**”). The Consent Solicitation Statement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Consent Solicitation Statement relates is available only to relevant persons and will be engaged in only with relevant persons. No part of the Consent Solicitation Statement should be published, reproduced, distributed or otherwise made available in whole or in part to any other person. No person may communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the securities other than in circumstances in which Section 21(1) of the FSMA does not apply.

The making of the Solicitation may be restricted by law in some jurisdictions. Persons into whose possession the Consent Solicitation Statement comes must inform themselves about and observe these restrictions.

Information and Tabulation Agent

Lucid Issuer Services Limited

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Attention: Thomas Choquet and Paul Kamminga

Disclaimer

This announcement and the Consent Solicitation Statement include forward-looking statements. These forward-looking statements include all matters that are not historical facts, statements regarding the intentions, beliefs, projections or current expectations of the Group concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which the Group operates.

The information contained in this announcement and the Consent Solicitation Statement has not been independently verified and no independent evaluation or appraisal of the Group has been undertaken. Neither the Group nor its affiliates, nor its or its affiliates’ respective officers, directors, employees, agents or advisers, make any representation or warranty, express or implied, as to (nor accept any liability whatsoever, whether in contract, in tort or otherwise, in relation to) the reasonableness, accuracy, reliability or completeness of this announcement and the Consent Solicitation Statement or any statement, information, forecast or projection made herein, or any other written or oral communications transmitted to the recipients in connection herewith. This announcement and the Consent Solicitation Statement have been prepared on the basis of the position as at the time of the announcement and the Consent Solicitation Statement, and the information provided in this announcement and the Consent Solicitation Statement will not be updated or corrected after the date of the announcement and the Consent

Solicitation Statement. There can be no assurances that the forecasts or expectations are or will prove to be accurate.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. The Group cautions you that forward-looking statements are not guarantees of future performance and that the actual results of operations, financial condition and liquidity and the development of the industry in which the Group operates may differ materially from those made in or suggested by the forward-looking statements contained in this announcement and the Consent Solicitation Statement. Factors that may cause the Group's actual results to differ materially from those expressed or implied by the forward-looking statements in this announcement and the Consent Solicitation Statement, include, but are not limited to: (i) the Group's inability to execute its business strategy, (ii) the Group's ability to generate growth or profitable growth and (iii) political changes in countries relevant to the Group's operations, including changes in taxation.

In addition, even if the Group's results of operations, financial condition and liquidity and the development of the industry in which the Group operates are consistent with the forward-looking statements contained in this announcement and the Consent Solicitation Statement, those results or developments may not be indicative of results or developments in future periods.

The Group does not assume any obligation to review or confirm expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise after the date of this announcement and the Consent Solicitation Statement.

This announcement and the Consent Solicitation Statement do not constitute a financial product, investment, tax, accounting or legal advice, a recommendation to invest in any securities of the Group, or any other person, or an invitation or an inducement to engage in investment activity with any person. This announcement and the Consent Solicitation Statement have been prepared without taking into account the objectives, financial situation or needs of any particular recipient of this announcement and the Consent Solicitation Statement, and consequently the information and opinions contained in this announcement and the Consent Solicitation Statement may not be sufficient or appropriate for the purpose for which a recipient might use it. Any such recipients should conduct their own due diligence, consider the appropriateness of the information and opinions in this announcement and the Consent Solicitation Statement having regard to their own objectives, financial situation and needs, and seek financial, legal, accounting and tax advice appropriate to their particular circumstances.

This announcement and the Consent Solicitation Statement are not an offer to buy, an offer of, or a solicitation of an offer to sell, or exchange or acquire securities in the United States and no offer, tender offer, sale, exchange or acquisition of securities is proposed in a jurisdiction where such offer, tender offer, sale, exchange or acquisition would be illegal. The securities referenced in this announcement and the Consent Solicitation Statement may not be offered, sold, exchanged or delivered in the United States absent registration or an applicable exemption

from the registration requirement under the U.S. Securities Act of 1933, as amended. The securities mentioned in this announcement and the Consent Solicitation Statement are not, and will not be, registered in the United States.

The above press release is made by Mr. Enrique Dancausa Treviño, CEO, on behalf of Haya Real Estate S.A.U. If you have any questions in relation to the above, please feel free to contact Mr. Álvaro Badiola Guerra, CFO: abadiola@haya.es