



AUDIT AND CONTROL COMMITTEE REPORT ON THE INDEPENDENCE OF THE EXTERNAL AUDITOR

The Audit and Control Committee Chairman has received a Letter of Confirmation on the Independence of Deloitte, S.L., external auditor for Inmobiliaria Colonial, S. A. and subsidiaries, with regards to the auditing of the consolidated financial statements for the year ended at 31 December 2015.

The external auditor states, to the best of its knowledge and belief, as follows:

- The team in charge of the audit and Deloitte S.L., with the applicable extensions, have met the applicable independence requirements under the consolidated Audit Act issued through Legislative Royal Decree 1/2011, of 1 July, and the implementing regulations thereof.
- The fees charged to Inmobiliaria Colonial, S.A. and to the divisions controlled by it, for all of the professional services, totalled €916,000.
The breakdown by item, both for the audit services and for the different services involved in the audit, during the year ended at 31 December 2015, performed by Deloitte, S.L. and its network is as follows:
 - Audit services: €532,000
 - Audit-related services: €224,000
 - Tax-advisory services: €0
 - Other services: €160,000
 - **Total professional services: €916,000**
- Deloitte and the team in charge of the audit have internal procedures for identifying and evaluating threats that may arise and circumstances related to audited entities, including those that might give rise to incompatibility and, if applicable, for applying the required safeguard measures.
- Regarding the audit services for the period covered by the financial statements until the issuance of the Letter of Confirmation of Independence, no circumstances were identified that individually or collectively might entail a significant threat to the external auditor's independence and that therefore would require the application of safeguard measures or might give rise to incompatibility.

The Audit and Control Committee has reviewed the fees paid by Inmobiliaria Colonial, S.A. and its subsidiaries for the services rendered by Deloitte, S.L.

The Audit and Control Committee, having examined the Letter of Confirmation of Independence of the external auditor of Inmobiliaria Colonial S.A. and the fees received for the audit services relative to the audit or the different audit services, concludes that there are no objective grounds for questioning the independence of the external auditor, and therefore issues a favourable report on the independence of Deloitte, S.L. as the auditor of Inmobiliaria Colonial S.A. and its subsidiaries.

Colonial

Barcelona, 15 February 2016.