

Final Terms dated 21 April 2016

Merlin Properties, SOCIMI, S.A.

(Incorporated with limited liability in the Kingdom of Spain)

Issue of €850,000,000 2.225% Notes due 25 April 2023

under the €1,000,000,000

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 6 April 2016 (the “**Base Prospectus**”) which constitutes a base prospectus for the purposes of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the Final Terms have been published on the website of the Luxembourg Stock Exchange at www.bourse.lu and are available for viewing during normal business hours at Paseo de la Castellana, 42, 28046 Madrid, Spain (being the registered office of the Issuer).

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|---|--|---|
| 1 | (i) Series Number: | 1 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 2 | Specified Currency or Currencies: | Euro (€) |
| 3 | Aggregate Nominal Amount of Notes: | |
| | (i) Series: | €850,000,000 |
| | (ii) Tranche: | €850,000,000 |
| 4 | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 5 | (i) Specified Denominations: | €100,000 and integral multiples of €1,000 thereafter up to €199,000 |
| | (ii) Calculation Amount: | €1,000 |
| 6 | (i) Issue Date: | 25 April 2016 |

(ii) Interest Commencement Date	Issue Date
7 Maturity Date:	25 April 2023
8 Interest Basis:	2.225 per cent. Fixed Rate (see paragraph 13 below)
9 Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
10 Change of Interest Basis:	Not Applicable
11 Put/Call Options:	Change of Control Put Option Issuer Call Residual Maturity Call Option (see paragraph 16/18/19 below)

12 Date of Board approval for issuance of Notes obtained: 14 April 2016

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13 Fixed Rate Note Provisions	Applicable
(i) Rate of Interest:	2.225 per cent. <i>per annum</i> payable in arrear on each Interest Payment Date
(ii) Interest Payment Date:	25 April in each year, commencing on 25 April 2017
(iii) Fixed Coupon Amount:	€22.25 per Calculation Amount
(iv) Broken Amount(s):	Not Applicable
(v) Day Count Fraction:	Actual/Actual-ICMA
(vi) Determination Dates:	25 April in each year

14 Floating Rate Note Provisions Not Applicable

15 Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

16 Call Option	Applicable
(i) Optional Redemption Dates:	Any date up to and including the Maturity Date

(ii) Optional Redemption Amount of each Note:	Make-Whole Amount
(iii) Make-whole Amount:	Applicable
(a) Reference Note:	<i>Bundesobligationen of the Bundesrepublik Deutschland (Bund)</i> due February 2023 (ISIN: DE0001102309)
Redemption Margin:	0.40 per cent.
Financial Adviser:	As per Condition 7(d)
Quotation Time:	The second Business Day preceding the Optional Redemption Date
(b) Discount Rate:	Not Applicable
(c) Make-whole Exemption Period:	Not Applicable
(iv) If redeemable in part:	
(a) Minimum Redemption Amount:	Not Applicable
(b) Maximum Redemption Amount:	Not Applicable
(v) Notice period:	As per Condition 7(d)
17 Put Option	Not Applicable
18 Change of Control Put Option	Applicable
19 Residual Maturity Call Option	Applicable
20 Final Redemption Amount of each Note	€1,000 per Calculation Amount
21 Early Redemption Amount	
Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	As per Conditions

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22 Form of Notes:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
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23 New Global Note: Yes

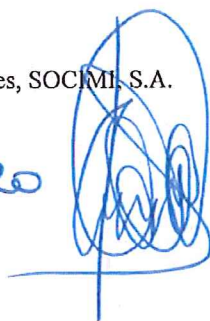
24 Financial Centre(s): Not Applicable

25 Talons for future Coupons to be attached to
Definitive Notes (and dates on which such Talons
mature): No

Signed on behalf of Merlin Properties, SOCIMI, S.A.

By: Miguel Otero

Duly authorised



PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Admission to listing and trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to listing on the official list of the Luxembourg Stock Exchange and to trading on the regulated market of the Luxembourg Stock Exchange with effect from 25 April 2016
- (ii) Estimate of total expenses related to admission to trading: €6,200

2 RATINGS

- Ratings: The Notes to be issued have been rated:
S&P: BBB
- Standard & Poor's Credit Market Services Europe Limited is established in the EU and registered under Regulation (EC) No 1060/2009 as amended by Regulation (EC) No. 513/2011 (the "CRA Regulation"). A list of registered credit rating agencies is published at the European Securities and Market Authority's website: www.esma.europa.eu.

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for (i) the fees payable to the Dealers and (ii) so far as the Issuer is aware, no person involved in the issue/offer of the Notes has an interest material to the offer. The Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for the Issuer and any of its affiliates in the ordinary course of the business for which they may receive fees. In addition, conflicts of interest could arise if proceeds from the Notes are used to repay financing granted to the Issuer by the Dealers and those Dealers receive commissions on such Notes.

4 Fixed Rate Notes only – YIELD

- Indication of yield: 2.225 per cent. This yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5 OPERATIONAL INFORMATION

ISIN:	XS1398336351
Common Code:	139833635
Any clearing system(s) other than Euroclear Bank S.A./N.V. and number(s) and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of initial Paying Agent(s):	Société Générale Bank & Trust S.A. 11 Avenue Emile Reuter L-2420 Luxembourg
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility	Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

6 DISTRIBUTION

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|-----------------------------|---|
| (i) Method of distribution: | Syndicated |
| (ii) If syndicated: | |
| (a) Names of Managers: | Banca IMI S.p.A.
Bankinter, S.A.
BNP Paribas
Crédit Agricole Corporate and Investment Bank
Credit Suisse Securities (Europe) Limited
Deutsche Bank AG, London Branch
Goldman Sachs International
ING Bank N.V.
J.P. Morgan Securities plc |

	Mediobanca – Banca di Credito Finanziario S.p.A. Société Générale
(b) Stabilisation Manager(s) (if any):	Not Applicable
(iii) If non-syndicated, name of Dealer:	Not Applicable
(iv) US Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D