PRICEWATERHOUSECOOPERS

Renta Corporación Real Estate, S.A.

Audit Report,
Consolidated Annual Accounts at 31 December 2008 and
Directors' Report for 2008

Edifici Caja de Madrid
Avinguda Diagonal, 640
08017 Barcelona
Tel. +34 932 532 700
Fax +34 934 059 032

A free translation of the report on the consolidated annual accounts originally issued in Spanish and prepared in accordance with generally accepted accounting principles in Spain. In the event of a discrepancy, the Spanish language version prevails

AUDIT REPORT ON THE CONSOLIDATED ANNUAL ACCOUNTS

To the shareholders Renta Corporación Real Estate, S.A.

1. We have audited the consolidated annual accounts of Renta Corporación Real Estate, S.A. (the parent Company) and subsidiary companies, consisting of the consolidated balance sheet as at 31 December 2008, the consolidated income statement, the consolidated statement of changes in net equity, the consolidated statement of cash flows and the related notes to the consolidated annual accounts for the year then ended, the preparation of which is the responsibility of the Directors of the parent Company. Our responsibility is to express an opinion on the consolidated annual accounts taken as a whole, based on the work carried out in accordance with auditing standards generally accepted in Spain which require the examination, on a test basis, of evidence supporting the annual accounts and an evaluation of their overall presentation, the accounting principles applied and the estimates made.

2. In accordance with Spanish Corporate Law, the parent Company's Directors have presented, for comparative purposes only, for each item of the consolidated balance sheet, the consolidated income statement, the consolidated statement of changes in net equity, the consolidated statement of cash flows and the notes to the consolidated annual accounts, the corresponding amounts for the previous year as well as the amounts for 2008. Our opinion refers exclusively to the consolidated annual accounts for 2008. On 21 February we issued our audit report on the 2007 consolidated annual accounts, in which we expressed an unqualified opinion.

3. As described in Note 18 to the Accounts, the Consolidated Group at the 2008 year end continues to record short-term bank loans totalling Euros 662,647 thousand. As explained in Note 36 to the Accounts, the Group reached a refinancing agreement on 27 February 2009 with the series of banks that subscribed the syndicated loan in 2007. The agreement affects bank loans, derivatives and guarantees in the amount of Euros 601,847 thousand and establishes the refinancing of one part of the loan and the cancellation of the other part through the sale of assets to some of the banks.

   As described in Note 36 to the Accounts, the refinancing agreement stipulates that the signing of a new loan agreement depends on the carrying out of all the purchase and sales agreed with the financial entities, by virtue of binding commitments, within the established period of three months as from the signing of the overall debt restructuring agreement. The materialization of a part of these agreements has taken place at the date of formulation of these annual accounts. At this time the commitments acquired are still being executed as part of the formal business procedures, in order to culminate the established refinancing process.

PricewaterhouseCoopers Auditores, S.L. - R. M. Madrid, hoja 87.250-1, folio 75, tomo 9.267, libro 8.054, sección 3ª
Inscrita en el R.O.A.C. con el número S0242 - CIF: B-79 031290

PRICEWATERHOUSECOOPERS

Under these circumstances, the Group's capacity to settle its liabilities and realize its assets, at values and as classified in the accompanying consolidated annual accounts, will depend on the materialization of the established agreements, and the achievement of the objectives of the Group's business plan. The directors have formulated these annual accounts in accordance with the going concern principle with the understanding that the purchase and sales outstanding at the date of formulation of the accompanying annual accounts will take place under the terms and conditions stipulated before the deadline and that the new loan agreement will be executed.

4. As indicated in Note 19 to the Accounts, the Consolidated Group has recorded at 31 December 2008 deferred tax assets totalling Euros 41,425 thousand and deferred tax liabilities totalling Euros 7,687 thousand. The realisation of these deferred taxes is foreseen in the medium and long-term, and, therefore, depends on future events, especially on the evolution of the real estate market in Spain.

5. In our opinion, except for the effect of the adjustments that could have been considered necessary had the final outcome of the uncertainties described in the qualifications in paragraphs 3 and 4 been known, the accompanying consolidated annual accounts for the year 2008 present fairly, in all material respects, the financial position of Renta Corporación Real Estate, S.A. and subsidiaries at 31 December 2008 and the results of its operations, changes in consolidated net equity and consolidated cash flows for the year then ended, and contain all the information necessary for their interpretation and comprehension in accordance with international financial reporting standards adopted by the European Union, applied on a basis consistent with that of the preceding year.

6. The accompanying Directors' Report for 2008 contains the information that the Directors of the parent Company consider relevant to the Group's position, the evolution of its business and of other matters and does not form an integral part of the consolidated annual accounts. We have verified that the accounting information contained in the aforementioned Directors' Report coincides with that of the consolidated annual accounts for 2008. Our work as auditors is limited to checking the Consolidated Directors' Report within the scope already mentioned in this paragraph and it does not include a review of information other than that obtained from the company's accounting records.

PricewaterhouseCoopers Auditores, S.L.

Stefan Mundorf

Stefan Mundorf
Audit Partner

1 April 2009