

COIMA RES S.p.A. SIIQ

STATUTORY AUDITORS' REPORT

TO SHAREHOLDERS' MEETING OF COIMA RES S.P.A. SIIQ

pursuant to art. 153 of Legislative Decree 58/1998 and art. 2429 of Italian Civil Code

Dear Shareholders,

the Board of Statutory Auditors of Coima Res S.p.A. SIIQ is required to report to the Shareholders' Meeting, called to approve the financial statements for the year ended December 31st, 2016, regarding the audit conducted during the year pursuant to art. 153 of Legislative Decree 58/98 and art. 2429 et seq. of Italian Civil Code, in relation to the Company's shares started trading on the Mercato Telematico Azionario, on May 13th, 2016.

We noted that, in compliance with Legislative Decree n.58/98, the supervisory activities on the regular bookkeeping and of financial statements (consolidated and separate) have been tasked by the auditing firm EY S.p.A., appointed by Shareholders' Meeting of February 1st, 2016, whose reports - which contain no qualifications or emphasis of matter - we refer you.

During the year ended December 31st, 2016 the Board of Statutory Auditors of Coima Res S.p.A. SIIQ carried out the supervisory activities required by existing law, in accordance with Supervisory Authorities recommendations and in particular according to the key required to CONSOB with Communications n. 1025564 of April 6th, 2016 and subsequent supplements of 2003 and 2016, and also in accordance with the code of good practice for listed entities for the Board of Statutory Auditors suggested by the Italian National Association of Professional Accountants.

Pursuant to Legislative Decree 39 of January 27th, 2010 for the public interest entities, which is your Company, the Internal Control and Auditing Committee identifies with the Board of Auditors and therefore, during the period, were carried out the supervisory activities mandated to the same, pursuant to art. 19

of the aforementioned Decree.

The Board of Statutory Auditors has verified the independence requirements of its members and the auditing firm, as well as the proper procedures for establishing the independence of Board of Directors with this qualification.

We report the following:

- We in office attended, with limited absences by some of its members, all meetings of the Board of Directors during the year and obtained periodically information from Directors as for activities and on the most significant transactions performed by the Company.
- In addition we in office attended regular meeting of Committee established in accordance with the Code of Conduct, and in particular the Control and Risk Committee, also as Related-Parties Committee, and Compensation Committee.
- We supervised the activities of the Company entrusted to us by Art. 149 of Single Act of Finance, through specific audits, regular meetings with business leaders, with the Internal Control Committee, with the Supervisory Board, with the heads of corporate functions, including control, as well as through the information sharing with representatives of the auditing firm.
- We assessed and supervised, as for our competence, the adequacy of the internal control and the account administration system, as well as the performance of detection and control system.
- We verified, through information collected by the auditing firm and the executive responsible for the preparation of the accounting documents, the compliance with legal regulation related to the preparation and setting of consolidated and separate financial statements, as well as the Management Report, exercising the functions entrusted to us pursuant to art. 19 of the Legislative Decree 39/10.

Our participation in Board of Directors' meetings, the meetings with Control Functions and with the leaders of various business Functions, as well as the examination of information flows provided by the same Functions, have enable to us to obtain, in different segments, necessary and useful information on the

general business performance and on the outlook for operations, organization and internal control system, risk management, and accounting system in order to evaluate its suitability compared to business needs and operational reliability.

In particular, thanks to the meeting with the internal control functions, we have received adequate information on the internal control system and risk management.

Contacts with the executive responsible allowed a hit on compliance with policies and procedures for the administration and accounting system, which is confirmed as adequate.

As for the ways in which institutional tasks assigned were carried out to the Board of Auditors, we inform you and give you act:

- to having acquired necessary knowledge to carry out audit activities for aspects of its competence, on the adequacy of the Company's organizational structure, including links with subsidiaries, through direct surveys, information gathering by leaders of the Functions concerned, exchanges of data and information with auditing firm;
- to having supervised the operation of internal control and accounts administration system, in order to evaluate the adequacy to business needs, as well as its reliability in providing an accurate picture of Company operations, through direct surveys on business records, obtaining information by leaders of the Functions concerned, analysis of the results of the work carried out by the auditing firm.

In compliance with the recommendations provided by CONSOB as for the content of Board of Auditors' Report, we report the following:

1. Considerations on the events and transactions carried out by the Company that had significant impact on assets, finances and operating result, and their compliance with the law and the instruments of incorporation

Coima Res S.p.A. SIIQ's Financial Statement for the year 2016 recorded a profit of Euro 8,836 thousands, whose formation is described in detail by the Board of Directors in its report, to which we refer you.

For our part we announce the events and transactions that had significant impact on assets, finances and operating result.

As anticipated, the Company's shares started trading on the MTA on May 13th, 2016.

After the Institutional Placement contract's signing, the 100% units in Coima Core Fund IV (Italian Banking Fund), Closed Real Estate Investment Fund reserved for qualified investors and managed by COIMA SGR S.p.A., the assets of which include the Deutsche Bank portfolio, were conferred by Qatar Holding LLC.

The conferral amount was equal to Euro 144.5 million.

It was also subscribed a capital increase on April 1st, 2016 for a total amount of Euro 215 million, issued as the Initial Public Offering

- *Acquisitions*
 - i) On June 30th, 2016 the acquisition of three buildings of complex known as "Vodafone Village", located in Milan, was executed for a total amount of Euro 200 million plus VAT and charges.
 - ii) On July 27th, 2016 the acquisition of two buildings was executed acquiring 86.67% units in MH Real Estate Crescita fund ("MHREC"): Gioiaotto (Porta Nuova, Milan) and Palazzo Sturzo (EUR district, Rome) for a total amount of Euro 145.5 million.

- iii) On December 20th, 2016 the acquisition of 36% investments in JV was completed, in an office complex located in via Bonnet, in Milan, that will be subject to redevelopment. The complex was acquired through a newly established fund, named Porta Nuova Bonnet, participated by COIMA RES for 36%, for a total investment amount of Euro 51 million, of which about Euro 25 million of capital risk.

All the acquisitions described above were made in money by using part of the proceeds arising from the IPO.

- *Loan agreements*

On June 29th, 2016 the Company signed a pool loan agreement that, at December 31st, 2016, amounts to Euro 212 million, of which Euro 170 million with a five-year maturity and Euro 42 million, related to VAT line used for the acquisition of “Vodafone Village”, with three-year maturity.

Interests costs are calculated on 3-month Euribor plus 180bps (150 bps for the VAT financing).

- *SIIQ Regime*

The company takes advantage of the benefit for the application of the SIIQ tax regime, subject to the condition that the company carried out via prevalent real estate lease activity, starting from the year ended December 31st, 2016. The special taxation regime provides that the income derived from the business of real estate lease is exempt from corporate income tax (IRES) and the regional tax on productive activities (IRAP) and the part of statutory profit corresponding to it is subject to taxation for shareholders in the distribution in the form of dividends, which may not be less than 70% of net income.

The Board of Statutory Auditors, on the on the basis of the information acquired and in the light of verifications carried out, has no comments or Comments to report on the specific point, in relation to compliance with the Law and Article of Association of the operations carried out by the Company.

2. Atypical and unusual intercompany, third and related parties transactions

During our supervisory activities we do not encountered atypical or unusual transactions carried out between your Company and third parties.

2.1 Atypical and unusual related parties transactions

During our supervisory activities we do not encountered atypical or unusual transactions carried out with related parties.

2.2 Atypical and unusual third and related parties transactions

During our supervisory activities we do not encountered atypical or unusual transactions carried out with third and related parties.

2.3 Ordinary intercompany and related parties transaction

The Company, in accordance with Related Parties Regulation n. 17221 approved by Consob of March 12th, 2010, as subsequently amended, as well as according to directions and guidelines mentioned in Consob Communications n. DEM/10078683 of September 24th, 2010, adopted the "Related Parties Transactions Procedure" for the management, review, approval and market disclosure of transactions carried out with related parties.

The Board of Directors provided information in the Notes of Financial Statements, section "other information", as for the ordinary transactions carried out with related parties, which reference is made.

We report that these transactions are related to ordinary business operations involving purchases of services included in the Asset Management Agreement with COIMA SGR S.p.A. and with COIMA S.r.l. for provision of development & project management, as well as provision property & facility management.

We also report that have been entered into transactions with related parties that have generated interest income relating to dividends paid by funds invested by the Company during the year 2016.

The Board of Statutory Auditors considers the procedures in compliance with the principles set out in the Consob Regulation and has participated, during the year 2016, all control and risk Committees' meeting in which the operations were reviewed, ensuring compliance with the procedure adopted by the Company.

3. Comments about any emphasis of matter of External Auditors

The auditing firm EY S.p.A. has issued its Reports pursuant to Art. 14 and 16 of Legislative Decree n.39/2010 concerning the Financial Statements and Consolidated financial statements on February 23th, 2017, unqualified and without emphasis of matter.

4. Complaints ex art. 2408 of the Civil Code.

During the year 2016, and up to the date of the Report, no complaints according to art. 2408 of the Civil Code are occurred.

5. Presentation of claims

During the year 2016, and up to the date of the Report, no exposed to be reported to Shareholders' meeting are occurred.

6. External Auditors other engagement and related costs

The Board of Statutory Auditors examined the report on the independence of the external auditor, as per art. 17 of Legislative Decree no. 39/2010, issued on February 20th, 2017, that does not highlight situations which might have compromised the independence or causes of incompatibility, pursuant to Articles 10 and 17 of the decree and related provisions of implementation. Also according to the statement of the External Auditors, the Board of Statutory Auditors noted that the fees for the year 2016 recognized to EY S.p.A. are reported in a specific table prepared by Directors pursuant to Art.

149 duodecies of the Regulation implementing Legislative Decree 24 February 1998 n. 58, concerning the regulation of Issuers, contained in the notes to the separate financial statements, paragraph "Disclosure of auditing fees pursuant to art. 2427 paragraph 1, point 16 a) of the Civil Code "and summarized below (in Euro / thousands):

Services provided	Company	Fees
Audit (*)	EY S.p.A.	142
Certification Services	EY S.p.A.	463
Total		605

(*) These fees refer to the audit of COIMA RES SIIQ separate and consolidated financial statements

The Certification services are related to the issuance of comfort letters, audit reports concerning the Consolidated Pro-forma financial statements and the Business Plan prepared in connection with the operation of admission to listing of the Company's shares on the Mercato Telematico Azionario organized and managed by the Italian Stock Exchange.

7. Engagement assigned to entities related to External Auditors

During the year no engagement to entities related to the External Auditors have been assigned.

8. Opinion issued pursuant to Law

During the year 2016, the Board of Statutory Auditors did not issue any opinion.

9. Frequency of Board of Directors' and Board of Statutory Auditors' meeting

During the year 2016, the Board of Statutory Auditors met n° 6 times; it also attended n° 14 Board of Directors' meeting, n° 3 Control and Risk Committee's meeting, n° 3 Compensation Committee's meeting, and n° 3 External Auditor and control Functions' meeting, also the only Shareholders' meeting held during the year.

10. Comments on compliance with principles of proper administration

The Board of Statutory Auditors monitored, in relation to what is in its competence, compliance with the principles of proper administration. The activity of the Board of Statutory Auditors has been directed to review the legitimacy of Directors' decisions and their compliance, in the process of their formation, with criteria of equity and financial economic rationality, according to the technique and practice suggested by the best doctrine and best company practices.

The Company is, in the opinion of the Board of Statutory Auditors, managed in compliance with the Law and the Articles of Association rules.

The structure of powers and delegated powers - as designated - appear adequate for the size and operation of the Company.

In particular, also as regards the Board of Directors resolution process, the Board of Statutory Auditors assessed, even attending at the meetings, the compliance with the Law and the Articles of Association of decisions taken by Directors and verified that the resolutions were assisted by specific analyzes and opinions prepared - if necessary - also by consultants, with particular reference to economic and financial fairness of transactions and their compliance with corporate interests.

This activity of the Board of Statutory Auditors took place without merit control on the opportunity and convenience of management decisions.

There were no comments on compliance with the principles of proper administration.

11. Comments on the adequacy of the organizational structure

The Board of Statutory Auditors monitored, for matters within its competence, Company's organizational structure, through direct observations, hearings, gathering of information from the competent corporate functions and meetings with the person in charge of the control functions.

Considering the particular model adopted, which provides Coima SGR as manager of the Company, the Board of Statutory Auditors has in particular

monitored the suitability of the information flow structure to ensure adequate representation of business matters.

It is noted that, during the year, the administrative structure was implemented by inserting a new resource.

Our reliability evaluation of the organizational structure as a whole is that this is substantially adequate, needing a constant monitoring of the effectiveness of the interaction between the two companies during the year.

12. Comments on the adequacy of the internal control system

COIMA RES has set up its own internal control system in order to maintain, in line with the current legal and regulatory provisions: i) strategic control over the different areas of business in which the Company operates and the different risks related to activities; ii) a management control in order to ensure the maintenance of conditions of economic, financial and capital breakeven; iii) technical-operational control aimed at evaluate the various risks.

The Board of Statutory Auditors examined the adequacy of the internal control system directly through meetings with the person in charge of the various business areas and attending the meetings of Control and Risk Committee, regular meetings with the Director responsible for the internal control system and management of risks, the executive responsible for the preparation of the accounting documents and the External Auditors, verifying that the system did not highlight major problems or facts or elements that should be reported here.

The Board of Statutory Auditors, as part of the duties assigned, followed, also, the various activities performed and was informed on the implementation of business plans and results achieved, including coordination effectiveness of the activities and information flows between the various parties involved.

With regard to the protections implemented by the Company to cover the risks to which it is exposed, the Board of Statutory Auditors took note of how COIMA RES has adopted an appropriate risk management and control mechanisms in order to ensure an efficient and effective business processes management, and to ensure the trustworthiness, accuracy, reliability and timeliness of financial information as well as assets protection, compliance

with laws and regulations, the Articles of Association and internal procedures. In this respect, the Board of Statutory Auditors noted that the Board of Directors, on July 27th, 2016, approved the regulation on internal control and risk management, based on a traditional model with three levels of control:

- "line" controls (or "first level"), carried out by the operational units, aimed at ensuring the proper performance of operations;
- "second level" controls, carried out by Risk Management Function and the legal department, with the objective of ensuring, inter alia: i) the proper implementation of the risk management process; ii) compliance with the operational limits in place for the various functions; iii) compliance with rules, including self-regulation, of company's operations;
- "third level" controls, responsibility of Internal Audit function, in order to identify violations of procedures and regulations as well as to periodically assess completeness, adequacy, functionality (in terms of efficiency and effectiveness) and reliability of the internal control system and information system (ICT audit);

In the first months of the current year Compliance function has been set up, integrating its activities with the internal audit activities.

With regard to the organizational control protections, the Board of Statutory Auditors also took note of how the Company intends to regulate in a rigorous way the procedures for carrying out its activities, by establishing, within the definition of the strategic, industrial and financial plans, a specific statutory provision in terms of risk-taking. In particular:

- a) investment in a single property with urban and functional characteristics should be limited to a maximum amount equal to 40% of the total value of the Company's most recently approved budget;
- b) rental income from a single tenant - or tenants belonging to the same group - may not exceed 40% of the total amount of the Company's rental income;
- c) debt, net of cash and cash equivalents and financial receivables from the parent company may not exceed 70% of the total value of assets in the last approved financial statements.

The Board of Statutory Auditors has finally taken note of the activities planned by the Supervisory Body, appointed to guarantee the adequacy,

compliance with and updating of the organization and management model pursuant to Legislative Decree no. 231/01.

The analyzes and tests carried out in relation to the areas concerned and functions of internal audit activity, emerges a substantial college evaluation adequacy of the internal control system adopted.

13. Comments on the accounting system

The Board of Statutory Auditors has regularly monitored the functioning of the system also through meetings with the Manager responsible for preparing corporate accounting documents, gathering information from the person in charge of the relevant corporate departments, examining company documentation and regular analysis of the outcome of the work performed by the External Auditors, including the semiannual reporting of the company.

With regard to the accounting information contained in the financial statements and in the consolidated financial statements as of December 31st, 2016, it is reported that the Chief Executive Officer and the Manager in charge of preparing the Company's financial reports have made statements, without qualification for the preparation of corporate financial statements, as well as in relation to the Directors' report on the reliability of performance and management results, as well as a description of the risks and uncertainties faced by the Company and have also proceeded to the prescribed clearance under Article. 81-ter of CONSOB Regulation no. 11971/1999 and S.M.

From the evaluation of the accounting and administrative system there are no facts and circumstances likely to be mentioned in this report and it is believed that the administrative and accounting function is sufficiently structured and appropriate to address the business needs manifested during the year, both in terms of resources used and in terms of professionalism and so it is able, therefore, to properly reflect the Company's events.

14. Comments on the adequacy of the instructions given to subsidiaries

The Board of Statutory Auditors, taking into account that the only subsidiary, at the balance sheet date is a newly set up company which is substantially

inactive, was informed that it was not necessary to issue specific instructions to be sent.

15. Significant matters arising during the meetings with External Auditors

The Board of Statutory Auditors, identified by the Consolidated Act on legal audit as the "Committee for Internal Control and the statutory audit" in order to make its own opinion:

(I) it has gathered information on the audits carried out by the company in charge of auditing the regular corporate accounting and correct reporting of operating events in the accounting records;

(II) it has received from the External Auditors, in accordance with art. 19, paragraph 3 of Legislative Decree. N. 39/2010, the explanatory report of the "core issues" emerged during the legal audit and any "significant deficiencies" identified in the internal control system in relation to the financial reporting process, in which are not exposed any issues worthy of mention;

(III) it received by that company, pursuant to art. 17, paragraph 9, letter a) of Legislative Decree. N. 39/2010, the confirmation of its independence as well as the notification of non-audit services provided to COIMA by itself or by entities belonging to its network, discussing the risks related to the independence and the measures taken to mitigate those risks;

In particular, the Board of Statutory Auditors monitored:

- The financial reporting process;
- The effectiveness of internal control systems, internal audit and risk management;
- The audit of the annual separate accounts and consolidated accounts;
- Independence of the External Auditors, in particular as regards the provision of non-audit services.

The Board of Statutory Auditors examined the reports issued by EY S.p.A., whose activities integrates the overall picture of the control functions required by the regulations in relation to the financial reporting process.

These reports, issued on February 23rd, 2017 pursuant to Article 14 of Legislative Decree no. 39/2010, show that COIMA separate and consolidated financial statements have been prepared according to IAS / IFRS issued by

International Accounting Standards Board and adopted by the European Union, in force at December 31st, 2016.

In the auditor's opinion the financial statements, individual and consolidated, are prepared clearly and give a true and fair view of the financial position, financial performance and cash flows for the year ended December 31st, 2016.

Furthermore, in the opinion of the External Auditors, the Directors' Report is consistent with the financial statements.

The Board of Statutory Auditors has also considered the report issued on February 23rd, 2017, by the External Auditors, in accordance with art. 19 of Legislative Decree no. 39/2010, from which it did not bring any difficulties encountered in the course of the review process, no significant weaknesses in the internal control system in relation to the financial reporting process.

The External Auditors, periodically met in compliance with art. 150, paragraph 3, of the Consolidated Financial Act to the exchange of mutual information, did not communicate to the Board of Statutory Auditors acts or facts considered reprehensible or irregularities which have required the formulation of specific reports pursuant to art. 155, paragraph 2, of the Consolidated Financial Act.

During the year under review they were kept regular contact with the External Auditors, with whom a fruitful relationship of exchanges of data and information was established, also in relation to the functions assumed by the Board of Statutory Auditors pursuant to art. 19 of Legislative Decree. N. 39/2010 in its role of "Committee for Internal Control and Auditing".

During the exchange of information with the External Auditors, the Board of Statutory Auditors has focused its attention in particular to: (i) the audit activities on separate and consolidated accounts and (ii) matters related to External Auditors independence (iii) the audit plan.

16. Adherence to the Corporate Governance Code

The Company has adhered to the standards included in the Corporate Governance Code promoted by the Italian Stock Exchange and the Board of Directors on 8 February 2017 approved the annual report on corporate governance and ownership structure.

We remember that:

(I) within the Board of Directors, with an advisory and prepositive role, operates the Control and Risk Committee; about the role, tasks and operation, see the specific chapter dedicated in the Report on Corporate Governance;

(Ii) the Board of Directors appointed Matteo Rava as Director in charge of supervising the internal control and risk management system;

(Iii) the Company set up the Compensation Committee; the Company decided not to set up a Nomination Committee.

(Iv) The company also set up, in consideration of the business performed, an Investment Committee.

The Board of Statutory Auditors verified the correct application of the criteria adopted by the Board of Directors to evaluate the independence of its non-executive members as well as the correct application of the relevant verification procedures.

At the end of this process the Board of Statutory Auditors did not have comments to be reported.

The Board of Statutory Auditors has also assessed positively the independence of its members.

17. Closing Comments regarding supervisory activity

We finally certify that from our supervisory activities no omissions, reprehensible facts or irregularities to be reported to Shareholders and to Supervisory Authorities emerged.

18. Proposals to Shareholders' meeting

The Board of Statutory Auditors acknowledge that it has monitored the compliance with procedural rules and law regarding the preparation of the separate and consolidated financial statements for 2016 as well as the respect of Directors' duties in this matter.

The separate and consolidated financial statements of the Company are closed by the certification issued by the Chief Executive Officer and the Manager responsible for preparing corporate accounting documents pursuant

to Art. 154 bis of the Consolidated Law of Finance and Art. 81-ter of Consob Regulation n. 11971 of 14 May 1999 as amended.

The separate and consolidated financial statements of COIMA RES S.p.A. SIIQ have been prepared in accordance with International Financial Reporting Standards. As it is not a duty of the Board of Statutory Auditors to analyze the content of the financial statements, the Board of Statutory Auditors activities was limited to supervise the general definition of the financial statements, their general compliance with the law in relation to their preparation and structure and compliance with the mandatory template.

On the basis of the foregoing, no recognizing impediments, we express consent, according to our responsibility, to the approval of the separate financial statements for the year 2016, together with the Directors' Report as presented by the Board of Directors.

We do not see impedimental reasons also on the proposal of the Board of Directors regarding the allocation of the net profit of Euro 8,835,692

Milan, February 23rd, 2017

The Board of Statutory Auditors

The President

Mr. Massimo Laconca

Members

Mrs Milena Livio

Mr. Marco Lori

This report has been translated into English language solely for the convenience of international readers.