

MONTHLY DISCLOSURE PURSUANT TO ART. 114, PARAGRAPH 5, OF LEGISLATIVE DECREE N. 58/98

Milan, 23 December 2015 – In compliance with the request sent by Consob on 13 September 2012, pursuant to article 114, paragraph 5, of Legislative Decree 58/1998, the following information is provided on Prelios S.p.A. and its Group, as at 30 November 2015.

1) Net Financial Position, with current and non-current items reported separately.

Prelios Group Net Financial Position at 30 November 2015 is -200.6 million euro, compared to -199.8 million euro at October 2015.

Prelios S.p.A. Net Financial Position at 30 November 2015 is -250.1 million euro, compared to -248.0 million euro at October 2015.

Details are provided in the tables below.

Prelios Group Net Financial Position

(thousands euro)

	11.30.2015	10.31.2015	12.31.2014
CURRENT ASSETS			
Other receivables	113	113	113
<i>- of which receivable from related parties</i>	113	113	113
Financial receivables	113	113	113
- <i>joint ventures and other Prelios Group companies</i>	113	113	113
Cash and cash equivalents	56,206	57,035	77,192
TOTAL CURRENT ASSETS - A	56,319	57,148	77,305
CURRENT LIABILITIES			
Bank borrowings and payables to other lenders	(7,722)	(7,680)	(8,490)
<i>- of which payable to related parties</i>	(5,141)	(5,141)	(6,576)
- joint ventures and other Prelios Group companies	(5,141)	(5,141)	(6,576)
- Other financial payables	(881)	(1,005)	(1,061)
- Bank borrowings	(1,602)	(1,436)	(755)
- Payables to other lenders	(98)	(98)	(98)
TOTAL CURRENT LIABILITIES - B	(7,722)	(7,680)	(8,490)
NON-CURRENT LIABILITIES			
Bank borrowings and payables to other lenders	(249,216)	(249,222)	(256,434)
- Other financial payables	(10,490)	(10,465)	(10,224)
- Bank borrowings	(238,726)	(238,757)	(246,210)
TOTAL NON-CURRENT LIABILITIES - C	(249,216)	(249,222)	(256,434)
NET FINANCIAL POSITION EXCL. SHAREHOLDER LOANS GRANTED (*)			
= D=(A+B+C)	(200,619)	(199,754)	(187,619)

(*) Pursuant to CONSOB Communication dated July 28th, 2006 and in compliance with the CESR Recommendation of February 10th, 2005 ("Recommendations for the consistent implementation of the European Commission's Regulation on Prospectuses").

Prelios S.p.A. Net Financial Position

(thousands euro)

	11.30.2015	10.31.2015	12.31.2014
CURRENT ASSETS			
Other receivables	36,899	38,614	36,958
- of which receivable from related parties	36,899	38,614	36,958
Financial receivables	36,899	38,614	36,958
- subsidiaries	36,899	38,614	36,958
Cash and cash equivalents	28,461	28,041	31,298
TOTAL CURRENT ASSETS - A	65,360	66,655	68,256
CURRENT LIABILITIES			
Bank borrowings and payables to other lenders	(69,309)	(68,496)	(72,510)
- of which payable to related parties	(68,483)	(67,832)	(72,510)
- subsidiaries	(63,591)	(62,940)	(66,182)
- joint ventures	(4,892)	(4,892)	(6,328)
- Bank borrowings	(826)	(664)	-
TOTAL CURRENT LIABILITIES - B	(69,309)	(68,496)	(72,510)
NON-CURRENT LIABILITIES			
Bank borrowings and payables to other lenders	(246,201)	(246,208)	(252,642)
- Bank borrowings	(235,788)	(235,820)	(242,504)
- Other financial payables	(10,413)	(10,388)	(10,138)
TOTAL NON-CURRENT LIABILITIES - C	(246,201)	(246,208)	(252,642)
NET FINANCIAL POSITION EXCL. SHAREHOLDER LOANS GRANTED (*) D = (A+B+C)	(250,150)	(248,049)	(256,896)

(*) Pursuant to CONSOB Communication dated July 28th, 2006 and in compliance with the CESR Recommendation of February 10th, 2005 ("Recommendations for the consistent implementation of the European Commission's Regulation on Prospectuses").

2) Past due payables, recorded by category (financial, trade, tax, social security and amounts due to employees) and any associated actions by creditors (reminders, injunctions, suspended deliveries, etc.):

Prelios Group past due **trade payables** total 13.4 million euro (13.5 million euro at October 2015), today reduced to 7.8 million euro following to payment of 5.6 million euro in December.

This situation falls within the scope of the customary business relations with Prelios Group suppliers.

Prelios S.p.A. past due **trade payables** total 4.6 million euro (4.7 million euro at October 2015), today reduced to 2.5 million euro following to payment of 2.1 million euro in December.

There are no legal disputes, court proceedings or suspended deliveries associated with the above items. Any payment reminders are part of normal business relations.

There are no past due amounts of a financial or tax nature, or amounts due to social security institutions or to employees.

3) Prelios Group and Prelios S.p.A. dealings with Related Parties:

Dealings with related parties consisting of subsidiary companies of Prelios S.p.A. or joint ventures and its associated companies (“Intragroup Dealings”), and dealings with related parties other than intragroup dealings (“Other Related Parties”), in particular Pirelli & C. S.p.A. and its subsidiaries, are of a trade and financial nature, falling within normal business operations, and are at arm’s length. There are no atypical and/or unusual transactions.

It should be noted that Prelios Group consolidates (fully or equity method) about 170 companies, most of which are minorities, valued using the equity method, booked under item “Earnings from equity investments”. In order to have monthly data, it would therefore be necessary to implement a chain of processes involving all the companies in question, with an enormous outlay of resources and high costs, which would provide information of limited significance, when considering the business cycle of the real estate sector which updates valuations on a quarterly or half-yearly basis.

It should be noted that the disclosure concerning the dealings with associated companies, joint ventures and other companies of Prelios Group as well as Prelios S.p.A. subsidiaries, relating to September 2015, reported below, is compared with the data that refer to last 30 June 2015 with regard to balance sheet data and with the data at 30 September 2014 with regard to income statement data. This is due to the fact that the Group’s internal invoicing cycle is essentially quarterly and no significant accounting provisions are made with subsidiary and associated companies in the intervening months. This especially affects operating Revenues and Costs, Financial Income and Charges, current Trade Receivables and Payables, which are items that do not therefore vary significantly in the intervening months.

Disclosed below are ***Prelios Group dealings with Other Related Parties*** (specifically Pirelli & C. S.p.A., its subsidiaries or other associated companies through directors) ***at 30 November 2015, compared with data at 31 October 2015***, for which a monthly update is provided:

	from 01.01.2015 to 11.30.2015		from 01.01.2015 to 10.31.2015
Operating revenue	949	The item mainly refers to the recovery, from Pirelli & C. S.p.A., of the costs related to the reclamation works carried out in the Bicocca area by the subsidiary Lambda S.r.l., and to the incomes from the contract signed with Pirelli Tyres S.p.A. related to the parking in the Bicocca area.	938
Operating costs	(1,856)	The item includes costs for rental and expenses for the R&D building charged to Prelios S.p.A. by Pirelli Group and the costs for health services provided by the company Poliambulatorio Bicocca S.r.l..	(1,687)

Thousands euro.

	As at 11.30.2015		As at 10.31.2015
Current trade receivables	1,039	These mainly refer to receivables from Pirelli & C. S.p.A. related to the recovery of costs for the reclamation works carried out in the Bicocca area by the subsidiary Lambda S.r.l., and to the new subscription contract related to the parking in the Bicocca area.	1,028
Other current receivables	1,857	The item mainly includes the guarantee deposit paid to Pirelli & C. S.p.A. for the rental of the R&D building and prepaid expenses related to the rental and expenses of that building.	2,008
Current trade payables	(1,693)	These mainly refer to the payable to Pirelli Group for the rental, the chargeback of utilities and expenses of the R&D building. They also include payables for health services provided by the company Poliambulatorio Bicocca S.r.l..	(1,675)

Thousands euro.

Disclosed below are ***Prelios S.p.A. dealings with Other Related Parties*** (specifically Pirelli & C. S.p.A., its subsidiaries or other associated companies through directors) **at 30 November 2015, compared with data at 31 October 2015**, for which a monthly update is provided:

	from 01.01.2015 to 11.30.2015		from 01.01.2015 to 10.31.2015
Operating revenue	17	These refer to recovery of costs from Pirelli & C. S.p.A.	15
Operating costs	(1,856)	The item includes the costs for rental and expenses for the R&D building charged to Prelios S.p.A. by Pirelli Group and the costs for health services provided by the company Poliambulatorio Bicocca S.r.l..	(1,687)

	As at 11.30.2015		As at 10.31.2015
Current trade receivables	29	These mainly refer to receivables from Pirelli Group for the recovery of costs.	27
Other current receivables	1,857	The item mainly includes the guarantee deposit paid to Pirelli & C. S.p.A. for the rental of the R&D building and prepaid expenses related to the rental of that building.	2,008
Current trade payables	(1,693)	These mainly refer to the payable to Pirelli Group for the rental, the chargeback of utilities and expenses of the R&D building. They also include payables for health services provided by the company Poliambulatorio Bicocca S.r.l..	(1,675)

Thousands euro.

Disclosed below are **Prelios Group dealings with associated companies, joint ventures and other companies at 30 September 2015. The income statement data are compared with the same period of 2014, while balance sheet data are compared with data at 30 June 2015**, for which – as above indicated – only a quarterly update is provided:

	from 01.01.2015 to 09.30.2015		from 01.01.2014 to 09.30.2014
Operating revenue	15,398	The item refers to Group company mandates for fund and asset management services and technical and commercial services.	20,407
Operating costs	(508)	These refer to recharges of various kinds.	(440)
Net income from investments	240	The item mainly refers to the equity method valuation of Group investments, as well as other investments adjustments.	(26,006)
Financial income	3,176	This mostly refers to interest earned on financial receivables held by Group companies.	4,255
Financial expenses	(334)		(54)
Net income (loss) from discontinued operations	-	As at September 30, 2014 the item referred to the transactions with related parties reclassified in compliance with International Financial Reporting Standards (IFRS 5). In particular they were reported relationships with associates and joint ventures held by the platform Prelios Deutschland GmbH (owned 100% by Prelios S.p.A.) which provides technical and administrative services to the German residential portfolio known as DGAG (Deutsche Grundvermögen AG).	8,664

	As at 09.30.2015		As at 06.30.2015
Current trade receivables	20,124	This balance includes receivables arising from "operating revenue".	17,700
Other non-current receivables	90,957		90,388
- of which financial receivables	90,957	Loans granted to Group real estate projects. These loans are classified as non-current assets with reference of their terms of repayment, which match the medium-term disposal plans of the real estate portfolios owned directly or indirectly by these companies. These loans are granted at market interest rates except for non-interest bearing loans granted to some companies	90,388
Other current receivables	10,494	This includes, among other, dividends that have been declared but not yet paid and other receivables for Euro 1,750 thousand.	7,153
- of which financial receivables	1,489		113
Discontinued operations/asset held for sale	162		2,652
- of which financial receivables	162	The item refers to the shareholders' loans granted to the joint ventures Solaia RE B.V. and Jamesmail B.V. that, further to the DGAG portfolio sale agreement, will be reimbursed at the closing date. These amounts are shown as "Discontinued operations/asset held for sale" in compliance with International Financial Reporting Standards (IFRS 5).	2,652
Current trade payables	(2,290)	They refer to various chargebacks, mainly rent, urbanisation charges and accessory costs.	(2,805)
Other current payables	(1,164)	These refer to various chargebacks.	(5,125)
Current tax payables	(1,080)	Amounts due to Trixia S.r.l. further its adoption of the "tax transparency" regime allowed by art. 115 of the Italian Income Tax Code, whereby a company's positive or negative taxable amounts are attributed to its shareholders.	(1,080)
Current bank borrowings and payables to other lenders	(5,141)	These include negative balances on intercompany current accounts and other financial payables arising from capital contributions in Aree Urbane S.r.l. (in liquidation) for Euro 4,892 thousand.	(6,576)
Provisions for future risks and expenses	(150)	This refers to the provision accrued to cover the losses of associates and joint ventures in excess of their carrying amounts.	(418)

Thousands euro.

Disclosed below are **Prelios S.p.A. dealings with subsidiaries and associated companies at 30 September 2015**. The income statement data are compared with the same period of 2014, while balance sheet data are compared with data at 30 June 2015, for which – as above indicated – only a quarterly update is provided:

	from 01.01.2015 to 09.30.2015		from 01.01.2014 to 09.30.2014
Operating revenue	4,758	These include mainly fees for general services, and the recovery of costs for office rental, trade mark and other costs.	5,065
Operating costs	(1,631)	These relate mainly to costs for general services provided by the subsidiary Sare S.p.A. and to costs for technical assistance provided by Prelios Valuations & E-Services S.p.A. and Prelios Integra S.p.A.; they include also some costs recharged to Prelios S.p.A. by the subsidiaries.	(1,830)
Financial income	6,676	These refer mainly to interest income accrued on intra-group current accounts and on loans granted to investee companies; they include also the recharge of guarantee costs paid in the interest of subsidiaries.	6,095
Financial expenses	(564)	These include interest expenses accrued on intercompany current accounts, and on the loan in Polish currency from the subsidiary Prelios Polska Sp.z.o.o..	(570)
Income taxes	1,400	These refer to revenues transferred to Prelios S.p.A. by subsidiaries that have elected to be consolidated for a group taxation.	1,571
Net income (loss) from discontinued operations	236	The item includes the interests accrued on the portion of the shareholders' loan granted to Prelios Netherlands B.V. related to the DGAG investment, reclassified in compliance with International Financial Reporting Standards (IFRS 5).	548

	As at 09.30.2015		As at 06.30.2015
Current trade receivables	8,090	These include mainly fees for services provided to the subsidiaries by the Prelios S.p.A., and the recharging of costs for Milan and Rome offices, for the trade mark and other costs.	9,352
Other non-current receivables	87,227	The item refers to the balances as at September 30, 2015 of loans granted to investee companies; it includes also a non-current receivables from the subsidiary Prelios Deutschland GmbH.	89,108
- of which financial receivables	84,069		85,950
Other current receivables	37,869	These include mainly the positive balances of intercompany current accounts between Prelios S.p.A. and its investee companies (financial receivables), and or VAT receivables from subsidiaries that have elected to be consolidated for VAT purposes.	37,371
- of which financial receivables	37,265		37,048
Current tax receivables	3,901	These refer mainly to revenues transferred to Prelios S.p.A. by subsidiaries that have elected to be consolidated for a group taxation.	3,445
Discontinued operations/asset held for sale	2,179	The item refers to the shareholders' loans granted to the subsidiary Prelios Netherlands B.V. in order to finance the DGAG portfolio. These amounts are shown as "Discontinued operations/asset held for sale" in compliance with International Financial Reporting Standards (IFRS 5).	33,851
Current trade payables	(3,169)	These refer mainly to payables for services rendered, and to the recharging of costs by subsidiaries; they also include, for about Euro 0.5 million, the payable to the associate Progetto Corsico S.r.l. for urbanisation expenses.	(3,412)
Other current payables	(867)	These include a payable to the subsidiary Prelios SGR S.p.A., and VAT payables to subsidiaries that have elected to be consolidated for VAT purposes.	(742)
Current tax payables	(1,215)	These refer to payables to subsidiaries that have elected to be consolidated for a group taxation.	(1,182)
Current bank borrowings and payables to other lenders	(63,791)	These refer to negative balances on intercompany current accounts between Prelios S.p.A. and its investee companies (Euro 61,938 thousand), and, for Euro 1,853 thousand, to the balance at September 30th, 2015 of the foreign currency loan obtained from the subsidiary Prelios Polska Sp.z.o.o..	(63,867)

Thousands euro.

Disclosed below are ***Prelios S.p.A. dealings with joint ventures and other associated companies at 30 September 2015. The income statement data are compared with the same period of 2014, while balance sheet data are compared with data at 30 June 2015***, for which – as above indicated – only a quarterly update is provided:

	from 01.01.2015 to 09.30.2015		from 01.01.2014 to 09.30.2014
Operating revenue	326	These refer mainly to revenues for asset management fees.	477
Operating costs	(262)	These relate to rental fee and expenses for the offices in Rome, charged by Fondo Cloe, owner of the building.	(253)
Net income from investments	6,434	This refers mainly to the dividend distributed by the companies Mistral RE BV and Delamain Sàrl.	1
Financial income	2,326	These refer essentially to interest income accrued on loans granted to investee companies.	3,653
Financial expenses	(272)	These refer essentially to the financial expenses for the net present value effect of a trade receivable from a joint venture.	(31)

	As at 09.30.2015		As at 06.30.2015
Current trade receivables	2,973	These mainly relate to receivables for asset management fees.	2,819
Other non-current receivables	37,718	This refers to loans granted to investee companies. These loans are classified as non-current assets with reference of their terms of repayment, which match the medium-term disposal plans of the real estate portfolios owned directly or indirectly by these companies. These loans are granted at market interest rates except for non-interest bearing loans granted to some companies.	37,527
- of which financial receivables	37,718		37,527
Other current receivables	2,255	These include, in the amount of 1,750 thousand eur, dividends declared but not yet paid at September, 30, and receivables for payments made by Prelios S.p.A. for some participated companies.	378
Current trade payables	(318)	These refer to the payables to Fondo Cloe for rent and expenses for the offices in Rome.	(210)
Other current payables	(1,079)	These mainly include payables to joint ventures of the DGAG group for costs recharged to Prelios S.p.A..	(5,026)
Current tax payables	(1,080)	Amounts due to Trixia S.r.l. further its adoption of the "tax transparency" regime allowed by art. 115 of the Italian Income Tax Code, whereby a company's positive or negative taxable amounts are attributed to its shareholders.	(1,080)
Current bank borrowings and payables to other lenders	(4,892)	These refer to the financial payable arising from capital contributions in Aree Urbane S.r.l. (in liquidation).	(6,328)

Thousands euro.

The Financial Reporting Officer of Prelios S.p.A., Dr. Marco Andreasi, attests – pursuant to Art. 154-bis, paragraph 2, of the Financial Markets Consolidation Act (Italian Legislative Decree 58/1998) – that the accounting disclosures contained in this press release correspond to the contents of the documents, registers and accounts of the Company.

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