Multiplan Empreendimentos Imobiliários S.A.

Financial statements
December 31, 2014 and 2013

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MANAGEMENT'S DISCUSSION AND ANALYSIS

In compliance with legal requirements and in accordance with the Brazilian Corporate Laws, Multiplan Empreendimentos Imobiliários S.A. (the Company) presents, as follows, its Management Discussion and Analysis for the financial and operational results for the year ended December, 31st, 2014.

Multiplan Empreendimentos Imobiliários S.A., a company that manages, develops and owns shopping centers, closed the fiscal year 2014 with strong operating and financial results, coming from the consolidation of its shopping center and office tower portfolio. The Company's primary revenue source, rental revenue, increased 16.8% in 2014, benefiting from the continuous performance improvement in consolidated shopping centers, as well as by the growth in income coming from new areas. In June 2014 Multiplan opened BarraShopping seventh expansion, in Rio de Janeiro.

Operating Performance

(R$ million)	2014	2013	Chg. %
Total Sales	12,760.6	11,384.3	▲12.1%
Gross Revenue	1,227.0	1,068.9	▲14.8%
Rental Revenue	787.2	674.3	▲16.8%
Services Revenue	119.3	105.4	▲13.1%
G&A	-116.9	-108.0	▲8.3%
Shopping Center Expenses	-102.0	-121.1	▼15.8%
New Projects for Lease Expenses	-13.1	-21.5	▼38.8%
New Projects for Sale Expenses	-8.8	-12.3	▼28.5%
NOI	834.2	689.2	▲21.0%
Net Income	368.1	284.6	▲29.3%

Total Sales in Shopping Centers: up 12.1%, reaching the mark of R$12.8 billion. In the last five years, sales more than doubled, from R$6.1 billion in 2009 to the current number. In a ten year period, since 2004, Multiplan doubled its shopping center portfolio and added R$10.0 billion to the total sales, an increase of 4.6 times over the initial amount.

Multiplan´s shopping centers showed a healthy performance throughout the year. The result was achieved by the sustained increase of sales in consolidated malls, demonstrated by combined 9.5% sales growth of malls with 30+ years in operation. New malls in operation, for less than five years, continued to improve total sales and grew 44.2% year over year.

Gross Revenue: reached R$1,227.0 million in the fiscal year, representing a growth of 14.8% over 2013. The main contributors were rental revenue, with 64.2%, followed by parking revenue, with 12.7%, and Services revenue with 9.7%.

Rental Revenue: was R$795.8 million, including the linearity effect (removal of the volatility and seasonality of rental revenues). The strong performance coming from mall with 30+ years in operation, led by the rent increases in BarraShopping and RibeirãoShopping, which benefited from recent expansions, were a determining factor for the period's result.

Parking Revenue: reached R$155.9 million in 2014, 19.1% higher than in 2013. The main reasons for this performance were: new parking facilities in BarraShopping and RibeirãoShopping, the increase in traffic as a result of the new malls' consolidation process and organic growth.

Services Revenue: reached the mark of R$119.3 million, 13.1% higher than in 2013, as a result of the increase in management fees given the beginning of operations at the new shopping centers mentioned earlier as well as managed construction works.

G&A: increased by 8.3%, to R$116.9 million, when compared to that of 2013, of R$108.0 million. As a percentage of net revenues, G&A represented 10.5%, the lowest percentage mark since the IPO, as a result of Multiplan's ability to keep expenses under control and to obtain gains from scale generated by organic growth and new GLA, while maintaining its growth strategy.

Shopping Center Expenses: accumulated R$102.0 million, a drop of 15.8% when compared to 2013, in spite of the addition of new areas in the previous years. Shopping center expenses were equivalent to 10.6% of shopping center net revenues, the third lowest percentage mark since the IPO, in 2007.

New Projects for Lease Expenses: decreased 38.8% to R$13.1 million, and were related to the opening of BarraShopping Expansion VII, as well as other expansion and greenfield projects under development. The same happened to the **New Projects for Sale Expenses**, which presented a reduction of 28.5% in 2014, with the progress of construction works.

NOI: reached R$834.2 million in 2014, 21.0% higher than in the previous year, as a result of the increase in revenues as well as the reduction of shopping center related expenses.

EBITDA: presented an increase of 29.2%**,** reaching the mark of R$787.1 million in the year.

Net Income: was R$368.1 million, presented an increase of 29.3% due to the continuous operational performance improvement and led by the double-digit growth in Multiplan net revenue in 2014.

Net Cash Position: The Company ended the fiscal year with a cash position of R$325.9 million, and gross debt of R$2,169.0 million. Therefore, the Company ended the year with a net debt of R$1,843.0 million, equivalent to a 2.3 x the EBITDA of 2014.

The year of 2014 ended with a greenfield project under development, ParkShoppingCanoas, in Rio Grande do Sul, currently in pre-leasing phase. The Company also has a real estate for sale project composed of two towers and in the final stage of construction at BarraShoppingSul. Delivery is scheduled for the first quarter of 2015.

Independent Auditors

In the fiscal year 2014, the external auditing of financial statements prepared in accordance with accounting practices adopted in Brazil and the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) applicable to real estate development entities in Brazil and approved by the Accounting Pronouncements Committee (CPC), the Brazilian Securities Commission (CVM) and the Federal Accounting Council (CFC) were performed by KPMG, for R$ 593,000. According to CVM Instruction No. 381 of January 14, 2003, ratified by the Circular Letter / CVM / SNC / SEP / No. 01 January, 2007, the Company informs that its independent auditors did not provide services unrelated to the independent auditing in 2014.

Personnel

The Personnel management in Multiplan involves employees hired directly by the head office - 316 in 2013 and 328 in 2014 - and approximately 8,500 direct and indirect employees in the company's assets. The company has constant concern to retain its talents and, therefore, promotes a pleasant and motivating work environment with opportunities for training and attractiveness for the construction of a career: in addition to benefits such as transport, health and food aids, the company promotes educational programs (ELOS and ESTUDA RH) and awards (V.O.C.Ê. FAZ A DIFERENÇA and FUNCIONÁRIO NOTA 10). Multiplan also holds regular meetings with the tenants' sales teams, through lectures and short courses, to assist in their training (RETAIL CLUB).

Environmental

Multiplan is constantly seeking the use of available technologies to minimize the environmental impact of its projects and operations. Besides complying with current legislation - laws, rules and resolutions - the company uses industry best practices to ensure that its asset consume less natural resources and produce the least amount of waste. The Company's projects use efficient equipment, such as the presence sensor on escalators or taps, and Low-E glasses in the large mall skylights that allow the incidence of light, but reflect heat. The company also uses waste recycling processes, predominantly the disposal of paper, and use water recycling and reuse systems for its shopping center activities that do not involve people consumption. These are some examples that allow Multiplan to reduce consumption, avoid inefficient waste and colaborate with the environment as well as to generate financial savings in the management of its assets.

Management

Independent auditors' report on the financial statements

(A free translation of the original report in Portuguese, as filed with the Brazilian Securities and Exchange Commission - CVM, prepared in accordance with the accounting practices adopted in Brazil, rules of the CVM and the International Financial Reporting Standards - IFRS)

To
Board Members and Shareholders of
Multiplan Empreendimentos Imobiliários S.A.
Rio de Janeiro - RJ

We have examined the individual and consolidated financial statements of Multiplan Empreendimentos Imobiliários S.A. ("The Company"), identified as Parent Company and Consolidated, respectively, which comprise the balance sheet as of December 31, 2014 and the related statements of operations, comprehensive income, changes in shareholders' equity and cash flows for the year then ended as well as a summary of the significant accounting policies and other notes to the financial statements.

Management's Responsibility for the Financial Statements
Company's management is responsible for the preparation and fair presentation of the individual financial statements in accordance with the accounting practices adopted in Brazil and for the consolidated financial statements in accordance with the International Financial Reporting Standards (IFRS) and issued by the International Accounting Standards Board (IASB) and the accounting practices adopted in Brazil, and for such internal controls, as management determines is necessary to enable the preparation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditors' responsibility
Our responsibility is to express an opinion on these financial statements based on our audit, carried out in accordance with Brazilian and International Standards on Auditing. Those standards require compliance of ethical requirements by the auditor and that the audit is planned and performed for the purpose of obtaining reasonable assurance that the financial statements are free from material misstatement.

An audit involves performing selected procedures to obtain evidence respect to the amounts and disclosures presented in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In the assessment of these risks, the auditors considers relevant internal controls for the preparation and fair presentation of the Company's financial statements, in order to plan audit procedures that are appropriate in the circumstances, but not for purposes of expressing an opinion on the effectiveness of the Company's internal controls. An audit also includes evaluating the adequacy of the accounting practices used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements taken as a whole.

We believe that the audit evidence obtained is sufficient and appropriate for expressing our opinion.

Opinion on the individual financial statements
In our opinion, the aforementioned individual financial statements present fairly, in all material respects, the financial position of Multiplan Empreendimentos Imobiliários S.A. as of December 31, 2014, and of its financial performance and its cash flows for the year then ended, in accordance with accounting practices adopted in Brazil.

Opinion on the consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS) applicable to real estate Companies in Brazil and approved by the Accounting Pronouncements Committee (CPC), the Brazilian Securities Commission (CVM) and the Federal Council Accounting (CFC)
In our opinion, the aforementioned consolidated financial statements present fairly, in all material respects, the consolidated financial position of Multiplan Empreendimentos Imobiliários S.A. as of December 31, 2014 and of its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with the International Financial Reporting Standards - IFRS applicable to real estate companies in Brazil and approved by the Accounting Pronouncements Committee (CPC), the Brazilian Securities Commission (CVM) and the Federal Accounting Council (CFC).

Emphasis

We draw attention to Note 2.1 to the financial statements, which states that the individual financial statements have been prepared in accordance with accounting practices adopted in Brazil. The consolidated financial statements, prepared in accordance with International Financial Reporting Standards - IFRS applicable to real estate development entities, also considers technical guideline OCPC 04 issued by the CPC. Such technical guideline addresses the recognition of real estate revenues and involves issues related to the meaning and application of the concept of continuous transfer of risks, rewards and control on the sale of real estate units, as detailed in note 2.6. Our opinion is not qualified in this respect.

Other topics

Statements of added value
We have also examined the individual and consolidated statements of added value (DVA) for the year ended December 31, 2014, prepared under responsibility of Multiplan Empreendimentos Imobiliários S.A. management, whose presentation is required by Brazilian Corporate Law for publicly-held companies and as supplementary information under IFRS that do not require the presentation of a statement of value added. These statements were submitted to the same audit procedures previously described and, in our opinion, these supplementary statements are adequately presented, in all material respects, in relation to the basic financial statements taken as a whole.

Rio de Janeiro, February 11, 2015

KPMG Auditores Independentes
CRC SP-014428/O-6 F-RJ

Original in Portuguese signed by
Marcelo Luiz Ferreira
Accountant CRC RJ-087095/O-7

Multiplan Empreendimentos Imobiliários S.A.

Balance sheets at December 31, 2014 and 2013

(Amounts expressed in thousands of reais – R$)

	Parent company	
	12/31/2014	**12/31/2013**
Assets		
Current assets		
Cash and cash equivalents (Note 3)	117,125	136,571
Interest earning bank deposits (Note 3)	155,011	120,651
Accounts receivable (Note 4 and 5)	191,049	171,143
Land and properties for sale (Note 7)	3,168	4,213
Accounts receivable from related parties (Note 5)	2,287	2,550
Taxes and social contributions recoverable (Note 6)	1,274	1,274
Sundry advances	17,331	17,690
Others	8,567	17,191
Total current assets	495,812	471,283
Non-current assets		
Accounts receivable **(**Note 4 and 5)	45,045	54,112
Land and properties for sale (Note 7)	50,301	42,903
Accounts receivable from related parties (Note 5)	11,687	12,268
Judicial deposits (Note 18.2)	11,276	25,079
Others	4,913	5,199
	123,222	139,561
Investments (Note 9 and 5)	1,620,374	1,401,793
Investment properties (Note 10)	3,400,112	3,312,265
Property, plant and equipment (Note 11)	26,527	11,164
Intangible assets (Note 12)	347,885	342,254
Total non-current assets	5,518,120	5,207,037
Total assets	6,013,932	5,678,320

See the accompanying notes to the financial statements.

Multiplan Empreendimentos Imobiliários S.A.

Balance sheets at December 31, 2014 and 2013

(Amounts expressed in thousands of reais – R$)

	Consolidated	
	12/31/2014	**12/31/2013**
Assets		
Current assets		
Cash and cash equivalents (Note 3)	170,926	210,479
Interest earning bank deposits (Note 3)	155,011	121,120
Accounts receivable (Note 4 and 5)	345,182	242,249
Land and properties for sale (Note 7)	156,420	159,994
Accounts receivable from related parties (Note 5)	2,486	2,882
Taxes and social contributions recoverable (Note 6)	2,661	2,434
Sundry advances	20,945	20,579
Others	18,030	31,211
Total current assets	871,661	790,948
Non-current assets		
Accounts receivable **(**Note 4 and 5)	51,517	56,333
Land and properties for sale (Note 7)	193,784	348,624
Accounts receivable from related parties (Note 5)	12,422	13,206
Judicial deposits (Note 18.2)	13,369	26,929
Deferred income and social contribution taxes (Note 8)	16,045	-
Others	17,134	5,227
	304,271	450,319
Investments (Note 9 and 5)	135,127	134,726
Investment properties (Note 10)	4,971,154	4,661,564
Property, plant and equipment (Note 11)	32,476	17,371
Intangible assets (Note 12)	348,527	342,720
Total non-current assets	5,791,555	5,606,700
Total assets	6,663,216	6,397,648

See the accompanying notes to the financial statements.

Multiplan Empreendimentos Imobiliários S.A.

Balance sheets at December 31, 2014 and 2013

(Amounts expressed in thousands of reais – R$)

	Parent company	
	12/31/2014	**12/31/2013**
Liabilities		
Current liabilities		
Loans and financing (Note 13)	122,429	121,405
Accounts payable (Note 14)	59,815	79,587
Liabilities for acquisition of assets (Note 16)	15,467	24,222
Taxes and contributions payable (Note 17)	28,893	14,812
Interest on own capital (Note 20.g)	73,059	38,386
Deferred income and costs (Note 19)	24,394	23,502
Debentures (Note 15)	9,735	9,658
Others	2,773	1,486
Total current liabilities	336,565	313,058
Non-current liabilities		
Loans and financing (Note 13)	1,050,279	1,054,320
Liabilities for acquisition of assets (Note 16)	-	14,447
Debentures (Note 15)	398,223	300,000
Provision for risks (Note 18.1)	14,503	23,001
Deferred income and social contribution taxes (Note 8)	149,352	124,235
Deferred income and costs (Note 19)	(1,872)	29,271
Others	5	-
Total non-current liabilities	1,610,490	1,545,274
Equity (Note 20)		
Capital	2,388,062	2,388,062
Share issuance costs	(38,993)	(38,628)
Capital reserves	966,083	963,954
Profit reserves	932,425	719,224
Treasury shares	(90,704)	(122,628)
Effects on capital transactions	(89,996)	(89,996)
Total shareholders' equity	4,066,877	3,819,988
Total shareholders' equity and liabilities	6,013,932	5,678,320

See the accompanying notes to the financial statements.

Multiplan Empreendimentos Imobiliários S.A.

Balance sheets at December 31, 2014 and 2013

(Amounts expressed in thousands of reais – R$)

	Consolidated	
	12/31/2014	**12/31/2013**
Liabilities		
Current liabilities		
Loans and financing (Note 13)	203,138	200,915
Accounts payable (Note 14)	89,416	117,530
Liabilities for acquisition of assets (Note 16)	32,378	34,947
Taxes and contributions payable (Note 17)	45,176	26,207
Interest on own capital (Note 20.g)	73,059	38,386
Deferred income and costs (Note 19)	33,541	53,465
Debentures (Note 15)	9,735	9,658
Others	5,590	2,650
Total current liabilities	492,033	483,758
Non-current liabilities		
Loans and financing (Note 13)	1,507,955	1,577,860
Liabilities for acquisition of assets (Note 16)	17,529	35,130
Debentures (Note 15)	398,223	300,000
Provision for risks (Note 18.1)	15,322	23,705
Deferred income and social contribution taxes (Note 8)	157,840	118,511
Deferred income and costs (Note 19)	4,655	38,750
Others	5	596
Total non-current liabilities	2,101,529	2,094,552
Shareholders' equity (Note 20)		
Capital	2,388,062	2,388,062
Share issuance costs	(38,993)	(38,628)
Capital reserves	966,084	963,954
Profit reserves	932,424	718,388
Treasury shares	(90,704)	(122,628)
Effects on capital transactions	(89,996)	(89,996)
	4,066,877	3,819,152
Non-controlling interests	2,777	186
Total shareholders' equity	4,069,654	3,819,338
Total shareholders' equity and liabilities	6,663,216	6,397,648

See the accompanying notes to the financial statements.

Multiplan Empreendimentos Imobiliários S.A.

Statements of income

Years ended December 31, 2014 and 2013

(In thousands of reais, except basic and diluted earnings per share, in reais)

	Parent company	
	12/31/2014	**12/31/2013**
Net operating income (Note 21)	804,236	724,350
Cost of services rendered and properties sold (Note 22)	(143,515)	(127,568)
Gross profit	660,721	596,782
Operating income (expenses):		
Administrative expenses - headquarter (Note 22)	(111,036)	(106,155)
Administrative expense – Shopping centers (Note 22)	(14,039)	(17,087)
Expenses on projects for lease (Note 22)	(8,841)	(8,556)
Expenses on projects for sale (Note 22)	(2,443)	(4,371)
Expenses on share-based compensation (Note 20)	(14,679)	(11,034)
Equity in subsidiaries (Note 9)	86,833	31,873
Depreciation and amortization	(11,260)	(8,085)
Other operating income (expenses), net	(9,078)	(22,973)
Operating income before financial income	576,178	450,394
Net financial income (loss) (Note 23)	(125,537)	(91,320)
Income before income tax and social contribution	450,641	359,074
Income tax and social contribution (Note 8)		
Current	(57,323)	(52,718)
Deferred assets	(25,117)	(22,414)
Total current and deferred income and social contribution taxes	(82,440)	(75,132)
Net income for the year	368,201	283,942
Attributable to:		
Owners of the parent company	368,201	283,942
Non-controlling interest	-	-
Basic earnings per share (Note 26)	1.9590	1.5280
Diluted earnings per share (Note 26)	1.9577	1.5260

See the accompanying notes to the financial statements.

Multiplan Empreendimentos Imobiliários S.A.

Statements of income

Years ended December 31, 2014 and 2013

(In thousands of reais, except basic and diluted earnings per share, in reais)

	Consolidated	
	12/31/2014	**12/31/2013**
Net operating income (Note 21)	1,113,454	973,054
Cost of services rendered and properties sold (Note 22)	(297,278)	(268,813)
Gross profit	816,176	704,241
Operating income (expenses):		
Administrative expenses - headquarter (Note 22)	(116,919)	(107,998)
Administrative expense – Shopping centers (Note 22)	(37,630)	(32,051)
Expenses on projects for lease (Note 22)	(13,148)	(21,474)
Expenses on projects for sale (Note 22)	(8,808)	(12,312)
Expenses on share-based compensation (Note 20)	(14,679)	(11,034)
Equity in subsidiaries (Note 9)	15,837	(2,212)
Depreciation and amortization	(11,587)	(8,505)
Other operating income (expenses), net	217	(22,634)
Operating income before financial income	629,459	486,021
Net financial income (loss) (Note 23)	(162,452)	(113,316)
Income before income tax and social contribution	467,007	372,705
Income tax and social contribution (Note 8)		
Current	(75,897)	(71,406)
Deferred assets	(23,063)	(16,690)
Total current and deferred income and social contribution taxes	(98,960)	(88,096)
Net income for the year	368,047	284,609
Attributable to:		
Owners of the parent company	368,062	284,554
Non-controlling interest	(15)	55
Basic earnings per share (Note 26)	1.9582	1.5313
Diluted earnings per share (Note 26)	1.9568	1.5293

See the accompanying notes to the financial statements.

Multiplan Empreendimentos Imobiliários S.A.

Statement of comprehensive income

Years ended December 31, 2014 and 2013

(In thousands of reais – R$)

	Parent company	
	12/31/2014	**12/31/2013**
Net income for the year	368,201	283,942
Other comprehensive income	-	-
Total comprehensive income for the year	368,201	283,942
Total comprehensive income attributable to:		
Non-controlling interests	-	-
Owners of the parent company	368,201	283,942

	Consolidated	
	12/31/2014	**12/31/2013**
Net income for the year	368,047	284,609
Other comprehensive income	-	-
Total comprehensive income for the year	368,047	284,609
Total comprehensive income attributable to:		
Non-controlling interests	(15)	55
Owners of the parent company	368,062	284,554

See the accompanying notes to the financial statements

Multiplan Empreendimentos Imobiliários S.A.

Statements of changes in shareholders' equity - Parent company

Years ended December 31, 2014 and 2013

(Amounts expressed in thousands of reais – R$)

	Capital			Capital reserves			Profit reserves					
	Capital	**Unpaid capital**	**Share issuance costs**	**Stock options granted**	**Special goodwill reserve - merger**	**Goodwill reserve on issuance of shares**	**Legal reserve**	**Expansion reserve**	**Treasury shares**	**Effects on capital ransactions**	**Retained earnings**	**Total**
Balances at December 31, 2012	1,761,662	-	(21,016)	52,133	186,548	726,590	55,664	573,344	(37,408)	(89,996)	-	3,207,521
Stock issuance	626,400	(626,400)	-	-	-	-	-	-	-	-	-	-
Capital increase	-	626,400	-	-	-	-	-	-	-	-	-	626,400
Share issuance costs	-	-	(17,612)	-	-	-	-	-	-	-	-	(17,612)
Repurchase of shares to be held in treasury (Note 20.f)	-	-	-	-	-	-	-	-	(123,519)	-	-	(123,519)
Exercise of stock options	-	-	-	-	-	(12,353)	-	-	38,299	-	-	25,946
Stock options granted	-	-	-	11,036	-	-	-	-	-	-	-	11,036
Supplementary dividends of prior years	-	-	-	-	-	-	-	(58,726)	-	-	58,726	-
Payment of supplementary dividends of prior year	-	-	-	-	-	-	-	-	-	-	(58,726)	(58,726)
Net income for the year	-	-	-	-	-	-	-	-	-	-	283,942	283,942
Allocation of net income for the year												
Legal reserve (Note 20.b)	-	-	-	-	-	-	14,197	-	-	-	(14,197)	-
Anticipation of interest on own capital (Note 20.g)	-	-	-	-	-	-	-	-	-	-	(135,000)	(135,000)
Expansion reserve (Note 20.c)	-	-	-	-	-	-	-	134,745	-	-	(134,745)	-
Balances at December 31, 2013	2,388,062	-	(38,628)	63,169	186,548	714,237	69,861	649,363	(122,628)	(89,996)	-	3,819,988
Share issuance costs	-	-	(365)	-	-	-	-	-	-	-	-	(365)
Repurchase of shares to be held in treasury (Note 20.f)	-	-	-	-	-	-	-	-	(18,877)	-	-	(18,877)
Exercise of stock options	-	-	-	-	-	(12,547)	-	-	50,801	-	-	38,254
Stock options granted	-	-	-	14,676	-	-	-	-	-	-	-	14,676
Net income for the year	-	-	-	-	-	-	-	-	-	-	368,201	368,201
Allocation of net income for the year												
Legal reserve (Note 20.b)	-	-	-	-	-	-	18,410	-	-	-	(18,410)	-
Anticipation of interest on own capital (Note 20.g)	-	-	-	-	-	-	-	-	-	-	(155,000)	(155,000)
Expansion reserve (Note 20.c)	-	-	-	-	-	-	-	194,791	-	-	(194,791)	-
Balances at December 31, 2014	2,388,062	-	(38,993)	77,845	186,548	701,690	88,271	844,154	(90,704)	(89,996)	-	4,066,877

See the accompanying notes to the financial statements

Multiplan Empreendimentos Imobiliários S.A.

Statements of changes in shareholders' equity - Consolidated

Years ended December 31, 2014 and 2013

(Amounts expressed in thousands of reais – R$)

	Capital			Capital reserves			Profit reserves								
	Capital	Unpaid capital	Share issuance costs	Stock options granted	Special goodwill reserve - merger	Goodwill reserve on issuance of shares	Legal reserve	Expansion reserve	Adjustments in the parent company (Note 2.2)	Effects on capital transactions	Treasury shares	Retained earnings	Total	Non-controlling interests	Total
Balances at December 31, 2012 (Restated)	1,761,662	-	(21,016)	52,133	186,548	726,590	55,664	573,344	(1,792)	(89,996)	(37,408)	-	3,205,729	131	3,205,860
Stock issuance	626,400	(626,400)	-	-	-	-	-	-	-	-	-	-	-	-	-
Capital increase	-	626,400	-	-	-	-	-	-	-	-	-	-	626,400	-	626,400
Amortization of deferred charges in subsidiary (Note 2.3)	-	-	-	-	-	-	-	-	956	-	-	(956)	-	-	-
Equity in net income of subsidiary (Note 2.3)	-	-	-	-	-	-	-	-	-	-	-	344	344	-	344
Share issuance costs	-	-	(17,612)	-	-	-	-	-	-	-	-	-	(17,612)	-	(17,612)
Repurchase of shares to be held in treasury (Note 20.f)	-	-	-	-	-	-	-	-	-	-	(123,519)	-	(123,519)	-	(123,519)
Exercise of stock options	-	-	-	-	-	(12,353)	-	-	-	-	38,299	-	25,946	-	25,946
Stock options granted	-	-	-	11,036	-	-	-	-	-	-	-	-	11,036	-	11,036
Supplementary interest on own capital and dividends (Note 20.g)	-	-	-	-	-	-	-	(58,726)	-	-	-	58,726	-	-	-
Payment of supplementary dividends of prior year	-	-	-	-	-	-	-	-	-	-	-	(58,726)	(58,726)	-	(58,726)
Net income for the year	-	-	-	-	-	-	-	-	-	-	-	284,554	284,554	55	284,609
Allocation of net income for the year															
Legal reserve (Note 20.b)	-	-	-	-	-	-	14,197	-	-	-	-	(14,197)	-	-	-
Anticipation of interest on own capital	-	-	-	-	-	-	-	-	-	-	-	(135,000)	(135,000)	-	(135,000)
Expansion reserve (Note 20.c)	-	-	-	-	-	-	-	134,745	-	-	-	(134,745)	-	-	-
Balances at December 31, 2013	2,388,062	-	(38,628)	63,169	186,548	714,237	69,861	649,363	(836)	(89,996)	(122,628)	-	3,819,152	186	3,819,338
Amortization of deferred charges in subsidiary (Note 2.3)	-	-	-	-	-	-	-	-	836	-	-	(860)	(24)	-	(24)
Equity in net income of subsidiary (Note 2.3)	-	-	-	-	-	-	-	-	-	-	-	999	999	-	999
Share issuance costs	-	-	(365)	-	-	-	-	-	-	-	-	-	(365)	-	(365)
Repurchase of shares to be held in treasury (Note 20.f)	-	-	-	-	-	-	-	-	-	-	(18,877)	-	(18,877)	-	(18,877)
Exercise of stock options	-	-	-	-	-	(12,547)	-	-	-	-	50,801	-	38,254	-	38,254
Stock options granted	-	-	-	14,676	-	-	-	-	-	-	-	-	(12,547)	-	(12,547)
Non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	2,606	2,606
Net income for the year	-	-	-	-	-	-	-	-	-	-	-	368,062	368,062	(15)	368,047
Allocation of net income for the year															
Legal reserve (Note 20.b)	-	-	-	-	-	-	18,410	-	-	-	-	(18,410)	-	-	-
Anticipation of interest on own capital	-	-	-	-	-	-	-	-	-	-	-	(155,000)	(155,000)	-	(155,000)
Expansion reserve (Note 20.c)	-	-	-	-	-	-	-	194,791	-	-	-	(194,791)	-	-	-
Balances at December 31, 2014	2,388,062	-	(38,993)	77,845	186,548	701,690	88,271	844,154	-	(89,996)	(90,704)	-	4,066,877	2,777	4,069,654

See the accompanying notes to the financial statements.

Multiplan Empreendimentos Imobiliários S.A.

Statements of cash flows

Years ended December 31, 2014 and 2013

(Amounts expressed in thousands of reais – R$)

	Parent company	
	12/31/2014	**12/31/2013**
Cash flows from operating activities		
Income before taxes	450,641	359,074
Adjustments in:		
Depreciation and amortization	115,572	90,356
Equity in subsidiaries	(86,833)	(31,873)
Share-based compensation	14,676	11,036
Recognition of repurchases of points of sale	8,906	4,170
Deferred income and cost	(19,043)	(35,819)
Inflation adjustment on debentures	38,358	26,817
Adjustment to loans and financings	115,963	111,603
Adjustments to liabilities for acquisition of assets	1,933	5,177
Restatements on related party transactions	(1,763)	(1,720)
Others	10,307	(528)
	648,717	538,293
Change in operating assets and liabilities		
Land and properties for sale	(6,353)	(6,725)
Accounts receivable	(12,970)	11,200
Judicial deposits	2,318	(2,250)
Other assets	9,269	(17,186)
Accounts payable	(19,772)	(31,442)
Liabilities for acquisition of assets	(25,135)	(42,252)
Taxes and contributions payable	(14,569)	(11,097)
Taxes paid	50,650	(8,723)
Deferred income and costs	(11,208)	5,186
Other liabilities	1,292	(3,267)
Net cash provided by operating activities	520,939	431,737

See the accompanying notes to the financial statements.

Multiplan Empreendimentos Imobiliários S.A.

Statements of cash flows

Years ended December 31, 2014 and 2013

(Amounts expressed in thousands of reais – R$)

	Parent company	
	12/31/2014	**12/31/2013**
Cash flows from investing activities		
Increase in investments	(176,443)	(369,564)
Dividends received	36,588	3,053
Capital decrease	8,107	357,001
Receipt (payment) on related-party transactions	2,607	6,012
Additions to property, plant and equipment	(20,071)	(1,642)
Additions to investment properties	(197,062)	(505,242)
Written-off of investment property	1,121	15,996
Additions to intangible assets	(12,183)	(10,122)
Interest earning bank deposits	(34,360)	(118,507)
Net cash invested in investment activities	(391,696)	(623,015)
Cash flows from financing activities		
Loans and financing	94,426	(21,781)
Payment of loans and financing	(108,419)	(76,620)
Payment of interests on loans and financing	(115,300)	(107,568)
Cash from stock option exercise	38,254	25,946
Repurchase of shares to be held in treasury	(18,877)	(123,519)
Capital increase	-	626,400
Share issuance costs	(365)	(17,612)
Funding debentures	398,223	-
Payment of charges on debentures	(38,281)	(24,584)
Payment of debentures	(300,000)	
Dividends and interest on own capital paid	(98,350)	(262,337)
Net cash applied in financing activities	(148,689)	18,325
Decrease in cash and cash equivalents	(19,446)	(172,953)
Cash and cash equivalents at the beginning of the year	136,571	309,524
Cash and cash equivalents at the end of year	117,125	136,571
Decrease in cash and cash equivalents	(19,446)	(172,953)

See the accompanying notes to the financial statements.

Multiplan Empreendimentos Imobiliários S.A.

Statements of cash flows

Years ended December 31, 2014 and 2013

(Amounts expressed in thousands of reais – R$)

	Consolidated	
	12/31/2014	**12/31/2013**
Cash flows from operating activities		
Income before taxes	467,007	372,705
Adjustments in:		
Depreciation and amortization	157,664	123,344
Equity in subsidiaries	(15,837)	2,212
Share-based compensation	14,676	11,036
Non-controlling interest	(15)	(55)
Recognition of repurchases of points of sale	9,252	4,248
Deferred income and cost	(35,252)	(56,630)
Inflation adjustment on debentures	38,358	26,817
Adjustment to loans and financings	169,542	144,854
Adjustments to liabilities for acquisition of assets	1,878	5,338
Restatements on related party transactions	(1,880)	(2,014)
Adjustment to present value	(1,493)	(2,659)
Others	1,077	6,215
	804,977	635,411
Change in operating assets and liabilities		
Land and properties for sale	(8,937)	(9,359)
Accounts receivable	(96,824)	(22,152)
Recoverable taxes	(227)	-
Judicial deposits	10,873	(2,582)
Other assets	908	(21,546)
Accounts payable	(28,114)	(64,815)
Liabilities for acquisition of assets	(24,688)	(37,457)
Taxes and contributions payable	(10,287)	(5,026)
Taxes paid	68,618	(32,972)
Deferred income and costs	(18,767)	(1,427)
Advances from clients	-	(18,373)
Other liabilities	2,575	(2,623)
Net cash provided by (invested in) operating activities	562,871	417,079

See the accompanying notes to the financial statements.

Multiplan Empreendimentos Imobiliários S.A.

Statements of cash flows

Years ended December 31, 2014 and 2013

(Amounts expressed in thousands of reais – R$)

	Consolidated	
	12/31/2014	**12/31/2013**
Cash flows from investing activities		
Increase in investments	4,000	(49,290)
Capital reduction	11,436	-
Receipt (payment) on related-party transactions	3,060	10,998
Additions to property, plant and equipment	(20,074)	(1,642)
Additions to investment properties	(293,747)	(802,610)
Written-off of investment property	3,942	16,030
Additions to intangible assets	(12,424)	(10,155)
Interest earning bank deposits	(33,891)	(118,976)
Net cash invested in investment activities	(337,698)	(955,645)
Cash flows from financing activities		
Loans and financing	94,426	366,732
Payment of loans and financing	(175,388)	(95,083)
Payment of interests on loans and financing	(166,959)	(135,875)
Capital increase	-	626,400
Cash from stock option exercise	38,254	25,946
Repurchase of shares to be held in treasury	(18,877)	(123,519)
Non-controlling interest	2,591	-
Share issuance costs	(365)	(17,612)
Funding debentures	398,223	-
Payment of charges on debentures	(38,281)	(24,584)
Payment of debentures	(300,000)	
Dividends and interest on own capital paid	(98,350)	(262,337)
Net cash applied in financing activities	(264,726)	360,068
Decrease in cash and cash equivalents	(39,553)	(178,498)
Cash and cash equivalents at the beginning of the year	210,479	388,977
Cash and cash equivalents at the end of year	170,926	210,479
Decrease in cash and cash equivalents	(39,553)	(178,498)

See the accompanying notes to the financial statements

Multiplan Empreendimentos Imobiliários S.A.

Statement of added value

Years ended December 31, 2014 and 2013

(Amounts expressed in thousands of reais – R$)

	Parent company	
	12/31/2014	**12/31/2013**
Income:		
Net income from sales and services	884,409	797,037
Other income	6,014	8,400
Allowance for doubtful accounts	2,130	(359)
	892,553	805,078
Inputs acquired from third parties		
Costs of sales and services	(50,216)	(65,121)
Power, outside services and other	(68,686)	(67,432)
	(118,902)	(132,553)
Gross value added	773,651	672,525
Retentions		
Depreciation and amortization	(115,572)	(90,356)
Net added value produced by the Entity	658,079	582,169
Added value received as transfer		
Equity in subsidiaries	86,833	31,873
Financial income	34,121	43,994
	120,954	75,867
Total added value payable	779,033	658,036
Distribution of added value		
Personnel		
Direct remuneration	(62,099)	(50,477)
Benefits	(5,057)	(4,633)
FGTS	(2,227)	(1,707)
	(69,383)	(56,817)
Taxes, rates and contributions		
Federal	(171,818)	(171,173)
State	(70)	(151)
Municipal	(6,104)	(6,769)
	(177,992)	(178,093)
Third-party capital remuneration		
Interest, exchange rate changes and inflation adjustment	(157,241)	(132,949)
Rental expenses	(6,216)	(6,235)
	(163,457)	(139,184)
Remuneration of own capital		
Dividends/Interest on own capital	(155,000)	(135,000)
Retained earnings	(213,201)	(148,942)
	(368,201)	(283,942)
Distributed added value	(779,033)	(658,036)

See the accompanying notes to the financial statements

	Consolidated	
	12/31/2014	**12/31/2013**

Multiplan Empreendimentos Imobiliários S.A.

Statement of added value

Years ended December 31, 2014 and 2013

(Amounts expressed in thousands of reais – R$)

Income:		
Net income from sales and services	1,227,028	1,068,867
Other income	16,961	8,731
Allowance for doubtful accounts	201	(5,989)
	1,244,190	1,071,609
Inputs acquired from third parties:		
Costs of sales and services	(307,701)	(273,474)
Power, outside services and other	(102,102)	(92,090)
	(409,803)	(365,564)
Gross value added	834,387	706,045
Retentions:		
Depreciation and amortization	(157,664)	(123,344)
Net added value produced by the Entity	676,723	582,701
Added value received as transfer:		
Equity in subsidiaries	15,837	(2,212)
Financial income	39,056	49,485
	54,893	47,273
Total added value payable	731,616	629,974
Distribution of added value:		
Personnel		
Direct remuneration	(73,079)	(79,429)
Benefits	(5,154)	(5,278)
FGTS	(2,258)	(1,746)
	(80,491)	(86,453)
Taxes, rates and contributions		
Federal	(211,798)	(198,331)
State	(307)	(203)
Municipal	(26,286)	(23,755)
	(238,391)	(222,289)
Third-party capital remuneration		
Interest, exchange rate changes and inflation adjustment	(198,456)	(160,165)
Rental expenses	153,770	123,542
	(44,686)	(36,623)
Remuneration of own capital:		
Dividends/Interest on own capital	(155,000)	(135,000)
Non-controlling interests in retained earnings	15	(55)
Retained earnings	(213,063)	(149,554)
	(368,048)	(284,609)
Distributed added value	(731,616)	(629,974)

See the accompanying notes to the financial statements

Notes to the financial statements

(In thousands of reais - R$, unless otherwise stated)

1 General information

The individual and consolidated financial statements of Multiplan Empreendimentos Imobiliários S.A. ("Company", "Multiplan" or "Multiplan Group" when referred to jointly with its subsidiaries) for the year ended December 31, 2014 were authorized for issuance by Management on February 11, 2015. The Company was established as a publicly-traded entity headquartered in Brazil, whose shares are traded on the São Paulo Stock Exchange (BM&FBovespa). The Company is located at Avenida das Américas, 4.200 - Bloco 2 - 5° andar - Barra da Tijuca. Rio de Janeiro – RJ.

The Company was established on December 30, 2005 and in engaged mainly in (a) the planning, construction, development and sale of real estate projects of any nature, either residential or commercial, including mainly urban shopping centers and areas developed based on these real estate projects; (b) the purchase and sale of real estate and the acquisition and disposal of real estate rights, and their operation, in any mean, including through lease; (c) the provision of management and administrative services for its own shopping centers, or those of third parties; (d) the provision of technical advisory and support services concerning real estate issues; (e) civil construction, the execution of construction works and provision of engineering and similar services in the real estate market; (f) development, promotion, management, planning and intermediation of real estate developments; (g) import and export of goods and services related to its activities; and (h) the acquisition of equity interests and share control in other entities, as well as joint ventures with other entities, where it is authorized to enter into shareholders' agreements in order to attain or supplement its corporate purpose.

As at December 31, 2014 and 2013, the Company holds direct and indirect interests in the following real estate developments:

			Interest - %	
Project	**Location**	**Start-up of operations**	**12/31/2014**	**12/31/2013**
Shopping Centers				
BHShopping	Belo Horizonte	1979	80.0	80.0
BarraShopping	Rio de Janeiro	1981	51.1	51.1
RibeirãoShopping	Ribeirão Preto	1981	80.0	79.9
MorumbiShopping	São Paulo	1982	65.8	65.8
ParkShopping	Brasília	1983	61.7	61.7
DiamondMall	Belo Horizonte	1996	90.0	90.0
Shopping Anália Franco	São Paulo	1999	30.0	30.0
ParkShopping Barigui	Curitiba	2003	84.0	84.0
Shopping Pátio Savassi	Belo Horizonte	2004	96.5	96.5
BarraShopping Sul	Porto Alegre	2008	100.0	100.0
Vila Olímpia	São Paulo	2009	60.0	60.0
New York City Center	Rio de Janeiro	1999	50.0	50.0
Santa Úrsula	São Paulo	1999	62.5	62.5
Parkshopping São Caetano	São Caetano	2011	100.0	100.0
VillageMall	Rio de Janeiro	2012	100.0	100.0
ParkShoppingCampoGrande	Rio de Janeiro	2012	90.0	90.0
JundiaíShopping	São Paulo	2012	100.0	100.0

The majority of the shopping centers are managed based on a structure known as "Condomínio Pro Indiviso" - CPI (undivided interest). The shopping centers are not legal entities, but units operated under an agreement whereby the owners (investors) share all income, costs and expenses. The CPI structure is an option permitted by Brazilian laws for a period of five years, with possibility of renewal. Under the CPI structure, each co-investor holds an interest in property, which is undivided. As of December 31, 2014, the Company is the legal representative and manager of all above mentioned shopping centers.

The activities performed by the major investees are summarized below (see information on Company's equity interest in these investees in Note 2):

a. Multiplan Administradora de Shopping Centers Ltda.
It is engaged in managing, administration, promoting, installation and development of shopping centers, besides managing parking lots of the own shopping centers.

b. Special Partnership (SCP)
On February 15, 2006, the Company and its Parent Company Multiplan Planejamento, Participações e Administração S.A. ("MTP") established a silent partnership to build a residential real estate project named "Royal Green Península".

c. MPH Empreendimentos Imobiliários Ltda.
The Company holds 100% interest in MPH Empreendimentos Imobiliários Ltda., 50% through its subsidiary Morumbi Business Center Empreendimento Imobiliário Ltda. MPH Empreendimentos Imobiliários Ltda. was established on September 1, 2006 and is engaged mainly in developing, holding interest in and subsequently operation of Shopping Center Vila Olímpia, located in the State of São Paulo, in which it holds 60% interest.

d. Manati Empreendimentos e Participações S.A.
It is engaged in operating and managing of a parking lot and Shopping Center Santa Úrsula, located in the city of Ribeirão Preto, in the São Paulo State. The control of Manati Empreendimentos e Participações S.A. is shared between the Company and Aliansce Shopping Centers S.A..

e. Parque Shopping Maceió S.A. (former Halleiwa Empreendimentos Imobiliários S.A)
Operates Parque Shopping Maceió S.A. and real estate developments around it, all of which are located in the city of Maceió, State of Alagoas. The control of Parque Shopping Maceió S.A. is shared between the Company and Aliansce Shopping Centers S.A.

f. Danville SP Empreendimento Imobiliário Ltda.
Carries out real estate development in the city of Ribeirão Preto, State of São Paulo.

g. Multiplan Greenfield I Empreendimento Imobiliário Ltda.
Is engaged in the development and sale of the residential development called "Diamond Tower", located in the city of Porto Alegre, State of Rio Grande do Sul.

h. BarraSul Empreendimento Imobiliário Ltda.
Is engaged in the development and sale of the residential development called "Residence Du Lac", located in the city of Porto Alegre, State of Rio Grande do Sul.

i. Ribeirão Residencial Empreendimento Imobiliário Ltda.
Is engaged in the development and sale of residential developments in the city of Ribeirão Preto, State of São Paulo.

j. Morumbi Business Center Empreendimento Imobiliário Ltda.
Is engaged in the development and sale of the commercial building Morumbi Business Center, located in the city and state of São Paulo, and has a 30% indirect interest at Shopping Vila Olímpia, through a 50% ownership interest in MPH, which, in turn, is the holder of 60% of the aforementioned mall.

k. Multiplan Greenfield II Empreendimento Imobiliário Ltda.
Is engaged in the development and sale of the real estate development called "Morumbi Golden Tower", located in the city and state of São Paulo.

l. Multiplan Greenfield IV Empreendimento Imobiliário Ltda.
Is engaged in the development and sale of the real estate development called "Morumbi Golden Tower", located in the city and state of São Paulo.

m. Jundiaí Shopping Center Ltda.
It is engaged in operating Shopping Center Jundiaí, located in the city of Jundiaí, State of São Paulo, holding 100.0% interest.

n. Pátio Savassi Administração de Shopping Center Ltda.
Is engaged in the administration of the Shopping Pátio Savassi, located in the city of Belo Horizonte, State of Minas Gerais.

o. ParkShopping Campo Grande Ltda.
Operates the ParkShopping Campo Grande, located in the west of the city of Rio de Janeiro, State of Rio de Janeiro, in which it holds a 100% stake.

p. Parkshopping Corporate Empreendimento Imobiliário Ltda.
Is engaged in the development and sale of the real estate development called "Park Office", located in Brasília, Federal District.

q. ParkShopping Canoas Ltda. (former Multiplan Greenfield VII Empreendimento Imobiliário Ltda.)
Is engaged in the development and sale of real estate developments in the town of Canoas, State of Rio Grande do Sul.

r. ParkShopping Global Ltda. (former Multiplan Greenfield VI Empreendimento Imobiliário Ltda.)
Is engaged in the development and sale of residential developments in the city and state of São Paulo.

s. Other investees

Investees Multiplan Greenfield III Empreendimento Imobiliário Ltda., Multishopping Shopping Center Ltda. (formerly Multiplan Greenfield IX Empreendimento Imobiliário Ltda.), Multiplan Greenfield X Empreendimento Imobiliário Ltda., Multiplan Greenfield XI Empreendimento Imobiliário Ltda., Multiplan Greenfield XII Empreendimento Imobiliário Ltda., Multiplan Greenfield XIII Empreendimento Imobiliário Ltda., Multiplan Greenfield XIV Empreendimento Imobiliário Ltda. and Multiplan Greenfield XV Empreendimento Imobiliário Ltda. have the following corporate purpose: (i) the planning, implementation, development and sale of real estate developments of any nature; (ii) purchase and sale of properties and acquisition and sale of real estate rights, and the exploration thereof; (iii) rendering of commercial center management and administration services; (iv) technical consulting and support services related to real estate issues; (v) civil construction, performance of construction works and rendering of engineering and related services in the real estate sector; and (vi) real estate development, promotion, management and planning.

1.1 Initial Public Offering

On March 27, 2013, the Company held an initial public offering through the issuance of 10,800,000 registered, book-entry common shares, with no par value, at the price of R$ 58.00 per share ("Shares"). The number of shares above already includes the additional 1,800,000 shares issued, equivalent to 20% of the shares initially offered.

On April 3, 2013, the Company received the funds obtained from the public offering of common shares in amount of R$626,400 (R$610,260 net of funding costs and taxes). The funding costs amounted to R$17,612 representing 3.9% of the funds received.

The Company intends has used the net proceeds from the offering to implement business opportunities in promoting the Company's growth through (i) development in properties for rental - shopping centers and business towers;(ii) expansion of existing shopping center development; and (iii) project development Real Estate for sale. In line with its development strategy, the Company continuously evaluates the possibility of acquiring minority ownership interest in its shopping centers and shopping centers held by thirds. The proceeds received from the Offering may be used in opportunities of such nature.

The necessary proceeds to achieve the abovementioned objectives may be originated from a combination of net proceeds received from the Offering and other additional financing sources as well as the cash generated from operating activities of Company.

The application of net proceeds to be received in connection with the Offering is based on actual analyses of the Company and on future events and trend projections. Changes in these factors may cause the Company to review the net proceeds application exclusively according to criteria defined by the Company.

2 Presentation of financial statements and accounting policies

2.1 Statement of conformity regarding the IFRS and Accountant Statements Committee - CPC rules

These financial statements include:

a. The consolidated financial statements, prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and the accounting practices adopted in Brazil (BRGAAP), and taking into consideration OCPC 04 guidance on the application of Technical Interpretation ICPC 02 to Brazilian real estate development companies, issued by the Accounting Pronouncements Committee (CPC) and approved by the Securities Commission (CVM) and the Federal Accounting Council (CFC);

b. The parent company's financial statements, prepared in accordance with the accounting practices adopted in Brazil, which comprise the CVM standards and the pronouncements, interpretations and guidance issued by CPC, CVM and CFC, including OCPC 04 – Guidance on the application of Technical Interpretation ICPC 02 to Brazilian Real Estate Development Entities.

In the parent company financial statements, jointly-owned subsidiaries and operations, with or without a legal personality, are accounted for under the equity method and adjusted in proportion to the interest held in the Group's contractual rights and obligations. The same adjustments are made both in individual financial statements, in order to arrive at the same net income and equity attributable to the Parent company's shareholders. In the case of Multiplan Empreendimento Imobiliários S.A., the accounting practices adopted in Brazil applicable to the parent company financial statements differ from IFRS applicable to separate financial statements only in relation to the measurement of investments in subsidiaries, joint ventures and associates based on the equity accounting method, instead of cost or fair value in accordance with IFRS.

Since the differences between consolidated shareholders' equity and consolidated income attributable to the parent company's shareholders, included in consolidated financial statements prepared in accordance with IFRS and Brazilian accounting practices, and shareholders' equity and parent company result, included in individual financial statements prepared in accordance with Brazilian accounting practices, the Company opted to present these individual and consolidated financial statements in a single set, side by side.

2.2 Measuring basis

The individual and consolidated financial statements have been prepared based on the historical cost, except for certain financial instruments measured at fair value, as described in the note 25 below.

2.3 Basis of consolidation

As at December 31, 2014 and 2013, the consolidated financial statements incorporate the financial statements of the Company and its subsidiaries, as follows:

	Interest - %			
	December 31, 2014		December 31, 2013	
Corporate name	**Direct**	**Indirect**	**Direct**	**Indirect**
RENASCE - Rede Nacional de Shopping Centers Ltda.	99.99	-	99.99	-
County Estates Limited (a)	-	99.00	-	99.00
Embassy Row Inc. (a)	-	99.00	-	99.00
EMBRAPLAN - Empresa Brasileira de Planejamento Ltda. (b)	99.99	-	99.99	-
CAA Corretagem e Consultoria Publicitária S/C Ltda.	99.00	-	99.00	-
Multiplan Administradora de Shopping Centers Ltda.	99.00	-	99.00	-
CAA Corretagem Imobiliária Ltda.	99.61	-	99.61	-
MPH Empreendimentos Imobiliários Ltda.	50.00	50.00	50.00	50.00
Danville SP Participações Ltda.	99.99	-	99.99	-
Multiplan Holding S.A.	100.00	-	100.00	-
Multiplan Greenfield I Empreendimento Imobiliário Ltda.	99.99	-	99.99	-
Barrasul Empreendimento Imobiliário Ltda.	99.99	-	99.99	-
Ribeirão Residencial Empreendimento Imobiliário Ltda.	99.99	-	99.99	-
Multiplan Greenfield II Empreendimento Imobiliário Ltda.	99.99	-	99.99	-
Multiplan Greenfield III Empreendimento Imobiliário Ltda.	99.99	-	99.99	-
Multiplan Greenfield IV Empreendimento Imobiliário Ltda.	99.99	-	99.99	-
Morumbi Business Center Empreendimento Imobiliário Ltda.	99.99	-	99.99	-
Pátio Savassi Administração de Shopping Center Ltda.	100.00	-	100.00	-
Jundiaí Shopping Center Ltda.	99.99	-	99.99	-
Parkshopping Campo Grande Ltda.	99.99	-	99.99	-
Parkshopping Corporate Empreendimento Imobiliário Ltda.	99.99	-	99.99	-
Multiplan Arrecadadora Ltda.	99.99	-	99.99	-
Parkshopping Global Ltda. (c)	87.00	-	99.99	-
Parkshopping Canoas Ltda.	99.90	-	99.90	-
Multishopping Shopping Center Ltda.	99.90	-	99.90	-
Multiplan Greenfield X Empreendimento Imobiliário Ltda.	99.90	-	99.90	-
Multiplan Greenfield XI Empreendimento Imobiliário Ltda.	99.90	-	99.90	-
Multiplan Greenfield XII Empreendimento Imobiliário Ltda.	99.99	-	99.99	-
Multiplan Greenfield XIII Empreendimento Imobiliário Ltda.	99.99	-	99.99	-
Multiplan Greenfield XIV Empreendimento Imobiliário Ltda.	99.90	-	99.90	-
Multiplan Greenfield XV Empreendimento Imobiliário Ltda.	99.90	-	99.90	-

(a) Foreign companies.

(b) Dormant company since 2003.

(c) For further information on the change in the stake, refer to Note 9.1 a.

The subsidiaries' financial statements are prepared for the same reporting period as the Company's, using consistent accounting policies.

All intragroup balances, income and expenses are fully eliminated.

The reconciliation between the parent company and consolidated shareholders' equity and net income for the years ended December 31, 2014 and 2013 is as follows:

	12/31/2014		12/31/2013	
	Shareholders' equity	**Net income for the year**	**Shareholders' equity**	**Net income for the year**
Parent company	4,066,877	368,201	3,819,988	283,942
Equity in the earnings of County's profit or loss for the year (a)	-	(999)	-	(344)
Deferred assets (b)	-	860	(836)	956
Consolidated	4,066,877	368,062	3,819,152	284,554

(a) Subsidiary Renasce holds 100% in the County's capital, whose main activity is the investment in subsidiary Embassy. In order to properly prepare the Multiplan's individual and consolidated balances, the Company adjusted the Renasce's capital and the investment calculation for consolidation purposes only. Adjustment relating to the Company's equity in the earnings of County not reflected on equity in the earnings of Renasce.

(b) Adjustment referring to derecognition of deferred assets and recognition of deferred income tax on the aforementioned write-off in the subsidiaries only for consolidation purposes.

2.4 Investments in subsidiaries and joint ventures

a. Subsidiaries

Subsidiaries are all entities (including special-purpose entities) controlled by the Company. The Multiplan Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Multiplan's investments in its subsidiaries are accounted for under the equity method.

The statement of income reflects the share of gains or losses arising from the subsidiaries' transactions. When a change is directly recognized in the subsidiaries' equity, the Company will recognize its share in the changes and report such fact in the statement of changes in shareholders' equity, when applicable. Unrealized gains and losses arising from transactions between the Company and its subsidiaries are eliminated based on the interest held in the subsidiaries.

b. Joint ventures

Investments in joint ventures are accounted for under the equity method and are initially recognized at cost. The Group's investment in affiliated companies and joint ventures includes the goodwill identified on acquisition, net of any accumulated impairment losses.

The Group's share of the profits or losses of its joint ventures is recognized in the income statement, and the share of changes in the reserves is recognized in the Group's reserves. When the Group's share of the losses of a joint venture is equal to or higher than the investment's carrying amount, including any other receivables, the Group does not recognize additional losses unless it has incurred liabilities or made payments on behalf of the jointly-owned subsidiary.

Unrealized gains from transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealized losses are also eliminated, unless the transaction provides evidence of impairment of the asset transferred. Accounting policies of affiliated companies have been changed where necessary to ensure consistency with the policies adopted by the Group.

2.5 Functional currency and of presentation of the financial statements

The functional currency of the Company and its subsidiaries in Brazil and abroad is the Brazilian real, the same currency used to prepare and present the parent company and consolidated financial statements. All financial information presented in reais has been rounded to the nearest value, except otherwise indicated.

2.6 Income recognition

Income is recognized to the extent it is likely that economic benefits will be generated for the Company and when it can be measured reliably. The income is measured based on the fair value of the consideration received, excluding discounts, rebates, taxes or charges over sales. The Company assesses income transactions according to the specific criteria to determine whether it is acting as agent or principal and, at the end, concluded that it is acting as principal in all its income contracts. Also, the following specific criteria shall be addressed before the income recognition:

Stores leased

The tenants of commercial units generally pay a rent corresponding to the higher of a minimum monthly amount, adjusted annually based on the General Price Index - Internal Availability (IGP-DI) fluctuation or the amount arising from the application of a percentage on each tenant's gross sales income.

The Company records store lease transactions as operating leases. The minimum lease amount, plus periodic fixed increases set forth in the contracts, less inflation adjustments, is recognized proportionally to the Company's interest in each development, on a straight-line basis over the term of the contracts, regardless of the payment method.

The Company, its subsidiaries and joint ventures are not subject to seasonality in their operations. Historically, special dates and holidays, such as Christmas and Mother's Day, among others, have increased the shopping centers' sales.

Key money

The key money contracts (key money or assignment of technical structure of shopping centers) are recorded as deferred income, in liabilities, when signed. Profit or loss on assignment of rights, including income from assignment of rights and key money, is recognized on a straight-line basis, over the term of the lease contract of the related stores, as from the beginning of rental.

Sale of properties

For installment sales of a completed unit, income is recognized at the time the sale is performed, regardless of the term for receipt of the amount established by contract.

Fixed-rate interest is recognized in profit or loss on the accrual basis, irrespective of whether it is actually received or not.

Regarding the sales of units not completed, the Company recognizes real estate development income and corresponding costs based on OCPC 01 (R1), i.e., under the percentage-of-completion method. Under OCPC 04, a real estate construction contract could fall under the scope of CPC 17 (Construction Contracts) or CPC 30 (Income). Should the contract fall under CPC 17, income will be recognized under the percentage-of-completion method. On the other hand, under CPC 30 Income, the issue refers to the transfer of significant control, risks and rewards on an ongoing basis or in a single event ("delivery of keys"). If the transfer is carried out on an ongoing basis, income should be recognized under the percentage-of-completion method. Otherwise, income will be recognized only when keys are delivered. The Company conducts the following procedures:

The costs incurred are recorded as inventories (construction in progress) and fully recognized in profit or loss as units are sold. After sale, costs to be incurred to complete the unit construction will be recognized in profit or loss when incurred.

- The percentage of costs of units sold, is determined in relation to total budgeted costs estimated through the completion of the work. Such percentage is applied to the price of units sold and adjusted by selling expenses and other contractual conditions. The corresponding income is recorded as income as a balancing item to accounts receivable or probable advances received.

  Thereafter and until the construction work is completed, the unit's sale price will be recognized in profit or loss as income proportionately to the costs incurred to complete the unit, in relation to total budgeted cost.

  Alterations in project execution and conditions, as well as in the estimated profitability, including changes arisen from penalty covenants and contractual settlements, which may result in cost and income reviews, are recognized in the period in which such reviews are carried out.

- Sales income, including inflation adjustment, less installments received, are recorded as accounts receivable or advances from clients, as applicable.

  Information on balances of operations with real estate projects in progress and advances from clients are detailed in Note 7.

Parking
Refers to income from the operation of parking lots in shopping centers, recognized in profit or loss on an accrual basis.

Services
Refer to income from the provision of services such as brokerage, advertising and promotion advisory, lease and/or sale of merchandising spaces, income from provision of specialized brokerage and real estate business advisory services in general; income from management of construction work and income from management of shopping centers. This income is recognized in profit or loss on an accrual basis.

2.7 Expense recognition

Expenses are recognized on an accrual basis.

2.8 Financial instruments

Financial instruments are recognized only as from the date in which the Company becomes a party to the contract provisions. Financial instruments are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issuance, except when financial assets and financial liabilities are classified at fair value through profit or loss, and these costs are directly recorded in profit or loss. They are then measured at the end of each reporting period, in accordance with the rules established for each type of classification of financial assets and financial liabilities.

(i) Financial assets

Initial recognition and measurement

The main financial assets recognized by the Company are: Cash and cash equivalents, restricted short-term investments (recorded in line item "Other - Non-current assets"), trade receivables and trade receivables from related parties.

Financial assets measured at fair value through profit or loss

Include financial assets held for trading and assets stated at fair value through profit or loss on initial recognition. They are classified as held for trading in case they have been originated for the purpose of sale or repurchase in the short term. At each balance sheet date, they are measured at fair value and their fluctuations recognized in profit or loss. Interest, inflation adjustment, exchange rate changes and changes arising from the adjustment to fair value are recognized in profit or loss under "finance income" or "finance costs", when incurred.

Financial assets held to maturity

Non-derivative financial assets with fixed or determinable payments and fixed maturity dates that the Company has the positive intention and ability to hold to maturity. After initial recognition, they are measured at amortized cost using the effective interest method, less any impairment losses. Under this method, the discount rate applied on future estimated receipts over the expected term of the financial instrument results in their net carrying amount. Interest, inflation adjustment and exchange rate changes less impairment losses, when applicable, are recognized in profit or loss, when incurred, under "finance income" or "finance costs".

Financial assets available for sale

Available-for-sale financial assets correspond to non-derivative financial assets that are designated as "available-for-sale" or are not classified as: (a) loans and receivables, (b) held-to-maturity investments; or (c) financial assets at fair value through profit or loss.

After the initial recognition, they are measured at fair value, and changes, except those due to impairment losses, are recognized in other comprehensive income and presented in shareholders' equity. When an investment is written off, the accumulated income (loss) in other comprehensive income is transferred to the income statement.

Loans and receivables
Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any transaction costs directly assignable. After initial recognition they are measured at amortized cost using the effective interest rate method, net of any impairment loss. Interest, inflation adjustment and exchange rate changes less impairment losses, when applicable, are recognized in profit or loss, when incurred, under "finance income" or "finance costs".

(ii) Financial liabilities

Financial liabilities are classified as financial liabilities at fair value through profit or loss, loans and financing or derivatives classified as hedge instrument, as the case may be. The Company determines the classification of its financial liabilities on initial recognition, on the trade date at which the Company becomes one of the contractual provisions of the instrument. The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

Financial liabilities are initially stated at fair value and, in the case of loans and financing, are increased by directly related transaction costs.

The main financial liabilities recognized by the Company are: Loans and financing, debentures and liabilities for acquisition of assets.

Financial liabilities at fair value through profit or loss
Include financial liabilities regularly traded before maturity, liabilities designated at fair value through profit or loss on initial recognition. They are measured at fair value at every balance sheet date. Interest, inflation adjustment, exchange rate changes and changes arising from measurement at fair value, when applicable, are recognized in profit or loss when incurred.

Financial liabilities not measured at fair value through profit or loss
The other financial liabilities (including loans, suppliers and other accounts payable) are measured at the amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating its interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash flows (including fees and points paid or received that are an integral part of the effective interest rate, transaction costs, and other premiums or discounts) over the expected life of the financial liability or, where appropriate, over a shorter period, for the initial recognition of the net carrying amount.

Financial assets and liabilities are offset and the net amount reported in the balance sheet only when there is a legally enforceable right to set off and there is intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

The Company's financial assets and financial liabilities are described in detail in Note 25.

2.9 Adjustment to present value of assets and liabilities

Long-term monetary assets and liabilities are adjusted for inflation and, therefore, adjusted to their present value. The adjustment to present value of short-term monetary assets and liabilities is calculated, and only recognized, if it is considered as relevant with respect to the financial statements taken as a whole. To account for and determine materiality, the adjustment to present value is calculated considering the contractual cash flows and the explicit and, in certain cases, implicit interest rates of the related assets and liabilities, as described in Note 4.

2.10 Treasury shares

Own equity instruments that are bought back (treasury shares) and recognized at cost, and deducted from shareholders' equity. No gain or loss is recognized in the income statement on the purchase, sale, issuance or cancellation of the Company's equity instruments.

2.11 Investment properties

Investment properties are stated at acquisition, development or construction cost, less accumulated depreciation, calculated on a straight-line basis at the rates that take into consideration the economic useful lives of the assets. Possible costs incurred on the maintenance and repair of investment property are accounted for only when the economic benefits associated to these items are probable and the amounts can be reliably measured, while other costs are directly allocated to profit or loss when incurred. The recovery of investment properties through future transactions, as well as their useful lives and residual value are monitored on an ongoing basis and adjusted prospectively, if necessary. The fair value of investment properties is determined annually in December for purposes of disclosure.

Investment property is property held to earn rentals or for capital appreciation or both, but not for sale in the ordinary course of business, supply of services or for administrative purposes. Buildings and improvements classified as property for investment are measured at cost for initial recognition and depreciated over the useful life period of 30 to 56 years.

Following CPC 28, the Company and its subsidiaries record Shopping Centers in operation and under development as investment property, since these commercial offices are kept for the purposes of operational lease.

Goodwill from the fair value in subsidiaries are recorded as investment property and depreciated using the straight-line basis. Cost includes expenses directly attributable to the acquisition of an investment property. In the event an owner builds an investment property, cost is considered as the capitalized interest on loans, the material used, direct labor, or any other cost directly attributable to bringing the investment property to a working condition for its intended purpose.

The interest capitalized in the Parent company refers to loans taken by its affiliated companies and passed on through the Company to the subsidiaries having enterprises in the pre-operating stage or enterprises under revitalization or expansion, and may also refer to loans taken by subsidiaries to fund operating enterprises.

The costs related to repurchases of stores are added to the amounts of the related investment properties. Repurchases of stores are recognized in accordance with the lease term of the leased asset.

2.12 Property, plant and equipment

Property, plant and equipment is recorded by the acquisition, formation or construction cost, less accumulated depreciation and impairment losses, calculated using the straight-line method based on rates determined by the assets' estimated useful life. Possible costs incurred on the maintenance and repair of investment property are accounted for only when the economic benefits associated to these items are probable and the amounts can be reliably measured, while other costs are directly allocated to profit or loss when incurred. The recovery of property, plant and equipment through future transactions, as well as their useful lives and residual value, are monitored on an ongoing basis and adjusted prospectively, if necessary.

The useful estimated lives for the current and comparative periods are as follows:

	12/31/2014 and 12/31/2013
Machinery and Equipment, Furniture and Fixtures and Facilities	10 years
Buildings and improvement	25 years
Other components	From 5 to 10 years

2.13 Lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease. Lease contracts entered into by the Company as the lessor are recognized as mentioned in Note 4.

2.14 Loan costs

Interest and financial charges on loans for investment in construction in progress are capitalized until assets start to operate and are depreciated based on the same criteria and useful life determined for the property, plant and equipment item or investment property in which they were included and capitalized. Interest on lands and properties held for sale is recorded in profit or loss under the percentage-of-completion method. Interest classified as "Land and properties for sale" has been recognized in profit or loss in accordance with the evolution of the construction works. All other funding costs are accounted for as expenses when incurred.

2.15 Intangible assets

Intangible assets acquired separately are stated at cost on initial recognition and, subsequently, are stated less accumulated amortization and impairment losses, where applicable.

Intangible assets with finite useful lives are amortized over their estimated economic useful lives and tested for impairment when there is any indication of an impairment loss. Indefinite-lived intangible assets are not amortized and are annually tested for impairment.

The goodwill arising from the acquisition of subsidiaries and grounded on future profitability is recorded as intangible asset in accordance with CPC 04 (R1) - Intangible assets, supported by Securities Commission Resolution No. 644 of December 2, 2010.

2.16 Land and properties for sale

Stated at average acquisition or construction cost, which does not exceed its net realizable value. The Company recorded in current assets the developments already launched and, therefore, available for sale. The other developments are recorded in non-current assets.

2.17 Liabilities for acquisition of assets

Obligations established in contract for land acquisition are recorded at the original value plus, when applicable, corresponding charges and inflation adjustments.

2.18 Impairment losses of non-financial assets

Management reviews annually the net carrying amount of assets to assess events or changes in economic, operating or technological circumstances that might indicate an impairment of assets. Whenever an evidence of impairment is identified and the carrying amount exceeds the recoverable value, an allowance for impairment is recorded to adjust the carrying amount to the recoverable value.

The recoverable value of an asset or a certain cash-generating unit is defined as the higher of the fair value less sales expenses.

In estimating the value in use of an asset, estimated future cash flows are discounted to their present values, using a pretax discount rate that reflects the weighted average cost of capital in the industry where the cash-generating unit operates. The net sales amount is determined, whenever possible, based on a firm sales agreement at arm's length, entered into among knowledgeable, willing buyers and knowledgeable, willing sellers, adjusted by expenses attributable to the sale of the asset, or, in case of lack of a firm sales agreement, based on the fair value in an active market or the most recent price of the transaction carried out with similar assets.

With respect to the goodwill paid on the acquisition of investments, recoverable amount is estimated on an annual basis. Impairment losses are recorded when the carrying amount of the goodwill allocated in the "UGC - cash-generating unit" exceeds its recoverable amount. The recoverable amount is determined by comparing it with the fair value of the investment properties that originated the goodwill. The assumptions adopted to determine the fair value of the investment properties are detailed in Note 10.

Impairment losses are recognized in profit or loss. Losses on the "UGCs" are initially allocated in the reduction of any goodwill related to such "UGC" and, subsequently, in the reduction of other assets of this "UGC'.

An impairment loss in respect of goodwill is not reversed. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. The Company did not record any impairment for these years.

2.19 Cash and cash equivalents

These include cash, positive balances in current accounts and short-term investments readily convertible into known amounts of cash and subject to insignificant risk of change in value. Short-term investments included in cash equivalents are classified as "financial assets measured at fair value through profit or loss".

2.20 Accounts receivable

Stated at realizable value, including, when applicable, income and inflation adjustments earned. The allowance for doubtful accounts is recognized in an amount considered by Management as sufficient to cover probable losses on the realization of receivables, in accordance with the criteria described in Note 4.

2.21 Provisions

Provisions are recognized for present obligations (legal or constructive) as a result of a past event and a reliable estimate can be made of the amount of the obligation, and its settlement is probable. The amount recognized as reserve is the best estimate of the expenditure required to settle the obligation at the end of each reporting period, considering the risks and uncertainties inherent to such obligation.

When a provision is measured based on the estimated cash flows to settle an obligation, its carrying amount corresponds to the present value of such cash flows (where the effect of the time value of money is material).

The Company is a party to several judicial and administrative proceedings. Provisions are recognized for all lawsuits and administrative proceedings for which it is probable that an outflow of funds will be required to settle the contingency/obligation and a reliable estimate can be made. The likelihood assessment includes assessing available evidences, the hierarchy of laws, available previous decisions, most recent court decisions and their relevance within the legal system, and the assessment of the outside legal counsel. Provisions are reviewed and adjusted so as to consider changes in circumstances, such as applicable statute of limitations, conclusions of tax audits or additional exposures identified based on new matters or court rulings.

The contingencies whose risks were assessed as possible are disclosed in the Note 18.

2.22 Other liabilities and assets

A liability is recognized in the balance sheet when the Company has a legal obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation. Some liabilities involve uncertainties as to the term and amount and are estimated as incurred and recorded through a provision. Reserves are recognized based on the best estimates of the risk involved.

An asset is recognized in the balance sheet when it is probable that its future economic benefits will flow to the Company and its cost or amount can be measured reliably.

Assets and liabilities are classified as current when their realization or settlement is likely to occur within the next twelve months. Otherwise, they will be stated as non-current.

2.23 Taxation

Sales and service income is subject to the following taxes and contributions, and the following basic rates:

		Rates parent company and subsidiaries	
Tax	**Acronym**	**Taxable income**	**Deemed profit**
Contribution to Social Integration Program	PIS	1.65%	0.65%
Contribution for Social Security Funding	COFINS	7.6%	3.0%
Tax on services	ISS	From 2 to 5%	From 2 to 5%

These taxes are presented as sales deductions in the income statement. Credits arising from non-cumulative PIS/COFINS are presented as tax on services in the income statement.

Taxes on income comprise income tax and social contribution. Income tax is calculated based on taxable income at the rate of 25%, and social contribution at the rate of 9%, on the accrual basis.

As prescribed by tax laws, all entities comprising the Multiplan Group, which posted prior-year annual income below R$78,000 opted for the deemed income regime. In this case, income tax calculation basis was determined considering the application of deemed percentages of 8%, 32% and 100%, depending on income nature, as provided for in tax law. Social contribution calculation basis, in this scenario, was determined based on the application of deemed rates of 12%, 32% and 100%, also depending on income nature.

Current corporate income tax and Social contribution represent taxes payable. Deferred income tax and social contribution are recognized on temporary differences and tax losses. Note that deferred tax credits are recognized to the extent of the existence of future positive bases.

Income tax and social contribution expenses include both current and deferred effects.

Current taxes are stated in assets/liabilities at net values when taxes payable and taxes to offset have the same nature.

Accordingly, deferred income tax and social contribution are also stated at their net effects on assets/liabilities, as required by CPC 32.

2.24 Employee benefits

Obligations for short-term employee benefits are measured on a non-discounted basis and incurred as expenses as the related service is rendered.

The liability is recognized at the amount expected to be paid under the cash bonus plans or short-term profit sharing if the Company has a legal or constructive obligation to pay this amount as a result of prior service rendered by the employee, and the obligation can be reliably estimated.

2.25 Share-based compensation

The Company granted to its management, employees and services providers or those of the companies under its control, eligible to the program, stock options that are only exercisable after specific vesting periods. These options are measured at fair value determined by the Black-Scholes pricing method on the dates stock option plans are granted, and are recorded in operating income (expenses) under “expenses on share-based compensation”, on a straight-line basis after the vesting periods, as a balancing item to “stock options granted” in capital reserves in shareholders’ equity. For details, see Note 20.h.

2.26 Earnings per share

The basic earnings per share are calculated based on the result for the financial year attributable to the Company's shareholders and the weighted average of outstanding common shares in the respective period. The diluted earnings per share are calculated based on the mentioned average of outstanding shares, adjusted by instruments that can potentially be converted into shares, with a dilution effect, in the years presented, pursuant to CPC 41/IAS 33.

2.27 Segment reporting

An operating segment is a component of the Company which engages in business activities from which it may earn income and incur expenses, including income and expenses relating to transactions with other components of the Company. All operating results of the operating segments are frequently reviewed by the Company management for decisions regarding the resources to be allocated to the segment to be taken and to assess their performance, for which individual financial information is available.

Segment results that are reported to Management include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. The unallocated items include mostly office expenses and income and social contribution tax assets and liabilities.

2.28 Statement of added value ("DVA")

The purpose of this statement is to disclose the wealth created by the Company and its distribution during a certain reporting period, and is presented by the Company as part of their individual and consolidated financial statements, whose presentation is required by Brazilian corporate law for public companies, and as supplementary information under IFRS that do not require disclosure of Statement of Added Value.

The statement of added value was prepared based on information obtained in the accounting records that serve as basis for the preparation of financial statements and in accordance with the provisions of CPC 09 - Statement of Added Value. The first part of the SAV presents the wealth created by the Company, represented by income (gross sales income, including taxes on sales, other income and the effects of the allowance for doubtful accounts), inputs purchased from third parties (cost of sales and purchases of materials, electric power, outside services, including taxes on purchases, effects of impairment and recovery of assets, and depreciation and amortization) and the value added received from third parties (share of profits (losses) of subsidiaries, financial income and other income). The second part of the DVA presents the distribution of wealth among employees, taxes and contributions, compensation to third parties and shareholders.

2.29 Statements of cash flows

The Company classifies in the statement of cash flows the interest paid as financing activities and the dividends received as investing activities since it understands that interest represent costs from its financial resources obtained and dividends represent the return on its investments.

2.30 Significant accounting policies

They are used to measure and recognize certain assets and liabilities in the Company's and its subsidiaries' financial statements. These estimates were determined based on past and current events, assumptions about future events, and other objective and subjective factors. Significant items subject to these estimates include the determination of the useful lives of property, plant and equipment and intangible assets; allowance for doubtful accounts; the cost to be incurred and the total estimated cost for the real estate ventures; allowance for investment losses; analysis of recoverability of property, plant and equipment and intangible assets; realization of deferred income and social contribution taxes; the rates and terms applied in determining the discount to present value of certain assets and liabilities; provision for contingencies; fair value measurement of share-based compensation and financial instruments; and estimates for disclosure of the sensitivity analysis table of derivatives pursuant to CVM Instruction No. 475/08 and fair value measurement of investment properties. Settlement of transactions

involving these estimates may result in amounts significantly different from those recorded in the financial statements due to the uncertainties inherent in the estimation process. The estimates and assumptions are based on current expectations and projections of the Company's management about future events and financial trends that affect or may affect the Company's business and, consequently, its financial statements.

Such estimates and assumptions are prepared based on information currently available and known by Management. Many important factors may adversely impact the Company's results of operations, and in view of such risks and uncertainties, estimates and future prospects may not materialize. The Company reviews its estimates and assumptions at least quarterly, with exception for the fair value of investment properties, which is reviewed annually.

2.31 New standards, changes and interpretations

a. The following new standards and interpretations to existing standards have been issued by IASB, but are not effective for 2014. Earlier adoption of these standards, although encouraged by IASB, is not permitted in Brazil by the Accounting Pronouncements Committee (CPC).

- IFRS 9 - "Financial instruments", covers the classification, measuring and the recognition of financial assets and liabilities. IFRS 9 was issued in November 2009 and October 2010 and replaces the parts of IAS 39 related to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified in two categories: measure at fair value and measured at amortized cost. Determination occurs at initial recognition. The basis for classification depends on the entity's business model and the contractual cash flow features of the financial instruments. For financial liabilities, the standard maintains most of the requirements established by IAS 39. The main change is that where the option of fair value is adopted for financial liabilities, the portion of change in fair value due to credit risk of the entity undertaking shall be recorded in other comprehensive income and not in the financial statements, except when it results in accounting mismatch. The Group is assessing the full impact of IFRS 9. The standard is applicable as of January 1, 2015.

- IFRS 15 – "Income from contracts with clients." The interpretation clarified when an entity should recognize the amount of income reflecting the consideration that it expects to receive in exchange for control of these goods or services. Such interpretation is applicable as of January 1, 2017.

There are no other IFRSs or IFRIC interpretations that are not yet effective which could have a material impact on the Multiplan Group.

b. Reclassification and adoption of IFRSs (new and revised) in the financial statements.

In 2012, the Accounting Pronouncements Committee (CPC) issued the following pronouncements that impacted the activities of the Company and its subsidiaries, among others:

- CPC 18 (R2) - Investment in Associates, Subsidiaries and Joint Ventures;

- CPC 19 (R2) - Joint Arrangements.

These pronouncements, approved by the Securities Commission (CVM) in 2012, became effective for years beginning on January 1, 2013. These pronouncements require that joint ventures are accounted for in the Company's financial statements under the equity method of accounting.

With the adoption of these new accounting pronouncements beginning January 1, 2013, the Company no longer consolidates the joint ventures Manati Empreendimentos e Participações S.A. and Parque Shopping Maceió S.A.. Accordingly, the financial statements for the years ended December 31, 2014 and 2013 presents the Company's financial position and results of operations using the equity method of accounting for such investments.

3 Cash and cash equivalents and short-term investments

	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
Cash and cash equivalents				
Cash and banks	42,920	56,211	26,358	48,871
Short-term investments - Bank Certificates of Deposit (CDBs)	3,071	3,071	651	25,301
Interest earning bank deposits – Purchase and sale commitments	71,134	111,644	109,562	136,307
Total cash and cash equivalents	117,125	170,926	136,571	210,479

These short-term investments are made with prime financial institutions, at market price and terms.

The short-term investments presented as cash equivalent may be redeemed at any time without affecting earnings recognized or with no risk of significant change in value.

The Fixed Income Investment Funds – DI are non-exclusive funds classified by the Brazilian Financial and Capital Markets Association (ANBIMA) as short-term, low-risk funds. The funds' portfolios are managed by Bradesco Asset Management, Santander Asset and Itaú Asset. The Company does not interfere with or influence the management of the portfolios or the acquisition and sale of the securities included in the portfolios.

	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
Interest earning bank deposits – daily liquidity				
Investment fund DI – fixed income securities	155,011	155,011	120,651	121,120
Total interest earning bank deposits	155,011	155,011	120,651	121,120

The Company's exposure to interest rate risks, credit, liquidity and market risks, and sensitivity analysis of financial assets and liabilities are disclosed in Note 25.

4 Accounts receivable

	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
Rental	135,354	170,389	121,608	145,654
Key money	35,316	50,240	42,263	55,544
Debt acknowledgment (a)	6,201	9,117	3,383	4,135
Parking	9,308	12,212	6,983	8,631
Management fees (b)	8,996	8,996	7,260	7,260
Sales	1,896	1,896	1,911	1,911
Advertising	906	906	1,499	1,499
Sales of property (c)	47,191	159,997	51,156	91,520
Others	1,542	2,495	1,520	3,761
	246,710	416,248	237,583	319,915
Allowance for doubtful accounts (d)	(10,616)	(19,549)	(12,328)	(21,333)
	236,094	396,699	225,255	298,582
Non-current	(45,045)	(51,517)	(54,112)	(56,333)
Current	191,049	345,182	171,143	242,249

(a) Refer to key money, leases and other balances, which were past due and have been restructured.

(b) Refers to management fees receivable by the Company, charged from investors or storeowners in the shopping centers managed by them, which correspond to a percentage on the store lease amount (7% on the net income of the shopping centers, or 6% of the minimum lease amount, plus 15% on the portion exceeding minimum lease amount or a fixed amount), on regular fees charged from storeowners (5% on expenditures), on financial management (variable percentage on expenditures incurred with shopping center expansion) and on promotion fund (5% on the amount contributed to the promotion fund).

(c) In accordance with the pronouncement CPC 12 - *Ajuste a Valor Presente* (Present Value Adjustment), approved by CVM on December 17, 2008, the Company assessed internally certain assets and liabilities to analyze the need to present them at present value. The Discounted Cash Flow (DCF) method was used, applying the discount rates below.

The future cash flow of the model was based on the real estate portfolio of receivables sold and assumptions of inflation adjustment (National Civil Construction Index, or INCC) and interest (Price table) adopted in the market. Accordingly, to determine the present value of a cash flow (AVP), three sets of information were used: (i) the monthly amount of future cash flows, (ii) the period of such cash flows and (iii) the discount rate.

Monthly amount of future cash flows: comprises the receivables portfolio contracted in the two real estate projects developed by the company (Residence Du Lac and Diamond Tower). Cash flow includes monthly receivables in accordance with each client's contract. The portfolio is adjusted for inflation based on the INCC rate over the construction period. In addition to the inflation adjustment, the portfolio (after delivery of keys) is adjusted based on the Price table interest rate (which was not considered as shown below).

(i) Cash flow period: Cash flows are projected on a monthly basis as from the present date considering monthly and intermediate installments. Since interest is charged after delivery of keys, the Company conservatively considers the prepayment of all trade accounts receivable when keys are delivered, not including discounts, fines or interest.

(ii) Discount rate: the discount rate used to discount cash flow to present value during construction is the prevailing SELIC rate. This rate was selected because it can be considered as the client's opportunity cost and is decisive to the client's prepayment decision.

On December 31, 2014, the consolidated present value adjustment balance amounts to R$ 1,493 (R$2,661 as of December 31, 2013). The effect on the result for the years ended December 31, 2014 and 2013 is as follows:

	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated (Restated)**
Expense	-	-	-	2,659
Income	-	2,632	-	-

(d) The Company recognized an allowance for doubtful accounts based on the following criteria:

(i) Store leases - past due balance over than 180 days and amounts in excess of R$5 are individually analyzed, independently of the due date for all storeowners that already are considered in the provision for doubtful accounts;

(ii) Assignment of rights - All past due balance over 180 days and independent individual analysis regardless of the due date for all storeowners that already are considered in the provision for doubtful accounts;

(iii) Debt acknowledgment - All past-due balances regardless of the maturity term.

It should be emphasized that the Company understands that there are no risks relating to the property sales accounts receivable since such amounts are guaranteed by the property sold.

The aging list of trade accounts receivable is as follows:

		Balance past due, but without impairment loss					
Parent Company	**Balance due and with no impairment loss**	**< 30 dias**	**30 - 60 dias**	**61 - 90 dias**	**91 - 120 dias**	**121-180 dias**	**>180 dias**	**Total**
31.12.2014	227,833	2,328	1,170	1,113	590	1,030	12,646	246,710
31.12.2013	219,219	2,445	1,493	692	515	911	12,308	237,583

		Balance past due, but without impairment loss					
Consolidated	**Balance due and with no impairment loss**	**< 30 dias**	**30 - 60 dias**	**61 - 90 dias**	**91 - 120 dias**	**121-180 dias**	**>180 dias**	**Total**
31.12.2014	381,942	5,049	2,147	1,768	1,883	2,237	21,222	416,248
31.12.2013	289,538	5,458	2,339	1,720	1,102	2,081	17,677	319,915

The changes in the allowance for doubtful accounts are as follows:

	Parent company			
	Stores leased	**Key money**	**Debt acknowledgment**	**Total**
Balances at December 31, 2013	(8,025)	(3,163)	(1,140)	(12,328)
Additions	(4,047)	(1,707)	(729)	(6,483)
Write-offs	1,031	747	84	1,862
Reversal due to financial settlement	1,558	97	31	1,686
Reversal due to renegotiation	3,004	1,432	211	4,647
Balances at December 31, 2014	(6,479)	(2,594)	(1,543)	(10,616)

	Consolidated			
	Stores leased	**Key money**	**Debt acknowledgment**	**Total**
Balances at December 31, 2013	(11,494)	(8,602)	(1,237)	(21,333)
Additions	(11,949)	(5,954)	(1,212)	(19,115)
Write-offs	1,531	989	88	2,608
Reversal due to financial settlement	1,885	288	36	2,209
Reversal due to renegotiation	8,703	6,878	501	16,082
Balances at December 31, 2014	(11,324)	(6,401)	(1,824)	(19,549)

Aging of trade accounts receivable included in the allowance for doubtful accounts:

	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated (Restated)**
Over 60 days	(1,603)	(2,391)	(1,328)	(3,978)
n 60 to 120 days	(503)	(856)	(592)	(1,297)
From 120 to 180 days	(548)	(999)	(575)	(1,444)
From 180 to 240 days	(573)	(1,225)	(927)	(1,800)
Over 240 days	(7,389)	(14,078)	(8,906)	(12,814)
	(10,616)	(19,549)	(12,328)	(21,333)

The Company has operating lease agreements with the tenants of shopping center stores (lessors) with a standard term of 5 years. Exceptionally, there may be agreements with differentiated terms and conditions.

For the year ended December 31, 2014 and 2013, the Company had billings of R$211,153 and R$561,558, respectively, from minimum rent in the Company's interest only in relation to contracts prevailing at the end of each period, these presented the following renewal schedule:

	Consolidated	
	December 31, 2014	**December 31, 2013**
In 2014	n/a	12.4%
In 2015	9.6%	15.1%
In 2016	14.0%	16.6%
In 2017	19.1%	22.6%
In 2018	17.0%	13.1%
In 2019	16.7%	6.2%
After 2019	10.0%	6.0%
Undetermined*	13.6%	8.0%
Total	100.0%	100.0%

(*) Non-renewed agreements in which the parties may request termination via a prior legal notice (30 days).

5 Related party transactions

5.1 The main balances and transactions with related parties are as follow:

	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
Current assets:				
Sundry loans and advances				
Shopping center condominiums (a)	4,889	6,872	5,243	6,866
Associação Barra Shopping Sul (b)	1,203	1,203	1,049	1,049
Associação ParkShopping Barigui (d)	310	310	780	780
Associação ParkShopping São Caetano (c.1)	169	169	336	336
Associação Parkshopping Campo Grande (f)	-	-	-	48
Associação Jundiaí Shopping (g)	-	200	-	182
Consórcio Parkshopping Campo Grande (c.2)	-	-	-	80
Consórcio Village Mall (i)	195	195	182	182
Advances to investors (h)	-	-	-	22
Associação Village Mall	126	126	126	126
Loans - Others	284	283	77	77
Sub Total	7,176	9,358	7,793	9,748
Allowance for loan losses (a)	(4,889)	(6,872)	(5,243)	(6,866)
Total sundry loans and advances - current	2,287	2,486	2,550	2,882
Accounts receivable				
Multiplan Administradora de Shopping Centers Ltda. (e)	9,308	-	6,984	-
Total accounts receivable - current	9,308	-	6,984	-
Total current assets	11,595	2,486	9,534	2,882
Non-current assets:				
Sundry loans and advances				
Consórcio Village Mall (i)	1,260	1,260	1,453	1,453
Associação Jundiaí Shopping (g)	-	735	-	938
Associação ParkShopping São Caetano (c.1)	-	-	168	168
Associação Village Mall	221	221	347	347
Associação Barra Shopping Sul (b)	8,123	8,123	8,132	8,132
Associação ParkShopping Barigui (d)	2,013	2,013	2,060	2,060
Loans - Others	70	70	108	108
Total sundry loans and advances - non-current	11,687	12,422	12,268	13,206
Investment				
Advance for future capital increase				
Parque Shopping Maceió S.A.	5,000	5,000	48,800	48,800

	Parent company	
	12/31/2014	**12/31/2013**
Statement of income:		
Income from services		
Multiplan Administradora de Shopping Centers Ltda. (e)	73,250	56,236
Lease income		
Hot Zone - BH Shopping (j.1)	63	62
Hot Zone - Morumbi Shopping (j.2)	123	94
Hot Zone - Barra Shopping (j.3)	136	125
Hot Zone - ParkShopping Brasília (j.4)	68	35
Hot Zone - Barra Shopping Sul (j.5)	301	278
Hot Zone - São Caetano (j.6)	10	17
Tantra Comércio de Artigos Orientais Ltda. - Morumbi Shopping (k.1)	77	63
Tantra Comércio de Artigos Orientais Ltda. - Barra Shopping (k.2)	17	64
Head office expenses		
Rental expense (n)	42	31
Mall expenses		
Multiplan Arrecadadora Ltda (l)	1,020	1,020
Services agreement		
Peres - Advogados, Associados S/C (m)	1,081	1,180
Net financial income (loss)		
Interest on sundry loans and advances	1,763	1,720

Statement of income:		
	Consolidated	
	12/31/2014	**12/31/2013**
Lease income		
Hot Zone - BH Shopping (j.1)	63	62
Hot Zone - Morumbi Shopping (j.2)	123	94
Hot Zone - Barra Shopping (j.3)	136	125
Hot Zone - ParkShopping Brasília (j.4)	68	35
Hot Zone - Barra Shopping Sul (j.5)	301	278
Hot Zone - São Caetano (j.6)	10	17
HotZone - Campo Grande (j.7)	323	373
HotZone - Jundiaí (j.8)	23	34
Tantra Comércio de Artigos Orientais Ltda. - Morumbi Shopping (k.1)	77	63
Tantra Comércio de Artigos Orientais Ltda. - Barra Shopping (k.2)	17	65
Head office expenses		
Rental expense (n)	42	31
Services agreement		
Peres - Advogados, Associados S/C (m)	1,081	1,180
Net financial income (loss)		
Interest on sundry loans and advances	1,880	2,014

(a) Prepayments of charges granted to condominiums of shopping centers owned by Multiplan Group, in light of the default of storeowners with the condominiums. An allowance for loan losses was set up for these advances in light of the probable risk of non-collection.

(b) Refer to the advances made to Associação dos Lojistas do Barra Shopping Sul to meet working capital requirements. R$4,800 was advanced in 2008, R$3,600 in 2009 and R$1,000 in 2010. These agreements are monthly adjusted based on the CDI fluctuation and contractual repayment terms that began in January 2009. On October 1, 2012, the agreements were renegotiated and joined together, the consolidated debt started to pay 110% of the CDI and is repayable in monthly installments of R$75 until the debt is fully repaid, so that the agreement's final maturity does not exceed 120 months.

(c) Refers to advances made to condominium, associations and consortiums, described below, to fund their working capital requirements, adjusted monthly at 110% of the CDI fluctuation.

(c.1) Associação ParkShopping São Caetano - to be repaid in 36 monthly installments starting July 2012.

(c.2) Parkshopping Campo Grande Consortium - was repaid in 24 monthly installments starting November 2012.

(d) Refer to the advances made to Associação dos Lojistas do ParkShopping Barigui to meet working capital requirements. The outstanding balance is adjusted on a monthly basis at 117% of the CDI fluctuation and is being repaid in 40 and 120 monthly installments since July 2011.

(e) Refers to the portion of accounts receivable and income that the Company has with subsidiary MTA manages the malls' parking lots and transfer from 93% to 97.5% of net income to the Company. Note that whenever total expenses exceeds the revenue generated, the Company is required to reimburse such difference to MTA plus 3% of monthly gross revenue. These amounts are billed and received on a monthly basis.

(f) Refers to the R$550 loan granted to Associação de Lojistas do Parkshopping Campo Grande, which bears interest equivalent to the CDI plus 1.0% per year, to be repaid in 12 monthly installments starting January 2013.

(g) Refers to the R$1,300 loan granted to Associação de Lojistas do JundiaíShopping, which bears interest equivalent to the CDI plus 1.0% per year, to be repaid in 84 monthly installments starting January 2013.

(h) Refer to investments made by the Company in the expansion of the Ribeirão Shopping mall, the costs of which were totally reimbursed by the other ventures. Such amounts are not monetarily adjusted. These amounts were written-off on July 01, 2013

(i) Refers to the R$1,800 loan granted to the VillageMall Consortium, which bears interest equivalent to 110% of the CDI, to be repaid in 120 monthly installments starting January 2013.

(j) Refers to amount billed as Hot Zone store leases entered into with Divertplan Comércio e Indústria Ltda, (lessee), where Multiplan Planejamento Participações e Administração S/A, a Company shareholder, holds 99% of the capital. The total amounts charged as occupancy costs account for 8% of stores' gross income. The table shows the amounts actually allocated as Rental income, since the other amounts refer to charges that are common and specific to the shopping centers' promotion fund.

(j.1) BH Shopping - renewed lease agreement, effective from September 2009 to August 2016

(j.2) Morumbi Shopping - renewed lease agreement, effective from June 2010 to June 2017

(j.3) Barra Shopping - lease agreement effective from June 2012 to June 2022

(j.4) Parkshopping Barigui - renewed lease agreement, effective from November 2010 to November 2017

(j.5) Parkshopping Brasília - renewed lease agreement, effective from January 2012 to December 2016

(j.6) Barra Shopping Sul - lease agreement effective from November 2008 to November 2018

(j.7) Parkshopping São Caetano - lease agreement effective from February 2012 to November 2022.

(j.8) Parkshopping Campo Grande - lease agreement effective from November 2012 to November 2022.

(j.9) Jundiaí Shopping - lease agreement effective from October 2012 to November 2022.

As of December 31, 2013, the amounts receivable from rental of the Hot Zone stores totaled R$147 in the Parent company and R$361 in the Consolidated in comparison with R$170 in the Parent Company and R$301 in the Consolidated as of December 31, 2014. The rental amounts received from Hot Zone stores totaled R$616, Parent, and R$884, consolidated, in the year 2013, compared to R$678, Parent, and R$1,104, consolidated as of December 31, 2014.

(k) Refers to amounts invoiced to Tantra Comércio de Artigos Orientais Ltda, relating to a kiosk lease agreement entered into with a close family member (lessee) of the Company's controlling shareholder. The lease payments are annually adjusted using the IGP-DI.

(k.1) Morumbi Shopping - renewed agreement, effective beginning June 17, 2009 for an indefinite period

(k.2) Barra Shopping - renewed agreement, effective beginning March 3, 2011 for an indefinite period

The agreement entered into between the BarraShopping Condominium and Tantra Comércio de Artigos Orientais Ltda. was terminated on March 15, 2014.

(l) Refers to rental collection services, common and specific charges, income from promotion fund and other income deriving from the operation and sale of office spaces of the Company and/or its subsidiaries.

(m) Refers to the addendum to the legal service agreement entered into by the Company and Peres - Advogados, Associados S/C, owned by a close family member of the Company's controlling shareholder, dated May 1st, 2011. The contract has an indefinite term of duration and establishes a monthly remuneration of R$ 50, adjusted by the Consumer Price Index (IPC) on an annual basis. Additionally, on April 5, 2013, R$550 was paid as bonus.

(n) Refers to the lease agreement entered into with close family member of the Company's controlling shareholder of an office located in Centro Empresarial Barra Shopping, dated February 22, 2013. The agreement is effective for 24-month period, starting April 1, 2013 and lease payments are adjusted using the IPCA.

5.2 Remuneration of key management personnel

Remuneration of key personnel

The executive officers and directors, which have the decision power and the Company's operations control, are elected by the Board and considered key management personnel in accordance with the Company's Statute.

The key management personnel compensation accounted for in the statement of income by category is as follows:

	12/31/2014	12/31/2013
Annual fixed compensation		
Salaries and/or Directors' fee	8,567	8,263
Benefits (direct and indirect)	303	288
Variable compensation		
Bonus	11,160	9,000
Stock option	6,226	4,598
	26,256	22,149

On December 31, 2014, the key management personnel consisted of: 6 members of the Board of Directors and 5 directors.

The Company does not grant to the executive officers and directors benefits relating to the labor contract rescission beyond the ones foreseen in the applicable law.

6 Recoverable taxes and contributions

	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
PIS/COFINS recoverable	-	258	-	169
Income tax and social contribution	-	869	-	721
Tax on financial transactions (IOF)	1,274	1,274	1,274	1,274
Withholding ISS	-	84	-	82
INSS recoverable	-	165	-	157
Others	-	11	-	31
	1,274	2,661	1,274	2,434

7 Land and properties for sale

	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
Land	50,301	193,784	42,861	362,931
Completed properties	3,168	136,910	2,671	2,671
Properties under construction	-	19,510	1,584	143,016
	53,469	350,204	47,116	508,618
Current	3,168	156,420	4,213	159,994
Non-current	50,301	193,784	42,903	348,624
	53,469	350,204	47,116	508,618

The carrying amount of a project's land is transferred to caption "Construction in progress" when units are placed for sale, that is, when the project is launched.

The Company reclassifies part of its inventories into non-current assets, according to launches scheduled for subsequent years, into the heading of "land for future development" or based on the completion schedule of its constructions, into the heading "construction in progress".

Loan, financing and debenture financial expenses, whose funds were used in the process of building real estate projects, are capitalized in caption "Lands and properties for sale" and recognized in income under caption "Cost of Properties Sold" in accordance with each project's sales percentage.

8 Income tax and social contribution

Breakdown of deferred income tax and social contribution:

	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
Assets:				
Provision for legal and administrative proceedings	14,503	14,620	23,001	23,019
Allowance for doubtful accounts	9,238	10,303	11,014	11,014
Provision for losses on advances of charges	4,889	4,889	5,243	5,243
Accrued annual bonus (g)	16,280	17,939	13,642	13,642
Deferred (d)	5,311	5,311	6,313	6,313
Tax loss carry forwards	-	58,030	-	23,594
Others	2,176	4,826	-	2,661
Deferred tax asset base	52,397	115,918	59,213	85,486
Deferred income tax assets (f)	10,698	26,578	14,803	20,760
Deferred social contribution assets (f)	4,716	10,433	5,329	7,483
Subtotal	15,414	37,011	20,132	28,243
Liabilities:				
Unamortized goodwill on future earnings (b)	(316,845)	(316,845)	(304,159)	(304,159)
Straight-line revenue (c)	(25,027)	(39,459)	(22,270)	(28,370)
Income on real estate projects (a)	-	(116,200)	(2,468)	(46,085)
Depreciation (e)	(112,645)	(128,877)	(74,947)	(76,060)
Compound interest	(30,088)	(30,088)	(21,377)	(21,377)
Others	-	-	621	621
Deferred tax liabilities base	(484,605)	(631,469)	(424,610)	(475,440)
Deferred income tax liabilities (f)	(121,152)	(131,167)	(106,153)	(107,792)
Deferred social contribution liabilities (f)	(43,614)	(47,639)	(38,214)	(146,754)
Subtotal	(164,766)	(178,806)	(144,367)	(146,754)
Deferred income tax and social contribution, net	(149,352)	(141,795)	(124,235)	(118,511)

(a) According to the tax criterion, the income (loss) on the sale of real estate units is determined based on the financial realization of income (cash basis) while for accounting purposes such transactions are accounted for on the accrual basis.

(b) Goodwill on acquisition of Multishopping Empreendimentos Imobiliários S.A., Bozano Simonsen Centros Comerciais S.A. and Realejo Participações S.A. based on expected future earnings. Such companies were then merged and the respective goodwill reclassified to intangible assets. These companies were subsequently merged and the related goodwill was reclassified to intangible assets. Pursuant to the new accounting standards, beginning January 1, 2009 such goodwill is no longer amortized and deferred income tax liabilities on the difference between the tax base and the carrying amount of the related goodwill was accounted for. For tax purposes, the goodwill amortization will terminate on November 2014.

(c) The rental income recognition criterion is based on the straight-lining of income during the contract term, regardless of the receipt term.

(d) The Company recognized deferred income tax by fully derecognizing deferred charges.

(e) The Company recognized deferred income tax liabilities on differences between the amounts calculated based on accounting method and criteria, as prescribed in Regulatory Opinion 1 dated July 29, 2011.

(f) In the consolidated, the basis for the deferred assets and liabilities are composed also by entities subject to the calculation of IRPJ and CSLL by the presumed income regime. For this reason, the effect of the taxes rates includes the taxes rates used in the income presumption, according to the federal law, and may vary depending on the income nature.

(g) For the calculation of deferred income tax, only the share of employee profit sharing was considered.

Deferred income tax and social contribution will be realized based on Management's expectation, as follows:

	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
2015	26,636	31,652	9,693	12,408
2016	9,107	12,465	1,310	4,025
2017	3,400	17,184	1,310	3,984
From 2018 to 2019	8,836	18,241	6,597	6,603
From 2020 to 2021	4,418	36,376	1,222	1,223
	52,397	115,918	20,132	28,243

Reconciliation of income and social contribution tax expense

Reconciliation of income tax and social contribution tax expense calculated by applying the combined statutory tax rates and the income tax and social contribution expense recorded in profit or loss is as follows:

	Parent company			
	December 31, 2014		December 31, 2013	
	Income tax	**Social contribution**	**Income tax**	**Social contribution**
Description				
Income before income and social contribution taxes	450,641	450,641	359,074	359,074
Rate	25%	9%	25%	9%
Nominal rate	(112,660)	(40,558)	(89,769)	(32,317)
Permanent additions and exclusions				
Equity in income of subsidiaries	21,708	7,815	7,968	2,869
Gifts and accolades	(114)	(41)	(107)	(39)
Contributions, donations and sponsorship	(2,216)	(569)	(270)	-
Interest on own capital	38,750	13,950	33,750	12,150
Goodwill amortization on asset appreciation	(20)	(7)	(20)	(7)
Compensation expenses (stock option plan)	(3,670)	(1,321)	(2,759)	(993)
Executive Board bonuses and 13th salary	(2,312)		(2,567)	-
Tax benefits	1,488		407	-
Others	(2,736)	73	(2,392)	(1,039)
	50,878	19,900	34,011	12,941
Current income and social contribution taxes in income (loss)	(42,856)	(14,467)	(39,708)	(13,010)
Deferred income and social contribution taxes no profit or loss	(18,926)	(6,191)	(16,050)	(6,364)
Total	(61,782)	(20,658)	(55,758)	(19,376)

	Consolidated			
	December 31, 2014		December 31, 2013	
Description	Income tax	Social contribution	Income tax	Social contribution
Income before income and social contribution taxes	467,007	467,007	372,705	372,705
Rate	25%	9%	25%	9%
Nominal rate	(116,752)	(42,031)	(93,176)	(33,543)
Permanent additions and exclusions				
Equity in income of subsidiaries	3,959	1,425	(553)	(199)
Gifts and accolades	(114)	(41)	(107)	(39)
Contributions, donations and sponsorship	(2,216)	(569)	(270)	-
Goodwill amortization on asset appreciation	(20)	(7)	(20)	(7)
Compensation expenses (stock option plan)	(3,670)	(1,321)	(2,758)	(993)
Executive Board bonuses and 13th salary	(2,312)		(2,567)	-
Interest on own capital	38,750	13,950	33,750	12,150
Tax benefits	1,488		407	-
Difference in the calculation basis for companies taxed by the presumed profit	16,232	5,844	13,362	4,810
Income and social contribution taxes in companies taxed by the deemed profit system	(8,612)	(3,100)	(10,958)	(3,945)
Others	502	(345)	(1,886)	(1,554)
	43,987	15,836	27,743	9,987
Current income and social contribution taxes in income (loss)	(55,807)	(20,090)	(52,504)	(18,902)
Deferred income and social contribution taxes no profit or loss	(16,958)	(6,105)	(12,272)	(4,418)
Total	(72,765)	(26,195)	(64,776)	(23,320)

The Company has not adhered to the early adoption of the effects of Law No. 12,973, of May 14, 2014, in 2014.

9 Investments

Significant information on investees:

				December 31, 2014		December 31, 2013	
Investees	Number of quotas/shares	Interest - %	Capital	Net income (loss) for the year	Shareholders' equity	Net income (loss) for the year	Shareholders' equity
CAA Corretagem e Consultoria Publicitária S/C Ltda.	40,000	99.00	400	316	549	(26)	233
RENASCE - Rede Nacional de Shopping Centers Ltda.	707,500	99.99	7,075	(1,937)	5,211	(4,549)	4,852
CAA Corretagem Imobiliária Ltda.	182,477	99.61	1,825	(18)	20	(21)	(3)
MPH Empreendimentos Imobiliários Ltda. (*)	154,940,898	100.00 (*)	154,941	18,454	185,006	13,068	191,552
Multiplan Administr. Shopping Center	20,000	99.00	20	7,682	7,702	5,545	17,966
Pátio Savassi Administração de Shopping Center Ltda.	1,000,000	100.00	10	4,416	496	3,304	392
SCP - Royal Green Península	-	98.00	51,582	10,672	14,551	(541)	3,879
Manati Empreend, e Participações S.A.	42,885,388	50.00	65,636	1,155	64,920	1,189	70,765
Parque Shopping Maceió S.A.	182,505,268	50.00	182,505	10,504	191,994	(4,548)	190,390
Danville SP Empreendimento Imobiliário Ltda.	46,083,074	99.99	46,083	(254)	44,016	(77)	43,250
Multiplan Holding S.A.	1,000	100.00	43	7	27	(16)	20
Embraplan Empresa Brasileira de Planejamento Ltda.	5,110,438	99.99	5,110	11	215	3	205
Multiplan Greenfield I Emp Imob Ltda.	29,643,467	99.99	29,643	16,669	54,611	12,191	23,678
Barrasul Empreendimento Imobiliário Ltda.	24,600,354	99.99	24,600	17,679	52,269	11,367	17,135
Ribeirão Residencial Emp Imob. Ltda.	8,576,056	99.99	8,576	(239)	7,577	(332)	7,164
Morumbi Bussiness Center Empr.Imob.Ltda.	124,941,906	99.99	124,942	9,008	130,252	6,692	121,219
Multiplan Greenfield II Empr.Imob.Ltda.	109,282,417	99.99	109,282	(6,532)	94,021	(7,632)	51,405
Multiplan Greenfield IV Empr.Imob.Ltda.	83,739,558	99.99	83,740	(6,290)	67,922	(8,103)	53,231
Multiplan Greenfield III Empr.Imob.Ltda.	271,000,474	99.99	271,000	(3,161)	263,422	(3,330)	255,701
Parkshopping Campo Grande Ltda (**)	304,429,197	99.99	304,429	4,827	311,754	2,482	285,635
Jundiaí Shopping Center Ltda (**)	238,488,816	99.99	238,489	7,778	250,010	3,982	234,088
Parkshopping Corporate Empr.Imob. Ltda (**)	47,944,632	99.99	47,945	(1,499)	43,602	(2,707)	42,859
Multiplan Arrecadadora Ltda.	1,000	99.99	1	652	1,360	707	708
Parkshopping Global Ltda. (a)	21,458,343	87.00	21,458	(737)	20,719	(2)	2
Parkshopping Canoas.Ltda.	19,165,832	99.90	19,166	(1,545)	16,938	(684)	2,863
Multishopping Shopping Center Ltda.	16,979	99.90	17	(2)	15	(1)	1
Multiplan Greenfield X Empr.Imob.Ltda.	11,979	99.90	12	(2)	10	(1)	1
Multiplan Greenfield XI Empr.Imob.Ltda.	1,878	99.90	2	(1)	-	(1)	1
Multiplan Greenfield XII Empr.Imob.Ltda.	2,881	99.90	3	(2)	1	-	-
Multiplan Greenfield XIII Empr.Imob.Ltda.	2,881	99.90	3	(2)	1	-	-
Multiplan Greenfield XIV Empr.Imob.Ltda.	13,648	99.90	14	(4)	10	-	1
Multiplan Greenfield XV Empr.Imob.Ltda.	13,604	99.90	14	(4)	10	-	1

(*) 50.00% direct and 50.00% indirect through subsidiary Morumbi Business Center Empreendimento Imobiliário Ltda.

(**) These companies went into operation in 2012.

9.1 Changes in investments of the parent company:

Investees	12/31/2013	Additions	Advances for future capital increase (Afac) Transfers	Dividends	Equity in income of subsidiaries	Write-offs	Capital (Decrease) Increase	12/31/2014
Investments								
CAA Corretagem e Consultoria Publicitária S/C Ltda.	229	-	-	-	314	-	-	543
CAA Corretagem Imobiliária Ltda.	-	-	28	-	(8)	-	-	20
RENASCE - Rede Nacional de Shopping Centers Ltda.	4,853	-	1,145	-	(787)	-	-	5,211
SCP - Royal Green Península	3,995	-	-	(2,156)	10,458	-	(5,780)	6,517
Multiplan Admin. Shopping Center	17,787	-	-	(17,768)	7,606	-	-	7,625
MPH Empreendimentos Imobiliários Ltda.	95,776	-	-	(12,501)	9,228	-	-	92,503
Manati Empreendimentos e Participações S.A.	35,383	-	-	-	577	-	(3,500)	32,460
Parque Shopping Maceió S.A.	46,395	-	39,800	-	4,802	-	-	90,997
Pátio Savassi Administração de Shopping Center Ltda.	392	-	-	(4,163)	4,267	-	-	496
Danville SP Empreendimento Imobiliário Ltda.	47,037	-	1,020	-	4,676	-	-	52,733
Multiplan Holding S.A.	20	-	-	-	7	-	-	27
Embraplan Empresa Brasileira de Planejamento Ltda.	205	-	-	-	10	-	-	215
Ribeirão Residencial Emp Im Ltda.	7,781	-	651	-	589	-	-	9,021
Morumbi Business Center Empreendimento Imobiliário Ltda.	121,218	-	26	-	9,008	-	-	130,252
Barra Sul Empreendimento Imobiliário Ltda.	19,157	-	17,456	-	21,373	-	-	57,986
Multiplan Greenfield I Emp.Imobiliario Ltda.	26,176	-	14,265	-	21,152	-	-	61,593
Multiplan Greenfield II Empreendimento Imobiliário Ltda.	51,405	-	49,148	-	(6,532)	-	-	94,021
Multiplan Greenfield III Empreendimento Imobiliário Ltda.	255,701	-	10,881	-	(3,160)	-	-	263,422
Multiplan Greenfield IV Empreendimento Imobiliário Ltda.	53,233	-	20,979	-	(6,291)	-	-	67,921
Parkshopping Campo Grande Ltda.	285,636	-	21,292	-	4,825	-	-	311,753
Jundiaí Shopping Center Ltda.	234,089	-	8,145	-	7,776	-	-	250,010
Parkshopping Corporate Ltda.	42,859	-	2,241	-	(1,498)	-	-	43,602
Multiplan Arrecadadora	708	-	-	-	652	-	-	1,360
Parkshopping Global Ltda.)	1	-	1,265	-	(641)	-	17,400	18,025
Parkshopping Canoas Ltda.	2,861	-	15,618	-	(1,545)	-	(13)	16,921
Multishopping Shopping Center Ltda	1	-	15	-	(2)	-	-	14
Multiplan Greenfield X Ltda.	1	-	10	-	(1)	-	-	10
Multiplan Greenfield XI Ltda.	1	-	-	-	(1)	-	-	-
Multiplan Greenfield XII Ltda.	-	1	2	-	(2)	-	-	1
Multiplan Greenfield XIII Ltda.	-	1	2	-	(2)	-	-	1
Multiplan Greenfield XIV Ltda.	1	-	13	-	(4)	-	-	10
Multiplan Greenfield XV Ltda.	1	-	13	-	(4)	-	-	10
Others	94	-	-	-	-	-	-	94
Subtotal – Investments	1,352,996	2	204,015	(36,588)	86,842	-	8,107	1,615,374

Investees	12/31/2013	Additions	Advances for future capital increase (Afac) Transfers	Dividends	Equity in income of subsidiaries	Write-offs	Capital (Decrease) Increase	12/31/2014
Advances for future capital increase								
CAA Corretagem e Consultoria Imobiliária S/C Ltda.	-	40	(40)	-	-	-	-	-
Renasce - Rede Nacional de Shopping Centers Ltda.	-	1,145	(1,145)	-	-	-	-	-
Parque Shopping Maceió S.A.	48,800	-	(39,800)	-	-	(4,000)	-	5,000
Danville SP Empreendimento Imobiliário Ltda.	-	1,020	(1,020)	-	-	-	-	-
Ribeirão Residencial Emp Imobiliário Ltda.	-	651	(651)	-	-	-	-	-
Morumbi Business Center Empreendimento Imobiliário Ltda.	-	26	(26)	-	-	-	-	-
Barrasul Empreendimento Imobiliário Ltda.	-	17,456	(17,456)	-	-	-	-	-
Multiplan Greenfield I Empreendimento Imobiliário Ltda.	-	14,265	(14,265)	-	-	-	-	-
Multiplan Greenfield II Empreendimento Imobiliário Ltda.	-	49,148	(49,148)	-	-	-	-	-
Multiplan Greenfield III Empreendimento Imobiliário Ltda.	-	10,881	(10,881)	-	-	-	-	-
Multiplan Greenfield IV Empreendimento Imobiliário Ltda.	-	20,979	(20,979)	-	-	-	-	-
Parkshopping Campo Grande Ltda.	-	21,292	(21,292)	-	-	-	-	-
Jundiaí Shopping Center Ltda.	-	8,145	(8,145)	-	-	-	-	-
Parkshopping Global Ltda.	-	1,265	(1,265)	-	-	-	-	-
Parkshopping Canoas Ltda.	-	15,618	(15,618)	-	-	-	-	-
Multishopping Shopping Center Ltda	-	15	(15)	-	-	-	-	-
Multiplan Greenfield X Empreendimento Imobiliário Ltda	-	10	(10)	-	-	-	-	-
Multiplan Greenfield XI Empreendimento Imobiliário Ltda.	-	-	-	-	-	-	-	-
Parkshopping Corporate Ltda	-	2,241	(2,241)	-	-	-	-	-
Multiplan Greenfield XII Empreendimento Imobiliário Ltda	-	2	(2)	-	-	-	-	-
Multiplan Greenfield XIII Empreendimento Imobiliário Ltda	-	2	(2)	-	-	-	-	-
Multiplan Greenfield XIV Empreendimento Imobiliário Ltda	-	13	(13)	-	-	-	-	-
Multiplan Greenfield XV Empreendimento Imobiliário Ltda	-	13	(13)	-	-	-	-	-
Subtotal - advances for future capital increase	48,800	164,227	(204,027)	-	-	(4,000)	-	5,000
Subtotal - investments and advances for future capital increase	1,401,796	164,229	(12)	(36,588)	86,842	(4,000)	8,107	1,620,374
CAA Corretagem Imobiliária Ltda.	(3)	-	12	-	(9)	-	-	-
Subtotal (other current liabilities)	(3)	-	12	-	(9)	-	-	-
Total net investments	1,401,793	164,229	-	(36,588)	86,833	(4,000)	8,107	1,620,374

Investees	**12/31/2012 (Restated)**	**Additions**	**Advances for future capital increase (Afac) Transfers**	**Dividends**	**Equity in subsidiaries**	**Disposals**	**Capital reduction**	**12/31/2013**
Investments								
CAA Corretagem e Consultoria Publicitária S/C Ltda.	255	-	-	-	(26)	-	-	229
CAA Corretagem Imobiliária Ltda..	-	-	17	-	(17)	-	-	-
RENASCE - Rede Nacional de Shopping Centers Ltda.	5,481	-	3,920	-	(4,548)	-	-	4,853
SCP - Royal Green Península	4,332	490	-	-	(533)	(294)	-	3,995
Multiplan Admin. Shopping Center	12,297	-	-	-	5,490	-	-	17,787
MPH Empreendimentos Imobiliários Ltda.	89,242	-	-	-	6,534	-	-	95,776
Manati Empreendimentos e Participações S.A.	34,788	-	-	-	595	-	-	35,383
Parque Shopping Maceió S.A.	12,163	-	36,506	-	(2,274)	-	-	46,395
Pátio Savassi Administração de Shopping Center Ltda.	250	-	-	(3,053)	3,195	-	-	392
Danville SP Empreendimento Imobiliário Ltda.	20,877	-	22,450	-	3,710	-	-	47,037
Multiplan Holding S.A.	37	-	-	-	(17)	-	-	20
Embraplan Empresa Brasileira de Planejamento Ltda.	202	-	-	-	3	-	-	205
Ribeirão Residencial Emp Im Ltda.	6,596	-	900	-	285	-	-	7,781
Morumbi Business Center Empreendimento Imobiliário Ltda.	114,381	-	145	-	6,692	-	-	121,218
Barra Sul Empreendimrnto Imobiliário Ltda.	2,221	-	3,546	-	13,390	-	-	19,157
Multiplan Greenfield I Emp.Imobiliario Ltda.	382	-	11,105	-	14,689	-	-	26,176
Multiplan Greenfield II Empreendimento Imobiliário Ltda.	146,453	-	89,585	-	(7,633)	-	(177,000)	51,405
Multiplan Greenfield III Empreendimento Imobiliário Ltda.	251,411	-	7,620	-	(3,330)	-	-	255,701
Multiplan Greenfield IV Empreendimento Imobiliário Ltda.	150,128	-	91,207	-	(8,102)	-	(180,000)	53,233
Parkshopping Campo Grande Ltda.	221,827	-	61,327	-	2,482	-	-	285,636
Jundiaí Shopping Center Ltda.	209,550	-	20,556	-	3,983	-	-	234,089
Parkshopping Corporate Ltda.	40,937	-	4,629	-	(2,707)	-	-	42,859
Multiplan Arrecadadora	-	1	-	-	707	-	-	708
Multiplan Greenfield VI Ltda.	-	1	3	-	(3)	-	-	1
Multiplan Greenfield VII Ltda.	-	1	3,546	-	(685)	-	(1)	2,861
Multiplan Greenfield IX Ltda.	-	1	1	-	(1)	-	-	1
Multiplan Greenfield X Ltda.	-	1	1	-	(1)	-	-	1
Multiplan Greenfield XI Ltda.	-	1	1	-	(1)	-	-	1
Multiplan Greenfield XIV Ltda.	-	1	-	-	-	-	-	1
Multiplan Greenfield XV Ltda.	-	1	-	-	-	-	-	1
Others	94	-	-	-	-	-	-	94
Subtotal – Investments	1,323,904	498	357,065	(3,053)	31,877	(294)	(357,001)	1,352,996

Investees	12/31/2012 (Restated)	Additions	Advances for future capital increase (Afac) Transfers	Dividends	Equity in subsidiaries	Disposals	Capital reduction	12/31/2013
Advances for future capital increase								
CAA Corretagem e Consultoria Imobiliária S/C Ltda.	-	20	(20)	-	-	-	-	-
Renasce - Rede Nacional de Shopping Centers Ltda.	-	3,920	(3,920)	-	-	-	-	-
Parque Shopping Maceió S.A.	36,506	48,800	(36,506)	-	-	-	-	48,800
Danville SP Empreendimento Imobiliário Ltda.	-	22,450	(22,450)	-	-	-	-	-
Ribeirão Residencial Emp Imobiliário Ltda.	-	900	(900)	-	-	-	-	-
Morumbi Business Center Empreendimento Imobiliário Ltda.	-	145	(145)	-	-	-	-	-
Barrasul Empreendimento Imobiliário Ltda.	-	3,546	(3,546)	-	-	-	-	-
Multiplan Greenfield I Empreendimento Imobiliário Ltda.	-	11,105	(11,105)	-	-	-	-	-
Multiplan Greenfield II Empreendimento Imobiliário Ltda.	-	89,585	(89,585)	-	-	-	-	-
Multiplan Greenfield III Empreendimento Imobiliário Ltda.	-	7,620	(7,620)	-	-	-	-	-
Multiplan Greenfield IV Empreendimento Imobiliário Ltda.	-	91,207	(91,207)	-	-	-	-	-
Parkshopping Campo Grande Ltda.	-	61,327	(61,327)	-	-	-	-	-
Jundiaí Shopping Center Ltda.	-	20,556	(20,556)	-	-	-	-	-
Multiplan Greenfield VI Ltda.	-	3	(3)	-	-	-	-	-
Multiplan Greenfield VII Ltda.	-	3,546	(3,546)	-	-	-	-	-
Multiplan Greenfield IX Ltda.	-	1	(1)	-	-	-	-	-
Multiplan Greenfield X Ltda.	-	1	(1)	-	-	-	-	-
Multiplan Greenfield XI Ltda.	-	1	(1)	-	-	-	-	-
Parkshopping Corporate Ltda.	-	4,629	(4,629)	-	-	-	-	-
Subtotal - advances for future capital increase	36,506	369,362	(357,068)	-	-	-	-	48,800
Subtotal - investments and advances for future capital increase	1,360,410	369,858	(3)	(3,053)	31,877	(294)	(357,001)	1,401,796
CAA Corretagem Imobiliária Ltda.	(2)	-	3	-	(4)	-	-	(3)
Subtotal (other current liabilities)	(2)	-	3	-	(4)	-	-	(3)
Total net investments	1,360,408	369,858	-	(3,053)	31,873	(294)	(357,001)	1,401,793

On June 09, 2014, Multiplan Holding S.A. withheld from Sociedade Parkshopping Global S.A, transferring the only quota it held, with a par value of R$ 1.00, to partner Multiplan Empreendimentos Imobiliários S.A. On the same date, an increase in capital was approved. Multiplan increased the capital of the subsidiary Parkshopping Global S.A., from R$ 54 to R$ 20,062, an increase corresponding to R$ 20,008 of new quotas. Multiplan subscribed 17,400,000 quotas, with a par value of R$ 17,400, and, in this same transaction, the new partner BNI Empreendimentos e Participações S.A. joined the partnership and subscribed 2,608,102 quotas, with a par value of R$ 2,608, subsequently paid up on the same date. After the capital increase, Multiplan started to hold 87% of the capital of Parkshopping Global S.A., whereas the new partner BNI became the holder of 13% of the latter.

9.2 Changes in consolidated investments

Investees	12/31/2013	Capital decrease	Advance for future capital increase capitalization	Write-offs	Equity in income of subsidiaries	12/31/2014
SCP - Royal Green Península *	3,995	(7,936)	-	-	10,458	6,517
Manati Empreendimentos e Participações S.A	35,383	(3,500)	-	-	577	32,460
Parque Shopping Maceió S.A.	46,395	-	39,800	-	4,802	90,997
Others	153	-	-	-	-	153
Subtotal – Investments	85,296	(11,436)	39,800	-	15,837	130,127
Parque Shopping Maceió S.A.	48,800	-	(39,800)	(4,000)	-	5,000
Subtotal - Advance for future capital increase	48,800	-	(39,800)	(4,000)	-	5,000
Total net investments	134,726	(11,436)	-	(4,000)	15,837	135,127

Investees	12/31/2012 (Restated)	Additions	Advance for future capital increase capitalization	Disposals	Equity in subsidiaries	12/31/2013
SCP - Royal Green Península *	4,332	490	-	(294)	(533)	3,995
Manati Empreendimentos e Participações S.A	34,788	-	-	-	595	35,383
Parque Shopping Maceió S.A	12,163	-	36,506	-	(2,274)	46,395
Others	161	-	-	(8)	-	153
Subtotal - Investments	51,444	490	36,506	(302)	(2,212)	85,296
Parque Shopping Maceió S.A.	36,506	48,800	(36,506)	-	-	48,800
Subtotal - Advance for future capital increase	36,506	48,800	(36,506)		-	48,800
Total net investments	87,950	49,290	-	(302)	(2,212)	134,726

(*) Shareholder MTP conducts the material activities that and have the ability to affect the return on Royal Green operations; therefore, the investment is not consolidated, since financial information of shareholder MTP includes records of SCP operations.

9.3 Financial information of the subsidiaries

The main information on the Company's subsidiaries' financial statements is as follows:

	December 31, 2014				
	Current assets	**Non-current assets**	**Current liabilities**	**Non-current liabilities**	**Net income**
CAA Corretagem and Consultoria Publicitária S/C Ltda. (a)	553	58	63	-	332
RENASCE - Rede Nacional de Shopping Centers Ltda.	178	7,103	2,006	64	399
CAA Corretagem Imobiliária Ltda. (a)	20	-	-	-	-
MPH Empreendimentos Imobiliários Ltda.	18,968	167,125	3,809	(2,721)	27,459
Multiplan Administr. Shopping Center	37,393	84	29,658	117	216,981
Pátio Savassi Administração de Shopping Center Ltda.	905	467	532	344	8,275
Danville SP Empreendimento Imobiliário Ltda. (c)	53	43,951	(11)	-	2
Multiplan Holding S.A.	6	22	-	-	-
Embraplan Empresa Brasileira de Planejamento Ltda. (b)	218	-	3	-	-
Multiplan Greenfield I Emp Imob Ltda.	62,224	-	5,569	2,044	54,559
Barrasul Empreendimento Imobiliário Ltda.	58,607	-	4,556	1,782	56,007
Ribeirão Residencial Emp Imob. Ltda. (c)	61	7,532	16	-	-
Morumbi Bussiness Center Empr. Imob. Ltda. (d)	6,753	145,475	11,535	10,440	470
Multiplan Greenfield II Empr.Imob.Ltda. (c)	144,181	123,225	18,125	155,259	16,838
Multiplan Greenfield IV Empr.Imob.Ltda. (c)	10,583	244,435	19,272	167,824	25,109
Multiplan Greenfield III Empr.Imob.Ltda. (c)	34	263,578	189	-	207
Parkshopping Campo Grande Ltda	18,386	400,286	33,266	73,653	42,479
Jundiaí Shopping Center Ltda	14,131	336,821	32,847	68,095	36,418
Parkshopping Corporate Empr.Imob.Ltda. (c)	702	43,472	572	-	161
Multiplan Arrecadadora Ltda.	166,953	2,133	167,726	-	932
Parkshopping Global.Ltda.	990	19,755	26	-	-
Parkshopping Canoas.Ltda.	2,567	37,712	9,203	14,138	-
Multishopping Shopping Center Ltda	15	-	-	-	-
Multiplan Greenfield X Empr.Imob.Ltda.	10	-	-	-	-
Multiplan Greenfield XI Empr.Imob.Ltda.	-	-	-	-	-
Multiplan Greenfield XII Empr.Imob.Ltda.	1	-	-	-	-
Multiplan Greenfield XIII Empr.Imob.Ltda.	1	-	-	-	-
Multiplan Greenfield XIV Empr.Imob.Ltda.	10	-	-	-	-
Multiplan Greenfield XV Empr.Imob.Ltda.	10	-	-	-	-
Balances at September 30, 2014	544,513	1,843,234	338,962	491,039	486,628

	December 31, 2013				
	Current assets	**Non-current assets**	**Current liabilities**	**Non-current liabilities**	**Net income**
CAA Corretagem and Consultoria Publicitária S/C Ltda. (a)	237	1	5	-	-
RENASCE - Rede Nacional de Shopping Centers Ltda.	154	7,360	2,008	654	350
CAA Corretagem Imobiliária Ltda. (a)	3	-	6	-	-
MPH Empreendimentos Imobiliários Ltda.	27,714	171,490	7,400	253	28,787
Multiplan Administr. Shopping Center	46,546	36	28,598	18	178,624
Pátio Savassi Administração de Shopping Center Ltda.	887	396	530	361	7,722
Danville SP Empreendimento Imobiliário Ltda. (c)	86	43,143	(21)	-	-
Multiplan Holding S.A.	11	9	-	-	-
Embraplan Empresa Brasileira de Planejamento Ltda. (b)	206	-	1	-	-
Multiplan Greenfield I Emp Imob Ltda.	28,538	11	4,193	678	49,445
Barrasul Empreendimento Imobiliário Ltda.	20,808	-	3,090	583	40,337
Ribeirão Residencial Emp Imob. Ltda. (c)	9	7,171	16	-	-
Morumbi Bussiness Center Empr. Imob. Ltda. (d)	6,617	146,554	11,269	20,683	81
Multiplan Greenfield II Empr.Imob.Ltda. (c)	153,751	94,408	21,894	174,860	285
Multiplan Greenfield IV Empr.Imob.Ltda. (c)	12,745	244,014	23,777	179,751	1,001
Multiplan Greenfield III Empr.Imob.Ltda. (c)	4,536	251,206	41	-	180
Parkshopping Campo Grande Ltda	14,140	406,145	49,954	84,694	43,942
Jundiaí Shopping Center Ltda	11,406	346,710	31,273	92,755	34,918
Parkshopping Corporate Empr.Imob.Ltda. (c)	97	43,772	1,010	-	-
Multiplan Arrecadadora Ltda.	176,988	1,063	177,343	-	1,061
Parkshopping Global.Ltda.	2	-	-	-	-
Parkshopping Canoas.Ltda.	670	2,252	59	-	-
Multishopping Shopping Center Ltda	1	-	-	-	-
Multiplan Greenfield X Empr.Imob.Ltda.	1	-	-	-	-
Multiplan Greenfield XI Empr.Imob.Ltda.	1	-	-	-	-
Multiplan Greenfield XIV Empr.Imob.Ltda.	1	-	-	-	-
Multiplan Greenfield XV Empr.Imob.Ltda.	1	-	-	-	-
Balances at December 31, 2013	506,156	1,765,741	362,446	555,290	386,733

(a) In 2007, these companies' operations were transferred to the Company.

(b) Dormant company since 2003.

(c) Companies which have buildings under construction.

(d) The result of the subsidiary Morumbi Bussiness Center Empr. Imob. Ltda., is basically the equity income for the participation of 50% in the subsidiary MPH Empreendimentos Imobiliários Ltda.

9.4 Joint ventures information

As prescribed by CPC 19 (R2), joint ventures Manati Empreendimentos and Participações S.A. e Parque Shopping Maceió S.A., in whose shareholders agreements the parties agree to share control over the activities.

A joint venture is a contractual agreement whereby the Company and other parties undertake an economic activity that is subject to joint control. Joint control exists when the strategic financial and operating decisions relating to the joint venture's activity require the unanimous consent of the ventures sharing the control. Join ventures are accounted for under the equity method of accounting.

The main information on the financial statements of Company's joint ventures are as follow:

	Manati Empreendimentos Participações S.A.		**Parque Shopping Maceió S.A.**	
	December 31, 2014	**December 31, 2013**	**December 31, 2014**	**December 31, 2013**
Assets				
Current assets				
Cash and cash equivalents	3,422	7,742	21,348	32,144
Accounts receivable	3,118	3,332	7,506	7,548
Recoverable taxes and contributions	420	1,234	174	75
Others	-	-	1,261	1
	6,960	12,308	30,289	39,768
Non-current assets:				
Securities	-	-	5,718	3,614
Judicial deposits	1,240	1,240	22	-
Accounts receivable	50	108	-	-
Deferred income and social contribution taxes	1,308	1,626	3,506	331
Investment property	54,874	56,223	260,606	256,124
Intangible assets	1,974	1,995	34	1,042
	59,446	61,192	269,886	261,111
Total assets	66,406	73,500	300,175	300,879
Liabilities and shareholders' equity				
Current liabilities				
Accounts payable	224	92	1,310	6,120
Loans and financing	-	-	6,682	4,596
Taxes and contributions payable	276	1,426	422	479
Deferred income and costs	265	544	-	-
Others	-	20	51	117
	765	2,082	8,465	11,312
Non-current liabilities				
Loans and financing	-	-	84,438	85,531
Deferred income and social contribution taxes	-	-	3,718	456
Provision for risks	1,240	1,240	-	-
Deferred income and costs	(521)	(588)	11,560	13,190
	719	652	99,716	99,177
Shareholders' equity:				
Capital	65,636	72,636	182,506	102,905

	Manati Empreendimentos Participações S.A.		Parque Shopping Maceió S.A.	
	December 31, 2014	**December 31, 2013**	**December 31, 2014**	**December 31, 2013**
Advance for future capital increase	-	-	10,000	97,600
Accumulated loss	(714)	(1,870)	(512)	(10,115)
	64,922	70,766	191,994	190,390
Total liabilities and shareholders' equity	66,406	73,500	300,175	300,879
Statement of income				
Net income	7,330	8,004	27,306	2,952
Cost of sales and services	(6,156)	(6,212)	(5,350)	(3,978)
Gross profit	1,174	1,792	21,956	(1,026)
Administrative expenses - headquarter	(64)	(74)	-	-
Administrative expense – shopping centers	(254)	(560)	(64)	(4,030)
Other operating income	26	-	(154)	-
Depreciation and amortization	-	-	(5,568)	-
Income before financial income	882	1,158	16,170	(5,056)
Financial income	454	608	(5,494)	700
Income before income and social contribution taxes	1,336	1,766	10,676	(4,356)
Income tax and social contribution				
Current	138	(772)	(86)	(67)
Deferred assets	(318)	196	(86)	(125)
Net income (loss) for the year	1,156	1,190	10,504	(4,548)

The financial information referring to the joint ventures was based on the trial balances presented by these companies on the closing date of the period.

On December 31, 2014, the Company has no commitments assumed with its joint ventures. Additionally, these joint ventures have no contingent liabilities, other comprehensive income and other disclosures required by CPC 45 - Disclosure of Interests in Other Entities (IFRS 12) beside the ones abovementioned.

10 Investment properties

Multiplan measured internally its investment properties at fair value based on the Discounted Cash Flow (DCF) method. The Company calculated the present value by using a discount rate following the Capital Asset Pricing Model (CAPM) model. Risk and return assumptions were considered based on studies conducted by Mr. Damodaran (New York University professor) relating to the Company's shares (Beta), in addition to market prospects (Central Bank's Focus Report) and data on the risk premium of the domestic market (country risk). Based on these assumptions, the Company used a nominal, unlevered weighted average discount rate of 15.11% as of December 31, 2014, resulting from a basic discount rate of 14.66% calculated in accordance with the CAPM model, and, based on internal analyses, a spread from 0 to 200 basis points was added to this rate, resulting in an additional weighted average spread of 44 basis points in the valuation of each shopping center, business tower and project.

Cost of own capital	**December 2014**	**December 2013**
Risk free rate	3.49%	3.53%
Market risk premium	6.11%	6.02%
Adjusted beta	0.72	0.77
Country risk	230 b.p.	205 b.p.
Additional spread	44 b.p.	43 b.p.
Cost of capital - US$	10.65%	10.66%

Inflation assumptions	**December 2014**	**December 2013**
Inflation (BR)	6.53%	5.98%
Inflation (USA)	2.40%	2.30%
Cost of capital - R$	15.11%	14.64%

The investment properties valuation reflects the market participant concept. Thus, the Company does not consider in the discounted cash flows calculation taxes, income and expenses relating to management and sales services.

The future cash flow of the model was estimated based on the shopping centers' individual cash flows, expansions and office buildings, including the Net Operating Income (NOI), recurring Assignment of Rights (based only on mix changes, except for future projects), Income from Transferring Charges, investments in revitalization, and construction in progress. Perpetuity was calculated considering a real growth rate of 2.0% for shopping centers and of 0.0% for business towers.

The Company classified its investment properties in accordance with their statuses. The table below describes the amount identified for each category of property and presents the amount of assets in the Company's share:

	Parent company	
	December 2014	**December 2013**
Valuation of investment property		
Shopping centers and business towers in operation (*)	13,120,697	11,749,031
Projects in progress (advertised) (*)	0	122,709
Projects in progress (not advertised)	264,137	346,609
Total	13,384,834	12,218,349

	Consolidated	
	December 2014	**cember 2013**
Valuation of investment property		
Shopping centers and business towers in operation (*)	15,683,574	14,088,956
Projects in progress (advertised) (*)	31,763	122,709
Projects in progress (not advertised)	283,916	430,410
Total	15,999,253	14,642,075

(*) In the second quarter of 2014, the project named "BarraShopping Expansion VII" was started, and its assets were transferred from "announced projects" to "projects in progress."

The interests of 37.5% in the Santa Úrsula Shopping and 50% in the Parque Shopping Maceió project through the joint ventures were not considered in the consolidated valuation.

Due to several improvements and expansions recently, in October 2014 Company reviewed the useful life of the following investment properties: Santa Úrsula, Parkshopping Barigui, Shopping Anália Franco , Ribeirão Shopping , BH Shopping, Barra Shopping,, Parkshopping Brasília,e, Barra Shopping Sul.

The effect regarding the review of useful life cause depreciation expenses in 2014 of R $ 2,087, and the estimated effect for 2015 is R $ 9,655 (reducing in both cases).

The following malls had their reassessed life:

Malls	Useful Life (before revaluation)	Useful life (after revaluation)
Santa Ursula	33 years and 8 months	45 years and 10 months
Parkshopping Barigui	38 years and 9 months	51 years and 10 months
Anália Franco	38 years and 9 months	53 years and 10 months
Ribeirão Shopping	31 years and 9 months	43 years and 10 months
BHShopping	31 years and 9 months	43 years and 10 months
BarraShopping	23 years and 9 months	34 years and 10 months
Parkshopping	23 years and 9 months	38 years and 10 months
Barra Shopping Sul	44 years	55 years and 10 months

Changes in investment property are as follows:

		Parent company							
	Depreciation weighted average rate (%)	**December 31, 2013**	**Additions**	**Write-offs**	**Compound interest**	**Allocation**	**Depreciation**	**Transfers**	**December 31, 2014**
Cost									
Land		517,829	15,299	(3,668)	2,238	-	-	-	531,698
Buildings and improvement	2.72	2,641,344	69,508	(572)	773	-	-	123,145	2,834,198
(-) Accumulated depreciation		(326,566)	-	49	-	-	(65,645)	-	(392,162)
Net amount		2,314,778	69,508	(523)	773	-	(65,645)	123,145	2,442,036
Facilities	11.66	373,596	17,193	(124)	-	-	-	20,672	411,337
(-) Accumulated depreciation		(99,451)	-	25	-	-	(34,536)	-	(133,962)
Net amount		274,145	17,193	(99)	-	-	(34,536)	20,672	277,375
Machinery, equipment, furniture and fixtures	10	34,338	3,876	(3)	-	-	-	4,468	42,679
(-) Accumulated depreciation		(9,034)	-	-	-	-	(3,538)	-	(12,572)
Net amount		25,304	3,876	(3)	-	-	(3,538)	4,468	30,107
Others	10	4,848	5	-	-	-	-	-	4,853
(-) Accumulated depreciation		(2,283)	-	-	-	-	(593)	-	(2,876)
Net amount		2,565	5	-	-	-	(593)	-	1,977
Construction in progress		115,553	82,109	-	5,681	-	-	(148,285)	55,058
Repurchases of points of sale		62,091	9,072	(396)	-	(8,906)	-	-	61,861
		3,312,265	197,062	(4,689)	8,692	(8,906)	(104,312)	-	3,400,112

		Individual							
	Depreciation weighted average rate (%)	**December 31, 2012 (Restated)**	**Additions**	**Disposals**	**Compound interest**	**Appropriation**	**Depreciation**	**Transfers**	**December 31, 2013**
Cost of									
Land		513,761	1,082	-	2,496	-	-	490	517,829
Buildings and improvement	2.63	2,180,602	96,749	(4,629)	6,090	-	-	362,532	2,641,344
(-) Accumulated depreciation		(272,418)	-	50	-	-	(54,198)	-	(326,566)
Net amount		1,908,184	96,749	(4,579)	6,090	-	(54,198)	362,532	2,314,778
Facilities	10.73	251,982	29,106	(828)	-	-	-	93,336	373,596
(-) Accumulated depreciation		(74,625)	-	28	-	-	(24,854)	-	(99,451)
Net amount		177,357	29,106	(800)	-	-	(24,854)	93,336	274,145
Machinery, equipment, furniture and fixtures	10	21,943	2,750	(30)	-	-	-	9,675	34,338
(-) Accumulated depreciation		(6,403)	-	1	-	-	(2,632)	-	(9,034)
Net amount		15,540	2,750	(29)	-	-	(2,632)	9,675	25,304
Others	10–20	4,667	178	-	-	-	-	3	4,848
(-) Accumulated depreciation		(1,692)	-	-	-	-	(588)	(3)	(2,283)
Net amount		2,975	178	-	-	-	(588)	-	2,565
Construction in progress		235,267	341,092	(7,632)	12,859	-	-	(466,033)	115,553
Repurchase of point		34.923	34.294	(2.956)	-	(4,170)	-	-	62,091
		2,888,007	505,251	(15,996)	21,445	(4,170)	(82,272)	-	3.312,265

		Consolidated							
	Depreciation weighted average rate (%)	**December 31, 2013**	**Additions**	**Write-offs**	**Compound interest**	**Allocation**	**Depreciation**	**Transfers**	**December 31, 2014**
Cost									
Land		810,112	66,574	(6,492)	4,878	-	-	167,351 (a)	1,042,423
Buildings and improvement	2.23	3,507,143	79,075	(572)	773	-	-	123,145	3,709,564
(-) Accumulated depreciation		(347,722)	2	52	-	-	(83,309)	-	(430,977)
Net amount		3,159,421	79,077	(520)	773	-	(83,309)	123,145	3,278,587
Facilities	11.98	599,154	19,864	(124)	-	-	-	20,672	639,566
(-) Accumulated depreciation		(125,433)	2	25	-	-	(57,199)	-	(182,605)
Net amount		473,721	19,866	(99)	-	-	(57,199)	20,672	456,961
Machinery, equipment, furniture and fixtures	10	45,987	4,099	(3)	-	-	-	4,468	54,551
(-) Accumulated depreciation		(10,695)	-	-	-	-	(4,818)	-	(15,513)
Net amount		35,292	4,099	(3)	-	-	(4,818)	4,468	39,038
Others	10	6,746	88	-	-	-	-	-	6,834
(-) Accumulated depreciation		(3,595)	35	-	-	-	(752)	-	(4,312)
Net amount		3,151	123	-	-	-	(752)	-	2,522
Construction in progress		115,782	112,913	-	5,681	-	-	(148,285)	86,091
Repurchases of points of sale		64,085	11,095	(396)	-	(9,252)	-	-	65,532
		4,661,564	293,747	(7,510)	11,332	(9,252)	(146,078)	167,351	4,971,154

(a) Refers to land values previously classified as stock which were reclassified to Investment Property.

		Consolidated							
	Depreciation weighted average rate (%)	**December 31, 2012**	**Additions**	**Disposals**	**Compound interest**	**Appropriation**	**Depreciation**	**Transfers**	**December 31, 2013**
		(Restated)							
Cost									
Land		733,232	72,290	-	4,100	-	-	490	810,112
Buildings and improvement	2.47	2,780,050	208,032	(4,629)	6,090	-	-	517,600	3,507,143
(-) Accumulated depreciation		(279,482)	-	50	-	-	(68,290)	-	(347,722)
Net amount		2,500,568	208,032	(4,579)	6,090	-	(68,290)	517,600	3,159,421
Facilities	10.91	380,246	60,869	(828)	-	-	-	158,867	599,154
(-) Accumulated depreciation		(83,399)	-	28	-	-	(42,062)	-	(125,433)
Net amount		296,847	60,869	(800)	-	-	(42,062)	158,867	473,721
Machinery, equipment, furniture and fixtures	10	30,729	3,630	(30)	-	-	-	11,658	45,987
(-) Accumulated depreciation		(6,906)	-	1	-	-	(3,790)	-	(10,695)
Net amount		23,823	3,630	(29)	-	-	(3,790)	11,658	35,292
Others	10–20	7,181	284	(36)	-		-	(683)	6,746
(-) Accumulated depreciation		(3,604)	-	4	-	-	(678)	683	(3,595)
Net amount		3,577	284	(32)	-	-	(678)	-	3,151
Construction in progress (*)		377,151	422,019	(7,632)	12,859	-	-	(688,615)	115,782
Recompras de ponto		35,800	35,489	(2,956)	-	(4,248)	-	-	64,085
		3,970,998	802,613	(16,028)	23,049	(4.248)	(114,820)	-	4,661,564

11 Property, plant and equipment

		Parent company			
	Annual depreciation rates (%)	**December 31, 2013**	**Additions**	**Depreciation**	**December 31, 2014**
Cost					
Land	-	1,209	-	-	1,209
Buildings and improvement	4	4,808	114	-	4,922
(-) Accumulated depreciation		(966)	-	(192)	(1,158)
Net amount		3,842	114	(192)	3,764
Facilities	10	3,560	175	-	3,735
(-) Accumulated depreciation		(1,042)	-	(353)	(1,395)
Net amount		2,518	175	(353)	2,340
Machinery, equipment, furniture and fixtures	10	5,978	1,068	-	7,046
(-) Accumulated depreciation		(3,494)	-	(620)	(4,114)
Net amount		2,484	1,068	(620)	2,932
Vehicles	10	833	18,631	-	19,464
(-) Accumulated depreciation		(602)	-	(3,479)	(4,081)
Net amount		231	18,631	(3,479)	15,383
Others	10	1,388	83	-	1,471
(-) Accumulated depreciation		(508)	-	(64)	(572)
Net amount		880	83	(64)	899
		11,164	20,071	(4,708)	26,527

		Individual				
	Annual depreciation rates(%)	**December 31, 2012**	**Additions**	**Disposals**	**Depreciation**	**December 31, 2013**
Cost						
Land	-	1,209	-	-	-	1,209
Buildings and improvement	4	4,598	210	-	-	4,808
(-) Accumulated depreciation		(780)	-	-	(186)	(966)
Net amount		3,818	210	-	(186)	3,842
Facilities	10	2,767	793	-	-	3,560
(-) Accumulated depreciation		(734)	-	-	(308)	(1,042)
Net amount		2,033	793	-	(308)	2,518
Machinery, equipment, furniture and fixtures	10	5,390	588	-	-	5,978
(-) Accumulated depreciation		(2,911)	-	-	(583)	(3,494)
Net amount		2,479	588	-	(583)	2,484
Others	10–20	2,221	51	(51)	-	2,221
(-) Accumulated depreciation		(962)	-	7	(155)	(1,110)
Net amount		1,259	51	(44)	(155)	1,111
		10,798	1,642	(44)	(1,232)	11,164

	Annual depreciation rates (%)	Consolidated			
		December 31, 2013	**Additions**	**Depreciation**	**December 31, 2014**
Cost					
Land	-	3,328	-	-	3,328
Buildings and improvement	4	11,182	114	-	11,296
(-) Accumulated depreciation		(3,361)	-	(441)	(3,802)
Net amount		7,821	114	(441)	7,494
Facilities	10	4,817	178	-	4,995
(-) Accumulated depreciation		(2,235)	-	(362)	(2,597)
Net amount		2,582	178	(362)	2,398
Machinery, equipment, furniture and fixtures	10	7,665	1,068	-	8,733
(-) Accumulated depreciation		(5,199)	-	(622)	(5,821)
Net amount		2,466	1,068	(622)	2,912
Vehicles		833	18,631	-	19,464
(-) Accumulated depreciation		(602)	-	(3,478)	(4,080)
Net amount		231	18,631	(3,478)	15,384
Others	10	1,992	83	-	2,075
(-) Accumulated depreciation		(1,049)	-	(66)	(1,115)
Net amount		943	83	(66)	960
		17,371	20,074	(4,969)	32,476

	Annual depreciation rates (%)	Consolidated				
		December 31, 2012 (Restated)	**Additions**	**Disposals**	**Depreciation**	**December 31, 2013**
Cost						
Land	-	3,328	-	-	-	3,328
Buildings and improvement	4	10,972	210	-	-	11,182
(-) Accumulated depreciation		(2,923)	-	-	(438)	(3,361)
Net amount		8,049	210	-	(438)	7,821
Facilities	10	4,024	793	-	-	4,817
(-) Accumulated depreciation		(1,847)	-	-	(388)	(2,235)
Net amount		2,177	793	-	(388)	2,582
Machinery, equipment, furniture and fixtures	10	7,077	588	-	-	7,665
(-) Accumulated depreciation		(4,589)	-	-	(610)	(5,199)
Net amount		2,488	588	-	(610)	2,466
Others	10–20	2,825	51	(51)	-	2,825
(-) Accumulated depreciation		(1,501)	-	7	(157)	(1,651)
Net amount		1,324	51	(44)	(157)	1,174
		17,366	1,642	(44)	(1,593)	17,371

12 Intangible assets

Intangible assets comprise system licenses and goodwill recorded by the Company on the acquisition of new interests during 2007 and 2008; a portion of these interests was subsequently merged. The goodwill presented below has an indefinite useful life.

		Parent company			
	Annual rates of amortization	**December 31, 2013**	**Additions**	**Amortization**	**December 31, 2014**
Goodwill of merged companies (a)					
Bozano		118,610	-	-	118,610
Realejo		51,966	-	-	51,966
Multishopping		84,095	-	-	84,095
		254,671	-	-	254,671
Goodwill on acquisition of equity interests (b)					
Brazilian Realty LLC.		33,202	-	-	33,202
Indústrias Luna S.A.		4	-	-	4
JPL Empreendimentos Ltda.		12,583	-	-	12,583
Solução Imobiliária Ltda.		2,970	-	-	2,970
		48,759	-	-	48,759
System licenses					
Software license (c)	20	58,147	12,183	-	70,330
Accumulated amortization		(19,323)	-	(6,552)	(25,875)
		38,824	12,183	(6,552)	44,455
		342,254	12,183	(6,552)	347,885

		Individual			
	Annual rates of amortization	**December 31, 2012**	**Additions**	**Amortization**	**December 31, 2013**
Goodwill of merged companies (a)					
Bozano		118,610	-	-	118,610
Realejo		51,966	-	-	51,966
Multishopping		84,095	-	-	84,095
		254,671			254,671
Goodwill on acquisition of equity interests (b)					
Brazilian Realty LLC.		33,202	-	-	33,202
Indústrias Luna S.A.		4	-	-	4
JPL Empreendimentos Ltda.		12,583	-	-	12,583
Solução Imobiliária Ltda.		2,970	-	-	2,970
		48,759			48,759
System licenses					
Software license (c)	20	48,025	10,122	-	58,147
Accumulated amortization		(12,462)	-	(6,861)	(19,323)
		35,563	10,122	(6,861)	38,824
		338,993	10,122	(6,861)	342,254

	Annual rates of amortization	Consolidated			
		December 31, 2013	**Additions**	**Amortization**	**December 31, 2014**
Goodwill of merged companies (a)					
Bozano		118,610	-	-	118,610
Realejo		51,966	-	-	51,966
Multishopping		84,095	-	-	84,095
		254,671	-	-	254,671
Goodwill on acquisition of equity interests (b)					
Brazilian Realty LLC.		33,202	-	-	33,202
Indústrias Luna S.A.		4	-	-	4
JPL Empreendimentos Ltda.		12,583	-	-	12,583
Solução Imobiliária Ltda.		2,970	-	-	2,970
		48,759	-	-	48,759
System licenses					
Software license (c)	20	58,712	12,424	-	71,136
Accumulated amortization		(19,422)	-	(6,617)	(26,039)
		39,290	12,424	(6,617)	45,097
		342,720	12,424	(6,617)	348,527

	Annual rates of amortization	Consolidated			
		December 31, 2012 (Restated)	**Additions**	**Amortization**	**December 31, 2013**
Goodwill of merged companies (a)					
Bozano		118,610	-	-	118,610
Realejo		51,966	-	-	51,966
Multishopping		84,095	-	-	84,095
		254,671	-	-	254,671
Goodwill on acquisition of equity interests (b)					
Brazilian Realty LLC.		33,202	-	-	33,202
Indústrias Luna S.A.		4	-	-	4
JPL Empreendimentos Ltda.		12,583	-	-	12,583
Solução Imobiliária Ltda.		2,970	-	-	2,970
		48,759	-	-	48,759
System licenses					
Software license (c)	20	48,557	10,155	-	58,712
Accumulated amortization		(12,489)	-	(6,933)	(19,422)
		36,068	10,155	(6,933)	39,290
		339,498	10,155	(6,933)	342,720

(a) The goodwill recorded on merged subsidiaries results from the following transactions: (i) On February 24, 2006, the Company acquired 100% of the shares of Bozano Simonsen Centros Comerciais S.A. and Realejo Participações S.A. These investments were acquired for R$447,756 and R$114,086, respectively, and goodwill was recorded in the amounts of R$307,067 and R$86,611, respectively in relation to the carrying amount of the aforementioned companies as at that date; (ii) On June 22, 2006, the Company acquired 100% of the shares of Multishopping Empreendimento Imobiliário S.A. held by GSEMREF Emerging Market Real Estate Fund L.P. for R$247,514 as well as the shares held by shareholders Joaquim Olímpio Sodré and Manoel Joaquim Rodrigues Mendes for R$16,587, and goodwill was recorded in the amounts of R$158,931 and R$10,478, respectively, in relation to the carrying amount of Multishopping as at that date. In addition, on July 8, 2006, the Company acquired the shares of Multishopping Empreendimento Imobiliário S.A. held by shareholders Ana Paula Peres and Daniela Peres for R$900, resulting in a goodwill of R$448. Such goodwill was based on the expected future earnings from these investments and were amortized until December 31st, 2008.

(b) As a result of acquisitions made in 2007, the Company recorded goodwill based on expected future earnings in the total amount of R$65,874, which were amortized through December 31, 2008, based on the term, extent and proportion of results projected in the report prepared by independent appraisers, which does not exceed ten years.

(c) In order to strengthen its internal control system while sustaining a solid growth strategy, the Company started implementing SAP R/3 System. To enable implementation, the Company entered into a service agreement in the amount of R$3,300 with IBM Brasil - Indústria, Máquinas e Serviços Ltda, on June 30, 2008. Additionally, the Company entered into two software license and maintenance agreements with SAP Brasil Ltda., both dated June 24, 2008, whereby SAP granted the Company a non-exclusive software license for an indefinite term. The license purchase price was R$1,795. The extension of the scope of these contracts increased this amount by R$ 13,905, including the implementation in the malls.

The main increase in this account due to the consulting services agreement signed on November 25, 2011 and amendments up to 2014 with Accenture and SAP, for consulting services hired to implement the SAP functionalities. Up to December 31, 2014, the amount of R$ 34,304 had already been paid and accounted for as intangible asset.

At the beginning of 2014, an investment in the implementation of a solution to support the Control of Real Estate Development Projects started, which enables improved financial follow-up of the projects, providing increased transparency and autonomy for the company's managers. This implementation is being carried out by the company IBM Brasil - Indústria, Máquinas e Serviços Ltda., and, by December 31, 2014, the amount paid with regard to all the costs associated with this project had been R$ 2,947.

The goodwill based on future earnings do not have a calculable useful life, and hence are not amortized. The Company tests these assets' recoverable value annually by mean of an impairment test.

The other intangible assets with defined useful life are amortized by the straight-line method based on the table above.

Impairment test for goodwill validation was carried out considering the projected cash flow in the malls that presented goodwill upon their establishment. The assumptions used to prepare this cash flow are described in Note 10. In case of changes in the main assumptions used to determine recoverable amount of cash generating units, goodwill with indefinite useful life allocated to the cash generating units plus carrying amounts of properties for investment properties (cash generating units) would be substantially lower than fair value of investment properties, that is, there are no signs of impairment losses in the cash generating units since the last evaluation conducted on presentation of annual financial statements for the year ended December 31, 2014.

13 Loans and financing

	Index	Average annual interest rate December 31, 2014	December 31, 2014		December 31, 2013	
			Parent company	Consolidated	Parent company	Consolidated
Current						
Santander BSS (a)	TR	9.12%	22,994	22,994	21,906	21,906
Banco Itaú Unibanco SAF (b)	TR	10%	2,304	2,304	2,407	2,407
Banco Itaú Unibanco PSC (c)	TR	9.35%	10,068	10,068	9,983	9,983
Banco IBM (d)	CDI +	1.48%	-	-	1,864	1,864
BNDES PKS Expansion (e)	TJLP	3.53%	-	-	5,359	5,359
BNDES PKS Expansion (e)	-	4.5%	-	-	102	102
Santander BHS Expansion V (f)	TR	8.70%	13,478	13,478	12,857	12,857
Banco Itaú Unibanco VLG (g)	TR	9.35%	25,751	25,751	25,532	25,532
BNDES JDS sub-tranche A (h)	TJLP	3.38%	-	23,603	-	23,598
BNDES JDS sub-tranche B (h)	TJLP	1.48%	-	1,064	-	1,064
BNDES JDS sub-tranche C (h)	TJLP	-	-	246	-	246
BNDES CGS sub-tranche A (i)	TJLP	3.32%	-	15,569	-	15,566
BNDES CGS sub-tranche B (i)	IPCA	2.32%+7.27%	-	4,702	-	5,045
BNDES CGS sub-tranche C (i)	TJLP	-	-	200	-	200
BNDES CGS sub-tranche D (i)	TJLP	1.42%	-	379	-	379
Companhia Real de Distribuição (j)	-	-	53	53	53	53
Banco do Brasil (k)	% of CDI	110%	38,438	38,438	38,463	38,463
Banco Itaú Unibanco MTE (l)	% of CDI	109.75%	4,800	4,800	3,931	3,931
Banco do Brasil (m)	% of CDI	110%	1,014	1,014	843	843
Banco Bradesco (n)	CDI +	1.00%	2,991	2,991	1,976	1,976
Banco Santander Multiplan Greenfield IV (o)	TR	8.70%	-	18,224	-	17,447
Banco Santander Multiplan Greenfield II (o)	TR	8.70%	-	17,728	-	16,974
Banco do Brasil BRS VII (p)	TR	8.90%	4,516	4,516	-	-
Funding costs - Santander BHS EXP	-	-	(115)	(115)	(129)	(129)
Funding costs - Itaú Unibanco PSC	-	-	(214)	(214)	(235)	(235)
Funding costs - Banco Itaú Unibanco	-	-	(469)	(469)	(469)	(469)
Funding costs - Banco do Brasil	-	-	(986)	(986)	(986)	(986)
Funding costs - BNDES JDS	-	-	-	(50)	-	(53)
Funding costs - BNDES CGS	-	-	-	(40)	-	(40)
Funding costs - Banco do Brasil	-	-	(188)	(188)	(188)	(188)
Funding costs - Banco do Brasil	-	-	(207)	(207)	-	-
Funding costs - Bradesco MTE	-	-	(804)	(804)	(804)	(804)
Funding costs - Itaú Unibanco VLG	-	-	(995)	(995)	(1,060)	(1,060)
Funding costs - Multiplan Greenfield IV	-	-	-	(464)	-	(464)
Funding costs - Multiplan Greenfield II	-	-	-	(452)	-	(452)
			122,429	203,138	121,405	200,915

	Index	Average annual interest rate December 31, 2014	December 31, 2014		December 31, 2013	
			Parent company	Consolidated	Parent company	Consolidated
Non-current						
Santander BSS (a)	TR	9.12%	11,497	11,497	32,859	32,859
Banco Itaú Unibanco SAF (b)	TR	10%	-	-	2,218	2,218
Banco Itaú Unibanco PSC (c)	TR	9.35%	97,322	97,322	106,481	106,481
Santander BHS Expansion V (f)	TR	8.70%	50,543	50,543	61,071	61,071
Banco Itaú Unibanco VLG (g)	TR	9.35%	255,356	255,356	278,726	278,726
BNDES JDS sub-tranche A (h)	TJLP	3.38%	-	59,008	-	82,594
BNDES JDS sub-tranche B (h)	TJLP	1.48%	-	2,659	-	3,723
BNDES JDS sub-tranche C (h)	TJLP	-	-	616	-	862
BNDES CGS sub-tranche A (i)	TJLP	3.32%	-	44,111	-	59,666
BNDES CGS sub-tranche B (i)	IPCA	2.32% + 7.27%	-	14,107	-	20,177
BNDES CGS sub-tranche C (i)	TJLP	-	-	568	-	768
BNDES CGS sub-tranche D (i)	TJLP	1.42%	-	1,075	-	1,454
Companhia Real de Distribuição (j)	-	-	509	509	562	562
Banco do Brasil (k)	% of CDI	110%	111,364	111,364	143,182	143,182
Banco Itaú Unibanco MTE (l)	% of CDI	109.75%	100,000	100,000	100,000	100,000
Banco do Brasil (m)	% of CDI	110%	50,000	50,000	50,000	50,000
Banco Bradesco (n)	CDI +	1.00%	300,000	300,000	300,000	300,000
Banco Santander Multiplan Greenfield IV (o)	TR	8.70%	-	174,644	-	184,664
Banco Santander Multiplan Greenfield II (o)	TR	8.70%	-	169,891	-	179,640
Banco do Brasil BRS VII (p)	TR	8.90%	93,021	93,021	-	-
Funding costs - Santander BHS EXP	-	-	(228)	(228)	(343)	(343)
Funding costs - Itaú Unibanco PSC	-	-	(1,015)	(1,015)	(1,229)	(1,229)
Funding costs - BNDES JDS	-	-	-	(113)	-	(160)
Funding costs - BNDES CGS	-	-	-	(110)	-	(153)
Funding costs - Itaú Unibanco VLG	-	-	(6,464)	(6,464)	(7,459)	(7,459)
Funding costs - Banco do Brasil	-	-	(3,038)	(3,038)	(4,024)	(4,024)
Funding costs - Banco do Brasil	-	-	(503)	(503)	(691)	(691)
Funding costs - Banco do Brasil	-	-	(2,324)	(2,324)	-	-
Funding costs - Banco Bradesco MTE	-	-	(4,783)	(4,783)	(5,587)	(5,587)
Funding costs - Itaú Unibanco MTE	-	-	(978)	(978)	(1,446)	(1,446)
Funding costs - Multiplan Greenfield IV	-	-	-	(4,450)	-	(4,914)
Funding costs - Multiplan Greenfield II	-	-	-	(4,330)	-	(4,781)
			1,050,279	1,507,955	1,054,320	1,577,860
			1,172,708	1,711,093	1,175,725	1,778,775

(a) On September 30, 2008, the Company entered into a financing agreement with Banco ABN AMRO Real S. A., later merged into Banco Santander, to build a shopping center in Porto Alegre in the amount of R$122,000. This financing bore interest of 10% p.a., plus the Referential Rate (TR), and is repaid in 84 monthly installments beginning July 10, 2009. This agreement provides for the annual renegotiation of the interest rate so that it remains between 95% and 105% of CDI. Therefore, the interest rate will be changed whenever: (i) pricing (interest rate plus TR) remains below 95% of the average CDI for the last 12 months; Or (ii) pricing (interest rate plus TR) remains above 105% of the average CDI for the last 12 months. For this reason, the charges on the financing for 2014/2015 were adjusted from 9.87% to 9.12% p.a. plus TR. All financing amount was released through December 31, 2014. As a collateral for the loan, the Company provided a mortgage on the financed property, including all accessions and improvements to be made, and assigned the receivables from lease contracts and the rights on the financed property, which shall correspond, at least, to a minimum volume equivalent to 150% of the amount of one monthly installment until the debt is fully settled. On August 7, 2013, the 1st amendment to the financing agreement was signed, changing the financial covenant of total bank debt / EBITDA less than or equal to 4 times to "net bank debt" / EBITDA less than or equal to 4 times.

Financial Covenants of the contract:
Total debt/ shareholders' equity less than or equal to 1.
Net debt/ EBITDA less than or equal to 4x.

Ebtida used to calculate financial covenants follow the definition set forth in the loan agreements.

(b) On May 28, 2008, the Company and co-owner Shopping Anália Franco entered into a credit facility agreement with Banco Itaú Unibanco S.A. to renovate and expand Shopping Analia Franco in the total amount of R$45,000, of which 30% is the Company's responsibility. This financing bore interest of 10% p.a. plus the Referential Rate (TR), and is repaid in 71 monthly installments beginning January 15, 2010. All financing amount was released through December 31, 2014. As a collateral for the loan, the Company assigned Shopping Center Jardim Anália Franco to Banco Itaú Unibanco, which was assessed at the amount of R$676,834, until all contractual obligations are met.

(c) On August 10, 2010, the Company entered into a bank credit note with Banco Itaú Unibanco S.A. for the construction of Park Shopping São Caetano, amounting to R$140,000. This credit note bore interest based on the Referential Rate (TR) plus 9.75% p.a. and it will be repaid in 99 consecutive, monthly installments, the first maturing on June 15, 2012. All financing amount was released through December 31, 2014. As collateral for the loan, the Company assigned the receivables from lease agreements and store rights in the financed developments, which should correspond, at least, to a minimal movement equivalent to 120% of one monthly installment, since the inauguration of Park Shopping São Caetano, until the debt is fully settled. On September 30, 2013, the 1st amendment to the financing agreement was signed, changing: (i) the contract's adjustment rate from Referential Rate (TR) + 9.75% per year to TR + 9.35% per year, and (ii) the final repayment deadline from August 15, 2020 to August 15, 2025.

(d) On January 29, 2010, the Company entered into a credit facility agreement with Banco IBM S.A. in the amount of R$15,000 to purchase IT equipment and/or software and IT-related products and/or services. This loan bears interest based on the CDI rate plus 1.48% p.a. and were paid in eight semiannual installments starting from the release date of each the tranche. The total amount already released was R$7,095. No guarantee was granted for this instrument. The aforementioned agreement was settled in 2014.

(e) On December 21, 2009, the Company entered into Loan Agreement 09.2.1096.1 with the National Bank for Economic and Social Development (BNDES) to finance the expansion of the ParkShopping Brasilia. Such loan was divided as follows: R$36,624 for tranche "A" and R$1,755 for tranche "B". Long-term interest rate 2.53% (TJLP), plus 1.00% p.a. will be levied on tranche "A", whilst a fixed interest of 4.5% p.a. will be levied on tranche "B", which will be used to purchase machinery and equipment. Both tranches was repaid since August 2010 in 48 consecutive, monthly installments. As of December 31, 2014, the aforementioned agreement had already been fully settled.

(f) On November 19, 2009, the Company entered into with Banco ABN AMRO Real S.A., later merged into Banco Santander, a loan agreement to finance the renovation and expansion of BH Shopping, in the amount of R$102,400. Such financing bore interest of 10% p.a. plus the Referential Rate (TR), and will be repaid in 105 monthly, consecutive installments beginning December 15, 2010. The amount of R$97,280 was released until December 31, 2014. The loan is collateralized by the chattel mortgage of 35.31% of the financed property, which results in an amount of R$153,599 (contract execution date) for the collateralized portion, and assigned the receivables from lease contracts and the rights on the financed property, which correspond, at least, to a minimum volume equivalent to 120% of one monthly installment until the debt is fully settled. On August 28, 2013, the 1st amendment to the financing agreement was signed, changing: (i) the financial covenant of total bank debt / EBITDA less than or equal to 4 times to "net bank debt" / EBITDA less than or equal to 4 times, (ii) the rate of operation of TR + 10% p.a. to TR + 8.70% p.a.

Financial Covenants of the contract:
Total debt/ shareholders' equity less than or equal to 1.
Net debt/ EBITDA less than or equal to 4x.

Ebtida used to calculate financial covenants follow the definition set forth in the loan agreements.

(g) On November 30, 2010, the Company entered into a bank credit note with Banco Itaú Unibanco S.A. for the construction of Shopping Village Mall, amounting to R$270,000. Such financing bore interest based on the Referential Rate (TR) plus 9.75% p.a. and it will be repaid in 114 consecutive, monthly installments, the first maturing on March 15, 2013. All financing amount was released through December 31, 2014, including the additional amount of R$50,000, signed on July 4, 2012. The credit note is collateralized by mortgage on the land and all accessions, constructions, facilities and improvements therein, which were assessed at the amount of R$370,000 as at that date. Additionally, the Company assigned the receivables from lease agreements and rights on the stores in the financed development, which correspond, at least, to a minimal movement equivalent to 100% of the amount of one monthly installment, beginning January, 2015, until the debt is fully settled. On July 4th, 2012, the Company signed an amendment to the bank credit note for the construction of Shopping Village Mall, changing the following: (i) the total amount contracted from R$270,000 to R$320,000, (ii) The covenant of net debt to EBITDA from 3.0x to 3.25x, and (iii) The starting date for checking the restricted account from January 30, 2015 to January 30, 2017.On September 30, 2013, the 2nd amendment to the financing agreement was signed, changing: (i) the contract's adjustment rate from Referential Rate (TR) + 9.75% per year to TR + 9.35% per year, (ii) the final repayment deadline from November 15, 2022 to November 15, 2025, and (iii) the net debt covenant from 3.25 times the EBITDA to 4.0 times the EBITDA.

All other terms of the original contract remain unchanged.

Financial Covenants of the contract:
Net debt/ EBTIDA less than or equal to 4.0 x.
EBITDA/ net financial expenses greater than or equal to 2x.
Ebtida used to calculate financial covenants follow the definition set forth in the loan agreements.

(h) On June 6, 2011, the Company entered into loan agreement 11.2.0365.1 with the Brazilian Development Bank (BNDES) to finance the construction of Jundiaí Shopping. The loan was divided as follows: R$117,596 for tranche "A", R$5,304 for tranche "B" and R$1,229 for tranche "C". Tranche "A" will bear long-term interest 2.38% (TJLP) plus 1.00% p.a., tranche "B", which will be used to purchase machinery and equipment, will bear TJLP plus 1.48% p.a. and tranche "C", which will be used to invest in social projects in the City of Jundiaí, will bear TJLP without spread. All tranches have been repaid in 60 consecutive, monthly installments, the first maturing on July 15, 2013. All financing amount was released through December 31, 2014. No guarantee was granted for this instrument.

As mentioned in Note 1.1., the decrease in the parent refers to the transfer of the loan to the investee Jundiaí Shopping Center Ltda.

Financial Covenants of the contract:
Total debt/Total assets less than or equal to 0.50
EBITDA margin greater than or equal to 20%

Ebtida used to calculate financial covenants follow the definition set forth in the loan agreements.

(i) On October 4, 2011, the Company entered into financing agreement 11.2.0725.1 with the National Bank for Economic and Social Development - BNDES to finance the construction of ParkShopping Campo Grande. Such loan was divided as follows R$77,567 for tranche "A", R$19,392 for tranche "B", R$1,000 for tranche "C" and R$1,891 for tranche "D". Tranche "A" bears interest of 2.32% p.a. above the Long-Term Interest Rate (TJLP) plus interest of 1% p.a. Tranche "B" bears interest of 2.32% p.a. above the referential rate informed by BNDES based on the rate of return of NTN-B. Tranche "C", which will be used to invest in social projects in the municipality of Rio de Janeiro, bears TJLP. Tranche "D", which will be used to purchase machinery and equipment, bears interest of 1.42% p.a. above the TJLP. Tranches "A", "C" and "D" will be repaid in 60 monthly, consecutive installments, the first maturing on November 15, 2013, and tranche "B" will be repaid in 5 annual, consecutive installments, the first maturing on October 15, 2014. All financing amount was released through December 31, 2014. No guarantee was granted for this instrument.

As mentioned in Note 1.1, the decrease in the parent refers to the transfer of the loan to the investee Parkshopping Campo Grande Ltda.

Financial Covenants of the contract:
Total debt/Total assets less than or equal to 0.50
EBITDA margin greater than or equal to 20%

Ebtida used to calculate financial covenants follow the definition set forth in the loan agreements.

(j) The balance payable to Companhia Real de Distribuição arises from the intercompany loan with merged subsidiary Multishopping to finance the construction of BarraShopping Sul, to be settled in 516 monthly installments of R$4, as from the hypermarket inauguration date in November 1998, with no interest or inflation adjustment.

(k) On January 19, 2012, the Company entered into a bank credit note with Banco do Brasil in the total amount of R$175,000, in order to strengthen its cash position. No guarantee was granted. Interest will be paid semiannually and principal as follows:

Initial date	Final date	Amount	Interest rate
01/19/2012	01/13/2014	15,909	110.0% of CDI
01/19/2012	07/13/2014	15,909	110.0% of CDI
01/19/2012	01/13/2015	15,909	110.0% of CDI
01/19/2012	07/13/2015	15,909	110.0% of CDI
01/19/2012	01/13/2016	15,909	110.0% of CDI
01/19/2012	07/13/2016	15,909	110.0% of CDI
01/19/2012	01/13/2017	15,909	110.0% of CDI
01/19/2012	07/13/2017	15,909	110.0% of CDI
01/19/2012	01/13/2018	15,909	110.0% of CDI
01/19/2012	07/13/2018	15,909	110.0% of CDI
01/19/2012	01/13/2019	15,909	110.0% of CDI

Financial Covenants of the contract:
Net debt/ EBTIDA less than or equal to 3.25x.

Ebtida used to calculate financial covenants follow the definition set forth in the loan agreements.

(l) On August 6, 2012, the Company contracted eight credits notes (CCB), with Banco Itaú BBA, in total amount of R$100,000 in order to consolidate its cash position. No guarantee was granted for such instruments. The interests will be paid semiannually and principal in 1 installment to be paid on August 8, 2016.

Initial date	Final date	Amount	Interest rate
08/06/2012	08/08/2016	100,000	109.75% of CDI

Financial Covenants of the contract:
Net debt/ EBTIDA less than or equal to 4.0 x
EBITDA/ interest expense net>= 2x

Ebtida used to calculate financial covenants follow the definition set forth in the loan agreements.

(m) On October 31, 2012, the Company contracted a bank credits note (CCB), with Banco do Brasil S/A, in total amount of R$50,000 in order to consolidate its cash position. No guarantee was granted. Interest will be paid quarterly and principal in 1 installment to be paid on October 30, 2017.

Initial date	Final date	Amount	Interest rate
10/31/2012	10/30/2017	R$50,000	110.0% of CDI

Financial Covenants of the contract:
Net debt/ EBTIDA less than or equal to 4.0 x.

Ebtida used to calculate financial covenants follow the definition set forth in the loan agreements.

(n) On December 11, 2012, the Company entered into a bank credit note with Banco Bradesco S/A in the total amount of R$300,000, in order to strengthen its cash position. No guarantee was granted. Interest will be paid semiannually and principal in three annual installments as follows.

Initial date	Final date	Amount	Interest rate
12/11/2012	11/16/2017	R$100,000	CDI + 1.0% p.a.
12/11/2012	11/12/2018	R$100,000	CDI + 1.0% p.a.
12/11/2012	11/05/2019	R$100,000	CDI + 1.0% p.a.

There are no financial covenants herein.

(o) On August 07, 2013, the subsidiaries Multiplan Greenfield II Empreendimento Imobiliário Ltda and Multiplan Greenfield IV Empreendimento Imobiliário Ltda signed with Banco Santander S.A. a loan agreement to finance the construction of the project Morumbi Corporate, located in São Paulo. The total contracted amount was R$ 400,000, and each company was responsible for its interest in the project, as follows: 49.3104% to Multiplan Greenfiled II and 50.6896% to Multiplan Greenfiled IV. This financing bears interest of 8.70% p.a., plus the Referential Rate (TR), and has been repaid in 141 monthly installments beginning November 15, 2013. As of December 31, 2014, the financing had been fully released. As a collateral for the loan, the subsidiaries collateralized the fraction of 0.4604509 of financed property. Such fraction is represented by a number of independent units, and assigned the receivables from lease contracts and the rights on the financed property, which shall correspond, at least, to a minimum volume equivalent to 120% of the amount of one monthly installment until the debt is fully settled. In addition to these guarantees, the Parent Company Multiplan Empreendimentos Imobiliários was the guarantor of the subsidiaries.

Financial Covenants of the contract:
There are no financial covenants herein

(p) On October 16, 2014, the Company entered into a credit facility agreement with Banco do Brasil S/A, for the construction of the seventh expansion of the BarraShopping, located in the city of Rio de Janeiro, which was concluded in 2014. The total amount contracted was R$ 100,000. This financing bears interest of 8.90% p.a., plus the Referential Rate (TR), and has been repaid in 108 monthly installments beginning August 15, 2015. As collateral for the loan, the Company provided a Bank Deposit Certificate (CDB) corresponding to 120% of the amount of a monthly installment up to the full settlement of the debt. Financing amount of R$ 97,000, R$ 94,426 net of funding costs and IOF was released through December 31, 2014.

Financial Covenants of the contract:
Net debt/ EBTIDA less than or equal to 4.0 x.

Ebtida used to calculate financial covenants follow the definition set forth in the loan agreements.

As of December 31, 2014, the Company satisfied all covenants of loan and financing agreements in effect:

Ebtida used to calculate financial covenants follow the definition set forth in the loan agreements.

Non-current loans and financing mature as follows:

	December 31, 2014		December 31, 2013	
	Parent company	Consolidated	Parent company	Consolidated
Loans and financing				
2015	-	-	104,340	184,860
2016	203,501	285,217	191,169	271,689
2017	242,005	323,720	230,216	310,736
2018 onwards	624,105	927,352	549,374	841,363
Subtotal – Loan and financing	1,069,611	1,536,289	1,075,099	1,608,648
Funding costs				
2015	-	-	(3,771)	(4,777)
2016	(3,640)	(4,643)	(4,719)	(5,722)
2017	(4,031)	(5,031)	(3,762)	(4,761)
2018 onwards	(11,661)	(18,660)	(8,527)	(15,528)
Subtotal Funding costs	(19,332)	(28,334)	(20,779)	(30,788)
Total – Loans and financing	1,050,279	1,507,955	1,054,320	1,577,860

14 Accounts payable

	December 31, 2014		December 31, 2013	
	Parent company	Consolidated	Parent company	Consolidated
Suppliers	16,902	37,990	30,661	53,700
Contractual retentions	7,712	11,789	18,211	32,985
Indemnities to pay	1,891	4,291	3,233	3,242
Labor obligations	33,310	35,346	27,482	27,603
	59,815	89,416	79,587	117,530

15 Debentures

Second issuance for primary public distribution of debentures – settled in advance on October 15, 2014

On September 5, 2011, the Company completed the 2nd issue of debentures for primary public distribution, in the amount of R$300,000. 30,000 simple, nonconvertible, book-entry, registered and unsecured debentures were issued in a single series for public distribution with restricted efforts, on a firm guarantee basis, with par value of R$10. The transaction will be repaid in two equal installments at the end of the fourth and fifth year with bear semi-annual interest. The final issuance price was set on September 30, 2011 through a book building procedure with remuneration set at 100% of the accumulated fluctuation of average daily DI rates increased on a compounded basis by a spread or surcharge of 1.01% p.a. The total debentures transaction cost was R$ 1,851.

As of December 31, 2014, the following interest installments had been paid: (i) R$ 5,315 on October 15, 2014 through the early settlement of the second issuance; (ii) R$ 17,607 at September 05, 2014; (iii) R$ 15,360 on March 05, 2014; (iv) R$ 13,083 as at September 5, 2013; (v) R$ 11,500 on March 5, 2013; (vi) R$14,499 on September 5, 2012; and (vii) R$17,505 on March 5, 2012.

On October 15, 2014, the Company carried out its third issuance of debentures, and, on the same date, performed the early optional redemption of the total outstanding debentures of the second issuance, totaling R$ 305,315.

3rd issue of debentures for primary public distribution

On October 15, 2014, the Company completed the 3rd issue of debentures for primary public distribution, in the amount of R$400,000. 40,000 simple, non-convertible, book-entry, registered and unsecured debentures were issued in a single series for public distribution with restricted efforts, on a firm guarantee basis, with par value of R$10. The transaction will be repaid in two equal installments at the end of the fifth and sixth year with bear semi-annual interest. The final issuance price was set on September 25, 2014 through a book building procedure with remuneration set at 100% of the accumulated fluctuation of average daily DI rates increased on a compounded basis by a spread or surcharge of 0.87% p.a. The total estimated debentures transaction cost was R$ 2,055. The net proceeds obtained by the Company with the Issuance will be fully used to (i) perform the early redemption of the total simple, non-convertible, unsecured, single-series debentures of the Company's second issuance; And (ii) the remaining balance to defray general expenses and settle short- and long-term debts and/or reinforce the working capital of the Company and/or its subsidiaries. The financial covenants of these debentures was: (i) net debt/ EBITDA less than or equal to 4.0; (ii) EBITDA/ net interest expense greater than or equal to 2.

As of December 31, 2014, the Company presents the financial ratios within the limits pre-established in the indenture.

Ebtida used to calculate financial covenants follow the definition set forth in the loan agreements.

Any change or renegotiation of terms or conditions in the aforementioned Indenture should be approved by debenture holders, subject to the rules and quorum set forth therein.

16 Liabilities for acquisition of assets

	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
Current				
Land São Caetano (a)	15,198	15,198	23,953	23,953
Land São Caetano – Quadra H (b)	-	11,227	-	10,725
Land Canoas (c)	-	5,684	-	-
Others	269	269	269	269
	15,467	32,378	24,222	34,947
Non-current				
Land São Caetano (a)	-	-	14,447	14,447
Land São Caetano – Quadra H (b)	-	10,425	-	20,683
Land Canoas (c)	-	7,104	-	-
	-	17,529	14,447	35,130
Total	15,467	49,907	38,699	70,077

(a) Through a purchase and sale agreement dated July 9, 2008, the Company acquired a plot of land in the city of São Caetano do Sul. The acquisition price was R$81,000, of which R$10,000 was paid when the contract was signed. On September 8, 2009, through a partial renegotiation purchase and sale private instrument and other covenants, the parties recognized the outstanding balance of R$71,495, partially adjustable, to be settled as follows: (i) R$4,000 on September 11, 2009; (ii) R$4,000 on December 10, 2009; (iii) R$247 on October 10, 2012 adjusted based on the IGP-M fluctuation plus interest of 3% per year as from the instrument signature date; (iv) R$31,748 in 64 monthly installments, adjusted in accordance based on the IGP-M fluctuation plus interest of 3%, in the amount of R$540, the first installment maturing on January 10, 2010; and (v) R$31,500, subject to adjustment (if the amount is paid in cash), to be settled according to the Company's choice, through transferring of the built area (6,600 m²) or in 36 monthly end successive installments monetarily restated by the IGP-M plus 3% interest per year being the first installment due on October 9, 2012, as set forth in the instrument.

On May 22, 2012, the Company opted to pay the amount relating to item (v) above in cash.

(b) Through a purchase and sale agreement dated June 7, 2013, the Company acquired, by means of its subsidiary Morumbi Business Center Ltda, a plot next to ParkShopping São Caetano, located in the city of São Caetano do Sul. The acquisition price was R$46,913, of which R$11,728 was paid on the signature date. The remaining balance of R$35,185 will be settled as follow: (i) 48 monthly installments of R$367, the first maturing on July 7, 2013 and (ii) 36 monthly installments of R$489, the first maturing on July 7, 2013. Payments are monetarily restated by IGP-M fluctuation plus interest of 2% p.a.

(c) By means of the Private Instrument for Purchase and Sale dated August 15, 2013, the Company, by means of its subsidiary, Multiplan Greenfield VII Empreendimento Imobiliário Ltda. Promised to acquire, from Unipark Empreendimentos e Participações Ltda., 84.5% of a piece of land measuring 93,603.611 m², located in the municipality of Canoas, state of Rio Grande do Sul, for R$ 51,000. That amount will be settled as follows: (i) R$ 33,000 by assuming the obligation to build a shopping mall in that location (which will include the 15.5% fraction retained by the land seller) and (ii) R$ 18,000 in cash. The cash portion, in turn, will be settled as follows: (i) R$ 2,000 as a down payment, which was paid upon the promising agreement, and; (ii) R$ 16,000 in 36 successive monthly installments, the first of which in the amount of R$ 446 and the others in the amount of R$ 444.4, the first maturing 30 days after the approval of the shopping center architectural design and subsequent obtaining of the construction permit, and the other installments on the same day in subsequent months. This condition was fulfilled on March 27, 2014, in a manner that the payment of this portion started on April 27, 2014. Those amounts will be corrected in accordance with the positive variation of the General Market Price Index of the Getulio Vargas Foundation (IGP-M/FGV), by adopting as base date the date when the Instrument was signed. The instrument is subordinated to suspensive conditions.

The non-current portion for liabilities for acquisition of assets matures as follow:

	December 31, 2014	December 31, 2013	
	Consolidated	Parent company	Consolidated
2015	-	14,447	25,171
2016	14,104	-	8,043
2017	3,425	-	1,916
	17,529	14,447	35,130

17 Taxes and contributions payable

	December 31, 2014		December 31, 2013	
	Parent company	Consolidated	Parent company	Consolidated
INSS payable	139	451	453	770
PIS and COFINS payable	11,761	13,806	11,251	12,465
Service tax payable	127	1,895	149	1,711
Income and social contribution taxes payable	4,393	6,585	1,176	5,030
IRRF payable	11,938	11,938		
Others	535	10,501	1,783	6,231
	28,893	45,176	14,812	26,207

18 Provision for risks and judicial deposits

18.1 Provision for risks

	Parent company			
Provision for risks	December 31, 2013	Additions	Write-offs	December 31, 2014
Taxes on income (PIS and COFINS) (a)	12,199	-	(10,955)	1,244
Civil lawsuits (b)	8,589	906	(104)	9,391
Labor proceedings (c)	2,208	1,812	(157)	3,863
Tax	5	-	-	5
	23,001	2,718	(11,216)	14,503

	Individual			
Provision for risks	**December 31, 2012**	**Additions**	**Disposals**	**December 31, 2013**
Taxes on revenues (PIS and COFINS) (a)	12,199	-	-	12,199
Civil (c)	8,955	1,139	(1,505)	8,589
Labor (d)	2,069	789	(650)	2,208
Provision for PIS and Cofins (b)	1,064	-	(1,064)	-
Tax	90	5	(90)	5
	24,377	1,933	(3,309)	23,001

	Consolidated			
Provision for risks	**December 31, 2013**	**Additions**	**Write-offs**	**December 31, 2014**
Taxes on income (PIS and COFINS) (a)	12,199	-	(10,955)	1,244
Civil lawsuits (b)	8,844	1,240	(105)	9,979
Labor proceedings (c)	2,595	1,992	(555)	4,032
Tax	67	-	-	67
	23,705	3,232	(11,615)	15,322

	Consolidated			
Provision for risks	**December 31, 2012 (Restated)**	**Additions**	**Disposals**	**December 31, 2013**
Taxes on revenues (PIS and COFINS) (a)	12,199	-	-	12,199
Civil (c)	31	365	(396)	-
Labor (d)	9,157	1,204	(1,517)	8,844
Provision for PIS and Cofins (b)	2,099	1,147	(651)	2,595
Tax	1,064	-	(1,064)	-
Tax contingencies	96	68	(97)	67
	24,646	2,784	(3,725)	23,705

Provisions for administrative proceedings and lawsuits processes were recognized to cover probable losses on administrative proceedings and lawsuits related to civil, tax and labor issues, in an amount considered sufficient by Management, based on the opinion of its legal counsel, as follows:

(a) The Company was a party to lawsuits involving the collection of PIS (Social Integration Program contribution) and COFINS (Social Contribution on Income) on lease income and other income that does not meet the definition of gross income, pursuant to Law No. 9,718/98, referring to the period from 1999 to 2004. These taxes were calculated in accordance with prevailing tax laws and deposited with the courts.

During 2014, the lawsuit challenging the COFINS was concluded, with the conversion into income of the amounts referring to the levy of COFINS on leases, and the court's decision to release the deposit for the COFINS levied on other income. As a result, the Company fully derecognized the provision relating to the COFINS dispute.

Currently, the provision comprises only the PIS amounts levied on lease income, considering final favorable court decisions obtained in these lawsuits disputing the levy of these contributions on other income. The Company requested in court the conversion into income of the deposits referring to the accrued portion and the release of the other amounts. Up to now, the Company is awaiting the total fulfillment of its request.

(b) The Company's subsidiary Renasce is a defendant in a claim filed by the Electoral Court in connection with donations made in 2006 in excess of the limit allowed by the Electoral Law. An appeal was filed claiming the existence of amount in duplicate in TRE court records, besides the fact that the overall group revenue should be considered and not only that of Renasce to determine the limit provided for in the electoral laws. This appeal was considered groundless by the majority. A new appeal was filed at the Supreme Electoral Court, which was dismissed as groundless. Renasce filed requests for clarification of court decision, which were dismissed by unanimous decision. An appeal was filed at the Federal Supreme Court against the decision which dismissed an extraordinary appeal against the decision issued by the Supreme Electoral Court, which was deemed groundless. Renasce filed a special appeal according to specific court regulations, which was dismissed as groundless. In December 2014, the decision issued by the Supreme Electoral Court was made final and unappealable in the records of the Special Electoral Appeal.

In March 2008, based on the opinion of its legal counselors, the Company recognized provision for contingencies and a correspondent escrow deposit in amount of R$3,228 relating to two indemnity claims filed by the relatives of victims in a homicide which occurred in the Cinema V of Morumbi Shopping on November 3, 1999, requiring the payment of indemnity for material damage (pension payment) and pain and suffering. Currently, six lawsuits relating to the incident at the MBS cine are in the Superior Court and two have already been judged.

Given to the precedent originated by the Superior Court decision in the trial mentioned above and due to the fact, the Company's legal counselors reassessed their prognostic in these case and classified as possible and the provision previously formed, reversed in the quarter ended September 30, 2012.

The remaining balance of the provisions for civil contingencies consists of various claims in insignificant amount filed against the shopping centers in which the Company holds equity interest.

(c) The Company is also a party to a civil class action brought by the Public Prosecution Office of Labor before the Regional Court of the State of Rio Grande do Sul, where matters related to the compliance with occupational safety and health laws at the construction site of BarraShoppingSul are discussed. In this action, the Public Prosecution Office of Labor requested that the Company be sentenced to pay indemnity for collective pain and suffering in the amount of R$6,000 and daily fine by breach in the amount of R$5, by employee, and also, its joint liability for the performance of all labor obligations of the companies engaged to carry out the construction work. The action was assigned to the 28th Labor Court of Porto Alegre. The Company was sentenced by the lower court to pay indemnity as collective pain and suffering of R$300 and daily fine for breach of occupational safety and health laws in connection with the employees of companies engaged to carry out the construction work.

Additionally, the Labor Court acknowledged the Company's joint liability together with the companies engaged to carry out the construction work. Recently, this lawsuit received a final decision, which condemned Multiplan to pay indemnity for collective damages in the amount of R$ 200 and indemnity for property damages in the amount of R$ 150. As a result of said sentencing, on July 29, 2013 we made a judicial deposit in the amount of R$ 393, and now we are questioning by means of a motion for clarification a difference of 10% of that amount.

On the other hand, since the Public Civil Action was caused by a breach of safety and occupational medicine rules in the performance of works of BarraShoppingsul project, and Racional Engenharia is the company responsible for the construction, we made an agreement with Racional so that it will repay the amount of R$ 393.

Contingencies with possible likelihood of loss

The Company is a defendant in several other tax, labor and civil lawsuits and administrative proceedings, whose likelihood of loss is assessed by its legal counsel as possible and estimated amount is R$ 59,385 as at December 31, 2014 (R$35,550 as at December 31, 2013), as shown below:

	Consolidated	
	December 31, 2014	**December 31, 2013**
Tax	26,425	12,047
Civil and administrative	14,267	8,130
Labor	18,873	15,373
Total	59,385	35,550

In December 2011, the Company was notified by the Brazilian Federal Revenue Service, which notification gave rise to two administrative proceedings:

Tax

a. Collection of Corporate Income Tax (IRPJ) and Social Contribution on Net Income (CSLL) arising from the alleged improper deduction of goodwill amortization expenses from 2007 to 2010, as well as the disallowance of tax loss carry forward compensation from 2009 and 2010. On November 25, 2013, a final and unappealable decision was enacted regarding the Tax Appeal Administrative Council's determination to cancel the tax assessment in the historical amount of R$ 319,512.

On December 10, 2013, the Company adhered to the REFIS Tax Debt Recovery Program, in accordance with Provisional Measure No. 627 of November 11, 2013, for the purpose of settling the tax assessment in the restated amount of R$ 54,970.

That collection referred to the withholding income tax arising from the Company's acquisition, in 2007, of ownership interest, on which the Federal Revenue Service had issued a tax assessment in December 2011. On the date of that adhesion, the administrative lawsuit was being heard before the Tax Appeal Administrative Council.

In order to implement said adhesion and settle the tax assessment, the Company paid R$ 24,098, benefiting from the reduction of R$ 30,871, equivalent to 100% of the government-imposed fine and 45% of the interest rate amount.

b. ITBI (Property Transfer Tax) collection arising from full merges of companies which owned properties. The disputes regarding the levy of this tax are concentrated in the cities of São Paulo (R$ 6,249), Curitiba (R$ 6,341), Brasília (R$ 1,708) and Belo Horizonte (R$ 5,494). In all cases, the Company requests the acknowledgment of the non-applicability of ITBI (Property Transfer Tax) based on the provisions of Article 37, paragraph 4, of the Brazilian Tax Code.

The Company filed a Writ of Mandamus to stay the collections in Curitiba and Brasília. The lawsuit referring to the city of Curitiba obtained a favorable decision in the first instance and is awaiting judgment of the appeal filed by the National Treasury at the Supreme Federal Court. The disputes in Brasília obtained unfavorable decisions in the first and second instances and are awaiting judgment by the superior courts (Superior Court of Justice and Supreme Federal Court). In São Paulo, four tax collection proceedings have been filed and are still pending judgment.

In Belo Horizonte, the disputes continue at the administrative level. The Company obtained a favorable decision in the first instance in one of the lawsuits and is awaiting judgment of the appeal.

Labor

The Company is a defendant in 238 labor claims filed against the Shopping Centers where it holds equity interest, in a total estimated amount of R$18,873; no labor claim was considered as individually significant.

Additionally, the Company was a party to a civil class action brought by the Public Prosecution Office of Labor before the Regional Labor Court of the State of Paraná and to a series of administrative proceedings before the Public Prosecution Office of the State of Paraná and Minas Gerais which challenge the legality of the work in shopping centers on Sundays and holidays.

As of December 31, 2014, the Company did not recognize any amount with respect to said civil class action since its legal counsel assess the likelihood of loss as possible. As at December 31, 2014, with respect to administrative proceedings, the Company did not recognize any amount since, despite the fine be estimated as probable, a potential penalty imposed at the administrative level may be challenged at court. The Company believes that the likelihood of loss of this action is possible.

Civil and administrative

Is pending before the Administrative Council for Economic Defense (Conselho Administrativo de Defesa Econômica - "CADE") Administrative procedure which is set to investigate the use of radius clauses for certain shopping centers in Sao Paulo, including MorumbiShopping, object Case No. 08012.012081/2007-48.Upon the end of the evidentiary phase vis-à-vis CADE's General Superintendency, the proceeding was remitted to CADE'S Court and distributed, and is currently under analysis by CADE's Attorney General's Office, which will issue an opinion on it. Should a fine be imposed for violation of the economic order, this can range from 0.1% (one tenth percent) to 20% (twenty percent) of the gross sales of the company, group or conglomerate obtained at the last year preceding the initiation of administrative proceedings, the business activity in which the offense occurred, which shall not be less than the advantage obtained, when this number can be estimated. The lawyers of the Company evaluate this procedure as a possible loss.

Contingent assets

c. On June 26, 1995, the consortium comprising the Company (successor of Multishopping Empreendimentos Imobiliários S.A.) and Bozano, Simonsen Centros Comerciais S.A., Pinto de Almeida Engenharia S.A., and In Mont Planejamento Imobiliário e Participações Ltda. advanced the amount of R$6,000 to the Clube de Regatas do Flamengo to be deducted from the income earned by the Club after the opening of the shopping center located in Gávea, which was the object of the consortium. However, the project was cancelled, and Clube de Regatas do Flamengo did not return the amount advanced. The consortium members decided to file a lawsuit claiming the reimbursement of the amount advanced. The Club filed motions for stays of execution, but they were ruled as groundless by a decision of the Court of Justice of the State of Rio de Janeiro. Currently, those stays of execution are the object of a special appeal filed by the Club, and pending a decision. The lawyers in charge of defending the Company's interest consider that the likelihood of a favorable outcome in that appeal is improbable, and for this

reason they expect that the decision on the groundlessness of the status of execution will be upheld. Accordingly, they consider as probable the likelihood of a favorable outcome in the out-of-court execution of the security.

Although the restated amount of the debt can be calculated, it is not feasible to determine when it will be received, and, for this reason, the Company did not record the total amount of the debt in its books, but only the amounts that are being received by means of constrictive acts of the mentioned execution.

Regarding the amounts received, the Company recognized as income the amount of R$1,911 in 2012, and R$872 in 2013. No receipts during the year ended December 31, 2014.

18.2 Judicial deposits

	Parent company				
Judicial deposits	**December 31, 2013**	**Additions**	**Write-offs**	**Transfers**	**December 31, 2014**
PIS and COFINS	12,199	16	(11,480) (a)	4,292	5,027
Civil deposits	7,762	323	(140)	(2,865) (b)	5,080
Labor deposits	104	79	-	459	642
Others	5,014	630	(3,231) (c)	(1,886) (b)	527
	25,079	1,048	(14,851)	-	11,276

	Individual			
Escrow deposits	**December 31, 2012**	**Additions**	**Disposals**	**December 31, 2013**
PIS and COFINS	12,199	-	-	12,199
Civil deposits	4,698	2,762	(1,419)	6,041
Labor deposits	55	442	(394)	103
Others	6,322	414	-	6,736
	23,274	3,618	(1,813)	25,079

	Consolidated				
Judicial deposits	**December 31, 2013**	**Additions**	**Write-offs**	**Transfers**	**December 31, 2014**
PIS and COFINS	12,920	16	(11,480) (a)	4,292	5,748
INSS	31	-	-	-	31
Civil deposits	8,465	547	(140)	(2,865) (b)	6,007
Labor deposits	106	98	-	459	663
Others	5,407	630	(3,231) (c)	(1,886) (b)	920
	26,929	1,291	(14,851)	-	13,369

Escrow deposits	As at December 31, 2012 (Restated)	Additions	Disposals	December 31, 2013
PIS and COFINS	12,920	-	-	12,920
INSS	31	-	-	31
Civil deposits	5,098	3,065	(1,419)	6,744
Labor deposits	55	444	(394)	105
Others	6,688	441	-	7,129
	24,792	3,950	(1,813)	26,929

(a) The balance of the PIS and COFINS deposits refers to the court disputes described in Note 18, item a.

(b) Of the write-offs made during the period, R$ 2,688 refers to a COFINS proceeding referring to the period from 1994 to 1998, and R$ 7,840 to another COFINS proceeding referring to the period from 1999 to 2004. In both cases, the Company obtained a final and unappealable unfavorable decision in relation to the dispute of the collection of this contribution on lease income, and the amounts deposited were fully converted into income for the Federal Government. Of the transfers made in the period, R$ 2,489 refers to IRPJ (Corporate Income Tax) and CSLL (Social Contribution on Net Income) deposits, and R$ 4,182 to PIS and COFINS deposits. These amounts were transferred to deposit accounts corresponding to the nature of these taxes.

(c) The Company obtained a final and unappealable favorable decision in the Writ of Mandamus filed to stay the collection of a late payment fine, through acknowledgment of the spontaneous disclosure, in relation to the IRPJ and CSLL payments in December 2010 and February 2011.

The deposits made in connection with this lawsuit were withdrawn by the Company in April this year, the total adjusted amount of which was R$ 3,231.

19 Deferred income and costs

	December 31, 2014		December 31, 2013	
	Parent company	Consolidated	Parent company	Consolidated
Income from the key money	100,771	144,879	116,891	169,345
Unallocated cost of sales (a)	(79,678)	(108,112)	(65,599)	(78,613)
Other income	1,429	1,429	1,481	1,483
	22,522	38,196	52,773	92,215
Current	24,394	33,541	23,502	53,465
Non-current	(1,872)	4,655	29,271	38,750

(a) Refers to cost related to brokerage of assignment of rights and key money. The key money is an incentive offered by the Company to a few storeowners for them to establish in a shopping center of Multiplan Group.

20 Shareholders' equity

a. Capital

As of December 31, 2014, the Company's capital is represented by 189,997,214 common and preferred shares (189,997,214 common and preferred shares as at December 31, 2013) registered and book-entry, with no par value, distributed as follows:

	Number of shares					
	December 31, 2014			December 31, 2013		
Shareholder	**Common**	**Preferred**	**Total**	**Common**	**Preferred**	**Total**
Multiplan Planejamento. BP Participações e Administração S.A.	42,123,783	-	42,123,783	42,123,783	-	42,123,783
1700480 Ontario Inc.	42,947,201	11,858,347	54,805,548	42,947,201	11,858,347	54,805,548
José Isaac Peres	10,145,691	-	10,145,691	11,668,891	-	11,668,891
FIM Multiplus Investimento no Exterior Credito Privado	1,082,068	-	1,082,068	882,068	-	882,068
Maria Helena Kaminitz Peres	2,459,756	-	2,459,756	2,459,756	-	2,459,756
Outstanding shares	77,570,053	-	77,570,053	75,570,916	-	75,570,916
Board of Directors and Executive Board	157	-	157	56,558	-	56,558
Total outstanding shares	176,328,709	11,858,347	188,187,056	175,709,173	11,858,347	187,567,520
Treasury shares	1,810,158	-	1,810,158	2,429,694	-	2,429,694
	178,138,867	11,858,347	189,997,214	178,138,867	11,858,347	189,997,214

On March 27, 2013, the Board of Directors approved a capital increase within the authorized limit, through the issuance of 10,800,000 new shares under the public offering mentioned in Note 1.2 - Initial Public Offering. The operation costs amounted to R$26,660 (R$17,612 net of taxes) recorded in Shareholders' Equity. On April 3, 2013, the funds from the public offering, considering a unit value per share of R$ 58.00, in amount of R$ 626,400 were received. There was no Greenshoe.

b. Legal reserve

The legal reserve is calculated based on 5% of net income as prescribed by the prevailing laws and the Company's bylaws, limited to 20% of capital.

c. Expansion reserve

As set forth in the Company's bylaws article 39, 100% of the remaining portion of the net income, after absorbing accumulated losses, to recognize the legal reserve and distribute dividends is allocated to the expansion reserve. Such reserve is intended to secure funds for new investments in capital expenditures, current capital, and expansion of social activities. If the balance of reserve exceeds the Capital, the General Meeting will decide on the application of the excess in increase of Capital or, even, in distribution of additional dividends to shareholders.

d. Special goodwill reserve - merger

As explained in Note 8, after the downstream merger of Bertolino into the Company, the goodwill recorded on Bertolino's balance sheet arising from the acquisition of interest in Multiplan, less the provision for maintenance of integrity of shareholders' equity, was recorded on the Company's books, after said merger, in a specific line item of deferred income tax and social contribution in assets, as a balancing item to a special goodwill reserve on merger, pursuant to article 6, paragraph 1 of CVM Instruction 319/99.

e. Effect on capital transactions

As mentioned in Note 9, on February 9, 2012, the subsidiary Morumbi Business Center Empreendimentos Imobiliários Ltda. acquired 77,470,449 quotas of MPH Empreendimento Imobiliário Ltda. representing 41,958% of total capital, for R$175,000 fully paid up front. Subsequently, a shareholder withdrew from the MPH Empreendimentos Imobiliários Ltda., thought a capital decrease equivalent to 16,084%, through cancellation of all quotas and return of the net assets resulting in a reduction of R$128,337 in non-controlling interest in the consolidated financial statements. Therefore, Morumbi Business Center Empreendimentos Imobiliarios Ltda. and Multiplan Empreendimentos Imobiliários S.A now own, each, 50% of total equity of MPH Empreendimentos Imobiliários Ltda. The result of the effects of the acquisition made by Morumbi Business Center Empreendimento Imobiliário Ltda. and the reduction of capital of MPH Empreendimentos Imobiliários S.A., in the amount of R$89,996 was accounted for in the Company's shareholders' equity.

f. Treasury shares

On May 28, 2014, the Company's Board of Directors approved a share repurchase program for the shares issued by the Company, effective for up to 365 days, beginning on May 29, 2014 - ending on May 28, 2015, and limited to 3,600,000 registered common shares with no par value, without capital decrease.

All share repurchase programs were intended to invest the Company's available funds in order to maximize the generation of value to shareholders. The acquired shares are mainly used to meet the possible exercise of options under the stock option programs for the Company's shares, and may also be used to be held in treasury, cancellation and/or subsequently disposal.

The Company acquired 5,596,100 common shares up to December 31, 2014 (5,206,100 up to December 31, 2013). Through December 31, 2014, 3,785,942 shares were used to settle the exercise of stock options. As at December 31, 2014, treasury shares totaled 1,810,158 shares (2,429,694 shares as at December 31, 2013). For further information, see Note 20(h).

As of December 31, 2014, the percentage of outstanding shares (outstanding and Board of Directors and Executive Board shares) is 40.83% (39.77% as at December 31, 2013). The treasury shares were acquired at a weighted average cost of R$ 50.11 (value in reais), a minimum cost of R$ 9.80 (value in reais) and a maximum cost of R$59.94 (value in reais). The share trading price calculated based on the last price quotation before period end was R$ 47.44 (value in reais).

g. Dividends and interest on own capital

Under the article 39, item (c) of the Company's bylaws, the minimum compulsory dividend corresponds to 25% of net income, as adjusted pursuant to the Brazilian Corporate Law. Distribution of dividends or interest on own capital is specifically approved by the Company's Board of Directors, as set forth in the laws and article 22 item (g) of the Company's Bylaws.

Under article 39, §3 of the Company's Bylaws, the minimum compulsory dividend will not be paid in the year in which the Company's bodies inform to the Annual General Meeting that such payment is incompatible with the Company's financial condition, it being understood that the Supervisory Board, if any, will issue an opinion thereon. Dividends so retained will be paid when the financial condition permits.

Interest on own capital approved in 2014

In 2014, the Company's Board of Directors approved the payment of interest on own capital to the shareholders of the Company, as described below:

(i) On June 30, 2014, the Board of Director approved the payment of interest on own capital on the gross amount of R$ 70,000 assigned to the Company's shareholders registered as such on the said date, corresponding to R$ 0.37265147 per share, before the withholding of 15% of income tax, except for those shareholders who are tax-exempt or tax-immune as set forth in the applicable laws. This amount was paid to the shareholders on November 18, 2014 and was attributed to the minimum compulsory dividend for the year ended December 31, 2014, at net value.

(ii) On December 22, 2014, the Board of Director approved the payment of interest on own capital on the gross amount of R$ 85,000 assigned to the Company's shareholders registered as such on the said date, corresponding to R$0.45153429 per share, before the withholding of 15% of income tax, except for those shareholders who are tax-exempt or tax-immune as set forth in the applicable laws. This amount will be paid to the shareholders by May 31, 2015 and will be attributed to the minimum compulsory dividend for the year ended December 31, 2014, at net value.

	2014
Net income for the year	368,201
Allocation to legal reserve	(18,410)
Net income after deduction of the legal reserve	349,791
Minimum compulsory dividends	87,448
Interest on own capital approved, net of taxes	133,033

Interest on own capital approved in 2013

In 2013, the Company's Board of Directors approved the payment of interest on own capital to the shareholders of the Company, as described below:

(ii) The gross amount of R$ 45,000 on June 27, 2013 to the Company's shareholders registered as such on the said date, determining the amount of R$0.23826806 per share, before the withholding of 15% of income tax, except for those shareholders who are tax-exempt or tax-immune as set forth in the applicable laws. This amount was paid to the Company's shareholders on August 22, 2013 and was attributed to the minimum compulsory dividend for the year ended December 31, 2013, at net value;

(iii) The gross amount of R$ 45,000 on September 26, 2013 to the Company's shareholders registered as such on the said date, determining the amount of R$0.23940828 per share, before the withholding of 15% of income tax, except for those shareholders who are tax-exempt or tax-immune as set forth in the applicable laws. This amount was paid to the shareholders on November 19, 2013 and was attributed to the minimum compulsory dividend for the year ended December 31, 2013, at net value.

The gross amount of R$ 45,000 on December 17, 2013 to the Company's shareholders registered as such on the said date, determining the amount of R$0.23960319 per share, before the withholding of 15% of income tax, except for those shareholders who are tax-exempt or tax-immune as set forth in the applicable laws. This amount was paid to the Company's shareholders on February 12, 2014 and was attributed to the minimum compulsory dividend for the year ended December 31, 2013, at net value.

	2013
Net income for the year	283,942
Allocation to legal reserve	(14,197)
Net income after deduction of the legal reserve	269,745
Minimum compulsory dividends	67,436
Interest on own capital approved, net of taxes	115,195

The total amount of interest on own capital is within the limits set forth in Paragraph 1, Article 9 of Law 9.249/95.

h. Stock option plan

The Extraordinary General Meeting held on July 6, 2007 approved a Stock Option Plan to its management, employees and service providers or those of other entities under the Company's control.

Such plan is managed by the Board of Directors, and the Chief Executive Officer is responsible for determining the holders of the stock options.

Options granted, under the Stock Option Plan approved in 2007, do not confer on their holders the right to buy shares based on a number of shares exceeding 7% of the Company's capital at any time. The dilution corresponds to the percentage represented by the number of stock options divided by the total number of shares issued by the Company.

The issuance of our shares through the exercise of stock options under the Stock Option Plan would result in a dilution for our shareholders since the stock options to be granted under the Stock Option Plan can confer acquisition rights on a volume of shares of up to 5% of our capital, not considering the options of the CEO or 7% considering it. As of December 31, 2014, the percentage of stock options granted is 4.8084% of capital, without considering the CEO's options, and 5.8598% when the CEO's options are considered.

The beneficiaries eligible to the Stock Option Plan can exercise their options within up to four years as from the grant date. Each stock option granted can be converted into a Company common share at the time of exercise of the option or settled in cash. The vesting period will be of up to two years, with redemption of 33.4% after the second anniversary, 33.3% after the third anniversary, and 33.3% after the fourth anniversary.

The option price shall be based on the average price of the Company's shares of the same class and type over the last 20 (twenty) trading sessions on the São Paulo Stock Exchange (Bovespa) immediately prior to the option grant date, weighted by the trading volume, adjusted for inflation based on the IPCA, or based on any other index determined by the Board of Directors, through the option exercise date.

The Company offered nine stock option plans from 2007 to September 2014, which satisfy the maximum limit of 7% provided for in the plan, as summarized below:

(v) Plan 1 - On July 6, 2007, the Company's Board of Directors approved the 1st Stock Option Plan and the grant of options for 1,497,773 shares, exercisable after 180 days as from the first public offering of shares by the Company. Regardless of the Plan's general provisions, as described above, the option exercise price is R$9.80, adjusted for inflation based on the IPCA, or any other index set by the Board of Directors.

(vi) Plan 2 - On November 21, 2007, the Company's Board of Directors approved the 2nd Stock Option Plan and the grant of options for 114,000 shares. Of this total, 16,000 shares were granted to an employee who left the Company before the minimum term necessary to exercise the option. The option exercise price is R$22.84, adjusted for inflation based on the IPCA, as from the grant date through option exercise date.

(vii) Plan 3 - On June 4, 2008, the Company's Board of Directors approved and ratified on August 12, 2008 the 3rd Stock Option Plan and the grant of options for 1,003,400 shares. Of this total, 68,600 shares were granted to employees who left the Company before the minimum term necessary to exercise the option. The option exercise price is R$20.25, adjusted for inflation based on the IPCA, as from the grant date through the option exercise date.

(viii) Plan 4 - On April 13, 2009, the Company's Board of Directors approved the 4th Stock Option Plan and the grant of options for 1,300,100 such shares. Of this total, 44,100 shares were granted to employees who left the Company before the minimum term necessary to exercise the option. The option exercise price is R$15.13, adjusted for inflation based on the IPCA, as from the grant date through the option exercise date.

(ix) Plan 5 - On March 4, 2010, the Company's Board of Directors approved the 5th Stock Option Plan and the grant of options for 966,752 shares. Of this total, 5,655 shares were granted to employees who left the Company before the minimum term necessary to exercise the option. The option exercise price is R$30.27, adjusted for inflation based on the IPCA, as from the grant date up through the option exercise date.

(x) Plan 6 - On March 23, 2011, the Company's Executive Board approved the 6th Stock Option Plan and the grant of options for 1,297,110 shares. Of this total, 23,310 shares were granted to employees who left the Company before the minimum term necessary to exercise the option. The option exercise price is R$33.13, adjusted for inflation based on the IPCA, as from the grant date up through the option exercise date.

(xi) Plan 7 - On March 7, 2012, the Company's Executive Board approved the 7th Stock Option Plan and the grant of options for 1,347,960 shares. Of this total, 39,980 shares were granted to employees who left the Company before the minimum term necessary to exercise the option. The option exercise price is R$39.60, adjusted for inflation based on the IPCA, as from the grant date up through the option exercise date.

(xii) Plan 8 - On May 14, 2013, the Company's Executive Board approved the 8th Stock Option Plan and the grant of options for 1,689,550 shares. Of this total, 60,000 shares were granted to employees who left the Company before the minimum term necessary to exercise the option. The option exercise price is R$56.24, adjusted for inflation based on the IPCA, as from the grant date up through the option exercise date.

(xiii) Plan 9 - On April 15, 2014, the Company's Board of Directors approved the 9th Stock Option Plan and the grant of options for 2,214,550 such shares. Of this total, 40,000 shares were granted to employees who left the Company before the minimum term necessary to exercise the option. The option exercise price is R$48.03, adjusted for inflation based on the IPCA, as from the grant date up through the option exercise date.

The grants described in items (ii), (iii), (iv), (v), (vi), (vii), (viii) and (ix) follow the criteria set in the Stock Option Plan described above. Plan 1 follows the parameters described in item (i).

On January 7, 2010, the Chief Executive Officer Mr. José Isaac Peres exercised 1,497,773 call options. Additionally, in 2010, 2011, 2012, 2013 and 2014, certain holders exercised 3,785,942 stock options related to plans 2, 3, 4, 5, 6 and 7. All options were settled through delivery of the Company's common shares. The settlement of all options were exercised by means of delivery of common shares of the company. Accordingly, as at December 31, 2014, the shares comprising the balance of the stock options granted by the Company totaled 5,849,835 shares, which correspond to 3.08% of total shares.

The vesting periods to exercise the options are as follows:

Vesting period as from the grant date	**% of options released to be exercised**	**Maximum number of shares (*)**	**Quantity of options exercised up to December 31, 2014**
Plan 1			
180 days after the Initial Public Offering - 01/26/2008	100%	1,497,773	1,497,773
Plan 2			
As from the second anniversary - 12/20/2009	33.4%	32,732	32,732
As from the third anniversary - 12/20/2010	33.3%	32,634	32,634
As from the fourth anniversary - 12/20/2011	33.3%	32,634	32,634
Plan 3			
As from the second anniversary - 06/04/2010	33.4%	312,217	312,223
As from the third anniversary - 06/04/2011	33.3%	311,288	311,288
As from the fourth anniversary - 06/04/2012	33.3%	311,295	311,288
Plan 4			
As from the second anniversary - 04/13/2011	33.4%	419,494	415,997
As from the third anniversary - 04/13/2012	33.3%	418,246	402,677
As from the fourth anniversary - 04/13/2013	33.3%	418,260	375,520
Plan 5			
As from the second anniversary - 03/04/2012	33.4%	322,880	293,086
As from the third anniversary - 03/04/2013	33.3%	321,927	288,986
As from the fourth anniversary - 03/04/2014	33.3%	316,290	228,205
Plan 6			
As from the second anniversary - 03/23/2013	33.4%	433,228	326,193
As from the third anniversary - 03/23/2014	33.3%	425,277	255,433
As from the fourth anniversary - 03/23/2015	33.3%	425,285	-
Plan 7			
As from the second anniversary - 03/07/2014	33.4%	443,532	167,045
As from the third anniversary - 03/07/2015	33.3%	432,210	-
As from the fourth anniversary - 03/07/2016	33.3%	432,210	-
Plan 8			
As from the second anniversary - 05/14/2015	33.4%	557,629	-
As from the third anniversary - 05/14/2016	33.3%	555,960	-
As from the fourth anniversary - 05/14/2017	33.3%	555,961	-

Vesting period as from the grant date	% of options released to be exercised	Maximum number of shares (*)	Quantity of options exercised up to December 31, 2014
Plan 9			
As from the second anniversary - 04/15/2016	33.4%	726,299	-
As from the third anniversary - 04/15/2017	33.3%	724,125	-
As from the fourth anniversary - 04/15/2018	33.3%	724,126	-

(*) Number of shares cancelled due to the termination of the Company's employees before the minimum option exercise term.

The average weighted fair value of call options on grant dates, as described below, was estimated using the Black-Scholes option pricing model, based on the assumptions listed below:

	Strike price (R$)	Price on the grant date (1)	Index of adjustment	Amount
Plan 1	9.80	R$25,00 (2)	IPCA	1,497,773
Plan 2	22.84	R$20.00	IPCA	114,000
Plan 3	20.25	R$18.50	IPCA	1,003,400
Plan 4	15.13	R$15.30	IPCA	1,300,100
Plan 5	30.27	R$29.65	IPCA	966,752
Plan 6	33.13	R$33.85	IPCA	1,297,110
Plan 7	39.60	R$39.44	IPCA	1,347,960
Plan 8	56.24	R$58.80	IPCA	1,689,550
Plan 9	48.03	R$48.90	IPCA	2,214,550

(1) Closing price on the last day used in the pricing of the stock option plan

(2) Issue price upon the Company's going public on June 27, 2007

	Volatility	Risk-free rate	Maturity average	Fair value
Plan 1	48.88%	12.10%	3.25 years	R$16.40
Plan 2	48.88%	12.50%	4.50 years	R$7.95
Plan 3	48.88%	12.50%	4.50 years	R$7.57
Plan 4	48.79%	11.71%	4.50 years	R$7.15
Plan 5	30.90%	6.60%	3.00 years	R$7.28
Plan 6	24.30%	6.30%	3.00 years	R$7.03
Plan 7	23.84%	From 3.69 to 4.40%	3.00 years	R$6.42
Plan 8	20.58%	From 2.90 to 3.39%	3.00 years	R$9.95
Plan 9	18.15%	From 5.22 to 6.09%	3.00 years	R$8.55

The volatility used in the model was based on the standard deviation of historical MULT3, or in a panel of companies of the sector, in accordance with the stock fluctuation availability and consistency presented in the market and in the appropriate period. The dividend yield was based on Company's internal models considering the maturity of each option. The company did not consider the option's anticipated exercise and any market condition other than the assumptions above.

Addition information on the stock option plan:

	Amount*	Price** (R$)
Total options granted		
December 31, 2012	7,398,395	23.76
December 31, 2013	9,028,970	34.66
December 31, 2014	11,133,550	39.45
Options granted in the year - 2012	1,347,960	41.34
Options granted in 2013	1,669,550	57.76
Options granted in 2014	2,174,550	49.73
Total stock options exercised		
December 31, 2012	3,514,828	18.01
December 31, 2013	4,274,179	20.00
December 31, 2014	5,283,715	23.42
Options exercised in the year - 2012	1,083,556	24.80
Stock options exercised in 2013	759,351	29.23
Stock options exercised in 2014	1,009,536	37.89
Total expired stock options		
December 31, 2012	3,704,313	18.36
December 31, 2013	4,868,254	21.45
December 31, 2014	6,049,707	25.68
Options expired stock options in the year - 2012	1,039,140	25.89
Options expired stock options in the year - 2013	1,163,941	31.53
Options expired stock options in the year - 2014	1,181,453	42.87
Share options not exercised		
December 31, 2012	3,883,567	35.50
December 31, 2013	4,754,791	45.83
December 31, 2014	5,849,835	50.85

(*) Net amount of shares canceled due to the termination of the Company's employees before the minimum option exercise term.

(**) Price set by the end of the period or the date of exercise.

For share options exercised during 2013, the weighted average market price of shares was R$ 58.21. In 2014, the weighted average market price of the shares was R$ 53.21.

The effect of the recognition of the payment based on shares in the Shareholders' equity and in Income, in the year ended December 31, 2014, was R$14,676 (R$11,036 as of December 31, 2013) of which R$6,226 (R$4,598 in 2013) refers to the management's portion.

21 Net operating income

	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
Gross operating income from sales and services:				
Stores leased	665,095	795,779	593,758	679,444
Parking	73,250	155,875	56,236	130,877
Services	121,760	119,266	107,816	105,449
Key money	19,043	35,252	31,649	52,382
Sale of properties	2,484	117,318	4,664	97,130
Others	2,777	3,538	2,914	3,585
	884,409	1,227,028	797,037	1,068,867
Taxes and Contributions on sales and services	(80,173)	(113,574)	(72,687)	(95,813)
Net operating income	804,236	1,113,454	724,350	973,054

22 Breakdown of costs and expenses by nature

During the years ended December 31, 2014 and 2013, the Company incurred in the following costs and expenses:

Costs: arising from the interest in the civil condominiums of shopping malls in operation, costs on depreciation of investment properties and cost of properties sold.

	Cost of services rendered and properties sold			
	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
Services	(5,303)	(5,490)	(6,710)	(7,316)
Parking	-	(22,680)	(1,194)	(31,248)
Leases (1)	(7,043)	(7,079)	(6,514)	(6,546)
Properties (charges, IPTU, rental, common area maintenance)	(19,336)	(26,204)	(22,031)	(28,159)
Occupancy cost	(15)	(46)	(28)	(76)
Other costs	(5,237)	(18,338)	(3,936)	(15,717)
Cost of properties sold	(2,269)	(71,363)	(4,884)	(64,912)
Depreciation and amortization	(104,312)	(146,078)	(82,271)	(114,839)
Total	(143,515)	(297,278)	(127,568)	(268,813)
Costs on:				
Services	(141,246)	(225,915)	(122,684)	(203,901)
Properties sold	(2,269)	(71,363)	(4,884)	(64,912)
Total	(143,515)	(297,278)	(127,568)	(268,813)

(1) On July 28, 1992, the consortium between the Company and IBR Administração e Participação e Comércio S,A, entered into with Clube Atlético Mineiro the lease agreement relating to one property with approximately 13,800m2 in Belo Horizonte, where the DiamondMall was built. The lease agreement is effective for 30 years counted from the inauguration of DiamondMall, on November 7, 1996. Under the agreement, Clube Atlético Mineiro holds 15% on all lease payments received from the lease of stores, stands or areas in DiamondMall. Therefore, a minimum lease amount of R$181 per month is guaranteed twice every December. As of December 31, 2014, the parties were compliant with all obligations under such agreement.

The breakdown of these expenses in their main categories is as follows:

Head office: Expenses on personnel (administrative, operational and development) of the Multiplan group's head office and branches, in addition to expenditures on corporate marketing, outsourcing and travel.

Shopping: expenses on civil condominium of shopping malls in operation.

Lease projects: Pre-operating expenses linked to real estate projects and shopping center expansion.

Projects for sale: Pre-operating expenses arising from real estate projects for sale.

	Administrative and project expenses			
	December 31, 2014		**December 31, 2013**	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
Personnel	(54,704)	(58,691)	(45,783)	(46,847)
Services	(30,938)	(36,901)	(33,159)	(38,210)
Parking	-	(182)	(1)	(13)
Leases	-	-	(2,327)	(2,327)
Marketing	(14,851)	(17,967)	(27,322)	(39,492)
Travels	(5,784)	(6,483)	(5,844)	(6,741)
Properties (charges, IPTU, rental, common area maintenance	(1,984)	(21,891)	(4,234)	(14,750)
Occupancy cost	(8,406)	(10,481)	(6,479)	(8,474)
Others	(19,692)	(23,909)	(11,020)	(16,981)
Total	(136,359)	(176,505)	(136,169)	(173,835)
Expenses on:				
Administrative expenses – headquarter	(111,036)	(116,919)	(106,155)	(107,998)
Administrative expense – shopping centers	(14,039)	(37,630)	(17,087)	(32,051)
Expenses on projects for lease	(8,841)	(13,148)	(8,556)	(21,474)
Expenses on projects for sale	(2,443)	(8,808)	(4,371)	(12,312)
Total	(136,359)	(176,505)	(136,169)	(173,835)

23 Net financial income (loss)

	December 31, 2014		December 31, 2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
Yield on interest earning bank deposits	16,057	19,644	29,153	32,902
Interest and inflation adjustment on loans, financing and debentures	(153,651)	(193,053)	(117,810)	(141,325)
Interest on real estate developments	5,437	5,437	6,124	6,124
Bank fees and other charges	(2,713)	(4,227)	(2,606)	(3,670)
Foreign exchange variation	(23)	(20)	(66)	(66)
Monetary variation – assets	4,293	4,329	2,384	2,416
Fines and interest on lease and key money - shopping centers	4,322	5,310	3,238	3,930
Fines and interests on tax assessment notices	(96)	(355)	(7,919)	(9,600)
Interest on related party transactions	1,763	1,880	1,720	2,014
Interest and inflation adjustment on liabilities for acquisition of assets	(1,933)	(1,879)	(5,177)	(5,338)
Others	1,007	482	(361)	(703)
Total	(125,537)	(162,452)	(91,320)	(113,316)

24 Segment reporting

For management purposes, the Company recognizes four business segments that account for its income and expenses. Segment reporting is required since margins, income and expense recognition and deliverables are different among them. Profit or loss was calculated considering only the Company's external clients.

Properties for rental

This refers to the Company's share in the civil condominium of shopping centers and their respective parking lots, as well like real estates for rental. This is the Company's major income-generating segment, accounting for 77.56% of its gross operating income recognized during the year ended December 31, 2014. The determining factor for the amount of income and expenses in this segment is the company's share in each venture. The income and expenses are described below:

Rental income

This refers to amounts collected by mall owners (the Company and its shareholders) in connection with the areas leased in their shopping centers and office projects. The revenue includes four types of rental: minimum Rental (based on a commercial agreement indexed to the IGP-DI), Supplementary Rental (percentage of sales made by storeowners), Merchandising (rental of an area in the mall) and straight-line rental revenues (exclude the volatility and seasonality of minimum rental revenues).

Parking income

Income from payments made by clients for the time their vehicles are parked in the parking lot.

Expenses
Include expenses on vacant areas, contributions to the promotion fund, legal fees, lease, parking, brokerage fees, and other expenses arising from the interest held in the projects. The expenses on the maintenance and operation expenses (common condominium expenses) of the project will be borne by the storeowners.

Others
Includes depreciation expenses.

The shopping centers assets substantially comprise investment properties of operational shopping centers and office projects operating and rental receivable and parking lots.

Real estate
Real estate operations include income and expenses from the sale of properties normally built in the surroundings of the shopping center. As previously mentioned, this activity contributes to generating client flows to the mall, thus increasing its income. Additionally, the appreciation and convenience brought by a mall to its neighborhood enable the Company to minimize risks and increase income from properties sold. Income derives from the sale of properties and their related construction costs. Both are recognized based on the percentage of completion (POC) of the construction work. Expenses arise mainly from brokerage and marketing activities.

Finally, the "Other" mainly concerns a real estate project that has been recognized in the balance sheet and income (loss) by "Investment" and "Equity income (loss)" respectively.

Assets of this segment are concentrated in the inventory of land and property completed and under construction of the Company and in accounts receivable.

Projects
The operation of projects includes income and expenses arising from the development of shopping centers and real estate for lease. Development costs are recorded in the balance sheet, but expenses on marketing, brokerage, property taxes, feasibility studies and other items are recorded to the Company's income (loss). In the same way, the company believes that most of its income from Key Money derives from projects initiated over the last 5 years (average period to recognize income from key money), thus resulting from the lease of stores during the construction process.

By developing its own projects, the company is able to ensure the quality of the properties that will compose its portfolio.

Project assets mainly comprise investment properties that have a construction in progress and accounts receivable (key money) from leased stores.

Management and other
The Company provides management services to its shareholders and storeowners in consideration for a service fee. Additionally, the Company charges brokerage fees from its shareholders for the lease of stores. The management of its shopping centers is essential for the Company's success and is a major area of concern in the company. On the other hand, the Company incurs in expenses on the head office for these services and other, which are considered in this segment. This also includes taxes, financial income and expenses and other

income and expenses that depend on the company's structure and not only on the operation of each segment previously described. For this reason this segment presents loss.

This segment's assets mainly comprise the Company's cash, deferred taxes and intangible assets.

	2013 (consolidated)				
	Properties for rental	**Real estate**	**Projects**	**Management and other**	**Total**
Gross income	810,321	97,130	52,382	109,035	1,068,868
Costs	(203,901)	(64,912)	-	-	(268,813)
Expenses	(32,051)	(12,313)	(21,473)	(119,032)	(184,869)
Others	(112,614)	(3,586)	(17,481)	(108,800)	(242,481)
Income before income tax and social contribution	461,755	16,319	13,428	(118,797)	372,705
Operating assets	4,321,903	710,876	635,134	729,735	6,397,648

	2014 (consolidated)				
	Properties for rental	**Real estate**	**Projects**	**Management and other**	**Total**
Gross income	951,653	117,318	35,252	122,805	1,227,028
Costs	(225,915)	(71,363)	-	-	(297,278)
Expenses	(37,630)	(8,805)	(13,151)	(131,598)	(191,184)
Others	(93,972)	4,655	(39,165)	(143,077)	(271,559)
Income before income tax and social contribution	594,136	41,805	(17,064)	(151,870)	467,007
Operating assets	5,169,768	611,062	177,560	704,826	6,663,216

25 Financial instruments and risk management

25.1 Capital risk management

The Company and its subsidiaries manage its capital in order to ensure the continuity of its normal operations, at the same time, maximizing the return of its operations to all interested parties, through the optimization of the use of debt instruments and capital.

The Company's capital structure is comprised by the net debt (loans, financing, debentures and liabilities for acquisition of assets detailed in notes 13, 15 and 16, respectively, less cash and cash equivalents and short-term investments (detailed in note 3) restricted short-term investments (recorded as other non-current assets), and the Company's shareholders' equity (which includes the capital and reserves explained in note 20).

25.1.1 Indebtedness ratio

Indebtedness ratio is as follows:

	Parent company		Consolidated	
	12/31/2014	**12/31/2013**	**12/31/2014**	**12/31/2013**
Debt (a)	1,596,134	1,524,052	2,168,959	2,158,510
Cash and cash equivalents and investment	(272,136)	(257,222)	(325,937)	(331,599)
Net debt	1,323,998	1,266,830	1,843,022	1,826,911
Shareholders' equity (b)	4,066,877	3,819,988	4,069,654	3,819,338
Net debt ratio	32.56%	33.16%	45.29%	47.83%

(a) Debt is defined as short- and long-term loans, financing, debentures and liabilities for acquisition of assets, detailed in notes 13, 15 and 16.

Of total defined in item (a) above, R$147,631 refers to the amount classified in the parent company and maturing in the short-term on December 31, 2014 (R$ 155,285 on December 31, 2013) and R$1,448,502 classified in the long term on December 31, 2014 (R$ 1,368,767 on December 31, 2013). In the consolidated financial statements, as of December 31, 2014, R$ 245,252 is classified as short term (R$ 245,520 – December 31, 2013) and R$1,923,707 as long term (R$ 1,912,990 December 31, 2013).

(b) Shareholders' equity includes the capital and the reserves.

25.2 Market risk

The Company develops real estate projects as complement of its shopping centers projects, its main business,

In developing real estate projects neighboring our shopping centers, this activity contributes to the generation of flow of clients to the shopping center, thus expanding results of operations. Additionally, the appreciation and convenience that a shopping center gives to the surrounding area, enables us to (i) mitigate real estate project risks, (ii) select part of the public who will reside or work in the areas of influence of our shopping centers and (iii) increase income from properties sold.

For this reason, we a substantial landbank in the surrounding areas of our shopping centers.

25.3 Objectives of financial risk management

The Company's Corporate Treasury Department coordinates access to financial markets, and monitors and manages the financial risks related to the Company's and its subsidiaries' operations. These risks include rate risk, credit risk inherent in the provision of financial services and credit and liquidity risk.

According to CVM Resolution 550 issued on October 17, 2008, which provides for the submission of information on derivative financial instruments in the notes, the Company has not contracted derivative financial instruments; there is no risk from a potential exposure associated with such instruments.

25.4 Interest rate risk management

Interest rate risk refers to:

i. Possibility of fluctuations in the fair value of financing pegged to fixed interest rates, if such rates do not reflect current market conditions. The Company performs ongoing monitoring of these indexes. The Company has not identified yet the need to enter into financial instruments to hedge against interest rate risks.

ii. Possibility of unfavorable change in interest rates, which would result in increase in financial expenses as a result of the debt portion pegged to variable interest rates. As at December 31, 2014, the Company and its subsidiaries invested their financial resources mainly in Interbank Certificates of Deposit, yielding interest based on the CDI rate, which significantly minimizes this risk.

iii. Inability to obtain financing in case the real estate market presents unfavorable conditions, not allowing absorption of such costs.

iv. Trade accounts receivable, liabilities for acquisition of assets both with fixed interest rates and post-fixed ones. This risk is administrated by the Company and its subsidiaries aimed at minimize the exposure to the risk of having an interest rate of accounts receivable equating to its debt.

v. Debt exposure to different indices is as follows on the following dates:

	12/31/2014		12/31/2013	
	Parent company	**Consolidated**	**Parent company**	**Consolidated**
TR	574,819	945,610	543,585	931,699
CDI	1,007,062	1,007,062	935,722	935,722
TJLP	-	148,785	5,461	195,175
IPCA	-	18,809	-	25,222
IGP-M	15,198	49,639	38,400	69,808
OTHERS	831	831	884	884
	1,597,910	2,170,736	1,524,052	2,158,510

25.5 Credit risk related to service rendering

This risk is related to the possibility of the Company and its subsidiaries posting losses resulting from difficulties in collecting amounts from lease, property sales, key money, management fees and brokerage fees. This type of risk is substantially minimized owing to the possibility of repossession of the stores leased and properties sold, which are historically renegotiated with third parties on a profitable basis.

25.6 Credit risk

This risk is related to the possibility of the Company and its subsidiaries posting losses resulting from difficulties in realizing short-term financial investments. This risk is related to the possibility of the Company and its subsidiaries posting losses resulting from difficulties in realizing short-term financial investments.

25.7 Sensitivity analysis

In order to analyze the sensitivity of financial asset and financial liability index to which the Company is exposed as at December 31, 2014, five different scenarios were defined and an analysis of sensitivity to fluctuations in the indexes of such instruments was prepared. Based on the FOCUS report dated December 26, 2014, the IGP-DI, IGP-M and IPCA indexes and TJLP, projections for 2014 was extracted from the BNDES's official website, the indexes CDI and the TR rate were extracted from the CETIP's and BM&F BOVESPA's official websites, such index and rates were considered as probable scenario and increases and decreases of 25% and 50% were calculated.

Indexes of financial assets and financial liabilities:

Index	Decrease of 50%	Decrease of 25%	Probable scenario	Increase of 25%	Increase of 50%
CDI	5.88%	8.81%	11.75%	14.69%	17.63%
IGP-DI	1.97%	2.95%	3.93%	4.91%	5.90%
IGP - M	1.93%	2.89%	3.85%	4.81%	5.78%
IPCA	3.16%	4.79%	6.38%	7.98%	9.57%
TJLP	2.50%	3.75%	5.00%	6.25%	7.50%
TR	0.43%	0.64%	0.86%	1.07%	1.28%

Financial assets

The gross financial income was calculated for each scenario as at December 31, 2014, based on one-year projection and not taking into consideration any tax levied on earnings, the sensitivity for each scenario is analyzed below.

Financial income projection - 2014

Parent company

Cash and cash equivalents and interest earning bank deposits		**Balance at 12/31/2014**	**Decrease of 50%**	**Decrease of 25%**	**Probable scenario**	**Increase of 25%**	**Increase of 50%**
Cash and banks	N/A	117,125					
Interest earning bank deposits	100% of CDI	155,011	9,107	13,660	18,214	22,767	27,321
		272,136	**9,107**	**13,660**	**18,214**	**22,767**	**27,321**
Accounts receivable							
Trade accounts receivable - store lease	IGP-DI	128,874	2,532	3,799	5,065	6,331	7,597
Trade accounts receivable - key money	IGP-DI	32,723	643	965	1,286	1,608	1,929
Trade accounts receivable - sale of units under construction	IGP-DI						
Trade accounts receivable - sale of completed units	IGP-M + 12%	47,191	6,571	7,026	7,480	7,934	8,388
Other trade accounts receivables	N/A	27,306	N/A	N/A	N/A	N/A	N/A
		236,094	**9,746**	**11,790**	**13,831**	**15,873**	**17,914**
Related party transactions							
Associação Barra Shopping Sul	135% of CDI	9,326	740	1,110	1,479	1,849	2,219
Associação Parkshopping Barigui	117% of CDI	2,323	160	240	319	399	479
Associação Parkshopping São Caetano	110% of CDI	169	11	16	22	27	33
Associação Village Mall	N/A	347	N/A	N/A	N/A	N/A	N/A
Consórcio Village Mall	110% of CDI	1,456	94	141	188	235	282
Other sundry loans and advances	N/A	353	N/A	N/A	N/A	N/A	N/A
		13,974	**1,005**	**1,507**	**2,008**	**2,510**	**3,013**
Total		**522,204**	**19,858**	**26,957**	**34,053**	**41,150**	**48,248**

Consolidated

Cash and cash equivalents and interest earning bank deposits		**Balance at 12/31/2014**	**Decrease of 50%**	**Decrease of 25%**	**Probable scenario**	**Increase of 25%**	**Increase of 50%**
Cash and banks	N/A	170,926	N/A	N/A	N/A	N/A	N/A
Interest earning bank deposits	100% of CDI	155,011	9,107	13,660	18,214	22,767	27,321
		325,937	**9,107**	**13,660**	**18,214**	**22,767**	**27,321**
Accounts receivable							
Trade accounts receivable - store lease	IGP-DI	158,476	3,114	4,671	6,228	7,785	9,342
Trade accounts receivable - key money	IGP-DI	43,706	859	1,288	1,718	2,147	2,576
Trade accounts receivable - sale of units under construction	IGP-DI	112,806	2,217	3,325	4,433	5,542	6,650
Trade accounts receivable - sale of completed units	IGP-M + 12%	47,191	6,571	7,026	7,480	7,934	8,388
Other trade accounts receivables	N/A	34,520	N/A	N/A	N/A	N/A	N/A
		396,699	**12,761**	**16,310**	**19,859**	**23,408**	**26,956**
Related party transactions							
Associação Barra Shopping Sul	135% of CDI	9,326	740	1,110	1,479	1,849	2,219
Associação Parkshopping Barigui	117% of CDI	2,323	160	240	319	399	479
Associação Parkshopping São Caetano	110% of CDI	169	11	16	22	27	33
Associação Village Mall	N/A	347	N/A	N/A	N/A	N/A	N/A
Associação Jundiaí Shopping	CDI +1% p.a	934	1	1	1	1	2
Consórcio Village Mall	110% of CDI	1,456	94	141	188	235	282
Other sundry loans and advances	N/A	353	N/A	N/A	N/A	N/A	N/A
		14,908	**1,006**	**1,508**	**2,009**	**2,511**	**3,015**
Total		**737,544**	**22,874**	**31,478**	**40,082**	**48,686**	**57,292**

Financial liabilities

For each scenario the Company calculated the gross financial expense, not taking into account the taxes levied and the flow of maturities for each contract scheduled for 2014. The base date used was December 31, 2014 projecting indices for one year and verifying their sensitivity in each scenario.

Financial expenses projection - 2014

Parent company

	Remuneration rate	Balance at 12/31/2014	Decrease of 50%	Decrease of 25%	Probable scenario	Increase of 25%	Increase of 50%
Loans and financing							
Santander BSS	TR + 7.874%	34,490	3,266	3,339	3,413	3,487	3,561
Santander BHS Exp V	TR + 8.70%	64,021	5,844	5,981	6,118	6,255	6,392
Banco Itaú SAF	TR + 10%	2,304	240	245	250	255	260
Banco Itaú PSC	TR + 9.35%.	107,391	10,930	11,160	11,390	11,620	11,850
Banco Itaú VLG	TR + 9.35%	281,106	28,611	29,213	29814	30,416	31,017
Banco Itaú MTE	109.75% of CDI	104,800	6,757	10,136	13,515	16,893	20,272
Bradesco MTE	CDI + 1.00%	302,992	20,831	29,731	38,631	47,532	56432
Banco IBM	CDI + 1.48%	-	-	-	-	-	-
Banco do Brasil	110% of CDI	149,802	9,681	14,521	19,362	24,202	29,043
Banco do Brasil	110% of CDI	51,014	3,297	4,945	6,594	8,242	9,890
Banco do Brasil	TR + 8.90%	97,536	9,098	9,307	9,516	9,724	9,933
Funding costs - Itaú Unibanco PSC	N/A	(1,229)	N/A	N/A	N/A	N/A	N/A
Funding costs - Real BHS Exp V	N/A	(343)	N/A	N/A	N/A	N/A	N/A
Funding costs - Itaú Unibanco VLG	N/A	(7,458)	N/A	N/A	N/A	N/A	N/A
Funding costs - Bradesco MTE	N/A	(5,588)	N/A	N/A	N/A	N/A	N/A
Funding costs - Banco do Brasil	N/A	(4,024)	N/A	N/A	N/A	N/A	N/A
Funding costs - Banco do Brasil	N/A	(691)	N/A	N/A	N/A	N/A	N/A
Funding costs - Banco do Brasil	N/A	(2,530)	N/A	N/A	N/A	N/A	N/A
Loan cost Itaú Unibanco MTE	N/A	(1,446)	N/A	N/A	N/A	N/A	N/A
Cia Real de Distribuição	N/A	562	N/A	N/A	N/A	N/A	N/A
		1,172,708	98,555	118,578	138,603	158,626	178,650
Liabilities for acquisition of assets							
Land São Caetano	IGPM + 3%	15,198	749	895	1,041	1,187	1,334
Others	N/A	269	N/A	N/A	N/A	N/A	N/A
		15,467	749	895	1,041	1,187	1,334
Debentures							
Debentures	CDI + 0.87%	409,735	27,637	39,673	51,709	63,745	75,780
		409,735	27,637	39,673	51,709	63,745	75,780
Total		1,597,910	126,941	159,146	191,353	223,558	255,764

Consolidated

	Remuneration rate	Balance at 12/31/2014	Decrease of 50%	Decrease of 25%	Probable scenario	Increase of 25%	Increase of 50%
Loans and financing							
BNDES - JDS	TJLP +3.38%	82,612	4,858	5,890	6,923	7,956	8,988
BNDES - JDS	TJLP +1.48%	862	34	45	56	67	77
BNDES - JDS	TJLP.	3,723	93	140	186	233	279
BNDES-CGS	TJLP+3.32%	59,679	3,473	4,219	4,965	5,711	6,457
BNDES-CGS	IPCA + 9.59%	18,810	2,404	2,704	3,004	3,304	3,604
BNDES-CGS	TJLP	768	19	29	38	48	58
BNDES-CGS	TJLP + 1.42%	1,454	57	75	93	112	130
Santander BSS	TR + 7.874%	34,490	3,266	3,339	3,413	3,487	3,561
Santander BHS Exp V	TR + 8.70%	64,021	5,844	5,981	6,118	6,255	6,392
Banco Itaú SAF	TR + 10%	2,304	240	245	250	255	260
Banco Itaú PSC	TR + 9.35%	107,391	10,930	11,160	11,390	11,620	11,850
Banco Itaú VLG	TR + 9.35%	281,106	28,611	29,213	29,814	30,416	31,017
Banco Itaú MTE	109.75% of CDI	104,800	6,757	10,136	13,515	16,893	20,272
Bradesco MTE	CDI + 1.00%	302,992	20,831	29,731	38,631	47,532	56,432
Banco IBM	CDI + 1.48%	-	-	-	-	-	-
Banco do Brasil	110% of CDI	149,802	9,681	14,521	19,362	24,202	29,043
Banco do Brasil	110% of CDI	51,014	3,297	4,945	6,594	8,242	9,890
Banco do Brasil	TR+8.90%	97,536	1,790	2,685	3,580	4,475	5,370
Banco do Santander DTIY	TR 8.70%	192,868	17,605	18,018	18,430	18,843	19,256
Banco do Santander GTIY	TR 8.70%	187,619	17,126	17,527	17,929	18,330	18,732
Funding costs - Itaú Unibanco PSC	N/A	(1,229)	N/A	N/A	N/A	N/A	N/A
Funding costs - Real BHS Exp V	N/A	(343)	N/A	N/A	N/A	N/A	N/A
Funding costs - Itaú Unibanco VLG	N/A	(7,458)	N/A	N/A	N/A	N/A	N/A
Funding costs - Bradesco MTE	N/A	(5,588)	N/A	N/A	N/A	N/A	N/A
Funding costs - Banco do Brasil	N/A	(4,024)	N/A	N/A	N/A	N/A	N/A
Funding costs - Banco do Brasil	N/A	(691)	N/A	N/A	N/A	N/A	N/A
Funding costs - Banco do Brasil	N/A	(2,530)	N/A	N/A	N/A	N/A	N/A
Funding costs - Itaú Unibanco MTE	N/A	(1,446)	N/A	N/A	N/A	N/A	N/A
Funding costs - CGS	N/A	(153)	N/A	N/A	N/A	N/A	N/A
Funding costs JDS	N/A	(160)	N/A	N/A	N/A	N/A	N/A
Funding costs - DTIY	N/A	(4,915)	N/A	N/A	N/A	N/A	N/A
Funding costs GTIY	N/A	(4,782)	N/A	N/A	N/A	N/A	N/A
Cia Real de Distribuição	N/A	562	N/A	N/A	N/A	N/A	N/A
		1,711,094	136,916	160,603	184,291	207,981	231,668
Liabilities for acquisition of assets							
PSS - Seguridade Social	IPCA + 7%						
Land São Caetano	IGPM + 3%	15,198	749	895	1,041	1,187	1,334
Land Quadra H	IGPM + 2%	21,652	369	402	434	467	499
Land Canoas	IGPM	12,788	408	612	816	1,020	1,224
Others	N/A	269	N/A	N/A	N/A	N/A	N/A
		49,907	1,526	1,909	2,291	2,674	3,057
Debentures	CDI + 0.87%	409,735	27,637	39,673	51,709	63,745	75,780
		409,735	27,637	39,673	51,709	63,745	75,780
Total:		2,170,736	166,079	202,185	238,291	274,400	310,505

Part of the Company's financial assets and liabilities are linked to interest rates and indexes which may vary representing a market risk for the Company.

In the year ended December 31, 2014, the Company's financial assets and liabilities generated a net financial loss of R$ 162,452.

The Company understands that an increase in the interest rates, in the indexes or in both may cause an increase in the financial expenses negatively impacting the Company's net financial result. In the same way, a decrease in the interest rates, in the indexes or in both may cause a reduction in the financial income negatively impacting the Company's net financial income.

25.8 Liquidity risk management

The Company's management and its subsidiaries prepared a liquidity risk management model in order to manage its capital needs and manage its short-, medium- and long-term cash needs. The Company and its subsidiaries manage its liquidity risk keeping adequate reserves, bank credit lines and credit lines deemed adequate through the continuous monitoring of forecasted and realized cash flows and combination of the maturity profiles of financial assets and liabilities.

The following table shows in detail the remaining contractual maturity of financial assets and liabilities of the Company and the contractual repayments terms. This table was prepared in accordance with the undiscounted cash flows of financial liabilities based on the nearest date on which the Company shall settle the respective obligations:

	Parent company			
December 31, 2014	**Up to 1 year**	**From 1 to 3 years**	**Over 3 years**	**Total**
Interest earning bank deposits	155,011	-	-	155,011
Loans and financing	122,429	437,835	612,444	1,172,708
Liabilities for acquisition of assets	15,467	-	-	15,467
Debentures	9,735	200,000	200,000	409,735
Total	302,642	637,835	812,444	1,752,921

	Consolidated			
December 31, 2014	**Up to 1 year**	**From 1 to 3 years**	**Over 3 years**	**Total**
Interest earning bank deposits	155,011	-	-	155,011
Loans and financing	203,138	599,263	908,692	1,711,093
Liabilities for acquisition of assets	32,378	17,529	-	49,907
Debentures	9,735	200,000	200,000	409,735
Total	400,262	816,792	1,108,692	2,325,746

25.9 Category of the main financial instruments

	Parent company		Consolidated	
	12/31/2014	**12/31/2013**	**12/31/2014**	**12/31/2013**
Financial assets available for sale				
Interest earning bank deposits	155,011	120,651	155,011	121,120
Financial assets classified as loans and receivables at amortized cost				
Accounts receivable	236,094	225,255	396,699	298,582
Accounts receivable from related parties	13,974	14,818	14,908	16,088
Financial assets classified as loans and receivables at amortized cost				
Loans and financing	1,172,708	1,175,725	1,711,093	1,778,775
Liabilities for acquisition of assets	15,467	38,669	49,907	70,077
Debentures	409,735	309,658	409,735	309,658

Valuation techniques and assumptions applied for purposes of fair value calculation

The estimated fair values of financial assets and liabilities of the Company and its subsidiaries have been determined using available market information and appropriate valuation methodologies. However, considerable judgment was required in interpreting market data to produce the estimate of fair value, if possible more appropriate. As a result, the estimates below do not necessarily indicate the amounts that could be realized in the current exchange market. The use of different market methodologies may have a significant effect on the estimated realizable values.

The determination of fair value of financial assets and liabilities is as follows:

- Short-term investments: short-term investments are floating rate instruments and, therefore, their carrying balances already reflect their fair values,

- Accounts receivable: The amounts of accounts receivable recorded in the balance sheet are approximately their respective assets' fair values at market rates.

- Liabilities for acquisition of assets - as there are no available data on transactions of sale of liabilities for acquisition of assets and the Company and its subsidiaries did not perform such operations, it is not possible to determine the fair value of financial instruments.

- Loans and financing and debentures: payment flows projected in accordance with the rates contracted for each transaction, measured at present value, using the applicable market rates at the balance sheet date. As of December 31, 2014, the fair value totals R$ 1,494,911,403 in the Parent Company and R$ 2,500,824,251 in the Consolidated.

Financial instruments measured at fair value are grouped into specific categories (level 1, 2 and 3) according to the corresponding observable level of fair value:

- Measurements of the fair value of level 1 are obtained from quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Measurements of the fair value of level 2 are obtained by means of the variables in addition to the quoted prices included the level 1 that are observed for the asset or liability either directly (as prices) or indirectly (derived from prices).

- Measurements of the fair value of level 3 are obtained from non-observable market variables.

The Management understands that the fair values applicable to the Company's financial instruments fall into Level 2.

26 Earnings per share

Basic earnings per share are calculated by dividing profit attributable to the holders of common and preferred shares of the Parent Company by the weighted average number of common and preferred shares, excluding treasury shares, which are outstanding during the year. The Company opted to include preferred shares in the calculation because of right of preferred shareholders to dividends equivalent to those paid to common shareholders. Diluted earnings per share are calculated by dividing net income for the period attributable to the holders of common and preferred shares of the of the parent company by the weighted average number of common and preferred shares outstanding during the year plus the number of common shares that would be issued in converting all potential diluted common shares into common shares (average market price - adjusted option price). The Company's exercisable options under the stock option plan were included as dilutive shares.

The table below shows information on profit and shares used to calculate basic and diluted earnings per share:

		December 31, 2014		December 31, 2013	
		Parent company	**Consolidated**	**Parent company**	**Consolidated**
A	Weighted average number of shares issued	189,997,214	189,997,214	187,297,214	187,297,214
B	Weighted average of treasury shares	2,041,779	2,041,779	1,471,728	1,471,728
C= A - B	Average shares	187,955,435	187,955,435	185,825,486	185,825,486
D	Dilutive	126,976	126,976	243,027	243,027
E	Net income for the year attributable to Company's shareholders	368,201	368,047	283,942	284,554
E/C	Earnings per share	1.9590	1.9582	1.5280	1.5313
E/(C + D)	Adjusted earnings per share	1.9577	1.9568	1.5260	1.5293

27 Insurance

The Company maintains an insurance program for the shopping centers and business towers with the insurance company CHUBB do Brasil Cia. de Seguros, which is effective from November 30, 2014 to November 30, 2015 ("Insurance Program"). The Plan provides for two insurance policies for each development as follows: (a) one covering property risks in the comprehensive real estate risk portfolio (b) one covering general civil liability for commercial establishments and safekeeping of vehicles. Risk coverage is subject to the conditions and exemptions provided for in the respective policies, amongst which is exemption for damages arising from acts of terrorism.

The Company took out engineering risk policies for expansion, refurbishment, restoration or construction activities to ensure the implementation of the respective developments.

In addition to the policies under the Insurance Program, the Company took out a general civil liability insurance policy in the Company's name in an insured amount above that taken individually for each shopping mall. The policy is intended to protect the equity of shareholders against third-party claims.

In addition, the Company has two Directors' & Officers' Liability (D&O) insurance policies from the insurance companies Chubb do Brasil Cia. de Seguros and Itaú Seguradora. These policies are effective from July 4, 2014 to July 4, 2015.