

# Auditor's Report on Barings Core Spain Socimi, S.A.U. and subsidiaries

(Together with the consolidated annual accounts and consolidated directors' report of Barings Core Spain Socimi, S.A.U. and subsidiaries for the year ended 31 December 2023)

(Translation from the original in Spanish. In the event of discrepancy, the Spanishlanguage version prevails.)



KPMG Auditores, S.L. P°. de la Castellana, 259 C. 28046 Madrid

## Independent Auditor's Report on the Consolidated Annual Accounts

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

To the Sole Shareholder of Barings Core Spain Socimi, S.A.U.

#### **Opinion**

We have audited the consolidated annual accounts of Barings Core Spain Socimi, S.A.U. (the "Parent") and subsidiaries (together the "Group"), which comprise the consolidated balance sheet at 31 December 2023, and the consolidated income statement, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and consolidated notes.

In our opinion, the accompanying consolidated annual accounts give a true and fair view, in all material respects, of the consolidated equity and consolidated financial position of the Group at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with the applicable financial reporting framework (specified in note 2 to the consolidated annual accounts) and, in particular, with the accounting principles and criteria set forth therein.

#### **Basis for Opinion**

We conducted our audit in accordance with prevailing legislation regulating the audit of accounts in Spain. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Annual Accounts* section of our report.

We are independent of the Group in accordance with the ethical requirements, including those regarding independence, that are relevant to our audit of the consolidated annual accounts pursuant to the legislation regulating the audit of accounts in Spain. We have not provided any non-audit services, nor have any situations or circumstances arisen which, under the aforementioned regulations, have affected the required independence such that this has been compromised.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



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#### **Most Relevant Aspects of the Audit**

The most relevant aspects of the audit are those that, in our professional judgement, have been considered as the most significant risks of material misstatement in the audit of the consolidated annual accounts of the current period. These risks were addressed in the context of our audit of the consolidated annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these risks.

Impairment of investment property (see notes 4.4 and 6 to the consolidated annual accounts)

At 31 December 2023, the Group has investment property amounting to Euros 239,702,678.29 that is fully or partially used to earn rental income or for capital appreciation or both. The Group assesses investment property annually for indications of impairment, for the purpose of determining whether the carrying amount exceeds the recoverable amount. The recoverable amount of investment property is determined on the basis of a valuation performed by independent experts. The determination of this amount involves valuation techniques which often require the exercising of judgement and the use of estimates. Due to the high level of judgement, the uncertainty associated with these estimates and the significance of the carrying amount of the investment property, this has been considered a relevant aspect of our audit.

Our audit procedures included evaluating the design and implementation of the relevant controls related to the valuation of investment property, as well as assessing the methodology and assumptions applied in the preparation of the valuations used in this process, for which purpose we involved our investment property valuation specialists. We also assessed whether the disclosures in the consolidated annual accounts meet the requirements of the financial reporting framework applicable to the Group.

#### Other Information: Consolidated Directors' Report\_

Other information solely comprises the 2023 consolidated directors' report, the preparation of which is the responsibility of the Parent's Directors and which does not form an integral part of the consolidated annual accounts.

Our audit opinion on the consolidated annual accounts does not encompass the consolidated directors' report. Our responsibility for the consolidated directors' report, in accordance with the requirements of prevailing legislation regulating the audit of accounts, consists of assessing and reporting on the consistency of the consolidated directors' report with the consolidated annual accounts, based on knowledge of the Group obtained during the audit of the aforementioned consolidated annual accounts, and assessing and reporting on whether the content and presentation of the consolidated directors' report are in accordance with applicable legislation. If, based on the work we have performed, we conclude that there are material misstatements, we are required to report them.

Based on the work carried out, as described in the preceding paragraph, the information contained in the consolidated directors' report is consistent with that disclosed in the consolidated annual accounts for 2023 and the content and presentation of the report are in accordance with applicable legislation.

#### Directors' Responsibility for the Consolidated Annual Accounts\_



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The Parent's Directors are responsible for the preparation of the accompanying consolidated annual accounts in such a way that they give a true and fair view of the consolidated equity, consolidated financial position and consolidated financial performance of the Group in accordance with the financial reporting framework applicable to the Group in Spain, and for such internal control as they determine is necessary to enable the preparation of consolidated annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated annual accounts, the Parent's Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

#### Auditor's Responsibilities for the Audit of the Consolidated Annual Accounts\_

Our objectives are to obtain reasonable assurance about whether the consolidated annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with prevailing legislation regulating the audit of accounts in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated annual accounts.

As part of an audit in accordance with prevailing legislation regulating the audit of accounts in Spain, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit
  procedures that are appropriate in the circumstances, but not for the purpose of expressing an
  opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Parent's Directors.
- Conclude on the appropriateness of the Parent's Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.



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- Evaluate the overall presentation, structure and content of the consolidated annual accounts, including the disclosures, and whether the consolidated annual accounts represent the underlying transactions and events in a manner that achieves a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated annual accounts.
   We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors of the Parent regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

From the significant risks communicated to the Directors of Barings Core Spain Socimi, S.A.U., we determine those that were of most significance in the audit of the consolidated annual accounts of the current period and which are therefore the most significant risks.

We describe these risks in our auditor's report unless law or regulation precludes public disclosure about the matter.

KPMG Auditores, S.L. On the Spanish Official Register of Auditors ("ROAC") with No. S0702

(Signed on original in Spanish)

21 June 2024

Francisco de la Iglesia Ortega On the Spanish Official Register of Auditors ("ROAC") with No. 2598

# BARINGS CORE SPAIN SOCIMI, S.A.U. and Subsidiaries

Consolidated Annual Accounts corresponding to the financial year ended 31 December 2023

Consolidated Management Report Financial year 2023 (Together with the Audit Report)

Consolidated balance sheet at 31 December 2023

ASSETS	Not	31/12/2023	31/12/2022*
A) NON-CURRENT ASSETS		242,243,181.58	240,239,514.75
Intangible fixed assets		8,000.00	8,000.00
1. Consolidation Goodwill		8.000.00	8,000.00
1. Consolidation Goodwin		5,000.00	0,000.00
Real estate investments	6	239,702,678.29	237,774,985.40
1. Land and buildings	1 1	237,109,017.90	235,861,868.96
3. Other installations		2,545,323.76	1,842,144.36
6. Fit out	1 1	48,336.63	68,334.98
5. Transport elements		-	2,637.10
Long-term financial investments	8	2,532,503.29	2,456,529.35
2. Long-term guaranties	1 1	2,532,503.29	2,442,156.47
3. Derivatives		-	14,372.88
B) CURRENT ASSETS		16,391,908.69	44,418,630.70
Inventories	8.1	703.07	284.19
6. Advances to suppliers		703.07	284.19
Trade receivables and other accounts		3,358,379.24	1,371,042.98
receivable			
Clients through sales and services     provided	8.1	2,189,878.60	1,081,014.77
5. Other credits with Public Authorities	12.	1,168,500.64	290,028.21
Short-term accruals		225,789.12	252,703.91
Short-term financial investments	8.1	111,300.66	87,774.81
6. Other financial assets	1 -12	87,774.81	87,774.81
7. Derivatives		23,525.85	,
Cash and cash equivalents	9	12,695,736.60	42,706,824.81
1. Cash		12,695,736.60	42,706,824.81
TOTAL ASSETS (A + B)		258,635,090.27	284,658,145.45

NET EQUITY AND LIABILITIES	Note	31/12/2023	31/12/2022*
A) NET EQUITY		97,747,692.95	91,213,933.8
A-1) Shareholder equity	10	97,747,692.95	91,213,933.8
Capital		7,500,000.00	75,068,029.0
1. Issued capital	10.1	7,500,000.00	75,068,029.0
Share premium	10.2	17,029,584.75	17,029,584.
Reserves		59,117,611.32	(5,593,278.6
Reserves of the Parent Company	10.3	62,735,317,64	4.166.372.
Reserves at consolidated companies	10.4	(3,617,706.32)	(9,759,651.2
Other shareholder contributions	10.5	9,097,849.80	• • •
Result for year attributed to parent company	3	5,002,647.08	4,709,598.
1. Consolidated profit (loss)		5,002,647.08	4,709,598.
B) NON-CURRENT LIABILITIES		106,368,013.40	182,120,500.
1	8.3	4,312,391,10	53,449,945.
Long-term debts	8.3	4,312,391.10	
Bank borrowings (loans and lines of credit)			49,592,301.
2 Other financial liabilities		4,312,391.10	3,857,644.
3. Derivatives	l		
Long-term debts with related parties	14	102,055,622.30	128,670,554.
C) CURRENT LIABILITIES		54,519,383.92	11,323,711.
Short-term debts	8.3	49,692,915.67	6,480,000.
1. Bank borrowings (loans)		49,692,915.67	6,480,000
3. Other financial liabilities			
4. Derivatives			
Short-term debts with group and associated	14	935,395.93	1,017,061.
companies	14	333,333.33	1,017,001.
1. Current accounts with group companies		935,395.93	1,017,061.
Trade payables and other accounts payable	8.4	3,891,072.32	3,826,649.
3. Creditors		3,256,334.27	3,243,487
4. Other payables		2,057.00	13,175.
5. Other payables to Public Authorities	12.1	632,681.05	569,986.
TOTAL NET EQUITY AND LIABILITIES (A + B + C)	-	258,635,090.27	284,658,145.

attached.
\*Re-expressed (see Note 2.3)

Consolidated Profit and Loss Account for the financial year ended 31 December 2023

	Note	31/12/2023	31/12/2022*
1. Net turnover	13.1	20,647,363.30	19,683,303.28
b) Services provided		20,640,204.26	19,683,303.28
c) Other operating revenues		7,159.04	-
7. Other operating expenses	13.2	(6,044,995.78)	(6,512,359.03)
a) Outsourced services		(5,352,188.06)	(5,820,144.48)
b) Taxes		(700,366.21)	(692,214.55)
c) Losses, impairment and variation of provision through			(032)22 1103)
trade operations		7,558.49	-
8. Amortisations of fixed assets	6	(4,522,915.13)	(4,604,251.74)
10. Impairment and results through disposals of fixed assets	4.15	654,750.63	1,524,255.16
b) Impairment		654,750.63	(26,236.92)
c) Result through disposals and others		-	1,550,492.08
11. Exceptional revenue and expenses	4.15	54,291.22	108,432.53
a) Exceptional income		54,291.22	108,432.53
A.1. OPERATING RESULT (1 + 2 + 3 + 4 + 5 + 6 + 7 + 8 + 9 + 10 + 11)		10,788,494.24	10,199,380.20
	42.0	00 507 00	420 225 72
12. Financial revenue	13.3	88,507.09	128,325.72
c) Other financial income	13.3	88,507.09	128,325.72
13. Financial expenses	13.3	(5,884,523.38)	<b>(5,550,452.95)</b> (3,271,785.15)
a) of Group Companies		(3,868,636.45)	(2,137,251.17)
b) From debts with other companies	13.3	(1,913,439.93)	(2,137,231.17)
c) Other finance costs  14. Changes in fair value of financial instruments	13.3	(102,447.00) <b>9,152.97</b>	339,691.66
14. Changes in fair value of financial instruments	15.5	3,132.37	339,091.00
16. Impairment of financial instruments	13.3	1,016.16	(407,345.81)
A.2. FINANCIAL RESULT (12+13)	13	(5,785,847.16)	(5,489,781.38)
A.3. PROFITS BEFORE TAX (A.1+A.2)		5,002,647.08	4,709,598.82
14. Corporate Income Tax		-	
A.4. RESULT FOR FINANCIAL YEAR (A.3+14)		5,002,647.08	4,709,598.82
Profit allocated to the parent company Result attributed to minority interests	3	5,002,647.08	4,709,598.82

<sup>\*</sup>Re-expressed (see Note 2.3)

Consolidated Statement of Recognised Income and Expenses corresponding to the financial year ended

on 31 December 2023

and the Association and the second a	2023	2022
a) Consolidated profit or loss for the year	5,002,647.08	4,709,598.82
Revenues and expenses directly imputed to net equity	14/04	
B) Total income and expenditure directly allocated to the consolidated equity (I+II+III+IV+V)	5,002,647.08	4,709,598.82
Sums transferred to the consolidated income statement	43444 A.	
C) Total transfers to consolidated income statement (VI+VII+VIII+IX)	5,002,647.08	4,709,598.82
TOTAL CONSOLIDATED RECOGNISED INCOME AND EXPENSES (A+B+C)	5,002,647.08	4,709,598.82

Consolidated Statement of Changes in Net Equity corresponding to the financial year 31 December 2023

CONSOLIDATED	Share Capital	Share premium	Reserves	Result for the financial year	Other shareholders' contributions	Total
ADJUSTED BALANCE, START OF 2022	75,068,029.00	17,029,584.75	(5,192,010.48)	15,776,554.92		102,682,158.19
Total recognised consolidated income and expenses	-		To a war in	4,709,598.82	(10) - V (2)	4,709,598.82
II. Transactions with shareholders or owners.			(15,504,282.25)	-	- 7	(15,504,282.25)
Distribution of dividends	P4	<u>-</u>	(15,504,282.25)	-	200715	(15,504,282.25)
III. Other changes in consolidated net equity	Tate	-	15,776,554.92	(15,776,554.92)	Part Control of the	Sent F
Other adjustments	11.50		(673,540.88)	41, 24	LASTA TO LOCAL	(673,540.88)
BALANCE, END OF YEAR 2022	75,068,029.00	17,029,584.75	(5,593,278.69)	4,709,598.82		91,213,933.88
ADJUSTED BALANCE, START OF 2023	75,068,029.00	17,029,584.75	(5,593,278.69)	4,709,598.82		91,213,933.88
Total recognised consolidated income and expenses	825	-	-	5,002,647.08	T) West As were	5,002,647.08
II. Transactions with shareholders or owners.	(67,568,029.00)	-	60,462,722.98	-	9,097,849.80	1,992,543.78
Capital reduction and transfer to Reserves	(67,568,029.00)	-	67,568,029.00	and the same	246. W. (14) 111	
Stockholder contributions	-	-	-	-	9,097,849.80	9,097,849.80
Distribution of dividends	-	-	(7,105,306.02)	-	-	(7,105,306.02)
III. Other changes in consolidated net equity	-	-	4,709,598.82	(4,709,598.82)	5 de .	-
Other adjustments		- i i	(461,431.80)	-		(461,431.80)
BALANCE, END OF YEAR 2023	7,500,000.00	17,029,584.75	59,117,611.32	5,002,647.08	9,097,849.80	97,747,692.95

Consolidated Statement of Cash Flows at 31 December 2023

CONCEPT	Note	31.12.2023	31.12.2022
1. Result for financial year before tax		5,002,647.08	4,709,598.82
2. Profit or loss adjustments		9,655,027.82	8,517,304.12
a) Amortisation of fixed assets +	6	4,522,915.13	4,604,251.74
b) Valuation corrections through deterioration	6	(654,750.63)	(26,236.92)
c) Changes in provisions.		-	-
d) Allocation of subsidies (-)		-	
e) Results through withdrawals and disposal of fixed assets		-	(1,550,492.08)
f) Results through withdrawals and disposal of financial	42		407.245.04
instruments	13		407,345.81
g) Financial income (-)	13.3	(88,507.09)	(128,325.72)
h) Financial costs +	13.3	5,884,523.38	5,550,452.95
J) change in fair value of financial instruments	8.3	(9,152.97)	(339,691.66)
3. Changes in current capital		40,855,065.92	(6,712,201.01)
b) Trade and other receivables		(2,449,186.93)	(1,126,494.24)
c) Other current assets		26,914.79	(53,400.27)
d) Trade creditors and other accounts payable		43,277,338.05	(5,532,306.50)
4. Other cash flows operating activities	-	(5,877,681.71)	(5,422,127.23)
a) Interest payments (-)		(5,966,188.80)	(5,550,452.95)
b) Dividends received +			-
c) Collection of interest +		88,507.09	128,325.72
5. Cash flows from operating activities		49,635,059.11	(1,092,574.70)
B) CASH FLOWS FROM INVESTMENT ACTIVITIES		,,	
6. Payments for investment (-)		(5,795,857.39)	(900,239.54)
a) Group companies and associates		-	•
d) Real estate investments	6	(5,795,857.39)	(812,464.73)
e) Other financial assets		-	(87,774.81)
f) Non-current assets held for sale			_
7. Proceeds from disposal (+)		(90,346.82)	31,636,613.56
a) Group companies and associates			
d) Real estate investments	6	-	27,500,000.00
e) Other financial assets		(90,346.82)	4,136,613.56
8. Cash flows from investment activities		(5,886,204.21)	30,736,374.02
C) CASH FLOWS FROM FINANCING ACTIVITIES			
10. Sums received and paid through financial liability instruments		(73,137,554.88)	(6,020,920.73)
a) Issuance		454,746.71	29,611,126.47
2. Bank borrowings (+)		-	25,226,958.45
3. Debts with group and associated companies (+)		-	540,896.51
4. Other debts (+)		454,746.71	3,843,271.51
b) Repayments and amortisation of		(73,592,301.59)	(35,632,047.20)
2. Bank borrowings (-)		(46,977,369.59)	(25,233,605.41)
3. Debts with group and associated companies (-)		(26,614,932.00)	(10,073,123.01)
4. Other debts (-)		-	(325,318.78)
11. Payments through dividends and returns of other asset		(222 222 22)	
instruments		(622,388.22)	(15,504,282.25)
a) Dividends (-)		(622,388.22)	(15,504,282.25)
12. Cash flows from financing activities		(73,759,943.10)	(21,525,202.98)
E) NET INCREASE/REDUCTION IN CASH OR EQUIVALENTS (+5+8+12)		(30,011,088.22)	10,303,745.74
Cash and cash equivalents at beginning of the year		42,706,824.81	32,403,079.07
Cash and cash equivalents at the end of financial year		12,695,736.60	42,706,824.81

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

#### 1. Group Companies

#### 1.1. Parent Company

BARINGS CORE SPAIN SOCIMI, S.A.U. (hereinafter, the Parent Company, or the Company) was incorporated in Spain in accordance with the Spanish Corporate Enterprises Act on 27 April 2016, under the name Manedulina S.L. via an instrument executed by the notary of Madrid Mr Andrés Domínguez Nafria under number 1349 of his protocol. Registered in the Commercial Registry of Madrid: Volume 34730, Book 0, Sheet 141, Section 8, Page M-62664 Entry 1. On 20 September 2016 the Company changed its name to Barings Core Spain S.L.U. and converted into a Public Limited Liability Company by means of a deed executed on 26 December 2017. In a deed executed on 20 July 2018, the Company changed its name to Barings Core Spain Socimi, S.A.U.

On the same date it changed its corporate purpose which is now worded as follows:

- The acquisition and development of real estate of an urban nature for lease.
- The ownership of shareholdings in the capital of listed real estate investment trusts ("REITs") or in that of other non-resident entities in Spanish territory whose Articles of Association indicate the same corporate purpose as that of the Company and which are subject to a similar system with regard to the legal or statutory obligation or the distribution of profits.
- The ownership of shareholdings in the capital of other entities, resident or non-resident, in Spanish territory, whose main corporate purpose is the acquisition of real estate of an urban nature for its lease and which are subject to the same system established for the REITs in respect of the obligatory, legal or statutory policy relating to the distribution of profit and which fulfils the investment requirements referred to in the Law concerning REITs.
- The ownership of shares or shareholdings in Real Estate Collective Investment Institutions governed by the Law 35/2003 of 4 November on Collective Investment Institutions.
- In addition, the Company may carry out other ancillary activities, these being understood as those in which the total income represents less than twenty percent (20%) of the income of the Company during each tax period (including, without limitation, real estate transactions other than those detailed in sections a) and d) above) or those that may be considered as ancillary pursuant to the Law on REITs at any time.

The Company will be able to sell its assets according to the terms and conditions established in the Law governing REITs or any legislation that replace it.

All activities for which the law demands requirements that cannot be fulfilled by the Company are expressly excluded.

The Parent Company transferred its registered office to calle Serrano 41, 41º planta, Madrid via an instrument executed on 20 June 2018.

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

The Sole Shareholder is Barings Core Fund Spain S.à.r.L. (Luxembourg) with a 100% shareholding, a company that is validly incorporated and exists pursuant to the laws of the Grand Duchy of Luxembourg, incorporated before the Notary Public of Junglinster Mr Jean Seckler, with registered office at 19, Rue Eugéne Ruppert, L-2423 Luxembourg (see Note 10.1).

The ultimate parent company, which prepares the consolidated financial statements of the Group, which include its financial investments in accordance with the provisions set forth in the rules, is the company Barings European Core Property Fund SCSp SICAV-SIF, with registered office at 19 rue Eugene Ruppert L-2453, Luxembourg.

The figures included in the consolidated financial statements are expressed in euros, unless otherwise indicated.

The company is of unlimited duration and commences its operations on the date of execution of the deed of incorporation. The Company closes its financial years on 31 December of each year.

The attached Consolidated Financial Statements include the financial statements of the Companies controlled by the Parent Company as at 31 December of each financial year. Control is deemed to be held by the Dominant Company if it has the power to establish the financial and operational policies of its investees.

#### 1.1.1. REIT scheme

On 27 September 2016, the Parent Company submitted a request to the Spanish Tax Authority to incorporate the Company under the special taxation scheme for Listed Real Estate Investment Trusts, regulated by Law 11/2009 of 26 October, amended by Law 16/2012 of 27 December which regulates the Real Estate Investment Trusts.

Law 11/2009 establishes the following requirements in its article 3:

- REITs must have at least 80% of the value of its assets in real estate of an urban nature for leasing, in land earmarked for real estate development provided that the development is initiated within a period of three years following acquisition and also in shareholdings in the capital or equity of other entities referred to in Article 2, section 1, of the aforesaid Law.
- Similarly, after the maintenance period referred to in the following section has elapsed, at least 80% of the income for the tax period corresponding to each financial year, excluding that deriving from the transmission of shareholdings and real estate both subject to the fulfilment of the main corporate purpose, must originate from the leasing of real estate and dividends or shares in profits originating from said shareholdings.

This percentage will be calculated based in the consolidated profit (loss) in the case that the Company is the parent of a Group according to the criteria laid down in Article 42 of the Commercial Code, regardless of the residency and the obligation to prepare consolidated financial statements. This group will be formed exclusively by the REITs and the remaining entities referred to in Article 2, section 1 of the regulating Law.

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

3. The real estate that comprises the assets of the Company must be leased for at least 3 years. For the purposes of the calculation, the time that the real estate has been offered under lease will be included, up to a maximum of one year.

The period will be calculated as follows:

- a) In the case of real estate that forms part of the equity of the Company prior to its adhesion to the scheme, from the date of commencement of the tax period in which the special tax scheme established in this Law is applied, provided that on said date it is leased or offered under lease. To the contrary, it will be subject to the following point.
- b) In the case of real estate subsequently developed or acquired by the Company, from the date they were leased or offered under lease for the first time.
- c) In the case of shares or shareholdings in entities referred to in Article 2, section 1 of this Law, these must remain among the assets of the Company for at least 3 years counted from their acquisition or, where relevant, from the commencement of the first tax period in which the special tax scheme laid down in this law applies.
- 4. The required minimum capital is 5 million euros.
- 5. REITs are obligated to be listed on a regulated market or multilateral trading facility.

Furthermore, once it has complied with its commercial obligations, the Company must distribute the profits obtained during the year in the form of dividends to its shareholders within the six months following the conclusion of each financial year and pay within one month of the date of the resolution of the distribution.

The application of the REITs scheme detailed above has been implemented since 2016 notwithstanding the fact that the Company does not fulfil all the requirements established by the legislation for its application, as the Company may opt for the application of the special tax scheme by virtue of the terms established in Article 8 of the Transitory Provision One of Law 11/2009, of 26 October, amended by Law 16/2012 of 27 December governing Real Estate Investment Trusts, even when these do not fulfil the requirements established therein, on the condition that such requirements are fulfilled within a period of two years following the date of the option to apply for said scheme. At 31 December 2019 and 2018, the Company already fulfilled all the requirements established by this standard given that since the month of September 2018 the shares are traded on Euronext Access Paris.

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

#### 1.2. Subsidiaries

Subsidiaries are the entities, including the special purpose entities, over which the Group has or can have direct or indirect control, this being understood to mean the power to direct the financial and operational policies of a business in order to obtain financial benefits from its activities.

In assessing whether the Group controls another entity, consideration is given to the existence and impact of potential voting rights which can actually be exercised or converted. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The results of the investees acquired during the financial year are included within the consolidated result from the effective date that control is taken or until the loss of said control, as applicable.

The breakdown of the Subsidiaries of the Barings Group in 2023 as well as their activities, registered offices and shareholding percentages are as follows:

Subsidiaries (Euros)	Subscribed capital	Share premium	Reserves	Result for the financial year	Other net equity items	Net equity	% Direct Holding	Net book value
Barings Core Madrid, S.L.	1,003,000.00	6,778,562.75	97,592.76	2,620,092.34	6,708,073.58	17,207,321.43	100%	17,207,321.43
Barings Core Toledo, S.L.	1,272,371.00	7,806,192.60	405,648.61	424,167.31	(269,343.26)	9,639,036.26	100%	9,078,563.60
Barings Core Logroño, S.L.	698,098.00	17,603,985.40	225,575.18	2,430,479.49	(1,098,791.04)	19,859,347.03	100%	58,333,476.57
Barings Core Logroño PFS, S.L.	143,804.00	1,176,947.26	(2,202.12)	162,646.55	(267,887.30)	1,213,308.39	100%	1,214,808.39
Barings Core M50, S.L.	4,252,245.00	-	3,442.17	(798,789.87)	(883,315.09)	2,573,582.21	100%	2,582,082.21
Barings Core Crossroads, S.L.	13,107,710.00	478,626.83	261,290.96	976,567.99	(1,215,535.55)	13,608,660.23	100%	14,400,502.56
Barings Core Algete, S.L.	9,115,230.00	2,590,292.55	75,971.57	617,217.73	-	12,398,711.85	100%	11,707,522.55
TOTAL	29,592,458.00	36,434,607.39	1,067,319.13	6,432,381.54	2,973,201.34	76,499,967.40		114,524,277.31

Subsidiaries	Registered office	Main Activity
Barings Core Madrid, S.L.	Madrid, Spain	CNAE (Spanish Economic Activity Code) 6820 – Rental of Properties
Barings Core Toledo, S.L.	Madrid, Spain	CNAE (Spanish Economic Activity Code) 6820 – Rental of Properties
Barings Core Logroño, S.L.	Madrid, Spain	CNAE (Spanish Economic Activity Code) 6820 - Rental of Properties
Barings Core Logroño PFS, S.L.	Madrid, Spain	CNAE (Spanish Economic Activity Code) 6820 – Rental of Properties
Barings Core M50, S.L.	Madrid, Spain	CNAE (Spanish Economic Activity Code) 6820 – Rental of Properties
Barings Core Crossroads, S.L.	Madrid, Spain	CNAE (Spanish Economic Activity Code) 6820 – Rental of Properties
Barings Core Algete, S.L.	Madrid, Spain	CNAE (Spanish Economic Activity Code) 6820 – Rental of Properties

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

The breakdown of the Subsidiaries of the Barings Group in 2022 as well as their activities, registered offices and shareholding percentages are as follows:

Subsidiaries	Subscribed capital	Share premium	Reserves	Result for the financial year	Other net equity items	Net equity	% Direct Holding	Net book value
Barings Core Madrid, S.L.	1,003,000.00	6,778,562.75	(44,125.27)	2,720,722.90	(6,183,094.22)	4,275,066.16	100%	4,275,066.16
Barings Core Toledo, S.L.	1,272,371.00	9,224,341.15	(16,220.11)	788,299.78	(269,343.26)	10,999,448.56	100%	10,496,712.15
Barings Core Logroño, S.L.	698,098.00	17,683,250.30	233,647.90	3,423,636.13	(628,381.04)	20,942,955.49	100%	59,595,683.99
Barings Core Logroño, PFS S.L.	143,804.00	1,267,236.00	(2,202.12)	(2,100,042.96)	(596,466.25)	(1,287,671.33)	100%	
Barings Core Algete, S.L.	9,115,230.00	3,106,585.00	33,352.66	426,189.15	-	12,681,356.81	100%	12,223,815.00
Barings Core Crossroads, S.L.	13,107,710.00	556,382.00	828,771.25	2,026,597.72	(1,083,595.43)	15,435,865.54	100%	14,610,197.85
Barings Core M50, S.L.	4,252,245.00	-	3,442.17	(674,570.49)	(208,744.60)	3,372,372.08	100%	3,381,148.64
TOTAL	29,592,458.00	38,616,357.20	569,370.68	6,610,832.23	(8,969,624.80)	66,419,393.31		104,582,623.79

Subsidiaries	Registered Office	Main Activity
Barings Core Madrid, S.L.	Madrid Spain	CNAE (Spanish Economic Activity Code) 6820 – Rental of Properties
Barings Core Toledo, S.L.	Madrid - Spain	CNAE (Spanish Economic Activity Code) 6820 - Rental of Properties
Barings Core Logroño, S.L.	Madrid – Spain	CNAE (Spanish Economic Activity Code) 6820 - Rental of Properties
Barings Core Logroño, PFS S.L.	Madrid – Spain	CNAE (Spanish Economic Activity Code) 6820 - Rental of Properties
Barings Core M50, S.L.	Madrid – Spain	CNAE (Spanish Economic Activity Code) 6820 - Rental of Properties
Barings Core Crossroads S.L.	Madrid – Spain	CNAE (Spanish Economic Activity Code) 6820 – Rental of Properties
Barings Core Algete S.L.	Madrid - Spain	CNAE (Spanish Economic Activity Code) 6820 - Rental of Properties

The circumstances under which these Companies are consolidated, through the full consolidation method, corresponds to the situations indicated in Article 2 of the NOFCAC (Standards for the Formulation of Consolidated annual financial statements), as indicated below:

- 1. When the Parent company is considered to be in a relationship with another Company (subsidiary) in any of the following situations:
  - The Parent Company holds the majority of the voting rights.
  - b) The Parent Company has the power to appoint or remove the majority of the members of the governing body.
  - c) The Parent Company, by virtue of agreements entered into with other Shareholders, may have the majority of the voting rights.
  - d) The Company has appointed the majority of the members of the Governing body using its votes, who are discharging their duties at the time of issue of the consolidated financial statements and during the preceding two financial years. This circumstance assumes that the majority of the members of the Parent company's governing body are members of the governing body or senior management of the Parent company or an investee company.
- 2. When a Parent company holds half or less than half of the voting rights, even when it barely possesses or does not possess a shareholding in another Company, or when the managerial power

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

has not been detailed (special purpose entities), but it participates in the risks and benefits of the entity, or has the capacity to participate in the operational and financial decision-making thereof.

Pursuant to article 155 of the Spanish Corporate Enterprises Act, the Company has informed all these Companies that, either directly or through another Subsidiary, it holds a shareholding of more than 10% of the capital. The close of the financial year of the Subsidiaries coincides with that of the Parent Company. All Subsidiaries have been consolidated in these Consolidated Financial Statements.

#### 2. Basis of presentation of the consolidated financial statements

#### 2.1 True and fair view

The Consolidated Annual Accounts were prepared on the basis of the accounting records of Barings Core Spain Socimi, S.A.U. and of the subsidiaries, and include the necessary adjustments and reclassifications for standardisation in terms of timing and valuation in accordance with the accounting criteria established by the Group.

These consolidated accounts for 2023 have been formulated in accordance with the corporate legislation in force and the rules established in the General Accounting Standards, in order to present a true and fair view of the consolidated equity and consolidated financial position at 31 December 2023, and of the consolidated results of operations, changes in consolidated net equity and consolidated cash flows corresponding to the financial year ended at said date.

The Directors of the Parent Company consider that the Consolidated Financial Statements for 2023, which have been authorised for issue, will be approved by the Sole Shareholder without any amendments.

### 2.2 Critical aspects of valuation and estimation of uncertainties and relevant judgements in the application of accounting policies

The preparation of the consolidated financial statements requires the use by the Directors of certain estimates and judgements in relation to the future that are continually assessed and based on historical experience and other factors, including expectations of future events considered reasonable under the circumstances.

The actual results may well appear in a manner different to that expected and subsequently these estimations and judgements are continuously evaluated. Even though these estimations were performed by the Management of the Parent Company with the best information available at the close of each reporting period, by applying its best estimate and knowledge of the market, it is possible that potential future events may oblige the Parent Company to amend them in the following financial years. In accordance with the prevailing legislation, the effects of the change in the estimations will be recognised prospectively in the income statement.

The most significant estimations and judgements performed by the Company are detailed below:

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

- The valuation of the impairment to its real estate investments that may derive from a lower value received in the real estate appraisals carried out by independent third-party experts compared to the book value recognised for these assets. In order to determine the fair value, the Directors of the Parent Company engaged an independent expert to perform appraisals of the real estate investments according to the estimations of the expected future cash flows of such assets and using the appropriate discount rate to calculate the actual value of these cash flows (Note 6).
- The useful life of its real estate investments (Note 4.4).

#### 2.3 Comparison of Information

In accordance with corporate legislation, for comparative purposes each of the entries on the consolidated balance sheet, the consolidated profit and loss account, the consolidated statement of changes in net equity and the consolidated statement of cash flows indicates not only the figures for the financial year ended 31 December 2023, but also those corresponding to the previous financial year, which differ from those approved by the Sole Shareholder on 27 June 2023, because of the reclassifications detailed below:

- Reclassifications of comparative amounts for the previous financial year:

The following reclassifications of figures corresponding to the 2022 financial year were performed in these consolidated annual accounts, in order to make them comparable with the current financial year and to facilitate comparison:

#### **Consolidated Balance Sheet**

	Euros	Euros				
Concept	Debit	Credit				
Non-current Liabilities						
Derivatives	English Control	14,372.88				
Non-Current Assets						
Derivatives	14,372.88	-				

#### Consolidated Profit and Loss Account

	Euros			
Concept	Debit	Credit		
Net turnover	and the second of			
Services rendered	354,493.55			
Other operating expenses				
External services	1 n n n n n n n n n n n n n n n n n n n	354,493.55		

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

Details are given below of the reclassifications performed in the consolidated balance sheet for the financial year 2022:

- A payable balance of 14,372.88 euros, reclassified from the caption Long-term debts ("Derivatives") of the Non-Current Liabilities, to the caption Long-term financial investments ("Derivatives") of the Non-Current Assets, corresponding to the fair value of the derivative at 31 December 2022 (see Note 8).

Details are given below of the reclassifications performed in the consolidated profit and loss account for the financial year 2022:

- An amount of 354,493.55 euros, corresponding to the netting out of expenses passed on by the parent company Barings Core Spain SOCIMI S.A. two the remaining subsidiaries, which had been registered under "Services provided", within the "Net turnover" and "External services" within "Other Operating Expenses" (see Note 14).

#### 2.4 Consolidation of entries

In order to facilitate an understanding of the consolidated balance sheet and consolidated income statement, the consolidated statement of changes in net equity and the consolidated statement of cash flows, these statements are presented in grouped format, with the required analyses being set out in the corresponding consolidated explanatory notes.

#### 2.5 Functional and reporting currency

The Consolidated Annual Accounts are presented in euros, the Parent Company's functional currency and currency of presentation.

#### 2.6 Going concern principle

At 31 December 2023 the consolidated balance sheet of the Group BARINGS CORE SPAIN SOCIMI, S.A.U. reveals negative working capital of 38,127,475.23 euros, mainly as a consequence of the short-term maturity of the principal of a loan with mortgage guarantee for an amount of 31,722,301.25 euros, granted by a financial institution to the subsidiary BARINGS CORE LOGROÑO S.L.U., the forthcoming maturity date of the loan being set at 22 December 2024, and the short-term maturity of the principal of another loan with mortgage guarantee for an amount of 17,970,614.42 euros, granted by a financial institution to the subsidiary BARINGS CORE CROSSROADS S.L.U., loan scheduled for maturity on 30 December 2024 (see Note 8.3).

The Directors of the Parent Company formulated these consolidated annual accounts of 2023 on the basis of the going concern principle, taking into account the following circumstances:

The Ultimate Shareholder of the Parent Company, the entity Barings European Core Property Fund SCSp SICAV-SIF, has given a firm commitment in the coming months in 2024, in the event that no term extension is granted to the maturity dates of the loans with financial institutions via its subsidiary Barings European Core Property Fund TOPCO, s.à.r.l. and prior to the scheduled maturity date of the aforementioned mortgage loans, to formalise the respective long-

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

term financial loans with the subsidiaries BARINGS CORE LOGROÑO S.L.U. and BARINGS CORE CROSSROADS S.L., for amounts of approximately 32,000,000.00 euros and 18,000,000.00 euros, respectively, to allow both companies to meet their commitments to repay the principal and interest owed under the mortgage loans. Likewise, the Ultimate Shareholder of the Parent Company has stated its commitment not to enforce payment of this new debt in 2025, thereby guaranteeing the continuity of the operations of this subsidiary, and hence of the BARINGS CORE SPAIN SOCIMI, S.A.U. Group.

— In line with the positive operating results generated by the Group in the 2022 and 2023 financial years, the most recent cash projections of the BARINGS CORE SPAIN SOCIMI, S.A.U. Group for the period between 1 January 2024 and 30 June 2025 indicate its capacity to generate sufficient cash in order to meet its payment commitments during that period.

#### 3. <u>Distribution of the profit (loss) of the Parent Company</u>

At 31 December 2023, the Parent Company recorded profits of 5,225,675.60 Euros. The Company's Board of Directors propose that the profits be distributed (applied) as follows:

2023	2022
5,225,675.60	7,894,784.47
5,225,675.60	7,894,784.47
manager to the same	789,478.45
5,225,675.60	7,105,306.02
5,225,675.60	7,894,784.47
	5,225,675.60 5,225,675.60 - 5,225,675.60

The Parent Company is obliged to allocate 10% of profits from the financial year to establish the legal reserve, until such time as this amounts to at least 20% of the capital stock. This reserve cannot be distributed to the Shareholder unless it exceeds the limit of 20%. Once the regulations set out by Law or the Articles of Association have been met, dividends charged to the financial year's profit or unrestricted reserves can only be distributed if the net equity is not lower than the social capital after the distribution. For these purposes, the profits directly imputed to the net equity may not be subject to direct or indirect distribution. Were losses to exist in previous financial years reducing the net equity of the Company to a level below the value of the capital stock, profits would be allocated to compensation for such losses.

At 31 December 2023, the legal reserve amounted to 2,771,376.39 euros, exceeding 20% of the share capital. (Note 10.2)

In accordance with the provisions set forth in article 6 of Law 11/2009 of 26 October, amended by Law 16/2012 of 27 December, the Company is obligated to distribute the profit obtained in the year in the form of dividends to its shareholders once the corresponding commercial obligations have been met, duly agreeing their distribution within the six months following the conclusion of each financial year, in the following manner:

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

- a) 100% of the profit originating from the dividends or shares in profits distributed by the entities referred to in section 1 of article 2 of Law 11/2009.
- At least 50% of the profits deriving from the transmission of real estate and shares or shareholdings referred to in section 1 of article 2 of Law 11/2009, after the periods referred to in section 3 of article 3 of this Law have elapsed, for the purposes of compliance with its main corporate purpose. The rest of these profits must be reinvested in other properties or holdings related to fulfilment of said mission, within the period of the three years subsequent to the date of transfer. By default, such profit will be distributed in full jointly with profit, where applicable, derived from the financial year in which the reinvestment period ends. If the elements object of the reinvestment are transferred before the holding period established in section 3 of article 3 of the above-mentioned Law, those profits must be distributed in full together with the profits, if any, generated from the year in which they are transferred.
- c) The obligation of distribution does not extend, where applicable, to the portion of these profits taxable in financial years in which the company was not subject to tax under the special tax regime established in this Law.
- d) At least 80% of the remainder of the profit obtained.

The dividend must be paid within the month following the date of the distribution agreement.

#### 4. Recognition and valuation standards

The main valuation standards used by the Group in preparing its Consolidated Financial Statements have been as follows:

#### 4.1 Subsidiaries

#### 4.1.1 Acquisition of control

The acquisition by the Parent Company of control of a subsidiary constitutes a business combination that is accounted for using the acquisition method.

This method requires the acquiring company to enter in its accounts, on the date of acquisition, the identifiable assets acquired and liabilities assumed in a business combination, in addition to the corresponding goodwill or negative difference, where applicable. Dependent companies are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The cost of acquisition is determined as the sum of the fair values, at the date of acquisition, of the assets handed over, the liabilities incurred or assumed, and the equity instruments issued by the acquiring party, and the fair value of any contingent consideration dependent on future events or the fulfilment of certain conditions, which must be registered as an asset, a liability, or net equity, in accordance with the nature thereof.

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

Expenses connected with the issuance of equity instruments or financial liabilities handed over do not form part of the cost of the business combination, being registered in accordance with the standards applicable to financial instruments. Fees paid to legal consultants or other professionals involved in the business combination are accounted for as expenses, as they are incurred. Nor does the cost of the combination include expenses generated internally through these items, nor any that might have been incurred by the entity acquired.

The surplus of the cost of the business combination on the date of acquisition beyond the proportional part of the value of the identifiable assets acquired, less the liabilities assumed representing the shareholding in the capital of the acquired company, is recognised as goodwill. In the exceptional case that this amount is greater than the cost of the business combination, the surplus will be entered in the consolidated income statement as income.

#### 4.2 Acquisition of control by stages

If control over a dependent company is acquired by means of various transactions performed on different dates, the goodwill (or negative difference) is obtained as the difference between the cost of the business combination, plus the fair value on the date of acquisition of any prior investment by the acquiring company in that acquired, and the value of the identifiable assets acquired, less the value of the liabilities assumed.

Any profit or loss arising as a result of valuation at fair value on the date when control is obtained of the prior shareholding which was held by the acquiring company in the acquired company will be recognised in the income statement. If the investment was previously valued at its fair value, the value adjustments pending imputation to the results for the financial year are transferred the consolidated income statement.

#### 4.2.1 Consolidation method

The assets, liabilities, income, expenditure, cash flows and other items of the financial statements of the Group companies are included in the consolidated financial statements of the Group using the full consolidation method. This method requires the following:

- Homogenisation of time. The consolidated financial statements are established according to the same date and period as those of the company obliged to consolidate. The inclusion of Companies with a different reporting period is carried out through interim financial statements referring to the same date and period as the consolidated financial statements.
- Homogenisation of valuation. The elements of assets and liabilities, income and expenses, and other items of the financial statements of the Group Companies are measured following uniform methods. Any assets or liabilities, or items of income or expense that have been measured using the non-uniform criteria with regard to those applied upon consolidation have been measured again, carrying out the necessary adjustments, for the sole purposes of consolidation.
- Aggregation. The different items of the previously homogenised separate financial statements are grouped according to their nature.
- Elimination of net equity investment. the accounting values representative of the equity instruments of the Subsidiary possessed, directly or indirectly, by the Parent company, are offset with the proportional part of the items of equity of the aforementioned Subsidiary attributable to

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

said shareholdings, generally over the base of the values resulting from the previously detailed acquisition method. In consolidations after the reporting period in which control is acquired, the excess or lack of equity generated by the Subsidiary from the acquisition date that is attributable to the Parent company is presented in the consolidated balance sheet under the headings Reserves or Adjustments due to changes in value, depending on the nature. The portion attributable to the non-controlling interests is detailed under the heading "Non-controlling interests".

- Shareholding of non-controlling interests. The measurement of the non-controlling interests is performed according to their effective shareholding in the equity of the Subsidiary once the previously detailed adjustments have been performed. Consolidated goodwill is not attributed to non-controlling interests. The excess between the losses attributable the Non-controlling interests of a Subsidiary and the portion of equity that proportionally corresponds to them is attributed to them, even when this implies a balance payable in each item.
- Intra-group eliminations. the payables and receivables, income and expenses and cash flows between the Group companies are all eliminated. Similarly, all the results of the internal operations are eliminated and deferred until performed before third-parties external to the Group.

Consolidation was performed in accordance with the full integration method for the subsidiaries indicated in Note 1.2, in which Barings Core Spain Socimi, S.A.U. it holds the majority of voting rights.

1. Modification of the shareholding without loss of control

Once control of a subsidiary has been obtained, any subsequent actions that give rise to a change in the shareholding of the Parent Company in the subsidiary, without the former losing its control over the latter, are considered in the Consolidated Financial Statements as an operation with equity securities, with the following rules:

- a) The amount of the goodwill or the negative difference recognised is not modified, nor is the amount of other assets and liabilities recognised;
- b) Any profit or loss recognised in the individual accounts is eliminated in the consolidation, with the corresponding adjustment to the reserves of the society the shareholding of which is reduced;
- The amounts of "value change adjustments" and "subsidies, donations and bequests" are adjusted to reflect the shareholding in the capital of the dependent company maintained by Group companies;
- d) The shareholding of the non-controlling interests in the equity of the subsidiary is indicated by the shareholding percentage that the third-parties external to the Group possess in the Subsidiary once the operation is complete, which includes the shareholding percentage in the goodwill recognised in the consolidated financial statements associated with the amendment generated;
- e) The adjustment required resulting from points a), b) and d) above will be recognised in reserves.

#### 2. Loss of control

When control over a dependent company is lost, the following rules are observed:

- a) For the purposes of consolidation, an adjustment is made to the profit or loss recognised in the individual Financial Statements;
  - If the dependent company becomes classified as multi-group or associate, it is consolidated or the equity method is initially applied, taking into account for the purposes of the initial valuation the fair value of the shareholding retained at that date;

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

- b) The shareholding in the net equity of the dependent company retained after the loss of control and that does not lie within the consolidation scope will be valued in accordance with the criteria applicable to financial assets (Note 3.5), considering as the initial valuation the fair value at the date when it ceases to lie within the aforementioned scope.
- c) An adjustment is recognised in the consolidated income statement to present the shareholding of the external shareholders in the income and expenses generated by the dependent company in the financial year up to the date of loss of control, and in the transfer to the income statement of the income and expenses entered directly in the accounts under the net equity.

#### 4.3 Goodwill on consolidation

The acquisition by the Parent Company of control over a dependent company constitutes a business combination which is subject to the acquisition method. In subsequent consolidations, the elimination of the investment-equity of Subsidiaries will be performed in general on the basis of the values which result from application of the acquisition method described below on the date of control.

- Business combinations are accounted for by applying the acquisition method, for which the
  acquisition date is established and the combination cost calculated, with the identifiable assets
  acquired and the liabilities assumed being recorded at their fair value with regard to this date.
- The goodwill or the negative difference of the combination is determined by the difference between
  the recognised fair values of the assets acquired and liabilities assumed and the cost of the
  combination, all referenced to the acquisition date.
- 3. The cost of the combination is established as the sum of:
  - The fair values on the acquisition date of the assets assigned, the liabilities incurred or assumed and equity instruments issued.
  - The fair value of any contingent consideration that depends on future events or the fulfilment of predetermined conditions.
- 4. The combination cost does not include expenses connected with the issuance of equity instruments or of financial liabilities handed over in exchange for the elements acquired.
- 5. Likewise, since 1 January 2010 the cost of combination has also excluded the fees paid to legal consultants or other professionals involved in the combination, along with the expenses generated internally in this regard. These sums are imputed directly in the income statement.
- 6. If a combination of businesses is performed in stages, such that prior to the date of acquisition (the date of assumption of control) there was a prior investment, the Goodwill or negative difference is established as the difference between:
  - The cost of the business combination, plus the fair value on the acquisition date of any prior shareholding made by the acquiring company in the acquired company, and
  - The value of the identifiable assets acquired, less that of the liabilities assumed, established in accordance with the method set out above.

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

7. Any profit or loss arising as a result of valuation at fair value on the date when control is obtained of the prior shareholding which was held in the acquired company will be recognised in the income statement. If prior to the investment in the investee this was valued at its fair value, the valuation adjustment pending imputation to the result for the financial year will be transferred to the income statement. It is otherwise assumed that the cost of the business combination provides the best reference in estimating the fair value on the date of acquisition of any prior shareholding.

Goodwill arising in the acquisition of companies with an operational currency other than the euro is valued in the operational currency of the company acquired, with conversion to euros being performed at the exchange rate in force on the date of the balance sheet.

Goodwill is not amortised, and is subsequently valued at its cost less value impairment losses. Impairment valuation corrections recognised in the goodwill are not subject to reversal in subsequent financial years.

In the exceptional circumstances that a negative difference arises in the combination, this is imputed to the income statement as revenue.

If on the date of close of the financial year when the combination occurs the valuation processes required in order to apply the acquisition method described above can not be concluded, then the accounts will be deemed provisional, with the potential that these provisional values may be adjusted during the period required in order to obtain the necessary information, which may in no cases be greater than one year. The effects of adjustments performed during this period are accounted for on a retroactive basis, modifying the comparative information where necessary.

Subsequent changes in the fair value of the contingent consideration are adjusted against results, unless the consideration was classified as equity, in which case subsequent changes to the fair value are not recognised.

If, after obtaining control, transactions are carried out to sell or purchase shares in a subsidiary without loss of the subsidiary, the impacts of these transactions without change of control are recorded under net equity and the amount of the consolidation goodwill is not modified.

#### 4.4 Real estate investments

The property investments heading of the balance sheet includes the values of land, buildings and other constructions that are maintained either to operate them as rental or to obtain capital gains in their sale as a consequence of the increases that may occur in the future in their respective market prices.

Likewise, in the case of Barings Core Logroño S.L., the real estate investments include the other fixed assets comprising the shopping centre.

The real estate investments are initially measured at cost, which corresponds to their acquisition cost including the directly associated costs, less the corresponding accumulated amortisation and impairment losses.

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Upkeep and maintenance expenses for the various elements comprising real estate investments are charged against the income statement of the financial year in which they are incurred. On the contrary, any amounts invested in improvements intended to increase capacity or efficiency or to extend the useful life of any such assets are registered as a higher cost thereof.

The Group amortises the property investments following the straight-line method at 2% per year. The changes, if any, which may arise in the residual value, the useful life or the depreciation method of an asset shall be recognised as changes in the accounting estimates, unless considered an error. In the 2018 financial year, following the acquisition of the company Barings Core Logroño S.L., as detailed in Note 6, the Directors decided in 2018 to re-estimate the useful life of its property for leasing purposes from 99 to 50 years, to make the useful life consistent with the other useful lives of the group. The remaining fixed assets (installations, furniture, transport elements, etc.) are amortised in accordance with the estimated useful life. The amortisation table is detailed below:

	Years of useful life
Real estate for lease	50
Plant and machinery	19
Other installations, tools and furniture	19

Property investments included obligations relating to improvements or maintenance constructions with the lessees ("Fit out") to perform constructions and improvement works with the aim to enable the entry of different operators, provided that this obligation is assumed by the companies and not by the lessee. This entry has depreciated during the agreements with the tenants that have generated it.

At the end of the financial year the Group evaluates if there are signs that any of the real estate investments may be impaired, and if this is the case, it shall estimate the recoverable amounts, carrying out the valuation changes that apply.

The allocation of said impairment as well as its reversal is performed in accordance with that indicated in the rules governing recognition and valuation included in the General Accounting Plan.

In addition, the depreciation of the following financial years of the impaired real estate investments shall be adjusted, taking into account the new book value.

#### 4.4.1 Impairment of real estate investments

Whenever there are indications of loss of value of the property investments, the Group estimates, using the impairment test, the possible existence of losses in value which reduce the recoverable value of said assets, to an amount lower than their book value.

Recoverable value is determined as the higher amount between the fair value less sales cost and the value in use. In particular, for the totality of the real estate investments, the value in use is determined through the discount of future flows generated by the corresponding asset on the basis of the existing committed income and using the market discount rates.

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When an impairment loss subsequently reverts, the carrying amount of the asset is increased by the revised estimate of its recoverable amount, but in such a manner that the increased carrying amount does not exceed the carrying amount that would have been determined if no loss had been recognised due to impairment loss in previous financial years

#### 4.5 Leases

Leases are classified as financial leases as long as from their conditions it ensues that risks and benefits inherent to the ownership of the asset object of the contract are substantially transferred to the Lessee. All other leases are classified as operational leases.

At 31 December 2023 and 2022, the Group companies acting as lessor under the various lease agreements have no financial leases.

#### Operating lease

The assets leased to third parties under operating leases are presented in accordance with the nature of the leases resulting from the application of the accounting principles developed in the section on real estate investments.

The income and expenditure arising from operating lease agreements are charged to the profit and loss statement in the financial year in which they are accrued (Note 7).

Any payment received upon arrangement of an operational lease will be dealt with as an advance receipt attributed to results over the period of the lease, as the profits from the leased asset are transferred or received.

#### 4.5.1 Bonds delivered

The Group receives the corresponding bonds from lessees. Under the terms of the Spanish Urban Leases Act, some of the Group companies are subject to a deposit agreement regime with the corresponding Spanish Autonomous Regions.

Under this regime, most of the Group companies are obliged to deposit 100% of the sureties received from their lessees with certain Official Institutions. Thus, such bonds received from lessees are classified in the current or non-current liabilities side of the balance sheet and those deposited in the Official Institutions of the Autonomous Communities are recognised in the non-current assets side of the balance sheet.

In respect of the bonds delivered for operating leases, the difference between the fair value and the amount paid will be considered as an advance payment or collection for the lease or the rendering of the service, which shall be recognised in the income statement during the term of the lease.

The same criteria shall be applied to the bonds received, the difference between the fair value and the amount delivered for the bonds of the operating leases is not significant for the purposes of the preparation of these consolidated financial statements, as a result, the bonds are not updated.

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#### 4.6 Financial instruments

(i) Recognition and classification of financial instruments:

Financial instruments are classified by the Group upon initial recognition as a financial asset, a financial liability or an equity instrument, according to economic basis of the contractual agreement and the definitions of financial asset, financial liability or equity instrument.

The Group recognises a financial instrument when it becomes a compulsory part of a legal contract or business under the terms thereof, either as an issuer or as the holder or purchaser of the contract.

For valuation purposes, The Group classifies financial instruments in the categories of financial assets and liabilities at fair value with changes in the profit and loss account, distinguishing between those initially designated and those held for trading and those valued on a mandatory basis at fair value with changes in the profit and loss account; financial assets and liabilities are valued at amortised cost; financial assets valued at their fair with changes under net equity, distinguishing between equity instruments designated as such and all other financial assets; and financial assets valued at cost.

#### (ii) Classification of financial liabilities:

The Group classifies financial assets at amortised cost and at fair value with changes under net equity, except for designated equity instruments, in accordance with the business model and the characteristics of the contractual flows.

The Group classifies a financial asset or liability as held for trading if:

- It originates, is acquired or issued or assumed primarily for the purpose of selling or repurchasing in the short term;
- At initial recognition it is part of a portfolio of financial instruments identified and managed together, with evidence of recent actions to obtain short-term gains;
- It is a derivative financial instrument, provided that it is not a financial guarantee contract and has not been designate as a hedging instrument; o
- It is an obligation that the Company is required in a short-term position to hand over the financial assets loaned to it.

The Group classifies a financial asset at amortised cost, even if it is listed for trading, if it is maintained within the context of a business model the purpose of which is to hold the investment to receive cash flows derived from performance of the contract and the contractual conditions of the financial asset give rise, on specified dates, to cash flows that are solely the payment of principal and interest on the amount of the principal pending (SPPI).

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The Group classifies a financial asset at fair value with changes under net equity if it is held within the context of a business model the purpose of which is achieved by obtaining contractual cash flows and selling financial assets and the contractual conditions of the financial asset give rise to cash flows on specified dates that are SPPI.

In any event, the Group classifies the following financial assets at cost:

- a) Investments in the equity of group, multi-group and associate companies.
- b) Other investments in equity instruments the fair value of which cannot be determined by reference to a price quoted on an active market for an identical instrument, or cannot reliably be estimated, as well as derivatives that have such investments as their underlying asset.
- c) Those hybrid financial assets the fair value of which cannot be reliably estimated.
- d) The contributions made as a consequence of a shared account agreement and similar.
- e) Profit-participating loans the interest on which is contingent in nature, either because a fixed or variable interest rate dependent on fulfilment of an event at the borrower company is agreed, or otherwise because the interest is calculated solely with reference to the evolution of the business of the company in question.
- f) Any other financial asset that should initially be classified within the fair value portfolio with changes in the profit and loss account, if it is not possible to obtain a reliable estimate of its fair value.

Financial assets and liabilities through contingent consideration arising in its donation are classified as financial assets and liabilities valued at fair value with changes in the profit and loss account.

#### (iii) Classification of financial liabilities:

The Group classifies financial liabilities as measured at amortised cost, except those designated at fair value through profit or loss and those held for trading.

The Group designates a financial liability at the initial moment, at fair value with changes to profit and loss, if doing so eliminates or significantly reduces any inconsistency or accounting asymmetry in the valuation or in the recognition that would otherwise arise; if the valuation of the assets or liabilities or the recognition of the results corresponding to them were established on a different basis or a group of financial liabilities or financial assets and the return is evaluated on the basis of the fair value, according to a documented risk management or investment strategy, and information is provided internally as to the group on this same basis for key Group management personnel.

The Group classifies other financial liabilities, except for financial guarantee contracts, commitments to grant a loan at a below-market interest rate and the financial liabilities resulting

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from a transfer of financial assets that do not fulfil the requirements for the registration in the accounts or that are accounted for using the continued involvement focus, as financial liabilities at amortised cost.

#### (iv) Principles of compensation:

A financial asset and a financial liability are offset only when the Group has the enforceable right to offset the recognised amounts and intends to settle the net amount or to realise the asset and settle the liability simultaneously.

#### (v) Classification:

The financial assets and liabilities held by the Group correspond to financial assets and liabilities held for trading, loans and receivables, debts and payables, and investments in group companies.

a) Financial assets and liabilities at fair value with changes in the profit and loss account.

The Group recognises financial assets and liabilities at fair value with changes in the profit and loss account initially at fair value. Transaction costs directly attributable to the purchase or issue are recognised as an expense as they are incurred.

The fair value of a financial instrument at the initial moment is typically the transaction price, unless said price would contain elements other than the instrument, in which case the Group determines its fair value. If the Group determines that the fair value of an instrument is different from the transaction price, it registers the difference in results, to the extent that the value was obtained by reference to a price listed on an active market of an identical asset or liability, or was obtained from a valuation technique which employed only observable data. In all other cases, the Group recognises the difference under results, to the extent that it arises from a change in a factor which market participants would take into account when determining the price of the asset or liability.

Following initial recognition, they are recognised at their fair value, with variations being recorded in results. Variations in the fair value include the interest and dividend component. The fair value is not reduced by transaction costs which may be incurred as a result of possible sale or disposal by some other means.

#### b) Financial assets and liabilities at amortised cost

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Financial assets and liabilities at amortised cost are initially recognised at fair value, plus or minus transaction costs incurred, and are subsequently measured at amortised cost, using the effective interest rate method. The effective interest rate is the discount rate that equals the book value of a financial instrument with the estimated cash flows over the expected life of the instrument, based on its contractual terms and for financial assets without considering future credit losses, except for those acquired or originated with incurred losses, for which the effective interest rate adjusted for credit risk is used, i.e. considering credit losses incurred at the time of acquisition or origin.

#### c) Financial assets at fair value with changes in the equity.

Financial assets at fair value under equity are recognised initially at fair value plus transaction costs directly attributable to the purchase.

Subsequent to initial recognition, financial assets classified in this category are valued at fair value, recognising the loss or gain under revenues and expenses recognised in net equity, except for impairment losses and losses and gains through the exchange rate of debt instruments. The amounts recognised in net equity are recognised in results at the point at which the financial assets are withdrawn and, where applicable, for the impairment loss. Nonetheless, interest calculated by the effective interest rate method is recognised in results.

As previously indicated, the Group designates certain equity instruments as valued at fair value with changes under net equity. The initial valuation of these instruments includes the amount of pre-emptive subscription rights and similar rights acquired. Subsequent to initial recognition, equity instruments are measured at fair value, recognising the loss or gain under net equity. The amounts recognised in net equity are recognised in results at the point at which the financial assets are withdrawn and, where applicable, for the impairment loss.

#### d) Financial assets and liabilities valued at cost.

Investments in equity instruments the fair value of which cannot be reliably estimated and the derivative instruments linked to them, and which must be settled through the handover of such non-listed equity instruments, are valued at cost. Nonetheless, if the Group can at any time access a reliable valuation of the financial asset or liability on a continuous basis, they are recognised at fair value at that time, registering the profits or losses in accordance with their classification.

The Group values investments included in this category at cost, equivalent to the fair value of the consideration given or received, plus or minus the transaction costs directly attributable to them, less, where applicable, the cumulative amount of impairment valuation adjustments. The initial valuation of equity instruments likewise includes the amount of preferential subscription rights and similar rights acquired.

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The Group values the contributions made as a consequence of a shared account agreement and similar at cost, increased or reduced by the profit or loss, respectively, corresponding to the Group as non-manager participant, less any cumulative amount of value adjustments for impairment.

The Group values contributions received as the consequence of a shared account agreement or similar at cost, increased or reduced by the profit or loss, respectively, corresponding to non-manager participants.

The Group values profit-participating loans given at cost, equivalent to the fair value of the consideration given, plus the transaction costs directly attributable to them, and less, where applicable, the cumulative amount of value adjustments for impairment. If an irrevocable fixed interest rate is agreed in addition to contingent interest, the Group enters the former in the accounts as financial income on an accrual basis. Transaction costs are imputed to the profit and loss account on a linear basis throughout the lifespan of the profit-participating loan.

The Group values profit-participating loans received at cost, equivalent to the fair value of the consideration received, less transaction costs directly attributable to them. If an irrevocable fixed interest rate is agreed with the lender in addition to contingent interest, the former is entered in the accounts as financial income on an accrual basis. The transaction costs are allocated to the income statement on straight-line basis throughout the life of the participative loan.

#### (vi) Reclassifications of financial instruments.

The Group reclassifies/will reclassify financial assets when it changes the business model for management or when it meets or no longer meets the criteria to be classified as an investment in group, multi-group or associated companies or the fair value of an investment ceases or becomes reliable, except for equity instruments classified at fair value with changes in equity, which cannot be reclassified. The Group does not reclassify natural liabilities.

If the Group reclassifies a financial asset from the amortised cost category to fair value with changes in the profit and loss account, it recognises the difference between the fair value and the book value in results. From this moment onwards, the Group does not separately register the interest from the financial asset.

If the Group reclassifies a financial asset from the category of fair value with changes in the profit and loss account to amortised cost, the fair value at the date of reclassification is considered to be the new book value for the purposes of applying the effective interest rate method and registration of value adjustments for impairment.

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If the Group reclassifies a financial asset from the amortised cost category to fair value with changes in net equity, it recognises the difference between the fair value and the carrying amount under net equity. The effective interest rate and the recording of impairment valuation corrections are not adjusted for reclassification. However, the accumulated amount of impairment valuation corrections is recorded against equity and disclosed in the notes.

If the Group reclassifies a financial asset from the fair value category with changes under net equity to amortised cost, it is reclassified at its fair value. The deferred amount under net equity is adjusted for the carrying amount of the asset. The effective interest rate and the recording of impairment valuation corrections are not adjusted for reclassification. However, the Group recognises at that time a cumulative impairment valuation adjustment separate from the gross amount of the financial asset.

If the Group reclassifies a financial asset from the category of fair value with changes in the profit and loss account to fair value with changes in net equity, the effective interest rate and the value adjustments for impairment are determined at the reclassification date for the fair value at that time. Equity instruments cannot be reclassified.

If the Group reclassifies a financial assets from the category of fair value with changes in net equity to fair value with changes in the profit and loss account, the amount deferred under equity is reclassified to results. From this moment onwards, the Group does not separately register the interest from the financial asset.

In the event that the fair value of an equity instrument is no longer reliable, its fair value at the date of reclassification becomes its new book value, and the aforementioned criteria are applied.

#### (vii) Interest.

In any case, the interest from financial assets accrued after the acquisition is recognised as revenues in the profit and loss account.

The Group recognises interest from financial assets valued at amortised cost by using the effective interest rate method, and dividends when the right of the Group to receive them is declared.

Upon initial measurement of financial assets, the Group separately recognises explicit accrued and not yet due at that time, in accordance with the maturity date, in addition to the amount of dividends declared by the pertinent body at the acquisition date. As a result, said amounts are not recognised as income in the profit and loss account.

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#### (viii) Withdrawal of financial assets.

The Group applies criteria for the deregistration of financial assets to a part of a financial asset or a part of a group of similar financial assets or to a financial asset or a group of similar financial assets.

Financial assets are deregistered from the accounts when the rights to receive cash flows connected therewith have matured or been transferred, and the Group has substantially transferred the risks and benefits derived from ownership thereof. Likewise, the deregistration of financial assets in those circumstances where the Group retains the contractual rights to receive the cash flows occurs only once contractual obligations have been assumed that determine the payment of such flows to one or more recipients, and the following requirements are fulfilled:

- Payment of the cash flows is conditional on prior collection;
- The Group cannot proceed to sell or pledge the financial assets; and
- The cash flows collected in the name of the ultimate recipients are transferred without significant delay, and the Group is not in a position to reinvest the cash flows. This criterion does not apply to investments in cash or cash equivalents made by the Group during the liquidation period between the date of collection and the date of transfer agreed with the ultimate recipients, wherever the interest accruing is attributed to the ultimate recipients.

In those cases where the Group assigns a financial asset in its entirety, but retains the right of administration of the financial asset in exchange for a commission, an asset or liability corresponding to the performance of said service is recognised. If the consideration received is lower than the expenses to be incurred as a consequence of performance of the service, a liability is recognised for an amount equivalent to the obligations entered into, valued at their fair value. If the consideration for the service is greater than that which would apply from application of appropriate remuneration, an asset is recognised for the administration fees.

In those transactions where the withdrawal of a financial asset is recorded in its entirety, the financial assets obtained or the financial liabilities, including the liabilities corresponding to administration services incurred, are registered at their fair value.

In transactions in which the partial withdrawal of a financial asset is registered, the book value of the complete financial asset is assigned to the part sold and to the part maintained, including assets corresponding to administration services, in proportion to the relative fair value of each of them.

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Derecognition of a financial asset as a whole entails the recognition of results based on the difference between its carrying value and the sum of the consideration received, net of transaction expenses, including assets obtained or liabilities assumed. Likewise, deferred amounts under net equity are reclassified, where applicable, to the profit and loss account.

The recognition criteria for the withdrawal of financial assets in operations in which The Group neither substantially transfers nor retains the risks and benefits inherent in ownership thereof are based on the analysis of the degree of control maintained. As a result:

- If the Group has not retained control, the financial asset is withdrawn, with separate
  recognition as assets or liabilities of any rights or obligations created or retained as a
  result of the transfer.
- If control was retained, the financial asset continues to be recognised on the basis of the Group's ongoing commitment, with an associated liability being recorded. The ongoing commitment to the financial asset is determined for the amount of exposure to changes in the value of the asset. The asset and the associated liability are valued in accordance with the rights and obligations recognised by the Group. The associated liability is recognised such that the book value of the asset and the associated liability is equal to the amortised cost of the rights and obligations retained by the Group, and the asset is valued at amortised cost, or the fair value of the rights and obligations maintained by the Group, if the asset is valued at fair value. The Group continues to recognise the revenue is derived from the assets to the extent of its ongoing commitment, and the expenses derived from the associated liability. Variations in the fair value of the asset and of the associated liability are recognised consistently against results or net equity, in accordance with the general recognition criteria set out above, with no need for offsetting.

Transactions in which the Group substantially retains all the risks and benefits inherent in the ownership of an assigned financial asset are registered by recognition in the liability accounts of the consideration received. The transaction expenses are recognised in the results, employing the effective interest rate method.

The Group applies the weighted average cost criterion to value and withdraw the cost of equity or debt instruments belonging to uniform portfolios that also have the same rights.

#### (ix) Impairment losses of financial assets.

A financial asset or group of financial assets is impaired and an impairment loss has occurred if there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset and if said event(s) causing the loss has an impact on the estimated future cash flows of the asset or group of financial assets that can be reliably estimated.

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The Group follows the principle of recording the relevant impairment valuation corrections for loans and items receivable and debt instruments if there has been a reduction or delay in the estimate of future cash flows as a result of insolvency of the debtor.

Similarly, in the case of equity instruments, impairment exists when there is a lack of recoverability of the book value of the asset due to a prolonged or significant decline in its fair value.

Value impairment of financial assets valued at amortised cost

The amount of the value impairment loss from financial assets valued at the amortised cost is the difference between the book value of the financial asset and the present value of the estimated future cash flows, excluding future credit losses not incurred, discounted at the original effective interest rate of the asset. For variable interest rate financial assets, the effective interest rate corresponding to the valuation date in accordance with the contractual conditions is employed. However, the Group uses their market value, provided this is sufficiently reliable to consider it representative of the value that could be recovered.

The recognised impairment loss is charged to results and is reversible in subsequent financial years if the reduction can be objectively linked to an event following recognition. Nonetheless, loss reversal is limited to the amortised cost the assets would have had if the value impairment loss had not been recorded.

The Group directly reduces the carrying amount of a financial asset when it has no reasonable expectation of recovery in whole or in part.

- a) In the case of prior value adjustments because of increases in value, the impairment value adjustments will be registered against the net equity entry recording the value adjustments previously applied, up to the amount thereof, with any surplus being registered in the profit and loss account. The impairment value adjustment directly imputed under net equity is not reversed.
- b) In the case of prior value adjustments because of reductions in value, if the recoverable amount is subsequently greater than the book value of the investments, the latter is increased up to the limit of the stated value reduction, against the entry recording the prior value adjustments, from which point the new amount arising is considered to be the cost of the investment. However, if there is objective evidence of impairment in the value of the investment, the cumulative losses recorded directly under the equity are recognised in the profit and loss account.

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c) In the case of prior value adjustments because of reductions in value, if the recoverable amount is subsequently greater than the book value of the investments, the latter is increased up to the limit of the stated value reduction, against the entry recording the prior value adjustments, from which point the new amount arising is considered to be the cost of the investment. However, if there is objective evidence of impairment in the value of the investment, the cumulative losses recorded directly under the equity are recognised in the profit and loss account.

#### (x) Withdrawals and changes in financial liabilities.

The Group deregisters a financial liability or a part thereof once it has fulfilled the obligation contained in the liability or is legally released from the purpose responsibility contained in the liability, either as a result of court proceedings or by the creditor.

The exchange of debt instruments between the Company and the counterpart or substantial modifications in the liabilities initially recognised, are entered in the accounts as a cancellation of the original financial liability and the recognition of a new financial liability, provided that the instruments have substantially different conditions.

The Group considers that the conditions are substantially different if the present value of the discounted cash flows under the new conditions, including any commission paid, net of any commission received, and employing the original effective interest rate to perform the discounting, is less than 10% different from the present discounted value of the cash flows which still remain from the original financial liability.

If the exchange is registered as a cancellation of the original financial liability, the costs or commissions a recognised in the profit and loss account, forming a part of the result thereof. Otherwise, cost or commissions adjust the book value of the liability and are amortised by means of the amortised cost method throughout the remaining lifespan of the modified liability. In this latter case, a new effective interest rate is determined on the date of the modification, matching the present value of the flows payable according to the new conditions and the book value of the financial liability at that date.

The Group recognises the difference between the book value of the financial liability or the part thereof which has been settled or transferred to a third party and the consideration paid, including any transferred asset other than the cash or liability assumed, charged or credited to the income statement. If the Group hands over non-monetary assets in payment of the debt, it recognises as an operating result the difference between the fair value thereof and their book value, and the difference between the value of the debt settled and the fair value of the assets, as a financial result. If the Group hands over inventories, the corresponding sale transaction is recognised for their fair value, with a variation in inventories for their book value.

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## (xi) Sureties and deposits.

Deposits or bonds lodged or received to guarantee certain obligations are valued at the sum actually paid over, which is not significantly different from their fair value.

#### (xii) Fair value.

The fair value is the sum for which an asset could be exchanged or a liability settled, between interested and duly informed parties, undertaking a transaction under conditions of mutual independence.

In general, in the valuation of financial instruments valued at their fair value, the Group calculates this by reference to a reliable market value, the listed price on an active market representing the best reference for this fair value. For those instruments with regard to which there is no active market, the fair value is, as applicable, obtained by means of the application of valuation techniques and models.

It is assumed that the book value of credits and debits based on trade operations is an approximation of the fair value.

#### (xiii) Financial Derivatives.

Derivative financial instruments are initially recognised in accordance with the criteria set out above for financial assets and liabilities.

Derivative financial instruments that do not fulfil the criteria for hedge accounting are classified and valued as financial assets or liabilities at fair value with changes in results.

The derivative financial instruments, that fulfil the criteria of hedge accounting, shall be initially recognised by their fair value, plus, where applicable, the transaction costs that are directly attributable to their contracting or minus, where applicable, the transaction costs that are directly attributable to their issue. Notwithstanding the transactions costs, they are subsequently recognised in results, to the extent that they do not form part of the effective hedge variation.

The Group conducts cash flow hedging. The Group has likewise opted to register exchange rate risk hedging from a firm commitment as a cash flow hedge.

At the start of the hedge, the Group designates and formally documents the hedge relations, and the objective and the strategy that it assumes with respect to them. The documentation includes the identification of the hedging instrument, the item hedged, the nature of the risk hedged, and the manner in which the Group measures the efficacy of the hedge.

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Accounting for hedging operations only applies if there is an economic relationship between the item hedged and the hedging instrument, the credit risk does not exert a dominant effect over the value changes resulting from this economic relationship, and the hedging ratio of the hedging relationship is the same as that resulting from the quantity of the item hedged that the Group actually uses to hedge that amount of the item hedged. Nonetheless, this designation must not reflect an imbalance between the weightings of the item hedged and of the hedging instrument generating a lack of hedging effectiveness, irrespective of whether or not it is recognised or could give rise to an accounting result contrary to the purpose of the hedge accounting.

The Group evaluates whether the relationship fulfils the requirements of prospective efficacy at the outset of the hedging relationship and also continuously. The Group evaluates efficacy at each accounting close or whenever there are significant changes that would affect the efficacy requirements.

The Group conducts a qualitative evaluation of efficacy whenever the fundamental conditions of the instrument and the item hedged coincide.

#### 4.7 Cash and other equivalent liquid assets

Cash and other equivalent liquid assets are included in cash held and sight bank deposits and credit institutions. This item also covers other highly liquid short-term investments provided that they can easily be converted into specific sums of cash and are subject to insignificant exchange rate risk. For these purposes investments maturing less than three months from the date of acquisition are included.

The Group sets out in the statement of cash flows the payments and collections derived from high-rotation financial assets and liabilities on the basis of the net amount. For these purposes the rotation period is considered high if the period between the date of acquisition and maturity exceeds six months.

## 4.8 Foreign currency transactions

Transactions in foreign currencies are recognised at their equivalent value in euros using the exchange rates in effect on the dates they are carried out.

The monetary assets and liabilities in foreign currency are converted at the exchange rate in effect on the balance sheet date.

The exchange rate differences, both positive and negative, arising during this process, as well as those arising in the cancellation of balances arising from transactions in foreign currency, are recognised in the income statement as income or expense, where relevant, at the moment of its realisation.

Non-monetary assets and liabilities the valuation criteria for which is the fair value and which are denominated in foreign currency are converted in accordance with the rates in force on the date when

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the fair value was established. The resulting gains or losses are recognised in equity or profit and loss according to the same criteria as that used to recognise changes in fair value.

#### 4.9 Profits Tax

Cost or revenue through Corporation Tax covers both the current tax and the deferred tax.

Current profits tax assets and liabilities are measured at the expected amounts to be paid or collected from the tax authorities, using the regulations and interest rates in force or approved at the time and awaiting official announcement at the end of the reporting period.

Current or deferred Corporation Tax is recognised in the results, unless arising from an economic event or transaction recognised in the same financial year or another different year against the net worth or from a combination of businesses.

## 4.9.1 Recognition of the deferred tax liabilities

The Group recognises deferred tax liabilities in all cases, unless they arise from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and on the date of the transaction there is no impact either on the book result or on the taxable base.

#### 4.9.2 Recognition of deferred tax assets

The Group recognises deferred tax assets provided that it is likely that there will be sufficient future taxable gains for the compensation thereof, or if the tax legislation allows for the possibility of the future conversion of deferred tax assets into a credit enforceable against the Public Authority.

The Group recognises the conversion of a deferred tax asset into an account receivable against the Public Authorities, when required under current tax law. For these purposes, the derecognition of deferred tax assets is recognised against the deferred corporate income tax expense and the receivable credited to current corporate income tax. Likewise, the Group recognises the swap of a deferred tax asset for government debt securities, when their ownership is acquired.

The Group recognises the payment obligation derived from the equity provision as an operating cost with credit to the debts with the Public Authorities when it is accrued according to the Corporate Income Tax Law.

Nonetheless, assets arising from the initial recognition of assets or liabilities in a transaction that is not a business combination and where on the date of the transaction there is no impact on the book result or the taxable base, are not subject to recognition.

Unless demonstrated otherwise, it is not considered likely that the Group will have future taxable gains if

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it is forecast that future recovery will occur over a period of more than 10 years calculated from the date of close of the financial year, irrespective of the nature of the deferred tax asset, or in the case of credits resulting from deductions and other tax benefits pending tax application because the tax payment is insufficient, if, once the activity has occurred or the yield giving rise to the right to the deduction or rebate has been obtained, there are reasonable doubts as to fulfilment of the requirements in order for them to take effect.

The Group only recognises taxes tax assets resulting from tax losses open to compensation to the extent that it would be likely to obtain future taxable gains allowing them to be compensated for within a period no greater than that established by the applicable tax legislation, subject to a maximum limit of 10 years, unless there is evidence that recovery would be likely over a longer period, it the tax legislation allows compensation over a longer period, or does not place any time limit on compensation.

Meanwhile, it is considered likely that the Group will have sufficient taxable gains to recover the deferred tax assets, provided that there are temporary taxable differences of a sufficient amount, connected with the same tax authority and with regard to the same taxpayer, the reversion of which is expected in the same tax year in which the deductible temporary differences are expected to revert, or in those tax years in which a tax loss arising through a deductible temporary difference can be compensated for through previous or subsequent gains.

The Group acknowledges deferred tax assets not recognised because they exceed the recovery period of 10 years, to the extent that the future reversion period is no greater than 10 years from the date of close of the financial year, or where there are temporary taxable differences of a sufficient amount.

In order to determine future taxable gains, the Group considers tax planning opportunities, provided that it intends or is likely to adopt them.

#### 4.9.3 Valuation of deferred tax assets and liabilities

Deferred tax assets and liabilities are valued at the tax rates which will apply in the financial years when the assets are expected to be realised or the liabilities paid, based on the regulations and rates in force or approved and pending publication and following consideration of the tax consequences which will be derived from the manner in which the Group expects to recover the assets or settle the liabilities. For this purpose, the Group has considered the deduction due to reversal of temporary measures implemented in the thirty-seventh transitory provision of Law 27/2014, of 27 November, on Corporate Income Tax, as an adjustment to the tax rate applicable to the deductible temporary difference associated to the non-deductibility of the amortisations made in financial years 2013 and 2014.

#### 4.9.4 Compensation and classification

Deferred tax assets and liabilities are recognised on the consolidated balance sheet as non-current assets or liabilities, irrespective of the expected date of realisation or settlement.

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## 4.9.5 Special REIT Scheme

This is an optional Scheme Governed by Law 11/2009 of 26 October, amended by Law 16/2012. The option must be adopted by the General Shareholders' Meeting and must be communicated to the local office of the Tax Authority of the tax domicile of the entity, at least three months prior to the conclusion of the tax period. If performed before this deadline, the tax scheme will be applied to the tax period that finalises after said communication and in those following that conclude prior to the communication of the withdrawal from the scheme.

It is not compatible with any of the special schemes provided for in Title VII of the Consolidated Text of the Corporate Income Tax Law (TRLIS), except:

- Mergers, spin-offs, contributions of assets and swaps.
- International tax transparency.
- Financial leasing

The tax scheme applicable to these entities takes into account the following considerations:

- The entities that opt for the application of the special tax scheme provided for in Law 11/2009, will
  be governed by that laid down by the TRLIS, notwithstanding the special provisions laid down by
  this Law:
  - Corporate Income Tax rate: 0%.
  - The offsetting of tax loss carryforwards is not applicable (Art. 25 Corporation Tax Law) in the event that they are generated when subject to a tax rate of 0%, neither are the tax deductions or credits established in Chapters II, III and IV of Title VI of the TRLIS.

Similarly, it must make any adjustment and pay tax in accordance with the scheme for Corporate Income Tax in the case of non-compliance with the minimum period of 3 years (Art. 3.3 of Law 11/2009) or paying tax under a different scheme within Corporate Income Tax before completing the minimum period of three years.

- 2. The entity is subject to a special tax rate, it will be considered Corporate Income Tax due:
  - 19% of the amount paid in dividends or shares in profits distributed to the shareholders when the shareholding in the entity's share capital is equal to or greater than 5% and said dividends, at the headquarters of its shareholders are exempt, or are subject to a tax rate of less than 10%.
  - Non-application: when the shareholder receiving the dividend is an entity subject to this law (REITs).
  - Accrual: day of the resolution to distribute profits.
  - Self-assessed settlement and deposit: within two months of the accrual date.
- 3. The special tax rate will not be applicable when the dividend or shares in profits are received by non-resident entities referred to in Art. 2.1.b.) of this Law, with regard to those shareholders with a shareholding of 5% or more in the share capital of those and which are subject to a tax rate of at

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least 10%.

4. In any event, tax withholding will be applied to these dividends or shares in profits received by corporate income tax, non-resident income tax (with and without permanent establishment) and Spanish income tax payers, to whom the tax scheme provided for in Art. 10.1 of Law 11/2009 applies.

Aside from these considerations, the Group must fulfil various requirements as described below:

## Corporate Purpose

Their main corporate purpose must be:

- a) The acquisition and development of real estate of an urban nature for lease.
- b) The ownership of shareholdings in the capital of other REITs or in that of other non-resident entities in Spanish territory with the same corporate purpose as these or which are subject to a similar system with regard the distribution of profits.
- c) The ownership of shareholdings in the capital of other entities resident or non-resident in Spanish territory, whose main corporate purpose is the acquisition of real estate of an urban nature for its lease (these cannot have shareholding in the capital of other entities) and which are subject to the same system relating to the distribution of profit and investment. The entirety of its capital must belong to other REITs or non-resident entities referred to in point 2 Above.
- d) The ownership of shares or shareholdings in Real Estate Collective Investment Institutions governed by the Law 35/2003 of 4 November, on CIIs.

They may execute other ancillary activities (those that represent less than 20% of the income of the Company in each tax period).

#### Investment

- a) They must invest at least 80% of the value of the assets in:
  - Real estate of an urban nature for leasing,
  - In land earmarked for real estate development provided that the development is initiated within a period of three years following acquisition
  - shareholdings in the capital or equity of other entities that have the same corporate purpose as the REIT.
- b) Similarly, they must invest 80% of the income (excluding that deriving from the transfer of shareholdings and real estate both subject to the to the fulfilment of its main corporate purpose, once the maintenance period has elapsed), which must originate from:
  - The leasing of real estate for the purpose of complying with its main corporate purpose with persons or entities that do not form a group irrespective of the residency, and/or
  - dividends or shares in profits derived from shareholdings associated with performance of its

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primary corporate purpose.

#### Minimum period of ownership or maintenance

Meanwhile, with regard to the lock-in period, both the real estate properties comprising the assets and the shares or shareholdings in the capital must be held for at least three years.

In the case of real estate assets, this includes the time when they were offered for lease, up to a maximum of one year.

## Obligation to be listed

The shares of the REIT must be admitted to trading on a Spanish regulated market or multilateral trading facility or in any other member State of the European Union or the European Economic Area or on a regulated market of any other country where there is an effective uninterrupted exchange of taxation information for the duration of the tax period.

#### **Corporate Requirements**

- 1. Minimum share capital of 5 million euros;
- There can be only one class of shares.
- 3. If this regime is opted for, then the corporate name must include the terms "SOCIMI, S.A." or the unabbreviated term.

## Distribution of Results

Once they have fulfilled their corresponding commercial obligations, they will be obligated to distribute dividends and the profit obtained during the period in the following manner:

- 1. 100% of the profit originating from the dividends or shares in profits distributed by the entities whose main corporate purpose is that established in this Law.
- 2. 50% of the profit deriving from the transfer of real estate and shares or shareholdings after the maintenance periods have elapsed, for the purposes of compliance with its main corporate purpose. The remainder of these profits must be reinvested in other real estate or shareholdings subject to the period of three years since transfer.
- 3. 80% of the remainder of the profit obtained.

Similarly, it is necessary to take into account the following considerations:

- The dividend must be paid the month following the date of the distribution agreement.
- The legal reserve cannot exceed 20% of the share capital.
- The articles of association cannot establish any other reserve of an unavailable nature other than the legal reserve.

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#### 4.10 Revenue and expenses

The Group recognises the revenue derived from the contract when control over the services committed to is transferred to the client (in other words the performance of obligations).

For each identified obligation to be performed, the Group determines at the start of the contract if the commitment entered into is fulfilled over time or at a specific moment.

In the case of contractual obligations fulfilled at a specified moment, the revenue derived from performance is recognised on that date.

Ordinary revenues derived from services provided are valued for the monetary amount or, where applicable, the fair value of the consideration, received or expected to be received. The consideration of the price agreed for the assets to be transferred to the client, following deduction of: the amount of any discount, price reduction or other similar amounts that the Group might grant, and any interest incorporated within the nominal amount of credits.

The revenues derived from services provided are recognised by considering the degree of completion of the date of close if the amount of the revenues; the degree of completion; the costs already incurred and those pending can be reliably, and it is likely that the economic benefits derived from the service provided will be received. In the case of the provision of services where the final result cannot be reliably estimated, revenue is recognised only up to the limit of the recognised recoverable costs.

## 4.11 Transactions with affiliated companies

Transactions between related parties are recognised at the fair value of the consideration given or received. The difference between that value and the agreed amount is recorded according to the underlying economic nature of the operation.

## 4.12 Provisions and contingent liabilities

Provisions are recognised when the Group companies have a present obligation, whether legal, contractual, implicit or tacit, as a result of a past event; it is probable that there will be outgoing resources incorporating future economic profits to settle the said obligation; and the amount of the obligation can be reliably estimated.

The amounts recognised on the consolidated balance sheet correspond to the best estimate at the date of close of the disbursements required in order to settle the present obligation, following consideration of risks and uncertainties connected with the provision and, where significant, the financial effect caused by the discounting, provided that it is possible reliably to establish the disbursements which will be performed in each period.

The financial impact of provisions is recognised as financial expenses in the consolidated income statement. Provisions do not include the taxation impact or the gains expected from the disposal or abandonment of assets. In those cases in which the Group has outsourced the hedged risk to a third-party via a legal or contractual agreement, the provision is recognised exclusively for the part of the risk

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assumed. Provisions are reversed against results when it is unlikely that there will be outgoing resources required to settle the obligation.

As at 31 December 2023 and 2022 there are no contingencies that meet the characteristics for their consideration as provisions, therefore none are recognised on the liability side of the balance sheet, should there be any, these would be included in the notes to the financial statements, provided they are not considered as remote.

## 4.13 Assets of an environmental nature

Environmental assets are classified as those goods which are used on a lasting basis within the Group's operations the main purpose of which is minimisation of environmental impact and protection and improvement of the environment, including the reduction or elimination of future pollution.

#### 4.14 Classification of assets and liabilities between current and non-current

The Group presents the consolidated balance sheet, classifying assets and liabilities as current and non-current. For these purposes, current assets or liabilities of those which comply with the following criteria:

- Assets are classified as current if they are expected to be realised or intended to be sold or consumed over the course of the normal operating cycle, are held essentially for trading purposes, are expected to be realised within a period of 12 months from the date of close, take the form of cash or other equivalent liquid assets, except in those cases where they cannot be exchanged or employed to cancel out a liability, at least within the 12 months following the date of close.
- Liabilities are classified as current when they are expected to be settled in the normal operating cycle, they are held primarily for the purpose of trading, they are due to be settled within twelve months of the balance sheet date or the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

Financial liabilities are classified as current if they must be settled within the 12 months following the date of close even if the original period was greater than 12 months and there exists a refinance or restructuring agreement for long-term periods concluding after the date of close and prior to preparation of the annual financial statements.

#### 4.15 Segment reporting

The information on the operating segments is presented in accordance with the internal information that is supplied to the most senior decision-making body, in this case, the Parent Company's Board of Directors.

The geographic distribution has been identified as an operational segment.

Below follows the financial information detailed by geographic segment for 2023 and 2022, in euros:

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# 4.15.1 Income statement

Financial year 2023	Madrid	La Rioja	Castile-La Mancha	Other Autonomous Regions	Total
A) ONGOING OPERATIONS					
Net turnover	6,720,949.39	9,743,135.25	2,356,330.85	1,826,947.81	20,647,363.30
Other operating expenses	(968,502.29)	(3,897,381.52)	(611,016.20)	(568,095.77)	(6,044,995.78)
Amortisation of fixed assets	(944,233.10)	(2,537,107.08)	(700,789.05)	(340,785.90)	(4,522,915.13)
Impairment of real estate investments	1,211,915.54	16,654.85	-	(573,819.76)	654,750.63
Extraordinary revenues	(1,117.99)	53,646.80	(2.95)	1,765.36	54,291.22
OPERATING PROFITS	6,019,011.55	3,378,948.30	1,044,522.65	346,011.74	10,788,494.24
Financial expenses, net of financial revenues	(2,037,519.75)	(2,375,506.88)	(586,993.52)	(795,996.14)	(5,796,016.29)
Financial revenue	-	9,152.97	-	-	9,152.97
Impairment of financial instruments	-	1,016.16	-	-	1,016.16
FINANCIAL RESULT	(2,037,519.75)	(2,365,337.75)	(586,993.52)	(795,996.14)	(5,785,847.16)
PRE-TAX RESULT	3,981,491.80	1,013,610.55	457,529.13	(449,984.40)	5,002,647.08
Corporation Tax			-	-	-
PROFIT/LOSS FOR THE YEAR FROM CONTINUING OPERATIONS	3,981,491.80	1,013,610.55	457,529.13	(449,984.40)	5,002,647.08
B) DISCONTINUED OPERATIONS	-		-	-	
Profit (loss) for financial year from discontinued operations net of taxes (Note 12)	-	-	-	-	-
PROFIT/LOSS FOR THE YEAR FROM CONTINUING OPERATIONS	3,981,491.80	1,013,610.55	457,529.13	(449,984.40)	5,002,647.08

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FY 2022*	Madrid	La Rioja	Castile-La Mancha	Other Autonomous Regions	Total
A) ONGOING OPERATIONS					
Net turnover	5,144,613.64	9,662,213.77	2,367,628.91	2,508,846.96	19,683,303.28
Other operating income	-	-	-	4	×
Other operating expenses	(895,143.42)	(4,034,587.77)	(410,394.33)	(1,172,233.50)	(6,512,359.03)
Amortisation of fixed assets	(1,005,747.13)	(2,456,379.40)	(713,173.50)	(428,951.71)	(4,604,251.74)
Impairment of real estate investments	2,436,852.15	(2,172,962.15)	-	1,260,365.16	1,524,255.16
Extraordinary revenues	95,502.13	14,692.75	(749.96)	(1,012.39)	108,432.53
OPERATING PROFITS	5,776,077.36	1,012,977.20	1,243,311.12	2,167,014.52	10,199,380.20
Financial expenses, net of financial revenues	(1,885,311.78)	(1,931,486.34)	(405,669.76)	(1,199,659.35)	(5,422,127.23)
Changes in fair value on financial instruments.	-	339,691.66	-	-	339,691.66
Impairment of financial instruments	-	(407,345.81)			(407,345.81)
FINANCIAL RESULT	(1,885,311.78)	(1,999,140.49)	(405,669.76)	(1,199,659.35)	(5,489,781.38)
PRE-TAX RESULT	3,890,765.58	-986,163.29	837,641.36	967,355.17	4,709,598.82
Corporation Tax	-	-	-	-	-
PROFIT/LOSS FOR THE YEAR FROM CONTINUING OPERATIONS	3,890,765.58	-986,163.29	837,641.36	967,355.17	4,709,598.82
B) DISCONTINUED OPERATIONS	-	-	-	-	-
Profit (loss) for financial year from discontinued operations	1		-	_	-
net of taxes (Note 12) PROFIT/LOSS FOR THE YEAR FROM CONTINUING OPERATIONS	3,890,765.58	-986,163.29	837,641.36	967,355.17	4,709,598.82

<sup>\*</sup>Re-expressed (see Note 2.3)

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# 4.15.2 Cash flows by activity

Financial year 2023	Madrid	Castile-La Mancha	La Rioja	Other Regions	Total
A) FLOW FROM OPERATING ACTIVITIES	(510,181.77)	1,310,169.70	46,823,815.22	2,011,255.96	49,635,059.11
B) NET FLOWS FROM INVESTING ACTIVITIES	(3,780,441.08)	(89,692.66)	(2,016,070.47)	-	(5,886,204.21)
C) NET FLOWS FROM FINANCING ACTIVITIES	5,659,625.14	(1,775,847.71)	(74,868,943.38)	(2,774,777.16)	(73,759,943.10)

2022	Madrid	Castile-La Mancha	La Rioja	Other Regions	Total
A) FLOW FROM OPERATING ACTIVITIES	(4,086,464.60)	1,324,695.37	2,933,190.32	921,153.61	1,092,574.70
B) NET FLOWS FROM INVESTING ACTIVITIES	3,377,383.33	(126,939.43)	(348,397.16)	27,834,327.28	30,736,374.02
C) NET FLOWS FROM FINANCING ACTIVITIES	569,000.92	(776,844.43)	(7,317,166.73)	(14,000,192.74)	(21,525,202.98)

## 4.15.3 Assets and liabilities

Community	Financial year 2023		FY 20	)22*
Self-employed	ASSETS	LIABILITIES	ASSETS	LIABILITIES
Madrid	84,374,009.14	(49,838,532.34)	77,093,600.94	(56,764,805.89)
La Rioja	93,773,958.34	(53,809,438.68)	124,492,769.63	(80,042,944.89)
Castile-La Mancha	34,044,864.02	(24,405,827.76)	34,802,243.76	(23,802,795.20)
Other Autonomous Regions	46,442,258.77	(32,833,598.54)	48,269,531.12	(32,833,665.58)
Total	258,635,090.27	(160,887,397.32)	284,658,145.45	(193,444,211.56)

<sup>\*</sup>Re-expressed (see Note 2.3)

## 4.15.4 Clients

The customers at Group level with more than 10% of turnover at the 2023 year-end are as follows:

- a. CEVA Logísticas España S.L. (Barings Core Toledo, S.L.U.) with 11.27%;
- b. REDUR S.L. (Barings Core Algete, S.L.U.) with 13.17%;
- c. CARREFOUR through the company SUPERMERCADOS CHAMPION, S.A. (Barings Core Crossroads, S.L.U.), with 15.78%; and
- d. Centro Comercial Berceo (Barings Core Logroño, S.L.U.) with 44.58%.

## 4.16 Net equity

The capital stock is represented by ordinary shares. When any Group Company acquires shares in the Company (treasury shares), the consideration paid, including any directly attributable incremental cost, is deducted from equity until their cancellation, re-issue or disposal. Where such shares are sold or subsequently reissued, any sum received, net of any incremental cost of the transaction directly attributable, is included in the net equity.

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The costs of new share or option issues are presented directly against the consolidated net equity as a reduction in reserves.

#### 5. Business combinations versus Acquisition of assets and liabilities

The acquisition by the Parent Company (acquiring company) of the control in a Subsidiary (acquired company) constitutes a business combination in which the Parent Company has acquired control of all the equity elements of the Subsidiary.

Recognition and Measurement Rule 19 of the General Accounting Plan, expressly established to regulate the accounting treatment of the business combinations and which is in turn closely related to the NOFCAC, establishes the principles applicable to all the business combinations irrespective of their legal form, (sale and purchase, merger, spin-off, monetary contributions). Thus, it establishes the definition of business as the combined set of activities and assets likely to be directed and managed for the purposes of providing a return, less costs and other economic benefits directly to its owners.

In this sense, and taking into consideration the above mentioned description, it is considered that in none of the following situations has the Parent Company acquired a business:

- The Parent Company acquires the control of a Subsidiary that does not perform any economic activity until the moment of the sale and purchase. Once the Subsidiary is obtained, it is the Subsidiary that obtains an asset (whether this is offices or premises) with the aim of leasing them to third parties, this being the moment giving rise to the business that will provide financial returns to the Parent Company. This is the case of Barings Core Madrid, S.L., Barings Core Toledo, S.L., Barings Core Logroño PFS, S.L., of the companies Barings Core M50, S.L. and Barings Core Crossroads, S.L., acquired in 2019, and of the company Barings Core Algete S.L., acquired in 2020.
- 2. The Parent Company acquires the control of a Subsidiary already carrying on an economic activity, in this case the leasing of several spaces available of the assets that this Company owns (Shopping Centre). Notwithstanding, in spite of the existence of said business, on the same date as the sale and purchase the management of the asset is assigned to one of the Group companies, Barings Real Estate LLP through its Branch in Spain, this being the reason why it is not considered to be the acquisition of a business but rather an asset whose financial returns will be managed by the associated company. This is the case of Barings Core Logroño, S.L.

The purchases of assets carried out by the Parent Company are the following:

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## Acquisition of shares in 2016 (Barings Core Madrid S.L.),

On 4 July 2016, the Parent Company acquired all the shareholdings of the Company Posinadan S.L. comprising 3,000 shares with a par value of 1 euro for a total of 3,000.00 euros. The name of the Company was later changed to Barings Core Madrid S.L. Subsequently, on 7 November 2016 it increased the share capital by 7,778,562,75 euros, 1,000,000 euros in share capital and 6,778,562.75 euros as share premium; therefore, the net book value of this shareholding stood at 7,781,562.75 euros as at 31 December 2019.

In 2020, the Company recognised a valuation adjustment due to impairment of 907,363.50 euros, therefore, the net book value of this shareholding stood at 6,874,199 euros as at 31 December 2020.

During the 2021 financial year, the Company registered an impairment valuation adjustment of an additional 5,603,881.99 euros, with the total impairment amounting to 6,561,245.49 euros at the close of 2021. The Parent Company likewise made a shareholder contribution of 370,000 euros, and the net book value of Barings Core Madrid thus amounted to 1,590,017.26 euros at the close of the 2021 financial year.

During the 2022 financial year, the Company registered an impairment valuation adjustment reversal at Barings Core Madrid, S.L. for an amount of 2,684,748.90 euros, and the cost of the shareholding thus presents a net book value of 4,275,066.60 euros at 31 December 2022.

During the 2023 financial year, the Company registered an impairment reversal at Barings Core Madrid, S.L.U. of 41,087.46 euros, and shareholder contributions were made for a total amount of 12,891,167.80 euros, the net book value of the shareholding thus revealing an amount of 17,207,321.43 euros at 31 December 2023.

Acquisition of shares in 2017 (Barings Core Toledo S.L., Barings Core Plaza, S.L. and Barings Core Logroño, S.L.),

On 3 February 2017, the Parent Company proceeded to incorporate the company Barings Core Toledo S.L., comprising 3,000 shares of one euro par value each, for a total of 3,000.00 euros. On 06 March 2017, it increased the capital by 12,693,712.15 euros, 1,269,371 euros as share capital and 11,424,341.15 euros as share premium, and therefore the net book value of this shareholding stood at 12,696,712.15 euros as at 31 December 2019.

In 2020, a reimbursement of share premium in the amount of 2,200,000.00 euros was agreed, thus reducing the cost of the shareholding by this amount. Therefore, the net book value of this shareholding stood at 10,496,712.15 euros as at 31 December 2020. At 31 December 2022 and 2021 there had been no variation, and the net book value at those dates thus amounted to 10,496,712.15 euros.

On 19 September 2023 a share premium reimbursement of 1,418,148.55 euros was agreed, thus reducing the cost of the shareholding by this amount, leaving the cost value of the shareholding at a net book value of 9,078,563.60 euros at 31 December 2023.

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On 25 July 2017 the Parent Company proceeded to acquire 100% of the shares in the single-member company Tepozán S.L.U., comprising 3,000 shares of a par value of one euro each, for a total of 5,000.00 euros. The Company was subsequently renamed as Barings Core Plaza, S.L.. On 20 October 2017, it increased the share capital by 6,320,800 euros, 632,080 euros in share capital and 5,688,720 euros as share premium; therefore, the net book value of this shareholding stood at 6,325,800 euros as at 31 December 2019.

In 2020, a reimbursement of share premium in the amount of 1,150,000.00 euros was agreed, thus reducing the cost of the shareholding by this amount. Therefore, the net book value of this shareholding stood at 5,175,800.00 euros as at 31 December 2020.

On 18 October 2021 the Parent Company proceeded to dispose of 100% of the shares in the company Barings Core Plaza S.L. The share capital of the company amounted at the time of the sale to 635,080 euros, comprising the same number of shares, with a par value of one euro each. The share premium amounted to 4,538,720 euros. The net book value of the shareholding in the controlling entity amounted to 5,175,800 euros, a positive result of 17,819,454.08 euros having been generated in the financial year 2021.

On 29 December 2017 the Parent Company proceeded to acquire 100% of the shares in the company Barings Core Logroño, S.L. (formerly RPFI Activos Inmobiliarios S.L.). comprising 698,098 equity interests with a par value of 698,098 euro each one for a total of 64,110,490,50 euros, plus an amount of 735,034 euros corresponding to the costs related to the acquisition of said company, having agreed at different reductions in the original price of the purchase of the shareholdings, with the cost of the shareholdings standing at 63,395,683.99 euros as at 31 December 2019.

During 2020 a resolution was passed to reimburse 1,800,000 euros of the share premium, thus reducing the cost of the shareholding by said amount at 31 December 2020.

The Company also recognised a valuation adjustment due to impairment of 3,799,920.86 euros in 2020, therefore, the net book value of this shareholding stood at 57,795,763.13 euros as at 31 December 2020.

Likewise, during the 2021 financial year a resolution was passed to reimburse 2,000,000.00 euros of share premium, reducing the amount to 59,595,683.99 euros, and thus reducing the cost of the shareholding by that amount at 31 December 2021.

The value adjustment was reversed for an amount of 1,165,610.46 euros in 2021. As a result, the net book value of the shareholding of Barings Core Logroño at the close of 2021 amounted to 56,901,373.59 euros.

The Company furthermore registered an impairment valuation adjustment reversal of 2,634,310.40 euros in 2022, the cost value of the shareholding thus presenting a net book value of 59,595,683.99 euros at 31 December 2022.

The Parent Company in 2022 transferred to its investee and amount of 5,885,939.00 euros in cash to be applied to a capital increase with share premium for the same amount. This operation was

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ultimately not approved. After the close of the 2022 financial year, Barings Core Spain Socimi, S.A.U. recovered this entire amount from Barings Core Logroño, S.L.

In 2023, a reimbursement of share premium in the amount of 79,264.90 euros was agreed, thus reducing the cost of the shareholding by this amount. The Company furthermore registered an impairment valuation correction reversal of 1,182,942.52 euros, giving a net book value at 31 December 2023 of 58,333,476.57 euros.

## Acquisition of shares in 2018 (Barings Core Logroño PFS S.L.),

On 6 February 2018 the Parent Company proceeded to acquire 100% of the shares in the company Barings Core Logroño PFS S.L., comprising 3,000 shares of one euro par value each, for a total of 5,000.00 euros. On 23 February 2018, it increased the capital by 1,408,040.00 euros, 140,804.00 euros as share capital and 1,267,236.00 euros as share premium, and therefore the net book value of this shareholding stood at 1,413,040.00 euros as at 31 December 2019.

In 2020, the Company recognised a valuation adjustment due to impairment of 477,873.45 euros, therefore, the net book value of this shareholding stood at 935,166.55 euros as at 31 December 2020.

In 2021, the Company recognised an additional valuation adjustment due to impairment of 190,666.93 euros; therefore, the net book value of this shareholding stood at 744,499.62 euros as at 31 December 2021.

During the 2022 financial year, the Company registered a valuation adjustment at Barings Core Logroño PFS, S.L. for an impairment of 744,499.62 euros, and the net book value of the shareholding thus stood at an amount of 0.00 euros at 31 December 2022.

On 27 February 2023, the Parent Company made a shareholder contribution of 2,614,932.00 euros to the net equity of Barings Core Logroño PFS, S.L. to the offsetting of a loan. Furthermore, share premium reimbursements totalling 276,598.03 euros were agreed. The Company likewise recognised an additional valuation adjustment due to impairment of 1,123,524.78 euros; therefore, the net book value of this shareholding stood at 1,214,808.39 euros at 31 December 2021.

# Acquisition of shares in 2019 (Barings Core M50, S.L. and Barings Core Crossroads, S.L),

On 8 October 2019, the Parent Company acquired all the shareholdings of the company Barings Core M50 S.L., comprising 3,000 shares of one euro par value each, for a total of 5,000.00 euros. On 04 December 2019, it increased the capital by 6,537,300.00 euros, 4,249,245.00 euros as share capital and 2,288,055.00 euros as share premium. On 11 December 2019, there was a contribution from shareholders in the amount of 1,526,290.60 euros; the net book value of this shareholding stood at 8,068,590.60 euros at 31 December 2019.

In 2020, a reimbursement of share premium and shareholders contributions in the amount of 3,814,345.60 euros was agreed, thus reducing the cost of the shareholding in Barings Core M50,

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

S.L. by this amount. Therefore, the net book value of this shareholding stood at 4,254,245.00 euros as at 31 December 2020.

As at 31 December 2021 it had undergone no changes, and the net book value at that date thus amounts to 4,254,245.00 euros.

During the 2022 financial year, the Company registered a valuation adjustment at Barings Core M50, S.L. for an impairment of 873,096.36 euros, and the net book value of the shareholding thus stood at an amount of 3,381,148.64 euros at 31 December 2022.

In 2023, the Company recognised a valuation adjustment due to impairment of 799,066.43 euros; therefore, the net book value of this shareholding stood at 2,582,082.21 euros at 31 December 2023.

On 17 December 2019, the Parent Company acquired 100% of the shares of the company Barings Core Crossroads, S.L. (Santlou ITG S.L.), comprising 3,000 shares with a par value of 1 euro each for a total of 5,000.00 euros. On 20 December 2019, it increased the capital by 20,161,092.00 euros, 13,107,710 euros as share capital and 7,056,382 euros as share premium, and therefore the net book value of this shareholding stood at 20,166,092.00 euros at 31 December 2019.

In 2020, a reimbursement of share premium in the amount of 2,500,000.00 euros was agreed, thus reducing the cost of the shareholding by this amount. Therefore, the net book value of this shareholding stood at 17,666,092.00 euros as at 31 December 2020.

During 2021 a shareholder contribution of 944,105.85 euros was agreed through the offsetting of dividends receivable. As a consequence, the net book value of the shareholding amounted to 18,610,107.85 euros at 31 December 2021.

During the 2022 financial year, approval was given for the distribution of a share premium at Barings Core Crossroads, S.L. in the amount of 4,000,000.00 euros. This resulted in the net book value of the shareholding amounting to 14,610,197.85 euros at 31 December 2022.

In September 2023, share premium reimbursements totalling 209,695.29 euros were made, with the value of the shareholding thus being reduced by this amount, leaving a net book value of 14,400,502.56 euros at 31 December 2023.

# Acquisition of shares in 2020 (Barings Core Algete, S.L),

On 25 February 2020 the Parent Company proceeded to acquire 100% of the shares in the company Barings Core Algete S.L., comprising 3,000 shares of one euro par value each, for a total of 5,000.00 euros. On 03 March 2020, it increased the capital by 12,990,059.00 euros, 8,443,539.00 euros as share capital and 4,546,520.00 euros as share premium. On 12 March 2020 a capital increase was made for an amount of 1,028,756.00 euros, of which 668,691.00 euros were provided as share capital, and 360,065.00 euros as share premium. On 29 October 2020 and 18 November 2020, the capital was reduced due to the reimbursement of the share premium in the amount of 1,200,000.00 euros and 600,000.00 euros respectively; therefore, the net book value of this shareholding stood at 12,223,815.00 euros at 31 December 2020.

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

As at 31 December 2021 and 2022 it had undergone no changes, and the net book value at that date thus amounts to 12,223,815.00 euros.

On 19 September 2023 a share premium reimbursement of 516,292.45 euros took place, thereby reducing the value of the estate by this amount, giving a net book value of 11,707,522.55 euros at 31 December 2023.

## Acquisition of shares in 2022 (Positano ITG, S.L.U. and Sendai ITG, S.L.U.),

On 14 July 2022 the Company proceeded to acquire all shares in the company Positano ITG, S.L.U.,
 a vehicle through which to obtain ownership of a real estate property. Subsequently, on 24
 November 2022, the investee was liquidated, as it proved impossible to perform the planned operation, registering a loss of 171,663.49 euros for the financial year.

On 14 July 2022 the Company proceeded to acquire all shares in the company Sendai ITG, S.L.U. a vehicle through which to obtain ownership of a real estate property. Subsequently, on 26 September 2022, the investee was liquidated, as it proved impossible to perform the planned operation, registering a loss of 235,682.32 euros for the financial year.

#### 6. Real estate investments

The breakdown of the operations carried on by the Parent Company in relation with the real estate investments, which at the close of the financial year 2023 totalled 239,702,678.29 euros and which form the main purpose of the Group's activities, are:

- On 4 July 2016, the Parent Company acquired the Company Barings Core Madrid S.L., and then acquired a premises located at Calle Velázquez 64, in Madrid, which was acquired via a sale deed on 5 July 2016. This investment is recognised in the books for the value of 25,234,570.61 euros which correspond to both the value of the real estate and the costs associated with said acquisition.
- On 3 February 2017, the Parent Company incorporated the Company Barings Core Toledo S.L., which then acquired a warehouse located in the "Dehesa de la Plata I" sector in Ontígola, in the province of Toledo, via a real estate sale deed on 9 March 2017. This investment is recognised in the books for the value of 35,658,636,47 euros which correspond to both the value of the real estate and the costs associated with said acquisition.
- On 26 July 2017 the Parent Company purchased the company Barings Core Madrid S.L., which subsequently on 24 October 2017 acquired a logistical unit located at the address Calle Boletum 8, in the province of Zaragoza. This investment was recognised in the books for the value of 18,015,823.00 euros which corresponded to both the value of the real estate and the costs associated with said acquisition. On 18 October 2021 the Parent Company sold the company Barings Core Plaza S.L. At the time of the sale, the net book value of this asset amounted to 16,773,084.54 euros
- On 29 December 2017, it acquired the Company Barings Core Logroño S.L., which, at the date of
  acquisition, was already the owner of the Berceo Shopping Centre in the province of La Rioja.

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

The properties owned by the group located in the Berceo Shopping Centre are mortgaged in guarantee of the loan referred to in note 8.3 of these Notes to the financial statements.

- On 29 December 2017, the Parent Company acquired the "Oval" premises for the amount of 400,000.00 euros, also located in the Berceo Shopping Centre in the province of La Rioja.
- On 6 February 2018 the Parent Company acquired 100% of the shares in the company Plenasa ITG S.L., now named Barings Core Logroño PFS S.L., which on 26 February 2018 acquired a service station/petrol station located at the "Berceo" shopping centre in Logroño, La Rioja. The amount corresponding to the purchase of this asset totalled 3,967,275.56 euros.
- On 8 October 2019 the Parent Company acquired 100% of the shares of Barings Core M50, S.L., which on 11 December 2019 acquired a property used for commercial activities, located in Madrid and leased to Conforama España S.A. The amount corresponding to the purchase of this asset totalled 17,409,368.00 euros.
- On 17 December 2019 the Parent Company acquired 100% of the shares in Barings Core Crossroads S.L., which on 30 December 2019 acquired properties used as supermarkets, located at various Spanish sites, and leased to Supermercados Champion S.A. The amount corresponding to the sale of these assets was 74,097,324.25 euros.
- On 25 February 2020 the Parent Company acquired 100% of the shares in Barings Core Algete
   S.L., which on 3 March 2020 acquired a property containing logistical units, in Algete, Madrid.
   The amount corresponding to the purchase of this asset totalled 48,560,902.54 euros.

During the 2020 financial year the figure included the amount of 5,000,000 euros received in 2020 the part of the subsidiary Barings Core Algete from the vendors of the property and logistical units acquired by the subsidiary Barings Core Algete S.L., as a purchase option and payment on account for part of those assets. This operation was performed following the segregation of the plot during the 2021 financial year and after the purchase option was exercised, leading to the withdrawal of the asset involved in the sale and purchase transaction.

As part of the agreement for the purchase price of the logistical units, Barings Core Algete, S.L., gave a commitment to perform work to increase the surface area of one of the units acquired, for an amount of 3,700,000.00 euros, this obligation being subject to fulfilment of a series of conditions on the part of the lessee during the first 10 years of the lease agreement. These conditions refer in the main to fulfilment of financial ratios on the part of the lessee. Fulfilment of the obligation has not yet been demanded by the third party, and in the opinion of the Directors of Barings Core Algete, S.L., it is unlikely that it will be demanded in the future, within the timeframe established in the agreement, in the light of the conditions imposed on the latter, and this amount has therefore served to reduce the cost of acquisition of the real estate investments and the amount payable to the vendor in 2022, the amount pending payment being 483,048.54 euros included under Note 8.4 Trade creditors and other accounts payable.

The Group Companies, at least at the close of each financial year revise the fair value, useful life and valuation methods of the real estate.

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

At 31 December 2023, the real estate investments of the companies Barings Core Crossroads, S.L., Barings Core Logroño PFS, S.L. and Barings Core M50, S.L. revealed a value impairment of 974,702.29 euros, 2,574,999.50 euros, and 2,075,806.19 euros, respectively.

At the close of the financial year 2022 the real estate investments of the company Barings Core Madrid S.L. and Barings Core Logroño PFS S.L., Barings Core Crossroads S.L. and Barings Core M50, S.L. revealed a value impairment at the close of 2,331,417.39 euros, 2,591,654.35 euros, 400,882.53 euros and 956,304.34 euros, respectively.

The Group registered a real estate investment impairment reversal of 654,750.63 euros in 2023, while in 2022 it registered a real estate investment impairment loss of 26,236.92 euros.

The real estate investments of the Company correspond to urban properties destined for lease (Note 7).

The Group takes out insurance policies to cover the possible risks to which its real estate investments are exposed.

Each year, or when any circumstance so requires, the Management reviews the cover and risks covered and agrees the amount that must be reasonably covered for the following year.

The detail and movements in this heading of the consolidated balance sheet for the year ended 31 December 2023 and 2022 is as follows (in euros):

2023	Initial balance	Additions or Provisions	Withdrawals	Final balance
COST				
Investments in land and natural assets	17,068,232.47	-	<u>-</u>	17,068,232.47
Investments in constructions	251,262,092.47	4,482,111.13	-	255,744,203.60
Technical installations	3,696,328.36	-	-	3,696,328.36
Other installations	6,134,570.96	1,183,959.34	-	7,318,530.30
Furniture	222,228.50	<u>-</u>	-	222,228.50
Other Property, plant and equipment	6,969,254.33	-	-	6,969,254.33
Transport elements	722,199.89	-	-	722,199.89
Buildings in progress	162,422.71	129,786.92	-	292,209.63
Total Cost	286,237,329.69	5,795,857.39		292,033,187.08
AMORTISATION				
Cumulative amortisation	(42,182,085.68)	(4,522,915.13)		(46,705,000.81)
Total Amortisation	(42,182,085.68)	(4,522,915.13)		(46,705,000.81)
IMPAIRMENT	(6,280,258.61)	654,750.63		(5,625,507.98)
TOTAL REAL ESTATE INVESTMENTS	237,774,985.40	1,927,692.89		239,702,678.29

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

2022	Initial balance	Additions or Provisions	Withdrawals	Final balance
COST		50 M		
Investments in land and natural assets	26,399,223.78	142,841.37	(9,473,832.68)	17,068,232.47
Investments in constructions	272,231,258.34	-	(20,969,165.87)	251,262,092.47
Technical installations	3,696,328.36	-	-	3,696,328.36
Other facilities	5,627,370.31	507,200.65	_	6,134,570.96
Furniture	222,228.50	-	-	222,228.50
Transport elements	722,199.89	-	Amt w-	722,199.89
Buildings in progress	_	162,422.71	-	162,422.71
Other tangible assets	6,969,254.33	_	-	6,969,254.33
Fit Out in progress	14,958.00	-	(14,958.00)	- 24-
Total Cost	315,882,821.51	812,464.73	(30,457,956.55)	286,237,329.69
AMORTISATION				
Cumulative amortisation	(38,371,324.58)	(4,604,251.74)	793,490.63	(42,182,085.68)
Total Amortisation	(38,371,324.58)	(4,604,251.74)	793,490.63	(42,182,085.68)
IMPAIRMENT	(6,254,021.69)	(136,992.53)	110,755.61	(6,280,258.61)
TOTAL REAL ESTATE INVESTMENTS	271,257,475.24	(3,928,779.54)	(29,553,710.31)	237,774,985.40

During the 2022 financial year, the subsidiary Barings Core Crossroads S.L. sold certain supermarkets that it owned to third parties for a price of 27,500,000.00 euros, generating a profit of 1,550,492.08 euros.

During the financial year 2023, constructions in progress were registered for an amount of 129,786.92 euros (162,423.71 euros in 2022) in connection with the work being performed on the assets of the subsidiary companies Barings Core Madrid, S.L. and Barings Core Toledo, S.L. Other installations were also registered for an amount of 1,183,959.34 euros (507,200.65 euros in 2022) as a result of improvements made to the installations of the subsidiary company Barings Core Logroño, S.L.

## 7. Leases

The real estate assets are leased to third parties under operational leases. The lease agreements have terms of between 1 and 16 years, there being no contingent derivative amounts. All the real estate investments of the Consolidated Group generate income from these leases.

The most relevant information concerning the real estate included in the real estate investments heading, as at the close of 2023 and 2022, is as follows:

- Distribution of real estate in Spain:

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

		2023		2022
Target Manager and	Commercial premises	Industrial warehouses	Commercial premises	Industrial warehouses
Community of Madrid				
Madrid	2		2	
Aluche	1		1	
Alcalá de Henares	1		1	
Algete		1		1
Castile-La Mancha				
Toledo	-	1	-	1
La Rioja				
Logroño	3	-	3	-
Catalonia		-		-
Viladecans	-		-	
Olerdola	-		-	
Berga	-		-	
Igualada			-	
Almeria	1		1	
Bilbao	1		1	
Cadiz	1		1	
Salamanca	1		1	

- Use (gross leasable area) of real estate investments by square metre:

	Square Met	tres
	2023	2022
Offices - Commercial Premises*	64,815.06	64,955.46
Industrial Warehouses	103,296.00	47,929.00
Storerooms - Parking spaces	6,620.84	7,017.84
Total	174,731.90	119,902.30

- Income and expenditure generated by the real estate investments:

The income derived from rent under the leasing of real estate investments owned by the Company amounted to 20,900,769.57 euros and 20,037,796.83 euros in 2023 and 2022, respectively (Note 13.1). For their part, other operating expenses amounted to 6,418,165.33 euros and 6,866,852.58 euros, in 2023 and 2022, respectively.

The detail of the future collections for operating leases of the Group (non-cancellable) is as follows:

Operational leases: Lessor information			
Future minimum collections from non-cancellable operating leases	2023	2022	
Up to one year	16,135,679.98	16,081,209.01	
Between one and five years	63,600,952.79	63,813,023.97	
More than five years	142,263,962.11	138,270,995.70	

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

The obligations referring to maintenance improvements and constructions vary depending on each company, with the most significant being the case of Barings Logroño. At the shopping centre owned by Barings Logroño in La Rioja, monetary contributions are made to the lessees (Fit Out) to conduct construction and improvement works to facilitate the entry of different business operators.

#### 8. <u>Financial instruments</u>

#### 8.1. Financial Assets by Category

#### Classification of financial assets by category

According to the classification established by the General Accounting Standards in the rules governing recognition and valuation for financial assets, the Company maintains the following balances as at the close of the 2023 and 2022 financial years:

	2023		202	2*	
	Non-current	Current	Non-current	Current	
	Book value	Book value	Book value	Book value	
Not related	2,532,503.29	112,003.73	2,456,529.35	88,059.00	
Financial assets at amortised cost					
Sureties lodged	2,532,503.29	-	2,442,156.47	-	
Other financial assets	-	87,774.81		87,774.81	
Derivatives		23,525.85	14,372.88		
Trade and other receivables**	-	703.07	-	284.19	
Clients through sales and services provided (Note 8.2)	-	2,189,878.60		1,081,014.77	
Total financial assets	2,532,503.29	2,301,882.33	2,456,529.35	1,169,073.77	

<sup>\*</sup>Re-expressed (see Note 2.3)

For financial assets recorded at cost or amortised cost, the book value is not significantly different from the fair value.

The amount recognised as "Bonds lodged" under this heading corresponds to the deposit made before the official bodies of the amounts delivered as bonds by the lessee for the real estate belonging to the Parent Company and subsidiaries.

The detail by year of maturity of the financial assets at 31 December 2023 and 2022 is as follows:

	2024	2025 and following	Less current part	Total non- current
Deposits and sureties	-	2,532,503.29	-	2,532,503.29
Other financial liabilities	87,774.81	-	87,774.81	-
Derivatives	23,525.85		23,525.85	-
Trade and other receivables	703.07	-	703.07	•
Clients through sales and services provided	2,189,878.60	-	2,189,878.60	-
Total	2,301,882.33	2,532,503.29	2,301,882.33	2,532,503.29

<sup>\*\*</sup>Excluding other credits with Public Authorities

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

	2023	2024 and following	Less current part	Total non- current
Deposits and sureties	<u>-</u>	2,442,156.47	-	2,442,156.47
Other financial liabilities	87,774.81		87,774.81	T. *****
Derivatives	-	14,372.88	-	14,372.88
Trade and other receivables	284.19	-	284.19	- 19
Clients through sales and services provided	1,081,014.77	-	1,081,014.77	menters.
Total	1,169,073.77	2,456,529.35	1,169,073.77	2,456,529.35

## 8.2. Trade debtors and other accounts receivable

The detail of trade debtors and other accounts receivable is as follows:

	Credits, derivatives and others			
Categories / Classes	2023	2022 Current		
	Current			
Clients through sales and services provided	2,189,878.60	1,081,014.77		

<sup>\*</sup>Excluding other credits with Public Authorities

#### Valuation adjustments

The client balance at 31 December 2023 includes certain value impairment corrections. The movements included under these corrections at the close of 2023 and 2022 are as follows:

Valuation adjustments	2023	2022
Initial balance	(407,956.59)	(416,983.70)
Reversal/(Impairments)	7,558.49	
Cancellation of balances against provision	-	9,027.11
Closing balance	(400,398.10)	(407,956.59)

# 8.3. Financial liabilities by Category

## Classification of financial liabilities by category

According to the classification established by the General Chart of Accounts in its rules governing recognition and valuation for financial liabilities, the Company maintains the following non-current balances at the close of the financial years 2023 and 2022 (in euros):

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

2023	Non-current At amortised cost or cost	Non-current At fair value with changes in the profit and loss account	Current At amortised cost
Group			
Debts with Group companies (Note 14.1)	102,055,622.30	<u> </u>	935,395.93
Not related			
Bank borrowings	-	_	49,692,915.67
Other financial liabilities	4,312,391.10	-	_
Trade creditors and other accounts payable			
Trade creditors	-	_	3,256,334.27
Other creditors	-	_	2,057.00
Total financial liabilities	106,368,013.40		53,886,702.87

2022*	Non-current At amortised cost or cost	Non-current At fair value with changes in the profit and loss account	Current At amortised cost
Group			
Debts with Group companies (Note 14.1)	128,670,554.30	-	1,017,061.35
Not related			A
Bank borrowings	49,592,301.59		6,480,000.00
Other financial liabilities	3,857,644.39	-	
Trade creditors and other accounts payable			
Trade creditors	-	<u> </u>	3,243,487.78
Other creditors			13,175.66
Total financial liabilities	182,120,500.28		10,753,724.79

<sup>\*</sup>Re-expressed (see Note 2.3)

The classification of financial liabilities by year of maturity was as follows at 31 December 2023 and 2022:

	2024	2025	2026	2027 and following	Less current part	Total non- current
Debts						-
Debts with group companies	935,395.93	-	-	102,055,622.30	935,395.93	102,055,622.30
Bank borrowings	49,692,915.67	-	-	-	49,692,915.67	-
Other financial liabilities	-	-	-	4,312,391.10	-	4,312,391.10
Trade payables and other accounts payable						
Trade creditors	3,256,334.27	-	-	-	3,256,334.27	-
Other payables	2,057.00	-	-	-	2,057.00	-
Total	53,886,702.87	-	M -	106,368,013.40	53,886,702.87	106,368,013.40

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

	2023	2024	2025	2026	2027 and later	Total non- current
Debts	200 T- 2000	CHYD1				
Debts with group companies	1,017,061.35	h) 7(4)	-	_	128,670,554.30	128,670,554.30
Debts with credit institutions	6,480,000.00	-	49,592,301.59	_	-	49,592,301.59
Other financial liabilities	-	-	-	-	3,857,644.39	3,857,644.39
Trade payables and other						
accounts payable						
Trade creditors	3,243,487.87		-	-	-	-
Creditors	13,175.66	-	-	-	-	-
Total	10,753,724.88	-	49,592,301.59		132,528,198.69	182,120,500.28

The detail of the balances comprising the caption "Financial liabilities" is as follows:

#### **Bank borrowings**

At the close of the financial years 2023 and 2022, the amount for bank borrowings corresponds to the interest pending payment of the loans arranged by the Group, as well as the amount of principal to be amortised over the following 12 months.

a) On 29 December 2017, the renewal of the Mortgage Loan for the amount of 31,740,000.00 euros was signed, granted by ING REAL ESTATE FINANCE E.F.C. S.A. to the subsidiary company Barings Core Logroño S.L. It matures 12 years from the date it was granted (2004), with a novation subsequently being agreed in deed number 1274 to extend the maturity by 5 years, in other words up until 29 December 2022. On 22 December 2022 the novation of the loan was signed up until 22 December 2024. It likewise modified the applicable margin to 2.25% for the first six months after the novation, and 2.50% for the remaining months up until maturity.

The amortised cost of this loan at 31 December 2023 amounted to 31,722,301.25 euros (31,676,519.78 euros at 31 December 2022).

Furthermore, the loan agreement requires fulfilment of certain financial ratios on the part of the subsidiary company Barings Core Logroño, S.L. throughout its term. In the event of breach, the creditor may call for partial prepayment of the principal as required in order to fulfil these ratios.

The ratios established in the loan agreement are the following:

- 1) LTV = Outstanding Loan Balance / Shopping Centre Appraised Value < 60%
- 2) DSCR = Net rent /Debt Servicing Cost (for the last financial year) > 3.00x
- 3) DSCR = Net rent / Debt Servicing Cost (corresponding to the next 12 months) > 3.00x
- 4) Financial occupancy ratio = 1 Estimated rents for empty premises per year / Contracted rents including empty premises ≥ 85%

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

At 31 December 2023 the subsidiary company Barings Core Logroño S.L. fulfilled the ratios as indicated below:

- 1) LTV = 34.50% < 60%
- 2) DSCR = 3.73% > 3.00x
- 3) DSCR = 3.78% > 3.00x
- 4) Financial occupancy ratio = 98.00% ≥ 85%
- b) On 30 December 2019, a loan was granted in the amount of 18,000,000.00 euros (by CAIXABANK S.A.) to the Subsidiary Barings Core Crossroads, S.L. The agreed interest rate is a fixed rate of 1.15%. It matures 5 years after the date the loan is granted, in other words, 30 December 2024.

The amortised cost of this loan at 31 December 2023 amounted to 17,970,614.42 euros (17,941,618.28 euros at 31 December 2022).

Furthermore, the loan agreement requires fulfilment of certain financial ratios on the part of the subsidiary company Barings Core Crossroads, S.L. throughout its term. In the event of breach, the creditor may call for partial prepayment of the principal as required in order to fulfil these ratios.

The ratios established in the loan agreement are the following:

- 1) LTV = Outstanding Loan Balance / Shopping Centre Appraised Value < 60%
- 2) ICR = EBITDA /Interest paid in the year (12 months) < 1.3x

At 31 December 2023 the subsidiary company Barings Core Crossroads, S.L. fulfilled the ratios as indicated below:

- 1) LTV = 39.02% < 60%
- 2) ICR = 14.68 > 3.00x
- c) On 5 September 2016 a loan for 6,480,000 euros was granted by BANKINTER S.A. to the subsidiary Barings Core Madrid S.L. The agreed interest rate is a fixed rate of 1.30%. It matures 7 years after the date the loan was granted, in other words, on 4 August 2023. This loan agreement establishes the non-compliance with the LTV ratio, which has a limit of 50%, as grounds for the maturity of the loan.

The amount of the loan was repaid in its entirety on its maturity date.

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

# Debts with group companies

The balance of this caption essentially records the loans granted by the company Barings European Core Property Fund Topco S.a.r.l. to the Parent Company Barings Core Spain Socimi, S.A. and its subsidiaries (Note 14).

The interest accruing on a quarterly basis for these loans is recognised as a current liability (Note 14).

#### Other financial liabilities - Hedging Derivatives

On 14 February 2018, the subsidiary company Barings Core Logroño S.L. also contracted a derivative with the same bank, ING Bank NV, maturing on 29 December 2022, with a fixed interest rate payable by the company of 0.5% and with the six-month Euribor rate collected.

22 December 2022 saw the fourth and final novation, the new maturity date being 22 December 2024. The current fixed rate of the derivative is 3.2133% (previously 0.5%), and the spread applicable to the mortgage loan has been amended to 2.25% for the first six consecutive months after the novation, and to 2.50% for the remaining months up until maturity. Within the context of the financing agreement, the subsidiary Barings Core Logroño, S.L. and the Borrower granted the following guarantees in rem to secure fulfilment of the payment obligations:

- a) First-ranked mortgage over each of the real estate units comprising the Property;
- b) Pledge over the credit rights derived from the lease agreements and insurance policies for the Property;
- c) Pledges over the rights derived from the sale and purchase agreement for the real estate units that make up the Property;
- d) Pledge over the cash and credit rights derived from the bank accounts;

The changes in fair value generated by the valuation of the swap were recognised in the profit and loss account for 2023, for a positive amount of 9,152.97 euros (profit of 339,691.66 euros in 2022). Likewise, during the financial year 2023, 13,939.58 euros of expenses were imputed (165,337.16 euros of income in 2022) in the consolidated profit and loss account, corresponding to interest.

	2023		2022	
(Euros)	Notional Value	Fair value	Notional Value	Fair value
Interest rate financial swap ING Bank	31,740,000.00	23,525.85	31,740,000.00	14,372.88
	31,740,000.00	23,525.85	31,740,000.00	14,372.88

The fair values of these financial instruments are reflected in financial assets at 31 December 2023 as follows:

	2023	2022
(Euros)	Current	Non-current
Derivatives	23,525.85	14,372.88
	23,525.85	14,372.88

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

# Other Non-current financial liabilities - Deposits and sureties

The items that form the balance of the heading "Other financial liabilities" are as follows.

- a) Long-term deposits received, with a balance of 943,477.98 euros at 31 December 2023 (591,065.36 euros in 2022).
- Non-current sureties for an amount of 3,368,913.12 euros in 2023 (3,252,206,15 euros in 2022).
   In most Spanish Autonomous Regions, the Corporate Group is obliged to deposit at least 90% of the sureties received from its lessees with certain Official Institutions (Note 4.5.1).

#### 8.4. Trade creditors and other accounts payable

The detail of trade creditors and other accounts payable is as follows:

Saturation / Slave	Trade creditors and other accounts payable			
Categories / Class	2023	2022		
Trade payables and other accounts payable*	3,256,334.27	3,243,487.78		
Other payables	2,057.00	13,175.66		
Total	3,258,391.27	3,256,663.44		

<sup>\*</sup>Excluding other payables to Public Administrations

The balance disclosed under the caption "Trade creditors and other accounts payable" comprises amounts pending payment to creditors through trade operations. Likewise, the Group includes within this subsection of the current liabilities the outstanding debt owed to Barings Core Algete, S.L. with the vendors of the property and logistical units acquired in 2020 (see Note 6).

"Other short-term creditors" includes the amount of 2,057.00 euros received as a client advance on the part of the subsidiary Barings Core Logroño, S.L.

# 8.5. Information regarding the nature and risk level of financial instruments

The company has implemented the necessary mechanisms to control the exposure to changes in the interest rates as well as credit and liquidity risk. Below are indicated the main financial risks impacting on the Group.

#### a) Credit risk

This risk arises from the potential loss caused by the non-compliance of the contractual obligations of the counterparties of the Parent Company and Subsidiaries. In other words, the possibility of not recovering the financial assets for the recognised amount and within the established period. For the management of this risk, the Consolidated Group regularly updates a list of accounts receivable in order to manage their payment. Overdue accounts are reclaimed monthly by the Property Managers of the Consolidated Group.

There is a market risk from the fluctuations in the fair value or future cash flows of a financial instrument due to the changes in market prices (interest rate and exchange rates). As such, the

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

main risk to which the Consolidated Group is exposed is that of interest rates (it is not exposed to exchange rates given that the Company's activities are settled in euros, which is the Consolidated Group's functional currency). To manage this risk, finance from third parties is received at a fixed rate and where appropriate, with minimum variable interest. In addition, in order to achieve this objective, the Company performs hedging transactions on the corresponding loans and those exposed to greater risk.

## b) Liquidity risk

Liquidity risk is caused by the possibility that either the Parent Company or the Subsidiaries do not have liquid funds available, or they do not have access to them in sufficient quantities at the appropriate cost, in order to meet their payment obligations at all times.

For the management of this risk, the available cash and the current payment obligations from financing or management contracts are regularly checked. Similarly, given that the Parent Company and the Subsidiaries belong to the same group, in the event of any potential cash requirements, financing from the Group to which they belong would be possible.

The Company estimates that the occupancy rate of the leased assets and the capacity for generating cash from these rentals will permit the adequate management of the working capital in the short-term. Whereas the quality of the real estate investments and the adequate debt ratio over the market value of its assets will allow it to suitably finance its operations in the medium-term.

At 31 December 2023 the consolidated balance sheet of the Group BARINGS CORE SPAIN SOCIMI, S.A.U. reveals negative working capital of 38,127,475.23 euros, mainly as a consequence of the short-term maturity of the principal of a loan with mortgage guarantee for an amount of 31,722,301.25 euros, granted by a financial institution to the subsidiary BARINGS CORE LOGROÑO S.L.U., the forthcoming maturity date of the loan being set at 22 December 2024, and the short-term maturity of the principal of another loan with mortgage guarantee for an amount of 17,970,614.42 euros, granted by a financial institution to the subsidiary BARINGS CORE CROSSROADS S.L.U., loan scheduled for maturity on 30 December 2024 (see Note 8.3).

The Directors of the Parent Company formulated these consolidated annual accounts of 2023 on the basis of the going concern principle, taking into account the following circumstances:

The Ultimate Shareholder of the Parent Company, the entity Barings European Core Property Fund SCSp SICAV-SIF, has given a firm commitment in the coming months in 2024, in the event that no term extension is granted to the maturity dates of the loans with financial institutions via its subsidiary Barings European Core Property Fund TOPCO, s.à.r.l. and prior to the scheduled maturity date of the aforementioned mortgage loans, to formalise the respective long-term financial loans with the subsidiaries BARINGS CORE LOGROÑO S.L.U. and BARINGS CORE CROSSROADS S.L., for amounts of approximately 32,000,000.00 euros and 18,000,000.00 euros, respectively, to allow both companies to meet their commitments to repay the principal and interest owed under the mortgage loans. Likewise, the Ultimate Shareholder of the Parent Company has stated its commitment not to enforce payment of this

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

new debt in 2025, thereby guaranteeing the continuity of the operations of this subsidiary, and hence of the BARINGS CORE SPAIN SOCIMI, S.A.U. Group.

— In line with the positive operating results generated by the Group in the 2022 and 2023 financial years, the most recent cash projections of the BARINGS CORE SPAIN SOCIMI, S.A.U. Group for the period between 1 January 2024 and 30 June 2025 indicate its capacity to generate sufficient cash in order to meet its payment commitments during that period.

## c) Investment risk

The Group mitigates investment risk by only entering into it with the securities of the most robust companies and institutions by relying on exhaustive reviews, opinions of independent experts, property valuations, financial due diligence, etc. Similarly, it performs quarterly valuations of each and every property in order to monitor any changes in their value.

#### 9. Cash Availability

The Company held the following cash balances at the close of 2023 and 2022:

	2023	2022
Cash and other equivalent liquid assets	12,695,736.60	42,706,824.81

All the cash owned by the Group Companies is freely available and is used to settle the payment obligations of both the Parent Company and the Subsidiaries (Note 8.3).

# 10. Net Equity and Shareholder Equity

#### 10.1 Share Capital

At the close of the 2016 financial year, the capital stock of the Parent Company amounted to 5,003,000.00 euros, represented by 5,003,000 shares of a par value of 1 euro each, all of the same class, fully subscribed and paid up. During the 2017 and 2016 financial years the Company was 100% owned by Barings Core Fund Spain S.à.r.l. of registered office in Luxembourg (Note 1.1).

On 8 March 2017, the Sole Shareholder agreed to increase the share capital to the amount of 17,750,306.00 euros through the issue of 12,747,306 new shares with a par value of 1 euro, numbered 5,003,001 to 17,750,306. All with no share premium.

On 11 October 2017, the Sole Shareholder agreed to increase the share capital to the amount of 24,076,106.00 euros through the issue of 6,325,800 new shares with a par value of 1 euro, numbered 17,750,307 to 24,076,106, all with no share premium. The creation of these shares was performed with no share premium.

On 28 December 2017, the Sole Shareholder agreed to increase the share capital to the amount by 23,112,698.00 euros up to the amount of 47,188,804.00 euros, through the issue of 23,112,698 new shares with a par value of 1 euro, numbered 24,076,107 to 47,188,804, both inclusive. These shares were created with no share premium.

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On 22 February 2018, the Sole Shareholder agreed to increase the share capital by the amount of 1,413,040.00 euros to the amount of 48,601,844.00 euros through the issue of 1,413,040 new registered shares with a par value of 1 euro, numbered 47,188,805 to 48,601,844, both inclusive.

As a result, as at year-end 2018, the Parent Company's share capital came to 48,601,844.00 euros represented by 48,601,844 fully subscribed and paid-in shares with a par value of 1 euro each, all of the same class, with the same voting and economic rights as those in circulation.

in 2019, two capital increases were carried out:

- On 3 December 2019, the Sole Shareholder increased the share capital in the amount of 4,249,245.00 euros through the issue of 4,249,245 new shares with a par value of 1 euro, numbered 48,601,845 to 52,851,089, both inclusive, with a share premium of 2,288,055.00 euros.
- On 12 December 2019, the Sole Shareholder increased the share capital in the amount of 13,104,710.00 euros up to the total of 65,955,799.00 euros, through the issue of 13,104,710 new shares with a par value of 1 euro, numbered 52,851,090 to 65,955,799 both inclusive, with a share premium of 7,056,382.00 euros.

In 2020 there was a capital increase:

- On 2 March 2020, the Sole Shareholder increased the share capital in the amount of 9,112,230.00 euros up to the total of 75,068,029.00 euros, through the issue of 9,112,230 new shares with a par value of 1 euro, numbered 65,955,800 to 75,068,029 both inclusive, with a share premium of 4,906,585.00 euros.

During the financial year 2022 and 2021, there was no change in the capital of the Group.

On 29 August 2023 there was a capital reduction in the amount of 67,568,029.00 euros, with this amount being imputed to voluntary and freely available reserves. As a result, as at year-end 2023, the Parent Company's share capital amounts to 7,500,000.00 euros represented by 7,500,000 fully subscribed and paid-in shares with a par value of 1 euro each, all of the same class, with the same voting and economic rights as those in circulation.

## 10.2 Share premium

The share premium arising as a consequence of the incorporation of the Company and subsequent capital increases was increased as a result of the 2020 capital increase up to an amount of 17,029,584.75 euros at 31 December 2020. This is freely available up to the limit of the amount of the losses for the year and previous years, including its conversion into share capital.

During the 2023 and 2022 financial years the share premium of the Parent Company remained unchanged.

#### 10.3 Reserves

The detail by company is as follows:

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

Reserves of the Parent Company	2023	2022
Barings Core Spain SOCIMI, S.A.U.	62,735,317.64	4,166,372.52
Total Total	62,735,317.64	4,166,372.52

#### Reserves at consolidated companies:

Company	2023	2022
Barings Core Madrid, S.L.	(3,876,497.06)	(6,597,219.49)
Barings Core Toledo, S.L.	552,077.99	(285,563.37)
Barings Core Logroño, S.L.	1,835,980.48	(899,320.18)
Barings Core Logroño PFS S.L.	(2,697,675.14)	(600,668.37)
Barings Core M50, S.L.	(862,734.00)	(207,302.43)
Barings Core Crossroads S.L.	923,278.80	(1,200,930.03)
Barings Core Algete S.L.	507,862.61	31,352.66
Reserves in consolidated companies	(3,617,706.32)	(9,759,651.21)
Total Reserves	59,117,611.32	(5,593,278.69)

On 28 June 2023 a share capital reduction of 67,568,029.00 euros was agreed and properly registered with the Business Registry, this amount remaining in the freely available reserves of the Parent Company.

# Legal Reserve

Pursuant to the consolidated text of the Revised Text of the Spanish Corporations Law, an amount equal to 10% of the profit made in the financial year must be applied to statutory reserves until these reserves reach 20% of the capital stock.

The legal reserve can only be used to increase the capital stock. With the exception of the aforementioned purpose, this reserve can only be allocated to offset losses provided that there are no other sufficient reserves available for this purpose. Pursuant to Law 11/2009, regulating Real Estate Investment Trusts (REITs), the legal reserve of the Companies that have opted for the application of the special tax scheme established in this Law cannot exceed 20% of the share capital. Similarly, the articles of association of the Company cannot establish any other reserve of an unavailable nature other than the former.

At 31 December 2023, the legal reserve of the Parent Company amounted to 2,771,376.39 euros (1,981,897.94 euros at 31 December 2022), and is thus fully endowed.

## 10.4 Result for year attributed to Parent Company

The Parent Company's imputed result for the years ended 31 December 2023 and 2022 was provided by the following companies:

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Net result at Holding Company	2023	2022	
Barings Core Spain SOCIMI, S.A.U.	(859,759.84)	(1,432,346.07)	
Subsidiaries			
Barings Core Madrid, S.L.	2,638,003.14	2,720,722.43	
Barings Core Toledo, S.L.	457,529.13	837,641.36	
Barings Core Logroño, S.L.	1,703,814.84	2,735,300.66	
Barings Core Logroño PFS, S.L.	169,555.55	(2,097,006.77)	
Barings Core M50, S.L.	(784,725.71)	(655,431.57)	
Barings Core Crossroads S.L.	1,022,073.15	2,124,208.83	
Barings Core Algete, S.L.	656,156.82	476,509.95	
Result of subsidiary companies	5,862,406.92	6,141,944.89	
Total Consolidated Result	5,002,647.08	4,709,598.82	

## 10.5 Other shareholder contributions

On 10 December 2020, the Company's Sole Shareholder agreed to reimburse the contributions of shareholders in the amount of 2,160,793.84 euros, which was paid in cash.

During the financial year 2023, the Company received contributions from the Sole Shareholder totalling 9,097,849.80 euros.

#### 10.6 Distribution of dividends

Given its condition as a REIT, the Company is obligated to distribute the profit obtained in the year in the form of dividends to its shareholders once the corresponding commercial obligations have been met, pursuant to the provisions of Article 6 of Law 11/2009 of 26 October 2009, governing the Real Estate Investment Trusts (REITs).

# 11. <u>Information regarding deferrals of payment made to suppliers. Third additional provision.</u> "Duty of Disclosure": Law 15/2010, of 5 July 2010

For the purposes established in the Third Additional Provision of Act 15/2010, of 5 July 2010, amended by subsection 2 of Article 9 of Act 18/2022, of 28 September 2022, and in accordance with the Decision of 29 February 2016 of the Institute of Accounting and Accounts Auditing, details are given below of the average supplier payment period, the ratio of operations paid, ratio of operations pending payment, total payments made and total payments pending:

	2023	2022	
Concept	Days		
Weighted Average Payment Period Exceeded (days)	35.03	23.34	
Ratio of operations paid	35.17	23.92	
Ratio of operations pending payment	32.06	8.06	
	Amount (	(Euros)	
Total payments made	14,589,325.23	7,889,592.46	
Total payments outstanding	718,199.37	298,513.37	

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	2023	2022
Monetary volume paid by legal deadline	11,965,626.69	5,388,978.64
Number of invoices paid by legal deadline	554	574
Percentage of the monetary volume paid by the legal deadline out of the total volume of invoices paid (%)	82%	68%
Percentage of the number of invoices paid by the legal deadline out of the total number of invoices paid (%)	81%	72%

In accordance with the ICAC Decision, calculation of the average period for payment to suppliers took into account trade operations corresponding to the delivery of goods or provision of services accruing since the date of entry into force of Law 31/2014, of 3 December 2014.

Suppliers are considered, for the exclusive purposes of giving the information stipulated in this Resolution, the commercial creditors for debts with suppliers of goods or services, included in the "Suppliers" and "Sundry debtors" entries of current liabilities of the balance sheet, excluding invoices pending receipt. It should also be noted that the standard does not include in its scope of application the creditors or suppliers that do not fulfil the above-mentioned condition, also excluding suppliers of fixed assets or creditors due to finance leasing transactions.

The "Average supplier payment period" is understood as the period elapsing between delivery of the goods or provision of the services for which the supplier is responsible, and material payment for the operation. This "Average supplier payment period" is calculated as the ratio of transactions paid times the total amounts of payments made plus the ratio of outstanding payments and the total amount of outstanding payments, divided by the total amount of payments made plus the total amount of outstanding payments.

The ratio of transactions paid is calculated as the ratio of the amounts paid times the number of payment days (difference between the calendar days passed since the end of the maximum legal payment period until the payment for the transaction) divided by the total of payments made.

Similarly, the ratio of transactions pending payment corresponds to the ratio of the total of the amounts pending payment times the number of days pending payment (difference between calendar passed since the maximum legal period for payment until the close of the financial year), divided by the total payments outstanding.

The maximum legal payment period applicable to the Company in financial year 2023 according to Law 11/2013, of 26 July 2013, establishing measures to combat payment defaults in trade operations, is 30 days as of the publication of said Law and until the present (unless the conditions established therein are fulfilled, which would allow the maximum payment period to be increased raised to 60 days).

The payments to suppliers that exceeded the legal period established derived from circumstances or incidents outside of the established payment policy, and were mainly due to delays in the receipt of the invoice by the supplier, or incidents in the provision of the service.

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## 12. Public Authorities and Tax Situation

#### 12.1 Balances with Public Administrations

The detail of the current tax receivables and payables is as follows:

	2023	2022
VAT payable	631,175.74	566,645.24
Withholdings payable Rentals	1,505.31	3,341.25
Total balance payable	632,681.05	569,986.49
Tax Authorities, VAT/IGIC (Canary Islands Tax) receivable	837,013.84	64,875.44
Tax Office receivable for withholdings	331,486.8	225,152.77
Total balance receivable	1,168,500.64	290,028.21

## 12.2 Conciliation of accounting result and tax base

The reconciliation of the accounting loss to the tax loss for income tax purposes is as follows:

	2023	2022
Book result before tax	5,002,647.08	4,709,598.82
Consolidation adjustment:	6,655,410.06	9,796,017.88
Book taxable base	11,658,057.14	14,505,616.70
Adjustments to the Accounting Base	(496,817.60)	
Of individual companies	(496,817.60)	_
Temporary differences	-	-
Tax base	11,161,239.54	14,505,616.70
Book result before tax	5,002,647.08	4,709,598.82
Taxable base	11,161,239.54	14,505,616.70
Total Tax Due 25%	-	
Accounts Payable/Corporate Income Tax expense	-	-

All rents for 2023 and 2022 comply with the requirements to fall under the REITs scheme, for which the tax rate is 0 (Note 1).

## 12.3 Financial years pending examination and inspection proceedings

According to the legislation in force, taxes may not be considered to have been definitively settled until such time as the tax returns filed have been inspected by the tax authorities or the period of limitation of four years has expired. At the close of 2023, the Company had all the taxes to which it is subject open to inspection.

Tax	Financial years open
Corporation Tax	2019-2023
Value Added Tax	Q4 2019-2023
Personal Income Tax	Q4 2019-2023
Tax on Business Activities	2020-2023

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The Directors believe that settlement of the aforementioned taxes has been properly performed, for which reason, even were discrepancies to arise in the interpretation of the regulations in force regarding the tax treatment given to operations, any possible liabilities which may potentially arise would not significantly affect the enclosed annual financial statements.

2023	B.C. LOGROÑO	B.C. CROSSROADS	B.C. M-50	B.C. MADRID
2005	(301,192.84)			
2006	(12,718.28)			
2008	(575,035.77)			
2011	(113,546.94)			
2016				
2019			(18,430.85)	are a second
2020				
2021				
2022				(709,607.59)
TOTAL	(1,002,493.83)		(18,430.85)	(709,607.59)

## 12.4 Information requirements derived from REIT status, Law 16/2012, amended with Law 16/2012

The Real Estate Investment Trusts (SOCIMI) are companies that are used as real estate investment vehicles and benefit from a special tax scheme regulated under articles 8 through to 13 of Law 11/2009 of 26 October, which establish the information obligations of this scheme which is included as Annex I attached to these Notes to the financial statements of which it forms a part.

## 13. Revenue and expenses

## 13.1 Net turnover

The total net business turnover corresponding to 2023 and 2022 is broken down by activity as follows:

	2023	2022
Lease revenue (Note 7)	20,647,363.30	19,683,303.28
Total	20,647,363.30	19,683,303.28

The breakdown by geographic area of the revenue from rentals during 2023 and 2022 is as follows:

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	2023	2022		
Autonomous Region of Madrid	6,720,949.39	5,144,613.64		
Castile-La Mancha	2,356,330.85	2,367,628.91		
La Rioja	9,743,135.25	9,662,213.77		
Barcelona	-	672,601.36		
Almeria	327,350.89	308,294.50		
Biscay	533,590.42	525,829.84		
Cadiz	420,969.36	398,266.76		
Salamanca	545,037.14	603,854.50		
Total	20,647,363.30	19,683,303.28		

## 13.2 Other operating costs

The breakdown of the heading of this account at 31 December 2023 and 2022 is as follows:

	2023	2022
Repairs and maintenance	4,826.99	22,254.55
Independent professional services	2,355,763.30	2,744,590.57
Insurance premiums	267,654.62	291,319.41
Banking and similar services	21,578.01	20,780.82
Publicity, Advertising and PR	1,312.50	1,312.50
Utilities (payable by the property owners' association)	11,278.12	2,991.30
Other services	2,689,774.52	2,736,895.33
Loan impairment losses for commercial operations	(7,558.49)	-
Taxes	700,366.21	692,214.55
Total	6,044,995.78	6,512,359.03

The amount corresponding to the Other expenses account essentially corresponds to property owner association expenses.

The amount corresponding to the independent professional services heading includes the fees for external advisors for the provision of management services for the Group of companies taking into account that neither the Parent Company nor its Subsidiaries have their own personnel. It also includes the costs deriving from the notary services provided, Commercial Registry, appraisal fees for the valuation of assets, etc. This account also records services rendered by way of asset management, by the group company Barings Asset Management Spain, S.L., for an amount of 1,074,114.62 euros and 1,145,286.44 euros during the financial year 2023 and 2022.

#### 13.3 Finance revenues and expenses

The financial revenues and costs reveal the following balance at the close of 2023 and 2022 (in euros):

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

	2023	2022
Financial revenue		
Other income from financial derivatives	88,507.09	128,325.72
Through group company debts	_	-
Financial expenses		
Payables to third parties	(1,913,439.93)	(2,137,251.17)
Through debts with group companies	(3,868,636.45)	(3,271,785.15)
Other expenses from financial derivatives	(102,447.00)	(141,416.63)
Changes in fair value of financial instruments	9,152.97	339,691.66
Impairment of financial instruments	1,016.16	(407,345.81)
Total Financial Result	(5,785,847.16)	(5,489,781.38)

The finance costs that derive from borrowings with third parties have been calculated using the effective interest rate method (Note 4.6).

The variation in fair value in financial instruments has been calculated as explained in note 8.3.

## 14. Transactions and balances with related parties

## 14.1 Balances with related parties

The amount of the balances with related parties in 2023 and 2022 is as follows:

2023	Group companies	Parent entity	Total
A) NON-CURRENT LIABILITIES			
1. Non-current debts			
a) Other non-current borrowings	102,055,622.30	-	102,055,622.30
B) CURRENT LIABILITIES		1.0	11111
1. Current debts			
a) Other short-term borrowings	780,404.66	154,991.27	935,395.93

2022	Group companies	Parent entity	Total
A) NON-CURRENT LIABILITIES			
1. Non-current debts			
a) Other non-current borrowings	128,670,554.30	-	128,670,554.30
B) CURRENT LIABILITIES			
1. Current debts			
a) Other current borrowings	1,005,061.35	12,000.00	1,017,061.35

## 14.2 Operations with related parties

The detail of operations with related parties during 2023 and 2022 is as follows:

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

	Group companies		
	2023	2022	
Expenses from commercial operations	1,074,114.62	1,145,286.44	
Expenses for accrued interest but unpaid	935,395.93	1,005,061.35	
Costs due to accrued and paid interest	2,933,240.52	2,266,723.80	

The financial expense detailed in the operations with related parties corresponds to the interest accruing on the loans granted by Barings European Core Property Fund Topco S.a.r.l. to the Parent Company and Subsidiaries, as detailed below:

- On 5 July 2016 a loan for the amount of 7,965,902.25 euros was granted to the Subsidiary Barings Core Madrid S.L. The agreed interest rate is a fixed rate of 6%. It matures 15 years after the date the loan is granted, in other words, on 5 July 2031. In addition, on 5 July 2016 another additional loan was granted for an amount of 6,480,000.00 euros, at a fixed interest rate of 6%. The principal of said loan was returned on 19 October 2016, with only the accrued interest of this loan amounting to 114,480 euros pending payment and which was paid on 5 May 2017. During the financial year 2022, a loan was granted for an amount of 550,000.00 euros, at a fixed interest rate of 6%, the maturity date being 25 years from the date of arrangement. The principal pending under this loan was 8,515,902.25 euros at 31 December 2023 and 2022.
- On 15 March 2017 a loan for the amount of 23,574,036.85 euros was granted to the Subsidiary Barings Core Toledo S.L. The agreed interest rate is a fixed rate of 2.49% (6% in 2020) and matures 15 years from the date the loan is granted, in other words, 15 March 2032. The principal pending under this loan was 23,574,036.85 euros at 31 December 2023 and 2022.
- On 28 December 2017 a loan for the amount of 42,923,582.62 euros was granted to the parent company Barings Core Madrid SOCIMI, S.A. The agreed interest rate is a fixed rate of 3.2% (5.5% in 2020). It matures 15 years after the date the loan was granted, in other words, 28 December 2032. The principal pending under this loan was 19,373,908.25 euros at 31 December 2023 and 2022.
- On 16 February 2018 a loan for the amount of 2,614,932.00 euros was granted to the Subsidiary Barings Core Logroño PFS, S.L. The agreed interest rate is a fixed rate of 2.94% (5.5% in 2020) maturing 15 years after the date the loan is granted, in other words, on 16 February 2034. On 27 February 2023, the Parent Company agreed to contribute shareholder equity to the Company for the entire credit right that it held against the Company, amounting to 2,614,932.00 euros.
- On 29 November 2019 a loan for the amount of 12,140,699.00 euros was granted to the Subsidiary Barings Core M50 S.L. The agreed interest rate is a fixed rate of 4% maturing 15 years after the date the loan is granted, in other words, on 29 November 2034. The principal pending under this loan was 12,140,699.00 euros at 31 December 2023 and 2022.
- On 19 December 2019 a loan for the amount of 30,442,027.00 euros was granted to the Subsidiary Barings Core Crossroads S.L. The agreed interest rate is a fixed rate of 4% maturing

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

15 years after the date the loan is granted, in other words, on 19 December 2034. The principal pending under this loan was 14,000,000.00 euros at 31 December 2023 and 2022.

- On 2 March 2020 a loan in the amount of 26,034,941.00 euros was granted to the Subsidiary Barings Core Algete S.L. The agreed interest rate is a fixed rate of 4% maturing 15 years after the date the loan is granted, in other words, on 2 March 2035. The principal pending under this loan was 24,451,075.95 euros at 31 December 2023 and 2022.
- On 20 September 2022 the subsidiary Barings Core Logroño, S.L. received a loan of 24,000,000.00 euros from BARINGS EUROPEAN CORE PROPERTY FUND TOPCO S.a.r.l., with a long-term maturity, at an annual interest rate of 4%. This loan was intended for the partial repayment of the debt resulting from the mortgage loan maintained by Barings Core Logroño, S.L. with ING Bank NV, with a scheduled maturity date of 29 December 2022. Following formalisation of the novation of the mortgage loan at the end of 2022 (see Note 8), the Subsidiary Barings Core Logroño, S.L. agreed in 2023 to repay the loan to BARINGS EUROPEAN CORE PROPERTY FUND TOPCO S.a.r.l.

The loans in force at the date are summarised in the following table:

Lender	Interest Rate	Incorporation	Maturity	Principal 31/12/2023	Interest pending payment/collection at 31/12/2023
Barings Core Madrid, S.L.	6.00%	05/07/2016	05/07/2031	8,515,902.25	127,738.53
Barings Core Toledo, S.L.	6.00%	15/03/2017	15/03/2032	23,574,036.85	146,748.38
Barings Core Logroño PFS, S.L.	5.50%	16/02/2018	16/02/2033	-	-
Barings Core Spain SOCIMI, S.A.	5.50%	28/12/2017	28/12/2032	19,373,908.25	154,991.27
Barings Core M50, S.L.	4.00%	29/11/2019	29/11/2034	12,140,699.00	121,406.99
Barings Core Crossroads, S.L.	4.00%	19/12/2019	19/12/2034	14,000,000.00	140,000.00
Barings Core Algete, S.L.	4.00%	02/03/2020	02/03/2035	24,451,075.95	244,510.76
Non-current borrowings with related parties				102,055,622.30	935,395.93

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

Lender	Interest Rate	Incorporatio n	Maturity	Principal 31/12/2022	Interest pending payment/coll ection at 31/12/2022
Barings Core Madrid, S.L.	6.00%	05/07/2016	05/07/2031	8,515,902.25	565,673.75
Barings Core Toledo, S.L.	2.49%	15/03/2017	15/03/2032	23,574,036.85	(351,662.27)
Barings Core Logroño PFS S.L.	2.940%	16/02/2018	16/02/2033	2,614,932.00	1,547.22
Barings Core Spain SOCIMI, S.A.	3.20%	28/12/2017	28/12/2032	19,373,908.25	11,182.83
Barings Core M50, S.L.	4.00%	29/11/2019	29/11/2034	12,140,699.00	121,406.99
Barings Core Crossroads S.L.	4.00%	19/12/2019	19/12/2034	14,000,000.00	143,068.74
Barings Core Algete S.L.	4.00%	02/03/2020	02/03/2035	24,451,075.95	244,510.76
Barings Core Logroño, S.L.	4.00%	20/12/2022	20/09/2037	24,000,000.00	269,333.33
Non-current borrowings with related parties				128,670,554.30	1,005,061.35

#### 14.3 Information regarding Senior Management and Directors of the Parent Company

During the financial years 2023 and 2022, no remuneration was received by members of the governing body of the Parent Company for performing this role, nor were they granted any advances or credits, nor any obligations undertaken on their behalf by way of guarantee, no civil liability insurance premiums paid for damages occasioned through actions or omissions in performing the role. The Company likewise has in place no obligations regarding pensions or life insurance on behalf of current or former Directors of the Parent Company.

The Parent Company has no Senior Management personnel under contract.

## 14.4 Information regarding situations of conflict of interests by the Company Directors

For the purposes of Article 229 of the Corporate Enterprises Act, it is hereby stated that during the financial year 2023 neither members of the Board of Directors of the Parent Company or related persons have held a position or a direct or indirect shareholding in third companies, with which there may exist a conflict of interests with the company.

# 14.5 Transactions outside ordinary dealings or on non-market conditions undertaken by members of the Governing Body of the Parent Company

During the 2023 and 2022 financial years, the Parent Company Directors did not perform with it or with Group companies any operations outside ordinary dealings or on non-market terms.

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

#### 15. Auditor fees

KPMG Auditores, S.L., the auditing company of the Group's financial statements, issued invoices during the years ended 31 December 2023 and 2022 for fees and charges for professional services, according to the following breakdown:

	2023	2022
For auditing services	85,000	63,856

The amounts detailed in the above table include the total fees for services rendered in 2023 and 2022, irrespective of the date of invoice.

## 16. <u>Information on the environment</u>

In 2023 and 2022 the Parent Company and the Subsidiaries did not carry out any investment of an environmental nature for a significant amount.

It has not been considered necessary to recognise an allocation for environmental risks and expenses, nor are there any contingencies related to environmental protection or improvement.

## 17. Information on greenhouse gas emission rights

In 2018, there were no costs deriving from greenhouse gas emissions, nor has any amount been allocated or applied relating to provisions.

#### 18. Events after the reporting period

No events or circumstances have arisen since the close of the Annual Accounts that the members of the Board of Directors of the Parent Company believe it necessary to declare for the proper interpretation of the Consolidated Annual Accounts closed at 31 December 2023.

Explanatory notes on the Consolidated Annual Accounts at 31 December 2023

## Annex I - Information relating to the Company Barings Core Spain Socimi, S.A.U.

111	Description	2023	2022
a)	Reserves originating from years prior to the application of the tax		
	regime set forth by Law 11/2009, amended by Law 16/2012, of 27	N/A	N/A
	December.		
b)	Reserves of each financial year during which the special tax regime		
	established by the Law has been applicable		
	<ul> <li>Profit from rentals subject to the general interest rate</li> </ul>	N/A	N/A
	<ul> <li>Profit from rentals subject to the interest rate of 19%</li> </ul>		
	<ul> <li>Profit from rentals subject to the interest rate of 0%</li> </ul>	NOTE 3.1	NOTE 3.1
c)	Dividends distributed with a charge to the profits of each financial		
	year during which the special tax regime established by the Law		
	has been applicable		
	<ul> <li>Dividends from rentals subject to the general interest rate</li> </ul>	N/A	N/A
	<ul> <li>Dividends from rentals subject to the interest rate of 18%</li> </ul>		
0	(2009) and 19% (2010 to 2012)		
	• Dividends from rentals subject to the interest rate of 0%	NOTE 3.1	NOTE 3.1
d)	Dividends distributed with a charge to reserves,		
	Distribution with a charge to reserves subject to the general		
	interest rate.		
	Distribution with a charge to reserves subject to the interest	N/A	N/A
	rate of 19%		
	Distribution with a charge to reserves subject to the interest		
	rate of 0%		
e)	Date of agreement of the distribution of the dividends referred to	N/A	N/A
	in letters c) and d) above	147.75	
f)	Acquisition date of the real estate earmarked for leasing which	NOTE 6	NOTE 6
	produce rentals subject to this special scheme.	NOTEO	NOTE
g)	Acquisition date of the shareholdings in the capital of entities		
	referred to in section 1 of article 2 of this Law.	NOTE 5	NOTE 5
h)	Identification of the asset which is counted within the 80% referred	NOTE 6	NOTE 6
	to in section 1 of article 3 of this Law	NOTE	NOTE
i)	Reserves originating from financial years during which the special		
	tax scheme established under this Law is applicable, which have	Legal reserve	Legal reserve
	been drawn down during the tax period, and not for distribution or	constituted in	constituted in
	for offsetting losses. The financial year from which said reserves	2020. NOTE	2020. NOTE
	originate must be identified.		

#### CONSOLIDATED MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2023

BARINGS CORE SPAIN SOCIMI, S.A.U. (the Parent Company) is a holding company owning stock in other Spanish listed public limited liability real estate investment undertakings (SOCIMIs), and is controlled by the company Barings Core Spain S.À.R.L. of registered office in Luxembourg.

The Company is the Parent of a Group, given its holdings in subsidiaries. The Group Barings Core Spain Socimi, S.A.U. and Subsidiaries closed the financial year 2023 with a profit of 5,002,647.08 euros and consolidated net equity of 97,747,692.95 euros.

At the close of the 2023 financial year, the direct shareholdings in companies of the Parent Company group were as follows:

- 100% of the Spanish company Barings Core Madrid, S.L.U.
- 100% of the Spanish company Barings Core Toledo, S.L.U.
- 100% of the Spanish company Barings Core Logroño, S.L.U.
- 100% of the Spanish company Barings Core Logroño PFS, S.L.U.
- 100% of the Spanish company Barings Core M50, S.L.U.
- 100% of the Spanish company Barings Core Crossroads, S.L.U.
- 100% of the Spanish company Barings Core Algete, S.L.U.

The subsidiaries are mainly engaged in the business of acquisition and development of urban real estate leasing.

- Barings Core Madrid, S.L. owns commercial premises located in Madrid with a book value of 25,234,570.61 euros.
- b. Barings Core Toledo, S.L. owns two industrial warehouses in Toledo with a book value of 31,247,447.56 euros.
- c. Barings Core Logroño, S.L. owns a shopping centre in Logroño with a book value of 48,974,356.46 euros.
- d. Barings Core Logroño PFS, S.L. owns a petrol station in Logroño with a book value of 938,283.00 euros.
- e. The company itself, Barings Core Spain Socimi S.A.U. has a property used as a restaurant in Logroño with a book value of 356,562.23 euros.
- f. Barings Core M50 ,S.L. owns an industrial warehouse and commercial premises in Majadahonda-Madrid with a book value of 14,660,000.00 euros.
- g. Barings Core Crossroads, S.L. owns six commercial premises used as supermarkets in various Spanish cities with a book value of 45,070,257.07 euros.
- h. Barings Core Algete, S.L. owns a warehouse in Algete (Madrid) with a book value of 36,992,442.24 euros.

The Consolidated Group expects to continue making investments in the real estate market over the coming financial years.

## **CONSOLIDATED MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2023**

During the 2023 financial year the parent company and subsidiaries generated consolidated revenues of 20,647,363.30 euros, compared with 19,683,303.28 euros in the 2022 financial year.

Occupancy of the shopping centre stood at 98.00% during the financial year 2023, compared with 97.78% in the financial year 2022.

Given its condition as a REIT, a regime of which the Parent Company availed itself during the 2016 financial year, during the 2018 financial year the Parent Company listed on Euronext Access Paris, a regulated trading market, this being one of the requirements imposed by the legislation governing REITs.

As for the possible risks to which the Consolidated Group is subject, the main risks in the standard course of consolidated group operations may be divided into two general types, according to the criteria deemed most appropriate for efficient risk management.

The company has implemented the necessary mechanisms to control the exposure to changes in the interest rates as well as credit and liquidity risk. Below are indicated the main financial risks impacting on the Group:

#### a) Credit risk

This risk arises from the potential loss caused by the non-compliance of the contractual obligations of the counterparties of the Parent Company and Subsidiaries. In other words, the possibility of not recovering the financial assets for the recognised amount and within the established period. For the management of this risk, the Consolidated Group regularly updates a list of accounts receivable in order to manage their payment. Overdue accounts are reclaimed monthly by the Property Managers of the Consolidated Group.

There is a market risk from the fluctuations in the fair value or future cash flows of a financial instrument due to the changes in market prices (interest rate and exchange rates). As such, the main risk to which the Consolidated Group is exposed is that of interest rates (it is not exposed to exchange rates given that the Company's activities are settled in euros, which is the Consolidated Group's functional currency). To manage this risk, finance from third parties is received at a fixed rate and where appropriate, with minimum variable interest. In addition, in order to achieve this objective, the Company performs hedging transactions on the corresponding loans and those exposed to greater risk.

## b) Liquidity risk

Liquidity risk is caused by the possibility that either the Parent Company or the Subsidiaries do not have liquid funds available, or they do not have access to them in sufficient quantities at the appropriate cost, in order to meet their payment obligations at all times.

For the management of this risk, the available cash and the current payment obligations from financing or management contracts are regularly checked. Similarly, given that the Parent Company and the Subsidiaries belong to the same group, in the event of any potential cash requirements, financing from the Group to which they belong would be possible.

## CONSOLIDATED MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2023

The Company estimates that the occupancy rate of the leased assets and the capacity for generating cash from these rentals will permit the adequate management of the working capital in the short-term.

Whereas the quality of the real estate investments and the adequate debt ratio over the market value of its assets will allow it to suitably finance its operations in the medium-term.

At 31 December 2023 the consolidated balance sheet of the Group BARINGS CORE SPAIN SOCIMI, S.A.U. reveals negative working capital of 38,127,475.23 euros, mainly as a consequence of the short-term maturity of the principal of a loan with mortgage guarantee for an amount of 31,722,301.25 euros, granted by a financial institution to the subsidiary BARINGS CORE LOGROÑO S.L.U., the forthcoming maturity date of the loan being set at 22 December 2024, and the short-term maturity of the principal of another loan with mortgage guarantee for an amount of 17,970,614.42 euros, granted by a financial institution to the subsidiary BARINGS CORE CROSSROADS S.L.U., loan scheduled for maturity on 30 December 2024 (see Note 8.3).

The Directors of the Parent Company formulated these consolidated annual accounts of 2023 on the basis of the going concern principle, taking into account the following circumstances:

- The Ultimate Shareholder of the Parent Company, the entity Barings European Core Property Fund SCSp SICAV-SIF, has given a firm commitment in the coming months in 2024, in the event that no term extension is granted to the maturity dates of the loans with financial institutions via its subsidiary Barings European Core Property Fund TOPCO, s.à.r.l. and prior to the scheduled maturity date of the aforementioned mortgage loans, to formalise the respective long-term financial loans with the subsidiaries BARINGS CORE LOGROÑO S.L.U. and BARINGS CORE CROSSROADS S.L., for amounts of approximately 32,000,000.00 euros and 18,000,000.00 euros, respectively, to allow both companies to meet their commitments to repay the principal and interest owed under the mortgage loans. Likewise, the Ultimate Shareholder of the Parent Company has stated its commitment not to enforce payment of this new debt in 2025, thereby guaranteeing the continuity of the operations of this subsidiary, and hence of the BARINGS CORE SPAIN SOCIMI, S.A.U. Group.
- In line with the positive operating results generated by the Group in the 2022 and 2023 financial years, the most recent cash projections of the BARINGS CORE SPAIN SOCIMI, S.A.U. Group for the period between 1 January 2024 and 30 June 2025 indicate its capacity to generate sufficient cash in order to meet its payment commitments during that period.

#### c) Investment risk

The Group mitigates investment risk by only entering into it with the securities of the most robust companies and institutions by relying on exhaustive reviews, opinions of independent experts, property valuations, financial due diligence, etc. Similarly, it performs quarterly valuations of each and every property in order to monitor any changes in their value.

The Directors of the Parent Company have conducted an assessment of the current situation in

#### CONSOLIDATED MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2023

accordance with the best information available, emphasising the following aspects:

- Liquidity risk: it is likely that the general situation of the market could lead to a widespread increase in liquidity tensions in the economy, and a contraction of the credit market. In this regard, the Group maintains most of its Accounts Receivable with clients that have a low credit risk, given their credit ratings, and so in combination with the implementation of specific plans for the improvement and efficient management of liquidity, this will serve to address such tensions.
- Asset valuation risk: a change in future estimates of operations, operating and maintenance costs and financial costs of the Group would have a negative impact on the book value of certain assets, and the need to register certain provisions or other liabilities. Nonetheless, no significant impact is expected on the evaluation of the Company's assets, given the high level of occupancy of the properties that it owns, and the prices agreed in the rental agreements with clients.

## Operations with derivative financial instruments

The group company Barings Core Logroño S.L. contracted a new derivative during the 2018 financial year, maturing on 29 December 2022, the fixed rate payable by the Company being 0.5%, and the rate collected being the 6-month Euribor.

The novation of 22 December 2022 was the fourth and last. The maturity date is 22 December 2024. It likewise modified the applicable rate to 3.2133% up until maturity.

The changes in fair value generated by the valuation of the swap were recognised in the profit and loss account for 2023, for an amount of 9,152.97 euros (profit of 339,691.66 euros in 2022). Likewise, during the 2023 financial year, 13,939.58 euros were imputed (165,337.16 euros in 2022) to the consolidated profit and loss account, corresponding to interest.

## Average payment period

The average supplier payment period during the 2023 financial year was 35.03 days.

The payments to suppliers that exceeded the legal period established derived from circumstances or incidents outside of the established payment policy, and were mainly due to delays in the receipt of the invoice by the supplier, or incidents in the provision of the service.

## **Research and Development**

The Group did not carry out research and development activities in 2023.

## Operations with treasury shares

The Group does not hold and did not during the 2023 financial year acquire any treasury stock.

#### Events subsequent to the close of year

## **CONSOLIDATED MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2023**

No events or circumstances have arisen since the close of the Annual Accounts that the members of the Board of Directors of the Parent Company believe it necessary to declare for the proper interpretation of the Consolidated Annual Accounts closed at 31 December 2023.

## **CONSOLIDATED MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2023**

Madrid, 17 June 2024

Mr José Carlos Torres Torres

President and CEO

M Maria Oriol Spínola

Director

Mr Michael John Valndys-

Director

Intertrust (SPAIN) S.L.U., Non-Directorial

Secretary,

Represented by Ms Maria Guadalupe Astarloa

Echevarrieta

# BARINGS CORE SPAIN SOCIMI, S.A.U. SUBSIDIARIES **Formal Signature**

## **Explanatory Notes on the Consolidated annual financial statements**

At a meeting of the directors of the company Barings Core Spain Socimi, S.A.U., on 17-June 2024, and in accordance with the requirements laid down in Article 253 of the Consolidated Text of the Corporate Enterprises Act, and Article 37 of the Code of Commerce, they proceeded to reformulate the consolidated annual accounts and management report for the financial year running from 1 January 2023 until 31 December 2023. The consolidated financial statements comprise the annexed documents preceding this text along with three signatures.

Board of Directors

Mr José Carlos Torres Torres CEO

Mr Michael John Vlandys

Director

Ms Maria Oriol Spínola

Director

Intertrust (SPAIN) S.L, Non-Directorial Secretary

Represented by Ms María Guadalupe Astarloa Echevarrieta