

## REPORT OF THE BOARD OF DIRECTORS OF LAR ESPAÑA REAL ESTATE SOCIMI, S.A. IN RELATION TO THE PROPOSAL OF RE-ELECTION OF MS ISABEL AGUILERA NAVARRO AS AN EXTERNAL INDEPENDENT DIRECTOR OF THE COMPANY INCLUDED UNDER ITEM SEVEN OF THE AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING TO BE HELD ON APRIL 24 OR 25, 2024, ON FIRST AND SECOND CALL, RESPECTIVELY.

## 1. INTRODUCTION

This explanatory report is prepared by the Board of Directors of Lar España Real Estate SOCIMI, S.A. (hereinafter, the "**Company**") in accordance with the provisions of paragraph 5 of article 529 *decies* of the revised text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010, of 2 July (*texto refundido de la Ley de Sociedades de Capital aprobado por el Real Decreto Legislativo 1/2010, de 2 de julio,* the "**Spanish Companies Law**"), and its purpose is to justify the proposed re-election of Ms Isabel Aguilera Navarro as an independent director of the Company.

Pursuant to paragraph 4 of the aforementioned article, the Appointments, Remunerations and Sustainability Committee is responsible for proposing the appointment or re-election of independent directors. This proposal must be accompanied by a report from the Board of Directors justifying the appointment or re-election, assessing the competence, experience and merits of the person whose appointment or re-election is proposed to the General Shareholders' Meeting.

Likewise, article 21 of the Company's Board of Directors Regulations sets out that, before proposing the re-election of directors to the General Shareholders' Meeting, the Board of Directors shall assess, with the abstention of the affected persons, the quality of the work and the involvement of the proposed directors during their previous office.

In view of the foregoing, and in view of the forthcoming expiry of the term of office of Ms Isabel. Aguilera Navarro, the purpose of this report is to assess her competence, experience and merits, all in view of the proposal of the Appointments, Remunerations and Sustainability Committee to re-elect Ms Isabel Aguilera Navarro as a director of the Company. The aforementioned proposal of the Appointments, Remunerations and Sustainability Committee is attached as **Annex** to this report.

By way of introduction to this report, it should be noted that at the end of 2022, the full Board unanimously agreed to implement a **plan for the orderly and staggered renewal of the Board**, which in the short term, specifically through the General Meetings of 2023 and 2024, will enable full compliance with the 40% quota of women on the Board established by Recommendation 15 of the Good Governance Code of Listed Companies ("**GGC**"), without affecting

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compliance with the other recommendations relating to the structure and composition of the Board of Directors. In particular, for such purposes, Mr Alec Emmott has notified the Company of his decision to resign from his position as director with effect from April 25, 2024, which has been acknowledged by the Board of Directors, facilitating the staggered renewal of the Board, but guaranteeing at all times stability in the composition of the Board of Directors and its Committees, in order to preserve the experience and knowledge of each corporate body as a whole. The reelection of Ms Isabel Aguilera Navarro also contributes to compliance with Recommendation 15 of the GGC.

#### 2. <u>CANDIDATE ASSESSMENT</u>

The Board's assessment of the competence, experience and merits of Ms Isabel Aguilera Navarro and her suitability to perform her duties as an independent director of the Company, in view of the reasoned proposal issued by the Appointments, Remunerations and Sustainability Committee of the Company at its meeting of March 21, 2024, is set out below.

For the purposes of article 518.e) of the Spanish Companies Law, this report contains complete information on the identity, CV and category to which Ms Isabel Aguilera Navarro belongs. It also includes an assessment of the quality of her work and dedication during her previous term of office and of whether she meets the suitability requirements to perform the duties of a director of the Company.

#### a. <u>Professional and biographical profile</u>

Ms Isabel Aguilera Navarro has developed her professional career in various companies in different sectors and has been President for Spain and Portugal of General Electric, General Manager in Spain and Portugal of Google, Chief Operating Officer of NH Hoteles Group, and Managing Director for Spain, Italy and Portugal of Dell Computer Corporation. She has also been a member of the Board of Directors of several companies such as Indra Sistemas, Banco Mare Nostrum, Aegon España, Laureate Inc, Grupo Egasa, HPS (Hightech Payment Systems) or Banca Farmafactoring. Ms Isabel Aguilera is currently a director of the listed companies Grupo Cemex, Oryzon Genomics, Clínica Baviera, as well as Making Science, listed on the BME Growth segment of BME MTF Equity.

Ms Isabel Aguilera Navarro holds a degree in Architecture and Urban Planning from the Escuela Técnica Superior de Arquitectura de Sevilla, has completed the Master in Commercial and Marketing Management at IE, the General Management Programme at IESE, the Programme for Senior Management of Leading Companies and Institutions at Instituto San Telmo and the ESG Programme for Directors at ESADE. She is currently an Associate Professor at ESADE, a strategy and innovation consultant and is also a director of the unlisted company Canal de Isabel II.

#### b. <u>Membership of other Boards of Directors of listed companies</u>

Ms Isabel Aguilera Navarro is currently a member of the Board of Directors of the following companies listed on regulated markets other than Lar España:

– Cemex, S.A.B.



- Oryzon Genomics, S.A.
- Clínica Baviera, S.A.

Consequently, Ms Isabel Aguilera Navarro complies with the limit established in article 19.4 of the Board of Directors' Regulations, by virtue of which the Company's directors may sit on up to a maximum of four Boards of Directors of other companies listed on regulated markets (other than the Company) in Spain or abroad.

In any case, in this regard, it should be noted that Ms Isabel Aguilera Navarro has formally notified her decision not to extend her mandate in Clínica Baviera, S.A., once it expires during this fiscal year. This notice reflects her commitment to the Company's Board of Directors and the other Boards of which she is a member, being Ms Isabel Aguilera Navarro in the best position to bring her experience and knowledge to the Company, improving the efficiency and effectiveness of its governance processes, and upholding the highest standards of corporate governance, while taking advantage of the synergies associated with belonging to various Boards of Directors.

In line with the provisions of the Annual Corporate Governance Report approved by the Board of Directors at its meeting held on February 27, 2024, Ms Isabel Aguilera Navarro does not carry out any additional remunerated activities other than those indicated above and her functions as Associate Professor at ESADE and strategy and innovation consultant.

#### c. Quality of her work and involvement

Ms Isabel Aguilera Navarro was appointed director of the Company and member of the Audit and Control Committee on May 29, 2017, by the Board of Directors of the Company through the co-optation system. On April 19, 2018, the Ordinary General Shareholders' Meeting of the Company ratified her appointment as director and re-elected her for the statutory term of three years. On April 22, 2021, the Ordinary General Shareholders' Meeting of the Company re-elected her again for the statutory term of three years. Ms Isabel Aguilera Navarro is currently a director of the Company, and member and Chairperson, since October 2022, of its Audit and Control Committee.

The Board of Directors has analysed the duties performed by the director and her dedication during the previous term of office and considers that she has performed her duties with the loyalty of a faithful representative, acting in good faith, in the best interests of the Company and under the principle of personal responsibility, with freedom of judgement and independence with respect to third party instructions and ties. In particular, the Board of Directors highly values the commitment, diligence and professionalism of Ms Isabel Aguilera Navarro in the performance of her duties as director and her contribution and input to the activities and meetings of the Board of Directors and the Audit and Control Committee, which she chairs.

In order to carry out this analysis, the Board of Directors has taken into account the conclusions reached during the Board evaluation process carried by an independent expert for fiscal years 2021 and 2022. In addition, in the context of the proposed re-election of Ms Isabel Aguilera Navarro as independent director and the resignation of Mr Alec Emmott as independent

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director with effect from April 25, 2024, the Appointments, Remunerations and Sustainability Committee has again reviewed the skills matrix, which summarises in a concise manner the skills that the Board of Directors considers most relevant for the management of the Company, indicating the most outstanding aspects of the profile of each of the directors. The skills matrix was drawn up in December 2020 and has been reviewing periodically, pursuant to the provisions of section 3 of Section Three of Technical Guide 1/2019 of the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*). In particular, this matrix is reviewed at least once a year at the end of each fiscal year, as well as each time the appointment or re-election of a director is considered.

Taking into consideration the aforementioned external and internal evaluation processes of the Board, as well as the review and update of the skills matrix, it was firstly concluded, among other issues, that the Board of Directors was in line with best corporate governance practices, as it was a balanced and well-cohesive Board with all the skills necessary for the best management of the Company, meeting very high standards of good governance, with the unanimous positive perception of all directors with respect to the other directors and the performance of their duties.

Secondly, and in such context, the professional and biographical profile of Ms Isabel Aguilera Navarro was assessed, as well as her performance, participation and contribution to the Company, together with the profiles and capacities of the Board as a whole. After analysing the rest of her occupations and her independence, it was concluded that Ms Isabel Aguilera Navarro has the appropriate competence, experience and merits to perform her duties as a director of the Company under the legally established terms. Taking into account the contents of the skills matrix as revised and updated, it is concluded that Ms Isabel Aguilera Navarro is fully qualified for the position for which she is again proposed, as she is an expert, among others, in the matters indicated in the matrix attached to the proposal of the Appointments, Remunerations and Sustainability Committee, all of them competencies that the Company considers essential for its proper functioning and for the adequate performance of the Board as a collegiate administrative body.

Furthermore, the Board of Directors appreciates the extensive professional track-record of Ms Isabel Aguilera Navarro and considers that she has the knowledge and experience necessary for the proper performance of her duties as a director of the Company and as a member and Chair of the Audit and Control Committee.

In addition, the Board of Directors considers that the director has devoted the necessary time to perform her duties effectively and that she has sufficient time available for the proper performance of her duties, especially in view of her attendance at the numerous meetings convened and the degree of fulfilment of all her tasks, her contributions and work being of great value, especially as Chair of the Audit and Control Committee of the Company.

As stated in the Company's 2023 Annual Corporate Governance Report, Ms Isabel Aguilera Navarro has personally attended the 10 meetings the Audit Committee has held during this year (100%) and 12 out of the 13 meetings the Board has held (92.31%), having delegated her representation at the meeting she did not attend, with precise voting instructions, to the Chairman. Ms Isabel Aguilera Navarro has also expressed her total availability to attend the



meetings of the Company's Appointments, Remuneration and Sustainability Committee to which she may be summoned in order to facilitate coordination between both committees in matters of sustainability, as she has also done in the case of meetings with external and internal auditors and the Company's internal team.

#### d. <u>Voting rights in the Company</u>

According to the information that has been communicated to the Company, Ms Isabel Aguilera Navarro holds 2,620 shares in the Company.

#### e. <u>Director's Category</u>

Ms Isabel Aguilera Navarro will not represent any shareholder on the Board of Directors nor will she have executive functions. Likewise, the Board has verified that the candidate meets the requirements to be considered as an independent external director in accordance with the provisions of the applicable regulations.

#### 3. <u>FAVOURABLE REPORT</u>

In view of the foregoing, the Board of Directors fully endorses the proposal of the Appointments, Remunerations and Sustainability Committee and reports favourably on the reelection of Ms Isabel Aguilera Navarro as director of the Company, with the category of independent director, for the statutory term of three years, in the conviction that the director will provide continuity to the management of the Company and the group carried out to date.

The full text of the proposed resolution submitted to the Ordinary General Meeting is as follows:

"Based on the proposal of the Appointments, Remunerations and Sustainability Committee and following a favourable report from the Board of Directors, to re-elect Ms Isabel Aguilera Navarro as a member of the Board, under the category of "independent director", for the statutory period of three years."

In Madrid, March 21, 2024



## ANNEX

# PROPOSAL OF THE APPOINTMENTS, REMUNERATIONS AND SUSTAINABILITY COMMITTEE TO THE BOARD OF DIRECTORS FOR THE RE-ELECTION OF MS ISABEL AGUILERA NAVARRO AS INDEPENDENT EXTERNAL DIRECTOR OF THE COMPANY

## 1. <u>INTRODUCTION</u>

Pursuant to the provisions of paragraph 4 of article 529 *decies of* the consolidated text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010, of 2 July (*texto refundido de la Ley de Sociedades de Capital aprobado por el Real Decreto Legislativo 1/2010, de 2 de julio,* the "**Spanish Companies Law**") and article 15.4 of the Regulations of the Board of Directors of Lar España Real Estate SOCIMI, S.A. (hereinafter, the "**Company**"), the Appointments, Remunerations and Sustainability Committee of the Company formulates this proposal for the reelection of Ms Isabel Aguilera Navarro as independent director of the Company for the statutory term of three years for submission to the next ordinary General Shareholders' Meeting of the Company.

By way of introduction to this proposal, it should be noted that the Committee has given special importance to compliance with Recommendation 15 of the Good Governance Code for Listed Companies ("GGC") approved by the National Securities Market Commission, and has been working together with the Board of Directors to achieve this result. For that reason, at the end of 2022, the Committee proposed to the Board, and the Board approved, the implementation of a plan for the orderly and staggered renewal of the Board that would allow full compliance by 2024 with Recommendation 15 of the GGC, regarding reaching a percentage of female directors representing at least 40% of the Board members, without affecting compliance with the other recommendations related to the structure and composition of the Board of Directors. In particular, for this purpose, Mr Alec Emmott has notified the Company of his decision to resign from his position as director with effect from April 25, 2024, which has been acknowledged by the Board of Directors. This is in order to facilitate the staggered renewal of the Board, while guaranteeing stability at all times in the composition of the Board of Directors and its Committees, in order to preserve the experience and knowledge of each corporate body as a whole. The reelection of Ms Isabel Aguilera Navarro also contributes to compliance with Recommendation 15 of the GGC.

### 2. JUSTIFICATION FOR THE PROPOSAL

On the occasion of the forthcoming expiry of Ms Isabel Aguilera Navarro's term of office, the Appointments, Remunerations and Sustainability Committee has analysed the current composition of the Board of Directors and has reviewed the skills, knowledge and experience of its current members in order to identify the needs of the Board and to specify the functions and



aptitudes that candidates must have in order to perform their duties effectively.

Likewise, the Appointments, Remunerations and Sustainability Committee has assessed the professional and biographical profile of Ms Isabel Aguilera Navarro and has evaluated her performance as a member of the Board of Directors of the Company and as member and Chair of the Audit and Control Committee.

Ms Isabel Aguilera Navarro has developed her professional career in various companies in different sectors and has been President for Spain and Portugal of General Electric, General Manager in Spain and Portugal of Google, Chief Operating Officer of NH Hoteles Group, and Managing Director for Spain, Italy and Portugal of Dell Computer Corporation. She has also been a member of the Board of Directors of several companies such as Indra Sistemas, Banco Mare Nostrum, Aegon España, Laureate Inc, Grupo Egasa, HPS (Hightech Payment Systems) or Banca Farmafactoring. Ms Isabel Aguilera is currently a director of the listed companies Grupo Cemex, Oryzon Genomics and Clínica Baviera, as well as Making Science. listed on the BME Growth segment of BME MTF Equity.

Ms Isabel Aguilera Navarro holds a degree in Architecture and Urban Planning from the Escuela Técnica Superior de Arquitectura de Sevilla, has completed the Master's Degree in Commercial and Marketing Management at IE, the General Management Programme at IESE, the Programme for Senior Management of Leading Companies and Institutions at Instituto San Telmo and the ESG Programme for Directors at ESADE. She is currently an Associate Professor at ESADE, a strategy and innovation consultant and is also a director of the unlisted company Canal de Isabel II.

In any case, regarding the companies in which she is a director, it should be noted that Ms Isabel Aguilera Navarro has formally notified her decision not to extend her mandate in Clínica Baviera, S.A., once it expires during this fiscal year. This notice reflects her commitment to the Company's Board of Directors and the other Boards of which she is a member, being Ms Isabel Aguilera Navarro in the best position to bring her experience and knowledge to the Company, improving the efficiency and effectiveness of its governance processes, and upholding the highest standards of corporate governance, while taking advantage of the synergies associated with belonging to various Boards of Directors.

In line with the provisions stated in the Annual Corporate Governance Report approved by the Board of Directors at its meeting held on February 27, 2024, Ms Isabel Aguilera Navarro does not perform any additional remunerated activity, other than those mentioned above and her work as Associate Professor at ESADE and strategy and innovation consultant.

As regards the quality of her work, the Appointments, Remunerations and Sustainability Committee considers that Ms Isabel Aguilera Navarro has performed her duties with the loyalty of a faithful representative, acting in good faith, in the best interests of the Company and under the principle of personal responsibility, with freedom of judgement and independence with respect to third party instructions and ties. In particular, the Committee highly appreciates the commitment, diligence and professionalism of the director in the performance of her duties as a member of the Board of Directors and as member and Chair of the Audit and Control Committee,



as well as her contributions and inputs to the activities and meetings of the Board of Directors and the aforementioned committee.

For this purpose, the Commission has taken into account the conclusions reached during the Board's evaluation process carried out by an independent expert for fiscal years 2021 and 2022. In addition, in the context of the proposed re-election of Ms Isabel Aguilera Navarro as independent director and the resignation of Mr Alec Emmott as independent director with effect from April 25, 2024, the Appointments, Remunerations and Sustainability Committee has again reviewed the skills matrix, which summarises in a concise manner the skills that the Board of Directors considers most relevant for the management of the Company, indicating the most outstanding aspects of the profile of each of the directors. The skills matrix was drawn up in December 2020 and has been reviewing periodically, pursuant to the provisions of section 3 of Section Three of Technical Guide 1/2019 of the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*). In particular, this matrix, attached as **Annex** to this proposal, is reviewed at least once a year at the end of each fiscal year, as well as each time the appointment or re-election of a director is considered.

Taking into consideration the aforementioned external and internal evaluation processes of the Board, as well as the review and update of the skills matrix, it was firstly concluded, among other issues, that the Board of Directors was in line with best corporate governance practices, as it was a balanced and well-cohesive Board with all the skills necessary for the best management of the Company, meeting very high standards of good governance, with the unanimous positive perception of all directors with respect to the other directors and the performance of their duties.

Secondly, and in this context, the Committee assessed the professional and biographical profile of Ms Isabel Aguilera Navarro and her performance, together with that of the profiles and capacities of the Board as a whole. Specifically, the Committee has carefully studied her participation and contribution to the Company, as well as her positions in the other companies in which she is a director (in no case executive). It has noted her attendance at the numerous meetings called and the fulfilment of all her duties, her contributions and work being of great value, especially as Chair of the Audit and Control Committee of the Company. After analysing the rest of her occupations and her independence, it concluded that Ms Isabel Aguilera Navarro has the appropriate competence, experience and merits to perform her duties as a director of the Company under the legally established terms. Taking into account the skills matrix attached as an Annex and as she is an expert in the matters listed therein, the Committee considers that Ms Isabel Aguilera Navarro is fully qualified for the post for which she is again proposed, since the Company considers these skills to be essential for its proper functioning and for the adequate performance of the Board as a collegiate administrative body.

In addition, the Committee appreciates the extensive professional track-record of Ms Isabel Aguilera Navarro and considers that she has the knowledge and experience necessary for the proper performance of her duties as a director of the Company and as a member and Chair of the Audit and Control Committee.

On the other hand, the Appointments, Remunerations and Sustainability Committee has analysed the other occupations of Ms Isabel Aguilera Navarro. Taking into consideration that Ms



Isabel Aguilera Navarro is currently a member of the Board of three companies listed on regulated markets different from Lar España —namely Cemex, S.A.B., Oryzon Genomics, S.A., Clínica Baviera, S.A. (and without prejudice to her decision not to extend its mandate in the latter, as described above)—, the dedication requirements of which in most cases are less than in the case of the Company, the Committee considers that the director complies with the limit established in article 19.4 of the Board of Directors' Regulations and that she has sufficient availability to reconcile these occupations in accordance with the provisions of the Code of Good Corporate Governance and Technical Guide 1/2019 of the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*).

In particular, the Committee considers that the director has devoted the necessary time to perform her duties effectively and that she has sufficient time available for the proper performance of her functions, especially in view of her attendance at the numerous meetings convened and the degree of fulfilment of all her tasks, her contributions and work being of great value, especially as Chair of the Audit and Control Committee of the Company. As stated in the Company's 2023 Annual Corporate Governance Report, this is supported by her attendance ratios: (i) 92.3% (12 out of the 13 meetings called) in the case of the Board of Directors (having delegated her representation at the meeting she did not attend, with precise voting instructions, to the Chairman); and (ii) 100% (10 out of the 10 meetings called) in the case of the Audit and Control Committee of the Company. Ms Isabel Aguilera Navarro has also expressed her full availability to attend the meetings of the Company's Appointments and Remunerations Committees on sustainability matters, as she has also done in the case of meetings with external and internal auditors and the Company's internal team.

The Committee has also assessed the independence of the director and considers that she is not in any situation that would prevent her from performing her duties as an independent director of the Company.

#### 3. DRAFT RESOLUTION

In view of the foregoing, the Appointments, Remunerations and Sustainability Committee considers that Ms Isabel Aguilera Navarro has the appropriate competence, experience and merits to perform her duties as a director of the Company under the terms established by law and, consequently, submits to the Board of Directors the proposal to re-elect Ms Isabel Aguilera Navarro as a director of the Company, with the category of independent director, for the statutory term of three years.

The full text of the draft agreement is as follows:

"Based on the proposal of the Appointments, Remunerations and Sustainability Committee and following a favourable report from the Board of Directors, to re-elect Ms Isabel Aguilera Navarro as a member of the Board, under the category of "independent director", for the statutory period of three years."

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## ANNEX

## SKILLS MATRIX OF THE BOARD OF DIRECTORS OF LAR ESPAÑA

	Jose Luis del Valle	Roger Cooke	Isabel Aguilera	Leticia Iglesias	Miguel Pereda
Offices/ Committes	Non-Executive Chairman / Member of the ACC*.	Member / President ARSC**	Member / ACC* Chairman	Member / Member ACC*/ ARSC** Member	Member / ARSC** Member
Category	Independent	Independent	Independent	Independent	Proprietary
Gender (Women 40%)			$\checkmark$	$\checkmark$	
Nationality Spanish (80%) British (20%)	$\checkmark$	$\checkmark$	V	V	$\checkmark$
ength of service on the board First appointment)	02/05/2014	02/05/2014	05/29/2017	10/16/2018	02/05/2014
< 5 years (20%) 6-9 years (80%) 10-12 years (0%) > 12 years (0%)	V		Ø	V	V
ngineering eal Estate	$\checkmark$	V			
Architecture and Urban Planning Economics and Business Studies Legal / fiscal			V		V
General Management Programmes/ Senior Management/ MBA / Specialisation	V	V	$\checkmark$	V	$\checkmark$
<u>ectorial</u> : Real Estate / Retail /Valuations rechnical sector:					V
rchitecture / Urban Planning / Engineering	$\checkmark$				
udit / Accounting / Internal control / Risk management	$\checkmark$		$\checkmark$	$\checkmark$	
nternal control / kisk management	V	V V	V V	✓ ✓	V V
Sovernance ustainability		<ul><li>✓</li></ul>	V	✓ ✓	V
other quoted advice nvestor knowledge / Other stakeholders	V V			V V	V
eam and talent management / Remuneration unctions of Chief Executive Officer / CEO	V	V V	V V	☑ ☑	☑ ☑

\*Audit and Control Committee (AC: Audit and Control Committee)

\*\*ARSC: Appointments, Remunerations and Sustainability Committee