

NH Hotel Group, S.A. and Subsidiaries

Auditor's Report,
Consolidated Financial Statements and
Consolidated Management Report
at 31 December 2023



Free translation of the independent auditor's report on the consolidated annual accounts originally issued in Spanish. In the event of discrepancy, the Spanish language version prevails.

Independent auditor's report on the consolidated annual accounts

To the shareholders of NH Hotel Group, S.A.

Report on the consolidated annual accounts

Opinion

We have audited the consolidated annual accounts of NH Hotel Group, S.A. (the Parent company) and its subsidiaries (the Group), which comprise the statement of financial position as at 31 December 2023, and the statement of profit and loss, statement of comprehensive income, statement of changes in equity, cash flow statement and related notes, all consolidated, for the year then ended.

In our opinion, the accompanying consolidated annual accounts present fairly, in all material respects, the equity and financial position of the Group as at 31 December 2023, as well as its financial performance and cash flows, all consolidated, for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS-EU) and other provisions of the financial reporting framework applicable in Spain.

Basis for opinion

We conducted our audit in accordance with legislation governing the audit practice 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 relating to independence, that are relevant to our audit of the consolidated annual accounts in Spain, in accordance with legislation governing the audit practice. In this regard, we have not rendered services other than those relating to the audit of the accounts, and situations or circumstances have not arisen that, in accordance with the provisions of the aforementioned legislation, have affected our necessary independence such that it has been compromised.

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated annual accounts of the current period. These matters 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 matters.

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| Key audit matters | How the matters were addressed in the audit |
|---|---|
| <p data-bbox="268 443 861 504">Recoverability of assets associated with the hotel business</p> <p data-bbox="268 533 861 817">The Group carries out its business through 350 hotels. All assets associated with the hotel business include goodwill, right-of-use assets, property, plant and equipment and other intangible assets whose carrying amounts at 31 December 2023 total EUR 86 million (note 8), EUR 1,635 million (note 7), EUR 1,590 million (note 6) and EUR 136 million (note 9), respectively, representing 82% of total assets.</p> <p data-bbox="268 846 861 1086">The Group assesses its assets for indications of a decline in value each year and if they exist, and in any event, with respect to the recoverability of goodwill, it assesses whether there is impairment requiring the write-down of the carrying amounts of the assets, calculated as described in notes 4.2, 4.4 and 10 to the consolidated annual accounts.</p> <p data-bbox="268 1115 861 1355">When estimating the recoverable amount of each cash generating unit (CGU), Group management considers the higher of fair value less costs to sell and value in use. Value in use is calculated based on future cash flows estimated by applying expected discount and growth rates, in accordance with the business plans approved by management.</p> <p data-bbox="268 1384 861 1512">As recognised in the consolidated statement of comprehensive income, the Group has recognised a net reversal of impairment losses amounting to EUR 0.8 million (note 10.3).</p> <p data-bbox="268 1541 861 1785">In view of the significance of the judgements made by the Group management and the significant estimates made to perform such calculations and having regard to the quantitative relevance of such assets, we consider the assessment of the recoverability of the assets associated with the hotel business to be a key audit matter (note 2.7).</p> | <p data-bbox="861 533 1468 571">Our audit procedures included, among others:</p> <p data-bbox="861 600 1468 683">Understanding the methodology employed and evaluating the controls in place in the Group's asset recovery analysis processes.</p> <p data-bbox="861 712 1468 840">Obtaining from management the impairment tests performed, with respect to which we applied the following procedures, assisted by our internal experts:</p> <ul data-bbox="861 869 1468 1601" style="list-style-type: none"> <li data-bbox="861 869 1468 974">• Verifying the reasonableness of the procedures and methods used to perform impairment testing. <li data-bbox="861 1003 1468 1220">• Assessing the reasonableness of the key assumptions and estimates included in the model in relation to future cash flow forecasts and the key aspects considered in estimating cash flows, and the methodology applied to estimate discount rates within an acceptable range. <li data-bbox="861 1249 1468 1489">• Arithmetic verification of the calculations taken into consideration in the impairment test and assessment of the sensitivity analyses, including the ranges within which the key model assumptions should fluctuate in order to give rise to the impairment of assets or the reversal of existing provisions. <li data-bbox="861 1518 1468 1601">• Evaluating the sufficiency of the related information disclosed in the consolidated annual accounts. <p data-bbox="861 1630 1468 1736">The results of the procedures carried out have allowed us to achieve the audit objectives for which the procedures were designed.</p> |

Key audit matters
How the matters were addressed in the audit
Recognition and measurement concerning the acquisition of hotel assets in Portugal from related companies

As outlined in note 24 to the accompanying consolidated annual accounts, on 18 December 2023 the company NH Hotel Group, S.A entered into a share purchase agreement with MHG Continental Holding Pte. LTD. whereby it acquired 100% of the share capital of Minor Continental Holding S.à r.l., which in turn owns directly or indirectly the shares of the companies Hotelagos, S.A., Minor Hotels Portugal, S.A. and Minor Luxury Hotels Vilamoura, S.A., owners, holders of the administrative concession or lease contract, in turn, of five hotel assets in Portugal. The consideration paid on that date amounted to a disbursement of €133.2 million.

IFRS 3 provides an action framework which entities may use in evaluating whether an acquired integrated set of activities and assets may be considered an acquisition of assets and not the acquisition of a business. In this respect, it includes an optional concentration test (the concentration test) in order to determine whether substantially all the fair value of the gross assets acquired is concentrated in a single asset or group of similar assets.

Group management has opted to carry out the concentration test and concluded that the transaction carried out is an acquisition of assets and not an acquisition of a business (notes 2.9.2 and 2.9.5) and therefore, as outlined in notes 6 and 9, it has largely recognised under the headings property, plant and equipment and other intangible assets the fair value allocated to the assets acquired in the transaction.

In light of the qualitative and quantitative significance of the transaction and management's requisite measurement and estimation procedures, we consider the assessment of the accounting recognition of this related party transaction a key audit matter.

Our audit procedures included, among others, reviewing and understanding the process for identifying the assets and liabilities acquired and the related measurement procedures. The procedures carried out included:

- An analysis of the purchase agreement to verify the amount of the corresponding consideration, as well as other relevant terms of the transactions.
- An assessment of the asset concentration test and the technical analysis performed by management, with the support of an independent third party. This assessment includes qualitative and quantitative considerations regarding the transaction and its compliance with the established guidelines, as well as the consistency between management's conclusions on the existence of asset concentration and the appropriate recognition thereof in the accompanying consolidated annual accounts.
- An analysis of the report drawn up by a management expert concerning the measurement of the assets on which we performed, with the collaboration of our internal experts, certain checks such as an assessment of the methodology used, the discount rates considered and a review of the key assumptions included in the measurement model for the selected assets and the arithmetic accuracy of the calculations.
- An evaluation of the sufficiency of the information disclosed in the consolidated annual accounts in this respect.

The results of the procedures carried out have allowed us to achieve the audit objectives for which such procedures were designed.

Other information: Consolidated management report

Other information comprises only the consolidated management report for the 2023 financial year, the formulation of which is the responsibility of the Parent company's directors and does not form an integral part of the consolidated annual accounts.

Our audit opinion on the consolidated annual accounts does not cover the consolidated management report. Our responsibility regarding the consolidated management report, in accordance with legislation governing the audit practice, is to:

- a) Verify only that the consolidated statement of non-financial information, certain information included in the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration, as referred to in the Auditing Act, have been provided in the manner required by applicable legislation and, if not, we are obliged to disclose that fact.
- b) Evaluate and report on the consistency between the rest of the information included in the consolidated management report and the consolidated annual accounts as a result of our knowledge of the Group obtained during the audit of the aforementioned financial statements, as well as to evaluate and report on whether the content and presentation of this part of the consolidated management report is in accordance with applicable regulations. If, based on the work we have performed, we conclude that material misstatements exist, we are required to report that fact.

On the basis of the work performed, as described above, we have verified that the information mentioned in section a) above has been provided in the manner required by applicable legislation and that the rest of the information contained in the consolidated management report is consistent with that contained in the consolidated annual accounts for the 2023 financial year, and its content and presentation are in accordance with applicable regulations.

Responsibility of the directors and the audit and control committee for the consolidated annual accounts

The Parent company's directors are responsible for the preparation of the accompanying consolidated annual accounts, such that they fairly present the consolidated equity, financial position and financial performance of the Group, in accordance with IFRS-EU and other provisions of the financial reporting framework applicable to the Group in Spain, and for such internal control as the aforementioned directors 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 company'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 aforementioned directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Parent company's audit and control committee is responsible for overseeing the process of preparation and presentation of the consolidated annual accounts.

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 legislation governing the audit practice 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 legislation governing the audit practice in Spain, we exercise professional judgment 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 company's directors.
- Conclude on the appropriateness of the Parent company'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.
- 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 fair presentation.
- Obtain sufficient and 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 Parent company's audit and control committee 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.

We also provide the Parent company's audit and control committee with a statement that we have complied with relevant ethical requirements, including those relating to independence, and we communicate with the aforementioned those matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Parent company's audit and control committee, we determine those matters that were of most significance in the audit of the consolidated annual accounts of the current period and are therefore the key audit matters.

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

Report on other legal and regulatory requirements

European single electronic format

We have examined the digital files of the European single electronic format (ESEF) of NH Hotel Group, S.A. and its subsidiaries for the 2023 financial year that comprise an XHTML file which includes the consolidated annual accounts for the financial year and XBRL files with tagging performed by the entity, which will form part of the annual financial report.

The directors of NH Hotel Group, S.A. are responsible for presenting the annual financial report for 2023 financial year in accordance with the formatting and markup requirements established in the Delegated Regulation (EU) 2019/815 of 17 December 2018 of the European Commission (hereinafter the ESEF Regulation). In this regard, the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration have been incorporated by reference in the consolidated management report.

Our responsibility is to examine the digital files prepared by the Parent company's directors, in accordance with legislation governing the audit practice in Spain. This legislation requires that we plan and execute our audit procedures in order to verify whether the content of the consolidated annual accounts included in the aforementioned digital files completely agrees with that of the consolidated annual accounts that we have audited, and whether the format and markup of these accounts and of the aforementioned files has been effected, in all material respects, in accordance with the requirements established in the ESEF Regulation.

In our opinion, the digital files examined completely agree with the audited consolidated annual accounts, and these are presented and have been marked up, in all material respects, in accordance with the requirements established in the ESEF Regulation.

Report to the audit and control committee of the Parent company

The opinion expressed in this report is consistent with the content of our additional report to the audit and control committee of the Parent company dated 8 February 2024.

Appointment period

The General Ordinary Shareholders' Meeting held on 30 June 2022 appointed us as auditors of the Group for a period of three years, as from the year ended 31 December 2022.

Previously, we were appointed by resolution of the General Ordinary Shareholders' Meeting for a period of three years and we have audited the accounts continuously since the year ended 31 December 2019.

Services provided

Services provided to the Group for services other than the audit of the accounts are disclosed in note 23.2 to the consolidated annual accounts.

PricewaterhouseCoopers Auditores, S.L. (S0242)

Original in Spanish signed by Mariano Cortés Redín (21829)

8 February 2024

NH | HOTEL GROUP
PART OF
MINOR
HOTELS

Consolidated Financial Statements
and Consolidated Management
Report at 31 December 2023

2023

NH HOTEL GROUP
AND SUBSIDIARIES

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NH HOTEL GROUP, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 31 December 2023 AND 31 December 2022

(Thousands of euros)

| ASSETS | Note | 31/12/2023 | 31/12/2022 |
|--|----------|------------------|------------------|
| NON-CURRENT ASSETS: | | | |
| Property, plant and equipment | 6 and 10 | 1,589,782 | 1,478,548 |
| Right-of-use assets | 7 and 10 | 1,635,392 | 1,583,611 |
| Investment in property | | 2,056 | 2,318 |
| Goodwill | 8 and 10 | 85,697 | 89,488 |
| Other intangible assets | 9 and 10 | 136,046 | 120,270 |
| Deferred tax assets | 17 | 224,551 | 258,345 |
| Investments accounted for using the equity method | 11 | 43,719 | 41,935 |
| Other non-current financial assets | 12 | 34,336 | 36,782 |
| Total non-current assets | | 3,751,579 | 3,611,297 |
| CURRENT ASSETS: | | | |
| Inventories | | 15,299 | 12,589 |
| Trade and other receivables | 13 | 189,636 | 166,034 |
| Current income tax assets | 17 | 20,572 | 10,974 |
| Other current assets | | 9,549 | 6,642 |
| Cash and cash equivalents | 14 | 215,991 | 301,763 |
| Total Current Assets | | 451,047 | 498,002 |
| TOTAL ASSETS | | 4,202,626 | 4,109,299 |
| EQUITY: | | | |
| Subscribed capital | 15.1 | 871,491 | 871,491 |
| Share premium | 15.1 | 776,452 | 776,452 |
| Other Reserves | 15.3 | 109,791 | 107,555 |
| Treasury shares | 15.4 | (356) | (273) |
| Accumulated gains | 15.5 | (777,918) | (871,986) |
| Currency translation difference | 15.6 | (150,652) | (135,978) |
| Result for the year attributable to the Parent Company | | 128,124 | 100,308 |
| Equity attributed to the Parent Company | | 956,932 | 847,569 |
| Non-controlling interests | 15.7 | 52,790 | 53,157 |
| Total Equity | | 1,009,722 | 900,726 |
| NON-CURRENT LIABILITIES: | | | |
| Debt instruments and other marketable securities | 16 | 397,767 | 396,363 |
| Bank borrowings | 16 | 63,334 | 135,834 |
| Lease liabilities | 7 | 1,698,228 | 1,641,972 |
| Deferred tax liabilities | 17 | 176,313 | 192,030 |
| Non-current provisions | 19 | 43,890 | 42,003 |
| Other non-current liabilities | 18 | 23,543 | 22,693 |
| Total Non-current liabilities | | 2,403,075 | 2,430,895 |
| CURRENT LIABILITIES: | | | |
| Debt instruments and other marketable securities | 16 | 6,507 | 6,567 |
| Bank borrowings | 16 | 15,371 | 71,913 |
| Lease liabilities | 7 | 260,633 | 253,620 |
| Trade and other payables | 20 | 407,888 | 347,389 |
| Current income tax liabilities | 17 | 28,263 | 14,580 |
| Current provisions | 19 | 6,043 | 7,339 |
| Other current liabilities | 21 | 65,124 | 76,270 |
| Total current liabilities | | 789,829 | 777,678 |
| Total liabilities | | 3,192,904 | 3,208,573 |
| TOTAL EQUITY AND LIABILITIES | | 4,202,626 | 4,109,299 |

Notes 1 to 29 set out in the Consolidated Annual Report and Annexes I/II are an integral part of the Consolidated Statement of Financial Position at 31 December 2023. The Consolidated Statement of Financial Position at 31 December 2022 is presented solely for the purposes of comparison.

NH HOTEL GROUP, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEARS 2023 AND 2022

(Thousands of euros)

| | Note | 2023 | 2022 |
|--|-------------------|------------------|------------------|
| Ordinary income | 23.1 | 2,158,995 | 1,722,357 |
| Other income | 23.1 | 5,222 | 38,027 |
| Net gains on disposal of non-current assets | 6,7,9 and 23.1 | (239) | 2,771 |
| TOTAL INCOME | | 2,163,978 | 1,763,155 |
| Procurements | | (91,249) | (70,803) |
| Staff costs | 23.2 | (530,915) | (441,143) |
| Other operating expenses | 23.2 | (915,487) | (719,205) |
| Net Profits/(Losses) from asset impairment | 6, 7, 8, 9 and 10 | 810 | 6,815 |
| Right-of-use amortisation | 7 | (186,165) | (174,344) |
| Property, plant and equipment and other intangible assets amortisation | 6 and 9 | (106,196) | (102,979) |
| OPERATING PROFIT/LOSS | | 334,776 | 261,496 |
| Financial income | | 12,482 | 6,492 |
| Financial expenses on debt | | (32,154) | (39,783) |
| Financial expenses on leases | | (85,608) | (81,073) |
| Other financial expenses | | (26,425) | (19,776) |
| Other financial profit/(loss) | | (738) | 26,442 |
| Results from exposure to hyperinflation (IAS 29) | | 301 | 4,384 |
| Net exchange differences (Income/(Expense)) | | (288) | (2,123) |
| FINANCIAL PROFIT/LOSS | 23.3 | (132,430) | (105,437) |
| Share of profit/(Loss) from entities accounted for the equity method | 11 | 815 | (449) |
| NET PROFIT/(LOSS) BEFORE TAX | | 203,161 | 155,610 |
| Income tax | 17 | (70,316) | (53,066) |
| PROFIT/(LOSS) AFTER TAX FROM CONTINUING OPERATIONS | | 132,845 | 102,544 |
| PROFIT (LOSS) FOR THE YEAR | | 132,845 | 102,544 |
| Profit/(Loss) for the year attributable to: | | | |
| Parent Company Shareholders | | 128,124 | 100,308 |
| Non-controlling interests | | 4,721 | 2,236 |
| BASIC PROFIT/(LOSS) PER SHARE IN EUROS | 5 | 0.294 | 0.230 |
| DILUTED PROFIT/(LOSS) PER SHARE IN EUROS | 5 | 0.294 | 0.230 |

Notes 1 to 29 set out in the Consolidated Annual Report and Annexes I/II form an integral part of the consolidated statement of profit and loss for 2023. The Consolidated statement of profit and loss for 2022 is presented solely for the purposes of comparison.

NH HOTEL GROUP, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEARS 2023 AND 2022

(Thousands of euros)

| | Note | 2023 | 2022 |
|--|------|-----------------|----------------|
| PROFIT (LOSS) FOR THE YEAR | | 132,845 | 102,544 |
| Conversion differences | 15.6 | (17,713) | 14,126 |
| Total other comprehensive gains (losses) to be registered to profit/(loss) in later periods | | (17,713) | 14,126 |
| Actuarial gains (losses) for pension plans and similar obligations - Net of tax | 19 | (3,888) | 5,462 |
| Total other comprehensive gains (losses) not to be registered to profit/(loss) in later periods | | (3,888) | 5,462 |
| OTHER COMPREHENSIVE PROFIT/(LOSS) | | (21,601) | 19,588 |
| TOTAL COMPREHENSIVE PROFIT/(LOSS) | | 111,244 | 122,132 |
| Comprehensive Profit / (Loss) attributable to: | | | |
| Parent Company Shareholders | | 109,571 | 117,657 |
| Non-controlling interests | 15.7 | 1,673 | 4,475 |

Notes 1 to 29 set out in the Consolidated Annual Report and Annexes I/II form an integral part of the consolidated statement of comprehensive income for 2023. The Consolidated statement of comprehensive income for 2022 is presented solely for the purposes of comparison.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR 2023 AND 2022

(Thousands of euros)

| | Capital (Note 15.1) | Share premium (Note 15.1) | Other reserves (Note 15.3) | Treasury shares (Note 15.4) | Retained Earnings (Note 15.5) | Conversion Differences (Note 15.6) | Result for the year attributable to the Parent Company | Equity attributed to the Parent Company | Non- controlling interests (Note 15.7) | Total Equity |
|--|------------------------|---------------------------------|----------------------------------|-----------------------------------|-------------------------------------|--|---|---|---|------------------|
| Balance at 01 January 2022 | 871,491 | 776,452 | 90,749 | (308) | (724,776) | (147,865) | (133,667) | 732,076 | 48,998 | 781,074 |
| Result for the year | — | — | — | — | — | — | 100,308 | 100,308 | 2,236 | 102,544 |
| Other comprehensive profit/(loss) | — | — | — | — | 5,462 | 11,887 | — | 17,349 | 2,239 | 19,588 |
| Total comprehensive profit/(Loss) | — | — | — | — | 5,462 | 11,887 | 100,308 | 117,657 | 4,475 | 122,132 |
| Distribution of profit (loss) 2021 | — | — | 16,806 | — | (150,473) | — | 133,667 | — | — | — |
| Remuneration scheme in shares | — | — | — | 506 | (2,231) | — | — | (1,725) | — | (1,725) |
| Other movements | — | — | — | (471) | 32 | — | — | (439) | (316) | (755) |
| Balance at 31 December 2022 | 871,491 | 776,452 | 107,555 | (273) | (871,986) | (135,978) | 100,308 | 847,569 | 53,157 | 900,726 |
| Balance at 01 January 2023 | 871,491 | 776,452 | 107,555 | (273) | (871,986) | (135,978) | 100,308 | 847,569 | 53,157 | 900,726 |
| Result for the year | — | — | — | — | — | — | 128,124 | 128,124 | 4,721 | 132,845 |
| Other comprehensive profit/(loss) | — | — | — | — | (3,879) | (14,674) | — | (18,553) | (3,048) | (21,601) |
| Total comprehensive profit/(Loss) | — | — | — | — | (3,879) | (14,674) | 128,124 | 109,571 | 1,673 | 111,244 |
| Distribution of profit (loss) 2022 | — | — | 2,236 | — | 98,072 | — | (100,308) | — | — | — |
| Distribution of dividends | — | — | — | — | — | — | — | — | (1,978) | (1,978) |
| Other movements | — | — | — | (83) | (125) | — | — | (208) | (62) | (270) |
| Balance at 31 December 2023 | 871,491 | 776,452 | 109,791 | (356) | (777,918) | (150,652) | 128,124 | 956,932 | 52,790 | 1,009,722 |

Notes 1 to 29 described in the consolidated Financial Statement and Appendices I/II form an integral part of the consolidated statement of changes in equity for the year 2023. The consolidated statement of changes in equity for the year 2022 is presented for comparison.

NH HOTEL GROUP, S.A. AND SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENT FOR 2023 AND 2022

(Thousands of euros)

| | Nota | 2023 | 2022 |
|--|------------------|------------------|------------------|
| OPERATING ACTIVITIES | | | |
| Consolidated profit (loss) before tax and discontinued operations: | | 203,161 | 155,610 |
| Adjustments: | | | |
| Property, plant and equipment and other intangible assets amortisation (+) | 6 and 9 | 106,196 | 102,979 |
| Right-of-use amortisation (+) | 7 | 186,165 | 174,344 |
| (Net) (Profits)/Losses from asset impairment (+/-) | 6, 7, 8 and 9 | (810) | (6,815) |
| Net gains on disposal of non-current assets (+/-) | 6, 7, 9 and 23.1 | 239 | (2,771) |
| Share of profit/(Loss) from entities accounted for the equity method (+/-) | 11 | (815) | 449 |
| Financial income (-) | 23.3 | (12,482) | (6,492) |
| Change in fair value of financial instruments | 24.3 | 799 | (831) |
| Financial expenses on debt, leases and others (+) | 23.3 | 144,187 | 140,632 |
| Results from exposure to hyperinflation (IAS 29) | 23.3 | (301) | (4,384) |
| Net exchange differences (Income)/(Expense)) | 23.3 | 288 | 2,123 |
| Profit (loss) on disposal of financial investments | 23.3 | (2,338) | (23,560) |
| Impairment on financial investments (+/-) | | 2,277 | (2,051) |
| Other non-monetary items (+/-) | | 9,357 | 41,033 |
| Adjusted profit (loss) | | 635,923 | 570,266 |
| Net variation in assets / liabilities: | | | |
| (Increase)/Decrease in inventories | | (2,228) | (3,013) |
| (Increase)/Decrease in trade debtors and other accounts receivable | | (26,449) | (38,112) |
| (Increase)/Decrease in other current assets | | (10,247) | (128) |
| Increase/(Decrease) in trade payables | | 28,495 | 22,734 |
| Increase/(Decrease) in other current liabilities | | 3,306 | 32,575 |
| Increase/(Decrease) in provisions for contingencies and expenses | | (11,285) | (3,291) |
| (Increase)/Decrease in non-current assets | | 5,275 | (9,800) |
| Increase/(Decrease) in non-current liabilities | | (2,963) | (750) |
| Income tax paid | | (28,678) | (9,545) |
| Total net cash flow from operating activities | | 591,149 | 560,936 |
| INVESTMENT ACTIVITIES | | | |
| Other interest/dividends received | | 11,924 | 1,876 |
| Investments (-): | | | |
| Group companies, joint ventures and associates | | (119,210) | — |
| Tangible and intangible assets and investments in property | 6 and 9 | (118,074) | (49,394) |
| Financial investments and other current financial assets | | — | 7,437 |
| | | (237,284) | (41,957) |
| Disinvestment (+): | | | |
| Group companies, joint ventures and associates | 2.9.5 and 11 | — | 46,145 |
| Tangible and intangible assets and investments in property | | 1,199 | 20,635 |
| Other assets | | 2,662 | 2,087 |
| | | 3,861 | 68,867 |
| Total net cash flow from investment activities | | (221,499) | 28,786 |
| FINANCING ACTIVITIES | | | |
| Dividends paid out (-) | | (1,505) | — |
| Interest paid on debts (-) | | (53,603) | (53,576) |
| Interest paid by means of payment | | (26,297) | (19,749) |
| Interest paid by financing and other | | (27,306) | (33,827) |
| Proceeds from share issues (+) | 15.1 | — | — |
| Payments for transactions with minority shareholders (-) | 15.7 | (57) | (554) |
| Payments for transactions with treasury shares (-) | 15.4 | 19 | (508) |
| Proceeds for bonds and other tradeable securities + | | — | — |
| Payment for debt instruments and other marketable securities (-) | | — | — |
| Proceeds for bank borrowings (+) | | — | — |
| Payments for bank borrowings (-) | 16 | (126,703) | (206,135) |
| Proceeds for loans from related entities (+) | 15.1 and 16 | — | — |
| Payments for lease liabilities (-) | 7 | (272,560) | (271,188) |
| Payments for other financial liabilities (+/-) | | (791) | (108) |
| Total net cash flow from financing activities | | (455,200) | (532,069) |
| GROSS INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS | | (85,550) | 57,654 |
| Effect of exchange rate variations on cash and cash equivalents | | (222) | 179 |
| NET INCREASE/DECREASE IN CASH OR CASH EQUIVALENTS | | (85,772) | 57,833 |
| Cash and cash equivalents at the start of the financial year | | 301,763 | 243,930 |
| Cash and cash equivalents at end of year | | 215,991 | 301,763 |

Notes 1 to 29 set forth in the Consolidated Annual Report and Annexes I/II form an integral part of the Consolidated Cash Flow statement for 2023. The consolidated statement of cash flow statement for 2022 is presented for the purposes of comparison.

Report on the Consolidated Financial Statements for 2023

I.- ACTIVITY AND COMPOSITION OF THE PARENT COMPANY

NH HOTEL GROUP, S.A. (hereinafter the Parent Company) was incorporated as a public limited company in Spain on 23 December 1881 under the trade name "Material para Ferrocarriles y Construcciones, S.A.", which was subsequently changed to "Material y Construcciones, S.A." (MACOSA) and later to "Corporación Arco, S.A."

In 1992, Corporación Arco, S.A. took over Corporación Financiera Reunida, S.A. (COFIR), while at the same time adopting the trade name of the company taken over and amending its corporate purpose to the new activity of the Parent Company, which focused on the management of its shareholding portfolio.

During 1998, Corporación Financiera Reunida, S.A. (COFIR) merged with Grupo Catalán, S.L. and its subsidiaries and Gestión NH, S.A. through the absorption of these companies by the former. Subsequently, Corporación Financiera Reunida, S.A. (COFIR) took over NH Hoteles, S.A., adopted its trade name and broadened its corporate purpose to allow for the direct performance of hotel activities, activities in which it had already been engaged indirectly through its subsidiaries.

Information on these mergers can be found in the financial statements of the years in which said transactions took place.

The General Shareholders' Meeting of 21 June 2014 agreed to change the company's name from "NH Hoteles, S.A." to "NH Hotel Group, S.A."

The Parent Company heads up a group of subsidiary companies which, together with NH Hotel Group, S.A., make up the NH Hotel Group (hereinafter, the "Group" or "NH Group" - see Appendices I and II) which is dedicated to running hotels, on its own, either owning or leasing the hotels, or via third parties, with management, offering a wide range of functions from its corporate head office and regional offices.

NH Hotel Group's shares are traded on the Madrid, Barcelona, Valencia and Bilbao Stock Markets' Continuous Market.

On 11 June 2018, MHG Continental Holding (Singapore) Pte Ltd made a public offer to acquire 100% of the shares making up NH Hotel Group, S.A.'s company capital, the result of which was that Minor International Public Company Limited ("MINT") acquired, via its wholly owned subsidiary, MHG Continental Holding (Singapore) Pte. Ltd., shares representing 94.13% of the share capital of NH Hotel Group, S.A.

On 8 May 2023, MINT announced its decision to begin a purchase process in the market for shares in NH Hotel Group over a period of 30 days. Consequently, between 10 May and 8 June 2023, MINT increased its position in NH Hotel Group to 95.87% of the share capital of NH Hotel Group.

At year-end, the Group is present in 30 countries with 350 hotels and 55,626 rooms, including a significant presence in Europe.

NH Hotel Group, S.A. has its registered address at Calle Santa Engracia, 120 - 7th floor, Madrid, Spain. Furthermore, the name of the Parent Company did not change in this financial year or in the previous one.

2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AND CONSOLIDATION PRINCIPLES

2.1 Basis of presentation of the Consolidated Financial Statements

The consolidated financial statements were prepared using the accounting records of NH Hotel Group, S.A. and the consolidated entities. The consolidated financial statements for the 2023 financial year were prepared in accordance with the International Financial Reporting Standards adopted by the European Union (IFRS-EU), other applicable provisions within the financial reporting standards framework, and with the requirements for format and framework provided for in the Delegated Regulation EU 2018/815 of the European Commission, Regulation (EC) No. 1606/2002 of the European Parliament and by Law 62/2003, of 30 December on tax, administrative and social measures, and the applicable rules and circulars of the National Securities Market Commission and the other Spanish accounting regulations that may be applicable, with the purpose of showing a true image of NH Hotel Group, S.A. and its subsidiaries' consolidated equity and consolidated financial position at 31 December 2023, and the consolidated comprehensive income, consolidated cash flows and consolidated changes in equity for the financial year ended on that date.

The Group adopted the IFRS-EU on 1 January 2004 and, on that date, applied IFRS 1 "First-time adoption of International Financial Reporting Standards".

The Directors of the Parent company consider that the consolidated financial statements for the 2023 financial year, which were drawn up on 08 February 2024, will be approved by the General Shareholders' Meeting without amendment. The consolidated financial statements for 2022 were approved by the shareholders at the General Shareholders' Meeting held on 29 June 2023 and filed with the Companies Registry of Madrid.

Since the accounting standards and valuation criteria applied in the preparation of the Group's consolidated financial statements may differ from those used by some of its component companies, the necessary adjustments and reclassifications have been made to standardise them and adapt them to the EU-IFRS.

2.2 Standards and interpretations effective in this period

During the year, new accounting standards came into force and were consequently considered when preparing the accompanying consolidated financial statements, but they did not give rise to a change in the Group's accounting policies:

1) New obligatory regulations, amendments and interpretations for the year commencing 1 January 2023:

| New standards, amendments and interpretations | | Obligatory application in the years beginning on or after: |
|--|---|--|
| Approved for use in the European Union | | |
| Amendments and/or interpretations: | | |
| Amendment to IAS 1 Breakdown of accounting policies. | IAS 1 has been amended to improve breakdowns of accounting policies so that they provide more useful information to investors and other main users of the financial statements. | 01/01/2023 |
| Amendment to IFRS 17 Initial application of IFRS 17 and IFRS 9. Comparative information | Amendment to the IFRS 17 transition requirements for insurance companies applying IFRS 17 and IFRS 9 for the first time, simultaneously. | 01/01/2023 |
| Amendment to IAS 12 Deferred taxes arising from assets and liabilities in a single transaction | Classifications of how entities should record the deferred tax generated in transactions such as leases and decommissioning obligations. | 01/01/2023 |
| Amendment to IAS 12 Tax reform - Model rules Pillar 2 | This amendment introduces a temporary mandatory exemption to the recognition of deferred taxes under IAS 12 relating to the entry into force of the international tax model of Pillar 2. It also includes additional breakdown requirements. | 01/01/2023 |
| Amendment to IAS 8 Definition of accounting estimates | Amendments and clarifications on what should be understood to be a change in accounting estimates. | 01/01/2023 |
| New Standards: | | |
| IFRS 17 Insurance contracts | Replaces IFRS 4 and reflects the principles of registration, valuation, presentation and breakdown of insurance contracts with the objective that the entity provides relevant and reliable information which allows users of the information to determine the effect which contracts have on the financial statements. | 01/01/2023 |

Amendment to IAS 12. Deferred taxes arising from assets and liabilities in a single transaction

The application of the amendment to IAS 12 from 1 January 2023 relating to deferred taxes arising from assets and liabilities resulting from a single transaction has had no impact on the NH Group's financial statements. The Group previously accounted for deferred taxes on leases and decommissioning liabilities using the offsetting approach, resulting in a similar outcome to the amendment, except that the deferred tax asset or liability is recognised as offset. The aforementioned deferred taxes are presented netted in accordance with the policy detailed in Note "4.10 Income tax" of the consolidated financial statements at 31 December 2023, in line with paragraph 74 of IAS 12.

Amendment to IAS 12. Tax reform - Model rules Pillar 2

The analysis of all Pillar 2-related regulatory implementation is provided in Note 17.

2) New regulations, amendments and interpretations which will be obligatory in the years following the year commencing 1 January 2023

The following standards and interpretations had been published by the IASB on the date the consolidated financial statements were drawn up but had not yet entered into force, either because the date of their entry into force was subsequent to the date of these consolidated financial statements or because they had not yet been adopted by the European Union:

| Approved for use in the European Union | | |
|---|--|------------|
| Amendments and/or interpretations: | | |
| Amendment to IFRS 16 Lease liabilities in a sale with subsequent leasing | This amendment clarifies the subsequent accounting for lease liabilities arising from transactions for sale with subsequent leasing. | 01/01/2024 |
| Amendment to IAS 1 Classification of liabilities as current or non-current and classification of non-current liabilities with covenants | Clarifications regarding presentation of liabilities as current or non-current. | 01/01/2024 |

Awaiting approval for use in the European Union as of the date of publication of this document¹

Amendments and/or interpretations:

| | | |
|--|--|------------------|
| Amendment to IFRS 7 and IAS 7 Financing agreements with suppliers | This amendment introduces breakdown requirements for specific information relating to financing agreements with suppliers and their effects on company liabilities and cash flows, including liquidity risk and the management of associated risks. | 01/01/2024 |
| Amendment to IAS 21 Absence of convertibility | This amendment establishes an approach that specifies when one currency can be exchanged for another, and where not, the determination of the exchange rate to be used. | 01/01/2025 |
| Amendment to IFRS 10 and IAS 28 Sale or contribution of assets between an investor and its associates or joint ventures | These amendments clarify the accounting treatment of the sales and contributions of assets between an investor and its associates and joint ventures that will rest on if the non-current assets sold or contributed to an associate or joint venture constitute a "business". | Pending approval |

1) The approval status of the standards can be consulted on the EFRAG website.

Amendment to IFRS 16. Lease liabilities in a sale with subsequent leasing

The application of the amendment to IFRS 16 relating to lease liabilities in a sale and leaseback operation requires the lessee/seller to calculate the lease liability resulting from the sale and leaseback operation as the present value of all lease payments, including an estimate of those that could be considered variable, and this liability determines the proportion of the asset retained.

The application of this amendment will affect all sale and leaseback operations entered into after the implementation of IFRS 16 on 1 January 2019. The estimated impact of this amendment for the Group will result in an increase in rights of use of 31 million euros, in lease liabilities of 84 million euros and in deferred assets of 13 million euros, and a reduction in equity of 40 million euros.

2.3 Accounting correction

During 2023, there were no corrections of errors.

2.4 Accounting criteria change

In 2023 there were no significant changes in accounting criteria.

2.5 Comparison of information

As required by IAS 1, the information on 2022 contained in this consolidated annual report is presented for solely comparative purposes with the information on 2023 and consequently does not in itself constitute the Group's consolidated financial statements for 2022.

2.6 Foreign currency transactions and balances

2.6.1 Working currency and presentation currency

The consolidated financial statements are presented in thousands of euros, rounded to the nearest thousand, which is the Parent company's working and presentation currency.

2.6.2 Foreign currency transactions, balances and cash flows

Transactions in foreign currencies are converted to the working currency using the exchange rates for the working currency and the foreign currency on the dates on which the transactions are carried out.

Cash assets and liabilities in foreign currencies have been converted into euros using the rate at the end of the financial year, while non-cash valued at historic cost are converted using the exchange rates applicable on the date the transaction took place. The conversion to euros of non-cash assets which are valued at fair value has been carried out using the exchange rate on the date when they were quantified.

In the presentation of the consolidated statement of cash flows, the flows from transactions in foreign currencies were converted to euros using the exchange rates on the date they occurred. The effect of exchange rate change on cash and other cash equivalents in foreign currency is presented separately in the cash flow statement as “The effect of exchange rate differences on cash”.

The differences appearing in settling transactions in foreign currency and the conversion of foreign currency cash assets and liabilities to euros is recognised in profit and loss. Nevertheless, exchange rate differences occurring in cash entries forming a part of the net business investment abroad are recorded as conversion differences in other global profit and loss.

Losses or gains from exchange rate differences relating to foreign currency cash financial assets or liabilities are also recognised in profit and loss.

The exchange rates for the euro (EUR) for the main Group company currencies for the years ended 31 December 2023 and 2022 were as follows:

| | 31/12/2023 | | 31/12/2022 | |
|------------------------|--------------|------------------------------|--------------|------------------------------|
| | Closing rate | Accumulated average rate (1) | Closing rate | Accumulated average rate (1) |
| US dollar (USD) | 1.10 | 1.08 | 1.07 | 1.05 |
| Argentine peso (ARS) | 892.86 | 892.86 | 189.04 | 189.04 |
| Uruguayan peso (UYU) | 43.12 | 41.98 | 42.44 | 43.38 |
| Chilean peso (CLP) | 961.54 | 909.09 | 909.09 | 917.43 |
| Mexican peso (MXN) | 18.72 | 19.18 | 20.86 | 21.18 |
| Colombian peso (COP) | 4,347.83 | 4,761.90 | 5,263.16 | 4,545.45 |
| Czech koruna (CZK) | 24.72 | 24.00 | 24.11 | 24.56 |
| Hungarian florin (HUF) | 383.14 | 381.68 | 401.61 | 392.16 |

(1) In Argentina the closing exchange rate is used as a result of Argentina being considered to be a hyper-inflationary economy.

2.6.3 Conversion of business abroad

The following criteria have been different applied for converting into euros the different items of the consolidated statement of financial position and the consolidated statement of profit and loss of foreign companies included within the scope of consolidation:

- Assets and liabilities have been converted by applying the effective exchange rate prevailing at year-end. Equity has been converted by applying the historical exchange rate.
- The historical exchange rate existing at 31 December 2003 of any companies included within the scope of consolidation prior to the transitional date has been considered as the historical exchange rate.
- The consolidated statement of profit and loss was translated at the average exchange rate for the year, except for the companies in Argentina whose economy was declared hyperinflationary and therefore, in accordance with IAS 29, their consolidated statement of profit and loss was translated at the year-end exchange rate.

Any difference resulting from the application these criteria have been included in the "Translation differences" item under the "Equity" heading.

Any adjustments arising from the application of IFRS at the time of acquisition of a foreign company with regard to market value and goodwill are considered as assets and liabilities of such company and are therefore converted using the exchange rate prevailing at year-end.

2.6.4 Foreign operations in hyper-inflationary economies

In 2018, Argentina was declared a hyperinflationary economy due, among other causes, to the fact that the accumulated inflation rate of its economy exceeded 100% over a continuous period of three years.

As a result, the Group began to apply IAS 29 to the financial statements of Argentine companies with retroactive effect from 1 January 2018. Applying the standard involves the following exceptions:

- Adjusting the historical cost of non-monetary assets and liabilities and the different equity items from the acquisition date or inclusion on the consolidated statement of financial position until year-end to reflect the changes in currency's purchasing power resulting from the inflation.
- Reflecting the loss or gain corresponding to the impact of inflation for the year on the net monetary position in the profit and loss account.
- Adjusting the various items of the consolidated statement of profit and loss and the consolidated statement of cash flow for the inflationary index since its generation, with a counterpart in financial results and in a reconciliation item on the statement of cash flow, respectively.
- Converting all components of the financial statements of Argentine companies at the closing exchange rate.

2.7 Responsibility for the information, estimates made and sources of uncertainty

The Directors of the Parent Company are responsible for the information contained in these consolidated financial statements.

Estimates made by the management of the Group and of the consolidated entities have been used in preparing the Group's consolidated financial statements to quantify some of the assets, liabilities, revenue, expenses and undertakings recognised. These estimates essentially refer to:

- The useful life of the tangible and intangible assets. The Group increases the amount for depreciation/amortisation when service lives are less than those previously estimated, and will cancel or reduce the value of obsolete assets which have been abandoned or sold (Note 4.1 and 4.3).
- The assessment of possible impairment losses on certain non-financial assets that require an estimate of the future evolution of business and the most suitable discount rates. The Group considers that its estimates in this area are appropriate and coherent with the current economic climate and reflect its plans for investment and best available estimates for its future income and profit/(loss) based on the sector's recovery. It considers that its discount rates reflect the risks relating to each cash generating unit appropriately (Note 4.4).
- The market value of specific assets.
- The valuation of consolidation goodwill.

- The estimates for impairment to accounts receivable (Note 4.6).
- Fair value estimates of the assets and liabilities inherent in the acquisition of a business or pool of assets.
- The hypotheses used in the actuarial calculation of liabilities for pensions and other undertakings made to the workforce; The Group has made certain assumptions to calculate the liability arising from commitments to employees (Note 4.11 and 4.13).
- Calculation of provisions and evaluation of contingencies. To do so, the Group assesses certain legal, tax or other types of proceedings that are not closed off at the date the Consolidated Annual Statements are drawn up (Note 4.15).
- For the calculation of corporation tax, the Group is subject to it in various jurisdictions. To calculate the provision at worldwide scale, issue of significant judgements is required (Note 4.10).
- The recoverability of capitalised tax credits. The Group only recognises deferred tax assets in as far as their future realisation or use is sufficiently guaranteed. As future circumstances are unsure and partially escape the Group's control, assumptions must be made to estimate future taxable benefits and the period in which deferred tax is recovered (Note 4.10).

The Group's strategy takes into account the targets set in relation to climate change (Note 27), for which reason they are also taken into account when preparing these consolidated annual statements. Therefore, in the context of preparing these consolidated annual statements, the effect of the commitments taken on by the Group was taken into account when calculating the service life of assets, closing costs and analysing impairment to non-financial assets.

In spite of the fact that these estimates were carried out using the best information available at 31 December 2023 on events analysed, it is possible that events may take place in the future which compel their amendment (upwards or downwards) in years to come. This will be done in accordance with the provisions of IAS 8, prospectively.

2.8 Going concern

As a result of applying the IFRS 16 accounting standard, the Group has recognised a short-term liability corresponding to the current value of the lease payment commitments to be made in the next twelve months, which at 31 December 2023 amounted to 260,633 thousand euros (253,620 thousand euros at December 2022), meaning that at 31 December 2023, current liabilities were 338,782 thousand euros higher than current assets (279,676 thousand euros at December 2022).

Excluding this effect, which comes from a purely accounting (non-financial) approach (Note 16), current liabilities would exceed current assets by 78,149 thousand euros, which is not an impediment to the normal development of the business due to the consequent generation of cash, and the Group also has credit lines available amounting to 303,987 thousand euros.

The Directors have prepared the Consolidated Annual Statements bearing in mind the going concern principle as they understand that the future perspectives of the Group's business will allow positive results and positive cash flows to be obtained in the next financial years.

2.9 Consolidation principles applied

2.9.1 Subsidiaries (Appendix I)

Subsidiaries are considered as any company included within the scope of consolidation in which the Parent Company directly or indirectly controls their management due to holding the majority of voting rights in the governance and decision-making body, with the ability to exercise control. This ability is shown when the Parent Company has the power to direct an investee entity's financial and operating policy in order to obtain profits from its activities. Subsidiaries are consolidated from the date control is transferred to the group and they cease to be consolidated from the date on which control ceases.

The purchase method of accounting is used by the group to account for business combinations.

The financial statements of subsidiaries are consolidated with those of the Parent Company by applying the full consolidation method. Consequently, all significant balances and effects of any transactions taking place between them have been eliminated in the consolidation process. If necessary, adjustments are made to the financial statements of the subsidiaries to adapt the accounting policies used to those used by the Group.

Non-controlling interests on the subsidiaries' profit and loss and equity are shown separately on the consolidated statement of profit and loss, the consolidated statement of changes in equity and on the consolidated financial statement, respectively.

The profit or loss of any subsidiaries acquired or disposed of during the financial year are included in the consolidated statement of profit and loss from the effective date of acquisition or until to the effective date of disposal, as appropriate.

2.9.2 Business combinations

The Group applied the exception contemplated in IFRS 1 "First-time adoption of International Financial Reporting Standards", so that only business combinations carried out from 1 January 2004—the transition date to IFRS-EU—have been recorded using the acquisition method. Acquisitions of entities prior to that date were recorded in accordance with the previous Generally Accepted Accounting Principles, taking the necessary corrections and adjustments on the transition date into account.

The Group has applied IFRS 3 "Business Combinations"—revised in 2008—to transactions carried out from 1 January 2010.

The acquisition date is the date on which the Group gains control of the acquired business.

The purchase method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the purchase of a subsidiary includes:

- the fair value of the assets transferred
- the liabilities incurred with the previous owners of the business acquired
- the holdings in the equity issued by the group
- the fair value of any asset or liability arising from a contingent consideration agreement, and
- the fair value of any prior holding in the subsidiary's equity.

The identifiable assets acquired, the liabilities and the contingent liabilities assumed in a business combination are, with limited exceptions, initially valued at their fair value on the acquisition date. The group recognises any non-controlling interest in the entity acquired on a basis of acquisition at fair value, or by the proportional part of the non-controlling interest of the net identifiable assets of the entity acquired.

The costs relating to the acquisition are recognised as expenses when they are incurred.

The excess of:

- the consideration transferred
- the amount of any non-controlling interest in the entity acquired, and
- the fair value of any prior holding in the equity of the entity acquired on the acquisition date

over the fair value of the net identifiable assets acquired is recorded as goodwill. If these amounts are less than the fair value of the net identifiable assets of the subsidiary acquired, the difference is directly recognised in profit and loss as a bargain purchase.

When payment of any part of the consideration in cash is deferred, the amounts payable in the future are discounted at their actual value on the exchange date. The discount rate used is the entity's incremental borrowing rate of interest, being the rate at which a similar loan may be obtained from an independent financier under comparable terms and conditions.

The contingent consideration is classified as equity or a financial liability. The amounts classified as a financial liability are subsequently revalued at fair value with the changes in fair value being recognised in profit and loss.

If the business combination is carried out in stages, the book value at the date of acquiring the previously held equity holding is revalued at fair value on the acquisition date, and any gain or loss is recognised in profit and loss.

In addition to the above, IFRS 3 provides a framework for entities to use in assessing whether an integrated set of acquired activities and assets can be regarded as an acquisition of assets rather than a business. This includes an optional concentration test to determine whether substantially all of the fair value of the gross assets acquired is concentrated in a single asset or in a group of similar assets. This test is designed to highlight when a transaction is clearly more akin to an asset acquisition and thereby remove it from the scope of the guidance on business combinations. If this is so, the Group decides on a discretionary basis and on a transaction-by-transaction basis whether the transaction is accounted for as an asset acquisition or as a business combination.

2.9.3 Non-controlling interests

Non-controlling interests in subsidiaries acquired after 1 January 2004 are recorded by the percentage holding at the acquisition date at the fair value of the net identifiable assets. Non-controlling interests in subsidiaries acquired prior to the transition date are recognised by the percentage holding in their equity on the date of first consolidation.

Excess losses attributable to non-controlling interests prior to 1 January 2010 but not allocated to them as they exceeded the total amount of the holding in the equity of the subsidiary, are recorded as a decrease in equity attributable to the Parent Company shareholders, except in cases where the non-controlling interests have a binding obligation to assume a part or all of the losses and they have the capacity to make the necessary additional investment. Profit obtained in subsequent financial years is allocated to the equity attributable to Parent Company shareholders until the total losses absorbed in previous accounting period relating to non-controlling interests are recovered.

From 1 January 2010, profit and loss and each item on the other comprehensive results, are allocated to equity attributable to the Parent Company shareholders and the non-controlling interests in proportion to the holding, even if this involves a debtor balance for non-controlling interests. Agreements entered into between the Group and the non-controlling interests are recognised as a separate transaction.

2.9.4 Associates (Appendix II)

Associates are considered as any companies in which the Parent Company has the ability to exercise significant influence, though it does not exercise either control or joint control. In general terms, it is assumed that significant influence exists when the percentage stake (direct or indirect) held by the Group exceeds 20% of the voting rights, as long as it does not exceed 50%.

Associates are accounted using the equity method in the consolidated financial statements.

The profit (loss) net of tax of the associate companies is included in the Group's consolidated statement of profit and loss, in the item "Share of profit/(Loss) from entities accounted for the equity method", according to the percentage of the Group's stake.

If, as a result of the losses incurred by an associate company, its equity was negative, in the Group's consolidated statement of financial position it would be nil; unless there were an obligation on the part of the Group to support it financially.

At each year-end, the existence of indicators of a potential impairment of the investment in the associate is assessed in order to recognise the related impairment loss, where appropriate to calculate the fair value of investments in companies whose main assets are property, valuations have been obtained from an independent expert. For the remaining companies, cash flow discount valuations made in-house have been used, similar to those described in Note 4.4.

2.9.5 Changes in the scope of consolidation

Additions to the scope of consolidation

In February 2023, the companies Mateo, Gmbh; Aldon, Gmbh and Mateo Hotel Savona S.a.S. were purchased, tied to the purchase of the NH Savona Darsena hotel (see Note 6) These acquisitions have been accounted for by applying the concentration test in accordance with IFRS 3 and recording the transaction as an asset acquisition (Note 2.9.2).

In March 2023, NH Marbella Hotel, S.L. was acquired. This company is not currently trading.

In July 2023, NH Hotels Finland Oy. was acquired for the purpose of operating the NH Collection Helsinki Grand Hansa hotel.

In December 2023, the Group acquired Minor Continental Holding, S.à.r.l., Hotelagos, S.A., Minor Hotels Portugal, S.A. and Minor Luxury Hotels Vilamoura, S.A. associated with the acquisition of the hotels Anantara Vilamoura Algarve Resort, Tivoli Lagos Algarve Resort, NH Marina Portimão Resort, NH Sintra Centro and Tivoli The Residences at Victoria Golf Club (see Notes 6 and 24). These acquisitions have been accounted for by applying the concentration test in accordance with IFRS 3, and recording the transaction as an asset acquisition (Note 2.9.2).

In 2022, there were no additions to the scope of consolidation.

Disposals

In December 2022 the Group sold 100% of its investment in the company Immo Hotel BCC N.V., owner of the NH Brussels Louise hotel in Belgium. The sale involved a cash entry of 34 million euros. The net result of the transaction was a consolidated profit of 15.5 million euros.

Moreover, on 1 July 2022, the sale was completed of the minority shareholding in the company Kensington Hotel Value Added I, Ltd, owner of a hotel in the United Kingdom, for the price of 12 million euros. The net result of the transaction was a consolidated profit of 11 million euros.

NH France, S.A. was liquidated in 2022. This operation did not have a significant impact on the profit/(loss) for the year.

Mergers and divisions

In 2022, Hotel Aukamm Wiesbaden, GmbH & Co.KG. was merged with Astron Immobilien, GmbH. This operation did not have a significant impact on the profit(loss) for the year.

3. PROPOSED DISTRIBUTION OF PROFITS

The proposed distribution of the profit (loss) for the year prepared by the Parent Company's Directors and that will be submitted for approval by the Shareholders at the General Shareholders' Meeting is as follows (in thousands of euros):

| | <u>Year 2023</u> |
|------------------------|------------------|
| To legal reserves | 3,978 |
| To prior years' losses | 35,798 |
| Total | 39,776 |

4. ACCOUNTING POLICIES

The main principles, accounting policies and valuation standards applied by the Group to draw up these consolidated financial statements, which comply with IFRS in force on the date of the relevant financial statements, have been the following:

4.1 Property, plant and equipment

Tangible fixed assets are valued at their original cost. They are subsequently valued at their reduced cost resulting from cumulative depreciation and, as appropriate, from any impairment losses they may have suffered.

Due to the transition to IFRS, the Group reappraised the value of some land to its market value on the basis of appraisals made by an independent expert. The reappraised cost of such land was considered as a cost attributed to the transition to the IFRS. The Group followed the criterion of not re-valuing any of its tangible fixed assets at subsequent year-ends.

Enlargement, modernisation and improvement costs entailing an increase in productivity, capacity or efficiency or a lengthening of the assets' useful life are recognised as increases in the cost of such assets. Conservation and maintenance costs are charged against the consolidated statement of profit and loss for the year in which they are incurred.

Withdrawn assets and items, whether arising as a result of a modernisation process or due to any other cause, are accounted for by derecognising the balances presented in the corresponding cost and accumulated depreciation accounts.

The Group depreciates its property, plant and equipment following the straight line method, distributing the cost of the assets over their estimated useful lives, in accordance with the following table:

| | <u>Estimated years of useful life</u> |
|---|---------------------------------------|
| Buildings | 33-50 |
| Technical installation | 10-30 |
| Other installations, fittings and furniture | 5-10 |
| Other fixed assets | 4-5 |

These items are depreciated based on their estimated useful life or the remaining term of the lease, if this is less than the useful life.

The profit or loss resulting from the disposal or withdrawal of an asset is calculated as the difference between the profit from the sale and the asset's book value, and is recognised in the consolidated statement of profit and loss.

4.2 Goodwill

Goodwill is determined from the criteria set out in the section on business combinations.

Goodwill is not amortised, but its impairment is checked annually or earlier if there are indications of a potential loss in asset value. For these purposes, the goodwill resulting from the business combination is assigned to each of the Group's cash-generating units (CGUs) or groups of CGUs that are expected to benefit from the synergies of the combination and have the criteria referred to in section 4.4 (impairment) applied. After initial recognition, goodwill is valued at cost less accumulated impairment losses.

At the time of the disposal of a subsidiary or jointly controlled entity, the amount attributable to the goodwill is included when determining the profits or losses arising from the disposal.

Goodwill arising on the acquisition of companies with a functional currency other than the euro is valued in the functional currency of the acquired company, with the conversion to euros being made at the exchange rate prevailing at the date the financial statements were closed.

Internally generated goodwill is not recognised as an asset.

4.3 Other intangible assets

Other intangible assets are considered to be any specifically identifiable non-monetary assets which have been acquired from third parties or developed by the Group. Only those whose cost can be estimated in an objective way and from which future economic profits are expected are recognised.

Other intangible assets are initially recognised at acquisition or production cost and are subsequently measured at cost less, as appropriate, their accumulated amortisation and any impairment losses they have suffered.

Any assets deemed to contribute indefinitely to the generation of profits are considered to have an indefinite useful life. The remaining intangible assets are considered have a "finite useful life".

Other intangible assets with an indefinite useful life are not amortised and are hence subjected to the "impairment test" at least once a year (Note 4.4).

Other intangible assets with a finite useful life are amortised according to the straight-line method on the basis of the estimated years of useful life of the asset in question.

The following are the main items recognised under the "Other intangible assets" heading:

- I.** Usufruct Rights: As a consequence of entering into the consolidation of Hoteles Royal, S.A., the Group recognised operating rights of the hotel portfolio for 35 years within this concept. Furthermore, in the 2020 financial year, with the entry of the " Boscolo Hotels" Group (operating 8 hotels in privileged areas of Rome, Florence, Venice, Prague, Nice and Budapest) into the scope of consolidation, operating rights of the hotels where operation commenced with this business combination were recognised lasting 31 years.
- II.** Concessions, patents and trademarks: basically reflect the disbursements made by Gran Círculo de Madrid, S.A. for the refurbishment and remodelling of the building where the Casino de Madrid is located. The amortisation of such works is calculated on a straight-line basis by taking into account the term of the concession for operating and managing the services provided in the building where the Casino de Madrid is located, which finalises on 1 January 2037. Furthermore, this item includes the brands of the Grupo Royal with a useful life of 20 years.
- III.** Computer applications: include the costs incurred by the Group Companies in the acquisition and development of various computer software programmes acquired by the different consolidated companies. The amortisation of software applications is performed using the straight-line method at a rate of 20-25% per year.
- IV.** Other rights: include rights relating to lease agreements as a result of business combinations.
- V.** Surface rights: include rights of use over land on which a hotel is located or built.

4.4 Impairment to non-financial assets subject to amortisation or depreciation

The Group evaluates the possible existence of a loss of value each year that would oblige it to reduce the carrying amounts of its tangible and intangible assets. A loss is deemed to exist when the recoverable value is less than the carrying amount.

The recoverable value of the assets is the greater of their fair value less the costs of transfer or disposal by another means and their value in use.

In relation to Goodwill and other intangible assets – assets with indefinite useful lives, and regardless of the existence of any indication of impairment, the Group checks potential impairment at least once a year.

The recoverable value should be calculated for an individual assets, unless the asset does not generate cash entries which are, by and large, independent of those relating to other assets or groups of assets. If this is the case, the recoverable value is calculated for the Cash-Generating Unit (CGU) it belongs to. As a general rule, the Group has defined each of the hotels it operates as cash-generating units, according to the real management of their operations.

If there are signs of impairment in a CGU that goodwill could not be allocated to goodwill, the Group checks, in the first place, the impairment to the CGU, without including goodwill and recognises, as appropriate, the impairment loss at the level of the CGU. Subsequently, the Group checks the impairment in the group of CGUs to which goodwill was allocated and recognises, as appropriate, the impairment loss at the level of the groups of CGUs.

In the case of Hoteles Royal, S.A., where the whole business of Grupo Royal was acquired and whose purchase was effective in 2015, the cash-generating unit corresponds to the Group as a whole (Colombian, Chilean and Ecuadorian market).

In 2020, with the acquisition of the Boscolo Hotels Group, goodwill was generated which was allocated to a single cash generating unit that relates to the entire Group.

The operating result for each CGU is obtained at the end of the year without taking non-recurring results (if any) or financial results into account. Once the operating result is obtained for each CGU, the impairment test is performed for those in which there are indications of impairment. Among others, the Group considers a CGU to have indications of impairment if it meets the following conditions: it has an associated impairment or it has negative profit/loss from operations and its business is stable (3 years since opening).

Losses due to impairment of the CGU initially, if appropriate, reduce the value of the goodwill allocated to it, and subsequently to the CGU's other assets, pro rata depending on the book value of each one of the assets, with the limit for each one of them of the greater of their fair value less the costs of disposal and its value in use.

On each closing date the Group assesses whether there are any indications that impairment losses recognised in previous years no longer exist, or may have decreased. Impairment losses relating to goodwill are not reversible. Impairment losses on the remaining assets are only reversed if a change has occurred in the calculations used to determine the asset's recoverable value. Reversal of the impairment loss is recorded as a credited to profit and loss.

The value in use is calculated from the estimated future cash flows, discounted at a discount rate after tax that reflects the current market valuation with respect to the value of money and the specific risks associated with the asset, covering a five-year period and a perpetual value, except in the case of leased hotels that correspond to the term of the lease, a perpetual value therefore not being considered in the latter.

The Group periodically requests valuations of hotel assets it owns from independent experts. These valuations are used to determine fair value.

Depreciation of assets subject to impairment is affected depending on their book value net of impairment. In the event that an impaired asset reaches a recoverable value that is higher than its net book value, the impairment loss will be reversed but will not exceed the book value that could have been obtained (net of depreciation) if a value impairment loss had not been recognised for that asset in previous years.

4.5 Leases

At the beginning of a contract, the Group assesses whether it contains a lease. A contract is, of contains, a lease if it gives the right to control the use of the asset identified during a period of time in exchange for a consideration. Leases are recognised as a right-of-use asset and the corresponding liability on the date the leased asset is available for use by the group.

Assets and liabilities arising from a lease are initially valued based on their present value. Lease liabilities include the net present value of the following leasing payments:

- Fixed payments (including fixed payments in essence), less any lease incentive collectable.
- Variable payments for leases that reply on an index or rate, initially valued according to the index or rate on the start date.
- Amounts expected to be paid by the group for residual value guarantees.
- The price to exercise a purchase option if the group is reasonably certain that it will exercise that option.
- Penalty payments terminating the lease if the term of the lease reflects the group exercising that option.

In order to determine the term of the lease contracts, the Group has taken as non-cancellable the initial term of each contract, taking the possible unilateral extensions at the option of the Group only in those cases in which it has been reasonably considered certain that they will be exercised, and only the cancellation options whose exercise has been reasonably considered certain have been taken into account.

The general determination of not including unilateral extension of contracts as a part of their term, is based on the Group's historical experience. The windows for renewal have historically been used as renegotiation windows, unless the market situation was clearly favourable for the Group. Therefore, given that hotel rental agreements are normally signed with a first term that is higher than a macroeconomic cycle (5 years), our experience shows that it is highly probable that some unknown event may occur on the date the agreement is signed, and which may significantly affect such judgement. The attacks in Europe, in Brussels or in Nice, serve as an example, as does the COVID-19 pandemic itself, as they changed the economic paradigm and affected the frameworks for negotiating rent. Furthermore, to determine the term for lease agreements, the term for recovering the investments made in it are taken into account.

To determine lease terms, there are no penalties for not exercising the extensions mentioned above, nor have early terminations with penalties been included.

Contracts may contain leasing and non-leasing components. The Group assigns the consideration in the contract to the leasing and non-leasing components based on their relative independent prices. For real estate leases in which the Group cannot separate the leasing and non-leasing components, it accounts for them as a single leasing component.

Leasing payments are discounted using the implicit interest rate in the lease. If this rate cannot be easily determined, which is generally the case for the group's leases, the incremental interest rate is used. The incremental interest rate is the interest rate that the lessee would incur at the commencement of the lease if it borrowed, over a period of time, with similar guarantees and in a similar economic environment. The interest was calculated as a combination of the following elements:

- CDS curve of the economic environment
- Euribor Swap Rate Curve.
- Synthetic NH CDS curve.

These elements were combined to obtain an interest rate curve for each contract based on its geoeconomic specificities and from which the calculation process consists of bringing each of the discounted flows to the present value at the interest rate corresponding to each maturity within said curve and calculating which single equivalent rate would be used to discount said flows.

Potential future increases in variable payments for leases based on an index or rate are not included in lease liabilities until they take effect. When the adjustments to the leasing payments based on an index or rate take effect, the leasing liability is assessed again and set against the asset for right of use.

Leasing payments are allocated between principal and financial cost. The financial cost is charged to profit/(loss) during the leasing period in a manner that creates a periodic interest rate on the remaining balance of the liability for each period.

Right-of-use assets are valued at cost that comprises the following:

- The initial valuation amount of the leasing liability.
- Any leasing payment made on or before the state date, less any incentive to lease received.
- Any initial indirect cost.
- Restoration costs.
- Incentives to lease received from the lessor.
- Provision on onerous contracts

In application of IFRS 16, all rent that does not come under the definition of fixed payments in substance and, therefore, is outside the Group's maximum compulsory commitment, as they are not inevitable, is recorded as an operational expense for the year.

Therefore, the Group records variable rent that is linked to exploitation of the underlying assets as an expense, along with those arising from percentages of sales and other similar reference points. Moreover, all rent that, in application of IFRS 16, are outside the Group's maximum compulsory commitment are recorded as an operational expense for the year.

Variable rents that are not, in essence, fixed and the way in which they may involve a liability for the Group would be that the flows arising from exploitation of the CGU are estimated to be negative and, therefore, the Group would be obliged to record a provision for onerous contracts.

In the event that the Group carries out the sale of a hotel asset with subsequent leasing of it, the value of the leasing liability is calculated in accordance with the criteria set out above, but the value of the asset will be calculated according to the part of the previous book value for the asset retained. Therefore, only the amount of any loss or gain referring to the rights transferred to the purchase/lessor will be recorded as profit/(loss) for the sale. Any substantial amendment to the contract after the transaction for sale and subsequent leasing will be treated in the same way as any contractual change, without affecting the profit/(loss) recorded for the sale.

4.6 Financial Instruments

4.6.1 Financial assets

Financial assets are recognised in the consolidated statement of financial position when they are acquired and initially recognised at their fair value. The financial assets held by Group companies are classified as follows:

- Financial assets at fair value through comprehensive profit or loss or consolidated profit and loss: are those assets acquired by the companies with the objective of obtaining the contractual flows and selling them; or those assets that do not consist exclusively of the payment of the principal and interest and the management model is the sale of the same, in general terms, practically all of the variation in the fair value of the Group's financial assets are recorded with a charge to the consolidated statement of changes in equity. Interest income, exchange rate differences and impairment losses are recognised in the income statement and other gains or losses are recognised in the consolidated statement of profit and loss. Any cumulative gain or loss recognised in equity is reclassified to profit or loss at the time of derecognition.
- Financial assets at amortised cost: assets whose contractual cash flows consist exclusively of principal and interest payments and, if the management model of such assets is to hold them to obtain the contractual flows. In this case, the Group records any changes in value with a charge to the consolidated statement of profit and loss.

Transaction costs at the time of acquisition are recognised as an increase in acquisition cost or as an expense, depending on whether the financial asset being transacted is considered at fair value with changes in the comprehensive profit and loss or consolidated profit and loss.

Fair value of a financial instrument on a given date is construed as the amount for which it could be bought or sold on that same date by two knowledgeable parties acting freely and prudently under conditions of mutual independence.

Interest accrued on financial assets at amortised cost is recognised in the consolidated comprehensive statement of profit and loss on the basis of the effective interest rate. Amortised cost is construed as the initial cost minus any collections or amortisation of the principal, taking into account any potential reductions based on expected loss.

As regards valuation corrections made to trade and other accounts receivable in particular, the criterion used by the Group to calculate the corresponding valuation corrections, if any, generally consists of provisioning according to the expected loss based on the credit risk of the customer portfolio.

The Group derecognises financial assets when the cash flow rights of the corresponding financial asset have expired or have been transferred and the risks and rewards incidental to its ownership have been substantially all transferred.

Conversely, the Group does not derecognise financial assets and recognises a financial liability for an amount equal to the consideration received in the transfers of financial assets in which the risks and rewards inherent in its ownership are substantially all retained.

Trade debtors and other receivables

Accounts receivable arising from trading operations are initially recorded at their transaction price and, subsequently, a value correction is made for expected credit losses. Expected credit losses—due to the fragmentation of the Group's trade debtors—are estimated taking the history of losses due to non-payment with respect to the Group's sales and open items into account.

Furthermore, the group's credit risk tools are being used, with a default insurance policy for the clients included in the policy, and for which, in the event of there not being certainty about payment, the requirements of the policy to claim the amounts as an "incident" are being followed.

4.6.2 Cash and cash equivalents

"Cash and Cash Equivalents" in the consolidated statement of financial position includes cash, demand deposits and other short-term, highly liquid investments that can be realised in cash quickly and are not subject to a risk of changes in value.

4.6.3 Financial liabilities

Issues of bonds and other securities

Debt issues are initially recognised at the fair value of the consideration received, less the costs directly attributable to the transaction. They are subsequently valued at their amortised cost using the effective interest rate method. Bonds with a maturity date greater than twelve months are classified under non-current liabilities, while those with a maturity date of less than twelve months are included in current liabilities.

In the case of renegotiations, if they were considered non-substantial and consequently did not require the de-recognition of the financial liabilities, the carrying amount of the amortised cost of those financial liabilities at the date of renegotiation is recalculated and a gain or loss due to changes in profit or loss is recognised.

Convertible bond issues are recognised at the time of their issue, distributing the fair value of the consideration received between their equity and liability components, assigning the residual value obtained after deducting the amount established separately for the liability component, from the fair value of these instruments as a whole, to the equity instrument. The value of any derivative embedded in the compound financial instrument other than the equity component will be included in the liability component.

Bank loans

Loans received from banking institutions are recognised at the amount received, net of costs incurred in the transaction. They are subsequently valued at amortised cost. These costs incurred in the transaction and the financial expenses are recognised on an accrual basis in the consolidated statement of profit and loss using the effective interest rate method, and their amount is added to liabilities to the extent to which they are not settled in the period they were produced.

In the case of renegotiations, if they were considered non-substantial and consequently did not require the de-recognition of the financial liabilities, the carrying amount of the amortised cost of those financial liabilities at the date of renegotiation is recalculated and a gain or loss due to changes in profit or loss is recognised.

Trade and other payables

Trade accounts payable are initially recognised at fair value and are subsequently valued at amortised cost using the effective interest rate method.

The Group has contracted confirming operations with various financial entities to manage the payment to suppliers. Trade payables whose payment is managed by financial entities are shown under the entry for trade creditors and other accounts payable, in as far as the Group has only assigned payment management to the financial entities and remains primarily obliged to pay the debt to trade creditors.

Valuation techniques and assumptions applying to the measurement of fair value

The fair values of financial assets and liabilities are determined as follows:

- The fair value of financial assets and liabilities under standard terms and conditions which are traded in active liquid markets are based on market prices.
- The fair value of other financial assets and liabilities (excluding derivatives) is determined in accordance with generally accepted valuation models on the basis of cash flow discounting using the price of observable market transactions and contributor listings of similar instruments.
- In order to determine the fair value of interest rate derivatives, cash flow discounting is used based on the implicit flow determined by the interest rate curve according to market conditions. In order to determine the fair value of options, the Group uses the Black-Scholes valuation model and its variants, using for this purpose market volatilities for the strike and maturity prices of said options.

Any financial instruments valued after their initial recognition at fair value are classified as level 1 to 3 based on the extent to which fair value can be observed:

- Level 1: includes any instruments indexed to listed prices (without adjustment) of identical assets or liabilities in active markets.
- Level 2: includes any instruments indexed to other observable inputs (which are not the listed prices included under Level 1) for assets or liabilities, be it directly (i.e., prices) or indirectly (i.e., derived from prices).
- Level 3: includes any instruments indexed to valuation techniques, which include inputs for assets or liabilities that are not based on observable market data (unobservable inputs).

4.6.4 Equity instruments

An equity instrument represents a residual interest in the equity of the Parent Company once all its liabilities are subtracted.

Equity instruments issued by the Parent Company are recognised in equity for the amount received, net of the issue expenses.

4.7 Classification of financial assets and liabilities between current and non-current

In the attached consolidated statement of financial position, financial assets and debts are classified on the basis of their maturity; in other words, those with a maturity date equivalent to or less than twelve months are classified as current and those with a maturity date exceeding this are non-current.

4.8 Income and expenses

Income and expenses are recognised on an accrual basis, i.e. when the control of goods and services they represent has been transferred, irrespective of the moment when the monetary or financial flows deriving from them arise.

More specifically, income is calculated at the fair value of the consideration to be received and represents the amounts to be collected for the goods and services delivered within the ordinary framework of operations, subtracting any discounts and taxes.

Sale of rooms and other related services

Income from the sale of rooms and other related services is recognised daily based on the services provided by each hotel, including customers who are still staying at the hotel at the close of each day. In this respect, the Group recognises the income when the service is considered to be provided and, therefore, fulfils the obligation for performance assumed on check-in. Due to this, for example, in the case of an accommodation service that covers several nights, the income is recognised on a daily basis for each one of the overnight stays.

The consideration received is distributed among the contracted services. These include direct services such as room, food, drink and other consumption, and others related to banquets, events and the rental of spaces. Therefore, the obligations are completely separate and they are recorded at the time they occur.

In the case of the sale of several services together, such as, for example, an accommodation service with one for breakfast, the Group, when it makes the offer, sets the price for each one of the obligations assumed, for which reason at the time the services are considered to be provided the income is recorded at the price set beforehand. Solely in the case of promotions where the service is provided "free-of-charge" with the other one, the Group applies a methodology where the consideration is divided using a ratio calculated by hotel based on the costs of the service at that hotel plus an additional margin.

Provision of services

The Group recognizes the income from its hotel management contracts in the year in which the services are provided, based on the evolution of the variables that determines this income and which are mainly the total income and the gross operating profit of each hotel managed by the Group.

Loyalty programme

With regarding to the accounting treatment of the "NH Rewards" customer loyalty programme, we consider that if awarding points gives a significant right to the customer, then it effectively pays the company for future goods or services in advance, and the company should recognise the income from ordinary activities when the points are redeemed or when they expire.

Therefore, when the significant right is generated, the Group records a provision for the estimated equivalent value, partly lowering the income from the sale coupled with the issue of the right. When points are redeemed the income from the transaction is recorded and the provision is derecognised.

The estimated value of the significant right is calculated, showing the discount the customer would receive when exercising the option (one Euro for each point the customer has collected) and taking the two following aspects into account:

- any discount the customer may receive without exercising the option; and
- the probability that the option will be exercised.

The amount of the provision relating to the loyalty programme is recorded in current liabilities on the consolidated statement of financial position.

On 1 July 2022 the Group joined the Global Hotel Alliance (GHA), which runs the multi-brand loyalty programme Discovery, and "NH Rewards" became "NH Discovery". This means that the loyalty programme has been outsourced and is now managed by GHA, involving a change to its accounting treatment. To this effect, the Group is no longer responsible for the significant entitlement provided to the customer with the delivery of points, except in the case of promotions that we launch in addition to those made by GHA. The provision related to the loyalty programme at year end is therefore not significant. The existing provision at 31 December 2023 relates to the rights given to customers generated in accordance with that previous described. These rights expire in under 1 year from the close of this financial year.

4.9 Official subsidies

Group companies follow the criteria set out below in recognising official subsidies:

- Non-reimbursable capital subsidies (connected with assets) are valued at the amount granted, recognised as deferred income and taken into profit and loss in proportion to the depreciation of the assets financed by such subsidies during the financial year.
- Operating subsidies are recorded depending on the grounds for them being granted, either as a reduction in the expenses they finance, or as other income.

4.10 Income tax

The cost of the year's gains tax is calculated through the sum of the current tax resulting from applying the tax rate to the taxable income for the year and then applying the relevant tax adjustments according to the law plus any changes in deferred tax assets and liabilities.

Deferred tax assets and liabilities include temporary differences, being any amounts expected to be payable or recoverable due to differences between the carrying amounts of the assets and liabilities and their tax value, as well as tax loss carry-forwards and any credits resulting from unapplied tax deductions. Said amounts are recognised by applying to the relevant temporary difference or credit the tax rate at which they are expected to be recovered or settled.

In some countries, the tax rate varies depending on whether a transfer of assets is made. In these cases, the Group's policy consists of applying the effective tax rate at which they are expected to be recovered or settled. In the opinion of the Parent's Directors, the deferred tax thus calculated covers the amount which may eventually be settled, if any, in the foregoing case.

Deferred tax liabilities for all taxable temporary differences are recognised, except for those in which the temporary difference arises from the initial recognition of goodwill amortisation of which is not tax-deductible or the initial recognition of other operating assets and liabilities which do not affect either the tax or accounting result.

Deferred tax assets identified as temporary differences are recognised only if it is deemed probable that the consolidated entities will make sufficient tax profits in the future to realise them and they do not come from the initial recognition of other assets and liabilities in a transaction which does not affect either the tax or accounting result. The remaining deferred tax assets (negative tax bases and tax credit carryforwards) recognised are those for which it is considered probable that the consolidated companies will have sufficient taxable profits in the future against which they can be utilised, based on information available at the date of preparation of these consolidated financial statements.

The Group offsets deferred tax assets and liabilities if there is a legal right to offset with the tax authorities and such assets and liabilities relate to the same tax authority, and the same taxpayer, or several taxpayers, who intend to settle or realise current tax assets and liabilities for their net amount, or realise assets and settle liabilities simultaneously, in each one of the future years where is expected to settle or recover significant amounts of deferred tax assets or liabilities.

At each year-end, deferred taxes (both assets and liabilities) are reviewed in order to verify that they remain in force and the relevant corrections are made in accordance with the outcome of the analyses conducted.

4.11 Obligations to employees

Spanish hotel companies are obliged to make a specific number of monthly salary payments to those employees who leave the company due to retirement, permanent disability or upon reaching a certain age and having a certain number of years of service and fulfilling certain pre-established requirements.

In this regard and in compliance with Royal Decree-Law 16/2005, the Group has outsourced its pension obligations for its employees' pension plans.

Also, in accordance with Italian law, employees of Italian companies have the right to compensation if they resign or are dismissed.

Its obligations to personnel also include those arising from contracting pension funds for certain employees, which in the Group, mainly affects the business units of Italy and the Netherlands.

Therefore, to provide for these obligations to future payments to personnel, the Group has recognised a liability under "Provisions" (Note 19).

4.12 Onerous contracts

The Group considers onerous agreements to be those in which the inevitable costs of fulfilling the obligations they entail exceed the economic benefits expected from them.

The Group follows the principle of recording a provision at the present value of the aforementioned differences between the costs and benefits of the contract, or the compensation foreseen for abandonment of the contract, if such is decided.

4.13 Treasury shares

Pursuant to IAS 32, treasury shares are presented by reducing the Group's equity. Treasury shares are recognised at the value of the consideration paid and are deducted directly from equity. Gains and losses on the acquisition, sale, issue or retirement of treasury shares are recognised directly in equity and in no case are they recognised in the consolidated statement of profit and loss.

4.14 Provisions for risks and charges

The Group follows the policy of provisioning for the estimated amounts arising from ongoing litigation, indemnities or obligations, as well as for any sureties or guarantees granted by Group companies which could involve the Group in a payment obligation (either legal or implicit), provided the amount can be reliably estimated.

Provisions are quantified based on the best information available on the position and evolution of the events that cause them and are re-estimated at the end of each reporting period, being totally or partially reversed when these obligations cease to exist or decrease.

Contingent liabilities, except in business combinations, are not recognised in the consolidated financial statements, but are reported in the notes to the financial statements, in accordance with the requirements of IAS 37.

4.15 Environmental policy

Investments arising from environmental activities are valued at their original cost and capitalised as increases in the cost of fixed assets or inventory in the financial year in which they are incurred.

Any expenses arising from environmental protection and improvement are recognised in the consolidated statement of profit and loss for the year in which they are incurred, irrespective of the moment when the cash or financial flows deriving from them arise.

Provisions for likely or certain liabilities, ongoing litigation and outstanding indemnities or obligations of an indeterminate amount connected with the environment and not covered by the insurance policies taken out are established at the time the liability or obligation linked to the indemnities or payment arises.

4.16 Consolidated statement of cash flow

The following terms with their corresponding explanation are used in the consolidated statement of cash flow prepared using the indirect method:

- Cash flows: inflows and outflows of cash and cash equivalents, which are short-term, highly liquid investments that are subject to an insignificant risk of changes in value.

- Operational activities: the typical activities of the entities forming the consolidated group, along with other activities that cannot be classified as investing or financing activities. The group presents confirming activities for trade payables as an operational activity.
- Investing activities: the acquisition and disposal of long-term assets and other investments not included in cash and cash equivalents.
- Financing activities: activities that result in changes in the size and composition of the equity and liabilities that are not operating activities.

5.- PROFIT/(LOSS) PER SHARE

Profit (Loss) per share is calculated by dividing the net profit or loss attributable to the Group in a period by the weighted average number of shares in circulation during the period, excluding the average number of treasury shares held during the same period.

In accordance with this:

| | 2023 | 2022 |
|---|--------------|--------------|
| Net Profit/(Loss) for the year (thousands of euros) | 128,124 | 100,308 |
| Weighted average number of shares in circulation (in thousands) | 435,656 | 435,642 |
| Basic and diluted Earnings/(Losses) per share in euros | 0.294 | 0.230 |

6.- PROPERTY, PLANT & EQUIPMENT

The breakdown and movements in the year were as follows:

| | Thousands of euros | | | | |
|---|--------------------|------------------------|---|---|------------------|
| | Land and buildings | Technical installation | Other fixtures, tools, furniture and others | Property, plant and equipment in progress | Total |
| Cost, deemed cost, revalued cost | 1,613,903 | 883,084 | 455,772 | 32,136 | 2,984,895 |
| Accumulated amortisation and Impairment losses | (508,807) | (627,620) | (368,219) | (1,701) | (1,506,347) |
| Net Book Value at 01 January 2023 | 1,105,096 | 255,464 | 87,553 | 30,435 | 1,478,548 |
| Cost, deemed cost, revalued cost | | | | | |
| Additions | 2,653 | 47,700 | 29,310 | 30,782 | 110,445 |
| Derecognitions | (1,863) | (12,301) | (23,387) | — | (37,551) |
| Changes in the scope of consolidation | 110,898 | 3,361 | 1,932 | 718 | 116,909 |
| Transfers | 2,765 | 8,105 | 10,344 | (21,384) | (170) |
| Exchange differences and IAS 29 impact | (37,798) | (20,309) | (4,230) | 235 | (62,102) |
| Accumulated amortisation and Impairment losses | | | | | |
| Additions | (22,104) | (42,996) | (28,571) | — | (93,671) |
| Derecognitions | 1,553 | 11,080 | 22,984 | — | 35,617 |
| Reversal of impairment losses recognised in profit and loss (Note 10) | 12,946 | (1,229) | (826) | (205) | 10,686 |
| Changes in the scope of consolidation | — | — | — | — | — |
| Transfers | — | — | — | — | — |
| Exchange differences and IAS 29 impact | 12,183 | 14,424 | 4,392 | 72 | 31,071 |
| Balance at 31 December 2023 | 1,186,329 | 263,299 | 99,501 | 40,653 | 1,589,782 |
| Cost, deemed cost, revalued cost | 1,690,558 | 909,640 | 469,741 | 42,487 | 3,112,426 |
| Accumulated amortisation and Impairment losses | (504,229) | (646,341) | (370,240) | (1,834) | (1,522,644) |
| Net Book Value at 31 December 2023 | 1,186,329 | 263,299 | 99,501 | 40,653 | 1,589,782 |

| | Thousands of euros | | | | |
|---|--------------------|------------------------|---|---|------------------|
| | Land and buildings | Technical installation | Other fixtures, tools, furniture and others | Property, plant and equipment in progress | Total |
| Cost, deemed cost, revalued cost | 1,619,396 | 869,889 | 456,270 | 17,758 | 2,963,313 |
| Accumulated amortisation and Impairment losses | (490,347) | (598,485) | (355,622) | — | (1,444,454) |
| Net Book Value at 01 January 2022 | 1,129,049 | 271,404 | 100,648 | 17,758 | 1,518,859 |
| Cost, deemed cost, revalued cost | | | | | |
| Additions | 688 | 14,756 | 9,705 | 23,166 | 48,315 |
| Derecognitions | (21,222) | (17,098) | (16,180) | (251) | (54,751) |
| Changes in the scope of consolidation | (19,362) | (5,132) | (1,512) | — | (26,006) |
| Transfers | 2,325 | 6,965 | 2,113 | (8,551) | 2,852 |
| Exchange differences and IAS 29 impact | 32,078 | 13,704 | 5,376 | 14 | 51,172 |
| Accumulated amortisation and Impairment losses | | | | | |
| Additions | (20,291) | (41,761) | (27,574) | — | (89,626) |
| Derecognitions | 3,056 | 16,421 | 15,730 | — | 35,207 |
| Reversal of impairment losses recognised in profit and loss (Note 10) | 5,227 | (1,970) | 1,606 | (436) | 4,427 |
| Changes in the scope of consolidation | 1,850 | 4,577 | 1,469 | — | 7,896 |
| Transfers | 528 | 6 | 731 | (1,265) | — |
| Exchange differences and IAS 29 impact | (8,830) | (6,408) | (4,559) | — | (19,797) |
| Balance at 31 December 2022 | 1,105,096 | 255,464 | 87,553 | 30,435 | 1,478,548 |
| Cost, deemed cost, revalued cost | 1,613,903 | 883,084 | 455,772 | 32,136 | 2,984,895 |
| Accumulated amortisation and Impairment losses | (508,807) | (627,620) | (368,219) | (1,701) | (1,506,347) |
| Net Book Value at 31 December 2022 | 1,105,096 | 255,464 | 87,553 | 30,435 | 1,478,548 |

The main additions during the year relate to the acquisition of Anantara Vilamoura Algarve Resort, Tivoli Lagos Algarve Resort, NH Marina Portimão Resort, NH Sintra Centro and Tivoli The Residences at Victoria Golf Club in Portugal and NH Savona Darsena in Italy, and to the renovation and new openings of hotels. In Southern Europe, the repositioning of the Avani Alonso Martínez in Spain and the Anantara Amalfi, NH Vittorio Veneto and NH Trieste in Italy stand out. In Benelux, the refurbishment of the NH Amsterdam Leidseplein, NH City Centre and Amsterdam Zuid hotels in the Netherlands and NH Brussels Eu Berlaymont in Belgium stand out. In Central Europe, highlights include the openings of the NH Collection Frankfurt Spin Tower and the refurbishments of the NH Collection Frankfurt, NH Collection Heidelberg, NH Berlin Kurfuerstendamm and Nhow Berlin in Germany, and the repositioning of the NH Genera Airport in Switzerland. In Latin America, main developments were the refurbishment of the NH Collection Lancaster in Argentina and NH Collection Monterrey in Mexico.

The main derecognitions during the year relate to asset retirements in connection with hotel refurbishments carried out over the course of the year.

The effect on the profit and loss account of assets derecognised, replaced or disposed of to third parties outside the Group was a loss of 374 thousand euros (a profit of 1,267 thousand euros in 2022), recognised under "Profit/(loss) on the disposal of non-current assets" in the 2023 consolidated statement of profit and loss.

At 31 December 2023, there were mortgages on tangible fixed asset elements with a net book value of 144 million euros (149 million euros in 2022) (Note 16).

The Group has taken out insurance policies to cover any possible risks to which the different elements of its tangible fixed assets are subject, and to cover any possible claims that may be filed against it in the course of its activities. These policies sufficiently cover the risks to which the Group is exposed.

At 31 December 2023, firm investment undertakings amounted to 29.4 million euros. These investments will take place between 2024 and 2025 (69.2 million euros in 2022).

7.- LEASES

The breakdown and movements under this heading were as follows:

| | Thousands of euros | | |
|---|--------------------|---|------------------|
| | Real estate | Premiums for contracts and other rights | Total |
| Cost | 4,154,490 | 73,267 | 4,227,757 |
| Accumulated amortisation and Impairment losses | (2,591,601) | (52,545) | (2,644,146) |
| Net Book Value at 01 January 2023 | 1,562,889 | 20,722 | 1,583,611 |
| Cost | | | |
| Additions | 236,391 | — | 236,391 |
| Derecognitions | (29,135) | — | (29,135) |
| Transfers | — | — | — |
| Conversion differences | 7,315 | — | 7,315 |
| Accumulated amortisation and Impairment losses | | | |
| Additions | (183,826) | (2,339) | (186,165) |
| Derecognitions | 29,135 | — | 29,135 |
| Reversal of impairment losses recognised in profit and loss (Note 10) | (1,727) | — | (1,727) |
| Transfers | — | — | — |
| Conversion differences | (4,033) | — | (4,033) |
| Balance at 31 December 2023 | 1,617,009 | 18,383 | 1,635,392 |
| Cost | 4,369,061 | 73,267 | 4,442,328 |
| Accumulated amortisation and Impairment losses | (2,752,052) | (54,884) | (2,806,936) |
| Net Book Value at 31 December 2023 | 1,617,009 | 18,383 | 1,635,392 |

| | Thousands of euros | | |
|---|--------------------|---|------------------|
| | Real estate | Premiums for contracts and other rights | Total |
| Cost | 4,135,869 | 73,267 | 4,209,136 |
| Accumulated amortisation and Impairment losses | (2,566,873) | (49,918) | (2,616,791) |
| Net Book Value at 01 January 2022 | 1,568,996 | 23,349 | 1,592,345 |
| Cost | | | |
| Additions | 168,022 | — | 168,022 |
| Derecognitions | (156,122) | — | (156,122) |
| Transfers | (2,866) | — | (2,866) |
| Conversion differences | 9,587 | — | 9,587 |
| Accumulated amortisation and Impairment losses | | | |
| Additions | (171,717) | (2,627) | (174,344) |
| Derecognitions | 153,725 | — | 153,725 |
| Reversal of impairment losses recognised in profit and loss (Note 10) | 1,249 | — | 1,249 |
| Transfers | — | — | — |
| Conversion differences | (7,985) | — | (7,985) |
| Balance at 31 December 2022 | 1,562,889 | 20,722 | 1,583,611 |
| Cost | 4,154,490 | 73,267 | 4,227,757 |
| Accumulated amortisation and Impairment losses | (2,591,601) | (52,545) | (2,644,146) |
| Net Book Value at 31 December 2022 | 1,562,889 | 20,722 | 1,583,611 |

| | Balance at 01/01/2023 | Expenses for interest (Note 24.3) | Changes | Rent payments | Exchange rate differences | Balance at 31/12/2023 |
|-------------------|-----------------------|-----------------------------------|---------|---------------|---------------------------|-----------------------|
| Lease liabilities | 1,895,592 | 85,608 | 246,789 | (272,560) | 3,432 | 1,958,861 |
| | Balance at 01/01/2022 | Expenses for interest (Note 24.3) | Changes | Rent payments | Exchange rate differences | Balance at 31/12/2022 |
| Lease liabilities | 1,925,353 | 81,073 | 157,965 | (271,188) | 2,389 | 1,895,592 |

The main recognitions for the year are due to the opening of several hotels on a lease basis. Highlights include the opening of NH Collection Frankfurt Spin Tower in Germany, Tivoli Portopiccolo Sistiana Resort in Italy and NH Bern The Bristol in Switzerland, and the contract extensions of NH Collection President and NH Collection Palazzo Cinquecento in Italy and NH Collection Colón in Spain. The year saw the closures of NH Madrid Sur, NH Cartagena and NH Turcosa in Spain.

The main impacts on the accompanying consolidated statement of profit and loss relating to the application of IFRS 16 are a higher depreciation expense of 186,165 thousand euros (174,344 thousand euros in 2022), a higher financial expense of 85,608 thousand euros (81,073 thousand euros in 2022) (Note 23.3), and a net asset impairment charge of (1,727) thousand euros (reversal of net asset impairment of 1,249 thousand euros in 2022).

The amounts recorded as right-of-use assets correspond to properties where the Group is a lessee for its operation as a hotel.

Short-term leases and low-value leases are recognised as an expense in the consolidated profit and loss account on a straight line basis. A short-term lease contract is one where the period is less than or equal to 12 months. A "low value contract" is one whose underlying asset assigned in use would have a new value of under 5 thousand euros. The impact recorded on the attached consolidated statement of profit and loss for leases totals an expense of 201,905 thousand euros (126,541 thousand euros income in 2022) (Note 23.2).

Furthermore, in the lease agreements, there are no restrictions or imposed clauses and no sales transactions with subsequent leasing were carried out during the financial year.

Future cash output that the lessee is potentially exposed to, and which are not shown in the valuation of lease liabilities, exclusively relate to payments for variable leasing. Therefore, future gross payments estimated for the next 5 years total 1,012 million euros. Nevertheless, these expenses will result in higher income and produce higher profits.

The Group has not granted any options to extend and terminate, or guarantees of residual value. There are leases that have not commenced, for which the Group has undertaken gross lease payments of 54,825 thousand euros in a period of 1 to 5 years, and 237,304 thousand euros in a period of more than 5 years.

8.- GOODWILL

The balance included under this item corresponds to the net goodwill arising from the acquisition of businesses of certain companies, and breaks down as follows:

| | Thousands of euros | |
|---|--------------------|---------------|
| | 2023 | 2022 |
| NH Hoteles Deutschland, GmbH and NH Hoteles Austria, GmbH | 47,657 | 55,921 |
| Grupo Royal | 23,517 | 19,427 |
| Boscolo Hotels | 11,249 | 10,920 |
| Others | 3,274 | 3,220 |
| Total | 85,697 | 89,488 |

The movements in this heading of the consolidated statement of financial position in the financial year were as follows:

| | Thousands of euros | | | |
|---|----------------------|---------------------------------------|-------------------------|------------------------|
| | Goodwill 1/1/2023 | Currency translation difference | Impairment (Nota 10) | Goodwill 31/12/2023 |
| NH Hoteles Deutschland, GmbH y NH Hoteles Austria, GmbH | 55,921 | — | (8,264) | 47,657 |
| Grupo Royal | 19,427 | 4,090 | — | 23,517 |
| Boscolo Hotels | 10,920 | 329 | — | 11,249 |
| Otros | 3,220 | 54 | — | 3,274 |
| Total | 89,488 | 4,473 | (8,264) | 85,697 |

| | Thousands of euros | | | |
|---|----------------------|---------------------------------------|-------------------------|------------------------|
| | Goodwill 1/1/2022 | Currency translation difference | Impairment (Nota 10) | Goodwill 31/12/2022 |
| NH Hoteles Deutschland, GmbH y NH Hoteles Austria, GmbH | 58,888 | — | (2,967) | 55,921 |
| Grupo Royal | 22,494 | (3,067) | — | 19,427 |
| Boscolo Hotels | 11,571 | (651) | — | 10,920 |
| Otros | 3,174 | 46 | — | 3,220 |
| Total | 96,127 | (3,672) | (2,967) | 89,488 |

Details of the cash-generating units to which such goodwill arising on consolidation has been allocated is shown below:

| | Thousands of euros | |
|--|--------------------|---------------|
| | 2023 | 2022 |
| Grupo Royal CGUs | 23,517 | 19,427 |
| Group CGUs (Boscolo Hotels) | 11,249 | 10,920 |
| CGU 6 | 13,587 | 13,587 |
| CGU 21 | 6,570 | 9,929 |
| CGU 12 | 5,285 | 6,272 |
| CGU 5 | 2,996 | 2,996 |
| CGU 13 | 4,605 | 5,286 |
| CGU 2 | 5,027 | 5,023 |
| CGUs with goodwill allocated individually < €4 M | 12,861 | 16,048 |
| Total | 85,697 | 89,488 |

9.- OTHER INTANGIBLE ASSETS

The breakdown and movements under this heading were as follows:

| | Thousands of euros | | | | |
|---|--------------------|-------------------------------------|-----------------------|---------------|----------------|
| | Rights of use | Concessions, patents and trademarks | Software applications | Other rights | Total |
| Cost, deemed cost, revalued cost | 87,482 | 36,449 | 112,225 | 17,039 | 253,195 |
| Accumulated amortisation and Impairment losses | (10,031) | (31,800) | (89,773) | (1,321) | (132,925) |
| Net Book Value at 01 January 2023 | 77,451 | 4,649 | 22,452 | 15,718 | 120,270 |
| Cost, deemed cost, revalued cost | | | | | |
| Additions | 100 | 262 | 12,608 | — | 12,970 |
| Derecognitions | (1,428) | (5) | (114) | — | (1,547) |
| Changes in the scope of consolidation | 12,719 | 23 | 8 | — | 12,750 |
| Transfers | — | 73 | 97 | — | 170 |
| Exchange differences and NIC 29 impact | 4,369 | 769 | (52) | — | 5,086 |
| Accumulated amortisation and Impairment losses | | | | | |
| Depreciation and amortisation charge | (2,373) | (689) | (9,428) | — | (12,490) |
| Derecognitions | — | 5 | 114 | — | 119 |
| Impairment losses recognised in profit and loss | (52) | (325) | — | 491 | 114 |
| Changes in the scope of consolidation | — | — | — | — | — |
| Transfers | — | (294) | 294 | — | — |
| Exchange differences and NIC 29 impact | (1,151) | (296) | 51 | — | (1,396) |
| Balance at 31 December 2023 | 89,635 | 4,172 | 26,030 | 16,209 | 136,046 |
| Cost, deemed cost, revalued cost | 103,242 | 37,571 | 124,772 | 17,039 | 282,624 |
| Accumulated amortisation and Impairment losses | (13,607) | (33,399) | (98,742) | (830) | (146,577) |
| Net Book Value at 31 December 2023 | 89,635 | 4,172 | 26,030 | 16,209 | 136,046 |

| | Thousands of euros | | | | |
|---|--------------------|-------------------------------------|-----------------------|---------------|----------------|
| | Rights of use | Concessions, patents and trademarks | Software applications | Other rights | Total |
| Cost, deemed cost, revalued cost | 92,292 | 36,814 | 105,484 | 17,039 | 251,629 |
| Accumulated amortisation and Impairment losses | (8,484) | (34,917) | (79,223) | (2,057) | (124,681) |
| Net Book Value at 01 January 2022 | 83,808 | 1,897 | 26,261 | 14,982 | 126,948 |
| Cost, deemed cost, revalued cost | | | | | |
| Additions | — | 147 | 6,906 | — | 7,053 |
| Derecognitions | (1,044) | — | (343) | — | (1,387) |
| Changes in the scope of consolidation | (88) | — | — | — | (88) |
| Transfers | — | 32 | 141 | — | 173 |
| Exchange differences and NIC 29 impact | (3,678) | (544) | 37 | — | (4,185) |
| Accumulated amortisation and impairment losses | | | | | |
| Depreciation and amortisation charge | (2,401) | (424) | (10,482) | — | (13,307) |
| Derecognitions | — | — | 92 | — | 92 |
| Impairment losses recognised in profit and loss | — | 3,622 | — | 484 | 4,106 |
| Changes in the scope of consolidation | 28 | — | — | — | 28 |
| Transfers | — | (283) | (128) | 252 | (159) |
| Exchange differences and NIC 29 impact | 826 | 202 | (32) | — | 996 |
| Balance at 31 December 2022 | 77,451 | 4,649 | 22,452 | 15,718 | 120,270 |
| Cost, deemed cost, revalued cost | 87,482 | 36,449 | 112,225 | 17,039 | 253,195 |
| Accumulated amortisation and Impairment losses | (10,031) | (31,800) | (89,773) | (1,321) | (132,925) |
| Net Book Value at 31 December 2022 | 77,451 | 4,649 | 22,452 | 15,718 | 120,270 |

9.1 Software applications

The most significant additions in this financial year regarding software applications were a result of investments made in digitisation and improvement to the customer journey experience, and digitisation and optimisation of operating processes to gain sustainability, mobility and include customer care.

9.2 Usufruct Rights

The most significant difference in usufruct rights is the result of changes in the scope of consolidation due to the acquisition of Minor Continental Holding, S.à.r.l., Hotelagos, S.A., Minor Hotels Portugal, S.A. and Minor Luxury Hotels Vilamoura, S.A., associated with the acquisition of the hotels Anantara Vilamoura Algarve Resort, Tivoli Lagos Algarve Resort, NH Marina Portimão Resort, NH Sintra Centro and Tivoli The Residences at Victoria Golf Club (see Notes 2.9.5 and 24).

9.3 Other rights

Other rights: include rights relating to lease agreements as a result of business combinations in Italy.

10.- IMPAIRMENT

The Group evaluates the possible existence of a loss of value each year that would oblige it to reduce the carrying amounts of its tangible and intangible assets or reverse them, if appropriate. A loss is deemed to exist when the recoverable value is less than the carrying amount. The recoverable value of the assets is the greater of their fair value less the costs of transfer or disposal by another means and their value in use.

The value in use is calculated from the estimated future cash flows, discounted at a discount rate after tax that reflects the current market valuation with respect to the value of money and the specific risks associated with the asset, covering a five-year period and a perpetual value, except in the case of leased hotels that correspond to the term of the lease, a perpetual value therefore not being considered in the latter. Value in use has been calculated for the CGUs with an indication of impairment and for those related to the recoverability of the Group's goodwill.

The most commonly used valuation criterion to determine the fair value of the assets owned has been the value in use (discounted cash flow), and in some cases the recoverable value has been used.

10.1 Key assumptions used

The evolution of the key assumptions in the analysed hotels has taking the business knowledge of Group Management into account as well as the continued recovery expected in the sector. In this respect, the projections assumed are based on the Group's budget exercise for 2024.

On the other hand, the increase in inflation in 2023 was taken into account and its future forecast to estimate the costs of the projections and, therefore, operational margins, with the increase seen in the price of supplies of products and services, particularly energy, being the most significant as they have drastically increased in Europe due to the geopolitical situation in Eastern Europe, and are reflected in the services with a high energy use, for example, laundry. Other operational costs affected by the pressure of inflation are salaries, due to the increase in the minimum wage, and the rents for leased hotels, amongst others.

The strong positioning of the countries where the Group has a presence, the good locations of the portfolio and the high level of recognition of its brands are key factors for continuing with a business strategy that focusses on maximising average rates per room, as well as identifying measures for efficiency in operational costs based on continuous investment in digitisation and systems, supporting ourselves on the economy of scale due to the extensive presence in the main countries.

There are a number of factors that are considered by the Group's Management to make the projections, which are:

- Estimate of external sources specialising in the hotel sector, along with investment banks with reference to the recovery of the hotel sector.
- Knowledge of the business/asset/local situation of the local Management of each Business Unit to which each CGU belongs.
- Historical results obtained by the CGUs.
- Investments in repositioning the CGUs..

These factors are reflected in the cash flows through the following working hypotheses used to obtain the projections:

- Income from accommodation is projected as the product of percentage occupation, and average rate per room ("ADR" Average Daily Rate: is the ratio of the total income from rooms in a specific period divided by the rooms sold in that specific period) and the total rooms available per year.
- The other revenues are projected based on the average of the relationship between the revenue from accommodation and those revenues.
- Personnel expenses are calculated on the basis of the average cost for personnel plus the relevant increase in each country referenced to the collective employment agreement for each year.
- Fixed expenses increase with the inflation forecast in each country according to the International Monetary Fund (IMF) estimate in its report published in October each year for the next 5 years, and variable expenses are projected on the basis of the evolution of income. With respect to energy expenses, a gradual correction downwards has been estimated for 2024-2026 until a return to normal levels prior to the geopolitical conflict in Eastern Europe.
- For its part, tax is calculated from the tax rates applicable in each country.

The discount rates were calculated by a third party using the Weighted Average Cost of Capital (WACC) methodology: Weighted Average Cost of Capital (WACC), as follows:

$$WACC=K_e \cdot E/(E+D) + K_d \cdot (1-T) \cdot D/(E+D)$$

Where::

Ke: Cost of Equity
Kd: Cost of Debt
E: Equity Amount
D: Debt Amount
T: Tax Rate

The Capital Asset Pricing Model (CAPM) is used to estimate the cost of equity (ke).

The main variables used by a third party to calculate the discount rate are as follows:

- Risk-free rate: The risk-free rate is standardised to show the average sustainable performance of the long-term bonds issued by governments and considered to be “safe” (usually those classified as AAA by the main ratings agencies).
 - For European countries, a rate of 3% has been considered as the long-term yield on German government bonds on the valuation date.
 - For non-European countries, the yield on long-term US government bonds of 4.7% at the valuation date has been considered. For these countries, the inflation differential with the US is also applied.
- Market risks premium: defined at 5.5% for rates in EUR and USD, based on a wide range of financial information, multiple methodologies and economic and financial market conditions at December 2023.
- Beta or systematic risk: Using a sample of listed companies whose businesses are comparable, the sector’s risk differential is estimated in relation to the average risk on the global market. To calculate the WACC of leased hotels, a sample of traditional hotel companies is considered as comparables. In addition to this group, for the calculation of the WACC of owned hotels, a sample of real estate investment trusts (REITs) is included as comparables to reflect the real estate contribution to the business. Bloomberg’s historic betas were taken as a reference (weekly data at 2 years). Given that these betas are leveraged, they have been de-leveraged taking into account the average historical debt/capital structure for each company over 2 years.
- The capital structure applied was estimated on the basis of the capital structure of the comparable companies, taking the proportion of debt with interest, preferential capital and ordinary capital of these companies that are listed on the stock exchange into consideration. The average capital structure applied is 56% for Own Funds and 44% for Debt for the group of owned hotel comparables, and 84% for Equity and 16% for Debt for the group of leased hotel comparables.
- In addition, the local rate for corporation tax on the valuation date in each country was considered.
- To calculate the Cost of Debt, a debt spread of 1.6% is applied for the comparable group of owned hotels and 1.4% for the comparable group of leased hotels, calculated as the average spread of the bond issues of the comparable group.

Below are the pre-tax discount rates of the major countries:

| | Discount rate before taxes: | | | | |
|------|-----------------------------|---------------|-----------------|-----------------|----------|
| | Germany | Netherlands | Italy | Spain | Colombia |
| 2023 | 9,35%-10,10% | 7,61%-8,36% | 10,91%-11,66% | 13,76%-14,51% | 15,39% |
| 2022 | 9,89% - 10,64% | 7,43% - 8,43% | 11,58% - 12,58% | 10,29% - 11,29% | 15,47% |

The evolution of the key assumptions in hotels with indications of impairment at 31 December in the major countries in euros was as follows:

| | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
|--|---------------|--------------|---------------|-------------|---------------|-------------|---------------|---------|--------|-------|
| | Germany | Netherlands | Italy | Spain | Colombia | | | | | |
| Post-tax WACC | 5,75% - 6,50% | 5,5% - 6,25% | 5,75% - 6,50% | 5,5% - 6,5% | 7,75% - 8,50% | 7,5% - 8,5% | 7,25% - 8,00% | 7% - 8% | 11,25% | 11,5% |
| Growth rate (g) | 1,99% | 1,95% | 2,00% | 2,00% | 2,00% | 2,00% | 1,70% | 1,70% | 2,96% | 2,96% |
| Average ADR (years of projection) | 115.9 | 127.6 | 134.2 | 91.1 | 180.3 | 166.2 | 132.2 | 115.3 | 91.8 | 63.7 |
| Average Occupancy Rate (years of projection) | 67.5% | 70.8% | 70.6% | 62.2% | 61.6% | 68.9% | 72.7% | 75.0% | 73.0% | 69.7% |

In Europe, the post-tax discount rates used by the Group for these purposes range from 4.75% (Switzerland) to 11.00% (Romania) (3.75% and 11.00% in 2022), and in Latin America from 9.0% (Chile) to 14.50% (Ecuador) (9.25% and 17% in 2022), without taking into account Argentina, whose post-tax discount rate has been calculated considering its hyperinflationary economic situation, varying between 217% in 2024 and 40.75% in 2028, and is standardised at 31.50% for the perpetuity calculation based on the inflation estimate. In this regard, the cash flows resulting from the impairment tests were also calculated after tax. In addition, the book value to which the value-in-use is compared does not include any deferred tax liabilities which could be associated with the assets.

Using a post-tax discount rate and post-tax cash flows is consistent with paragraph 51 of IAS 36, which states that “estimated future cash flows will reflect assumptions that are consistent with the manner of determining the discount rate”. In addition, the result of the post-tax flows updated at a post-tax discount rate would obtain uniform results with respect to

the impairment test if a pre-tax rate were used and, therefore, the impairment and reversion accounting records would be uniform.

10.2 Sensitivity analysis

Furthermore, the Group has carried out a sensitivity analysis for each of the CGUs, and for the groups of CGUs where goodwill is allocated.

For each scenario, each hypothesis has been considered individually, recording the impact on impairment for each of them. Scenario 1 is a negative one where the discount rate is raised 100 b.p. above the rate used in the test and a growth rate lower by 100 b.p., i.e. with minimum growth, and falls in occupancy of 100 b.p. and ADR of 1% which would lead to additional impairment to that registered in 2023.

In the case of Scenario 2, this is a positive one where the discount rate is 100 b.p. below the rate used in the test, a growth rate higher than 100 b.p., with increases in occupancy of 100 b.p. and ADR of 1% which would lead to lower impairment to that registered in 2023.

A sensitivity analysis of the results of the impairment analysis given variations in the following scenarios, including the impacts that the amendment of each scenario would have without affecting the rest, for the main goodwill, is set out below:

NH Hoteles Deutschland, GmbH and NH Hoteles Austria, GmbH

| | Average values | | | | |
|--------------------------|-----------------|-----------------------|--------------------|-----------------------|--------------------|
| | Impairment test | Assumption Scenario 1 | Results Scenario 1 | Assumption Scenario 2 | Results Scenario 2 |
| After-tax discount rate: | 5,75%-6,50% | 6,75%-7,50% | (1,405) | 4,75%-5,50% | 1.808 |
| Growth rate | 1,99%-2,01% | 0,99%-1,01% | (2,714) | 2,99%-3,01% | 4.144 |
| Occupancy rate | 73,7%-76,33% | 72,70%-75,33% | (2,140) | 74,7%-77,33% | 2.726 |
| ADR (euros) | 142,01-171,01 | 155.0 | (1,641) | 158.1 | 2.04 |

Grupo Royal

| | Average values | | | | |
|--------------------------|-----------------|-----------------------|--------------------|-----------------------|--------------------|
| | Impairment test | Assumption Scenario 1 | Results Scenario 1 | Assumption Scenario 2 | Results Scenario 2 |
| After-tax discount rate: | 9,75%-14,25% | 10,75%-15,25% | — | — | — |
| Growth rate | 1,51%-3,00% | 0,51%-2,00% | — | — | — |
| Occupancy rate | 70.0% | 69.0% | — | — | — |
| ADR (euros) | 85.51 | 84.7 | — | — | — |

Boscolo Group

| | Average values | | | | |
|--------------------------|-----------------|-----------------------|--------------------|-----------------------|--------------------|
| | Impairment test | Assumption Scenario 1 | Results Scenario 1 | Assumption Scenario 2 | Results Scenario 2 |
| After-tax discount rate: | 6,5%-8,5% | 7,5%-9,5% | — | — | — |
| Growth rate | 1,59%-3,06% | 0,59%-2,06% | — | — | — |
| Occupancy rate | 75.0% | 74.0% | — | — | — |
| ADR (euros) | 438.69 | 434.4 | — | — | — |

In addition, a sensitivity analysis of the results of the impairment analysis of the most significant CGUs that have associated property, plant and equipment, intangible assets and rights of use is set out below:

Sensitivity analysis of tangible and intangible assets and rights of use

| | Average values | | | | |
|--------------------------|-----------------|-----------------------|--------------------|-----------------------|--------------------|
| | Impairment test | Assumption Scenario 1 | Results Scenario 1 | Assumption Scenario 2 | Results Scenario 2 |
| After-tax discount rate: | 5,75%-217% | 6,75%-218% | (25.098) | 4,75%-216% | 20.057 |
| Growth rate | 1,59%-6,40% | 0,59%-5,40% | (25.369) | 2,59%-7,4% | 17.949 |
| Occupancy rate | 68.0% | 67.0% | (10.451) | 69.0% | 7.775 |
| ADR (euros) | 156,1 | 154.5 | (8.825) | 157.6 | 7.602 |

The high range of the discount rate corresponds to the discount rate of Argentina due to the hyperinflationary economic situation.

10.3 Impairment losses

If the recoverable amount of an asset is estimated to be lower than its carrying amount, the latter is reduced to the recoverable amount by recognising the corresponding reduction through the consolidated statement of profit and loss.

If an impairment loss is subsequently reversed, the carrying amount of the asset is increased to the limit of the original value at which such asset was recognised before the loss of value was recognised.

The Group recognised a net reversal of impairment of 810 thousand euros (6,815 thousand euros in 2022) as summarised below:

- Property, plant and equipment: an impairment reversal amounting to 17,488 thousand euros was recognised in 2023 for certain property, plant and equipment due to improved future cash flow expectations mainly in Southern Europe, as well as an allocation of 6,802 thousand euros, both recorded under "Net gain/(loss) on impairment of assets" in the consolidated statement of profit and loss (allocation of 17,457 thousand euros and reversal of 21,884 thousand euros in 2022).
- Right-of-use assets: an impairment allocation was recorded for Rights of use of 1,995 thousand euros and a reversal of 268 thousand euros (Right-of-use impairment reversal of 1,413 thousand euros and an allocation of 164 thousand euros in 2022) (Note 7).
- Goodwill: the Group recognised an impairment loss of 8,264 thousand euros on goodwill for NH Hoteles Deutschland, GmbH and NH Hoteles Austria, GmbH (2,967 thousand euros in 2022). This impairment arises from their worsening expectations of future cash flows mainly due to the opening of competitor hotels and the worsening of the outlook.
- Other intangible assets: a reversal of impairment losses of 491 thousand euros and an allocation of 377 thousand euros (reversals of 4,106 thousand euros in 2022) were recognised under "Net Gains/(Losses) on asset impairment" of the consolidated statement of profit and loss for 2023.

The balance of impairment to property, plant and equipment at 31 December is as follows:

| | Thousands of euros | |
|-------------------------|--------------------|---------------|
| | 2023 | 2022 |
| Spain | 2,363 | 3,460 |
| Italy | 25,866 | 36,380 |
| Germany | 12,791 | 9,529 |
| Benelux | 8,829 | 10,674 |
| Latin America | 12,187 | 20,548 |
| Others | — | — |
| Total impairment | 62,036 | 80,591 |

The recoverable amount of the CGUs subject to impairment or reversal (not the entire portfolio of the Group) is as follows:

| | Thousands of euros |
|------------------------------|--------------------|
| | 2023 |
| TOP 10 | |
| CGU 35 | 82.2 |
| CGU 29 | 24.1 |
| CGU 32 | 20.2 |
| CGU 39 | 19.8 |
| CGU 37 | 17.3 |
| CGU 38 | 15.1 |
| CGU 45 | 13.5 |
| CGU 46 | 11.4 |
| CGU 47 | 10.3 |
| CGU 48 | 8.0 |
| Subtotal | 221.9 |
| Other CGUs by country | |
| Spain | 16.6 |
| Italy | 11.6 |
| Benelux | 0.6 |
| Germany | 4.9 |
| LatAm | 31.7 |
| Other Countries | 10.8 |
| Subtotal | 76.2 |
| Total | 298.1 |

II.- INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

Investments in associated companies at the close of the year are shown below:

| Company | Activity centre | Share percentage | Relationship nature | Thousands of euros | |
|---|-------------------------|------------------|---------------------|--------------------|---------------|
| | | | | 2023 | 2022 |
| Mil Novecientos Doce, S.A. de C.V. | CDMX, México | 25 % | Associate | 2,831 | 2,068 |
| Consortio Grupo Hotelero T2, S.A. de C.V. | CDMX, México | 10 % | Associate | 2,307 | 1,931 |
| Inmobiliaria 3 Poniente, S.A. de C.V. | Puebla, México | 17 % | Associate | 258 | 139 |
| Hotelera del Mar, S.A. | Mar de Plata, Argentina | 20 % | Associate | 276 | 482 |
| Borokay Beach, S.L. | Madrid, España | 50 % | Associate | 928 | 929 |
| Sotocaribe, S.L. | Madrid, España | 36 % | Associate | 37,119 | 36,386 |
| Total | | | | 43,719 | 41,935 |

The impact recorded on the consolidated statement of profit and loss for the financial year due to consolidation of these holdings was a profit of 815 thousand euros (449 thousand euros loss in 2022), recorded under the heading "Share of profit/(loss) from entities accounted for using the equity method". These shareholdings also increased in 2023 by 969 thousand euros due to the effect of the exchange differences and accruals (1,462 thousand euros in 2022).

On 1 July 2022, the sale of the minority shareholding in Kensington Hotel Value Added I, Ltd was completed, for the price of 12 million euros. The net result of the transaction was a consolidated profit of 11 thousand euros (Note 2.9.5). This investment was fully impaired at the end of the 2021 financial year.

The Group's policy on holdings in associated companies consists of ceasing to book losses in these companies if the associated company's consolidated losses attributable to the Group are equivalent to or exceed the cost of its holding in them, provided there are no additional contingencies or guarantees connected with existing losses.

The financial statement of these key companies accounted for using the equity method at year-end is as follows:

| Company | Thousands of euros | | | | Equity | Net Profit (Loss) |
|---|--------------------|--------------------|---------------------|-------------------------|---------|-------------------|
| | Current Assets | Non-Current Assets | Current Liabilities | Non-Current Liabilities | | |
| Mil Novecientos Doce, S.A. de C.V. | 667 | 8,065 | 2,053 | 6 | 6,673 | 2,076 |
| Consorcio Grupo Hotelero T2, S.A. de C.V. | 5,207 | 19,259 | 3,986 | 7,527 | 12,953 | 1,531 |
| Inmobiliaria 3 Poniente, S.A. de C.V. | 866 | 14,208 | 797 | 5,443 | 8,834 | 591 |
| Hotelera del Mar, S.A. | 694 | 3,462 | 480 | 750 | 2,926 | — |
| Borokay Beach, S.L. | 959 | 1,104 | 92 | 115 | 1,856 | — |
| Sotocaribe, S.L. | 10,220 | 245,838 | 1,147 | 48,606 | 206,305 | 120 |

12.- OTHER NON-CURRENT FINANCIAL ASSETS

The composition of this heading on the financial statement was as follows:

| | Thousands of euros | |
|---|--------------------|---------------|
| | 2023 | 2022 |
| Financial assets at fair value with change in profit/loss (Note 12.1) | 1,340 | 1,340 |
| Other financial assets at amortised cost (Note 12.2) | 32,996 | 35,442 |
| | 34,336 | 36,782 |

12.1 Financial assets at fair value with change in profit/loss

The composition of this heading on the financial statement was as follows:

| | Thousands of euros | |
|--------------------|--------------------|--------------|
| | 2023 | 2022 |
| NH Panamá, S.A. | 3,767 | 3,767 |
| Otras inversiones | 758 | 758 |
| Deterioro de valor | (3,185) | (3,185) |
| Total | 1,340 | 1,340 |

In regard to the fair value of financial assets, it does not differ significantly from its cost.

12.2 Other financial assets at amortised cost

The breakdown of this heading is as follows:

| | Thousands of euros | |
|--|--------------------|---------------|
| | 2023 | 2022 |
| Subordinated loans to companies owning hotels operated by the Group through leases | 9,572 | 10,627 |
| Long-term deposits and sureties | 21,880 | 23,016 |
| Others | 1,544 | 1,799 |
| Total | 32,996 | 35,442 |

The “Subordinated loans to companies owning hotels operated by the Group through leases” item includes a series of loans granted by the Group to companies which own hotels in countries such as Germany, Austria, the Netherlands, Italy and Spain, and which are operated by the Group under a leasing agreement.

The main features of these agreements are as follows:

- Hotel rentals are not subject to evolution of the inflation rate or to that of any other index.
- The aforementioned subordinated loans accrue interest at a fixed rate of 3% per annum.
- Lease agreements establish a purchase right on properties subject to agreements that, as a general rule, may be executed in the fifth, tenth and fifteenth year from the entry into force of the agreement.
- The model used for these lease agreements has been analysed and independent experts consider them to be operating leases. These hotels are covered by the scope of IFRS 16 and, therefore, from the transition date involve recording a right of use asset and a leasing liability.

The decrease in “Long-term deposits and sureties” is explained by the return of sureties during the year.

13.- TRADE DEBTORS AND OTHER RECEIVABLES

This item reflects different accounts receivable from the Group’s operations. Its detail is as follows:

| | Thousands of euros | |
|--|--------------------|----------------|
| | 2023 | 2022 |
| Trade receivables for services provided | 132,030 | 108,730 |
| Less: impairment on accounts receivable | (4,621) | (4,398) |
| Trade receivables | 127,409 | 104,332 |
| Other non-trade debtors | 26,767 | 22,640 |
| Public administration receivables (Note 17) | 32,226 | 33,343 |
| Accounts receivable from related entities (Note 24) | 3,234 | 5,719 |
| Total | 189,636 | 166,034 |

As a general rule, these receivables do not accrue interest and are due at less than 90 days with no restrictions on how they may be availed.

The movement for impairment on accounts receivable during the year was as follows:

| | Thousands of euros | |
|-------------------------------|--------------------|--------------|
| | 2023 | 2022 |
| Balance at 1 January | 4,398 | 7,319 |
| Conversion differences | 6 | 6 |
| Additions | 4,112 | 1,182 |
| Applications | (3,895) | (4,109) |
| Balance at 31 December | 4,621 | 4,398 |

The analysis of the ageing of financial assets in arrears but not considered impaired in the financial year is as follows:

| | Thousands of euros | |
|--------------------|--------------------|---------------|
| | 2023 | 2022 |
| Less than 30 days | 20,054 | 12,733 |
| From 31 to 60 days | 4,259 | 10,101 |
| More than 60 days | 15,495 | 11,261 |
| Total | 39,808 | 34,095 |

In this regard, the impairments recorded take into account all the expected losses on the balances of trade receivables on the financial statement. The remaining accounts included under the accounts receivable heading do not have assets that have undergone impairment.

14.- CASH AND CASH EQUIVALENTS

The breakdown of this heading is as follows:

| | Thousands of euros | |
|---|--------------------|----------------|
| | 2023 | 2022 |
| Cash and banks | 106,581 | 183,111 |
| Current deposits maturing in under three months | 109,410 | 118,652 |
| Total | 215,991 | 301,763 |

These assets are recognised at their fair value.

The Group's liquidity position at 31 December 2023 is based on the following points:

- The group had cash and cash equivalents amounting to 215,991 thousand euros (broken down above).
- Available in undrawn credit facilities to the amount of 303,987 thousand euros (Note 16).

There are no restrictions on how cash may be used. There is 358 thousand euros reserved in accordance with a firm commitment with the co-owners of Hoteles Royal (3,432 thousand euros in 2022) for future investments in the hotels.

As a result of the enactment of Royal Decree 1558/2012 of 15 November, of Article 42 bis of Royal Decree 1065/2007 of 27 July, approving the General Regulations on tax management, inspection and procedures, and implementing the common rules of the procedures for applying taxes, which establishes certain reporting obligations with regard to overseas assets and rights, among others, it is disclosed that some members of the NH Hotel Group S.A. Board of Directors have the right, as representatives or authorised officials, to dispose of bank accounts located abroad, which are in the name of Group companies. The reason certain Board members have the right to dispose of overseas bank accounts is that they are directors or board members of said subsidiaries.

NH Hotel Group S.A. holds other accounting documents, namely the consolidated financial statements, from which sufficient data can be extracted in relation to the aforementioned accounts.

15.- EQUITY

15.1 Subscribed share capital and issue premium

Subscribed capital

NH Hotel Group, S.A. share capital at the end of 2023 comprised 435,745,670 fully subscribed and paid up bearer shares with a par value of 2 euros each. All these shares carry identical voting and economic rights and are traded on the Continuous Market of the Spanish Stock Exchanges.

According to the most recent notifications received by the Parent Company and the communications submitted to the Spanish National Securities Market Commission (CNMV) prior to the end of each reporting period, the main shareholdings at 31 December were as follows:

| | 2023 | 2022 |
|---|---------|---------|
| Minor International Public Company Limited ("MINT") | 95.87 % | 94.13 % |

The aforementioned (indirect) shareholding of MINT in NH Hotel Group, S.A. is the result of the IPO made by MHG Continental Holding (Singapore) Pte Ltd. on 11 June 2018 for 100% of the shares that were part of the share capital of NH Hotel Group, S.A., the result of which was that MINT acquired, through its wholly owned subsidiary MHG Continental Holding (Singapore) Pte. Ltd., shares representing 94.13% of the share capital of NH Hotel Group, S.A.

In addition, on 8 May 2023, MINT announced its decision to begin a purchase process in the market for shares in NH Hotel Group over a period of 30 days. As a result, between 10 May and 8 June 2023, MINT purchased 7,544,225 shares and increased its position in NH Hotel Group to 417,728,222 representative shares or 95.87% of the share capital of NH Hotel Group.

Share premium

The Capital Companies Act expressly permits the use of the share premium to increase share capital and does not establish any specific restrictions as to its use.

15.2 Dividends

The Parent Company did not distribute dividends in 2023 or 2022.

15.3 Other Reserves

This solely relates to the legal reserve accrued in accordance with article 274 of the Recast Text of the Companies Act, which provides that, in all cases, a figure equal to 10% of the profit for the financial year must be allocated to it until it reaches at least 20% of the share capital.

It may not be distributed and, if it is used to offset losses, in the event that there are no other reserves that are sufficient for that purpose, it must be replenished with future profits.

At 31 December 2023 and 2022 the Parent Company had not accrued the minimum limit in this reserve as mandated by the Consolidated Text of the Capital Companies Act.

15.4 Treasury shares

At 31 December 2023, the Group had 87,989 treasury shares, compared to 92,915 treasury shares at 31 December 2022. The reduction in treasury shares over the period can be explained by the following movement:

- On 10 April 2019, the Group signed a liquidity contract to manage its treasury shares with Banco Santander, which entered into force on 11 April 2019. The total number of shares allocated to the securities account associated with the new Liquidity Contract at 31 December 2023 is 87,989 shares, and the current amount allocated to the cash account is 346,009 euros. At 31 December 2022, the number of shares allocated to the liquidity contract was 92,915 shares. The effect recorded in reserves for operations carried out in 2023 was minus 83 thousand euros.

15.5 Accumulated Gains

This heading includes the parent company's profit/(loss) for previous years and the retained earnings for the remaining companies included within the scope of consolidation by the various consolidation methods, from when they were incorporated.

The movement under this heading in 2023 mainly corresponded to an increase of 98 million euros due to the distribution of profits in the previous year (loss of 150 million euros in 2022).

15.6 Currency translation difference

Exchange differences include the following equity effects: the equity effect caused when converting their respective financial statements to euros, using the exchange rate conversion at the end of the financial year (13,448 thousand euros), and the re-statement of the financial statements of Group Companies operating in hyperinflationary economies due to inflation (28,122 thousand euros).

15.7 Non controlling interests

The movements under this heading during the financial year are summarised below:

| | Thousands of euros | |
|---|--------------------|---------------|
| | 2023 | 2022 |
| Opening balance | 53,157 | 48,998 |
| Profit (Loss) for the year | 1,673 | 4,475 |
| Dividends paid to non-controlling interests | (1,978) | — |
| Other movements | (62) | (316) |
| Closing balance | 52,790 | 53,157 |

The line "Dividends paid to non-controlling interests" recorded in financial year 2023 dividends paid mainly by NH Las Palmas, S.A. and NH Marín, S.A. amounting to 885 thousand euros and 620 thousand euros, respectively.

16.- DEBT IN RESPECT OF BOND ISSUES AND BANK BORROWINGS

The balances of the “Bonds and other negotiable securities” and “Bank borrowings” items for the financial year were as follows:

| | Thousands of euros | | | |
|---|--------------------|---------------|----------------|---------------|
| | 2023 | | 2022 | |
| | Non Current | Current | Non Current | Current |
| Guaranteed senior notes | 400,000 | — | 400,000 | — |
| Borrowing costs | — | 7,911 | — | 7,911 |
| Arrangement expenses | (2,233) | (1,404) | (3,637) | (1,344) |
| Debt instruments and other marketable securities | 397,767 | 6,507 | 396,363 | 6,567 |
| Unsecured loans | 11,261 | 9,185 | 71,690 | 58,021 |
| Subordinated loans | 40,000 | — | 40,000 | — |
| Mortgage loans | 13,610 | 6,178 | 20,341 | 2,300 |
| Credit lines | — | 13 | 6,000 | 11,000 |
| Arrangement expenses | (1,553) | (954) | (2,744) | (1,011) |
| Effect of renegotiation of debt NIIF 9 | 16 | 37 | 547 | 258 |
| Borrowing costs | — | 912 | — | 1,345 |
| Bank borrowings | 63,334 | 15,371 | 135,834 | 71,913 |
| Total | 461,101 | 21,878 | 532,197 | 78,480 |

The effect of debt movement on the Group's cash flows as reflected in the cash flow statement is affected by non-cash movements generated by exchange rate differences as the group has debts in currencies other than the euro.

Secured senior bonds maturing in 2026

On 14 June 2021 the Parent Company offered guaranteed senior bonds, which mature in 2026, at the nominal value of 400,000 thousand euros. The nominal annual interest rate for the issue is 4% and the cost of arranging the issue of the bond was 6,896 thousand euros.

The outstanding nominal amount at 31 December 2023 was 400,000 thousand euros.

Secured syndicated credit line

On 22 September 2016, the Parent Company and NH Finance, S.A. entered into a revolving business credit with credit institutions amounting to 250,000 thousand euros (“syndicated credit line”) with a maturity of three years, extendible to five years at the time of the refinancing of the guaranteed senior notes maturing in 2019. As a consequence of the refinancing of the guaranteed senior notes maturing in 2019, which took place in 2017, the maturity date of said financing was extended to 29 September 2021.

On 16 October 2020, the Parent Company and NH Finance, S.A. agreed the extension of the maturity of the finance to 29 March 2023, with a limit of 236,000 thousand euros.

On 29 June 2021, the Parent Company and NH Finance, S.A. agreed an additional extension of the maturity of the finance to 31 March 2026, with a limit of 242,000 thousand euros. On 1 December 2022, the company NH Finance S.A. was liquidated with the Parent Company being the sole borrower.

At 31 December 2023, the total amount of 242,000 thousand euros of this financing was available.

Unsecured loans

■ Syndicated ICO backed loan maturing in 2026

On 29 April 2020, the Group entered into a loan for 250,000 thousand euros over 3 years, with no repayments until maturity.

The contract, within the legal framework established by the Spanish government to mitigate the economic impact of COVID-19, received a guarantee provided by the Spanish state.

On 29 April 2021, on the basis of Royal Decree Law 34/2020 approved in November 2020, the Parent Company agreed the extension of this financing with the loan institutions until 2026, with no partial repayments until maturity.

In August 2022, the Parent Company requested voluntary early repayment of the loan for a total of 100,000 thousand euros. Furthermore, In December 2022, the Parent Company requested another voluntary early repayment of the loan for a total of 100,000 thousand euros. Last, in January 2023 the Parent Company requested the repayment of the remaining 50,000 thousand euros, and this loan was repaid in full at that date. All the repayments were made using cash available to the Company.

■ Other non-guaranteed loans

- In May 2020, the Parent Company signed a bilateral loan for 10,000 thousand euros over 2 years, within the legal framework provided by the Spanish state to mitigate the economic impact of COVID-19 and thus receiving the ICO guarantee. In May 2021, on the basis of Royal Decree Law 34/2020, the Parent Company agreed the extension of the maturity of this loan for a further 3 years, with a new maturity date of May 2025. At 31 December 2023, the outstanding nominal amount of this financing was 5,000 thousand euros.
- In July 2020, the Parent Company signed a bilateral loan for 7,500 thousand euros over 3 years, within the legal framework provided by the Spanish state to mitigate the economic impact of COVID-19 and thus receiving the ICO guarantee. In April 2021, on the basis of Royal Decree Law 34/2020, the Parent Company agreed the extension of the maturity of this loan for a further 3 years, with a new maturity date of July 2026. At 31 December 2023, the outstanding nominal amount of this financing was 4,904 thousand euros.
- In October 2020 the Italian subsidiary NH Italia Spa signed a bilateral loan for 15,000 thousand euros over 6 years, within the legal framework provided by the Italian state to mitigate the economic impact of Covid-19 and, in this way, receiving the State guarantee (SACE). At 31 December 2023, the outstanding nominal amount of this financing was 10,313 thousand euros.
- Furthermore, various bilateral loans were signed between June and September 2020 in different regions (Portugal and Chile) to mitigate the economic impact of the pandemic. At 31 December 2023, the total amount drawn down from these loans was paid in full.

Other subsidiaries of the Parent Company had other unsecured bilateral loans, including a loan of the American subsidiary for 50,000 thousand dollars signed in 2018 and maturing in July 2023. These funds were used to finance the New York hotel's CapEx. This loan was repaid in full at maturity with the company's available cash. The remaining unsecured bilateral loans are distributed among the companies in Colombia and, at 31 December 2023, the amount drawn down was 229 thousand euros.

Subordinated loan

One loan amounting to 40,000 thousand euros, fully drawn at 31 December 2023 and with a single maturity and repayment date at the end of its term, in 2037, is included in this item. The interest rate on this loan is the 3-month Euribor plus a spread.

Mortgage loans

The detail of the mortgage loans and credits is as follows:

| Mortgaged asset | | Thousands of euros | | | |
|--------------------|-------------------------|--------------------|-------------------|---------------|---------------------------------------|
| | | 2023 | | | Net book value of the mortgaged asset |
| | | Fixed rate | Variable interest | Total | |
| Spain | Wilan Ander | 2,880 | — | 2,880 | 3,749 |
| | Wilan Huel | 2,063 | — | 2,063 | 3,721 |
| | NH Palacio de la Merced | — | 1,422 | 1,422 | 14,671 |
| Total Spain | | 4,943 | 1,422 | 6,365 | 22,141 |
| Chile | NH Plaza de Santiago | 12,332 | 1,091 | 13,423 | 13,677 |
| Total Other | | 12,332 | 1,091 | 13,423 | 13,677 |
| Total | | 17,275 | 2,513 | 19,788 | 35,818 |

| Mortgaged asset | | Thousands of euros | | | |
|--------------------|-------------------------|--------------------|-------------------|---------------|---------------------------------------|
| | | 2022 | | | Net book value of the mortgaged asset |
| | | Fixed rate | Variable interest | Total | |
| Spain | Wilan Ander | 3,362 | — | 3,362 | 4,218 |
| | Wilan Huel | 2,408 | — | 2,408 | 4,122 |
| | NH Palacio de la Merced | — | 2,018 | 2,018 | 15,031 |
| Total Spain | | 5,770 | 2,018 | 7,788 | 23,371 |
| Chile | NH Plaza de Santiago | 14,853 | — | 14,853 | 14,888 |
| Total Other | | 14,853 | — | 14,853 | 14,888 |
| Total | | 20,623 | 2,018 | 22,641 | 38,259 |

Bilateral credit lines

At 31 December 2023, the balances under this item include the amount drawn down from credit facilities. The joint limit of these loan agreements and credit facilities at 31 December 2023 amounted to 62,000 thousand euros, of which 13 thousand euros had been drawn down at that date (17,000 thousand euros at 31 December 2022).

Obligations required in the senior notes contracts maturing in 2026, and the syndicated credit line maturing in 2026

The senior notes maturing in 2026, the syndicated and the syndicated credit line maturing in 2026 require the fulfilment of a series of obligations and limitations of essentially homogeneous content as regards the assumption of additional borrowing or provision of guarantees in favour of third parties, the granting of real guarantees on assets, the sale of assets, investments that are permitted, restricted payments (including the distribution of dividends to shareholders), transactions between related parties, corporate transactions and disclosure obligations. These obligations are detailed in the issue prospectus for the aforementioned notes, as well as in the credit agreement of the syndicated credit line.

Additionally, the syndicated credit line maturing in 2026 requires compliance with financial ratios (financial covenants); in particular, (i) an interest coverage ratio of > 2.00x, (ii) a net indebtedness ratio of < 5.50x.

Furthermore, the senior notes maturing in 2026 and the syndicated credit line require fulfilment of a Loan to Value (“LTV”) ratio that depends on NH’s net debt level at any time as shown below:

- Net debt-to-income ratio > 4.00x: LTV ratio = 70%
- Net debt-to-income ratios ≤ 4.00x: LTV ratio = 85%
- Net debt-to-income ratio ≤ 3.50x: LTV ratio = 100%

At 31 December 2023, and based on the reported figures for that year, the ratios described above (financial covenants and LTV) are met.

Package of guaranteed senior bonds maturing in 2026 and syndicated credit line maturing in 2026

The guaranteed senior notes maturing in 2026 and syndicated credit line maturing in 2026 share the following guarantees: (i) pledge of shares: 100% of the share capital of (A) Diegem, (B) Immo Hotel Brugge NV, (C) Immo Hotel Diegem NV, (D) Immo Hotel Mechelen NV, (E) Immo Hotel Stephanie NV, (F) Onroerend Goed Beheer Maatschappij Van Alphenstraat Zandvoort, B.V. and (G) NH Italia, S.p.A.; (ii) first-tier mortgage guarantee on the following hotels located in the Netherlands: NH Conference Centre Koningshof owned by Koningshof, B.V.; NH Conference Centre Leeuwenhorst owned by Leeuwenhorst Congres Center, B.V.; NH Zoetermeer owned by Onroerend Goed Beheer Maatschappij Danny Kayelaan Zoetermeer, B.V.; NH Conference Centre SparreNHorst owned by SparreNHorst, B.V.; and NH Capelle owed by Onroerend Goed Beheer Maatschappij Capelle aan den IJssel, B.V.; and the joint guarantee on first demand of the main operating companies in the group wholly owned by the Parent Company.

The net book value of the assets granted as mortgage security against the syndicated credit line (242,000 thousand euros fully available at 31 December 2023) and secured senior bonds amounting to 400,000 thousand euros, maturing in 2026, can be broken down as follows:

| | Thousands of euros |
|---|--------------------|
| | Net Book value |
| NH Conference Centre Leeuwenhorst | 52,280 |
| NH Conference Centre Koningshof | 35,308 |
| NH Conference Centre Sparrenhorst | 7,998 |
| NH Zoetermeer | 6,940 |
| NH Capelle | 6,138 |
| Total | 108,664 |
| Valor neto contable de los activos otorgados como garantía hipotecaria | 108,664 |
| Importe dispuesto de la deuda garantizada | 400,000 |
| A interés fijo | 400,000 |
| A interés variable | — |

Limitation on the distribution of Dividends

The obligations of the guaranteed "senior" bonds maturing in 2026 and the revolving syndicated credit line maturing in 2026 described above contain clauses limiting the distribution of dividends.

In the case of the senior bonds maturing in 2026, in general, distribution of dividends is allowed as long as (a) there is no current non-compliance and one is not produced as a result of the distribution; (b) the interest coverage ratio pro forma taking into account the planned distribution would be $> 2.0x$; and (c) the total restricted payments (including, amongst others, certain restricted investments, early repayments of subordinated debt, share buy-backs, payments in cash for subordinated debt to controlling shareholders, or persons associated with them, and other forms of remuneration to shareholders in their position as such) made from the offer date (14 June 2021) must be lower than the total of, amongst other entries, (i) 50% of NH Group's consolidated net income from the first day of the full quarter immediately prior to the offer date up to the date of the full quarter nearest to the distribution date for which the quarterly accounts are available, although when calculating the net income, 100% of the consolidated net losses for that period must be deducted, with the exception of losses prior to 31 March 2022 (this is what is known as the "CNI builder basket"), and (ii) 100% of the net contributions to NH Group's capital since the offer date.

Additionally, as an alternative and without having to be in compliance with the previous condition, NH Group may distribute dividends and make other restricted payments without any limit on the amount as long as the leverage ratio (gross debt/EBITDA) pro forma taking into account the intended restricted payment should not be higher than 4.5x.

Finally, and also alternatively and without having to be concurrent with the previous ones, the notes maturing in 2026 establish a franchise to be able to make restricted payments (including dividends) without needing to comply with any specific requirement, for a total aggregate amount of 25,000 thousand euros from the issue date.

In the case of the syndicated credit line, the distribution of dividends or other forms of remuneration to shareholders was not allowed while the waiver on complying with financial ratios (financial covenants) was in force, which was until December 2022. After that date, according to the syndicated credit line, the distribution of a percentage of the NH Group's consolidated net profit from the previous year is allowed, provided that there has been no breach of the relevant financing agreement and the net financial debt (through the dividend payment or other type of distribution)/EBITDA ratio is less than 4.0x. The amount that may be distributed depends on the net financial debt/EBITDA ratio (pro forma taking into account the dividend payment or other type of distribution) in accordance with the following breakdown:

- Net Financial Debt/EBITDA $\leq 4.0x$: Percentage of consolidated net profit: 75%

- Net Financial Debt/EBITDA ≤ 3.5x: Percentage of consolidated net profit: 100%
- Net Financial Debt/EBITDA ≤ 3.0x: Percentage of consolidated net profit: unlimited

All these metrics are calculated using consolidated data.

At 31 December 2023, the ratios for the distribution of dividends that year were met.

Contractual maturity schedule

The details by maturity are as follows:

| As of 31/12/2023 Thousands of euros | Limit / granted | Available | Disposed | Maturity schedule | | | | | |
|---|--------------------|----------------|----------------|-------------------|---------------|----------------|----------------|------------|---------------|
| | | | | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Remainder |
| Mortgage loans | 19,788 | — | 19,788 | 6,178 | 1,311 | 833 | 837 | 837 | 9,792 |
| Fixed rate | 17,275 | — | 17,275 | 5,512 | 614 | 614 | 769 | 769 | 8,997 |
| Variable interest | 2,513 | — | 2,513 | 666 | 697 | 219 | 68 | 68 | 795 |
| Subordinated loans | 40,000 | — | 40,000 | — | — | — | — | — | 40,000 |
| Variable interest | 40,000 | — | 40,000 | — | — | — | — | — | 40,000 |
| Guaranteed senior notes mat. in 2026 | 400,000 | — | 400,000 | — | — | 400,000 | — | — | — |
| Fixed rate | 400,000 | — | 400,000 | — | — | 400,000 | — | — | — |
| Unsecured loans | 20,446 | — | 20,446 | 9,185 | 7,322 | 3,939 | — | — | — |
| Fixed rate | 4,904 | — | 4,904 | 1,872 | 1,905 | 1,127 | — | — | — |
| Variable interest | 15,542 | — | 15,542 | 7,313 | 5,417 | 2,812 | — | — | — |
| Secured syndicated credit line | 242,000 | 242,000 | — | — | — | — | — | — | — |
| Variable interest | 242,000 | 242,000 | — | — | — | — | — | — | — |
| Credit lines | 62,000 | 61,987 | 13 | 13 | — | — | — | — | — |
| Variable interest | 62,000 | 41,987 | 13 | 13 | — | — | — | — | — |
| Borrowing at 31/12/2023 | 784,234 | 303,987 | 480,247 | 15,376 | 8,633 | 404,772 | 837 | 837 | 49,792 |
| Arrangement expenses | (6,144) | — | (6,144) | (2,358) | (2,451) | (1,037) | (30) | (30) | (238) |
| NIIF 9 | 53 | — | 53 | 37 | 14 | 2 | — | — | — |
| Borrowing costs | 8,823 | — | 8,823 | 8,823 | — | — | — | — | — |
| Adjusted total debt at 31/12/2023 | 786,966 | 303,987 | 482,979 | 21,878 | 6,196 | 403,737 | 807 | 807 | 49,554 |
| Adjusted total debt at 31/12/2022 | 877,677 | 267,000 | 610,677 | 78,479 | 18,473 | 7,865 | 454,029 | 855 | 50,976 |

At 31 December 2023, the average cost of the gross drawdown amount of the Group was 4.2% (4.2% in 2022).

The detail for maturities of the debt for operating leases without discounting is as follows (in thousands of euros):

| | Total liabilities | Maturity schedule | | | | | |
|---------------------------------|----------------------|-------------------|---------|---------|---------|---------|-----------|
| | | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Remainder |
| Gross lease payments 31/12/2023 | 2,805,723 | 265,110 | 253,422 | 239,048 | 213,489 | 195,681 | 1,638,973 |
| Gross lease payments 31/12/2022 | 2,698,525 | 258,657 | 244,428 | 226,713 | 210,891 | 182,315 | 1,575,521 |

Net Debt

The detail of net debt at 31 December 2023 was as follows:

| Net Debt | Thousands of euros | |
|--------------------------------------|--------------------|--------------------|
| | 2023 | 2022 |
| Cash and cash equivalents | 215,991 | 301,763 |
| Financial debt (Long and short term) | (482,979) | (610,677) |
| Lease liabilities (Note 8) | (1,958,861) | (1,895,592) |
| Net Debt | (2,225,849) | (2,204,506) |
| Cash and liquid investments | 215,991 | 301,763 |
| Gross debt - fixed interest rates | (2,385,348) | (2,325,085) |
| Gross debt - variable interest rates | (56,491) | (181,184) |

17.- TAX NOTE

Tax consolidation scheme

The Group operates in many countries and is therefore subject to the regulations of different tax jurisdictions regarding taxation and corporate income tax.

NH Hotel Group, S.A. and the companies with tax domicile in Spain in which it held a direct or indirect stake of at least 75% during the 2023 tax period are subject to the tax consolidation scheme governed by Title VII, Chapter VI of Law 27/2014 on Corporate Income Tax.

The companies belonging to the tax group have signed an agreement to share the tax burden. Hence, the Parent Company settles any credits and debts which arise with subsidiary companies due to the negative and positive tax bases these contribute to the tax group.

The companies that make up the tax consolidation group are the following:

| | |
|---|--------------------------------------|
| NH Hotel Group, S.A. | NH Europa, S.L. |
| Latinoamericana de Gestión Hotelera, S.L. | NH Atardecer Caribeño, SA. |
| NH Central Reservation Office, S.A. | Gestora Hotelera del Siglo XXI, S.A. |
| NH Hoteles España, S.A. | Nuevos Espacios Hoteleros, S.A. |
| NH Hotel Ciutat De Reus, S.A. | Coperama Holding, S.L. |
| Gran Círculo de Madrid, S.A. | Coperama Spain, S.L. |
| Iberinterbrokers, S.L. | NH Las Palmas, S.A. |
| Wilan Ander, S.L. | NH Lagasca, S.A. |
| Palacio de la Merced, S.A. | Wilan Huel S.L. |
| NH Cash Link, S.L.U. | |

Corporation tax is calculated on the financial or accounting profit or loss resulting from the application of generally accepted accounting standards in each country, and does not necessarily coincide with the tax result, this being construed as the tax base.

In 2023, Spanish companies pay taxes at the general tax rate of 25% irrespective of whether they apply the consolidated or separate taxation schemes. The foreign companies are subject to the prevailing tax rate in the countries where they are domiciled. In addition, taxes are recognised in some countries at the estimated minimum profit on a complementary basis to Corporation Tax.

The prevailing corporation tax rates applicable to Group companies in the different jurisdictions where the Group has significant operations are as follows:

| Country | Nominal Rate | Country | Nominal Rate |
|----------------|--------------|----------------|--------------|
| Alemania | 30% | Italia | 24% |
| Argentina | 25%-35% | Luxemburgo | 24.9% |
| Austria | 24% | México | 30% |
| Bélgica | 25% | Holanda | 25.8% |
| Brasil | 34% | Polonia | 19% |
| Chile | 27% | Portugal | 21% |
| Colombia | 35% | Rumanía | 16% |
| Rep Checa | 19% | Sudáfrica | 28% |
| Rep Dominicana | 27% | España | 25% |
| Ecuador | 25% | Suiza | 8.5% |
| Francia | 25% | Reino Unido | 19% |
| Hungría | 9% | Uruguay | 25% |
| Irlanda | 12.5% | Estados Unidos | 21% |

Financial years subject to tax inspection

In accordance with Spanish tax legislation, the years open for review for the Consolidated Tax Group in Spain are:

| Tax | Pending periods |
|----------------------------|-----------------|
| Corporation | 2017 a 2022 |
| VAT | 2020 a 2023 |
| IRPF (personal income tax) | 2020 a 2023 |
| Non-resident Income Tax | 2020 a 2023 |

Financial year 2017, which is open to inspection since the Group requested the rectification of the Spanish tax consolidation group's corporation tax returns for 2017, 2018, 2021 and 2022, given that it considers the measures introduced by Royal Decree-Law 3/2016 of 2 December to be unconstitutional. The recent ruling of the Constitutional Court of 18 January 2024 (unconstitutionality issue 2577/2023) declared certain corporation tax measures introduced by this Royal Decree-Law as unconstitutional. Based on the information available at the date of preparing the accounts, the Group estimates that it will obtain a refund of the overpaid amount of between 8 and 12 million euros, but classifies this asset as contingent as it does not consider it virtually certain that it will be obtained.

In Germany, an inspection procedure has been opened which is reviewing the amount of negative tax bases still to be offset by the companies.

In 2023, the audit procedures opened in Germany and Switzerland for financial years 2015 and 2018, and 2016 to 2020, respectively, were completed. The inspections have not led to any material adjustments for the companies.

In Spain, a partial inspection procedure was carried out in 2023 in relation to non-resident income tax withholdings for 2019. Last October, the Act of Conformity was signed, with no changes to the period under verification. Likewise, in 2023, an inspection procedure was initiated and completed in Portugal in relation to 2020, resulting in no material regularisations being determined for the company.

A tax audit procedure began in France in 2023 for all taxes covering financial years 2021 and 2022.

Last, a procedure remains open in Colombia relating to the deductions of certain Corporation Tax expenses.

The Group's Directors do not expect any significant contingencies to arise from the conclusions of the inspections.

Regarding the financial years open to inspection in the rest of the group, contingent liabilities not susceptible to objective quantification may exist, which are not significant in the opinion of the Group's Directors. Moreover, the Company considers that there are no significant uncertain tax positions.

Balances with Public Administrations

The composition of the asset balances with Public Administrations at 31 December is as follows:

| | Thousands of euros | |
|------------------------------------|--------------------|----------------|
| | 2023 | 2022 |
| Deferred tax assets | | |
| Tax credits | 99,225 | 132,343 |
| Tax assets due to asset impairment | 43,978 | 46,648 |
| Tax withholdings of workforce | 3,547 | 2,495 |
| Other prepaid taxes | 1,189 | 1,080 |
| NIIF 16 | 76,612 | 75,779 |
| Total | 224,551 | 258,345 |

| | Thousands of euros | |
|------------------------------------|--------------------|---------------|
| | 2023 | 2022 |
| Short-term taxes receivable | | |
| Current income tax paid | 20,572 | 10,974 |
| Value Added Tax | 28,402 | 28,017 |
| Other tax receivables | 3,824 | 5,326 |
| Total | 52,798 | 44,317 |

The movements of the "Deferred tax assets" heading in the year were as follows:

| | Thousands of euros | |
|---|--------------------|----------------|
| | 2023 | 2022 |
| Opening balance | 258,345 | 294,005 |
| Asset impairment | (2,670) | 443 |
| Generation of assets due to tax losses | — | — |
| Settlements of assets due to tax losses | (34,350) | (30,446) |
| Activation of deductions | — | — |
| Changes in consolidation scope (Note 2.9.5) | 1,438 | — |
| IFRS 16 (Note 7) | 669 | (5,239) |
| Others | 1,119 | (418) |
| Total | 224,551 | 258,345 |

All these impacts have had an effect on the consolidated statement of profit and loss or the consolidated statement of comprehensive income.

Certain deferred tax assets and liabilities mainly relating to IFRS16 are offset in the balance sheet. The net amount of deferred tax assets relating to IFRS 16 is 76,612 thousand euros, corresponding to 460,329 thousand euros of deferred tax assets and 383,717 thousand euros of deferred tax liabilities.

The decrease in deferred tax assets is mainly due to the movement of tax credits amounting to 33,118 thousand euros. This movement is explained by the addition of the tax credit amounting to 1,232 thousand euros derived from including four companies that own hotel assets in Portugal in the consolidation scope, and the application of tax loss carryforwards amounting to 34,350 thousand euros.

At 31 December 2023, the Group had assets resulting from tax losses and deductions amounting to 99,225 thousand euros (132,343 thousand euros in 2022). Of the total tax credits, 67,716 thousand euros (74,490 thousand euros in 2022) relates to credits activated in Spain.

In 2023, the movement of tax credit assets that impacted the consolidated statement of profit and loss was 34,350 thousand euros, caused by the cancellation of assets, mainly in Spain (6,774 thousand euros), Germany (9,154 thousand euros), Holland (8,136 thousand euros), Italy (5,285 thousand euros), Latin America (2,679 thousand euros) and Portugal (1,545 thousand euros). In Germany, the cancellation of tax credits was mainly due to the recognition of an impairment amounting to 8,181 thousand euros as it is not considered that sufficient taxable income will be generated in the future to apply the credit.

At 31 December 2023, the Group had tax loss and non-deductible financial expenses worth 216,981 thousand euros (205,656 thousand euros at 31 December 2022), and deductions amounting to 2,047 thousand euros (2,577 thousand euros in 2022) that had not been entered in the accompanying consolidated statement of financial position. These assets are grouped as follows (rate amount):

| | Thousands of euros | |
|--|--------------------|----------------|
| | 2023 | 2022 |
| Non-deductible financial expenses in Spain | 40,356 | 55,665 |
| Negative tax bases generated by the Spanish entities before their inclusion in the Spanish consolidation group | 25,703 | 25,703 |
| Spanish consolidation group tax loss carryforwards | 33,856 | 33,856 |
| Negative tax bases generated in Belgium | 5,439 | 6,343 |
| Negative tax bases generated in Luxembourg | 3,958 | 3,543 |
| Negative tax bases generated in Germany | 44,097 | 33,288 |
| Negative tax bases generated in Austria | 12,407 | 10,702 |
| Negative tax bases generated in Switzerland | 1,762 | 1,948 |
| Negative tax bases generated in Latin America | 5,957 | 3,896 |
| Negative tax bases USA | 22,709 | 9,363 |
| Negative tax bases France | 6,278 | 4,907 |
| Other negative tax bases | 14,459 | 16,442 |
| Total credit for negative tax bases and financial expenses | 216,981 | 205,656 |
| Deductions generated in Spain | 2,047 | 2,577 |
| Total deductions | 2,047 | 2,577 |
| Total non-activated tax credits | 219,028 | 208,233 |

The amount of credit for finance costs, which are not considered deductible in the Spanish corporate income tax when exceeding 30% of the operating revenue of the tax group calculated in accordance with Article 16 of Law 27/2014 of 27 December, on Corporate Income Tax, amounted to 40,356 thousand euros at 31 December 2023 (55,665 thousand euros in 2022). There is no deadline for offsetting non-deductible finance costs.

The composition of the liability balances with Public Administrations at 31 December is as follows:

| | Thousands of euros | |
|---------------------------------|--------------------|----------------|
| | 2023 | 2022 |
| Deferred tax liabilities | | |
| Assets revaluation | 176,313 | 192,030 |
| Total | 176,313 | 192,030 |

| | Thousands of euros | |
|---------------------------------|--------------------|---------------|
| | 2023 | 2022 |
| Short-term taxes payable | | |
| Current income tax paid | 28,263 | 14,580 |
| Value Added Tax | 4,962 | 4,641 |
| Personal Income Tax | 8,982 | 7,797 |
| Tax on Income from Capital | 1,132 | 1,074 |
| Social Security | 10,910 | 9,028 |
| Others | 23,072 | 15,385 |
| Total | 77,321 | 52,505 |

The movements in deferred tax liabilities during the year were as follows:

| | Thousands of euros | |
|------------------------------------|--------------------|----------------|
| | 2023 | 2022 |
| Opening balance | 192,030 | 186,359 |
| IAS 29 Hyperinflationary economies | (16,731) | 8,622 |
| Others | 1,014 | (2,951) |
| Closing balance | 176,313 | 192,030 |

The decrease in deferred tax liabilities is mainly due to the decrease in deferred tax associated with the revaluation of assets in Argentina, due to application of IAS29, amounting to 16,731 thousand euros (8,622 thousand euros in 2022).

All these impacts have had an effect on the consolidated statement of profit and loss or the consolidated statement of comprehensive income.

The detail, by country and item, of these deferred taxes is as follows:

| | 2023 | | | |
|--------------|--------------------|----------------|----------------|----------------|
| | Thousands of euros | | | |
| | Tax credits | Prepaid Taxes | Total Assets | Liabilities |
| Spain | 67,716 | 23,157 | 90,873 | 18,597 |
| Benelux | 9,686 | 26,470 | 36,156 | 15,642 |
| Italy | — | 14,901 | 14,901 | 77,511 |
| Germany | 12,543 | 36,814 | 49,358 | 857 |
| Others | 9,280 | 23,984 | 33,263 | 63,706 |
| Total | 99,225 | 125,326 | 224,551 | 176,313 |

| 2022 | | | | |
|--------------------|----------------|----------------|----------------|----------------|
| Thousands of euros | | | | |
| | Tax credits | Prepaid Taxes | Total Assets | Liabilities |
| Spain | 74,490 | 27,602 | 102,092 | 19,765 |
| Benelux | 18,600 | 24,979 | 43,579 | 17,979 |
| Italy | 5,285 | 21,281 | 26,566 | 92,204 |
| Germany | 21,697 | 40,829 | 62,526 | 1,900 |
| Others | 12,271 | 11,311 | 23,582 | 60,182 |
| Total | 132,343 | 126,002 | 258,345 | 192,030 |

Reconciliation of the accounting result to the tax result

The reconciliation between the accounting profit or loss, the corporation tax base, current and deferred tax for the year, is as follows:

| | 2023 | | | | | | 2022 | | |
|---|---|-----------------|-----------------|-----------------|----------------|-----------------|---|-----------------|-----------------|
| | Thousands of euros | | | | | | Thousands of euros | | |
| | Central Services/ Southern Europe and USA | Italy | Benelux | Central Europe | Latin America | TOTAL | Central Services/ Southern Europe and USA | Other Companies | TOTAL |
| Consolidated statement of profit and loss before taxes | 84,834 | 97,223 | 52,628 | (51,808) | 20,284 | 203,161 | 61,297 | 94,313 | 155,610 |
| Adjustments to consolidated profit and loss: | | | | | | | | | |
| Due to permanent differences | (28,158) | 23,084 | 3,574 | 79,395 | 3,683 | 81,578 | (40,737) | (59,424) | (100,161) |
| Due to temporary differences | (39,969) | (30,630) | (23,347) | (18,399) | (6,245) | (118,590) | (2,793) | 21,265 | 18,472 |
| Tax base (Taxable profit or loss) | 16,707 | 89,677 | 32,855 | 9,188 | 17,722 | 166,149 | 17,767 | 56,154 | 73,921 |
| Current taxes to be refunded / (to pay) | 12,532 | (16,455) | (4,112) | (1,581) | 1,925 | (7,691) | 6,452 | (10,058) | (3,606) |
| Total current tax income / (expense) | (4,098) | (21,522) | (8,402) | (1,136) | (6,010) | (41,168) | (4,425) | (13,735) | (18,160) |
| Total deferred tax income / (expense) | (9,810) | (7,351) | (5,317) | (5,616) | (1,743) | (29,837) | (6,960) | (27,987) | (34,947) |
| Total other income / (expense) | 198 | — | 1,098 | (540) | (67) | 689 | (28) | 69 | 41 |
| Total Gains Tax income / (expense) | (13,710) | (28,873) | (12,621) | (7,292) | (7,820) | (70,316) | (11,413) | (41,653) | (53,066) |

In relation to the calculation of the Spanish income tax expense, the Group has made its best estimate by offsetting tax loss carryforwards from previous years with the limitation of 70% of the positive result for 2023, taking into account the recent ruling of the Constitutional Court of 18 January 2024 (unconstitutionality issue 2577/2023) whereby the plenary unanimously declared certain corporation tax measures introduced by Royal Decree-Law 3/2016 of 2 December unconstitutional.

Deductions generated by the consolidated tax group of the Parent Company

At 31 December 2023, the Tax Group held the following tax credits carryforwards:

| Year of origin | Deduction pending application | Amount in thousands of euros |
|----------------|---|------------------------------|
| 2008 a 2022 | Deduction to encourage certain activities | 78 |
| 2015 a 2022 | IT Deduction | 1,969 |
| 2013 a 2014 | Other | 185 |
| | | 2,232 |

Pillar 2 Directive

The group is within the scope of the OECD Pillar 2 rules. Within the European Union, the Pillar 2 Directive (Directive EU2022/2523) was adopted on 15 December 2022, according to which large multinationals with a global turnover of more than 750 million euros in at least two of the previous four financial years will be subject to these rules, which basically seek a minimum taxation on profits.

The parent company of the group is MINT, an entity resident in Thailand, which holds its shareholding through its wholly owned subsidiary MHG Continental Holding (Singapore) Pte Ltd., resident in Singapore. Both Thailand and Singapore have expressed their intention to implement Pillar 2, although on the reporting date, the regulations to support such implementation have not yet been approved.

In Spain, on 20 December 2023, a draft bill was published establishing a supplementary tax to guarantee an overall minimum level of taxation for multinational groups and large domestic groups. According to the text of the Draft Bill, the Law will take effect for tax periods beginning on or after 31 December 2023, except for the under-taxed profits rule, which will take effect for tax periods beginning on or after 31 December 2024.

As the Pillar 2 legislation is not in force on the reporting date, the group has no corresponding current tax exposure in 2023. The group applies the exception to the recognition and disclosure of deferred tax assets and liabilities in relation to Pillar 2 taxes, in accordance with the May 2023 amendments to IAS 12.

Under Pillar 2 legislation, the group would be required to pay an additional tax on the difference between the effective GloBE tax rate per jurisdiction and the minimum rate of 15%. All group entities have an effective tax rate exceeding 15%, except for Spain, Belgium, Chile and South Africa whose effective tax rates are 12.3%, 14.3%, -8.1% and -0.2%, respectively.

| | Spain | Belgium | Chile | South Africa |
|------------------------|----------|---------|--------|--------------|
| Profit/loss before tax | 96,620 | 12,741 | 2,036 | 2,081 |
| Income tax | (11,875) | (1,819) | 165 | 3 |
| Effective tax rate | 12.3 % | 14.3 % | (8.1)% | (0.1)% |

Notwithstanding the above, the group is in the process of assessing its exposure to the Pillar 2 legislation for when it enters into force. The conclusions of the group's study suggest that it may not be liable to pay the additional tax in these jurisdictions due to the impact of specific adjustments or exemptions under the current Pillar 2 rules.

Due to the complexity of applying existing legislation and calculating GloBE income, and taking into account that very relevant legislation has yet to be passed, the quantitative impact of legislation passed or substantially passed is not currently reasonably estimable. The company is currently working with tax specialists to assist it in making such an estimate and, when the legislation is passed, in implementing it.

18.- OTHER NON-CURRENT LIABILITIES

The details under the "Other non-current liabilities" heading were as follows:

| | Thousands of euros | |
|----------------------------------|--------------------|---------------|
| | 2023 | 2022 |
| At amortised cost: | | |
| Capital subsidies | 1,300 | 1,496 |
| Investment acquisition liability | 3,150 | 3,150 |
| Other liabilities | 19,093 | 18,047 |
| Total | 23,543 | 22,693 |

"Other liabilities" includes the deferral of various long-term commitments to public authorities for 9,433 thousand euros (12,556 thousand euros in 2022).

19.- PROVISIONS

The breakdown of "Provisions" for the financial year, together with the main movements recognised were as follows:

| | Thousands of euros | | | | Balance at 31/12/2023 |
|--|------------------------|---------------|----------------------------|--------------------------------|--------------------------|
| | Balance at 1/1/2023 | Additions | Applications/ Reversals | Transfers and other changes | |
| Non-current provisions: | | | | | |
| Provision for long-term incentives for staff | 3,612 | 2,579 | — | (2,135) | 4,056 |
| Provision for pensions and similar obligations | 20,511 | 9,508 | (4,869) | — | 25,150 |
| Other claims | 17,880 | 3,318 | (6,514) | — | 14,684 |
| | 42,003 | 15,405 | (11,383) | (2,135) | 43,890 |
| Current provisions: | | | | | |
| Provision for short-term incentives for staff | — | 3,029 | — | 2,135 | 5,164 |
| Other Provisions | 7,339 | — | (6,460) | — | 879 |
| | 7,339 | 3,029 | (6,460) | 2,135 | 6,043 |
| Total | 49,342 | 18,434 | (17,843) | — | 49,933 |

| | Thousands of euros | | | | Balance at 31/12/2022 |
|--|------------------------|---------------|----------------------------|--------------------------------|--------------------------|
| | Balance at 1/1/2022 | Additions | Applications/ Reversals | Transfers and other changes | |
| Non-current provisions: | | | | | |
| Provision for long-term incentives for staff | 1,117 | 2,495 | — | — | 3,612 |
| Provision for pensions and similar obligations | 26,915 | 4,714 | (11,118) | — | 20,511 |
| Other claims | 16,029 | 3,568 | (1,861) | 144 | 17,880 |
| | 44,061 | 10,777 | (12,979) | 144 | 42,003 |
| Current provisions: | | | | | |
| Other Provisions | 3,475 | 6,584 | (2,576) | (144) | 7,339 |
| | 3,475 | 6,584 | (2,576) | (144) | 7,339 |
| Total | 47,536 | 17,361 | (15,555) | — | 49,342 |

Staff Incentive Plan

The Company introduced its Long-Term Incentive Plan 2022-2025 ("Performance Cash Plan") in 2022, under which a cash amount is to be paid out when certain established targets are met.

The Plan has a duration of five years and is divided into three cycles, with each cycle lasting as follows:

- First cycle 2022-2024, payment of which will occur in 2025 (current).
- Second cycle 2023-2025, payment of which will occur in 2026 (current).
- Third cycle 2024-2026, payment of which will occur in 2027 (pending launch in 2024).

These schemes consist of a promise to deliver a cash amount to the beneficiaries. The final amount to deliver is conditional on the degree of compliance with Recurring EBITDA/Net Profit in each year of the plan.

The degree to which the EBITDA/Net Profit targets are achieved for each cycle is calculated as follows:

- If the degree to which the EBITDA/Recurring Net Profit targets for the Group are achieved falls below 90%, no long-term incentive amount will be paid.
- If the degree to which the EBITDA/Recurring Net Profit targets for the Group are achieved is between 90% and 100%, 100% of the long-term incentive amount will be paid.
- If the degree of achievement of the Group's EBITDA/Recurring Net Profit target is higher than 100% and lower than 120%, the final degree for that year will be made by linear interpolation.
- If the degree to which the EBITDA/Recurring Net Profit targets for the Group are achieved is 120% or higher, a maximum of 120% of the long-term incentive amount will be paid.

In addition, in 2022, the Company launched a two-year, single-cycle "Performance Cash Plan" Long-Term Incentive. This incentive began accruing on 1 January 2022 and ended on 31 December 2023, and consists of the promise to deliver a cash amount to the beneficiaries calculated as a percentage of the fixed salary in accordance with their level of responsibility. The final amount to deliver is conditional on the degree of compliance with Recurring EBITDA in each year of the plan (2022 and 2023).

To calculate the achievement of the EBITDA target in each year, it is an indispensable condition that the Recurring Net Profit for the year is zero or more. Otherwise, the level of achievement of the target EBITDA for the year will be 0.

The final achievement of this incentive was: 115.99%. Furthermore, in view of the extraordinary performance of the management team, beyond the achievement of EBITDA, the Board of Directors has decided to increase the incentive to be paid within the overall limit set by the remuneration policy in force in 2023 with respect to the multi-year variable remuneration.

Both the Plan and the biennial incentive are aimed at approximately 100 beneficiaries. The beneficiaries must remain in the Group at the end of each cycle, notwithstanding the exceptions deemed appropriate, as well as achieving the minimum thresholds for each of the objectives.

Provision for pensions and similar obligations

The "Provisions for pensions and similar obligations" account mainly includes the pension fund of a certain number of employees of the Netherlands business unit, and the T.F.R. "Trattamento di fine rapporto" in Italy, an amount paid to all workers in Italy at the moment they leave the company for any reason. This is another remuneration element, whose payment is deferred and annually allocated in proportion to fixed and variable remuneration both in kind and in cash, which is valued on a regular basis. The annual amount to be reserved is equivalent to the remuneration amount divided by 13.5. The annual cumulative fund is reviewed at a fixed interest rate of 1.5% plus 75% of the increase in the consumer price index (CPI).

This section includes various retirement, performance related and/or long-stay awards considered in the Collective Bargaining Agreements that are applicable in Spain.

The provision includes the impact of changes in its actuarial calculation of -3,888 thousand euros net of tax, as detailed in the comprehensive consolidated statement (5,462 thousand euros in 2022).

The breakdown of the main assumptions used to calculate actuarial liabilities is as follows:

| | 2023 | | 2022 | |
|---|-------------|---------------|-------------|---------------|
| | Netherlands | Italy | Netherlands | Italy |
| Discount rates | 3,5% | 2,42% -1,94% | 3,75% | 2,23% - 1,67% |
| Expected annual rate of salary rise | 0,5% | 1,40% - 2,60% | 2,75% | 1,40% - 2,60% |
| Expected return from assets allocated to the plan | 0,33% | 0,04% | 0,39% | 0,04% |

| | 2023 | 2022 |
|-------------------------------------|--------------|---------------|
| | Spain | Spain |
| Discount rates | 3,59% - 3,9% | 3,28% - 3,45% |
| Expected annual rate of salary rise | 2,5% | 2,5% |

Other claims

The "Other claims" item includes provisions for disputes and risks that the Group considers likely to occur. Among the most significant are the provisions created on the basis of the action brought in the proceedings claiming breach of contract in a property development, as well as other claims received in relation to the termination of certain leases where certain amounts are claimed (Note 22).

20.- COMMERCIAL CREDITORS AND OTHER ACCOUNTS PAYABLE

The breakdown of this item in the consolidated statement of financial position at 31 December is as follows:

| | Thousands of euros | |
|--|--------------------|----------------|
| | 2023 | 2022 |
| Trade and other payables | 301,441 | 263,618 |
| Advance payments from customers | 55,476 | 42,891 |
| Accounts payable from related entities (Note 24) | 1,913 | 2,955 |
| Public administration receivables (Note 17) | 49,058 | 37,925 |
| Total | 407,888 | 347,389 |

"Commercial Creditors and Other Accounts Payable" covers the accounts payable derived from commercial activity typical of the Group. This heading includes 40,107 thousand euros (43,236 thousand euros at 31 December 2022) relating to creditors from confirming operations.

The "Advance payments from customers" item mainly includes customer deposits arising from the Group's hotel businesses.

INFORMATION ON DEFERRED PAYMENTS TO SUPPLIERS. THIRD ADDITIONAL PROVISION. "DUTY TO REPORT" OF ACT II/2013 OF 26 JULY

Below is the information required by Additional Provision Three of Law 15/2010 of 5 July and modified by the Resolution of 29 January 2016, of the Institute of Accounting and Auditing, and Law 18/2022, of 28 September, on the creation and growth of businesses, on the information to be incorporated in the record of annual financial statements relating to the average period for payment to suppliers in commercial transactions of Spanish companies.

| | 2023 | 2022 |
|---|-----------------------------|---------|
| | Days | |
| AVERAGE PERIOD FOR PAYMENT TO SUPPLIERS | 65 | 79 |
| RATIO OF PAID TRANSACTIONS | 65 | 80 |
| RATIO OF TRANSACTIONS PENDING PAYMENT | 65 | 63 |
| | Amount (Thousands of euros) | |
| TOTAL PAYMENTS MADE | 367,428 | 315,527 |
| TOTAL PAYMENTS PENDING | 20,351 | 23,404 |

The above information on payments to suppliers of Spanish companies refer to those which by their nature are trade creditors due to debts with suppliers of goods and services. The table includes, therefore, the "Commercial Creditors and Other Accounts Payable" item in current liabilities of the consolidated statement of financial position.

During 2023, the monetary volume of the invoices paid within the maximum limit provided for in the bad debt regulations was 204,704 thousand euros (139,876 thousand euros in 2022), representing 56% (44% in 2022) of the total monetary volume of the invoices. The number of invoices paid within the maximum limit provided for in the bad debt regulations was 110 thousand euros (66 thousand euros in 2022), representing 62% (41% in 2022) of the total volume of invoices;

The average period for payment to suppliers has been calculated using the weighted average of the two ratios explained below:

- Ratio of paid transactions: average payment period of transactions paid in each year weighted by the amount of each transaction.

- Ratio of transactions pending payment: average period between the invoice date and the end of the year weighted by the amount of each transaction.

The Company has significantly reduced the maximum payment period to trade suppliers compared to previous years. This is a result of various measures focused on resizing existing resources, as well as renegotiating contracts, implementing technological improvements in invoice processing and other actions in different areas aimed at recovering the legal ratio (set at 60 days), which are showing results compared to the previous year.

21.- OTHER CURRENT LIABILITIES

At 31 December, this item is broken down as follows:

| | Thousands of euros | |
|--------------------------|--------------------|---------------|
| | 2023 | 2022 |
| Outstanding remuneration | 55,210 | 60,911 |
| Sundry creditors | 9,805 | 15,241 |
| Other liabilities | 109 | 118 |
| Total | 65,124 | 76,270 |

Outstanding remuneration mainly includes the accrual of fixed and variable salaries which are unpaid, as well as provisions for holidays not taken.

22.- THIRD-PARTY GUARANTEES AND CLAIMS IN PROGRESS

At 31 December 2023, the Group had a total of 41,903 thousand euros in economic or financial bank guarantees issued by various banks (39,114 thousand euros in 2022).

Of the 41,903 thousand euros in bank guarantees, 35,038 thousand euros guarantee leasing contract obligations and others related to the Group's usual operations in various countries, and 6,865 thousand euros are guarantees issued to public bodies for administrative and technical matters.

At 31 December 2023, the Group had taken out insurance policies to cover risks arising from damage to material goods, loss of profits and third-party liability. The capital insured sufficiently covers the assets and risks mentioned above.

Commitments to third parties

- Within the framework of new development projects in the normal course of business, in which NH Group subsidiaries act as lessees or operators, the Group's parent company gives personal guarantees in favour of third parties to secure its contractual obligations, often issue promissory notes in payment of said obligations and agrees penalty clauses in case of breach of contract.
- Likewise, within the framework of the group's financing, personal and real guarantees have been granted to fulfil the obligations guaranteed under the financing agreements (Note 16).

Claims in process

The Group's main contingent assets and liabilities on the date these consolidated financial statements were drawn up, are set out below

- A claim has been filed against a Group company in Germany due to the termination of a lease agreement and the claiming of specific amounts, including damages.
- A Group company in Italy has been sued for damages under a service provision contract, with the claim being dismissed in the first instance. On appeal, the decision was made final. A claim has been filed against two of the Group's companies seeking payment fees to rights management from 1 January 2008 to 31 May 2013, in addition to an unspecified amount corresponding to the period thereafter until a judgement is issued, plus interest and costs. The proceedings finalised after the cassation appeal lodged by the claimant was not admitted, with the judgement on appeal that set a lower amount than that claimed became final and this is pending settlement.

- A claim has been filed against a Group company claiming payment in relation to the payment of a management entity's fees for the years 2018, 2019, with the claim in the first instance having been wholly dismissed. The proceedings are currently under appeal.
- A claim for damages has been filed against a Group company within the framework of a corporate relationship, which has been dismissed in its entirety at the appeal stage, although this ruling has been appealed in cassation, which is pending admission.
- Claims for payment, within the framework of the various processes of rent renegotiation that the Company is in, have been lodged where partially favourable judgements have been obtained, out-of-court settlements have been reached or they are still in progress. In the context of a legal proceeding in which the Company requested that the termination of a lease contract be declared lawful, the defendant has answered requesting, among other things, the payment of the rents unpaid as a consequence of the aforementioned termination, and the proceeding is currently pending trial.
- On the occasion of the agreements reached in 2014 for the sale of the shares held by NH Hotel Group, S.A. in the company Sotogrande, S.A., the Group agreed to subrogate to the position of Sotogrande, S.A. for certain claims assuming all rights and obligations relating thereto, and are summarised as follows:
 - Plaintiff in the proceedings against construction agents for construction defects in twenty-five homes and contractual liability, where partially favourable judgements have been obtained.
 - Respondent in the process of claiming amounts from a real estate development due to construction defects, where a partially favourable judgement has been obtained.
- A former shareholder of the Group has requested the annulment of certain resolutions adopted by the Board of Directors. The claim was wholly dismissed and the proceedings are currently under appeal.

The Directors of the Parent Company consider that the hypothetical loss incurred by the Group as a result of such actions would not significantly affect the equity of the Group.

23.- INCOME AND EXPENSES

23.1 Income

The breakdown of these headings in the consolidated income statements is as follows:

| | Thousands of euros | |
|--|--------------------|------------------|
| | 2023 | 2022 |
| Hotel occupancy | 1,574,858 | 1,260,486 |
| Catering | 382,536 | 302,450 |
| Function rooms and others | 140,484 | 109,566 |
| Rentals and other services | 61,117 | 49,855 |
| Ordinary income | 2,158,995 | 1,722,357 |
| Operating subsidies | (558) | 33,218 |
| Other operating income | 5,780 | 4,809 |
| Other income | 5,222 | 38,027 |
| Net gains on disposal of non-current assets | (239) | 2,771 |
| Total | 2,163,978 | 1,763,155 |

Rentals and Other Services" includes the income from fees invoiced to hotels operated on a management basis and the services provided by the Group to third parties.

Aid received of 4.2 million euros has been recorded under the Operating subsidies line, subsidies received from the German and Italian governments to offset the drop in sales caused by COVID-19. Nonetheless, a reversion of 4.8 million euros has been recorded, which corresponds to the adjustment made to the estimated aid to be received from the Austrian government. Said government is conducting a review of the accounts justifying the requested financial aid and the amounts recorded cannot therefore be considered final until that process is complete.

The breakdown of net turnover by geographical markets is as follows:

| | Thousands of euros | |
|-------------------------|--------------------|------------------|
| | 2023 | 2022 |
| Italy | 459,740 | 350,930 |
| Southern Europe and USA | 629,788 | 525,798 |
| Central Europe | 471,826 | 354,025 |
| Benelux | 461,367 | 372,333 |
| Latin America | 135,708 | 118,593 |
| Central Services | 566 | 678 |
| Total | 2,158,995 | 1,722,357 |

23.2 Operating profit (loss)

Staff costs

This item in the consolidated statement of profit and loss is broken down as follows:

| | Thousands of euros | |
|--|--------------------|----------------|
| | 2023 | 2022 |
| Wages, salaries and similar | 401,316 | 336,094 |
| Social security contributions | 97,976 | 79,315 |
| Severance payments | 1,637 | 937 |
| Contributions to pension plans and similar | 12,991 | 11,359 |
| Other social expenses | 16,995 | 13,438 |
| Total | 530,915 | 441,143 |

The average number of people employed by the Parent Company and the companies consolidated through full consolidation in the year broken down by professional category was as follows:

| | 2023 | 2022 |
|----------------------------------|---------------|---------------|
| Group's general management | 9 | 8 |
| Managers and heads of department | 1,537 | 1,454 |
| Technical staff | 1,047 | 929 |
| Sales representatives | 903 | 699 |
| Administrative staff | 138 | 135 |
| Rest of workforce | 8,802 | 7,770 |
| Total | 12,436 | 10,995 |

In calculating the average number of employees, the Group has not taken into account employees whose contracts have a duration of less than two days.

The breakdown of personnel at 31 December, by sex and professional category, is as follows:

| | 2023 | | 2022 | |
|----------------------------------|--------------|--------------|--------------|--------------|
| | Males | Females | Males | Females |
| Group's general management | 7 | 2 | 6 | 2 |
| Managers and heads of department | 886 | 694 | 864 | 647 |
| Technical staff | 522 | 582 | 514 | 493 |
| Sales representatives | 304 | 696 | 257 | 580 |
| Administrative staff | 53 | 100 | 49 | 94 |
| Rest of workforce | 4,754 | 5,018 | 4,321 | 4,624 |
| Total | 6,526 | 7,092 | 6,011 | 6,440 |

The average number of people with disabilities equivalent to or greater than 33%, directly employed by the Parent Company and fully consolidated companies in Spain in the year, broken down by professional category, is as follows:

| | 2023 | 2022 |
|----------------------------------|------------|------------|
| Managers and heads of department | 2 | 4 |
| Technical staff | 13 | 12 |
| Sales representatives | 3 | 2 |
| Administrative staff | 7 | 4 |
| Rest of workforce | 88 | 79 |
| Total | 113 | 101 |

The average age of the Group's workforce was approximately 40.0 and average seniority in the Group was 8.4 years (41.1 years and 10.5 years respectively in 2022).

Other operating expenses

The composition of this consolidated income heading is as follows:

| | Thousands of euros | |
|--|--------------------|----------------|
| | 2023 | 2022 |
| Leasing (Note 7) | 201,905 | 126,541 |
| Outsourcing of services | 151,245 | 124,356 |
| Commissions and bonuses for customers | 126,713 | 103,919 |
| Supplies | 95,740 | 69,999 |
| Maintenance and cleaning | 56,158 | 49,763 |
| Laundry and related costs | 49,146 | 38,647 |
| Costs associated with information technologies | 40,802 | 37,372 |
| Marketing and merchandising | 31,384 | 20,107 |
| Taxes, insurance and levies | 36,887 | 33,854 |
| Advisory services | 18,197 | 17,970 |
| Other external services | 107,310 | 96,677 |
| Total | 915,487 | 719,205 |

In 2023, the Group experienced an improvement to the level of activity in its hotel business, which led to an increase in some operational expenses directly related to the level of activity, such as the supplies, maintenance and cleaning and laundry service, among others. Also, the increase recorded in income from accommodation explains the increase in associated agency commission expenses and the cost of leases associated with variable rents.

During 2023 and 2022, the fees for account auditing and other services provided by the auditor of the Group's consolidated financial statements and the fees for services invoiced by the entities related to it by control, shared ownership or management, were as follows:

| | Thousands of euros | |
|--|--------------------|------------|
| | 2023 | 2022 |
| Auditing services | 704 | 571 |
| Other verification services | 251 | 335 |
| Total auditing and related services | 955 | 906 |
| Tax consulting services | — | — |
| Other services | 392 | 91 |
| Total other services | 392 | 91 |
| Total professional services | 1,347 | 997 |

Additionally, entities associated with the international network of the consolidated financial statements auditor have invoiced the Group for the following services:

| | Thousands of euros | |
|--|--------------------|--------------|
| | 2023 | 2022 |
| Auditing services | 992 | 1,044 |
| Other verification services | 260 | 240 |
| Total auditing and related services | 1,252 | 1,284 |
| Tax consulting services | 37 | 120 |
| Other services | 134 | 192 |
| Total other services | 171 | 312 |
| Total professional services | 1,423 | 1,596 |

During 2023, other auditing firms apart from the auditor of the consolidated financial statements or entities associated with this company by control, shared ownership or management, provided account auditing services to the companies making up the Group, for fees totalling 171 thousand euros (89 thousand euros in 2022). To this effect, the fees accrued in 2023 by these firms for tax advice services were 578 thousand euros (324 thousand euros in 2022) and for other services, 535 thousand euros (508 thousand euros in 2022).

23.3 Financial profit/(loss)

Financial income

The breakdown of the amount of financial income is as follows:

| | Thousands of euros | |
|------------------------|--------------------|--------------|
| | 2023 | 2022 |
| Interest income | 10,746 | 2,156 |
| Other financial income | 1,736 | 4,336 |
| Total | 12,482 | 6,492 |

Interest income corresponds to remuneration of short term deposits (Note 14).

Financial expenses

The breakdown of the amount of financial expenses is as follows:

| | Thousands of euros | |
|--|--------------------|---------------|
| | 2023 | 2022 |
| Expenses for interest | 29,561 | 35,771 |
| Amortisation of debt issuance expenses and fair value adjustments | 2,593 | 4,012 |
| Financial expenses on debt | 32,154 | 39,783 |
| Financial expenses on leases (Note 7) | 85,608 | 81,073 |
| Financial expenses for means of payment | 26,297 | 19,749 |
| Financial effect relating to restatement of provisions and other financial liabilities | 128 | 27 |
| Other Financial expenses | 26,425 | 19,776 |

The decrease in the "Expenses for interest" is mainly due to the decrease in gross financial debt (excluding lease liabilities) during 2022 and 2023 (full and voluntary repayment of the syndicated loan with ICO guarantee amounting to 250,000 thousand euros, and to the loan of the US subsidiary for USD 50,000 thousand signed in 2018 and maturing in July 2023) (Note 16).

The decrease in the "Amortisation of debt arrangement expenses" line is due to early amortisation of the debt arrangement expenses associated with the financial liabilities cancelled during the 2022 and 2023 financial years (Note 16).

The expenses for interest correspond to debts valued at amortised cost.

The heading "Financial expenses for means of payment" increased as a result of the increase in activity.

Results from exposure to hyperinflation

This heading includes the net effect recognised in the consolidated statement of profit and loss arising from the application of accounting standards to the financial statements of Argentine subsidiaries from the date of first application since 2018 (Note 2.6.4).

Other financial profit/loss

| | Thousands of euros | |
|--|--------------------|---------------|
| | 2023 | 2022 |
| Change in fair value of financial instruments | (799) | 831 |
| Profit/(loss) on financial transactions and others | 2,338 | 23,560 |
| Impairment on financial investments | (2,277) | 2,051 |
| Total | (738) | 26,442 |

The "Gains/losses on financial and other operations" heading includes income from the additional price obtained from the sale of shares in a company that owned a hotel in France in 2011. Impairment of financial investments also includes the impairment of a financial investment in Mexico due to the evolution of the euro-peso and euro-dollar exchange rates.

24.- RELATED PARTY TRANSACTIONS

In addition to its subsidiaries, associates and joint ventures, the Group's "related parties" are considered to be the "key management personnel" of the Parent Company (Board Members and Directors, along with their immediate relatives), as well as organisations over which key management personnel may exert significant influence or control.

Transactions carried out by the Group with its related parties during the year are stated below, distinguishing between major shareholders, members of the Board of Directors and Directors of the Parent Company and other parties that were related

during the year even though there are no longer a shareholder at year-end. The conditions of the related-party transactions are equivalent to those of transactions carried out under market conditions:

| Income and Expenses | Thousands of euros | | |
|--------------------------------------|--------------------------|--------------------------------------|--------------|
| | 2023 | | |
| | Significant shareholders | Associates or companies of the Group | Total |
| Expenses: | | | |
| Reception of services | 3,986 | — | 3,986 |
| Other expenses | 362 | — | 362 |
| | 4,348 | — | 4,348 |
| Income: | | | |
| Management or cooperation agreements | 347 | 2,133 | 2,480 |
| Other income | 1,393 | — | 1,393 |
| | 1,740 | 2,133 | 3,873 |

| Income and Expenses | Thousands of euros | | |
|--------------------------------------|--------------------------|--------------------------------------|--------------|
| | 2022 | | |
| | Significant shareholders | Associates or companies of the Group | Total |
| Expenses: | | | |
| Financial expenses | — | — | — |
| Reception of services | 2,084 | — | 2,084 |
| Other expenses | 1,547 | — | 1,547 |
| | 3,631 | — | 3,631 |
| Income: | | | |
| Financial income | — | 372 | 372 |
| Management or cooperation agreements | 5,184 | 1,679 | 6,863 |
| Other income | 1,204 | — | 1,204 |
| | 6,388 | 2,051 | 8,439 |

The heading "Management or cooperation agreements" referring to major shareholders includes the amounts that have accrued in the form of management fees payable to the NH Group in the financial year by virtue of the hotel management agreement signed with the Minor Group.

Related party transactions

On 18 December 2023, NH Group entered into a share purchase agreement with MHG Continental Holding (Singapore) Pte. LTD. whereby it acquired 100% of the share capital of the company Minor Continental Holding (Luxembourg) S.à r.l., which in turn owns, directly or indirectly, the shares of the companies Hotelagos, S.A., Minor Hotels Portugal, S.A. and Minor Luxury Hotels Vilamoura, S.A. These companies hold the ownership, administrative concession or lease of the following hotel assets: Anantara Vilamoura Algarve Resort, Tivoli Lagos Algarve Resort, NH Marina Portimão Resort, NH Sintra Centro and Tivoli The Residences at Victoria Golf Club.

This Operation marked compliance with the provisions of the Framework Agreement entered into between the NH Group and Minor on 7 February 2019 with respect to the geographic areas of preference of each party. Through the Operation, the Company has strengthened its presence in the Portuguese market by acquiring ownership of a portfolio of hotels that it had already been operating since June 2019 under a management agreement with Minor.

The consideration paid on 18 December 2023 amounted to a cash payment of 133,208 thousand euros, based on the value of the assets according to a company value, combined with a net financial position. The reasonableness of this consideration was based on a valuation report issued by Kroll Advisory, S.L., as independent expert, dated 4 December 2023.

The operation was also supported by a tax reasonableness report on transfer pricing issued by Deloitte Asesores Tributarios, S.L.U. dated 5 December 2023, and a report by Uría Menéndez Abogados, S.L.P., dated 13 December 2023, in which it was found that the terms and conditions of the sale and purchase agreement are on the whole consistent with those of an arm's length transaction between independent parties, and are in line with standard market practice for acquisitions in the hotel real estate sector in the geographical area concerned. The transaction was also approved by the Board of Directors, following a favourable report from the Audit and Control Committee, with all members voting in favour, with the exception of the proprietary directors appointed by Minor International Public Company Ltd. ("Minor"), who abstained from taking part in the deliberation and voting on the resolution.

Related party balances

| | Thousands of euros | |
|--|--------------------|--------------|
| | 2023 | 2022 |
| Accounts receivable from related entities (Note 13) | 2,376 | 3,609 |
| Accounts receivable from associated companies (short term) (Note 13) | 858 | 643 |
| Loans to associated companies (Note 13) | — | 10,969 |
| Less: impairment (Note 13) | — | (9,502) |
| Total Assets | 3,234 | 5,719 |

| | Thousands of euros | |
|---|--------------------|----------------|
| | 2023 | 2022 |
| Accounts payable from related entities (Note 20) | (969) | (2,027) |
| Accounts payable to associate companies (Note 20) | (944) | (928) |
| Total | (1,913) | (2,955) |

At 31 December 2023, the Group has a net balance pending receipt of 1,407 thousand euros with the Minor Group (2,376 thousand euros recorded as an account receivable and 969 thousand euros as accounts payable). At 31 December 2022, the Group had a net balance pending receipt of 1,582 thousand euros with the Minor Group (3,609 thousand euros recorded as an account receivable and 2,027 thousand euros as accounts payable).

25.- INFORMATION BY SEGMENTS

The Management Committee is the body responsible for making decisions on the Group's segments. The Management Committee monitors operational results on the basis of three geographical regions in order to make decisions on the accrual of resources and performance assessments. Each one of the geographical regions is led by its own Managing Director, who reports to the Management Committee.

The way of managing the three geographical regions coming under corporate services, defines the Group's geographical segments:

- BUSE (Southern Europe and USA): includes Italy, Spain, Portugal, France, Andorra, Tunisia and the USA. Within the segment, the information used for Management to manage it is presented separating Italy from the other countries.
- BUNE: within the segment, management information is grouped between Central Europe (which includes: Germany, Austria, Czech Republic, Hungary, Poland, Romania, Slovakia and Switzerland) and Benelux (which includes: Holland, Belgium, Luxembourg, Ireland and the United Kingdom).
- BUAM (Latin America, which includes: Argentina, Brazil, Chile, Colombia, Cuba, Ecuador, Haiti, Mexico and Uruguay).

The following table shows the breakdown of certain balances on the Group's consolidated statement of profit and loss.

| | Thousands of euros (2023) | | | | | | TOTAL |
|--|---------------------------|-------------------------|----------------|----------|----------|------------------|-----------|
| | BUSE | | BUNE | | BUAM | Central Services | |
| | Italy | Southern Europe and USA | Central Europe | Benelux | | | |
| Ordinary income | 459,740 | 629,788 | 471,826 | 461,367 | 135,708 | 566 | 2,158,995 |
| Other income | 2,217 | 1,169 | (2,055) | 887 | 326 | 2,678 | 5,222 |
| Net Profits/(Losses) from asset impairment | 11,005 | 770 | (13,302) | 1,845 | 492 | — | 810 |
| Depreciation | (55,291) | (81,903) | (86,195) | (41,676) | (11,809) | (15,487) | (292,361) |
| Financial income | 8 | 4,140 | 605 | 69 | 6,177 | 1,483 | 12,482 |
| Financial expenses | (15,568) | (47,668) | (60,429) | (22,756) | (10,344) | 12,578 | (144,187) |
| Results from exposure to hyperinflation (IAS 29) | — | — | — | — | 301 | — | 301 |
| Share of profit/(Loss) from entities accounted for the equity method | — | (1) | — | — | 773 | 43 | 815 |
| Income tax | (28,873) | (14,945) | (7,292) | (12,621) | (7,820) | 1,235 | (70,316) |

| | Thousands of euros (2022) | | | | | | TOTAL |
|--|---------------------------|-------------------------|----------------|----------|----------|------------------|-----------|
| | BUSE | | BUNE | | BUAM | Central Services | |
| | Italy | Southern Europe and USA | Central Europe | Benelux | | | |
| Ordinary income | 350,930 | 525,798 | 354,025 | 372,333 | 118,593 | 678 | 1,722,357 |
| Other income | 13,431 | 1,377 | 17,538 | 3,446 | 305 | 1,930 | 38,027 |
| Net Profits/(Losses) from asset impairment | 6,812 | 4,330 | 1,875 | 6,936 | (13,138) | — | 6,815 |
| Depreciation | (49,437) | (80,922) | (77,984) | (41,157) | (11,430) | (16,393) | (277,323) |
| Financial income | 36 | 151 | 340 | 1 | 1,607 | 4,357 | 6,492 |
| Financial expenses | (19,107) | (27,756) | (46,779) | (23,810) | (9,046) | (14,134) | (140,632) |
| Results from exposure to hyperinflation (IAS 29) | — | — | — | — | 4,384 | — | 4,384 |
| Share of profit/(Loss) from entities accounted for the equity method | — | — | — | — | (64) | (385) | (449) |
| Income tax | (30,556) | (11,595) | (5,004) | (9,849) | 3,756 | 182 | (53,066) |

2023

| | Thousands of euros | | | | | | |
|---|--------------------|-------------------------|----------------|----------|----------|----------|------------------|
| | 2023 | | | | | | |
| | TOTAL | BUSE | | BUNE | | BUAM | Central Services |
| Italy | | Southern Europe and USA | Central Europe | Benelux | | | |
| OTHER INFORMATION | | | | | | | |
| Inclusions of tangible fixed assets and other intangibles | 253,042 | 37,439 | 143,361 | 18,863 | 26,001 | 12,913 | 14,465 |
| Depreciation | (292,361) | (55,291) | (81,903) | (86,195) | (41,676) | (11,809) | (15,487) |
| Profits/(Losses) from asset impairment | 810 | 11,005 | 770 | (13,302) | 1,845 | 492 | — |

STATEMENT OF FINANCIAL POSITION

ASSETS

| | | | | | | | |
|---|------------------|----------------|------------------|----------------|----------------|----------------|----------------|
| Assets by segments | 4,158,907 | 801,204 | 1,026,056 | 958,862 | 865,342 | 326,078 | 181,365 |
| Investments accounted for using the equity method | 43,719 | — | 928 | — | — | 5,672 | 37,119 |
| Total consolidated assets | 4,202,626 | 801,204 | 1,026,984 | 958,862 | 865,342 | 331,750 | 218,484 |

LIABILITIES

| | | | | | | | |
|--|------------------|----------------|------------------|----------------|----------------|----------------|----------------|
| Liabilities and equity by segments | 4,202,626 | 801,204 | 1,026,984 | 958,862 | 865,342 | 331,750 | 218,484 |
| Total Consolidated Liabilities and Equity | 4,202,626 | 801,204 | 1,026,984 | 958,862 | 865,342 | 331,750 | 218,484 |

2022

| | Thousands of euros | | | | | | |
|---|--------------------|-------------------------|----------------|----------|----------|----------|------------------|
| | 2022 | | | | | | |
| | TOTAL | BUSE | | BUNE | | BUAM | Central Services |
| Italy | | Southern Europe and USA | Central Europe | Benelux | | | |
| OTHER INFORMATION | | | | | | | |
| Inclusions of tangible fixed assets and other intangibles | 55,368 | 10,809 | 9,727 | 11,436 | 10,797 | 6,571 | 6,028 |
| Depreciation | (277,323) | (49,437) | (80,922) | (77,984) | (41,157) | (11,430) | (16,393) |
| Profits/(Losses) from asset impairment | 6,815 | 6,812 | 4,330 | 1,875 | 6,936 | (13,138) | — |

STATEMENT OF FINANCIAL POSITION

ASSETS

| | | | | | | | |
|---|------------------|----------------|----------------|------------------|----------------|----------------|----------------|
| Assets by segments | 4,067,364 | 702,788 | 828,081 | 1,069,082 | 861,060 | 339,742 | 266,611 |
| Investments accounted for using the equity method | 41,935 | — | 929 | — | — | 4,620 | 36,386 |
| Total consolidated assets | 4,109,299 | 702,788 | 829,010 | 1,069,082 | 861,060 | 344,362 | 302,997 |

LIABILITIES

| | | | | | | | |
|--|------------------|----------------|----------------|------------------|----------------|----------------|----------------|
| Liabilities and equity by segments | 4,109,299 | 702,788 | 829,010 | 1,069,082 | 861,060 | 344,362 | 302,997 |
| Total Consolidated Liabilities and Equity | 4,109,299 | 702,788 | 829,010 | 1,069,082 | 861,060 | 344,362 | 302,997 |

26.- REMUNERATION AND OTHER STATEMENTS MADE BY THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The Management Bodies of the Parent Company have the following composition at 31 December:

- Board of Directors: 10 members in 2023 (10 members at 31 December 2022),
- Audit and Control Committee: 3 members in 2023 (3 members at 31 December 2022),
- Appointments and Remuneration Committee: 3 members in 2023 (3 members at 31 December 2022).

26.1 Remuneration of the Board of Directors

The amount accrued during the year by the members of the Parent Company's Board of Directors in relation to the remuneration of the Executive Directors, bylaw stipulated directors' fees and attendance fees and other items, is as follows:

| Remuneration item | Thousands of euros | |
|---------------------------------------|--------------------|--------------|
| | 2023 | 2022 |
| Fixed remuneration | 1,536 | 1,288 |
| Short-term variable remuneration | 1,013 | 895 |
| Long-term variable remuneration | 1,637 | 714 |
| Parent Company: allowances | 6 | 3 |
| Parent Company: attendance allowances | 305 | 377 |
| Indemnifications/other | 30 | 23 |
| Life insurance premiums | 14 | 12 |
| Total | 4,541 | 3,312 |

The Board of Directors had 10 members at 31 December 2023, three women and seven men (10 members in 2022, one woman).

The composition of the Board of Directors was amended at the General Shareholders' Meeting held in June 2023, with the resignation of the Directors José María Cantero, Fernando Lacadena and Alfredo Fernandez Agra. For their part, María Segimón de Manzanos, Miriam González-Amezqueta López and Tomás López Fernebrand joined the Board as Independent Directors. This includes the remuneration of outgoing directors until they leave office and of incoming directors from the date of their appointment.

In relation to the heading, "Transactions on shares and/or other financial instruments", consideration has been given to the objective long-term remuneration accrued. Remuneration in kind (vehicles and health insurance) is included under "Others".

Additional information in the Annual directors' Remuneration Report.

26.2 Remuneration of senior management

The remuneration of members of the Management Committee during the year, excluding those who simultaneously held office as members of the Board of Directors (whose remuneration has been set out above), is detailed below:

| | Thousands of euros | |
|------------------------|--------------------|--------------|
| | 2023 | 2022 |
| Pecuniary remuneration | 2,476 | 2,375 |
| Remuneration in kind | 126 | 110 |
| Others | 1306 | 627 |
| Total | 3,908 | 3,112 |

There were six members of Senior Management at 31 December 2023 (five members at 31 December 2022), excluding the CEO, the Chief Operations Officer and the Chief Assets and Development Officer due to their status as executive directors.

The item "Cash remuneration" includes fixed and short-term variable remuneration accrued in full until 31 December 2023.

Remuneration in kind includes the vehicle and the cost of insurance.

The heading "Other" takes the long-term objective remuneration accrued in 2023 into consideration.

26.3 Information on conflicts of interest on the part of Directors

During 2023, Minor International Public Company Limited ("Minor"), an indirect majority shareholder of the Group (95.87%) and represented on the Board by four proprietary Directors, and the Group signed a series of Related Party Transactions, which are broken down in the Audit and Control Committee's Annual Report, and there were transactions arising from Related Transactions approved in previous years which are broken down in Note 24 of this Report. These Related Party Transactions have always been executed in strict compliance with the rules established in the applicable regulations and the Procedure for Conflicts of Interest and Related Party Transactions with Significant Shareholders, Directors and Senior Management of NH Hotel Group, S.A. approved by the Board of Directors on 11 November 2021. All transactions signed with Minor (and/or its group of companies) have counted on a report from the Audit and Control Committee, have been signed under market conditions and with the participation of external advisors, and in compliance with the provisions in the Framework Agreement signed between the parties on 7 February 2019, which regulates, among others, the scope of action of the respective hotel groups headed by the Group and Minor through the identification of preferred geographic areas or zones, the mechanisms necessary to prevent and deal with possible conflicts of interest, as well as to carry out operations with related parties and develop business opportunities. The aforementioned Framework Agreement was duly communicated to the Market via a Relevant Fact and is published in full on the Company's website.

During all meetings of both the Audit and Control Committee and the Board of Directors that dealt with any matter related to Minor, proprietary directors were absent from the meetings, and consequently did not take part in the debate or in the adoption of the corresponding resolution.

In addition, and when the related-party operation so requires, the Company informs the market of the details of the transaction, as was done in the communication sent to the CNMV on 18 December 2023, describing in detail the operation entered into with Minor in relation to the operation in Portugal, whose review, study and approval has scrupulously complied with the rules of good governance.

27.- ENVIRONMENTAL, SOCIAL AND GOVERNMENTAL RISKS

The Parent Company's Board of Directors is the body responsible for supervision of the risk management system, and the Audit and Control Committee supports the Board in supervising the effectiveness of the internal control, internal audit and the risk management systems.

The governing bodies receive information about the main risks the Group is exposed to and the capital resources available to face up to them at least every quarter, along with information about compliance with the limits set in the risk appetite.

Therefore, as in previous years, in 2023 the Audit and Control Committee supervised and validated the Risk Map update and the correct implementation of the action plans that fully or partially contribute to mitigating the main risks.

An analysis was carried out on the 78 risks appearing in the Group's risk catalogue for 2023 to identify those relating to ESG (Environmental, Social and Governance) criteria. The result was that 47% of all the risks identified were classified as such.

As it is integrated within the Company's Risk Management Model, the ESG Risk Map follows the same process phases, including risk response, monitoring and control and mitigation measures adopted.

In addition, all risks and opportunities arising from climate change have been identified and quantified following the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).

For more information on the Group's risk management model, see section 9. Risk Management of the 2023 Consolidated Non-Financial Information Statement.

Sustainable Business Strategy

NH Hotel Group runs its hotel business with the ambition of leading responsible behaviour, generating a positive social and environmental impact where it is present, conveying its human rights, ethical and corporate commitments in its way of working along its entire value chain: shareholders, customers, partners, suppliers and employees, while promoting responsible alliances with two pillars: UP FOR PLANET and UP FOR PEOPLE.

A noteworthy milestone was setting up the Sustainability Executive Committee in May 2022, whose main function is to support the Board of Directors in its work providing monitoring of NH Hotel Group's sustainability strategy. This committee is co-chaired by the Chief Assets & Development Officer and the Chief People & Sustainable Business Officer, and it is made up of members of the Company from different key areas with a direct impact on the NH Hotel Group strategy execution.

Convinced it is moving in the right direction to achieve the next sustainability challenges, the Company is aligned with the Sustainable Development Goals (SDGs) to which it can contribute and undertakes to continue creating long-term and global value within the framework of the 2030 Agenda.

More information on this Model and its performance during 2023 is available in section 10. Sustainable Business Strategy of the 2023 Consolidated Non-Financial Information Statement.

28.- EXPOSURE TO RISK

Group financial risk management is centralized in the Corporate Finance Division in accordance with the policies approved by the Board of Directors. This Division has put the necessary measures in place to control exposure to changes in interest and exchange rates on the basis of the Group's structure and financial position, as well as credit, liquidity and market price risks. If necessary, hedges are made on a case-by-case basis. The main financial risks faced by the Group's policies are described below:

Credit risk

The Group main financial assets include cash and cash equivalents (Note 14), as well as trade and other accounts receivable (Note 13). In general terms, the Group holds its cash and cash equivalents in entities with a high credit rating and part of its trade and other accounts receivable are guaranteed by deposits, bank guarantees and advance payments by tour operators.

The Group has no significant concentration of third-party credit risk due to the diversification of its financial investments as well as to the distribution of trade risks with short collection periods among a large number of customers.

The Group has formal procedures for detecting objective evidence of impairment in trade receivables for the provision of services. As a result of these, significant delays in payment terms and the methods to be followed in estimating the impairment loss based on individual analyses are identified. Impairment of trade receivables from customers for the provision of services at 31 December 2023 amounted to 4,621 thousand euros (4,398 thousand euros at 31 December 2022) (Note 13), and customer balances not included in this impairment have sufficient credit quality. Therefore, with this impairment, the credit risk of these trade receivable is considered covered.

Interest rate risk

The Group's financial assets and liabilities are exposed to fluctuations in interest rates, which may have an adverse effect on its results and cash flows. To mitigate this risk, the Group has voluntarily repaid the 250,000 thousand-euro syndicated loan with ICO guarantee, and the USD 50,000 thousand loan from the US subsidiary maturing in July 2023 early and in full, thereby reducing its exposure to fluctuations in interest rates. It has also set up control policies and the greater part of its debt is at fixed rates with the issue of guaranteed senior debentures. At 31 December 2023, approximately 88% (70% at 31 December 2022) of the gross borrowings drawn down was tied to fixed interest rates (excluding lease liabilities).

In accordance with reporting requirements set forth in IFRS 7, the Group has conducted a sensitivity analysis on possible interest-rate fluctuations in the markets in which it operates, based on these requirements.

Through the sensitivity analysis, taking as a reference the outstanding amount of that financing that has variable interest, we estimated the increase in the interest that would arise in the event of a rise in the reference interest rates.

- In the event that the increase in interest rates were 25 b.p., the financial expense would increase by 145 thousand euros plus interest.
- In the event that the increase in interest rates were 50 b.p., the financial expense would increase by 290 thousand euros plus interest.
- In the event that the increase in interest rates were 100 b.p., the financial expense would increase by 581 thousand euros plus interest.

The results in equity would be similar to those recorded in the income statement but taking into account their tax effect, if any.

Lastly, the long-term financial assets set out in Note 12 of this annual report are also subject to interest-rate risks.

Exchange rate risk

The Group is exposed to exchange-rate fluctuations that may affect its sales, results, equity and cash flows. These mainly arise from:

- Investments in foreign countries (essentially Mexico, Argentina, Uruguay, Colombia, Chile, Ecuador, the Dominican Republic, Brazil, Panama, the United States, Hungary and the Czech Republic).

- Transactions made by Group companies operating in countries whose currency is other than the euro (essentially Mexico, Argentina, Uruguay, Colombia, Chile, Ecuador, the Dominican Republic, Venezuela, Brazil, the United States, the United Kingdom Hungary and the Czech Republic).

In this respect, the detail of the effect on the currency translation difference of the main currencies in 2023 was as follows:

| | Thousands of euros | |
|----------------|---------------------------------|----------------|
| | Currency translation difference | Change vs 2022 |
| Uruguayan peso | (4,197) | (101) |
| Mexican peso | (12,612) | 3,831 |
| Colombian peso | (32,757) | 6,669 |
| Chilean peso | 14,538 | (195) |

The changes in the currency translation difference of the above currencies were mainly due to the movements in exchange rates between 31 December 2023 and 31 December 2022:

| Year-end euro reference exchange rate | 2023 | 2022 | Change |
|---------------------------------------|----------|----------|---------|
| Uruguayan peso | 43.12 | 42.45 | (1.58)% |
| Mexican peso | 18.72 | 20.86 | 10.26 % |
| Colombian peso | 4,347.83 | 5,263.16 | 17.39 % |
| Chilean peso | 961.54 | 909.09 | (5.77)% |

As can be observed in the table, the movements in the exchange rate of the currencies with respect to the end of the previous year is in line with the changes in equity associated with these currencies.

Below is a detail of the movements in the average exchange rate of the aforementioned currencies:

| Average euro reference exchange rate in the year | 2023 | 2022 | Change |
|--|----------|----------|---------|
| Uruguayan peso | 41.98 | 43.38 | 3.23 % |
| Mexican peso | 19.18 | 21.18 | 9.44 % |
| Colombian peso | 4,761.91 | 4,545.45 | (4.76)% |
| Chilean peso | 909.09 | 917.43 | 0.91 % |

For these currencies an analysis was carried out to determine if it would be better to apply a monthly average or cumulative average exchange rate, and no significant difference resulted from this analysis.

Liquidity risk

Exposure to adverse situations in debt or capital markets could hinder or prevent the Group from meeting the financial needs required for its operations and for implementing its Strategic Plan.

Furthermore, the continuous concentration in the banking system may make access to financial instruments, bank guarantees and financing working capital more difficult.

Management of this risk is focused on thoroughly monitoring the maturity schedule of the Group's financial debt, as well as on proactive management and maintaining credit lines that allow forecast cash needs to be met.

The Group's liquidity position at 31 December 2023 is based on the following points:

- The group had cash and cash equivalents amounting to 215,991 thousand euros.
- Available in undrawn credit facilities to the amount of 303,987 thousand euros (Note 16).

The Group also has 40,101 thousand euros in confirming lines that it uses to manage part of its payments to trade creditors. These lines are distributed amongst several banks and cover trade suppliers in various countries in Europe (Spain, Germany, Holland, Italy, Belgium, Austria and Luxembourg)

Lastly, the Group makes cash flow forecasts on a systematic basis for each business unit and geographical area, depending on the capacity to generate positive cash flows from business, in order to assess their needs. This Group liquidity policy ensures payment undertakings are fulfilled without having to request funds at onerous conditions. In this way, the Group's liquidity position is continuously monitored.

Market prices risk

The Group is exposed to risks related to fluctuations of prices of goods and services. These risks are essentially managed in the purchasing process.

In an inflation environment, the Group could be impacted in several ways, such as, for example, by increases in supplies of products and services, salary costs, the cost of renting the hotels leased. This inflation risk can be buffered by, amongst others, diversifying supplies providers, renegotiation of existing contracts that include protection clauses, a business strategy focussing on maximising the average price for the sale of hotel rooms and the identification of efficiency measures for operational costs.

However, the disruptions to the supply chain, exacerbated by geopolitical tensions, have caused upward pressure in the price of supplies of products and services, particularly energy, which has increased drastically in Europe and is reflected in the cost of its supplies and services with a high energy use, such as laundry services. As mentioned above, these risks are managed, among others, by diversification of supply providers, renegotiation of existing contracts and identification of operational cost efficiency measures.

29.- SUBSEQUENT EVENTS

No significant events have occurred since 31 December 2023.

APPENDIX I: SUBSIDIARIES

The data on the Parent company's subsidiaries at 31 December 2023 are presented below:

| Investee company | Registered address of investee company | Main activity of the Investee Company | Parent company's % stake in investee company | % of voting rights controlled by parent company |
|---|--|---------------------------------------|--|---|
| Agaga, s.r.o. | Czech Republic | Hotel Business | 100% | 100% |
| Aguamarina S.A. | Dominican Republic Corporate services | Corporate services | 100% | 100% |
| Airport Hotel Frankfurt-Raunheim, GmbH & Co. KG | Frankfurt | Real Estate | 94% | 94% |
| Aldon Beteiligungs GmbH | Pullach i.Isartal | Holding company | 100% | 100% |
| Artos Beteiligungs, GmbH | Munich | Holding company | 100% | 100% |
| Astron Immobilien, GmbH | Munich | Holding company | 100% | 100% |
| Atlantic Hotel Exploitatie, B.V. | The Hague | Hotel Business | 100% | 100% |
| Capredo Investments, GmbH | Switzerland | Holding company | 100% | 100% |
| Chartwell de México, S.A. de C.V. | Mexico City | Hotel Business | 100% | 100% |
| Chartwell de Nuevo Laredo, S.A. de C.V. | Nuevo Laredo | Hotel Business | 100% | 100% |
| Chartwell Inmobiliaria de Coatzacoalcos, S.A. de C.V. | Coatzacoalcos | Hotel Business | 100% | 100% |
| City Hotel, S.A. | Buenos Aires | Hotel Business | 50% | 50% |
| Columbia Palace Hotel, S.A. | Montevideo | Hotel Business | 100% | 100% |
| Coperama Benelux, B.V. | Amsterdam | Procurement network | 100% | 100% |
| Coperama Central Europe GmbH (*) | Berlin | Procurement network | 100% | 100% |
| Coperama Colombia, S.A.S | Bogotá | Procurement network | 100% | 100% |
| Coperama Holding, S.L. | Madrid | Procurement network | 100% | 100% |
| Coperama Italia S.r.l. | Milan | Procurement network | 100% | 100% |
| Coperama Mexico S.A. de C.V. | Mexico City | Procurement network | 100% | 100% |
| Coperama Portugal, Unipessoal Lda | Portugal | Procurement network | 100% | 100% |
| Coperama Spain, S.L. | Madrid | Procurement network | 100% | 100% |
| Corporación Hotelera Oriental, S.A. | Santo Domingo | Holding company | 100% | 100% |
| Dam 9 B.V. | Amsterdam | Corporate services | 100% | 100% |
| De Sparrenhorst, B.V. | Nunspeet | Hotel Business | 100% | 100% |
| Desarrollo Inmobiliario Santa Fe Mexico, S.A. de C.V. | Mexico City | Hotel Business | 50% | 50% |
| Eurotels Chile S.A. | Chile | Holding company | 98% | 98% |
| Exploitiemaatschappij Caransa Hotel, B.V. | Amsterdam | Without activity | 100% | 100% |
| Exploitiemaatschappij Hotel Best B.V. | Best | Without activity | 100% | 100% |
| Exploitiemaatschappij Hotel Doelen, B.V. | Amsterdam | Hotel Business | 100% | 100% |
| Exploitiemaatschappij Hotel Naarden, B.V. | Naarden | Hotel Business | 100% | 100% |
| Exploitiemaatschappij Hotel Schiller, B.V. | Amsterdam | Hotel Business | 100% | 100% |

(*) The companies belonging to the German consolidated group made use of the exemption provided for in Section 264, Paragraph 3 of the Commercial Code (HGB) in 2023.

(**) The companies belonging to the German consolidated group made use of the exemption provided for in Section 264, Paragraph 3 of the Commercial Code (HGB) and Section 291, paragraph 1, of the Commercial code (HGB) in 2023.

| Investee company | Registered address of investee company | Main activity of the Investee Company | Parent company's % stake in investee company | % of voting rights controlled by parent company |
|--|--|---------------------------------------|--|---|
| Franquicias Lodge, S.A. de C.V. | Mexico City | Hotel Business | 100% | 100% |
| GCS Hotel Ltd. | Dublin | Hotel Business | 100% | 100% |
| Gestora hotelera del siglo XXI, S.A. | Barcelona | Hotel Business | 100% | 100% |
| Gran Círculo de Madrid, S.A. | Madrid | Catering | 99% | 99% |
| Grupo Hotelero Monterrey, S.A. de C.V. | Mexico City | Hotel Business | 100% | 100% |
| Grupo Hotelero Queretaro, S.A. de C.V. | Querétaro | Hotel Business | 57% | 57% |
| Grupo Operador de Hoteles Santa Fe, S.A de C.V | Mexico City | Hotel Business | 50% | 50% |
| Heiner Gossen Hotelbetrieb, GmbH (*) | Berlin | Hotel Business | 100% | 100% |
| Highmark Geldrop, B.V. | Geldrop | Without activity | 100% | 100% |
| Highmark Hoofddorp, B.V. | Hoofddorp | Hotel Business | 100% | 100% |
| Hispana Santa Fe, S.A. de C.V. | Mexico City | Hotel Business | 50% | 50% |
| Holding Onroerend Goed d'Vijff Vlieghe B.V. | Amsterdam | Without activity | 100% | 100% |
| Hotel de Ville, B.V. | Groningen | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Amsterdam Noord B.V. | Amsterdam | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Leijenberghlaan Amsterdam B.V. | Amsterdam | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Capelle aan den IJssel B.V. | Capelle a/d IJssel | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Stationsstraat Amersfoort B.V. | Amersfoort | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Atlanta Rotterdam B.V. | Rotterdam | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Danny Kayelaan Zoetermeer B.V. | Zoetermeer | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Diegem N.V. | Diegem | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Eindhoven B.V. | Hilversum | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Epen Zuid-Limburg B.V. | The Hague | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Flowermarket B.V. | Amsterdam | Without activity | 100% | 100% |
| Hotel Exploitatie Maatschappij Forum Maastricht B.V. | Maastricht | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Jaarbeursplein Utrecht B.V. | Utrecht | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Janskerkhof Utrecht B.V. | Utrecht | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Onderlangs Arnhem B.V. | Arnhem | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Spuistraat Amsterdam B.V. | Amsterdam | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Stadhouderskade Amsterdam B.V. | Amsterdam | Hotel Business | 100% | 100% |
| Hotel Exploitatie Maatschappij Van Alphenstraat Zandvoort B.V. | Hilversum | Hotel Business | 100% | 100% |
| Hotelagos S.A | Lagos | Hotel Business | 100% | 100% |
| Hotelera de Chile, S.A. | Santiago de Chile | Hotel Business | 100% | 100% |
| Hotelera de la Parra, S.A. de C.V. | Mexico City | Hotel Business | 100% | 100% |
| Hotelera Lancaster, S.A. | Buenos Aires | Hotel Business | 50% | 50% |
| Hotelera Norte Sur S.A | Chile | Real Estate | 68% | 68% |

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(**) The companies belonging to the German consolidated group made use of the exemption provided for in Section 264, Paragraph 3 of the Commercial Code (HGB) and Section 291, paragraph 1, of the Commercial code (HGB) in 2023.

| Investee company | Registered address of investee company | Main activity of the Investee Company | Parent company's % stake in investee company | % of voting rights controlled by parent company |
|--|--|---------------------------------------|--|---|
| Hoteles Royal del Ecuador S.A. Horodelsa | Quito | Hotel Business | 54% | 54% |
| Hoteles Royal, S.A. | Bogota | Holding company | 98% | 98% |
| Hotel Exploitatie Maatschappij Vijzelstraat Amsterdam B.V. | Amsterdam | Hotel Business | 100% | 100% |
| Hotels Bingen & Viernheim, GmbH & Co. KG | Munich | Real Estate | 94% | 94% |
| HR Quántica SAS | Bogota | Hotel Business | 50% | 50% |
| Iberinterbrokers, S.L. | Barcelona | Corporate services | 75% | 75% |
| IMMO Hotel Belfort N.V. | Diegem | Real Estate | 100% | 100% |
| IMMO Hotel Brugge N.V. | Diegem | Real Estate | 100% | 100% |
| IMMO Hotel Diegem N.V. | Diegem | Real Estate | 100% | 100% |
| IMMO Hotel Gent N.V. | Diegem | Real Estate | 100% | 100% |
| IMMO Hotel GP N.V. | Diegem | Real Estate | 100% | 100% |
| IMMO Hotel Mechelen N.V. | Diegem | Real Estate | 100% | 100% |
| IMMO Hotel Stephanie N.V. | Diegem | Real Estate | 100% | 100% |
| Inmobiliaria Royal S.A | Chile | Real Estate | 68% | 68% |
| Inmobiliaria y financiera Chile S.A. | Santiago de Chile | Real Estate | 100% | 100% |
| Inversiones Chilenas, S.A.S | Bogotá | Hotel Business | 98% | 98% |
| Roco Hospitality Group, S.R.L. | Italy | Hotel Business | 100% | 100% |
| Jan Tabak, N.V. | Bussum | Hotel Business | 84% | 84% |
| Jolly Hotels Belgio S.A. | Brussels | Real Estate | 100% | 100% |
| Jolly Hotels Deutschland GmbH (*) | Berlin | Hotel Business | 100% | 100% |
| Jolly Hotels Holland N.V. | Amsterdam | Holding company | 100% | 100% |
| Jolly Hotels USA, Inc. | Wilmington | Hotel Business | 100% | 100% |
| Koningshof, B.V. | Veldhoven | Hotel Business | 100% | 100% |
| Krasnapolsky Belgian Shares, B.V. | Hoofddorp | Holding company | 100% | 100% |
| Krasnapolsky Hotels & Restaurants, N.V. | Amsterdam | Holding company | 100% | 100% |
| Krasnapolsky Hotels, Ltd. | Somerset West | Hotel Business | 100% | 100% |
| Krasnapolsky ICT, B.V. | Hoofddorp | Without activity | 100% | 100% |
| Krasnapolsky International Holding, B.V. | Hoofddorp | Holding company | 100% | 100% |
| Latina Chile, S.A. | Santiago de Chile | Hotel Business | 100% | 100% |
| Latina de Gestión Hotelera, S.A. | Buenos Aires | Hotel Business | 100% | 100% |
| Latina Holding S.A.U. | Buenos Aires | Holding company | 100% | 100% |
| Latinoamericana Curitiba Administracao De Hoteis Ltda | Curitiba | Hotel Business | 100% | 100% |
| Latinoamericana de Gestion Hotelera, S.L. | Madrid | Holding company | 100% | 100% |
| Leeuwenhorst Congres Center, B.V. | Noordwijkerhout | Hotel Business | 100% | 100% |
| Liberation Exploitatie, B.V. | Sprang Capelle | Hotel Business | 100% | 100% |
| Mateo Hotel Savona KG der Mateo Grundstuecksverwaltungsgesellschaft mbh & C. | Bolzano | Holding company | 100% | 100% |
| Mateo Grundstuecksverwaltungsgesellschaft mbh | Pullach i.Isartal | Holding company | 100% | 100% |
| Marquette Beheer, B.V. | Hoofddorp | Holding company | 100% | 100% |

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(**) The companies belonging to the German consolidated group made use of the exemption provided for in Section 264, Paragraph 3 of the Commercial Code (HGB) and Section 291, paragraph 1, of the Commercial code (HGB) in 2023.

| Investee company | Registered address of investee company | Main activity of the Investee Company | Parent company's % stake in investee company | % of voting rights controlled by parent company |
|--|--|---------------------------------------|--|---|
| Minor Continental Holding (Luxembourg) S.à r.l. | Luxembourg | Hotel Business | 100% | 100% |
| Minor Hotels Portugal S.A | Lisbon | Hotel Business | 100% | 100% |
| Minor Luxury Hotels Vilamoura S.A. | Vilamoura | Hotel Business | 100% | 100% |
| Museum Quarter, B.V. | Amsterdam | Hotel Business | 100% | 100% |
| Nacional Hispana de Hoteles, S. de R.L. de C.V. | Mexico City | Hotel Business | 100% | 100% |
| New York Palace KFT | Budapest | Hotel Business | 100% | 100% |
| NH Atardecer Caribeño, S.A. | Madrid | Corporate services | 100% | 100% |
| NH Belgium, cvba | Diegem | Holding company | 100% | 100% |
| NH Brasil Abrasil Administracao De Hoteis E Participadas Ltda. | Villa Olímpica | Corporate services | 100% | 100% |
| NH Caribbean Management, B.V. | Hilversum | Management | 100% | 100% |
| NH Cash Link, S.L. | Madrid | Financial company | 100% | 100% |
| NH Central Europe Management, GmbH (*) | Berlin | Hotel Business | 100% | 100% |
| NH Central Europe, GmbH & Co. KG (**) | Berlin | Hotel Business | 100% | 100% |
| NH Central Reservation Office, S.A. | Madrid | Call Centre | 100% | 100% |
| NH Ciutat de Reus, S.A. | Barcelona | Hotel Business | 90% | 90% |
| NH Europa, S.L. | Barcelona | Hotel Business | 100% | 100% |
| NH Financing Services S.a r.l. | Luxembourg | Financial company | 100% | 100% |
| NH Hotels Finland Oy | Finland | Hotel Business | 100% | 100% |
| NH Holding Srl | Italy | Holding company | 100% | 100% |
| NH Hotel Rallye Portugal, Lda. | Portugal | Hotel Business | 100% | 100% |
| NH Hotelbetriebs.-u. Dienstleistungs, GmbH (*) | Berlin | Hotel Business | 100% | 100% |
| NH Hotelbetriebs-u Entwicklungs, GmbH (*) | Berlin | Hotel Business | 100% | 100% |
| NH Hoteles Austria, GmbH | Vienna | Hotel Business | 100% | 100% |
| NH Hoteles Deutschland, GmbH (**) | Berlin | Hotel Business | 100% | 100% |
| NH Hoteles España, S.A. | Barcelona | Hotel Business | 100% | 100% |
| NH Hoteles France S.A.S. | France | Hotel Business | 100% | 100% |
| NH Hoteles Switzerland GmbH | Zurich | Hotel Business | 100% | 100% |
| NH Hotels Czequia, s.r.o. | Prague | Hotel Business | 100% | 100% |
| NH Hoteles Polska, Sp. Zo.o. | Poznan | Hotel Business | 100% | 100% |
| NH Hotels USA, Inc. | Houston | Hotel Business | 100% | 100% |
| NH Hungary Szallodauzemelteto kft | Budapest | Hotel Business | 100% | 100% |
| NH Italia Real Estate, S.r.l. | Milan | Real Estate | 100% | 100% |
| NH Italia, S.p.A. | Milan | Hotel Business | 100% | 100% |
| NH Lagasca, S.A. | Madrid | Hotel Business | 75% | 75% |
| NH Las Palmas, S.A. | Gran Canaria | Hotel Business | 75% | 75% |
| NH Management Black Sea Srl | Bucharest | Hotel Business | 100% | 100% |
| NH Marbella Hotel, S.L. | Madrid | Without activity | 100% | 100% |
| NH Marin, S.A. | Barcelona | Hotel Business | 50% | 50% |
| NH Private Equity | Senningerberg | Holding company | 100% | 100% |
| NH Private Equity, B.V. | Hoofddorp | Holding company | 100% | 100% |
| NH Private Equity, B.V. | London | Holding company | 100% | 100% |

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(**) The companies belonging to the German consolidated group made use of the exemption provided for in Section 264, Paragraph 3 of the Commercial Code (HGB) and Section 291, paragraph 1, of the Commercial code (HGB) in 2023.

| Investee company | Registered address of investee company | Main activity of the Investee Company | Parent company's % stake in investee company | % of voting rights controlled by parent company |
|--|--|---------------------------------------|--|---|
| NH Strandgade APS | Copenhagen | Hotel Business | 100% | 100% |
| NH The Netherlands, B.V. | Hoofddorp | Holding company | 100% | 100% |
| NH Wilhelminakade Holding B.V. | Hoofddorp | Without activity | 100% | 100% |
| NHOW Amsterdam B.V. | Amsterdam | Hotel Business | 100% | 100% |
| NHOW London, Ltd. | London | Corporate services | 100% | 100% |
| NHOW Rotterdam B.V. | Rotterdam | Hotel Business | 100% | 100% |
| Nuevos Espacios Hoteleros, S.A. | Madrid | Hotel Business | 100% | 100% |
| Objekt Leipzig Messe GmbH &Co KG | Munich | Real Estate | 94% | 94% |
| Olofskapel Monumenten, B.V. | Amsterdam | Without activity | 100% | 100% |
| Onroerend Goed Beheer Maatschappij Atlanta Rotterdam, B.V. | Rotterdam | Real Estate | 100% | 100% |
| Onroerend Goed Beheer Maatschappij Capelle aan den IJssel, B.V. | Capelle a/d IJssel | Real Estate | 100% | 100% |
| Onroerend Goed Beheer Maatschappij Danny Kayelaan Zoetermeer, B.V. | Zoetermeer | Real Estate | 100% | 100% |
| Onroerend Goed Beheer Maatschappij IJsselmeerweg Naarden, B.V. | Naarden | Real Estate | 100% | 100% |
| Onroerend Goed Beheer Maatschappij Kruisweg Hoofddorp, B.V. | Hoofddorp | Real Estate | 100% | 100% |
| Onroerend Goed Beheer Maatschappij Marquette Heemskerk, B.V. | Heemskerk | Without activity | 100% | 100% |
| Onroerend Goed Beheer Maatschappij Prins Hendrikkade Amsterdam, B.V. | Amsterdam | Without activity | 100% | 100% |
| Onroerend Goed Beheer Maatschappij Van Alphenstraat Zandvoort, B.V. | Zandvoort | Real Estate | 100% | 100% |
| Operadora Nacional Hispana, S.A. de C.V. | Mexico City | Hotel Business | 100% | 100% |
| Palacio de la Merced, S.A. | Burgos | Hotel Business | 88% | 88% |
| Palatium Amstelodamum, N.V. | Amsterdam | Hotel Business | 100% | 100% |
| Restaurant D'Vijff Vlieghe, B.V. | Amsterdam | Catering | 100% | 100% |
| Royal Hotels Inc. | USA | Without activity | 98% | 98% |
| Royal Santiago Hotel S.A. | Chile | Hotel Business | 66% | 66% |
| Servicios Chartwell de Nuevo Laredo, S.A. de C.V. | Nuevo Laredo | Hotel Business | 100% | 100% |
| Servicios Corporativos Chartwell Monterrey, S.A. de C.V. | Monterrey | Hotel Business | 100% | 100% |
| Servicios Corporativos Hoteleros, S.A. de C.V. | Mexico City | Hotel Business | 100% | 100% |
| Servicios Corporativos Krystal Rosa, S.A. de C.V. | Mexico City | Hotel Business | 100% | 100% |
| Sociedad Hotelera Cien Internacional S.A. | Bogota | Hotel Business | 63% | 63% |
| Sociedad Hotelera Cotopaxi S.A. | Quito | Hotel Business | 54% | 54% |
| Sociedad Operadora Nh Royal Panama S.A. | Ciudad de Panamá | Hotel Business | 98% | 98% |
| The Marker Anantara Ltd. | Dublin | Holding company | 100% | 100% |
| Toralo, S.A. | Montevideo | Hotel Business | 100% | 100% |
| Vela Secunda Omnium Primum VIII B.V. | Groningen | Hotel Business | 50% | 50% |
| Wilan Ander, S.L. | Madrid | Real Estate | 100% | 100% |
| Wilan Huel, S.L. | Madrid | Real Estate | 100% | 100% |

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(**) The companies belonging to the German consolidated group made use of the exemption provided for in Section 264, Paragraph 3 of the Commercial Code (HGB) and Section 291, paragraph 1, of the Commercial code (HGB) in 2023.

APPENDIX II: ASSOCIATED COMPANIES

| Investee company | Registered address of investee company | Main activity of the Investee Company | Parent company's % stake in investee company | % of voting rights controlled by parent company |
|---|--|---------------------------------------|--|---|
| Borokay Beach, S.L. | Madrid | Hotel Business | 50% | 50% |
| Consortio Grupo Hotelero T2, S.A. de C.V. | Mexico City | Hotel Business | 10% | 10% |
| Gente con actitud de servicios gecase, S.A. De C.V. | Puebla | Hotel Business | 17% | 17% |
| Hotelera del Mar, S.A. | Mar de Plata | Hotel Business | 20% | 20% |
| Inmobiliaria 3 Poniente, S.A. de C.V. | Puebla | Hotel Business | 17% | 17% |
| Mil Novecientos Doce, S.A. de C.V. | Mexico | Hotel Business | 25% | 25% |
| Servicios Corporativos 1912, S.A. DE C.V | Mexico | Hotel Business | 25% | 25% |
| Servicios Corporativos T2, S.A. DE C.V | Mexico City | Hotel Business | 10% | 10% |
| Sotocaribe, S.L. | Madrid | Holding company | 36% | 36% |

Consolidated management report for the financial year ended at 31 December 2023

EVOLUTION OF BUSINESS AND GROUP'S SITUATION

NH Hotel Group is an international hotel operator and one of the leading urban hotel companies worldwide in terms of number of rooms. The Group operates 350 hotels and 55,626 rooms in 30 countries, and has a significant presence in Europe.

The centralised business model allows it to offer a consistent level of service to its customers in different hotels in different regions. The corporate headquarters and regional offices offer hotels a wide range of functions such as sales, revenue management, reservations, marketing, human resources, financial management and systems development.

This flexible operational and financial structure has enabled the Group to overcome the huge challenges of previous years due to the low level of demand. In the medium term, the Group will continue to benefit from brand recognition, its excellent locations and strong market positioning in Europe. It should be pointed out that in 2023, according to the Brand Finance Hospitality study, we were recognised as the highest-value Spanish brand, the sixth in Europe and among the top 25 worldwide.

The recovery that began in 2021 after the economic crisis caused by the Covid-19 pandemic was consolidated during 2023. To this effect, the world economy grew 3.1%, compared to 3.5% growth in the previous year. More specifically, the eurozone had growth of 0.5% in 2023 (3.4% in 2022).[1].

The global economic recovery is proving surprisingly resilient in the wake of the COVID-19 pandemic, the Russian invasion of Ukraine and the cost of living crisis. Inflation is falling faster than expected after peaking in 2022 and is having less of an impact on employment and economic activity than expected thanks to favourable supply-side developments and policy tightening by central banks, which has kept inflation expectations anchored. However, high interest rates aimed at fighting inflation, coupled with the withdrawal of fiscal support in a context of high debt, are expected to dampen growth in 2024.

The four countries that bring the greatest proportion of the Group's sales and profits reduced their rates of growth in 2023: Spain (+2.4% in 2023 vs +5.8% in 2022), the Netherlands (+0.6% in 2023 vs +4.3% in 2022), Germany (-0.3% in 2023 vs +1.8% in 2022), and Italy (+0.7% in 2023 vs +3.7% in 2022). Meanwhile, growth in Latin America was +2.5% in 2023 vs +4.2% in 2022.

Inflation is falling faster than expected in most regions as supply-side problems dissipate and monetary policy tightens. Even though global inflation has fallen, this is mainly due to a fall in energy and food prices. Underlying inflation, however, which excludes such volatile components as energy and food, remains high in many countries. It is forecast that worldwide inflation will decrease from 9.2% in 2022 to 6.8% in 2023 and to 5.8% in 2024, levels which are far higher than the target and still higher than those seen prior to the pandemic (2017-2019) of around 3.5%.

According to UNWTO data, by 2023 international tourism will reach 88% of pre-pandemic levels, with an estimated 1.3 billion international arrivals. The release of remaining pent-up demand, increased air connectivity and further recovery of Asian markets and destinations are expected to support a full recovery by the end of 2024. Europe, the world's most visited region, reached 94% of the levels achieved in 2019, supported by intra-regional demand and travel from the United States. Africa recovered to 96% of pre-pandemic visitors, and the Americas to 90%. Asia and the Pacific reached 65% of pre-pandemic levels, following the reopening of several markets and destinations.

The latest UNWTO data also highlights the economic impact of the recovery. In 2023, according to preliminary estimates, international tourism receipts will reach USD 1.4 trillion, approximately 93% of the USD 1.5 trillion receipts from destinations in 2019. Preliminary estimates of tourism's economic contribution, measured in terms of direct tourism gross domestic product (GDP), point to USD 3.3 trillion in 2023, or 3% of global GDP. This indicates a recovery of the direct tourism GDP achieved before the pandemic, driven by strong growth in domestic and international tourism.

[1] Data and estimates from the IMF "World Economic Outlook" January 2024.

The rapid recovery in the Group's results should be noted. This can be explained by the operational and financial transformation undertaken in the years prior to the pandemic, as well as the measures adopted during the pandemic.

The excellent performance of the group in the years prior to the pandemic was the result of a complete transformation, particularly brand segmentation and increased positioning in the premium segment, portfolio optimisation, significant investment in repositioning and information systems for pricing strategy, the focus on efficiency and cost control, and the reduction of financial indebtedness.

This Plan prioritised boosting the Company's income, increasing its efficiency and, at the same time, taking advantage of its strengths for new repositioning opportunities and organic expansion as an additional path to growth.

With the entrance of Minor International into the share capital at the end of 2018, a new era of opportunity opened up with the creation of a global hotel platform operating on five continents. In this way, a new stage began where additional opportunities arose, such as:

- The possibility of increasing the current customer base, attracting the growing Asian demand to the European markets.
- Economies of scale with business partners, travel agencies and suppliers
- The ability to use a larger brand umbrella in new geographical areas, that is to say, take the NH brands into Minor geographical areas and vice versa.
- Access the luxury segment with new opportunities for brand change and opening and signing up new hotels in the segment.
- Boost the segment diversification strategy, integrating the resorts market into our cornerstones for growth
- Integration of Tivoli operations in Europe under the NH umbrella.
- Contact the best teams, driving an exchange of talent.

Continuous improvement to the customer experience was boosted in 2019 with the launch of various initiatives: "Fastpass", a combination of three innovative services - Check-in Online, Choose Your Room and Check-out Online - which gives customers full control over their stay. Also a new service, "City Connection", where you can enjoy the city without limits. Under the slogan "Stay in one hotel, enjoy them all", the NH Hotel Group offered a range of services that allow customers to enjoy them in any hotel in the city they are in, regardless of the hotel they are staying in for the duration of their stay..

In 2021, in order to adapt to the new trends among business travellers, the Group launched a series of initiatives:

- Extended Stay, with up to 35% discount on stays of more than 7 days for working away from home for an extended period.
- Smart Spaces, a new B2B offer, with exclusive spaces for working and organising small business meetings making the most of all the advantages of our hotels.
- Hybrid Meetings, to boost the value of events reaching a bigger audience from various destinations with a combination of in-person and virtual attendance.
- NH+, a new focus on the corporate segment towards SMEs, which were the first to resume business and have enabled us to extend this segment of corporate customers.

The lifting of mobility restrictions since the middle of 2021 was the key factor to the recovery of the hotel sector. The increase in the costs of supplies and operational costs, amongst which staff costs, energy costs and all costs linked to the CPI stand out, is playing an important role in the profitability of hotel businesses which is partly offset by the strategy to maximise prices.

Size continued to be an important factor as the economies of scale enable greater efficiency in operational management. The fragmentation of the hotel sector in Europe continues to be high and, therefore, opportunities will arise so that the concentration of the sector accelerates towards more efficient, sustainable business and management models with greater economies of scale.

Minor Hotels and NH Hotel Group have integrated their brands under a single corporate umbrella present in more than 50 countries around the world. In this way, a portfolio of more than 500 hotels under eight brands is organised: Anantara, Avani, Elewana, Oaks, NH Hotels, NH Collection, nhow y Tivoli, which completes a wide and diverse spectrum of hotel proposals connected to the needs and desires of global travellers. Both groups currently share their knowledge base and experience in the sector in order to materialise short-term opportunities, taking advantage of the complementarity of their hotel portfolios to define a global sales strategy, the implementation of economies of scale with a broader customer base, explore development pathways for all their brands in different geographical areas and access to shared talent.

Furthermore, NH Hotel Group proactively implemented a series of initiatives in 2021 to boost the Group's capital structure. These included a share capital increase, the refinancing and extension of interest-bearing debt maturity and the divestment of an important asset via a sale & leaseback operation. These milestones have enabled a recovery by the sector to be approached from the best possible financial position and have led to a rapid reduction in the financial borrowing that began in 2021 and continued until 2023.

During 2022, the NH Rewards loyalty programme became known as NH Discovery after the migration to the Global Hotel Alliance programme that Minor International is a part of. This enables us to take part in, and benefit from, a loyalty programme with more than 25 million members and more than 800 multi-brand hotels in more than 100 countries. The NH hotels and members are complementary to GHA's, which entails a huge advantage when it comes to gaining visibility on the main source markets and the various business segments.

Digitisation has been and will be key to the sector's evolution. The customer experience is improved and efficiency increased using technology and digitisation. The digital component is key in responding to travellers' security needs and experience. Technology is a facilitator that complements our employees' work, freeing them up from administrative tasks so they can give more personal attention to customers.

It is worth highlighting that the NH Hotel Group continues to be at the forefront of innovation. The Group's Digital Transformation has allowed processes and systems to be made more efficient, increasing the capacity to be different from the competition, and continue improving the Company's basic processes. One of the greatest achievements was, therefore, centralising all its properties and functions into a single integrated system. This allows the NH Hotel Group to have a fully-integrated digital platform: NH Digital Core Platform. A pioneering technological solution in the sector that has allowed all the Group's hotel's systems to be integrated which has become the basis for the NH Hotel Group to expand its customer knowledge, maximise its efficiency and innovate on a large scale in all its value areas.

When recovery after the pandemic started, hotel businesses experienced difficulties finding staff, which is why the sector must go back to attracting talent with attractive professional career plans that promote training and job flexibility.

Regarding its use of quality indicators, the NH Hotel Group focuses on measuring quality using sources of information and surveys with a high volume of reviews and number of assessments received. In this regard, its average score on TripAdvisor in 2023 was 8.5, compared to 8.4 in December 2022. Additionally, in 2023 the average Google Reviews score was 8.9, compared with 8.7 in December 2022. These average scores demonstrate the high levels of quality of NH Hotel Group perceived by customers, and the continued commitment to quality.

Furthermore, the Group began operating six new hotels in 2023; in Bern, Coimbra, Alvor, Frankfurt, Trieste and Tenerife, adding 1,521 more rooms. The Group, therefore, reached a total of 350 hotels with 55,626 rooms at 31 December 2023.

The Group also signed-up 8 new hotels with 1,143 bedrooms in 2023. These signings have been under management and rental formulas in Trieste, Helsinki, Paris, Guadalajara, Porto and Vienna. The sign-ups are under the NH, NH Collection, Tivoli and Anantara brands

Revenues in 2023 totalled 2,159 million euros, an increase of 25% (+436.6 million euros). The Profit for the year attributable to the Parent Company's shareholders was 128.1 million euros compared with 100.3 million euros in 2022. This increase is explained by the increase in downstream activity and the consolidation of the recovery during 2023.

In this year, gross indebtedness decreased from 610.7 million euros in December 2022 to 483.0 million euros in December 2023. At 31 December 2023, cash and cash equivalents amounted to 216 million euros (301.8 million euros at 31 December 2022). Furthermore, this liquidity is complemented by the syndicated credit line for 242.0 million euros (fully available at the close of the 2023 and 2022 financial years), and some credit lines at the close of the 2023 financial year of 62.0 million euros.

As a result of the business's strong recovery since the first part of financial year 2022, and the improvement to the financial position, NH Hotel Group's credit rating was favourably revised by the rating agencies in this year. On 27 April 2023, Fitch improved its stable outlook to positive, revising the individual rating of NH from "B" to "B+". Additionally, on 20 December 2023, Moody's improved the credit rating from "B2" to "B1", improving the outlook from stable to positive. It should be noted that both agencies have stated that NH is managing the recovery with satisfactory financial flexibility and deleveraging capacity, with a significant portfolio of owned assets.

As a result of the public offering on 31 October 2018 and the 30-day share purchase process in the market that concluded on 8 June 2023, Minor currently owns 417,728,222 shares in NH Hotel Group, S.A. representing 95.87% of its share capital. Since 2018, the two companies have begun to explore joint value creation opportunities for the coming years.

On 18 December 2023, NH Hotel Group announced the acquisition of five hotels in Portugal from Minor for 133 million euros. The operation complies with the provisions of the Framework Agreement entered into between the Company and Minor on 7 February 2019 with respect to the geographic areas of preference of each party. Through the operation, NH strengthens its presence in the Portuguese resort market by acquiring ownership of a portfolio of hotels that it has been operating since June 2019 under a management agreement with Minor, allowing it to leverage operational and commercial synergies through the NH platform in Southern Europe and to reinforce its current growth strategy in the resort segment. In addition, the NH Operation consolidates a portfolio of hotels representing an expected incremental contribution of approximately 11 million euros of EBITDA in 2024. It should be noted that the operation has been carried out at arm's length and with the validation of external advisors, with the result that the entire Minor business in Portugal now belongs to NH Hotel Group.

ETHICS

Compliance System

Since 2014, NH Hotel Group has deployed a Compliance unit whose scope includes the following key areas, amongst others:

- Code of Conduct.
- Criminal Risk Prevention Plan.
- Internal Rules of Conduct.
- Procedure for Conflicts of Interest.

NH Hotel Group currently continues to implement and reinforce measures to promote and place value on the culture of compliance and the importance of consolidating an ethical business culture, promoting awareness amongst all the employees about the relevance, not just of complying with the applicable regulations, but also of acting ethically and in accordance with the Company's principles and values.

Code of Conduct.

The impetus to compliance carried out by NH Hotel Group is based on the principles and values in its Code of Conduct, which is translated into seven languages and published on the corporate web site and intranet, and is applied in all the countries where NH Hotel Group does business. Also, since 2017, NH employees can use the "My NH" app to access the Code of Conduct from their mobile devices. The staff at centres operating under NH Hotel Group brands also have a handbook and an FAQs document.

The aim of the Code of Conduct is to determine the principles, values and rules governing the behaviour and actions of every one of the Group's professionals and directors, as well as the members of the management bodies of the companies making it up and the interest groups that interact with NH Hotel Group, such as customers, suppliers, competitors and shareholders, as well as the communities where NH runs its hotels.

In line with its ethical commitment and the best practices of corporate governance, NH Hotel Group periodically carries out communication, awareness and training campaigns on Compliance. The Group's Board of Directors is responsible for approving the Code of Conduct.

The Code of Conduct summarises the professional behaviour expected of employees, senior management and Board Members of the NH Hotel Group and its group of companies, who commit to acting with integrity, honesty, respect for the law and professionalism in the performance of their work.

The NH Group is committed to compliance with the laws and regulations of the countries and jurisdictions where it operates. This includes, amongst other things, laws and regulations on health and safety, discrimination, taxation, data privacy, human rights, competition, prevention of corruption and money laundering, and commitment to the environment.

The Code of Conduct is periodically reviewed by the Compliance Office in order to adapt and update its content in the event this is necessary. At the end of 2022, the Company's Board of Directors approved an update to the Code of Conduct to adapt the Code to recent legislative developments, comply with the new legal requirements and follow the standards and best practices referring to compliance, with the anonymisation of the Whistleblower Channel standing out. The head of Internal Audit manages the Confidential Whistleblower Channel. The procedure for managing complaints received via the Whistleblower Channel is detailed in the Code of Conduct and published on the website as a separate document. This procedure guarantees confidentiality and respect in every phase, and protects against retaliation.

In 2023 there were 65 reports of alleged breaches of the Code of Conduct received, all of which were investigated, with appropriate disciplinary measures being taken in the 38 cases received.

Compliance Committee

NH Hotel Group set up the Compliance Committee in 2014, and it is made up of certain members of the Management Committee who have appropriate knowledge about NH Hotel Group's activities and, at the same time, have the authority, autonomy and independence needed to ensure the credibility and binding nature of the decisions made. This body is empowered to supervise compliance in key areas of the Compliance System: the Group's Internal Rules of Conduct, Procedure for Conflicts of Interest, Code of Conduct and Criminal Risk Prevention Plan, among others.

The Compliance Committee supervises the work done by the Compliance Office and monitors all the internal processes and policies in place at the Company, their observance and compliance. It also has the power to propose disciplinary measures on employees in matters within its scope.

The Company has decided to roll out its crime prevention model to other countries, having consequently set up local Compliance Committees in the most representative business units. Furthermore, NH Hotel Group began to implement its own compliance programme in Portugal.

In 2023, there were three meetings of the Compliance Committee (in April, July and December).

Compliance Office

The Compliance Office, led by the Compliance manager, reports directly to the Chief Legal & Compliance Officer at NH Hotel Group and to the Compliance Committee. It is in charge of disseminating and supervising compliance with the Code of Conduct, regular monitoring and supervising of the Criminal Risk Prevention Plan, creating and updating corporate policies and monitoring compliance with them, and managing queries about the Code of Conduct, amongst other duties.

Anti-Corruption and Fraud Policy

NH Hotel Group has an Anti-Corruption and Fraud Policy, which was initially approved in January 2018 by the Board of Directors, amended in May 2019 and most recently updated in 2023 with regard to references to the Whistleblowing Channel. The general principles of the Anti-Corruption and Fraud Policy are:

- Zero tolerance of bribery and corruption in the private and public sectors
- Behaviour must be appropriate and legal
- Transparency, integrity and accuracy in financial information
- Regular internal control
- Local legislation shall take precedence if stricter

Anti-money laundering policy

NH's Code of Conduct reflects a commitment to respect the applicable regulations on anti-money laundering policy, with special attention to diligence and care in the processes of evaluating and selecting suppliers, and in payments and collections in cash. To this effect, the Compliance Committee meeting of 19 December 2018 approved a policy that reinforces NH Hotel Group's commitment to anti-money laundering and combating the financing of terrorism, with the aim of detecting and preventing NH Hotel Group, S.A. and its Group companies from being used in money laundering or terrorist financing operations. The Policy was approved by the Board on 13 May 2019, amended in 2022 and is subject to periodic review for updates as appropriate, to adjust the new threshold limits for cash payments, and the addition of a business identification form.

The aforementioned Policies have been duly communicated to all Group employees and the corresponding online training has been made available to ensure their disclosure and understanding.

RISK MANAGEMENT

Risk management governance

The Company's Board of Directors is responsible for overseeing the risk management system, in line with the provisions of Article 5 of the Regulation of the Board of Directors. As regulated by Section 3 of article 25 b) of the Regulation of the Company's Board of Directors, the Audit and Control Committee supports the Board of Directors in supervising the effectiveness of the internal control, internal audit and the risk management systems, including tax risks. In that regard, during 2023, a control and monitoring process of the Company's main risks has been carried out.

On the other hand, amongst other functions, the Company's Management Committee manages and controls risks based on risk tolerance, assigns ownership of the main risks, periodically monitors their evolution, identifies mitigation actions as well as defining response plans. For these purposes, the Executive Risk Committee, made up from members of the Management Committee and Senior Executives, supports the Management Committee in such oversight, as well as promoting a culture of risks in the Company. For this, the Company has an internal risk management manual that details the principles, processes and controls in place.

Risk Management, integrated into the Internal Audit department, is responsible for ensuring the risk management and control system in the Company functions properly and is linked to the strategic objectives.

As an additional guarantee of independence, Risk Management is independent of the business units and, as with Internal Audit, it maintains a functional reporting line to the Audit and Control Committee.

In line with the above, NH follows the Three Lines model published in July 2020 by the Global IIA:

- First line: carried out by each function (business and corporate units) that owns the risk and its management (Operations, Commercial, Marketing, etc.).
- Second line: performed by the functions responsible for risk supervision (Risk Management, Compliance, Data Protection, Internal Control, etc.)
- Third line: carried out by Internal Audit that affords independent assurance.

The NH Hotel Group's Corporate Risk Management Policy (approved by the Board of Directors in 2015), as well as the internal manual that implements it, aim to define the basic principles and the general framework of action to identify and control all types of risks that may affect the companies over which the NH Hotel Group has effective control, as well as ensuring alignment with the Company's strategy.

Risk management model

NH Hotel Group's risk management system, rolled out at Group level, aims to identify events that may negatively affect achievement of the objectives of the Company's Strategic Plan, providing the maximum level of assurance to shareholders and stakeholders and protecting the Group's revenue and reputation.

The risk management model is based on the integrated COSO IV ERM (Enterprise Risk Management) framework, and includes a set of methodologies, procedures and support tools that allow the NH Hotel Group:

1. To adopt adequate governance in relation to the Company's risk management, as well as promoting an appropriate risk management culture.
2. To ensure that the Company's defined objectives are aligned with its strategy and risk profile.
3. To identify, evaluate and prioritise the most significant risks that could affect achievement of strategic objectives. To identify measures to mitigate these risks, as well as establish action plans based on the Company's tolerance to risk.
4. To follow-up on the action plans established for the main risks, within a continuous improvement model framework.

The Group's Risk Map is updated annually and approved by the Board of Directors once reviewed and validated by the Audit and Control Committee. In 2023, the Company updated its risk catalogue (78 risks) and its Risk Map, which was approved by the Board of Directors at their meeting on 18 December 2023.

Each of the main risks on the Company's Risk Map is assigned a Risk Owner who, in turn, is a member of the Management Committee. Each risk owner is responsible for mitigation measures, either existing or in progress, for their risks and the implementation status of action plans. The Risk Owners periodically submit the status of the main risks they are responsible for and the mitigating controls and actions plans for the future to the Audit and Control Committee (for example, Cyberrisk was submitted on 13 December 2023).

Each year, coinciding with the update of the Risk Map, Risk Management is responsible for reassessing the risk catalogue, both financial and non-financial. The final catalogue is validated with the Senior Executives who take part in the process, as well as with the bodies involved in its validation (Management Committee, Executive Risk Committee and Audit and Control Committee) and approval (Board of Directors). Additionally, Risk Owners can report/suggest a new risk to the Risk Office during the year.

In general, the risks to which the Group is exposed can be classified into the following categories:

- a. Financial Risks: events that affect financial variables (interest rates, exchange rates, inflation, liquidity, debt, credit, etc.).
- b. Compliance Risks: arising from possible regulatory changes as well as non-compliance with internal and external regulations.
- c. Business Risks: generated by inadequate management of procedures and resources, whether human, material or technological.
- d. Risks from External Factors: arising from natural disasters, pandemics, political instability or terrorist attacks.
- e. Systems Risks: events that could affect the integrity, availability or reliability of operational and financial information (including cyber).
- f. Strategic Risks: produced by difficulty accessing markets and difficulties in asset disinvestment.

Apart from this classification, the Company has identified emerging risks and ESG risks that it particularly monitors (described in the annual non-financial information report).

SUSTAINABLE BUSINESS STRATEGY

The Company is aware of the effects of its activity on the environment, and works to prevent and anticipate possible environmental contingencies, and to integrate sustainability into all its processes, striving to reduce its negative impacts and maximise its positive impacts.

A noteworthy milestone was setting up the Sustainability Executive Committee in May 2022, whose main function is to support the Board of Directors in its work providing monitoring of NH Hotel Group's sustainability strategy. This committee is co-chaired by the Chief Assets & Development Officer and the Chief People & Sustainable Business Officer, and it is made up of members of the Company from different key areas with a direct impact on the NH Hotel Group strategy execution

Convinced it is moving in the right direction to achieve the next sustainability challenges, the Company is aligned with the Sustainable Development Goals (SDGs) to which it can contribute and undertakes to continue creating long-term and global value within the framework of the 2030 Agenda.

Information relating to performance of the Sustainable Business Strategy is published in the 2023 Non-Financial Information Statement, which is presented as a separate report and forms a part of this Consolidated Management Report.

NH Hotel Group runs its hotel business with the ambition of leading responsible behaviour, generating a positive social and environmental impact where it is present, conveying its human rights, ethical and corporate commitments in its way of working along its entire value chain: shareholders, customers, partners, suppliers and employees, while promoting responsible alliances with two pillars: UP FOR PLANET and UP FOR PEOPLE.

UP FOR PLANET

Through this pillar, the Company minimises the environmental impact by means of the design, construction, operations and refurbishment of its hotels. Efforts are focussed on reducing, reusing and recycling natural resources such as water and energy, greenhouse gases and waste, and replacing existing materials with alternatives that are more environmentally friendly, sustainable and innovative"

The Company's environmental strategy is channelled through UP FOR PLANET, in which a roadmap is defined to comply with the commitments made to fight climate change and advance towards decarbonisation, efficient management and responsible consumption, and to circulate resources and develop more sustainable products.

- #### SUSTAINABLE PRODUCTS AND ASSETS

At NH Hotel Group, the fight against climate change is a fundamental strategic value and this is why the NH Hotel Group continues working on its commitment to reduce its carbon emissions by 20% throughout its value chain by 2030, a target which is validated by the SBTi initiative. Setting this target marks NH Hotel Group's route map towards significant reduction of its activity's carbon footprint in the next few years, with the commitment to achieving status as a decarbonised company in 2050.

NH Hotel Group hotels operate with the ISO 14001 environmental management system and the ISO 50001 energy efficiency system, certified for accommodation, catering, meetings and events services. By the end of 2023, 65.48% of the hotels in Germany, Spain and Italy are ISO 14001 certified – a total of 96 hotels – and/or ISO 50001 certified – 33 hotels.

In addition to the ISO certifications, some of the Group's hotels also have other environmental certifications and qualifications, such as: BREEAM, LEED, Green Key, Green+Hotels, Biosphere and DGNB. The aim is to have an increasingly significant volume of hotels with globally recognised environmental certifications, specific to the tourism sector, and approved by the Global Sustainable Tourism Council, the largest benchmarking body. In 2023, 26 hotels achieved a sustainability label for the first time, bringing the total number of certified hotels to 184 out of 350 hotels in the portfolio.

Aware of the importance of operating in a decarbonised world, the Company has identified a line of work in its Sustainable Business strategy to adapt its real estate assets to the sector's best practices in terms of environmental sustainability. More information can be found in the Sustainable Hotels section of the 2023 Consolidated Non-Financial Information Statement.

- #### OPERATIONAL PROCESSES AND STANDARDS

A strategic pillar focussing on efficient management and responsible consumption of resources, prioritising the "4R" rule. Reduce, Reuse, Recycle and Replace while offsetting residual emissions and encouraging the evolution towards circular economy and the development of more sustainable products, but also the involvement of team members, suppliers, partners and customers as key players to achieve them.

To carry out an exhaustive and rigorous control of energy consumption, carbon footprint and water consumption measures, NH Hotel Group monitors energy and water consumption and cost indicators on a monthly basis through

an online system to which almost all of the Company's hotels have access, and which allows for the reporting, control, follow-up and traceability of the indicators.

To carry out an exhaustive and rigorous control of energy consumption, carbon footprint and water consumption measures, NH Hotel Group monitors energy and water consumption and cost indicators on a monthly basis through an online system to which almost all of the Company's hotels have access, and which allows for the reporting, control, follow-up and traceability of the indicators.

In addition, NH Hotel Group assumes a responsible commitment to the management of water as a resource. Aware that its provision and enjoyment must be carried out in a responsible manner, it has developed a series of measures and plans aimed at reducing the impact of its operations on the destinations in which it operates.

• **COMPRAS SOSTENIBLES**

With this pillar, NH Hotel Group strengthens its sustainable value chain, prioritising key alliances, increasing consumption from local producers and responsible organisations. NH Hotel Group's relationship with its suppliers is based on communication and transparency to promote the development of innovative, sustainable solutions.

NH Hotel Group seeks to guarantee a fair, transparent and ethical value chain, involving its suppliers from the first contact with the Group, always with a proactive attitude towards their needs and supporting them in the development of new capabilities. To this effect, in July 2023, the Sustainable Business Executive Committee approved a "Sustainable Procurement Commitment" applicable to the entire Group. This Commitment has been developed within the framework of the Company's Procurement Policy and is an annex to it.

These lines of action and commitments allow the NH Hotel Group to position itself as a sustainable and environmentally friendly Company, thereby increasing the value of its brands.

UP FOR PEOPLE

Under the UP FOR PEOPLE pillar, the company promotes the professional development of its team members, while creating a positive impact in the places and communities where it is present so it can offer its customers the best experience, making them participants in sustainable commitments. Under this pillar, the commitments of three of its stakeholders are managed:

• **TEAM MEMBERS**

Within NH Hotel Group's business strategy, corporate culture is key. The Company considers its team members to be its main asset and understands that to build a solid corporate culture it is essential to manage attracting and developing talent, and sustain their motivation and pride in belonging to the NH Hotel Group. To this end, the Company's People strategy focuses on the values developed in its Sustainable Business model such as leadership, equal opportunities, communication and innovation, with the aim of creating a homogeneous culture. This culture encourages responsible behaviour in all team members who are part of the NH Group.

During the financial year 2023, key projects in the People strategy were consolidated and the groundwork laid for the launch of strategic initiatives grouped into three main lines of action:

- Organisational commitment
- Talent attraction and management.
- Value proposition to team members.

In 2023, the redefined talent attraction and retention strategy was consolidated to meet the new market reality and the needs of NH Hotel Group. With this, the Company is making progress in promoting the internal mobility of team members and in promoting actions to attract external talent by strengthening the relationship with the network of academic institutions with which it has been collaborating for some time, and by incorporating new entities, all with the aim of supporting and promoting the hotel vocation of young people.

The number of FTEs employed by the Parent Company and consolidated companies during 2023 was 12,436 team members, located in 24 countries, where 51% are women and 49% are men.

NH Hotel Group's commitment to stable employment is shown by the high percentage of team members with permanent contracts, totalling 11,665. The policies and actions for recruiting, employing, training and internal promotion of team members are based on criteria of ability, skills and professional merit.

In this line, in 2023, 7,691 new staff were recruited, of which 50% are team members under 30 years old and 51% are women. By 2023, it had met the target of at least 51% women in the workforce, and 45% in management positions. Although the target has been achieved, recruitment and churn rate are monitored to ensure that parity is balanced.

Every year, the NH Hotel Group monitors the associated metrics in this area, enabling the correct management and measurement of diversity and equality. This is evidenced by the 150 different nationalities identified among the

12,436 team members of the Group in 2023. Of these, 24% work in countries other than their country of origin. In addition, 51% of the total workforce are women, who occupy 45% of all management positions.

NH Hotel Group uses its Code of Conduct to formalise its commitment to promoting non-discrimination due to the race, colour, nationality, social origin, age, sex, civil status, sexual orientation, ideology, political opinions, religion or any other personal, physical or social condition of its professionals, along with equal opportunities for all of them. The policies and actions for recruiting, employing, training and internal promotion of employees are based on criteria of ability, skills and professional merit.

In addition, the Company will continue to strengthen its commitment to its team members by creating optimal working environments to maximise their contribution.

The average number of people employed by the Parent Company and the companies consolidated through full consolidation in the year broken down by professional category was as follows:

| | 2023 | 2022 |
|----------------------------------|---------------|---------------|
| Group's general management | 9 | 8 |
| Managers and heads of department | 1,537 | 1,454 |
| Technical staff | 1,047 | 929 |
| Sales representatives | 903 | 699 |
| Administrative staff | 138 | 135 |
| Rest of workforce | 8,802 | 7,770 |
| Total | 12,436 | 10,995 |

In calculating the average number of employees, the Group has not taken into account employees whose contracts have a duration of less than two days.

The breakdown of personnel at 31 December, by sex and professional category, is as follows:

| | 2023 | | 2022 | |
|----------------------------------|--------------|--------------|--------------|--------------|
| | Males | Females | Males | Females |
| Group's general management | 7 | 2 | 6 | 2 |
| Managers and heads of department | 886 | 694 | 864 | 647 |
| Technical staff | 522 | 582 | 514 | 493 |
| Sales representatives | 304 | 696 | 257 | 580 |
| Administrative staff | 53 | 100 | 49 | 94 |
| Rest of workforce | 4,754 | 5,018 | 4,321 | 4,624 |
| Total | 6,526 | 7,092 | 6,011 | 6,440 |

• CUSTOMERS

In its commitment to sustainability, NH Hotel Group seeks to integrate customers and make them participants in its sustainable initiatives, whether by creating opportunities for social contribution or by promoting responsible environmental behaviour

Based on the Customer Centric philosophy, the commercial strategy is based on the experience, specialisation and closeness that has been generated with customers over the years, in order to offer a service of the highest quality. This improves the ability to assess the real opportunity cost at any given moment, impacting the Company's global strategy and accelerating its growth.

The Company works on initiatives that improve quality and customers' experiences, while at the same time minimising the environmental impact of our hotels, such as, for example:

- FASTPASS, incorporating new technologies that enable services like biometrics and facial recognition.
- Tablets in reception, offering the best services to customers, enabling check in and check out using a tablet connected to a PMS.
- Chromecast: enables the customer to send content from their mobile, tablet or PC to the room's television.

- Mobile Guest Service: digitises information services and functions of the stay at the hotel.
- Sustainable product: alternative sustainable ideas for all the elements defined in our hotels' standards.

• COMMUNITIES

NH Hotel Group seeks to create a positive social and environmental impact in the communities we have a presence in via responsible alliances. NH Hotel Group drives different projects through which it impacts the communities in which it operates and contributes to reducing social inequalities. Consistent with the Company's values and with the approach of direct impact on the destinations in which it operates, NH Hotel Group works on social actions through three programmes that have a direct impact on hotel activity:

- Hotels with a Heart (HWH): free-of-charge accommodation programme for needy families with sick children, in collaboration with foundations and NGOs.
- Together with Love (TWL): the Company's worldwide corporate volunteering programme.
- Youth employability: employability programme for young people at risk of exclusion.

Thanks to these projects, NH Hotel Group has benefited more than 19,680 people and has indirectly contributed €406,701 in monetary terms.

Sustainability recognitions

NH Hotel Group has been included in the "Sustainability Yearbook 2024" published by S&P Global. For the fourth time, the Company voluntarily took part in the Corporate Sustainability Assessment (CAS) carried out by the sustainable investment agency S&P Global.

A demonstration of its commitment to gender equality, NH Hotel Group, for the fourth year running, was included on the Bloomberg GEI 2023 index, being the only Spanish hotelier in the 484 companies listed in the index. This reference index measures gender equality using five pillars: leadership and talent development, equality and parity of remuneration, inclusive culture, policies against sexual harassment and the brand image.

The NH Hotel Group has also reported its commitment to and strategy against climate change to CDP Climate Change since 2010 and received a B in its annual ranking. With this rating, the NH Hotel Group once again recognises its vision of placing sustainability as a strategic value of the corporation, which has acted as a lever of transversal value for the Group for over a decade.

Since 2013, the NH Hotel Group has been listed on the FTSE4GOOD index and renews its presence year after year thanks to the responsible management of the business and the improvements implemented.

SHARES AND SHAREHOLDERS

NH Hotel Group, S.A. share capital at the end of 2023 comprised 435,745,670 fully subscribed and paid up bearer shares with a par value of 2 euros each. All these shares carry identical voting and economic rights and are traded on the Continuous Market of the Spanish Stock Exchanges.

According to the latest notifications received by the Company and the notices given to the National Securities Market Commission before the end of every financial year, the most significant shareholdings at 31 December 2023 and 2022 were as follows:

| | 2023 | 2022 |
|---|---------|---------|
| Minor International Public Company Limited ("MINT") | 95.87 % | 94.13 % |

The aforementioned (indirect) shareholding of MINT in NH Hotel Group, S.A. is the result of the IPO made by MHG Continental Holding (Singapore) Pte Ltd. on 11 June 2018 for 100% of the shares that were part of the share capital of NH Hotel Group, S.A., the result of which was that MINT acquired, through its wholly owned subsidiary MHG Continental Holding (Singapore) Pte. Ltd., shares representing 94.13% of the share capital of NH Hotel Group, S.A.

In addition, on 8 May 2023, MINT announced its decision to begin a purchase process in the market for shares in NH Hotel Group over a period of 30 days. As a result, between 10 May and 8 June 2023, MINT purchased 7,544,225 shares and increased its position in NH Hotel Group to 417,728,222 representative shares or 95.87% of the share capital of NH Hotel Group.

The average share price of NH Hotel Group, S.A. in 2023 was 4.16 euros per share (3.25 euros in 2022). The lowest share price of 2.96 euros per share was recorded in January (2.27 euros in October 2022) and the highest share price of 4.84 euros per share in June (4.03 euros in June 2022). The market capitalisation of the Group at the close of 2023 stood at 1,825.77 million euros.

At 31 December 2023, the Group had 87,989 treasury shares (all referring to the liquidity contract), compared to 92,915 treasury shares at 31 December 2022. The reduction in treasury shares in the period is wholly explained by the liquidity contract operation.

Liquidity contract for treasury shares management

On 10 April 2019, the NH Board of Directors entered into a liquidity contract to manage its treasury shares with Banco Santander, S.A. The Contract became effective on 11 April 2019.

This contract is in accordance with the liquidity contract model in Circular 1/2017 of 26 April from the National Securities Market Commission on liquidity contracts for the purpose of its acceptance as a market practice.

The total number of shares allocated to the securities account associated with the Liquidity Contract at 31 December 2023 is 87,989 shares, and the amount allocated to the cash account is 346,009 euros.

The Liquidity Contract was agreed upon by the Board of Directors at the proposal of the Proprietary Directors on behalf of the shareholder Minor as a measure to encourage and favour the liquidity of the Company's shares taking the current market conditions into account.

Average period for payment

Below is the information required by Additional Provision Three of Law 15/2010 of 5 July and modified by the Resolution of 29 January 2016, of the Institute of Accounting and Auditing, and Law 18/2022, of 28 September, on the creation and growth of businesses, on the information to be incorporated in the record of annual financial statements relating to the average period for payment to suppliers in commercial transactions of Spanish companies.

| | 2023 | 2022 |
|---|-----------------------------|---------|
| | Days | |
| Average period for payment to suppliers | 65 | 79 |
| Ratio of paid transactions | 65 | 80 |
| Ratio of transactions pending payment | 65 | 63 |
| | Amount (Thousands of euros) | |
| Total payments made | 367,428 | 315,527 |
| Total payments pending | 20,351 | 23,404 |

The above information on payments to suppliers of Spanish companies refer to those which by their nature are trade creditors due to debts with suppliers of goods and services. The table includes, therefore, the "Commercial Creditors and Other Accounts Payable" item in current liabilities of the consolidated statement of financial position.

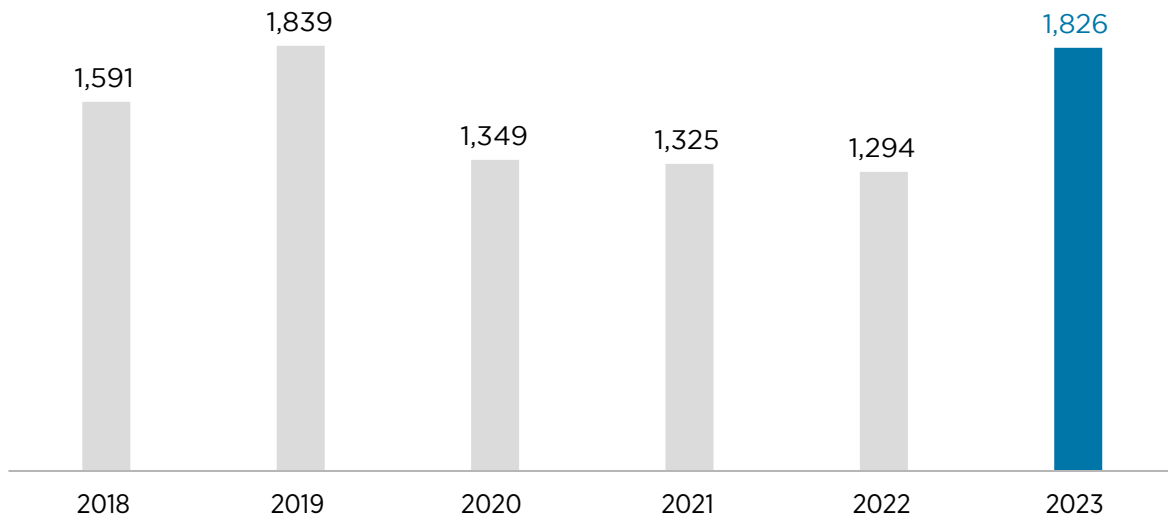
During 2023, the monetary volume of the invoices paid within the maximum limit provided for in the bad debt regulations was 204,704 thousand euros (139,876 thousand euros in 2022), representing 56% (44% in 2022) of the total monetary volume of the invoices. The number of invoices paid within the maximum limit provided for in the bad debt regulations was 110 thousand euros (66 thousand euros in 2022), representing 62% (41% in 2022) of the total volume of invoices;

The average period for payment to suppliers has been calculated using the weighted average of the two ratios explained below:

- Ratio of paid transactions: average payment period of transactions paid in each year weighted by the amount of each transaction.
- Ratio of transactions pending payment: average period between the invoice date and the end of the year weighted by the amount of each transaction.

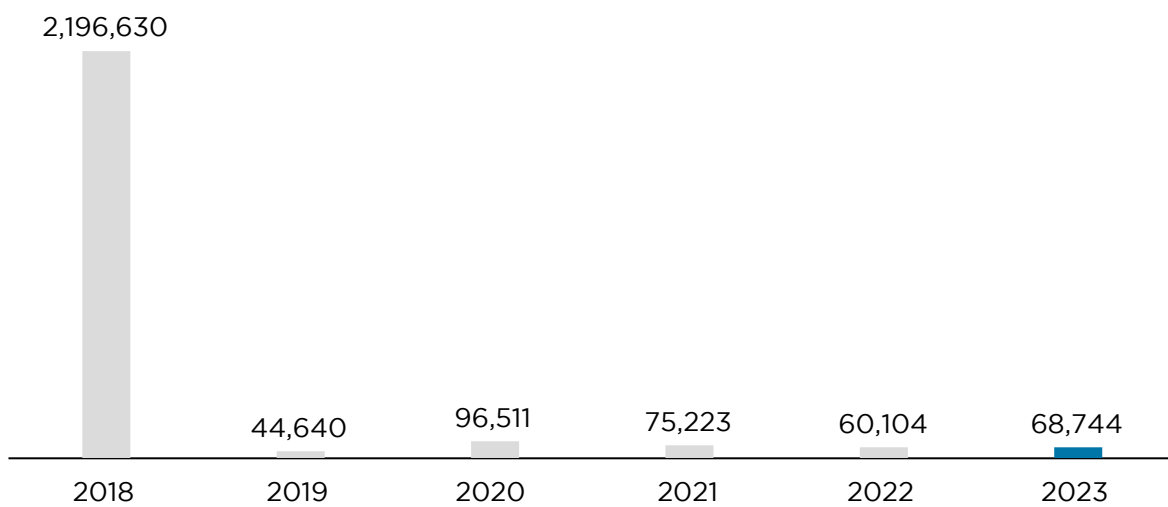
The Spanish Companies have significantly reduced the maximum payment period to trade suppliers compared to previous years. This is a result of various measures focused on resizing existing resources, as well as renegotiating contracts, implementing technological improvements in invoice processing and other actions in different areas aimed at recovering the legal ratio (set at 60 days), which are showing results compared to the previous year.

Capitalisation (at the end of each year in million euros)



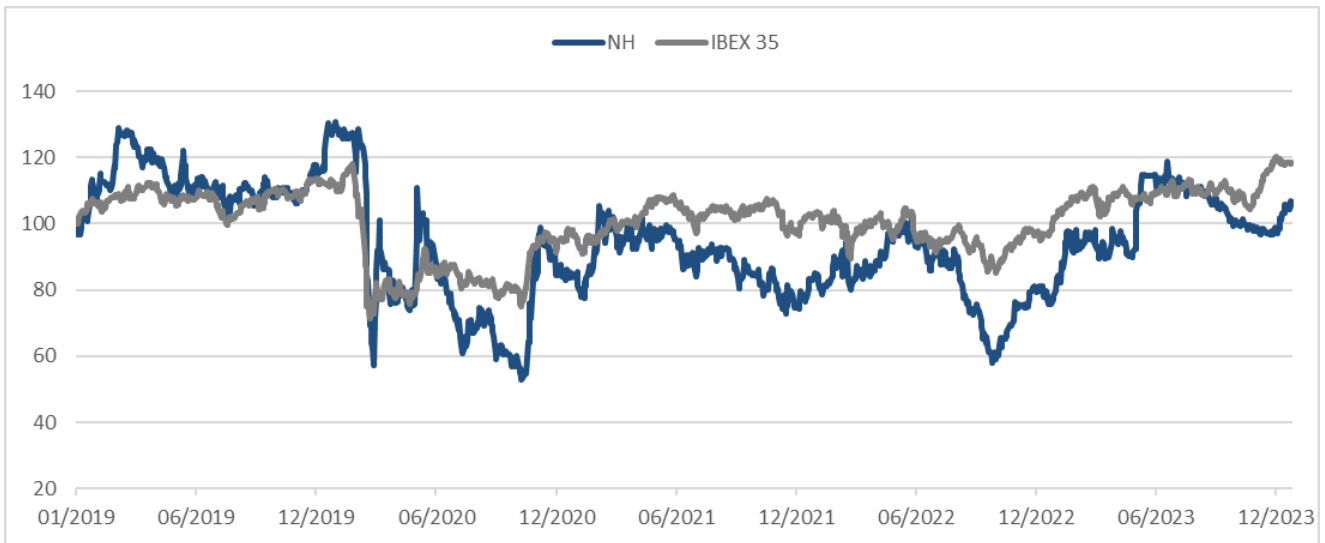
During 2023, 17,461,171 shares in NH Hotel Group, S.A. were traded on the Continuous Market (15,446,871 shares in 2022) with average daily share trading on the Continuous Market of 68,744 shares (60,104 shares in 2022).

Average daily trading (in titles)



EVOLUTION NH HOTEL GROUP vs. IBEX 35

31 JANUARY 2019 - 31 DECEMBER 2023



FUTURE OUTLOOK

It is anticipated that world growth, which was estimated at 3.1% in 2023, will remain at 3.1% in 2024 and increase slightly to 3.2% in 2025.

The forecast for 2024 is around 0.2 percentage points higher than previously projected, reflecting upwards revisions in China, the United States and major emerging market economies. However, the projection for global growth in 2024 and 2025 is below the historical annual average (2000-19) of 3.8%, due to tight monetary policies and the withdrawal of fiscal support, as well as low underlying productivity growth. In advanced economies, growth is projected to decline slightly in 2024 before picking up in 2025, in light of the recovery in the eurozone after slow growth in 2023 and slowing growth in the United States. In emerging market and developing economies, growth is expected to be stable in 2024 and 2025, albeit with regional differences.

These forecasts are based on the assumptions that fuel and other commodity prices will fall in 2024 and 2025, and that interest rates will decline in major economies. In 2024, annual average oil prices are projected to decrease by about 2.3%, while non-fuel feedstock prices projected to decrease by 0.9%. IMF staff projections indicate that policy rates at the US Federal Reserve, the European Central Bank and the Bank of England will remain at current levels until the second half of 2024, and then gradually decline as inflation approaches the target level. The Bank of Japan is expected to maintain a broadly accommodative monetary policy stance.

According to UNWTO forecasts, international tourism is expected to fully recover to pre-pandemic levels by 2024, with initial estimates pointing to a 2% growth from 2019 levels. These central UNWTO forecasts remain subject to the pace of recovery in Asia, and to the evolution of the current economic and geopolitical downturn.

The positive outlook is reflected in the latest UNWTO Tourism Confidence Index survey, according to which 67% of tourism professionals indicate a better or much better outlook for 2024 compared to 2023. About 28% expect similar results, while only 6% believe that tourism performance will be worse in 2024 than last year. The main considerations are:

- There is still plenty of scope for recovery across Asia. The reopening of several source markets and destinations will boost recovery in the region and globally.
- Outbound and inbound tourism is expected to accelerate in 2024, due to visa facilitation and improved air capacity. China is implementing a visa-free travel policy for citizens of Germany, Spain, France, Italy, Malaysia and the Netherlands for one year until 30 November 2024.
- All indications are that Europe will improve its performance again in 2024. In March, Romania and Bulgaria will join the Schengen free movement zone, and Paris will host the Summer Olympics in July and August.
- Growth in tourism from the United States, supported by a strong US dollar, will continue to benefit destinations in the Americas and beyond. As in 2023, strong source markets in Europe, the Americas and the Middle East will continue to drive tourism flows and tourism spending worldwide.

- The unfavourable economic and geopolitical situation will continue to pose considerable challenges to the sustained recovery of international tourism and confidence levels. Persistent inflation, high interest rates, volatile oil prices and disruptions to trade flows may continue to impact on transport and accommodation costs in 2024.
- In this context, it is expected that tourists will try to get the most for their money and travel to destinations closer to home. Sustainable practices and adaptability will also play an increasing role in consumer choices.
- Developments in the Hamas-Israel conflict may disrupt travel in the Middle East and have an impact on traveller confidence. Uncertainty in relation to the Russia-Ukraine situation, as well as other growing geopolitical tensions, continue to have an impact on confidence.

Non-financial Information Statement

The 2023 Consolidated Non-Financial Information Statement, issued by the Board of Directors on 08 February 2024, contains all the non-financial information required by Law 11/2018 of 28 December 2018. This document is presented as a separate report, is part of this Consolidated Management Report and is available on the corporate website of the NH Group (<https://www.nh-hoteles.com/corporate/>), within the section on Annual reports included in financial information in the shareholders and investors section and as an annex to this document.

Annual Corporate governance report

The Annual Corporate Governance report, which is a part of this consolidated management report, was prepared according to the provisions of article 49.4 of the Commercial Code. In addition, the report will be available from publication of these accounts on NH Group's corporate web site (<https://www.nh-hoteles.com/corporate/>) and on the CNMV web site (www.cnmv.es).

Annual directors' remuneration report

The annual directors' remuneration report for 2023, prepared by the Board of Directors on 08 February 2024, is presented as a separate report, forms a part of this Consolidated Management Report and is available as an annex to this document, as provided for in article 538 of Royal Legislative Decree 1/2010, of 2 July.

EVENTS AFTER THE REPORTING PERIOD

No significant events have occurred since 31 December 2023.

NH HOTEL GROUP, S.A. y and Subsidiary Companies

DECLARATION OF LIABILITY OF THE DIRECTORS FOR THE PURPOSES OF THE PROVISIONS OF ARTICLE 118.2 OF ROYAL LEGISLATIVE DECREE 4/2015, OCTOBER 23, WHICH APPROVES THE CONSOLIDATED TEXT OF THE SECURITIES MARKET LAW.

The Directors of NH HOTEL GROUP, SA, declare that, to the best of their knowledge, the consolidated Annual Accounts and the consolidated Management Report, which includes the Annual Corporate Governance Report, the Annual Report on the Remuneration of the Directors and the State of Consolidated Non-Financial Information (which are presented by reference in a separate document), formulated at the meeting of the Board of Directors held on February 8, 2024, prepared in accordance with the applicable accounting principles, offer a true image of equity, of the financial situation and results of NH HOTEL GROUP, SA, and of the companies included in the consolidation taken as a whole and that the Management Report includes a faithful analysis of the required information.

In compliance with the provisions of article 253 of the Consolidated Text of the Capital Companies Law, the Directors of NH HOTEL GROUP, SA, proceed to sign the Annual Accounts and Management Report, corresponding to the year ended December 31 of 2023 of NH HOTEL GROUP, SA and Subsidiary Companies.

.....
D. EMMANUEL JUDE DILLIPRAJ RAJAKARIER

.....
D. RAMÓN ARAGONÉS MARÍN

.....
D. KOSIN KENNETH CHANTIKUL

.....
D. WILLIAM ELLWOOD HEINECKE

.....
D. STEPHEN ANDREW CHOJNACKI

.....
D^a. LAIA LAHOZ MALPARTIDA

.....
D. RUFINO PÉREZ FERNÁNDEZ

.....
D^a. MIRIAM GONZÁLEZ-AMÉZQUETA LÓPEZ

.....
D. TOMÁS LÓPEZ FERNEBRAND

.....
D^a MARIA SEGIMON DE MANZANOS

DILIGENCE issued by the Secretary of the Board of Directors, to record that the previous Declaration of Responsibility has been signed by all the members of the Board of Directors in accordance with the Annual Accounts corresponding to the 2023 financial year of NH HOTEL GROUP, S.A. and Dependent Companies, which have been formulated at the Board of Directors meeting held on February 8, 2024, including the stamping of the signature together with the respective name and surname of the signing Director.

It is hereby stated that Mr. Ramón Aragonés Marín affixes his signature in the name and on behalf of the Directors Mr. William Ellwood Heinecke, Mr. Emmanuel Jude Dillipraj Rajakarier, Mr. Stephen Andrew Chojnacki, and Mr. Kosin Chantikul, as well as Mr. Rufino Pérez and Laia Lahoz.

Mr. William Ellwood Heinecke delegated his representation and vote in the aforementioned Board of Directors to Mr. Stephen Andrew Chojnacki by virtue of express delegation.

Ms Laia Lahoz and Mr. Rufino Pérez Fernández delegate their representation in the aforementioned Board of Directors to Mr. Ramón Aragonés by virtue of express delegation.

Mr. Tomás López Fernebrand delegated his representation and vote in the aforementioned Board of Directors to Ms Maria Segimon de Manzanos by virtue of express delegation.

Mr. Emmanuel Jude Dillipraj Rajakarier, Mr. Stephen Andrew Chojnacki and Mr. Kosin Chantikul attended personally by videoconference, expressly authorizing Mr. Ramón Aragonés Marín during the Board of Directors session to sign as many documents as necessary in the framework of the preparation of the Annual Accounts.

I trust all of this.

Madrid, February 8, 2024.

Carlos Ulecia Palacios
Secretary of the Board of Directors

ANNUAL DIRECTORS' REMUNERATION REPORT OF LISTED JOINT STOCK COMPANIES

A. THE COMPANY'S REMUNERATION POLICY FOR THE CURRENT FINANCIAL YEAR

A.1.1 Explain the current directors' remuneration policy applicable to the current year. To the extent that it is relevant, certain information may be included related to the remuneration policy approved by the General Shareholders' Meeting, providing that these references are clear, specific and explicit.

The specific determinations as the board may have made for the current year must be described in accordance with the provisions in the contracts signed with the executive officers and with the remuneration policy approved by the General Shareholders' Meeting, regarding the directors' remuneration both in their positions as such and for the executive duties they perform. In any case, at least the following aspects must be reported:

- a) Description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and its terms and conditions.**
- b) Specification and, where applicable, an explanation about whether comparable companies have been taken into account in order to determine the company's remuneration policy.**
- c) Information about whether any external advisors took part in this process and, if so, their identity.**
- d) Procedures set forth in the current remuneration policy for the directors in order to apply temporary exceptions to the policy, the conditions under which such exceptions can be applied and the components that may be subject to exceptions according to the policy.**

General Principles and Grounds

The Directors' Remuneration Policy for NH Hotel Group S.A., (hereinafter referred to as "NH", the "Company" or the "Group") for the three-year period 2024-2026 was approved by the Board of Directors at its meeting held on 22 May 2023 and submitted for a binding ballot as a separate item on the agenda at the General Shareholders' Meeting held on 29 June 2023.

The basic aim of the Remuneration Policy is to reward the commitment, responsibility and talent of NH's Directors, always taking into consideration the economic situation, the Company's earnings, the Group's strategy and best market practices.

The Remuneration Policy is in line with the previous Policy, including the same principles and remuneration elements, while taking into account the economic environment, the results obtained in the last exercises, the Group's strategy, the best market practices as well as the corporate governance recommendations.

According to the foregoing, the principles that govern the Remuneration Policy are as follows:

- **Alignment with the investors:** The design of the Remuneration Policy is regularly reviewed to ensure it is aligned with achieving earnings and creating value for the shareholder.
- **Proportionality:** The remuneration is in a suitable proportion to the Company's features and business model.
- **Balance:** The Directors' remuneration should strike a balance between the different components of the remuneration.
- **Suitability:** The Remuneration Policy of the Non-Executive Directors is adapted to the composition of the Board and the amounts are sufficient to remunerate the Directors' qualifications, the time they spend on their duties and their responsibility, guaranteeing their required loyalty and allegiance to the Company, but without compromising its members' independence.
- **Non-discrimination:** NH's Remuneration Policy respects non-discrimination due to gender, age, culture, religion or race.

- Alignment with the strategy: The Directors' remuneration must be consistent with the Group's strategy, including any remuneration components that may be necessary for such purpose. It must also contribute to the Company's long-term interests and sustainability.
- Transparency: The information published about the remuneration is in line with the best corporate governance practices.

Pursuant to the provisions in Article 42 of NH's Articles of Association and Article 36 of the Board of Directors' Regulations, regarding the remuneration components contained in the Remuneration Policy, NH differentiates between the Remuneration Policy applicable to Non-Executive Directors, in which their joint supervisory and decision-making duties are remunerated, and the Policy applicable to Executive Directors, which rewards the senior management duties they perform, as shown below:

- The remuneration components for Non-Executive Directors are as follows:
 - A fixed annual amount that depends on the post or posts the directors hold on the Board or on its committees.
 - Fees for attending the Board of Directors' committee meetings. The total annual amount for this item will vary depending on the number of meetings held by each committee and the Director attending them.
- The remuneration components for Executive Directors are as follows:
 - Fixed remuneration, sufficient for their services and the duties they perform.
 - Short and long-term variable remuneration linked to the Company's earnings and creating value for the shareholder.
 - Remuneration in kind.

Description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and its terms and conditions.

The Company's main bodies involved in determining and approving the Remuneration Policy are as follows:

■ The General Shareholders' Meeting:

According to the Spanish Capital Companies Act, the General Shareholders' Meeting is competent for approving the following matters related to the Directors' remuneration:

- The Remuneration Policy at least every three years.
- Possible amendments to the Remuneration Policy in force from time to time.
- The maximum amount of the annual remuneration payable to all the Directors in their positions as such.
- The remuneration system, including the award of shares or stock options or share-linked remuneration.
- The Annual Remuneration Report (advisory ballot).

■ The Board of Directors:

This is the competent body for proposing the Remuneration Policy to the General Shareholders' Meeting. The Board is also responsible for adopting resolutions related to the Directors' remuneration within the scope of the Articles of Association and the Remuneration Policy.

Moreover, the Board of Directors determines the basic terms and conditions for the contracts, including the remuneration for the executives who directly report to the Board or any of its members.

The Board of Directors is informed of all the actions performed by the Appointment, Remuneration and Corporate Governance Committee, as explained below, and provides it with the relevant documents in order to be informed of such actions to perform its duties.

As a precautionary measure, in order to avoid any conflict of interests, at the Board's meetings that deal with proposals related to the specific remuneration of the Executive Directors, the latter may not be present nor take part in the deliberations or decision-making process.

■ The Appointment, Remuneration and Corporate Governance Committee, (hereinafter referred to as the "ARCGC"):

This is the main body for determining and applying the Remuneration Policy. In this respect, the ARCGC is competent to propose the Directors' Remuneration Policy and the remuneration for those who perform senior management duties directly reporting to the Board, Executive Committees or Executive Directors, and the individual remuneration and other contractual terms and conditions for the Executive Directors, and to ensure such terms and conditions are observed.

Notwithstanding the competences attributed by the Regulation of the Board of Directors, the ARCGC performs the following duties:

- Determining the Policy:
 - It proposes to the Board of Directors the distribution, among the different components, of the maximum remuneration amount approved by the General Shareholders' Meeting for the Directors in their positions as such.
 - It determines and proposes to the Board of Directors the amount and, if need be, the adjustment of the Executive Directors' fixed remuneration.
- Applying the Policy:
 - Every year it proposes to the Board of Directors the objectives for the annual variable remuneration and the relevant cycle for the multi-year variable remuneration applicable to the Executive Directors.
 - It assesses achievement of the objectives after the end of the performance period for the short- and long-term variable remuneration and proposes to the Board of Directors the amount or number of shares to be received by the Executive Directors.
- Reviewing the Policy
 - It reviews the amount of the various remuneration components for the Directors in their positions as such; bearing in mind market practices and submits its conclusions to the Board of Directors.
 - It reviews the structure and level of the Executive Directors' remuneration to ensure it is competitive, taking into account the market conditions.
- Transparency of the Policy
 - The ARCGC decides on the contents of the Annual Directors' Remuneration Report and proposes it to the Board of Directors for its final approval.

Information on whether any external advisors took part in this process and, if so, their identity details.

WTW has provided advice to the ARCGC on drawing up this Annual Directors' Remuneration Report.

Procedures set forth in the current remuneration policy for the directors in order to apply temporary exceptions to the policy, the conditions under which such exceptions can be applied and the components that may be subject to exceptions according to the policy.

The Remuneration Policy does not include any procedure for temporary exceptions to application thereof.

A.1.2 Explain the relative importance of the variable remuneration components vis-à-vis the fixed components (remuneration mix) and the criteria and objectives taken into consideration to determine them and ensure an appropriate balance between the fixed and variable components of the remuneration. In particular, specify the actions taken by the company in relation to the remuneration system to reduce exposure to excessive risks and to align it with the company's long-term goals, values and interests, which must include, as the case may be, mention of the measures taken to ensure that the company's long-term earnings are taken into account in the remuneration policy, the measures adopted in relation to the categories of staff whose professional activities have a significant impact on the company's risk profile and the measures in place to avoid conflicts of interest.

Furthermore, specify whether the company has established any period for the accrual or vesting of certain variable remuneration components, in cash, shares or other financial instruments, a deferral period in the payment of amounts or award of accrued and vested financial instruments, or whether any clause has been agreed to reduce the deferred remuneration not yet vested or obliging the director to return the remuneration received when such remuneration was based on figures that have since been clearly shown to be inaccurate.

The remuneration mix:

The Non-Executive Directors receive remuneration based on the best corporate governance practices. Such remuneration only consists of a fixed amount and attendance fees, with no amount being payable whatsoever for variable remuneration.

On the other side, the total remuneration of the Executive Directors is mainly composed of (i) fixed remuneration, (ii) annual variable remuneration and (iii) multi-year variable remuneration. The Executive Directors are currently the Chief Executive Officer ("CEO"), the Chief Operations Officer ("COO") and the Chief Assets and Development Officer ("CADO").

In this respect, in 2024 the percentage that the ordinary (annual and multi-year) variable remuneration represents of the total remuneration, in a situation in which 100% of the objectives are achieved ("target scenario") and maximum achievement ("maximum scenario"), is approximately as follows:

- CEO: 56.5% (target scenario) - 66.1% (maximum scenario).
- COO: 47.4% (target scenario) - 57.4% (maximum scenario).
- CADO: 47.4% (target scenario) - 57.4% (maximum scenario).

Measures adopted to adapt the Remuneration Policy to the company's long-term goals, values and interests. Reference to the measures adopted to guarantee that the company's long-term earnings are taken into account in the remuneration policy.

The measures adopted by the Company related to the remuneration system to reduce exposure to excessive risks and to adapt it to the Company's long-term goals, values and interests are as follows:

a) Balance in the total remuneration:

The remuneration package of the Executive Directors includes short- and long-term variable parts, both parts being balanced. In this respect, the relative weight of the long-term variable remuneration, in annual terms, is equivalent to that of the short-term variable remuneration.

b) Formulating the variable remuneration objectives:

The variable remuneration is linked to the achievement of a combination of predetermined objectives, which are economic-financial, value creation, non-financial and/or ESG (Environmental, Social and Governance). In addition, through performance evaluation, the sustainability of the Company is promoted through the evaluation of form and procedure, other than results.

Economic-financial and value creation targets may include, for example, EBITDA, Recurring Net Profit, Revenues, return and/or cost efficiency metrics at NH Group level. In addition, strategic indicators associated with the specific position of each Executive Director may be included, such as Revenues, EBITDA, ESG metrics or other strategic indicators.

Regarding the short-term variable remuneration, the ARCGC is responsible for proposing the objectives at the beginning of each year, and for proposing the evaluation of their fulfillment at the end of it.

The variable components of the remuneration are designed with sufficient flexibility so that no amount whatsoever is payable if the minimum objectives are not achieved.

In addition, in order for the short-term or long-term variable remuneration to be accrued, the Group's Recurrent Net Profit must be positive, if not, no remuneration is payable.

Measures adopted by the company to reduce exposure to excessive risks and avoid conflicts of interest and claw-back clauses that reduce the deferred remuneration or oblige the director to reimburse the remuneration received.

a) Ex-post adjustments to Executive Directors' remuneration:

In the event that certain circumstances occur that show the targets have not been achieved, even if *a posteriori*, according to a proposal made by the ARCGC, the Board may claim the return of all or part of the long-term variable remuneration already paid (claw-back). These clauses will be applicable to all the Beneficiaries and will be applicable for two years, counted from the date the Measurement Period ends. Specifically, repayment of the long-term variable remuneration already paid may be required in the following cases, among others:

- I. Reformulation of the Company's financial statements without this being based on changes in the applicable accounting standards or interpretations.
- II. Sanctions imposed on the Beneficiary due to serious breaches of the code of conduct and other applicable internal regulations.
- III. When the settlement and payment of the incentive was partially or fully based on information that is clearly shown *a posteriori* to be seriously false or inaccurate.

b) Adjustments to the variable remuneration:

Under exceptional circumstances caused by extraordinary internal or external factors or events, the ARCGC may propose to the Board of Directors adjustments of the components, criteria, thresholds and limits of the annual or multi-year variable remuneration.

c) Measures to avoid conflicts of interest:

At the Board's meetings that deal with proposals related to the specific remuneration of the Executive Directors, the latter may not be present or take part in the deliberations or decision-making process.

Regarding measures to avoid conflicts of interest by the Directors, according to the Spanish Capital Companies Act, Articles 29-33 of the Board of Directors' Regulations include the obligations of the Directors related to their duties of diligence, allegiance, confidentiality, loyalty and prohibition of competition.

A.1.3. State the amount and nature of the fixed components that are expected to be accrued during the year by the directors in their positions as such.

The maximum amount of the remuneration that could be payable every year by the Company to all its Directors, in their positions as such, is €800,000, such amount being approved at the Ordinary General Shareholders' Meeting held on 29 June 2023, however such limit may be changed at the General Shareholders' Meeting to be held in 2024 (on the date this Report is drawn up, it is not expected this will occur).

The remuneration system of the Non-Executive Directors for their supervisory and joint decision-making duties, as specified above in this Report, consists of an annual fixed amount and fees for attending the meetings of the Board of Directors and its committees.

In this respect, the amounts planned for the aforementioned components in 2024 will be as follows:

- Annual fixed amount:
 - The Chair of the Board of Directors: €200,000. No amount will be payable for fees to attend the meetings of the Board or the Committees.
 - The Chairs of the Auditing Committee and/or the ARCGC: €90,000. No amount will be payable for fees to attend the committee meetings that they chair.
 - The other members of the Board of Directors: €50,000 for each Director.
- Attendance fees:
 - Fees for attending the Audit and Supervisory Committee Meetings: €1,000.
 - Fees for attending the ARCGC Meetings: €1,000.

However, the Proprietary Directors representing the shareholder, Minor International PLC, have waived payment of the aforementioned remuneration.

The amounts payable to the Non-Executive Directors may vary from year to year within the maximum amounts approved by the General Shareholders' Meeting with the prior approval of the Board of Directors. In this respect, additional remuneration may be granted if any Director is required to spend additional time over a certain period of time.

However, the Executive Directors will not be entitled to receive the aforementioned remuneration.

A.1.4. State the amount and nature of the fixed components that will be accrued during the year due to the Executive Officers performing their senior management duties.

According to the Articles of Association, the Executive Directors are entitled to receive remuneration for the executive duties they perform, apart from their duties as Directors, within the scope of their labour or commercial relationship with the Company. Such remuneration includes both their executive duties and their duties as Director.

The amount of the aforementioned fixed remuneration planned for each of the Executive Directors in 2024 is €771,750 for the CEO, €441,000 for the COO and €385,875 for the CADO. These amounts approved by the Board of Directors imply an increase of 5% compared with the previous year. When approving this increase, the Board of Directors, according to a proposal made by the ARCGC, has taken into consideration the importance of the three Executive Directors in achieving the necessary stability of the Company in terms of business performance.

A.1.5. Amount and nature of any component of remuneration in kind that will be accrued during the year, including, but not limited to, insurance premiums paid in favour of the director.

The Directors do not receive any remuneration in kind due to being members of the Board of Directors.

The Executive Directors are beneficiaries of a health care insurance policy for them and their first-degree relatives, a life and accident insurance policy and a company car. It is estimated that the cost for this remuneration in 2024 will amount to €27,480 for the CEO, €18,791 for the COO and €10,922 for the CADO. However, the final amount could vary depending on the changes taking place in the prices or premiums of the aforementioned remuneration.

A.1.6. Specify the amount and nature of the variable components, differentiating between those established in the short- and long-term. Financial and non-financial parameters, including among these the social, environmental and climate change parameters selected to determine the variable remuneration for the current year, explaining the extent to which these parameters are related to performance, both of the director and of the company, and its risk profile, and the methodology, necessary period and techniques envisaged to be able to determine the effective degree of compliance at the end of the year with the parameters used in the design of the variable remuneration, explaining the criteria and

factors applied related to the time required and methods used for verifying that the performance or any other conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.

Specify the range, in monetary terms, of the different variable components according to the level of achievement of the objectives and parameters established, and whether any maximum monetary amounts exist in absolute terms.

The Executive Directors are the only members of the Board of Directors that are entitled to be paid variable remuneration. The Executive Directors' variable remuneration is structured as additional and supplementary to their fixed remuneration and it consists of a short-term annual variable and a long-term variable. This compensation is contingent and non-consolidable.

The main features of the variable remuneration components for the Executive Directors are described below:

1. ANNUAL VARIABLE REMUNERATION

The short-term variable remuneration is linked to achieving the corporate goals determined by the ARCGC and approved by the Board of Directors at the beginning of each financial year.

The functioning of the annual variable remuneration for NH's Executive Directors is the same as for the Company's other employees. It is determined based on the Management by Objectives Programme (MBO) for the following purposes:

1. To reward performance, bearing in mind achievement of the Company's quantitative goals.
2. To link achievement of the annual objectives set by the Company to its medium- and long-term strategy.
3. To align the individual objectives with the Company's goals.

The ARCGC approved the following objectives for the Executive Directors with their corresponding weightings for the financial year 2024:

- 50% Corporate Goals:
 - 25% Group's recurrent EBITDA.
 - 25% Group's recurrent Net Profit.
- 10% Performance assessment.
- 40% of strategic indicators related to the position.

The functioning of each of the aforementioned objectives is described below, along with the specified scales of achievement:

1. **Group EBITDA/ Net Profit:** The goal initially set for the Group's recurrent EBITDA/ Net Profit is compared with the Group's actual recurrent EBITDA/ Net Profit, determining the following pay-out levels established based on the scale of achievement:
 - If the level of achievement of the Group's recurrent EBITDA/ Net Profit goal is lower than 90%, no amount whatsoever is payable for this target.
 - If the level of achievement of the Group's recurrent EBITDA/ Net Profit goal is between 90% and 100%, 100% of the annual variable remuneration will be payable for this target.
 - If the level of achievement of the Group's recurrent EBITDA/ Net Profit goal is 120% or higher, a maximum of 120% of the annual variable remuneration for this target is payable.
 - When the achievement level of the target is between 100% and 120%, the pay-out will be calculated by linear interpolation.
2. **Performance assessment:** The performance assessment system for the Executive Directors has the same structure as for NH's other employees.

In order to promote the Company's sustainability, the performance assessment is included in the annual variable remuneration by evaluating the system and procedures apart from the earnings obtained.

Performance will be evaluated according to the following scale consisting of five levels: Underperforming, Needs Improvement, Good, Very Good and Outstanding. Each one of the levels will be equivalent to a percentage of achievement of the target according to the following scheme:

- "Underperforming". Equivalent to 0% achievement.
- "Needs Improvement". Equivalent to 50% achievement.

- "Good". Equivalent to 100% achievement.
 - "Very Good". Equivalent to 125% achievement.
 - "Outstanding". Equivalent to 200% achievement.
3. **Individual Objectives** (indicators related to the post): Maximum achievement is set for the rest of the objectives that could imply up to 125% of the target payment level for this. These individual objectives include objectives related to the reduction of net CO2 emissions and NH's position in the S&P Sustainability Index.

The ARCGC determines the specific amount payable depending on the achievement level of the objectives.

In addition, in order to guarantee that the annual variable remuneration is aligned with the Company's earnings, the Group's Recurrent Net Profit acts as a "key target". In this respect, in order to accrue annual variable remuneration, the Group's recurrent Net Profit must be positive, otherwise no remuneration will be payable.

The target annual variable remuneration is set at 65% of the CEO's fixed remuneration (€501,637.5) and 45% of the COO's and the CADO's fixed remuneration (€198,450 and €173,643.7 respectively), providing 100% of the targets set by the Board of Directors are achieved.

The maximum amount the Executive Directors can receive, if the maximum score is obtained in the performance assessment and a maximum percentage is obtained in their individual objectives, is 130% for the three Directors, equivalent to €652,128.75 for the CEO, €257,985 for the COO and €225,736.8 for the CADO, notwithstanding the fact that, in accordance with the Remuneration Policy, these amounts may reach up to 150% of the target amount in certain scenarios.

If the aforementioned minimum targets are not achieved, the Executive Directors will not be paid any amount whatsoever as variable remuneration.

In order to calculate the amount of the annual variable remuneration, the ARCGC will first and foremost consider the individual level of achievement and weighting of each of the objectives and subsequently the level of overall achievement of the objectives as a whole, along with the key goal for the Group's Recurrent Net Profit. This assessment is conducted based on the results audited by the Company's external auditor. Both for determining the objectives and assessment of their being achieved, the Committee also takes into consideration any associated risk and can rely on the support of the Audit and Supervisory Committee.

In this respect, any positive or negative economic impact caused by extraordinary events that could distort the findings of the assessment are disregarded and the quality of the long-term earnings and any associated risk in the proposal for annual variable remuneration are taken into consideration.

The annual variable remuneration will be fully paid in cash, providing the targets set for such purpose are achieved. This remuneration will not be paid until the ARCGC has carried out the aforementioned actions in the first quarter of the year.

2. LONG-TERM INCENTIVE PLANS

Long Term Incentive Plan 2022-2026:

The Company implemented the Long-Term Incentive Plan 2022-2026 ("Performance Cash Plan") in 2022. This plan grants a cash amount to be paid out if the targets set in this respect are achieved. The plan was proposed to the Board and was approved on 24 February 2022.

The term of the Plan is five years, divided into three cycles of three years each one:

1. First cycle 2022-2024 payable in 2025.
2. Second cycle 2023-2025 payable in 2026.
3. Third cycle 2024-2026 payable in 2027.

Before the start of each of the cycles, the Board of Directors is authorised to decide on its effective implementation depending on the Group's economic situation at the time.

The main features of the third and last cycle of the Plan applicable to the Executive Directors, the start date of which is 1 January 2024, are set out below:

Purpose: To reward the achievement of NH's long-term strategic goals and the creation of sustainable value for the shareholder.

Amount: The target incentive in the second cycle is set at 65% of the CEO's fixed remuneration (€501,637.5) and 45% of the COO's and the CADO's fixed remuneration (€198,450 and €173,643.7 respectively), providing 100% of the targets set by the Board of Directors are achieved.

The maximum amount of the incentive can be up to 120% of the target amount, i.e. 78% of the fixed remuneration for the CEO (€601,965) and 54% of the fixed remuneration for the COO and the CADO (€238,140 and €208,372.5 respectively), notwithstanding the fact that, in accordance with the Remuneration Policy, these amounts may reach up to 150% of the target amount in certain scenarios.

Performance period: Years 2024, 2025 and 2026.

Objectives: 50% of the incentive will be linked to the Group's recurrent EBITDA for the financial years 2024, 2025 and 2026 and the other 50% of the incentive will be linked to the Group's recurrent Net Profit for the financial years 2024, 2025 and 2026.

Performance Scale: The incentive for the third cycle 2024-2026 is determined as follows:

- If the level of achievement of the Group's recurrent EBITDA/Net Profit goal is lower than 90%, no amount whatsoever is payable for the long-term incentive.
- If the level of achievement of the Group's recurrent EBITDA/Net Profit goal is between 90% and 100%, 100% of the long-term incentive will be payable.
- If the level of achievement of the Group's recurrent EBITDA/Net Profit goal is 120% or higher, a maximum of 120% of the long-term incentive will be payable.

When the achievement level of the target is between 100% and 120%, the level of achievement of the Group's recurrent EBITDA/Net Profit will be calculated by linear interpolation.

Functioning: The ARCGC will consider the level of achievement of the recurrent EBITDA/Net Profit goal based on the results audited by the Company's external auditor in each of the cycles included in the target performance period. Both for determining the objectives and assessment of them being achieved, the Committee also takes into consideration any associated risk and can rely on the support of the Audit and Supervisory Committee.

In this respect, any positive or negative economic impact caused by extraordinary events that could distort the findings of the assessment are disregarded and the quality of the long-term earnings and any associated risk in the proposal for incentive payable is taken into consideration.

The incentive 2024-2026, will be fully paid in cash, providing that the targets set for such purpose are achieved. This remuneration will not be notified as fulfilled until the ARCGC has carried out the aforementioned actions in the first quarter of the year 2027.

A.1.7. State the main features of the long-term savings schemes. Among other information, specify the contingencies covered by the scheme, whether it is a defined contribution or a defined benefit scheme, the annual contribution that must be made to defined contribution schemes, the benefits to which directors are entitled in the case of defined benefit schemes, the vesting conditions of the economic rights of directors and their compatibility with any other type of payment or compensation for early termination or dismissal, or related to the termination of the contractual relationship, according to the stipulated terms, between the company and the director.

Specify whether the accrual or vesting of any of the long-term savings plans is linked to achieving certain targets or parameters related to the director's short- or long-term performance.

The Company does not plan to undertake any obligation or commitment whatsoever with the Directors in 2024 related to pensions, retirement or similar items.

A.1.8. Any other type of payment or compensation for early termination or dismissal, or related to the termination of the contractual relationship, according to the stipulated terms, between the company and the director, whether at the company's or the director's initiative, as well as any type of agreement reached, such as exclusivity, post-contractual non-competition, minimum contractual term or loyalty, which entitles the director to any kind of remuneration.

The Company's Directors, in their positions as such, are not entitled to any severance pay or compensation in the event of dismissal or resignation from their posts.

The terms and conditions included in the Executive Directors' commercial contracts in this respect are described below:

- **CEO:** Under no circumstances will the CEO be entitled to any severance pay due to his resignation or termination of his commercial relationship. However, the terms and conditions regulating his suspended labour relationship stipulate that the period of time in which the Executive Director holds his commercial relationship must be acknowledged as seniority for the purpose of possible severance pay due to termination of such labour relationship.

In this respect, once the commercial relationship has been terminated, the labour relationship that was in force between the Company and the Executive Director will be resumed until he takes up his new position, unless gross and wilful breach of contract is ruled by the courts. If, at the time of termination of the commercial relationship and, apart from the aforementioned exception, the Company refuses to reinstate the Executive Director in his previous labour relationship, this fact will be considered unfair dismissal. In such case, the Executive Director will be entitled to the relevant severance

pay according to applicable labour regulations. In order to calculate the severance pay, the compensation basis will be determined according to the full salary paid and received thereby over the twelve months prior to the termination including, if any, those paid and received in his position as Executive Director.

If the termination of the labour relationship is due to serious and wilful breach of the Executive Director's essential obligations and this is ruled by the competent court, all rights to receive any kind of severance pay will be deemed null and void.

- **COO:** The COO is not entitled to receive any severance pay whatsoever if the Company decides to terminate his contract by virtue of a resolution adopted by the General Shareholders' Meeting or the Board of Directors, which implies the COO being dismissed from his post as Executive Director, however his seniority in the position is acknowledged for all purposes (even for the purpose of severance pay that could be applicable in the event of termination) in the previous labour relationship between the parties, which will be resumed after the aforementioned termination of the commercial relationship.

If the Company refuses to reinstate the COO in his previous labour relationship, the COO will be entitled to severance pay, according to the applicable labour regulations, and his acknowledged seniority, the Company undertaking to pay him severance pay at least equivalent to one year of his fixed salary and the last variable remuneration he received. In order to calculate the severance pay that could be received by the COO in the event of termination of his ordinary labour relationship, the basis for the severance pay will be calculated regarding the whole remuneration paid and received thereby in the twelve months prior to such termination, even if it were payable by virtue of a commercial relationship.

However, if the termination of the commercial relationship between the parties is due to serious and wilful breach of the Executive Director's essential obligations and this is ruled by the competent court, all rights to receive any kind of severance pay will be deemed null and void.

- **CADO:** The Executive Director is not entitled to receive any severance pay whatsoever due to her dismissal as a Director by virtue of a resolution adopted at the General Shareholders' Meeting or the Board of Directors, due to her resignation, mutual agreement or because her term of office has expired. However, her seniority in the post will be acknowledged for all purposes (even for the purpose of severance pay that could be applicable in the event of dismissal) in the previous labour relationship between the parties, which will be resumed after the aforementioned termination of the commercial relationship, unless the termination of the commercial relationship between the parties is due to serious and wilful breach of the Executive Director's essential obligations and this is ruled by the competent court.

If, at the time of termination of the commercial contract (and apart from the aforementioned exception), the Company refuses to reinstate the Executive Director or CADO in her previous labour relationship as Chief Asset and Development Officer, this fact will be considered unfair dismissal and the Executive Director or CADO will be entitled to the relevant severance pay according to applicable labour regulations and the Company must undertake to pay her at least an amount of severance pay equivalent to one year of her fixed salary and the last variable remuneration she received.

In order to calculate the severance pay that could be received by Ms. Laia Lahoz Malpartida in the event of termination of her ordinary labour relationship, after termination of her commercial relationship regulated by such contract, the basis for the severance pay will be calculated regarding the whole remuneration paid and received thereby in the twelve months prior to such termination, even if it were payable by virtue of a commercial relationship.

A.1.9. Specify the conditions that the contracts of the Executive Officers performing senior management duties should contain. Among other things, information must be provided on the duration, limits on amounts of compensation, minimum contractual term clauses, notice periods and payment in lieu of these notice periods, and any other clauses relating to contractual bonuses, as well as compensation or golden parachute clauses in the event of early termination of the contractual relationship between the company and the executive officer. Include, inter alia, the clauses or agreements related to non-competition, exclusivity, minimum contractual terms and loyalty and post-contractual non-competition, unless these have been explained in the previous section.

The contract of NH's Executive Directors is of a commercial nature and includes the duties and obligations they undertake within the scope of their posts and their remuneration.

The most significant clauses in their contracts are described below:

- Indefinite term.
- Full-time commitment and non-competition. They may not perform the following actions without the Company's prior consent during the period they render their services within the scope of their valid contracts:
 - Acquire an indirect or direct stake of any kind in companies that perform activities that are in competition with or are similar or related to the Company's activities or that are suppliers and/or customers of NH. Any part-time teaching activities that could be performed by the Executive Directors shall be deemed excluded from the previous point.

- This condition will remain in force, in the case of the CEO, until twelve months have elapsed after the termination of his commercial agreement or employment contract with NH, whatever the reason for such termination may be. The gross annual fixed remuneration of the Executive Directors already includes compensation for the non-competition clause.

■ The Executive Directors must provide at least two months' prior notice of their decision to terminate their commercial relationship with NH and may choose to renew their ordinary labour relationship.

■ Severance pay: See the previous section.

■ Confidential information: During the valid term of the commercial agreement and after the termination thereof for any reason, the Executive Directors must not indirectly or directly disclose or disseminate to third parties not associated with NH any commercial or industrial secrets, processes, methods, information or data related to the activities, business or finances of NH or any company in its Group, making every effort to prevent, if need be, publication of such information and all that is related to activities and future plans both of NH HOTEL GROUP, S.A. and any of its enterprises.

A.1.10. The nature and estimated amount of any other supplementary remuneration that will be accrued by directors in the current year as consideration for services rendered other than those inherent in their position.

The Directors have not received any other supplementary remuneration for services apart from those inherent to their posts and that have not already been described in this Report.

A.1.11. Specify any other remuneration components, such as those related to the company granting the director advances, loans or guarantees or any other remuneration.

It is not expected to grant to the Directors any advances, loans, guarantees or other remuneration.

A.1.12. Specify the nature and estimated amount of any other planned supplementary remuneration to be accrued by directors in the current year that is not included in the previous sections, whether paid by the company or by another enterprise in the group.

It is not planned for the Directors to receive, any other supplementary remuneration for services apart from those inherent to their posts and that have not already been described in this Report.

A.2. Explain any significant change in the remuneration policy applicable to the current year resulting from the following:

- **A new policy or an amendment to a policy already approved by the General Shareholders' Meeting.**

- **Significant changes in the specific determinations established by the Board for the current year regarding the remuneration policy in force with respect to those applied in the previous year.**

- **Proposals that the Board of Directors has agreed to submit to the General Shareholders' Meeting that this annual report will be subject to and for which it is proposed they will be applicable in the current year.**

Up to the date this report is published, no significant changes have been made to the Remuneration Policy that could seriously affect the Remuneration Policy for this year.

A.3. Specify the direct link to the document containing the company's current remuneration policy, which must be available on the company's website.

https://www.nh-hotels.com/corporate/assets/uploads/files-accionistas/2023/en/4.-_nh_politica_remuneraciones_consejeros_2024-2026_eng.pdf

A.4. Taking into account the data provided in Section B.4, explain how the votes of the shareholders at the General Shareholders' Meeting have been taken into account to which the annual report on remuneration for the previous year was submitted on an advisory basis.

The last General Shareholders' Meeting held on 29 June 2023 approved the Annual Directors' Remuneration Report with 99.99% of the votes.

B. OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED LAST YEAR

B.1.1. Explain the process used to apply the remuneration policy and determine the individual remuneration contained in Section C of this report. This information must include the role played by the remuneration committee, the decisions adopted by the Board of Directors and the identity and role of any external advisors whose services may have been used in the process for applying the remuneration policy last year.

In 2023 the Policy in force has been the Directors' Remuneration Policy for NH for the three-year period 2021-2023, approved by the Board of Directors at the meeting held on 12 May 2021 and submitted to a binding b as a separate item on the agenda at the General Shareholders' Meeting on 30 June 2021.

Process used to apply the Remuneration Policy

The main bodies of the Company that are involved in applying the Company's Remuneration Policy are the General Shareholders' Meeting, the Board of Directors and the ARCGC.

The role played by the ARCGC

The ARCGC is the competent body for proposing the Directors' Remuneration Policy and the remuneration for those who perform senior management duties, directly reporting to the Board, Executive Committees or Executive Directors, and the individual remuneration and other contractual terms and conditions for the Executive Directors, and for ensuring such terms and conditions are met.

As explained in the Remuneration Policy, the ARCGC may hold meetings to correctly fulfil its duties as often as (i) considered necessary by its Chair, (ii) required by the Board of Directors or (iii) requested by two or more of its members with voting rights. The ARCGC held 7 meetings in 2023.

The items related to remuneration that were discussed by the ARCGC in 2023 are explained below:

- Proposal and approval of the Annual Directors' Remuneration Report for the financial year 2022.
- Proposal and approval of the launch of a new Long-Term Variable Remuneration Plan 2022-2026, whose second cycle began on 1 January 2023.
- Proposal and approval of the salary adjustment for the Executive Directors for 2023. Assessment and approval of the annual variable remuneration for the CEO and COO (Executive Directors) due to the 2022 results.
- Approval of the objectives linked to the annual variable remuneration of the Executive Directors in 2023.
- Information from the CEO to the ARCGC on the assessment of the variable remuneration in 2022 for the Executive Committee, along with the objectives linked to the annual variable remuneration in 2023.
- Proposal and approval of the NH Hotel Group Directors' Remuneration Policy effective from 1 January 2024 until 31 December 2026.

During 2024, up to the date of preparation of this report, the ARCGC has discussed the following matters related to the implementation of the 2023 Remuneration Policy:

- Proposal and approval of the settlement of the 2023 annual variable remuneration of the Executive Directors
- Proposal and approval of the settlement of the Biennial Long-term Incentive 2022-2023 of the Executive Directors.

Composition of the ARCGC

According to Article 47 of the Articles of Association, the Committee must be comprised of a minimum of three and a maximum of six Directors and must only consist of Non-Executive Directors appointed by the Board of Directors, at least two of which must be Independent Directors.

On 31 December 2023, the Committee was composed of three non-executive members, two of whom were Independent Directors:

- Mrs. [María Segimón de Manzanos](#): Chair and Independent Director since 29/06/2023.
- Mr. [Stephen Andrew Choinacki](#): Member and Independent Director since 21/06/2018.
- Mr. [Tomás López Fernebrand](#): Member and Proprietary Director since 29/06/2023.

B.1.2. Explain any changes in the procedure established for application of the remuneration policy that have occurred during the year.

There has been no deviation from the procedure established in the Remuneration Policy. All the remuneration elements accrued by the Directors in 2023 are included in the Remuneration Policy and their amounts have been determined in accordance with the corresponding procedures.

B.1.3. Specify whether any temporary exception has been applied to the remuneration policy and, if so, explain the exceptional circumstances that have led to application of these exceptions, the specific components of the remuneration policy affected and the reasons why the company believes that these exceptions have been necessary to serve the company's long-term interests and sustainability as a whole or to ensure its viability. Similarly, quantify the impact that application of these exceptions has had on the remuneration of each director over the year.

No temporary exceptions to the Remuneration Policy were applied in 2023.

B.2. Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing exposure to excessive risks, aligning it with the company's long-term goals, values and interests, including a reference to the measures adopted to ensure that the company's long-term earnings have been taken into consideration in the remuneration accrued and to ensure that an appropriate balance has been achieved between the fixed and variable components of the remuneration, the measures adopted in relation to those categories of personnel whose professional activities have a material impact on the company's risk profile and the measures in place to avoid any possible conflicts of interest.

The actions carried out by the Company related to the remuneration system to reduce exposure to excessive risks and to adapt it to the Company's long-term goals, values and interests have been in line with those explained in sections A.1.6 and A.1.7 of this Report. It is explained below how these actions were carried out in 2023:

A) Claw-back clauses:

The claw-back clauses referred to in section A.1.2 are applicable to the Long-Term Variable Remuneration Plan 2022-2023.

B) Formulation of the variable remuneration objectives:

A binary scheme was applied to the variable remuneration accrued in 2023 so that failure to achieve the Group's positive Recurrent Net Profit resulted in a 0% pay-out.

The objectives determined for the annual variable remuneration for 2023, as described in section B.7, by the Board of Directors for the Executive Directors, according to a proposal made by the ARCGC, are also aligned with the Company's strategic priorities. Moreover, the Company's sustainability is promoted through the performance assessment by evaluating the system and procedures, apart from the Company's earnings.

C) Balance of the total remuneration:

The remuneration package of the Executive Directors includes short- and long-term variable parts, both parts being balanced.

In this respect, the percentage that the (annual and multi-year) variable remuneration represented of the total remuneration in 2023, in a situation in which 100% of the targets were achieved, was approximately 62% for the CEO and 53% for the COO and the CADO. In the event of achievement above the target level, both short- and long-term variable remuneration had maximum amounts established in the Remuneration Policy in force in 2023.

Lastly, the variable remuneration accrued in 2023 was the following:

- The short-term variable remuneration was 124%, 117% and 120% for the CEO, COO and CADO respectively.
- In relation to multi-year variable compensation, the biennial incentive that began on 1 January 2022 and ended on 31 December 2023 was completed in 2023, with a final target achievement of 115.99%.

B.3. Explain how the remuneration accrued and consolidated over the financial year complies with the provisions of the current remuneration policy and, in particular, how it contributes to the company's long-term and sustainable performance.

Furthermore, provide information about the link between the remuneration obtained by the directors and the earnings or other performance measures of the company in the short- and long-term, explaining, if applicable, how variations in the company's performance have influenced changes in the directors' remuneration, including any accrued remuneration payment that has been deferred, and how such remuneration contributes to the company's short- and long-term earnings.

The components included in the Directors' remuneration package in the financial year 2023 are summarized below. Similarly, the details of these components can be found in the following paragraphs of this section:

Remuneration of the Non-Executive Directors:

In 2023, the Non-Executive Directors' remuneration consisted of fixed amounts and fees for attending the meetings, as explained in section B.5.

The maximum gross annual amount payable to the Directors in their positions as members of the Board of Directors observed the limit stipulated by the General Shareholders' Meeting held on 29 June 2023 (€800,000), a total of €310,589.04 being paid out as fixed remuneration and attendance fees.

Executive Directors:

The remuneration items of the Executive Directors in 2023 were as follows:

CEO:

- Fixed remuneration: €735,000.
- Short-term variable remuneration accrued in 2023: €593,568,64, bearing in mind an overall achievement level of the targets of 124%. The settlement of the variable remuneration accrued in 2023 will be approved and paid in the first quarter of 2024.
- Long-term variable compensation (2022-2023 biennial plan that began on 1 January 2022 and ended on 31 December 2023): €827,732 taking into account an overall target achievement rate of 115,99%.
- Other remuneration (company car, health care insurance policy and life and accident insurance policy): €27,480.

COO:

- Fixed remuneration: €420,000.
- Short-term variable remuneration accrued in 2023: €220,643,33 bearing in mind an overall achievement level of the targets of 117%. The settlement of the variable remuneration accrued in 2022 will be approved and paid in the first quarter of 2023.
- Long-term variable compensation (2022-2023 biennial plan that began on 1 January 2022 and ended on 31 December 2023): €334,773 taking into account an overall target achievement rate of 115,99%.
- Other remuneration (company car, health care insurance policy and life and accident insurance policy): €18,791.

CADO:

- Fixed remuneration: €367,500.
- Short-term variable remuneration accrued in 2023: €199,264.47 bearing in mind an overall achievement level of the targets of 120%. The settlement of the variable remuneration accrued in 2023 will be approved and paid in the first quarter of 2024.
- Long-term variable compensation (2022-2023 biennial plan that began on 1 January 2022 and ended on 31 December 2023): €268,676, taking into account an overall target achievement rate of 115,99%.
- Other remuneration (company car, health care insurance policy and life and accident insurance policy): €10,921

A breakdown of the level of achievement of the targets for the annual variable remuneration is provided in section B.7.

The above long-term variable compensation amounts include an additional component that rewards extraordinary management performance during the 2022-2023 period, beyond EBITDA overachievement. When awarding these amounts, the overall limit established by the Remuneration Policy in force in 2023 with respect to long-term variable remuneration has been taken into account.

As explained in the previous sections, the Executive Directors are not paid any additional remuneration for their positions as members of the Board of Directors.

In addition, the Executive Directors' remuneration package contributes to the Company's sustainable performance to the extent that a minimum Recurrent Net Profit is required for the annual variable remuneration to be accrued.

B.4. Provide information about the result of the advisory ballot on remuneration for the previous year held at the General Shareholders' Meeting, specifying the number of votes in favour, votes against, abstentions and blank votes:

| | Number | % of total |
|------------|-------------|------------|
| Votes cast | 419,698,688 | 96.32% |

| | Number | % of votes cast |
|-----------------|-------------|-----------------|
| Votes against | 4,112 | 0.01% |
| Votes in favour | 419,694,576 | 99.99% |
| Blank votes | 0 | 0.00% |
| Abstentions | 0 | 0.00% |

Remarks

B.5. Explain how the fixed components accrued and vested during the year by the directors were determined, in their positions as such, their relative proportion with regard to each director and how they changed compared with the previous year:

The Directors, in their positions as such, who received fixed remuneration in 2023 were Non-Executive Directors that do not represent the shareholder, Minor International PLC. Such Non-Executive Directors waived all remuneration payable to them due to being members of the Board of Directors.

The remuneration effectively received in the financial year 2023 was as follows:

- Annual fixed amount:
 - Chair of the Board of Directors (until 29 Jun 2023): €99,452.
 - Chair of the Auditing Committee (until 29 Jun 2023): €44,753.
 - Chair of the ARCGC (until 29 Jun 2023): €44,753.
 - Chair of the Auditing Committee (since 29 Jun 2023): €45,247.
 - Chair of the ARCGC (since 29 Jun 2023): €45,247.
 - Member of the Auditing Committee and the ARCGC (since 29 July 2023): €31,137.
- Attendance fees of the members:
 - Fees for attending the Audit and Supervisory Committee Meetings: €1,000 per meeting.
 - Fees for attending the ARCGC Meetings: €1,000 per meeting.

B.6. Explain how the salaries accrued and vested by each of the Executive Officers over the past financial year for performing their management duties were determined and how they changed compared with the previous year.

The CEO's fixed remuneration for performing his senior management duties last year amounted to €735,000 in accordance with the Remuneration Policy. This remuneration means a 5% increase compared to 2022.

The COO's fixed remuneration for performing his senior management duties in 2023 amounted to €420,000. This remuneration means a 5% increase compared to 2022.

The CADO's fixed remuneration for performing his senior management duties in 2023 amounted to €367,500. This remuneration means a 5% increase compared to 2022.

As mentioned above, the Executive Directors are not paid any remuneration whatsoever for their positions as Directors.

B.7. Explain the nature and the main features of the variable components in the remuneration systems accrued and vested last year.

In particular:

- a) **Specify each of the remuneration plans that determined the different types of variable remuneration accrued by each of the directors last year, including information on their scope, date of approval, date of implementation, any applicable vesting conditions, periods of accrual and validity, criteria used to evaluate performance and how this affected the calculation of the variable amount accrued, as well as the measurement criteria used and the time needed to be able to adequately measure all the stipulated conditions and criteria, explaining the criteria and factors applied in regard to the time required and the methods for verifying that the performance or any other kind of conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.**
- b) **In the case of share options and other financial instruments, the general features of each plan must include information about the conditions both for acquiring unconditional ownership (vesting) of these options or financial instruments and for exercising them, including the exercise price and period.**
- c) **Each director that is a beneficiary of remuneration schemes or plans that include variable remuneration, and his or her category (executive director, external proprietary director, external independent director or other external director).**
- d) **Information must be provided about any periods for accrual, vesting or deferral of payment of vested amounts applied and/or the periods for retention/unavailability of shares or other financial instruments, if any.**

Explain the short-term variable components in the remuneration systems

As explained above, the only Directors entitled to payment of variable remuneration are those assigned executive duties.

An overall framework for the annual variable remuneration of Executive Directors was agreed at the ARCGC meeting held on 21 February 2023. The features of this annual variable remuneration were outlined in section A.1.6 of 2022's Annual Remuneration Report.

The details about the process to calculate the aforementioned amounts are provided below.

1. Level of achievement of the targets

■ **CEO:** The level of achievement of the targets was as follows:

- EBITDA (weighting of 25%): The level of achievement was between target and maximum.
- Recurrent Net-profit (weighting of 25%): The level of achievement was at the maximum.
- Performance evaluation (weighting of 10%): The level of achievement was at the maximum.
- Individual objectives (weighting of 40%): The level of achievement was between the target level and the maximum.

■ **COO:** The level of achievement of the targets was as follows:

- EBITDA (weighting of 25%): The level of achievement was between target and maximum.
- Recurrent Net-profit (weighting of 25%): The level of achievement was at the maximum.
- Performance evaluation (weighting of 10%): The level of achievement was at the maximum.
- Individual objectives (weighting of 40%): The level of achievement was between the target level and the maximum.

■ **CADO:** The level of achievement of the targets was as follows

- EBITDA (weighting of 25%): The level of achievement was between target and maximum.
- Recurrent Net-profit (weighting of 25%): The level of achievement was at the maximum.
- Performance evaluation (weighting of 10%): The level of achievement was at the maximum.
- Individual objectives (weighting of 40%): The level of achievement was between the target level and the maximum.

2. Key target

As we have mentioned in previous sections of this report, the Net Profit acts as a key target for accrual of the annual variable remuneration. For such purpose, it is indispensable that the Group's Recurrent Net Profit is positive. The Company's Recurrent Net Profit was positive in 2023.

3. Calculating the annual variable remuneration

Bearing in mind the target amount of variable remuneration, (65% of the fixed remuneration for the CEO and 45% for the COO and the CADO), and that the overall level of achievement of the targets was 124% (CEO), 117% (COO) and 120% (CADO), the Board of Directors agreed on 07 February 2024 the following amounts::

- CEO: €593,568.54.
- COO: €220,643.33
- CADO: €199,246.47.

Explain the long-term variable components in the remuneration systems

The main features of the biennial Long-Term Incentive that ended on 31 December 2023, as well as the final amounts to be vested, are as follows:

Biennial long-term incentive 2022-2023

This biennial long-term incentive has the following general and particular characteristics:

Purpose: adapt the compensation package of the Company's executives to incentivize the extra effort they are making to recover NH's business volume and results within the economic context derived from COVID-19.

Amount: The target incentive of the Biennial Incentive is set at 65% of the fixed compensation in 2022 for the CEO (€455,000) and 45% of the fixed compensation in 2022 for the COO and CADO (€180,000 and €157,500 respectively), in the event of 100% achievement with the objectives established by the Board of Directors.

Performance period: Years 2022 and 2023.

Targets: 100% of the incentive will be linked to the Group's recurring EBITDA for fiscal years 2022 and 2023. However, the Group's recurring Net Profit must be positive in each of the aforementioned years in order to vest the full incentive. Otherwise, the portion of the target incentive linked to the year in which the recurring Net Profit target has not been met will be forfeited.

Achievement scales: The biennial Long-Term Incentive is set as follows:

- If the level of achievement of the Group's recurrent EBITDA goal is lower than 90%, no amount whatsoever is payable for the biennial incentive.
- If the level of achievement of the Group's recurrent EBITDA goal is between 90% and 100%, 100% of the biennial incentive will be payable.
- If the level of achievement of the Group's recurrent EBITDA goal is 120% or higher, a maximum of 120% of the biennial incentive will be payable.

When the achievement level of the target is between 100% and 120%, the level of achievement of the Group's recurrent EBITDA will be calculated by linear interpolation.

Achievement level:

- 2022: Maximum level.
- 2023: Between target and maximum.

The ARCGC has considered the degree of compliance with the recurring EBITDA target based on the results audited by the Company's external auditor in each of the years included in the measurement period. Both for the establishment of the objectives and for the evaluation of their compliance, the Committee also considers any associated risks and can count on the support of the Audit and Control Committee.

In this regard, the economic effects, positive or negative, derived from extraordinary events that shall introduce distortions in the evaluation results are eliminated and the quality of the results in the long-term and any associated risks will be considered in the incentive proposal to be paid.

Incentive amount:

The overall achievement rate was 115.99%. In addition, in view of the extraordinary performance of the management team beyond the achievement of EBITDA, the Board of Directors has decided to increase the incentive to be paid within the overall limit established in the Remuneration Policy in force in 2023.

In view of the above, the amounts granted were as follows:

- CEO: €827,732.
- COO: €334,773.
- CADO: €268,676.

The incentive will be paid in full in cash during the first quarter of 2024.

Clawback: This Plan provides for a clawback clause, the basic conditions of which have been previously reported.

B.8. Specify whether certain variable components have been reduced or clawed back when, in the former case, payment of non-vested amounts has been deferred or, in the latter case, they have vested and been paid on the basis of data that have subsequently been clearly shown to be inaccurate. Describe the amounts reduced or clawed back through the application of the "malus" (reduction) or claw-back clauses, why they were implemented and the years to which they refer.

No clause of this kind was applied in 2023.

B.9. Explain the main features of the long-term savings schemes where the amount or equivalent annual cost appears in the tables in Section C, including retirement and any other survivor benefits, whether financed in whole or in part by the company or through internal or external contributions, specifying the type of plan, whether it is a defined contribution or defined benefit plan, the contingencies covered, the conditions on which the economic rights are vested in favour of the directors and their compatibility with any type of severance pay for early termination or cessation of the contractual relationship between the company and the director.

In 2023, the Company did not undertake any obligation or commitment related to pensions, retirement or similar items.

B.10. Explain, where applicable, the severance pay or any other type of payment for early termination, whether at the company's or the director's initiative, or due to termination of the contract, according to the terms stipulated therein, accrued and/or received by directors last year.

The Company has not undertaken any commitment or obligation for any severance payment or other payments due to early termination, whether at the Company's or the Director's initiative, or due to termination of the contract.

B.11. Specify whether there have been any significant changes in the contracts of persons performing senior management duties, such as Executive Officers, and, if so, explain such changes. In addition, explain the main terms and conditions of the new contracts signed with Executive Officers during the year, unless these have already been explained in Section A.1.

In 2023, no changes were made to the Executive Directors' contracts.

B.12. Explain any supplementary remuneration accrued by directors as consideration for rendering services other than those inherent in their positions.

The Remuneration Policy does not include any supplementary remuneration other than that previously specified.

On the date this Report is issued, there was no supplementary remuneration payable to the Directors as consideration for services rendered other than those related to their posts.

B.13. Explain any remuneration payable for advances, loans or guarantees granted, specifying the interest rate, their key features and any amounts reimbursed, as well as the obligations undertaken on their behalf as a guarantee.

The Remuneration Policy does not include any possibility to grant advances, loans or guarantees to the Directors.

On the date this Report is issued, no advances, loans or guarantees have been granted to any of the Directors.

B.14. List the remuneration in kind accrued by the directors during the year, briefly explaining the nature of the various salary components.

The Directors, in their positions as such, do not receive remuneration in kind.

The Executive Directors accrued the following remuneration in kind for performing their executive duties:

- A health care insurance policy for each Executive Director and their first-degree relatives.
- A life insurance policy with insured capital of €2,205,000 (CEO), €1,260,000 (COO) and €1,102,500 (CADO).
- An accident insurance policy with insured capital of €2,205,000 (CEO), €1,260,000 (COO) and €1,102,500 (CADO).
- A company car in the case of the CEO and the CADO. The COO has chosen to receive economic compensation instead of a company car.

The amount for such remuneration was €27,480 for the CEO, €18,791 for the COO (including the company car) and €10,922 for the CADO.

B.15. Explain the remuneration accrued by any director due to payments made by the listed company to a third company in which the director renders services when the purpose of these payments is to remunerate the director's services to the company.

On the date this Report is approved, no amounts have been paid to third-party enterprises due to possible services being rendered by the Directors.

B.16. Explain and detail the amounts accrued in the year related to any other remuneration item other than those set forth above, whatever its nature or the group enterprise that pays it may be, including all benefits in any form, such as when it is considered a related-party transaction or, in particular, when it significantly affects the true image of the total remuneration accrued by the director. Explain the amount granted or pending payment, the nature of the consideration received and the reasons for those that would have been taken into account, if applicable, that do not imply remuneration to the director or consideration for performing his/her executive duties and whether or not it has been considered appropriate to be included among the amounts accrued under the "Other items" heading in Section C.

On the date this Report is approved, there are no other items of remuneration apart from those explained in the previous sections.

C. LIST OF INDIVIDUAL REMUNERATION PAYABLE TO EACH DIRECTOR

| NAME: | TYPE: | Period of accrual in year 2023 |
|---|----------------------|--------------------------------|
| MR. ALFREDO FERNÁNDEZ AGRAS | Independent Director | From 01/01/2023 to 29/06/2023 |
| MR. RAMÓN ARAGONÉS MARÍN | Executive Director | From 01/01/2023 to 31/12/2023 |
| MR. RUFINO PEREZ FERNÁNDEZ | Executive Director | From 01/01/2023 to 31/12/2023 |
| MRS. MIRIAM GONZALEZ-AMEZQUETA LOPEZ | Independent Director | From 29/06/2023 to 31/12/2023 |
| MRS. MARIA SEGIMÓN DE MANZANOS | Independent Director | From 29/06/2023 to 31/12/2023 |
| MR. TOMAS LOPEZ FERNEBRAND | Independent Director | From 29/06/2023 to 31/12/2023 |
| MR. DILLIP RAJAKARIER | Proprietary Director | From 01/01/2023 to 31/12/2023 |
| MR. STEPHEN ANDREW CHOJNACKI | Proprietary Director | From 01/01/2023 to 31/12/2023 |
| MR. WILLIAM ELLWOOD HEINECKE | Proprietary Director | From 01/01/2023 to 31/12/2023 |
| MR. KOSIN CHANTIKUL | Proprietary Director | From 01/01/2023 to 31/12/2023 |
| MR. JOSÉ MARÍA CANTERO DE MONTES-JOVELLAR | Independent Director | From 01/01/2023 to 29/06/2023 |
| MR. FERNANDO LACADENA AZPEITIA | Independent Director | From 01/01/2023 to 29/06/2023 |
| MRS. LAIA LAHOZ MALPARTIDA | Executive Director | From 01/01/2023 to 31/12/2023 |

C.1 Complete the following tables regarding the individual remuneration of each director accrued during the financial year (including the remuneration paid for performing their executive duties).

a) Remuneration of the company, object of this report

i) Remuneration accruing in cash (in thousands of euros)

| Name | Fixed Remuneration | Fees | Remuneration for membership of Board's Committees | Salary | Short-term variable remuneration | Long-term variable remuneration | Severance payment | Other items | Total in 2023 | Total in 2022 |
|---|--------------------|------|---|--------|----------------------------------|---------------------------------|-------------------|-------------|---------------|---------------|
| Mr. Ramón Aragonés Marín | 735 | - | - | - | 594 | 828 | - | 16 | 2,173 | 1,290 |
| Mr. Rufino Pérez Fernández | 420 | - | - | - | 221 | 335 | - | 3 | 979 | 626 |
| Mrs. Laia Lahoz Malpartida | 368 | - | - | - | 199 | 269 | - | 10 | 846 | 276 |
| Mrs. Miriam Gonzalez-Amezqueta Lopez | 45 | - | - | - | - | - | - | - | 45 | - |
| Mrs. María Segimón de Manzanos | 45 | - | - | - | - | - | - | - | 45 | - |
| Mr. Tomás López Fernebrand | 25 | 6 | - | - | - | - | - | - | 31 | - |
| Mr. Alfredo Fernández Agras | 99 | - | - | - | - | - | - | - | 99 | 200 |
| Mr. Fernando Lacadena Azpeitia | 45 | - | - | - | - | - | - | - | 45 | 90 |
| Mr. José María Cantero de Montes-Jovellar | 45 | - | - | - | - | - | - | - | 45 | 90 |
| Mr. Emmanuel Jude Dillip Rajakarier | - | - | - | - | - | - | - | - | - | - |
| Mr. Stephen Andrew Chojnacki | - | - | - | - | - | - | - | - | - | - |
| Mr. William Ellwood Heinecke | - | - | - | - | - | - | - | - | - | - |
| Mr. Kosin Chantikul | - | - | - | - | - | - | - | - | - | - |

Remarks:

The Proprietary Directors representing the shareholder Minor International PLC have waived receiving remuneration.

Ms. Laia Lahoz' remuneration in 2022 is only recorded since her appointment as Executive Officer.

ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments

| Name | Name of plan | Financial instruments at start of 2023 | | Financial instruments granted in 2023 | | Financial instruments vested during the year | | | | Instruments matured but not exercised | Financial Instruments at end 2023 | |
|------|--------------|--|---------------|---------------------------------------|--------------------------|--|--|------------------------|--|---------------------------------------|-----------------------------------|--------------------------|
| | | No. of instruments | No. of Shares | No. of instruments | No. of equivalent Shares | No. of instruments | No. of equivalent Shares / vested shares | Price of vested shares | Gross profit from shares awarded or vested financial instruments (in thousands of €) | No. of instruments | No. of instruments | No. of equivalent Shares |
| - | - | - | - | - | - | - | - | - | - | - | - | - |

Remarks:

No award of shared-based remuneration was granted or accrued in 2023 nor is any planned for 2024.

iii) Long-term saving schemes

| Name | Remuneration by vesting savings scheme rights | | | | | | | |
|------|---|---|---|---|-----------|---|---|---|
| | Year 2023 | | | | Year 2022 | | | |
| - | - | - | - | - | - | - | - | - |

| Name | Contribution by the company during the year (in thousands of €) | | | | Amount of accumulated funds (in thousands of €) | | | |
|------|---|-----------|---|-----------|---|-----------|---|-----------|
| | Vested economic savings scheme rights | | Non-vested economic savings scheme rights | | Vested economic savings scheme rights | | Non-vested economic savings scheme rights | |
| | Year 2023 | Year 2022 | Year 2023 | Year 2022 | Year 2023 | Year 2022 | Year 2023 | Year 2022 |
| - | - | - | - | - | - | - | - | - |

Remarks

In 2023, the Company did not undertake any commitment or obligation related to pensions, retirement or similar items.

iv) Details of other items

| Name | Item | Amount of Remuneration |
|---|--|------------------------|
| Mr. Ramón Aragonés Marín | Premiums of Life and Accident Insurance Policy | 11 |
| Mr. Rufino Pérez Fernández | Premiums of Life and Accident Insurance Policy | 2 |
| Mrs. Laia Lahoz Malpartida | Premiums of Life and Accident Insurance Policy | 1 |
| Mrs. Miriam Gonzalez-Amezqueta Lopez | | |
| Mrs. María Segimón de Manzanos | | |
| Mr. Tomás López Fernebrand | | |
| Mr. Alfredo Fernández Agras | - | - |
| Mr. Fernando Lacadena Azpeitia | - | - |
| Mr. José María Cantero de Montes-Jovellar | - | - |
| Mr. Emmanuel Jude Dillip Rajakarier | - | - |
| Mr. Stephen Andrew Chojnacki | - | - |
| Mr. William Ellwood Heinecke | - | - |
| Mr. Kosin Chantikul | - | - |

b) Remuneration paid to the directors of the listed company for seats on the boards of other subsidiary companies

i) Remuneration in cash (thousands of euros)

| Name | Fixed remuneration | Per diem expenses | Remuneration for membership of Board's Committees | Salary | Short-term variable remuneration | Long-term variable remuneration | Severance Pay | Other items | Total in 2023 | Total in 2022 |
|------|--------------------|-------------------|---|--------|----------------------------------|---------------------------------|---------------|-------------|---------------|---------------|
| - | - | - | - | - | - | - | - | - | - | - |

ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments

| Name | Name of Plan | Financial instruments start of 2023 | | Financial items awarded in 2023 | | Financial instruments vested during the year | | | | Instruments measured but not exercised | Financial instruments at end of 2022 | |
|------|--------------|-------------------------------------|--------------------------|---------------------------------|--------------------------|--|--------------------------|----------------------------|--|--|--------------------------------------|--------------------------|
| | | No. of instruments | No. of equivalent shares | No. of instruments | No. of equivalent shares | No. of instruments | No. of equivalent shares | Price of the vested shares | Gross profit from shares awarded or vested financial instruments (in thousands of €) | No. of instruments | No. of instruments | No. of equivalent shares |
| - | - | - | - | - | - | - | - | - | - | - | - | - |

iii) Long term saving schemes

| Name | Remuneration by vesting savings scheme rights | | | | | | | |
|------|---|--|--|--|-----------|--|--|--|
| | Year 2023 | | | | Year 2022 | | | |
| - | - | | | | - | | | |

| Name | Contribution by the company during the year (in thousand of €) | | | | Amount of accumulated funds (in thousands of €) | | | |
|------|--|-----------|---|-----------|---|-----------|---|-----------|
| | Vested economic savings scheme rights | | Non-vested economic savings scheme rights | | Vested economic savings scheme rights | | Non-vested economic savings scheme rights | |
| | Year 2023 | Year 2022 | Year 2023 | Year 2022 | Year 2023 | Year 2022 | Year 2023 | Year 2022 |
| - | - | - | - | - | - | - | - | - |

iv) Detail of other items

| Name | Item | Amount of Remuneration |
|------|------|------------------------|
| - | - | - |

c) Summary of remuneration (thousands of euros):

This summary must include the amounts corresponding to all the remuneration items included in this report that have accrued to each director, in thousands of euros.

| Name | Remuneration accrued in the Company | | | | Remuneration accrued in Group companies | | | | | | |
|---|-------------------------------------|--|----------------------------------|-----------------------------|---|-------------------------|--|----------------------------------|-----------------------------|----------------------|------------------------------|
| | Total cash remuneration | Gross profit from vested shares or financial instruments | Remuneration for savings systems | Other items of remuneration | Total FY2023 company | Total cash remuneration | Gross profit from vested shares or financial instruments | Remuneration for savings systems | Other items of remuneration | Total FY2023 company | Total FY2023 company + Group |
| Mr. Ramón Aragonés Marín | 2,173 | - | - | 11 | 2,184 | - | - | - | - | - | 2,184 |
| Mr. Rufino Pérez Fernández | 979 | - | - | 2 | 981 | - | - | - | - | - | 981 |
| Mrs. Laia Lahoz Malpartida | 846 | - | - | 1 | 847 | - | - | - | - | - | 847 |
| Mrs. Miriam Gonzalez-Amezqueta Lopez | 45 | - | - | - | 45 | - | - | - | - | - | 45 |
| Mrs. María Segimón de Manzanos | 45 | - | - | - | 45 | - | - | - | - | - | 45 |
| Mr. Tomás López Fernebrand | 31 | - | - | - | 31 | - | - | - | - | - | 31 |
| Mr. Alfredo Fernández Agrad | 99 | - | - | - | 99 | - | - | - | - | - | 99 |
| Mr. Fernando Lacadena Azpeitia | 45 | - | - | - | 45 | - | - | - | - | - | 45 |
| Mr. José María Cantero de Montes-Jovellar | 45 | - | - | - | 45 | - | - | - | - | - | 45 |
| Mr. Emmanuel Jude Dillip Rajakarier | - | - | - | - | - | - | - | - | - | - | - |
| Mr. Stephen Andrew Chojnacki | - | - | - | - | - | - | - | - | - | - | - |
| Mr. William Ellwood Heinecke | - | - | - | - | - | - | - | - | - | - | - |
| Mr. Kosin Chantikul | - | - | - | - | - | - | - | - | - | - | - |
| TOTAL | 4,308 | - | - | 14 | 4,322 | - | - | - | - | - | 4,322 |

Remarks:

The Proprietary Directors representing the shareholder Minor International PLC have waived receiving remuneration.

C.2 Indicate the evolution in the last five years of the amount and percentage variation of the remuneration accrued by each of the directors of the listed company who have held this position during the year, the consolidated results of the company and the average remuneration on an equivalent basis with regard to full-time employees of the company and its subsidiaries that are not directors of the listed company.

| | Total amounts accrued and % annual variation | | | | | | | | | |
|---|--|-----------------------|----------------|-----------------------|-----------------|-----------------------|-----------------|-----------------------|----------------|----------|
| | Year 2023 | % Variation 2023/2022 | Year 2022 | % Variation 2022/2021 | Year 2021 | % Variation 2021/2020 | Year 2020 | % Variation 2020/2019 | Year 2019 | |
| Executive Directors | | | | | | | | | | |
| Mr. Rufino Pérez Fernández | 981 | 56.21 | 628 | 44.68 | 434 | 176.43 | 157 | - | - | - |
| Mr. Ramón Aragonés Marín | 2,184 | 67.98 | 1,300 | 56.63 | 830 | 20.46 | 689 | -54.28 | 1,507.00 | - |
| Mrs. Laia Lahoz Malpartida | 847 | 205.55 | 277 | - | - | - | - | - | - | - |
| External Directors | | | | | | | | | | |
| Mrs. Miriam Gonzalez-Amezqueta Lopez | 45 | - | - | - | - | - | - | - | - | - |
| Mrs. María Segimón de Manzanos | 45 | - | - | - | - | - | - | - | - | - |
| Mr. Tomás López Fernebrand | 31 | - | - | - | - | - | - | - | - | - |
| Mr. Alfredo Fernández Agras | 99 | -50.50 | 200 | 30.43 | 153 | 31.05 | 117 | -59.38 | 288 | - |
| Mr. José María Cantero de Montes Jovellar | 45 | -50.00 | 90 | 27.12 | 71 | 26.43 | 56 | -55.56 | 126 | - |
| Mr. Fernando Lacadena Azpeitia | 45 | -50.00 | 90 | 28.57 | 70 | 32.08 | 53 | -59.23 | 130 | - |
| Mr. Emmanuel Jude Dillip Rajakarier | 0 | - | 0 | - | 0 | - | 0 | - | 0 | - |
| Mr. Stephen Andrew Chojnacki | 0 | - | 0 | - | 0 | - | 0 | - | 0 | - |
| Mr. William Ellwood Heinecke | 0 | - | 0 | - | 0 | - | 0 | - | 0 | - |
| Mr. Kosin Chantikul | 0 | - | 0 | - | 0 | - | 0 | - | 0 | - |
| Company consolidated results | 203,161 | 30.56 | 155,610 | 2.07 | -145,257 | 71.82 | -515,489 | - | 131,419 | - |
| Average employee remuneration | 34 | 5.43 | 33 | 50.75 | 22 | 13.67 | 19 | 40.03 | 32 | - |

Remarks:

- Mr. William Ellwood Heinecke, Mr. Emmanuel Jude Dillip Rajakarier, Mr. Stephen Andrew Chojnacki and Mr. Kosin Chantikul: The Proprietary Directors representing the shareholder Minor International PLC waived receiving remuneration.
- Calculations: In order to calculate the employees' average remuneration, the average workforce and the amount specified in "Wages, salaries and similar", "Severance Pay", "Contributions to pension plans and similar" and "Other social expenses" in section 24.3 "Staff expenses" have been used (excluding social charges) of the Autonomous Communities.
- % variation 2023/2022:
 - Regarding Mr. Rufino Pérez Fernández, Mr. Ramón Aragonés Marín and Mr. Laia Lahoz Malpartida, total amount accrued includes vested amounts as part of the 2023-2023 biennial incentive.
 - Mrs. Lahia Lahoz's total amount accrued in 2022 is only recorded since his appointment as Executive Officer in June 2022.
 - Regarding Mr. Alfredo Fernández, Mr. Jose María Cantero and Mr. Fernando Lacadena, total amount accrued is only recorded until their leave in June 2023.
 - Regarding Mrs. Miriam Gonzalez-Amezqueta Lopez, Mrs. María Segimón de Manzanos and Mr. Tomás López Fernebrand, total amount is only recorded since his appointment as Executive Officer in June 2023.

D. OTHER INFORMATION OF INTEREST

If there are any relevant issues related to the Directors' remuneration that you have not been able to explain in the previous sections of this report but that are necessary to provide more comprehensive information with full grounds for the company's remuneration structure and practices regarding its Directors, please list them briefly.

This annual remuneration report was approved at the company's Board of Directors' Meeting held on 08/02/2024.

State whether any Director has voted against or abstained from approving this report.

Yes

No