



VALIDITY OF THE TAXPAYER IDENTIFICATION NUMBER. For the purposes of the provisions of the last paragraph of article 23 of the Law on the Notarial Profession, as amended by Law 11/2021, of July 9, 2021, "on measures to prevent and combat tax fraud", it is placed on record that, prior to this execution, the list of revoked taxpayer identification numbers was checked (on the SIGNO platform) and such check did not reveal anything that contradicts the validity of the Company's taxpayer identification number.

The corporate purpose of the Company consists of:

- a) The acquisition and development of urban real estate for its lease, including the rehabilitation of buildings on the terms established in Value Added Tax Law 37/1992, of December 28, 1992.
- b) The holding of stakes in the capital of other Listed Corporations for Investment in the Real Estate Market ("SOCIMIs") or in that of other entities not resident in Spain that have the same corporate purpose as such corporations and are subject to a regime similar to that established for SOCIMIs with regard to the mandatory income distribution policy, pursuant to the law or their bylaws.
- c) The holding of shares in the capital of other entities, resident in Spain or otherwise, the main corporate purpose of which is the acquisition of urban real estate for lease and which are subject to the same regime as is established for SOCIMIs as regards the mandatory income distribution policy, pursuant to the law or their bylaws, and which meet the investment requirements established in article 3 of Law 11/2009 or any legislation that may replace it in the future.

d) The holding of shares or interests in real estate collective investment undertakings regulated under Collective Investment Undertaking Law 35/2003, of November 4, 2003, or any legislation that may replace it in the future. The Company may also engage in other ancillary activities, understood to be activities the income from which represents, as a whole, less than twenty percent (20%) of the Company's income for each tax period (including, without limitation, real estate transactions other than those mentioned in subarticles a) through d) above), or any which may be classed as ancillary pursuant to the law applicable to SOCIMIs at any given time.

The Company may sell its assets on the terms and conditions envisaged in Law 11/2009 or any legislation that may replace it in the future.

Any activities the pursuit of which is subject to special requirements that cannot be met by the Company are expressly excluded.

The activities making up the corporate purpose may be pursued indirectly, in whole or in part, through the ownership of shares in other companies with an identical or analogous corporate purpose.

CNAE (National Classification of Economic Activities) code: 6820.”

Law 10/2010, of April 28, 2010: By means of the certificate authorized by the Madrid notary Mr. Francisco Javier Piera Rodríguez on March 21, 2022, under number 576 of his protocol, the Company has complied with the provisions of article 4 of Anti-Money Laundering and Counter-Terrorist

Financing Law 10/2010, of April 28, 2010, stating that, on the date hereof, the situation stated in such certificate remains unchanged.

The representative authority with which he acts is evidenced by means of the exhibition of an authorized copy (duly registered at the Commercial Registry) of the deed of power of attorney formalized on March 21, 2022 before the Madrid notary Mr. Francisco Javier Piera Rodríguez, under number 565 of his protocol. I examine said deed and, at my own liability, I state that he has sufficient capacity to execute this deed, since the indicated power of attorney confers powers on him to appear before a notary and formalize any corporate resolutions adopted by the collective bodies of the Company, the shareholders' meeting, the sole shareholder or the managing body in a public deed, as well as execute any supplementary deeds or deeds for the correction, amendment or ratification thereof.

He assures me that his powers and those of his principal are valid since the capacity to act of the Company has not changed, and that his powers have not been amended, rendered subject to conditions, suspended or revoked.

The appearing party has, in my judgment, acting as stated above, the necessary legal capacity and sufficient authority to execute this **DEED OF ACKNOWLEDGMENT OF RESIGNATION AND APPOINTMENT OF DIRECTORS AND REVOCATION OF POWERS** and, for such purpose,

**HE STATES and PROVIDES AS FOLLOWS:**

That he formalizes in a public deed the decisions adopted on **May 25, 2023** by the sole shareholder of the Company and the

resolutions adopted by the board of directors of the Company at the meeting held on the same date, as recorded in the certification of the minutes containing such decisions and resolutions, which is delivered to me and I attach to this deed, issued by Mr. Eduardo Herranz Rodríguez in his capacity as secretary to the board of directors of the Company, with the countersignature of the chairman, Mr. Germán Fernández-Montenegro Klindworth, whose signatures I authenticate since they match the signatures contained in other documents known to be authentic and since they appear to be the signatures they habitually use. And, by virtue thereof:

- The resignation is acknowledged of Mr. ANTOINE ANDRE HERVE AUBRY as Company director.

- **Mr. BENOIT NICOLAS ROQUES** is appointed as Company **director** for the period stipulated in the bylaws. He accepts his appointment and has been assigned Spanish foreigner identity number (NIE) XXXXXXXXXX, as is evidenced to me by means of a certificate from the Ministry of the Interior, which I attach to this deed.

- And the powers conferred by the Company on Mr. ANTOINE ANDRE HERVE AUBRY pursuant to the deeds listed in the attached certification are revoked.

All of the above on the terms resulting in full from the certification of the minutes of said decisions and resolutions attached to this original deed.

I make and state the appropriate reservations and statutory caveats, in particular, the fact that a copy of this deed must be registered at the Commercial Registry.

PARTIAL REGISTRATION: In accordance with the provisions of

article 63 of the Commercial Registry Regulations, the partial registration of this deed is expressly agreed, in the event that it suffers from any defects in the opinion of the Commercial Registrar.

#### **PERSONAL DATA PROTECTION**

In accordance with the General Data Protection Regulation (GDPR), the appearing party is advised that his personal data will be processed by the authorizing notary, whose contact data appear in this document. If the data of persons other than the appearing party is furnished, the appearing party must have previously informed them of all of the provisions of article 14 of the GDPR. The data will be processed to perform the duties related to the notarial profession and for client billing and management purposes, for which reason it will be stored for the time periods envisaged in applicable legislation and, in any event, for as long as the relationship with the data subject is maintained. The basis for the processing is the performance of the notary's public duties, which requires the data to be furnished to the notary because without it he would be prevented from certifying. The notifications envisaged in the law will be made to the public authorities and, where applicable, to any notary replacing the current notary in his position. The appearing party has the right to request access to his personal data, their correction, deletion, portability and the restriction of their processing, as well as to object to such processing. In the event of a potential infringement of rights, a claim may be filed with the Spanish Data Protection Agency. The identity of the Data Protection Officer is published at the Notary's office.

### **EXECUTION AND ATTESTATION**

I read this deed to the appearing party, at his choice, after informing him of his right to do so himself, and being aware of the contents of the deed, he agrees with, executes and signs it.

And I, the notary, CERTIFY:

- a)** That I have identified the appearing person from his identity document indicated above, which he has exhibited to me.
- b)** That, in my judgment, the appearing party has the capacity and standing to execute this deed.
- c)** That, following the reading of the deed, the appearing party has placed on record that he has been duly informed of the contents of this instrument.
- d)** That the consent of the granting party has been freely given.
- e)** That the execution of this deed is in keeping with the law and the free and duly informed intention of the appearing party.
- f)** The entire contents of this public instrument, issued on six sheets of paper exclusively for use in notarial documents, this sheet and the five preceding sheets in order, all of the same series.

There appears the signature and flourish of the appearing person. Paraphed and signed: Francisco Javier Piera Rodríguez, flourished and sealed.

There is an ink stamp that reads:

"Additional Provision Three, Law 8/1989, of April 13, 1989.

Calculation base: WITHOUT SPECIFIED SUM."

**ATTACHED DOCUMENTS**



**JOINT CERTIFICATE OF THE MINUTES RECORDING THE DECISIONS OF  
THE SOLE SHAREHOLDER AND OF THE MINUTES OF THE BOARD  
MEETING OF AREF THALASSA SOCIMI, S.A. (Sole-Shareholder Company)**

I, Eduardo Herranz Rodríguez, in Madrid, on May 25, 2023, in my capacity as director secretary of the board of directors of AREF THALASSA SOCIMI, S.A. (Sole-Shareholder Company) (hereinafter, the “**Company**”),

**CERTIFY THAT**

In Madrid, at the registered office, on May 25, 2023, Mr. Germán Fernández-Montenegro Klindworth, for and on behalf of AREF HOLDING, S.C.A. (the “**Sole Shareholder**”), the owner of the shares representing 100% of the share capital of AREF THALASSA SOCIMI, S.A. (Sole-Shareholder Company) (the “**Company**”), adopted, pursuant to the provisions of article 15 of the revised Capital Companies Law, approved by Legislative Royal Decree 1/2010, of July 2, 2010 (“**LSC**”), the following decisions, among others which do not contradict them, and which are literally transcribed from the minutes hereby certified in part:

*“DECISIONS*

**1. Acknowledgment of the resignation of a director**

*It was decided to acknowledge the resignation tendered by Mr. Antoine Andre Herve Aubry, whose particulars appear on the registration sheet opened in the Company’s name at the Madrid Commercial Registry and remain unchanged to date, as a member of the board of directors of the Company by means of the letter to such effect sent to the Company on the date hereof and with effect from the date hereof.*

**2. Appointment of a director**

*It was decided to appoint Mr. Benoit Nicolás Roques, of age, a French national with professional domicile for these purposes at [REDACTED], and holder of valid French passport number [REDACTED], as a member of the Company’s board of directors, for the term established in the bylaws.*

*Mr. Benoit Nicolás Roques accepted his appointment as a member of the Company's board of directors on the date hereof and with effect from the date hereof in the letter attached to these minutes and stated that he was not subject to any ground of incapacity, disqualification, incompatibility or prohibition whatsoever for the discharge of such office, at State or regional level, in accordance with the legislation in force and, in particular, with Law 3/2015, of March 30, 2015 regulating the discharge of senior Government office, Law 14/1995, of April 21, 1995, on the incompatibility of Senior Officials of the Madrid Autonomous Region Government, the revised Capital Companies Law approved by Legislative Royal Decree 1/2010, of July 2, 2010 and other related legislation.*

**3. Delegation of powers**

*It was decided to expressly empower each and every one of the directors (those holding the position at any given time), as well as the director or, as the case may be, nondirector secretary and deputy secretaries (those holding the position at any given time), in the broadest terms and with the express power of delegation, so that any of them, without distinction, acting for and behalf of the Company, may take and carry out all necessary steps and formalities; execute as many public or private documents, including those of correction and rectification in their broadest terms, as may be necessary to have the adopted resolutions notarized; and take as many steps as may be necessary for their successful implementation and their registration, in whole or in part, where appropriate, at the relevant public registries.*

**4. Approval of the minutes**

*There being no further business to transact, these minutes were drawn up, read and signed below by the Company's Sole Shareholder, in the place and on the date first above written."*

**AND I FURTHER CERTIFY THAT**

The signature of the Sole Shareholder of the Company appears in the minutes.

**AND I FURTHER CERTIFY THAT**

In Madrid, at the registered office, on May 25, 2023, the members of the board of directors of the Company were assembled and unanimously agreed to constitute a board meeting without prior call to transact the business on the following

***“AGENDA***

1. *Revocation of general powers of attorney*
2. *Delegation of powers*
3. *Reading and approval, as the case may be, of the minutes”*

The following directors were present or duly represented by proxy at the meeting and they signed the minutes below to mark their unanimous agreement to hold the board meeting without prior call, with the above agenda and the list of attendees set out below:

- Mr. Germán Fernández-Montenegro Klindworth, in his own name and behalf.
- Mr. Benoit Nicolas Roques, in his own name and behalf.
- Mr. Eduardo Herranz Rodríguez, in his own name and behalf.

By unanimous agreement of the attendees, Mr. Germán Fernández-Montenegro Klindworth acted as meeting chairman and Mr. Eduardo Herranz Rodríguez acted as meeting secretary.

Since the statutory and bylaw requirements were met, the chairman declared the board meeting to be validly constituted and called it to order.

After the appropriate deliberations, and with none of the directors wishing to have their comments recorded in writing, the directors present unanimously adopted the following resolutions, among others that do not contradict them, which are literally transcribed from the minutes hereby certified in part:

***“RESOLUTIONS***

1. *Revocation of general powers of attorney*

*It was unanimously resolved to revoke each and every one of the powers granted by the Company to Mr. Antoine Andre Herve Aubry, whose particulars appear on the registration sheet opened in the Company's name at the Madrid Commercial Registry and remain unchanged to date, and, in particular:*

*(a) by virtue of the deed executed on March 21, 2022 before the Madrid notary Mr. Francisco Javier Piera Rodríguez, under number 566 of his protocol, giving rise to entry number 4 on the registration sheet opened in the Company's name at the Madrid Commercial Registry; and*

*(b) by virtue of the deed executed on March 21, 2022 before the Madrid notary Mr. Francisco Javier Piera Rodríguez, under number 572 of his protocol, giving rise to entry number 6 on the registration sheet opened in the Company's name at the Madrid Commercial Registry.*

## **2. Delegation of powers**

*It was resolved to empower each and every one of the members of the Company's board of directors (including the director or, as the case may be, nondirector secretary and deputy secretary) in the broadest terms, so that any of them, individually, for and behalf of the Company, may take and fulfill all necessary steps and formalities, execute as many public or private documents, including those of correction and rectification in their broadest terms, as may be necessary to have the adopted decision notarized, and take as many steps as may be necessary for their successful implementation and their registration, in whole or in part, where appropriate, at the relevant public registries.*

## **3. Reading and approval, as the case may be, of the minutes**

*There being no further business to transact, these minutes were drawn up, read and unanimously approved by all of the directors in attendance and signed below by the meeting secretary, with the countersignature of the meeting chairman, in the place and on the date first above written."*

**AND I FURTHER CERTIFY THAT**

The minutes bear the signature of the meeting secretary and were countersigned by the meeting chairman.

And in witness whereof for the relevant legal purposes, I issue this certificate, in my capacity as director secretary of the board of directors of the Company, with the countersignature of the chairman of the board of directors, in the place and on the date first above written.

**Countersigned by the Chairman**

Mr. Germán Fernández-Montenegro Klindworth

**Director Secretary**

Mr. Eduardo Herranz Rodríguez

MINISTRY OF THE INTERIOR

DIRECTORATE-GENERAL OF POLICE  
IMMIGRATION AND BORDERS - MADRID

The foreign citizen indicated below has been assigned the following Foreigner Identity Number (N.I.E.) on the Central Register of Foreigners kept by the Directorate-General of Police.

**BENOIT NICOLAS ROQUES**, born on [REDACTED] in [REDACTED]  
[REDACTED], a [REDACTED] national.

**Foreigner identity number:** [REDACTED]

In MADRID, on July 13, 2023.

**This certificate does not evidence his stay or residence status.**