

Minor Hotels Europe & Americas, S.A.

Audit Report,
Annual Accounts and Management Report
at 31 December 2025



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

Independent auditor's report on the annual accounts

To the shareholders of Minor Hotels Europe & Americas, S.A.

Opinion

We have audited the annual accounts of Minor Hotels Europe & Americas, S.A. (the Company), which comprise the balance sheet as at 31 December 2025, and the income statement, statement of changes in equity, cash flow statement and related notes for the year then ended.

In our opinion, the accompanying annual accounts present fairly, in all material respects, the equity and financial position of the Company as at 31 December 2025, as well as its financial performance and cash flows for the year then ended, in accordance with the applicable financial reporting framework (as identified in note 2 of the notes to the annual accounts), and in particular, with the accounting principles and criteria included therein.

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 annual accounts* section of our report.

We are independent of the Company in accordance with the ethical requirements, including those relating to independence, that are relevant to our audit of the 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.

Most relevant aspects of the audit

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

Recoverability of equity investments in group companies and associates

Equity instruments in group companies and associates recognised under non-current assets amounting to €2,306 million at 31 December 2025 represent 79% of total assets on the accompanying balance sheet.

The Company analyses these investments annually for impairment and, where there is objective evidence of impairment, determines the recoverable amount of the investments' carrying value using the present value of the future cash flows to be generated by the investments according to business plans, as outlined in the notes to the accompanying annual accounts (Note 4.f).

Calculating the recoverable amount and any value adjustments that may be necessary requires the application of judgments and significant estimates when determining future cash flows and related assumptions, such as the application of discount rates and expected growth rates, among others.

The above-mentioned aspects lead us to consider the recoverability of equity investments in Group companies and associates as the most relevant aspect of the audit.

Our audit procedures included, among others:

Understanding and evaluating their reasonableness as well as the controls that the Company has in place in its processes for analysing the recoverability of equity investments in group companies and associates.

Obtaining the cash flow projections used to measure the investments on which we carried out, with the collaboration of our internal experts, the following procedures:

- Assessment of the reasonableness of the key assumptions and estimates included in the model in relation to both future cash flow forecasts and the key items taken into account in their calculation, such as the method applied to calculate the discount rates and its resulting value within a range that we deem to be acceptable
- Arithmetic verification of the calculations taken into consideration in impairment testing and assessment of the sensitivity analyses performed by the Company, considering the ranges within which the key model assumptions should fluctuate in order to trigger impairment of investments or a reversal of existing impairment.
- Evaluation of the sufficiency of the related disclosures in the annual accounts.

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

Other information: Management report

Other information comprises only the management report for the 2025 financial year, the formulation of which is the responsibility of the Company's directors and does not form an integral part of the annual accounts.

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

- a) Verify only that the statement of non-financial information has 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 management report and the annual accounts as a result of our knowledge of the Company 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 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 management report is consistent with that contained in the annual accounts for the 2025 financial year, and its content and presentation are in accordance with applicable regulations.

Responsibility of the directors for the annual accounts

The directors are responsible for the preparation of the accompanying annual accounts, such that they fairly present the equity, financial position and financial performance of the Company, in accordance with the financial reporting framework applicable to the entity in Spain, and for such internal control as the aforementioned directors determine is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the annual accounts

Our objectives are to obtain reasonable assurance about whether the 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 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 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 entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the 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 Company'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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

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

From the significant risks communicated with the entity's directors, we determine those risks that were of most significance in the audit of the annual accounts of the current period and are, therefore, considered to be the most significant risks.

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

PricewaterhouseCoopers Auditores, S.L. (S0242)

Original in Spanish signed by Raúl Llorente Adrián (20613)

12 February 2026

MINOR HOTELS EUROPE & AMERICAS

Annual accounts
and Management Report
for the Year 2025

STATEMENT OF FINANCIAL POSITION	3
STATEMENT OF PROFIT AND LOSS	4
STATEMENT OF CHANGES IN EQUITY	5
STATEMENT OF CASH FLOW	6
REPORT ON THE ANNUAL ACCOUNTS	7
1. NATURE, COMPANY PURPOSE AND COMPOSITION OF THE GROUP	7
2. BASIS OF PRESENTATION	8
3. PROPOSED DISTRIBUTION OF PROFITS	9
4. ACCOUNTING POLICIES	9
5. INTANGIBLE ASSETS	21
6. PROPERTY, PLANT AND EQUIPMENT	22
7. OPERATING LEASES	23
8. FINANCIAL ASSETS AND LIABILITIES	24
9. CASH AND CASH EQUIVALENTS	27
10. EQUITY AND OWN FUNDS	27
11. PROVISION FOR LIABILITIES AND CHARGES	28
12. FINANCIAL DEBT - CURRENT AND NON-CURRENT	30
13. TAX NOTE	37
14. TRADE CREDITORS AND OTHER ACCOUNTS PAYABLE	42
15. THIRD-PARTY GUARANTEES AND CLAIMS IN PROCESS	43
16. OPERATIONS AND BALANCES BETWEEN GROUP COMPANIES	44
17. INCOME AND EXPENSES	47
18. REMUNERATION AND OTHER STATEMENTS MADE BY THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT	50
19. ENVIRONMENTAL INFORMATION	50
20. EVENTS AFTER THE REPORTING PERIOD	51
MANAGEMENT REPORT	52

MINOR HOTELS EUROPE & AMERICAS, S.A.

BALANCE SHEET AT 31 DECEMBER 2025

(Thousands of euros)

	Note	2025	2024
NON-CURRENT ASSETS:			
Intangible assets	Note 5	70,891	69,207
Property, plant and equipment	Note 6	61,280	60,196
Investment in property		1,499	2,021
Investments in non-current group and associated companies		2,411,407	2,611,127
Equity instruments	Note 8.2	2,306,224	2,307,831
Loans to companies	Note 16.1	105,183	303,296
Non-current financial assets	Note 8.1	1,864	1,511
Deferred tax assets	Note 13	54,890	48,014
Total non-current assets		2,601,831	2,792,076
CURRENT ASSETS:			
Inventories		209	221
Trade and other receivables		17,272	13,257
Trade accounts receivable for sales and services	Note 8	2,625	2,388
Sundry debtors	Note 8	548	469
Current tax assets	Note 13	13,930	9,720
Other tax receivables	Note 13	169	680
Current investments in group companies and associates	Note 16.1	304,864	231,998
Current financial investments		26	26
Current accruals		3,731	3,494
Cash and cash equivalents	Note 9	1,652	1,118
Total current assets		327,754	250,114
TOTAL ASSETS		2,929,585	3,042,190
EQUITY			
Capital		871,491	871,491
Share premium		848,394	848,394
Reserves		671,401	535,699
Legal and statutory reserves		124,196	113,769
Other reserves		547,205	421,930
Prior years' losses		-	(18,985)
Treasury shares		(417)	(417)
Profit/Loss for the year		102,544	104,267
Total Equity	Note 10	2,493,413	2,340,449
NON-CURRENT LIABILITIES:			
Non-current provisions	Note 11	4,846	5,237
Non-current debts		235,555	479,732
Debt instruments and other marketable securities	Note 12.1	-	399,234
Bank borrowings	Note 12.1	196,624	40,559
Other financial liabilities	Note 12.2	38,931	39,939
Non-current debts with group and associate companies	Note 16.1	30,246	30,341
Deferred tax liabilities	Note 13	6,132	4,223
Total non-current liabilities		276,779	519,533
CURRENT LIABILITIES:			
Current provisions	Note 11	2,300	2,440
Current debts		3,969	12,474
Debt instruments and other marketable securities	Note 12.1	-	6,444
Bank borrowings	Note 12.1	889	2,954
Other financial liabilities	Note 12.1	3,080	3,076
Current debts with group and associate companies	Note 16.1	104,318	112,459
Trade creditors and other accounts payable		48,806	54,835
Suppliers	Note 14.1	33,192	36,602
Sundry creditors	Note 14.1	7,311	9,976
Personnel	Note 8	6,570	6,720
Other taxes payable	Note 13	1,733	1,537
Total current liabilities		159,393	182,208
Total Liabilities		436,172	701,741
TOTAL EQUITY AND LIABILITIES		2,929,585	3,042,190

The accompanying Notes 1 to 20 are an integral part of the balance sheet at 31 December 2025.

The balance sheet at 31 December 2024 is presented for comparison purposes only.

MINOR HOTELS EUROPE & AMERICAS, S.A.

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 DECEMBER 2025

(Thousands of euros)

	Note	2025	2024
Net turnover	Note 17.a	174,823	169,859
Sales		53,869	53,055
Provision of services and other		120,954	116,804
Procurements		58	72
Work carried out by the company for its assets		3,220	2,899
Other operating income	Note 16.2	2,351	–
Non-core and other current operating income		2,351	–
Staff costs	Note 17.b	(47,907)	(44,568)
Wages, salaries and similar		(38,837)	(36,068)
Social security contributions		(9,070)	(8,500)
Other operating expenses		(66,666)	(66,293)
External services	Note 17.c	(33,996)	(35,522)
Taxes		(1,501)	(2,433)
Losses on, impairment of and changes in allowances for trade receivables		(20)	(13)
Other current operating expenses	Note 17.d	(31,149)	(28,325)
Depreciation and amortisation expenses	Notes 5 and 6	(15,052)	(15,753)
Impairment and profits/losses on disposals of non-current assets		639	(88)
Income from disposals and other		639	(88)
PROFIT/LOSS FROM OPERATIONS		51,466	46,128
Financial income		88,503	24,378
From securities held for trading and other financial instruments			
Group companies and associates	Note 16.2	88,503	24,378
Financial expenses		(26,984)	(32,371)
On debts to Group companies and associates	Note 16.2	(4,323)	(8,216)
On debts to third parties	Note 17.e	(22,661)	(24,155)
Exchange rate differences		(8,640)	3,906
Impairment and gains/losses on derecognition and disposal of financial instruments	Note 8.2	(4,253)	42,691
FINANCIAL PROFIT/LOSS		48,626	38,604
PROFIT/LOSS BEFORE TAX		100,092	84,732
Income tax	Note 13	2,452	19,535
PROFIT/LOSS FOR THE YEAR FROM CONTINUING OPERATIONS		102,544	104,267
PROFIT/LOSS FOR THE YEAR		102,544	104,267

The accompanying Notes 1 to 20 are an integral part of the statement of profit and loss 2025.
The statement of profit and loss for 2024 is presented for comparison purposes only.

MINOR HOTELS EUROPE & AMERICAS, S.A.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2025

A) STATEMENT OF COMPREHENSIVE INCOME

	Thousands of euros	
	2025	2024
PROFIT/LOSS AS PER STATEMENT OF PROFIT AND LOSS (I)	102,544	104,267
TOTAL INCOME AND EXPENSE RECOGNISED DIRECTLY IN EQUITY (II)	(64)	(72)
TOTAL TRANSFERS TO PROFIT OR LOSS (III)	–	–
TOTAL RECOGNISED INCOME AND EXPENSE (I+II+III)	102,480	104,195

The accompanying Notes 1 to 20 are an integral part of the statement of recognised income and expense for 2025.

The statement of recognised income and expense for the year ended 31 December 2024 is presented for comparison purposes only.

B) STATEMENT OF CHANGES IN EQUITY

(Thousands of euros)

	Share Capital (Note 10)	Share Premium (Note 10)	Reserves (Note 10)	Treasury Shares (Note 10)	Prior Year's Losses (Note 10)	Profit / (Loss) for the Year (Note 10)	TOTAL EQUITY (Note 10)
Opening balance at 1 January 2024	871,491	848,394	531,776	(356)	(54,783)	39,776	2,236,298
I. Total recognised income / (expense)	–	–	(72)	–	–	104,267	104,195
III. Other changes in equity	–	–	3,995	(61)	35,798	(39,776)	(44)
1. Transfers between equity items	–	–	3,978	–	35,798	(39,776)	–
3. Other movements	–	–	17	(61)	–	–	(44)
Balance at 31 December 2024	871,491	848,394	535,699	(417)	(18,985)	104,267	2,340,449
Opening balance at 1 January 2025	871,491	848,394	535,699	(417)	(18,985)	104,267	2,340,449
I. Total recognised income / (expense)	–	–	(64)	–	–	102,544	102,480
III. Other changes in equity	–	–	135,766	–	18,985	(104,267)	50,484
1. Transfers between equity items	–	–	85,282	–	18,985	(104,267)	–
3. Other movements (Note 8.2)	–	–	50,484	–	–	–	50,484
Balance at 31 December 2025	871,491	848,394	671,401	(417)	–	102,544	2,493,413

Notes 1 to 20 in the Report are an integral part of the Statement of Changes in Equity for 2025.

The Statement of Changes in Equity for 2024 is presented for comparison purposes only.

MINOR HOTELS EUROPE & AMERICAS, S.A.
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2025

(Thousands of euros)

	Notes	2025	2024
A) CASH FLOW FROM OPERATING ACTIVITIES			
1. Profit (Loss) for the year before tax		100,092	84,732
2. Adjustments for:		(32,188)	(18,934)
a) Depreciation and amortisation expenses (+)	Notes 5 and 6	15,052	15,753
b) Impairment losses (+/-)		-	-
c) Changes in provisions (+/-)		1,973	3,743
d) Profits/Losses on derecognition and disposal of non-current assets (+/-)	Note 17.e	(639)	88
e) Impairment and gains/losses on derecognition and disposal of financial instruments (+/-)	Note 8.2	4,253	(42,691)
f) Finance income (-)		(88,503)	(24,378)
g) Finance costs (+)		26,984	32,371
h) Exchange rate differences (+/-)		8,640	(3,906)
i) Other income and expenses (+/-)		52	86
3. Changes in working capital		(9,019)	(1,007)
a) Inventories (+/-)		12	(20)
b) Trade and other receivables(+/-)		277	432
c) Other current assets (+/-)		(237)	536
d) Trade and other payables (+/-)		(5,088)	2,529
e) Provisions for contingencies and charges (+/-)		(2,650)	(5,330)
f) Other non-current assets and liabilities (+/-)		(1,333)	846
4. Other cash flows from operating activities:		49,553	(30,528)
a) Interest paid (-)		(26,524)	(25,090)
b) Dividends received (+)		78,010	-
c) Income tax refunded (paid) (+/-)		(1,933)	(5,438)
5. Cash flows from investment activities (+/-1+/- 2+/-3+/-4)		108,438	34,263
B) CASH FLOWS FROM INVESTMENT ACTIVITIES			
6. Payments due to investment (-):		(101,681)	(604,633)
a) Group companies and associates		(81,922)	(582,255)
b) Tangible and intangible fixed assets		(19,731)	(22,378)
c) Other financial assets		(28)	-
7. Proceeds from disposal (+):		254,225	784,479
a) Group companies and associates		252,807	784,264
b) Tangible fixed assets		375	215
c) Investment in property		1,043	-
8. Cash flows from investment activities (7-6)		152,544	179,846
C) CASH FLOWS FROM FINANCING ACTIVITIES			
9. Equity instruments receivables and (payables):		-	(45)
a) Purchase of treasury shares (-)		-	(45)
10. Proceeds and payments relating to financial liability instruments:	Note 12	(251,808)	(218,038)
a) Issue of			
1. Bank borrowings		200,000	-
2. Current debts with group and associate companies (+)		34,954	3,383
b) Redemption of			
1. Debt instruments and other marketable securities (-)		(400,000)	-
2. Bank borrowings (-)		(43,572)	(5,218)
3. Current debts with group and associate companies (-)		(43,190)	(216,203)
12. Cash flows from financing activities (+/-9+/-10+/-11)		(251,808)	(218,083)
D) EFFECT OF EXCHANGE RATE VARIATIONS		(8,640)	3,906
E) NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (+/-5+/-8+/-12+/-D)		534	(68)
Cash and cash equivalents at the start of the year		1,118	1,186
Cash and cash equivalents at end of the year		1,652	1,118

The accompanying Notes 1 to 20 are an integral part of the cash flow statement for 2025.

The cash flow statement for 2024 is presented for comparison only.

Report on the Annual Accounts of Minor Hotels Europe & Americas, S.A. for the year ended 31 December 2025

1. NATURE, COMPANY PURPOSE AND COMPOSITION OF THE GROUP

MINOR HOTELS EUROPE & AMERICAS, S.A. (hereinafter the “Company” or “MHEA”) 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 Company, which focused on the management of its shareholding portfolio.

During the 1998 financial year, (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 annual accounts 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 General Shareholders' Meeting of 19 April 2024 agreed to change the company's name from “NH Hotel Group, S.A.” to “Minor Hotels Europe & Americas, S.A.”

The Company is the head of a group of subsidiary companies engaging in the same activities and that constitute, together with Minor Hotels Europe & Americas, S.A., el Grupo Minor Hotels Europe & Americas (hereinafter the “Group” or “MHEA Group”). The Company also operates three hotels in Spain, and provides services to the Group's subsidiary companies via its corporate head office.

On 11 June 2018, MHG Continental Holding Pte Ltd made a public offer to acquire 100% of the shares making up Minor Hotels Europe & Americas, S.A.'s company capital, the result of which was that via its wholly owned subsidiary, MHG Continental Holding (Singapore) Pte. Ltd., Minor International Public Company Limited (“MINT”) acquired 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 Minor Hotels Europe & Americas over a period of 30 days. As a result, between 10 May and 8 June 2023, MINT increased its position in Minor Hotels Europe & Americas to 95.87% of the share capital of Minor Hotels Europe & Americas.

On 13 February 2025, MINT filed a takeover bid for all the shares representing the share capital of Minor Hotels Europe & Americas, S.A. with the CNMV for delisting from the Spanish Stock Exchanges at a price of 6.37 euros per share. On 1 July 2025, MINT increased the offer to 6.51 euros per share and was accepted by the CNMV on 23 July 2025. The acceptance period for the offer was from 24 July 2025 to 15 September 2025 inclusive. The offer was accepted by a total of 86.98% of the shares to which the offer was addressed, and represents 3.60% of the share capital of Minor Hotels Europe & Americas, S.A., leaving 99.46% of the shares held by MINT. On 25 September 2025, the Company's shares were delisted from the Continuous Market of the Madrid, Barcelona, Valencia and Bilbao Stock Exchanges.

At year-end, the Group is present in 28 countries with 342 hotels and 54,823 rooms, including a significant presence in Europe.

Minor Hotels Europe & Americas, S.A. has its registered address at Calle Santa Engracia, 120 - 7th floor, Madrid, Spain.

The consolidated annual accounts for 2025 were prepared by the Directors of Minor Hotels Europe & Americas, S.A. in their Board meeting held on 12 February 2026 pursuant to 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 provided for 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 other Spanish accounting regulations that may be applicable, with the purpose of showing a true image of Minor Hotels Europe & Americas, S.A. and subsidiaries' consolidated equity and consolidated financial position at 31 December 2025, and the consolidated comprehensive income, consolidated cash flows and consolidated changes in equity for the financial year ended on that date.

Based on the contents of this consolidated annual accounts, the total volume of equity, result for the year attributable to the shareholders of the Parent Company, assets and ordinary income amounted to 1,416,516, 243,993, 4,368,636 and 2,500,097 million of euros, respectively.

2. BASIS OF PRESENTATION

a) Legislative reference framework

The annual accounts have been prepared using the Company's accounting books and are presented in accordance with current company legislation and the regulations provided for in the General Accounting Plan, approved by Royal Decree 1514/2007, and the amendments made to it, the latest being those incorporated by Royal Decree 1/2021 of 12 January, in force for financial years beginning on or after 1 January 2021, in order to provide a true and fair view of equity, the financial situation and the Company's results, as well as the veracity of the cash flows included in the statement of cash flow.

b) True and fair presentation

The annual accounts have been drawn up using the Company's accounting books and have been prepared in accordance with applicable regulatory framework for financial information to give a true and fair view of the assets and financial situation 31 December 2025 and the results of its operations, the changes in equity and of the cash flows corresponding to the year ended on that date.

The Company's Directors consider that the consolidated annual accounts for 2025, which were drawn up on 12 February 2026, will be approved by the General Shareholders' Meeting without amendment.

c) Non-obligatory accounting principles

No non-obligatory accounting principles were applied. Furthermore, the Company's directors formally prepared these annual accounts by taking into account all the obligatory accounting principles and standards with a significant effect. All obligatory accounting principles were applied.

d) Comparative information

In addition to the figures for 2025 and for comparative purposes, the annual accounts are presented with the statement of financial position, statement of profit and loss, statement of changes in equity, statement of cash flow and the report corresponding to the previous year, which were part of the financial annual accounts for 2024 approved by the General Shareholders' Meeting on 17 June 2025.

e) Critical valuation and estimation aspects of relevant uncertainties and judgements in the application of accounting policies.

In the preparation of these annual accounts, estimates were made by the Company's directors in order to quantify certain assets, liabilities, income, expenses and obligations reported herein. These estimates relate basically to the following:

- The assessment of possible impairment losses on certain assets.
- The hypotheses used in the actuarial calculation of liabilities for pensions and other undertakings made to the workforce;
- The useful life of the tangible and intangible assets.
- The market value of specific assets.
- The calculation of provisions.
- The calculation of corporation tax.
- Recoverability of tax assets.

The Company's strategy takes into account the targets set in relation to climate change (Note 19), for which reason they are also taken into account when preparing these annual statements. Therefore, in the context of preparing consolidated annual statements, the effect of the commitments taken on by the Company was taken into account when calculating the service life of assets, closing costs and analysing impairment to non-financial assets.

Likewise, despite the fact that the estimates made by the Company's Directors have been calculated based on the best information available at 31 December 2025, it is possible that events that may take place in the future require their modification in upcoming years. The effect on the financial annual accounts of the modifications that, where appropriate, derive from the adjustments to be made in upcoming years would be recorded prospectively.

f) Functional currency and presentation currency

The annual accounts are presented in thousands of euros, which is the Company's functional and presentation currency, rounded to the nearest thousand.

g) Grouping of items

Certain items in the statement of financial position, statement of profit and loss, statement of comprehensive income, statement of changes in equity and statement of cash flow are grouped together to make them easier to understand. However, whenever the amounts involved are material, the information is broken down in the related notes to the annual accounts.

h) Going concern

At 31 December 2025, the company has positive working capital of 168,361 thousand euros (67,906 thousand euros in 2024). In addition, the Company made a profit of 102,544 thousand euros (104,267 thousand euros profit in 2024), and has equity of 2,493,413 thousand euros (2,340,449 thousand euros in 2024).

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

3. PROPOSED DISTRIBUTION OF PROFITS

The proposed distribution of profits for the year prepared by the Company's Directors and that will be submitted for approval by the Shareholders at the General Shareholders' Meeting is as follows:

Thousands of euros	Year 2025
To legal reserves	10,254
To dividends	92,290
Total	102,544

4. ACCOUNTING POLICIES

a) Business combinations

In business combinations, except for mergers, spin-offs and non-monetary contributions of a business between group companies, the Company applies the acquisition method.

Mergers, spin-offs and non-monetary contributions of a business between Group companies are recorded in accordance with the provisions for transactions between related parties.

In the case of business combinations arising from the acquisition of shares or shareholdings in a company's capital, the Company recognises the investment in accordance with that established for investments in the equity of group companies, multi-group and associates (Note 4-f).

The acquisition date is the date on which the Company obtains control of the acquired business.

b) Intangible assets

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

As a general rule, intangible assets are recognised initially at acquisition or production cost. They are subsequently measured at cost less the related accumulated amortisation and any impairment losses.

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

Intangible assets with a finite useful life are amortised according to the straight-line method, applying annual amortisation percentages calculated according to the estimated years of useful life of the asset in question, applying the amortisable amount. For these purposes, the amortisable amount is understood to be the acquisition cost less its residual value, if applicable. The Company considers the residual value of the assets to be zero.

The Company reviews the residual value, the useful life and the amortisation method of intangible assets at the end of each year. Amendments to the initially established criteria are recognised as a change in estimate.

"Intangible Assets" in the accompanying statement of financial position includes, essentially, the following:

- i. "Usufruct rights": includes the renewal of the contract for the usufruct rights of the NH Plaza de Armas hotel until 2054. Depreciation is provided on a linear basis with an estimated useful life of 30 years. The price consists of a periodic payment over 20 years. The measurement of this asset is recognised for the agreed payments as part of the price discounted at a discount rate equivalent to the interest that would be incurred if the asset were acquired by financing, over a similar term, with similar collateral and in a similar economic environment.
- ii. The "Computer software" acquired and produced by the company itself, including website development expenses are recognised to the extent that they meet the conditions set forth for development expenses. Outlays made for website development for promotional reasons or to advertise the Company's products or services are recognised as expenses at the time they are incurred. Computer software maintenance costs are accounted for at the time they are incurred. The amortisation of software applications is performed using the straight-line method at a rate of 20-25% per year.
- iii. "Concessions, patents and trademarks" includes amounts paid by the company for the registration or development of the Company's trademarks and licences.

c) Property, plant and equipment

Property, plant and equipment are initially recognised at acquisition cost and are subsequently reduced by the related accumulated depreciation and the valuation adjustments for accumulated impairment, if any, as indicated in Note 4-d.

Property, plant and equipment upkeep and maintenance expenses are recognised on the statement of profit and loss for the year in which they are incurred. However, the costs of improvements leading to increased capacity or efficiency or to a lengthening of the useful lives of the assets are capitalised.

For non-current assets that necessarily take a period of more than twelve months to get ready for their intended use, the capitalised costs include such borrowing costs as might have been incurred before the assets are ready for their intended use and which have been charged by the supplier or relate to loans or other funds borrowed specifically or generally directly attributable to the acquisition or production of the assets.

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.

Depreciation of property, plant and equipment is carried out by distributing its depreciable amount systematically over its useful life. For these purposes, the depreciable amount is understood to be the acquisition cost less its residual value. The Company determines the depreciation expense independently for each component that has a significant cost in relation to the total cost of the item and a different useful life from the rest of the item.

The depreciation of property, plant and equipment is determined by applying the following criteria:

	Estimated years of useful life
Buildings	50
Technical installation	10 - 12
Other installations, fittings and furniture	5 - 10
Other tangible 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 Company reviews the residual value, the useful life and the depreciation method of property, plant and equipment at the end of each year. Amendments to the initially established criteria are recognised as a change in estimate.

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

d) Impairment of non-financial assets subject to amortisation or depreciation

Each year the Company assesses the possible existence of losses in value requiring it to reduce the book value of its property, plant and equipment and intangible assets. A loss is deemed to exist when the recoverable value is less than the book value.

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 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 Company has defined each of the hotels it operates as cash-generating units, according to the real management of their operations.

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 Company considers that a CGU has indications of impairment if it meets the following conditions: it has negative operating results and its business is stable (it has been open for 3 years).

In addition, on each closing date the Company assesses whether there are any indications that impairment losses recognised in previous years no longer exist, or may have decreased. Among others, the Company considers that a CGU shows signs of impairment if it meets the following conditions: it has an associated impairment or negative operating results and its business is stable (3 years since opening). Impairment losses 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 on the basis of estimated future cash flows, discounted at an after-tax discount rate that reflects the current market valuation of 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, which corresponds to the term of the lease contract, and therefore does not consider a perpetual value in the case of leased hotels.

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.

The evolution of the key assumptions in the analysed hotels has been developed taking the business knowledge of Group Management into account, as well as the growth expected in the sector. In this respect, the projections assumed are based on the Company's budget exercise for 2026.

A series of factors are considered by the Company's managers when drafting their projections, including:

- Estimate of external sources specialising in the hotel sector, along with investment banks with reference to the expected growth 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 2026-2028 until a return to normal levels prior to the geopolitical conflict in Eastern Europe. In some countries, wage costs are affected by the growth of the minimum wage.
- 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, as follows:

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

Where:

Ke: Cost of Equity
 Kd: Cost of Financial Debt
 E: Equity
 D: Financial Debt
 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). At the valuation date, the higher of 2.5% and the spot value of the German long-term bond has been considered, concluding at 3.0% as the higher value.
- Market risk premium: A market risk premium of 5.5% is estimated for the discount rates, based on a wide range of economic information and multiple methodologies and economic and financial market conditions as of September 2025.
- 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 of comparables, the calculation of the WACC of owned hotels also includes a sample of real estate investment trusts (REITs) 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 and 3 years.
- The average capital structure applied for the comparable group of owned hotels is the average between 52.5% (2 years) and 50.9% (3 years) for Equity and the average between 47.5% (2 years) and 49.1% (3 years) for Debt. The

average capital structure applied for the comparable group of leased hotels is the average between 82.0% (2 years) and 82.9% (3 years) for Equity and the average between 18.0% (2 years) and 17.1% (3 years) for Debt.

- In addition, the local rate for corporation tax on the valuation date was considered.
- To calculate the Cost of Debt, a debt spread of 1.1% is applied for the comparable group of owned hotels and 1.0% for the comparable group of leased hotels, calculated as the average spread of the bond issues of the comparable group.

The after-tax discount rate applied by the Company for this purpose in Spain is 6.75%–7% (6.75%–7% in 2024). 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.

The average pre-tax discount rate applied by the Company for this purpose is 9.6%–9.85% (8.49%–8.74% in 2024).

Using an after-tax discount rate and after-tax cash flows is consistent because the 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.

No impairment losses were recognised in 2025, the related information is disclosed in Notes 5 and 6 to the annual accounts.

e) Lease

Leases are classified as financial leases whenever the terms of the lease substantially transfer all the risks and rewards incidental to ownership of the leased asset to the lessee. All other leases are classified as operating leases.

The Company generally classifies all leases as operating leases. Whether a lease is financial or operating depends on the economic background and nature of the transaction, rather than the mere form of the lease agreement.

The arguments used to classify the leases as operative are as follows:

- The ownership of the asset is transferred to the lessor at the end of the lease;
- There is no option to acquire the asset at the end of the lease;
- The term of the lease does not exceed the economic life of the asset
- The present value of the minimum lease payments does not substantially cover the market value of the underlying asset;
- In the event that it is decided to extend the duration of the lease, the terms of the new lease should be renegotiated;
- The increases or decreases in the residual value of the underlying asset are not borne by the Company, but by the lessor.

Expenses resulting from operating leases are charged to income in the year in which they are incurred.

When the Company acts as the lessor, it recognises the income from operating leases using the straight-line method according to the terms of the agreements signed. These assets are recorded at the acquisition cost of the leased assets under "Property, plant and equipment" and are depreciated in accordance with the policies adopted for similar own-use tangible assets. When the Company is the lessee, the cost of leasing is charged to the statement of profit and loss on a straight-line basis, with the resulting asset or liability recorded in the corresponding sections of the statement of financial position.

f) Financial instruments

1) Financial assets

The financial assets held by the Company are classified into the following categories:

a) Financial Assets at Amortised Cost

This category includes financial assets, including those admitted for trading on an organised market, that the Company has invested in for the purpose of receiving cash flows arising from performance of the contract, and the contractual conditions for the financial asset give rise, on specific dates, to cash flows that are solely receipts of principal and interest on the outstanding amount of principal.

Contractual cash flows that are solely receipts of principal and interest on the outstanding amount of principal are inherent to an agreement that is an ordinary or common loan by nature, without prejudice to the fact that the transaction is agreed at zero, or below market rate, interest.

This category includes credits on commercial transactions and credits on non-commercial transactions.

- Credits on commercial transactions: are financial assets arising from the sale of goods and the provision of services for the normal course of business with deferred collection.
- Credits on non-commercial transactions: are financial assets that, not being equity instruments or derivatives, do not have a commercial origin and their collections are for a determined or determinable amount, arising from loan or credit transactions granted by the company.

Initial measurement –

The financial assets classified in this category are initially valued at their fair value which, unless there is evidence otherwise, will be the price for the transaction, which will be the equivalent of the fair value of the consideration given, plus any transaction costs that are directly attributable to them.

Nevertheless, credits on commercial transactions maturing in no more than one year, and which do not have an explicit contractual interest rate, and loans to personnel, dividends receivable and repayments required on equity instruments where it is expected to receive their amount in the short term, are valued at their nominal value in as far as it can be considered that the effect of not updating cash flows is insignificant.

Subsequent measurement –

Financial assets included in this category are valued at their amortised cost. The accrued interest is accounted for on the statement of profit and loss, using the effective interest rate method.

Nevertheless, credits maturing in no more than one year, in accordance with the provisions of the previous paragraph, are initially valued at their nominal value, and continue to be valued for that amount unless they have become impaired.

When contractual cash flows for a financial asset change due to the issuer being in financial difficulties, the company analyses whether it is appropriate to record an impairment loss.

Impairment –

The necessary valuation corrections are made, at the least at the close of the year and whenever there is objective evidence that the value of a financial asset, or a group of financial assets with similar characteristics that are valued collectively, has become impaired as a result of one or more events that occurred after its original recognition and which cause a reduction or delay in the estimated future cash flows, which may be based on the insolvency of the debtor.

In general, impairment loss on these financial assets is the difference between their book value and the actual value of future cash flows including, if appropriate, those arising from calling on real and personal guarantees, that it is estimated they will generate, discounted at the effective interest rate calculated at the time they were initially recognised. For financial assets at a variable interest rate, the effective interest rate corresponding to the closing date of the annual accounts in accordance with the contractual conditions is used. To calculate impairment loss for a group of financial assets, models based on statistical formulas or methods are used.

Corrections to impairment, as well as its reversal where the amount of the loss decreases on the grounds of a subsequent event, are recognised as an expense or income, respectively, on the statement of profit and loss. Reversal of the impairment is limited to the book value of the asset that would be recognised at the reversal date if the impairment had not been recorded.

The valuation correction for impairment on commercial debtors implies a high level of judgement by Management and the review of individual balances based on the credit quality of customers, current market trends and historical analyses of bad debts at an aggregate level. In relation to the valuation correction derived from the aggregate analysis of the historical experience of bad debts, a reduction in the volume of balances implies a reduction of the valuation corrections and vice versa.

b) Financial assets at cost

At any event, this valuation category includes:

- Equity investments in group, jointly controlled and associate companies.
- The remaining investments in equity instruments whose fair value cannot be determined by reference to a traded price on an active market for an identical instrument, or cannot be reliably estimated, and the derivatives that underlie these investments.
- Hybrid financial assets whose fair value cannot be reliably estimated,, unless they comply with the requirements to record them at amortised cost.
- Provisions made as a result of a joint venture agreement, or similar.

- Participating loans where the interest is contingent by nature, either because a fixed or variable interest rate is agreed conditional on the borrower company reaching a milestone (for example, making profit), or because they are exclusively calculated by reference to the evolution of that company's business.
- Any other financial asset that is initially classified in the portfolio at fair value with changes in the statement of profit and loss where it is not possible to obtain a reliable estimate of its fair value.

Group companies are deemed to be those related to the Company as a result of a relationship of control and associates are companies over which the Company exercises significant influence. Jointly controlled entities include companies over which, by virtue of an agreement, the Company exercises joint control with one or more other partners.

Initial measurement

The investments included in this category are initially valued at cost, which is the equivalent of the fair value of the consideration given, plus the costs that are directly attributable to the transaction, with the latter not being included in the cost of the group's investments in companies.

Nevertheless, in cases where an investment exists prior to its classification as a group, jointly controlled or associate company, the book value that it should have had immediately before the company came under that classification is considered to be the cost of the investment.

The amount for preferential subscription rights, and similar, that, as appropriate may have been acquired forms a part of the initial valuation.

Subsequent measurement

Equity instruments included in this category are measured at cost, less any accumulated impairment losses, where appropriate.

Where a value must be given to these assets due to de-recognition on the statement of financial position, or any other reason, the weighted average cost by homogeneous groups method is used, with these being understood to be securities with equal rights.

In the event of the sale of preferential subscription rights, or similar, or separation of them to exercise them, the amount of the cost for the rights decreases the book value of the respective assets.

Provisions made as a result of a joint venture agreement, or similar, are valued at cost, increased or decreased by the profit or loss, respectively, that correspond to the company as a non-managing participant, and less, if appropriate, the accumulated amount for valuation corrections due to impairment.

This same criteria is applied to participating loans where the interest is contingent by nature, either because a fixed or variable interest rate is agreed conditional on the borrower company reaching a milestone (for example, making profit), or because they are exclusively calculated by reference to the evolution of that company's business. If, in addition to contingent interest, an irrevocable fixed interest rate is agreed, this will be accounted for as financial income as it becomes due. The transaction costs are allotted to the statement of profit and loss on a straight line basis throughout the life of the participatory loan.

Impairment

At least at the close of the financial year, the valuation corrections needed are made, as long as there is objective evidence that the book value of an investment is not recoverable. The amount of the valuation correction is the difference between its book value and the sum recoverable, with this being understood to be the higher value between its fair value less costs of sale and the current value of future cash flows arising from the investment. In the case of equity instruments, this is either calculated by estimating what is expected to be received as a result of the distribution of dividends by the investee company and the disposal or derecognition on accounts of the investment in it, or by estimating the participation in cash flows that are expected to be generated by the investee company, either from its ordinary business or its disposal or derecognition on accounts.

Unless there is better evidence of the amount recoverable from investments in equity instruments, the estimate of impairment loss on this type of assets is calculated based on the investee company's equity and the unrealised gains existing at the valuation date, less the tax burden. When determining this value, and as long as the investee company has, in turn, invested in another, the equity included in the consolidated annual accounts, drawn up in application of the Commercial Code and its implementing regulations, is taken into account.

Nevertheless, in the event that an investment is made in the company, once it is classified as a group, jointly controlled or associate company, and valuation adjustments directly allotted to equity arising from the investment were made prior to this classification, such adjustments are maintained after the classification until the investment is disposed of or derecognised, at which time they are recorded on the statement of profit and loss, or until the following circumstances occur:

- In the case of prior valuation adjustments due to increases in value, the impairment corrections are recorded against the equity heading that includes the valuation adjustments made previously until their amount, and the excess, if any, is

recorded on the statement of profit and loss. The valuation correction for impairment directly allotted to equity is not reversed.

- In the case of prior valuation adjustments due to reductions in value, where, subsequently, the recoverable amount exceeds the book value of the investments, the latter is increased, up to the limit of the reduction in value indicated, against the entry that included the prior valuation adjustments and from then on the new amount arising is considered to be an investment cost. However, where there is objective evidence of impairment to the investment, the losses accumulated directly in equity are recognised on the statement of profit and loss.

2) Financial liabilities

Financial liabilities are financial liabilities at amortised cost that the Company has, that have arisen from the purchase of goods or services in the normal course of the Company's business and those which, not having commercial substance, cannot be classed as derivative financial instruments.

a) Financial liabilities at amortised cost

In general, this category includes debits on commercial transactions and debits on non-commercial transactions.

- a. Debits on commercial transactions: are financial liabilities arising from the purchase of goods and services for the normal course of business with deferred payment.
- b. Debits on non-commercial transactions: are financial liabilities that, not being derivative instruments, do not have a commercial origin but arise from loan or credit transactions received by the company.

Participating loans that have the characteristics of an ordinary or common loan are also included in this category, without prejudice to the interest rate agreed (zero or under market rate).

Initial measurement

The financial liabilities included in this category are initially valued at their fair value which, unless there is evidence otherwise, will be the price for the transaction, which will be the equivalent of the fair value of the consideration received, adjusted by any transaction costs that are directly attributable to them.

Nevertheless, debits on commercial transactions maturing in no more than one year, and which do not have a contractual interest rate, and repayments required by third parties on participations, where it is expected to pay their amount in the short term, are valued at their nominal value where the effect of not updating cash flows is insignificant.

Subsequent measurement

Financial liabilities included in this category are valued at their amortised cost. The accrued interest is accounted for on the statement of profit and loss, using the effective interest rate method.

Nevertheless, debits maturing in no more than one year are initially valued at their nominal value, and continue to be valued for that amount.

The Company has contracted confirming operations with various financial entities to manage the payment to suppliers. Trade liabilities whose payment is managed by financial entities are shown in the trade creditors and other accounts payable entry, in as far as the Company has only assignment payment management to the financial entities, and remains primarily liable for payment of the debts to trade creditors.

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.

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 transaction costs and financial expenses are recognised on an accrual basis in the statement of profit and loss using the effective interest rate method, and their amount is added to liabilities in the measure that they are not settled in the period they were produced.

In the event existing debts are renegotiated, it is considered that there are no substantial changes to financial liabilities where the lender for the new loan is the same as the one who granted the initial loan, and the current value of cash flows, including net fees, does not differ from the current value of cash flows pending payment of the original liability calculated using the same method by more than 10%.

Participating loans that have the characteristics of an ordinary or common loan are also included in this category, without prejudice to the interest rate agreed (zero or under market rate).

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 Company 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).

g) Equity instruments

An equity instrument represents a residual interest in the assets of the Company after deducting all of its liabilities.

Equity instruments issued by the Company are recognised in equity as the proceeds received, net of issue costs.

Treasury shares acquired by the Company during the year 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 profit or loss.

h) Inventories

Inventories are measured at the lower of cost or realisable value and the cost of inventory is based on the amount invoiced by the supplier and using a weighted average cost system for the valuation of each type of inventory.

The inventories recorded as at 31 December 2025 relate mainly to food and beverages, and room service and cleaning materials.

i) Cash and cash equivalents

Cash and cash equivalents include cash on hand and demand bank deposits with credit institutions. Other highly liquid short-term investments are also included as long as they are easily convertible into specified amounts of cash and are subject to insignificant risks of changes in value. For these purposes, investments maturing in less than three months from acquisition date are included.

j) Foreign currency transactions

Foreign currency transactions have been converted into euros using the spot rate on the dates on which the conversions are made.

Monetary assets and liabilities denominated in foreign currency have been converted to euros by applying the current rate at the end of the year, while non-monetary assets, valued at historical cost, have been converted by applying the exchange rate on the date on which the transactions took place.

In the presentation of the statement of cash flows, the flows from transactions in foreign currencies have been converted into euros by applying the spot exchange rate to the amount of foreign currency on the dates they occur.

The effect of exchange rate on cash and cash equivalents in foreign currency is presented separately in the statement of cash flow as "Effect of exchange rate differences".

The positive and negative differences that appear in the settlement of foreign currency transactions and in the conversion of monetary assets and liabilities denominated in foreign currency to euros, are recognised in results.

k) Obligations to employees

The Company has not established any supplementary pension plan to the social security system

Collective agreements in the hotel industry, applicable to the Company in Spain, require 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 Company has outsourced its obligations concerning its employees' pension plans.

l) Severance payments

Under current legislation and certain employment contracts, the Company is required to make severance payments to employees terminated under certain conditions. Therefore, severance payments that can be reasonably quantified are recognised when the Company has an implicit obligation due to the existence of a detailed plan and the generation of valid expectations among those affected that the process will be carried out, either due to the plan having begun or its main characteristics having been announced.

m) Provisions

Provisions are recognised when the Company has a present obligation, whether legal, contractual, implicit or tacit, as a result of a past event; it is probable that there will be an outflow of resources that require future economic benefits to cancel the obligation; and a reliable estimate of the amount of the obligation can be made.

The annual accounts include all the provisions with respect to which it is considered likely that the obligation will have to be settled. Contingent liabilities are not recognised in the annual accounts but rather are disclosed, unless the possibility of an outflow in settlement is considered to be remote.

Provisions are measured at the present value of the best possible estimate of the amount required to settle or transfer the obligation, taking into account the information available on the event and its consequences. Where discounting is used, adjustments made to provisions are recognised as interest cost on an accrual basis.

The compensation to be received from a third party on settlement of the obligation is recognised as an asset, provided that there are no doubts that the reimbursement will take place, unless there is a legal relationship whereby a portion of the risk has been externalised as a result of which the Company is not liable; in this situation, the compensation will be taken into account for the purpose of estimating the amount of the related provision that should be recognised.

n) Onerous contracts

The Company considers onerous contracts to be those in which the inevitable costs of fulfilling the obligations they entail exceed the economic benefits expected from them. In the current financial year, no contract or business is in this situation, nor is it estimated that any could acquire such a situation.

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

o) Income and expenses

Revenue and expenses are recognised on an accrual basis, i.e. when the actual flow of the related goods and services occurs, regardless of when the resulting monetary or financial flow arises. Revenue is measured at the fair value of the consideration received, net of discounts and taxes.

Revenue from sales and services rendered is also recognised by reference to the stage of completion of the transaction at the reporting date, provided the outcome of the transaction can be reliably estimated.

Interest income from financial assets is recognised using the effective interest method and dividend income is recognised when the shareholder's right to receive payment has been established. In any case, interest from financial assets accrued after the date of acquisition is recognised as income in the statement of profit and loss.

Management fee income

The Company has also created, developed and current runs hotel businesses in Spain and other countries under a single, distinctive system that it owns, known as the "NH System". The Company, as creator and sole owner of the "NH System", assigns the use and operation of the "NH System", including its commercial brands, to its subsidiaries running hotel establishments. Furthermore, the Company provides hotel services relating to booking management, marketing and publicity services and an IT systems access service. The company charges a management fee for all these actions.

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 Company 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 Company, when it makes the offer, sets the price for each one of the obligations assumed, for which reason at the time the service is 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 Company 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.

p) Income tax

Tax expense (tax income) comprises current tax expense (current tax income) and deferred tax expense (deferred tax income).

The current income tax expense is the amount payable by the Company as a result of income tax settlements for a given year. Tax credits and other tax benefits, excluding tax withholdings and interim payments, and tax loss carried forwards from prior years effectively offset in the current year reduce the current income tax expense.

In addition, as the Group is within the scope of the OECD Pillar 2 rules and on 21 December 2024, Law 7/2024 of 20 December was published in the Official State Gazette, establishing a Supplementary Tax to ensure an overall minimum level of taxation for multinational groups and large domestic groups, a Tax on the interest and commission income of certain financial institutions and a Tax on liquids for electronic cigarettes and other tobacco-related products, and amending other tax regulations (hereinafter "Law 7/2024"), the Group analyses the possible impacts that may arise from the application of such tax and whether it 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%.

The deferred tax expense or income relates to the recognition and derecognition of deferred tax assets and liabilities. These include temporary differences measured as the amount expected to be payable or recoverable on differences between the carrying values of assets and liabilities and their tax bases, and tax loss and tax credit carried forwards. 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.

Deferred tax liabilities are recognised for all taxable temporary differences, except for those arising from the initial recognition of goodwill or of other assets and liabilities in a transaction that is not a business combination and affects neither accounting profit (loss) nor taxable profit (tax loss).

Regarding deferred tax assets, identified with temporary differences, are recognised only if it is deemed probable that the entity 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 company 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 annual accounts.

The Group capitalises tax credits on the basis that it is considered likely that the consolidated companies will have sufficient future taxable profits against which they can be utilised, based on estimates of future profits over a reasonable period of time, prepared on the basis of information available at the date of preparation of these consolidated annual accounts.

Deferred tax assets and liabilities arising from transactions charged or credited directly to equity are also recognised in equity.

The deferred tax assets recognised are reassessed at the end of each reporting period and the appropriate adjustments are made, according to the extent of doubts as to their future recoverability. Also, unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become likely that they will be recovered through future taxable profits.

The Company capitalises tax credits on the basis that it is considered probable that the Company will have sufficient future taxable profits against which the credits can be utilised, based on estimates of future profits over a reasonable period of time, prepared on the basis of information available at the date of preparation of these annual accounts.

q) Environment

Environmental assets are deemed to be assets used on a lasting basis in the Company's operations whose main purpose is to minimise environmental impact and protect and improve the environment, including the reduction or elimination of future pollution.

Because of their nature, the Company's business activities do not have a significant environmental impact.

r) Transactions among group companies

Transactions between group companies, except those related to mergers, spin-offs and non-monetary contributions of businesses, including investments in group companies, are recognised at the fair value of the consideration given or received. The difference between said value and the agreed amount is recorded according to the underlying economic substance, either as a contribution or a distribution of dividends. However, the part that does not occur on terms proportional to the shareholding in the group company is recognised as an income or expense by donation.

The Company performs all its transactions with related parties at market value. Also, the transfer prices are adequately supported and, therefore, the Company's directors consider that there are no material risks in this connection that might give rise to significant liabilities in the future.

s) Current/Non-current items

Current assets are assets associated with the normal operating cycle, which in general is considered to be one year; other assets which are expected to mature, be disposed of or be realised within twelve months from the end of the reporting period; financial assets held for trading, except for financial derivatives that will be settled in a period exceeding one year; and cash and cash equivalents. Assets that do not meet these requirements are classified as non-current assets.

Similarly, current liabilities are liabilities associated with the normal operating cycle, financial liabilities held for trading, except for financial derivatives that will be settled in a period exceeding one year; and, in general, all obligations that will mature or be extinguished in the short term. All other liabilities are classified as non-current liabilities.

t) Statement of cash flow

The following terms with their corresponding explanation are used in the 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.
- Operating activities: the principal revenue-producing activities of the Company, and other activities that are not investing or financing activities. The Company presents trade payables confirming activities as an operating activity.
- Investing activities: the acquisition and disposal of non-current 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. INTANGIBLE ASSETS

The detail of the different items included under this heading and of the changes therein during the year are as follows:

	Thousands of euros				
	Balance at 01 January 2025	Additions	Derecognitions	Transfers (Note 6)	Balance at 31 December 2025
COST					
Rights of use	72,718	–	–	–	72,718
Concessions, patents and trademarks	2,170	365	–	–	2,535
Software applications	137,587	10,012	(2)	2,849	150,446
	212,475	10,377	(2)	2,849	225,699
ACCUMULATED AMORTISATION					
Rights of use	(33,121)	(1,340)	–	–	(34,461)
Concessions, patents and trademarks	(1,397)	(209)	–	–	(1,606)
Software applications	(108,750)	(9,991)	–	–	(118,741)
	(143,268)	(11,540)	–	–	(154,808)
Impairment	–	–	–	–	–
NET BOOK VALUE	69,207				70,891

	Thousands of euros				
	Balance at 01 January 2024	Additions	Derecognitions	Transfers (Note 6)	Balance at 31 December 2024
COST					
Rights of use	32,478	40,240	–	–	72,718
Concessions, patents and trademarks	1,762	408	–	–	2,170
Software applications	121,955	15,610	–	22	137,587
	156,195	56,258	–	22	212,475
ACCUMULATED AMORTISATION					
Rights of use	(31,628)	(1,493)	–	–	(33,121)
Concessions, patents and trademarks	(1,222)	(175)	–	–	(1,397)
Software applications	(99,519)	(9,231)	–	–	(108,750)
	(132,369)	(10,899)	–	–	(143,268)
Impairment	–	–	–	–	–
NET BOOK VALUE	23,826				69,207

The Company has taken out insurance policies and contractual coverage to cover the possible risks to which the various intangible assets are subject.

The section “Usufruct Rights” recognises the total amount agreed by way of payment for the usufruct rights over the Hotel NH Plaza de Armas. In 2024, the additions under this heading are due to the renewal of the right of usufruct of the NH Plaza de Armas hotel until 2054.

The most significant additions in this financial year regarding software applications were a result of the migration of S4Hana, as well as 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.

At the end of 2025 and 2024, the Company had fully amortised intangible assets still in use, itemised as follows:

	Thousands of euros	
	2025	2024
Usage rights, concessions, patents and brands	33,627	33,518
Software applications	98,819	88,889
Total	132,446	122,407

6. PROPERTY, PLANT AND EQUIPMENT

The detail of the different items included under this heading and of the changes therein during the year was as follows:

	Thousands of euros				
	Balance at 1.1.25	Additions	Derecognitions	Transfers	Balance at 31.12.25
COST					
Land and buildings	58,936	–	–	–	58,936
Technical installation	52,588	2,951	(1,301)	3,027	57,265
Other installations, fittings and furniture	10,751	243	(315)	(2,343)	8,336
Other fixed assets and assets under construction	3,849	4,509	(283)	(3,533)	4,542
	126,124	7,703	(1,899)	(2,849)	129,079
ACCUMULATED AMORTISATION					
Buildings	(18,309)	(1,358)	–	–	(19,667)
Technical installation	(38,172)	(1,732)	1,291	(2,582)	(41,195)
Other installations, fittings and furniture	(9,447)	(392)	320	2,582	(6,937)
	(65,928)	(3,482)	1,611	–	(67,799)
Impairment	–	–	–	–	–
NET BOOK VALUE	60,196				61,280

The heading Land and Buildings is broken down into a net book value of 31,322 thousand euros corresponding to Land (31,322 thousand euros in 2024), and 7,947 thousand euros corresponding to Buildings (9,305 thousand euros in 2024).

	Thousands of euros				
	Balance at 1.1.24	Additions	Derecognitions	Transfers	Balance at 31.12.24
COST					
Land and buildings	58,936	–	–	–	58,936
Technical installation	51,686	4,287	(3,656)	271	52,588
Other installations, fittings and furniture	10,103	759	(174)	63	10,751
Other fixed assets and assets under construction	391	4,029	(215)	(356)	3,849
	121,116	9,075	(4,045)	(22)	126,124
ACCUMULATED AMORTISATION					
Buildings	(16,896)	(1,413)	–	–	(18,309)
Technical installation	(39,187)	(2,559)	3,574	–	(38,172)
Other installations, fittings and furniture	(8,769)	(846)	168	–	(9,447)
	(64,852)	(4,818)	3,742	–	(65,928)
Impairment	–	–	–	–	–
NET BOOK VALUE	56,264				60,196

At year-end, the Company had fully depreciated items of property, plant and equipment still in use, itemised as follows:

	Thousands of euros	
	2025	2024
Buildings	1,030	1,030
Technical installation	27,031	25,756
Other installations, fittings and furniture	9,079	7,642
Total	37,140	34,428

The Company 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 2025 and 2024, there were no commitments for the purchase of fixed assets.

7. OPERATING LEASES

At 31 December, the Company had contracted with lessors for the following minimum lease payments, based on the leases currently in force, without taking into account the charging of common expenses, future increases in the CPI or future contractual lease payment reviews:

Thousands of euros	Nominal value	
	2025	2024
Less than one year	1,333	3,347
Between two and five years	2,195	10,669
More than five years	9,673	18,995
Total	13,201	33,011

The Company's income from leases and subleases is of a variable nature and is therefore not broken down.

Operating lease payments recognised as an expense in the year amount to 10,559 thousand euros (13,244 thousand euros in 2024), almost entirely comprising hotel lease payments (Note 17-c).

The term of the operating leases arranged by the Company ranges from 2 to 20 years. Also, the rental income from said leases consists of a fixed amount tied to the CPI index which is reviewed annually.

The amount of the operating lease instalments recognised as income and expenses is as follows:

	Thousands of euros	
	2025	2024
Minimum lease payments	10,559	13,244
Income from leases and subleases	6,620	9,373

8. FINANCIAL ASSETS AND LIABILITIES

8.1. Analysis by category

The book value for each one of the categories of financial instruments established in the rules for recording and valuing “financial instruments”, except for cash and cash equivalents (Note 9) was as follows:

	Thousands of euros					
	Financial assets at amortised cost		Financial assets at cost		Total	
	2025	2024	2025	2024	2025	2024
Equity instruments (Note 8.2)	–	–	2,306,224	2,307,831	2,306,224	2,307,831
Loans to companies (Note 16.1)	105,183	303,296	–	–	105,183	303,296
Non-current financial assets	1,864	1,511	–	–	1,864	1,511
Guarantees	1,806	1,481	–	–	1,806	1,481
Others	58	30	–	–	58	30
Trade accounts receivable for sales and services	2,625	2,388	–	–	2,625	2,388
Sundry debtors	548	469	–	–	548	469
Current investments in group companies and associates (Note 16.1)	304,864	231,998	–	–	304,864	231,998
Current financial investments	26	26	–	–	26	26
Total	415,110	539,688	2,306,224	2,307,831	2,721,334	2,847,519

	Thousands of euros	
	Financial liabilities at amortised cost	
	2025	2024
Debenture issuance and non-current bank borrowings (Note 12.1)	196,624	439,793
Non-current debts with group and associate companies (Note 16.1)	30,246	30,341
Other non-current financial liabilities (Note 12.2)	38,931	39,939
Debenture issuance and current bank borrowings (Note 12.1)	3,969	12,474
Other current financial liabilities (Note 12.2)	3,080	3,076
Current debts with group and associate companies (Note 16.1)	104,318	112,459
Suppliers (Note 14.1)	33,192	36,602
Sundry creditors (Note 14.1)	7,311	9,976
Personnel	6,570	6,720
Total	424,241	691,380

8.2. Equity instruments

The most significant information in relation to equity instruments in Group, jointly controlled and associate companies is as follows:

Company/ Registered address /Activity	Direct shareholding	2025 - Thousands of euros					
		Capital	Profit (Loss)	Other equity items	Total Equity	Cost	Provision
Group Companies:							
NH Italia, S.p.A./Valdagno/Hotel	51%	233,847	75,611	177,719	487,177	300,137	–
NH Europa, S.L./Barcelona/Holding	100%	100,743	18,272	393,051	512,066	973,359	–
Latinoamericana De Gestion Hotelera, S.L./Madrid/Holding	100%	104,036	12,491	16,565	133,092	179,217	–
NH Rallye Portugal, Lda. / Lisbon / Hotel	100%	2,050	1,101	76,355	79,506	159,430	–
NH Hoteles España, S.A./Barcelona/Hotels	100%	177,059	69,859	(29,803)	217,115	337,287	–
NH Central Reservation Office, S.L./Madrid/Call Centre	100%	7,700	1,980	(1,985)	7,695	33,166	(25,471)
NH Cash Link, S.L.U./Madrid/Financial	100%	3	(3,285)	81,436	78,154	82,121	(3,970)
Capredo Investments GmbH/Zug/Holding	100%	37	(168)	13,987	13,856	9,066	–
Roco Hospitality Group S.R.L./Venice/Hotel	51%	10	11,727	(1,801)	9,936	28,584	(11,380)
Minor Continental Holding II S.à r.l. / Luxembourg / Holding	100%	12,500	27,020	173,268	212,788	206,270	–
Others		–	–	–	–	2,411	(14)
Associates:							
Sotocaribe S.L./Madrid/Holding	36%	61,082	(421)	146,759	207,420	51,034	(15,023)
Total						2,362,082	(55,858)

Company/ Registered address /Activity	Direct shareholding	2024 - Thousands of euros					
		Capital	Profit (Loss)	Other equity items	Total Equity	Cost	Provision
Group Companies:							
NH Italia, S.p.A./Valdagno/Hotel	51%	233,847	73,758	182,873	490,478	300,137	–
NH Europa, S.L./Barcelona/Holding	100%	100,743	(10,470)	403,522	493,794	973,359	–
Latinoamericana De Gestion Hotelera, S.A./Madrid/Holding (*)(**)	100%	104,036	51,185	(34,620)	120,601	179,217	–
Minor Hotels Portugal, S.A. / Lisbon / Hotels	100%	1,000	18,781	74,448	94,229	138,551	–
NH Hoteles España, S.A./Barcelona/Hotels(**)	100%	177,059	58,448	(70,561)	164,946	351,844	–
NH Central Reservation Office, S.L./Madrid/Call Centre	100%	7,700	(1,424)	(2,064)	4,212	31,666	(27,454)
NH Cash Link, S.L.U./Madrid/Financial	100%	3	1,998	79,443	81,445	82,121	(680)
Capredo Investments GmbH/Zug/Holding	100%	37	(124)	13,966	13,879	9,066	–
Roco Hospitality Group S.R.L./Venice/Hotel	51%	10	1,439	(3,716)	(2,267)	28,584	(8,437)
Minor Continental Holding S.à r.l./ II/ (Luxembourg)/	100%	12,500	15,509	183,759	211,768	211,483	–
Others						2,411	(11)
Associates:							
Sotocaribe S.L./Madrid/Holding	36%	61,082	1,176	145,467	207,725	50,997	(15,023)
Total						2,359,436	(51,605)

The changes in "Investments in Group Companies" in 2025 and 2024 are as follows (in thousands of euros):

Company/ Registered address /Activity	Cost			Balance at 31/12/2025	01/01/2025	Provision		Balance 31/12/2025	Balance 31/12/2025
	Balance at 01/01/2025	Additions	Derecognitions			Additions	Derecognitions		
Group Companies:									
NH Italia, S.p.A./Valdagno/Hotel	300,137	-	-	300,137	-	-	-	-	300,137
NH Europa, S.L./Madrid/Holding	973,359	-	-	973,359	-	-	-	-	973,359
Latinoamericana De Gestion Hotelera, S.A./Madrid/Holding	179,217	-	-	179,217	-	-	-	-	179,217
Minor Hotels Portugal, S.A. / Lisbon / Hotels	138,551	-	(138,551)	-	-	-	-	-	-
NH Hoteles España, S.A./Madrid/Hotel	351,844	-	(14,557)	337,287	-	-	-	-	337,287
NH Central Reservation Office, S.L/Madrid/Call Centre	31,666	1,500	-	33,166	(27,454)	-	1,983	(25,471)	7,695
NH Cash Link, S.L.U./Madrid/Financial	82,121	-	-	82,121	(680)	(3,290)	-	(3,970)	78,151
Capredo Investments GmbH/Zug/Holding	9,066	-	-	9,066	-	-	-	-	9,066
Roco Hospitality Group S.R.L./Venice/Hotel	28,584	-	-	28,584	(8,437)	(2,943)	-	(11,380)	17,204
Minor Continental Holding S.à r.l./ II/ (Luxembourg)/	211,483	-	(5,213)	206,270	-	-	-	-	206,270
NH Rallye Portugal, Lda. / Lisbon / Hotel	-	203,593	(44,163)	159,430	-	-	-	-	159,430
Others	2,411	-	-	2,411	(11)	(3)	-	(14)	2,397
Associates:									
Sotocaribe S.L/Madrid/Holding	50,997	37	-	51,034	(15,023)	-	-	(15,023)	36,011
Total	2,359,436	205,130	(202,484)	2,362,082	(51,605)	(6,236)	1,983	(55,858)	2,306,224

Company/ Registered address /Activity	Cost			Balance at 31/12/2024	01/01/2024	Provision		Balance at 31/12/2024	Balance at 31/12/2024
	Balance at 01/01/2024	Additions	Derecognitions			Additions	Derecognitions		
Group Companies:									
NH Italia, S.p.A./Valdagno/Hotel	300,137	-	-	300,137	-	-	-	-	300,137
NH Europa, S.L./Madrid/Holding	973,359	-	-	973,359	-	-	-	-	973,359
Latinoamericana De Gestion Hotelera, S.A./Madrid/Holding	179,217	-	-	179,217	(35,104)	-	35,104	-	179,217
Minor Hotels Portugal, S.A. / Lisbon / Hotels	135,912	2,639	-	138,551	-	-	-	-	138,551
NH Hoteles España, S.A./Madrid/Hotel	351,844	-	-	351,844	-	-	-	-	351,844
NH Central Reservation Office, S.L/Madrid/Call Centre	31,666	-	-	31,666	(29,339)	-	1,885	(27,454)	4,212
NH Cash Link, S.L.U./Madrid/Financial	82,121	-	-	82,121	(2,678)	-	1,998	(680)	81,441
Capredo Investments GmbH/Zug/Holding	9,066	-	-	9,066	-	-	-	-	9,066
Roco Hospitality Group S.R.L./Venice/Hotel	28,584	-	-	28,584	(13,376)	-	4,939	(8,437)	20,147
Minor Continental Holding S.à r.l./ II/ (Luxembourg)/	-	211,483	-	211,483	-	-	-	-	211,483
Others	2,125	286	-	2,411	(11)	-	-	(11)	2,400
Associates:									
Sotocaribe S.L/Madrid/Holding	50,907	90	-	50,997	(13,788)	(1,235)	-	(15,023)	35,974
Total	2,144,938	214,498	-	2,359,436	(94,296)	(1,235)	43,926	(51,605)	2,307,831

The main additions are:

In 2025, the shareholding of NH Hoteles España, S.A. in NH Hotel Rallye Portugal, Lda. was partially spun off and became directly dependent on Minor Hotels Europe & Americas, S.A., with accounting effects at 1 January 2025, as it is between group companies. As a result, the Company has added the shareholding in NH Hotel Rallye Portugal, Lda. for 14,557 thousand euros, reducing the shareholding in NH Hoteles España, S.A. by the same amount.

In addition, the company NH Rallye Portugal, Lda. has absorbed the company Minor Hotels Portugal, Lda. following the approval of the merger project of both companies and with accounting effects at 1 January 2025 as they are between group companies. This operation entailed the derecognition of the total shareholding of Minor Hotels Portugal, S.A. for 138,551 thousand euros and an increase in the shareholding of NH Rallye Portugal, Lda. for 189,036 thousand euros, recording a positive impact against reserves of 50,484 thousand euros.

Finally, the Company received a dividend of 66,000 thousand euros on 11 December 2025 from NH Rallye Portugal, Lda., which led to the recognition of financial dividend income of 21,837 thousand euros and a reduction of the shareholding of NH Rallye Portugal, Lda. amounting to 44,163 thousand euros, as the investment is considered to have been recovered.

On 22 December 2025, the Company received a dividend of 26,000 thousand euros from Minor Continental Holding II S.à r.l., which led to the recognition of financial dividend income of 20,787 thousand euros and a reduction of the shareholding

of Minor Continental Holding II S.à r.l. amounting to 5,213 thousand euros, as the investment is considered to have been recovered.

During 2024, the Company acquired 100% of the share capital of Minor Continental Holding II S.à r.l., which in turn holds the shares of Pojuca, S.A. This company holds the ownership or the lease agreement or the hotel services contract: Tivoli Ecoresort Praia do Forte, Tivoli Mofarrej Sao Paulo and NH Feira de Santana in Brazil. The investment in this company amounts to 211,483 thousand euros.

The initial consideration for the acquisition was 201,047 thousand euros adjusted upwards by the net working capital position at 31 August 2024 of 10,913 thousand euros. At the closing date, the Company paid 169,568 thousand euros and the second tranche of the purchase price, plus an interest rate of 5.25% applicable from the closing date to the payment date, will be paid no later than 19 September 2025. This second tranche at 31 December amounted to 43,026 thousand euros (Note 14.1). Following a subsequent review of the net working capital position at the acquisition date and an additional agreement with the seller, the Company has recorded a receivable from the seller amounting to 477 thousand euros, recorded under "Investments in Group companies and current associates" (Note 16.1).

The main movement in provisions in 2025 is due to the impairment charge applied to the investments in NH Cash Link, S.L. and Roco Hospitality Group S.R.L. mainly due to the worsening of their projections, which has been offset by the reversal of impairment recorded in NH Central Reservation Office, S.L. as a result of the improvement in its results.

A sensitivity analysis of the result of the impairment analysis has also been performed, with different scenarios: a negative scenario where the discount rate is sensitised 100 bp above the rate used in the test, and a growth rate that is lower by 100 bp, i.e., with minimum growth; and a positive scenario where the discount rate is sensitised 100 bp below the rate used in the test, and a growth rate that is higher by 100 bp. The impacts obtained as a result of this sensitivity analysis were not significant.

9. CASH AND CASH EQUIVALENTS

"Cash and Cash Equivalents" largely includes the Company's cash position and bank deposits maturing in three months or less. These assets are recognised at their fair value. There are no restrictions on how cash may be used. The breakdown of this heading is as follows:

	Thousands of euros	
	2025	2024
Cash and banks	1,652	1,118
Total	1,652	1,118

The Company's liquidity position at 31 December 2025 is based on the following points:

- The Company has cash and cash equivalents amounting to 1,652 thousand euros (1,118 thousand euros in 2024).
- Available in undrawn credit lines amounting to 281,000 thousand euros (313,000 thousand euros in 2024) (Note 12).

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 Minor Hotels Europe & Americas, 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.

Minor Hotels Europe & Americas, S.A. holds other accounting documents, namely the consolidated annual accounts, from which sufficient data can be extracted in relation to the aforementioned accounts

10. EQUITY AND OWN FUNDS

a) Share capital

At 31 December 2025, the share capital of Minor Hotels Europe & Americas, S.A. was represented by 435,745,670 fully subscribed and paid-up bearer shares each with a nominal value of 2 euros each (435,745,670 shares at 31 December 2024). All these shares enjoy equal political and economic rights.

According to the most recent notifications received by the Company and the final communications submitted to the National Securities Market Commission (CNMV) during the year, the main shareholdings at 31 December were as follows:

	31/12/2025	31/12/2024
Minor International Public Company Limited ("MINT")	99.46 %	95.87 %

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

In addition, on 8 May 2023, MINT announced its decision to begin a purchase process in the market for shares in Minor Hotels Europe & Americas 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 Minor Hotels Europe & Americas to 417,728,222 representative shares or 95.87% of the share capital of Minor Hotels Europe & Americas.

On 13 February 2025, MINT filed a takeover bid for all the shares representing the share capital of Minor Hotels Europe & Americas, S.A. with the CNMV for delisting from the Spanish Stock Exchanges at a price of 6.37 euros per share. On 1 July 2025, MINT increased the offer to 6.51 euros per share and was accepted by the CNMV on 23 July 2025. The acceptance period for the offer was from 24 July 2025 to 15 September 2025 inclusive. The offer was accepted by a total of 15,671,528 shares (86.98% of the shares to which the offer was addressed) and represented 3.60% of the share capital of Minor Hotels Europe & Americas, S.A., leaving 99.46% of the shares held by MINT. On 25 September 2025, the shares of Minor Hotels Europe & Americas, S.A. were delisted from the Spanish Stock Exchanges (Note 1).

b) Dividends

The Company did not distribute dividends in 2025 or 2024.

c) Share premium

The balance of the "Share Premium" account arose as a result of the capital increases carried out by the Company.

This reserve is freely distributable.

d) Legal reserve

The legal reserve is allotted in accordance with article 274 of the Consolidated Text of the Capital Companies Act, which provides that, in all cases, a figure equal to 10% of the profit for the financial year must go into 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 2025 and 2024, the Parent Company had not accrued the minimum limit in this reserve as mandated by the Consolidated Text of the Capital Companies Act.

e) Other Reserves

This includes reserves totalling 417 thousand euros as at 31 December 2025 (417 thousand euros at 31 December 2024), which cannot be distributed as they relate to treasury shares.

f) Treasury Shares

At 31 December 2025, the Company had 97,585 treasury shares, compared to 97,586 treasury shares at 31 December 2024. The evolution 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. At 31 de diciembre de 2024, the number of shares allocated to the liquidity contract was 97,586 shares.
- Due to MINT - the majority shareholder of the Company - launching a delisting tender offer for all of the shares representing the share capital of MHEA, which was announced on Friday 13 December 2024, the liquidity agreement entered into with Banco Santander, S.A. on 10 April 2019 was temporarily suspended.
- Finally, following the delisting of the shares of Minor Hotels Europe & Americas, S.A. from the stock exchange on 25 September 2025, the liquidity contract was definitively cancelled (Note 1).

11. PROVISIONS

The detail of the Provisions is as follows:

	Thousands of euros	
	2025	2024
Non-current provisions:		
Provision for long-term incentives for staff	2,520	2,754
Provision for pensions and similar obligations	568	513
Provision for liabilities	1,758	1,970
	4,846	5,237
Current provisions:		
Provision for short-term incentives for staff	2,247	2,387
Provision for other liabilities	53	53
	2,300	2,440

The main movement in the Company's provisions was due to staff incentive plans.

Staff Incentive Plan

The Company introduced its Long-Term Incentive Plan 2022-2026 ("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 (ended on 31.12.2024).
- Second cycle 2023-2025, payment of which will occur in 2026 (ended on 31.12.2025).
- Third cycle 2024-2026, payment of which will occur in 2027 (current)

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 for that year.
- 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 for that year.
- 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 for that year will be paid.

The payment of the second cycle of the Plan will take place during the first quarter of 2026. The final achievement of this incentive was: 113.48%.

In addition, during the first quarter of 2025 the Company launched an additional cycle covering the years 2025-2026-2027. The measurement period of this cycle began on 1 January 2025 and will end on 31 December 2027, 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 EBITDA and recurring net profit in each year of the plan (2025, 2026 and 2027).

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

- If the degree to which the EBITDA/Recurring Net Profit target for the Group is achieved is less than 90%, the EBITDA and/or Net Profit target will be zero for that year.
- If the degree to which the EBITDA/Recurring Net Profit target for the Group is achieved is 90%, then 50% of the EBITDA and/or Net Profit target for that year will be paid.
- If the degree to which the EBITDA/Recurring Net Profit target for the Group is achieved is 100%, then 100% of the EBITDA and/or Net Profit target for that year will be paid.
- If the degree to which the EBITDA/Recurring Net Profit target for the Group is achieved is 104.99%, then 104.99% of the EBITDA and/or Net Profit target for that year will be paid.

- If the degree to which the EBITDA/Recurring Net Profit target for the Group is achieved equals 105%, then 106% of the EBITDA and/or Net Profit target for that year will be paid
- If the degree to which the EBITDA/Recurring Net Profit target for the Group is achieved is 120% or higher, a maximum of 130% of the EBITDA and/or Net Profit target for that year will be paid.
- For achieving the Group's recurring EBITDA/Net Profit target at between 90% and 120%, the final result of the EBITDA and/or Net Profit target for that year will be made by linear interpolation taking into account the scale described above.

All existing schemes, such as the one intended to be launched in 2026, target 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

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

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

	2025	2024
Discount rates	3.74%	3.38%
Expected annual rate of salary rise	2.5%	2.5%

Provision for liabilities

In 2025, the non-current "Provision for liabilities" account includes provisions for litigation and risks which the Company considers probable and derecognising during the year those that have been resolved in the year. No decision on these claims is expected in the short term (Note 15).

12. FINANCIAL DEBT - CURRENT AND NON-CURRENT

12.1. Debt instruments and debts with credit institutions

The balances of the "Bonds and other negotiable securities" and "Debts with credit institutions" items were as follows:

	Thousands of euros			
	2025		2024	
	Non.current	Current	Non.current	Current
Guaranteed senior notes	-	-	400,000	-
Borrowing costs	-	-	-	7,911
Arrangement expenses	-	-	(766)	(1,467)
Debt instruments and other marketable securities	-	-	399,234	6,444
Secured syndicated loan	200,000	-	-	-
Secured syndicated credit line	-	-	1,127	3,572
Subordinated loans	-	-	40,000	-
Bilateral credit lines	-	-	-	-
Arrangement expenses	(3,376)	(1,061)	(568)	(984)
Borrowing costs	-	1,950	-	366
Bank borrowings	196,624	889	40,559	2,954
Total	196,624	889	439,793	9,398

New secured bank financing

A new secured bank financing contract was signed in April 2025 and came into effect with the early redemption of the senior secured bonds for a nominal amount of 400,000 thousand euros on 2 July 2025, which was scheduled to mature in 2026. The new secured bank financing consists of two tranches:

(i) Long-term loan of 200,000 thousand euros repayable with a duration of 6 years and an average life of 4.25 years.

(ii) Revolving credit facility of 200,000 thousand euros with a duration of 5 years. At 31 de diciembre de 2025, the total amount of 200,000 thousand euros of this financing was available.

Both instruments share the same documentation requiring compliance with financial covenants, the provision of guarantees and contain clauses limiting the distribution of dividends.

A) Financial covenants:

(i) an interest coverage ratio of $\geq 3.00x$,

(ii) a net indebtedness ratio of $\leq 3.50x$

(iii) a Loan to Value ("LTV") ratio $\leq 70\%$.

At 31 December 2025, and based on the reported figures for that year, the ratios described above (financial covenants and LTV) are met.

B) Guarantee Package:

The guarantee consists of pledging 100% of the share capital of NH Italia, S.p.A. and the joint and several guarantee on first demand of the main operating companies of the Group wholly owned by the Parent Company.

C) Limitation on the distribution of Dividends:

The distribution of a percentage of the MHEA 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 3.5x. 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 $\leq 3.5x$: up to 100% of consolidated net profit

■ Net Financial Debt/EBITDA $\leq 3.0x$: unlimited

At 31 December 2025, the ratios for the distribution of dividends that year were met.

Additionally, this financing requires the fulfilment of a series of obligations and limitations in regard to 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, transactions between related parties, corporate transactions and disclosure obligations. These obligations are detailed in the secured bank financing contract.

Secured senior bonds maturing in 2026

On 14 June 2021, the Company made an offer of secured senior bonds for a nominal amount of 400,000 thousand euros, maturing in 2026. 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.

On 2 July 2025, the senior secured bonds with a nominal amount of 400,000 thousand euros, maturing in 2026, were redeemed early. This redemption was made with available cash and the drawdown of a new long-term syndicated bank loan of 200,000 thousand euros maturing in 2031, which forms part of the new secured syndicated bank financing.

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 and replaced by NH Cash Link S.L., remaining together with the Parent Company as the accredited companies.

On 2 July 2025, a new syndicated secured financing contract came into force, which includes a revolving credit facility of 200,000 thousand euros maturing in 2030, replacing the revolving trade credit of 242,000 thousand euros maturing on 31 March 2026.

Unsecured loans

■ Other non-guaranteed loans

- In May 2020, the 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 thereby 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. In May 2025, it was settled in full, in line with its maturity.
- In July 2020, the 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, thereby 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. Full early settlement took place on 09 December 2025.

Subordinated loan

This line included a loan amounting to 40,000 thousand euros, with a maturity date and a single repayment at the end of its life in 2037 and an interest rate of 3-month Euribor plus a spread. Full early settlement took place on 29 September 2025.

Bilateral credit lines

At 31 de diciembre de 2025, the balances under this item include the amount drawn down from credit facilities. The joint limit of the credit facilities at 31 December 2025 amounted to 81,000 thousand euros, which is available in full.

Detail of current and non-current payables

The detail, by maturity, of the items included under “Non-Current and Current Payables” is as follows (in thousands of euros):

At 31/12/2025	Maturity schedule								
	Limit	Available	Disposed	Year 1	Year 2	Year 3	Year 4	Year 5	Remainder
Figures in thousands of euros									
Secured syndicated loan	200,000	–	200,000	–	20,000	30,000	40,000	50,000	60,000
Variable interest	200,000	–	200,000	–	20,000	30,000	40,000	50,000	60,000
Secured syndicated credit line	200,000	200,000	–	–	–	–	–	–	–
Variable interest	200,000	200,000	–	–	–	–	–	–	–
Bilateral credit lines	81,000	81,000	–	–	–	–	–	–	–
Variable interest	81,000	81,000	–	–	–	–	–	–	–
Borrowing at 31/12/2025	481,000	281,000	200,000	–	20,000	30,000	40,000	50,000	60,000
Arrangement expenses	(4,437)	–	(4,437)	(1,061)	(1,034)	(964)	(855)	(473)	(50)
Borrowing costs	1,950	–	1,950	1,950	–	–	–	–	–
Adjusted total debt at 31/12/2025	478,513	281,000	197,513	889	18,966	29,036	39,145	49,527	59,950
Adjusted total debt at 31/12/2024	762,191	313,000	449,191	9,398	400,091	(30)	(30)	(30)	39,792

At 31 December 2025, the average cost of the gross drawdown amount of the Company was 3.9% (4.0% in 2024).

12.2. Other current and non-current financial liabilities

The balance this account at year-end is as follows:

Thousands of euros	2025	2024
Debt for investments in group companies (Note 8.2)	3,150	3,150
Others	35,781	36,789
Other non-current financial liabilities	38,931	39,939
Others	3,080	3,076
Other current financial liabilities	3,080	3,076
Total	42,011	43,015

“Other” includes the liability for the renewal of the right of usufruct of the NH Plaza de Armas hotel (Note 5).

The maturities of other current and non-current financial liabilities are as follows:

Thousands of euros	Nominal value	
	2025	2024
Less than one year	3,080	3,076
Between two and five years	13,220	13,220
More than five years	25,711	26,719
Total	42,011	43,015

12.3. Information on the nature of financial instruments and their level of risk

Group financial risk management is centralized in the Corporate Finance Division in accordance with the policies approved by the Board of Directors. Depending on the Company's financial structure and position and the economic variables in the environment, this Division has the necessary mechanisms in place to control exposure to interest rate and exchange rate fluctuations, as well as credit, liquidity and market price risks, resorting to specific hedging transactions if necessary. The main financial risks and the corresponding policies of the Company are described below:

Credit risk

The Company's main financial assets include cash and cash equivalents (Note 9) and trade and other accounts receivables (Note 8.1). In general, the Company holds its cash and cash equivalents in institutions with a high level of creditworthiness and part of its trade and other receivables are endorsed by guarantees, guarantors and advance payments by tour operators.

The Company does not have a significant concentration of credit risk with third parties, except for balances with the group, due both to the diversification of its financial investments and to the distribution of commercial risk among a large number of customers with short collection periods.

The Company 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.

Interest rate risk

The company's financial assets and liabilities are exposed to fluctuations in interest rates, and this may have an adverse effect on its results and cash flow. On 2 July 2025, a new syndicated financing agreement came into effect following the early settlement of senior secured bonds at a nominal amount of 400,000 thousand euros. This secured bank financing consists of two tranches: (i) a 200,000 thousand euro long-term loan and (ii) a 200,000 thousand euro revolving credit line. Both tranches are pegged to floating rates.

At year-end 2025, 100% of the group's financial debt is exposed to interest rate fluctuations (9% at 2024).

Liquidity risk

Exposure to adverse situations in debt or capital markets could hinder or prevent the Group from meeting the financial needs required for the proper conduct of the Company's business.

The management of this risk focuses on monitoring the maturity schedule of the Company's financial debt in detail, as well as on proactive management and maintaining credit lines that allow any forecast cash needs to be met.

The Company's liquidity position in 2025 is based on the following points:

- The Company had cash and cash equivalents at 31 December 2025 amounting to 1,652 thousand euros (1,118 thousand euros in 2024) (Note 9).

- Available undrawn credit lines at 31 December 2025 of 281,000 thousand euros (313,000 thousand euros in 2024) (Note 12).

The Company also has 6,729 thousand euros in confirming lines, which it uses to manage part of its payments with trade creditors. These lines are distributed among several banks and cover commercial suppliers.

Lastly, the Company makes cash position forecasts on a systematic basis in order to assess their needs. This liquidity policy followed by the Company ensures that payment undertakings are fulfilled without having to request funds under onerous conditions and allows its liquidity position to be monitored on a continuous basis. It should be noted that the Company manages cash as part of the overall management of MHEA Group, of which it is the parent company, and therefore cash forecasts are made taking into account the Company's position in the Group.

Exchange rate risk

The Company is exposed to exchange rate fluctuations that may affect its sales, results, equity and cash flows, arising largely from:

- Investments in foreign countries (mainly in Mexico, Argentina, Colombia, Chile, Ecuador, the United States, Brazil, Switzerland, Hungary and Czechia).
- Transactions carried out by Group companies operating in countries whose currency is not the euro (mainly Mexico, Argentina, Colombia, Chile, Ecuador, Brazil, the United States, Switzerland, Hungary and Czechia).

MHEA seeks to align the composition of its financial debt with cash flows in different currencies.

The most significant balances in foreign currency in 2025, valued at the year-end exchange rate, is broken down as follows:

	<u>Currency</u>	<u>Thousands of euros</u>
Short-term investments in Group companies and associates	ARS	2,479
Short-term investments in Group companies and associates	BRL	200
Short-term investments in Group companies and associates	CLP	1,066
Short-term investments in Group companies and associates	COP	5,819
Short-term investments in Group companies and associates	CZK	19
Short-term investments in Group companies and associates	CHF	3,042
Short-term investments in Group companies and associates	DKK	5
Short-term investments in Group companies and associates	DOP	227
Short-term investments in Group companies and associates	HUF	16
Short-term investments in Group companies and associates	MXN	7,076
Short-term investments in Group companies and associates	PLN	1
Short-term investments in Group companies and associates	RON	–
Short-term investments in Group companies and associates	AED	–
Short-term investments in Group companies and associates	USD	1,050
Short-term investments in Group companies and associates	UYU	229
Short-term investments in Group companies and associates	THB	1,292
Short-term investments in Group companies and associates	SGD	291
Short-term debts with group and associate companies	ARS	(76)
Short-term debts with group and associate companies	BRL	–
Short-term debts with group and associate companies	CLP	(11)
Short-term debts with group and associate companies	COP	(521)
Short-term debts with group and associate companies	DOP	(600)
Short-term debts with group and associate companies	GBP	(53)
Short-term debts with group and associate companies	MXN	(422)
Short-term debts with group and associate companies	THB	(79)
Short-term debts with group and associate companies	SGD	(1,320)
Short-term debts with group and associate companies	USD	(147)
Cash and cash equivalents	USD	203

The most significant balances in foreign currency in 2024, valued at the year-end exchange rate, is broken down as follows:

	<u>Currency</u>	<u>Thousands of euros</u>
Short-term investments in Group companies and associates	ARS	7,646
Short-term investments in Group companies and associates	BRL	176
Short-term investments in Group companies and associates	CLP	2,575
Short-term investments in Group companies and associates	COP	5,302
Short-term investments in Group companies and associates	CZK	87
Short-term investments in Group companies and associates	CHF	2,811
Short-term investments in Group companies and associates	DKK	4
Short-term investments in Group companies and associates	DOP	226
Short-term investments in Group companies and associates	HUF	36
Short-term investments in Group companies and associates	MXN	2,081
Short-term investments in Group companies and associates	PLN	3
Short-term investments in Group companies and associates	RON	3
Short-term investments in Group companies and associates	AED	7
Short-term investments in Group companies and associates	USD	107
Short-term investments in Group companies and associates	UYU	365
Short-term investments in Group companies and associates	THB	1,245
Short-term investments in Group companies and associates	SGD	329
Short-term debts with group and associate companies	ARS	(63)
Short-term debts with group and associate companies	BRL	(5)
Short-term debts with group and associate companies	CLP	(6)
Short-term debts with group and associate companies	COP	(381)
Short-term debts with group and associate companies	DOP	(633)
Short-term debts with group and associate companies	GBP	(54)
Short-term debts with group and associate companies	MXN	(307)
Short-term debts with group and associate companies	THB	(159)
Short-term debts with group and associate companies	SGD	(44,986)
Short-term debts with group and associate companies	USD	(83)
Cash and cash equivalents	USD	25

Market price risk

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

In an inflationary environment, the Company can be impacted in various ways, for example, through increases in supplies of products and services, wage costs, rental costs of leased hotels. This inflation risk can be buffered, among others, by diversifying supplies providers, renegotiating existing contracts that include protection clauses, a business strategy focusing on maximising the average price for the sale of hotel rooms, and identifying 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 supply 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.

13. TAX NOTE

Minor Hotels Europe & Americas, S.A. and the companies with tax residence in Spain in which it has held a direct or indirect interest of at least 75% during the 2025 tax period are taxed under the tax consolidation regime regulated in Chapter VI of Title VII of Law 27/2014 on Corporation Tax ("Corporation Tax Law").

The tax group of Minor Hotels Europe & Americas, S.A. (hereinafter "Tax Group") consists of the following companies in 2025:

Minor Hotels Europe & Americas, S.A.	NH Cash Link, S.L.
Latinoamericana de Gestión Hotelera, S.L.	NH Europa, S.L.
NH Central Reservation Office, S.A.	NH Atardecer Caribeño, S.A.
NH Hoteles España, S.A.	Gestora Hotelera del Siglo XXI, S.A.
NH Hotel Ciutat De Reus, S.A.	Nuevos Espacios Hoteleros, S.A.
Gran Círculo de Madrid, S.A.	Coperama Holding, S.L.
Wilan Ander, S.L.	Coperama Spain, S.L.
Palacio de la Merced, S.A.	Wilan Huel S.L.
Latina Holding Chile, S.L.	NH Marbella Hotel, S.L.

The companies belonging to the Tax Group have signed an agreement to share the tax burden, whereby the Company settles the receivables and payables to the companies of the Tax Group in respect of the taxable income and tax losses contributed by them to the Tax Group.

In previous years, the Tax Group carried out restructuring operations in which it opted for the special scheme for business reorganisation provided in the Corporation Tax Law. The legally established items are included in the annual report of the corresponding year.

Balances with Public Authorities

The detail of "Balances with Public Authorities" is as follows:

Tax receivables

	Thousands of euros	
	2025	2024
Non-current receivables		
Deferred tax assets	54,890	48,014
Total	54,890	48,014
Current receivables		
Value Added Tax	169	680
Current tax assets	13,930	9,720
Total	14,099	10,400

Tax payables

	Thousands of euros	
	2025	2024
Non-current payables		
Deferred tax liabilities	6,132	4,223
Total	6,132	4,223
Current payables		
Retentions	789	801
Social Security	728	659
Others	216	77
Total	1,733	1,537

Reconciliation of the accounting profit to the taxable income

Corporation Tax is calculated on the basis of accounting profit or loss determined by application of the generally accepted accounting principles, and applying the relevant adjustments in accordance with the rules set out in the Corporation Tax Law. Therefore, the accounting profit may not necessarily coincide with the taxable income for Corporation Tax purposes.

The reconciliation of the accounting profit and the Corporation Tax to pay or refund for the year corresponding to the tax group is as follows (in thousands of euros):

	Thousands of euros	
	2025	2024
Accounting profit before tax	100,092	84,732
Adjustments to accounting profit (loss):		
Due to permanent differences	(67,904)	(72,266)
Due to temporary differences	(17,314)	(624)
Individual taxable base	14,874	11,842
Bases provided by the tax consolidated companies	59,343	58,814
Previous tax base of the Tax Group	74,217	70,656
Carryforwards for consolidated negative tax bases of the Tax Group	(18,555)	(17,664)
Tax base of the Tax Group	55,662	52,992
Settled rate (25%)	(13,916)	(13,248)
Activated deductions used in the year	–	92
Non-activated deductions used in the year	–	2,166
Withholdings and payment by instalments	18,195	20,710
Current taxes to be refunded / (to pay)	4,279	9,720
Previous years' taxes to be refunded	9,651	–
Total taxes to be refunded/(paid)	13,930	9,720

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 25% of the positive result for 2025, in accordance with the provisions of the fifteenth additional provision of the Corporation Tax Law as amended by Law 7/2024.

Permanent differences mainly relate to eliminations of provisions in the accounting portfolio and dividends.

The temporary differences relate mainly to the reversal of non-deductible financial expenses from prior periods calculated in accordance with Article 16 of the Corporation Tax Law. In addition, the temporary adjustments include accounting provisions and impairments that are not considered as a tax expense and with the reversal by tenths of 50% of the individual taxable income that was not deductible in 2023, in accordance with the provisions of the 19th additional provision of the Corporation Tax Law.

In relation to outstanding refunds from previous years amounting to 9,651, the Group requested the rectification of the tax self-assessments corresponding to the Spanish tax consolidation group for 2017, 2018, 2021 and 2022, considering certain

measures introduced by Royal Decree-Law 3/2016 of 2 December to be unconstitutional. The Constitutional Court ruling of 18 January 2024 (unconstitutionality issue 2577/2023) declared various corporation tax measures introduced by this Royal Decree-Law as unconstitutional.

During 2025, the Group received the refund corresponding to the instalments and interest on late payments for 2021 and 2022 amounting to 4,596 thousand euros. In relation to 2017 and 2018, in June 2025 the National High Court upheld the appeal filed by the Group, which became final in September and the case file was sent to the Administration for execution. At the date of preparing the accounts, the judgment has not yet been enforced. The Group expects to obtain a refund of 9,651 thousand euros, which has been recognised as an asset at year-end.

Reconciliation of accounting profit and Corporation Tax (expense)/income

The reconciliation of accounting profit and Corporation Tax (expense)/income is as follows:

	2025	2024
Accounting profit before tax	100,092	84,732
Permanent differences	(67,904)	(72,266)
Permanent differences tax credits	–	(8,506)
Temporary differences	(17,314)	(624)
Temporary differences tax credits	(12,085)	(7,365)
Adjusted tax base	2,789	(4,029)
Current tax attributable to the company	(697)	1,007
Deferred tax	(7,350)	(1,989)
Regularisation of tax from previous years	539	(49)
Taxes paid overseas	(907)	(1,305)
Activation/Cancellation of tax credits	10,867	21,871
Total tax (expense)/income recognised in the statement of profit and loss	2,452	19,535

Deferred tax assets

The changes in this account are as follows:

Deferred tax assets	Thousands of euros	
	2025	2024
Opening balance	48,014	29,830
Tax credit offsets	(7,735)	(1,841)
Temporary differences	215	(319)
Activation/Cancellation of tax credits	12,946	21,871
Other movements	1,450	(1,527)
Balance at end of year	54,890	48,014

The detail of the balance of deferred tax assets at year-end is:

	Thousands of euros	
	2025	2024
Tax credits	47,120	40,423
Others	7,770	7,591
Balance at end of year	54,890	48,014

The balance of deferred tax assets corresponds mostly to tax credits for prior year's losses and non-deductible financial expenses, and for miscellaneous provisions.

The increase in deferred tax assets is mainly due to the movement in deferred tax relating to tax credits amounting to 6,697 thousand euros. At 31 December 2025, the Company has tax credit assets of 47,120 thousand euros (40,423 thousand euros

in 2024). At 31 December 2025, the tax credit recovery plan that supports the recognition of these tax credits had been updated. In accordance with the above, based on the results obtained from the tax credit recovery plan, an additional capitalisation of tax credits in the Company amounting to 5,264 thousand euros took place in 2025. These capitalised tax credits are those which it is considered probable that the Company will have sufficient future taxable profits against which they can be utilised, based on estimates of future profits over a reasonable period of time, prepared on the basis of information available at the date of preparation of these annual accounts.

Tax credits generated by the consolidated tax group

At 31 December 2025, the Tax Group has the following tax loss carryforwards available for offset (amount in instalments):

Year	Amount
2012	32,283
2013	3,191
2014	20,031
2015	3,726
2019	3,637
2020	21,801
Total	84,669

Of the previous total, 26,493 thousand euros corresponds to non-activated tax losses.

At 31 December 2025, the Tax Group has uncapitalised tax credits of 52,227 thousand euros (75,729 thousand euros at 31 December 2024) under the following concepts:

	Thousands of euros	
	2025	2024
Finance costs and negative tax bases		
Non-deductible finance costs by the Tax Group	–	–
Negative tax bases generated by the Tax Group	26,493	50,094
Negative tax bases generated by the Spanish entities before inclusion in the Tax Group	25,734	25,635
Total rate	52,227	75,729
Tax Group deductions	–	–
Total non-activated tax credits	52,227	75,729

Deferred tax liabilities

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

Deferred tax liabilities	Thousands of euros	
	2025	2024
Opening balance	4,223	4,394
Deferral on reinvestment	(171)	(171)
Others	2,080	–
Balance at end of year:	6,132	4,223

The increase in deferred tax liabilities is mainly due to the liability recorded as a result of the adjustment for the reversal of the tax portfolio that will have to be made in the future, once the ruling of the National High Court in Spain is enforced and it

is agreed to settle the corporation tax for 2017 and 2018 without the application of the measures introduced by Royal Decree-Law 3/2016 – declared unconstitutional –, which included the mandatory reversal of the tax portfolio.

Years open for review and tax audits

The years open for review for the Tax Group are as follows:

Tax	Pending periods
Corporation	2017, 2018 and 2021 to 2024
VAT	2020 - 2025
IRPF (personal income tax)	2022 to 2025
Non-resident Income Tax	2022 to 2025

With regard to 2017 and 2018 for corporation tax, these periods remain open for inspection, given that the Group requested the rectification of the self-assessments of the tax corresponding to the Spanish tax consolidation group for 2017, 2018, 2021 and 2022, considering certain measures introduced by Royal Decree-Law 3/2016 of 2 December to be unconstitutional. The Constitutional Court ruling of 18 January 2024 (unconstitutionality issue 2577/2023) declared various corporation tax measures introduced by this Royal Decree-Law as unconstitutional.

During 2025, the Group received the refund corresponding to the instalments and interest on late payments for 2021 and 2022 amounting to 4,596 thousand euros. In relation to 2017 and 2018, in June 2025 the National High Court upheld the appeal filed by the Group, which became final in September and the case file was sent to the Administration for execution. At the date of preparing the accounts, the judgment has not yet been enforced. The Group expects to obtain a refund of 9,651 thousand euros, which has been recognised as an asset at year-end.

In relation to the Group's major tax audits and litigation, an audit and investigation procedure was initiated in respect of the Spanish VAT Group during 2025, covering the periods from December 2020 to December 2023.

In relation to the years open to audit by the Tax Agency, contingent liabilities not susceptible to objective quantification may exist but, in the opinion of the Directors, they are not material.

Deductions applicable by the Tax Group

At 31 December 2025, the Tax Group has no outstanding tax incentives of a material amount.

Similarly, the Tax Group availed itself in prior years of the “Deferral for reinvestment of extraordinary profit.” The essential characteristics of this reinvestment are as follows (in thousands of euros):

Year origin	Profit subject to deferral	Amount offset		Year 2025	Amount pending	Last year of deferral
		Prior years	Year			
1999	75,145	58,259	682	16,204	2049	

This income was reinvested in the acquisition of buildings.

Pillar 2 Directive

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 Group is within the scope of the OECD Pillar 2 rules.

The ultimate parent company of the Group is MINT, an entity resident in Thailand, which holds its interest through its wholly owned subsidiary resident in Singapore MHG Continental Holding Pte. Ltd. In 2024, the implementation of Pillar 2 regulations was approved in Thailand and these regulations will be applicable for financial years beginning on or after 1 January 2025.

In Spain, on 21 December 2024, Law 7/2024 of 20 December was published in the Official State Gazette, which established a Supplementary Tax to guarantee an overall minimum level of taxation for multinational groups and large domestic groups, a Tax on the interest and commission margins of certain financial institutions and a Tax on liquids for electronic cigarettes and other tobacco-related products, and amending other tax rules (hereinafter "Law 7/2024"). Law 7/2024 implements Pillar Two

in Spain, establishing, with retroactive effect for years beginning on or after 31 December 2023, a Supplementary Tax, which ensures that large multinational groups are taxed at a minimum effective rate of 15% wherever they operate.

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%.

In this regard, the Group has carried out an analysis of the possible impacts that may arise from the application of this tax in 2025, considering the application of the Transitional Safe Harbours provided for in Transitional Provision four of Law 7/2024 and the full calculation, if applicable.

Based on the information available at the date of preparation of these consolidated annual accounts, the Group believes that it has no material impact related to the Pillar 2 rules on its current tax expense and applies the exception to recognise and disclose information on deferred tax assets and liabilities arising from the implementation of Law 7/2024.

14. TRADE CREDITORS AND OTHER ACCOUNTS PAYABLE

14.1 Trade payables

The breakdown of this heading at 31 December is as follows:

	Thousands of euros	
	2025	2024
Suppliers	31,363	34,848
Advance payments from customers	1,829	1,754
Sundry creditors	7,311	9,976
	40,503	46,578

"Commercial Creditors and Other Accounts Payable" covers the accounts payable derived from commercial activity typical of the Group. This heading includes 6,729 thousand euros (9,646 thousand euros at 31 December 2024) relating to creditors from confirming operations.

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

14.2. Information on average period for payment to suppliers

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 report to the annual accounts relating to the average period for payment to suppliers in commercial transactions.

	2025	2024
	Days	
Average period for payment to suppliers	53	53
Ratio of paid transactions	54	52
Ratio of transactions pending payment	46	89
	Thousands of euros	
Total payments made	156,430	142,885
Total payments pending	6,534	4,989

Suppliers, for the exclusive purpose of giving the information prior to this Resolution, are considered as trade creditors for debts with suppliers of goods or services, included in the items "Suppliers" and "Sundry Creditors" in current liabilities on the attached statement of financial position at 31 December 2025.

During 2025, the monetary volume of the invoices paid within the maximum limit provided for in the bad debt regulations was 108,529 thousand euros (95,876 thousand euros in 2024), representing 69% (69% in 2024) 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 11 thousand invoices (11 thousand invoices in 2024), representing 62% (63% in 2024) 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 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, as 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 in 2025 and 2024.

15. THIRD-PARTY GUARANTEES AND CLAIMS IN PROCESS

At 31 December 2025, the Company had a total of 33,533 thousand euros (31,361 thousand euros in 2024) in economic or financial bank guarantees issued by various banks to guarantee lease agreement obligations and others related to the usual operations of the Group in various countries. Therefore, their execution would be linked to a failure to comply with those contractual obligations.

At 31 December 2025, the Company 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 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 12).

Claims in process

The Company's main contingent assets and liabilities at the date of drafting these annual accounts were as follows:

- In the context of a claim brought by the Company against a management entity, this entity has counterclaimed against a Group company for the payment of management entity fees for 2018, 2019, with the claim having been dismissed in full at the first instance, partially upheld at the second instance and the proceedings are currently at the cassation stage.
- On the occasion of the agreements reached in 2014 for the sale of the shares held by Minor Hotels Europe & Americas, 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 judgment 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 Company's directors consider that the hypothetical loss of the Company incurred as a result of such actions would not have a material effect on its equity.

16. OPERATIONS AND BALANCES BETWEEN GROUP COMPANIES

16.1. Balances with related parties

The detail of balances with related parties during the year is as follows:

Year 2025

Thousands of euros	Parent company	Other Group companies
Non-current investments:	–	105,183
Loans to companies	–	105,183
Current investments:	–	304,864
Loans to companies	–	304,864
Non-current debts	–	(30,246)
Current debts	(50)	(104,268)

Year 2024

Thousands of euros	Parent company	Other Group companies
Non-current investments:	–	303,296
Loans to companies	–	303,296
Current investments:	477	231,521
Loans to companies	477	231,521
Non-current debts	–	(30,341)
Current debts	(43,145)	(69,314)

Non-current investments

“Loans to Companies” includes the following loans granted to the following Group companies:

	Thousands of euros	
	2025	2024
Loans		
NH Cash Link, S.L.	100,468	300,245
Others	4,715	3,051
Total	105,183	303,296

The loans balance in 2025 mainly corresponds to the inter-company financing agreement that matures in 2027. The remuneration of said loan is a variable quarterly interest rate linked to the Euribor plus a spread. As part of the intercompany financing process, short-term balances have been analysed and balances that could not be settled during the year have been transferred to long-term.

During 2024, and within the framework of intra-group financing, a debt reorganisation was carried out, resulting in a centralised net debtor position with NH Cash Link, S.L.

Current investments

“Current investments in group companies and associates” includes the following balances with Group companies:

	Thousands of euros	
	2025	2024
NH Hoteles España, S.A.	233,175	161,979
NH Central Reservation Office S.L	6,235	6,301
NH Italia, SPA	7,169	7,323
NH Hoteles Deutschland GMBH	8,319	8,315
Operadora Nacional Hispana, S.A. de C.V.	19	1,963
NH Hotel Rallye Portugal, Lda	7,896	7,663
Latina de Gestion Hotelera S.A.	2,453	7,644
Other current payables to Group companies	39,598	30,810
Total	304,864	231,998

The balances that comprise the current accounts receivables to Group companies are made up mainly of the balances relating to the financing structure of the Group of which the Company is the Parent. The accounts receivable or accounts payable accrue interest at a floating rate pegged to the 3-month Euribor plus a spread. Minor Hotels Europe & Americas, S.A. thereby centralises the Group's liquidity in a single bank account. As part of the intercompany financing process, short-term balances have been analysed and balances that could not be settled during the year have been transferred to long-term.

Non-current debts

	Thousands of euros	
	2025	2024
NH Atardecer Caribeño, S.A.	24,493	24,588
Other related parties	5,753	5,753
Total	30,246	30,341

Current debts

"Current debts" includes the following loans with Group companies:

	Thousands of euros	
	2025	2024
NH Europa, S.L.	90,609	60,788
MHG Continental Holding (Singapore) PTE.LTD.	–	43,026
Coperama Holding	6,477	4,529
Other current creditor accounts with Group companies	7,182	3,997
Current creditor accounts with the parent company	50	119
Total	104,318	112,459

The balances that comprise the current accounts payable to Group companies are made up mainly of the balances relating to the financing structure of the Group of which the Company is the Parent. The accounts receivable or accounts payable accrue interest at a floating rate pegged to the 3-month Euribor plus a spread. Minor Hotels Europe & Americas, S.A. thereby centralises the Group's liquidity in a single bank account. As part of the intercompany financing process, short-term balances have been analysed and balances that could not be settled during the year have been transferred to long-term.

The balance in 2024 with MHG Continental Holding (Singapore) PTE. LTD. includes the outstanding payment for the acquisition of the shareholding in Minor Continental Holding S.à r.l. II (Luxembourg) amounting to 43,026 thousand euros (note 8.1). This amount, plus accrued interest, has been paid in 2025.

16.2. Transactions with related parties

The transactions with related parties during the year were as follows:

Income

	Thousands of euros	
	2025	2024
Income from leases and subleases	6,301	9,062
Group (Note 17.a)	6,301	9,062
Financial income	88,503	24.378
Group interest received	10,493	24,378
Dividends	78,010	–
Fees	120,954	116,804
Group (Note 17.a)	120,954	116,804

Royalty income is based on the services provided by the Company to its network of subsidiaries and hotels that form part of its portfolio.

During 2025, dividends have been received from NH Rallye Portugal Lda. (21 million euros), Minor Continental Holding S.à r.l. II (21 million euros) and NH Italia, S.p.A. (35 million euros).

Financial income by interest is based on loans granted by the Company to Group companies and whose remuneration consists of a variable periodic interest rate linked to Euribor, plus a spread.

Expenses

	Thousands of euros	
	2025	2024
Interests	4,323	8,216
MHG Continental Holding (Singapore) PTE.LTD.	1,567	–
Group	2,756	8,216

Interest financial expenses are based on loans received by the Company from group companies and whose remuneration consists of a variable periodic interest rate linked to Euribor, plus a spread.

17. INCOME AND EXPENSES

a) Net turnover

The revenue itemised by activity is as follows (in thousands of euros):

	Thousands of euros	
	2025	2024
Hotel activity:		
Accommodation in rooms	34,639	32,188
Leases group companies (Notes 16.2 and 7)	6,301	9,062
Other leasing (Note 7)	319	311
Catering	8,556	8,012
Rooms	1,843	1,632
Others	2,211	1,850
Provision of services:		
Fees (Note 16)	120,954	116,804
Net turnover	174,823	169,859

In both 2024 and 2025, income from the Company's various activities generated in the ordinary course of business, in the measure that it is obtained on a regular and periodic basis and derives from the business cycle of production, marketing or provision of the Company's own services, is recognised as net turnover.

Similarly, net turnover corresponding to the year distributed by geographic market was as follows:

	Thousands of euros	
	2025	2024
National market	174,823	169,859
	174,823	169,859

b) Staff costs

The breakdown of this heading on the statement of profit and loss for the year was as follows:

	Thousands of euros	
	2025	2024
Wages, salaries and similar	37,941	36,019
Social security contributions	9,070	8,500
Severance payments	896	49
	47,907	44,568

The average number of employees at the Company in the year, by professional category, was as follows:

	2025	2024
Group's general management	9	9
Managers and heads of department	111	116
Technical staff	80	136
Sales representatives	5	14
Administrative staff	27	22
Rest of workforce	285	205
Average number of employees	517	502

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 workforce at 31 December, by professional category and sex, was as follows:

	31/12/2025		31/12/2024	
	Males	Females	Males	Females
Group's general management	5	3	7	3
Managers and heads of department	52	59	55	60
Technical staff	39	45	65	77
Sales representatives	–	5	1	14
Administrative staff	12	17	10	14
Rest of workforce	127	163	108	120
Average number of employees	235	292	246	288

At 31 December 2025 and 2024, there were no employees at the company with a disability of 33% or more.

The average age of the workforce was approximately 40.6, and average length of service was 9.8 years (42.2 years and 11.2 years, respectively, in 2024).

c) External services

Shown below is a breakdown of the items included in "External services":

	Thousands of euros	
	2025	2024
Leasing (Note 7)	10,559	13,244
Outsourcing of services	1,645	1,664
Supplies	967	948
Maintenance and cleaning	1,529	1,587
Laundry and related costs	837	806
Costs associated with information technologies	18,067	16,905
Marketing and merchandising	59	101
Other external services	333	267
	33,996	35,522

d) Other current operating expenses

Shown below is a breakdown of the items included in "Other current operating expenses":

	Thousands of euros	
	2025	2024
Commissions	2,154	1,037
Central bookings fee	9,484	5,787
Advisory services	5,360	5,720
Marketing and media	8,641	9,799
Travel expenses	1,785	1,698
Institutional relations	181	234
Others	3,544	4,050
	31,149	28,325

This year, the fees for account auditing and other services provided by the auditor of the Group's consolidated annual accounts and the fees for services invoiced by the entities related to it by control, shared ownership or management, were as follows:

	Thousands of euros	
	2025	2024
Auditing services	778	803
Other verification services	481	542
Tax consulting services	–	–
Services required to be provided by statutory auditors under applicable regulations	–	–
Other services	231	213
Total professional services	1,490	1,558

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

	Thousands of euros	
	2025	2024
Auditing services	1,243	1,163
Other verification services	268	279
Tax consulting services	76	38
Services required to be provided by statutory auditors under applicable regulations	–	5
Other services	2	–
Total	1,589	1,485

During 2025, other auditing firms apart from the auditor of the consolidated annual accounts 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 321 thousand euros (276 thousand euros in 2024). The fees accrued in 2025 by these firms for tax advice services were 508 thousand euros (527 thousand euros in 2024) and for other services 642 thousand euros (673 thousand euros in 2024).

e) Financial expenses

The breakdown of this chapter in the consolidated comprehensive statement of profit and loss is as follows:

	Thousands of euros	
	2025	2024
Interest expenses	15,863	21,354
Other financial expenses	2,491	446
Amortisation of debt arrangement expenses	4,307	2,354
Financial expenses	22,661	24,155

Interest expenses corresponds to debts valued at amortised cost.

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

The Board of Directors of the Parent Company, at 31 December 2025, consisted of 5 members. The current composition of the Board is the result of (i) the appointment of Mr Gonzalo Aguilar agreed at the Company's Ordinary Shareholders' Meeting on 17 June 2025, (ii) the resignation of several members following the delisting of the Company and (iii) the appointment by co-optation of Mr Carlos Ulecia Palacios, agreed at the Board of Directors' Meeting on 12 November 2025.

On 25 September 2025, MHEA completed its IPO process, which involved a transformation of its corporate governance structure. As a consequence of this change, and as it became an unlisted company, the Audit and Control Committee and the Nomination, Remuneration and Corporate Governance Committee were dissolved during the year, and their functions taken over by the Board of Directors.

18.1 Remuneration of the Board of Directors

The amount accrued during the year 2025 by the members of the Parent Company's Board of Directors is as follows: fixed remuneration amounted to 1.118 thousand euros (1,612 thousand euros in 2024), while short-term variable remuneration totalled 588 thousand euros (1,062 thousand euros in 2024), and long-term variable remuneration reached 495 thousand euros (999 thousand euros in 2024). Allowances in the Parent Company amounted to 6 thousand euros (11 thousand euros in 2024), and attendance allowance in the Parent Company totalled 240 thousand euros (230 thousand euros in 2024). Severance payments and other items represented 21 thousand euros (38 thousand euros in 2024), and life insurance premiums amounted to 4 thousand euros (17 thousand euros in 2024); all of the above results in a total of 2,472 thousand euros (3,969 thousand euros in 2024).

18.2 Remuneration of senior management

The remuneration of members of the Management Committee during the 2025 financial, excluding those who simultaneously held office as members of the Board of Directors (whose compensation has been detailed above), is as follows: pecuniary remuneration amounted to 3,255 thousand euros (3,161 thousand euros in 2024), while remuneration in kind totalled 130 thousand euros (127 thousand euros in 2024). Other items totalled 1,695 thousand euros (692 thousand euros in 2024). Overall, total remuneration reached 5,080 thousand euros (3,980 thousand euros in 2024).

18.3 Information on conflicts of interest on the part of Directors

During 2025, Minor International Public Company Limited ("Minor"), the Group's indirect majority shareholder (99.46%) and the Group entered into transactions arising from Related Party Transactions approved in previous years which are disclosed in Note 16 of these notes to the financial statements. 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 Minor Hotels Europe & Americas, 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, during this time this body was in operation, 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.

19. ENVIRONMENTAL INFORMATION

The Board of Directors is the body responsible for overseeing the Company's risk management system. The Management Committee supports the Board in overseeing the effectiveness of internal control, internal audit and risk management systems, including tax risks.

The Management Committee's functions also include managing and controlling risks in accordance with the defined tolerance level, assigning responsibilities for the main risks, regularly monitoring their evolution, identifying mitigating actions and defining the corresponding response plans.

In coordination with the Management Committee, the Executive Risk Committee – composed of members of the Management Committee and Senior Executives – supports the aforementioned oversight tasks as well as the promotion and strengthening of the corporate risk culture.

The Corporate Risk Map is updated annually and approved by the Board of Directors, after review and validation by the Management Committee. This Map was validated by the Management Committee at its meeting on 17 November 2025.

During this annual update, Risk Management reviews and updates the Risk Catalogue. In addition, throughout the year, Risk Owners and Risk Managers may propose the inclusion of a new risk to the Risk Office or request changes to the description of an existing risk. The final catalogue is then validated by the Management Committee and the Executive Risk Committee.

The Risk Catalogue for this year consists of 97 risks, grouped into six categories. Of the total identified, 39 risks are linked to social, environmental and corporate governance issues, representing approximately 40% of the total. It should be noted that most of these risks are concentrated in the "Operational" and "Strategic" risk categories. Once the review has been completed, each of the 97 risks identified is assessed individually. In the current financial year, a total of 40 senior executives from all departments assessed and prioritised the main risks facing the Company.

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 [4. Risk Management of the Consolidated Management Report 2025](#).

Sustainable Business Strategy

Minor Hotels Europe & Americas is firmly committed to the well-being of its guests and to the efficient management of resources in the environments in which it carries out its activity. Aware of the effects that its activity may generate on the environment, the Group focuses its efforts on preventing and anticipating possible environmental contingencies, as well as integrating sustainability into all its processes, with the aim of minimising negative impacts and enhancing positive ones.

The environmental strategy sets out the roadmap to meet the commitments made in the fight against climate change and progress towards decarbonisation, efficient management of resources, and the promotion of responsible and circular consumption, as well as the development of more sustainable products through responsible purchasing practices.

In the social area, the corresponding pillar fosters the professional development of team members and promotes a positive impact in the places and communities where the Company is present. The creation of quality customer experiences is complemented by their integration into sustainability commitments. In this context, the promotion of a responsible culture and a mindset guided towards sustainability, together with the promotion of diversity, ethics and well-being, is a strategic priority.

Sustainability commitments apply to all operations and decision-making processes, and are formalised through the Environment and Climate Change Policy and the Sustainability Policy.

More information on this Model and its performance during 2025 is available in section [5. Consolidated non-financial information statement](#), in the [Strategy](#) section, within the [Consolidated Management Report 2025](#).

20. EVENTS AFTER THE REPORTING PERIOD

As part of the Group's growth strategy, the possibility of including various European assets in the launch of a Real Estate Investment Trust (REIT), as a vehicle to allow greater flexibility to invest in new markets and brand development, is being explored.

Management report for the year ended 31 December 2025

GLOBAL ECONOMIC AND TOURISM CONTEXT

In 2025, the world economy grew 3.3%, the same as in the previous year, and the eurozone grew 1.4% (0.9% in 2024).

The IMF's global growth projections are 3.3% in 2026 and 3.2% in 2027. Investment in technology, monetary and fiscal support, favourable financial conditions and private sector adaptability counterbalance changes in trade policies. Global inflation is expected to decline further. The main risks are a realignment of technology expectations and an escalation of geopolitical tensions. The authorities need to restore fiscal buffers, preserve financial and price stability, reduce uncertainty and implement structural reforms.

Our main markets show the following growth rates in 2025: Spain (+2.9% vs +3.5% in 2024), the Netherlands (+1.7% vs +1.1% in 2024), Germany (+0.2% vs -0.5% in 2024), and Italy (+0.5% vs +0.7% in 2024). In Latin America, growth was 2.4%, the same as in 2024.

According to UNWTO data, in 2025, international tourist arrivals (overnight visitors) increased 4%, with most destinations worldwide showing very positive results. In 2025, 1.52 billion international tourists will be recorded worldwide, almost 60 million more than in 2024. These figures reflect a return to pre-pandemic growth trends, closer to the average increase of 5% per year between 2009 and 2019. This achievement was fuelled by strong demand, the strong performance of major outbound markets and the gradual recovery of Asia-Pacific destinations.

Europe, the world's most visited region, received 793 million international tourists in 2025, an increase of 4% over 2024 and 6% more than in 2019. Western Europe (+5%) and Southern Mediterranean Europe (+3%) performed strongly. Central and Eastern Europe recorded a strong rebound (+6%), although arrivals remained 9% below 2019 figures.

Last year, the Americas region (218 million) experienced growth of 1%, with mixed results between sub-regions. South America (+7%) and Central America (+5%) led the results by sub-region.

The latest UNWTO data also highlights the economic impact of tourism. Data shows strong visitor spending throughout 2025, with preliminary estimates pointing to USD 1.9 trillion in international tourism receipts worldwide, an increase of 5% over 2024.

COMPANY SITUATION

The good performance of our results is explained by the operational and financial transformation of recent years, 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.

The strategic plan prioritises 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.

In 2024, NH Hotel Group adopted the name Minor Hotels Europe & Americas (MHEA), reinforcing its integration with Minor Hotels and unifying a single corporate identity, accelerating the global growth of the hotel group under a single commercial and operational structure. Minor Hotels is a global hotel group with more than 640 hotels, resorts and residences in 59 countries.

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. Being part of a global hotel platform allows:

- Increased 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 MHEA 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.
- Contact the best teams, driving an exchange of talent.

The global corporate brand Minor Hotels, which unifies all our hotel brands, strengthens the positioning in the hotel industry driven by the constant improvement of our digital platforms, a simplified loyalty programme under Minor DISCOVERY and a solid distribution strategy.

Minor Hotels' new parent brand strategy that brings together all of its hotel brands Anantara, Avani, Elewana Collection, NH, NH Collection, nhow, Oaks and Tivoli, has seen the strategic expansion of its brand portfolio announced in 2025 with the addition of four new hotel brands, including the group's first soft brands: The Wolseley Hotels, Minor Reserve Collection, Colbert Collection and iStay Hotels.

These new brands launched in 2025 will support Minor Hotels' sustained growth by facilitating its entry into new markets and offering different propositions in the luxury, premium and select 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.

It is worth noting that at MHEA we continue to be at the forefront of innovation in terms of our digital platform that integrates the systems of all the hotels in the portfolio, allowing us to expand our knowledge of customers, maximise efficiency and innovate on a large scale in all value areas.

In a continuous improvement of the customer experience and to adapt to new traveller trends, a series of initiatives have been launched in recent years, among which the following stand out:

- **minorhotels.com**, enhanced digital experience. The group relaunched minorhotels.com as a website where you can book any of the hotels as well as access destination information. Minor Hotels also launched a new mobile app, consolidating all its brands on a single platform and eliminating brand-specific apps.

Through the Minor Hotels app, travellers can book stays, manage their reservations and obtain information about their destinations. During their stay, guests can also enhance their experience by interacting with the hotel team and requesting services through the app.

- **Minor DISCOVERY**, a simplified loyalty programme for 34 million members. Minor Hotels will continue to recognise its guests through the Global Hotel Alliance (GHA) loyalty programme. Minor Discovery simplifies member access to one of the most transparent and rewarding hotel loyalty programmes. Guests will continue to earn between 4% and 7% cash back in DISCOVERY DOLLARS (D\$1 = US\$1), plus access to member-only rates, local and personalised offers, all conveniently and centrally within the application.

- **Minor PRO**, a renewed proposal for B2B customers. Companies, professionals, event organisers and travel agents will have an exclusive space in the newly created Minor PRO. This programme brings together all products, services and communications aimed at B2B audiences. Minor PRO will offer its professional customers solutions tailored to their needs, consolidating the benefits and tools for the sector in one place.

Regarding quality indicators, the MHEA 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 2025 was 9.0, compared to 9.0 in December 2024. Additionally, in 2025 the average Google Reviews score was 9.1, compared with 9.1 in December 2024. These average scores demonstrate the high levels of quality perceived by MHEA's customers, and the continued commitment to quality.

On the other hand, we have started operating 7 new hotels in 2025, 2 in Oporto, Alagna Valsiesia, Ibiza, Palermo, Copenhagen and Lima, providing 825 rooms. Therefore, at 31 December 2025, there is a total of 342 hotels with 54,823 rooms. In addition, we have signed 7 new hotels in 2025 with 889 rooms. These signings have been under rental, management and franchise formulas, and under the NH, NH Collection, Tivoli, Anantara, The Wolseley and Colbert Collection brands. Signings in locations such as Copenhagen, Ushuaia, Lecce, Malta, Miami, New York and London stand out.

Income in 2025 amounted to 174.8 million euros, an increase of 2.9% (+5 million euros) compared to 2024.

The Profit for the year attributable to the Parent Company's shareholders was 102.5 million euros compared to 104.3 million euros in 2024. This increase is explained by the increase in downstream activity and the consolidation of the recovery during 2025.

In this year, gross indebtedness decreased from 449.2 million euros in December 2024 to 197.5 million euros in December. Regarding the cash position and other liquid assets, at 31 December 2025, this amounts to 1.7 million euros (1.1 million euros at 31 December 2024). Furthermore, this liquidity is complemented by the secured syndicated credit line for 200.0 million euros (fully available at year-end 2025), and some bilateral credit lines at year-end 2025 amounting to 81.0 million euros.

On 2 July 2025, the senior secured bonds with a nominal amount of 400 million euros, maturing in 2026, were redeemed early. This redemption was made with available cash and the drawdown of a long-term bank loan of 200 million euros, which forms part of the new secured bank financing. This new financing additionally includes a revolving credit facility of 200

million euros, which replaces the existing RCF of 242 million euros. Following the debt repayment, Moody's and Fitch credit ratings were withdrawn.

The delisting of all the shares representing the share capital of MHEA from the Spanish stock exchange was approved by the Company's Extraordinary General Shareholders' Meeting held on 20 January 2025, as well as the launch by Minor International of a delisting tender offer at a price of 6.37 euros per share.

The effectiveness of the delisting and the settlement of the tender offer made by Minor International was subject to the authorisation by the National Securities and Markets Commission. On 1 July 2025, Minor International announced its decision to increase the consideration for the offer from 6.37 euros per share to 6.51 euros per share, which was accepted by the CNMV on 23 July 2025.

The acceptance period for the offer was from 24 July 2025 to 15 September 2025 inclusive. The offer was accepted by a total of 15,671,528 shares (86.98% of the shares to which the offer was addressed) and 3.60% of the share capital of Minor Hotels Europe & Americas, S.A., leaving 99.46% of the shares held by MINT.

On 25 September 2025, the shares of Minor Hotels Europe & Americas, S.A. were delisted from the Spanish Stock Exchanges.

ETHICS and COMPLIANCE

Minor Hotels Europe & Americas Group is committed to complying 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 environmental commitment.

Minor Hotels Europe & Americas 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 its relevance, and not just complying with the applicable regulations but also acting ethically and in accordance with the Company's principles and values.

For further information related to ethics, please see the [Consolidated Management Report](#) containing the [Consolidated Non-financial Information Statement and Sustainability Information](#).

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 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 2025, 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 Board of Directors.

In line with the above, MHEA 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 Corporate Risk Management Policy of Minor Hotels Europe & Americas (approved by the Board of Directors in 2015), and 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 Minor Hotels Europe & Americas has effective control, as well as ensure alignment with the Company's strategy.

Risk management model

The risk management system of Minor Hotels Europe & Americas 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 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 Minor Hotels Europe & Americas:

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. In 2025, the Management Committee oversaw and validated the update of the corporate risk map at its meeting on 17 November 2025, which was submitted to the Board of Directors for approval on 12 February 2026.

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 Board.

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 involved in the process and approved by the 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.

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

In addition to this classification, the Company has identified emerging risks and ESG risks, which it particularly monitors. For further information on risk management, please see the [Consolidated Management Report](#).

SUSTAINABLE BUSINESS STRATEGY

Minor Hotels Europe & Americas is firmly committed to the well-being of its guests and to the efficient management of resources in the environments in which it carries out its activity. Aware of the effects that its activity may generate on the environment, the Group focuses its efforts on preventing and anticipating possible environmental contingencies, as well as integrating sustainability into all its processes, with the aim of minimising negative impacts and enhancing positive ones.

The environmental strategy sets out the roadmap to meet the commitments made in the fight against climate change and progress towards decarbonisation, efficient management of resources, and the promotion of responsible and circular consumption, as well as the development of more sustainable products through responsible purchasing practices.

In the social area, the corresponding pillar fosters the professional development of team members and promotes a positive impact in the places and communities where the Company is present. The creation of quality customer experiences is complemented by their integration into sustainability commitments. In this context, the promotion of a responsible culture

and a mindset guided towards sustainability, together with the promotion of diversity, ethics and well-being, is a strategic priority.

Sustainability commitments apply to all operations and decision-making processes, and are formalised through the Environment and Climate Change Policy and the Sustainability Policy.

Aware of the effects that its activity may generate on the environment, the Company works to prevent and anticipate possible environmental contingencies, as well as integrating sustainability into all its processes, with the aim of minimising negative impacts and enhancing positive ones.

Through its environmental strategy, the Company defines the roadmap necessary to comply with the commitments acquired in the fight against climate change and progress towards decarbonisation. It also sets guidelines for efficient management and responsible and circular consumption of resources, as well as for the development of more sustainable products through responsible purchasing practices.

At Minor Hotels Europe & Americas, the fight against climate change is a core strategic value. In this regard, the Company has committed to reduce its absolute Scope 1 and 2 greenhouse gas emissions by 46.2% by 2030, compared to the levels recorded in 2019. It has also set a target of reducing Scope 3 greenhouse gas emissions linked to purchased goods and services, capital goods, fuel and energy activities, waste generated in operations, assets under management and franchises by 27.50 % within the same time horizon.

In the social sphere, the Company encourages the professional development of its team members and promotes a positive impact on the places and communities where it is present, in order to offer its customers the best possible experience and involve them in its sustainability commitments. In this context, the Company articulates its commitments around three main stakeholders: its team members, fostering a responsible culture and promoting inclusion, diversity and well-being; its customers, providing excellent service through sustainable and innovative solutions; and the community, generating a positive social and environmental impact in the environments in which it operates.

The average number of employees at the Company in the year, by professional category, was as follows:

	2025	2024
Group's general management	9	9
Managers and heads of department	111	116
Technical staff	80	136
Sales representatives	5	14
Administrative staff	27	22
Rest of workforce	285	205
Average number of employees	517	502

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. In addition, at 31 December, the distribution by gender and professional category of the staff on the payroll at that date is as follows:

	31/12/2025		31/12/2024	
	Males	Females	Males	Females
Group's general management	5	3	7	3
Managers and heads of department	52	59	55	60
Technical staff	39	45	65	77
Sales representatives	–	5	1	14
Administrative staff	12	17	10	14
Rest of workforce	127	163	108	120
Average number of employees	235	292	246	288

For further information related to ethics, please see the [Consolidated Management Report](#) containing the [Consolidated Non-financial Information Statement and Sustainability Information](#).

SHAREHOLDING STRUCTURE

At year-end 2025, the share capital of Minor Hotels Europe & Americas, S.A. was 871,491,340 euros, comprised of 435,745,670 fully subscribed and paid-up bearer shares with a nominal value of 2 euros each. All these shares enjoy equal political and economic rights.

According to the latest notifications received by the Company and the last communications submitted to the National Securities Market Commission during the year, the shareholding is as follows:

	2025	2024
Minor International Public Company Limited ("MINT")	99.46 %	95.87 %
*MINT is the indirect shareholder through MHG Continental Holding (Singapore) Pte Ltd.		

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

In addition, on 8 May 2023, MINT announced its decision to begin a purchase process in the market for shares in Minor Hotels Europe & Americas 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 MHEA to 417,728,222 representative shares, or 95.87% of the share capital of MHEA.

On 13 February 2025, MINT filed a takeover bid for all the shares representing the share capital of Minor Hotels Europe & Americas, S.A. with the CNMV for delisting from the Spanish Stock Exchanges at a price of 6.37 euros per share. On 1 July 2025, MINT increased the offer to 6.51 euros per share and was accepted by the CNMV on 23 July 2025. The acceptance period for the offer was from 24 July 2025 to 15 September 2025 inclusive. The offer was accepted by a total of 15,671,528 shares (86.98% of the shares to which the offer was addressed) and 3.60% of the share capital of Minor Hotels Europe & Americas, S.A., leaving 99.46% of the shares held by MINT. On 25 September 2025, the shares of Minor Hotels Europe & Americas, S.A. were delisted from the Spanish Stock Exchanges.

The average share price of Minor Hotels Europe & Americas, S.A. in 2025 was 6.32 euros per share (4.97 euros in 2024), with a minimum price in June of 5.90 euros per share (3.96 euros in August 2024) and a maximum price in September of 6.50 euros per share (6.30 euros in December 2024). MHEA's market capitalisation at the time of its delisting in September 2025 amounted to 2,832.35 million.

At 31 December 2025, MHEA holds 97,585 treasury shares, 97,586 treasury shares at 31 December 2024.

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.

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.

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 2024 was 97,586 shares, and the amount allocated to the cash account is 304,524 euros.

Due to MINT - the majority shareholder of the Company - launching a delisting tender offer for all of the shares representing the share capital of MHEA, which was announced on Friday 13 December 2024, the liquidity agreement entered into with Banco Santander, S.A. on 10 April 2019 was temporarily suspended.

Finally, following the delisting of the shares of Minor Hotels Europe & Americas, S.A. from the stock exchange on 25 September 2025, the liquidity contract was definitively cancelled.

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 report to the annual accounts relating to the average period for payment to suppliers in commercial transactions of Spanish companies.

The information in the following table on payments to suppliers of Spanish companies refers to those which by their nature are trade creditors due to debts with suppliers of goods and services. The table includes, therefore, the "Trade creditors and other accounts payable" item in current liabilities of the consolidated statement of financial position.

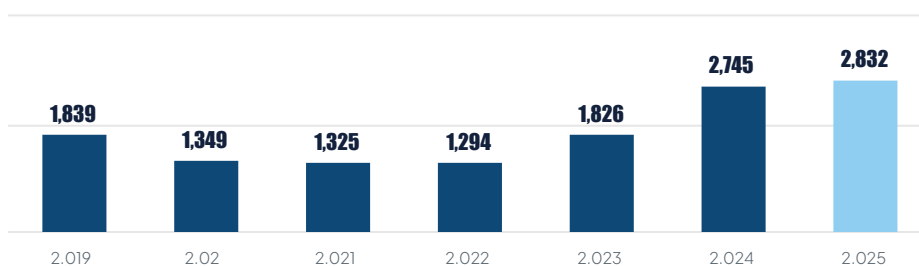
During 2025, the monetary volume of the invoices paid within the maximum limit provided for in the bad debt regulations was 108,529 thousand euros (95,876 thousand euros in 2024), representing 69% (69% in 2024) of the total monetary volume of the invoices. The number of invoices paid within the maximum limit provided for in the bad debt regulations was 11 thousand invoices (11 thousand invoices in 2024), representing 62% (63% in 2024) 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 has been 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.

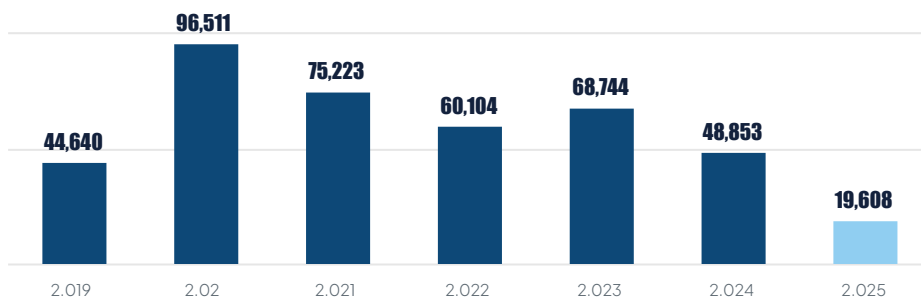
	2025	2024
	Days	
Average period for payment to suppliers	53	53
Ratio of paid transactions	54	52
Ratio of transactions pending payment	46	89
	Thousands of euros	
Total payments made	156,430	142,885
Total payments pending	6,534	4,989

Capitalisation at the end of each financial year (in millions of €)



During 2025, 3,509,884 shares of Minor Hotels Europe & Americas, S.A. were traded on the Continuous Market (12,506,373 shares in 2024), with an average daily trading of 19,608 shares on the Continuous Market (48,853 shares in 2024).

Average daily turnover (in securities)



Shareholder and investor relations

Throughout 2025, MHEA has maintained continuous and permanent contact with the Company's analysts and investors, to attend to their needs regarding the Company's general evolution.

This contact with the market takes the form of individual meetings, attendance at investor conferences organised by various financial institutions and requests for individual calls.

The Company produces consistent and transparent financial information on a regular basis to enable monitoring for analysis and valuation of the Company.

As a listed company until 25 September 2025, MHEA published quarterly results to the market. In the half-yearly and annual publications, an additional market call/conference is held with the market for investors and analysts.

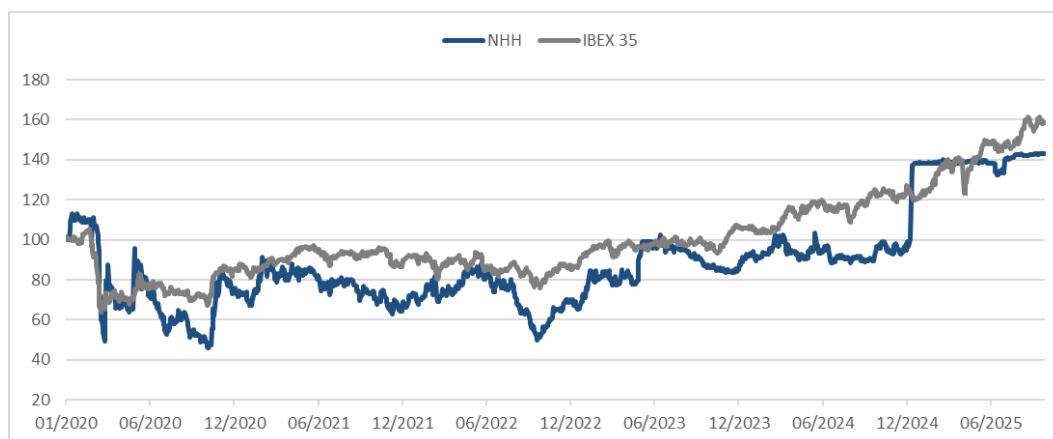
Details are provided in the quarterly earnings releases:

- Key KPIs and performance drivers.
- Evolution by geography.
- Cost developments.
- Detail of cash flow and financial debt position.

In addition, the Investor Relations department maintains permanent contact with the market through calls, trips, investor conferences, among others, to inform the investment community of the Company's evolution. All information of interest to shareholders, including information on corporate governance and other information on General Meetings, is available at all times on the [Minor Hotels Europe & Americas](#) website.

MINOR HOTELS EUROPE & AMERICAS vs IBEX 35

1 JANUARY 2020 - 24 SEPTEMBER 2025



FUTURE OUTLOOK

Global growth is expected to remain stable, with momentum in high-tech sectors expected to lose steam, but to continue to partially offset sluggishness in other sectors. Although tariffs and uncertainty are expected to continue to weigh on the level of activity, the effect on growth is expected to fade during 2026 and 2027.

The forecasts of 3.3% in 2026 and 3.2% in 2027 point to a slight deceleration from the 3.3% estimated to be reached in 2025.

In the eurozone, slightly stronger growth in 2027 is attributable to projected increases in public spending, especially in Germany, and continued strong performance in Spain and Ireland. The moderate growth rate reflects unresolved structural obstacles.

The impact of the planned increase in defence spending is not expected to materialise until subsequent years, in view of commitments to reach target levels gradually by 2035. Compared with other regions, the eurozone has benefited less from the recent technology-driven investment boom. The lingering after-effects of persistently higher energy prices will continue to weigh on manufacturing, with further pressures coming from the real appreciation of the euro against the currencies of countries exporting similar products.

The global headline inflation level is projected to fall from an estimated 4.1% in 2025 to 3.8% in 2026 and 3.4% in 2027. The general trends of weakening demand and lower energy prices remain intact.

According to UNWTO forecasts, international tourism is expected to grow 3-4% in 2026 compared to 2025, provided that Asia-Pacific region continues its recovery, global economic conditions remain favourable and current geopolitical conflicts do not escalate. The uncertainty arising from these conflicts and related tensions poses an increasing risk to tourism in 2026.

The UN Tourism outlook for 2026 reflects a normalisation of growth rates following a strong rebound in international arrivals in 2023 (+34%) and 2024 (+11%) and a 4% increase in 2025.

This positive outlook is confirmed by the latest UN Tourism Confidence Index and the survey of panel members. Some 58% of them expect performance in 2026 to be "better" or "much better" than in 2025, while 31% expect similar performance and 11% worse.

Survey participants identified economic factors, high travel costs and geopolitical risks as the main challenges that international tourism could face in 2026.

While the positive outlook for the global economy and lower oil prices could support tourism performance in 2026, uncertainty stemming from geopolitical risks and ongoing conflicts, trade tensions and extreme weather events could affect traveller confidence.

In 2026, international tourism will be driven by strong consumer demand, increased air connectivity and growth in overseas travel from emerging markets. Major international events, such as the Milan-Cortina 2026 Winter Olympics (Italy) and the 2026 FIFA World Cup (Canada, Mexico and the United States of America), will also contribute to international travel.

Non-financial Information Statement

The 2025 Consolidated Non-financial Information Statement and Sustainability Information, issued by the Board of Directors on 12 February 2026, contains all the non-financial information required by Law 11/2018 of 28 December 2018. This document is part of this Consolidated Management Report and is available on the corporate website of the Minor Hotels Europe & Americas (<https://www.nh-hotels.com/corporate/>), within the section on Annual reports included in financial information in the shareholders and investors section.

EVENTS AFTER THE REPORTING PERIOD

As part of the Group's growth strategy, the possibility of including various European assets in the launch of a Real Estate Investment Trust (REIT), as a vehicle to allow greater flexibility to invest in new markets and brand development, is being explored.

MINOR HOTELS EUROPE & AMERICAS, S.A.

DIRECTORS' DECLARATION OF RESPONSIBILITY FOR THE ANNUAL ACCOUNTS.

The Directors of Minor Hotels Europe & Americas, S.A., declare that to the best of their knowledge, the Annual Accounts and the Management Report prepared at the meeting of the Board of Directors held on 12 February 2026, and prepared in accordance with the applicable accounting principles, offer a true and fair view of the assets, financial situation and results of Minor Hotels Europe & Americas, S.A., and includes a faithful analysis of the required information.

In compliance with the provisions of article 253 of the Consolidated Text of the Spanish Companies Act, the Directors of Minor Hotels Europe & Americas, S.A., proceed to sign the Annual Accounts and Directors' Report of Minor Hotels Europe & Americas, S.A. for the year ended 31 December 2025.

Mr EMMANUEL JUDE DILLIPRAJ RAJAKARIER

Mr GONZALO ETIENNE AGUILAR

Mr STEPHEN ANDREW CHOJNACKI

Mr WILLIAM ELLWOOD HEINECKE

Mr CARLOS ULECIA PALACIOS

DECLARATION OF RESPONSIBILITY

DILIGENCE issued by the Secretary of the Board of Directors, to record that the above Declaration of Responsibility has been signed by all the members of the Board of Directors in accordance with the Annual Accounts and Directors' Report for 2025 of Minor Hotels Europe & Americas, S.A., which was drawn up at the meeting of the Board of Directors held on 12 February 2026, the signature being stamped together with the respective name and surname of the signatory Director.

It is recorded that Mr Gonzalo Aguilar signs on behalf of the Directors Mr Emmanuel Jude Dillipraj Rajakarier, Mr Stephen Andrew Chojnacki and Mr William Ellwood Heinecke, who attended in person by videoconference, expressly authorising Mr Gonzalo Aguilar during the meeting of the Board of Directors to sign such documents as may be necessary in connection with the preparation of the Annual Accounts.

Of all this, I attest.

Madrid, 12 February 2026.

Carlos Ulecia Palacios
Secretary to the Board of Directors