Minor Hotels Europe & Americas, S.A. and subsidiaries

Report on limited review
Condensed consolidated interim financial statements and
Consolidated interim management report for the six-month
period ended June 30, 2024

pwc

Free translation of the limited review report on the condensed consolidated interim financial statements originally issued in Spanish. In the event of discrepancy, the Spanish language version prevails.

Report on limited review of condensed consolidated interim financial statements

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

Introduction

We have performed a limited review of the accompanying condensed consolidated interim financial statements (hereinafter, the interim financial statements) of Minor Hotels Europe & Americas, S.A. (hereinafter, the Parent company) and its subsidiaries (hereinafter, the Group), which comprise the statement of financial position as at 30 June 2024, and the income statement, statement of comprehensive income, statement of changes in equity, cash flow statement and related notes, all condensed and consolidated, for the six-month period then ended. The Parent company's directors are responsible for the preparation of these interim financial statements in accordance with the requirements of International Accounting Standard (IAS) 34, Interim Financial Reporting, as adopted by the European Union, for the preparation of condensed interim financial statements, as provided in Article 12 of Royal Decree 1362/2007. Our responsibility is to express a conclusion on these interim financial statements based on our limited review.

Scope of review

We conducted our limited review in accordance with International Standard on Review Engagements 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A limited review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited review is substantially less in scope than an audit conducted in accordance with legislation governing the audit practice in Spain and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on these interim financial statements.

Conclusion

Based on our limited review, that cannot be considered as an audit, nothing has come to our attention that causes us to believe that the accompanying interim financial statements for the six-month period ended 30 June 2024 have not been prepared, in all material respects, in accordance with the requirements of International Accounting Standard (IAS) 34, Interim Financial Reporting, as adopted by the European Union, as provided in Article 12 of Royal Decree 1362/2007, for the preparation of condensed interim financial statements.

Emphasis of matter

We draw attention to the accompanying note 2 of the condensed consolidated interim financial statements, in which it is mentioned that these interim financial statements do not include all the information required in a complete set of consolidated financial statements prepared in accordance with International Financial Reporting Standards, as adopted by the European Union, and therefore the accompanying interim financial statements should be read together with the consolidated annual accounts of the Group (previously named as NH Hotel Group, S.A. and subsidiaries) for the year ended 31 December 2023. Our conclusion is not modified in respect of this matter.

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Other matters

Consolidated interim management report

The accompanying consolidated interim management report for the six-month period ended 30 June 2024 contains the explanations which the Parent company's directors consider appropriate regarding the principal events of this period and their impact on the interim financial statements presented, of which it does not form part, as well as the information required under the provisions of Article 15 of Royal Decree 1362/2007. We have verified that the accounting information contained in this management report is in agreement with that of the interim financial statements for the six-month period ended 30 June 2024. Our work as auditors is limited to checking the consolidated interim management report in accordance with the scope mentioned in this paragraph and does not include a review of information other than that obtained from Minor Hotels Europe & Americas, S.A. and its subsidiaries' accounting records.

Preparation of this review report

This report has been prepared at the request of the directors in relation to the publication of the half-yearly financial report required by Article 100 of Law 6/2023, of March 17, on Securities Markets and Investment Services.

PricewaterhouseCoopers Auditores, S.L.

Raúl Llorente Adrián

23 July 2024

MINOR HOTELS

EUROPE & AMERICAS

Tivoli Portopiccolo Sistiana Wellness Resort & Spa

MINOR HOTELS EUROPE & AMERICAS, S.A. AND SUBSIDIARIES

Condensed Consolidated Interim Financial Statements and Consolidated Interim Management Report corresponding to the six month period ending 30 June 2024

MINOR HOTEL EUROPE & AMERICAS, S.A. AND SUBSIDIARIES

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AT 30 JUNE 2024 AND 31 DECEMBER 2023

(Thousand of euros)

ASSETS	Note	30/06/2024	31/12/2023
NON CURRENT ASSETS:			
Property, plant and equipment	4	1,637,286	1,589,782
Right-of-use assets	5	1,579,430	1,635,392
Investment property		2,038	2,056
Goodwill	6	85,369	85,697
Other intangible assets	7	132,617	136,046
Deferred tax assets	11	233,289	224,551
Investments accounted for using the equity method		43,456	43,719
Other non-current financial assets	8.1	33,925	34,336
Total non-current assets		**3,747,410**	**3,751,579**
CURRENT ASSETS:			
Inventories		16,259	15,299
Trade and other receivables	8.2	220,742	189,636
Current income tax assets		22,697	20,572
Other current assets		12,346	9,549
Cash and cash equivalents	8.3	228,750	215,991
Assets classified as held for sale		13,185	—
Total Current Assets		**513,979**	**451,047**
TOTAL ASSETS		**4,261,389**	**4,202,626**
EQUITY:			
Share capital	9.1	871,491	871,491
Share premium	9.2	776,452	776,452
Other Reserves	9.3	113,769	109,791
Treasury shares	9.4	(422)	(356)
Retained earnings/(losses)	9.5	(693,682)	(777,918)
Currency translation difference	9.6	(126,779)	(150,652)
Result for the year attributable to the Parent Company		70,903	128,124
Equity attributed to the Parent Company		**1,011,732**	**956,932**
Non-controlling interests	9.7	58,652	52,790
Total Equity		**1,070,384**	**1,009,722**
NON-CURRENT LIABILITIES:			
Debt instruments and other marketable securities	10.1	398,492	397,767
Bank borrowings	10.1	58,066	63,334
Lease liabilities	5	1,685,176	1,698,228
Deferred tax liabilities		185,188	176,313
Non-current provisions	12	41,942	43,890
Other non-current liabilities	10.2	21,635	23,543
Total Non-current liabilities		**2,390,499**	**2,403,075**
CURRENT LIABILITIES:			
Debt instruments and other marketable securities	10.1	6,476	6,507
Bank borrowings	10.1	10,300	15,371
Lease liabilities	5	263,832	260,633
Trade and other payables	10.3	430,076	407,888
Current income tax liabilities	11	17,375	28,263
Current provisions	12	3,527	6,043
Other current liabilities	10.4	68,916	65,124
Liabilities associated with non-current assets classified as held for sale		4	—
Total current liabilities		**800,506**	**789,829**
Total liabilities		**3,191,005**	**3,192,904**
TOTAL EQUITY AND LIABILITIES		**4,261,389**	**4,202,626**

Explanatory notes 1 to 18 are an integral part of the condensed consolidated statement of financial position at 30 June 2024. The condensed consolidated statement of financial position at 31 December 2023 is presented solely for the purposes of comparison.

MINOR HOTELS EUROPE & AMERICAS, S.A. AND SUBSIDIARIES

CONDENSED CONSOLIDATED INCOME STATEMENTS CORRESPONDING TO THE SIX MONTH PERIODS ENDING 30 JUNE 2024 AND 2023

(Thousands of euros)

	Note	30/06/2024	30/06/2023
Revenue	14.1	1,139,950	1,025,506
Other income	14.1	1,708	1,553
Net gains on disposal of non-current assets	14.1	9,254	354
TOTAL INCOME		**1,150,912**	**1,027,413**
Procurements		(45,037)	(43,566)
Staff costs	14.2	(305,510)	(257,855)
Other operating expenses	14.2	(479,414)	(442,198)
Net Profits/(Losses) from asset impairment		—	2
Right-of-use amortisation	5	(94,545)	(92,546)
Property, plant and equipment and other intangible assets amortisation	4 y 7	(56,562)	(52,482)
OPERATING PROFIT/LOSS		**169,844**	**138,768**
Financial income		6,568	5,255
Financial expenses on debt	10	(15,301)	(17,331)
Financial expenses on leases	5	(44,807)	(42,606)
Other financial expenses		(14,106)	(12,316)
Other financial profit/(loss)		—	2,406
Results from exposure to hyperinflation (IAS 29)		1,055	890
Net exchange differences (Income/(Expense))		(3,017)	1,462
FINANCIAL PROFIT/LOSS		**(69,608)**	**(62,240)**
Share of profit/(Loss) from entities accounted for the equity method		826	667
NET PROFIT/(LOSS) BEFORE TAX		**101,062**	**77,195**
Income tax	11	(27,937)	(30,252)
PROFIT/(LOSS) AFTER TAX FROM CONTINUING OPERATIONS		**73,125**	**46,943**
PROFIT (LOSS) FOR THE YEAR		**73,125**	**46,943**
Profit/(Loss) for the year attributable to:			
Parent Company Shareholders		70,903	45,043
Non-controlling interests		2,222	1,900
BASIC PROFIT/(LOSS) PER SHARE IN EUROS	**3**	**0.163**	**0.103**
DILUTED PROFIT/(LOSS) PER SHARE IN EUROS	**3**	**0.163**	**0.103**

Explanatory notes 1 to 18 are an integral part of the condensed consolidated income statements corresponding to the six month period ending 30 June 2024. The condensed consolidated income statement for the six month period ending 30 June 2023 are presented for comparison only.

MINOR HOTELS EUROPE & AMERICAS, S.A. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME CORRESPONDING TO THE SIX MONTH PERIOD ENDING 30 JUNE 2024 AND 2023

(Thousands of euros)

	Note	30/06/2024	30/06/2023
PROFIT (LOSS) FOR THE YEAR		**73,125**	**46,943**
Conversion differences	9.6	30,056	13,003
Total other comprehensive gains (losses) to be registered to profit/(loss) in later periods		**30,056**	**13,003**
Actuarial gains (losses) for pension plans and similar obligations - Net of tax		—	—
Total other comprehensive gains (losses) not to be registered to profit/(loss) in later periods		**—**	**—**
OTHER COMPREHENSIVE PROFIT/(LOSS)		**30,056**	**13,003**
TOTAL COMPREHENSIVE PROFIT/(LOSS)		**103,181**	**59,946**
Comprehensive Profit / (Loss) attributable to:			
Parent Company Shareholders		94,776	56,632
Non-controlling interests	9.7	8,405	3,314

Explanatory notes 1 to 18 are an integral part of the condensed consolidated statement of comprehensive income corresponding to the six month period ending 30 June 2024. The condensed consolidated statement of comprehensive income corresponding for the six month period ending 30 June 2023 is presented for comparison.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY CORRESPONDING TO THE SIX MONTH PERIOD ENDING 30 June 2024 AND 2023

(Thousands of euros)

	Share Capital (Note 9.1)	Share Premium (Note 9.2)	Other Reserves (Note 9.3)	Treasury shares (Note 9.4)	Retained Earnings (Note 9.5)	Conversion Differences (Note 9.6)	Result for the year attributable to the Parent Company	Equity attributed to the Parent Company	Non-controlling interests (Note 9.7)	Total Equity
Balance at 01 January 2023	**871,491**	**776,452**	**107,555**	**(273)**	**(871,986)**	**(135,978)**	**100,308**	**847,569**	**53,157**	**900,726**
Result for the year	—	—	—	—	—	—	45,043	45,043	1,900	46,943
Other comprehensive profit/(loss)	—	—	—	—	—	11,589	—	11,589	1,414	13,003
Other comprehensive profit/(loss)	**—**	**—**	**—**	**—**	**—**	**11,589**	**45,043**	**56,632**	**3,314**	**59,946**
Distribution of profit (loss) 2022	—	—	2,236	—	98,072	—	(100,308)	—	—	—
Remuneration scheme in shares	—	—	—	—	—	—	—	—	(1,607)	(1,607)
Other movements	—	—	—	(114)	(6)	—	—	(120)	(55)	(175)
Balance at 30 June 2023	**871,491**	**776,452**	**109,791**	**(387)**	**(773,920)**	**(124,389)**	**45,043**	**904,081**	**54,809**	**958,890**
Balance at 01 January 2024	**871,491**	**776,452**	**109,791**	**(356)**	**(777,918)**	**(150,652)**	**128,124**	**956,932**	**52,790**	**1,009,722**
Adjustment for changes in accounting criteria (Nota 2.a)	—	—	—	—	(39,731)	—	—	(39,731)	—	(39,731)
Opening balance at 1 January 2024	**871,491**	**776,452**	**109,791**	**(356)**	**(817,649)**	**(150,652)**	**128,124**	**917,201**	**52,790**	**969,991**
Result for the year	—	—	—	—	—	—	70,903	70,903	2,222	73,125
Other comprehensive profit/(loss)	—	—	—	—	—	23,873	—	23,873	6,183	30,056
Other comprehensive profit/(loss)	**—**	**—**	**—**	**—**	**—**	**23,873**	**70,903**	**94,776**	**8,405**	**103,181**
Distribution of profit (loss) 2023	—	—	3,978	—	124,146	—	(128,124)	—	—	—
Distribution of dividends	—	—	—	—	—	—	—	—	(2,503)	(2,503)
Other movements	—	—	—	(66)	(179)	—	—	(245)	(40)	(285)
Balance at 30 June 2024	**871,491**	**776,452**	**113,769**	**(422)**	**(693,682)**	**(126,779)**	**70,903**	**1,011,732**	**58,652**	**1,070,384**

Explanatory notes 1 to 18 are an integral part of the condensed consolidated statement of changes in equity corresponding to the six month period ending 30 June 2024. The condensed consolidated statement of changes in equity for the six month period ending 30 June 2023 is presented for comparison.

MINOR HOTELS EUROPE & AMERICAS, S.A. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW GENERATED IN THE SIX MONTH PERIODS ENDING 30 JUNE 2024 AND 30 JUNE 2023

(Thousands of euros)

	Nota	30/06/2024	30/06/2023
OPERATING ACTIVITIES			
Consolidated profit (loss) before tax and discontinued operations:		**101,062**	**77,195**
Adjustments:			
Property, plant and equipment and other intangible assets amortisation (+)	4 y 7	56,562	52,482
Right-of-use amortisation (+)	5	94,545	92,546
(Net) (Profits)/Losses from asset impairment (+/-)		—	(2)
Net gains on disposal of non-current assets (+/-)		(9,254)	(354)
Share of profit/(Loss) from entities accounted for the equity method (+/-)		(826)	(667)
Financial income (-)		(6,568)	(5,255)
Change in fair value of financial instruments		—	256
Financial expenses on debt, leases and others (+)		74,214	72,253
Results from exposure to hyperinflation (IAS 29)		(1,055)	(890)
Net exchange differences (Income/(Expense))		3,017	(1,462)
Profit (loss) on disposal of financial investments		—	(2,662)
Impairment on financial investments (+/-)		—	—
Other non-monetary items (+/-)		410	502
Adjusted profit (loss)		**312,107**	**283,942**
Net variation in assets / liabilities:			
(Increase)/Decrease in inventories		(965)	(2,044)
(Increase)/Decrease in trade debtors and other accounts receivable		(36,730)	(42,323)
(Increase)/Decrease in other current assets		(9,922)	5,047
Increase/(Decrease) in trade payables		(6,331)	48,679
Increase/(Decrease) in other current liabilities		24,854	5,352
Increase/(Decrease) in provisions for contingencies and expenses		(3,292)	(9,120)
(Increase)/Decrease in non-current assets		299	108
Increase/(Decrease) in non-current liabilities		(1,791)	(1,062)
Income tax paid		(34,217)	(9,413)
Total net cash flow from operating activities		**244,012**	**279,166**
INVESTMENT ACTIVITIES			
Other interests		**5,628**	**4,308**
Investments (-):			
Group companies, joint ventures and associates		1,360	(125)
Tangible and intangible assets and investments in property	4 y 7	(77,258)	(60,608)
		(75,898)	**(60,733)**
Disinvestment (+):			
Tangible and intangible assets and investments in property		8,287	491
Other assets		5,086	2,662
		13,373	**3,153**
Total net cash flow from investment activities		**(56,897)**	**(53,272)**
FINANCING ACTIVITIES			
Dividends paid out (-)		(2,308)	(1,505)
Interest paid on debts (-)		(25,862)	(26,838)
Interest paid by means of payment		(14,026)	(12,316)
Interest paid by financing and other		(11,836)	(14,522)
Payments for transactions with minority shareholders (-)	9.7	(21)	(57)
Payments for transactions with treasury shares (-)	9.4	(52)	13
Payments for bank borrowings (-)	10	(10,241)	(70,809)
Payments for lease liabilities (-)	5	(135,996)	(135,609)
Payments for other financial liabilities (+/-)		(47)	(329)
Total net cash flow from financing activities		**(174,527)**	**(235,134)**
GROSS INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS		**12,588**	**(9,240)**
Effect of exchange rate variations on cash and cash equivalents		**171**	**(97)**
NET INCREASE/DECREASE IN CASH OR CASH EQUIVALENTS		**12,759**	**(9,337)**
Cash and cash equivalents at the start of the financial year		**215,991**	**301,763**
Cash and cash equivalents at end of year		**228,750**	**292,426**

Explanatory notes 1 to 18 are an integral part of the condensed consolidated statement of cash flow generated in the six month period ending 30 June 2024. The condensed consolidated statement of cash flow for the six month period ending 30 June 2023 is presented for comparison.

Explanatory notes on the condensed consolidated interim financial statements corresponding to the six month period ending 30 June 2024

1.- INFORMATION ABOUT THE GROUP

Minor Hotels Europe & Americas, S.A. (hereinafter the "Parent Company") was incorporated as a public limited company in Spain on 23 December 1881. According to its articles of association, the company objects essentially consist of the operation and management of hotel establishments. It has its registered address at Santa Engracia, 120 (Madrid). The company's articles of association and other public information about the Parent Company can be consulted on the "website" at www.nh-hotels.com and at its registered address.

At the General Shareholders' Meeting held in April 2024, the shareholders approved the change of name from NH Hotel Group, S.A. to Minor Hotels Europe & Americas, S.A.. By adopting the name Minor Hotels Europe & Americas, the Group reinforces its integration with Minor Hotels, and fosters a unique and recognisable corporate identity for stakeholders, accelerating the global growth of the hotel group. In addition, this strategic move strengthens the overall commercial and operational structure, benefiting industry professionals, customers and shareholders.

Besides the operations in which it is directly engaged, the Parent Company is the head of a group of subsidiaries engaged in various activities that all together make up the MH E&A Group (hereinafter, the "Group"). Resultantly, the Parent Company is required to prepare consolidated annual accounts for its Group, which include holdings in joint ventures and investments in associates, as well as its own individual annual accounts.

At 30 June 2024, the Group is present in 31 countries with 347 hotels and 55,643 rooms, including a significant presence in Europe.

The Group's consolidated annual accounts for 2023 were approved by the shareholders at the Annual General Shareholders' Meeting of Minor Hotels Europe & Americas held on 19 April 2024.

2.- BASIS OF PRESENTATION FOR THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Pursuant to Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002, all companies governed by the law of a member state of the European Union and whose equity securities are listed in a regulated market of any of the states thereof are required to present consolidated annual accounts corresponding to the financial years beginning 1 January 2005 under the International Financial Reporting Standards (hereinafter, IFRS) previously adopted by the European Union.

The Group's consolidated annual accounts corresponding to financial year 2023 were drafted by the Directors of the Parent Company in accordance with the International Financial Reporting Standards adopted by the European Union, applying the principles of consolidation, accounting policies and assessment criteria described in Note 4 of the report on such consolidated annual accounts, in such a way that they show a true and fair image of the consolidated equity value and of the consolidated financial situation of the Group at 31 December 2023, and of the consolidated results from its operations, of the consolidated changes in equity and of its consolidated treasury flows corresponding to the financial year ending on that date.

These condensed consolidated interim financial statements are presented in accordance with International Accounting Standard (IAS) 34 on Interim Financial Information and were drafted by the Directors of the Parent Company on 23 July 2024.

In accordance with IAS 34, interim financial information is prepared solely for the purpose of updating content in the most recent consolidated annual accounts prepared by the Group, placing an emphasis on new activities, events and circumstances arising in the first half of the year and not duplicating the information published previously in the consolidated annual accounts for financial year 2023. Hence, the condensed consolidated interim financial statements at 30 June 2024 do not include all the information that would be required for full consolidated financial statements prepared according to the International Financial Reporting Standards adopted by the European Union. Therefore, a proper understanding of the information contained in these condensed consolidated interim financial statements requires them to be read alongside the Group's consolidated annual accounts corresponding to financial year 2023.

The consolidated results and determination of consolidated equity are sensitive to accounting principles and policies, assessment criteria and estimates followed by the Directors of the Parent Company when drafting the condensed consolidated interim financial statements. In this regard, the main accounting principles and policies and assessment criteria used correspond to those applied to the consolidated annual accounts for financial year 2023, except for the standards and interpretations that came into force during the first half of 2024 (see Section a).

All the information corresponding to the six-month period ending 30 June 2023 presented in the explanatory notes to the condensed consolidated interim financial statements corresponding to the six month period ending 30 June 2024 is information presented solely and exclusively for the purposes of comparison.

a) Standards and interpretations effective in this period

During the six month period ending 30 June 2024, new accounting standards came into force and were therefore taken into account when preparing the condensed consolidated interim financial statements:

1) New obligatory regulations, amendments and interpretations for the year commencing 1 January 2024:

New standards, amendments and interpretations		Obligatory application in the years beginning on or after:
Approved for use in the European Union		
Amendments and/or interpretations:		
Amendment to IAS 1 Classification of liabilities as current or non-current and classification of non-current liabilities with covenants	Clarifications regarding presentation of liabilities as current or non-current.	1 January 2024
Amendment to IFRS 16 Lease liabilities in a sale with subsequent leasing	This amendment clarifies the subsequent accounting for lease liabilities arising from transactions for sale with subsequent leasing.	1 January 2024
Amendment to IFRS 7 and IAS 7 Financing agreements with suppliers	This amendment introduces breakdown requirements for specific information relating to financing agreements with suppliers and their effects on company liabilities and cash flows, including liquidity risk and the management of associated risks.	1 January 2024

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

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

The application of this amendment affects all sale and leaseback operations entered into after the implementation of IFRS 16 on 1 January 2019. The impact of applying this amendment for the Group has resulted in an increase in rights of use of 31 million euros, in lease liabilities of 84 million euros and in deferred assets of 13 million euros, and a reduction in equity of 40 million euros (Note 5).

2) New regulations, amendments and interpretations that will be obligatory in the years following the year commencing 1 January 2024

Awaiting approval for use in the European Union as of the date of publication of this document1		
New Standards:		
IFRS 18 Presentation and Disclosure in Financial Statements	The aim of this new standard is to set out the presentation and disclosure requirements in financial statements, thereby replacing IAS 1 currently in force.	1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures	The aim of this new standard is to detail the disclosures that a subsidiary may optionally apply in the issuance of its financial statements.	1 January 2027
Modificaciones y/o interpretaciones:		
Amendment to IAS 21 Absence of convertibility	This amendment establishes an approach that specifies when one currency can be exchanged for another, and where not, the determination of the exchange rate to be used.	1 January 2025
Amendment to IFRS 10 and IAS 28 Sale or contribution of assets between an investor and its associates or joint ventures	These amendments clarify the accounting treatment of the sales and contributions of assets between an investor and its associates and joint ventures that will rest on if the non-current assets sold or contributed to an associate or joint venture constitute a "business".	Pending approval
Amendment to IFRS 7 and IFRS 9 Classification and valuation of financial instruments	This amendment clarifies the criteria for classifying certain financial assets, as well as the criteria for the derecognition of financial liabilities settled through electronic payment systems. In addition, it introduces additional breakdown requirements.	1 January 2026

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

b) Comparative information

The information contained in these condensed consolidated interim financial statements corresponding to the first half of financial year 2023 are presented solely and exclusively for the purpose of comparing information on the six month period ending 30 June 2024 for the condensed consolidated income statements, the condensed consolidated global income statements, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flow.

c) Seasonality of group transactions

Given the activities in which the Group companies are engaged, the Group's transactions are slightly cyclical or seasonal. Historically, the months with the greatest hotel sales are those of March to June and of September to November. On the other hand, the seasonality of holiday hotels varies in the months of December to April and July to August, when sales are greater.

d) Accounting correction

No error corrections were made in the condensed consolidated interim financial statements for the six month period ending 30 June 2024.

e) Accounting criteria change

No accounting criteria changes were made in the condensed consolidated interim financial statements for the six month period ending 30 June 2024.

f) Responsibility for the information, estimates made and sources of uncertainty

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

The preparation of these condensed consolidated interim financial statements for the Group has meant the application of relevant accounting estimates and judgements, estimates and hypotheses to be made when applying the accounting policies of the Group and assessing the assets, liabilities and profits and losses. The estimates refer to those indicated in Note 2.7 on the consolidated annual accounts corresponding to financial year 2023.

The corporation tax for the six month period ending 30 June 2024 is calculated by applying the nominal rate in each country to the estimated accounting profit (taxable base).

In spite of the fact that these estimates were carried out using the best information available at 30 June 2024 on events analysed, it is possible that events may take place in the future which compel their amendment (upwards or downwards) in years to come. This will be done in accordance with the provisions of IAS 8, prospectively.

g) Condensed consolidated cash flow statement

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

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

h) Contingent assets and liabilities

Notes 17 and 22 of the report on the consolidated annual accounts of the Group corresponding to the financial year ending 31 December 2023 provides information on the contingent assets and liabilities at that date. Note 13 of these condensed consolidated interim financial statements for the six month period ending 30 June 2024 details the most significant changes to the contingent assets and liabilities in that period.

i) Going concern

As a result of applying the IFRS 16 accounting standard, the Group has recognised a short-term liability corresponding to the current value of the lease payment commitments to be made in the next twelve months which, at 30 June 2024, amounted to 263,832 thousand euros (260,633 thousand euros at 31 December 2023), meaning that, at 30 June 2024, current liabilities exceed current assets by 286,527 thousand euros (338,782 thousand euros at December 2023).

Excluding this effect, which is from a purely accounting (non-financial) approach (Notes 5 and 10), current liabilities would exceed current assets by 22,695 thousand euros, which is not an impediment to the normal development of the business due to the consequent generation of cash, and the Group also has credit lines available amounting to 308,000 thousand euros.

The Directors have drafted these condensed consolidated interim financial statements bearing in mind the going concern principle as they understand that the future perspectives of the Group's business will allow positive results and positive cash flows to be obtained in the next financial years.

j) Significant changes to the composition of the Group and other sales of holdings

There was no significant change in the composition of the Group during the first half of 2024.

3.- PROFIT/(LOSS) PER SHARE

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

In accordance with this:

	30/06/2024	30/06/2023
Net Profit/(Loss) for the year (thousands of shares)	70,903	45,043
Weighted average number of shares in circulation (thousands of shares)	435,655	435,652
Basic and diluted Earnings/(Losses) per share in euros	**0.163**	**0.103**

4.- PROPERTY, PLANT & EQUIPMENT

4.1 Movement in the period

The additions occurring during the six month period ending 30 June 2024 amounted to 76 million euros and mainly correspond to hotel refurbishment and the opening of new hotels. Noteworthy in Southern Europe are: in Spain, the NH Collection Eurobulding (1.3 million euros) and NH Collection Gran Hotel Calderón (1.0 million euros). In Italy, the refurbishment of NH Collection Marina (4.0 million euros), NH Collection Vittorio Veneto (1.7 million euros), NH Catania Centro (1.8 million euros), NH Firenze (1.0 million euros) and NH Collection Roma Centro (1.1 million euros). In Benelux, the refurbishment of the Avani Museum Quarter (6.2 million euros) and the opening fit-out of the NH Collection Helsinki Grand Hansa (3.0 million euros). In Central Europe are, in Germany, the refurbishment of the NH Berlin Kufürstendamm (2.8 million euros). Likewise, in Latin America, the refurbishments of the NH Collection Mexico City Reforma (1.4 million euros) in Mexico and NH Florida (1.2 million euros) in Argentina stand out.

Amortisations amounting to 50.1 million euros have been recorded in the first half of 2024. The remainder of the movement in the period can be explained by the effect of conversion differences, the application of IAS 29 and the transfer of certain assets, such as NH Klösterle Nördlingen, NH Stuttgart Sindelfingen in Germany and NH Sparrenhorst due to disposal in The Netherlands.

In addition, various items relating to two hotels in the Netherlands have been reclassified to assets held for sale for an amount of 13.1 million euros.

4.2 Impairment losses

No impairment losses were recorded during the first six months of 2024.

4.3 Property, plant and equipment procurement commitments

At 30 June 2024, firm investment undertakings amounted to 18.9 million euros, the investments for which will take place between 2024 and 2025.

4.4 Insurance policy

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

5.- LEASES

The breakdown and movements under this heading in the first half of 2024 were as follows:

	Thousands of euros		
	Real estate	Premiums for contracts and other rights	Total
Cost	4,369,061	73,267	4,442,328
Accumulated amortisation and Impairment losses	(2,752,052)	(54,884)	(2,806,936)
Net Book Value at 01 January 2024	**1,617,009**	**18,383**	**1,635,392**
Cost			
Additions	44,521	—	44,521
Transfers	(85,387)	—	(85,387)
Currency translation difference	(6,463)	—	(6,463)
Other changes	36,348	—	36,348
Accumulated amortisation and Impairment losses			
Additions	(93,375)	(1,170)	(94,545)
Transfers	50,156	—	50,156
Currency translation difference	4,732	—	4,732
Other changes	(5,324)	—	(5,324)
Net Book Value at 30 June 2024	**1,562,217**	**17,213**	**1,579,430**
Cost	4,358,080	73,267	4,431,347
Accumulated amortisation and Impairment losses	(2,795,863)	(56,054)	(2,851,917)
Net Book Value at 30 June 2024	**1,562,217**	**17,213**	**1,579,430**

	Balance at 01/01/2024	Expenses for interest	Changes	Rent payments	Exchange rate differences	Balance at 30/06/2024
Lease liabilities	1,958,861	44,807	84,110	(135,996)	(2,774)	1,949,008

The additions were mainly due to the opening of the Anantara Palais Hansen in Austria and NHC Helsinki Grand Hansa in Finland, as well as several lease agreement renewals, the most significant being the NHC Santiago and NHC Victoria hotels in Spain, NH Bologna Villanova in Italy and NH Collection Mérida Paseo 60 in Mexico.

The year saw the closures of NH Noerdlingen Klöesterle and NH Stuttgart Sindelfingen in Germany, NH Geneva in Switzerland and NH Ciudad de la Imagen, NH Ciudad de Valladolid and NH Leganés in Spain.

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

The movement of both right-of-use assets and lease liabilities does not principally imply a cash outflow given that assets are amended according to the changes occurring to the liabilities, either due to changes in the payments structure of the contract or to updates based on benchmark rent rates.

Other changes mainly include the impact of the modification to IFRS 16 related to lease liabilities in a sale of assets with leaseback (Note 2.a).

6.- GOODWILL

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

	Thousands of euros	
	30/06/2024	31/12/2023
NH Hoteles Deustchland, GmbH y NH Hoteles Austria, GmbH	47,657	47,657
Royal Group	23,517	23,517
Boscolo Hotels	10,940	11,249
Others	3,255	3,274
Total	**85,369**	**85,697**

The policies on impairment analysis applied by the Group to its intangible assets and its goodwill in particular are described in Notes 4.2, 4.4 and 10 of the consolidated annual accounts for the financial year ending 31 December 2023.

The change to the goodwill of Boscolo Hotels and Others stems from the exchange rate effect.

7.- OTHER INTANGIBLE ASSETS

The additions in this financial year amounted to 6.1 million euros, virtually all in Spain as a result of the investments made in digitisation and optimisation of operating processes to gain sustainability, mobility and improve customer service.

In addition, amortisations amounting to 6.4 million euros have been recorded. All other changes mainly correspond to conversion differences.

8. FINANCIAL ASSETS

8.1 Composition and breakdown

Below is a breakdown of the financial assets by nature and category for assessment purposes:

	Thousands of euros	
	30/06/2024	
Financial Assets: Nature/ Category	Financial Assets at Fair Value with change in profit/loss	Other Financial Assets at Amortised Cost
Equity instruments	1,341	—
Debt securities	—	31,224
Derivatives	—	—
Other financial assets	—	1,360
Long-term / non-current	**1,341**	**32,584**
Equity instruments	—	—
Debt securities	—	—
Derivatives	—	—
Other financial assets	—	—
Short-term / Current	**—**	**—**
Total	**1,341**	**32,584**

Financial Assets: Nature/ Category	Thousands of euros 31/12/2023 Financial Assets at Fair Value with change in profit/loss	Other Financial Assets at Amortised Cost
Equity instruments	1,340	—
Debt securities	—	31,452
Derivatives	—	—
Other financial assets	—	1,544
Long-term / non-current	**1,340**	**32,996**
Equity instruments	—	—
Debt securities	—	—
Derivatives	—	—
Other financial assets	—	—
Short-term / Current	**—**	**—**
Total	**1,340**	**32,996**

As regards the fair value of financial assets, this does not differ significantly from their book value.

8.2 Trade debtors and other receivables

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

	Thousands of euros 30/06/2024	31/12/2023
Trade receivables for services provided	168,121	132,030
Less: impairment on accounts receivable	(4,866)	(4,621)
Trade receivables	**163,255**	**127,409**
Other non-trade debtors	**16,832**	**26,767**
Tax receivables	**37,639**	**32,226**
Accounts receivable from related entities (Note 15)	**3,016**	**3,234**
Total	**220,742**	**189,636**

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

8.3 Cash and cash equivalents

The breakdown of this heading is as follows:

	Thousands of euros	
	30/06/2024	31/12/2023
Cash and banks	93,669	106,581
Current deposits maturing in under three months	135,081	109,410
Total	**228,750**	**215,991**

These assets are recognised at their fair value.

The Group's liquidity position at 30 June 2024 is based on the following points:

- The Group had cash and cash equivalents amounting to 228,750 thousand euros (broken down above).
- Available undrawn credit facilities of 308,000 thousand euros (Note 10).

There are no restrictions on how cash may be used. There is 5,392 thousand euros reserved in accordance with a firm commitment to the co-owners of Hoteles Royal in Colombia and Ecuador for future investments in the hotels (4,512 thousand euros at December 2023).

9.- EQUITY

9.1 Share capital

The share capital of Minor Hotels Europe & Americas, S.A. at 30 June 2024 comprised 435,745,670 fully subscribed and paid up bearer shares with a nominal value of 2 euros each. All these shares carry identical voting and economic rights and are traded on the Continuous Market of the Spanish Stock Exchanges.

According to the latest notifications received by the Parent Company and the notices given to the National Securities Commission, the most significant shareholdings at 30 June 2024 and 31 December 2023 were as follows:

	30/06/2024	31/12/2023
Minor International Public Company Limited (“MINT”)	95,87%	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 (Singapore) 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 (Singapore) 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.

9.2 Share premium

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

9.3 Other Reserves

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

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

At 30 June 2024 and 31 December 2023, the Parent Company had not allocated the minimum limit provided for in the Revised Text of the Companies Act to this reserve.

9.4 Treasury shares

At 30 June 2024, the Group had 97,862 treasury shares, compared to 87,989 treasury shares at 31 December 2023. The increase in treasury shares over the period can be explained by the following movement:

- On 10 April 2019, the Group signed a liquidity contract to manage its treasury shares with Banco Santander, which entered into force on 11 April 2019. The total number of shares allocated to the securities account associated with the new Liquidity Contract at 30 June 2024 is 97,862 shares, and the current amount allocated to the cash account is 303,298 euros. At 31 December 2023, the number of shares allocated to the liquidity contract was 87,989 shares. The effect recorded in reserves for operations carried out in 2024 was 66 thousand euros negative.

9.5 Retained Earnings/(Losses)

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

The movement under this heading in the first half of 2024 mainly related to an increase of 124 million euros due to the distribution of results in the previous year (98 million euros positive result in 2023).

9.6 Currency translation difference

Conversion differences include the following equity effects: the equity effect caused when converting their respective financial statements to Euros using the exchange rate conversion at the end of the period (460 thousand euros) and the re-expression of the financial statements of group Companies operating in hyperinflationary economies due to inflation in the first half of the year for amount of 23,413 thousand euros positive.

9.7 Non controlling interests

The movements under this heading during the first six months of 2024 and financial year 2023 are summarised below:

	Thousands of euros	
	30/06/2024	31/12/2023
Opening balance	52,790	53,157
Profit (Loss) for the year	8,405	1,673
Dividends paid to non-controlling interests	(2,503)	(1,978)
Other movements	(40)	(62)
Closing balance	**58,652**	**52,790**

The "Dividends paid to non-controlling interests" item recorded in the first half of the financial year 2024 mainly corresponds to dividends distributed by the company NH Marin, S.A. amounting to 1 million euros and NH Las Palmas, S.A. amounting to 556 thousand euros.

10.- FINANCIAL LIABILITIES

10.1.- Debt in respect of bond issues and bank borrowings

The list of bank borrowings and debt instruments and other marketable securities at 30 June 2024 and at 31 December 2023 is as follows:

At 30/06/24				Maturity schedule					
Figures in thousands of euros	Limit	Available	Disposed	Year 1	Year 2	Year 3	Year 4	Year 5	Remainder
Mortgage loans	**13,599**	**—**	**13,599**	**1,241**	**1,125**	**716**	**797**	**876**	**8,844**
Fixed rate	11,469	—	11,469	563	584	658	732	805	8,127
Variable interest	2,130	—	2,130	678	541	58	65	71	717
Subordinated loans	**40,000**	**—**	**40,000**	**—**	**—**	**—**	**—**	**—**	**40,000**
Variable interest	40,000	—	40,000	—	—	—	—	—	40,000
Guaranteed senior notes mat. in 2026	**400,000**	**—**	**400,000**	**—**	**—**	**400,000**	—	—	—
Fixed rate	400,000	—	400,000	—	—	400,000	—	—	—
Unsecured loans	**15,770**	**—**	**15,770**	**8,998**	**5,672**	**1,100**	—	—	—
Fixed rate	3,972	—	3,972	1,888	1,922	162	—	—	—
Variable interest	11,798	—	11,798	7,110	3,750	938	—	—	—
Secured syndicated credit line	**242,000**	**242,000**	—	—	—	**—**	**—**	**—**	**—**
Variable interest	242,000	242,000	—	—	—	—	—	—	—
Credit lines	**66,000**	**66,000**	—	—	—	**—**	**—**	**—**	**—**
Variable interest	66,000	66,000	—	—	—	—	—	—	—
Borrowing at 30/06/2024	**777,369**	**308,000**	**469,369**	**10,239**	**6,797**	**401,816**	**797**	**876**	**48,844**
Arrangement expenses	(4,978)	—	(4,978)	(2,401)	(2,256)	(38)	(30)	(30)	(223)
IFRS 9	31	—	31	26	5	—	—	—	—
Borrowing costs	8,912	—	8,912	8,912	—	—	—	—	—
Adjusted total debt at 30/06/2024	**781,334**	**308,000**	**473,334**	**16,776**	**4,546**	**401,778**	**767**	**846**	**48,621**
Adjusted total debt at 31/12/2023	**786,966**	**303,987**	**482,979**	**21,878**	**6,196**	**403,737**	**807**	**807**	**49,554**

At 30 June 2024, the average cost of the gross drawdown amount of the Group was 4.2% (4.2% in December 2023).The financial expenses related to the debt amount to 15,301 thousand euros (17,331 thousand euros as of June 2023).

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

	Total liabilities	Year 1	Year 2	Year 3	Year 4	Year 5	Remainder
Gross lease payments 30/06/2024	2,763,589	268,682	251,731	233,709	211,393	194,200	1,603,874
Gross lease payments 31/12/2023	2,805,723	265,110	253,422	239,048	213,489	195,681	1,638,973

Group financing is remunerated at a fixed rate for 89% of all consolidated debt, including the secured senior bonds maturing in 2026 that accrue a nominal interest rate of 4%.

Secured senior bonds maturing in 2026

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

The outstanding nominal amount at 30 June 2024 was 400,000 thousand euros.

Secured syndicated credit line

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

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

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

At 30 June 2024, the total amount of 242,000 thousand euros of this financing was available.

Unsecured loans

- In May 2020, the Parent Company signed a bilateral loan for 10,000 thousand euros over 2 years, within the legal framework provided by the Spanish state to mitigate the economic impact of COVID-19 and thus receiving the ICO guarantee. In May 2021, on the basis of Royal Decree Law 34/2020, the Parent Company agreed the extension of the maturity of this loan for a further 3 years, with a new maturity date of May 2025. At 30 June 2024, the outstanding nominal amount of this financing was 3,333 thousand euros.

- In July 2020, the Parent Company signed a bilateral loan for 7,500 thousand euros over 3 years, within the legal framework provided by the Spanish state to mitigate the economic impact of COVID-19 and thus receiving the ICO guarantee. In April 2021, on the basis of Royal Decree Law 34/2020, the Parent Company agreed the extension of the maturity of this loan for a further 3 years, with a new maturity date of July 2026. At 30 June 2024, the outstanding nominal amount of this financing was 3,972 thousand euros.

- In October 2020 the Italian subsidiary NH Italia Spa signed a bilateral loan for 15,000 thousand euros over 6 years, within the legal framework provided by the Italian state to mitigate the economic impact of Covid-19 and, in this way, receiving the State guarantee (SACE). At 30 June 2024, the outstanding nominal amount of this financing was 8,438 thousand euros.

- The remaining unsecured bilateral loans are distributed among the companies in Colombia and, at 30 June 2024, they amounted to 27 thousand euros.

Subordinated loan

One loan amounting to 40,000 thousand euros, fully drawn at 30 June 2024 and with a single maturity and repayment date at the end of its term, in 2037, is included in this item. The interest rate on this loan is the 3-month Euribor plus a spread.

Mortgage loans

At 30 June 2024, this amounted to 13,599 thousand euros, mainly corresponding to a loan in Chile of 12,481 thousand euros.

Bilateral credit lines

At 30 June 2024, the balances under this item include the amount drawn down from credit facilities. The joint limit of the credit facilities at 30 June 2024 amounted to 66,000 thousand euros, (62,000 thousand euros as of December 2023) which is available in full. This increase in the limit is due to the signing on June 6, 2024 of a new line of credit for an amount of 4,000 thousand euros.

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

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

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

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

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

At 30 June 2024, the Parent Company estimates compliance with the financial covenants.

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

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

The net book value of the assets granted as mortgage security against the syndicated credit line (242,000 thousand euros fully available at 30 June 2024) and secured senior bonds amounting to 400,000 thousand euros, maturing in 2026, can be broken down as follows:

	Thousands of euros Net Book value
NH Conference Centre Leeuwenhorst	51,451
NH Conference Centre Koningshof	34,454
Total	**85,905**
Net book value of assets assigned as mortgage collateral	**85,905**
Value of guaranteed debt	**400,000**
Fixed interest	**400,000**
Variable interest	**—**

Limitation on the distribution of Dividends

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

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

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

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

For the syndicated credit line, the distribution of a percentage of the Group's consolidated net profit from the previous year is allowed, provided that there has been no breach of the relevant financing agreement and the net financial debt (through the dividend payment or other type of distribution)/EBITDA ratio is less than 4.0x. The amount that may be distributed depends on the net financial debt/EBITDA ratio (pro forma taking into account the dividend payment or other type of distribution) in accordance with the following breakdown:

- Net Financial Debt/EBITDA ≤ 4.0x: Percentage of consolidated net profit: 75%
- Net Financial Debt/EBITDA ≤ 3.5x: Percentage of consolidated net profit: 100%
- Net Financial Debt/EBITDA ≤ 3.0x: Percentage of consolidated net profit: unlimited

All these metrics are calculated using consolidated data.

10.2 Other non-current liabilities

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

	Thousands of euros	
	30/06/2024	31/12/2023
Capital subsidies	1,263	1,300
Investment acquisition liability	3,150	3,150
Other liabilities	17,222	19,093
Total	**21,635**	**23,543**

"Other liabilities" includes the deferral of various long-term commitments to public authorities for 7,508 thousand euros (9,433 thousand euros in December 2023).

10.3 Trade and other payables

This item in the consolidated statement of financial position is as follows:

	Miles de Euros	
	30/06/2024	31/12/2023
Trade and other payables	275,508	301,441
Advance payments from customers	87,317	55,476
Accounts payable from related entities (Note 15)	4,096	1,913
Tax payables	63,155	49,058
Total	**430,076**	**407,888**

"Trade and other payables" covers the accounts payable derived from commercial activity typical of the Group.

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

10.4 Other current liabilities

The composition of this heading as of 30 June of the consolidated financial position statement is as follows:

	Thousands of euros	
	30/06/2024	31/12/2023
Outstanding remuneration	59,696	55,210
Various creditors	9,132	9,805
Other liabilities	88	109
Total	**68,916**	**65,124**

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

11.- TAX NOTE

The companies that make up the Group have calculated a provision for Corporate Income Tax at 30 June 2024 by applying current regulations in each country where they operate and, specifically with regard to those companies based in Spain, by applying the rules contained in Law 27/2014, of 27 November.

In the first half of the financial year 2024, the net impact from the movement of credits from tax losses is the consumption thereof as reflected in the statement of profit and loss via a spending of 7.2 million euros.

Pillar 2 Directive

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

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

In Spain, on 20 December 2023, a draft bill was published establishing a supplementary tax to guarantee an overall minimum level of taxation for multinational groups and large domestic groups. According to the text of the Draft Bill, the Law will take effect for tax periods beginning on or after 31 December 2023, except for the under-taxed profits rule, which will take effect for tax periods beginning on or after 31 December 2024. On 14 June 2024, the Congress Bulletin published the Draft Law that the Government has sent to the Spanish Parliament, thereby initiating the parliamentary process for the approval of the Law.

With the information available at the date of issuance of this report, the conclusions of the group´s study in relation to the legislation relating to Pillar 2 indicate that it would not be exposed to paying the additional tax.

12.- PROVISIONS

The breakdown of Provisions and the main movements recognised is as follows:

	Thousands of euros	
	30/06/2024	31/12/2023
Non-current provisions:		
Provision for long-term incentives for staff	2,821	4,056
Provision for pensions and similar obligations	25,349	25,150
Other claims	13,772	14,684
	41,942	**43,890**
Current provisions:		
Provision for short-term incentives for staff	3,119	5,164
Other Provisions	408	879
	3,527	**6,043**
Total	**45,469**	**49,933**

Long-Term 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 (current).
- Second cycle 2023-2025, payment of which will occur in 2026 (current).

- 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.

- If the degree to which the EBITDA/Recurring Net Profit targets for the Group are achieved is between 90% and 100%, 100% of the long-term incentive amount will be paid.

- If the degree of achievement of the Group's EBITDA/Recurring Net Profit target is higher than 100% and lower than 120%, the final degree for that year will be made by linear interpolation.

- If the degree to which the EBITDA/Recurring Net Profit targets for the Group are achieved is 120% or higher, a maximum of 120% of the long-term incentive amount will be paid.

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

Other claims

This includes provisions for disputes and risks that the Group considers likely to occur. Among the most significant are the provisions created for claims received in relation to the termination of certain lease agreements where certain amounts are claimed (Note 13).

13.- CLAIMS IN PROCESS

Note 22 of the report on the consolidated annual accounts corresponding to the financial year ending 31 December 2023 describes the guarantees provided to third parties and the main litigation of a fiscal and legal nature affecting the Group at that date. Updates are included below on the information provided in those consolidated annual accounts:

- In the context of a legal proceeding in which the Company requested that the termination of a lease agreement be declared lawful, the defendant has answered requesting, among other things, the payment of the rents unpaid as a consequence of the aforementioned termination, and the proceeding is currently pending judgment.

The aforementioned updates have been recorded in the condensed consolidated income statements at 30 June 2024.

At 30 June 2024, the Directors of the Parent Company considered that the hypothetical loss incurred by the Group as a result of the ongoing litigation will not significantly affect its equity.

14.- INCOME AND EXPENSES

14.1 Income

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

	Thousands of euros	
	30/06/2024	30/06/2023
Hotel occupancy	829,918	750,179
Catering	207,121	182,091
Function rooms and others	68,023	60,816
Rentals and other services	34,888	32,420
Ordinary income	**1,139,950**	**1,025,506**
Operating subsidies	(1,362)	(986)
Other operating income	3,070	2,539
Other income	**1,708**	**1,553**
Net gains on disposal of non-current assets	**9,254**	**354**
Total	**1,150,912**	**1,027,413**

The increase in net turnover arose from the improved activity compared to the previous year.

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

14.2 Operating profit/loss

Staff costs

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

	Thousands of euros	
	30/06/2024	30/06/2023
Wages, salaries and similar	232,158	195,063
Social security contributions	54,435	47,353
Severance payments	984	1,005
Contributions to pension plans and similar	6,799	6,334
Other social expenses	11,134	8,100
Total	**305,510**	**257,855**

The increase in staff costs can be explained by the increased activity in its hotel business and the opening of hotels.

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

	30/06/2024	30/06/2023
Group's general management	9	9
Managers and heads of department	1,577	1,517
Technical staff	1,102	1,013
Sales representatives	950	824
Administrative staff	148	137
Rest of workforce	9,313	8,459
Total	**13,099**	**11,959**

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 increase in the average number of employees is explained by the increase in hotel occupancy due to the good business performance and the opening of new larger hotels.

The breakdown of personnel at 30 June 2024 and in 2023 by sex and professional category is as follows:

	30/06/2024		30/06/2023	
	Males	Females	Males	Females
Group's general management	6	3	7	2
Managers and heads of department	899	715	881	681
Technical staff	549	591	530	553
Sales representatives	326	666	270	627
Administrative staff	59	98	49	94
Rest of workforce	5,080	5,333	4,707	4,918
Total	**6,919**	**7,406**	**6,444**	**6,875**

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

	30/06/2024	30/06/2023
Group's general management	—	—
Managers and heads of department	2	5
Technical staff	13	17
Sales representatives	2	2
Administrative staff	9	5
Rest of workforce	85	87
Total	**111**	**116**

Other operating expenses

The composition of this consolidated income heading is as follows:

	Thousands of euros	
	30/06/2024	30/06/2023
Leases	96,812	93,859
Outsourcing of services	76,150	71,993
Commissions and bonuses for customers	64,945	62,378
Supplies	45,374	48,592
Maintenance and cleaning	32,089	27,572
Laundry and related costs	25,446	23,385
Costs associated with information technologies	23,108	20,191
Marketing and merchandising	21,118	15,320
Taxes, insurance and levies	20,647	19,288
Advisory services	11,707	8,487
Other external services	62,018	51,133
Total	**479,414**	**442,198**

In the first half of 2024, the Group experienced an improvement in the level of activity in its hotel business, which led to an increase in some operational expenses directly related to the level of activity, such as the maintenance and cleaning and laundry service, among others. Also, the increase recorded in income from accommodation explains the increase in associated agency commission expenses and the cost of leases associated with variable rents.

15.- RELATED PARTY TRANSACTIONS

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

Transactions carried out by the Group with its related parties are stated below, distinguishing between major shareholders, members of the Board of Directors and Directors of the Parent Company and other parties that were related during the year even though they are no longer a shareholder at year end. The conditions of the related-party transactions are equivalent to those of transactions carried out under market conditions:

	Thousands of euros		
	30/06/2024		
Income and Expenses	Significant shareholders	Associates or companies of the Group	Total
Expenses:			
Reception of services	2,174	—	2,174
Other expenses	65	—	65
	2,239	**—**	**2,239**
Income:			
Financial income	—	—	—
Management or cooperation agreements	276	1,122	1,398
Other income	942	—	942
	1,218	**1,122**	**2,340**

	Thousands of euros		
	30/06/2023		
Income and Expenses	Significant shareholders	Associates or companies of the Group	Total
Expenses:			
Reception of services	1,558	—	1,558
Other expenses	1,277	—	1,277
	2,835	**—**	**2,835**
Income:			
Financial income	101	—	101
Management or cooperation agreements	386	934	1,320
Other income	1,242	—	1,242
	1,729	**934**	**2,663**

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

Related party balances

	Thousands of euros	
	30/06/2024	31/12/2023
Accounts receivable from significant shareholders	2,720	2,376
Total Assets	296	858
Total Activo	**3,016**	**3,234**

	Thousands of euros	
	30/06/2024	31/12/2023
Accounts payable to significant shareholders	(3,154)	(969)
Accounts payable to associate companies	(942)	(944)
Total	**(4,096)**	**(1,913)**

At 30 June 2024, the Group has a net balance pending payment of 434 thousand euros with the Minor Group (2,720 thousand euros recorded as an account receivable and 3,154 thousand euros as accounts payable). At 31 December 2023, the Group had a net balance pending receipt of 1,407 thousand euros with the Minor Group (2,376 thousand euros recorded as an account receivable and 969 thousand euros as accounts payable).

16.- INFORMATION BY SEGMENTS

Note 25 of the report on the consolidated annual accounts of the Group corresponding to the financial year ending 31 December 2023 lists the criteria used by the Group to define its operational segments. There have been no changes to the segmentation criteria.

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

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

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

Thousands of euros	30/06/2024						
	BUSE		BUNE		BUAM	Central Services	TOTAL
	Italy	Southern Europe and USA	Central Europe	Benelux			
Ordinary income	233,507	349,559	246,629	233,115	76,753	387	1,139,950
Other income	364	529	(1,200)	404	124	1,487	1,708
Net Profits/(Losses) from asset impairment	—	—	—	—	—	—	—
Depreciation	(30,442)	(43,607)	(42,027)	(20,865)	(6,519)	(7,647)	(151,107)
Financial income	—	1,806	261	56	4,423	22	6,568
Financial expenses	(10,364)	(11,599)	(24,384)	(11,331)	(5,198)	(11,338)	(74,214)
Results from exposure to hyperinflation (IAS 29)	—	—	—	—	1,055	—	1,055
Share of profit/(Loss) from entities accounted for the equity method	—	344	—	—	180	302	826
Income tax	(9,823)	(5,468)	184	(8,544)	(4,281)	(5)	(27,937)

Thousands of euros	30/06/2023						
	BUSE		BUNE		BUAM	Central Services	TOTAL
	Italy	Southern Europe and USA	Central Europe	Benelux			
Ordinary income	216,823	298,477	219,511	220,569	70,004	122	1,025,506
Other income	1,455	400	(2,193)	405	166	1,320	1,553
Net Profits/(Losses) from asset impairment	—	2	—	—	—	—	2
Depreciation	(26,423)	(40,873)	(42,522)	(20,555)	(6,075)	(8,580)	(145,028)
Financial income	3	432	163	15	3,144	1,498	5,255
Financial expenses	(9,814)	648	(28,502)	(11,891)	(5,458)	(17,236)	(72,253)
Results from exposure to hyperinflation (IAS 29)	—	—	—	—	890	—	890
Share of profit/(Loss) from entities accounted for the equity method	—	—	—	—	489	178	667
Income tax	(12,353)	(13,137)	645	(5,498)	(2,904)	2,995	(30,252)

	Thousands of euros						
	30/06/2024						
		BUSE		BUNE			
	TOTAL	Italy	Southern Europe and USA	Central Europe	Benelux	BUAM	Central Services
OTHER INFORMATION							
Inclusions of tangible fixed assets and other intangibles	82,137	19,276	18,966	10,063	19,438	8,071	6,323
Depreciation	(151,107)	(30,442)	(43,607)	(42,027)	(20,865)	(6,519)	(7,647)
Profits/(Losses) from asset impairment	—	—	—	—	—	—	—
STATEMENT OF FINANCIAL POSITION							
ASSETS							
Assets by segments	4,217,933	800,907	1,091,038	936,532	840,883	376,027	172,546
Investments accounted for using the equity method	43,456	—	1,272	—	—	5,239	36,945
Total consolidated assets	**4,261,389**	**800,907**	**1,092,310**	**936,532**	**840,883**	**381,266**	**209,491**
LIABILITIES							
Liabilities and equity by segments	4,261,389	800,907	1,092,310	936,532	840,883	381,266	209,491
Total Consolidated Liabilities and Equity	**4,261,389**	**800,907**	**1,092,310**	**936,532**	**840,883**	**381,266**	**209,491**

	Thousands of euros						
	31/12/2023						
		BUSE		BUNE			
	TOTAL	Italy	Southern Europe and USA	Central Europe	Benelux	BUAM	Central Services
OTHER INFORMATION							
Inclusions of tangible fixed assets and other intangibles	253,042	37,439	143,361	18,863	26,001	12,913	14,465
Depreciation	(292,361)	(55,291)	(81,903)	(86,195)	(41,676)	(11,809)	(15,487)
Profits/(Losses) from asset impairment	810	11,005	770	(13,302)	1,845	492	—
STATEMENT OF FINANCIAL POSITION							
ASSETS							
Assets by segments	4,158,907	801,204	1,026,056	958,862	865,342	326,078	181,365
Shares in associated companies	43,719	—	928	—	—	5,672	37,119
Total consolidated assets	**4,202,626**	**801,204**	**1,026,984**	**958,862**	**865,342**	**331,750**	**218,484**
LIABILITIES							
Liabilities and equity by segments	4,202,626	801,204	1,026,984	958,862	865,342	331,750	218,484
Total Consolidated Liabilities and Equity	**4,202,626**	**801,204**	**1,026,984**	**958,862**	**865,342**	**331,750**	**218,484**

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

Note 26 of the report on the consolidated annual accounts of the Group corresponding to the financial year ending 31 December 2023 lists the existing agreements on remuneration and other benefits to the members of the Board of Directors of the Parent Company and to Senior Management.

Below is a summary of the most significant information regarding such remuneration and benefits corresponding to the six month periods ending 30 June 2024 and 2023:

	Thousands of euros	
	30/06/2024	30/06/2023
Fixed remuneration	799	761
Short-term variable remuneration	437	416
Long-term variable remuneration	416	469
Parent Company: allowances	6	—
Parent Company: attendance allowances	115	144
Transactions in shares and other financial instruments	—	—
Others	19	20
Remuneration item	**1,792**	**1,810**
Life insurance premiums	8	6
Other benefits	**8**	**6**
Member of the Board of Directors:	**1,800**	**1,816**
Total remuneration received by executives	1,240	1,227
Others	288	368
Senior Management excluding Members of the Board:	**1,528**	**1,595**

To calculate the amounts indicated in the Senior Management section, the pro-rata remuneration of the seven people who were part of the management committee during the first half of 2024 has been taken into account, including the new Chief Financial Officer appointed on 1 May 2024 and the outgoing Chief Financial Officer whose end date is 5 May 2024. The CEO, Chief Operations Officer and Chief Assets and Development Officer are not included as members of Senior Management due to their status as Executive Directors.

The heading of Senior Management remuneration includes the economic evaluation of the remuneration in kind and the accrual at 100% of the variable remuneration corresponding to the first half of 2024. The heading of Others considers the objective long-term remuneration accrued during the first half of 2024.

At 30 June 2024, there are six members of the Board of Directors, 50% women and 50% men.

The remuneration in kind (vehicles and health insurance) of Members of the Board is included under “Others”.

18.- SUBSEQUENT EVENTS

Since the end of the financial year, no significant events have occurred that have had a material impact on the Group's financial-asset position.

Consolidated interim management report on the six month period ending 30 June 2024

EVOLUTION OF BUSINESS AND GROUP'S SITUATION

Minor Hotels Europe & Americas is an international hotel operator and one of the leading urban hotel companies worldwide in terms of number of rooms. The Group operates 347 hotels and 55,643 rooms in 31 countries, and has a significant presence in Europe.

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

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

Economic activity was surprisingly resilient over the period 2022-2023. As inflation declined from its 2022 peak, activity grew steadily despite signs of stagflation and global recession. Employment and income growth remained steady, owing to positive developments on the demand side – such as government spending and household consumption – and expansion on the supply side, linked in particular to an increased activity rate. Economic resilience, despite substantial central bank interest rate hikes in the interest of price stability, is also due to the ability of households in major advanced economies to draw on the substantial savings accumulated during the pandemic.

As inflation converges to target levels and central banks shift towards easing monetary policy, fiscal tightening aimed at curbing high levels of sovereign debt, higher taxes and lower public spending, growth is expected to moderate.

To this effect, the world economy grew by +3.2% in 2023, compared to +3.5% growth in the previous year.[1]

The growth rates in 2023 of the four countries that bring the greatest proportion of the Group's sales and profits were: Spain (+2.5% in 2023 vs +5.8% in 2022), the Netherlands (+0.1% in 2023 vs +4.3% in 2022), Germany (-0.3% in 2023 vs +1.8% in 2022), and Italy (+0.9% in 2023 vs +3.7% in 2022). Meanwhile, growth in Latin America was +2.3% in 2023 vs +4.1% in 2022.

Global headline inflation is projected to fall from 6.8% in 2023 to 5.9% in 2024 and 4.5% in 2025, with advanced economies reaching their targets ahead of emerging and developing economies. These levels remain well above the target level and still higher than those observed before the pandemic (2017-19) of around 3.5%.

Therefore, the estimate is for +3.2% growth in world economic activity in 2024 (+3.2% in 2023 vs. +3.5% in 2022). More specifically, in the Eurozone, +0.8% growth is estimated in 2024 (+0.4% in 2023 vs. +3.3% in 2022).

The latest UNWTO World Tourism Barometer indicates that international arrivals reached 97% of 2019 levels in the first quarter of 2024, reflecting an almost complete recovery from pre-pandemic figures. An estimated 285 million tourists travelled internationally in the first three months of 2024, around 20% more than in the same period in 2023. These results were driven by continued strong demand, the opening of Asian markets, and improved air connectivity and ease of obtaining visas.

Europe surpassed pre-pandemic levels for the first time in a quarter (+1% compared to the first quarter of 2019), while the Americas almost reached pre-pandemic levels (99%).

Total international tourism export earnings reached USD 1.7 trillion in 2023, about 96% of pre-pandemic levels in real terms (i.e. excluding inflation). Direct tourism GDP recovered to pre-pandemic levels by 2023, reaching an estimated USD 3.3 trillion, equivalent to 3% of global GDP.

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

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

The excellent performance of the group in the years prior to the pandemic is the result of a complete transformation, particularly brand segmentation, portfolio optimisation, significant investment in repositioning and systems, the focus on efficiency and cost control, and the reduction of financial indebtedness.

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

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

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

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

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

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

The increase in the costs of supplies and operational costs, amongst which staff costs, energy costs and all costs linked to the CPI stand out, is playing an important role in the profitability of hotel businesses which is partly offset by the strategy to maximise prices.

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

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

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

During 2022, the NH Rewards loyalty programme became known as NH Discovery and migrated to the Global Hotel Alliance programme that Minor International is a part of. This enables us to take part in, and benefit from, a loyalty programme with more than 20 million members and more than 800 multi-brand hotels in more than 100 countries. The NH hotels and members are complementary to GHA's, which entails a huge advantage when it comes to gaining visibility on the main source markets and the various business segments.

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

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

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

It should be noted that at the General Shareholders' Meeting held in April 2024, the shareholders approved the change of name from NH Hotel Group, S.A to Minor Hotels Europe & Americas, S.A.. By adopting the name Minor Hotels Europe & Americas, the Group reinforces its integration with Minor Hotels, and fosters a unique and recognisable corporate identity for stakeholders, accelerating the global growth of the hotel group. In addition, this strategic move strengthens the overall commercial and operational structure, benefiting industry professionals, customers and shareholders.

In its use of quality indicators, Minor Hotels Europe & Americas focuses on measuring quality using new sources of information and surveys with a significant increase in the volume of reviews and number of assessments received. The average score on TripAdvisor in the first six months of 2024 was 8.7, compared with 8.5 in December 2023. Additionally, the average Google Reviews score was 9.0, compared with 8.9 in December 2023. These average scores demonstrate the high levels of quality of Minor Hotels Europe & Americas perceived by customers, and the continued commitment to quality.

On the other hand, the Group began operating five new hotels in 2024 in Paris, Vienna and Helsinki, adding 765 more rooms. The Group, therefore, reached a total of 347 hotels with 55,643 rooms at 30 June 2024. In addition, one hotel in Benidorm with a total of 200 rooms was added in the first six months of 2024.

Revenues in the first half of 2024 totalled 1,140.0 million euros (+1,025.5 million euros at 30 June 2023), an increase of 11% compared to the first half of 2023. The Profit for the year attributable to the Parent Company Shareholders was 70.9 million euros, compared to 45.0 million euros in the first half of 2023.

Gross borrowing this year decreased from 483.0 million euros in December 2023 to 473.3 million euros in June 2024. At 30 June 2024, cash and cash equivalents amounted to 228.8 million euros (216.0 million euros at 31 December 2023). Furthermore, this liquidity is complemented by the syndicated credit facility for 242 million euros (fully available at June 2024 and at year-end 2023) and some available credit facilities at June 2024 for 66.0 million euros (62 million euros available at December 2023).

As a result of the business' strong recovery since the first part of financial year 2022, and the improvement to the financial position, the credit rating of Minor Hotels Europe & Americas has been favourably revised by the rating agencies. On 20 December 2023, Moody's improved the credit rating from "B2" to "B1", improving the outlook from stable to positive. Additionally, on 18 April 2024, Fitch upgraded the rating of Minor Hotels Europe & Americas from "B" to "BB-" with a stable outlook. Notably, both agencies reflected the strong operational performance in recent years in their updates, as well as the strong and rapid deleveraging reported and the improvement in profitability.

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

ETHICS

Compliance System

Since 2014, Minor Hotels Europe & Americas has deployed a Compliance unit whose scope includes the following key areas, amongst others:

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

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.

Code of conduct

The impetus given to compliance by Minor Hotels Europe & Americas is based on the principles and values in its Code of Conduct, which is translated into ten languages and published on the intranet (some of which are also published on the corporate website) and applied in all the countries where Minor Hotels Europe & Americas operates. Additionally, since 2017, employees of Minor Hotels Europe & Americas can use the "My NH" app to access the Code of Conduct from their mobile devices. The staff at centres operating under Minor Hotels Europe & Americas brands also have a handbook and an FAQs document.

The aim of the Code of Conduct is to determine the principles, values and rules governing the behaviour and actions of every one of the Group's professionals and directors, as well as the members of the management bodies of the companies that form part of it and the interest groups that interact with Minor Hotels Europe & Americas, such as customers, suppliers, competitors and shareholders, as well as the communities where the Company runs its hotels.

In line with its ethical commitment and the best practices of corporate governance, Minor Hotels Europe & Americas has carried out communication, awareness and training campaigns on Compliance since 2015. The Group's Board of Directors is responsible for approving the Code of Conduct.

The Code of Conduct summarises the professional behaviour expected of employees, senior management and Board Members of Minor Hotels Europe & Americas and its group of companies, who commit to acting with integrity, honesty, respect and professionalism in the performance of their work.

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

The Code of Conduct is periodically reviewed by the Compliance Office in order to adapt and update its content in the event this is necessary. In 2022, the Company's Board of Directors approved an update to the Code of Conduct to adapt the Code to the recent legislative developments, observe the new legal requirements and follow the standards and best practices, with whistleblower anonymisation options being a highlight. The head of Internal Audit manages the confidential and anonymous Reporting Channel. The procedure for managing complaints received via the reporting channel is specified in detail in the Code of Conduct and published on the corporate website. This procedure guarantees confidentiality and respect in every phase, and protects against retaliation.

In the first half of 2024 there were 24 reports of alleged breaches of the Code of Conduct received, all of which were investigated, with appropriate disciplinary measures being taken in the 141 cases received.

Compliance Committee

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

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

The Company has decided to roll out its crime prevention model to other countries, having consequently set up local Compliance Committees in the most representative business units. Furthermore, Minor Hotels Europe & Americas began to implement its own compliance programme in Portugal. In addition, during the first half of 2024, Minor Hotels Europe & Americas completed an update of the Company's crime prevention manual to make it more aligned with standard and market practices.

During the first half of 2024, a meeting of the Compliance Committee was held in March.

Compliance Office

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

Anti-Corruption and Fraud Policy

Minor Hotels Europe & Americas has an anti-corruption and fraud policy, which was initially approved by the Board of Directors in January 2018 and amended in May 2019. The general principles of the Anti-Corruption and Fraud Policy are:

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

Anti-money laundering policy

The Company's Code of Conduct reflects a commitment to respect the applicable regulations on anti-money laundering policy, with special attention to diligence and care in the processes of evaluating and selecting suppliers, and in payments and collections in cash. To this effect, the Compliance Committee meeting of 19 December 2018 approved a policy that reinforces the commitment of Minor Hotels Europe & Americas to anti-money laundering and combating the financing of terrorism, with the aim of detecting and preventing Minor Hotels Europe & Americas, S.A. and its Group companies from being used in money laundering or terrorist financing operations. The Policy was approved by the Board on 13 May 2019 and was updated during 2022 in order to adjust the new thresholds for payments in cash and include a business identification form.

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

RISK MANAGEMENT

Risk management governance

The Company's Board of Directors is responsible for overseeing the risk management system, in line with the provisions of Article 5 of the Regulation of the Board of Directors. As regulated by Section 3 of article 25 b) of the Regulation of the Company's Board of Directors, the Audit and Control Committee supports the Board of Directors in supervising the effectiveness of the internal control, internal audit and the risk management systems, including tax risks. In that regard, during 2024, a control and monitoring process of the Company's main risks has been carried out.

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

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

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

In line with the above, Minor Hotels Europe & Americas 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 Company's Risk Map is updated annually and approved by the Board of Directors once reviewed and validated by the Audit and Control Committee. In 2023, the Company updated its risk catalogue (78 risks) and its Risk Map, which was approved by the Board of Directors at their meeting on 18 December 2023. The next update of the Risk Map will take place in the fourth quarter of 2024 as every year.

Each of the main risks on the Company's Risk Map is assigned a Risk Owner who, in turn, is a member of the Management Committee. Each risk owner is responsible for mitigation measures, either existing or in progress, for their risks and the implementation status of action plans. The Risk Owners periodically submit the status of the main risks they are responsible for and the mitigating controls and actions plans for the future to the Audit and Control Committee (for example, "Labour Legislation/Collective Agreements" risk was submitted on 13 May 2024).

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

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

a Financial Risks: events that affect financial variables (interest rates, exchange rates, inflation, liquidity, debt, credit, etc.).

b Compliance Risks: arising from possible regulatory changes as well as non-compliance with internal and external regulations.

c Business Risks: generated by inadequate management of procedures and resources, whether human, material or technological.

d Risks from External Factors: arising from natural disasters, pandemics, political instability or terrorist attacks.

e Systems Risks: events that could affect the integrity, availability or reliability of operational and financial information (including cyber).

f Strategic Risks: produced by difficulty accessing markets and difficulties in asset disinvestment.

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

SUSTAINABLE BUSINESS STRATEGY

To focus the business model on a hotel model that is committed to sustainable development, Minor Hotels Europe & Americas is using its Sustainable Business Strategy to create value for the various stakeholders wherever it does business.

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

The fight against climate change is a fundamental strategic value for the Company, and to make progress on defining its climate strategy an analysis has been conducted to determine where the Company stands regarding the recommendations from the TCFD (Task Force on Climate-related Financial Disclosures). Furthermore, regarding the ambition to operate in a decarbonised world, Minor Hotels Europe & Americas has redefined its carbon emissions reduction target throughout its value chain to bring it into line with the global ambitions to keep temperature rises below 1.5ºC. To this end, Minor Hotels Europe & Americas has set itself the goal of achieving zero net emissions across the entire value chain by 2050. Under this objective, the company has created a working group in which all areas with a key role in the decarbonisation of the company participate through the implementation of the "SBT Plan".

Against this backdrop, the Company, through its UP FOR PLANET and UP FOR PEOPLE pillars of the Sustainable Business Strategy, has an impact and influence capacity on a total of 11 Sustainable Development Goals, focusing the strategy on two of them: SDG 11 on sustainable cities and communities; and SDG 8 on decent work and economic growth.

UP FOR PLANET

"We minimise environmental impact, from the design, construction, operations and refurbishment of our hotels. Focussing on reducing, reusing and recycling natural resources, such as water and energy, greenhouse gases, waste and replacing existing materials with alternatives that are more environmentally friendly, sustainable and innovative".

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

- **SUSTAINABLE PRODUCTS AND ASSETS**

  At Minor Hotels Europe & Americas, the fight against climate change is a fundamental strategic value, which is why the Company remains committed to reducing its carbon emissions throughout its value chain up to 2030. This target marks the roadmap of Minor Hotels Europe & Americas towards significant reduction of its activity's carbon footprint in the next few years, with the commitment to achieving status as a decarbonised company in 2050. As a milestone in the first half of the year, the company has updated its 2030 emissions reduction target and added a new 2050 target, both validated by SBTi and aligned with the Paris Agreement.

  This is why Minor Hotels Europe & Americas operates with the ISO 14001 environmental management system and the ISO 50001 energy efficiency system, certified for accommodation, catering, meetings and events services. In addition, as a milestone of financial year 2023, Minor Hotels Europe & Americas has individual certification for 53% of the hotels in its portfolio, with all the Company's hotels having gained the Booking environmental award, 307 the HRS Greenstay and 62 the GHS Green Collection. Also worthy of note, during the first six months of 2024, the hotels of the consolidated perimeter have gained Bioscore classification, which is an independent assessment of a hotel for its level of sustainability via a classification based on ESG (environmental, social and corporate governance criteria), aligning the more relevant parameters of the internationally recognised eco-labelling principles to offer a global, standardised view of the efforts made by the hotels with regard to sustainability. New for 2024, this certification will be recognised as equivalent to the Industry Criteria by the Global Sustainable Tourism Council (GSTC®).

- **PROCESOS Y ESTÁNDARES OPERATIVOS**

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

  Also notably, during FY23 the ratio of energy consumption per occupancy and the ratio of water withdrawal intensity per occupancy decreased 9.6% and 3.6% respectively compared to the previous year.

- **SUSTAINABLE PURCHASING**

  With this pillar, Minor Hotels Europe & Americas strengthens its sustainable value chain, prioritising key alliances, increasing consumption from local suppliers and responsible organisations. The relationship of Minor Hotels Europe & Americas with its suppliers is based on communication and transparency to promote the development of innovative, sustainable solutions.

  During 2023, a total of 151 suppliers worldwide adhered to the Code of Conduct of Minor Hotels Europe & Americas and Coperama. Therefore, in 2023, the number of active suppliers who have signed up to the code reached a total of 1,835.

UP FOR PEOPLE

"With initiatives and projects promoting our team members' professional development, while at the same time creating a positive impact on the communities we are present in, to offer our customers the best experience, involving them in our commitments to sustainability".

Commitments from three stakeholders are managed under this pillar: *team members*, customers and communities.

- **TEAM MEMBERS**

The Company considers its team members to be its main asset, and understands that to build a leading corporate culture it is essential to manage attracting and developing talent and sustain this talent's motivation and pride in belonging to Minor Hotels Europe & Americas.

Key projects are being worked on at present in line with the strategic plan for the People pillar, laying the foundations to launch strategic initiatives that are grouped into three main pillars:

- Organisational commitment
- Talent attraction and management.
- Value proposition.

Notably, the Company conducted the 2023 Engagement Pulse in 2023. This is a short biennial pulse to measure the impact of actions taken following the results of the 2022 climate survey, as well as talent calibrations, recognition, training and internal development programmes, among others. With all this, Minor Hotels Europe & Americas has continued to look after its teams and has given them tools to manage the uncertainty of past years, focusing on identifying, developing and retaining talent.

At year-end 2023, the number of FTEs at the Parent Company and consolidated companies was 12,436, located in 24 countries, where 51% are women and 49% are men.

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

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

- **CUSTOMERS**

In its commitment to sustainability, Minor Hotels Europe & Americas seeks to integrate customers and make them participants in its sustainable initiatives, whether by creating opportunities for social contribution or by promoting responsible environmental behaviour.

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

– FASTPASS, incorporating new technologies that enable services like biometrics and facial recognition.

– Tablets in reception, offering the best services to customers, enabling check-in and check-out using a tablet connected to a PMS.

– Chromecast: enables the customer to send content from their mobile, tablet or PC to the room's television.

– Mobile Guest Service: digitises information services and functions of the stay at the hotel.

– Sustainable product: alternative sustainable ideas for all the elements defined in our hotels' standards.

- **COMMUNITIES**

Minor Hotels Europe & Americas seeks to create a positive social and environmental impact in the communities where we have a presence, via responsible alliances.

- Hotels with a Heart: free-of-charge accommodation programme for needy families with sick children.
- Together with Love: the Company's corporate volunteering worldwide.
- Youth employability, for young people at risk of exclusion.

In 2023, thanks to these projects, Minor Hotels Europe & Americas has contributed to more than 19,675 beneficiaries.

These actions and commitments allow Minor Hotels Europe & Americas to position itself as a sustainable Company that respects the surroundings in which it operates, in terms of both social and environmental matters, thereby increasing the value of its brands.

Sustainable Business Governance

The Board of Directors of Minor Hotels Europe & Americas is responsible for overseeing the Sustainable Business Strategy, defined as one of the pillars upholding the Company's strategy.

Furthermore, the Company has a Sustainability Executive Committee that supports the Board of Directors in its duty to supervise the Sustainable Business strategy. This Committee is co-chaired by the Chief Assets & Development Officer and the Chief People & Sustainable Business Officer, and it is made up of members of the Company from different key areas with a direct impact on the NH Hotel Group strategy execution.

Sustainability recognitions

For the third time, Minor Hotels Europe & Americas has been included in the "Sustainability Yearbook 2023" published by S&P Global. For the fifth time, the Company voluntarily took part in the Corporate Sustainability Assessment (CAS) carried out by the sustainable investment agency S&P Global. The Company's sustainability commitments have led to its inclusion in the Sustainability Yearbook 2024 published by S&P Global.

As a demonstration of its commitment to gender equality, Minor Hotels Europe & Americas was included in the Bloomberg Gender Equality Index 2023 for the fifth year running, being the only Spanish hotelier in the 484 companies listed in the index. This reference index measures gender equality using five pillars: leadership and talent development, equality and parity of remuneration, inclusive culture, policies against sexual harassment and the brand image.

Minor Hotels Europe & Americas has also reported its commitment to and strategy against climate change to CDP Climate Change since 2010 and received a B in its annual ranking and B- in terms of water security. With this rating, Minor Hotels Europe & Americas once again recognises its vision of positioning sustainability as a strategic pillar of the Company, which has acted as a lever with cross-cutting value for the Group for over a decade. In addition, the Company has been recognised as a "Leader in Supplier Engagement 2023" for raising the profile of climate action throughout its value chain.

Last, it should be noted that Minor Hotels Europe & Americas has been listed on the FTSE4GOOD index since 2013 and renews its presence year-on-year thanks to the responsible management of the business and the improvements implemented.

SHARES AND SHAREHOLDERS

The share capital of Minor Hotels Europe & Americas, S.A. at the close of June 2024 comprised of 435,745,670 fully subscribed and paid up bearer shares with a nominal value of 2 euros each. All these shares carry identical voting and economic rights and are traded on the Continuous Market of the Spanish Stock Exchanges.

According to the latest notifications received by the Company and the notices given to the National Securities Commission before the end of every financial year, the most significant shareholdings at 30 June 2024 and 31 December 2023 were as follows:

	30/6/2024	31/12/2023
Minor International Public Company Limited ("MINT")	95,87%	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 (Singapore) 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 (Singapore) 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.

The average share price of Minor Hotels Europe & Americas, S.A. in the first half of 2024 was 4.31 euros per share (4.21 euros in the first half of 2023). The lowest share price of 3.96 euros per share (2.96 euros in January 2023) was recorded in June and the highest share price of 4.81 euros per share in May (4.84 euros in June 2023). The market capitalisation of the Group at the close of June 2024 stood at 1,756.06 million euros.

At 30 June 2024, the Group had 97,862 treasury shares (all referring to the liquidity contract), compared to 87,989 treasury shares at 31 December 2023. The movement in treasury shares in the period is wholly explained by the liquidity contract operation.

Liquidity contract for treasury shares management

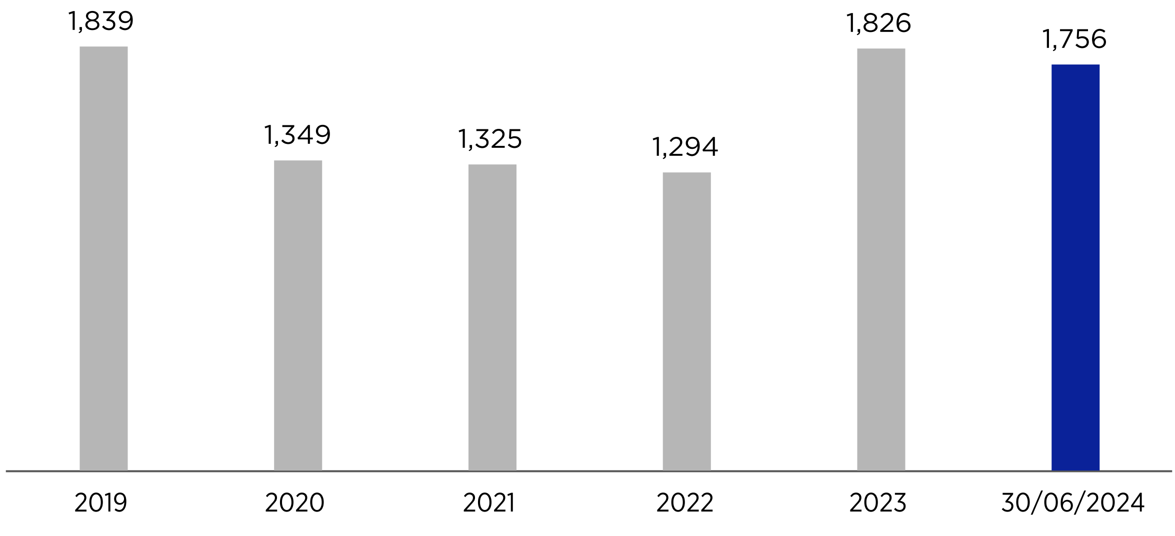
On 10 April 2019, the Company's Board of Directors entered into a liquidity contract to manage its treasury shares with Banco Santander, S.A. The Contract became effective on 11 April 2019.

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

The total number of shares allocated to the securities account associated with the Liquidity Contract at 30 June 2024 is 97,862 shares and the amount allocated to the cash account is 303,298 euros.

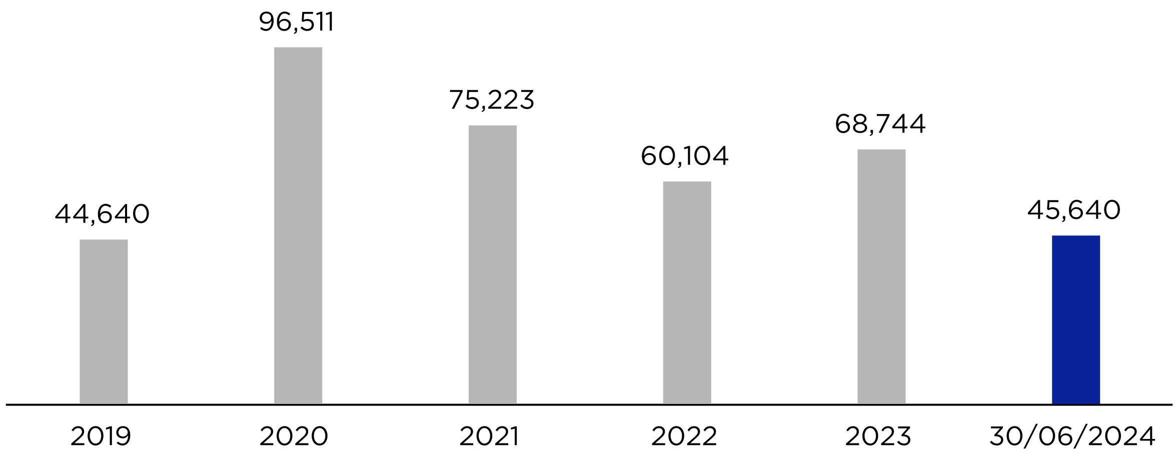
The Liquidity Contract was agreed upon by the Board of Directors at the proposal of the Proprietary Directors on behalf of the shareholder Minor as a measure to encourage and favour the liquidity of the Company's shares taking the current market conditions into account.

Market Capitalization (at period closing in million euros)



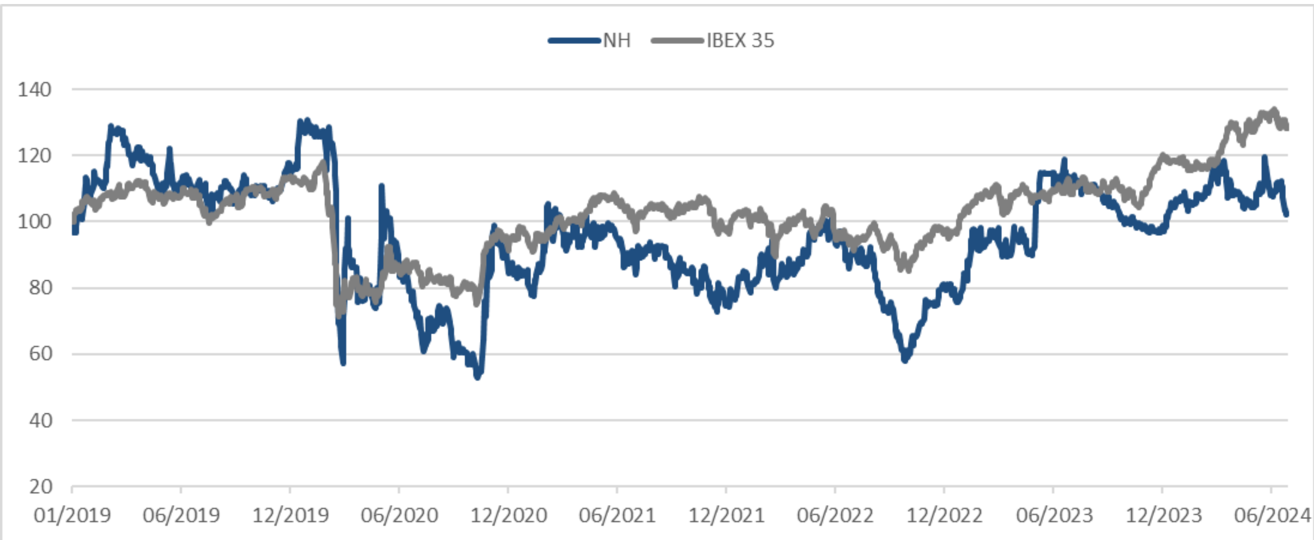
In the first half of 2024, 5,750,693 shares in Minor Hotels Europe & Americas, S.A. were traded on the Continuous Market (13,945,799 shares in the first half of 2023) with average daily share trading on the Continuous Market of 45,640 shares (110,680 shares in the first half of 2023).

Average daily trading (in titles)



MINOR HOTELS EUROPE & AMERICAS vs IBEX 35

1 JANUARY 2019 - 30 JUNE 2024



FUTURE OUTLOOK

It is anticipated that world growth, which is estimated to be 3.2% in 2023, will remain the same for 2024 and 2025, which is lower than the pre-pandemic annual average of 3.8%. Growth is still sluggish due to short-term factors such as high financing costs and weak productivity growth.

With the soft landing of the global economy now in sight, the short-term priority for central banks is to ensure the smooth decrease in inflation and the optimal easing of monetary policies. At the same time, as banks adopt a less restrictive stance, emphasis will need to be placed on fiscal consolidation, prioritising investments and ensuring debt sustainability. Stepping up supply-side reforms would facilitate the reduction of inflation and debt and allow economies to increase growth.

In the first half of 2024, international inbound tourist levels have recovered to 97% of pre-pandemic levels. The latest Tourism Confidence Index shows a positive outlook for May-August 2024, although the economic and geopolitical situation continues to pose significant challenges to the full recovery of international tourism and confidence levels.

SUBSEQUENT EVENTS

Since the end of the financial year, no significant events have occurred that have had a material impact on the Group's financial-asset position.

Minor Hotels Europe & Americas, S.A. and subsidiaries

DECLARATION OF LIABILITY OF THE DIRECTORS FOR THE PURPOSES OF ARTICLE 100 OF LAW 6/2023, OR MARCH 17, ON STOCK MARKETS AND INVESTMENTS SERVICES.

The Directors of Minor Hotels Europe & Americas, S.A., declare that, to the best of their knowledge, the Interim Condensed Consolidated Financial Statements and their Explanatory Notes and Interim Consolidated Management Report corresponding to the six-month period ending June 30, 2024, of Minor Hotels Europe & Americas, S.A. and Subsidiaries, formulated at the meeting of the Board of Directors, held on July 23, 2024, prepared in accordance with the applicable accounting principles, offer a true image of the assets, financial situation and results of Minor Hotels Europe & Americas, S.A. and of the companies included in the consolidation taken as a whole and that the interim Consolidated Management Report includes a faithful analysis of the information required.

Consequently, the Directors of Minor Hotels Europe & Americas, S.A., proceed to sign the Interim Condensed consolidated Financial Statements and their Explanatory Notes and Interim Consolidated Management Report, corresponding to the six-month period ending June 30, 2024, of Minor Hotels Europe & Americas, S.A. and subsidiaries.

MR. EMMANUEL JUDE DILLIPRAJ RAJAKARIER	MR. RAMÓN ARAGONÉS MARÍN
MR. KOSIN KENNETH CHANTIKUL	MR. STEPHEN ANDREW CHOJNACKI
MRS. MIRIAM GONZÁLEZ-AMÉZQUETA LÓPEZ	MR. WILLIAM ELLWOOD HEINECKE
MRS. LAIA LAHOZ MALPARTIDA	MR. TOMÁS LÓPEZ FERNEBRAND
MR. RUFINO PÉREZ FERNÁNDEZ	MRS. MARIA SEGIMÓN DE MANZANOS

DILIGENCE issued by the Secretary of the Board of Directors, to certify that the previous Declaration of Responsibility has been signed by all the members of the Board of Directors in accordance with the Interim Condensed Consolidated Financial Statements and their Explanatory Notes and Report of Intermediate Consolidated Management corresponding to the six-month period ended June 30, 2024 of Minor Hotels Europe & Americas, S.A. and subsidiaries which have been formulated at the Board of Directors meeting held on July 23, 2024, including the stamp of the signature together with the respective name and surname of the signing Director.

It is hereby attested that Mr. Ramón Aragonés Marín affixed his signature in the name and on behalf of the Directors Mr. William Ellwood Heinecke, Mr. Emmanuel Jude Dillipraj Rajakarier, Mr. Kosin Chantikul, Mrs. Miriam González-Amézqueta López and Mr. Tomás López Fernebrand, that attended personally by videoconference, and expressly authorised during the Board of Directors session to sign as many documents as necessary in the framework of the preparation of the Interim Condensed Consolidated Financial Statements.

I trust all of this.

Madrid, July 23, 2024

Carlos Ulecia Palacios
Secretary of the Board of Directors