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REQUEST FOR AUTHORISATION OF THE VOLUNTARY TAKEOVER BID FOR THE SHARES OF LAR ESPAÑA REAL ESTATE SOCIMI, S.A. LAUNCHED BY HELIOS RE, S.A.

*This request for authorisation is publicly disclosed in accordance with article 17 of Royal Decree 1066/2007, of 27 July, on the regime applicable to takeover bids (“**Royal Decree 1066/2007**”) and refers to an offer that is subject to mandatory authorisation by the National Securities Market Commission (Comisión Nacional del Mercado de Valores) (the “**CNMV**”).*

The detailed terms and characteristics of the takeover bid shall be as set out in the explanatory prospectus, which shall be published after the aforementioned authorisation has been obtained.

TO THE NATIONAL SECURITIES MARKET COMMISSION

Helios RE, S.A. (the “**Offeror**”), a public limited liability company (*sociedad anónima*) of Spanish nationality, with registered address at Calle María de Molina 39 10^o, 28006 Madrid, with Spanish tax identification number (N.I.F.) A10751865, and registered with the Madrid Commercial Registry (*Registro Mercantil de Madrid*) under Volume (*Tomo*) 43818, Page (*Folio*) 31 and Sheet (*Hoja*) M-773283, duly represented in this act by Ms. Vanesa Gelado Crespo, of legal age, of Spanish nationality, domiciled for these purposes at Paseo de la Castellana 110, 2^oB, 28046, Madrid, and with Spanish identity card number (D.N.I.) 52996757-L, in force, and Ms. María Isabel Plaza Hernández, of legal age, of Spanish nationality, domiciled for these purposes at Calle María de Molina 39 10^a, 28006 Madrid, and with Spanish identity card number (D.N.I.) 02254449-N, in force. Each of them exercises its representation in its capacity as director with joint and several powers delegated in its favour by the Board of Directors of the Offeror at its meeting held on 11 July 2024,

DECLARES

1. Decision to launch the Offer

The Offeror has decided to launch a voluntary takeover bid to acquire all the shares of Lar España Real Estate Socimi, S.A. (“**Lar España**” or the “**Target Company**”), this is, 83,692,969 shares of the Target Company, with a par value of 2 euros each, pertaining to a single class and series, representing 100% of its share capital (the “**Offer**”), pursuant to the terms and conditions described in this request for authorisation and the Offer prospectus.

The decision to launch the Offer was approved by means of the resolution passed by the Board of Directors of the Offeror on 11 July 2024 and the resolution passed by the

General Shareholders' Meeting of the Offeror on the same date for the purposes of article 160.f) of the Spanish Companies' Act (*Ley de Sociedades de Capital*).

The launching of the Offer does not require the approval or passing of any other corporate resolution by any other person or entity. Notwithstanding this, it is hereby stated that on 11 July 2024, the Board of Directors of Hines HEREP III (GP) S.à r.l. (as general partner of Hines European Real Estate Partners III SCSp), the Board of Directors of Hines Europe Real Estate Investments and the Board of Directors of Grupo Lar Inversiones Inmobiliarias, S.A., approved the launching of the Offer by the Offeror.

2. Main terms of the Offer

On 12 July 2024, the previous announcement of the Offer provided for in article 16 of Royal Decree 1066/2007 was published as inside information of the Target Company, with registration number 2,314 (available on CNMV's website).

The information and characteristics of the Offer contained in the previous announcement are hereby confirmed, and it is hereby stated that there have been no changes with respect to said information.

3. Guarantee of the Offer

Pursuant to article 15 of Royal Decree 1066/2007, in order to guarantee the payment of the consideration of the Offer the Offeror will file with the CNMV the documentation evidencing the creation of a bank guarantee for an aggregate amount of 609,095,084.40 euros, within the term provided for in article 17.1 of Royal Decree 1066/2007.

4. Documents attached to the request for authorisation

For the purposes of articles 17.1 and 20 of Royal Decree 1066/2007, the following documents are attached to this request for authorisation:

- (i) Duly signed copy of the Offer prospectus.
- (ii) Documentation evidencing the resolutions passed by the Board of Directors and the General Shareholders' Meeting of the Offeror in relation to the approval of the launching of the Offer, where the legal capacity of the persons responsible for the prospectus and signatories of this request for authorisation is established.
- (iii) Documentation evidencing the resolutions passed by the Board of Directors of Hines HEREP III (GP) S.à.r.l. in relation to the approval of the launching of the Offer, dated 11 July 2024, legalised and apostilled, together with its sworn translation into Spanish.
- (iv) Documentation evidencing the resolutions passed by the Board of Directors of Hines Europe Real Estate Investments Limited in relation to the approval of the launching of the Offer, dated 11 July 2024, legalised and apostilled, together with its sworn translation into Spanish.

- (v) Documentation evidencing the resolutions passed by the Board of Directors and the General Shareholders' Meeting of Grupo Lar Inversiones Inmobiliarias, S.A. in relation to the approval of the launching of the Offer, dated 11 July 2024.
- (vi) Certificates issued by the Commercial Registry of Madrid regarding the Offeror, evidencing its incorporation and registration and its registered articles of association, and copy of the public deed by virtue of which its articles of association were amended and consolidated, pending registration.
- (vii) Legalised and apostilled copy of the articles of association of Hines SC PropCo 37, S.à.r.l. and extract (*extrait*), legalised and apostilled, from the Luxembourg Register of Commerce and Companies (*Registre de Commerce et des Sociétés*), both together with the respective sworn translations into Spanish.
- (viii) Legalised and apostilled copy of the articles of association of HEREP III Master HoldCo S.à r.l. and extract (*extrait*), legalised and apostilled, from the Luxembourg Register of Commerce and Companies (*Registre de Commerce et des Sociétés*), both together with the respective sworn translations into Spanish.
- (ix) Legalised and apostilled copy of the articles of association of Hines European Real Estate Partners III Feeder A RAIF SICAV-S.A. and extract (*extrait*), legalised and apostilled, from the Luxembourg Register of Commerce and Companies (*Registre de Commerce et des Sociétés*), both together with the respective sworn translations into Spanish.
- (x) Legalised and apostilled copy of the articles of association of Hines HEREP III (GP) S.à r.l. and extract (*extrait*), legalised and apostilled, from the Luxembourg Register of Commerce and Companies (*Registre de Commerce et des Sociétés*), both together with the respective sworn translations into Spanish.
- (xi) Legalised and apostilled copy of the articles of association of Hines Luxembourg Investment Management S.à.r.l. and extract (*extrait*), legalised and apostilled, from the Luxembourg Register of Commerce and Companies (*Registre de Commerce et des Sociétés*), both together with the respective sworn translations into Spanish.
- (xii) Legalised and apostilled certificates of the incorporation and the articles of association of Hines Europe Real Estate Investments Limited extracted from the Companies House of the United Kingdom, both together with the respective sworn translations into Spanish.
- (xiii) Certificates issued by the Commercial Registry of Madrid regarding Grupo Lar Inversiones Inmobiliarias, S.A., evidencing its incorporation and registration and its articles of association in force.

- (xiv) Certificates issued by the Commercial Registry of Madrid regarding Grupo Lar Retail, S.L. (formerly named Desarrollos Ibéricos Lar, S.L.), evidencing its incorporation and registration and its articles of association in force.
- (xv) Copy of the Investment and Shareholders' Agreement entered into by Hines SC PropCo 37 S.à r.l., Grupo Lar Retail, S.L., Grupo Lar Inversiones Inmobiliarias, S.A., Mr. Miguel Pereda Espeso and the Offeror, drafted in English.
- (xvi) Copy of the Contribution Agreement entered into by Grupo Lar Inversiones Inmobiliarias, S.A. and the Offeror, drafted in English, together with its sworn translation into Spanish.
- (xvii) Copy of the Reinvestment Agreement entered into by Eurosazor Activos, S.L. and the Offeror, drafted in double column Spanish/English.
- (xviii) Copy of the Irrevocable Commitment entered into by Brandes Investment Partners, L.P. and the Offeror, and addendum entered into by the same parties, both drafted in English, together with their sworn translations into Spanish.
- (xix) Certificate of the unaudited financial statements of Helios RE, S.A. as of 5 July 2024 and registral certificate of the annual accounts of Helios RE, S.A. corresponding to the fiscal year ended 31 December 2023.
- (xx) Copy of the audited financial statements of Hines European Real Estate Partners III Feeder A RAIF SICAV-S.A. corresponding to the fiscal year ended 31 December 2023, together with its audit report, both drawn up in English, together with its sworn translation into Spanish.
- (xxi) Registral certificate of the individual and consolidated annual accounts of Grupo Lar Inversiones Inmobiliarias, S.A. corresponding to the fiscal year ended 31 December 2023, together with its audit report, both drawn up in Spanish.
- (xxii) Certificates of immobilisation of the shares of Lar España owned by Grupo Lar Inversiones Inmobiliarias, S.A. and Mr. Miguel Pereda Espeso.
- (xxiii) Specimen announcement of the Offer.
- (xxiv) Letter from the Offeror concerning the advertising of the Offer.
- (xxv) Acceptance letter of Banco Santander, S.A. as the entity in charge of the intervention and settlement of the Offer.
- (xxvi) Copy of the documentation evidencing the filing of the pre-notification with the Spanish merger control authority (*Comisión Nacional de los Mercados y la Competencia*).

5. Notifications

The Offeror indicates below the address for notifications and communications in relation to this request for authorisation and the corresponding administrative file with the CNMV:

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In light of the above,

REQUESTS

To the National Securities Market Commission to consider this writ, together with the Offer prospectus and other documents attached hereto, as duly presented and the statements contained herein as duly made, to admit them for processing and authorise the launching of the Offer.

In Madrid (Spain), on 23 July 2024.

Signed on behalf of Helios RE, S.A.

Ms. Vanesa Gelado Crespo
Title: Board member

Ms. María Isabel Plaza Hernández
Title: Board member