FOR INFORMATION PURPOSES. SPANISH VERSION PREVAILS.

REPORT PREPARED BY THE BOARD OF DIRECTORS OF MERLIN PROPERTIES, SOCIMI, S.A. IN RELATION TO THE APPOINTMENT OF MS. REGINA GARAY SALAZAR AS AN INDEPENDENT DIRECTOR BY THE ANNUAL SHAREHOLDERS' MEETING

Madrid, March 24, 2026

MERLIN

1. Introduction

The Board of Directors of Merlin Properties, SOCIMI, S.A. (the "**Company**") issues this explanatory report on the appointment of Ms. Regina Garay Salazar as an independent director of the Company (the "**Report**"), in compliance with the provisions of article 529.*decies*.5 of the Capital Companies Law ("**LSC**").

The Board of Directors is required by the provisions of the aforementioned article to issue an explanatory report providing an assessment of the (i) competence, (ii) experience and (iii) merits of the proposed candidate, to be accompanied by the proposal prepared by the Appointments and Compensation Committee, in the case of independent directors.

2. Purpose of the Report

In light of the above, this Report has been prepared by the Board of Directors for the purposes of:

(i) justifying the proposal (made by the Appointments and Compensation Committee) for the appointment of Ms. Regina Garay Salazar as an independent director of the Company, by the Annual Shareholders' Meeting to be held during 2026; and

(ii) assessing the competence, experience and merits of the candidate proposed for the discharge of the office of independent director,

all of the above in accordance with the terms of article 529.*decies*.5 of the Capital Companies Law.

3. Proposal by the Appointments and Compensation Committee

In accordance with the provisions of article 529.*decies*.4 LSC, the Appointments and Compensation Committee has prepared and submitted to the Board of Directors a proposal for the appointment of Ms. Regina Garay Salazar as independent director of the Company. Such proposal is attached hereto as a **<u>Schedule</u>** for ease of identification.

In short, the Appointments and Compensation Committee, taking into account:

(i) the broad experience of Ms. Regina Garay Salazar in investment banking and capital markets, which is key for the Company;

(ii) her profile as a highly qualified professional well suited to the discharge of duties as an independent director of the Company;

(iii) her prior experience, centered on the real estate sector;

(iv) the director's background, which makes it possible to maintain a diversity of knowledge, experience and international perspectives on the Board;

has approved and proposed her appointment as an independent director of the Company.

4. Justification of the proposal by the Board of Directors

The understanding of the Board of Directors is that for directors to be able to properly exercise their supervisory and control functions at the Company, they must have the required combination of skills and competencies in the following areas:

(i) proven competence and experience;

(ii) knowledge of the area in which the Company pursues its activity;

(iii) the ability to dedicate themselves to and involve themselves in the Company's businesses; and

(iv) knowledge additional and complementary to that of the Company's activity, such as of financial aspects.

Ms. Regina Garay Salazar has the competence, experience and merits to meet all of the above requirements. In addition, her presence on this Board of Directors would help ensure compliance with the rule which requires a 40% presence of women on the Board and make it possible to initiate the plan for the orderly renewal of Board members to which the Appointments and Compensation Committee refers in its proposal.

In view of the above, and in light of the reasons put forward for her appointment by the Appointments and Compensation Committee (which this body echoes), the Board of Directors considers the appointment of Ms. Regina Garay Salazar as an independent director of the Company to be justified and advisable, in the belief that such appointment will provide the Board of Directors with a new profile considered valuable for the pursuit of the Company's activity.

In addition, her position as an independent director will reinforce the role of the Board of Directors as an efficient supervisory body and serve as an effective counterbalance to the Chairman of the Board.

5. Assessment of the competence, experience and merits of the candidate

The competence, experience and merits of Ms. Regina Garay Salazar are evidenced by her career, showing that she has the skills required to serve as an independent director. In summary, it should be noted that Ms. Regina Garay Salazar:

(a) She studied at Universidad Complutense de Madrid, earning a degree in Economics (1989-1994), including an Erasmus year at University of Leeds, United Kingdom (1992-1993).

(b) She also completed the program for admission to the State Economists Corps at the Ministry of Economy and Finance (1994–1997), and recently completed the ESADE Executive Education Board Members Program (2024–2025), as well as the IE Leadership & Foresight Hub programs on Sustainability, Science and Technology, and Geopolitics and Strategic Sovereignty (2023–present).

(c) In recent years, and in addition to positions previously held by the candidate, she has worked at:

a. MORGAN STANLEY (2006-2023), Managing Director and Head of Fixed Income Capital Markets (FICM) for Iberia, in Madrid and London:

- Responsible for bond origination and execution for Spanish and Portuguese financial institutions and corporate entities.
- Led risk management, balance sheet and capital structure optimization.
- Business line with significant and consistent revenue generation throughout the economic cycle.
- First and only female Managing Director at Morgan Stanley Iberia until 2023.
- Diversity Champion at Morgan Stanley Iberia (2016-2023).

b. GOLDMAN SACHS (2000-2006), Executive Director and Head of Debt Capital Markets (DCM) for Iberia, in London:

- Managed teams focusing on global bond markets and risk management.
- Executed major inaugural transactions for Spanish and Portuguese issuers.

c. DEUTSCHE BANK (1997-2000), Associate Director of Global Markets, in London and Madrid:

- Advice and execution in corporate and institutional risk management.
- Focus on credit, interest rates, currencies and commodities.

(d) The candidate has served, among others, on the following boards of directors:

a. LAR España Real Estate SOCIMI (2024-2025):

- Chair of the Board of Directors, non-executive director.
- Chair of the Appointments, Compensation and Sustainability Committee.
- Member of the Audit and Control Committee.

b. Santander Insurance Holding (2025-present):

- Non-executive director.
- Chair of the Audit Committee.

c. Morgan Stanley Spanish Holding S.L.U. (2017-2021) and Morgan Stanley S.V. (entity supervised by the CNMV and the Bank of Spain) (2017-2021), as Board member.

In short, in the view of the Board of Directors, the candidate meets the appropriate and necessary requirements in terms of suitability, competence, experience, training, merits and commitment in order to form part of the Board of Directors of the Company.

6. Conclusions of the Board of Directors

In light of the foregoing, the Board of Directors considers it justified that Ms. Regina Garay Salazar be appointed as an independent director of the Company.

The Board of Directors therefore proposes to the Annual Shareholders' Meeting to be held during 2026, as does the Appointments and Compensation Committee, that she be appointed as an independent director of the Company.

7. Category of director to which she belongs or in which she should be classed

In accordance with the applicable legislation, Ms. Regina Garay Salazar would have the category of independent director of the Company.

Madrid, March 24, 2026

Schedule

FOR INFORMATION PURPOSES. SPANISH VERSION PREVAILS.

PROPOSAL MADE BY THE APPOINTMENTS AND COMPENSATION COMMITTEE OF MERLIN PROPERTIES, SOCIMI, S.A. IN RELATION TO THE PROPOSED APPOINTMENT AS INDEPENDENT DIRECTOR OF MS. REGINA GARAY SALAZAR

Madrid, March 20, 2026

1. Introduction

The Appointments and Compensation Committee of Merlin Properties, SOCIMI, S.A. (the "**Company**") makes this proposal for the appointment of Ms. Regina Garay Salazar as an independent director of the Company (the "**Proposal**") in compliance with the provisions of subarticle 4 of article 529 *decies* of the Capital Companies Law ("**LSC**").

In accordance with that article, the Appointments and Compensation Committee is responsible for proposing the appointment or reelection of members of the Board of Directors in the case of independent directors.

In addition, pursuant to the provisions of article 529.*decies*.5 LSC, the Proposal must be accompanied by an explanatory report from the board that assesses the competence, experience and merits of the proposed candidate, which will be attached to the minutes of the shareholders' meeting or of the meeting of the board itself.

2. Analysis by the Appointments and Compensation Committee

2.1. Needs of the Board of Directors

In the context of Recommendation 14 of the Good Governance Code and of the current director selection policy, the Company has carried out a prior analysis of the Board's needs and the competences it requires, and of options which could favor gender diversity and avoid implicit biases that might entail discrimination.

The renewal of the Board responds to the logic of an orderly succession process and to the need to maintain an appropriate balance of diversity, including the appointment of at least one woman, as well as to strengthen key capabilities within the committees. The process seeks to identify independent directors who, without requiring specific sector experience in real estate, can bring value to the Company. A strategic vision, experience in governing bodies, and a strong reputational standing are required, while also ensuring a rigorous assessment of independence of judgment and potential conflicts of interest. Experience in the technology sector will be viewed positively, with particular emphasis on data centers.

Accordingly, the Committee has paid particular attention in its analyses to the following aspects:

(i) ensuring compliance with the objective of at least 40% representation of the less represented gender on the Board;

(ii) anticipating an orderly renewal in view of the progressive expiry of several independent directors' terms over the next four-year period, including some who currently chair committees, by promoting the staggered incorporation of new members;

(iii) bringing in new directors who contribute key cross-cutting competencies for the current strategy (digital infrastructure/data centers, capital markets, and risk governance), without requiring specific real estate experience in this year; and

(iv) ensuring that at least one of the new directors can assume responsibilities on the Audit Committee in the short to medium term.

Based on these premises, the Committee engaged Russell Reynolds Associates (RRA) to select directors with different profiles. RRA has carried out an exhaustive analysis of the qualified market, identifying more than 50 relevant profiles that have been evaluated and calibrated in accordance with the agreed calibration guidelines. On this basis, RRA has prioritized 24 candidates who meet the agreed requirements, proposing to contact and initially interview the 12 candidates who show the greatest potential to meet the objectives of the Board. This report is on one of the candidates identified as a result of such work.

2.2. Regarding the candidate

The view of the Committee is that any director of Merlin should have, as a minimum, the following attributes:

(i) the candidate should be honorable and suitable and of recognized caliber, competence, experience, qualification, training, availability and commitment to their function;

(ii) they should preferably have pursued their professional activity in listed companies;

(iii) there should be no obstacles which prevent them from being a candidate for director;

(iv) they should enable the Board to continue to have an extensive presence of highly qualified professionals who, with their contributions, enrich its debates and decision-making processes, with the Board's membership being composed primarily of independent directors.

In relation to the foregoing, the candidate proposed meets these requirements amply. It is clear from her résumé that her profile is suited to the requirements outlined. Regarding Ms. Regina Garay Salazar:

(a) She studied at Universidad Complutense de Madrid, earning a degree in Economics (1989-1994), including an Erasmus year at University of Leeds, United Kingdom (1992-1993).

(b) She also completed the program for admission to the State Economists Corps at the Ministry of Economy and Finance (1994–1997), and recently completed the ESADE Executive Education Board Members Program (2024–2025), as well as the IE Leadership & Foresight Hub programs on Sustainability, Science and Technology, and Geopolitics and Strategic Sovereignty (2023–present).

(c) In recent years, and in addition to positions previously held by the candidate, she has worked at:

a. MORGAN STANLEY (2006-2023), Managing Director and Head of Fixed Income Capital Markets (FICM) for Iberia, in Madrid and London:

- Responsible for bond origination and execution for Spanish and Portuguese financial institutions and corporate entities.
- Led risk management, balance sheet and capital structure optimization.
- Business line with significant and consistent revenue generation throughout the economic cycle.
- First and only female Managing Director at Morgan Stanley Iberia until 2023.
- Diversity Champion at Morgan Stanley Iberia (2016-2023).

b. GOLDMAN SACHS (2000-2006), Executive Director and Head of Debt Capital Markets (DCM) for Iberia, in London:

- Managed teams focusing on global bond markets and risk management.
- Executed major inaugural transactions for Spanish and Portuguese issuers.

c. DEUTSCHE BANK (1997-2000), Associate Director of Global Markets, in London and Madrid:

- Advice and execution in corporate and institutional risk management.
- Focus on credit, interest rates, currencies and commodities.

(d) The candidate has served, among others, on the following boards of directors:

a. LAR España Real Estate SOCIMI (2024-2025):

- Chair of the Board of Directors, non-executive director.

- Chair of the Appointments, Compensation and Sustainability Committee.
- Member of the Audit and Control Committee.

b. Santander Insurance Holding (2025-present):

- Non-executive director.
- Chair of the Audit Committee.

c. Morgan Stanley Spanish Holding S.L.U. (2017-2021) and Morgan Stanley S.V. (entity supervised by the CNMV and the Bank of Spain) (2017-2021), as Board member.

In this respect, the understanding of the Appointments and Compensation Committee is that:

(i) Ms. Regina Garay Salazar has extensive experience in investment banking and capital markets, which is key for the Company, having built a professional career of more than 25 years at leading global investment banks (Morgan Stanley, Goldman Sachs, and Deutsche Bank), with a focus on financing, risk management, balance-sheet optimization, and capital structures;

(ii) her professional profile is highly qualified and suitable for performing the duties of an independent director of the Company, both due to her extensive experience as Managing Director and Head of Fixed Income Capital Markets for Iberia at Morgan Stanley, and her deep knowledge of financing and derivatives products, access to capital sources, interaction with rating agencies, and financial and credit analysis;

(iii) her prior experience in structuring and executing complex capital-markets transactions, including inaugural bond issues for Spanish real estate companies, can provide significant benefits to the Company's decision-making processes, particularly in relation to capital allocation, refinancing strategy, and optimization of the financing structure;

(iv) the director's educational background, with a degree in Economics from Universidad Complutense de Madrid, complemented by ESADE's Board of Directors Program and IE's Leadership & Foresight Hub, helps maintain a diversity of knowledge, experience, and perspectives on the Board, strengthening in particular financial discipline and audit-oversight capability;

(v) she has served on the managing bodies of listed companies, including LAR España Real Estate SOCIMI, where she was Chair of the Board of Directors and of the Appointments, Remuneration and Sustainability Committee, as well as Santander Insurance Holding, where she chairs the Audit Committee, bringing direct experience in corporate governance, financial oversight, and the leadership of control committees.

In light of the foregoing, it is clear that her presence on the Board of Directors, and her appointment as an independent director, would bring significant benefits to the managing body, allowing for greater depth in its discussions and providing an additional vision based on experience.

3. Absence of obstacles preventing her appointment as director

It has been confirmed that there exists no legal incompatibility and that the impediments or limitations established in corporate governance regulations do not apply to the candidate.

However, given that Ms. Regina Garay Salazar currently serves as a Non-Executive Director and Chair of the Audit Committee of Santander Insurance Holding, an entity belonging to the Santander Group, and that Banco Santander, S.A. is a significant shareholder of the Company with a 24.676% stake in its share capital and is represented on the Board of Directors through three nominee directors, the Committee has considered it necessary to expressly assess whether this circumstance could affect the candidate's classification as an independent director for the purposes of article 529 *duodecies* of the Capital Companies Law, concluding the following:

(i) the candidate's connection with Santander Insurance Holding, in her capacity as a non-executive director, does not make her a representative of Banco Santander's interests on the Company's Board, and therefore she should not be classified as a nominee director;

(ii) the candidate does not have, and has not had, any employment, executive, or senior-management relationship with Banco Santander or with any company within its group;

(iii) none of the circumstances that, pursuant to article 529 *duodecies* 4) of the Capital Companies Law, "*in all cases*" prevent a director from being considered independent are present; and

(iv) the candidate is in a position to perform her duties on the Company's Board without being influenced by any relationships with its significant shareholders.

Consequently, the Committee confirms that Ms. Regina Garay Salazar meets the independence requirements established by the applicable regulations and may be classified as an independent director of the Company.

4. Conclusions and proposal of the Appointments and Compensation Committee.

In conclusion, the Appointments and Compensation Committee considers Ms. Regina Garay Salazar to have the (i) competence, (ii) experience and (iii) merits necessary to be appointed as an independent director of the Company; and, accordingly, it proposes her appointment by the Shareholders' Meeting as an independent director of the Company.

5. Category of director in which she should be classed

Having regard to Ms. Regina Garay Salazar's characteristics, and pursuant to the applicable legislation, she should be classed as an independent director of the Company.

In Madrid, on March 20, 2026.