

POLICY ON TRANSACTIONS WITH AFFILIATED PARTIES (≥5%)

1. INTRODUCTION

This policy on related party transactions ("**RPT Policy**") establishes the principles, rules and procedures applicable to the identification, approval, monitoring and reporting of transactions ("**RPT**") between IMMO GURU S.A. ("**Company**") and its related parties, with the aim of ensuring transparency, fairness and protecting the interest of the Company and all shareholders. The policy establishes materiality thresholds (including the ≥5% threshold) and approval flows, as well as public information and publication requirements on the website (***Investor Relations*** section).

The management of IMMO GURU S.A. is ensured, in a unitary system, by the Board of Directors ("**Board of Directors**"), whose duties include supervising ethical conduct, preventing conflicts of interest and approving transactions with affiliated parties under market conditions and with the abstention of interested persons.

The RPT Policy applies to the Company, the members of the BoD, directors and personnel involved in initiating or approving RPT and is complemented by capital market legislation: Law no. 24/2017 on issuers (as amended, including by Law no. 11/2025), ASF Regulation no. 5/2018, Regulation (EU) no. 596/2014 (MAR) on market abuse, respectively the Corporate Governance Code of SMT-BVB (apply or explain).

This Policy applies cumulatively with the internal and external regulations mentioned above; in case of inconsistency, the applicable legal provisions prevail. The policy enters into force on the date of approval by the Board of Directors, is reviewed annually or whenever legislative or organizational changes occur, and is published on the Company's website, in the Investor Relations section.

2. PURPOSE OF THE POLICY

To ensure a transparent, fair and in the interest of the company framework for the identification, approval, monitoring and reporting of related party transactions ("**RPT**"), including the establishment of materiality thresholds (≥5%).

3. SCOPE

Applies to IMMO GURU S.A., administrators, directors and personnel involved in initiating/approving the RPT.

4. DEFINITIONS

- **Affiliated party** : natural/legal person that controls, is controlled by or is under common control with the company; administrators/management and close relatives; entities in which the aforementioned persons have significant influence.
- **Transaction** : any legal operation that produces economic effects (goods/services contracts, loans, guarantees, assignments, etc.).

5. POLICY PRINCIPLES

The principles that underpinned the development of the RPT Policy are:

- **Fairness and the interest of the Company:** market conditions, without favoritism;
- **Transparency:** centralized records and reporting according to applicable regulations;
- **Independence:** abstention from voting by interested persons; use, when appropriate, of independent assessments.

6. THRESHOLDS AND TYPES OF APPROVAL

Significant transactions with related parties (≥ 5% of net assets)

A “significant transaction” is any transfer of resources, services or obligations whose individual or cumulative value exceeds 5% of the issuer’s net assets, according to the latest published individual financial reports. These transactions are approved in accordance with art. 108 paragraph (8) of Law no. 24/2017 and are publicly announced by preparing and publishing the report provided for in art. 108 paragraph (1)–(2), with the minimum information required by law. The definition of the transaction (“any transfer of resources, services or obligations...”) and the cumulation rule are detailed in ASF Regulation no. 5/2018.

Note – cumulation of transactions

For the calculation of the 5% threshold, similar transactions with the same affiliated party, cumulative over any 12-month period or in the same financial year, are also taken into account; reporting is done “as soon as” the threshold is exceeded, in compliance with the framework of art. 108 of Law no. 24/2017 and the specifications of ASF Regulation no. 5/2018.

(For transactions below the legal threshold of 5%, Law no. 24/2017 does not establish other intermediate thresholds or distinct approval procedures; the other general provisions of the law and regulation apply, as appropriate.)

7. PROCEDURAL FLOW

Determination of the incidence of art. 108 Law 24/2017

The issuer determines whether the transaction is “significant”, namely whether its individual or cumulative value exceeds 5% of the net assets according to the last published individual financial reporting; the cumulation is done both over any 12-month period and in the same financial year.

Board of Directors Approval

Significant transactions with affiliated parties are approved by the board of directors, under conditions that prevent the affiliated party from taking advantage of its position; the affiliated party does not participate in the approval/vote of the transaction, under penalty of nullity of the decision.

Public reporting “immediately”

Upon reaching the threshold (individual or cumulative), the issuer prepares the report provided for in art. 108, with the minimum information required by law and publishes/transmits it through the

channels provided for in ASF Regulation no. 5/2018 (current report). For issuers on the SMT-BVB, reporting is done without delay, but no later than 24 hours from the event/notice.

Inclusion in periodic reporting

The semi-annual report presents the main transactions between affiliated parties, according to ASF Regulation no. 5/2018.

Exception for normal course/market conditions

The provisions regarding the reporting and approval of significant transactions do not apply to transactions concluded in the normal course of business and under normal market conditions.

8. ROLES & RESPONSIBILITIES

The Board of Directors approves significant transactions with affiliated parties; members in the status of affiliated party do not participate in the vote.

The Issuer determines the exceeding of the 5% threshold (including by cumulation over 12 months/same year), prepares and publishes the report required by art. 108 with the minimum content established by law/regulation, complies with the publication deadlines (including the ≤24h rule on SMT-BVB) and includes the main transactions in the semi-annual report.

9. REVIEW

The policy is reviewed annually or whenever relevant legislative/organizational changes occur.

10. ENTRY INTO FORCE AND PUBLICATION

The policy enters into force on the date of approval by the Board of Directors. It is published in the Investor Relations section of the Company's website.