

**INOVALIS REAL ESTATE INVESTMENT TRUST
CONDENSED INTERIM CONSOLIDATED FINANCIAL
STATEMENTS**

March 31, 2024

(Unaudited)

Disclosure of non-review of interim condensed consolidated financial statements for the quarters ended March 31, 2024 and 2023

Pursuant to National Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if the external auditors have not performed a review of the financial statements, the financial statements must be accompanied by a notice indicating that they have not been reviewed by the external auditors.

The accompanying unaudited interim condensed consolidated financial statements of the REIT for the quarters ended March 31, 2024 and 2023 have been prepared in accordance with International Accounting Standard 34, Interim Financial reporting, and are the responsibility of the REIT's management.

The REIT's external auditors, Ernst & Young Audit, have not performed a review of these interim condensed consolidated financial statements in accordance with the standards established by Chartered Professional Accountants Canada for a review of the financial statements by the external auditors of an entity.

Inovalis Real Estate Investment Trust
Interim Consolidated Balance Sheets
(Unaudited)

(All dollar amounts in thousands of Canadian dollars)

Assets	Note	As at March 31, 2024	As at December 31, 2023
Non-current assets			
Investment properties	5	400 892	412 967
Investments in joint ventures	6	42 464	41 632
Other financial assets		333	333
Restricted cash	8	4 659	4 973
Total non-current assets		448 348	459 905
Current assets			
Trade receivables and other financial assets	7	8 277	7 134
Derivative financial instruments	21	105	527
Other current assets		3 416	3 809
Restricted cash	8	363	196
Cash	8	9 504	12 489
Total current assets		21 665	24 155
Total assets		470 013	484 060
Liabilities and equity	Note	As at March 31, 2024	As at December 31, 2023
Liabilities			
Non-current liabilities			
Interest-bearing loan		185	186
Mortgage loans	9	64 666	65 710
Lease liabilities	9	94 407	96 179
Tenant deposits		2 077	2 224
Derivative financial instruments	21	-	110
Deferred tax liabilities		1 294	1 295
Total non-current liabilities		162 629	165 704
Current liabilities			
Interest-bearing loan		39	28
Mortgage loans	9	50 561	50 524
Lease liabilities	9	6 820	6 819
Tenant deposits		191	168
Derivative financial instruments	21	487	377
Exchangeable securities	10	1 210	1 595
Trade and other payables	11	11 011	7 356
Income tax payable		2 173	2 175
Deferred income		549	1 184
Provisions	12	764	765
Total current liabilities		73 805	70 991
Total liabilities		236 434	236 695
Equity			
Trust units	17	288 156	288 156
Deficit retained earnings		(66 809)	(53 230)
Accumulated other comprehensive income	18	11 324	11 492
Total unitholders' equity		232 671	246 418
Non-controlling interest		908	947
Total equity		233 579	247 365
Total liabilities and equity		470 013	484 060

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

On behalf of the Board of Trustees of Inovalis Real Estate Investment Trust:

Jean-Daniel Cohen
Chairman and Trustee

Robert Waxman
Audit Chair and Trustee

Inovalis Real Estate Investment Trust
Interim Consolidated Statements of Earnings
(Unaudited)

(All dollar amounts in thousands of Canadian dollars, except for per unit amounts)

	<i>Note</i>	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Rental revenue	13	4 631	7 325
Property operating cost recoveries	13	1 192	1 481
Property operating costs	14	(5 104)	(4 849)
Other revenues		194	18
Other property operating expenses		(1)	(13)
Net rental income		912	3 962
General and administrative expenses	14	(1 782)	(1 853)
Foreign exchange loss		-	(6)
Share of net income from joint ventures	6	870	284
Operating earnings income		-	2 387
Net change in fair value of Investment properties	5	(11 985)	1 614
Net change in fair value of Financial derivatives		(405)	(1 552)
Net change in fair value of Exchangeable securities	10	385	(159)
Finance income	15	1 141	971
Finance costs	15	(2 710)	(1 333)
Distributions on Exchangeable securities	10	-	(96)
(Loss) Income before income taxes		(13 574)	1 832
Current income tax expense		(43)	(13)
Deferred income tax expense		-	(201)
Total income tax expense		(43)	(214)
Net (loss) income		(13 617)	1 618
Net (loss) income attributable to:			
Non-controlling interest		(38)	(4)
Unitholders of the Trust		(13 579)	1 622
		(13 617)	1 618

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Inovalis Real Estate Investment Trust
Interim Consolidated Statements of Comprehensive Income
(Unaudited)

(All dollar amounts in thousands of Canadian dollars)

	<i>Note</i>	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Net (loss) income for the period		(13 617)	1 618
Other comprehensive (loss) income			
Items that may be reclassified subsequently to (loss) income:			
Change in cumulative translation adjustment account		(181)	3 077
Other comprehensive (loss) income		<u>(181)</u>	<u>3 077</u>
Total comprehensive (loss) income		<u>(13 798)</u>	<u>4 695</u>
Total comprehensive (loss) income attributable to:			
Non-controlling interest		(51)	(6)
Unitholders of the Trust		(13 747)	4 701
Total comprehensive (loss) income		<u>(13 798)</u>	<u>4 695</u>

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Inovalis Real Estate Investment Trust
Interim Consolidated Statements of Changes in Equity
For the three months ended March 31,
(Unaudited)

(All dollar amounts in thousands of Canadian dollars, unless otherwise stated)

	Note	Number of Units issued and outstanding	Trust Units	Retained (deficit) earnings	Accumulated other comprehensive income (loss)	Total attributable to the Unitholders' of the Trust	Non-controlling interest	Total equity
As at December 31, 2022		32 778 699	289 940	(12 327)	9 366	286 979	1 198	288 177
Distributions earned by or declared to Unitholders	16	-	-	(3 380)	-	(3 380)	-	(3 380)
Issuance of units for payment of Trustee Fees		-	9	-	-	9	-	9
Foreign exchange impact on Non-controlling interest		-	-	-	-	-	15	15
		-	9	(3 380)	-	(3 371)	15	(3 356)
Net income (loss) for the year		-	-	1 622	-	1 622	(4)	1 618
Other comprehensive income (loss)		-	-	-	3 079	3 079	(2)	3 077
Comprehensive income (loss)		-	-	1 622	3 079	4 701	(6)	4 695
As at March 31, 2023		32 778 699	289 949	(14 085)	12 445	288 309	1 207	289 516
As at December 31, 2023		32 594 711	288 156	(53 230)	11 492	246 418	947	247 365
Foreign exchange impact on Non-controlling interest		-	-	-	-	-	12	12
		-	-	-	-	-	12	12
Net loss for the period		-	-	(13 579)	-	(13 579)	(38)	(13 617)
Other comprehensive loss		-	-	-	(168)	(168)	(13)	(181)
Comprehensive loss		-	-	(13 579)	(168)	(13 747)	(51)	(13 798)
As at March 31, 2024	18	32 594 711	288 156	(66 809)	11 324	232 671	908	233 579

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Inovalis Real Estate Investment Trust
Interim Consolidated Statements of Cash Flows
(Unaudited)

(All dollar amounts in thousands of Canadian dollars)

	<i>Note</i>	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Operating activities			
(Loss) income before income taxes		(13 574)	1 832
Interest received		465	1 386
Interest paid		(2 710)	(793)
Distributions in respect of exchangeable securities paid in cash	10	(64)	(96)
Adjustments for non-cash items and other reconciling items	22	13 092	240
		<u>(2 791)</u>	<u>2 569</u>
Working capital adjustments	22	2 675	(5 167)
Net cash flows related to operating activities		<u>(116)</u>	<u>(2 598)</u>
Investing activities			
Additions to investment properties and capitalized letting fees	5	(276)	(276)
Additional loan advances to joint ventures	6	(615)	(363)
Loan repayments received from joint ventures	6	615	285
Net change in restricted cash	8	147	1 455
Net cash flows related to investing activities		<u>(129)</u>	<u>1 101</u>
Financing activities			
Distributions to unitholders	16	-	(3 380)
Issuance of interest bearing loans		10	78
Repayment of mortgage loans	22	(1 032)	(1 082)
Repayment of lease liabilities	22	(1 697)	(1 112)
Net cash flows related to financing activities		<u>(2 719)</u>	<u>(5 496)</u>
Decrease in cash		(2 964)	(6 993)
Effects of foreign exchange adjustments on cash		(21)	377
Cash at the beginning of the period		12 489	45 176
Cash at the end of the period		<u>9 504</u>	<u>38 560</u>

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Inovalis Real Estate Investment Trust
Notes to the condensed interim consolidated financial statements
March 31, 2024

Note 1 – Organization

The Inovalis Real Estate Investment Trust (the “Trust”) is an open-ended real estate investment trust created pursuant to a Declaration of Trust dated February 8, 2013, under the laws of the Province of Ontario, Canada. These condensed interim consolidated financial statements include the accounts of the Trust and its subsidiaries (together the “REIT”). The REIT’s investment property portfolio, owned directly or through joint arrangements, is comprised of office rental properties located in France, Germany, and Spain.

The REIT’s head and registered office is located at 151 Yonge Street, 11th floor, Toronto, Ontario, M5C 2W7. The REIT’s units are listed on the Toronto Stock Exchange (“TSX”) under the symbol INO.UN.TO.

The REIT’s condensed interim consolidated financial statements as at and for the three months ended March 31, 2024, were authorized for issuance by the Board of Trustees on May 8, 2024.

The REIT has hired Inovalis S.A. (“Inovalis SA”), a real estate asset manager having operations in France, Germany, and Spain to manage certain functions. Refer to Note 1 of the 2023 annual consolidated financial statements for more information about the relationship between Inovalis SA and the REIT, and to Note 20 in these condensed interim consolidated financial statements, for information regarding the services provided by Inovalis SA to the REIT.

Inovalis SA is considered as a related party of the REIT as they share the same management. The founder and Chairman of Inovalis SA is the President of the REIT, the Chief Executive Officer (“CEO”) of Inovalis SA is also a part of the management team of the REIT, and the Deputy Chief Executive Officer of Inovalis SA is Chief Investment Officer (“CIO”) and Chief Financial Officer (“CFO”) of the REIT.

Note 2 – Basis of presentation and statement of compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”), and thus do not contain all the disclosures applicable to the 2023 annual audited consolidated financial statements.

The Group has prepared the financial statements on the basis that it will continue to operate as a going concern. Management considers that there are no material uncertainties that may cast significant doubt over this assumption. They have formed a judgement that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future, and not less than 12 months from the end of the reporting period.

These unaudited condensed interim consolidated financial statements use the same accounting policies and methods of their application as the REIT’s most recent annual consolidated financial statements and should be read in conjunction with the 2023 annual audited consolidated financial statements, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the IASB.

Comparative figures for the period ended March 31, 2023 have been reclassified to conform to the presentation adopted for the periods ended March 31, 2024 and December 31, 2023.

Note 3 – Recent accounting pronouncements adopted

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2023, except for the adoption of new standards effective as of 1 January 2024.

The REIT has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Several amendments apply for the first time in 2024, but do not have an impact on the interim condensed consolidated financial statements of the Group.

Amendments to IFRS 16, Leases – Leases Arising from Sale and Leaseback Transactions:

In September 2022, the IASB issued amendments to IFRS 16 which specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognize any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16.

These amendments had no impact on the condensed interim consolidated financial statements of the REIT, as no sale-leaseback transactions occurred after date of initial application of IFRS 16 by the REIT.

Amendments to IAS 1, Presentation of Financial Statements – Classification of Liabilities as Current and Non-current:

In January 2020 and October 2022, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months. The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and must be applied retrospectively.

As a result of the amendments, the REIT reassessed the classification of its liabilities arising from loan agreements based on the updated criteria for classification as current or non-current. No changes to classification of liabilities arising from loan agreements were determined to be required as a result of the amendments. Additional disclosures will be made as required by the amendments in the consolidated financial statements for the year ended December 31, 2024.

Amendments to IAS 7 and IFRS 7, Statement of Cash Flows and Financial Instruments – Disclosures for Supplier Finance Arrangements:

In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments to require additional disclosures regarding the characteristics of supplier finance arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments are effective for annual reporting periods beginning on or after January 1, 2024.

These amendments had no impact on the condensed interim consolidated financial statements of the REIT, as no supplier finance arrangements have been signed by the REIT.

Note 4 – Critical accounting judgments and estimates

In preparing these condensed interim consolidated financial statements, the significant judgments made by management in applying the REIT's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended December 31, 2023.

Going concern analysis

The REIT has prepared a cash flow forecast which involves judgements and estimations based on management's input of key variables and market conditions, including the future economic conditions and ongoing discussions with third parties, notably financing institutions. The twelve-month cash flow forecast has been determined based on projected income and expenses of the business and working capital needs. Further details on going concern analysis and liquidity risk are disclosed in Note 21.

The REIT has prepared the financial statements on the basis that it will continue to operate as a going concern. Management considers that there are no material uncertainties that may cast significant doubt over this going concern assumption. They have formed a judgement that there is a reasonable expectation that the REIT has adequate resources to continue in operational existence for the foreseeable future, and not less than 12 months from the end of the reporting period.

Note 5 – Investment properties

Reconciliations of the carrying amounts of investment properties at the beginning and end of the current financial period are as follow:

	For the three months ended March 31, 2024	For the year ended December 31, 2023
Balance, beginning of the period	412 967	437 422
Capex	327	633
Change in capitalized letting fees	(51)	(72)
Rent free periods	(74)	(443)
Net change in fair value of investment properties	(11 985)	(28 117)
Foreign currency translation adjustment	(292)	3 544
Balance, end of the period	400 892	412 967

All of the REIT's investment properties with a fair value of \$400,892 (December 31, 2023 - \$412,967) are pledged as security for an amount of \$216,455 (December 31, 2023 - \$219,233) in mortgage loans and lease liabilities.

Appraisal capitalization and discount rates

The fair value of investment properties is determined by real estate valuation experts using recognized valuation techniques and the principles of IFRS 13. The REIT used the Direct Capitalization Method ("DC") to measure the fair value of its investment property.

Under the Direct Capitalization Method, the cash generated during the term of the lease as well as the cash generated at reversion, as estimated based on the normalized net operating income generated by the property, are capitalized using the same capitalization (discount) rate. The capitalization rates are determined based on recent real estate transactions with similar characteristics and location to those of the REIT assets. The group that determines the REIT's valuation policies and procedures for property valuations comprises the CEO, CIO and CFO. Each year, Inovalis SA appoints an independent real estate valuation expert who is responsible for the valuation of the REIT's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

Note 5 – Investment properties (cont'd)

In addition, the CEO and the CIO are responsible for the internal valuation department in charge of the evaluation of the REIT's properties. Inovalis SA's internal valuation department comprises a certain number of employees that hold relevant internationally recognized professional qualifications and are experienced in valuing the types of property in the applicable locations. External valuations are obtained every six months for the French properties, German properties, and Spanish property. The REIT's investment properties were last appraised by an external evaluator as of December 31, 2023. The adjusted market-value and stabilized capitalization rates by country are set out in the following table:

	As at March 31, 2024			
	France	Germany	Spain	Total
Fair value of investment properties for financial reporting purposes				
Market value (in KEUR) as estimated by external appraisers	197 785	50 700	28 350	276 835
Option costs	(2 495)	-	-	(2 495)
Adjusted market value in Euros	195 290	50 700	28 350	274 340
Exchange adjustment	90 087	23 388	13 077	126 552
Adjusted market value in CAD\$	285 377	74 088	41 427	400 892
Principal method used to value property ¹	DC	DC	DC	
Capitalization rate / discount rate	4.75% to 7.50%	6.15% to 7.00%	6,25%	
Terminal capitalization rate	6,10%	6,38%	6,25%	
Impact on the fair value of investment properties of :				
an increase of 25 bps on the cap rate and/or discount rate	(12 175)	(2 800)	(1 593)	(16 569)
a decrease of 25 bps on the cap rate and/or discount rate	13 295	3 030	1 726	18 051
(1) "DC" for Direct Capitalization Method				

	As at December 31, 2023			
	France	Germany	Spain	Total
Fair value of investment properties for financial reporting purposes				
Market value (in KEUR) as estimated by external appraisers	205 800	50 700	28 350	284 850
Option costs	(2 460)	-	-	(2 460)
Adjusted market value in Euros	203 340	50 700	28 350	282 390
Exchange adjustment	94 024	23 444	13 109	130 577
Adjusted market value in CAD\$	297 364	74 144	41 459	412 967
Principal method used to value property ¹	DC	DC	DC	
Capitalization rate / discount rate	4.75% to 7.50%	6.15% to 7.00%	6.25%	
Terminal capitalization rate	6,10%	6,38%	6,25%	
Impact on the fair value of investment properties of :				
an increase of 25 bps on the cap rate and/or discount rate	(12 090)	(2 802)	(1 595)	(16 487)
a decrease of 25 bps on the cap rate and/or discount rate	13 203	3 032	1 727	17 963
(1) "DC" for Direct Capitalization Method				

The fair value of the Arcueil property was adjusted in Q1 2024 by €9,800 (\$14.321) to reflect the current negotiation and a latest purchase offer for redevelopment of the property.

Right-of-use asset

The REIT leases various investment properties with a carrying amount of \$188,148 (December 31, 2023 – \$186,953) under leases which begin to expire in approximately 3 years (December 31, 2023: 4 years).

Note 6 – Investments in joint ventures

Outlined below is a breakdown of the carrying amounts of the components of the investments in joint ventures:

	Duisburg	Stuttgart	Delizy ²	Isenburg	Kosching	Total
Balance - December 31, 2022	16 857	15 317	3 066	11 396	9 057	55 693
Additional investment for the year	-	-	730	-	-	730
Share of net (loss) from investments ¹	(2 476)	(3 512)	(595)	(2 922)	(1 255)	(10 761)
Impairment of investment in joint ventures ²	-	-	(3 223)	-	-	(3 223)
Repayment on loans to joint ventures	-	(219)	-	(876)	(146)	(1 241)
Exchange differences	133	120	22	86	73	434
Balance - December 31, 2023	14 514	11 706	-	7 684	7 728	41 632
Additional investment for the period	-	146	-	468	-	615
Share of net income (loss) from investments ¹	732	111	(260)	(115)	137	605
Impairment of loans to joint ventures ²	-	-	265	-	-	265
Additional loans from joint ventures	-	-	-	-	(615)	(615)
Exchange differences	(12)	(9)	(5)	(7)	(5)	(38)
Balance - March 31, 2024	15 234	11 954	-	8 030	7 245	42 464

(1) The share of net income (loss) from investments includes the interest expense in relation to the loans granted to the joint ventures. The interest earned by the REIT in relation to these loans for the three-months ended March 31, 2024 amounts to \$688 (2023 - \$684) and are included in "Finance income" (see note 15).

(2) The REIT has only recognized a portion of its share of net loss from Delizy joint venture to bring its investment to nil. The REIT has not recognized a liability for any additional losses as it has no legal or constructive obligation to provide any additional funding to the Delizy joint venture as at March 31, 2024.

The balance of investments in joint ventures as at March 31, 2024 includes loans to joint ventures for an amount of \$24,870 which is detailed as follows:

Loans to joint ventures	Duisburg	Stuttgart	Delizy ¹	Isenburg	Kosching	Total
Gross Balance - March 31, 2024	10 893	9 563	11 010	642	(692)	31 416
Less: Cumulative ECL	-	-	(6 546)	-	-	(6 546)
Net Balance - March 31, 2024	10 893	9 563	4 464	642	(692)	24 870
Gross Balance - December 31, 2023	10 900	9 425	11 023	174	(79)	31 443
Less: Cumulative ECL	-	-	(6 546)	-	-	(6 546)
Net Balance - December 31, 2023	10 900	9 425	4 477	174	(79)	24 897

(1) Net balance for the REIT's loan to Delizy as at March 31, 2024 and December 31, 2023 has been entirely offset by losses from the REIT's investment in joint venture upon inclusion of the loan as part of the REIT's overall investment in the Delizy JV under IAS 28.

Neu Isenburg

On February 15, 2024, the REIT successfully refinanced the HCOB €22,800 (\$33,342) mortgage loan of the Neu Isenburg property, held 50% in joint venture, with a new lender, DZHYP for €21,400 (\$31,295).

The new loan, maturing in February 2025, will bear interest at 1.59% margin on top of the EURIBOR 3-month floating rate and will require quarterly cash reserve payments for an annual amount of \$804 (€550). This refinancing allows Management to work on the reletting of the 20% vacant areas and plan for the exit strategy.

Kosching

On January 31, 2024, the REIT successfully extended the DZHYP \$20,473 (€14,000) mortgage loan of the Kosching property, held 50% in joint venture.

Under the extension to January 2025, the loan will bear interest at 1.55% margin on top of the EURIBOR 3-month floating rate and will require quarterly cash reserve payments for an annual amount of \$760 (€520). This one-year extension provides time to reassess the partner's strategy for this fully let property.

Additional loans from joint ventures

During the quarter-ended March 31, 2024 additional loan from joint ventures of €420 (\$615) occurred for Kosching.

Note 7 – Trade and other receivables

	Note	As at March 31, 2024	As at December 31, 2023
Trade receivables		3 431	3 449
Provision for impairment of trade receivables		(318)	(858)
Trade receivables		3 113	2 591
Other receivables		611	662
Other receivables - Inovalis SA	20	362	366
Interest receivable - Joint ventures - current	20	4 191	3 515
Other current financial assets		5 164	4 543
Total trade receivables and other financial assets		8 277	7 134

Note 8 – Cash, cash equivalents and restricted cash

Cash and cash equivalents

	As at March 31, 2024	As at December 31, 2023
Cash on hand	9 504	10 489
Short term deposit	-	2 000
Cash and cash equivalents	9 504	12 489

Restricted cash

		As at March 31, 2024	As at December 31, 2023
Capex reserve	Trio property	2 960	3 273
Bank loan reserve	Sablère property	1 627	1 628
Others		72	72
Non current		4 659	4 973
Capex reserve	Trio property	363	53
Others		-	143
Current		363	196
Restricted cash		5 022	5 169

Note 9 – Mortgage loans and lease liabilities

Mortgage loans and lease liabilities consist of the following:

As at March 31, 2024					
Entity	Interest rate	Maturity	Total	Non-current	Current
Mortgage loan - Sabliere	Euribor 3M + 1.59%	23/06/2026	13 405	11 957	1 448
Mortgage loan - Cancorp Trio	1.56%*	15/03/2024	43 411	-	43 411
Mortgage loan - Baldi	Euribor 3M + 1.75%	26/10/2027	4 991	-	4 991
Mortgage loan - Gaia Nanterre	1.91%	27/03/2027	31 418	31 418	-
Mortgage loan - Cancorp Vegacinco	1.99%	31/03/2027	22 002	21 291	711
Mortgage loans			115 227	64 666	50 561
Lease liabilities - Arcueil	Euribor 3M + 2.20%	08/07/2027	48 089	43 644	4 445
Lease liabilities - Metropolitan	Euribor 3M + 1.84%	18/03/2031	53 138	50 763	2 375
Lease liabilities			101 227	94 407	6 820
Total mortgage loans and lease liabilities			216 454	159 073	57 381

* applicable until March 15, 2024

As at December 31, 2023					
Entity	Interest rate	Maturity	Total	Non-current	Current
Mortgage loan - Sabliere	Euribor 3M + 1.59%	23/06/2026	13 758	12 334	1 424
Mortgage loan - Cancorp Trio	1.56%	15/03/2024	43 394	-	43 394
Mortgage loan - Baldi SCI	Euribor 3M + 1.75%	26/10/2027	4 994	-	4 994
Mortgage loan - Gaia Nanterre	1.91%	27/03/2027	31 382	31 382	-
Mortgage loan - Cancorp Vegacinco	1.99%	31/03/2027	22 706	21 994	712
Mortgage loans			116 234	65 710	50 524
Lease liabilities - Arcueil	Euribor 3M + 2.20%	08/07/2027	49 242	44 783	4 459
Lease liabilities - Metropolitan	Euribor 3M + 1.84%	18/03/2031	53 756	51 396	2 360
Lease liabilities			102 998	96 179	6 819
Total mortgage loans and lease liabilities			219 232	161 889	57 343

The aggregate principal repayments and balances maturing on the mortgage loans during the period indicated, are as follows:

	As at March 31, 2024		As at December 31, 2023	
	Carrying value	Minimum payments	Carrying value	Minimum payments
Within 1 year	50 561	52 185	50 524	52 184
After 1 year, but not more than 5 years	64 666	67 690	65 710	69 187
More than 5 years	-	-	-	-
	115 227	119 875	116 234	121 371
Less : future interest costs	-	(4 648)	-	(5 137)
Total mortgage loans	115 227	115 227	116 234	116 234

The aggregate principal repayments and balances maturing on the lease liabilities during the period indicated, are as follows:

	As at March 31, 2024		As at December 31, 2023	
	Carrying value	Minimum lease payments	Carrying value	Minimum lease payments
Within 1 year	6 820	10 237	6 819	12 440
After 1 year, but not more than 5 years	53 497	59 476	54 591	68 732
More than 5 years	40 910	42 647	41 588	46 731
	101 227	112 360	102 998	127 903
Less : future interest costs	-	(11 133)	-	(24 905)
Total lease liabilities	101 227	101 227	102 998	102 998

Note 9 – Mortgage loans and lease liabilities (cont'd)

Trio – Loan maturity

On March 15, 2024, the mortgage loan within Trio matured with no repayment by the REIT. As at March 31, 2024, the REIT is in discussions with the senior lender regarding options to refinance the Trio property. As the mortgage loan is past its date of maturity as at March 31, 2024, the total carrying amount of the loan has been classified as a current liability. During the three-months ended March 31, 2024, the additional penalty interest to be charged on the loan is immaterial. During the three-months ended March 31, 2024, the REIT recognized a modification loss of €523(\$766) in “Interest costs related to mortgage loans” corresponding to the additional penalty interest for Q2 2024 to be paid by the REIT to the lender (as per Note 15). Management anticipates reaching an agreement for the mortgage loan extension or refinancing by June 30, 2024.

Baldi SCI – Loan covenant breach

As at March 31, 2024, the REIT is in breach of the debt service coverage ratio (“DSCR”) covenant on the mortgage loan within Baldi SCI. The covenant requirement of 115% is in breach as a result of planned tenant vacancies within this entity in preparation for the future sale of the Baldi property. As there is currently no waiver in place as at March 31, 2024, the total carrying amount of the loan remains classified as a current liability due to the lender’s right to repayment.

Note 10 – Exchangeable securities

Exchangeable securities issued and outstanding	Exchangeable securities	
	Number of Exchangeable securities	Carrying amount of Exchangeable securities
Balance - December 31, 2022	938 036	3 536
Net change in fair value of exchangeable securities	-	(1 941)
Balance - December 31, 2023	938 036	1 595
Net change in fair value of exchangeable securities	-	(385)
Balance - March 31, 2024	938 036	1 210

Distribution in respect of Exchangeable Securities:

The Exchangeable Securities entitle the holder, Inovalis SA, to cash distributions from CCEU equal, on a per unit basis to the distributions paid to holders of units by the REIT. Since the suspension of distribution, Inovalis SA received interest on promissory notes from CCEU based on the contractual agreement, in the same way that the REIT received the interests on promissory notes from CCEU.

The following table breaks down distribution payments for distributions on exchangeable securities:

	Note	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Amount payable at the beginning of the period		236	236
Declared and recognized in earnings during the period		-	96
Distribution on exchangeable securities paid in cash		(64)	(96)
Amount payable at the end of the period		172	236

Note 11 – Trade and other payables

	Note	As at March 31, 2024	As at December 31, 2023
Trade payables		7 307	4 452
Trade payables		7 307	4 452
Other payables		961	215
Distributions payable - Inovalis SA	20	172	259
VAT payable		2 571	2 430
Other payables		3 704	2 904
Total trade and other payables		11 011	7 356

The year-on-year increase of trade payable is mainly due to IFRIC 21 (recognition of property taxes).

Note 12 – Provisions

As at March 31, 2024, the provisions includes €358 (\$523) on Veronese property (sold in 2022), dating back to 2017, and €165 (\$241) related to Arcueil property added as at December 31, 2023.

Note 13 – Revenue from investment properties

Revenue from investment properties consists of the following:

	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Regular rents	4 776	7 278
Amortization of (lease incentives) rent free periods	(145)	47
Rental income	4 631	7 325
Property operating cost recoveries	1 192	1 481
Total revenue	5 823	8 806

The property operating cost recoveries were as follows:

	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Taxes	380	670
Insurance	104	110
Property management fees	123	275
Utilities and other cost recoveries	585	426
Property operating cost recoveries	1 192	1 481

Note 14 – Expenses

Property operating costs consist of the following:

	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Property tax expenses	(3 557)	(3 223)
Insurance expenses	(187)	(134)
Property management fees	(149)	(334)
Utilities and other costs	(1 211)	(1 158)
Total property operating costs	(5 104)	(4 849)

In accordance with IFRIC 21, the REIT recognizes the full amount of annual property tax liabilities at the point in time when the realty tax obligation is imposed. For the three months ended March 31, 2024, the amount recognized is \$2,607 (2023 - \$2,384).

General and administrative expenses consist of the following:

	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Asset management fees	(499)	(553)
Less : amount invoiced to joint ventures	291	288
	(208)	(265)
Professional fees for accounting, tax and audit	(872)	(867)
Legal expenses	(151)	(134)
Trustee fees	(59)	(103)
Travel expenses	(84)	(118)
Governance expenses	(94)	(74)
Bank and depositary fees	(76)	(61)
Listing, transfer agent and publication fees	(14)	(15)
Other general and administrative expenses	(224)	(216)
Total general and administrative expenses	(1 782)	(1 853)

Note 15 – Finance costs and finance income

	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Interest costs related to mortgage loans	(1 634)	(731)
Interest costs related to lease liabilities	(1 465)	(1 099)
Interest SWAP and CAP	471	587
Other finance costs	(19)	(32)
Amortization of transaction costs on mortgage loans	(63)	(58)
Finance costs	(2 710)	(1 333)
Finance income from joint venture loans	688	684
Other finance income	453	287
Finance income	1 141	971

Other finance income includes \$435 of income related to the sale of monthly foreign exchange contracts with Banque Palatine.

Note 16 – Distributions

	Note	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Amount payable at the beginning of the period		-	1 133
Declared and recognised during the period		-	3 380
Paid in cash		-	(3 380)
Amount payable at the end of the period		-	1 133

On November 13, 2023, the REIT announced the suspension of monthly distributions to unitholders until further notice. The amount of distributions payable as at March 31, 2023 is included in “Trade and Other Payables.”

Note 17 – Trust units

The REIT is authorized to issue an unlimited number of units and an unlimited number of Special Voting Units.

The beneficial interests of the REIT are comprised of a single class of units which represent a unitholders’ proportionate undivided beneficial interest in the REIT. No unit has any preference over any other unit. Each unit confers the right to one vote at any meeting of unitholders and to participate on a pro rata basis in any distributions by the REIT and, in the event of the termination of the REIT, in the net assets of the REIT remaining after the settlement of all liabilities of the Trust. The units of the Trust are redeemable at the demand of the unitholders at the fair market value of the units at that time.

Special Voting Units have no economic entitlement in the REIT but entitle the holder to one vote per Special Trust Unit at any meeting of the unitholders of the REIT. Special Voting Units may only be issued in connection with or in relation to Exchangeable Securities (see Note 10 – Exchangeable Securities) for the purpose of providing voting rights with respect to the REIT to the holders of such securities. As at March 31, 2024, 938,036 Special Voting Units were issued and outstanding (December 31, 2023 – 938,036).

Note 18 – Accumulated other comprehensive income

	As at March 31, 2024	As at December 31, 2023
Net unrealized gain on derivatives designated as a hedge of the net investment in foreign entities	2 816	2 820
Cumulative translation adjustment account	8 508	8 672
Accumulated other comprehensive income	11 324	11 492

Change in cumulative translation adjustment account is \$(181) attributable to the Unitholders’ of the Trust of which \$(13) is attributable to minority interest.

Note 19 - Unit-based compensation plan

The REIT through its Deferred Share Unit (“DSU”) Plan, grants DSU’s to its trustees and senior officers as non-cash compensation. These DSU’s are measured at fair value at the grant date and compensation expense is recognized consistent with the vesting features of the plan. The DSU plan is accounted for as a cash-settled award as the underlying REIT units are redeemable at the sole discretion of the unitholders for cash at market value of the units. For cash-settled awards, the REIT recognizes a liability measured at its fair value. At each reporting date until the liability is settled, the fair value of the liability is remeasured, with any changes in fair value recognised as compensation expense for the same period. Upon settlement of a DSU, the liability balance is reduced and the resulting Trust Unit is recorded in equity.

Effective May 15, 2019, the REIT’s unitholders approved a DSU Plan to grant DSUs to its trustees and senior officers and reserved a maximum of 200,000 units for issuance under the plan. A DSU is a unit equivalent in value to one trust unit of the REIT. The DSU Plan permits the REIT’s trustees to defer receipt of all or a portion of their trustee fees until termination of the trustee service and to receive such fees in the form of trust units at that time (“Elected DU”). Elected DU will vest immediately upon grant.

The DSU Plan allows the Board of Trustees to grant DSUs to its senior officers at the Board’s discretion (“Granted DU”). The Granted DU will vest 1/3 over each anniversary date from date of grant over three years. The cost of Granted DU is recognized in the interim consolidated statement of earnings consistent with the vesting feature of each grant.

In addition, whenever cash distributions are paid on the REIT’s Trust Units, additional deferred units (“ADU”) shall be granted based on aggregate number of vested DSUs as at the same date.

	As at March 31, 2024	As at December 31, 2023
Outstanding at beginning of year	58 595	39 398
Elected DU	16 165	29 913
Exercised	-	(22 112)
ADUs earned	-	6 140
Forfeited	2 623	5 256
Outstanding at end of year	77 383	58 595

As of March 31, 2024, 77,383 DSUs are outstanding and 125,240 DSUs are available for grant under the DSU Plan.

Note 20 – Transactions with related parties

Inovalis SA – Asset manager

Pursuant to the Management Agreement, Inovalis SA is the asset manager of the REIT and provides the strategic, advisory, asset management, project management, construction management, property management and administrative services necessary to manage the operations of the REIT and its subsidiaries.

Unless otherwise stated, none of these transactions incorporated special terms and conditions. The amended management agreement allows for the management fees to be settled quarterly through the issuance of either exchangeable securities or in cash. During the three months ended March 31, 2024, the management fees were settled fully in cash.

Inovalis and its subsidiaries	Financial statement line item	Note	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Expenses				
Asset management fees	Administration expenses	A	(208)	(265)
Facilities management fees	Service charge expenses		(54)	(39)
Property management fees	Service charge expenses	B	(146)	(287)
Expenses related to the distribution for exchangeable securities	Distributions on exchangeable securities		-	(96)
Interest expense on lease equalization loans	Finance costs		-	(5)
Reimbursement of travel expenses	Administration expenses		(84)	(118)
Trustee fees	Administration expenses		(59)	(103)
			<u>(551)</u>	<u>(913)</u>

(A) Asset management fees of \$499 and \$553 for the three-months ended March 31, 2024, and 2023 respectively, correspond to the asset management fees earned for the entire portfolio, including \$291 and \$288 attributable to assets held through joint ventures. Fees are payable in cash and/or exchangeable securities, the exact composition of which is determined by the Board annually.

(B) An annual property management fee in an amount between 3.0% and 3.5% of the gross revenue of the properties, approximately 90% of which is rebilled to tenants.

Inovalis and its subsidiaries	Note	As at March 31, 2024	As at December 31, 2023
Assets			
Trade and other receivables	7	362	366
		<u>362</u>	<u>366</u>
Liabilities			
Interest-bearing loan		224	214
Distributions payable	10	172	237
Exchangeable securities	10	1 210	1 595
		<u>1 606</u>	<u>2 046</u>

Note 20 – Transactions with related parties (Cont'd)

Joint ventures

The transactions and balances with joint ventures entities are summarized below:

	Financial statement line item	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Management fees invoiced to joint ventures	Administration expenses	(291)	(288)
Property management fees	Service charge expenses	(44)	(65)
Finance income	Finance income	688	684
		<u>353</u>	<u>331</u>

Due from joint ventures			
	Financial statement line item	As at March 31, 2024	As at December 31, 2023
Assets			
Loan receivable	Investments accounted for using the equity method	24 870	24 897
Interest receivables	Other financial assets - current	4 191	3 515
		<u>29 061</u>	<u>28 412</u>
Liabilities			
Balance of sale payable	Trade and other payables	161	767
		<u>161</u>	<u>767</u>

For more information on joint ventures, please refer to Note 6 – Investments in joint ventures.

Remuneration of key management personnel

The following table presents the remuneration of key management personnel, which for the purposes of this note are defined as the members of the board of trustees as well as the officers of CCEU. The appointed officers of the REIT are employed and remunerated by Inovalis SA rather than the REIT, and the costs of their services are not invoiced distinctly from the overall asset management fees.

	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Wages, fees and other benefits	(59)	(103)
	<u>(59)</u>	<u>(103)</u>

Note 21 – Financial instruments and risk management

The following table shows an analysis of the fair values of financial instruments and non-financial assets measured at fair value on a recurring basis recognized on the consolidated balance sheet by the level of the fair value hierarchy. There are currently no items valued using Level 1 of the fair value hierarchy.

As at March 31, 2024			
	Level 2	Level 3	Total
Investment properties	-	400 892	400 892
Derivative financial instruments - assets	105	-	105
Derivative financial instruments - liabilities	(487)	-	(487)
Exchangeable securities	(1 210)	-	(1 210)

As at December 31, 2023			
	Level 2	Level 3	Total
Investment properties	-	412 967	412 967
Derivative financial instruments - assets	527	-	527
Derivative financial instruments - liabilities	(487)	-	(487)
Exchangeable securities	(1 595)	-	(1 595)

The REIT's financial assets and liabilities comprise cash, trade receivables, trade payables and accrued liabilities, mortgages loans and exchangeable securities. Fair values of financial assets and liabilities and discussion of risks associated with financial assets and liabilities are presented as follows.

Fair value of financial assets and liabilities

The fair values of cash, trade receivables, trade payables and accrued liabilities approximate their carrying values due to the short-term maturities of these instruments.

(a) Mortgage loans

Mortgage loans are carried at amortized cost using the effective interest rate method of amortization. The estimated fair values of long-term borrowings are based on market information, where available, or by discounting future payments of interest and principal at estimated interest rates expected to be available to the REIT as at March 31, 2024.

The fair value of the mortgage loans has been determined by discounting the cash flows of these financial obligations using March 31, 2024, market rates for debts of similar terms (Level 2). Based on these assumptions, the fair value as at March 31, 2024 of the mortgage loans has been estimated at \$112,529 (December 31, 2023 – \$113,897) compared with the carrying value before deferred financing costs of \$115,227 (December 31, 2023 – \$116,234). The fair value of the mortgages payable varies from the carrying value due to fluctuations in interest rates since their issue.

(b) Exchangeable Securities

The fair value of the Exchangeable Securities is based on the quoted price of the REIT's own units, on the basis that they are exchangeable on a one-to-one basis throughout their life at the request of the unit holders. Other features of the Exchangeable Securities have no significant impact on their fair value.

Risks associated with financial assets and liabilities

The REIT is exposed to financial risks arising from its financial assets and liabilities. The financial risks include interest rate risk, credit risk and liquidity risk. The REIT's overall risk management program focuses on establishing policies to identify and analyze the risks faced by the REIT, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the REIT's activities. The REIT aims to develop a disciplined control environment in which all employees understand their roles and obligations.

Note 21 – Financial instruments and risk management (Cont'd)

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk consists of interest rate risk and currency risk.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The REIT's exposure to the risk of changes in market interest rates relates to the long-term debt obligations with floating interest rates related to leases and mortgage loans. The interest rate risk is mitigated by the REIT's strategy using derivative financial instruments on mortgage loans and on the lease liabilities.

Currency risk

The REIT operates in France, Germany and Spain, and the functional currency for these operations is the Euro. The REIT's distributions are paid to unitholders in Canadian dollars. Thus, the cash available for distribution to unitholders could be adversely impacted by currency variations. To ensure the predictability of distributions to unitholders, the REIT enters into foreign currency forward contracts to offset its exposure to currency risk.

Liquidity Risk

The REIT's objective is to maintain a balance between continuity of funding and flexibility using bank deposits and loans. Liquidity risk inherent to the financial structure of the business is mainly managed through quarterly updates of short-term cash flow forecasts, follow-up of availability of funding through an adequate amount of committed credit facilities, as well as the status of the maturity of financial assets and liabilities. Management has determined that the REIT has the financial resources to sustain its operations for the 12 months following the date of the consolidated balance sheet.

In arriving at the above conclusion, management has considered that as at March 31, 2024, current liabilities exceeded current assets by \$52,140 (December 31, 2023 - \$46,836). The shortfall is due to the following:

- A. Trio Mortgage Loan - Classified as current due to maturity on March 15, 2024 - \$ 43,411
- B. Baldi Mortgage Loan - Classified as current due to breach over loan covenant since Q2 2022 - \$4,991

Management has concluded that the REIT's has the ability to sustain its operations within the next 12-months, despite the following:

- A. **Trio Mortgage Loan** – The REIT is in current discussion with the senior lender – HCOB - to refinance the mortgage loan of the Trio property (\$53.7m FMV and 90% occupancy rate) or organize its sale. The liquidity risk associated with this default is confined to default interest payments at 8.6% during the default period (see Note 9).
- B. **Baldi Mortgage Loan** - The REIT has kept the senior lender – SOCFIM - regularly informed about the Baldi redevelopment opportunity and related arbitrage plans (considering the 32% occupancy rate). Since the late 2021 massive deleverage (\$11.5m), the bank exposure is down to a 18% loan-to-value (supported by Q4 2023 external valuation report of \$26.7m), and management estimates that, based on its regular exchanges with SOCFIM since then, SOCFIM would not seek loan acceleration as all other terms of the loan are met.

Management also notes that the REIT is already executing its asset recycling plan and joint venture wind up to unlock additional liquidity as required, including the potential disposal of its Sabliere and Arcueil properties (the recent offers received are being assessed), and the sale of its interest in the Duisburg and Stuttgart joint ventures which was initiated in Q1 2024. The close of any of these transactions would generate significant positive working capital, that the REIT could allocate to the above-mentioned mortgage loan repayment in case of unsuccessful extension or refinancing options.

Note 21 – Financial instruments and risk management (Cont'd)

Fair value of financial assets and liabilities

The following table provides a comparison of the carrying amounts and fair value of the REIT's financial assets and liabilities that are not carried at fair value in the Condensed interim consolidated financial statements.

As at March 31, 2024	Fair value hierarchy level	Carrying amount	Fair value
Financial assets			
Loans to joint ventures	3	24 870	24 870
Financial liabilities			
Mortgage loans	2	115 227	112 529
Tenant deposits	2	2 268	2 268
As at December 31, 2023	Fair value hierarchy level	Carrying amount	Fair value
Financial assets			
Loans to joint ventures	3	24 896	24 896
Financial liabilities			
Mortgage loans	2	116 234	113 897
Tenant deposits	2	2 392	2 392

Note 22 – Cash flow information

	Note	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Adjustments for non-cash items and other reconciling items:			
Decrease (increase) in rent-free period	5	74	(39)
Net change in fair value of investment properties	5	11 985	(1 614)
Change in classification of finance costs in relation to mortgage loan		50	-
Net change in fair value of financial derivatives		405	1 552
Distributions recognized on exchangeable securities	10	-	96
Net change in fair value of exchangeable securities		(385)	159
Finance income	15	(1 141)	(1 529)
Finance costs	15	2 710	1 891
Share of net income from investments in joint venture	6	(606)	(284)
Foreign exchange loss		-	10
		13 092	242
Working capital adjustments			
Increase in trade and other receivables		(281)	(412)
(Decrease) in tenant deposits		(105)	(122)
Increase (decrease) in trade and other payables		3 061	(4 633)
		2 675	(5 167)

Cash and non-cash changes in liabilities arising from financing activities:

Liabilities	As at December 31, 2023	Cash flows - repayment	Reclassification of financing and deferral costs	Foreign exchange movement	Fair value changes	As at March 31, 2024
Exchangeable securities	1 595	-	-	-	(385)	1 210
Mortgage loans	116 234	(1 032)	50	(86)	-	115 227
Lease liabilities	102 998	(1 697)	-	(74)	-	101 227

Corporate information

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Investor relations

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Stock exchange listing

The Toronto Stock Exchange
Listing symbol: INO.UN.TO

Distribution Reinvestment Plan

On August 15, 2022, the REIT announced the suspension of its Distribution Reinvestment and Unit Purchase Plan (the “DRIP”) effective as of its September Distribution. The DRIP will remain suspended until further notice and commencing with the September 2022 Distribution, distributions of the REIT will be paid only in cash. The DRIP allowed eligible holders of units to reinvest their cash dividends paid in respect of their units in additional units, which, at the REIT’s election, were issued from treasury or purchased on the open market. If the REIT elected to issue units from treasury, such units were purchased under the DRIP at a three percent discount to the volume weighted average of the closing price for the units on the Toronto Stock Exchange (the “TSX”) for the five trading days immediately preceding the relevant dividend payment date. The REIT could, from time to time, in its sole discretion, change or eliminate the discount applicable to units issued from treasury.



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