

Neinor Homes, S.A. (“**Neinor**” or the “**Company**”), in compliance with the reporting requirements provided for in article 226 of the Royal Legislative Decree 4/2015, of 23 October, approving the consolidated text of the Securities Market Act, and ancillary regulations, hereby informs of the following

INSIDE INFORMATION

The meeting of Neinor’s board of directors held on 22 February 2023 resolved to launch a tender offer to partially repurchase senior secure notes issued by the Company in April 2021 under the issuance named “€300,000,000 4.500% Senior Secured Notes due 2026” (the “**Notes**”). The Notes are listed on the Official List of the Irish Stock Exchange and are admitted to trading on the Global Exchange Market of the Irish Stock Exchange (the “**Tender Offer**”).

The issuance of the Notes was disclosed to the market by means of other relevant information notices dated 12 April 2021 and 15 April 2021 (registration numbers 8511 and 8679, respectively).

The Company has appointed J.P. Morgan SE as sole dealer manager for the transaction (the “**Dealer Manager**”) and Kroll Issuer Services Limited as tender and information agent (the “**Tender Agent**”).

The Tender Offer is made exclusively to certain Eligible Holders, under the terms contained in the tender offer memorandum dated 23 February 2023 (the “**Tender Offer Memorandum**”) and subject to the restrictions described therein. Capitalized terms used in this announcement but not otherwise defined herein shall have the meaning given to them in the Tender Offer Memorandum.

The Company proposes to purchase Notes with an aggregate principal amount of €100 million —subject to the Company’s right in its sole discretion to accept significantly more than or significantly less than such amount of Notes pursuant to the Tender Offer—.

Following the repurchase of the Notes and upon settlement thereof, the Company intends to cancel the repurchased Notes —together with the Notes purchased by the Company until 22 February 2023 in bilateral transactions with their holders and/or in open market transactions and amounting to a total nominal amount of approximately €27 million.

In any event, and in accordance with the terms of the Tender Offer Memorandum, the Company reserves the right, at any time and for any reason in its sole discretion, to extend, withdraw, cancel or amend the terms and conditions of the Tender Offer at any time following the announcement of the Tender Offer.

The Company will inform the market in due course as soon as the other elements affecting the Tender Offer are determined.

Holders of Notes will be able to submit their offers to sell Notes from and including the date hereof to 5:00 p.m. (CET) on 1 March 2023. The Company will announce the results of the Tender Offer on 2 March 2023. The Offeror may extend or otherwise amend these deadlines at any time in accordance with the provisions of the Tender Offer Memorandum.

Unless otherwise stated, all announcements to be made in connection with the Tender Offer will be published on the Irish Stock Exchange's website (<https://live.euronext.com/en/markets/dublin>), and on recognized news services platforms; and will also be notified to the clearing and settlement systems for communication to their participants and, where applicable, on the CNMV's and the Company's websites. Copies of such announcements and notices may also be obtained from the Tender Agent.

In Madrid, on 23 February 2023

OFFER AND DISTRIBUTION RESTRICTIONS

Neither this announcement nor the Tender Offer Memorandum constitute an invitation to participate in the Tender Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement or of the Tender Offer Memorandum may be restricted by law in certain jurisdictions. Persons into whose possession either this announcement or the Tender Offer Memorandum come, or who access neinorhomes@is.kroll.com, are required by the Offeror (Neinor), the Dealer Manager and the Tender Agent to inform themselves about, and to observe, any such restrictions. Neither the Offeror, the Dealer Manager nor the Tender Agent will incur any liability for its own failure or the failure of any other person or persons to comply with the provisions of any such restrictions.

United States

The Tender Offer is not being made, and will not be made, directly or indirectly in any securities exchange of the United States, or in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of the Tender Offer Memorandum and any other documents or materials relating to the Tender Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) to U.S. persons (as such term is defined in Regulation S), in or into the United States or to any persons located or resident in the United States.

Any purported tender of Notes in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a U.S. person, a person located in the United States or any agent, fiduciary or other intermediary acting for a principal located in the United States will be invalid and will not be accepted.

The Tender Offer is being made and may be accepted by dealers or other professional fiduciaries in the United States acting on a discretionary basis only for the benefit or account of non-U.S. persons located outside the United States.

Each Eligible Holder of Notes participating in the Tender Offer will represent that it is a non-U.S. person (as such term is defined in Regulation S) located outside the United States or a dealer or other professional fiduciary in the United States acting on a discretionary basis only for the benefit or account of non-U.S. persons located outside the United States. For the purposes of this and the above paragraphs, "United States" means United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Tender Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended (the “FSMA”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (i) persons who have professional experience in matters relating to investments, being investment professionals as defined in Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Financial Promotion Order”); (ii) persons who fall within Article 43(2) of the Financial Promotion Order; or (iii) any other persons to whom these documents and/or materials may lawfully be made under the Financial Promotion Order. Any investment or investment activity to which this announcement and the Tender Offer Memorandum relate are available only to such persons or will be engaged only with such persons and other persons should not rely on it.

France

This announcement, the Tender Offer Memorandum and any other document or material relating to the Tender Offer have only been and shall only be distributed in France to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129. This announcement and the Tender Offer Memorandum have not been and will not be submitted for clearance to nor approved by the *Autorité des Marchés Financiers*.

Italy

None of the Tender Offer, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer has been submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations. The Tender Offer is being carried out in Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of February 24, 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4, letter b) of CONSOB Regulation No. 11971 of May 14, 1999, as amended. Holders of Notes who are located in Italy may tender Notes for purchase in the Tender Offer through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Spain

None of the Tender Offer, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer constitute an offer to buy securities to the public, a solicitation of an offer to sell securities or a tender offer in Spain which requires the approval and the publication of a prospectus under Regulation (EU) 2017/1129, under the restated text of the Spanish Securities Market Act approved by Royal Legislative Decree 4/2015, of 23 October (the “**Spanish Securities Market Act**”), under Royal Decree 1066/2007, of 27 July and under the Royal Decree 1310/2005, of 4 November, all of them as amended, and any regulation issued thereunder.

Accordingly, the Tender Offer, this announcement and the Tender Offer Memorandum have not been and will not be submitted for approval or approved by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*).

General

This announcement, the Tender Offer Memorandum and any related documents do not constitute an offer to buy or the solicitation of an offer to sell the Notes (and such tenders of Notes in the Tender Offer will not be accepted from Holders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer or similar and the Dealer Manager or any of its affiliates is such a licensed broker or dealer or similar in any such jurisdiction, the Tender Offer shall be deemed to be made by the Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

This announcement and the Tender Offer Memorandum have not been filed with or reviewed by any foreign, federal or state securities commission or regulatory authority, nor has any such commission or authority passed upon the accuracy or adequacy of this announcement and the Tender Offer Memorandum. Any representation to the contrary is unlawful and may be a criminal offense.

Each Eligible Holder participating in the Tender Offer will also give certain representations in respect of the jurisdictions referred to above and generally as set out in section “*Description of the Offer—Offer Procedures—Representations, Warranties and Covenants of Eligible Holders Tendering Notes*” of the Tender Offer Memorandum. Any tender of the Notes for purchase pursuant to the Tender Offer from an Eligible Holder that is unable to make these representations may be rejected. Each of the Offeror, the Dealer Manager and the Tender Agent reserve the right, in its sole discretion (and without prejudice to the relevant Eligible Holder's responsibility for the representations made by it), to investigate, in relation to any tender of Notes for purchase pursuant to the Tender Offer, whether any such representation given by an Eligible Holder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender may be rejected. The acceptance of any tender shall not be deemed to be a representation or a warranty by any of the Offeror, the Dealer Manager or the Tender Agent that it has undertaken any such investigation and/or that any such representation to any person underwriting any such Notes is correct.



Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes, the Tender Offer, this announcement and/or the Tender Offer Memorandum.