

ORDINARY GENERAL SHAREHOLDERS' MEETING 2023 OF NEINOR HOMES, S.A.

PROPOSED RESOLUTIONS

ITEM ONE ON THE AGENDA

Review and, where appropriate, approval of the individual annual accounts of Neinor Homes, S.A. and the consolidated accounts including its subsidiaries, corresponding to the year ended 31 December 2022

Approve the individual annual accounts of Neinor Homes, S.A. (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the consolidated accounts including its subsidiaries (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes), corresponding to the fiscal year ended on 31 December 2022, as prepared by the board of directors at its meeting held on 22 February 2023.

ITEM TWO ON THE AGENDA

Review and, where appropriate, approval of the individual and consolidated management reports of Neinor Homes, S.A. including its subsidiaries, corresponding to the year ended 31 December 2022

Approve the individual management report of Neinor Homes, S.A. and the consolidated report including its subsidiaries, corresponding to the fiscal year ended on 31 December 2022, as prepared by the board of directors at its meeting held on 22 February 2023.

ITEM THREE ON THE AGENDA

Review and, where appropriate, approval of the statement on non-financial information and sustainability memorandum included in the consolidated management report of Neinor Homes, S.A. including its subsidiaries for the year ended 31 December 2022

Approve of the statement on non-financial information and sustainability memorandum included in the consolidated management report of Neinor Homes, S.A. including its subsidiaries for the year ended 31 December 2022, as prepared by the board of directors at its meeting held on 22 February 2023.

ITEM FOUR ON THE AGENDA

Review and, where appropriate, approval of the management and activity of the board of directors of Neinor Homes, S.A. in the year ended on 31 December 2022

Approve the management and activity carried out by the board of directors of Neinor Homes, S.A. in the fiscal year ended on 31 December 2022.

*This document is a translation of an original text in Spanish.
In case of any discrepancy between both texts, the Spanish version will prevail.*

ITEM FIVE ON THE AGENDA

Review and, where appropriate, approval of the proposed application of the individual income corresponding to the year ended 31 December 2022

Approve the proposed application of individual the income of Neinor Homes, S.A. as formulated by the board of directors at its meeting held on 22 February 2023 and specified below:

Profit / (Loss)	Euros
Income for the year ended on 31 December 2022:	846,750
 Application	
To legal reserve:	84,675
To voluntary reserves:.....	762,075
TOTAL	846,750

ITEM SIX ON THE AGENDA

Re-election, where appropriate, of Deloitte, S.L. as auditor of the accounts of Neinor Homes, S.A. and of its consolidated group for the fiscal year ending 31 December 2023

Re-elect the company Deloitte, S.L. as auditor of the accounts of Neinor Homes, S.A. and of its consolidated group for the year ended on 31 December 2023, authorizing the board of directors, with express power of substitution, to enter into the corresponding service contract, with the clauses and conditions it considers appropriate, also granting it the power to make any relevant changes in it in accordance with current law at any time.

This resolution is adopted at the proposal of the board of directors, with the prior proposal of the audit and control committee.

Deloitte, S.L. may accept the appointment by any means valid in law.

Deloitte, S.L. has its registered office at Plaza Pablo Ruiz Picasso 1, Torre Picasso, 28020 Madrid (Spain), and its tax identification number is (NIF) B-79104469. It is registered with the Commercial Registry of Madrid under volume (*tomo*) 13,650, sheet (*folio*) 188, sheet (*hoja*) M-54414 and section (*sección*) 8, and with the Official Auditors Registry (ROAC) under number S0692.

ITEM SEVEN ON THE AGENDA

Re-election, where appropriate, of Ms. Anna M. Birulés Bertran as director, with the category of independent director, for the statutory period of three years

Re-elect, at the proposal of the appointments and remunerations committee, Ms. Anna M. Birulés Bertran, of legal age, of Spanish nationality, with national ID number [...] in force, and with domicile for these purposes at calle Ercilla 24, second floor, 48001 Bilbao (Spain), as director of Neinor Homes, S.A. with the category of "independent" for the statutory period of three years as of the date of this general shareholders' meeting.

The proposed resolution for the general meeting is accompanied by a supporting report from the board of directors evaluating the competence, experience and merits of Ms. Anna M. Birulés Bertran and the role played within Neinor Homes, S.A. since her appointment, as well as the proposal issued by the appointments and remunerations committee. The report and the proposal have been made available to the shareholders as from the publication of the notice of the general meeting.

Ms. Anna M. Birulés Bertran will accept her appointment by any means valid in law.

ITEM EIGHT ON THE AGENDA

Re-election, where appropriate, of Mr. Ricardo Martí Fluxá as director, with the category of independent director, for the statutory period of three years

Re-elect, at the proposal of the appointments and remunerations committee, Mr. Ricardo Martí Fluxá, of legal age, of Spanish nationality, with national ID number [...] in force, and with domicile for these purposes at calle Ercilla 24, second floor, 48001 Bilbao (Spain), as director of Neinor Homes, S.A. with the category of "independent" for the statutory period of three years as of the date of this general shareholders' meeting.

The proposed resolution for the general meeting is accompanied by a supporting report from the board of directors evaluating the competence, experience and merits of Mr. Ricardo Martí Fluxá and the role played within Neinor Homes, S.A. since his appointment, as well as the proposal issued by the appointments and remunerations committee. The report and the proposal have been made available to the shareholders as from the publication of the notice of the general meeting.

Mr. Ricardo Martí Fluxá will accept his appointment by any means valid in law.

ITEM NINE ON THE AGENDA

Re-election, where appropriate, of Mr. Alfonso Rodés Vilà as director, with the category of independent director, for the statutory period of three years

Re-elect, at the proposal of the appointments and remunerations committee, Mr. Alfonso Rodés Vilà, of legal age, of Spanish nationality, with national ID number [...] in force, and with domicile for these purposes at calle Ercilla 24, second floor, 48001 Bilbao (Spain), as director of Neinor Homes, S.A. with the category of "independent" for the statutory period of three years as of the date of this general shareholders' meeting.

The proposed resolution for the general meeting is accompanied by a supporting report from the board of directors evaluating the competence, experience and merits of Mr. Alfonso Rodés Vilà and the role played within Neinor Homes, S.A. since his appointment, as well as the proposal issued by the appointments and remunerations committee. The report and the proposal have been made available to the shareholders as from the publication of the notice of the general meeting.

Mr. Alfonso Rodés Vilà will accept his appointment by any means valid in law.

ITEM TEN ON THE AGENDA

Re-election, where appropriate, of Mr. Borja García-Egocheaga Vergara as director, with the category of executive director, for the statutory period of three years

Re-elect, at the proposal of the board of directors, Mr. Borja García-Egocheaga Vergara, of legal age, of Spanish nationality, with national ID number [...] in force, and with domicile for these purposes at calle Ercilla 24, second floor, 48001 Bilbao (Spain), as director of Neinor Homes, S.A. with the category of “executive” for the statutory period of three years as of the date of this general shareholders’ meeting.

The proposed resolution for the general meeting is accompanied by a justifying report from the board of directors evaluating the competence, experience and merits of Mr. Borja García-Egocheaga Vergara and the role played within Neinor Homes, S.A. since his appointment, as well as a favorable report issued by the appointments and remunerations committee. These reports have been made available to the shareholders as from the publication of the notice of this general meeting.

Mr. Borja García-Egocheaga Vergara will accept his appointment by any means valid in law.

ITEM ELEVEN ON THE AGENDA

Re-election, where appropriate, of Mr. Aref H.Lahham as director, with the category of proprietary director, for the statutory period of three years

Re-elect, at the proposal of the board of directors, Mr. Aref H. Lahham, of legal age, of British nationality, with passport of his nationality number [...] in force, and with domicile for these purposes at calle Ercilla 24, second floor, 48001 Bilbao (Spain), as director of Neinor Homes, S.A. with the category of “proprietary” for the statutory period of three years as of the date of this general shareholders’ meeting.

The proposed resolution for the general meeting is accompanied by a justifying report from the board of directors evaluating the competence, experience and merits of Mr. Aref H. Lahham and the role played within Neinor Homes, S.A. since his appointment, as well as a favorable report issued by the appointments and remunerations committee. These reports have been made available to the shareholders as from the publication of the notice of this general meeting.

Mr. Aref H. Lahham will accept his appointment by any means valid in law.

ITEM TWELVE ON THE AGENDA

Re-election, where appropriate, of Mr. Van J. Stults as director, with the category of proprietary director, for the statutory period of three years.

Re-elect, at the proposal of the board of directors, Mr. Van J. Stults, of legal age, of American nationality, with passport of his nationality number [...] in force, and with domicile for these purposes at calle Ercilla 24, second floor, 48001 Bilbao (Spain), as director of Neinor Homes, S.A. with the category of "proprietary" for the statutory period of three years as of the date of this general shareholders' meeting.

The proposed resolution for the general meeting is accompanied by a justifying report from the board of directors evaluating the competence, experience and merits of Mr. D. Van J. Stults and the role played within Neinor Homes, S.A. since his appointment, as well as a favorable report issued by the appointments and remunerations committee. These reports have been made available to the shareholders as from the publication of the notice of this general meeting.

Mr. Van J. Stults will accept his appointment by any means valid in law.

ITEM THIRTEEN ON THE AGENDA

Re-election, where appropriate, of Mr. Felipe Morenés Botín-Sanz de Sautuola as director, with the category of proprietary director, for the statutory period of three years.

Re-elect, at the proposal of the board of directors, Mr. Felipe Morenés Botín-Sanz de Sautuola, of legal age, of Spanish nationality, with national ID number [...] in force, and with domicile for these purposes at calle Ercilla 24, second floor, 48001 Bilbao (Spain), as director of Neinor Homes, S.A. with the category of "proprietary" for the statutory period of three years as of the date of this general shareholders' meeting.

The proposed resolution for the general meeting is accompanied by a justifying report from the board of directors evaluating the competence, experience and merits of Mr. Felipe Morenés Botín-Sanz de Sautuola and the role played within Neinor Homes, S.A. since his appointment, as well as a favorable report issued by the appointments and remunerations committee. These reports have been made available to the shareholders as from the publication of the notice of this general meeting.

Mr. Felipe Morenés Botín-Sanz de Sautuola will accept his appointment by any means valid in law.

ITEM FOURTEEN ON THE AGENDA

Delegation of powers to formalize and execute all the resolutions adopted by the general meeting, for their notarization as a public document and their interpretation, correction, complementation, development and registration

Without prejudice to the delegations included in previous resolutions, to grant joint and several powers to the board of directors, the chairman of the board of directors, the chief executive officer, the other members of the board of directors, the secretary non-member of the board of directors and the vice secretary non-member of the board of directors; so that any of them, within all the scope necessary in law, may execute the resolutions adopted by this general meeting. For this purpose, it may:

- (i) Develop, clarify, specify, interpret, execute, complement and correct them.
- (ii) Carry out any acts or legal business that may be necessary or appropriate to execute the resolutions, issue any public or private documents considered necessary or convenient for their full effectiveness, as well as put right any omissions, faults or errors, of content or form, that prevent their access to the Commercial Registry, as well as, in particular, to carry out the necessary deposit of accounts in the Commercial Registry.
- (iii) Delegate jointly or severally to one or more of its members all or some of the powers considered appropriate among those that correspond to the board of directors and that have been expressly attributed to them by this general meeting; and
- (iv) Determine all the other circumstances that may be necessary, adopting and executing the resolutions necessary, publishing notices and issuing any guarantees that may be necessary for the purposes provided for by law, as well as executing the appropriate documents and fulfilling any procedures that are required, doing everything necessary by law for the full execution of what has been agreed by this general meeting.

ITEM FIFTEEN ON THE AGENDA

Consultative vote on the annual report on the remuneration of directors for the financial year ended 31 December 2022

Give advisory approval to the annual report on the remuneration of board members corresponding to the year ended on 31 December 2022, whose complete text was made available for shareholders together with the rest of the documentation relating to the general meeting on the publication date of the notice of the general meeting.