

NEINOR HOMES, S.A ORDINARY GENERAL SHAREHOLDERS MEETING 2023
RULES GOVERNING THE RIGHT OF ATTENDANCE, PROXY REPRESENTATION AND REMOTE VOTING

RIGHT OF ATTENDANCE

Shareholders may attend the general meeting whatever the number of shares they hold, provided that said shares are registered in their name in the corresponding book entry registry five days before the date on which the meeting is to be held, and such registration is duly proven upon entrance to the venue of the general meeting, within the two hours prior to the commencement of the meeting, by means of the corresponding attendance, proxy and remote voting (the “**Attendance Card**”) indicating the number of shares held and the number of votes which may be cast. The Attendance Card will be issued by the entities participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (“**Iberclear**”) to the owners of the shares that are able to prove that their shares were registered five days prior to the date on which the general meeting is to be held.

For the purposes proving the identity of the shareholders, or of their proxy representatives, those attending may be asked, at the entrance to the venue where the general meeting is to be held, to prove their identity by providing their National Identity Card or any other unexpired official document generally accepted for these purposes, together with the Attendance Card.

Notwithstanding the above, **shareholders are reminded that they may appoint proxies and vote by remote means of communication under the terms set out in the notice.**

The general meeting will be broadcast via a link on the corporate website of Neinor Homes, S.A. (the “**Company**”) (www.neinorhomes.com) to which both shareholders and non-shareholders of the Company will have access.

PROXY AND REMOTE VOTING BEFORE THE GENERAL MEETING IS HELD

A. Right to proxy representation and delegation by remote means

In accordance with the provisions of articles 22 of the Articles of Association and 13 of the Regulation of the General Meeting, all shareholders with the right to attend may be represented at the general meeting by another person, even if such person is not a shareholder of the Company, meeting the requirements and formalities laid down by the law, the Articles of Association and the rest of the internal regulations of the Company, as applicable.

The delegation of proxy representation must be completed and signed by the shareholder by subscribing the Attendance Card issued by the participating entity in Iberclear.

The proxy must exercise said representation by attending the general meeting personally and handing in the Attendance Card issued by the participating entity in Iberclear at the shareholder registration desk, at the place and date indicated for the general meeting, within the two hours prior to the commencement of the meeting.

Proxy representation is always revocable. The personal attendance of the represented person to the general meeting shall be construed as a revocation of the proxy delegation. Likewise, the vote of the shareholder shall take precedence over the proxy delegation and, therefore, the delegations previously issued shall be deemed revoked and the ones subsequently made as not granted. In the event that a shareholder grants several proxies or casts several votes, the last proxy or the last vote cast that has been received by the Company within the established term shall prevail.

A separate power of proxy representation must be granted individually for each general meeting, in writing or by remote means of communication.

If voting instructions have been given by the represented shareholder, the representative shall cast the vote in accordance with such instructions and shall be obliged to preserve the instructions for a period of one year from the date of the meeting.

There is no limit to the number of shareholders that a proxy may represent. A proxy who represents several shareholders may cast different votes, in line with the instructions given by each shareholder.

In any case, the total number of represented shares shall be counted for the valid constitution of the meeting.

The documents granting proxy representation at a general meeting must include, at least, the following:

- (i) The date of the general meeting and the agenda.
- (ii) The identity of the represented shareholder and the proxy. If not specified, it shall be understood that the representation has been granted in favor of the Chairman of the board of directors, without prejudice to what is indicated below for the case of conflict of interest.
- (iii) The number of shares held by the represented shareholder.
- (iv) Instructions regarding how the votes of the represented shareholder are to be cast with regard to each of the items on the agenda, if applicable.

The Chairman of the general meeting, or the persons designated through the mediation of the Chairman, shall be understood to be empowered to determine the validity of the proxy representation granted and its compliance with the requirements for attendance at the general meeting.

The provisions of the previous paragraphs shall not be applicable when the proxy is the spouse, ascendant or descendant of the represented shareholder and proof is provided of such relationship, nor shall they be applicable when the proxy holds a general power of attorney granted in a public deed, which includes powers to administer the entire estate of the represented person within the Spanish territory, and a copy of such deed is provided.

When granted by remote means of communication, proxy representation shall only be valid if granted:

1. By post or by delivery

The Attendance Card issued by the participating entity in Iberclear, with the corresponding section duly

signed and completed by the shareholder, must be delivered or sent to the registered office of the Company (i.e., calle Ercilla, 24, second floor, 48011 Bilbao (Spain)). The proxy representation granted and the identity of the represented shareholder must be clearly detailed.

In case that the Attendance Card issued by the participating entity in Iberclear does not include the section relating to the delegation of representative power or if the section is incomplete, the shareholder may use the Attendance Card provided to shareholders by the Company on its corporate website (www.neinorhomes.com). Said Attendance Card, duly signed, must be delivered to the Company by post at the address given in the previous paragraph, together with the duly signed Attendance Card issued by the participating entity in Iberclear.

2. By electronic communication

Proxy representation granted by electronic means will be accepted as from the publication of the notice of the meeting through the Company's corporate website (www.neinorhomes.com), by accessing the representation section and following the procedure established therein.

To do this, it is necessary to hold a recognized electronic signature, under the terms laid down in Law 6/2020, of 11 November, on certain aspects of trustworthy electronic services, which must be based on a recognized electronic certificate for which there is no record of its revocation and which (i) is a User Electronic Certificate issued by the Spanish public certification authority, CERES, of the Spanish National Mint (*Fábrica Nacional de Moneda y Timbre*); or which (ii) is incorporated into an Electronic National Identity Card issued pursuant to Royal Decree 1553/2005, of 23 December, which regulates the issue of National Identity Cards and electronic signature certificates.

B. Voting rights and the exercise of remote voting rights before the general meeting is held

Shareholders with attendance and voting rights may cast their votes on the proposals made with respect to the items on the agenda prior to the general meeting, by post or electronically, under the terms laid down in the law, in article 25 of the Articles of Association and articles 11.4 and 26 of the Regulation of the General Meeting.

1. Vote by post or by delivery

In order to cast a vote by post, the shareholder must fill in and sign the Attendance Card issued in their name by the participating entity in Iberclear, in which the shareholder must specify the vote—in favor, against, abstention or blank—, marking the corresponding box with a cross on the table which appears on the referred Attendance Card.

Once the corresponding section has been completed and the Attendance Card signed, the shareholder must deliver or send it by post to the Company's registered office (i.e., calle Ercilla, 24, second floor, 48011 Bilbao (Spain)).

In case that the Attendance Card issued by the participating entity in Iberclear does not include the section relating to remote voting or if the section is incomplete, the shareholder may use the Attendance Card provided to shareholders by the Company on its corporate website (www.neinorhomes.com). Said

Attendance Card, duly signed, must be sent to the Company by post at the address given in the previous paragraph, together with the duly signed Attendance Card issued by the participating entity in Iberclear.

2. Electronic voting

As from the publication of the notice of the meeting, the shareholder may also cast its vote by authorized electronic means, using the shareholder's legally-recognized electronic signature under the same terms as those laid down in point 2 of section A above, regarding the grant of proxy representation, and in section C, below. The vote should be cast through the Company's corporate website (www.neinorhomes.com) by accessing the designated section and following the procedure established therein.

C. General provisions regarding delegation and remote voting

Valid proxies granted and votes cast by remote means of communication (postal or electronic) must be received by Company before 23:59 hours on the day immediately prior to the date on which the general meeting is to be held, otherwise the proxy shall be taken not to have been conferred and the vote not to have been cast. After the expiry of this deadline, only votes cast in person at the general meeting by the shareholder or the person validly representing the shareholder will be allowed.

Proxy representatives may only exercise the right to vote of the represented shareholder by personally attending the meeting. On the day and at the venue of the meeting, the proxy representatives, whether appointed by post or electronically, must identify themselves within the two hours prior to the commencement of the general meeting, by means of their National Identity Card or any other unexpired official document which is generally accepted for these purposes, in order for the Company to verify the power of representation granted, and providing a copy of the Attendance Card issued by the participating entity in Iberclear sent to the Company (by post) or of the electronic document which the shareholder completed on the Company's corporate website (www.neinorhomes.com) in order to grant such power of representation.

When the shareholder exercises the right to vote before the general meeting is held or grants power of proxy representation using remote means of communication, in both cases, such actions must be recorded in the shareholder's name in the corresponding book entry registry at least five days in advance of the date on which the general meeting is to be held.

Likewise, the validity of the proxy representation granted and of the remote vote issued before the general meeting is held will be subject –together with the file provided by Iberclear– to check of the status of shareholder. In case of discrepancy between the number of shares notified by the shareholder granting proxy representation or casting a vote remotely before the general meeting is held and the number which appears in the book entry registry notified by Iberclear, the number of shares notified by Iberclear shall be considered valid for the purposes of quorum and voting, unless proof of the contrary is provided.

The power of proxy representation granted and the vote issued by post or electronically before the

general meeting is held may be rendered without effect by express revocation by the shareholder. Such revocation must use the same mean as that used to grant the power of proxy representation or to cast the vote and must be exercised within the deadline established.

A shareholder who grants power of proxy representation by electronic means undertakes to notify the designated representative of the granted proxy. When the power of proxy representation is granted to the Chairman of the board of directors or of the meeting, or to a director, or to the Secretary or the Vice-secretary of the board of directors of the Company, this notification shall be understood to have been given through the reception by the Company of the electronic delegation. The power of proxy representation must be accepted by the representative; otherwise, it shall not be considered valid.

Before its appointment, the proxy representative must inform the shareholder of the existence of any conflict of interest. If the conflict of interest arises after the appointment and the represented shareholder was no warned of its possible existence, the shareholder must be informed immediately. In both cases, if new, precise voting instructions are not received with respect to each of the items on which the proxy representative is to vote in the name of the shareholder, the proxy should abstain from casting a vote.

For the purposes of the provisions included in articles 523 and 526 of the Spanish Companies Law, approved by Royal Legislative Decree 1/2010 of 2 July (*Real Decreto Legislativo 1/2010, de 2 de julio, por el que se aprueba el texto refundido de la Ley de Sociedades de Capital*, the “LSC”), it is hereby stated that the Chairman of the general meeting, and other members of the board of directors, may be in a situation of conflict of interest with respect to: (i) item Four (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), item Seven (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), item Eight (Re-election, where appropriate, of Mr. Ricardo Martí Fluxá as director, with the category of independent director, for the statutory period of three years), item Nine (Re-election, where appropriate, of Mr. Alfonso Rodés Vilà as director, with the category of independent director, for the statutory period of three years), item Ten (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), item Eleven (Re-election, where appropriate, of Mr. Aref H. Lahham as director, with the category of proprietary director, for the statutory period of three years), item Twelve (Re-election, where appropriate, of Mr. Van J. Stults as director, with the category of proprietary director, for the statutory period of three years), item Thirteen (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) and item Fifteen (Consultative vote on the annual report on the remuneration of directors for the financial year ended 31 December 2022) of the agenda; and (ii) the cases described in sections a), b), c) and d) of article 526.1 of the LSC (appointment, re-election or ratification of directors, removal, separation or discharge of directors, the exercise of corporate liability action and approval and ratification of the transactions of the Company with a director) which may be raised outside the agenda, in accordance with the law.

If the proxy has been validly granted pursuant to applicable regulations and the internal regulations of

the Company but does not include instructions regarding the exercise of the vote or if there is any doubt regarding the identity of the representative or the scope of representative power, it shall be understood that (i) the delegation is made to the Chairman of the board of directors, without prejudice to the stipulations below for cases of conflict of interest; (ii) it refers to all the items included on the agenda of the general meeting, (iii) the vote is favorable to all of the proposed resolutions by the board of directors; and (iv) it also covers the off-agenda items which may arise, with respect to which the proxy shall abstain from voting, unless there are sufficient elements to judge that it would be more favorable to the interests of the represented shareholder to vote in favor or against such proposed resolutions.

Without prejudice to the provisions of the previous paragraph, in case the proxy representative is in a situation of conflict of interest regarding any of the items included in the agenda or that may be submitted in accordance with the law and if the shareholders has not given voting instructions for each of those items, the proxy representative shall abstain. In such case, it shall be understood that the represented shareholder has also designated as successive joint and several representatives the Chairman of the general meeting and, if the Chairman is in a situation of conflict of interest, the Secretary of the general meeting and if, in turn, the Secretary is also in a situation of conflict of interest, the Vice-secretary of the board of directors.

Likewise, a shareholder who casts a vote by post or electronically before the general meeting is held and does not mark one or any of the boxes indicating the vote with respect to the items on the agenda, it shall be understood that the shareholder wishes to vote in favor of the respective proposals made by the board of directors.

The rules of precedence between delegation, remote voting and personal voting at the meeting are as follows:

- (i) The attendance to the general meeting of a shareholder or of the representative of the shareholder which is a legal person who has delegated a vote or who has voted remotely before the general meeting is held, whatever the means used to cast the vote, shall cancel such delegation or previous vote.
- (ii) In the event that a shareholder grants several proxies or casts several votes, the last proxy or the last vote cast that has been received by the Company within the established term shall prevail.
- (iii) As a particular rule, a vote cast by any remote means of communication before the general meeting is held shall cancel any grant of proxy representation made electronically or by means of a printed card, whether prior, in which case it shall be taken to be revoked, or subsequent, in which case it shall be taken not to have been made.
- (iv) Both the proxy representation and the vote cast remotely shall lose all effect if, to the knowledge of the Company, the shares which carry the attendance rights have been disposed of.

The Company will provide shareholders with forms which they may use for proxy delegation and voting by post or remotely on its corporate website (www.neinorhomes.com) under the terms laid down in the notice of the meeting.

If the shareholder is a legal person, the shareholder must communicate to the Company any modification or revocation of the powers held by its representative and, therefore, the Company shall bear no responsibility until such notification is given.

With respect to shareholders which are legal persons, when the postal service is used to grant representation remotely to a third party or to vote remotely, at the request of the Company, it must send, together with the rest of the documentation required under these rules, a copy of the power of attorney of the physical person who, in the name of and representing said shareholding legal person, grants power of representation to a third party or exercises the remote vote.

Any of the joint holders of depositary receipts for shares may vote, delegate and attend, and the rules of precedence established above shall be applicable among them. For the purposes of article 126 of the LSC, it is assumed that a joint holder who at any time attends, delegates or votes in the exercise of the rights of the joint holders does so by the designation of the rest of the joint holders.

Shareholders hold exclusive responsibility for the custody of their own electronic signatures.

The electronic document completed by the shareholder on the Company's corporate website (www.neinorhomes.com) authorized with the shareholder's recognized electronic signature, shall be taken as a copy in unalterable electronic format of the Attendance Card and proxy delegation for the purposes of compliance with the provisions of the Regulation of the General Meeting and of the Articles of Association for the delegation of representation and the electronic casting of votes.

The Company reserves the right to modify, suspend, cancel or restrict the remote voting and proxy delegation mechanisms should technical or security reasons so require or oblige. Likewise, the Company reserves the right to request such additional identification means as it deems necessary in order to guarantee the identity of participants, the authenticity of the vote and of the proxy representation granted and, in general, the legality of the acts of the general meeting.

The Company shall bear no responsibility for any damages which may be caused to the shareholder as a result of breakdowns, overloads, fallen lines, connection failures, malfunction of the postal service or any other eventuality of the same or similar nature which is beyond the control of the Company, and which prevent the use of the remote proxy delegation and voting mechanisms.

Shareholders who are legal entities and non-residents in Spain should consult the Investor Relations Department (investor.relations@neinorhomes.com) to examine the possibility, if necessary, of adapting, with due guarantees, the mechanisms for remote voting and representation to their peculiarities.

The computer programs used to exercise the right to vote before the general meeting is held and for delegation by electronic means before the general meeting is held will be operative as from the publication of this the notice of the meeting and will close at 23:59 hours on the day immediately prior to the date on which the general meeting is to be held. For these purposes, the Company shall implement an electronic dating system, through a third party and with an objective time source (time stamping) to certify the moment at which the vote or electronic representation was received, as well as, if applicable, the acceptance or rejection of the same.

PROTECTION OF PERSONAL DATA

The personal data provided by shareholders to the Company for the exercise of their voting, attendance or delegation rights at the general meeting or which are provided by the banks and stock agencies and companies in which the shares of the shareholders are deposited, through the entity responsible to keep the register of book entries, shall be processed by the Company, in its capacity as data controller, for the purposes of managing the development, fulfilment and control of the current relationships with shareholders, regarding the convening and holding of the general meeting, as well as in order to comply with legal obligations. The data may be communicated to the Notary who attends and draws up the minutes of the general meeting. The processing of data is necessary for the purposes indicated and its legal basis is your relationship as a shareholder as well as to comply with legal obligations. The data shall be kept for the duration of such relationship and, thereafter, for a period of six years only in order to be able to deal with any legal or contractual actions, unless, exceptionally, a longer limitation period would apply.

In case the Attendance Card includes personal data referring to third parties, the shareholder must inform them of the points indicated herein in relation to the processing of personal data and comply with any other requirements which may be applicable for the proper assignment of personal data to the Company, without the Company having to take any additional action vis-à-vis the interested parties.

Registered Users may exercise their rights of access, correction, opposition, suppression, limitation of processing and portability, as well as any other rights recognized by current legislation on data protection, by sending a letter with the reference "Data Protection" (attaching a photocopy of the ID or identification document) in which your request is specified, addressed to the Company's data protection delegate, through the e-mail address, lop@neinorhomes.com, or at the registered office of the Company (i.e., calle Ercilla 24, 48011 Bilbao (Spain)). Registered users may also file complaints with the competent data protection control authority.

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