



**2022 REPORT ON ACTIVITIES OF THE
BOARD OF DIRECTORS AND BOARD
COMMITTEES OF NEINOR HOMES S.A.**

Prepared by	Reviewed by	Approved by
GRC Management (Governance, Risk and Compliance)	Secretary of the Board	Board of Directors



Neinor
HOMES

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1. General

Neinor Homes S.A. (hereinafter “Neinor Homes” or the “Company”) is firmly committed to the orientation of its corporate governance practices to achieve the highest standards, align strategy and apply the relevant legislation and best practices in its day-to-day management and operations.

Following recommendation 6 of the Good Governance Code of listed companies approved by the Spanish National Securities Market Commission (hereinafter “CNMV”) in February 2015, and revised in June 2020, Neinor Homes will prepare a report on the functioning of the Audit and Appointments and Remuneration Committees, which will publish on its website well in advance of the Annual General Shareholders’ Meeting.

In this sense, this Activity Report includes the activities not only of the aforementioned Committees, but also of the other Board Committees existing in the Company (the Land Investment Committee) and of the Board of Directors itself.

The reporting period considered herein is the calendar year. This decision was adopted in order to ensure the greatest possible visibility and objectivity with regard to compliance with the Good Corporate Governance recommendations. Accordingly, the reporting period runs from January to December 2022. This will be the period taken as a reference by the Company in the future, to align reporting with the accounting and the “Corporate Governance” year, and to ensure that this Report is updated and available in time for the Ordinary General Shareholders' Meeting each year.

On the other hand, it should be noted that the Board and its delegated Committees discharge their supervisory and control functions with ongoing support from the:

- Chief Executive Officer.
- Secretary of the Board.
- GRC and Assurance Department (Corporate Governance, Internal Audit, Compliance, Risks, Corporate Social Responsibility and ESG).
- General Management.

These areas are at the disposal of Neinor Homes’ governing bodies whenever needed, working tirelessly to ensure the proper discharge of their duties and compliance with all of the obligations established by applicable legislation and best practices and in the area of good governance. They also provide Directors with any information needed on a timely basis to

allow between 6 and 12 days for review and analysis before meetings are held. They also channel the questions that Board and Committee members may raise and supply the relevant supporting and other documentation to ensure understanding of the issues.

Key activities undertaken by Neinor in the reporting period were as follows:

- Supervision and preparation of the ordinary General Shareholders' Meeting, held on April 13, covering aspects such as
 - Review and approval of the Company's annual accounts, the corporate management, and the re-election of the auditor.
 - Review and approval of the proposal for the application of the result corresponding to the year ended December 31, 2021.
 - Review and approval, if applicable, of two reductions of the share capital in the amount of 13,110,138.42 euros for the purpose of returning contributions to the shareholders, by reducing the par value of the shares by 0.1639 euros, and consequent amendment of Article 5 of the Company's Bylaws.
 - Re-election, if applicable, of Mr. Andreas Segal as director, with the classification of independent director, for the statutory term of three years.
 - Appointment of Mr. Juan Pepa as a director of the Company.
 - Review and approval of the management and performance of the Board of Directors during the year ended December 31, 2021.
 - Review and approval of the amendment of the following articles of the Company's Bylaws:
 - a) Modification of Article 2 of Title I. Introduction of real estate rental in the Company's activity.
 - b) Amendment of Article 23 of Title IV. Enable the possibility of holding the General Shareholders' Meeting exclusively by telematic means.
 - c) Amendment of Article 34 of Title IV. Introduction of the concept of remuneration in kind.
 - d) Amendment of Articles 42 and 43 of Title IV. Adaptation of these articles to the recommendations of the Code of Good Corporate Governance.

- Review and approval of the amendment of the Regulations of the General Shareholders' Meeting of Neinor Homes, S.A., to adapt them to the regulatory changes introduced and incorporate certain technical improvements.
 - a) Amendment of Article 1 of Title I and elimination of the Sole Transitory Provision.
 - b) Modification of Article 5 of Title II
 - c) Modification of article 8 of Title III
 - d) Modification of articles 11, 24, 26 and 31 of Title IV.
- Delegation to the board of directors of the power to increase the share capital under the terms and conditions of article 297.1.b) of the Capital Companies Act, for a maximum period of five years, with the power to exclude the pre-emptive subscription right up to the limit of 20% of the share capital in accordance with the provisions of article 506 of the Capital Companies Act.
- Review and approval, if applicable, of the maximum annual remuneration of the members of the Board of Directors of Neinor Homes, S.A. in their capacity as such for the year ending December 31, 2022.
- Review and approval, if applicable, of the remuneration policy for the directors of Neinor Homes, S.A. to be applied from the date of approval until December 31, 2025.
- Delegation to the board of directors of the power to issue bonds, debentures and other fixed income securities, exchangeable and/or convertible into shares of the Company, as well as warrants or other similar securities that may give the right, directly or indirectly, to subscribe or acquire shares of the Company or other companies, whether or not belonging to its Group, for a maximum period of five years and for an aggregate amount of 500. 500,000,000, as well as, if applicable, the power to increase the share capital by the necessary amount with the power to exclude pre-emptive subscription rights up to a limit of 20% of the share capital and authorization for the Company to guarantee fixed-income issues made by subsidiaries.
- Delegation of powers to formalize and execute all resolutions adopted by the General Shareholders' Meeting, to convert them into a public instrument and to interpret, correct, supplement, develop and register them.

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- Consultative vote on the Annual Report on the Remuneration of Directors for the financial year ended 31 December 2020.
- Neinor Homes made its fifth, internal assessment of the quality and efficiency of the functioning and performance of the Board of Directors and its committees, which ensured:
 - Greater access to confidential internal information.
 - A more in-depth review, given that the scope of external assessments is limited with respect to Neinor Homes' objectives.
 - More flexibility, allowing adaptation to the directors' schedules.
 - Lower cost for the company.

In accordance with article 529 nonies of the Spanish Companies Law and Recommendation 36 of the Good Governance Code, Neinor Homes plans to carry out an autonomous internal assessment of the functioning of the Board and its respective Committees, taking into consideration the recommendations contained in CNMV Technical Guide 3/2017 on Audit Committees. This assessment will be carried out annually and every three years the Board of Directors will be assisted in carrying out the assessment by an external consultant, whose independence will be verified by the Appointments Committee.

This assessment will be linked to action plans with improvement measures.

In addition, Neinor Homes has defined a training plan for the Board of Directors and its Committees, offering a refresher programme to update the Directors' knowledge and expertise in certain areas. The following subjects were addressed in 2022:

- Group Ethics and Compliance.
- Anti-money laundering and counter-terrorist financing.
- Developments, macroeconomic situation, demand / prices, real estate sector forecasts, and outlook for the Build to Rent and Build to Sell businesses.
- Corporate governance and regulatory changes, and the company's ESG situation.
- Risks in the real estate sector, situation of the residential market, and responsibilities and obligations of the Directors.
- New developments in sustainability regulations: European taxonomy, adaptation the "fit for 55" legislative package and Neinor's Sustainability Plan 22-25.

- Cybersecurity.

This Activity Report was presented to and approved by each of the Board Committees with regard to the matters falling within their respective remits, and it was approved in its entirety by the Board of Directors on January 25, 2023. Likewise, the present Report will be made available to the Company's shareholders on the corporate website prior to the holding of the Annual General Shareholders' Meeting.

2. Purpose and Scope

The purpose of this document is to detail the functioning and composition of the Board of Directors and its three Committees: the Audit and Control Committee, the Appointments and Remuneration Committee and the Land Investment Committee, and describe the main activities and actions carried out by each body during the reported period (January–December 2022).

3. Board of Directors

Neinor Homes' Board of Directors is duly empowered to manage, direct, administer and represent the Company in accordance with applicable regulations and best corporate governance practices. As a general rule, the Board delegates ordinary management tasks to its committees and the management team, establishing the content, limits and type of powers granted, so as to concentrate on its supervisory functions and on the consideration of those matters of particular importance for the Company. The principles of action of the Board of Directors, as well as the basic rules governing its organization and functioning, and the rules governing the conduct of its members are set out in the Regulations of the Board of Directors, which is published on the corporate website:

https://www.neinorhomes.com/uploads/documentos_contenidos/949/documento/Regulations-Board-of-Directors_Neinor.pdf

3.1. Functioning

In accordance with Article 16 of the Regulations of the Board of Directors, the Board shall meet *"at least, quarterly"* or *"at the initiative of the Chairman, as many times as the Chairman deems appropriate for the smooth running of the Company"* or also, according to article 9 of the aforementioned Regulation, *"when so requested by at least one-third of the Directors"*.

Notice of meetings of the Board of Directors shall be given by the Secretary *"at least seventy-two hours before the day of the meeting"*.

Meanwhile, the Board of Directors shall be duly convened *"when one-half plus one of the full number of Directors decided upon by the General Shareholders' Meeting is present in person or by proxy"*.

Resolutions shall be adopted by absolute majority of the Directors present at the meeting.

The Secretary shall draw up the minutes of meetings, listing the persons attending and describing the matters debated and the resolutions agreed.

3.2. Membership

In accordance with Article 7 of the Regulations of the Board of Directors of Neinor Homes, *"The Board of Directors shall be made up of no fewer than five and no more than 15 members, the exact number to be determined by the General Shareholders' Meeting"*. As of the date of this report, the number of members of the Board of Directors is set at 9, in accordance with the resolution adopted by the 2018 Ordinary General Shareholders' Meeting.

The Regulations of the Board further stipules that the Company shall ensure that “as far as possible, on the composition of the body, proprietary and independent Directors represent a majority of the Board of Directors, attempting that the number of independent Directors represent at least one third of the members of the Board of Directors”. The Chairman of the Board “shall be elected from among its members”.

As of December 31, 2022, the composition of the Board was as follows:

Name	Position	Category
Ricardo Martí Fluxá	Chairman	Independent Director
Anna M. Birulés Bertran	Director	Independent Director
Alfonso Rodés Vilà	Director	Independent Director
Andreas Segal	Director	Independent Director
Felipe Morenés Botín-Sanz de Sautuola	Director	Proprietary Director
Juan Pepa	Director	Proprietary Director
Van J. Stults	Director	Proprietary Director
Aref H. Lahham	Director	Proprietary Director
Borja Garcia-Egocheaga	CEO	Executive Director

¹ Mr. Morenés was reclassified from Independent Director to Proprietary Director on January 26th, 2022, the date on which the Appointments and Remuneration Committee approved his change in status and which was subsequently ratified by the Board based on article 529 duodecies of the Capital Companies Law.

The Board has a Secretary, Mrs Silvia López Jiménez, who is not a member of the Board of Directors and therefore cannot vote.

In this regard, Neinor Homes complies with the requirements established and mentioned above, as it has 9 Directors, of which 4 are independent, 1 are executive and 4 are proprietary.

The professional résumé of each Director can be found on the corporate website:

<https://www.neinorhomes.com/about-us/our-people/board-of-directors/>

3.3. Meetings held and attendance

The Board of Directors met a total of 13 times in the reporting period. The meetings of the Board of Directors were held on the following dates:

- 26 January 2021 (multiparty videoconference (Microsoft Teams)) *
- 23 February 2022 (multiparty videoconference (Microsoft Teams)). *
- 09 March 2022 (in writing) *
- 05 April 2022 (in writing) *
- 29 April 2022 (in writing) *
- 10 May 2022 (in person).
- 17 May 2022 (multiparty videoconference (Microsoft Teams)). *
- 17 June 2022 (in writing) *
- 21 June 2022 (in person)
- 27 July 2022 (in person)
- 04 October 2022 (multiparty videoconference (Microsoft Teams)). *
- 08 November 2022 (in person)
- 23 December 2022 (multiparty videoconference (Microsoft Teams)). *

** According to article 16 (point 9) of the Regulations of the Board of Directors of Neinor Homes and to Royal Decree-Law 2/2021, of January 26, the sessions of the administrative bodies and of the delegated commissions of the Capital companies may be held by videoconference or by multiple telephone conference. In addition, these bodies may adopt resolutions by means of a written vote and without a session whenever so decided by the chairman and they must be so adopted when requested by at least two of the members of the body.*

The percentage of attendance in person and proxies carried out with specific instructions, out of the total number of votes and possible attendance was 99,15% during the year. In addition, other members have participated, as detailed in the table below:

Other attendees	26/01/2022	23/02/2022	09/03/2022	05/04/2022	29/04/2022	10/05/2022	17/05/2022	17/06/2022	21/06/2022	27/07/2022	04/10/2022	08/11/2022	23/12/2022
Executive Vice-President						✓	✓			✓	✓	✓	
General Financial Directorate	✓	✓				✓	✓			✓	✓	✓	✓
Real Estate General Directorate											✓	✓	
General Directorate of Business											✓		
General Directorate of Operations											✓		
Investor Relations										✓		✓	

3.4. Activity

The Board of Directors uses the diagnoses of supervisory activities, reports, policies and other obligatory activities of the Board, which is prepared by the GRC Department based on external laws and regulations (Spanish Companies Law, Securities Market Law and New Audit Law) and on the self-imposed undertakings made in the internal procedures and rules applicable to the Board and its Committees, as a tool to organize and plan its work, and to distribute and schedule the actions required to be taken over the course of the year.

The Corporate Governance scorecard is then used to track and control the work plans prepared by the Board and its Committees, and to establish activities and agenda items for the various Board and Committee meetings.

Finally, the Board also issues instructions to the GRC Department annually to carry out the following tasks on an ongoing basis:

- Make a diagnosis and report on compliance with the recommendations set out in the Code of Good Governance.
- Review compliance with technical, legal and information specifications regarding the mandatory content of the corporate website as stipulated in Circular 3/2015 of 23 June, of the Spanish National Securities Market Commission.

Activity and items debated at meetings of the Board of Directors

The principal matters examined and dealt with at the various meetings of the Board of Directors are summarized below based on the functions and powers delegated. This summary is supplemented by the specific actions undertaken by each of the Committees, which are described herein in the sections titled "Activity".

Meanwhile, the Chairs of the various Committees track the items discussed at all Committee meetings in order to improve communication and ensure that all members are fully involved in the deliberation of all agenda items.

The main aspects discussed and analysed at the meetings of the Board during the 2022 financial year were:

- Drafting of the individual annual financial statements and the individual management report of the Company for the year ended 31 December 2021
- Drafting of the consolidated annual accounts and the consolidated management report for the financial year ended 31 December 2021
- Formulation of the proposed distribution of profit for the year ended 31 December 2021
- Examination and approval of the Annual Corporate Governance Report for the year ended 31 December 2021, including the review of the category of each director, following the favourable report of the Audit and Control Committee and the Appointments and Remuneration Committee
- Review and approval of the Annual Directors' Remuneration Report for the year ended 31 December 2021, following a favourable report from Appointments and Remuneration Committee.
- Review and approval of the Statement of Non-Financial Information and Sustainability Report
- Review and approval of the salaries, targets and target bonuses of the Chief Executive Officer and Executive Deputy Chairman for 2022
- Review and approval of the revision of the remuneration of the independent directors and the Secretary of the Board and modification of the directors' remuneration policy.
- Review and approval of the financial, non-financial and corporate reporting policy.
- Review and approval of the annual report on the functioning of the Board of Directors.
- Review and approval of the reclassification of Mr Felipe Morenés as proprietary director.

- Report on the notification received from Stoneshield on 23 January 2022 regarding the acquisition of shares in the Company
- Appointment of the Company's new representatives before SEPBLAC: Mr. Borja García-Egocheaga (principal representative) and Mr. David Hernández (substitute). Appointment of Mr. Sergio Abanades as new Data Protection Officer and appointment of Ms. Nagore González as new anti money laundering operational responsible
- Update on Living Strategy
- Rental Update: Review, and if applicable, approval of next steps on Rental process and Information on portfolios
- Real Estate indicators update: Land acquisition, Launches (1stGO & 2ndGO), Sales, Cost inflation (Biding + WIPs)
- Review and approval of the financial information for the first and third quarters, the first half of the year and the presentation to the markets.
- Review and approval of the shareholder remuneration proposal. Proposal to the General Meeting for approval
- Examination and approval of the Annual Financial Report for the year ended 31 December 2021, as proposed by the Audit and Control Committee.
- Examination and approval of the summarised financial statements for the twelve months ended 31 December 2021, following the favourable report of the Audit and Control Committee.
- Acknowledgement of the report on the activities of the Company's Internal Audit Department for the financial year ended 31 December 2021.
- Acknowledgement of the report on the independence of auditors and on the provision of non-audit services
- Acknowledgement of reports on related-party transactions and conflicts of interest
- Acknowledgement of the information on treasury stock transactions provided by the Chief Financial Officer, in accordance with article 7.8 of the Internal Regulations for Conduct in the Securities Markets.
- Review and approval of the business plan: budget 2022 and estimate 2023-2026

- Acknowledgement of the press release and explanatory presentation of the Company's annual results.
- Approval of the report regarding the re-election of Mr Andreas Segal as independent director of the Company for the statutory term of three years.
- Approval of the appointment of Mr Alfonso Rodés as Chairman of the Audit and Control Committee for a term of one year.
- Proposal to the General Meeting on the re-election of the auditors of the Company, as well as for the consolidated group of which it is the parent company, for the year ending 31 December 2022.
- Review and approval of the merger by absorption of various subsidiaries of Grupo Quabit by Neinor Península, S.L.U.
- Review and approval of the amendments to the internal corporate governance regulations.
- Review and approval of the specific bonus targets for executive directors for the 2022 financial year.
- Proposal to the General Meeting on the delegation to the Board of the power to increase the share capital and approval of the corresponding report.
- Proposal to the General Meeting on the delegation to the Board of the power to issue convertible debt and approval of the related report
- Examination and approval of the proposal for the convening and date of the next Ordinary General Meeting of Shareholders of the Company.
- Review of the request for a supplement to the notice of the ordinary general meeting of the Company, approval of its publication and approval of the corresponding report in relation to the new item on the agenda subject to the supplement to the notice of meeting.
- Acknowledgement of the letter of resignation received from Mr. Jorge Pepa.
- Acknowledgement of the letter received from the shareholder Pyxis V Lux S.á r.l.
- Amortisation of vacant position on the board of directors
- Resolutions relating to reductions in share capital for the purpose of returning contributions to shareholders, and execution thereof.

- Acknowledgement of the reports of the chairmen of the three committees.
- Appointment of Mr. Juan José Pepa as a member of the Land Investment Committee.
- Approval of corporate policies: Director selection policy; Succession plan for the Chairman, CEO and management team; Internal audit function manual; Corporate governance policy.
- Approval of a treasury share buy-back programme to reduce capital through share redemptions.
- Report on the partial demerger operation whereby Neinor Península, S.L.U. spins off in favour of Neinor Homes, S.A. the shares of Neinor Sur, S.A.U.
- Review and approval of the partial demerger operation whereby Neinor Península, S.L.U. spins off 100% of the shares of NeinorSur, S.A.U. in favour of Neinor Homes, S.A.U.
- Contribution to equity of the subsidiary Neinor Península, S.L.U.
- Review and approval of the terms and conditions of a bond repurchase.
- Liquidity analysis
- Update of the Investor Relations Plan.
- Update of the Investor Communication Strategy.
- Calendar of Board meetings for 2023.

4. Audit and Control Committee (ACC)

Neinor Homes' Audit and Control Committee (ACC) was created by the Board of Directors on 14 May 2015 as a reporting and consultative body without executive functions but vested with powers to report, advise, and make proposals within its remit, as determined in the Committee Regulations published on the corporate website:

https://www.neinorhomes.com/uploads/documentos_contenidos/951/documento/Audit-and-Control-Committee-Charter_Neinor.pdf

4.1. Functioning

In accordance with Article 4 of the ACC Regulations, the Committee shall meet *“at least four times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required,”* or also *“at the request of any of its members, of the external audit lead partner, or the head of internal audit, as well as when called by its chairman. Furthermore, the chairman is to call the meeting whenever the Board of Directors or its chairman requests the issuance of a report or adoption of proposals and, in any event, whenever it is appropriate to the proper exercise of its authority”*.

Meetings shall be convened by the Committee Secretary, who notifies each member at least three business days in advance of the date set for each meeting.

Committee meetings are deemed quorate whenever attended, either in person or by proxy, by half plus one of their members. Resolutions are adopted by absolute majority vote of members present.

The Secretary is responsible for drawing up the minutes to each meeting, which must include a list of attendees, the matters debated and the resolutions adopted.

4.2. Membership

In accordance with Article 14 of the Regulations of the Board of Directors of Neinor Homes, the ACC *“shall be made up of no fewer than three and no more than five Directors, appointed by the Board of Directors itself, all of whom must be non-executive Directors. A majority of the Audit and Control Committee members shall be independent [Directors]”*. Moreover, *“The Chairman of the Audit and Control Committee [shall be appointed] from among the independent Directors that are members of that Committee”*.

As of December 31, 2022, the composition of the ACC was as follows:

Name	Position	Category
Alfonso Rodés Vilà	Chairman	Independent Director
Anna M. Birulés Bertran	Member	Independent Director
Ricardo Martí Fluxà	Member	Independent Director
Felipe Morenés Botín-Sanz de Sautuola	Member	Proprietary Director ¹
Van J. Stults	Member	Proprietary Director

¹ Mr. Morenés was reclassified from Independent Director to Proprietary Director on January 26th, 2022, the date on which the Appointments and Remuneration Committee approved his change in status and which was subsequently ratified by the Board based on article 529 duodecies of the Capital Companies Law.

The Secretary to the Committee is Ms Silvia López Jiménez, who is not a member of any Committee or of the Board of Directors and therefore cannot vote.

It is seen that the Company meets the requirements established, having formed an ACC with 5 members, 3 of whom, including the Committee's chair, are Independent Directors.

The professional résumé of each ACC member is available on the corporate website:

<https://www.neinorhomes.com/about-us/our-people/board-of-directors/>

4.3. Meetings held and attendance

The Audit and Control Committee met on 7 occasions in the reporting period, and the meetings were held on the following dates:

- 26 January 2022 (multiparty videoconference (Microsoft Teams)) *
- 23 February 2022 (multiparty videoconference (Microsoft Teams)). *
- 10 May 2022 (in person). *
- 17 May 2022 (multi-stakeholder videoconference (Microsoft Teams)). *
- 27 July 2022 (in person).
- 08 November 2022 (in person).
- 23 December 2022 (multiparty videoconference (Microsoft Teams)). *

* According to article 16 (point 9) of the Regulations of the Board of Directors of Neinor Homes and to Royal Decree-Law 2/2021, of January 26, the sessions of the administrative bodies and of the delegated commissions of the Capital companies may be held by videoconference or by multiple telephone conference. In addition, these bodies may adopt resolutions by means of a written vote and without a

session whenever so decided by the chairman and they must be so adopted when requested by at least two of the members of the body.

At all the meetings, 100% of the Directors and the Secretary of the Committee were present or were given proxies to vote. In addition, apart from other Directors, other members attended, as detailed in the following table:

Other attendees	26/01/2022	23/02/2022	10/05/2022	17/05/2022	27/07/2022	08/11/2022	23/12/2022
CEO		✓	✓	✓	✓	✓	
Executive Vice-President		✓	✓	✓	✓	✓	✓
General Financial Directorate		✓	✓	✓	✓	✓	
GRC, Internal Audit & ESG Directorate	✓	✓	✓			✓	✓
Chief Legal Officer						✓	
External Auditor		✓			✓		✓

4.4. Activity

Internal Audit Department, at the Committee's request, in order to update the rules and good practices, has prepared a series of analyses and tasks in order to maintain absolute compliance with the aspects related to Good Governance and Compliance, among which we can highlight:

- Changes in the regulations relating to the CNMV (Capital Companies Act, Securities Market Act and Law on Account Auditing).
- Group Ethics and Compliance.
- Risks in the Real Estate sector, residential market situation and responsibilities and obligations of Directors.
- Evolution, macroeconomic situation, demand / prices, forecasts in the real estate sector: rental and development.

In addition, in the exercise of the functions attributed to the ACC, the main activities reviewed and analysed by this Committee during its seven meetings are detailed below:

(*) *Activities submitted to the Board for approval and/or ratification*

- Review and approval of the Internal Audit and GRC Plan 2022 and report on the activities carried out by Internal Audit and GRC in 2021. (*)

- Review and approval of the report on related-party transactions and conflicts of interest for the 2021 financial year. (*)
- Proposed formation of the Board for 2022 (*)
- Review and approval of the report on the measures adopted to ensure compliance with the provisions of the Company's Internal Code of Conduct.
- Report on the audits on quality, environment, R&D&I and Information Security System by independent external auditors (*)
- Review and favourable report on the financial, non-financial and corporate reporting policy (*)
- Review and approval of the annual report on the functioning of the Audit and Control Committee (*).
- Review of the annual financial information as at 31 December 2021, including the Annual Financial Report and the annual accounts for the year ended 31 December 2021. Presentation of the conclusions of the audit work carried out by Deloitte, S.L. (*)
- Review of the proposed summarised financial statements for the twelve months ended 31 December 2021.
- Review and approval of the proposal to the Board of Directors on the re-election of the Company's auditors, as well as for the consolidated group, for the year ending 31 December 2022.
- Report on the trading of the Company's treasury shares (*)
- Review of the merger operation by absorption of various subsidiaries from the Quabit group by Neinor Península, S.L.U. (*)
- Review of the proposed shareholder remuneration to be submitted for approval by the General Meeting (*)
- Report on the press release and explanatory presentation of the Company's annual results (*)
- Report on the relevant sections of the Annual Corporate Governance Report (ACGR) for the year ended 31 December 2021. (*)
- Review and approval of:

- The information on the ICFR to be included in the Annual Corporate Governance Report (ACGR).
 - The auditor's report on the external verification of the ICFR.
 - The internal auditor's executive summary of the ICFR.
- Review of financial information for the first and third quarter and first half of 2022 (*)
 - Report on the press release and presentation on the financial information for the first and third quarter and second half year (*)
 - Presentation of the audit work carried out for the review of the first half-year financial statements and recommendations of the external auditor (*)
 - Update on the estimation of risks arising from ongoing legal proceedings (*)
 - Report on the cyber-security audit (*)
 - Update of the corporate risk map (*)
 - Development and report of the company's first Global Social Impact Report (*)
 - Update of the GRC department structure (*)
 - Results of the Prevention of Money Laundering and Terrorist Financing audit (*)
 - Update of the status of risks and internal control
 - Implementation and update of the whistle-blowing channel (*)
 - Analysis and reporting of communications received through the whistle-blowing channel (*)
 - Review of corporate policies: (*)
 - Internal audit function manual
 - Corporate Governance Policy
 - Monitoring of the sustainability plan and progress made in this area.
 - Review and approval of the report on auditor independence and on the provision of non-audit services (*)
 - Review and approval of the Statement of Non-Financial Information and the Sustainability Report to be included in the management report (*)

- Review and approval of the notes to be included in the annual accounts on (i) Covid-19 risks and impact; and (ii) environmental risks. (*)
- Report on the amendments to the internal corporate governance regulations (*)
- Review of the legal report requested in relation to related-party transactions and conflicts of interest (*)
- Favourable report on the approval of a programme for the repurchase of own shares (*)
- Report on the press release and presentation of the financial information for the first half of the year (*)
- Report of the external auditor on the status of the external audit of the 2022 financial statements (*)
- External Audit Effectiveness Report
- Renta Garantizada and Quabit Construcción reports (*)
- GRC Plan for 2023
- Presentation of the Audit and Control Committee's work schedule for 2023

5. Appointments and Remuneration Committee (ARC)

Neinor Homes' Appointments and Remuneration Committee (ARC) was set up by the Company's Board of Directors on 14 May 2015 as an internal informative and consultative body without executive functions duties, but vested with reporting, advisory and proposal-making powers within its remit, as determined in the Committee Regulations published on the corporate website:

https://www.neinorhomes.com/uploads/documentos_contenidos/955/documento/Appointments-and-Remuneration-Committee-Charter_Neinor.pdf

5.1. Functioning

In accordance with article 4 of the ARC Regulations, *"The Committee shall meet every three months or, at least, four times per year,"* or *"... when any of its members requests it or when duly called by the Chairman of the Committee. The Chairman is to call the meeting whenever the Board of Directors or its Chairman requests the issuance of a report or adoption of proposals and, in any event, whenever it is appropriate to the proper exercise of its authority"*.

Meetings of the ARC are convened by the Committee Secretary, who sends prior notice of the meeting to each member and any other persons required to attend reasonably in advance of the date on which it is to be held.

A valid quorum will be reached when half plus one of the Directors holding seats on the Committee are present in person or by proxy. Resolutions must be adopted by majority vote of the Committee members attending.

The Secretary shall draw up the minutes of meetings, listing the persons attending and describing the matters debated and the resolutions agreed.

5.2. Membership

In accordance with Article 15 of the Regulations of the Board of Directors of Neinor Homes, the ARC *"shall be made up of no fewer than three and no more than five Directors, appointed by the Board of Directors itself, all of whom shall be non-executive Directors. The majority of the members of the Appointments and Remuneration Committee shall be independent Directors"*. The Board of Directors shall appoint the Committee's Chair *"from among the independent Directors holding seats on the same"*.

As of December 31, 2022, the composition of the ARC was as follows:

Name	Position	Category
Ricardo Martí Fluxá	Chairman	Independent Director
Felipe Morenés Botín-Sanz de Sautuola	Member	Proprietary Director ¹
Alfonso Rodés Vilà	Member	Independent Director
Anna M. Birulés Bertran	Member	Independent Director
Van J. Stults	Member	Proprietary Director

¹ Mr. Morenés was reclassified from Independent Director to Proprietary Director on January 26th, 2022, the date on which the Appointments and Remuneration Committee approved his change in status and which was subsequently ratified by the Board based on article 529 duodecies of the Capital Companies Law.

In addition, the Committee has a Secretary, Silvia López Jiménez, who is not a member of any Committee or of the Board of Directors and therefore cannot vote.

In this connection, Neinor Homes complies with the established requirements since it has 5 Directors in its ARC, 60% of whom are independent, including its Chair.

The professional résumé of each ARC member is available on the corporate website: <https://www.neinorhomes.com/about-us/our-people/board-of-directors/>

5.3. Meetings held and attendance

The Appointments and Remuneration Committee held 5 meetings in the reporting period, on the following dates:

- 26 January 2022 (multiparty videoconference (Microsoft Teams)) *
- 23 February 2022 (multiparty videoconference (Microsoft Teams)). *
- 09 March 2022 (in writing) *
- 10 May 2022 (in person). *
- 23 December 2022 (multiparty videoconference (Microsoft Teams)). *

* According to article 16 (point 9) of the Regulations of the Board of Directors of Neinor Homes and to Royal Decree-Law 2/2021, of January 26, the sessions of the administrative bodies and of the delegated commissions of the Capital companies may be held by videoconference or by multiple telephone conference. In addition, these bodies may adopt resolutions by means of a written vote and without a session whenever so decided by the chairman and they must be so adopted when requested by at least two of the members of the body.

All members of the ARC and the Committee's Secretary have attended the meetings held by the Committee. In addition, apart from other Directors, the following members attended:

Other attendees	26/01/2022	23/02/2022	09/03/2022	10/05/2022	23/12/2022
Consejero Delegado	✓			✓	
Vice Presidente Ejecutivo	✓				
General Financial Directorate	✓				
Internal Audit and Compliance Department	✓				

5.4. Activity

In accordance with the functions assigned to the ARC, the main issues discussed at the meetings held during the year are listed below:

() Matters brought before the Board for approval and/or ratification*

- Forecast results for the financial year 2021 (*)
- Review and approval of bonus accrued to employees and senior management in 2021
- Review and approval of salaries, targets and bonus targets for employees and senior management for 2022
- Review of performance and approval of targets and incentives earned by the CEO and Executive Vice President in 2021 (*)
- Review and favourable report on the salaries, targets and bonus target of the CEO and Executive Vice Chairman for 2022. (*)
- Review and favourable report on the review of the remuneration of the independent directors and the secretary of the Board and modification of the Directors' remuneration policy. (*)
- Assessment of the evaluation of the Board of Directors and its Committees (*)
- Review and approval of the annual report on the functioning of the Board and its Committees (*)

- Review and report on the reclassification of Mr Felipe Morenés as a proprietary director (*)
- Review of the specific objectives of the bonus for executive directors for the 2022 financial year (*)
- Report on the corresponding sections of the Annual Corporate Governance Report (ACGR) for the year ended 31 December 2021 (*)
- Report on the Annual Directors' Remuneration Report (ARR) for the year ended 31 December 2021 (*)
- Proposal for the re-election of Mr Andreas Segal as an independent director of the Company for the statutory term of three years (*)
- Proposed appointment of Mr Alfonso Rodés as Chairman of the Audit and Control Committee for a term of one year (*)
- Report on the proposed new Directors' Remuneration Policy and maximum annual remuneration of the members of the Board of Directors in their capacity as such for the 2022 financial year, to be submitted to the General Meeting of Shareholders.
- Report on the amendments to the Regulations of the Board of Directors (*)
- Report on the amendments to the Regulations of the Appointments and Remuneration Committee
- Review of the request for a supplement to the call of the ordinary general meeting of the Company and approval of the corresponding report in relation to the new item on the agenda subject to the supplement to the call of the meeting
- Review of the objectives of the company's employees for 2022.
- Proposed appointment of Mr Juan José Pepa as a member of the Investment Committee.
- Review of corporate policies: (*)
 - Director selection policy;
 - Succession plan for the Chairman, CEO and Senior Management;
- Presentation of the work schedule of the Appointments and Remuneration Committee for 2023.

6. Land Investment Committee (LIC)

Neinor Homes' Land Investment Committee (LIC) was set up by the Company's Board of Directors on 14 May 2015 as a body with reporting, supervisory and advisory functions within its remit, as specified in the Regulations thereof.

6.1. Functioning

In accordance with Article 4 of the LIC Regulations, the Committee is required to meet *"at least, four times per year,"* as well as *"... when any of its members requests it or when duly called by the chairman of the Committee. The chairman is to call the meeting whenever the Board of Directors or its chairman requests the issuance of a report or adoption of proposals and, in any event, whenever it is appropriate to the proper exercise of its authority"*.

The meetings of the LIC are convened by the Committee secretary, who forwards notice of each meeting *"to each member of the Committee, any other person required to attend and all other non-executive Directors, no later than three (3) working days before the date of the meeting"*.

The LIC adopts resolutions by simple majority vote.

The Secretary is responsible for drawing up the minutes, which include a summary of deliberations and decisions, the names of the persons attending and details of the votes cast.

6.2. Membership

Article 1 of the Neinor Homes Land Investment Committee Regulations establishes the membership of the LIC, which *"shall be made up of at least three and a maximum of seven members"*, who shall be *"appointed by the Board of Directors of the Company"*, and the *"majority of the members of the Commission shall be non-executive Directors"*. Also, *"The Board shall appoint the Committee Chairman"*.

As of December 31, 2022, the composition of the LIC was as follows:

Name	Position	Category
Aref H. Lahham	Chairman	Proprietary Director
Borja Garcia-Egocheaga	Member	Executive Director
Ricardo Martí Fluxá	Member	Independent Director
Felipe Morenés Botín-Sanz de Sautuola	Member	Proprietary Director ¹
Van J. Stults	Member	Proprietary Director
Andreas Segal	Member	Independent Director
Juan Pepa	Member	Proprietary Director

¹ Mr. Morenés was reclassified from Independent Director to Proprietary Director on January 26th, 2022, the date on which the Appointments and Remuneration Committee approved his change in status and which was subsequently ratified by the Board based on article 529 duodecies of the Capital Companies Law.

In addition, the Committee has a Secretary, Mrs Silvia López Jiménez, who is not a member of any Committee or of the Board of Directors and therefore cannot vote.

Neinor Homes complies with the established requirements since it has 7 members in its LIC, 86% of whom are non-executive Directors (29% independent and 57% proprietary).

The professional profile of each LIC member is available on the corporate website: <https://www.neinorhomes.com/about-us/our-people/board-of-directors/>

6.3. Meetings held and attendance

The Land Investment Committee has held 10 meetings in the reporting period, which took place on the following dates:

- 23 February 2022 (multiparty videoconference (Microsoft Teams)). *
- 14 March 2022 (multiparty videoconference (Microsoft Teams)). *
- 18 March 2022 (multiparty videoconference (Microsoft Teams)). *
- 28 March 2022 (in writing) *
- 10 May 2022 (in person).
- 27 July 2022 (in person).
- 16 September 2022 (in writing) *
- 14 October 2022 (in writing) *
- 08 November 2022 (in person) *

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- 23 December 2022 (multiparty videoconference (Microsoft Teams)). *

* According to article 16 (point 9) of the Regulations of the Board of Directors of Neinor Homes and to Royal Decree-Law 2/2021, of January 26, during 2021 the sessions of the administrative bodies and of the delegated commissions of the Capital companies may be held by videoconference or by multiple telephone conference. In addition, these bodies may adopt resolutions by means of a written vote and without a session whenever so decided by the chairman and they must be so adopted when requested by at least two of the members of the body.

The meetings were attended by all members of the LIC and the Committee Secretary. In addition to other Directors, other members attended, as detailed in the following table:

Other attendees	23/02/2022	14/03/2022	18/03/2022	28/03/2022	10/05/2022	27/07/2022	16/09/2022	14/10/2022	08/11/2022	23/12/2022
Executive Vice-President					✓	✓			✓	
General Financial Directorate	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Real Estate General Directorate	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
General Directorate of Operations					✓	✓	✓	✓	✓	✓
General Directorate of Business	✓		✓	✓	✓	✓	✓	✓	✓	✓

6.4. Activity

The main matters examined and dealt with by the committee within its remit were as follows:

(*) *Matters brought before the Board for approval and/or ratification*

- Business Plan Review: Budget 2022 and forecast 2023-2026. (*)
- Summary of deliveries 2022-2023.
- Review and approval of the annual report on the operation of the Investment Property Committee.
- Review and approval of the amendments to the Regulations of the Investment Property Committee.
- Review of the conditions and the servicing contract to be signed with Intrum (*).
- Analysis of Built to Rent assets for value recognition.
- Review of deliveries and the company's land bank.
- Contingencies and effects on the Business Plan of the current war context.
- Update on acquisitions and projects
- Business development status (affordability and sales potential)

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- Leasing process update and overview of leasing platform
- ICM and Second Go approvals
- Proposed appointment of Mr Juan José Pepa as member of the Real Estate Investment Committee
- Acquisition strategy for 2022
- Regular updates on marketing processes
- Regular updates on potential land acquisitions by the company
- Update on bond buybacks
- Presentation of draft 2023 of the Business Plan
- 2022 closing forecast and results

It is noteworthy that the approval of land acquisition transactions, and the launch of developments that cannot be delayed until the earliest date of a LIC meeting, is done by its members by e-mail, after sending to the Directors by that same means the documentation related to said investment (ICM “Investment Committee Memorandum” and 2nd GO VS “Viability Study”, mainly), for its analysis and approval. Therefore, these approvals are also given by the Committee without the need to hold a physical meeting.