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NEINOR HOMES, S.A. EXTRAORDINARY GENERAL SHAREHOLDERS MEETING 2023

PROPOSED RESOLUTIONS

ITEM ONE ON THE AGENDA

Review and, where appropriate, approval of a share capital reduction in an amount of 37,674,650.38 euros, with the aim of refunding shareholder contributions, by reducing the nominal value of the shares by 0.471 euros, and subsequent amendment of article 5 of the Articles of Association.

To reduce the share capital of Neinor Homes, S.A. (the “**Company**”) in an amount of 37,674,650.38 euros, by reducing the nominal value of the shares by 0.471 euros, with the aim of repaying contributions to the shareholders of the Company (the “**Capital Reduction**”), all in accordance with the provisions of article 317 of the consolidated text of the Spanish companies law approved by Royal Legislative Decree 1/2010 of 2 July (the “**LSC**”).

As a consequence of the Capital Reduction, the nominal value of the shares will change from 9.211 euros to 8.74 euros and the difference of 0.471 euros will be paid to the shareholders of the Company. Notwithstanding the above, it is resolved that the Company will file a self-assessment and pay to the Tax Authority of Bizkaia, on behalf of the shareholders, an amount of 0,00471 euros per share, equivalent to 1% of the value per share of the contributions to be returned to the shareholders in respect of the capital reduction, due to the fact that the Capital Reduction is subject to Transfer Tax and Stamp Duty (“**ITPyAJD**”), in its Corporate Transactions modality, in accordance with the provisions of Chapter I of Title II of the Provincial Law 1/2011, of March 24, of the ITPyAJD (*Norma Foral 1/2011, de 24 de marzo, del Impuesto sobre Transmisiones Patrimoniales y Actos Jurídicos Documentados*). Consequently, the Company’s shareholders will effectively receive an amount of 0.46629 euros per share.

Payment of the referred amount of 0.46629 euros per share will be paid to shareholders in accordance with applicable legislation on depositories entities and through the mechanisms made available by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) to participating entities.

The execution of this resolution of reduction must be carried out within one year of its approval. Nonetheless, the Capital Reduction is expected to be executed in the fourth quarter of 2023.

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In accordance with article 334 of the LSC, the Company's creditors whose credit arose prior to the date of the last announcement of the Capital Reduction, have not matured at that time and until such credits are secured, will have the right to oppose the Capital Reduction.

Once the Capital Reduction has been executed, article 5 of the Company's articles of association, related to the share capital, shall be amended as to reflect the resulting share capital and the new nominal value of shares following execution of the Capital Reduction.

Consequently, without prejudice to the powers granted in point (v) of the last paragraph of this agreement, which shall prevail over the following wording, article 5 of the Articles of Association will be drafted as follows: *"The share capital is SIX HUNDRED NINETY NINE MILLION ONE HUNDRED THOUSAND SEVEN HUNDRED THIRTY ONE EUROS WITH EIGHT CENTS (699,100,731.08€). It is divided into SEVENTY NINE MILLION NINE HUNDRED EIGHTY EIGHT THOUSAND SIX HUNDRED FORTY TWO (79,988,642) shares, each with a nominal value of EIGHT EUROS AND SEVENTY FOUR CENTS (8.74€), belonging to a sole class and series. All the shares are fully subscribed and paid up and grant their holders the same rights.*

The Company may resolve to issue shares without voting rights under the terms and with the rights contemplated in the Spanish Companies Law and other applicable regulations."

Furthermore, it is resolved to jointly and severally delegate to the board of directors, the President of the board of directors, the Chief Executive Officer, the rest of the 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, with express powers of substitution, so that any of them, indistinctly, as broadly as required by the law, may proceed to the execution of the Capital Reduction and may determine the points that have not been expressly set out in this resolution or which are a consequence of it. In particular, including but not limited to, it is resolved to jointly and severally delegate to the aforementioned persons, as broadly as required by the law, the following powers:

- (i) to extend and develop the present resolution, setting the terms and conditions of the Capital Reduction in all those aspects that are not foreseen in it and, in particular, setting the date in which the return of contributions to the Company's shareholders should be made, as well as to adjust the total amount of the Capital Reduction in the event that the total number of shares into which the

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- share capital is divided at the time of the execution of the Capital Reduction differs from the number of shares expected which are to be outstanding at the time the meeting is called;
- (ii) to carry out any actions needed to meet the requirements set by the LSC, the Law 6/2023 of 17 March on the Securities Market and the Investment Services, the Royal Decree 878/2015 of 2 October, on clearing, settlement and registration of tradable securities in the form of book entries, on the legal regime of central securities depositaries and central counterparty entities, and on transparency requirements in relation to information about issuers whose securities are admitted to trading in an official secondary market, and other applicable regulations;
 - (iii) to carry out any actions and procedures that may be necessary to obtain the consent and authorizations required for the full effectiveness of this resolution;
 - (iv) to carry out, on behalf to the Company, any act, statement or procedure that may be necessary or convenient by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, "CNMV"), the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), Sociedades Rectoras de las Bolsas, Servicio de Liquidación y Compensación de Valores and any other body, entity or register, public or private, national or foreign, in relation to the Capital Reduction;
 - (v) to amend and draft the article of the Articles of Association related share capital, in such way as to truly reflect the new amount of share capital resulting after the execution of the Capital Reduction and the new nominal value of the shares, in particular, in the event that the order in which the three capital reductions submitted to this meeting are carried out is different from the order provided for in the agenda of the meeting;
 - (vi) to draft and publish all the notices that are required or convenient in relation to the Capital Reduction;
 - (vii) declare, in due course, the expiry of the period for creditors to object, as well as, where appropriate, to attend to the exercise of the right of objection of those creditors who may exercise it in accordance with the terms provided for in the Law;
 - (viii) to grant, on behalf of the Company, as many public or private documents may be necessary or convenient for the execution of Capital Reduction;

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- (ix) to declare the Capital Reduction closed and executed and to establish any other circumstances necessary to carry it into effect;
- (x) to make the corresponding tax withholdings on the amount of the value of the contributions returned to the shareholders under the capital reduction, to be paid on behalf of the shareholders to the competent Spanish tax authorities, in particular, and by way of illustration only, those derived from the ITPyAJD in its Corporate Transactions modality;
- (xi) to correct, clarify, interpret, specify or supplement this resolution, or those in the deeds or documents executed to implement it, and in particular, those faults, omissions or errors, in the form or substance, which may prevent the access of the resolutions and their consequences to the Commercial Registry, to the official register of the CNMV or to any others;
- (xii) to agree not to execute this agreement, in the event that, in its opinion, there are reasons of corporate interest that so justify it; and
- (xiii) to carry out, in general, as many actions as may be necessary or convenient for the successful execution of this resolution and the effective capital reduction.

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ITEM TWO ON THE AGENDA

Review and, where appropriate, approval of a share capital reduction through the redemption of 5,019,891 own shares, and subsequent amendment of article 5 of the Articles of Association.

To reduce the share capital of Neinor Homes, S.A. (the “**Company**”) in an amount of 46,238,216.00 euros (or 43,873,847.34 euros if this capital reduction is executed once the share capital reduction submitted to the general shareholders meeting under item One of the agenda is effective) through the redemption of 5,019,891 own shares, of 9.211 euros of nominal value each (or 8.74 euros of nominal value each if this capital reduction is executed once the share capital reduction submitted to the general shareholders meeting under item One of the agenda is effective), representing approximately 6.28% of the Company’s share capital as of the date of the call of the general meeting (the “**Capital Reduction**”), which have been acquired by the Company under the corresponding authorizations of the general shareholders meeting and in strict compliance with the consolidated text of the Spanish companies law approved by Royal Legislative Decree 1/2010 of 2 July (the “**LSC**”) and other applicable regulations.

The execution of this resolution of reduction must be carried out within one year of its approval. Nonetheless, the Capital Reduction is expected to be executed in the fourth quarter of 2023.

The Capital Reduction does not entail refunding of shareholder contributions since the Company is the owner of the shares that will be redeemed and it will be charged from the share capital, without funding a retired capital reserve as described in article 335.c) of the LSC. Consequently, in accordance with article 334 of the LSC, Company’s creditors whose credits arose prior to the date of the last announcement of the capital reduction resolution, have not matured at that time and until such credits are secured, will have the right to oppose the capital reduction.

In accordance with article 335.c), it is resolved to fund a retired capital reserve with charge to unrestricted reserves by in an amount equal to the nominal value of the Capital Reduction, which may only be used by complying with the same requirements for share capital reduction. In consequence, and in accordance with said article 334 of the LSC, the Company’s creditors will not have the right of opposition to the Capital Reduction.

The aim of the Capital reduction is redemption of own shares.

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Once the Capital Reduction has been executed, article 5 of the Company's articles of association, related to the share capital, shall be amended as to reflect the resulting share capital and the new nominal value of shares following execution of the Capital Reduction.

Consequently, assuming the prior execution of the capital reduction submitted to the general meeting under item One of the agenda and without prejudice to the powers granted in point (v) of the last paragraph of this agreement, which shall prevail over the following wording, article 5 of the Articles of Association will be drafted as follows: *"The share capital is SIX HUNDRED FIFTY FIVE MILLION TWO HUNDRED TWENTY SIX THOUSAND EIGHT HUNDRED EIGHTY THREE EUROS AND SEVENTY FOUR CENTS (655,226,883.74€). It is divided into SEVENTY FOUR MILLION NINE HUNDRED SIXTY EIGHT THOUSAND SEVEN HUNDRED FIFTY ONE (74,968,751) shares, each with a nominal value of EIGHT EUROS AND SEVENTY FOUR CENTS (8.74€), belonging to a sole class and series. All the shares are fully subscribed and paid up and grant their holders the same rights.*

The Company may resolve to issue shares without voting rights under the terms and with the rights contemplated in the Spanish Companies Law and other applicable regulations."

Furthermore, it is resolved to ratify the actions taken to date by the board of directors of the Company in relation to the purchase of own shares to be redeemed pursuant to this resolution and to jointly and severally delegate to the board of directors, the President of the board of directors, the Chief Executive Officer, the rest of the 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, with express powers of substitution, so that any of them, indistinctly, as broadly as required by the law, may proceed to the execution of the Capital Reduction and may determine the points that have not been expressly set out in this resolution or which are a consequence of it. In particular, including but not limited to, it is resolved to jointly and severally delegate to the aforementioned persons, as broadly as required by the law, the following powers:

- (i) to extend and develop the present resolution, setting the terms and conditions of the Capital Reduction in all those aspects that are not foreseen in it and, in particular, setting the date in which the resolution to reduce share capital should be carried out;
- (ii) to carry out any actions needed to meet the requirements set by the LSC, the Law 6/2023 of 17 March on the Securities Market and the Investment Services, approved by Royal Legislative Decree 4/2015, of 23 October, the Royal Decree 878/2015 of 2 October, on clearing, settlement

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- and registration of tradable securities in the form of book entries, on the legal regime of central securities depositories and central counterparty entities, and on transparency requirements in relation to information about issuers whose securities are admitted to trading in an official secondary market, and other applicable regulations;
- (iii) to carry out any actions and procedures that may be necessary to obtain the consent and authorizations required for the full effectiveness of this resolution;
 - (iv) to carry out, on behalf to the Company, any act, statement or procedure that may be necessary or convenient by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, “**CNMV**”), the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), Sociedades Rectoras de las Bolsas, Servicio de Liquidación y Compensación de Valores and any other body, entity or register, public or private, national or foreign, in relation to the Capital Reduction;
 - (v) to amend and draft the article of the Articles of Association related share capital, in such way as to truly reflect the new amount of share capital resulting after the execution of the Capital Reduction and the new nominal value of the shares, in particular in the event that the order in which the three capital reductions submitted to this meeting are carried out is different from the order provided for in the agenda of the meeting;
 - (vi) to draft and publish all the notices that are required or convenient in relation to the Capital Reduction;
 - (vii) declare the end of the period for creditors’ opposition provided for in the LSC, as well as, if applicable, to attend the exercise of the right of opposition of those creditors who may exercise it under the terms of the exercise it under the terms provided for in the Law;
 - (viii) to grant, on behalf of the Company, as many public or private documents may be necessary or convenient for the execution of Capital Reduction;
 - (ix) to declare the Capital Reduction closed and executed and to establish any other circumstances necessary to carry it into effect;
 - (x) to correct, clarify, interpret, specify or supplement this resolution, or those in the deeds or documents executed to implement it, and in particular, those faults, omissions or errors, in the form

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or substance, which may prevent the access of the resolutions and their consequences to the Commercial Registry, to the official register of the CNMV or to any others;

- (xi) to agree not to execute this agreement, in the event that, in its opinion, there are reasons of corporate interest that so justify it; and
- (xii) to carry out, in general, as many actions as may be necessary or convenient for the successful execution of this resolution and the effective capital reduction.

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ITEM THREE ON THE AGENDA

Review and, where appropriate, approval of a share capital reduction in an amount of 39,733,438.03 euros, with the aim of refunding shareholder contributions, by reducing the nominal value of the shares by 0.53 euros, and subsequent amendment of article 5 of the Articles of Association.

To reduce the share capital of Neinor Homes, S.A. (the “**Company**”) in an amount of 39,733,438.03 euros, by reducing the nominal value of the shares by 0.53 euros, with the aim of repaying contributions to the shareholders of the Company (the “**Capital Reduction**”), all in accordance with the provisions of article 317 of the consolidated text of the Spanish companies law approved by Royal Legislative Decree 1/2010 of 2 July (the “**LSC**”).

As a consequence of the Capital Reduction, and taking into consideration the prior execution of the capital reduction which is submitted to the general meeting under item One of the agenda, the nominal value of the shares will change from 8.74 euros to 8.21 euros and the difference of 0.53 euros will be paid to the shareholders of the Company. Notwithstanding the above, it is resolved that the Company will file a self-assessment and pay to the Tax Authority of Bizkaia, on behalf of the shareholders, an amount of 0,0053 euros per share, equivalent to 1% of the value per share of the contributions to be returned to the shareholders in respect of the capital reduction, due to the fact that the Capital Reduction is subject to Transfer Tax and Stamp Duty (“**ITPyAJD**”), in its Corporate Transactions modality, in accordance with the provisions of Chapter I of Title II of the Provincial Law 1/2011, of March 24, of the ITPyAJD (*Norma Foral 1/2011, de 24 de marzo, del Impuesto sobre Transmisiones Patrimoniales y Actos Jurídicos Documentados*). Consequently, the Company’s shareholders will effectively receive an amount of 0.52470 euros per share.

Payment of the referred amount of 0.52470 euros per share will be paid to shareholders in accordance with applicable legislation on depositories entities and through the mechanisms made available by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) to participating entities.

The execution of this resolution of reduction must be carried out within one year of its approval.

In accordance with article 334 of the LSC, the Company’s creditors whose credit arose prior to the date of the last announcement of the Capital Reduction, have not matured at that time and until such credits are secured, will have the right to oppose the Capital Reduction.

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Once the Capital Reduction has been executed, article 5 of the Company's articles of association, related to the share capital, shall be amended as to reflect the resulting share capital and the new nominal value of shares following execution of the Capital Reduction.

Consequently, assuming the prior execution of the capital reductions to be submitted to the general meeting under items One and Two of the agenda and without prejudice to the powers granted in point (v) of the last paragraph of this agreement, article 5 of the Articles of Association will be drafted as follows: *"The share capital is SIX HUNDRED FIFTEEN MILLION FOUR HUNDRED NINETY THREE THOUSAND FOUR HUNDRED FORTY FIVE EUROS AND SEVENTY ONE CENTS (615,493,445.71€). It is divided into SEVENTY FOUR MILLION NINE HUNDRED SIXTY EIGHT THOUSAND SEVEN HUNDRED FIFTY ONE (74,968,751) shares, each with a nominal value of EIGHT EUROS AND SEVENTY FOUR CENTS (8.74€), belonging to a sole class and series. All the shares are fully subscribed and paid up and grant their holders the same rights.*

The Company may resolve to issue shares without voting rights under the terms and with the rights contemplated in the Spanish Companies Law and other applicable regulations."

Furthermore, it is resolved to jointly and severally delegate to the board of directors, the President of the board of directors, the Chief Executive Officer, the rest of the 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, with express powers of substitution, so that any of them, indistinctly, as broadly as required by the law, may proceed to the execution of the Capital Reduction and may determine the points that have not been expressly set out in this resolution or which are a consequence of it. In particular, including but not limited to, it is resolved to jointly and severally delegate to the aforementioned persons, as broadly as required by the law, the following powers:

- (i) to extend and develop the present resolution, setting the terms and conditions of the Capital Reduction in all those aspects that are not foreseen in it and, in particular, setting the date in which the return of contributions to the Company's shareholders should be made;
- (ii) to carry out any actions needed to meet the requirements set by the LSC, the Law 6/2023 of 17 March on the Securities Market and the Investment Services, the Royal Decree 878/2015 of 2 October, on clearing, settlement and registration of tradable securities in the form of book entries, on the legal regime of central securities depositories and central counterparty entities, and on

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- transparency requirements in relation to information about issuers whose securities are admitted to trading in an official secondary market, and other applicable regulations;
- (iii) to carry out any actions and procedures that may be necessary to obtain the consent and authorizations required for the full effectiveness of this resolution;
 - (iv) to carry out, on behalf to the Company, any act, statement or procedure that may be necessary or convenient by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, “**CNMV**”), the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), Sociedades Rectoras de las Bolsas, Servicio de Liquidación y Compensación de Valores and any other body, entity or register, public or private, national or foreign, in relation to the Capital Reduction;
 - (v) to amend and draft the article of the Articles of Association related share capital, in such way as to truly reflect the new amount of share capital resulting after the execution of the Capital Reduction and the new nominal value of the shares, in particular in the event that the order in which the three capital reductions submitted to this meeting are carried out is different from the order provided for in the agenda of the meeting;
 - (vi) to draft and publish all the notices that are required or convenient in relation to the Capital Reduction;
 - (vii) declare, in due course, the expiry of the period for creditors to object, as well as, where appropriate, to attend to the exercise of the right of objection of those creditors who may exercise it in accordance with the terms provided for in the Law;
 - (viii) to grant, on behalf of the Company, as many public or private documents may be necessary or convenient for the execution of Capital Reduction;
 - (ix) to declare the Capital Reduction closed and executed and to establish any other circumstances necessary to carry it into effect;
 - (x) to make the corresponding tax withholdings on the amount of the value of the contributions returned to the shareholders under the capital reduction, to be paid on behalf of the shareholders to the competent Spanish tax authorities, in particular, and by way of illustration only, those derived from the ITPyAJD in its Corporate Transactions modality;

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- (xi) to correct, clarify, interpret, specify or supplement this resolution, or those in the deeds or documents executed to implement it, and in particular, those faults, omissions or errors, in the form or substance, which may prevent the access of the resolutions and their consequences to the Commercial Registry, to the official register of the CNMV or to any others;
- (xii) to agree not to execute this agreement, in the event that, in its opinion, there are reasons of corporate interest that so justify it; and
- (xiii) to carry out, in general, as many actions as may be necessary or convenient for the successful execution of this resolution and the effective capital reduction.

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ITEM FOUR ON THE AGENDA

Delegation of powers to formalize and execute all the resolutions adopted by the general shareholders 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 rest of the members of the board of directors, the non-member Secretary of the board of directors and the non-member Vice-Secretary, so that any of them, within the extent required by 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.
- (iii) Delegate 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.
- (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, complying with any requirements necessary by law for the full execution of what has been resolved in this general meeting.