

November 2023

**NEINOR HOMES.** *Composition of the Board of Directors and  
its Committees*

Neinor Homes, SA.; Governance Risk and Compliance

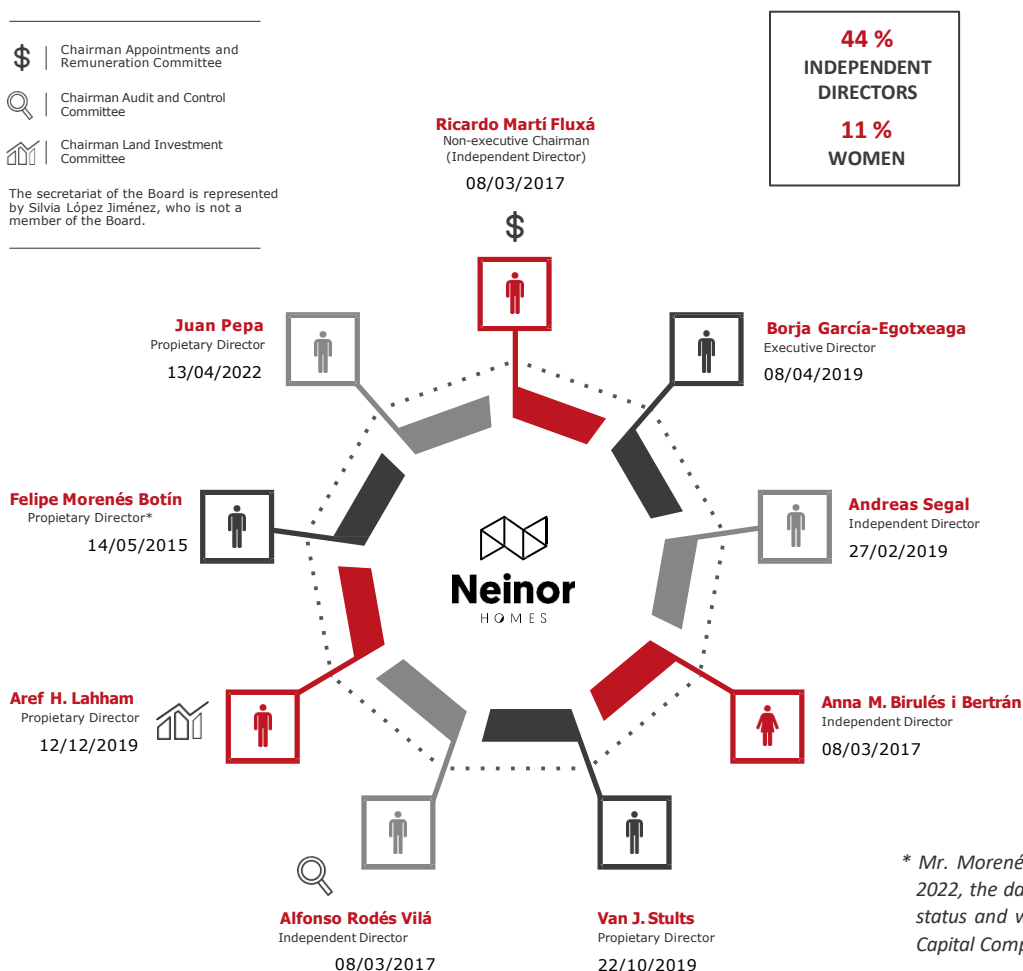


**Neinor**  
HOMES

# THE BOARD OF DIRECTORS AND ITS COMMITTEES

The Board of Directors is the highest governing body within the company and has the **broadest powers and authority to manage, direct, administer and represent** Neinor Homes. It thus approves the strategy of the company and its general policies. Its functioning is governed by the **Rules of the Board of Directors** and the Bylaws.

The **composition of the Board** is as follows :



The **composition of the Committees** is as follows:

- **Audit and Control Committee:**
  - Ricardo Martí Fluxá
  - Anna M. Birulés Bertran
  - Alfonso Rodés Vilà
  - Felipe Morenés Botín-Sanz de Sautuola
  - Van J. Stults
- **Appointments and Remuneration Committee:**
  - Ricardo Martí Fluxá
  - Anna M. Birulés Bertran
  - Alfonso Rodés Vilà
  - Felipe Morenés Botín-Sanz de Sautuola
  - Van J. Stults
- **Land Investment Committee:**
  - Ricardo Martí Fluxá
  - Andreas Segal
  - Felipe Morenés Botín-Sanz de Sautuola
  - Van J. Stults
  - Aref H. Lahham
  - Borja García-Egotxeaga
  - Juan Pepa

\* Mr. Morenés was reclassified from Independent Director to Proprietary Director on January 26, 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 duodecims of the Capital Companies Law.

## Members of the Board of Directors who are holders of voting rights attributed to shares of the company

Name or company name of the director	% of voting rights associated with the shares (including loyalty votes)		% of voting rights held through financial instruments		% of total voting rights	Of the total % of voting rights attributed to shares, specify, where applicable, the % of additional attributed votes corresponding to shares with loyalty vote	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
Segal, Andreas	0,013				0,013		
García-Egotxeaga Vergara, Borja	0,0007				0,0007		
Morenés Botín Sanz-de Sautuola, Felipe		0,025			0,025		

<b>% of total voting rights held by the board of directors</b>	<b>0,038%</b>
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## Director categories, positions and dates of appointment and re-election

Name or company name of the director	Director category	Board position	Date of first appointment	Date of last appointment	Election procedure
Ricardo Martí Fluxá	Independent	President	08/03/2017	01/04/2020	Re-election by the General Meeting of Shareholders
Anna M. Birulés Bertrán	Independent	Vocal	08/03/2017	01/04/2020	Re-election by the General Meeting of Shareholders
Alfonso Rodés Vilà	Independent	Vocal	08/03/2017	01/04/2020	Re-election by the General Meeting of Shareholders
Juan José Pepa	Proprietary	Vocal	13/04/2022	13/04/2022	Appointment by the General Meeting of Shareholders
Andreas Segal	Independent	Vocal	27/02/2019	03/04/2019	Appointment by the General Meeting of Shareholders
Van J. Stults	Proprietary	Vocal	22/10/2019	01/04/2020	Appointment by the General Meeting of Shareholders
Felipe Morenés Botín Sanz-de Sautuola	Proprietary	Vocal	14/05/2015	01/04/2020	Re-election by the General Meeting of Shareholders
Aref H. Lahham	Proprietary	Vocal	12/12/2019	01/04/2020	Appointment by the General Meeting of Shareholders
Borja García-Egotxeaga Vergara	Executive	CEO	08/04/2019	01/04/2020	Appointment by the General Meeting of Shareholders

## Skills Matrix of the Board of Directors

		Ricardo Martí Fluxá	Borja Garcia-Egotxeaga Vergara	Aref H. Lahham	Anna M. Birulés Bertam	Van J. Stults	Alfonso Rodés Vilà	Felipe Morenés Botín-Sanz de Sautuola	Andreas Segal	Juan Pepa	Entire Board
Competencies	Strategic Vision	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Leadership and Influence	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Relational Skills	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Knowledge	Legal and Regulatory	✓		✓	✓	✓	✓		✓		✓
	Audit and Risk Management	✓		✓	✓	✓	✓	✓	✓		✓
	Financial	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Digital	✓			✓		✓				✓
	Languages	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Evaluation and Remuneration	✓	✓	✓	✓	✓	✓		✓		✓
Experience	Top Management positions	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Public/Private Institutions Leadership	✓		✓	✓	✓	✓			✓	✓
	Boards of Directors	✓	✓	✓	✓	✓	✓		✓	✓	✓
	Land Acquisition/Real Estate	✓	✓	✓		✓		✓	✓	✓	✓
	Other Sectors	✓	✓		✓	✓	✓	✓	✓	✓	✓
International	✓	✓	✓		✓	✓	✓	✓	✓	✓	

Prepared by Willis Tower Watson.

## Skills Matrix of the Board of Directors

	Ricardo Martí Fluxá	Borja García-Egotxeaga Vergara	Aref H. Lahham	Anna M. Birulés Bertam	Van J. Stults	Alfonso Rodés Vilà	Felipe Morenés Botín-Sanz de Sautuola	Andreas Segal	Juan Pepa
Criterios	Legal and Regulatory	✓		✓	✓	✓	✓	✓	
	Audit and Risk Management	✓			✓	✓	✓	✓	
	Financial	✓	✓	✓	✓	✓	✓	✓	✓
	Evaluation and Remuneration	✓	✓	✓	✓	✓	✓	✓	✓
	Real Estate/Land Acquisition	✓	✓	✓		✓		✓	✓

Audit & Control Committee

Appointments & Remuneration Committee

Land Investment Committee