

NEINOR HOMES, S.A. ORDINARY GENERAL SHAREHOLDERS MEETING 2024

PROPOSED RESOLUTIONS

ITEM ONE ON THE AGENDA

Review and, where appropriate, approval of the individual annual accounts of Neinor Homes, S.A. and the consolidated accounts including its subsidiaries, corresponding to the year ended 31 December 2023

Approve the individual annual accounts of Neinor Homes, S.A. (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the consolidated accounts including its subsidiaries (balance sheet or statement of financial position, profit and loss account, statement of recognized income and expense, statement of changes in equity, cash flow statement and notes), corresponding to the fiscal year ended on 31 December 2023, as drafted by the board of directors at its meeting held on 21 February 2024.

ITEM TWO ON THE AGENDA

Review and, where appropriate, approval of the individual and consolidated management reports of Neinor Homes, S.A. including its subsidiaries, corresponding to the year ended 31 December 2023

Approve the individual management report of Neinor Homes, S.A. and the consolidated report including its subsidiaries, corresponding to the fiscal year ended on 31 December 2023, as drafted by the board of directors at its meeting held on 21 February 2024.

ITEM THREE ON THE AGENDA

Review and, where appropriate, approval of the statement on non-financial information and sustainability memorandum included in the consolidated management report of Neinor Homes, S.A. including its subsidiaries for the year ended 31 December 2023

Approve of the statement on non-financial information and sustainability memorandum included in the consolidated management report of Neinor Homes, S.A. including its subsidiaries for the year ended 31 December 2023, as drafted by the board of directors at its meeting held on 21 February 2024.

ITEM FOUR ON THE AGENDA

Review and, where appropriate, approval of the management and activity of the board of directors of Neinor Homes, S.A. in the year ended on 31 December 2023

Approve the management and activity carried out by the board of directors of Neinor Homes, S.A. in the fiscal year ended on 31 December 2023.

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ITEM FIVE ON THE AGENDA

Review and, where appropriate, approval of the proposed application of the individual income corresponding to the year ended 31 December 2023

Approve the proposed application of individual the income of Neinor Homes, S.A. as drafted by the board of directors at its meeting held on 21 February 2024 and specified below:

Profit / (Loss)	Euros
Income for the year ended on 31 December 2023:	(9,231,105)
Application	
To negative results from previous years:	(9,231,105)

ITEM SIX ON THE AGENDA

Review and, where appropriate, approval of a share capital reduction in an amount of 37,484,375.50 euros with the aim of refunding shareholder contributions by reducing 0.50 euros the nominal value of the 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 37,484,375.50 euros, by reducing the nominal value of the shares by 0.50 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 8.21 euros to 7.71 euros and the difference of 0.50 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 0.005 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 0.495 euros per share.

Payment of the referred amount of 0.495 euros per share will be made 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 second semester of 2024.

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 FIVE HUNDRED SEVENTY EIGHT MILLION NINE THOUSAND SEVENTY EUROS AND TWENTY-ONE CENTS (EUR 578,009,070.21). 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 SEVEN EUROS AND SEVENTY ONE CENTS (EUR 7.71), 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 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 two 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;
- 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

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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;

- 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.

ITEM SEVEN ON THE AGENDA

Review and, where appropriate, approval of a share capital reduction in an amount of 37,484,375.50 euros with the aim of refunding shareholder contributions by reducing 0.50 euros the nominal value of the 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 37,484,375.50 euros, by reducing the nominal value of the shares by 0.50 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, taking into account the previous execution of the share capital reduction which is submitted to the general meeting under item Six of its agenda, the nominal value of the shares will change from 7.71 euros to 7.21 euros and the difference of 0.50 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 0.005 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 0.495 euros per share.

Payment of the referred amount of 0.495 euros per share will be made 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 second semester of 2024 after the execution of the share capital reduction which is submitted to the general meeting under item Six of its agenda.

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In case of any discrepancy between both texts, the Spanish version will prevail.*

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, assuming the previous execution of the share capital reduction which is submitted to the general meeting under item Six of its 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 FIVE HUNDRED FORTY MILLION FIVE HUNDRED TWENTY FOUR THOUSAND SIX HUNDRED NINETY FOUR EUROS AND SEVENTY ONE CENTS (EUR 540,524,694.71). 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 SEVEN EUROS AND TWENTY ONE CENTS (EUR 7.21), 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 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 two 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;
- 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.

ITEM EIGHT ON THE AGENDA

Re-election, where appropriate, of Deloitte, S.L. as auditor of the accounts of Neinor Homes, S.A. and of its consolidated group for the fiscal year ending 31 December 2024

Re-elect the company Deloitte, S.L. as auditor of the accounts of Neinor Homes, S.A. and of its consolidated group for the year ended on 31 December 2024, authorizing the board of directors, with express power of substitution, to enter into the corresponding service contract, with the clauses and conditions it considers appropriate, also granting it the power to make any relevant changes in it in accordance with current law at any time.

This resolution is adopted in accordance with the provisions of Articles 16 and 17 of Regulation 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities, at the proposal of the board of directors, with the prior proposal of the audit and control committee.

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

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

ITEM NINE ON THE AGENDA

Review and, where appropriate, approval of the amendment of the remuneration policy for the members of the board of directors of Neinor Homes. S.A. for the 2022-2025 period

Approve, in accordance with the provisions of article 5 of the Regulations of the General Shareholders Meeting and articles 511 *bis* and 529 *novodecies* of the revised text of the Spanish Companies Law, as approved by Royal Legislative Decree 1/2010, of 2 July, at the proposal of the board of directors and following a report from the appointments and remuneration committee, the rationale for which is shared and has been endorsed by the board of directors, certain amendments to the remuneration policy for the members of the board of directors of Neinor Homes. S.A. approved by the general shareholders meeting held on 13 April 2022 (the "**Remuneration Policy**") in the terms set out in the consolidated text made available to shareholders upon call of the general meeting.

The proposed amendments shall be in force as from financial year 2023 and until the end of the term of the Remuneration Policy, unless the general meeting resolves to amend or replace it during its term.

ITEM TEN ON THE AGENDA

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

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

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

ITEM ELEVEN ON THE AGENDA

Consultative vote on the annual report on the remuneration of directors for the financial year ended 31 December 2023

Give advisory approval to the annual report on the remuneration of board members corresponding to the year ended on 31 December 2023, whose complete text was made available for shareholders together with the rest of the documentation relating to the general meeting on the publication date of the notice of the general meeting.