

## **NEINOR HOMES, S.A. ORDINARY GENERAL SHAREHOLDERS MEETING 2025**

### **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 2024**

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 2024, as drafted by the board of directors at its meeting held on 25 February 2025.

## **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 2024**

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 2024, as drafted by the board of directors at its meeting held on 25 February 2025.

### **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 2024**

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 2024, as drafted by the board of directors at its meeting held on 25 February 2025.

**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 2024**

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 2024.

**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 2024**

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 25 February 2025 and specified below:

<b>Profit / (Loss)</b>	<b>Euros</b>
Income for the year ended on 31 December 2024:.....	(19,708,109)

**Application**

To negative results from previous years: .....	(19,708,109)
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### **ITEM SIX ON THE AGENDA**

**Review and, where appropriate, approval of a share capital reduction in an amount of 30,737,187.91 euros with the aim of refunding shareholder contributions by reducing 0.41 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 30,737,187.91 euros, by reducing the nominal value of the shares by 0.41 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 approved by the extraordinary general shareholders meeting of the Company held on 18 December 2024 under item Two of the agenda, the nominal value of the shares will change from 5.55 euros to 5.14 euros and the difference of 0.41 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 0.0041 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 0.4059 euros per share.

Payment of the referred amount of 0.4059 euros per share will be made to shareholders of the Company 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.

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 approved by the extraordinary general shareholders meeting of the Company held on 18 December 2024 under item Two of the agenda and without prejudice to the powers granted in point (v) of the last paragraph of this resolution, which shall prevail over the following wording, article 5 of the Articles of Association will be drafted as follows: *"The share capital THREE HUNDRED EIGHTY-FIVE MILLION THREE HUNDRED THIRTY-NINE THOUSAND THREE HUNDRED EIGHTY EUROS AND FOURTEEN CENTS (EUR 385,339,380.14). 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 FIVE EUROS AND FOURTEEN CENTS (EUR 5.14), 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 814/2023 of 8 November, on financial instruments, admission to trading and market infrastructures 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 Spanish National Securities Codification Agency, 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;
- 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 resolution, 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 30,737,187.91 euros with the aim of refunding shareholder contributions by reducing 0.41 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 30,737,187.91 euros, by reducing the nominal value of the shares by 0.41 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 (i) the capital reduction approved by the extraordinary general shareholders meeting of the Company held on 18 December 2024 under item Two of the agenda; and (ii) the capital reduction which is submitted to the general meeting under item Six of the agenda, the nominal value of the shares will change from 5.14 euros to 4.73 euros and the difference of 0.41 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 0.0041 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 0.4059 euros per share.

Payment of the referred amount of 0.4059 euros per share will be made to shareholders of the Company 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.

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 (i) the capital reduction approved by the extraordinary general shareholders meeting of the Company held on 18 December 2024 under item Two of the agenda; and (ii) the capital reduction which is submitted to the general meeting under item Six of the agenda, and without prejudice to the powers granted in point (v) of the last paragraph of this resolution, which shall prevail over the following wording, article 5 of the Articles of Association will be drafted as follows: *"The share capital THREE HUNDRED FIFTY-FOUR MILLION SIX HUNDRED TWO THOUSAND ONE HUNDRED NINETY-TWO EUROS AND TWENTY-THREE CENTS (EUR 354,602,192.23). 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 FOUR EUROS AND SEVENTY-THREE CENTS (EUR 4.73), 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 814/2023 of 8 November, on financial instruments, admission to trading and market infrastructures 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 Spanish National Securities Codification Agency, 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;
- 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 resolution, 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**

**Review and, where appropriate, approval of a share capital reduction in an amount of 30,737,187.91 euros with the aim of refunding shareholder contributions by reducing 0.41 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 30,737,187.91 euros, by reducing the nominal value of the shares by 0.41 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 (i) the capital reduction approved by the extraordinary general shareholders meeting of the Company held on 18 December 2024 under item Two of the agenda; and (ii) the capital reductions which are submitted to the general meeting under items Six and Seven of the agenda, the nominal value of the shares will change from 4.73 euros to 4.32 euros and the difference of 0.41 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 0.0041 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 0.4059 euros per share.

Payment of the referred amount of 0.4059 euros per share will be made to shareholders of the Company 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.

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 (i) the capital reduction approved by the extraordinary general shareholders meeting of the Company held on 18 December 2024 under item Two of the agenda; and (ii) the capital reductions which are submitted to the general meeting under items Six and Seven of the agenda, and without prejudice to the powers granted in point (v) of the last paragraph of this resolution, which shall prevail over the following wording, article 5 of the Articles of Association will be drafted as follows: *"The share capital THREE HUNDRED TWENTY-THREE MILLION EIGHT HUNDRED SIXTY-FIVE THOUSAND FOUR EUROS AND THIRTY-TWO CENTS (EUR 323,865,004.32). 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 FOUR EUROS AND THIRTY-TWO CENTS (EUR 4.32), 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 814/2023 of 8 November, on financial instruments, admission to trading and market infrastructures 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 Spanish National Securities Codification Agency, 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;
- 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 resolution, 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 NINE ON THE AGENDA**

**Review and, where appropriate, approval of a share capital reduction in an amount of 30,737,187.91 euros with the aim of refunding shareholder contributions by reducing 0.41 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 30,737,187.91 euros, by reducing the nominal value of the shares by 0.41 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 (i) the capital reduction approved by the extraordinary general shareholders meeting of the Company held on 18 December 2024 under item Two of the agenda; and (ii) the capital reductions which are submitted to the general meeting under items Six, Seven and Eight of the agenda, the nominal value of the shares will change from 4.32 euros to 3.91 euros and the difference of 0.41 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 0.0041 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 0.4059 euros per share.

Payment of the referred amount of 0.4059 euros per share will be made to shareholders of the Company 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.

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 (i) the capital reduction approved by the extraordinary general shareholders meeting of the Company held on 18 December 2024 under item Two of the agenda; and (ii) the capital reductions which are submitted to the general meeting under items Six, Seven and Eight of the agenda, and without prejudice to the powers granted in point (v) of the last paragraph of this resolution, which shall prevail over the following wording, article 5 of the Articles of Association will be drafted as follows: *"The share capital TWO HUNDRED NINETY-THREE MILLION ONE HUNDRED TWENTY-SEVEN THOUSAND EIGHT HUNDRED SIXTEEN EUROS AND FORTY-ONE CENTS (EUR 293,127,816.41). 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 THREE EUROS AND NINETY-ONE CENTS (EUR 3.91), 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 814/2023 of 8 November, on financial instruments, admission to trading and market infrastructures 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 Spanish National Securities Codification Agency, 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;
- 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 resolution, 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 TEN 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 2025**

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 2025, 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 ELEVEN ON THE AGENDA**

**Re-election, where appropriate, of Mr. Andreas Segal as director, with the category of independent director, for the statutory period of three years**

Re-elect, at the proposal of the appointments and remunerations committee, Mr. Andreas Segal, of legal age, of German nationality, with passport of his nationality number [...] in force and with domicile for these purposes at calle Henao 20, first floor, left office, 48009 Bilbao, Spain, as director of Neinor Homes, S.A. with the category of "independent" for the statutory period of three years as of the date of this general shareholders meeting.

The proposed resolution for the general meeting is accompanied by a supporting report from the board of directors evaluating the competence, experience and merits of Mr. Andreas Segal and the role played within Neinor Homes, S.A. since his appointment, as well as the proposal issued by the appointments and remunerations committee. The report and the proposal have been made available to the shareholders as from the publication of the notice of the general shareholders meeting.

Mr. Andreas Segal will accept his appointment by any means valid in law.

#### **ITEM TWELVE OF THE AGENDA**

**Re-election, where appropriate, of Mr. Juan Pepa as director, with the category of proprietary director, for the statutory period of three years**

Re-elect, at the proposal of the board of directors, Mr. Juan Pepa, of legal age, of Italian nationality, with passport of his nationality number [...] in force and with domicile for these purposes at calle Henao 20, first floor, left office, 48009 Bilbao, Spain, as director of Neinor Homes, S.A. with the category of “proprietary” for the statutory period of three years as of the date of this general shareholders meeting.

The proposed resolution for the general meeting is accompanied by a justifying report from the board of directors evaluating the competence, experience and merits of Mr. Juan Pepa and the role played within Neinor Homes, S.A. since his appointment, as well as a favourable report issued by the appointments and remunerations committee. These reports have been made available to the shareholders as from the publication of the notice of this general meeting.

Mr. Juan Pepa will accept his appointment by any means valid in law.

### **ITEM THIRTEEN OF THE AGENDA**

#### **Authorization to the board of directors for the derivative acquisition of treasury shares, directly or through group companies, and for the sale of such shares**

To authorize the board of directors of Neinor Homes, S.A. (the “**Company**”), in the broadest terms possible, so that it can carry out, directly or indirectly, if deemed appropriate according to the circumstances, at any time and as many times as deemed appropriate, the derivative acquisition of shares of the Company within the existing legal limitations at any given time, subject to the following terms and conditions:

- (i) Forms of acquisition: acquisition by way of purchase, by way of any other “*inter vivos*” act for consideration or any other transaction permitted by law, including acquisitions financed by profits for the fiscal year or unrestricted reserves.
- (ii) Maximum number of shares to be acquired: the acquisitions may be made, on one or more occasions, so that the acquired own shares, together with those already owned by the Company, do not exceed the maximum number permitted by law.
- (iii) Price: the price or consideration will vary from (i) a minimum price equivalent to the lesser of the nominal value and the listing price on the Continuous Market (*Mercado Continuo*) at the time of the acquisition decreased by 30%, and (ii) a maximum price equivalent to the listing price on the Continuous Market at the time of the acquisition increased by 30%.
- (iv) Duration of the authorization: five years from the date of this resolution.

To authorize the board of directors so that it may allocate the shares that it acquired as a result of the present authorization to their sale or redemption, to the attainment of potential corporate or business transactions, or to their delivery directly to the employees or directors of the Company, or as a consequence of the exercise of option rights that they are owners of, in accordance with paragraph 3 of section 1.a) of article 146 of the consolidated text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010 of 2 July.

To authorize the board of directors, in the broadest terms, to use the authorization covered by this resolution to implement and develop it fully, to which end it is entitled to delegate this authority, indistinctly, to any of 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 or any other person the board expressly authorizes for this purpose, with the broadness that it may deem appropriate.

The approval of this resolution will entail the ineffectiveness of the prior resolution of authorization to the board approved by the ordinary general shareholders meeting of the Company on 1 April 2020, under item Sixteen of the agenda.

#### **ITEM FOURTEEN OF THE AGENDA**

**Authorization to the board of directors to reduce the period for the call of extraordinary general meetings of Neinor Homes, S.A. in accordance with the provisions of article 515 of the Spanish Companies Law**

In accordance with the provisions of article 515 of the consolidated text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010 of 2 July, to authorize and approve that extraordinary general meetings of Neinor Homes, S.A. may be called at a minimum of fifteen days in advance, provided that shareholders are offered the effective possibility of voting by electronic means accessible to all of them.

This authorization is granted until the date on which the next ordinary general shareholders meeting of Neinor Homes, S.A. is held.

### **ITEM FIFTEEN 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 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; 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 SIXTEEN ON THE AGENDA**

#### **Consultative vote on the annual report on the remuneration of directors for the fiscal year ended 31 December 2024**

Approve, on a consultative basis, the annual report on the remuneration of board members corresponding to the year ended on 31 December 2024, 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.