ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

NEINOR HOMES, S.A.

REPORTING PERIOD END 2024

Company Tax ID Code (C.I.F.) A-95786562

Company name: NEINOR HOMES, S.A.

Registered Office: C/ Henao 20, Bilbao

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A COMPANY'S REMUNERATION POLICY FOR THE CURRENT YEAR

A1. *Explain the current remuneration policy for directors applicable to the current year. To the extent that it is relevant, certain information may be included by reference to the remuneration policy approved by the General Shareholders' Meeting, provided that the inclusion is clear, specific and concrete.*

A description must be given of the specific decisions for the current year, both on the remuneration of directors due to their status as such, as well as for the performance of executive roles, which the board makes in accordance with the provisions of the contracts signed with the executive directors and with the remuneration policy approved by the general shareholders' meeting.

In any case, at least the following aspects must be reported:

- *Description of the company's procedures and bodies involved in determining and approving the remuneration policy and its terms.*
- *Indicate and, if applicable, explain whether comparable companies have been considered in establishing the company's remuneration policy.*
- *Information on whether any external advisors have been involved and, if so, who they are.*
- *Procedures contemplated in the current director compensation policy for applying temporary exceptions to the policy, conditions under which such exceptions may be used, and components that may be subject to exception under the policy.*

- The Remuneration Policy is applicable to the members of the Board of Directors of Neinor Homes, S.A. ("Neinor Homes" or the "Company"), in compliance with the legal requirements established by the Consolidated Text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of July 2, 2010 (hereinafter, the "Capital Companies Act") (the "Remuneration Policy" or the "Policy").

  The Remuneration Policy has been prepared by the Company taking into account the relevance of the Company, its economic situation and market standards for comparable companies.

  As part of the latest review process of the Remuneration Policy, the Company has received legal advice from Roca Junyent, S.L.P. The previous updates were advised by Uria. In addition, the Company has been advised by Seeliger and Conde in the development of the Company's long-term variable remuneration plan described in the Policy.

  The remuneration programs set out in the Policy and detailed in this report maintain a reasonable proportion to the Company's relevance, its economic situation and the market standards of comparable companies and promote the long-term profitability and sustainability of the Company, incorporating the necessary precautions to avoid excessive risk-taking or rewarding unfavourable results and ensuring the alignment of the interests of the directors with those of the Company and its shareholders.

  The company's Remuneration Policy incorporates the provisions of Article 529 novodecies of the Capital Companies Act, as amended by Law 5/2021, which amends the Capital Companies Act, imposing new requirements on the content of the remuneration policies for directors of listed companies and making it mandatory to adapt the policies in force at the next General Meeting held by listed companies after the entry into force of said law in accordance with the First Transitory Provision of Law 5/2021. Additionally, aspects derived from the revision of the Good Governance Code of the National Securities Commission in June 2020 were incorporated.

  The last review of the Remuneration Policy that was carried out, in 2023, was aimed at updating the description of the Company's long-term variable remuneration plan, since the plan contained in the previous Policy, called the Long Term Incentive Plan 2020 (hereinafter "LTIP 2020"), ended in 2022, having been replaced by a new plan, the "Management Incentive Plan 2023-2025" (hereinafter "MIP 2023-2025"), which was approved by the Board, with the favourable report of the Appointments and Remuneration Committee, at its meeting held in writing and without a meeting on 30 March 2023.

  Likewise, the references in the Policy to the Executive Director other than the CEO have been eliminated, as there is currently only one executive director, the CEO, since the other director who held that position, Mr. Jorge Pepa, resigned in April 2022.

  The Remuneration Policy applies for the period 2022-2025 and its latest modification was approved by the Ordinary General Meeting of Shareholders for the 2024 fiscal year, which was held on April 17, 2024.

  The Remuneration Policy is in force until 31 December 2025.

- The Policy is designed to provide a solid structure for good corporate governance. The general principles and criteria used are summarized as follows:

  a) Ensuring independence of judgment

  Remuneration is structured in such a way as not to compromise the independent judgment of non-executive directors, with special attention to that awarded to independent directors.

  b) Attracting and retaining the best professionals

  The remuneration policy aims to establish a competitive remuneration that allows to attract and retain talent that contributes to the creation of value for the Company.

c) Long-term sustainability

Remuneration shall be consistent with the long-term interests and strategy of the Company, as well as with its values and objectives, and includes provisions to avoid conflicts of interest, excessive risk-taking and rewarding unfavorable performance.

d) Transparency

The remuneration policy and the specific rules for determining remuneration shall be clear and well-disseminated. In this regard, at the beginning of each year or at the General Shareholders' Meeting, the maximum total amount of remuneration that can be paid to directors shall be made public, as well as the conditions that must be met in order to obtain such remuneration.

e) Clarity and individualization

The rules for the management and determination of remuneration shall be drafted in a clear, simple and concise manner.

f) Fairness of remuneration

- Remuneration is set taking into consideration the dedication, qualifications and responsibility required by the position, as well as the experience, functions and tasks performed by each director. In addition, remuneration must maintain a balance between market competitiveness and internal equity.
- Likewise, the conditions of the other employees of the group have been taken into account so that the principles of the remuneration system for executive directors are aligned with the general remuneration programs of the group. In this sense, certain remuneration elements such as other additional components to the remuneration, or the remuneration systems referenced to the value of the Neinor Homes share may only be offered to executive directors when similar elements are accessible to other employees of the Group.
- The maximum annual remuneration to be received by the members of the Board of Directors in their capacity as such is 1,500,000 €.
- The maximum individual amount to be received by each of the aforementioned directors as fixed annual compensation is as follows:
    - A maximum of 150,000 euros for the Chairman of the Board of Directors.
    - A maximum of 100,000 euros for each independent and “other external” directors.
- If, following any increase in the number of directors sitting in the Board, the aggregate remuneration otherwise payable to them as members of the Board were to exceed the maximum annual amount of 1,500,00 euros referred in this Section, then the Board of Directors may reduce the individual remuneration described in this section on a proportional basis.
- Only independent directors and those in the "other external" category are entitled to receive remuneration due to their status as such.

As part of the update of the Company's long-term variable remuneration plan, described as the "Management Incentive Plan 2023-2025", the Company received advice from Seeliger y Conde in the preparation of the Company's long-term variable remuneration plan. In performing their advisory duties, Seeliger y Conde (i) carried out a consultation process with several of the Company's senior executives; and (ii) analysed the medium-term incentive plans of 7 national companies in the real estate sector, including residential development companies of a similar size to Neinor Homes.

- The Policy provides for the following compensation components:

a) Fixed annual remuneration.

b) Attendance fees for meetings of the Board and its Committees.

c) Remuneration in shares or linked to their performance, without prejudice to the provisions of the Regulations of the Board of Directors.

The remuneration mentioned in a) and b) above only applies to “independent” and "other external" directors.

Notwithstanding the provision mentioned in section c) above, Directors are currently not entitled to any share-based or performance-related remuneration, meaning there is no variable remuneration.

The total amount payable by the Company as compensation to all of its directors for these three items may not exceed the relevant amount determined for this purpose by the General Meeting. The amount thus determined by the General Meeting shall apply unless and until the General Meeting approves other amount in accordance with applicable laws.

However, the determination of the specific amount to be paid to each director for these items within the maximum amount approved by the General Meeting shall be agreed by the Board of Directors in accordance with this Remunerations Policy. For such purpose, the Board shall take into account the office held by each director within the Board itself, as well as the membership and attendance of each director to any committees.

Finally, the Company shall pay for any premium due for any civil liability insurance policy taken out by the Company in respect of its directors upon customary market terms and commensurate with the circumstances of the Company.

- The remuneration of the Chief Executive Officer is set forth in his contract signed with the Company on April 8, 2019. The Chief Executive Officer does not receive any remuneration for his position as a member of the Board of Directors or the Committees, only for his executive position and, unlike the external directors, he does have a variable remuneration system, which seeks to align the interests of the Chief Executive Officer with the Company's shareholders by establishing specific objectives linked to the creation of value in the medium and long term. The remuneration structure is composed of the following elements:

a) Fixed remuneration: The executive director of the Company shall be entitled to receive an amount not exceeding 900,000 euros as fixed annual remuneration. In fiscal year 2024, the Chief Executive Officer has received a remuneration of 663,000 euros.

b) Annual bonus to be established annually by the Board of Directors. The annual variable remuneration of the executive director may in no case exceed 100% of the amount of the fixed remuneration. The variable remuneration received in the financial year 2024, accrued in 2023, amounted to 350,000 euros while the amount accrued and approved by the Appointments and Remuneration Committee for the financial year 2024, which will be paid in 2025, amounts to 500,000 euros.

c) Participation in the company's medium-term incentive schemes. See section B.7 below.

d) Directors and Officers ("D&O") insurance.

- *The relative importance of variable to fixed remuneration items (remuneration mix) and what criteria and objectives have been taken into account in their determination and to ensure an appropriate balance between fixed and variable components of remuneration. In particular, indicate the actions taken by the company in relation to the remuneration system to reduce exposure to excessive risks and align it with the long-term objectives, values and interests of the company, including, where appropriate, a reference to measures envisaged to ensure that the remuneration policy addresses the long-term performance of the company, measures taken in relation to those categories of staff whose professional activities have a material impact on the risk profile of the company and measures envisaged to avoid conflicts of interest.*

  Also indicate whether the company has established any vesting or consolidation period for certain variable remuneration items, in cash, shares or other financial instruments, a deferral period for the payment of amounts or delivery of financial instruments already accrued and consolidated, or whether any clause has been agreed to reduce deferred remuneration or oblige the director to return the remuneration received, when such remuneration has been based on data whose inaccuracy has subsequently been manifestly demonstrated.

Article 25.3 of the Board of Directors' Regulations establishes that directors' remuneration must be in reasonable proportion to the importance of the Company, its economic situation at any given time, the standards that are met on the market in companies of a similar size or activity and consider their dedication to the Company. The remuneration system established must be aimed at promoting the long-term profitability and sustainability of the Company and incorporate the necessary precautions to avoid the excessive assumption of risks and unfavourable results. In particular, the remuneration system should set the necessary limits and safeguards to ensure that variable remuneration is related to the professional performance of the beneficiaries and does not derive solely from the general evolution of the markets or the sector.

The directors' remuneration policy established by the Company does not establish variable remuneration for directors for their status as such, but only a fixed remuneration and per diems for attending meetings, with the aim of remunerating directors adequately and sufficiently for their dedication, qualifications and responsibilities, without compromising their independence of judgement or encouraging the Company to take excessive risks.

The Chief Executive Officer remuneration system is aligned with the Company's interests. The annual objectives set for the bonus are linked to performance. Specifically, the individual contract entered into with the Chief Executive Officer provides for the possibility of receiving annual variable remuneration in cash, provided that the results significantly improve the business plan and that the Board of Directors of the Company so decides. In this respect, the weighted parameters taken into consideration to set the variable remuneration are as follows:

Financial and operating performance parameters:

Net final profit established in the Business Plan.	25%
Number of developments forecasted-launched for construction.	20%
Compliance with the OpEx established in the Business Plan.	25%
Contribution margin established in the Business Plan.	20%

Non-financial performance parameters:

These are linked to different objectives, such as the progress of the Group's Sustainability Plan, compliance with Corporate Governance, compliance/alignment with taxonomy, implementation of ESG improvements, obtaining "green" financing, measuring and reducing the carbon footprint, employee training, customer satisfaction levels, equality and non-discrimination objectives, and similar. The weight of non-financial objectives will be a maximum of 25%. Each year, the company specifically references those aspects it deems most relevant, with compliance exceeding 70% of the strategic plan's objectives and more than 80% of the most relevant ones, as outlined below:

- ✓ Measurement of carbon footprint through LCA and its annual reduction.
- ✓ Annual increase in EPC energy certificates of AA category.
- ✓ Achieve over 80% waste recovery in all our construction projects.
- ✓ Establish water-saving systems and installations in all our developments.
- ✓ Annual increase in alignment with taxonomy compared to the previous year.
- ✓ Comply with the percentages of accessible housing, protected housing or housing for affordable rent in projects, under construction, or delivered, based on the total number of homes delivered by the company each year as outlined in the Sustainability Strategic Plan.
- ✓ Keep accident rates below the industry average.
- ✓ Annual measurement of the social impact of all delivered developments.
- ✓ Financial and non-financial compliance audits with no reservations, uncertainties, emphasis paragraphs, or significant incidents.
- ✓ Achieve positive BDI and EBITDA.

In the 2024 financial year, in addition to achieving 100% of the aforementioned targets, the specific parameter considered was the support and assistance in obtaining financing through a €325 million green bond to justify its sustainable nature, complying with the sustainable financing framework and current regulations.

The achievement of these objectives accounts for 10% of the variable remuneration.

The above criteria have been established based on their contribution to the achievement of the Group's long-term objectives by pursuing sustainable revenue growth with a debt ratio appropriate to the Group's capital structure, while the Company takes into due consideration the non-financial parameters that, among other aspects, promote workforce stability to ensure talent retention and excellence in service, as well as the Group's concerns regarding ESG, all with the aim of maximizing shareholder value creation.

The annual bonus plans provide that in the event that (i) any event or circumstance occurs that results in a definitive alteration or negative variation in the financial statements, results, economic, performance or other data on which the accrual and payment to the beneficiary of any amount of variable remuneration was based and that (ii) such alteration or variation determines that, had it been known at the vesting or payment date, the beneficiary would have received an amount lower than that initially paid, the beneficiary shall be obliged to reimburse the Company for the excess amount received, and the Company shall be entitled to claim such reimbursement. This provision is independent of any liability that the beneficiary may have in the aforementioned alteration or negative variation. The Company may offset the amount claimed against any other amount due to the beneficiary.

In the 2023 financial year, a three-year medium-term incentive scheme came into force, which is explained in detail in section B7:

a) Management Incentive Plan 2023-2025 ("MIP 2023-2025")

In addition to certain members of the Company's senior management, the Chief Executive Officer is a beneficiary of the MIP 2023-2025.

The MIP 2023-2025 is composed of three one-year cycles. The first Plan cycle runs from 1 January 2023 to 31 December 2023. The second Plan cycle runs from 1 January 2024 to 31 December 2024 and the third Plan cycle runs from 1 January 2025 to 31 December 2025. At the end of each achievement period, the incentive payable in cash to each beneficiary will be calculated taking into account the level of achievement of certain pre-approved metrics, described in section B.7, as follows:

– The actual settlement will take place after the approval of the annual accounts for the year in which each cycle ends and the approval of the Board's proposal for the corresponding dividend for each year (that is, 2024 for the first cycle, 2025 for the second cycle, and 2026 for the last cycle).

– The accrual in each of the three years will be calculated in proportion to the total dividends distributed in each year over the Total Shareholder Return (TSR) for the 3 years, the total estimated amount for all the participants in the plan and for the entire plan over the three years amounts to 15 million euros, linked to the payout of 450 million euros as TSR, with a payout ceiling in case the dividends distributed are higher than the 450 million euros of the entire planned plan (limited to 17.5 million euros for the entire 3 years of vesting). The vesting of the Incentive will not be capped on an annual basis.

– There are a series of levels that distribute the amount to be received by each participant in the plan over the total amount allocated, with the percentage allocated to the CEO being 21%.

– The Board must approve the TSR target and the EBITDA key for each of the years of the plan, all in accordance with the 2023-2027 Strategic Plan, compliance with which will be a precondition for accrual of the Incentive.

Clawback: In case of voluntary departure of an executive from the company before the third year (end of the plan), a penalty equivalent to 30% of the amount accrued and received up to that moment (net of taxes) will be applied.

The Appointments and Remuneration Committee shall have the power to propose to the Board of Directors the cancellation of the payment of the MIP 2023-2025 to the Executive Director, in whole or in part, in the event of certain supervening circumstances (reduction and clawback clauses).

- *Amount and nature of the fixed components expected to accrue to directors in their capacity as directors during the financial year*

The remuneration established for directors qualifying as "independent" and "other external" is as follows:

a) Fixed remuneration:

  - A maximum of 150,000 euros for the Chairperson of the Board of Directors. The fixed remuneration in fiscal year 2023 amounted to 121,325 euros.
  - A maximum of 100,000 euros for each independent and "other external" directors. The fixed remuneration in fiscal year 2023 amounted to 89,675 euros.

b) Per diems for attendance at meetings of the Board and its Committees:

  - Board meetings: 3,000 € per meeting.
  - Committee meetings: 1,500 € per committee meeting.

The Chief Executive Officer only receives remuneration for the performance of senior management functions. Therefore, he does not receive any remuneration for the performance of his duties as member of the Board of Directors and as a member of the Land Investment Committee.

- *Amount and nature of the fixed components that will be accrued in the year for the performance of senior management functions by executive directors.*

The fixed remuneration of the Chief Executive Officer for the performance of senior management functions during the year is six hundred and sixty-three thousand euros (€663,000).

- *Amount and nature of any component of remuneration in kind that will accrue in the year including, but not limited to, insurance premiums paid on behalf of the director.*

The contract entered with the Chief Executive Officer provides for entitlement to the social welfare benefits set out below:

- Medical assistance insurance.

- Life insurance, total permanent disability, absolute disability or major disability covering (i) a gross capital benefit of 1,000,000 euros in the event of total permanent disability, absolute disability or major disability and (ii) a gross capital benefit of 1,000,000 euros in the event of death.
- Directors and Officers (D&O) insurance.
- Any other social welfare benefits generally recognised by the Company for the group of directors or executives, established by the Board of Directors, subject to a report from the Appointments and Remuneration Committee.

- *Amount and nature of the variable components, distinguishing between short- and long-term components. Financial and non-financial parameters, including social, environmental and climate change parameters, selected to determine variable remuneration in the current year, explaining the extent to which such parameters are related to the performance of the director, the company and its risk profile, and the methodology, time frame and techniques used to determine them, at the end of the year, the degree of compliance with the parameters used in the design of variable remuneration, explaining the criteria and factors applied in terms of the time required and methods for verifying that the performance or other conditions to which the accrual and vesting of each component of variable remuneration was linked have been effectively met.*

  Indicate the range in monetary terms of the different variable components according to the degree of compliance with the established objectives and parameters, and if there is any maximum monetary amount in absolute terms.

There are no variable components in the remuneration of the members of the Board of Directors in their capacity as such (except for attendance fees, the amount of which depends on the number of annual meetings of the Board and its Committees).

For his part, the Chief Executive Officer receives the following variable remuneration indicated below for his senior management functions:

1. **Annual bonus**

The Chief Executive Officer may receive an annual variable remuneration (bonus), in accordance with the provisions of his individual contract with the Company, to be set at the discretion of the Board of Directors and to be received exclusively in the event that the objectives established in the business plan are exceeded.

The contract entered into with the Chief Executive Officer shall establish clawback clauses obliging the director to repay to the Company and empowering the Company to claim repayment of all or part of the variable remuneration in the event of the occurrence of any event or circumstance that results in the alteration or negative variation with definitive character, of the financial statements, results, economic, performance or other data on which the accrual and payment to the Executive Director of any amount as variable remuneration was based.

The annual variable remuneration that, if applicable, is approved by the Company may be paid in cash and/or include the delivery of shares or share-based instruments, provided that the corresponding threshold of the indicators established with respect to what is foreseen in the business plan is reached. In this regard, the parameters to be taken into consideration by the Board of Directors to set the amount of variable remuneration must be specific, predetermined, quantifiable and measurable and be in line with the Company's strategy, promote its sustainability and the Group's profitability in the long term.

The Remuneration policy for board members, approved by the Ordinary General Meeting of Shareholders on April 13, 2022, and amended on April 17, 2024, includes both financial and non-financial performance parameters.

2. **Long Term Incentive Plan (MIP 2023-2025)**. Details of the Plan can be found in section B7 below.

- *Main characteristics of the long-term savings systems. Among other information, the contingencies covered by the system, whether it is a defined contribution or defined benefit system, the annual contribution to be made to the defined contribution systems, the benefit to which the beneficiaries are entitled in the case of defined benefit systems, the conditions for consolidation of the economic rights in favour of the directors and their compatibility with any type of payment or indemnity for early termination or severance, or derived from the termination of the contractual relationship, under the terms provided, between the company and the director, shall be indicated.*

  Indicate whether the vesting or vesting of any of the long-term savings' plans is linked to the achievement of certain objectives or benchmarks related to the short- and long-term performance of the director.

The Company has no long-term savings system in place.

- *Any type of payment or indemnity for early termination or severance or derived from the termination of the contractual relationship under the terms established between the company and the director, whether the termination is at the will of the company or of the director, as well as any type of agreed covenants, such as exclusivity, post-contractual non-competition and permanence or loyalty, which entitle the director to any type of payment.*

The contract signed by the Company with the Chief Executive Officer establishes compensation for an amount equivalent to two years of his fixed remuneration in the event of termination of the contract by the Company, unless said termination is due to a serious and guilty breach on his part of the obligations that legally or contractually incumbent upon him.

In the event of termination of the contract due to withdrawal of the Chief Executive Officer, he must notify the Company in writing at least 3 months in advance and must compensate the Company with an amount equivalent to the fixed remuneration applicable in the moment of termination of the Contract corresponding to the period of notice that has not been complied with.

- *Indicate the conditions to be respected in the contracts of those who perform senior management functions as executive directors. Among others, information should be provided on the duration, limits on the amounts of compensation, tenure clauses, notice periods, as well as payment in lieu of the notice period, and any other clauses relating to hiring bonuses, as well as compensation or golden parachute clauses in the event of early termination or termination of the contractual relationship between the company and the executive director. Include, among others, non-competition, exclusivity, permanence or loyalty and post-contractual non-competition covenants or agreements, unless explained in the preceding section.*

The main terms and conditions of the service contract entered into by the Company with the Chief Executive Officer are as follows:

- Duration: the contract entered into force on 8 April 2019 and will remain in force for as long as Mr Francisco de Borja García-Egocheaga Vergara remains as Chief Executive Officer of the Company.
- Exclusivity: The Chief Executive Officer of the Company shall perform his duties exclusively for the Company on a full-time basis and may not work directly or indirectly or provide services for third parties or on his own account, even if such activities do not compete with those of the Company.
- Post-contractual non-competition: once the contract is terminated for any reason, the Chief Executive Officer may not carry out, for a period of one year, any activity that is concurrent with those of the Company or any company of the Neinor group, either on his own account or on behalf of a competing employer.

As compensation for the post-contractual non-competition obligation, he shall be entitled to receive a gross amount equal to 70% of the annual fixed remuneration in force at that time.

- *The nature and estimated amount of any other additional remuneration to be earned by directors in the current financial year in consideration for services rendered other than those inherent in their office*

The Company has not established any supplementary remuneration for directors.

- *Other items of remuneration such as those derived, if applicable, from the granting by the company to the director of advances, loans and guarantees and other remuneration.*

There are no other remuneration items.

- *The nature and estimated amount of any other expected additional remuneration not included in the preceding paragraphs, whether paid by the entity or another group entity, that will accrue to directors in the current financial year.*

There are no other supplementary remunerations.

A.2 *Explain any relevant changes to the remuneration policy applicable in the current financial year arising from:*

- *A new policy or a modification of the policy already approved by the Board.*
- *Relevant changes in the specific determinations established by the board for the current financial year in the current remuneration policy compared to those applied in the previous financial year.*
- *Proposals that the board of directors would have resolved to submit to the general meeting of shareholders to which this annual report will be submitted and which are proposed to be applicable to the current financial year.*

In the 2024 financial year, no significant changes have occurred in the Company's Remuneration Policy. Only a series of amendments approved by the Board of Directors on November 22, 2023, were approved by the General Meeting of Shareholders held on April 17, 2024, which were described in the 2023 Annual Remuneration Report.

The Remuneration Policy is valid until December 31, 2025.

A.3 *Identify the direct link to the document containing the company's current remuneration policy, which should be available on the company's website.*

https://www.neinorhomes.com/en/corporate/esg/ethics/corporate-governance-information/corporate-governance-policies/remuneration-policy-for-the-members-of-the-board-of-directors/

A.4 *Explain, considering the data provided in section B.4, how the vote of the shareholders at the general meeting at which the annual remuneration report for the previous year was put to a consultative vote was considered.*

As stated in the notarial record of the General Shareholders' Meeting held on 17 April 2024, duly authorized by the Notary of Bilbao, Ms. Raquel Ruiz Torres under protocol number 943, the Annual Directors' Remuneration Report for the year ended 31 December 2023 was approved in a consultative vote with 96.3660% of votes in favour. Accordingly, no action has been taken in this regard.

B. OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED DURING THE YEAR ENDED

B.1.1 *Explain the process followed to implement the remuneration policy and determine the individual remuneration reflected in section C of this report. This information shall include the role played by the remuneration committee, the decisions taken by the board of directors and, if applicable, the identity and role* *of external advisors whose services were used in the process of implementing the remuneration policy in the financial year ended.*

As regards the remuneration of directors in their capacity as such, insofar as the remuneration provided for in the remuneration policy is fixed, the Company has limited itself to applying it on its own terms.

The amount accrued by the directors in their capacity as such during the financial year 2024 is as follows:

- Ricardo Martí Fluxá: received a fixed annual remuneration of 121,325 €, as well as 46,500 € in attendance fees.
- Anna M. Birulés Bertran: received a fixed remuneration of 89,675 €, as well as 40,500 € in attendance fees.
- Alfonso Rodés Vilà: received a fixed remuneration of 89,675 €, as well as 31,500 € in attendance fees.
- Andreas Segal: received a fixed remuneration of 89,675 €, as well as 33,000 € in attendance fees.

Regarding the variable remuneration of the Chief Executive Officer, the Appointments and Remuneration Committee, at its meeting held on January 29, 2025, analysed compliance with the targets set for the accrual of variable remuneration for the 2024 financial year.

The Board of Directors, at its meeting on January 24, 2024, following a favourable report from the Appointments and Remuneration Committee, had established the following targets for the accrual of the Chief Executive Officer's variable remuneration for the 2024 financial year:

	Weight
1. Margin Contribution Development (M€)	20%
2. Cranes (#)	20%
3. OpEx (M€)	25%
4. Neinor Net Income (M€)	25%
5.ESG	10%

The degree of achievement of the various objetctives linked to the accrual of the CEO's variable remuneration has been as follows: 101% achievement of the net income target, 101% achievement of the contribution margin target, 73% achievement of the target for planned construction launches (cranes), 111% achievement of the OPEX target established by the company and 100% achievement of the company's ESG-related objectives.

The percentages of compliance with the objectives have been reviewed and validated by the GRC department.

Furthermore, additional events have occurred that have been deemed relevant when assessing the company's performance. Thus, within the shareholder remuneration pillar, the company has already distributed €137.5 million and will have completed the distribution of €200 million by March, thereby fully achieving the target set in the Business Plan.

On the other hand, during the 2023 and 2024 financial years, Neinor Homes has signed agreements with strategic partners to co-invest €700 million, already closed, exceeding the initial target of €500 million. These agreements reached with Orion, Axa, Urbanitae, Banco de Santander, Ameris, Octopus, Bain Capital, among others, represent a clear improvement in capital allocation efficiency and a diversification of the business and risk.

As a consequence of the above, the Appointments and Remuneration Committee proposed, and the Board approved, at its meeting of 29 January 2025, a bonus of 500,000 € for the Chief Executive Officer, to be paid in fiscal year 2025.

B.1.2 *Explain any deviations from the established procedure for the application of the remuneration policy that occurred during the financial year.*

There has been no deviation from the established procedure for the application of the remuneration policy.

B.1.3 *Indicate whether any temporary exceptions to the remuneration policy have been applied and, if so, explain the exceptional circumstances that have led to the application of these exceptions, the specific components of the remuneration policy affected and the reasons why the company considers that these exceptions have been necessary to serve the long-term interests and sustainability of the company as a whole or to ensure its viability. Also quantify the impact that the application of these exceptions has had on the remuneration of each director during the year.*

There have been no exceptions to the remuneration policy.

B.2 *Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing exposure to excessive risks and aligning it with the company's objectives, values and long-term interests, including a reference to the measures that have been taken to ensure that accrued remuneration has taken into account the long-term performance of the company and achieved an appropriate balance between fixed and variable components of remuneration, what measures have been taken in relation to those categories of staff whose professional activities have a material impact on the entity's risk profile, and what measures have been taken to avoid conflicts of interest, if any.*

See section A.1

B.3 *Explain how the remuneration accrued and consolidated in the year complies with the provisions of the current remuneration policy and how it contributes to the long-term and sustainable performance of the company.*

Also report on the relationship between the remuneration obtained by the directors and the results or other short- and long-term performance measures of the company, explaining, where applicable, how variations in the company's performance may have influenced the variation in directors' remuneration, including accrued remuneration for which payment has been deferred, and how these contribute to the company's short- and long-term results.

The remuneration accrued in the year complies with the provisions of the current remuneration policy.

As regards the remuneration of the Chief Executive Officer, who is the only Director contemplating the payment of variable remuneration, the remuneration system envisaged is aligned with the interests of the Company. The annual bonus targets are linked to financial and non-financial performance. Specifically, the individual contract entered into with the Chief Executive Officer stipulates the possibility of receiving an annual variable remuneration in cash, provided that the results significantly exceed the business plan and that the Company's Board of Directors so decides.

The weighted parameters taken into consideration to set the variable remuneration of the Chief Executive Officer are as follows:

	Weight
1. Margin Contribution Development (M€)	20%
2. Cranes (#)	20%
3. OpEx (M€)	25%
4. Net Income (M€)	25%
5. ESG	10%

The Appointments and Remuneration Committee, at its meeting held on 29 January 2025, analysed the level of compliance with the targets set for the accrual of the variable remuneration corresponding to the 2024 financial year, payable in 2025.

The degree of compliance with the various objectives referenced in section B1.1. has been analysed by the Appointments and Remuneration Committee and subsequently reviewed and validated by the GRC department, prior to its approval by the Board of Directors.

B.4 *Report on the result of the advisory vote of the general meeting on the annual report on remuneration for the previous financial year, indicating the number of abstentions and negative, blank and affirmative votes cast:*

	Number	**% of issued**
Votes cast	52,574,622	70.1287 %

	Number	% of issued
Votes against	1,896,728	3.6077 %
Votes for	50,664,092	96.3660 %
Blank votes	0	0.0000 %
Abstentions	13,802	0.0263 %

Observations

The approval percentage of the Annual Remuneration Report at the General Shareholders' Meeting for the 2022 financial year, held in 2023, was 98.6795%, meaning that at the General Shareholders' Meeting held in 2024, the approval percentage remained consistent with that of the previous financial year.

B.5 *Explain how the fixed components accrued and consolidated during the year by the directors in their capacity as such have been determined, their relative proportion for each director and how they have varied from the previous year:*

The fixed remuneration components for the Directors classified as "independent" and "other external" consist of a fixed annual salary and allowances for attendance at Board meetings and its committees. The amounts paid as a fixed components to the Directors have not experienced any increase in the current financial year compared to the previous year (2023), and they remain below the limit established in the Board's Remuneration Policy.

The allowances have been paid based on attendance at meetings of the Board and its committees.

The proportion of the annual fixed remuneration in relation to the total fixed components accrued and consolidated (fixed remuneration + attendance allowances) for Directors Ricardo Martí Fluxá, Anna M. Birulés Bertran, Alfonso Rodés Vilà and Andreas Segal is 72%, 69%, 74% and 73% respectively. No significant differences have occurred compared to the proportion in the previous financial year.

B.6 *Explain how the salaries accrued and consolidated during the year ended for each of the executive directors for the performance of management duties have been determined, and how they have varied with respect to the previous year.*

The remuneration accrued by the Executive Director for the performance of management duties consists of a fixed salary and variable remuneration ("bonus"). The total remuneration (fixed and variable) for the Chief Executive Officer has increased by 12%, rising from 1,895,980 € in the 2023 financial year to 2,125,500 € in the 2024 financial year. This difference is due to the fact that in the current year, the amount accrued for the fulfilment of the MIP 2023-2025 was slightly higher than in the previous year, as the Total Shareholder Return (dividends) in 2024 was greater, which is the indicator used to calculate the amount to be received under this Plan, in addition to the increase in variable remuneration (bonus).

Regarding the proportion of variable remuneration (considering solely the bonus and excluding the amount accrued under the MIP) in relation to fixed remuneration, it has increased from 53% in the 2023 financial year to 75% in the current financial year.

The variable salary has been determined as indicated in section B.3 above.

B.7 Explain the nature and main features of the variable components of the remuneration systems accrued and vested in the financial year ended. In particular:

- *Identify each of the remuneration plans that have determined the different variable remuneration accrued by each of the directors during the year ended, including information on their scope, date of approval, date of implementation, vesting conditions, if any, vesting periods and term, criteria used to assess performance and how this has impacted on the setting of the variable amount accrued, as well as the measurement criteria used and the time required to be in a position to adequately measure all stipulated conditions and criteria, detailing the criteria and factors applied in terms of the time required and methods to verify that the performance or other conditions to which the vesting and vesting of each component of variable remuneration was linked have been effectively met.*
- *In the case of stock option plans or other financial instruments, the general features of each plan shall include information on the conditions both for unconditional vesting and for the exercise of such options or financial instruments, including the exercise price and exercise period.*
- *Each of the directors, and their category (executive directors, external proprietary directors, external independent directors or other external directors), who are beneficiaries of remuneration systems or plans that incorporate variable remuneration.*
- *Where applicable, information shall be provided on vesting, vesting or deferral periods for payment of consolidated amounts that have been applied and/or holding/non-disposal periods for shares or other financial instruments, if any.*

As explained in section A.1 above, only the executive director may receive variable remuneration. Variable remuneration consists of the following:

1. **Annual bonus**, which is approved each year by the company's Board of Directors and the details of which can be found in section A.1 above;
2. **Incentive plans**

On the one hand, in the 2024 financial year, the second milestone of the materialisation of the LTIP 2020 Plan (achievement / vesting period 2020 - 2022) has been achieved, resulting in the transfer of the second block of company shares to the Chief Executive Officer as provided in this Plan, which will be further detailed in the subsequent description of each plan.

On the other hand, in the 2024 financial year, the accrual of the second year of the Incentive Plan (MIP 2023-2025) has occurred, which will be materialised through a cash remuneration once the annual accounts for the 2024 financial year have been approved at the upcoming General Shareholders' Meeting to be held in April 2025. The details of the accrued amounts are provided in the description of the Plan.

2.1. Long Term Incentive Plan 2020 ("LTIP 2020").

The LTIP 2020 was approved by the Board of Directors of the Company on 28 February 2020 with the favourable report of the Appointments and Remuneration Committee. The LTIP was included in the Board Remuneration Regulations that were approved by the General Shareholders' Meeting held on April 1, 2020.

Beneficiaries of the 2020 LTIP, in addition to certain members of the Company's senior management, include the Chief Executive Officer, who is an executive director

This is a remuneration system entirely composed of the Company's shares.

The 2020 LTIP consisted of a single three-year cycle, which has now concluded. The performance period began on 1 January 2020 and ended on 31 December 2022. Upon completion of the performance period, the number of shares allocated to each beneficiary has been calculated based on the level of achievement of certain pre-approved metrics, which are detailed below, along with the shares equivalent to dividends paid, both in accordance with the following:

- 50% of the shares earned will be delivered at the end of the three-year vesting period (initial payment), plus a number of shares equal to the dividends that would theoretically have been paid on the 50% of the shares earned from the start of the 2020 LTIP (1 January 2020) until the day of payment, divided by the average share price in the 6-month period prior to the conclusion of the cycle. These shares were delivered in 2023.
- 25% of the shares obtained will be delivered one year after the initial payment, provided that the beneficiary remains in the Company and subject to malus provisions, plus a number of shares equal to the dividends that would theoretically have been paid on such 25% of the shares obtained since the beginning of the 2020 LTIP (1 January 2020) and until the day of payment, divided by the average share price in the 6-month period prior to the end of 2023. These shares were delivered in 2024.
- 25% of the shares obtained will be delivered two years after the initial payment, provided that the beneficiary remains in the Company and subject to malus provisions, plus a number of shares which will be equivalent to the dividends that would theoretically have been paid on such 25% of the shares obtained from the beginning of the 2020 LTIP (1 January 2020) until the day of payment, divided by the average share price in the 6-month period prior to the end of 2024. These shares will be delivered in 2025.

50% of the amount payable was determined on the basis of the Company's EBITDA achievement, measured on a cumulative basis, the target being set at the beginning of the cycle.

The remaining 50% of the amount payable was determined on the basis of total shareholder return, which is calculated as the performance of the share price plus the value of dividends, if applicable, during the period, assuming they are reinvested in Neinor Homes shares on the day they are received.

The maximum amount that the Chief Executive Officer could potentially receive was 2,700,000 euros in the event of full compliance, with the baseline for 100% target achievement being 1,800,000 euros.

The metrics of the Plan were as follows:

50% EBITDA + 50% Total Shareholder Return ("TSR")

EBITDA was measured cumulatively, with the target being set at the beginning of the cycle. It is defined as the sum of the EBITDA targets for the 3 years of the cycle and the achievement is based on the sum of the actual EBITDA for the same period.

TSR was calculated as the share price performance plus the value of dividends, if any, during the period, assuming they are reinvested in the Company's shares on the day they are received.

The initial share price was 11 €. The closing price was calculated as the average of the closing prices in the market sessions during the 6 months prior to the end of the cycle (from 1 July to 31 December 2022, inclusive).

The targets were as follows:

Target		Incentive achieved (% of target shares)
Level	**EBITDA**	
≥ MAXIMUM	≥ 410 M€	150%
TARGET	370 M€	100%
MINIMUM	330 M€	50%
< MINIMUM	< 330 M€	0%

Target		Incentive achieved (% of target shares)
Level	**TSR**	
≥ MAXIMUM	≥ 48.2 %	150%
TARGET	36.80 %	100%
MINIMUM	26 %	50%
< MINIMUM	< 26 %	0%

The Appointments and Remuneration Committee had the power to propose to the Board of Directors the cancellation of the payment of the 2020 LTIP to the executive directors, in full or in part, in the event of certain supervening circumstances (reduction, or malus, and clawback clauses): (a) losses in the Neinor Homes Group (negative EBITDA / Profit after tax) in the year following the end date of the 2020 LTIP attributable to management decisions made in the achievement period of each year; (b) a material restatement of the Group's financial statements, as deemed necessary by the external auditors, except where such restatement was required due to a change in accounting standards; (c) a serious breach of the internal code of conduct by the executive director. The malus clause applied during the deferral period for the 2020 LTIP payment, while the clawback clause applied during the year following the delivery of the shares, in both cases only with respect to the shares delivered in each payment (after taxes).

Based on the results obtained during the accrual period by the company, the accumulated EBITDA exceeded 410 million €, thereby achieving the maximum incentive for the EBITDA objective, which reached 150%.

Regarding the second objective, related to the "TSR", there was no increase in the share price above the initial price considered (11 euros), and therefore no incentive was accrued for this objective, with the achievement level being 0%.

The gross amount in shares collected in 2024 by the CEO, corresponding to the second instalment of 25% of the plan detailed above, amounts to 448,000 euros, corresponding to 150% of the EBITDA target plus a number of shares equivalent to the dividends paid on the 50% of shares obtained since the beginning of the 2020 LTIP (1 January 2020) and until the day of payment, divided by the average share price in the 6-month period prior to the end of the cycle.

After the payment of taxes at the Chief Executive Officer's marginal personal income tax rate, the shares deposited in his securities account total 23,951 shares, which remain as of 31 December 2024, as they are restricted from being traded for a one-year period following their delivery, in accordance with the LTIP regulations.

2.2. <u>Long Term Incentive Plan 'Management Incentive Plan 2023-2025' ("MIP 2023-2025")</u>

In addition to certain members of the Company's senior management, the CEO is a beneficiary of the 2023-2025 MIP.

The 2023-2025 MIP is composed of three one-year cycles. The first cycle of the Plan runs from 1 January 2023 to 31 December 2023. The second Plan cycle runs from 1 January 2024 to 31 December 2024 and the third Plan cycle runs from 1 January 2025 to 31 December 2025. At the end of each achievement period, the incentive payable in cash to each beneficiary will be calculated taking into account the level of achievement of certain pre-approved metrics, in accordance with the following:

The Plan is conceived as a measurable system based on the achievement of the following KPIs: Total Shareholder Return (TSR) as the "target" and Ebitda as the "key":

- Total Shareholder Return includes both ordinary and extraordinary dividends as well as cancellation of treasury shares.

  The Total Shareholder Return (TSR) target is 450 million € over the three years 2023-2025.

  The distribution of the total amount of the Plan in each of the three years will be proportional to the dividend distributed each year.

  As the target TSR for each year is much higher than that distributed so far, it will not be necessary to reach a minimum over the annual TSR target or over the cumulative TSR target for the Plan to vest.

- Ebitda as "key" with the following annual and cumulative targets for each of the 3 years:

Año	EBITDA Objetivo	EBITDA Acumulado
2023	135M€	135M€
2024	100M€	235M€
2025	100M€	335M€

  A threshold of 85% of the cumulative annual target must be reached for the financial entitlement allocated to each year to accrue. Below 85%, no accrual will be made. Above 85%, the accrual will be proportional in the same percentage (e.g.: 90% achievement of Ebitda target, implies 90% accrual). Once 100% of the accumulated Ebitda target has been reached, 100% of the Plan will accrue.

- The actual settlement will take place after the approval of the annual accounts for the year in which each cycle ends and the approval of the Board's proposal for the corresponding dividend for each year (i.e. 2024 for the first cycle, 2025 for the second cycle and 2026 for the last cycle).
- Vesting of the Incentive will not be capped on an annual basis. Vesting in each of the three years will be calculated in proportion to the total dividends distributed in each year over the Total Shareholder Return (TSR) for the 3 years (limited to €17.5 million for the entire 3 vesting years).

- The Board must approve the TSR objective and the EBITDA key for each year of the Plan in accordance with the Strategic Plan 2023-2027, with the achievement of 85% of the annual accumulated EBITDA target as a prerequisite for the accrual of the Incentive.
- In the event of a takeover or change of control of the Company or any of the Group companies, or a material event or transaction, the full amount of the Plan will be settled.
- Any Incentive that may be payable shall be delivered as soon as possible after the transaction giving rise to the early settlement of the Plan.

Clawback: In case of voluntary departure of an executive from the company before the third year (end of the plan), a penalty equivalent to 30% of the amount accrued and received up to that point (net of tax) will be applied.

The total amount of the proposed Plan is 15 million Euros, with a ceiling of 17.5 million Euros to be distributed among the six beneficiaries of the Plan. Of this amount, the CEO's share is 21%. The amount of this Plan represents 3.33% of the TSR target (450 million euros). In this sense, as the ceiling is 17.5 million euros, a TSR of 525 million euros over the 3 years will be considered as the highest achievable target subject to incentive. Above this amount, no additional economic rights will accrue to the beneficiaries of the Plan.

The Appointments and Remuneration Committee shall have the power to propose to the Board of Directors the cancellation of the payment of the MIP 2023-2025 to the Executive Director, in whole or in part, in the event of certain supervening circumstances (reduction and clawback clauses).

On 21 February 2024, the Board, following a favourable report from the Appointments and Remuneration Committee, set a Total Shareholder Return (TSR) target of 200 million euros and an EBITDA target of 100 million euros for the second period corresponding to the 2024 financial year.

Although the company is set to distribute 250 million euros in dividends over a 15-month period, of which 200 million euros are allocated to the 2024 financial year, by 31 December 2024, 137.5 million euros had already been distributed, with the remaining 62.5 million euros planned for distribution in the first quarter of 2025. In this regard, the TSR target has been met at 68.75%, which is the amount accrued for the year. As of 31 December 2024, the company has achieved 100% compliance with the "key" EBITDA target. Based on the above, the Chief Executive Officer has accrued an amount of 962,500 euros, which will be paid once the annual accounts for 2024 have been approved in 2025.

B.8 *Indicate whether certain accrued variable components have been reduced or clawbacked when, in the first case, the payment of unconsolidated amounts has been deferred or, in the second case, consolidated and paid, based on data that have subsequently proved to be manifestly inaccurate. Describe the amounts reduced or refunded by the application of the malus or clawback clauses, why they have been applied and the financial years to which they relate.*

As of the date of this report, the Company is not aware of any event that determines the application of clawback clauses for the reduction or refund of the variable components of remuneration.

B.9 *Explain the main characteristics of the long-term savings systems whose amount or equivalent annual cost is shown in the tables in Section C, including retirement and any other survivor's benefits, which are partially or fully funded by the company, whether internally or externally endowed, indicating the type of plan, whether it is a defined contribution or defined benefit plan, the contingencies it covers, the conditions of consolidation of the economic rights in favour of directors and its compatibility with any type of compensation for early termination or termination of the contractual relationship between the company and the director.*

The Company has not established any long-term savings system.

B.10 *Explain, if applicable, the indemnities or any other type of payment derived from early termination, whether the termination is at the will of the company or of the director, or from the termination of the contract, in the terms provided therein, accrued and/or received by the directors during the financial year ended.*

The Company has not paid any indemnities or other payments arising from the early termination of directors.

B.11 *Indicate whether there have been any significant changes in the contracts of those exercising senior management functions as executive directors and, if so, explain them. Also explain the main terms and conditions of the new contracts signed with executive directors during the year unless they have already been explained in section A.1.*

During the 2024 financial year there were no changes to the contract of the person who performs senior management functions as Executive Director.

The main conditions of the contract signed with Mr. Francisco de Borja García-Egocheaga are detailed in section A.1.

B.12 *Explain any additional remuneration accrued to directors in consideration for services rendered other than those inherent to their position.*

The Company has not paid any additional remuneration to directors in consideration for services rendered other than those inherent to their position.

B.13 *Explain any remuneration derived from the granting of advances, loans and guarantees, with an indication of the interest rate, their essential characteristics and any amounts repaid, as well as the obligations assumed on their behalf by way of guarantee.*

The Company has not granted any advances, loans or guarantees to directors.

B.14 *Give details of the remuneration in kind earned by directors during the year, briefly explaining the nature of the different salary components.*

The directors in their capacity as such have not accrued remuneration in kind. Regarding the Chief Executive Officer, see section B.7.

B.15 *Explain the remuneration accrued by the director by virtue of payments made by the listed company to a third-party entity in which the director provides services when such payments are intended to remunerate the director's services in the company.*

No such remuneration has been paid.

B.16 *Explain and detail the amounts accrued during the year in respect of any other remuneration item other than those listed above, regardless of its nature or the group entity paying it, including all benefits in any form, such as when it is considered a related-party transaction or, in particular, when it significantly affects the true and fair view of the total remuneration accrued by the director, explaining the amount granted or pending payment, the nature of the consideration for the performance of his executive duties, and whether or not it has been considered appropriate to include it among the amounts accrued under "other items" in section C.*

There are no remuneration items other than those indicated above.

C. DETAILS OF THE INDIVIDUAL REMUNERATION CORRESPONDING TO EACH OF THE DIRECTORS

Name	Type	Accrual period 2024
Ricardo Martí Fluxá	Independent	01/01/2024 to 31/12/2024
Anna M. Birulés Bertran	Independent	01/01/2024 to 31/12/2024
Alfonso Rodés Vilá	Independent	01/01/2024 to 31/12/2024
Andreas Segal	Independent	01/01/2024 to 31/12/2024
Felipe Morenés Botín-Sanz de Sautuola	Proprietary	01/01/2024 to 31/12/2024
Juan José Pepa	Proprietary	01/01/2024 to 31/12/2024
Francisco de Borja García-Egocheaga	Executive	01/01/2024 to 31/12/2024
Van J. Stults	Proprietary	01/01/2024 to 31/12/2024
Aref H. Lahham	Proprietary	01/01/2024 to 31/12/2024

C.1 *Complete the following tables with respect to the individual remuneration of each of the directors (including remuneration for the exercise of executive functions) accrued during the financial year.*

a) Remuneration of the company that is the subject of this report:

i) Remuneration accrued in cash (in thousands of €)

Name	Fixed remuneration	Allowances	Remuneration for membership of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Compensation	Other items	Total year 2024	Total year 2023
Ricardo Martí Fluxá	121	46.5	0	0	0	0	0	0	167.5	175
Anna M. Birulés Bertran	90	40.5	0	0	0	0	0	0	130.5	138
Alfonso Rodés Vilá	90	31.5	0	0	0	0	0	0	121.5	130
Andreas Segal	90	33	0	0	0	0	0	0	123	123
Felipe Morenés Botín-Sanz de Sautuola*	0	0	0	0	0	0	0	0	0	0
Francisco de Borja García-Egocheaga		0	0	663	0	500	0	962.5	2,125.5	1,896

Juan José Pepa	0	0	0			0	0	0		
Van J. Stults	0	0	0	0	0	0	0	0	0	
Aref H. Lahham	0	0	0	0	0	0	0	0	0	

ii) Movement table of share-based remuneration schemes and gross profit from consolidated shares or financial instruments

Name	**Name of the Plan**	**Financial instruments at the beginning of the 2024 financial year**		**Financial instruments granted during the 2024 financial year**		**Financial instruments consolidated in the financial year**				**Expired and unexercised instruments**	**Financial instruments at the end of 2024**	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of consolidated equivalent shares	Consolidated share price	Gross profit from consolidated shares or financial instruments (thousands €)	No. of instruments	No. of instruments	No. of equivalent shares
Ricardo Martí Fluxá												
Anna M. Birulés Bertran												
Alfonso Rodés Vilá												
Andreas Segal												
Felipe Morenés Botín-Sanz de Sautuola												
Juan José Pepa												
Francisco de Borja García-Egocheaga	LTIP 2020	88,136*	88,136*	n/a	n/a	44,068	44,068	16.9	744.7	n/a	88,136	88,136
Van J. Stults												
Aref H. Lahham												

(*) It is noted that (i) 68,019 shares correspond to the first and second payments under the LTIP 2020, amounting to 75% of the shares obtained during the vesting period, plus a number of shares equivalent to the dividends that would have been due on these shares from January 1, 2020 until the day of their payment, divided by the average share price in the 6-month period prior to December 31, 2022; (ii) the remaining 25% will be delivered in 2025, in accordance with the terms and conditions of the LTIP 2020, provided that the conditions for their delivery are met; and (iii) since all shares to be delivered under the LTIP 2020 are subject to "malus" clauses (including those corresponding to the aforementioned initial payment), these shares will be subject to consolidation in the following IARs as these clauses cease to apply.

iii) Long-term savings schemes

	Remuneration for consolidation of rights to savings schemes
Ricardo Martí Fluxá	
Anna M. Birulés Bertran	
Alfonso Rodés Vilá	
Andreas Segal	
Felipe Morenés Botín-Sanz de Sautuola	
Juan José Pepa	
Francisco de Borja García-Egocheaga	
Van J. Stults	
Aref H. Lahham	

Name	Company's contribution for the year (thousands of euros)				Amount of accumulated funds (thousands of euros)			
	Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights		Financial Year 2024		Financial Year 2024	
	Financial Year 2024	Financial Year 2023	Financial Year 2024	Financial Year 2023	Systems with consolidated economic rights	Systems with unconsolidated economic rights	Systems with consolidated economic rights	Systems with unconsolidated economic rights
Ricardo Martí Fluxá								
Anna M. Birulés Bertran								
Alfonso Rodés Vilá								
Andreas Segal								
Felipe Morenés Botín-Sanz de Sautuola								
Juan José Pepa								
Francisco de Borja García-Egocheaga								
Van J. Stults								
Aref H. Lahham								

iv) Details of other items:

Name	Item	Amount of remuneration
Ricardo Martí Fluxá		
Anna M. Birulés Bertran		
Alfonso Rodés Vilá		
Felipe Morenés Botín-Sanz de Sautuola		
Juan José Pepa		
Francisco de Borja García-Egocheaga		
Van J. Stults		
Aref H. Lahham		

b) Remuneration paid to company directors for their membership of the boards of other group companies:

i) Remuneration accrued in cash (in thousands of €)

Name	Fixed remuneration	Allowances	Remuneration for membership on board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Compensation	Other items	Total financial year 2024	Total financial year 2023
Ricardo Martí Fluxá										
Anna M. Birulés Bertran										
Alfonso Rodés Vilá										
Andreas Segal										
Felipe Morenés Botín-Sanz de Sautuola										
Juan José Pepa										
Francisco de Borja García-Egocheaga										
Van J. Stults										
Aref H. Lahham										

ii) Movement table of share-based remuneration schemes and gross profit from consolidated shares or financial instruments

Name	Name of the Plan	Financial instruments at the beginning of the 2023 financial year		Financial instruments granted during the 2023 financial year		Consolidated financial instruments in the year				Expired and unexercised instruments	Financial instruments at end of 2024	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/ consolidated shares	Consolidated share price	Gross profit of consolidated shares or instruments (thousands €)	No. of instruments	No. of instruments	No. of equivalent shares
Ricardo Martí Fluxá	n/a	0	0	0	0	0	0	0	0	0	0	0
Anna M. Birulés Bertran	n/a	0	0	0	0	0	0	0	0	0	0	0
Alfonso Rodés Vilá	n/a	0	0	0	0	0	0	0	0	0	0	0
Andreas Segal	n/a	0	0	0	0	0	0	0	0	0	0	0
Felipe Morenés Botín-Sanz de Sautuola	n/a	0	0	0	0	0	0	0	0	0	0	0
Francisco de Borja García-Egocheaga	n/a	0	0			0	0	0	0	0		
Juan José Pepa	n/a	0	0	0	0	0	0	0	0	0	0	0
Van J. Stults	n/a	0	0	0	0	0	0	0	0	0	0	0
Aref H. Lahham	n/a	0	0	0	0	0	0	0	0	0	0	0

iii) Long-term savings schemes

	Remuneration for consolidation of rights to savings schemes
Ricardo Martí Fluxá	
Anna M. Birulés Bertran	
Alfonso Rodés Vilá	
Andreas Segal	
Felipe Morenés Botín-Sanz de Sautuola	
Juan José Pepa	
Francisco de Borja García-Egocheaga	
Van J. Stults	
Aref H. Lahham	

	Company's contribution for the financial year (thousands €)				Amount of accumulated funds (thousands €)			
Name	Savings schemes with consolidated economic rights		Savings schemes with non-consolidated economic rights		Financial Year 2024		Financial Year 2023	
	Financial Year 2024	Financial Year 2023	Financial Year 2024	Financial Year 2023	Savings schemes with consolidated economic rights	Savings schemes with non-consolidated economic rights	Savings schemes with consolidated economic rights	Savings schemes with non-consolidated economic rights
Ricardo Martí Fluxá								
Anna M. Birulés Bertran								
Alfonso Rodés Vilá								
Andreas Segal								
Felipe Morenés Botín-Sanz de Sautuola								
Juan José Pepa								
Francisco de Borja García-Egocheaga								
Van J. Stults								
Aref H. Lahham								

iv) Detail of other items

	Item	Amount of remuneration
Ricardo Martí Fluxá		
Anna M. Birulés Bertran		
Alfonso Rodés Vilá		
Andreas Segal		
Felipe Morenés Botín-Sanz de Sautuola		
Juan José Pepa		
Francisco de Borja García-Egocheaga		
Van J. Stults		
Aref H. Lahham		

c) Summary of remuneration (in thousands of €):

The summary should include the amounts corresponding to all the remuneration items included in this report that have been accrued by the director, in thousands of euros.

	Remuneration accrued in the Company					Remuneration earned in group companies					
Name	Total cash remuneration	Gross profit on consolidated shares or financial instruments	Remuneration for savings schemes	Remuneration for other concepts	Total year 2024 company	Total cash remuneration	Gross profit on consolidated shares or financial instruments	Remuneration for savings schemes	Remuneration for other concepts	Total year 2024 group	Total year 2024 company + group
Ricardo Martí Fluxá	167.5				167.5						167.5
Anna M. Birulés Bertran	130.5				130.5						130.5
Alfonso Rodés Vilá	121.5				121.5						121.5
Andreas Segal	123				123						123
Felipe Morenés Botín-Sanz de Sautuola											
Francisco de Borja García-Egocheaga	2,125.5	744.7			2,870.2						2,870.2
Juan José Pepa											
Van J. Stults											
Aref H. Lahham											

C.2 *Indicate the changes over the last five years in the amount and percentage change in the remuneration earned by each of the listed company's directors during the year, in the consolidated results of the company and in the average remuneration on a full-time equivalent basis of the employees of the company and its subsidiaries who are not directors of the listed company.*

Total amounts accrued and % annual change

	Year 2024	**% change 2024/2023**	**Year 2023**	**% variation 2023/2022**	**Year 2022**	**% variation 2022/2021**	**Year 2021**	**% variation 2021/2020**	**Year 2020**
Executive Directors									
Francisco de Borja García-Egocheaga	2,125.5	12%	1,896	34.09 %	1,414	-23.07 %	1,838	39.35 %	1,319
External Directors									
Felipe Morenés Botín-Sanz de Sautuola	-	-	-	-100 %*	6	-95.12 %*	123	1.23 %	121.5
Anna M. Birulés Bertran	130.5	-5.4%	138	11.29 %	124	3.33 %	120	2.56 %	117
Ricardo Martí Fluxà	167.5	-4.28%	175	5.42 %	166	8.85 %	152.5	2.01 %	149.5
Alfonso Rodés Vila	121.5	-6.5%	130	7.44 %	121	2.11 %	118.5	3.95 %	114
Juan José Pepa									
Andreas Segal	123	0%	123	2.93 %	119.5	9.13 %	109.5	2.82 %	106.5
Van J. Stults									
Aref H. Lahham									
Consolidated results of the company	62,468	-31.62%	91,363	-5.4 %	96,572	-6.11 %	102,855	46.69 %	70,116
Average employee remuneration	55,521	1%	54,998	5.7 %	51,995	-37.58 %**	83,299	30.91 %**	63.632

(*) The difference between 2024/2023/2022 and 2022/2021 is due to the fact that Mr. Morenés was reclassified from Independent Director to Proprietary Director on 26 January 2022, the date on which the Appointments and Remuneration Committee approved his change of status and which was subsequently ratified by the Board on the basis of article 529 duodecies of the Capital Companies Act. For this reason, in 2022 Mr. Morenés only received the fixed remuneration corresponding to the period during which he was an Independent Director, given that, as explained above, Proprietary and Executive Directors do not receive remuneration for their status as such.

(**) The difference between 2020 and 2021 is mainly due to the incorporation of Quabit employees into the Group with higher average remuneration, the bonus for senior management for their performance and response to the pandemic and the bonus for the integration of Quabit. In the following two years, although there have been generalised increases of between 2% and 6% per year, there have been voluntary departures, adjustments in the workforce and the discontinuation of the servicing line and retirement departures of very experienced employees with salaries above the average salary of the employees.

D. OTHER INFORMATION OF INTEREST

If there is any relevant aspect regarding directors' remuneration that has not been included in the other sections of this report, but which it is necessary to include in order to provide more complete and reasoned information on the company's remuneration structure and practices in relation to its directors, briefly describe them.

This Annual Remuneration Report was approved by the Board of Directors of the company at its meeting held on 25 February 2025.

Indicate whether any directors voted against or abstained from voting on the approval of this report.

Yes [ ] No [X]

Name or company name of the member of the Board of Directors who did not vote in favour of the approval of this report	Reasons (vote against, abstention, non-attendance)	Explain the reasons