

## NEINOR HOMES, S.A. EXTRAORDINARY GENERAL SHAREHOLDERS MEETING 2025

### PROPOSED RESOLUTIONS

#### ITEM ONE ON THE AGENDA

#### **Review and, where appropriate, approval of the acquisition up to 100% of the share capital of Aedas Homes, S.A.**

Approve the acquisition by Neinor DMP BidCo, S.A.U., wholly and directly owned by Neinor Homes, S.A. (the “**Company**”) of up to 100% of the share capital of Aedas Homes, S.A. (“**Aedas**”) through a voluntary tender offer for all the shares representing the share capital of Aedas (the “**Offer**”) is approved, subject to the authorization of the Offer by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores* or the “**CNMV**”) in accordance with the provisions of Royal Decree 1066/2007, of 27 July 2007, on the regime for public takeover bids for securities.

In accordance with the foregoing and pursuant to the terms and conditions of the Offer, it is resolved to approve for all appropriate legal purposes, and, in particular, in accordance with the provisions of article 160. f) of the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July 2010, the execution of the Offer and the obtaining of the financing to carry it out, as well as (i) to ratify, to the extent necessary, the actions taken by the management team and the board of directors of the Company in the context of the Offer, and (ii) to delegate to the board of directors, with express powers of substitution, the possibility of carrying out any actions that may be necessary, advisable, required or convenient for the completion of the Offer and to carry out such acts as may be necessary, advisable, enforceable or convenient for its most complete execution, including, but not limited to, the following:

- (a) to develop this resolution by determining the remaining terms and conditions of the Offer in the manner and terms that the board of directors of the Company considers most beneficial to the Company's interests, including, without limitation, the granting of guarantees, the establishment, modification or waiver to the conditions to which the Offer is subject, the determination of the price of the Offer and the parameters of adjustment thereof, as well as the number of shares to which the Offer is addressed; the execution of irrevocable commitments or other agreements or contracts with Aedas or its shareholders or directors; obtaining the financing necessary to complete the Offer or the withdrawal from the Offer in accordance with the applicable regulations;

- (b) to negotiate, agree, draft, submit and sign any public and private documents that may be necessary in connection with the Offer in accordance with the practice in this type of Offer;
- (c) to draft, sign and file with the CNMV any documents or requests that may be necessary within the framework of the Offer, assuming responsibility for their content, as well as any writings, requests, communications or notifications that may be required by the applicable legislation or that may be necessary or convenient for the execution of the Offer;
- (d) to appear and carry out as many actions as may be necessary before any competent authorities in any jurisdiction and to approve and formalize as many public or private documents as may be necessary or convenient for the full effectiveness of the Offer in any of its aspects and contents;
- (e) to execute such public and private documents as may be required, to appear before a notary public to notarize the foregoing resolutions, as well as to rectify, regularize, clarify and harmonize these resolutions as may be necessary;
- (f) to appear before any public or private bodies or authorities (including, but not limited to, the CNMV, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) and the Governing Bodies of the Spanish Stock Exchanges), sign any documents and take any actions that may be necessary for the full execution of the foregoing resolutions;
- (g) to draft and publish any announcements or communications of inside information or other relevant information that may be necessary or appropriate regarding the Offer; and
- (h) in general, to carry out as many actions as may be necessary, advisable, required or merely convenient for the successful completion and full implementation of the Offer.

## ITEM TWO ON THE AGENDA

**Review and, where appropriate, approval of a delegation to the board of directors of the power to increase the share capital under the terms and conditions of article 297.1b) of the Spanish Companies Act, for the maximum period of five years, with the attribution of the power to exclude the pre-emptive right up to the limit of 20% of the share capital, in accordance with the provisions of article 506 of the Spanish Companies Act**

Delegate to the board of directors of Neinor Homes, S.A. (the “**Company**”), as broadly as may be required by law and in accordance with article 297.1.b) of the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July 2010 (the “**LSC**”), the power to increase the share capital, without prior approval of the general shareholders meeting, once or several times and at any given time, within a 5 year period as from the date of this meeting, and up to the maximum amount stipulated by the law, this is, by not more than half of its share capital (up to a maximum nominal amount of EUR 231,203,627.57).

The increase or increases in share capital may be executed through the issuance of new ordinary shares or of any type in accordance with applicable regulations, with or without a share premium, where the consideration for the newly issued shares is in cash contributions to shareholder equity or transformation of unrestricted reserves (if possible pursuant to the applicable regulations), in which case the increase or increases in share capital may be executed through an increase in the face value of existing shares.

The board of directors may fix all the terms and conditions of the capital increases and the characteristics of the shares, as well as determining the investors and markets at which the capital increases are targeted and the placement procedure that has to be followed, freely offering the new shares not subscribed in the pre-emptive subscription period and establishing, in the event of an incomplete subscription, that the capital increase is null and void or that the capital is increased only by the amount of the subscriptions made, redrafting the article of the Company’s articles of association relating to the share capital.

In the case that new shares are issued, the board of directors is expressly granted the power to partly or totally exclude the pre-emptive subscription right, in respect of all or any of the issues resolved pursuant to this authorization, although this power will be limited to capital increases carried out pursuant to this delegation, up to the limit of 20% of the share capital in accordance with article 506 of the LSC.

Furthermore, the board of directors is granted the following powers to:

- (i) apply, if applicable, for the admission to trading on markets, regulated or not, organized or not, in Spain or abroad, of any shares that may be issued complying with the applicable rules in relation to dealing, permanency and exclusion from trading;
- (ii) apply, if applicable, for the exclusion from trading of the shares, with the same formalities as the application for admission and with strict compliance of the applicable regulation; and
- (iii) sub-delegate the powers referred to in this resolution to any member of the board of directors.

It is noted for the record that the report of the directors supporting the proposal to delegate powers to increase share capital has been made available to shareholders.

This agreement revokes the power to increase the share capital on one or more occasions and at any time under the terms and within the limits set forth in article 297.1.b) of the LSC granted to the board of directors by the general shareholder meeting of the Company at the time on 13 April 2022.

### ITEM THREE ON THE AGENDA

**Review and, where appropriate, approval of the remuneration policy for the members of the board of directors of Neinor Homes, S.A. for its implementation as from the date of approval until 31 December 2028**

In accordance with the provisions of article 529 *novodecies* of the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July 2010, to approve as proposed by the board of directors and following a favourable report by the appointments and remuneration committee of Neinor Homes, S.A. (the “**Company**”), the remuneration policy for the members of the board of directors, which has been made available to shareholders as from the publication of the notice of the general shareholders meeting, together with the reasoned proposal of the board of directors and the report of the appointments and remuneration committee.

This new policy will apply from the date of its approval and for the following three financial years (2026, 2027 and 2028), unless the general shareholders meeting resolves to amend or replace it while it is in force

#### **ITEM FOUR ON THE AGENDA**

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

Without prejudice to the delegations included in previous resolutions, to grant joint and several powers to the board of directors, the Chairman, the Vice Chairman, the Chief Executive, the non-member Secretary of the board of directors and the non-member Vice Secretary of the board of directors, so that any of them, within all the scope necessary in law, may execute the resolutions adopted by this general shareholders 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.