

Neinor Homes, S.A. (the “**Company**”), pursuant to article 17 of Regulation (EU) 596/2014 on market abuse and article 228 of the consolidated text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, hereby informs of the following:

### **MATERIAL FACT**

Following the material fact regarding the call of the General Shareholders Meeting made public on February 22, 2018 with registration number 261829, the Company hereby attaches the notice calling the General Shareholders’ Meeting to be held, presumably, on April 18, 2018, at 12:00 hours, on second call, at Bolsa de Bilbao, calle José María Olábarri, 1, 48001 Bilbao.

Additionally, as of the date of the announcement of the General Shareholders’ Meeting, the following documents, among others, will be available in the Company’s website ([www.neinorhomes.com](http://www.neinorhomes.com)): the proposed resolutions of the Board of Directors that may be adopted by the General Shareholders’ Meeting and the directors’ reports referring to the items on the agenda of the General Meeting that require them

It is also hereby reminded that the Company’s individual annual accounts and management reports and the consolidated accounts and reports of the Company and its group corresponding to the financial year ending December 31, 2017, which are submitted to the approval of the General Shareholders Meeting, with the respective audit reports, the Annual Corporate Governance Report and Directors Remunerations Report corresponding to the said year, have already been submitted to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*). These documents have also been made available to the shareholders on the Company's website ([www.neinorhomes.com](http://www.neinorhomes.com)) together with the rest of the documentation related to the General Meeting that must be made available to the shareholders with the notice and, in particular, the directors’ or relevant Board committees reports relating to the resolutions proposed under items Six and Seven of the Agenda.

Madrid, March 9, 2018

Ms. Silvia López Jiménez  
Secretary non-member of the Board of Directors  
Neinor Homes, S.A.

**NEINOR HOMES, S.A. ORDINARY GENERAL SHAREHOLDERS MEETING  
2018**

**VENUE, DATE AND TIME OF THE MEETING**

The Board of Directors of Neinor Homes, S.A. (the "**Company**") has resolved to convene the Ordinary General Shareholders Meeting to be held at Bolsa de Bilbao, calle José María Olábarri, 1, 48001 Bilbao, on April 17, 2018 at 12:00 hours, on first call and, if there is no quorum, on second call, on the following day, April 18, 2018, at the same time and venue. It is hereby stated that, shareholder registration desks will open at 10:00 hours and that the ordinary General Shareholders Meeting is expected to take place on second call, on the day and venue above indicated, unless otherwise informed.

**AGENDA**

**I. Items related to the financial statements, corporate management and auditor re-appointment:**

- First.-** Review and, where appropriate, approval of the individual annual accounts of the Company and the consolidated accounts including its subsidiaries, corresponding to the year ending December 31, 2017.
- Second.-** Review and, as appropriate, approval of the Company's individual management reports and the consolidated report including its subsidiaries, corresponding to the year ended December 31, 2017.
- Third.-** Review and, where appropriate, approval of the management and activity of the Board of Directors in the year ended on December 31, 2017.
- Fourth.-** Re-election, as appropriate, of Deloitte, S.L. as auditor of the Company's accounts and of its consolidated group for the fiscal year ended on December 31, 2018.

**II. Items related to application of the individual income:**

- Fifth.-** Review and, where appropriate, approval of the proposed application of the individual income corresponding to the year ended on December 31, 2017.

**III. Items related to the Board of Directors:**

- Sixth.-** Ratification of the appointment and reelection of Mr Alberto Prieto Ruiz as director, with the category of independent director, for the statutory period of three years.

**IV. Items related to remuneration:**

- Seventh.-** Approval, where appropriate of the amendment to the directors remuneration policy, applicable to the financial years 2017, 2018 and 2019.

**Eighth.-** Approval, where appropriate, of the maximum annual global remuneration of the directors in their capacity as such.

**V. Item related to general matters:**

**Ninth.-** Delegation of powers to formalize and execute all the resolutions adopted by the General Meeting of Shareholders, for their notarization as a public document and their interpretation, correction, complementation, development and registration.

**VI. Item related to advisory matters:**

**Tenth.-** Consultative vote on the annual report on the remuneration of directors for the financial year ended on the December 31, 2017.

**SUPPLEMENT TO THE MEETING ANNOUNCEMENT AND PROPOSED  
RESOLUTIONS WITH JUSTIFICATIONS**

The shareholders representing at least 3% of share capital can request the publication of a supplement to this meeting announcement, including one or more items on the agenda, provided that the new items include a justification or, where applicable, a proposed resolution with justifications. That right must be exercised by notifying it in a reliable way and which must be received at the Company's registered address (Neinor Homes, S.A., calle Ercilla, 24, segunda planta, Bilbao) within five days of the publication of this announcement.

Likewise, the shareholders representing at least 3% of share capital can, within the same five days of the publication of this announcement, submit proposed resolutions with justifications regarding matters already included or which must be included in the agenda in accordance with the provisions of article 519.3 of the Spanish Companies Act.

The notification must state the full name of the shareholders making the request and the corresponding documentation—a copy of the card that includes the attendance, proxy and remote voting (the "Attendance Card") or the authentication certificate—which accredits their shareholder status with the aim of cross-checking that information with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), as well as the content of the items that the shareholders suggest or the content of the proposals made by the shareholders.

In the event that the shareholders suggest new items on the agenda, they can be requested to also include the proposals and reports justifying the proposals referred to in the items included in the supplement, under the circumstances where this is legally necessary.

**RIGHT OF ATTENDANCE**

Shareholders may attend the General Shareholders Meeting whatever the number of shares they hold, provided that said shares are registered in their name in the corresponding book entry registry five days before the date on which the Meeting is to be held, and such registration duly proven on entering the venue of the General Meeting, within the two hours

prior to the commencement of the Meeting, by means of the corresponding attendance card indicating the number of shares held and the number of votes which may be cast. The attendance card will be issued by the entities participating in Iberclear to the owners of the shares that are able to prove that their shares were registered five days prior to the date on which the Meeting is to be held.

For the purposes proving the identity of the shareholders, or of their proxy representatives, those attending may be asked, at the entrance to the venue where the General Shareholders Meeting is to be held, to prove their identity by providing their National Identity Card or any other unexpired official document generally accepted for these purposes, together with the attendance card.

### **PROXY AND REMOTE VOTING**

#### **1. Right to proxy representation and delegation by remote means**

In accordance with the provisions of article 22 of the Articles of Association and 13 of the Regulations of the General Meeting, all shareholders with the right to attend may be represented at the General Meeting by another person, even if such person is not a shareholder in the Company, meeting the requirements and formalities laid down by the applicable law, the Articles of Association and the rest of the internal regulations of the Company.

The delegation of proxy representation must be completed and signed by the shareholder, subscribing the corresponding attendance card issued by the participating entity in Iberclear.

The proxy must exercise said representation by attending the Meeting personally and handing in the attendance card issued by the participating entity in Iberclear at the shareholder registration desk, at the place and date indicated for the General Shareholders Meeting, within the two hours prior to the beginning of the meeting.

Proxy representation is always revocable. The personal attendance of the represented person to the General Meeting shall be construed as a revocation of the proxy delegation. Likewise, the vote of the shareholder shall take precedence over the proxy delegation and, therefore, the delegations previously issued shall be deemed revoked and the ones subsequently granted as not effected.

A separate power of proxy representation must be granted individually for each General Meeting, in writing and may be granted by remote means of communication.

If voting instructions have been given by the represented shareholder, the representative shall cast the vote in accordance with such instructions and shall be obliged to preserve the instructions for a period of one year from the date of the Meeting.

There is no limit to the number of shareholders that a proxy may represent. A proxy who represents several shareholders may cast different votes, in line with the instructions given by each shareholder.

In any case, the total number of represented shares shall be counted for the valid constitution of the Meeting.

The documents granting proxy representation at a General Shareholders Meeting must include, at least, the following:

- (i) The date of the General Meeting and the Agenda.
- (ii) The identity of the represented shareholder and the proxy.
- (iii) The number of shares held by the represented shareholder.
- (iv) Instructions regarding how the votes of the represented shareholder are to be cast with regard to each of the items on the Agenda, if appropriate.

The President of the General Meeting, or the persons designated through the mediation of the President, shall be understood to be empowered to determine the validity of the proxy representation granted and its compliance with the requirements for attendance at the General Shareholders Meeting.

The provisions of the two above paragraphs shall not be applicable when the proxy is the spouse, ascendant or descendant of the represented shareholder and proof is provided of such relationship, nor shall they be applicable when the proxy holds a general power of attorney granted in a public deed, includes powers to administer all of the estate of the represented person within the Spanish territory and a copy of such deed is provided.

When granted by remote means of communication, proxy representation shall only be valid if granted:

### **1. By post or by delivery**

The attendance card issued by the participating entity in Iberclear, with the corresponding section duly signed and completed by the shareholder, must be delivered or sent to the registered office of the Company (Neinor Homes, S.A., calle Ercilla, 24, segunda planta, Bilbao, España). The proxy representation granted and the identity of the represented shareholder must be clearly detailed.

In case that the attendance card issued by the participating entity in Iberclear does not include the section relating to the delegation of representative power or if the section is incomplete, the shareholder may use the attendance card provided to shareholders by the Company on its website ([www.neinorhomes.com](http://www.neinorhomes.com)). Said attendance card, duly signed, must be delivered to the Company by post at the address given in the previous paragraph, together with the corresponding attendance card, duly signed, issued by the participating entity in Iberclear.

### **2. By electronic communication**

Proxy representation granted by electronic means will be accepted as from March 9, 2018 through the Company's website ([www.neinorhomes.com](http://www.neinorhomes.com)), by accessing the representation section and following the procedure established therein.

To do this, it is necessary to hold a recognized electronic signature, under the terms laid down in Law 59/2003, of December 19, on Electronic Signatures, which must be based on a recognized electronic certificate for which there is no record of its revocation and which (i) is a User Electronic Certificate issued by the Spanish public certification authority, CERES, of the Spanish national mint (Fábrica Nacional de Moneda y Timbre); or which (ii) is incorporated into an Electronic National Identity Card issued pursuant to Royal Decree 1553/2005, of December 23, which regulates the issue of National Identity Cards and electronic signature certificates.

## **2. Voting rights and the exercise of remote voting rights**

Shareholders with attendance and voting rights may cast their votes on the proposals made with respect to the items on the Agenda prior to the Meeting, by post or electronically, under the terms laid down in the law, in articles 25 of the Articles of Association and articles 11.4 and 26 of the Regulations of the General Meeting.

### **1. Vote by post or by delivery**

In order to cast a vote by post, the shareholder must fill in and sign the attendance card issued in their name by the participating entity in Iberclear, in which the shareholder must specify the vote (in favor, against, abstention or blank), marking with a cross the corresponding box in the table which appears on the attendance card issued by the participating entity in Iberclear.

Once the corresponding section has been completed and the attendance card signed, the shareholder must deliver or send it by post to the registered office of the Company (Neinor Homes, S.A., calle Ercilla, 24, segunda planta, Bilbao, Spain).

In case that the attendance card issued by the participating entity in Iberclear does not include the section relating to remote voting or if the section is incomplete, the shareholder may use the attendance card provided to shareholders by the Company on its website ([www.neinorhomes.com](http://www.neinorhomes.com)). Said attendance card, duly signed, must be sent to the Company by post at the address given in the previous paragraph, together with the corresponding, duly signed attendance card issued by the participating entity in Iberclear.

### **2. Electronic voting**

As from March 9, 2018, the shareholder may also cast its votes by authorized electronic means, using the shareholder's legally-recognized electronic signature under the same terms as those laid down in point 2 of section A above, regarding the grant of proxy representation, and in section C, below. The vote should be cast through the Company's website ([www.neinorhomes.com](http://www.neinorhomes.com)) by accessing the designated section and following the procedure established therein.

### **3. General provisions regarding delegation and remote voting**

Valid proxies granted and votes cast by remote means of communication (postal or

electronic) must be received by Company before 23:59 hours on the day immediately prior to the date on which the General Meeting is to be held, otherwise the proxy shall be taken not to have been conferred and the vote not to have been cast. After the expiry of this deadline, only votes cast in person at the General Shareholders Meeting by the shareholder or the person validly representing the shareholder will be allowed.

Proxy representative may only exercise the right to vote of the represented shareholder by personally attending the Meeting. On the day and at the venue of the Meeting, the proxy representatives, whether appointed by post or electronically, must identify themselves within the two hours prior to the commencement of the Meeting, by means of their National Identity Card or any other unexpired official document which is generally accepted for these purposes, in order for the Company to verify the power of representation granted, and providing a copy of the attendance card issued by the participating entity in Iberclear sent to the Company (by post) or of the electronic document which the shareholder completed on the website of the Company in order to grant such power of representation.

When the shareholder exercises the right to vote or grants power of proxy representation using remote means of communication, such actions must be recorded in the shareholder's name in the corresponding book entry registry at least five days in advance of the date on which the General Meeting is to be held.

Likewise, the validity of the proxy representation granted and of the remote vote will be subject (with the file provided by Iberclear) to a check of the status as a shareholder. In case of discrepancy between the number of shares notified by the shareholder granting proxy representation or casting a vote remotely and the number which appears in the book entry registry notified by Iberclear, the number of shares notified by Iberclear shall be considered valid for the purposes of quorum and voting, unless proof to the contrary is provided.

The power of proxy representation granted and the vote cast by post or electronically may be rendered without effect by express revocation by the shareholder. Such revocation must use the same mean as that used to grant the power of proxy representation or to cast the vote and must be exercised within the deadline established.

A shareholder who grants power of proxy representation by electronic means undertakes to notify the designated representative of the granted proxy. When the power of proxy representation is granted to the President of the Board of Directors or of the Meeting, or to a Director, or to the Secretary or the Vice-Secretary of the Board of Directors of the Company, this notification shall be understood to have been given through the reception by the Company of the electronic delegation. The power of proxy representation must be accepted by the representative; otherwise, it shall not be considered valid.

Before its appointment, the proxy representative must inform the shareholder of the existence of any conflict of interest. If the conflict of interest arises after the appointment and the represented shareholder was not warned of its possible existence, the shareholder must be informed immediately. In both cases, if new, precise voting instructions are not received with



respect to each of the items on which the proxy representative is to vote in the name of the shareholder, the proxy should abstain from casting a vote.

For the purposes of the provisions included in articles 523 and 526 of the Spanish Companies Act (*Ley de Sociedades de Capital*), it is put on record that the President of the Meeting, and other members of the Board of Directors, may be in a situation of conflict of interest with respect to (i) items Three (Review and approval, if appropriate, of the management and activities of the Board of Directors during the financial year ended on December 31, 2017), item Seven (Approval, where appropriate, of the amendment to the directors remuneration policy, applicable to the financial years 2017, 2018 and 2019), item Eight (Approval, where appropriate, maximum annual global remuneration of the directors in their capacity as such), item Ten (Consultative vote on the annual report on the remuneration of directors for the financial year ended on December 31, 2017) of the Agenda; and (ii) the cases described in sections a), b), c) and d) of article 526.1 of the Spanish Companies Act (appointment, re-election or ratification of directors, removal, separation or discharge of directors, the exercise of corporate liability action and approval and ratification of the transactions of the Company with a director) which may be tabled outside the Agenda, in accordance with the law. Furthermore, the director Mr Alberto Prieto Ruiz, may be in a conflict of interest situation regarding item Six of the Agenda (Ratification of the appointment and reelection of Mr Alberto Prieto Ruiz as director, with the category of independent director, for the statutory period of three years).

If the proxy has been validly granted pursuant to applicable regulations and the internal regulations of the Company but does not include instructions regarding the exercise of the vote or if there is any doubt regarding the identity of the representative or the scope of representative power, it shall be understood that (i) the delegation is made to the President of the Board of Directors, without prejudice to the stipulations below for cases of conflict of interest; (ii) it refers to all the items included on the Agenda of the General Shareholders Meeting, (iii) the vote is favorable to all of the proposed resolutions by the Board of Directors; and (iv) it also covers the off-Agenda items which may arise, with respect to which the proxy shall abstain from voting, unless there are sufficient elements to judge that it would be more favorable to the interests of the represented shareholder to vote in favor or against such proposed resolutions.

Without prejudice to the provisions of the previous paragraph, in case the proxy representative is in a situation of conflict of interest, it shall be understood that the represented shareholder has also designated as successive joint and several representatives the President of the General Shareholders Meeting and, if the President is in a situation of conflict of interest, the Secretary of the General Shareholders Meeting and if, in turn, the Secretary is also in a situation of conflict of interest, the non-executive Vice-Secretary of the Board of Directors, if appointed.

Likewise, a shareholder who casts a vote by post or electronically and does not mark one or any of the boxes indicating the vote with respect to the items on the Agenda, it shall be



understood that the shareholder wishes to vote in favor of the respective proposals made by the Board of Directors.

The rules of precedence between delegation, remote voting and personal voting at the Meeting are as follows:

- (i) The attendance at the Meeting of a shareholder or of the representative of the shareholder which is a legal person who has delegated a vote or who has already voted remotely, whatever the means used to cast the vote, shall cancel such delegation or vote.
- (ii) As a particular rule, a vote cast by any remote means of communication shall cancel any grant of proxy representation made electronically or by means of a printed card, whether prior, in which case it shall be taken to be revoked, or subsequent, in which case it shall be taken not to have been made.
- (iii) Both the proxy representation and the vote cast remotely shall lose all effect if, to the knowledge of the Company, the shares which carry the attendance rights have been disposed of.

The Company will provide shareholders with forms which they may use for proxy delegation and voting by post or remotely on its website ([www.neinorhomes.com](http://www.neinorhomes.com)) under the terms laid down in this announcement.

Any of the joint holders of depositary receipts for shares may vote, delegate and attend, and the rules of precedence established above shall be applicable among them. For the purposes of article 126 of the Spanish Companies Act, it is assumed that a joint holder who at any time attends, delegates or votes in the exercise of the rights of the joint holders does so by the designation of the rest of the joint holders.

In the case that the shareholder is a legal person, it must notify the Company of any modification or revocation of the powers held by its representative and, therefore, the Company shall bear no responsibility until such notification is given.

Shareholders hold exclusive responsibility for the custody of their own electronic signatures.

The electronic document completed by the shareholder on the Company's website, authorized with the shareholder's recognized electronic signature, shall be taken as a copy in unalterable electronic format of the attendance card and proxy delegation for the purposes of compliance with the provisions of the Regulations of the General Meeting and of the Articles of Association for the delegation of representation and the electronic casting of votes.

The Company reserves the right to modify, suspend, cancel or restrict the remote voting and proxy delegation mechanisms should technical or security reasons so require or oblige. Likewise, the Company reserves the right to request such additional identification means as it deems necessary in order to guarantee the identity of participants, the authenticity of the vote and of the proxy representation granted and, in general, the legality of the acts of the General Shareholders Meeting.

Neinor Homes, S.A. shall bear no responsibility for any damages which may be caused to the shareholder as a result of breakdowns, overloads, fallen lines, connection failures, malfunction of the postal service or any other eventuality of the same or similar nature which is beyond the control of the Company, and which prevent the use of the remote proxy delegation and voting mechanisms.

With respect to shareholders which are legal persons, when the postal service is used to grant representation remotely to a third party or to vote remotely, at the request of the Company, it must send, together with the rest of the documentation required under these rules, a copy of the power of attorney of the physical person who, in the name of and representing said shareholding legal person, grants power of representation to a third party or exercises the remote vote.

Shareholding legal persons and non-residents in Spain should consult the Department for Investor Relations ([investor.relations@neinorhomes.com](mailto:investor.relations@neinorhomes.com)) in order to consider the possibility, if appropriate, of adapting, with all due guarantees, the remote voting and representation mechanisms to their particular situations.

Likewise, if the shareholder is a legal person, it must communicate to the Company any modification or revocation of the powers held by its representative and, therefore, the Company shall bear no responsibility until such notification is given.

The computer programs used to exercise the right to vote and for delegation by electronic means will be operative as from March 9, 2018 and will close at 23:59 hours on the day immediately prior to the date on which the General Meeting is to be held. For these purposes, the Company shall implement an electronic dating system, through a third party and with an objective time source (time stamping) to certify the moment at which the vote and/or electronic representation was received, as well as, if applicable, the acceptance or rejection of the same.

#### **RIGHT TO RECEIVE INFORMATION AND AVAILABLE DOCUMENTATION**

In accordance with article 518 of the Spanish Companies Act, as of the publication of the announcement convening the Meeting and until it is held, the following documents and information, among others, will be made uninterruptedly available to shareholders on the Company's website ([www.neinorhomes.com](http://www.neinorhomes.com)):

- The announcement of the calling of the General Shareholders Meeting.
- The Total number of shares and voting rights on the date of the announcement.
- The full text of the proposed resolutions to be adopted, where appropriate, by the Ordinary General Shareholders Meeting of the Company regarding each item on the Agenda, and the corresponding reports by the Board of Directors and, if applicable, the Board Committees, which are legally required.
- The Annual Financial Report for the financial year ended on December 31, 2017, including the individual and consolidated annual accounts, individual and

consolidated management reports, the corresponding auditors' reports for said financial years and the declarations of responsibility of the directors.

- Articles of Association in force.
- Regulations of the General Shareholders Meeting in force.
- The Annual Corporate Governance Report for the financial year ended December 31, 2017.
- The annual report on the remuneration of the directors of the Company for the financial year ended on December 31, 2017, which is to be subject to a consultative vote as a separate item on the Agenda.
- Proposal of the Appointments and Remuneration Commission, together with the Explanatory Report issued by the Board of Directors, on the competence, experience and merits of Mr Alberto Prieto Ruiz, whose ratification and reelection as independent director has been proposed, including, among other details, the identity, curriculum vitae and category of the director.
- The report issued by the Appointments and Remuneration Commission on the modification of the remuneration policy of the directors of the Company that, together with the motivated proposed resolution by the Board of Directors regarding item Seven on the Agenda, which may be delivered freely upon request of any shareholder, and which includes the proposed amendment of the remuneration policy.
- The Regulations of the Board of Directors in force.
- The form or model of the attendance, proxy and remote voting card.
- Info-memo regarding the Corporate Social Responsibility Policy.
- Rules regarding the right to attend the General Shareholders Meeting and the rules for proxy, and remote voting.
- Description of the shareholders' information rights.
- The rules of the Electronic Shareholders Forum.
- Valid requests for information, clarifications or questions made by shareholders in the exercise of their right to information and the replies given by the Directors.

Likewise, in accordance with articles 272 and 287 of the Spanish Companies Act, any shareholder may examine, at the registered office, and request the delivery, free of charge (which may be by e-mail with acknowledgement of receipt if the shareholder accepts such a procedure) of the documents that are to be submitted to the General Shareholders Meeting for approval in the cases where this is legally required and, in particular, the Annual Financial Report for the financial year ended on December 31, 2017, the legally-required reports issued by the directors and all other documentation that is required to be made available to shareholders for this Ordinary General Shareholders Meeting.

In accordance with articles 197 and 520 of the Spanish Companies Act, from the day of the publication of the announcement convening the General Shareholders Meeting and until the fifth day prior to the date on which said Meeting is to be held, inclusive, or verbally during the meeting, shareholders may request to the Board of Directors the information or clarifications they deem appropriate, or submit the written questions they consider relevant, with respect to the items included on the Agenda.

Likewise, within the same advance deadlines and in writing, or verbally during the Meeting, shareholders may request the clarifications they deem appropriate with respect to the publicly available information which the Company has provided to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the last General Meeting and with respect to the auditors' report.

Except in those cases expressly provided by the law, the Board of Directors will be obliged to provide the information requested in writing up to the day of the General Meeting and, in the case of verbal requests for information made during the General Meeting, when it is not possible to fulfil the shareholder's right to information at that moment, the Board of Directors shall will be obliged to provide such information in writing within seven days following the conclusion of the Meeting.

Requests for information may be delivering the request to the registered offices of the Company by post mail and to the attention of the Company to: Neinor Homes, S.A., calle Ercilla, 24, segunda planta, Bilbao, Spain; or electronically through the Company's website ([www.neinorhomes.com](http://www.neinorhomes.com)), in the place and in the manner established for these purposes.

Requests will be accepted if the electronic document requesting the information carries the legally recognized electronic signature of the shareholder, in accordance with the terms laid down in Law 59/2003, of December 19, on Electronic Signatures, provided that they are based on a recognized electronic certificate and there is no record of its revocation and which (i) is an Electronic User Certificate issued by the Spanish public certification body, CERES, of the Spanish national mint (Fábrica Nacional de Moneda y Timbre) or (ii) is incorporated into the Electronic National Identity Card issued in accordance with Royal Decree 1553/2005, December 23, which regulates the issue of National Identity Cards and electronic signature certificates.

Whatever the means used, the request of the shareholder must include their full name, together with proof of the shares held, by means of a copy of the attendance card issued by the participating body in Iberclear or a certificate of ownership, whose purpose is to enable this information to be checked against the list of shareholders and the number of shares in their name provided by Iberclear, for the General Meeting in question. The shareholder shall be responsible for providing proof that the request was sent to the Company in the corresponding format and within the appropriate deadline.

The Company's website contains detailed instructions for the exercise of shareholders' right to information, in accordance with the provisions included in the applicable legislation.

Requests for information made by shareholders will be answered, if appropriate, once the identity and status as a shareholder of the applicant has been confirmed, prior to the General Shareholders Meeting, by the same means used to make the request, unless the shareholder indicates another preferred mean of communication. In any case, the information in question may be sent by certified mail with acknowledgement of receipt or by registered fax.

### **SPECIAL INFORMATION INSTRUMENTS**

In accordance with article 539.2 of the Spanish Companies Act and the terms included in it, in order to facilitate communication of shareholders prior to the General Meeting, an Electronic Shareholders Forum will be enabled with all due guarantees on the Company's website, which may be accessed by all individual shareholders and any voluntary associations which might be constituted pursuant in accordance with the aforementioned article.

The Forum may be used to publish proposals to be presented as a supplement to the Agenda included in the announcement convening the General Shareholders Meeting, requests support for such proposals, present initiatives to achieve sufficient percentage to exercise minority right as provided in the law, as well as presenting offers of or requests for voluntary representation.

Access to the Forum and the terms and conditions of its use and operation shall be governed by the provisions included in this announcement and the Operating Rules for the Electronic Shareholders Forum, which may be accessed on the Company's website.

### **NOTARIAL INVOLVEMENT AT THE GENERAL SHAREHOLDERS MEETING**

The Board of Directors resolved to request the presence of a notary public so that he/she can issue the minutes of the Ordinary General Shareholders Meeting, in accordance with the provisions of article 203 of the Spanish Companies Act in relation to article 101 of the Companies Registration Office Regulations.

### **OTHER INFORMATION OF INTEREST TO SHAREHOLDERS**

The personal data provided by the shareholders to the Company to exercise or delegate their right to attend and vote at the General Shareholders Meeting or the data provided for such purposes by the banks, broker-dealers and brokers where the shareholders have deposited or have in custody their shares or by the institution legally enabled to record the book entries, Iberclear, will be treated by the Company with the purpose of managing the unfolding of, compliance with and control of the existing shareholder relationship (in particular, but not limited to, that regarding the organization, convening and holding of the General Shareholders Meeting). For such purposes, the data will be included in the files under the responsibility of Neinor Homes, S.A. The data can be notified to the notary who attends the General Shareholders Meeting and to third parties with the acknowledged right to receive the information envisaged in the law, or accessible to the public insofar as such data are included in the documentation available on the Company's website or are stated at the General Shareholders Meeting, which can be recorded by audiovisual means and disseminated publicly on that website. By attending the General Shareholders Meeting, the attendee

consents to that recording and dissemination.

The owner of the data will, in any case, and when this is legally applicable, have the right to access, rectify, challenge and cancel the data collected by Neinor Homes, S.A. Such rights can be exercised, in accordance with the provisions of Constitutional Act 15/1999 of 13 December on Personal Data Protection, by written communication (enclosing a photocopy of the National Identification Number or other identifying document) to the attention of the Responsible for Personal Data Protection (*Responsable de LOPD*) of Neinor Homes, S.A. – Calle Ercilla 24, 48011 Bilbao, or through email ([lopd@neinorhomes.com](mailto:lopd@neinorhomes.com)).

In the event that the attendance card includes personal data referring to natural persons other than the holder, the shareholder must inform them of the content of the preceding paragraphs and meet any other requirements that are applicable for the correct assignment of the personal data to the Company without the Company undertaking any additional actions.

In Madrid, on March 9, 2018

The Secretary non-member to the Board of Directors