



NEINOR HOMES, S.A.
2020 ORDINARY GENERAL SHAREHOLDERS MEETING
Attendance, Proxy and Remote Voting Card

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 31 March 2020 at 11:00 hours, on first call and, if there is no quorum, on second call, on the following day, 1 April 2020, at the same time and venue. It is hereby stated that, predictably, the Ordinary General Shareholders Meeting will be held on second call, on the day and venue above indicated, unless otherwise informed, as provided for in the announcement of the call. The shareholder registration desks will open at 9:00 hours.

Holder(s):	Address:

Securities Account Code	Number of Shares	Minimum nº of shares to attend	Number of Votes	Card Number
		1		

The holder of this card may delegate and grant proxy representation or vote remotely by filling in and signing the corresponding section. If both sections are signed, the remote vote shall have precedence and the proxy shall become invalid. Shareholders may also delegate their votes, and vote on the items on the Agenda of the Meeting in advance of the Meeting by electronic means, in accordance with the provisions of the Articles of Association and the Regulations of the General Meeting. To do so, they must follow the rules contained in the announcement of the calling of the General Shareholders Meeting and on the Company's website (www.neinorhomes.com).

SHAREHOLDERS WHO WISH TO ATTEND: Any shareholder whose shares are registered in the corresponding book entry registry five (5) days in advance of the date of the Meeting and who produces this attendance card may attend the Ordinary General Shareholders Meeting. Any shareholder who wishes to attend the Meeting must sign this card in the **PERSONAL ATTENDANCE** section in the space provided, below, and produce this card on the day of the Meeting.

SHAREHOLDERS WHO WISH TO VOTE REMOTELY OR DELEGATE THEIR VOTE: In order to vote remotely by post, shareholders should complete the **REMOTE VOTING** section and sign in the space provided. Shareholders who do not intend to attend the meeting personally and do not intend to vote remotely may grant proxy representation by completing the **DELEGATION** section and signing in the space provided.

Shareholders who wish to cast a remote vote or be represented by proxy should send this card to the Company by personal or postal delivery to: Neinor Homes, S.A., Calle Ercilla 24, 48011, Bilbao, Spain. Valid proxies or remote votes must be received by the Company before 23:59 hours on the day immediately preceding the date on which the General Meeting is to be held, otherwise the proxy shall be understood not to have been conferred or the remote vote not cast. Likewise, the rules contained in the announcement calling the meeting and in the Company's website (www.neinorhomes.com) must be followed, especially those regarding precedence.

PERSONAL ATTENDANCE

Shareholders who wish to attend the Meeting should sign this card in the space below and produce it on the day of the Meeting. If a shareholder has already appointed a proxy or voted remotely, their personal attendance at the Meeting shall make such proxy delegation or remote vote invalid.

Signature of the shareholder attending

In, on 2020.

REMOTE VOTING

If, before the Meeting, shareholders with attendance rights and to whom this card has been issued wish to vote remotely on the proposed resolutions included in the Agenda of the General Shareholders Meeting, the corresponding box should be marked with an X to indicate their intended vote.

If, in relation to any of the items on the Agenda, none of the boxes provided for the purpose have been marked, the vote will be deemed to have been cast in favor of the proposal of the Board of Directors. In all events, in addition to the provisions of the law, the Articles of Association and the Regulations of the General Meeting, the rules contained in the announcement calling the meeting and in the website of the Company (www.neinorhomes.com) must be followed.

Items on the Agenda	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18
In favor																		
Against																		
Abstention																		
Blank vote																		

A shareholder who has cast a vote remotely shall be considered to be present for the purposes of the Constitution of the General Meeting.

INSTRUCTIONS FOR VOTES ON ITEMS NOT INCLUDED ON THE AGENDA

Unless expressly indicated otherwise, and with respect to the proposals for decisions not drawn up by the Board of Directors or on business not included on the Agenda, proxy is understood to have been granted in favor of the Chairman of the Board, applying the rules regarding votes in cases of conflict of interest contained in the **DELEGATION** section of this card. Mark the NO box below only if you oppose the proxy (in which case it shall be considered that the shareholder abstains with regards to said proposals): **NO**

Signature of the remote voting shareholder

In, on 2020.



DELEGATION

The shareholder to whom this card has been issued confers proxy representation at the Ordinary General Shareholders Meeting on:

Mark one only of the following boxes and, if appropriate, designate the proxy representative.

Chairman of the Board of Directors

Mr/Ms

If none of the above boxes are marked or if the proxy is not named, proxy representation shall be deemed to have been conferred in favor of the Chairman of the Board of Directors.

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 Chairman of the Meeting, and other members of the Board of Directors, may be in a situation of conflict of interest with respect to (i) item Third (Review and, where appropriate, approval of the management and activity of the Board of Directors in the year ended on 31 December 2019), item Fourteenth (Approval, where appropriate, the granting of shares of the Company to the executive directors for the purposes of the new Long Term Incentive Plan of the Company.), item Fifteenth (Approval, where appropriate, of the directors remuneration policy, applicable to financial years 2020, 2021 and 2022) and item Eighteenth (Consultative vote on the annual report on the remuneration of directors for the financial year ended 31 December 2019) 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.

In case the appointed proxy is in a conflict of interest situation with regard to any of the items on the Agenda or regarding any proposal not included in the Agenda but subject to the approval of the General Shareholders Meeting in accordance with the law, and the shareholder has not given precise voting instructions for each of the points, the appointed proxy shall refrain from voting, unless it has sufficient evidence to consider more favorable to the interests of the represented person to exercise the vote in favor or against such proposals. In this case, it shall be understood that the shareholder has also designated as joint and several proxies, successively, the Chairman of the General Shareholders Meeting and, if the Chairman is in a situation of conflict of interest, the Secretary of the General Shareholders Meeting and, if the Secretary is also, in turn, in a situation of conflict of interest, the non-member Vice-Secretary of the Board of Directors.

VOTING INSTRUCTIONS FOR THE PROPOSALS ON THE AGENDA

Marked the appropriate box with an X. If no instructions are given by marking the boxes, it shall be understood that the shareholder wishes to vote in favor of the proposals made by the Board of Directors. In all events, in addition to the provisions of the Law, those contained in the Articles of Association and in the Regulations of the General Meeting, the rules contained in the announcement convening the meeting and in the website of the Company (www.neinorhomes.com) must be followed.

Items on the Agenda	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18
In favor																		
Against																		
Abstention																		
Blank vote																		

EXTENSION OF PROXY REPRESENTATION TO ITEMS NOT INCLUDED ON THE AGENDA

Unless expressly indicated otherwise, the conferral of proxy representation extends to all items which, while not appearing on the Agenda of the Meeting, may be subject to vote at the Ordering General Shareholders Meeting. In such a case, the proxy shall abstain from voting unless there is reason to consider a vote in favor or against such proposals to be more favorable to the interests of the shareholder represented. Mark the NO box below only if you oppose the extension of the proxy representation (in which case it shall be understood that the shareholder abstains with respect to said proposals): **NO**

Signature of the proxy representative

Signature of the delegating shareholder

In, on 2020.

In, on 2020.

PROTECTION OF PERSONAL DATA

The personal data provided by shareholders to the Company for the exercise of their voting, attendance or delegation rights at the General Shareholders Meeting or which are provided by the banks and stock agencies and companies in which the shares of the shareholders are deposited, through the entity responsible to keep the register of book entries, shall be processed by the Company, in its capacity as data controller, for the purposes of managing the development, fulfilment and control of the current relationships with shareholders, regarding the convening and holding of the General Meeting, as well as in order to comply with legal obligations. The data may be communicated to the Notary attending who will draw up the minutes of the General Meeting. The processing of data is necessary for the purposes indicated and its legal basis is your relationship as a shareholder as well as to comply with legal obligations. The data shall be kept for the duration of such relationship and, thereafter, for a period of six (6) years only in order to be able to deal with any legal or contractual actions, unless, exceptionally, a longer limitation period would apply.

In case the attendance or delegation card includes personal data referring to third parties, the shareholder must inform them of the points indicated herein in relation to the processing of personal data and comply with any other requirements which may be applicable for the proper assignment of personal data to the Company, without the Company having to take any additional action vis-à-vis the interested parties.

Registered Users may exercise their rights of access, correction, opposition, suppression, limitation of processing and portability, as well as any other rights recognized by current legislation on data protection, by sending a letter with the reference "Data Protection" (attaching a photocopy of the ID or identification document) in which your request is specified, addressed to the Company's data protection delegate, through the e-mail address, lpd@neinorhomes.com, or at the postal address Neinor Homes, S.A. – Calle Ercilla 24, 48011 Bilbao, Spain. Registered Users may also file complaints with the competent data protection control authority.



AGENDA

- 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 ended 31 December 2019.
- Second.** Review and, where appropriate, approval of the Company's individual management reports and the consolidated report including its subsidiaries, corresponding to the year ended 31 December 2019.
- Third.** Review and, where appropriate, approval of the management and activity of the Board of Directors in the year ended on 31 December 2019.
- Fourth.** Re-election, where appropriate, of Deloitte, S.L. as auditor of the Company's accounts and of its consolidated group for the fiscal year ended 31 December 2020.
- Fifth.** Review and, where appropriate, approval of the proposed application of the individual income corresponding to the year ended 31 December 2019.
- Sixth.** Approval, and delegation of powers to the Board of Directors, of the distribution of dividends charged to the share premium reserve or other distributable reserves.
- Seventh.** Reelection of Ms Anna M. Birulés Bertran as director, with the category of independent director, for the statutory period of three years.
- Eighth.** Reelection of Mr Ricardo Martí Fluxá as director, with the category of independent director, for the statutory period of three years.
- Ninth.** Reelection of Mr Alfonso Rodés Vilà as director, with the category of independent director, for the statutory period of three years.
- Tenth.** Reelection of Mr Felipe Morenés Botín-Sanz de Sautuola as director, with the category of "other external" director, for the statutory period of three years.
- Eleventh.** Ratification, where appropriate, of the appointment and reelection of Mr Borja Garcia-Egotxeaga Vergara as director, with the category of executive director, for the statutory period of three years.
- Twelfth.** Ratification, where appropriate, of the appointment and reelection of Mr Aref H. Lahham as director, with the category of proprietary director, for the statutory period of three years.
- Thirteenth.** Ratification, where appropriate, of the appointment and reelection of Mr Van J. Stults as director, with the category of proprietary director, for the statutory period of three years.
- Fourteenth.** Approval, where appropriate, the granting of shares of the Company to the executive directors for the purposes of the new Long Term Incentive Plan of the Company.
- Fifteenth.** Approval, where appropriate, of the directors remuneration policy, applicable to financial years 2020, 2021 and 2022.
- Sixteenth.** Authorization to the Board of Directors, for the derivative acquisition of treasury shares, directly or through group companies, and to redeem such shares.
- Seventeenth.** 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.
- Eighteenth.** Consultative vote on the annual report on the remuneration of directors for the financial year ended 31 December 2019.