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**PROPOSAL MADE BY THE APPOINTMENTS AND REMUNERATION  
COMMITTEE TO THE BOARD OF DIRECTORS, ON THE RE-ELECTION AS  
DIRECTORS OF THE COMPANY, INCLUDED IN ITEMS SEVEN TO NINE THE  
AGENDA OF THE ORDINARY GENERAL MEETING SCHEDULED FOR  
MARCH 31, 2020 AND APRIL 1, 2020, AT FIRST AND SECOND CALL,  
RESPECTIVELY**

**1. INTRODUCTION**

The Appointments and Remuneration Committee of Neinor Homes, S.A. (hereinafter, the “**Company**”), pursuant to section 4 of Article 529 *decies* of the consolidated version of the Spanish Companies Law, passed by Royal Legislative Decree 1/2010, of 2 July (the “**Spanish Companies Law**”), is hereby submitting this proposal for approval by the Company’s General Shareholders Meeting, scheduled for March 31, 2020 and April 1, 2020, at first and second call respectively, under items Seven to Nine of the agenda, in order to re-elect as independent external directors of the Company, for the three-year term foreseen in the Articles of Association (i) Ms. Anna M. Birulés Bertran, (ii) Mr. Ricardo Martí Fluxá, and (iii) Mr. Alfonso Rodés Vilà.

The proposal is consequence of the expiration of the term to which Ms. Anna M. Birulés Bertran, Mr. Ricardo Martí Fluxá and Mr. Alfonso Rodés Vilà were appointed as directors of the Company.

Section 4 of Article 529 *decies* of the Spanish Companies Law provides that the Appointments and Remuneration Committee must propose an appointment or re-election of members of the Board of Directors, in the case of independent directors.

**2. OBJECT OF THE REPORT**

This proposal is hereby submitted in order to fulfil the provisions of section 4, Article 529 *decies* of the Capital Stock Companies Act.

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### **3. ASPECTS TAKEN INTO ACCOUNT BY THE APPOINTMENTS AND REMUNERATION COMMITTEE**

#### **3.1 Ms. Anna M. Birulés Bertran**

##### *3.1.1 Professional and biographical profile*

Ms. Birulés is independent Director, Chairman of the Investment Committee and member of the Executive and the Remunerations and Appointments Committees of the of the Pelayo Group, Mutua de Seguros y Reaseguros a Prima Fija. Moreover, she is an independent Director, President of the Audit and Risk Committee and a member of the Appointment and Remunerations Committee of Banco Mediolanum. She is also a member of several corporate advisory boards. She is former Minister of Science and Technology of the Spanish Government and Former General Secretary of Banco Sabadell. She began her professional activity in the Department of Industry and Energy of the Generalitat of Catalonia, eventually becoming General Director of the Information and Business Development Center (CIDEM) and President of the Consortium for the Commercial Promotion of Catalonia (COPCA). She was CEO of Retevisión (now part of Grupo Abertis and of Vodafone Group), from which she led the expansion process of the telecommunications operator and its subsidiaries (now property of Orange). She is member of the Circle of Entrepreneurs and the Business Circle Board. She is closely related to the leading business schools; IESE, of which she Chairs Finaves, international entrepreneur initiatives through seed capital and Esade, of which she is member of its Professional Advisory Board.

##### *3.1.2 Justification*

Further to the Directors Selection Policy, the Appointments and Remuneration Committee has ascertained, insofar as possible, that she is not involved in any incompatibility, prohibition or conflict of interest, foreseen by law or in the corporate governance system, and that this selection procedure has not suffered an implicit bias that could generate any type of discrimination.

Furthermore, the Appointments and Remuneration Committee considers that Ms. Anna M. Birulés Bertran has held office as a loyal representative, acting in good faith, in the Company's best interest, at her own risk, with freedom of decision and in an unbiased

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manner, and that she has dedicated the necessary time to effectively carry out her task, assigning enough time to adequately execute her duties.

Thus, the Appointments and Remuneration Committee considers that Ms. Anna M. Birulés Bertran has the appropriate competence, experience and merit to perform her duties as director of the Company, under the legal and regulatory terms, and, consequently, proposes to the Board of Directors, which in turn will propose to the General Shareholders' Meeting, the re-election of Ms. Anna M. Birulés Bertran as independent director of the Company, for the three-year term foreseen in the Articles of Association.

### *3.1.3 Category*

Ms. Anna M. Birulés Bertran will not represent any shareholder on the Board of Directors or will be entrusted with executive duties. Consequently, pursuant to the provisions of applicable regulations, Ms. Anna M. Birulés Bertran will enjoy status as an independent external director.

## **3.2 Mr. Ricardo Martí Fluxá**

### *3.2.1 Professional and biographical profile*

Mr. Martí Fluxá is the Chairman of the Spanish Association of Real Estate Consulting Companies (ACI) and Director at Liteyca and other corporate entities. Mr. Fluxá was Secretary of State for Security from 1996 to 2000. As a member of the Spanish diplomatic career, Mr. Martí Fluxá served in different positions until he was finally appointed Chief of Activities and Protocol of the House of His Majesty The King of Spain. Within the private sector, he was President at Industria de Turbo Propulsores, S.A. (I.T.P.), President at Marco Polo Investments, CEO at Grupo Tomás Pascual, Member of the Advisory Board at the investment bank Arcano Capital, Director at Ibersecurities, Member of the Board at the technology firm IKUSI, a Member of the Executive Committee and Chairman of the Remuneration Committee at Caja de Ahorros y Monte de Piedad de Navarra and Member of the Board at Bodesa, S.A.U. He has also been the Secretary of the Spanish Royal Academy of Language Studies Foundation and Trustee of The Prado Museum Friends Foundation. He is the President of the Board at Reina Sofia Art Center Museum, Chairman at the Tomás Pascual Institute for Nutrition and Health and President of the Ankaria Foundation.

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Currently, he is the Chairman of the Appointments and Remuneration Committee as well as member of the Audit and Control Committee and of the Land Investment Committee of Neinor Homes.

### *3.2.2 Justification*

Further to the Directors Selection Policy, the Appointments and Remuneration Committee has ascertained, insofar as possible, that he is not involved in any incompatibility, prohibition or conflict of interest, foreseen by law or in the corporate governance system, and that this selection procedure has not suffered an implicit bias that could generate any type of discrimination.

Furthermore, the Appointments and Remuneration Committee considers that Mr. Ricardo Martí Fluxá held office as a loyal representative, acting in good faith, in the Company's best interest, at his own risk, with freedom of decision and in an unbiased manner, and that he has dedicated the necessary time to effectively carry out his task, assigning enough time to adequately execute his duties.

Thus, the Appointments and Remuneration Committee considers that Mr. Ricardo Martí Fluxá has the appropriate competence, experience and merit to perform his duties as director of the Company, under the legal and regulatory terms, and, consequently, proposes to the Board of Directors, which in turn will propose to the General Shareholders' Meeting, the re-election of Mr. Ricardo Martí Fluxá as independent director of the Company, for the three-year term foreseen in the Articles of Association.

### *3.2.3 Category*

Mr. Ricardo Martí Fluxá will not represent any shareholder on the Board of Directors or will be entrusted with executive duties. Consequently, pursuant to the provisions of applicable regulations, Mr. Ricardo Martí Fluxá will enjoy status as an independent external director.

## **3.3 Mr. Alfonso Rodés Vilà**

### *3.3.1 Professional and biographical profile*

Mr. Rodés is the President of Havas Group Media, President of Havas Group Spain and Deputy CEO at Havas S.A., a multinational media company which is part of the Vivendi

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Group and has over EUR 4bn of market capitalization. Previously, Mr. Rodés was CEO of Media Planning Group (“MPG”). MPG was a company controlled by the Rodés family that merged with Havas in 2001. Mr. Rodés joined MPG in 1996 as Head of Corporate Development after a period in private banking. Mr. Rodés has been Executive Director at Havas S.A. since 19th June of 2012. Additionally, he participates in other investment vehicles controlled by the Rodés family.

He is currently a member of the Appointments and Remuneration Committee and of the Audit and Control Committee of Neinor Homes.

### *3.3.2 Justification*

Further to the Directors Selection Policy, the Appointments and Remuneration Committee has ascertained, insofar as possible, that he is not involved in any incompatibility, prohibition or conflict of interest, foreseen by law or in the corporate governance system, and that this selection procedure has not suffered an implicit bias that could generate any type of discrimination.

Furthermore, the Appointments and Remuneration Committee considers that Mr. Alfonso Rodés Vilà held office as a loyal representative, acting in good faith, in the Company’s best interest, at his own risk, with freedom of decision and in an unbiased manner, and that he has dedicated the necessary time to effectively carry out his task, assigning enough time to adequately execute his duties.

Thus, the Appointments and Remuneration Committee considers that Mr. Alfonso Rodés Vilà has the appropriate competence, experience and merit to perform his duties as director of the Company, under the legal and regulatory terms, and, consequently, proposes to the Board of Directors, which in turn will propose to the General Shareholders’ Meeting, the re-election of Mr. Alfonso Rodés Vilà as independent director of the Company, for the three-year term foreseen in the Articles of Association.

### *3.3.3 Category*

Mr. Alfonso Rodés Vilà will not represent any shareholder on the Board of Directors or will be entrusted with executive duties. Consequently, pursuant to the provisions of applicable regulations, Mr. Alfonso Rodés Vilà will enjoy status as an independent external director.

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#### **4. PROPOSED RESOLUTION**

The following proposed resolutions are hereby submitted to the General Shareholders Meeting for approval:

##### ***“ITEM SEVEN OF THE AGENDA***

***Reelection of Ms Anna M. Birulés Bertran as director, with the category of independent director, for the statutory period of three years***

*At the proposal of the Appointments and Remunerations Committee, reelect Ms Anna Birulés Bertran, of legal age, of Spanish nationality, with Spanish identification number [...] in force, and with domicile for these purposes at Calle Ercilla, 24, 2ª planta, Bilbao, Spain, as director of the Company with the category of independent director, for the statutory period of three years as of the date of this General Meeting is held.*

*The proposed reelection is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Ms Anna Birulés Bertran, as well as the role played in the Company since her appointment. This report, together with the referred proposal, have been made available to the shareholders since the publication of the notice of the General Shareholders Meeting.*

*Ms Anna Birulés Bertran may accept her appointment by any means valid in law.*

##### ***ITEM EIGHT ON THE AGENDA***

***Reelection of Mr Ricardo Martí Fluxá as director, with the category of independent director, for the statutory period of three years***

*At the proposal of the Appointments and Remunerations Committee, reelect Mr Ricardo Martí Fluxá, of legal age, of Spanish nationality, with Spanish identification number [...] in force, and with domicile for these purposes at Calle Ercilla, 24, 2ª planta, Bilbao, Spain, as director of the Company with the category of independent director, for the statutory period of three years as of the date of this General Meeting is held.*

*The proposed reelection is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr Ricardo Martí Fluxá, as well as the role played*

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*in the Company since his appointment. This report, together with the referred proposal, have been made available to the shareholders since the publication of the notice of the General Shareholders Meeting.*

*Mr Ricardo Martí Fluxá may accept his appointment by any means valid in law.*

#### **ITEM NINE ON THE AGENDA**

***Reelection of Mr Alfonso Rodés Vilà as director, with the category of independent director, for the statutory period of three years***

*At the proposal of the Appointments and Remunerations Committee, reelect Mr Alfonso Rodés Vilà, of legal age, of Spanish nationality, with Spanish identification number [...] in force, and with domicile for these purposes at Calle Ercilla, 24, 2ª planta, Bilbao, Spain, as director of the Company with the category of independent director, for the statutory period of three years as of the date of this General Meeting is held.*

*The proposed reelection is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr Alfonso Rodés Vilà, as well as the role played in the Company since his appointment. This report, together with the referred proposal, have been made available to the shareholders since the publication of the notice of the General Shareholders Meeting.*

*Mr Alfonso Rodés Vilà may accept his appointment by any means valid in law.”*

In Madrid, on 26 February 2020