

# ELECTRONIC SHAREHOLDER FORUM OPERATING RULES

Prepared by	Revised by	Approved by
Investor Relations Department	Internal Audit and Risk Department	Board of Directors



**Neinor**  
H O M E S

Revision control		
Revision	Date*	Description of changes
Rev 0		Initial version of Operating Rules

\*Date of the Committee at which the procedure is presented for approval

### TABLE OF CONTENTS

<b>1. General features .....</b>	<b>3</b>
<b>2. Purpose .....</b>	<b>3</b>
<b>3. Scope.....</b>	<b>3</b>
<b>4. Description of the Operating Rules .....</b>	<b>4</b>
4.1. Forum concept .....	4
4.2. Access .....	4
4.3. Operation and use.....	5
4.4. Contents of communications and publication .....	6
4.5. Personal data protection .....	8
<b>5. Supervision and control of the Operating Rules .....</b>	<b>9</b>
<b>6. Entry into force and validity .....</b>	<b>9</b>

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## 1. General features

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As established in the consolidated text of the Spanish Companies Act<sup>1</sup>:

*“A Shareholder Electronic Forum will be set up on the company's website, which can be accessed with the due guarantees by both the individual shareholders and any voluntary associations they may set up, in order to facilitate their communication prior to holding the General Shareholders Meetings”.*

To do so, Neinor Homes S.A. (hereinafter, “**Neinor Homes**” or the “**Company**”) has set up on its corporate website (<http://neinorhomes.com>), on the occasion of the call and until the holding of each General Shareholders Meeting, the aforementioned Electronic Shareholder Forum (the “**Forum**”).

In this connection, the Board of Directors of Neinor Homes has approved these Operating Rules to meet and comply with shareholder information and communication duties.

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## 2. Purpose

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The purpose of this document is to govern the functioning of the Electronic Shareholder Forum established to facilitate communication between the shareholders of Neinor Homes on the occasion of the call and until the holding of each General Shareholders Meeting, setting the guarantees, terms and conditions of access and use of it.

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## 3. Scope

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These Rules are applicable to Neinor Homes Group and its dependent subsidiaries' individual shareholders, individuals or legal entities, as well as to any voluntary associations that may be set up in accordance with the regulations<sup>2</sup>.

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<sup>1</sup> The regulations referred to are Article 539 (2) on "Special information instruments" of Royal Legislative Decree 1/2010, of 2 July, approving the revised text of the Spanish Companies Act.

<sup>2</sup> The regulation referred to is Article 539 (4) on "Special information instruments" of Royal Legislative Decree 1/2010, of 2 July, approving the revised text of the Spanish Companies Act.

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## **4. Description of the Operating Rules**

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### **4.1. Forum concept**

The Electronic Shareholder Forum is deemed the space available on the corporate website of Neinor Homes where shareholders can publish proposals in accordance with these Rules, accompanied by their contact information to facilitate communication between shareholders.

It should be noted that the Forum is not a tool for electronic conversation among shareholders, nor a space for virtual debate.

Also, the Forum is not a communication channel between the Company and its shareholders, so any publications on it cannot, under any circumstances, be deemed notification of the Company or a communication to it, such that there can be no requirement of the exercise of any kind of right, due to the condition of being shareholders, individually nor collectively. Any notifications and communications of such kind intended to be made must always be carried out through the usual channels established for this purpose by Neinor Homes as part of its Corporate Governance System.

Thus, for example, the publication of a complementary proposal of the agenda in the Forum will not imply the acceptance of the same nor, consequently, the modification of the agenda announced in the notice of the General Meeting.

### **4.2. Access**

Access to the Forum requires prior sign-up and registration as a user. Such registration shall be made at the Forum's home page, where the user can opt to access the Forum with a user name and password or with a valid certificate. In both cases, it is necessary for the registration that the user provides information and documentation in order to unequivocally determine his identity and his status as a Company's shareholder, mainly:

- Identification of the user making the communication.
- Number of shares held thereby.
- Contact data to facilitate communication with other interested shareholders.

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Once the Company has verified the user as a shareholder, the user will receive confirmation of his registration to the Forum and, in the case of having chosen to access by means of a user name and password, his access credentials.

Registration as a user of the Forum implies acceptance of the terms and conditions of these Rules and of the conditions of access and use of the corporate website of Neinor (<http://neinorhomes.com/aviso-legal>) in force at any given time, for which the users declare that the use of the Forum will be carried out under their exclusive responsibility and they will assume any damages that may be incurred by Neinor Homes, other registered users or third parties.

Likewise, access to the Forum is conditional upon holding the status of Neinor shareholder or voluntary association of shareholders registered with the CNMV. The Company may require additional information, suspend or terminate registered users who do not adequately prove compliance with the aforementioned conditions.

#### **4.3. Operation and use**

The Forum will be available from the moment that the call of each General Shareholders Meeting is made up to the holding of the same. Once the Shareholders' Meeting has begun, Neinor reserves the right to deactivate the Forum and delete communications related to such Meeting.

Neinor, as Forum administrator, has the power but not the obligation to control the use of the Forum and its contents (which are the sole responsibility of the users who create them). In addition, Neinor reserves the right to modify, at any time and without prior notice, the presentation, configuration, operation and content of the Forum, the conditions of access and use, as well as these Rules.

It should be noted that Neinor Homes has an Investor Relations Department that is responsible for attending to and permanently managing any queries, doubts and/or suggestions of shareholders and investors. Therefore, for any kind of help that shareholders may require about the use of the Forum, they may contact it through the following channels:

- Telephone: +34 91 287 51 30.
- email: [investor.relations@neinorhomes.com](mailto:investor.relations@neinorhomes.com)
- Postal address: Paseo de la Castellana 20, 5ª planta, 28046 Madrid.

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In addition, the Company is not liable for any damages caused to users by faults, overloads, line drops, connection failures, improper access, hacking, or any other similar circumstances, unrelated to Neinor Homes, that prevent the use of the Forum.

Neinor Homes authorizes registered users the use of the intellectual and industrial property rights relating to the computer application installed on the server of the Company or of a third party, which provides the services that make up the Forum, only to use them for the purposes provided in these Rules and according to the terms and conditions established herein. The registered user must refrain from obtaining or attempting to obtain access to and use of the Forum and its contents by means or procedures other than those that have been made available or indicated for that purpose in each case. The Company does not grant any type of license or authorization of use over its intellectual and industrial property rights, or over any other ownership or right relating to the Forum other than that provided in this paragraph.

Access and use of the Forum by registered users is free of charge, except for the cost of connection through the telecommunications network provided by the access provider hired by each user.

#### **4.4. Contents of communications and publication**

Shareholders may publish in the Forum, among others, the following communications:

- Proposals that are intended to be presented in addition to the agenda announced in the call to the General Shareholders Meeting.
- Requests to join these proposals.
- Initiatives to reach a sufficient percentage in order to exercise a minority right provided for in the law or in the Company's corporate governance system.
- Offers or requests for voluntary representation.

In addition, registered users may consult the communications made by other registered users.

For the publication of communications, shareholders must first have successfully registered in the Forum and then fill in the form available for this purpose that will include, mainly, the following information:

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- Content of the communication.
- Brief, concise and accurate reason for making the communication.

In accordance with the Corporate Bylaw<sup>3</sup> and with the revised text of the Spanish Companies Act<sup>4</sup>, shareholders representing at least three percent of share capital may:

- *“Request publication of a supplement to the call of the ordinary General Shareholders Meeting, including one or more points on the agenda, provided that the new points are accompanied by a reason or, where appropriate, a reasoned proposed resolution” and in this connection, “in no case may this right be exercised with respect to the calling of extraordinary General Shareholders Meetings”.*
- *“Present substantiated proposed resolutions on matters already included or that should be included in the agenda of the Meeting called”.*

Likewise, the aforementioned regulations indicate that the exercise of these rights must be by means of authenticated notification, within five days following the publication of the call, which must be received by the Investor Relations Office at the Company’s registered office:

- Neinor Homes S.A. - Calle Ercilla 24, 48011 Bilbao

Publications made shall under no circumstances incorporate unlawful content or illusions nor infringe any right of the Company itself or of third parties (intellectual and industrial property rights, privacy, etc.), since these must be carried out in full compliance with current legislation and regulations and good faith requirements. In this connection, Neinor may deny inclusion in the Forum or withdraw from it, in whole or in part, any communication that it deems not to be in accordance with such guidelines.

Neinor Homes is not responsible for the accuracy, veracity, validity, legality or relevance of the communications published in the Forum, nor for the opinions expressed by users, users being solely and exclusively responsible for the use made of the same and the contents included, leaving the Company exonerated from any liability derived therefrom.

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<sup>3</sup> The regulation referred to is Section 6 of Article 18 on “Announcing the call” of the Corporate Bylaws of Neinor Homes S.A.

<sup>4</sup> The regulations referred to are Articles 172 on “Call addition” and 519 on “Publicizing quasi-corporate pacts” of Royal Legislative Decree 1/2010, of 2 July, which approves the revised text of the Spanish Companies Act, as well as the modification of the latter Article 519 to “Right to complete the agenda and to present new proposed resolutions” made in Law 31/2014, of 3 December, amending the Spanish Companies Act for the improvement of corporate governance.

#### **4.5. Personal data protection**

The aspects related to the security and protection of personal data contained in the conditions of access and use of the Neinor corporate website (<http://neinorhomes.com/aviso-legal>) in force at any given time will be applicable to the Forum.

In particular, personal information provided by the Registered Users or generated as a result of using the Forum, will be processed by the Company, in its capacity as data controller, for the purpose of establishing, managing and supervising the operation of the Forum and, where applicable, compliance with legal obligations, in accordance with the provisions of these Rules and applicable data protection regulations. The processing is necessary for this purpose and its legal basis is to manage the functioning of the Forum and to comply with legal obligations, where appropriate.

The Registered Users accept, authorize and agree, by sending communications for its publication, that the Company publishes the content of the communications submitted to the Forum. Likewise, they accept, authorize and agree that the content submitted by any of the Forum's Registered Users and their personal data can be visible and accessible by any other Registered Users as a way of identifying the author of any publications.

The personal data of Registered Users may be communicated to the competent authorities in the exercise of their functions. In the event that the Company's IT service providers are located outside the EEA, the Company shall adopt all applicable guarantees in accordance with the regulations foreseen to guarantee the proper management of the data, as well as its integrity and confidentiality.

Personal data will be kept for the period of time during which some kind of legal liability may arise (e.g. until the prescription of the liability that may derive from data protection or cybersecurity regulations).

Registered Users may exercise their rights of access, correction, opposition, suppression, limitation of processing and portability, as well as revoke the consent given with respect to the processing for which the Company is responsible, by means of a written communication, addressed to the Company's data protection delegate, through the e-mail address [lopd@neinorhomes.com](mailto:lopd@neinorhomes.com) or at Neinor's postal address —Calle Ercilla 24, 48011 Bilbao, Spain—. The user must duly accredit his/her identity with a copy of his/her National ID Document.



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**5. Supervision and control of the Operating Rules**

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The Investor Relations Department, in collaboration with the Internal Audit Department, will monitor and verify compliance with, and application of, these Operating Rules of the Electronic Shareholder Forum, reporting periodically to the Board of Directors.

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**6. Entry into force and validity**

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These Operating Rules of the Electronic Shareholder Forum enter into force on the date of their approval by the Board of Directors of Neinor Homes on 24 February 2021.