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**PROPOSED RESOLUTIONS FOR THE ORDINARY GENERAL SHAREHOLDERS MEETING OF
NEINOR HOMES, S.A. 2022**

ITEM ONE ON THE AGENDA

Review and, where appropriate, approval of the individual annual accounts of Neinor Homes, S.A. and the consolidated accounts including its subsidiaries, corresponding to the year ended 31 December 2021

Approve the individual annual accounts of Neinor Homes, S.A. (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the consolidated accounts including its subsidiaries (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes), corresponding to the fiscal year ended on 31 December 2021, as prepared by the Board of Directors at its meeting held on 23 February 2022.



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ITEM TWO ON THE AGENDA

Review and, where appropriate, approval of the individual and consolidated management reports of Neinor Homes, S.A. including its subsidiaries, corresponding to the year ended 31 December 2021

Approve the individual management report of Neinor Homes, S.A. and the consolidated report including its subsidiaries, corresponding to the fiscal year ended on 31 December 2021, as prepared by the Board of Directors at its meeting held on 23 February 2022.

ITEM THREE ON THE AGENDA

Review and, where appropriate, approval of the statement on non-financial information and sustainability memorandum included in the consolidated management report of Neinor Homes, S.A. including its subsidiaries for the year ended 31 December 2021

Approve of the statement on non-financial information and sustainability memorandum included in the consolidated management report of Neinor Homes, S.A. including its subsidiaries for the year ended 31 December 2021, as prepared by the Board of Directors at its meeting held on 23 February 2022.



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ITEM FOUR ON THE AGENDA

Review and, where appropriate, approval of the management and activity of the Board of Directors of Neinor Homes, S.A. in the year ended on 31 December 2021

Approve the management and activity carried out by the Board of Directors of Neinor Homes, S.A. in the fiscal year ended on 31 December 2021.

ITEM FIVE ON THE AGENDA

Review and, where appropriate, approval of the proposed application of the individual income corresponding to the year ended 31 December 2021

Approve the proposed application of individual the income of Neinor Homes, S.A. as formulated by the Board of Directors at its meeting held on 23 February 2022, and specified below:

Profit / (Loss)	Euros
Income for the year ended on 31 December 2021:.....	6.386.096

Application

To legal reserve:	638.610
To voluntary reserves:.....	5.747.486
TOTAL	6.386.096

ITEM SIX ON THE AGENDA

Review and, where appropriate, approval of dividend distribution charged against share premium reserves and other contributions from shareholders

Approve the distribution in cash for an amount of (i) 0.04588 gross euros per share of Neinor Homes, S.A. entitle to receive it, charged to share premium reserves; and (ii) 0.43872 gross euros per share of Neinor Homes, S.A. entitle to receive it, charged to other contributions from shareholders. Both distributions, together, amount to an in-cash payment of 0.4846 gross euros per share of Neinor Homes, S.A. entitle to receive it (equivalent to an aggregate gross amount of 36,888,932 euros).

The gross aggregate amount or, where applicable, the gross amount per share referred to above shall be adjusted in the event that between the date the individual annual accounts of Neinor Homes, S.A. were drafted, i.e., 23 February 2022, and the date on which the right to receive the aforementioned reserves arises, the number of treasury shares held by Neinor Homes, S.A. changes. In any case, the aggregate gross amount to be distributed shall not exceed the amount of such reserves as of 31 December 2021, i.e., jointly 36,891,832.05 euros.

Payment of the referred amounts will be foreseeably be made in the second quarter of the financial year 2022 and through the mechanisms made available by the participating entities in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear).

For the purposes of article 273 of the consolidated text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010 of 2 July, it is hereby stated that the value of Neinor Homes, S.A.'s equity is not, and will not be as a result of the dividend distribution approved in this resolution, below the share capital of Neinor Homes, S.A.

Furthermore, it is resolved to jointly and severally delegate to the Board of Directors (with express power of substitution), the President of the Board of Directors, the Chief Executive Officer, the rest of the members of the Board and the Secretary non-member of the Board of Directors so that any of them, indistinctly, as broadly as required by the law, may proceed to the execution of this resolution and may determine the terms and conditions that have not been expressly set out in this resolution or which are a consequence of it. In particular, including but not limited to, it is resolved to jointly and severally delegate to the aforementioned persons, as broadly as required by the law, the following powers:



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- (i) to determine, on the basis of the terms of this resolution, the definitive gross aggregate amount or, where applicable, the gross amount per share to be distributed, taking into account the technical adjustments derived from variation in the Company's treasury shares;
- (ii) to determine the record date,
- (iii) to determine the payment date;
- (iv) to appoint the entity acting as paying agent, and
- (v) to carry out any other actions that may be necessary or convenient for the success of the distributions.

ITEM SEVEN ON THE AGENDA

Review and, where appropriate, approval of a share capital reduction in an amount of 13,110,138.42 euros with the aim of refunding shareholder contributions by reducing 0.1639 euros the nominal value of the shares, and subsequent amendment of article 5 of the Articles of Association.

To reduce the share capital of Neinor Homes, S.A. in an amount of 13,110,138.42 euros by reducing 0.1639 euros the nominal value of the shares, with the aim of repaying shareholder contributions, all in accordance with the provisions of article 317 of the consolidated text of the Spanish companies law approved by Royal Legislative Decree 1/2010 of 2 July (the "LSC"). As a consequence of this reduction, the nominal value of the shares will change from 10.00 euros to 9.8361 euros and the difference of 0.1639 euros will be paid to the shareholders of Neinor Homes, S.A.

The execution of this resolution for reduction must be carried out within the month following the end of the term for the exercise of the creditors' right of opposition established in article 334 of the LSC, as set forth in article 336 of such law. Notwithstanding the above, it is foreseen that the capital reduction provided for in this resolution will be executed during the second quarter of financial year 2022.

In accordance with article 334 of the LSC, Company's creditors whose credits arose prior to the date of the last announcement of the capital reduction resolution, have not matured at that time and until such credits are secured, will have the right to oppose the capital reduction.

The balance sheet that serves as the basis for the approval of the share capital reduction is the balance sheet as of 31 December 2021, which has been previously verified by the Company's auditors, Deloitte, S.L., on 23 February 2022 and approved by the General Shareholders' Meeting of the Company under item one of the agenda.

Once the capital reduction provided for in this resolution has been executed, article 5 of the Company's articles of association, related to the share capital, shall be amended as to reflect the resulting share capital and number of shares outstanding. Consequently, article 5 of the Articles of Association will be drafted as follows: *"The share capital is SEVEN HUNDRED EIGHTY SIX MILLION SEVEN HUNDRED SEVENTY SIX THOUSAND TWO HUNDRED EIGHTY ONE EUROS WITH FIVE THOUSAND SEVEN HUNDRED SIXTY TWO TEN THOUSANDTHS OF AN EURO (786,776,281.5762). It is divided into SEVENTY NINE MILLION NINE HUNDRED EIGHTY EIGHT THOUSAND SIX HUNDRED FORTY TWO (79,988,642) shares, each with a face value of NINE EUROS WITH EIGHT THOUSAND THREE HUNDRED SIXTY ONE TEN*

THOUSANDTHS OF AN EURO (9.8361 EUROS), belonging to a sole class and series. All the shares are fully subscribed and paid up and grant their holders the same rights.

The Company may resolve to issue shares without voting rights under the terms and with the rights contemplated in the Spanish Companies Law and other applicable regulations.”

Payment of the amount of 0.1639 euros per share will be paid to shareholders in accordance with applicable legislation on depositories entities and through the mechanisms made available to participating entities by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear).

Furthermore, it is resolved to jointly and severally delegate to the Board of Directors (with express power of substitution), the President of the Board of Directors, the Chief Executive Officer, the rest of the members of the Board and the Secretary non-member of the Board of Directors so that any of them, indistinctly, as broadly as required by the law, may proceed to the execution of this resolution and may determine the points that have not been expressly set out in this resolution or which are a consequence of it. In particular, including but not limited to, it is resolved to jointly and severally delegate to the aforementioned persons, as broadly as required by the law, the following powers:

- i) to extend and develop the present resolution, setting the terms and conditions of the reduction in all those aspects that are not foreseen in it and, in particular, setting the final date in which the return of shareholders contributions will be made;
- ii) to carry out any actions needed to meet the requirements set by the LSC, the Securities Market Law, approved by Royal Legislative Decree 4/2015, of 23 October, the Royal Decree 878/2015 of 2 October, on clearing, settlement and registration of tradable securities in the form of book entries, on the legal regime of central securities depositories and central counterparty entities, and on transparency requirements in relation to information about issuers whose securities are admitted to trading in an official secondary market, and other applicable regulations;
- iii) to carry out any actions and procedures that may be necessary to obtain the consent and authorizations required for the full effectiveness of this resolution;
- iv) to carry out, on behalf to the Company, any act, statement or procedure that may be required by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, “**CNMV**”), the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de

- Valores, S.A.U. (Iberclear), Sociedades Receptoras de las Bolsas, Servicio de Liquidación y Compensación de Valores and any other body, entity or register, public or private, national or foreign, in relation to the capital reduction provided for in this resolution;
- v) to amend the article of the Articles of Association related share capital, as to reflect the new share capital and nominal value of the shares;
 - vi) to draft and publish all the notices that are required or convenient in relation to this share capital reduction;
 - vii) to grant, on behalf of the Company, as many public or private documents may be necessary or convenient for the capital reduction;
 - viii) to correct, clarify, interpret, specify or supplement this resolution, or those in the deeds or documents executed to implement it, and in particular, those faults, omissions or errors, in the form or substance, which may prevent the access of the resolutions and their consequences to the Commercial Registry, to the official register of the CNMV or to any others; and
 - ix) to carry out, in general, as many actions as may be necessary or convenient for the successful execution of this resolution and the effective capital reduction.

ITEM EIGHT ON THE AGENDA

Review and, where appropriate, approval of a share capital reduction in an amount of 50,000,900.11 euros with the aim of refunding shareholder contributions by reducing 0.6251 euros the nominal value of the shares, and subsequent amendment of article 5 of the Articles of Association.

To reduce the share capital of Neinor Homes, S.A. in an amount of 50,000,900.11 euros by reducing 0.6251 euros the nominal value of the shares, with the aim of repaying shareholder contributions, all in accordance with the provisions of article 317 of the consolidated text of the Spanish companies law approved by Royal Legislative Decree 1/2010 of 2 July (the "LSC"). As a consequence of this reduction, and taking into account the reduction of nominal value envisaged under item Seven above of this agenda, the nominal value of the shares will change from 9.8361 euros to 9.2110 euros and the difference of 0.6251 euros will be paid to the shareholders of Neinor Homes, S.A.

The execution of this resolution for reduction must be carried out after the execution of the capital reduction envisaged in the previous item Seven of this agenda and within the month following the end of the term for the exercise of the creditors' right of opposition established in article 334 of the LSC, as set forth in article 336 of such law. Notwithstanding the above, it is foreseen that the capital reduction provided for in this resolution will be executed during the third quarter of the financial year 2022.

In accordance with article 334 of the LSC, Company's creditors whose credits arose prior to the date of the last announcement of the capital reduction resolution, have not matured at that time and until such credits are secured, will have the right to oppose the capital reduction.

The balance sheet that serves as the basis for the approval of the share capital reduction is the balance sheet as of 31 December 2021, which has been previously verified by the Company's auditors, Deloitte, S.L., on 23 February 2022 and approved by the General Shareholders' Meeting of the Company under item one of the agenda.

Once the capital reduction provided for in this resolution has been executed, article 5 of the Company's articles of association, related to the share capital, shall be amended as to reflect the resulting share capital and number of shares outstanding. Consequently, article 5 of the Articles of Association will be drafted as follows: *"The share capital is SEVEN HUNDRED AND THIRTY SIX MILLION SEVEN HUNDRED SEVENTY FIVE THOUSAND THREE HUNDRED EIGHTY ONE WITH FOUR HUNDRED SIXTY TWO THOUSANDTHS OF AN EURO (736,775,381.462). It is divided into SEVENTY NINE MILLION NINE*

HUNDRED EIGHTY EIGHT THOUSAND SIX HUNDRED FORTY TWO (79,988,642) shares, each with a face value of NINE EUROS WITH TWO HUNDRED ELEVEN THOUSANDTHS OF AN EURO (9.211 EUROS), belonging to a sole class and series. All the shares are fully subscribed and paid up and grant their holders the same rights.

The Company may resolve to issue shares without voting rights under the terms and with the rights contemplated in the Spanish Companies Law and other applicable regulations.”

Payment of the amount of 0.6251 euros per share will be paid to shareholders in accordance with applicable legislation on depositories entities and through the mechanisms made available to participating entities by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear).

Furthermore, it is resolved to jointly and severally delegate to the Board of Directors (with express power of substitution), the President of the Board of Directors, the Chief Executive Officer, the rest of the members of the Board and the Secretary non-member of the Board of Directors so that any of them, indistinctly, as broadly as required by the law, may proceed to the execution of this resolution and may determine the terms and conditions that have not been expressly set out in this resolution or which are a consequence of it. In particular, including but not limited to, it is resolved to jointly and severally delegate to the aforementioned persons, as broadly as required by the law, the following powers:

- i) to extend and develop the present resolution, setting the terms and conditions of the reduction in all those aspects that are not foreseen in it and, in particular, setting the final date in which the return of shareholders contributions will be made;
- ii) to carry out any actions needed to meet the requirements set by the LSC, the Securities Market Law, approved by Royal Legislative Decree 4/2015, of 23 October, the Royal Decree 878/2015 of 2 October, on clearing, settlement and registration of tradable securities in the form of book entries, on the legal regime of central securities depositories and central counterparty entities, and on transparency requirements in relation to information about issuers whose securities are admitted to trading in an official secondary market, and other applicable regulations;
- iii) to carry out any actions and procedures that may be necessary to obtain the consent and authorizations required for the full effectiveness of this resolution;

- iv) to carry out, on behalf to the Company, any act, statement or procedure that may be required by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, “**CNMV**”), the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), Sociedades Rectoras de las Bolsas, Servicio de Liquidación y Compensación de Valores and any other body, entity or register, public or private, national or foreign, in relation to the capital reduction provided for in this resolution;
- v) to amend the article of the Articles of Association related share capital, as to reflect the new share capital and nominal value of the shares;
- vi) to draft and publish all the notices that are required or convenient in relation to this share capital reduction;
- vii) to grant, on behalf of the Company, as many public or private documents may be necessary or convenient for the capital reduction;
- viii) to correct, clarify, interpret, specify or supplement this resolution, or those in the deeds or documents executed to implement it, and in particular, those faults, omissions or errors, in the form or substance, which may prevent the access of the resolutions and their consequences to the Commercial Registry, to the official register of the CNMV or to any others; and
- ix) to carry out, in general, as many actions as may be necessary or convenient for the successful execution of this resolution and the effective capital reduction.

ITEM NINE ON THE AGENDA

Re-election, where appropriate, of Deloitte, S.L. as auditor of the accounts of Neinor Homes, S.A. and of its consolidated group for the fiscal year ended 31 December 2022

Re-elect the company Deloitte, S.L. as auditor of the accounts of Neinor Homes, S.A. and of its consolidated group for the year ended on 31 December 2022, authorizing the Board of Directors, with express power of substitution, to enter into the corresponding service contract, with the clauses and conditions it considers appropriate, also granting it the power to make any relevant changes in it in accordance with current law at any time.

This resolution is adopted at the proposal of the Board of Directors, with the prior proposal of the Audit and Control Committee.

Deloitte, S.L. may accept the appointment by any means valid in law.

Deloitte, S.L. has its registered office at Plaza Pablo Ruiz Picasso, 1, Torre Picasso, 28020 Madrid, Spain, and its tax identification number is (NIF) B-79104469. It is registered with the Commercial Registry of Madrid under volume (*tomo*) 13,650, sheet (*folio*) 188, sheet (*hola*) M-54414 and section (*sección* 8ª), and with the Official Auditors Registry (ROAC) under number S0692.

ITEM TEN ON THE AGENDA

Re-election, where appropriate, of Mr. Andreas Segal as director, with the category of independent director, for the statutory period of three years.

Re-elect, at the proposal of the Appointments and Remunerations Committee, Mr. Andreas Segal, of legal age, of German nationality, with passport of his nationality number [...] in force, and with domicile for these purposes at calle Ercilla 24, second floor, 48001 Bilbao, Spain, as director of the Company with the category of "independent" for the statutory period of three years as of the date of this General Meeting.

The proposed resolution for the General Shareholders Meeting is accompanied by a supporting report from the Board of Directors evaluating the competence, experience and merits of Mr. Andreas Segal and the role played within Neinor Homes, S.A. since his appointment, as well as the proposal issued by the Appointments and Remunerations Committee. The report and the proposal have been made available to the shareholders as from the publication of the notice of the General Shareholders Meeting.

Mr. Andreas Segal will accept his appointment by any means valid in law.



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ITEM TEN BIS ON THE AGENDA

Appointment of director

Appoint Mr. Juan José Pepa, of legal age and Italian nationality, with passport number [...] and N.I.E. [...], and with professional domicile in London, W1K 5JH (United Kingdom) 53 Davies Street, as a proprietary director of the Company for the term established in the bylaws.

ITEM ELEVEN ON THE AGENDA

Examination and approval, as the case may be, of the amendment of the following articles of the Company's Bylaws

- A. Amendment of Article 2 of Title I.**
- B. Amendment of Article 23 of Title IV.**
- C. Amendment of Article 34 of Title IV.**
- D. Amendment of Articles 42 and 43 of Title IV.**

To approve the amendments to certain articles of the Company's Bylaws in accordance with the terms of the proposal included in the directors' report prepared for this purpose and made available to the shareholders from the date of the call of this General Shareholders' Meeting. The purpose of the amendments to the Bylaws is to (i) adapt the Bylaws to the regulatory changes introduced following the approval of Law 5/2021, of April 12, amending the revised text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder involvement in listed companies; and (ii) to incorporate certain improvements of a technical nature, in order to clarify the meaning of certain issues, improve their wording and facilitate their better understanding.

In particular, it is proposed to amend the following articles of the Company's Bylaws, grouped under each Title of the aforementioned Bylaws that brings together a group of articles that are considered to be substantially independent, all in the terms set forth in the directors' report prepared for this purpose, which shall henceforth have the following wording:

A. Amendment of Article 2 of Title I of the Company's Bylaws:

To amend Article 2 (Corporate Purpose) of the Bylaws, to introduce into the Company's activity, the leasing of all types of real estate and urban planning operations, on and for itself or through or for third parties, so that it shall henceforth have the following wording:

"Article 2.- Corporate purpose

The purpose of the Company is the promotion, management, commercialization, development and leasing of all kind of urban real estate operations, for and on its own behalf or through or for third parties.

These activities may also be carried out by the Company, entirely or partially, indirectly through shareholdings or equity interests in other companies with similar corporate purpose as a consequence of holding any type of securities –including, but not limited to, shares, convertible debentures, quotas of any kind and others–.

B. Amendment of Article 23 of Title IV of the Company's Bylaws:

To amend Article 23 (Place and time for holding the Meeting. Adjournment of Meetings) of the Company Bylaws, to enable the possibility of holding the General Shareholders' Meeting exclusively by telematic means, so that it shall henceforth read as follows:

“Article 23.- Place and time of the Meeting. Adjournment of Meetings

1. *The General Shareholders Meeting will be held at the place indicated in the call within the municipality of the registered office. If the call does not state the place the meeting is to be held, the Meeting will be deemed to have been called to be held at the company's registered office.*
2. *The General Shareholders Meeting may resolve its own postponement for one or more consecutive days, on proposal of the directors or a number of shareholders representing at least one fourth of the capital attending the meeting. Regardless of the number of sessions, the General Shareholder Meeting will be treated as one sole event, with one set of minutes for all of the sessions.*
3. *The General Shareholders Meeting also may be suspended temporarily, in the cases and in the manner contemplated in its Regulations.*
4. *The General Shareholders Meeting may be convened to be held exclusively telematically, without the physical attendance of the shareholders or their representatives. The Board of Directors will be responsible for determining all the procedural aspects necessary to hold it exclusively by telematic means, in compliance with the law, the articles of association and the General Meeting Regulations.”*

C. Amendment of Article 34 of Title IV of the Company's Bylaws:

To amend Article 34 (Remuneration for the position) of the Company's Bylaws, in order to improve its wording, introducing the concept of "remuneration in kind", which shall henceforth be as follows:

"Article 34.- Compensation of the position

1. *The directors will receive compensation for performance of their duties by virtue of membership on the Board of Directors as the collegial decision-making body of the Company, as well as on the committees they belong to.*
2. *The compensation of the directors in their capacity as such referred to in the preceding section will have three components: (a) a fixed annual amount, (b) per diems for attendance, and (c) a remuneration in shares or linked to its evolution, without prejudice to the Board of Directors Regulations.*
3. *The total amount of the compensation the Company may pay to its group of Directors in the categories contemplated in the preceding paragraph may not exceed the amount determined for that purpose by the General Shareholders Meeting. The amount so fixed by the Meeting will be maintained until modified by a new resolution of the General Shareholders Meeting, in accordance with the provisions of applicable legislation.*

The specific determination of the corresponding amount in the aforesaid categories for each of the directors will be made by the Board of Directors in accordance with the director compensation policy, which will be approved, at least every three years, by the General Meeting. To that end, it will take account of the positions filled by each director within the collegial body and the director's membership on the various committees and attendance at their meetings.

4. *Directors performing executive duties in addition will be entitled to receive the compensation for performance of those responsibilities contemplated in the contract entered into for that purpose between the director and the Company.*

That contract will be adapted to the director compensation policy to be approved by the General Meeting, and must contemplate the amount of fixed annual compensation, the annual variable compensation and any multi-year variable compensation, including the parameters for earning it, as well as any possible indemnification for termination of the contract, provided that the termination is not motivated by breach of the director's duties as such, as well as any possible commitments of

the Company to pay other remuneration in kind such as amounts as insurance premiums or contribution to savings or pension schemes.

- 5. The Board of Directors fixes the compensation of the directors for performance of their executive duties and, with the required legal majority, approves the contracts of inside directors with the Company, which must be adapted to the compensation policy approved by the General Meeting.*
- 6. The directors will be entitled to be compensated by way of the delivery of shares, or by delivery of option rights on shares or by compensation indexed to the value of shares, provided that the application of any such compensation scheme is previously resolved by the General Shareholders Meeting. That resolution, if applicable, will determine the maximum number of shares that may be assigned in each year to this system of compensation, the exercise price or the system for calculation of the exercise price of stock options, the value of the shares, if any, taken as a reference and the term of the plan.*

The Company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their mandate. This condition, however, will not apply to shares that the director must dispose of to defray costs related to their acquisition.

- 7. The director compensation policy as applicable will be adjusted to the compensation scheme contemplated in these Articles and in the Board of Directors Regulations, will be of the legally-contemplated scope and will be submitted by the Board of Directors for approval of the General Shareholders Meeting with the frequency established by law. The remuneration policy will be proposed by the Appointments and Remuneration Committee for its approval by the Board of Directors.*
- 8. The Company will secure civil liability insurance for its directors on the usual terms commensurate with the circumstances of the Company.”*

D. Amendment of Articles 42 and 43 of Title IV of the Company's Bylaws:

To amend Articles 42 (Audit and Control Committee. Composition, authority and functioning) and 43 (Appointments and Remuneration Committee. Composition, authority and functioning) of the Company Bylaws, adapting their content to the amendments introduced by the current Good Governance Code, mainly introducing changes in the basic functions to be performed by the Audit and Control Committee and the Appointments and Remuneration Committee, the wording of which shall henceforth be as follows:

“Article 42.- Audit and Control Committee. Composition, authority and functioning

1. *The Board of Directors will constitute a permanent Audit and Control Committee, an internal body of an informational and consulting nature, with no executive functions, with rights of information, advice and proposal within the scope of its authority as indicated in section 5 of this article. The Audit and Control Committee will be comprised of a minimum of three and a maximum of five directors, appointed by the Board of Directors itself. They must be non-executive directors. The majority of the Audit and Control Committee members will be independent and they will have as a whole, knowledge and experience in accounting, auditing and risk management, both financial and non-financial, especially its Chairman.*
2. *The Board of Directors will also appoint its Chairman from among the independent directors that are members of that Committee. In addition, the Board of Directors also may appoint a Vice-Chairman if deemed appropriate, being applicable to the appointment of the Vice-Chairman the provisions for the appointment of the Chairman.*
3. *The position of Secretary of the Audit and Control Committee will be performed by the person appointed by the Board of Directors. The Secretary of the Audit and Control Committee may not be a member of such Committee, in which case it may not be a member of the Board of Directors. The Secretary of the Audit and Control Committee may be different to the Secretary of the Board of Directors.*
4. *The directors that are a part of the Audit and Control Committee will remain in that office for so long as their appointments as directors of the Company remain in effect, unless the Board of Directors resolves otherwise. Renewal, re-election and removal of the directors comprising the Committee will be governed by resolutions of the Board of Directors.*

The position of Chairman will be exercised for a maximum of four years, at the end of which the Chairman may not be re-elected as such until one year has passed after leaving office, without prejudice to continuing or being elected as a member of the Committee.
5. *Notwithstanding any other task that may be assigned thereto from time to time by the Board of Directors, the Audit and Control Committee will exercise the following basic functions:*
 - (i) *Reporting to the General Meeting of shareholders on matters raised by shareholders in the General Meeting that fall under its responsibility and, in particular, in relation to the result of*

the audit, explaining how it has contributed to the integrity of the financial information and the role that the Committee has performed in this process.

- (ii) Supervising the effectiveness of the internal control of the Company and its group, the internal audit and their systems for managing risks, including tax risk and analyzing, in collaboration with the auditors, any significant weaknesses of the internal control system detected during the external audit, without affecting its independence. For these purposes and, if applicable, they may present recommendations or proposals to the Board and the corresponding term for its monitoring.*
- (iii) Establish and supervise a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report irregularities of potential significance, including financial and accounting irregularities, or those of any other nature, related to the company, that they notice within the company or its group. This mechanism must guarantee confidentiality and, in any case, provide for the possibility of communications being made anonymously, respecting the rights of both the reporting and the reported party.*
- (iv) Supervising the preparation and presentation of the statutory financial and non-financial statements and presenting recommendations or proposals to the Board of Directors directed to safeguard its integrity. In addition, the control and management systems for financial and non-financial risks related to the company and, where appropriate, to the group – including operating, technological, legal, social, environmental, political and reputational risks or those related to corruption – must also be supervised, reviewing compliance with regulatory requirements, the accurate delimitation of the consolidation perimeter, and the correct application of accounting principles.*
- (v) Making proposals to the Board of Directors, for submission to the General Meeting of shareholders, regarding the selection, appointment, re-election and replacement of the external auditors, taking responsibility of the process of selection, in accordance with applicable laws and regulations, as well as the terms of the audit engagement, and regularly gathering information from the external auditors regarding the audit plan and its execution, while also preserving the auditors' independence in the exercise of their functions.*

- (vi) *Supervising the activity of the Company's internal audit function.*
- (vii) *Establishing appropriate relationships with the external auditors in order to receive information, for examination by the Audit and Control Committee, on matters that may threaten the auditors' independence and any other matters relating to the audit process, and, where applicable, the authorization of the services other than those prohibited in the terms set out by applicable law, as well as any other communications provided for in audit legislation and other audit standards. In any event, the Audit and Control Committee shall receive, each year, written confirmation from the external auditors of their independence from the Company and entities directly or indirectly related to it and individualized and detailed information about any additional services of any kind rendered and the corresponding fees received from these entities by the external auditor or by the persons or entities related to it, in accordance with audit legislation.*
- (viii) *Issuing a report each year, prior to the audit report, expressing an opinion on whether the independence of the external auditors or audit companies is jeopardized. This report shall give an opinion on the provision of the additional non-audit services referred to in the preceding paragraph, both individually considered and as a whole, and in relation to the auditors' independence regime or to the audit regulations.*
- (ix) *Reporting to the Board of Directors, prior to Board meetings, on all matters provided by law, the Articles of Association or the Board of Directors Regulations and, in particular, on the following matters: (i) the financial and non-financial information the Company must publish periodically; (ii) the creation or acquisition of interests in special purpose vehicles or entities domiciled in countries or territories considered to be tax havens; and (iii) transactions with related parties, in accordance with the provisions of any applicable legislation at any given time.*
- (x) *With regard to the external auditor: (i) to ensure its remuneration does not compromise its quality or independence; (ii) supervise that the Company notifies as a material event any change of external auditor to the National Securities Market Commission (Comisión Nacional del Mercado de Valores), accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same; (iii) to ensure that the Company and the external auditor adhere to current regulations on the provision of non-*

audit services, limits on the concentration of the auditor's business and, in general, other requirements concerning auditor independence and (iv) and (iv) in the event of resignation of the external auditor, investigate the circumstances that may have caused such resignation.

(xi) To meet any company employee or manager, even ordering their appearance without the presence of another senior officer.

(xii) Any others given to it by the Board of Directors in its corresponding Regulations.

6. The Audit and Control Committee will meet, ordinarily on a quarterly basis, in order to review the periodic financial information to be submitted to the stock market authorities as well as the information which the Board of Directors must approve and include within its annual public documentation. It also will meet at the request of any of its members and when called by its Chairman. The Chairman is to call the meeting whenever the Board of Directors or its Chairman requests the issuance of a report or adoption of proposals and, in any event, whenever it is appropriate to the proper exercise of its authority. There will be a quorum when one half plus one of the directors that are members of the Committee are present in person or by proxy, adopting its resolutions by majority vote. In the event of a tie, the Chairman will not have a casting vote.

7. The Board of Directors may develop the foregoing set of rules in its corresponding Regulations.

Article 43.- Appointments and Remuneration Committee. Composition, authority and functioning

1. The Board of Directors will constitute a permanent Appointments and Remuneration Committee, an internal body of an informational and consulting nature, with no executive functions, with rights of information, advice and proposal within the scope of its authority as indicated in section 5 of this article. The Appointments and Remuneration Committee will be comprised of a minimum of three and a maximum of five directors, appointed by the Board of Directors itself, on proposal of the Chairman of the Board. They must be non-executive directors. The majority of the members of the Appointments and Compensation Committee will be independent directors.

2. The Board of Directors will also appoint its Chairman from among the independent directors that are members of that Committee. In addition, the Board of Directors also may appoint a Vice-Chairman if deemed appropriate, being applicable to the appointment of the Vice-Chairman the provisions for the appointment of the Chairman.

3. *The position of Secretary of the Appointments and Remuneration Committee will be performed by the person appointed by the Board of Directors. The Secretary of the Appointments and Remuneration Committee may not be a member of such Committee, in which case it may not be a member of the Board of Directors. The Secretary of the Appointments and Remuneration Committee may be different to the Secretary of the Board of Directors.*
4. *The directors that are a part of the Appointments and Remuneration Committee will remain in that office for so long as their appointments as directors of the Company remain in effect, unless the Board of Directors resolves otherwise. Renewal, reelection and removal of the directors comprising the Committee will be governed by resolutions of the Board of Directors.*
5. *Notwithstanding any other task that may be assigned thereto from time to time by the Board of Directors, the Appointments and Remuneration Committee will exercise with independence the following basic functions:*
 - (i) *Evaluating the skills, knowledge and experience required on the Board of Directors. For these purposes, it will define the functions and skills required of candidates that are to fill each vacancy and will evaluate the time and dedication necessary for them to be able to effectively perform their duties.*
 - (ii) *Establishing a goal for representation of the least represented gender on the Board of Directors, and developing guidance on how to achieve that goal.*
 - (iii) *Making proposals to the Board of Directors of independent directors to be appointed by co-optation or for submission to decision by the General Shareholders Meeting, and proposals for re-election or removal of those directors by the general shareholders meeting.*
 - (iv) *Reporting on proposals for the appointment of the other directors to be appointed by co-optation or for submission to decision by the General Shareholders Meeting, and proposals for their re-election or removal by the General Shareholders Meeting.*
 - (v) *Reporting on proposals for appointment and removal of managerial employees and the basic terms of their contracts.*
 - (vi) *Examining and organising the succession of the chairman of the Board of Directors and the chief executive of the Company and, if appropriate, making proposals to the Board of Directors so that that succession will occur in an orderly and planned manner.*

This document is a translation of an original text in Spanish. In case of any discrepancy between both texts, the Spanish version will prevail.

- (vii) Proposing to the Board of Directors the compensation policy for directors and general managers or those performing their functions as senior management under the direct supervision of the Board, executive committees or managing directors, as well as the individual compensation and other contractual conditions of inside directors, verifying and ensuring compliance therewith.*
 - (viii) Ensure that conflicts of interest do not undermine the independence of any external advice provided to the committee.*
- 6. The functioning of the Appointments and Remuneration Committee will be governed by the rules determined by the Board of Directors in its corresponding Regulations.”*

ITEM TWELVE ON THE AGENDA

Examination and approval, as the case may be, of the amendment of the Regulations of the General Shareholders' Meeting of Neinor Homes, S.A.

- A. Amendment of Article 1 of Title I and elimination of the Sole Transitory Provision**
- B. Amendment of Article 5 of Title II**
- C. Amendment of Article 8 of Title III**
- D. Modification of Articles 11, 24, 26 and 31 of Title IV**

Approve the modifications to certain articles of the Regulations of the General Shareholders' Meeting under the terms of the proposal included in the Directors' Report prepared for such purpose and made available to the shareholders from the date of the call of this General Shareholders' Meeting. The purpose of the proposed amendments to the General Meeting Regulations is to (i) adapt the General Meeting Regulations to the regulatory changes introduced following the approval of Law 5/2021, of April 12, amending the revised text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder involvement in listed companies; and (ii) to incorporate certain improvements of a technical nature, in order to clarify the meaning of certain issues, improve their wording and facilitate their better understanding.

Specifically, it is proposed to amend the following articles of the Regulations of the General Shareholders' Meeting, grouped under each Title of the aforementioned Regulations that brings together a group of articles that are considered to be substantially independent, all in the terms set forth in the directors' report prepared for such purpose, which shall henceforth have the following wording:

A. Amendment of Article 1 of Title I and elimination of the Sole Transitory Provision.

It is proposed to modify the second paragraph to adapt it to the reality of its entry into force at the time of admission to trading on the Spanish Stock Exchanges of the Company's shares.

In addition, it is proposed to eliminate the Sole Transitory Provision as it is no longer applicable since the Company is already a listed company.

Article 1 would read as follows:

“Article 1. Purpose and validity of the Regulations

The purpose of these Regulations is to establish rules for the call, preparation and conduct of the General Meeting of shareholders, information about the General Meeting and attendance at meetings, as well as the exercise of voting rights by shareholders, all this in accordance with applicable laws and regulations and the Company’s Articles of Association.

These Regulations entered into force on the date of admission to trading of the shares of the Company on the Spanish Stock Exchanges and their successive amendments from the date of their approval by the General Shareholders’ Meeting. The effectiveness and applicability of these Regulations will be indefinite and, therefore, it will be applicable to all General Shareholder Meetings carried out after its entry into force.”

B. Amendment of Article 5 of Title II.

It is proposed to add as powers of the Meeting (i) the approval, where appropriate, of non-financial information statement, in accordance with Article 49.6 of the Commercial Code, as amended by Law 11/2018; and (ii) the approval of related party transactions whose approval corresponds to the General Meeting according to the Law, in accordance with the provisions of Article 529 duovicies.1 of Capital Companies Act.

“Article 5. Authority of the General Meeting of shareholders

The General Meeting of shareholders has authority to decide on all matters assigned to it by law or the Articles of Association. Any decisions, whatever their legal nature, that entail a major change to the Company’s principal activity shall also be submitted to the approval or ratification of the General Meeting of shareholders. In particular, by way of illustration only, it is the responsibility of the General Meeting of shareholders to:

- (i) Review the Company’s management.*
- (ii) Approve the individual and consolidated financial statements and resolve on the allocation of results.*
- (iii) The approval, when appropriate, of non-financial information statement.*
- (iv) Appoint and remove the members of the Board of Directors and ratify or revoke the appointment of persons who have been co-opted as directors.*
- (v) Where applicable, appoint the Company’s liquidators.*

- (vi) Appoint and dismiss the Company's auditors.*
- (vii) Bring the corporate action for liability against directors, liquidators and/or auditors of the Company.*
- (viii) Resolve to increase or reduce capital or to grant the Board of Directors authority to increase capital and exclude or limit shareholders' preferential subscription rights.*
- (ix) Resolve to issue securities, provided such responsibility does not been legally correspond to other body of the Company, or to grant the Board of Directors authority to issue such securities and exclude or limit shareholders' preferential subscription rights in such issues.*
- (x) Resolve to transform, merge, demerge or transfer all the Company's assets and liabilities, to move the Company's registered offices abroad or, in general, to amend the Company's Articles of Association, in accordance with the laws and regulations in force from time to time.*
- (xi) Resolve to dissolve and wind up the Company, approve the final winding up balance sheet and approve transactions that have the effect of winding up the Company.*
- (xii) Approve transactions that entail a structural modification of the Company, in particular the transformation of listed companies into holding companies through "subsidiarisation" or the transfer of core activities previously carried out by the Company to subsidiaries, even if the Company retains full control of the activities.*
- (xiii) Authorize transactions not covered by the corporate purpose.*
- (xiv) Approve the acquisition, disposal or transfer of core assets to another company.*
- (xv) Approve the directors' remuneration policy as required by law.*
- (xvi) Authorise any waiver of directors' duty to avoid conflicts of interest, in accordance with applicable laws and regulations.*
- (xvii) Authorise the purchase of own shares in the market.*
- (xviii) The approval of related party transactions whose approval corresponds to the General Shareholders' Meeting according to the Law.*
- (xix) Approve these Regulations and subsequent amendments thereto.*
- (xx) Decide on any matters referred to it for deliberation and approval by the Company's Board of Directors."*

C. Amendment of Article 8 of Title III.

It is proposed to eliminate the reference to legal entities in relation to the appointment, ratification or re-election of Board members, in accordance with the provisions of Article 518.e) of Capital Companies Act and Article 529 bis.1 of Capital Companies Act, which establishes the obligation for the Board of Directors of listed companies to be composed exclusively of natural persons.

Likewise, it is proposed to incorporate a new paragraph regarding the transmission of information to shareholders and ultimate beneficiaries, in accordance with the provisions of Article 520 bis of Capital Companies Act. The wording is as follows:

“Article 8. Availability of information on the Company’s corporate website from the date of the notice of meeting

1. *From the date of publication of the notice of the General Meeting of shareholders, apart from the information required by article 518 of the Spanish Companies Act or any other legal provision, the Articles of Association and these Regulations, the Company shall publish permanently on its corporate website the full text of any resolution proposals submitted to the General Meeting, the documentation that shall also be submitted to the General Meeting and, in particular, any reports required by law or issued by the Board of Directors, and any reasoned proposals for resolutions on matters already included, or to be included, in the agenda of the General Meeting of shareholders that may be submitted by shareholders, as provided by applicable laws and regulations.*
2. *Furthermore, from the date of publication of the notice, any information considered useful or appropriate to encourage shareholder attendance and participation at the General Meeting shall be published on the Company’s corporate website, including the following:*
 - (i) *How to obtain the attendance card.*
 - (ii) *How to vote or appoint a proxy remotely by the means indicated, as the case may be, in the call notice and the forms that must be used for these purposes.*
 - (iii) *The venue of the General Meeting of shareholders and how to get there.*
 - (iv) *Any systems or procedures for following the General Meeting of shareholders.*
 - (v) *How shareholders may exercise their right to information.*

- (vi) Where the General Meeting of shareholders must deliberate on the appointment, re-election or ratification (in case of co-optation) of directors, from the date of publication of the notice, the following information about the directors shall also be published and kept up to date on the Company's corporate web site:
 - a) Professional experience and background.*
 - b) Other boards of directors of which they are members, whether of listed or unlisted companies.*
 - c) An indication of the category of director to which they belong and, in the case of proprietary directors, the shareholder they represent or to which they are related.*
 - d) The date of their first appointment as director of the Company and of subsequent appointments.*
 - e) Any shares and options on shares of the Company held by them.*
 - f) A report by the Board of Directors assessing the competence, experience and merits of the proposed candidate and, where applicable, the report of the Appointments and Remuneration Committee.**
 - (vii) Any supplement to the notice of the General Meeting of shareholders.*
 - (viii) The total number of shares and voting rights outstanding in the date of the call, differentiating the different types of shares, where appropriate.*
- 3. The Company shall send to its shareholders, either directly or indirectly through the third parties appointed by such shareholders, the central securities depository or the intermediary entity, a notice indicating where they can find the information necessary to enable them to exercise the rights deriving from their shares, under the terms provided for in the applicable regulations."*

D. Amendment of Articles 11, 24, 26 and 31 of Title IV.

It is proposed to incorporate in new sections 11.5 to 11.8 the possibility of holding exclusively telematic General Meetings, in accordance with the provisions of Articles 182 bis and 521.3 of Capital Companies Act. Its wording will be as follows:

“Article 11. Right to attend

1. *Shareholders have the right to attend the General Meeting of shareholders however many shares they hold, provided the shares are registered in their name in the appropriate register of shares at least five calendar days before the day of the meeting.*

All shareholders, whatever the number of shares they hold, will have the right vote remotely, provided the shares are registered in their name in the appropriate register of shares at least five calendar days before the day of the voting.

2. *Additionally, in order to attend the General Meeting of shareholders, shareholders must have the appropriate attendance card, a certificate issued by the appropriate registrar or a legal document certifying that they are shareholders.*

The attendance cards shall be issued, at the Company’s request, in the shareholder’s name, either directly by the Company itself or by the registrars, and may be used by shareholders to appoint a proxy for the General Meeting of shareholders in question. The Company may prescribe the format of the attendance card to be issued by the registrars in the shareholders’ name, so as to ensure that the cards are uniform and include a barcode or other machine-readable code to facilitate the keeping of computer records of attendance, and also the formula to be used for proxy appointments.

3. *Shareholders who attend the General Meeting of shareholders in person or by proxy at the place and on the day of the meeting shall present their attendance card, as provided in these Regulations.*

4. *Shareholders who wish to vote remotely shall prove their identity and shareholder status in the manner specified by the Board of Directors in the notice of meeting.*

5. *In addition, the General Meeting may be called to be held exclusively by telematic means, without the physical attendance of the shareholders or their representatives. In all matters not expressly provided for, the telematic meeting shall be governed by the provisions of these Regulations for face-to-face meetings, adapting to the special features deriving from this form of meeting.*

6. *The holding of the Meeting exclusively by telematic means shall be subject in all cases to the identity and legitimacy of the shareholders and their representatives being duly guaranteed and to all those attending being able to effectively participate in the meeting through the appropriate*

means of remote communication, such as audio or video, complemented by the possibility of written messages during the course of the Meeting, both to exercise in real time the rights of intervention, information, proposal and vote that correspond to them, and to follow the interventions of the other attendees through the aforementioned means.

7. *The members of the Board of Directors may attend the Meeting by means of a telematic connection or, as the case may be, from the place where the Meeting is being retransmitted.*
8. *The notice of call shall inform the shareholders of the formalities and procedures to be followed for the registration and preparation of the list of attendees, for the exercise of their rights and for the proper recording in the minutes of the proceedings of the Meeting.”*

With regard to Article 24, a general reference to shareholders who, if applicable, attend the Meeting by telematic means, in accordance with the provisions of Article 182 of the LSC, is included. Its wording will be as follows:

“Article 24. Right of information during the General Meeting

1. *When invited to speak, shareholders may request any information or clarifications they consider appropriate about the items on the agenda, the publicly available information provided by the Company to the CNMV since the last General Meeting of shareholders or the external auditors’ report. To do this, they must first have identified themselves as provided in article 22 above. Shareholders who, if applicable, attend by telematic means may request such information or clarifications as they deem appropriate regarding the matters set forth above under the terms provided in the notice of call in accordance with the applicable regulations. The answers to the shareholders or their representatives who, attending telematically, exercise their right to information during the Meeting will be given during the meeting itself or in writing during the seven days following the end of the Meeting.*
2. *The directors shall be obliged to provide the information requested as described in the preceding paragraph in the form and within the time prescribed by applicable laws and regulations, except in the cases and with the requirements of article 9 of these Regulations, which are also applicable in this case.*
3. *The requested information or clarification shall be provided by the Chairman or, at the Chairman’s instruction, by the CEO, if there is one, the Chairmen of the Board committees, the Secretary or*

Deputy Secretary, any director or, where appropriate, any employee or expert in the matter at hand. In each case, depending on the information or clarification requested, the Chairman shall determine whether the proper functioning of the General Meeting of shareholders is best served by providing the responses individually or grouped by subject matter.

- 4. If a shareholder's right to information cannot be satisfied during the General Meeting, the directors shall provide the requested information in writing within seven calendar days of the close of the General Meeting in question. Responses provided by the directors in writing shall be posted on the Company's corporate website."*

With regard to article 26, a section is added relating to the confirmation by the Company of the receipt and recording of the vote cast by the shareholder in accordance with the new article 527 bis LSC. Its wording would be as follows:

"Article 26. Voting by means of distance communication

- 1. Shareholders who have the right to attend General Meetings may vote on the items on the agenda of any kind of General Meeting of shareholders using the following means of distance communication:*
 - a) By postal correspondence, sending the duly completed and signed attendance and voting card issued by the registrar or registrars to the Company, or by any other written medium which, in the judgment of the Board of Directors recorded in a resolution previously adopted for that purpose and duly published, allows the identity of the shareholder who wishes to exercise the right to vote to be verified.*
 - b) By such other means of distance communication as the Board of Directors shall determine on the occasion of the notice of each General Meeting of shareholders, provided the document exercising the voting right includes mechanisms which the Board of Directors, pursuant to a resolution previously adopted for that purpose and duly published, considers sufficient to authenticate and identify the shareholder who wishes to exercise the right to vote.*
- 2. A vote cast using means of distance communication shall only be valid if it is received by the Company before 23:59 of the day immediately before the day set for the meeting on first call. The*

This document is a translation of an original text in Spanish. In case of any discrepancy between both texts, the Spanish version will prevail.

- Board of Directors may set a shorter period for receipt of votes cast using means of distance communication.*
- 3. Shareholders who vote using means of distance communication as provided in this article shall be considered present for the purpose of constituting the General Meeting of shareholders in question. Consequently, any proxies appointed previously shall be deemed to be revoked and any proxies appointed subsequently shall be deemed not to have been appointed.*
 - 4. The votes cast using means of distance communication referred to in this article shall have no effect if:
 - a) They are subsequently expressly revoked using the same means used to cast the vote and within the time set for voting.*
 - b) The shareholder who casted the vote, or the representative of the legal-person shareholder, attends the meeting in person.*
 - c) The shares that carry the right to vote are transferred and the Company receives notice of the transfer no less than five calendar days before the day of the General Meeting of shareholders.**
 - 5. When the vote has been cast by electronic means, the Company shall send the shareholder issuing the vote an electronic confirmation of the receipt of his vote. Notwithstanding the foregoing, within one month from the date of the General Meeting, the shareholder or its representative and the ultimate beneficiary may request from the Company a confirmation that the votes corresponding to its shares have been correctly recorded and accounted for by the Company, unless it already has this information. The Company must send this confirmation within the period established in the applicable regulations.*
 - 6. The Board of Directors has authority to develop the above provisions and establish such rules, means and procedures as are appropriate to the current state of technology, so as to allow shareholders to vote and appoint proxies by electronic means, in accordance with the laws and regulations on electronic communications and the provisions of the Articles of Association and these Regulations. Said means and procedures shall be published on the Company's corporate website. The Board of Directors shall take the necessary measures to verify that any person who*

voted or appointed a proxy by postal mail or electronic communication is authorised to do so, under the Articles of Association and these Regulations.”

With regard to Article 31, it is proposed to complete Article 31 with the provisions of Article 521.3.b) LSC, according to which if the General Meeting of listed companies is held exclusively by telematic means, the minutes of the meeting must be drawn up by a notary public. Its wording would be as follows:

“Article 31. Minutes of the General Meeting of shareholders

1. *The resolutions of the General Meeting of shareholders shall be recorded in minutes, which shall be set down or transcribed in the book of minutes kept for that purpose. The minutes may be approved at the end of the same General Meeting of shareholders or, within the time specified in the laws and regulations applicable to the Company, by the Chairman and two representatives, one representing the majority and the other, the minority.*
2. *The minutes approved in either of these ways shall be effective from the date of approval.*
3. *The Board of Directors may request the presence of a notary to keep a record of the General Meeting of shareholders and shall be obliged to do so if requested, at least five calendar days before the day set for the meeting, by shareholders representing at least one percent of the share capital. Likewise, in the event that the General Meeting of the Company is held exclusively by telematic means, the minutes of the meeting shall be drawn up by a Notary Public.*
4. *The notarial record shall be considered to be the minutes of the General Meeting of shareholders and shall not require approval by the meeting”.*

ITEM THIRTEEN ON THE AGENDA

Review and, where appropriate, approval of the maximum annual amount for the remuneration of the members of the Board of Directors of Neinor Homes, S.A. in their capacity as such for the year to end 31 December 2022

Approve the maximum annual amount for the remuneration of the members of the Board of Directors in their capacity as such of 1,500,000 euros for the year to end on 31 December 2022, amount to remain in force until the General Meeting approves its amendment.

The Board of Directors may distribute this amount amongst its members, taking into consideration the duties and responsibilities of each director, their membership to the Committees of the Board and any other objective circumstances it considers relevant.

ITEM FOURTEEN 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 2025.

According to the report of the Appointments and Remuneration Committee on the amendment of the Directors Remuneration Policy that has been made available to the General Shareholders' Meeting as from the publication of its notice, and which rationale are shared and endorsed by the Board as made by itself, approve, in accordance with the provisions of article 529 *novodecies* of the consolidated text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010 of 2 July, as proposed by the Board of Directors and following a favorable report by the Appointments and Remuneration Committee, 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, and which replaces the remuneration policy approved by the General Shareholders Meeting on 1 April 2020.

This new policy will apply from the date of its approval and for the following three financial years (2023, 2024 and 2025), unless the General Meeting resolves to amend or replace it while it is in force.

ITEM FIFTEEN 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 Law, 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 Law.

Delegate to the Board of Directors, as broadly as may be required by law and in accordance with article 297.1.b) of the consolidated text of the Spanish companies law approved by Royal Legislative Decree 1/2010 of 2 July (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 399.943.210 euros).

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 Bylaws dealing with 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:

- (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 or the exclusion from trading of the shares, with the same formalities as the application for admission and with strict compliance of the applicable securities markets regulation.
- (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

Lastly, it is also proposed that decision Seven adopted by the sole shareholder at the time on 6 March 2017, by which the Board of Directors was authorized to increase share capital of the Company, be revoked.

ITEM SIXTEEN ON THE AGENDA

Review and, where appropriate, approval of a delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, which may be exchanged and/or converted into the Company's shares, as well as warrants or other similar securities that may give the direct or indirect right to the subscription or acquisition of shares in the Company or other companies, whether or not in its Group, for a maximum period of five years and for a total amount of 500,000,000 euros; and if necessary, the power to increase the share capital by the necessary amount with the attribution of the power to exclude pre-emptive rights up to the limit of 20% of the share capital, and an authorization so that the Company may guarantee fixed-income issuance by subsidiaries

Delegate to the Board of Directors, pursuant to the general regime on the issuance of debentures and in accordance with the provisions of articles 286, 297, 417 and 511 of the consolidated text of the Spanish companies law approved by Royal Legislative Decree 1/2010 of 2 July (the "LSC"), 319 of the Regulation of the Commercial Registry and 11 of the Articles of Association the powers to issue bonds, debentures and other securities of a similar nature, which may be converted (including contingently) into the newly issued Company shares and/or exchangeable (including contingently) into outstanding shares in the Company or other companies, whether of its Group or not, as well as notes, preference shares, warrants and other similar securities that may directly or indirectly entitle the holder to subscribe new shares or to acquire outstanding shares of the Company or other companies, whether of its Group or not, and any other securities that may entitle to a participation in the profits of the Company.

It is hereby stated that the corresponding Board of Directors' report justifying the proposed delegation to for issuance of securities has been made available to shareholders.

It is also proposed that decision Eight adopted by the sole shareholder of the Company at the time on 6 March 2017, authorizing the Board of Directors of the company to issue bonds, debentures and other fixed-income securities convertible and/or exchangeable into shares, warrants, notes and preference shares be revoked.

1. Terms of the delegation

- (i) The issuance of the securities subject to this delegation may be carried out on one or more occasions, at any given time, within a maximum period of 5 years as of the date of adoption of this

resolution.

- (ii) The maximum total amount of the issuance or issuances executed under this delegation shall be 500,000,000 euros or the equivalent in another currency.

In the case of warrants, for calculating the mentioned total maximum amount, the sum of premiums and exercise prices of the warrants of issuances agreed to under the present delegation shall be taken into account.

- (iii) The issuances executed under this delegation may be offered to any investor, domestic or foreign.
- (iv) The delegation of powers agreed to herein shall extend as broadly as may be required by law to the fixing of the terms, regime, aspects and conditions of each issuance. In particular it shall fall with the Board of Directors to determine, as an example and not limited to the following, for each issue, and with express powers to sub-delegate, among others, its amount, always within the quantitative global limit expressed, the place of issue —domestic or foreign— and the currency and, if foreign, its equivalent in euros; the denomination or form, whether they are bonds or debentures, including subordinated ones, warrants (which may be settled by physical delivery of the shares or, as the case may be, by differences) or any other admitted by the law; the date or dates of issue; the number of securities and their face value, which in the case of bonds and convertible/exchangeable securities, shall not be less than the nominal value of the shares; and in the case of warrants and similar securities, the price of issuance and/or premium, the exercise price —which may be fixed or variable— and the procedure, term and other conditions applicable to the exercise of the right to subscription of the underlying shares or, where applicable, the exclusion of such right; the fixed or variable interest rate, dates and coupon payment procedures; the perpetual or amortizable nature of the debt, and in the latter case, the term of amortization and the date or the dates of maturity; guarantees, the repayment rate, premiums and lots; the form of representation, by means of bonds or book entries; antidilution clauses; the subscription system; the range of securities and any subordination clauses; the legislation applicable to issuance; when applicable, request admission to trading in regulated or not regulated secondary markets, whether organized or not, domestic or foreign, of the securities issued with the requisites required in each case by the regulations in force; and, in general, any other condition of issuance, as well as, where appropriate, appoint the commissioner and approve the fundamental rules that are to govern the legal relations between the Company and the syndicate of holders of the securities issued, should

the constitution of said syndicate prove necessary or be decided upon.

Likewise, the Board of Directors is authorized, when it deems appropriate, and subject, if applicable, to obtaining the necessary authorizations and conformity of the assemblies of the relevant syndicates of holders of securities, to change the conditions of the amortization of the securities issued and their respective term, and the rate of interest which, if applicable, accrued by those within each of the issuances carried out under this authorization

(v) In the case of the issuance of convertible debentures or bonds, and for the purposes of determining the bases and modalities of conversion, it is agreed to establish the following criteria:

(a) Convertible and/or exchangeable bonds and debentures:

- The securities that are issued under this agreement will be convertible (including contingently) into newly issued shares of the Company and/or exchangeable (including contingently) into outstanding shares in the Company or other companies, whether or not of its Group, according to a conversion ratio which is fixed (determined or is determinable) or variable, which the Board of Directors will be empowered to determine whether they are convertible and/or exchangeable as well as to determine if they are necessarily, voluntarily or contingently convertible and/or exchangeable, and in the case of being voluntarily convertible and/or exchangeable, at the option of their holder or of the issuer, with the frequency and for the period that is established in the issuance agreement. Nevertheless, the conversion of securities must be executed in a 10 year period. This maximum term will not be applicable to the securities with a perpetual character which are convertible.
- The Board may also establish, in the event that the issue is convertible and exchangeable, that the issuer reserves the right to choose at any given time between conversion into new shares or their exchange for outstanding shares of the Company or other companies, whether or not of its Group, specifying the nature of the shares to be delivered at the time of conversion or exchange, or to choose to deliver a combination of newly issued shares and outstanding shares of the Company or other companies, whether or not of its Group, and even to settle the difference in cash. In any event, the issuer must respect the equal treatment of all

holders of fixed-income securities that it converts and/or exchanges on the same date.

- For the purpose of conversion and/or exchange, the securities will be valued at their nominal amount and shares in the Company or other companies, whether of its Group or not, at a fixed conversion rate (determined o determinable), specified in the Board of Directors resolution adopted in exercise of this authorization, based on the market price of the Company's shares on the date(s) or in the period(s) taken as a reference in that resolution, with or without discount or premium, the Board of Directors being able to decide the criteria for conversion and/or exchange it considers most appropriate.
- The Board of Directors may also resolve to issue convertible and/or exchangeable securities with a variable conversion and/or exchange ratio where the price may include a premium or, as the case may be, a discount on the price per share resulting from the established criteria. The premium or discount may be different for each date of conversion and/or exchange of each issue (or, where applicable, for each tranche of an issue).
- When the conversion and/or exchange takes place, any fractions of shares to be delivered to the holder of the securities will be rounded down to the nearest whole number and each holder will receive the difference in cash.
- Under no circumstances, will the value of the share for the purpose of determining the ratio of conversion of securities into shares be less than the nominal value of the share. Likewise, in accordance with article 415 of the LSC, securities must not be converted into shares when the nominal value of the fixed-income securities is less than that of the shares.
- At the time of approval of an issuance of convertible and/or exchangeable debentures or bonds under the authorization granted in this resolution, the Board of Directors will issue a report determining and specifying the basis and procedures of conversion applicable to the securities in question, based on the criteria set out above. This report will be accompanied by the auditor's report referred to in article

414 of the LSC.

- (b) Warrants and other similar securities that may directly or indirectly entitle the holder to subscribe or acquire shares in the Company, whether newly issued or outstanding.

In the case of the issue of warrants, to which by analogy the provisions of the LSC for convertible debentures for the determination of the bases and modalities of their exercise shall apply, the Board of Directors is empowered to determine, in the broadest terms, the criteria applicable to the exercise of the rights of subscription or acquisition of shares of the Company, derived from the securities of this kind issued under the delegation granted hereby, the criteria set out before for convertible and/or exchangeable bonds and debentures, with the necessary adjustments in order to make them compatible with the legal and financial regime governing such securities.

- (vi) The holders of convertible and/or exchangeable securities and warrants shall have all the rights recognized by the legislation in force, as long as the conversion and/or exchange into shares thereof is possible.
- (vii) This authorization to the Board of Directors also includes, without limitation, the delegation, in its favor, of the following powers:
 - (a) The authority to increase the capital by the amount required to attend to the requests of conversion and/or exercise of the right to subscribe for shares, in accordance with article 297.1.b) of the LSC. Said authority may only be exercised to the extent that the Board, adding the capital increased to meet the issuance of convertible debentures, warrants and other equivalent securities and the remaining capital increases that may have been agreed to under the authorizations granted by the this General Meeting, does not exceed the limit of half of the amount of share capital as per the LSC.

This authorization to increase the capital includes that of issuing and putting into circulation, on one or more occasions, shares representative of the share capital that are necessary to carry out the conversion and/or exercise of the right of subscription of shares, as well as that of amendment of the article of the Articles of Association concerning the amount of capital and shares and, where appropriate, cancelling the part of such capital increase that has not proved necessary for the conversion and/or exercise of the right of

subscription for shares.

- (b) The power to exclude in whole or in part, under the provisions of article 511 of the LSC, in relation to article 417 of said Law, the preemptive subscription rights of shareholders, with a limit of 20% of the shares comprising the share capital at the moment of this authorization, so long as this is required to raise financial resources in domestic or international markets or it is in the Company's interest.

In any case, if the Board of Directors were to decide to exclude the pre-emptive subscription rights of shareholders in relation to a concrete issuance of convertible debentures or bonds, warrants and other equivalent securities to these which it may decide to carry out under the present authorization, it shall issue, at the time of approving the issuance and pursuant to the applicable legislation, a report detailing the specific reasons of company interest that justify such measure, which will be the object of the report by an auditor, different from the Company's auditor, appointed by the Commercial Registry, as referred to in articles 414, 417 and 511 of the LSC, where appropriate and specifically when the amount of the issue is higher than 20% of the Company's share capital. These reports will be made available to the shareholders and reported to the first General Meeting held after the issuance agreement.

- (c) The authority to develop and specify the bases and modalities of conversion, exchange and/or exercise of the rights of subscription and/or acquisition of shares, resulting from the issued securities, in accordance with the criteria set out before.
 - (d) The authority to guarantee, in the name of the Company, within the aforementioned limits, new fixed-income issuance convertible and/or exchangeable or warrants, carried out, while this resolution is in force, by its subsidiaries.
- (viii) The delegation to the Board of Directors comprises the broadest powers which are necessary in law for the interpretation, application, implementation and development of the agreements to issue securities that are convertible or exchangeable into shares of the Company, on one or more occasions, and corresponding capital increase, where applicable, also granting it powers to rectify and complement them in all that were necessary, as well as for the fulfilment of all legally required requisites, it being possible to rectify omissions or defects of such agreements, indicated by

whichever authorities, officials or bodies, domestic or foreign, also being empowered to adopt as many agreements and grant as many public or private documents considered necessary or convenient for the adaptation of the previous agreements of the issuance of convertible or exchangeable securities and the corresponding increase of capital to the verbal or written qualification of the Commercial Registry or, in general, of any other competent domestic or foreign authorities, officials or institutions.

2. Admission to trading

The Board of Directors is empowered, as broadly as necessary in the law, to carry out the procedures and actions necessary for admission to trading of the securities before the competent authorities of the different domestic or foreign securities markets.

In particular, but not limited to the following, the Board of Directors may:

- (i) Apply, where appropriate, to trading on regulated or not regulated secondary markets, whether regulated or not, in Spain or abroad, of the securities issued by the Company pursuant to this delegation.
- (ii) Apply, where appropriate, for the exclusion from trading of the securities, with the same formalities as the application for admission and with strict compliance of the applicable regulation of the stock markets. In such cases, the Board of Directors will guarantee the interests of shareholders or bondholders who oppose or do not vote on the resolution as provided for in the applicable law.
- (iii) Adopt the resolutions as it deems necessary or advisable in order to redeem or convert the securities representing debentures, bonds or securities issued by the Company into book entries, when so required so that such securities may be admitted to trading and, once admitted, remain admitted to trading on regulated or not regulated secondary markets, organized or otherwise, granting for such purpose such public or private documents as may be required.

It is also hereby stated that the Company submits to the existing rules, or any rules that may be issued in the future, on the stock markets, in particular, any rules on trading, holding periods and delisting.



This document is a translation of an original text in Spanish. In case of any discrepancy between both texts, the Spanish version will prevail.

3. Power to sub-delegate

The Board of Directors is empowered to sub-delegate the powers referred to in this resolution to any member of the Board of Directors or any other person it deems appropriate, the powers of development, implementation, execution, interpretation and correction of the agreements referred to in this agreement.

ITEM SEVENTEEN 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 Companies Register, the Property Register, the Spanish Patent Office or, where appropriate, the territorial registers of associations and foundations of the regional governments that correspond to any of them, as well as, in particular, to carry out the necessary deposit of accounts in the Companies Register.
- (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 Shareholders Meeting.
- (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 Shareholders Meeting.

ITEM EIGHTEEN ON THE AGENDA

Consultative vote on the annual report on the remuneration of directors for the financial year ended 31 December 2021

Give advisory approval to the Annual Report on the Remuneration of Board Members corresponding to the year ended on 31 December 2021, whose complete text was made available for shareholders together with the rest of the documentation relating to the General Shareholders Meeting on the publication date of the announcement of the calling of the General Shareholders Meeting.