

**REPORT ISSUED BY THE BOARD OF DIRECTORS OF NEINOR HOMES, S.A. IN RELATION  
TO THE PROPOSAL FOR THE RE-ELECTION OF MR. ANDREA SEGAL AS INDEPENDENT  
EXTERNAL DIRECTOR OF THE COMPANY**

**1. INTRODUCTION**

This report is issued by the Board of Directors of Neinor Homes, S.A. (the "**Company**"), in accordance with items four and five of article 529 *decies* of the consolidated text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010 of 2 July ("**Spanish Companies Law**"), and its purpose is to justify the proposal for the re-election of Mr. Andreas Segal as independent director of the Company to be submitted for approval at the Ordinary General Shareholders Meeting of the Company that will be called for 12 April 2022 and 13 April 2022, on first and second call, respectively, under item Ten of its agenda.

In accordance with items four and five of article 529 *decies* of the Spanish Companies Law, the proposal for the appointment or re-election of members of the board of directors who are considered independent directors is the responsibility of the Appointments and Remuneration Committee. Also, such proposal must be accompanied by a justifying report from the Board of Directors assessing the competence, experience and merits of the proposed candidate.

By virtue of the foregoing, and taking into consideration the proposal of the Board of Directors to propose the re-election of Mr. Andreas Segal as independent director of the Company, this report is drafted in order to (i) justify its proposal; and (ii) assess the competence, experience and merits of the proposed candidate for the office of independent director, all in accordance with items four and five of article 529 *decies* of the Spanish Companies Law.

For the purposes of article 518.e) of the Spanish Companies Law, it is also stated that this report contains information on the identity, curriculum and category to which the proposed candidate belongs.

Consequently, the Board of Directors issues this report on the re-election of Mr. Andreas Segal as independent director of the Company and sets forth the valuation of his competence, experience and merits in view of the proposal by the Appointments and Remuneration Committee attached as **Annex** to this report.

## **2. ASSESSMENT OF THE COMPETENCE, EXPERIENCES AND MERITS OF THE PROPOSED CANDIDATE**

The competence, experience and merits of Mr. Andreas Segal are inferred from his curriculum vitae, which indicates his suitability for the office of independent director.

Mr. Segal has over 20 years of experience in the real estate sector. He was a member of the board of directors of several listed real estate companies, amongst others, BUWOG Group, Deutsche Wohnen and GSW Immobilien.

Mr. Segal holds a bachelor's degree in Business Economics from University of Berlin FU (Germany) and also holds a law degree. He also holds an Advanced Management Program from Harvard Business School (Boston, USA).

Mr. Segal is currently an independent director of the Board of Directors and a member of the Land Investment Committee.

## **3. OTHER BOARDS OF DIRECTORS OF WHICH HE IS A MEMBER**

At present, Mr. Segal is chairman of the Supervisory Board of Domicil Real Estate, A.G.

## **4. RATIONALE FOR THE PROPOSAL OF THE BOARD OF DIRECTORS**

The Board of Directors considers that in order for an independent director of the Company to adequately perform his duties, he must adequately combine: (i) broad knowledge of the real estate sector; (ii) extensive experience in companies related to the aforementioned sector; and (iii) recognised prestige and integrity.

Likewise, it is hereby stated that, in accordance with the provisions of the Company's policy for selection of directors, the Board of Directors has assessed the honourability, solvency and competence of the candidate for re-election, as well as his qualifications, education, availability, commitment to perform his duties and knowledge of Spanish and English. Moreover, Mr. Segal does not meet any of the conditions that would disqualify him from being re-elected as a director, as provided for in the Company's policy for selection of directors.

The Board has valued his integrity, conduct and professional career, which it considers to be in line with the principles set forth in the Company's Code of Ethics, as it has been appreciated during the time that Mr. Segal has held the position of director of the Company.

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Mr. Andreas Segal's professional career and curriculum vitae, as well as the role he has played in the Company since his appointment, demonstrate he has the competence, experience and merits to hold the office of independent director of the Company.

The above, as well as the reasons indicated in by the Appointments and Remuneration Committee in the proposal for re-election (which this body endorses), implies that the Board of Directors considers that the re-election of Mr. Andreas Segal as independent director of the Company is justified and convenient, in the belief that he holds the adequate competence, experience and merits to perform his duties.

## **5. CATEGORY**

Mr. Andreas Segal has been proposed for his re-election in view of his personal and professional qualities and can carry out his duties without being conditioned by his relationship with the Company, its significant shareholders or its directors. Consequently, he will be considered as an independent director, according to the information he has provided to the Company, as he meets the requirements set out in item 4 of article 529 *duodecies* of the Spanish Companies Law.

## **6. CONCLUSIONS**

In view of the foregoing, the Board of Directors considers the proposal issued by the Appointments and Remuneration Committee for the re-election of Mr. Andreas Segal as independent director of the Company for the statutory three year period is justified and convenient.

Consequently, the Board of Directors proposes his re-election as a director, with the category of independent, to the Ordinary General Shareholders Meeting to be called for 12 April 2022 and 13 April 2022 on first and second call, respectively.

## **7. RESOLUTION PROPOSAL**

The resolution proposal submitted for approval by the Ordinary General Shareholders Meeting of the Company is as follows:

***“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*

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*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".*

Bilbao, 23 February 2022

## **ANNEX**

### **PROPOSAL AND REPORT ISSUED BY THE APPOINTMENTS AND REMUNERATION COMMITTEE OF NEINOR HOMES, S.A. IN RELATION TO THE RE-ELECTION OF MR. ANDREA SEGAL AS INDEPENDENT EXTERNAL DIRECTOR OF THE COMPANY**

This proposal is issued in accordance with article 529 *decies* of the Spanish Companies Law and its purpose is to justify the proposal for the re-election of Mr. Andreas Segal as independent external director of the Company for the statutory period of three years, and is to be submitted for approval at the Ordinary General Shareholders Meeting of the Company.

In accordance with said article of the Spanish Companies Law, the Appointments and Remuneration Committee will propose the election and re-election of independent directors.

The director's report is set out below:

Mr. Segal has over 20 years of experience in the real estate sector. He was a member of the board of directors of several listed real estate companies, amongst others, BUWOG Group, Deutsche Wohnen and GSW Immobilien.

Mr. Segal holds a bachelor's degree in Business Economics from University of Berlin FU (Germany) and also holds a law degree. He also has an Advanced Management Program from Harvard Business School (Boston, USA).

Mr. Segal is currently an independent external director of the Board of Directors and a member of the Land Investment Committee.

It has been verified that, in accordance with the information provided by Mr. Segal, he does not exceed the maximum number of boards of directors of which he may be a member, in accordance with article 34.2 of the Regulation of the Board of Directors.

Finally, with regard to his category, this Commission considers that Mr. Andreas Segal meets the requirements established in item 4 of article 529 *duodecies* of the Spanish Companies Law to be considered an independent external director.

In view of the information available to the Company, the Appointments and Remuneration Committee considers Mr. Andreas Segal holds the appropriate knowledge to perform his duties. In consequence, it

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is considered that Mr. Andreas Segal holds the appropriate competence, experience and merits to hold the office of independent external director of the Company.

Therefore, the Appointments and Remuneration Committee proposes to the Board of Directors the re-election of Mr. Andreas Segal for the statutory period as director with the category of “independent external director” by the General Shareholders Meeting.