



**LAND INVESTMENT COMMITTEE CHARTER  
OF NEINOR HOMES, S.A.**

April 13, 2022

**NEINOR HOMES, S.A. (THE “COMPANY”)**  
**LAND INVESTMENT COMMISSION CHARTER**

**1. MEMBERSHIP**

- 1.1. The Commission shall be made up of at least three and a maximum of seven members.

Members of the Commission shall be appointed by the board of directors of the Company (the “**Board**”), on the recommendation of the Appointments and Remuneration Commission in consultation with the Chairman of the Land Investment Commission.

- 1.2. A majority of the members of the Commission shall be non-executive directors. All of the members of the Commission shall have extensive, recent and relevant technical and financial professional experience in the real estate sector and in financial investments, whether security investments or investments in real estate assets.

- 1.3. Only members of the Commission have the right to attend Commission meetings.

However, other directors, employees, other individuals and external advisers may be invited to attend meetings of the Commission on a regular basis and other non members may be invited to attend all or part of any meeting as and when appropriate and necessary. The guests shall be present only for the time necessary for the discussion of the agenda item that justifies their attendance at the meeting and shall leave the meeting once said discussion has been completed and in any case before the relevant voting, and in no case shall they be permanently present at the meeting. Only the members of the Commission shall have the right to vote on the resolutions of the Commission.

- 1.4. Appointments to the Commission shall be for a period of up to three years, extendable by no more than two additional three-year periods, so long as members continue to be members of the Board.

- 1.5. The Board shall appoint the Commission Chairman. In the absence of the Commission Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

## **2. SECRETARY**

The position of Secretary of the Land Investment Commission will be performed by the person appointed by the Board of Directors. The Secretary of the Land Investment Commission may not be a member of such Commission, in which case (i) it will not have the right to vote and (ii) it must not be a member of the Board of Directors. The Secretary of the Land Investment Commission may be different to the Secretary of the Board of Directors.

## **3. QUORUM AND MAJORITIES**

Resolutions shall be passed by simple majority. All of the members of the Commission attending the meeting shall vote on all matters of the agenda except where a conflict of interest might arise in which case the relevant member of the Commission will leave the meeting and will not participate in the discussions or vote on any of the items where he/she might be conflicted.

All the reports that shall be prepared by the Commission and provided to the Board for its consideration prior to the passing on any resolution by the Board shall include an express reference to the compliance with the applicable law of any proposals made by the Commission.

## **4. FREQUENCY OF MEETINGS**

- 4.1. The Commission shall meet at least four times per year and otherwise as required. However, the Commission shall meet when any of its members requests it or when duly called by the Chairman of the Commission.
- 4.2. 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.

## **5. NOTICE OF MEETINGS**

- 5.1. Meetings of the Commission shall be called by the secretary of the Commission at the request of any of its members or at the request of the Chairman of the Board.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Commission, any other person required to attend and all other non-executive

directors, no later than three (3) working days before the date of the meeting. Supporting papers shall be sent to Commission members and to other attendees as appropriate, at the same time.

- 5.3. Notwithstanding the foregoing, meetings of the Commission are considered to be duly convened with no need for prior notice if all its members present in person or by proxy unanimously consent to hold a meeting and agree on the business to be transacted. Similarly, if no director objects, votes of the members of the Commission may be conducted in writing, without a meeting.
- 5.4. The Commission may also meet simultaneously in multiple locations connected by systems that allow the participants to be recognized and identified, allow continuous communication among the participants wherever they are and allow participation and voting, all this in real time. Subject to the foregoing, Commission meetings may take place by means of phone or video conferences, or any other similar means.

Wherever the participants are, for the purposes of the Commission meeting they shall be considered to be attending the same single meeting. The meeting shall be deemed to be held in the place where there is the largest number of members or, in the event of a tie, where the Chairman of the Commission or the person chairing the meeting in the Chairman's place is located.

## **6. MINUTES OF MEETINGS**

- 6.1. The Secretary shall minute the proceedings and decisions of all meetings of the Commission, including recording the names of those present and in attendance and the voting details. As an annex to each of the minutes all the technical documents which provide the background for the relevant decisions shall be attached. The minutes will explicitly refer to each of such documents.
- 6.2. Draft minutes of Commission meetings shall be circulated promptly to all members of the Commission. Once approved, minutes should be circulated to all other members of the Board.

## **7. ANNUAL GENERAL MEETING**

The Commission Chairman may attend, if so requested by shareholders, the annual general meeting to present a report on the Commission's annual activities and answer shareholder questions on the said Commission's activities.

## **8. DUTIES**

The Commission shall carry out the duties below for the Company and its major subsidiary undertakings.

- (a) To define the general investment policies and strategies, investment objectives, standards and limitations applicable to the acquisition and disposition of real estate assets and all other investment policies to which the Company shall abide and, where appropriate, submit any of the foregoing to the Board for its approval;
- (b) To review such strategies and objectives on no less than an annual basis and adopt and approve revisions thereto;
- (c) To evaluate and make a final decision, whether affirmative or negative, regarding the prospective acquisition of any real estate acquisition, real estate development and finance of a real estate acquisition/or development to be made by the Company whether directly or through any group entity as well as to evaluate and make a final decision on the financial feasibility of any such investments and their adequacy to the investment policies of the Company and to all applicable legal provisions.
- (d) To prepare and provide the Board with the relevant reports on all matters analyzed by the Commission especially in all those matters where a resolution by the Board is required under the applicable law;
- (e) To review and monitor the results of the company's investment performance in relation to the investment strategies, objectives, policies, standards and limitations approved by the Commission including, but not limited to, to review the procedures used by the Company to determine that the investments are made in accordance with such investments strategies, objectives, policies, standards and limitations;

- (f) To approve the valuation methodologies to be followed by the Company in the acquisition or disposition of real estate assets or portfolios; and
- (g) Any other which may fall within the scope of the duties entrusted to the Commission.

## **9. REPORTING RESPONSIBILITIES**

- 9.1. The Commission Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities including a review of compliance with legal, regulatory and internal requirements in the evaluation and execution of any investments or dispositions and, generally, in the performance of any actions falling within the scope of the tasks entrusted to the Commission.
- 9.2. The Commission shall inform the Board on any acquisition, investment or disposition of land for property development prior to its execution, when the amount of the transactions is greater than EUR 10,000,000.
- 9.3. The Commission shall generally inform the Board on any other issues on which the Board has requested the Commission's opinion or which, in the Commission's judgment, should be referred to the Board for its acknowledgment.
- 9.4. The Commission shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.5. The Commission shall compile a report on its activities to be included in the Company's annual report. The report should include the detail of all the investments and divestitures carried out by the Company, a brief summary of each of such transactions and the conclusions of the reports of the Commission in connection with each of them.

## **10. OTHER MATTERS**

The Commission shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the Company's secretary or his nominee for assistance as required;

- (b) be provided with appropriate and timely training, both in the form of an induction program for new members and on an on-going basis for all members;
- (c) give due consideration to laws, regulations and any other applicable rules as appropriate;
- (d) work and liaise as necessary with all other Board Commissions; and
- (e) arrange for periodic reviews of its own performance and, at least annually, review its charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board.

## **11. AUTHORITY**

The Commission is authorized to:

- 11.1. seek any information it requires from any employee of the Company in order to perform its duties; and
- 11.2. obtain, at the Company's expense, independent legal, financial or other professional advice on any matter within the scope of its charter;

## **12. APPROVAL, AMENDMENT AND PREVALENCE**

This Charter shall be approved or amended by the Board of Directors at the request of its Chairman, the Commission Chairman, a third of the Directors forming part of the Board or at the request of the Land Investment Commission.

This Charter develops and complements the provisions included in the Company's Articles of Association and the Regulations of the Board of Directors. The Company's Articles of Association and the Regulations of the Board of Directors shall prevail in case of discrepancy with this Charter.