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REPORT ISSUED BY THE BOARD OF DIRECTORS OF NEINOR HOMES, S.A. IN RELATION TO THE PROPOSAL FOR THE APPOINTMENT OF MR. JUAN JOSÉ PEPA AS DIRECTOR OF THE COMPANY SUBMITTED BY STONESHIELD SOUTHERN REAL ESTATE HOLDING II S.À R.L. BY VIRTUE OF THE SUPPLEMENT TO THE NOTICE OF CALL

1. INTRODUCTION

On 4 March 2022, Neinor Homes, S.A. (the “**Company**”) received a notarial notice at its registered office, submitted by Stoneshield Southern Real Estate Holding II S.à r.l. in its capacity as shareholder of the Company, in relation to the Ordinary General Shareholders’ Meeting of the Company to be held on 12 April and on 13 April 2022 on first and second call, respectively.

In accordance with the aforementioned notarial notice and article 519 of the Royal Legislative Decree 1/2010, of 2 July, approving the consolidated text of the Spanish Companies Act (the “**Spanish Companies Act**”), Stoneshield Southern Real Estate Holding II S.à r.l. requested a supplement to the notice calling the Ordinary General Shareholders’ Meeting of the Company to include in its agenda the following item (transcribed verbatim):

“Tenth bis. 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.”

In relation to the foregoing proposal, and taking into consideration the functions assigned to the Appointments and Remunerations Committee, such Committee has issued on this day the mandatory report concerning the proposed appointment of Mr. Juan Pepa, in accordance with the provisions of article 529.6 decies of the Spanish Companies Act.

Likewise, the Board of Directors, in accordance with the provisions of article 529 decies.5 of the Spanish Companies Act, issues this report in relation to the appointment of Mr. Juan Pepa, which as proposed by Stoneshield Southern Real Estate Holding II S.à r.l., is submitted to the approval of the Ordinary General Shareholders’ Meeting of the Company to be held on 12 April and on 13 April 2022 on first and second call, respectively, under item Tenth Bis on its agenda. In light of the foregoing, the Board of Director’s assessment of the competence, experience and merits of Mr. Juan Pepa is included below.

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For the purposes of article 518. e) of the Spanish Companies Act, it is hereby stated that this report contains full details on the identity, curriculum vitae and category to which the candidate proposed by Stoneshield Southern Real Estate Holding II S.à r.l. belongs.

Accordingly, the Board of Directors issues this report in relation to the proposal for the appointment of Mr. Juan Pepa, which contains an assessment of his competence, experience and merits in view of the Appointments and Remuneration Committee's report, which is attached hereto as **Annex I**.

2. PURPOSE OF THE REPORT

2.1 PROFESSIONAL AND BIOGRAPHICAL PROFILE

According to the information provided by Stoneshield Southern Real Estate Holding II S.à r.l., Mr. Juan Pepa is one of the two founding partners of Stoneshield Investment Funds and currently serves as co-managing partner of the firm.

Previously he worked at Lone Star Funds (from 2008 to 2017), where he was appointed partner and was responsible for sourcing, Real Estate underwriting, structuring, and ongoing supervision of over EUR 10 billion of European commercial real estate debt and equity investments.

Since 2008 and until his departure, Mr. Pepa was involved in investments across a diverse pool of assets classes such as office, retail, hotels or industrial and residential assets located in several countries including Spain, Germany, United Kingdom, the Netherlands, France, Belgium and Switzerland. In addition, during his last years at Lone Star, he led the firm's investments in Spain and Portugal.

Prior to joining Lone Star, Mr. Pepa worked at the Global Special Situations Group for Real Estate at Citigroup.

As stated in the supplement request, Mr. Pepa was a director of the Company from 26 May 2015 to 16 November 2020.

Mr. Pepa graduated from the University of San Andrés (Buenos Aires) and holds an MBA from Babson College in Massachusetts.

2.2 ASSESSMENT OF THE PROPOSAL FOR THE PURPOSES OF ARTICLE 529 DECIES OF THE SPANISH COMPANIES ACT

Stoneshield Southern Real Estate Holding II S.à r.l. considers that:

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- (i) the proposed candidate meets the requirements set forth in section 4.2 of the Company's Director Selection Policy, having experience in the sector and more than a sufficient training, availability and qualifications to perform his tasks, with no known blemish on his honourability, solvency or professional competence;
- (ii) the proposed candidate has no conflict of interest and is not subject to any legal prohibition or incompatibility; and
- (iii) the proposed candidate has a significant knowledge of the Company, as he was a director of the Company from 26 May 2015 to 16 November 2020.

Likewise, the Board of Directors considers that the proposal for the appointment of Mr. Pepa as a new proprietary director of the Company, issued by the shareholder Stoneshield Southern Real Estate Holding II S.à r.l., is assessed for the purposes of article 529 decies of the Spanish Companies Act, considering that Stoneshield Southern Real Estate Holding II S.à r.l. currently holds 22.67% of the Company's share capital, allowing for a more proportional representation of the Company's shareholding in the Board of Directors.

In view of the foregoing, the Board of Directors considers that the background and curriculum vitae of Mr. Juan Pepa, as well as the role played in the Company during his previous period as director, confirm that he has the necessary competence, experience and merits to be appointed as director of the Company.

2.3 CATEGORY

The candidate would represent Stoneshield Southern Real Estate Holding II S.à r.l. on the Board of Directors. Therefore, pursuant to applicable regulations, the candidate shall be considered as a proprietary director.

3. CONCLUSIONS

In the light of the foregoing, the Board of Directors issues this report in accordance with article 529 decies of the Spanish Companies Act in relation to the appointment of Mr. Juan Pepa as proprietary director of the Company for the statutory period.



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Furthermore, the Board of Directors states that, in accordance with article 31 of the Company's bylaws, if item Tenth Bis on the Agenda is adopted, the number of directors of the Company will be automatically increased to ten with no need for the General Shareholders' Meeting to pass an express resolution.

ANNEX I

REPORT ISSUED BY THE APPOINTMENTS AND REMUNERATIONS COMMITTEE OF NEINOR HOMES, S.A. IN RELATION TO THE PROPOSAL FOR THE APPOINTMENT OF MR. JUAN JOSÉ PEPA AS DIRECTOR OF THE COMPANY SUBMITTED BY STONESHIELD SOUTHERN REAL ESTATE HOLDING II S.À R.L. BY VIRTUE OF THE SUPPLEMENT TO THE CALL

1. INTRODUCTION

On 4 March 2022, Neinor Homes, S.A. (the “**Company**”) received a notarial notice at its registered office, submitted by Stoneshield Southern Real Estate Holding II S.à r.l. in its capacity as shareholder of the Company, in relation to the Ordinary General Shareholders’ Meeting of the Company to be held on 12 April and on 13 April 2022 on first and second call, respectively.

In accordance with the aforementioned notarial notice and article 519 of the Royal Legislative Decree 1/2010, of 2 July, approving the consolidated text of the Spanish Companies Act (the “**Spanish Companies Act**”), Stoneshield Southern Real Estate Holding II S.à r.l. requested a supplement to the notice calling the Ordinary General Shareholders’ Meeting of the Company to include in its agenda the following item (transcribed verbatim):

“**Tenth bis.** *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.”

In relation to the foregoing proposal, and taking into consideration the functions assigned to the Appointments and Remunerations Committee, this Committee issues this report in accordance with the provisions of article 529.6 decies of the Spanish Companies Act, insofar as the aforementioned article establishes that the proposal for appointment of any non-independent director must be preceded by a report from the Appointments and Remunerations Committee. Furthermore, Technical Guide 1/2019, on Appointments and Remunerations Committees, establishes that the appointments and remunerations committee shall assess the suitability of each candidate, regardless of the category to which the candidate is to be assigned and who submits the proposal.

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Consequently, pursuant to the aforementioned Technical Guide, and having been submitted to the General Shareholders' Meeting a proposal for the appointment of a new proprietary director by the shareholder Stoneshield Southern Real Estate Holding II S.à r.l. by means of a request for a supplement to the notice of call, the Appointments and Remunerations Committee issues this report on the suitability of Mr. Juan Pepa.

2. ASPECTS TAKEN INTO ACCOUNT BY THE APPOINTMENTS AND REMUNERATION COMMITTEE

2.1 PROFESSIONAL AND BIOGRAPHICAL PROFILE

According to the information provided by Stoneshield Southern Real Estate Holding II S.à r.l., Mr. Juan Pepa is one of the two founding partners of Stoneshield Investment Funds and currently serves as co-managing partner of the firm.

Previously he worked at Lone Star Funds (from 2008 to 2017), where he was appointed partner and was responsible for sourcing, Real Estate underwriting, structuring, and ongoing supervision of over EUR 10 billion of European commercial real estate debt and equity investments.

Since 2008 and until his departure, Mr. Pepa was involved in investments across a diverse pool of assets classes such as office, retail, hotels or industrial and residential assets located in several countries including Spain, Germany, United Kingdom, the Netherlands, France, Belgium and Switzerland. In addition, during his last years at Lone Star, he led the firm's investments in Spain and Portugal.

Prior to joining Lone Star, Mr. Pepa worked at the Global Special Situations Group for Real Estate at Citigroup.

As stated in the supplement request, Mr. Pepa was a director of the Company from 26 May 2015 to 16 November 2020.

Mr. Pepa graduated from the University of San Andrés (Buenos Aires) and holds an MBA from Babson College in Massachusetts.

2.2 JUSTIFICATION INCLUDED IN THE SUPPLEMENT REQUEST

Stoneshield Southern Real Estate Holding II S.à r.l. considers that:

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- (i) the proposed candidate meets the requirements set forth in section 4.2 of the Company's Director Selection Policy, having experience in the sector and more than a sufficient training, availability and qualifications to perform his tasks, with no known blemish on his honourability, solvency or professional competence;
- (ii) the proposed candidate has no conflict of interest and is not subject to any legal prohibition or incompatibility; and
- (iii) the proposed candidate has a significant knowledge of the Company, as he was a director of the Company from 26 May 2015 to 16 November 2020.

According to the Company's Director Selection Policy, the Appointments and Remunerations Committee has ascertained, insofar as possible, that he is not involved in any incompatibility or prohibition foreseen by law or in the corporate governance system —without prejudice to a case by case assessment of potential conflicts of interests—.

In the light of the foregoing, the Appointments and Remunerations Committee considers that the competence, experience and merits of the candidate have been properly stated, in accordance with applicable legal and regulatory provisions, and, consequently, the Committee issues this report regarding the appointment of Mr. Juan Pepa as a proprietary director of the Company for the three-year period foreseen in the bylaws.

2.3 CATEGORY

Mr. Juan Pepa would represent Stoneshield Southern Real Estate Holding II S.à r.l. on the Board of Directors. Therefore, pursuant to applicable regulations, Mr. Juan Pepa shall be considered as a proprietary director.

3. PROPOSED RESOLUTION

At the request of Stoneshield Southern Real Estate Holding II S.à r.l., the following proposed resolution is hereby submitted to the General Shareholders' Meeting:

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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.”

In Bilbao, on [●] March 2022