

SUPPLEMENT TO THE NOTICE CALLING THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF NEINOR HOMES, S.A.

In accordance with the provisions of 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**"), article 18 of the bylaws of Neinor Homes, S.A. (the "**Company**") and article 7 of the Regulations of the General Shareholders' Meeting of the Company, the following addendum to the notice calling the Ordinary General Shareholders' Meeting of the Company, to be held on first call at Bolsa de Bilbao, calle José María Olábarri, 1, 48001 Bilbao, Vizcaya, on 12 April 2022 at 11:00 am and on second call the following day, on 13 April 2022, at the same place and time, according to the notices published on 1 March 2022 in the "*El Mundo*" newspaper, on the Company's corporate website (www.neinorhomes.com) and on the Spanish National Securities Market Commission's website (www.cnmv.es), is published. This addendum to the aforementioned notice has been requested by Stoneshield Southern Real Estate Holding II S.à r.l., a shareholder of the Company holding, as indicated in such request, 22.67% of the share capital of the Company, to include the following item in the Agenda of the Ordinary General Shareholder's Meeting of the Company (verbatim transcription of the request received):

Tenth Bis. Appointment of director

As a result of the inclusion of this new item in the Agenda of the aforementioned Ordinary General Shareholders' Meeting of the Company, the new Agenda is now as follows:

I. Items related to the financial statements and corporate management

- First** 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.
- Second** 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.
- Third** 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.
- Fourth** 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.

II. Items related to application of the individual income

- Fifth** Review and, where appropriate, approval of the proposed application of the individual

income corresponding to the year ended 31 December 2021.

III. Items related to shareholder remuneration

- Sixth** Review and, where appropriate, approval of dividend distribution charged against share premium reserves and other contributions from shareholders.
- Seventh** 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.
- Eighth** 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.

IV. Items related to auditor re-election

- Ninth** 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.

V. Item related to the Board of Directors:

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

VI. Items related to internal regulation

- Eleventh** 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.
- Twelfth** 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.

Thirteenth 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.

Fourteenth 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.

VII. Items related to share capital

Fifteenth 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.

Sixteenth 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.

VIII. Item related to general matters:

Seventeenth 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.

IX. Item related to advisory matters:

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



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

The Board of Directors states that, in accordance with article 31.2 of the Company's bylaws, if item Tenth Bis of the Agenda is passed, 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.

PROXY AND REMOTE VOTING BEFORE THE GENERAL MEETING IS HELD

Shareholders are hereby informed that as of the publication of this addendum to the notice of meeting the Company will make available a new attendance, proxy and remote voting card so that the new item Tenth Bis on the Agenda can be voted on. Shareholders may find the new form of attendance, proxy and remote voting card within the Ordinary General Shareholders' Meeting published on the Company's corporate website (www.neinorhomes.com).

As a consequence of the publication of a new attendance, proxy and remote voting card, it is hereby stated that if the Company receives attendance, proxy and remote voting cards which follow the form originally published with the notice calling the Ordinary General Shareholders' meeting or any other form or format that does not include the new item Tenth Bis of the Agenda, the rules for the interpretation of the intended vote contained in the Regulations of the General Shareholders' Meeting, which are also described in the notice calling the Ordinary General Shareholders' Meeting published on the Company's corporate website (www.neinorhomes.com), as well as in the attendance, proxy and remote voting card, will be followed with regard to such item.

For the avoidance of doubt, in relation to item Tenth Bis on the Agenda and (i) in the event of proxy representation, the proxy shall cast the vote following the instructions given in the proxy; and (ii) in the event of remote voting, the contents of the card shall apply. If no express and unequivocal instructions are given in relation to remote voting, it will be deemed that the shareholder wishes to abstain (in case of representation) or abstains (in case of remote voting) in relation to item Tenth Bis of the agenda, according to articles 13 and 27 of the Regulations of the General Shareholders' Meeting and the rules for the interpretation of the intended vote described in the notice calling the meeting.

Likewise, if the Company had received an attendance, proxy and remote voting card in accordance with the form originally published in the notice calling the Ordinary General Shareholders' Meeting and subsequently receives a new attendance, proxy and remote voting card containing the new item on the Agenda to which this addendum refers, the contents of the second attendance, proxy and remote voting card shall apply, with the first card being considered invalid for all purposes.

RIGHT TO RECEIVE INFORMATION AND AVAILABLE DOCUMENTATION

As from publication of this addendum to the notice calling the General Meeting, the following additional documentation will be made available to the shareholders on the Company's website (www.neinorhomes.com):

- The full text of the proposed resolution to be adopted, where appropriate, by the General Meeting regarding each item on the Agenda, including the new item on the agenda to which this addendum to the notice of meeting refers (transcribed verbatim from the request received).
- The reports issued by the Board of Directors and the Appointments and Remunerations Committee in relation to the new item on the Agenda to which this addendum to the notice of meeting refers.
- The attendance, proxy and remote voting card including the new item on the Agenda.

Likewise, in accordance with articles 272 and 287 of the Spanish Companies Act, any shareholder may examine, at the registered office, and request the delivery, free of charge (which may be by e-mail with acknowledgement of receipt if the shareholder accepts such procedure) of the aforementioned additional documentation.

In Bilbao, on 11 March 2022

The Secretary non-member of the Board of Directors