

**AEDAS HOMES, S.A.**  
**ORDINARY GENERAL SHAREHOLDERS' MEETING 2021**  
**ANNOUNCEMENT OF CALL**

The Board of Directors of Aedas Homes, S.A. (the “**Company**”) has resolved to call an Ordinary General Shareholders’ Meeting, on 18 June 2021, at 13:00 (C.E.T.), on first call, or, if the required quorum is not met, on Monday 21 June 2021, at the same time, on second call. It is expected that the General Shareholders’ Meeting will be held on first call.

Taking into consideration the evolution of the health crisis caused by COVID-19, in order to safeguard the health and safety of the shareholders, employees and other persons involved in the preparation and holding of the Ordinary General Meeting, and pursuant to the provisions of article 3 of Royal Decree-Law 34/2020, of November 17, 2010, on urgent measures to support business solvency and the energy sector, and on tax matters, as amended by Royal Decree-Law 5/2021, of March 12, 2011, on urgent measures to support business solvency and the energy sector, and on tax matters in the wording given by Royal Decree-Law 5/2021, of March 12, on extraordinary measures to support business solvency in response to the COVID-19 pandemic, **the General Meeting shall be held exclusively by telematic means, that is, without physical attendance of shareholders, representatives or guests.**

The Company's telematic attendance system is accompanied by reasonable safeguards to ensure the identity of the subject exercising its voting rights and the possibility is offered to participate in the meeting by any and all of these means: (i) telematic attendance; (ii) proxy (conferred to another person, or in favor of the Chairman, Secretary or Vice Secretary of the Board of Directors, as the case may be, by remote means of communication) and (iii) prior issuance of the remote vote. In order to facilitate its monitoring, the Company will broadcast in real time the development of the Meeting via streaming, through its website ([www.aedashomes.com](http://www.aedashomes.com)).

As provided by law, the General Meeting shall be deemed to be held at the Company's registered office.

**AGENDA**

1. Approval of the individual and consolidated annual accounts corresponding to the financial year ended 31 March 2021

2. Approval of the individual and consolidated management reports corresponding to the financial year ended 31 March 2021
3. Approval of the Board of Directors' management and actions during the financial year ended 31 March 2021
4. Approval of the proposed application of results for the financial year ended 31 March 2021
5. Ratification of the appointment and re-election of Mr. Francisco Javier Martínez-Piqueras Barceló as Independent Director, for the statutory term of three years
6. Acknowledgement of the accession of the Company to a Financing Transaction and the execution by the Company of certain financing documents
7. Approval, in accordance with article 160 (f) of the Spanish Companies Act, of the granting of in rem securities in relation to a Financing Transaction
8. Approval of a share capital reduction through the redemption of 1,160,050 own shares, and subsequent amendment to article 5 of the Bylaws
9. With regard to the following articles of the Bylaws:
  - 9.1. Amendment to article 12 ("Attendance and representation at the General Meeting"), to introduce the possibility of holding the Meeting exclusively by telematic means
  - 9.2. Amendment to article 14 ("Board of Directors. Responsibilities"), to exclude the possibility of legal person directors, and consequently of the Transitional provision
  - 9.3. Amendment to article 17 ("Remuneration"), to adjust it to the new wording of the Spanish Companies Law
10. With regard to the following articles of the Regulations of the General Meeting of the Company:
  - 10.1. Amendment to article 9 ("Call notice"), 18 ("Planning, resources and meeting venue"), 22 ("Shareholder register"), 33 ("Minutes of the General Meeting") and Additional Provision ("Telematic attendance at the General Meeting"), to introduce the possibility of holding the Meeting exclusively by telematic means, to adjust them to the new wording of the Spanish Companies Law and other technical

improvements

- 10.2. Amendment to article 10 (“Information available on the corporate website as from the call date”), to exclude the possibility of legal person directors
- 10.3. Amendment to article 17 (“Representation through financial intermediaries”) and 28 (“Remote voting”), to adjust them to the new wording of the Spanish Companies Law and other technical improvements
11. Delegation of powers to formalize, notarize and implement the resolutions adopted
12. Consultative vote on the annual director remuneration report corresponding to the financial year ended 31 March 2021

## **PARTICIPATION**

All persons holding shares that are registered in their name in the corresponding book-entry register not later than 13 June 2021 if, as expected, the General Shareholders’ Meeting is held on first call (or 16 June 2021 if it is held on second call), may attend (by the means that are determined in the present call notice) the General Shareholders’ Meeting, with the rights to be heard and to vote.

All shareholders having the right to attend may grant a proxy to another person, even if not a shareholder of the Company, or may cast their vote prior to the Meeting via postal delivery of the duly completed proxy and remote voting card to the Company (Paseo de la Castellana 42, 28046, Madrid) or by electronic means through the computer application available at the Company’s website ([www.aedashomes.com](http://www.aedashomes.com)). Electronically granted proxies, or votes cast prior to the Meeting, shall be admitted when they include the legally qualified or advanced electronic signature of the shareholder, provided that they are based on a recognized electronic certificate with respect to which no revocation has been recorded and that (i) said certificate is an Electronic User Certificate issued by the Spanish Public Authority for Certification (*Autoridad Pública de Certificación Española*; CERES) reporting to the Spanish National Mint (*Fábrica Nacional de Moneda y Timbre*) or (ii) it has been included in the Electronic National Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December, governing the issuance of the National Identity Document and its electronic signature certificates. The shareholder shall be required to hold the corresponding certificate issued by the entity responsible for the book-entry register, as applicable, or the document that proves they are a shareholder according to law.

Proxies are always revocable and the attendance (by the means that are determined in the present call notice) of the proxy-granter at the General Shareholders' Meeting shall in all cases have the effect of revoking the proxy. The shareholder's vote shall prevail over the proxy and, therefore, previously issued proxies shall be deemed revoked and those granted subsequently shall be understood not to be made. Attendance to the General Meeting by the shareholder supersedes any previous vote or the proxy.

Proxies and remote votes issued via postal mail or electronic communication must be received by the Company no later than 23:59 (C.E.T.) on 17 June 2021.

If the proxy has been validly granted but instructions are not included therein for the exercise of the vote or doubts arise regarding the recipient or scope of the proxy, the proxy shall be deemed (i) to be granted in favor of the Chairman of the Board of Directors, (ii) to refer to all the items that make up the agenda for the General Shareholders' Meeting, (iii) to require a favorable vote upon all the proposals made by the Board of Directors and (iv) to also extend to the items that may arise in addition to the agenda, with respect to which the proxy-holder shall abstain from voting, unless they have reasons to consider it more favorable to the interests of the proxy-granter to exercise their vote in favor of or against such proposals.

Unless expressly stated and with precise instructions to the contrary from the proxy-granter, if the proxy-holder is in a situation of conflict of interest, the proxy-granter shall be deemed to have also appointed as proxy-holders, jointly and successively, the Chairman of the Board of Directors and, if the latter is in a situation of conflict of interest, the Secretary of the Board of Directors, and, if the latter is in turn in a situation of conflict of interest, the Vice-Secretary of the Board of Directors. For the purposes of the provisions of sections 523 and 526 of the Spanish Companies Act (*Ley de Sociedades de Capital*), notice is given that the Chairman of the Board, as well as any other member of the Board of Directors, may be in a situation of conflict of interest (i) with respect to items 3 ("Approval of the Board of Directors' management and actions during the financial year ended 31 March 2021") and 12 ("Consultative vote on the annual director remuneration report corresponding to the financial year ended 31 March 2021") on the agenda; and (ii) in the circumstances set forth in section 526.1 of the Spanish Companies Act (appointment, re-election or ratification, dismissal, removal or resignation of directors, exercise of a corporate liability action and approval or ratification of transactions between the Company and the director in question) that, if applicable and appropriate, may arise outside the scope of the agenda according to law. Moreover, Mr. Francisco Javier Martínez-Piqueras Barceló may be in a situation of

conflict of interest with respect to item 5° (“Ratification of the appointment and re-election of Mr. Francisco Javier Martínez-Piqueras Barceló as Independent Director, for the statutory term of three years”) on the agenda.

### **TELEMATIC ATTENDANCE**

Pursuant to the provisions of article 3 of Royal Decree-Law 34/2020, of November 17, on urgent measures to support business solvency and the energy sector, and on tax matters as amended by Royal Decree-Law 5/2021, of March 12, on extraordinary measures to support business solvency in response to the COVID-19 pandemic, the General Meeting shall be held exclusively by telematic means, i.e. without physical attendance of shareholders, representatives or guests.

Therefore and with such purpose, shareholders (or their proxies) with the right to attend the General Shareholders’ Meeting may attend exclusively by telematic means, through the use of telematic methods that duly guarantee the identity of the individuals and allow for real time connection with the premises where the General Shareholders’ Meeting will be held. The referred telematic attendance to the General Shareholders’ Meeting will be subject to the provisions of the Bylaws and the Regulations of the General Shareholders’ Meeting for personal attendance, the Law and the following basic rules, which may be complemented and developed by those published on the Company’s website ([www.aedashomes.com](http://www.aedashomes.com)). Telematic attendance at the General Meeting is an additional measure to the different methods already available to the shareholders of the Company to participate in the General Meeting.

In order to guarantee the identity of those attending, the correct exercise of their rights and the adequate development of the meeting, the shareholders who wish to use the mechanisms of telematic attendance must register beforehand through the means enabled for telematic attendance on the Company's website ([www.aedashomes.com](http://www.aedashomes.com)), from 10:00 (C.E.T.) on 14 June 2021 until 23:59 (C.E.T.), inclusive, on 17 June 2021. After this last hour, no prior registration will be accepted for the exercise of the right to telematic attendance. The referred pre-registration requirement shall not be applicable to proxies, to whom the Company –once the status of shareholder of the proxy-granter is verified– will give access to the telematic attendance platform in order for them to connect to it in accordance with the provisions of these rules. In order to verify their identity, shareholders who wish to attend the Shareholders’ Meeting by telematic means must identify themselves in the aforementioned prior registration by means of the legally qualified or advanced electronic signature of the shareholder,

provided that they are based on a recognized electronic certificate with respect to which no revocation has been recorded and that (i) said certificate is an Electronic User Certificate issued by the Spanish Public Authority for Certification (*Autoridad Pública de Certificación Española*; CERES) reporting to the Spanish National Mint (*Fábrica Nacional de Moneda y Timbre*) or (ii) it has been included in the Electronic National Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December, governing the issuance of the National Identity Document and its electronic signature certificates. In addition, in order for the proxy to be able to attend the General Meeting telematically with shares that are not owned by him/her, in the event that the proxy has not been sent to the Company by means of remote communication, the proxy and its identity must be verified by sending the shareholder's proxy card by e-mail ([Junta.Accionistas@aedashomes.com](mailto:Junta.Accionistas@aedashomes.com)), duly completed and signed, together with a copy of the proxy's National Identity Document (D.N.I.) or such other official document in force as is generally accepted for such purposes, until 23:59 (C.E.T.) on 17 June 2021.

Once the shareholder has carried out the prior registration, or the proxy has accredited his/her proxy and identity, in accordance with the indicated means and within the established period, he or she may attend and vote at the General Meeting through telematic means by making the corresponding connection on the day of the meeting.

Specifically, and in order to allow the adequate management of the telematic attendance systems, the shareholder who has previously registered, or the proxy who has accredited his/her proxy and identity, to attend the General Meeting telematically in accordance with the previous paragraphs, must connect themselves in the Company's website ([www.aedashomes.com](http://www.aedashomes.com)), between 10:45 (C.E.T.) and 12:45 (C.E.T.) on 18 June 2021 if, as foreseen, the General Meeting is held on first call (or 21 June 2021 if it is held on second call), and identify themselves as indicated in the instructions. The Company will broadcast in real time the Meeting via streaming through its website ([www.aedashomes.com](http://www.aedashomes.com)).

Shareholders (or proxies) who participate in the General Shareholders' Meeting by means of telematic attendance and who intend to intervene at the meeting and, if appropriate, request information or clarification in writing or ask written questions regarding the issues included in the agenda, regarding the publicly accessible information provided by the Company to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, or CNMV) since the holding of the last General Shareholders' Meeting, and, if applicable, regarding the auditor's report on the individual and consolidated annual accounts and management reports corresponding to the financial year ended 31

March 2021, they must do so in writing and submit their intervention, proposal or question in the form, terms and conditions established on the aforementioned website of the Company, between 10:45 (C.E.T.) and 12:45 (C.E.T.) on 18 June 2022 if, as planned, the General Shareholders' Meeting is held on first call (or 21 June 2021 if it is held on second call). Requests for information or clarification validly made by those attending by telematic means shall be answered in writing to the interested party during the course of the meeting itself or within seven calendar days following the end of the General Shareholders' Meeting.

Shareholders (or proxies) who participate in the General Shareholders' Meeting by means of telematic attendance may vote through the means established for such telematic attendance at the Company's corporate website ([www.aedashomes.com](http://www.aedashomes.com)) on the proposed resolutions corresponding to the items on the agenda from the beginning of the Meeting until the time when the vote is taken. The proposed resolutions corresponding to items not included on the agenda may be voted from the time they are read in order to be voted on until the time the vote is taken. The mechanism for casting votes by telematic means has the due guarantees of identification of the shareholder exercising the right to vote and the security of electronic communications. The rules on voting and adoption of resolutions provided for in the Bylaws and the Regulations of the General Shareholders' Meeting for personal attendance shall apply to shareholders attending the General Meeting by telematic means. Shareholders (or proxies) attending by telematic means who wish to expressly state that they have abandoned the General Meeting so that their vote will not be counted, should do so by sending an electronic communication through the means enabled for telematic attendance on the Company's website ([www.aedashomes.com](http://www.aedashomes.com)).

In relation with telematic attendance, the Company will not be liable for any damage or loss that may be caused to shareholders or proxy in the event that its website is temporarily down, as well as any other failure in the connectivity or any other eventuality of the same or similar nature, beyond the Company's control, without prejudice to the adoption of the measures required by each situation, including the possible temporary suspension or extension of the General Meeting.

It is also recalled that shareholders having the right to attend may grant a proxy to another person, even if not a shareholder of the Company, or cast their vote remotely prior to the Meeting, as mentioned in this announcement of call.

The Company will enable the necessary technical systems to facilitate the attendance of the Chairman and Secretary of the Meeting, of other members of the Board of Directors and the Notary required to take the minutes of the meeting, by audio or video conference. All these measures are consistent with the fulfillment of corporate obligations and fully guarantee the political rights of shareholders.

## **RIGHT TO INFORMATION**

As from this date, all the documentation relating to the General Shareholders' Meeting whose publication is established by law, as well as that which it has been deemed appropriate to make available to the shareholders, may be consulted continuously at the Company's website ([www.aedashomes.com](http://www.aedashomes.com)), including the following: (i) this announcement of the call to meeting; (ii) the full text of the proposed resolutions regarding all the items on the agenda of the call to meeting, together with the legally required reports from directors or independent experts (including the motivated proposal of the Appointments and Remuneration Committee and the justifying report of the Board of Directors regarding the ratification of the appointment and re-election proposal of Mr. Francisco Javier Martínez-Piqueras Barceló included in item 5.º on the agenda; as well as the professional and biographical profile of the director; the report of the Board of Directors in relation to the justification of the proposal to reduce the share capital through the redemption of own shares included in item 8.º on the agenda; the report of the Board of Directors in relation to the justification of the proposal to amend the Bylaws included in item 9.º on the agenda; and the report of the Board of Directors in relation to the justification of the proposal to amend the Regulations of the General Meeting included in item 10.º on the agenda); (iii) the template proxy and remote voting card; (iv) the Company's individual annual accounts and management report corresponding to the financial year ended 31 March 2021 and the relevant audit report; (v) the Company's consolidated annual accounts and management report corresponding to the financial year ended 31 March 2021 and the relevant audit report; (vi) the total number of shares and voting rights at the date of the call to meeting; (vii) the annual corporate governance report corresponding to the financial year ended 31 March 2021; (viii) the annual director remuneration report corresponding to the financial year ended 31 March 2021; (ix) the report from the Audit and Control Committee relating to the independence of the auditor; (x) the report from the Audit and Control Committee regarding related-party transactions; (xi) the report on the functioning of the Audit and Control Committee relating to the financial year ended 31 March 2021; (xii) the report on the functioning of the Appointments and Remunerations Committee relating to the financial year ended 31 March 2021; (xiii) the rules for proving



ownership and exercising rights of attendance, proxy and vote; (xiv) the rules for telematic attendance; (xv) the rules of the electronic shareholders' forum; and (xvi) a description of the shareholders' right to information.

Additionally, in accordance with the provisions of section 539.2 of the Spanish Companies Act and article 12 of the Regulations for the General Shareholders' Meeting, an Electronic Shareholders' Forum is made available on the Company's website as from the publication of this call to meeting and until the General Meeting is held. Its operating rules and the form that must be completed to participate therein are made available on the Company's website ([www.aedashomes.com](http://www.aedashomes.com)).

Moreover, shareholders have the right to examine at the registered address (Paseo de la Castellana 42, 28046, Madrid) and to request the immediate and free-of-charge delivery or shipping (which may be carried out by e-mail with confirmation of receipt if the shareholder accepts this form of delivery) of the documents that are to be submitted for approval at the General Meeting in the legally applicable cases and, in particular, a copy of the Company's individual and consolidated annual accounts and management reports corresponding to the financial year ended 31 March 2021, together with their respective audit reports, as well as the remaining documentation that must necessarily be made available to shareholders on the occasion of the Ordinary General Shareholders' Meeting.

Finally, until 13 June 2021, inclusive, if, as expected, the General Shareholders' Meeting is held on first call (or 16 June 2021 if it is held on second call), shareholders may request information or clarifications in writing or ask written questions regarding the issues included in the agenda, the publicly accessible information provided by the Company to the National Securities Market Commission since the holding of the last General Shareholders' Meeting, and, if applicable, regarding the auditor's report on the individual and consolidated annual accounts and management reports corresponding to the financial year ended 31 March 2021.

Requests for information or clarification and written questions may be submitted by delivering the request to the registered address; that is, Paseo de la Castellana 42, 28046, Madrid, Spain; by sending them to the Company via postal correspondence to the address Aedas Homes, S.A., Paseo de la Castellana 42, 28046, Madrid, Spain; or electronically by sending an email to the address [Junta.Accionistas@aedashomes.com](mailto:Junta.Accionistas@aedashomes.com).

Requests shall be admitted where the electronic document pursuant to which the information is requested includes the legally qualified or advanced electronic signature of the shareholder, provided that they are based on a recognized electronic certificate with respect to which no revocation has been recorded and that (i) said certificate is an Electronic User Certificate issued by the Spanish Public Authority for Certification (*Autoridad Pública de Certificación Española*; CERES) reporting to the Spanish National Mint (*Fábrica Nacional de Moneda y Timbre*) or (ii) it has been included in the Electronic National Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December, governing the issuance of the National Identity Document and its electronic signature certificates.

### **SUPPLEMENT TO THE CALL TO MEETING; SUBMISSION OF PROPOSALS**

Shareholders representing at least 3% of the share capital may request the publication of a supplement to the call to the General Shareholders' Meeting, including one or more items on the agenda, provided that the new items are accompanied by a rationale or a well-founded proposal for a resolution, and they may submit well-founded proposals for resolutions regarding issues that have already been or should be included on the agenda for a General Shareholders' Meeting that has already been called. This right must be exercised by duly authenticated notice that must be received at the registered address (Paseo de la Castellana 42, 28046, Madrid) within the five days following the publication of this call to meeting.

### **COMMON PROVISIONS APPLICABLE TO SHAREHOLDERS' RIGHTS**

Detailed information regarding the exercise of the rights to information, attendance, proxy, vote, request for publication of a supplement to the call to meeting and submission of well-founded proposals for resolution may be obtained on the corporate website ([www.aedashomes.com](http://www.aedashomes.com)). Shareholders may obtain additional information by contacting the Company (telephone: +34 91 788 00 00; e-mail: [Junta.Accionistas@aedashomes.com](mailto:Junta.Accionistas@aedashomes.com)).

### **OTHER SIGNIFICANT ASPECTS**

The Board of Directors has resolved to request the presence of a Notary to attend the General Shareholders' Meeting and record the minutes of the meeting.

All or part of the General Shareholders' Meeting will be recorded by the Company for purposes of internal record. Attendees consent to this recording by attending the General Meeting.

## PROTECTION OF PERSONAL DATA

The personal data (i) that shareholders or proxies, as the case may be, provide to the Company (upon exercise or delegation of their information, attendance, proxy and voting rights), (ii) that are provided by the financial institutions and investment services companies that are depositaries or custodians of the shares held by such shareholders, as well as by the entities that are legally responsible for the book-entry registers that record securities or (iii) that are obtained from the recording of the General Shareholders' Meeting (i.e., image and voice) shall be processed by the Company as controller with the purposes of managing the shareholding relationship and the exercise of shareholders' rights at the General Shareholders' Meeting, managing and controlling the holding of the meeting and complying with its legal obligations. Processing these data is required therefor and the legal bases that legitimate such processing are based on the Company's relationship with shareholders and compliance with legal obligations.

These data shall be provided to the Notary solely in connection with the drafting of the notarial minutes of the General Shareholders' Meeting. They may be disclosed to third parties in exercise of the legal information right or may be made available to the public to the extent they are included in the documentation uploaded to the corporate website ([www.aedashomes.com](http://www.aedashomes.com)) or disclosed at the General Shareholders' Meeting. The Meeting may be audio-visually recorded. For security and transparency reasons, by attending the General Shareholders' Meeting each attendee authorizes the taking of pictures as well as the audio-visual recording of image and/or voice. The legal bases that legitimate processing personal data consisting in image and/or voice are, firstly, the Company's legitimate interest to record the General Shareholders' Meeting pursuant to applicable law and transparency principles and, secondly, the consent expressed by the attendee by attending the meeting.

Personal data will be retained for as long as the shareholding relationship exists and, subsequently, for a period of 6 years for the sole purpose of facing legal or contractual actions, except if any such legal or contractual actions exceptionally prescribe upon a longer period.

The owner of the data will have the right of access, rectification, objection, erasure, limitation of processing and data portability or any other legal rights in relation to the data processed by the Company. Such rights may be exercised in accordance with the provisions of law, by means of a letter addressed to Aedas Homes, S.A. (address: Paseo de la Castellana 42, 28046, Madrid) or an e-mail sent to [DPO@aedashomes.com](mailto:DPO@aedashomes.com), attaching a copy of the DNI of an equivalent identifying document. The

owners of the data may also file a claim with the competent authority in terms of data protection, which in Spain is the Spanish Data Protection Agency (*Agencia Española de Protección de Datos*) ([www.agpd.es](http://www.agpd.es)).

If the shareholder includes personal data relating to other natural persons on their attendance, proxy and remote voting card or if a proxy attends the General Shareholders' Meeting, the shareholder must inform those persons of the details set forth in the foregoing paragraphs and comply with any other requirements that may be applicable for the provision of the personal data to the Company, without the Company having to take any additional action.

In Madrid, on 7 May 2021.

Mr Alfonso Benavides Grases  
Secretary of the Board of Directors