

In compliance with the reporting requirements under Article 82 of Law 24/1998, of July 28th, on the Securities Market, NH Hoteles, S.A. (“**NH Hoteles**”) communicates to the CNMV the following

RELEVANT FACT

In connection with the put option agreement executed on 2 August 2007 by NH Hoteles and Intesa Sanpaolo, S.p.A. (“**Intesa**”) related to NH Italia, S.p.A. (“**NH Italia**”), NH Hoteles has signed on the date hereof an agreement with Intesa whereby it is foreseen that NH Hoteles will acquire from Intesa 44.5% of the share capital of NH Italia and as a result thereof NH Hoteles will consolidate its participation in NH Italia on a 100% basis.

NH Italy is the company of the NH Group that carries out the hotel activity in Italy and the United States of America and maintains operative hotel establishments in Germany, Holland and Belgium. As of the date hereof, NH Hoteles, indirectly through a wholly owned subsidiary of the Group, owns 55.5 % of the share capital of NH Italia.

Intesa is an Italian credit entity, which as of the date hereof, holds, directly and indirectly, 4.522 % of the share capital of NH Hoteles.

The agreement between NH Hoteles and Intesa has been approved by the Board of Directors of both entities and it has been signed on the date hereof (the “**Contribution Agreement**”).

The main terms of the Contribution Agreement are as follows:

- The acquisition of 100% of NH Italia by the NH Group will be carried out by means of a share capital increase by in kind contribution of 44.5% of the share capital of NH Italia held by Intesa.

The share capital increase will imply the issue of 42,000,000 new ordinary shares, representing circa 12% of the share capital of NH Hoteles post-share capital increase (considering the current share capital figure of NH Hoteles). The issue price for the new shares would be 4.70 euros per share (2 euros as nominal value and 2.70 as share premium), which is equal to the average listed price of the shares of NH Hoteles during the reference period. The share capital increase will be fully paid up by Intesa through the contribution of 445,000 shares representing 44.5% of the share capital of NH Italia. Since the equivalent value of the increase in share capital consists of a contribution in kind, the current shareholders of NH Hoteles will not have a right of preferential subscription in relation to the new shares which would be issued pursuant to the share capital increase.

- Subject to the consummation of the share capital increase, the appointment of a new proprietary director (*consejero dominical*) of NH Hoteles to be designated by Intesa.
- Subject to the consummation of the share capital increase, the termination of: (a) the put option agreement entered into by and between NH Hoteles and Intesa on 2 August, 2007 (as this agreement has been amended from time to time), by virtue of which NH Hoteles granted in favour of Intesa a put option vis-à-vis NH Hoteles over the shares held by Intesa; and (b) the shareholders agreement of NH Italia executed on 1 December, 2005.
- The consummation of the Contribution Agreement is subject to, prior to the celebration of the General Shareholders Meeting that will resolve on the share capital increase: (a) the relevant antitrust authorizations to be obtained; and (b) the independent expert designated by the Commercial Registry to issue the report in accordance with article 67 of the Spanish Companies Act.

Moreover, the Contribution Agreement contains certain clauses that (i) regulate the exercise of voting rights by Intesa in the general shareholders' meeting of NH Hoteles which shall decide on the abovementioned share capital increase, and (ii) set forth some temporary restrictions to the free transfer of the NH Hoteles' shares that Intesa shall subscribe in the share capital increase, and that could therefore be considered as "pactos parasociales" in accordance with articles 530 et seq. of the LSC.

Attached as Annex 1 is included an extract of the Contribution Agreement clauses (and a translation into Spanish only for information purposes) that set forth some temporary restrictions to the free transfer of the abovementioned shares, and regulate the exercise of voting rights by Intesa in the general shareholders' meeting, as required by article 531 of LSC.

The Board of Directors of NH Hoteles has agreed to submit the share capital increase and, subject to the approval of the share capital increase, the appointment of a new director designated by Intesa, to the approval of the General Shareholders Meeting of NH Hoteles.

The execution of the Contribution Agreement will cause NH Hoteles' own resources to be stronger and, at the same time, its leverage to be lower, to the extent that the gross indebtedness portion over NH Hoteles' own resources is reduced. Lastly, the transaction will imply the increase of NH Hoteles' shares liquidity in the market in the medium term.

In Madrid, on April 15th 2014

Signed: Carlos Ulecia
General Secretary

**EXTRACTO DE LAS CLÁUSULAS QUE REGULAN EL EJERCICIO DEL
DERECHO DE VOTO EN LAS JUNTAS GENERALES Y/O RESTRINGEN O
CONDICIONAN LA LIBRE TRANSMISIBILIDAD DE LAS ACCIONES**
(versión original en lengua inglesa)

“[...]

5.1. Closing Date

[...]

Intesa expressly undertakes to attend the GSM and to vote for the proposal of the Share Capital Increase to be submitted by the Board of Directors of NH to the GSM as set out in clause 3, as well as to make any statements and declarations during the GSM as it may be deemed convenient to complete the Contribution.

[...]

9. OTHER RIGHTS AND OBLIGATIONS OF THE PARTIES

9.1. Undertakings and Rights of Intesa

[...]

- (c) *Except in the case of (i) a public tender offer addressed to all shareholders of NH, or (ii) private placements in favour of a single counterparty of New Shares not exceeding 2% of the share capital of NH or, if exceeding such threshold, provided that the private placement is directed or sponsored by NH directly or is made in favour of a relevant existing shareholder of NH, or (iii) a sale of all or part of the New Shares executed outside the regulated market (including any accelerated book building sales), Intesa will not, for a period of 1 (one) year following the admission of the New Shares to trading in the Spanish Stock Exchanges, be entitled to sell in the market(s) in which NH Hoteles is or shall be listed during 1 (one) trading day, New Shares having a value exceeding the 10% of the aggregate value of the NH Hoteles shares traded during the same trading day.*

[...]”

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(traducción al español a efectos únicamente informativos)**

“[...]

5.1. Fecha de Cierre

[...]

Intesa se compromete expresamente a asistir a la Junta General de Accionistas y a votar a favor de la propuesta de Aumento de Capital Social que va a ser realizada por el Consejo de Administración de NH a dicha Junta General de Accionistas según lo previsto en la cláusula 3, así como a realizar cualquier manifestación y declaración durante la Junta General de Accionistas que considere conveniente para consumir la Aportación.

[...]

9. OTROS DERECHOS Y OBLIGACIONES DE LAS PARTES

9.1. Compromisos y Derechos de Intesa

[...]

- (c) *Excepto para el caso de (i) oferta pública de adquisición dirigida a todos los accionistas de NH; o (ii) colocaciones privadas a un solo inversor que no excedan del 2% del capital de NH o que, excediendo dicho porcentaje, sean dirigidas por NH o se realicen a favor de algún accionista significativo actual de NH; o (iii) ventas totales o parciales fuera de mercado (incluyendo colocaciones aceleradas), Intesa, durante el plazo de 1 (un) año posterior a la admisión de las Nuevas Acciones a cotización en los mercados oficiales españoles, no tendrá derecho a vender en el mercado o mercados en los que las acciones de NH esté admitidas a cotización, durante 1 (un) día de negociación, Nuevas Acciones con un valor superior al 10% del valor agregado de la totalidad de las acciones de NH negociadas durante el mismo día de negociación.*

[...].”