

**MELIÁ HOTELS INTERNATIONAL, S.A.**, in compliance with article 82 of the Spanish Securities Market Act, notifies the National Securities Market Commission of the following:

#### **SIGNIFICANT EVENT**

On this day, pursuant to article 421 of the Corporate Enterprises Act and article 8 of the provisional Regulations of the Syndicate of Noteholders of the Issue of Convertible and/or Exchangeable Notes of Meliá Hotels International, S.A., 2013, with ISIN XS0909782921 and Common Code 090978292, has been called the first General Meeting of Noteholders to be held at the address of the Syndicate of Noteholders, located in Palma de Mallorca, Gremio Toneleros, 24, Industrial Estate Son Castelló, on December 4, 2013, at 12.00 hours on first call or at the same place and time, on January 8, 2014, on second call in case of failure to reach the quorum of two-thirds of the outstanding Convertible and/or Exchangeable Notes for holding the General Meeting on first call.

Attached, for relevant purposes, is the full text of the announcement.

Palma de Mallorca, October 31, 2013

Meliá Hotels International, S.A.

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October 31, 2013

**MELIÁ HOTELS INTERNATIONAL, S.A.** (the **Company** or the **Issuer**) has issued notes convertible and/or exchangeable into newly issued shares and/or existing shares of the Company (the **Notes**) for a nominal amount of TWO HUNDRED FIFTY MILLION EUROS (250,000,000€) with a maturity of five (5) years, with the total exclusion of the pre-emption rights of the shareholders of the Company (the **Issue**). The Notes were issued in two tranches as follows: (a) €200,000,000 Notes issued on 4 April 2013 and (b) €50,000,000 Notes issued on 25 September 2013, which form a single series.

In accordance with article 421 et seq. of Spanish Companies Act (*Ley de Sociedades de Capital*) and article 9 of the Regulations of the Syndicate of Noteholders (*Reglamento del Sindicato de Obligacionistas*) (the **Regulations of the Syndicate of Noteholders**), The Bank of New York Mellon, London Branch, as temporary Commissioner announces today, October 31, 2013, the convening of the first meeting of the General Meeting of Noteholders (*Asamblea General de Obligacionistas*) (the **Meeting**) with the agenda set out below (the **Agenda**).

The Meeting will take place, at first call, in Palma de Mallorca, Calle Gremio Toneleros, 24, Polígono Son Castelló, at 12.00 p.m. (Madrid time) on December 4, 2013, or at second call on January 8, 2013, at the same time and place. The Meeting has been convened and will take place in accordance with the Regulations of the Syndicate of Noteholders, applicable Spanish legislation and the Terms and Conditions of the Issue.

The Agenda of the Meeting is the following:

One – Examination and approval, as the case may be, of the performance of the Temporary Commissioner of the Syndicate of Noteholders.

Two – Confirmation of the appointment of the Temporary Commissioner as Commissioner of the Syndicate of Noteholders or appointment of a substitute Commissioner.

Three - Examination and approval, as the case may be, of the final version of the Regulations of the Syndicate of Noteholders.

Four – Motions and queries.

Five – Delegation of powers.

Six – Drafting, reading and, as the case may be, approval of the Minutes of the Meeting.

### *Right of Attendance and Representation*

Noteholders which, five days before the Meeting, are duly recorded in the Register (as defined in the Terms and Conditions of the Notes) as Noteholders will be entitled to attend the Meeting.

Noteholders are reminded of the terms of their Right of Attendance (*Derecho de Asistencia*) and Representation (*Derecho de Representación*) pursuant to articles 10 and 11 respectively of the Regulations of the Syndicate of Noteholders.

Nevertheless, in accordance with the Terms and Conditions of the Issue, Noteholders shall, by virtue of purchasing and/or holding Notes, be deemed to have granted to the Fiscal Agent (The Bank of New York Mellon, London Branch) full power and authority for the purposes of (i) attending in their name and behalf the Meeting called to confirm the appointment of the temporary Commissioner, approve its actions and ratify the Regulations contained in the Fiscal Agency Agreement, and (ii) voting in their name and behalf in favour of each of those resolutions. In case any Noteholder intends to revoke such power of attorney for the purposes of personally attending the Meeting and voting in relation to the Agenda, the relevant Noteholder should request the registered holder (The Bank of New York Depository (Nominees) Limited) via the Common Depository (The Bank of New York Mellon, London Branch), in a manner acceptable to the Clearing Systems, to issue within three days prior to the Meeting a proxy in favour of that Noteholder in such terms.

### *Right of Information*

In relation to the proposals on the Agenda, following the publication of this announcement for convening the Meeting, Noteholders may examine and obtain at the registered address of the Issuer (Palma de Mallorca, Calle Gremio Toneleros, 24, Polígono Son Castelló) and request delivery or immediate remittance free of charge, of the full text of the proposals which are to be submitted for approval to the Meeting (including the Regulations of the Syndicate of Noteholders, which are available at the website of the Issuer –[www.meliahotelsinternational.com](http://www.meliahotelsinternational.com)–).

The Bank of New York Mellon, London Branch, as Temporary Commissioner.