

MELIÁ HOTELS INTERNATIONAL, S.A. (the “**Company**”), in accordance with the provisions of the Securities Market Law, announces to the National Securities Market Commission the following:

OTHER SIGNIFICANT INFORMATION

Pursuant to article 24 of the By-Laws and according to the resolutions adopted by the Board of Directors of 30 April, 2021, on today’s date the notice of call of the General Shareholders’ Meeting of MELIÁ HOTELS INTERNATIONAL, S.A. to be held on 10, June, or June 11, 2021 on first call and second call, respectively, at Hotel Meliá Palma Marina, Av. de Gabriel Roca, 29, 07014 Palma (Mallorca), has been published in the Official Commercial Registry Gazette (*Boletín Oficial del Registro Mercantil*), a copy of which is attached as per article 516.2 of the Royal Legislative Decree 1/2010, of 2 July, that approves restated text of the Spanish Companies Act.

On this same date, the Company has published on its website (www.meliahotelsinternational.com) the notice of call, the full text of the proposed resolutions and the other information to be submitted to the General Shareholders’ Meeting. This information, together with the rest of the required documentation, will be available to all shareholders, uninterruptedly, from now on and up to the holding of the Ordinary General Shareholders’ Meeting.

Likewise, the proposals for resolutions to be submitted by the Board of Directors to the General Shareholders’ Meeting, together with the mandatory reports and other information related to the Ordinary Shareholders’ General Meeting, are attached hereto.

In Palma (Mallorca), 6 May, 2021
Meliá Hotels International, S.A.

MELIÁ HOTELS INTERNATIONAL, S.A.

CALL FOR ORDINARY SHAREHOLDERS' GENERAL MEETING

By virtue of resolution of the Board of Directors of Meliá Hotels International, S.A. (the “**Company**”), adopted on 30 April 2021, Shareholders are called to attend the Ordinary Shareholders' General Meeting that will be held at the “Meliá Palma Marina” Hotel, located at Avenida Gabriel Roca No.29, Palma (Majorca) at 1:00 p.m., on 10 June 2021 or, in the event that the legally required quorum is not met, they are likewise hereby called to attend on 11 June 2021 at second call, in the same place and at the same time, pursuant to the agenda set out below.

It is foreseen that the General Meeting will be held, unless otherwise announced, on first call, that is, on 10 June 2021, at the place and time indicated.

If this was not to be the case, sufficient notice and publicity will be given.

Additional information in connection with the exceptional situation caused by COVID-19

Due to the exceptional situation caused by COVID-19, it has been agreed that the Ordinary Shareholders' General Meeting shall be preferably attended via the electronic means set forth in this call notice. In such case, it is strongly recommended that shareholders exercise their rights in person or by proxy, via remote communication means in advance of the date of the General Meeting or via electronic means under the terms set forth in this call notice.

The members of the Board of Directors will attend the General Meeting according to the provisions of Article 180 of the Spanish Corporate Enterprises Act. To this effect and according to Royal Decree-Law 5/2021 of 12th March, of extraordinary measures to support corporate solvency in response to the COVID-19 pandemic, the members of the Board of Directors may comply with that obligation by attending the meeting through an audio or video conference, the meeting being deemed to be held at the registered office.

The presence of employees and collaborators will be the strictly necessary for the proper organisation of the Shareholders' General Meeting.

The General Meeting will be broadcast in streaming, accessible from the Company's website (www.meliahotelsinternational.com) and from the platform of participation by electronic means or remote attendance.

If it is foreseeable that, on the scheduled dates to hold the Meeting, the mobility and meeting options will be limited or any other measure or recommendation by the administrative authorities will be in force throughout the national territory, or any part thereof, which prevent or advise against the holding of the Ordinary Shareholders' General Meeting of the Company with the physical attendance of the participants, and pursuant to the provisions in Royal Decree-Law 5/2021 of 12th March, on extraordinary measures to deal with the economic and social impact of COVID-19, the Meeting would only be held via electronic means, with no physical attendance of the Shareholders and the proxy holders, on the same dates and times as set forth in this call notice, and by applying the special rules included in the supplement to the call notice.

In such a case, the Company would inform the Shareholders, as soon as reasonably possible and at least five days before the date scheduled to hold the general meeting at first call, by means of an additional call notice that would be published on the corporate

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website and on the website of the CNMV, therefore, Shareholders are hereby recommended to regularly review the available information at any given time. Likewise, it is hereby informed that, for reasons of hygiene and health, this year it has also been decided not to give any gift to the Shareholders attending the General Meeting, as has been the case until now.

The Meeting will be held according to the following

AGENDA

ONE. ANNUAL ACCOUNTS, ALLOCATION OF RESULTS AND MANAGEMENT OF THE COMPANY

1.1.- Examination and approval, where appropriate, of the individual Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Annual Accounts) and the individual Management Report of Meliá Hotels International, S.A. for financial year ended 31 December 2020.

1.2.- Examination and approval, where applicable, of the consolidated Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Annual Accounts) and the consolidated Management Report of the Consolidated Group of Meliá Hotels International, S.A. for financial year ended 31 December 2020.

1.3.- Examination and approval, where appropriate, of the consolidated statement of non-financial information for the financial year ended 31 December 2020 and which is part of the consolidated management report.

1.4.- Examination and approval, where appropriate, of the management of the Company by the Board of Directors for the financial year 2020.

1.5.- Approval of the allocation of results for financial year 2020.

TWO.- APPOINTMENT AND RE-ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND DETERMINATION OF THE NUMBER OF DIRECTORS THEREOF

2.1- Re-election of Mr. Gabriel Escarrer Jaume as an Executive Director.

2.2.- Appointment of Ms Maria Antonia Escarrer Jaume as an External Proprietary Director.

2.3.- Re-election of Mr. Francisco Javier Campo García as an External Independent Director.

2.4.- Re-election of Mr. Fernando d'Omellas Silva as an External Independent Director.

2.5.- Re-election of Mr. Luis María Díaz de Bustamante y Terminel as an External Independent Director.

2.6- Determination of the number of members comprising the Board of Directors.

THREE.- REMUNERATION

3.1.- Advisory vote on the Annual Report on Directors' Remuneration.

3.2.- Approval of the Directors' Remuneration Policy for the years 2022, 2023 and 2024.

FOUR.- INFORMATIVE ITEMS

4.1.- Information regarding the Euro Commercial Paper Program.

Should a discrepancy between the present translation and the original document in Spanish-language appear, the text of the original Spanish-language document shall always prevail.

4.2.- Information regarding the amendment of the articles 9, 10, 11, 12, 13, 14, 15 y 27 of the Board of Directors Regulations.

FIVE.- Delegation of powers to interpret, correct, supplement, develop, formalise and execute the resolutions adopted by the Shareholders' General Meeting and delegation of powers for the execution in a Public Deed and registration of said resolutions and their correction, if any.

Information Rights

As from the date of publication of this call to the General Meeting, Shareholders shall have the right to examine and obtain at the Company's registered office (C/ Gremio Toneleros 24, E-07009 Palma, Spain), to examine on its Company's website (www.meliahotelsinternational.com) and to request the delivery or immediate dispatch free of charge of the documents referred to in all the items which are going to be submitted for the approval of the Shareholders' General Meeting, as well as items merely for informational purposes of the agenda, including the full text of proposed resolutions and the mandatory reports, in particular the management report and the audit report, as well as the reports formulated by the Board of Directors.

Likewise, the Annual Corporate Governance Report for 2020 approved by the Board of Directors on 25 February 2021, this call notice, the information on the number of shares and voting rights existing as of the date of this call notice, and the necessary forms for proxy and absentee voting will be also available to the Shareholders at the Company's registered office and on the Company's website.

According to the provisions of Articles 197 and 520 of the Spanish Corporate Enterprises Act, Shareholders may request to the Board of Directors, in writing until the fifth day prior to the scheduled date of the Shareholders' General Meeting, or verbally during its holding, any information or clarifications they may deem appropriate about the audit report, the items included in the agenda or the information available to the public that the Company may have submitted to the Comisión Nacional del Mercado de Valores since the last Shareholders' General Meeting was held.

The right to information shall be exercised pursuant to the legal provisions and the provisions contained in the document of rights to information, absentee vote, representation and remote attendance for the Shareholders' General Meeting of Meliá Hotels International, S.A., available on the Company's website (www.meliahotelsinternational.com).

Supplement to the call notice and submission of proposed resolutions

According to the provisions of Article 519 of the Spanish Corporate Enterprises Act, Shareholders representing at least three per cent (3%) of the share capital, may request the publication of a supplement to the call of the General Meeting including one or more items on the Agenda, provided that those items are duly justified or, where appropriate, accompanied by a duly justified proposed resolution.

Likewise, Shareholders representing at least three per cent (3%) of the share capital may submit reasonable proposed resolutions in relation to any items already included or that should be included on the agenda.

All the foregoing is without prejudice to the rights of a Shareholder to make proposals during the holding of the General Meeting on items that do not need to be included in the

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agenda according to the provisions of the Spanish Corporate Enterprises Act.

These rights shall be exercised by reliable notification which is to be received at the registered office of the Company (C/ Gremio Toneleros 24, E-07009 Palma, Spain) within five (5) days from the publication of this call notice. The Company will ensure the communication of the proposed resolutions and any attached documents via its website (www.meliahotelsinternational.com), in accordance with the applicable law.

Such notice shall include the Shareholder's or Shareholders' names, and shall be accompanied by the relevant documents evidencing such status.

The supplement to the call notice will be published, at least, fifteen (15) days prior to the date scheduled for the Shareholders' General Meeting.

Special means of information – Electronic Shareholders' Forum

Pursuant to the provisions of Article 539 of the Spanish Corporate Enterprises Act, Meliá Hotels International, S.A. has enabled an Electronic Shareholders' Forum which shall be accessible through the Company's website until the date that the General Shareholders' Meeting is held.

Access to the Forum, and the terms and conditions regarding its use and operation shall be governed by the provisions of the Electronic Shareholders' Forum Regulations, the contents thereof are available on the Company's website (www.meliahotelsinternational.com).

Physical Attendance

Without prejudice to the recommendation of preference for the electronic means provided in this call, and according to the provisions of Article 22 of the Company Bylaws, shareholders holding at least 300 shares (individually or jointly with other shareholders that designate one of them to represent them) provided they have recorded their shares in the corresponding accounting record five days prior to the date of the General Meeting, who are up to date on the payment of capital calls and maintain, at least, such number of shares until the date of the General Meeting, will be entitled to attend the meeting.

Attendance cards will be issued by the relevant participating entities in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), responsible for keeping the accounting record of the Company's shares, as appropriate in each case. Such entities shall send to Meliá Hotels International, S.A., before the date scheduled for the Shareholders' General Meeting, a list of the cards which have been issued at the request of their respective clients.

Registration of attendance cards shall begin one hour before that scheduled for the General Meeting.

Attendance by Electronic Means

In accordance to the recommendation of preference for the electronic means provided in this call, and in accordance with Royal Decree 5/2021 of 12 March and for the purposes of ensuring that Shareholders may exercise their rights safely and effectively participate in this meeting, the Board of Directors has considered it appropriate to provide them with a platform of participation by electronic means at the Meeting, which ensures the exercise in real time of the right to speak, information, proposal and vote of the Shareholders, as well as the monitoring of the interventions of the other attendees,

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without the need to be physically present at the Meeting's venue.

This measure is taken as a result of the exceptional circumstances caused by COVID-19 and for the purposes of prioritising the health protection of the Company's Shareholders, members of the Board of Directors and employees making possible the organisation of the meeting, after analysing the practices and recommendations observed in national and international companies.

In order to ensure the identity of the attendees, proper exercise of their rights, real-time interactivity and appropriate conduct of the meeting, Shareholders (or the proxy holders) who want to use the mechanisms of remote attendance shall be previously registered on the Company's website (www.meliahotelsinternational.com) or directly through the following link:

<https://www.councilbox.com/melia>

The Company reserves the right to request additional means of identification from Shareholders or proxy holders as it may deem convenient to prove their status as Shareholders and guarantee their authenticity. Likewise, the Company may put in place additional means of identification that duly guarantee the identity of Shareholders and proxy holders.

In order to facilitate the use of the platform of participation by electronic means and remote attendance for Shareholders, the Company has prepared a [Manual for Remote Attendance for the 2021 Shareholders' General Meeting](#). (Please click on the link to access the Manual).

Absentee Voting and Proxy

(a) Absentee voting:

(i) Through the platform of participation by electronic means provided by the Company, by completing the registration as a Shareholder and providing the documents evidencing the Shareholder's identity and the ownership of shares, through the same platform and following the instructions contained therein.

(ii) by completing and signing the relevant form of absentee voting which is available to the Shareholders on the Company's website (www.meliahotelsinternational.com) along with the documents evidencing the Shareholders' identity and the ownership of shares, or

(iii) by completing and signing the section set aside for that purpose in the attendance card issued by the entities where Shareholders have their shares deposited, and attaching a copy of the national ID card or the passport of the Shareholder.

For sections (ii) and (iii), once the necessary documents are completed and signed, the Shareholder must send them through one of the following means:

1. Via mail (ordinary post):

Meliá Hotels International, S.A.

A / A: Investor Relations Department

C/ Gremio de Toneleros, 24 - Polígono Son Castelló, 07009

Palma (Balearic Islands) Spain.

2. Via e-mail:
Meliá Hotels International, S.A.
A / A: Investor Relations Department
Email: atencion.Accionista@melia.com

(b) Proxy:

Every Shareholder having the right to attend the Shareholders' General Meeting may be represented by another person, in accordance with the requirements and formalities laid down in the Bylaws, the Regulations of the Shareholders' General Meeting and in accordance with the law. The proxy must be given specifically for each General Meeting and can always be revoked. Personal attendance of the appointing shareholder at the General Meeting revokes the proxy.

In addition, the proxy will be revocable through the same means by which it was granted. In the event of a public request for proxy, the provisions of Articles 186, 187 and 526 of the Spanish Corporate Enterprises Act shall be complied with.

Appointment of a proxy holder by a Shareholder and notification to the Company of that appointment or its revocation, as the case may be, may be carried out as follows:

(i) Through the platform provided by the Company for the issue of absentee vote or the granting of proxy, by providing the documents evidencing the Shareholders' identity and the ownership of shares, as well as the identity of the proxy holder and, where appropriate, the voting instructions; or

(ii) By sending to the Company the voting proxy form which is available to the shareholders on the Company's website (www.meliahotelsinternational.com), duly signed and completed, along with the documents evidencing the identity of the Shareholder and the proxy holder, as well as the documents evidencing the ownership of shares and, where appropriate, the voting instructions; or

(iii) through the relevant attendance card issued by the entities responsible for keeping the accounting record of the Company's shares, with the section containing the printed wording to grant proxy duly completed and, where appropriate, including the voting instructions, and attaching a copy of the national ID card or passport of the Shareholder and the proxy holder.

For sections (ii) and (iii), once the necessary documents are completed and signed, the Shareholder must send them through one of the following means:

1. Via mail (ordinary post):
Meliá Hotels International, S.A.
A / A: Investor Relations Department
C/ Gremio de Toneleros, 24 - Polígono Son Castelló, 07009
Palma (Balearic Islands) Spain.

2. Via email:
Meliá Hotels International, S.A.
A / A: Investor Relations Department
Email: atencion.Accionista@melia.com

(iv) Likewise, provided that the Shareholders' General Meeting can be held with the

physical attendance of Shareholders and proxy holders, Shareholders may appoint or revoke the appointment of proxy holders (and communicate it to the Company), by completing and signing the proxy contained in the attendance card or the proxy form and its submission to the staff responsible for the attendance registration by the designated proxy holder physically attending the General Meeting, on the date and at the venue where the General Meeting is to be held, prior to the commencement thereof, along with the identity documents of the Shareholder (copy) and of the proxy holder (original) and, if the form is used, the documents evidencing the ownership of shares. This submission shall serve as a notice under the terms of Article 522 of the Spanish Corporate Enterprises Act.

Proxy voting forms are available to Shareholders on the Company's website (www.meliahotelsinternational.com).

(c) Common provisions:

Proxies and absentee votes received by postal mail, fax or email as well as the appointment and notification of the proxy holder by electronic means will be admitted provided that they are received at least twenty-four (24) hours prior to the beginning of the Shareholders' General Meeting and comply with stipulated requirements, notwithstanding the provisions for the submission of the attendance card or proxy form by the proxy holder to the staff responsible for the attendance registration, prior to the holding of the General Meeting. Proxies and votes received through the platform of participation by electronic means will be admitted up to five (5) minutes before the scheduled start time of the General Meeting and provided that they comply with the requirements established.

Absentee vote and proxies rights shall be exercised in accordance with the legal provisions and the provisions contained in the document of rights to information, absentee vote, representation and remote attendance for the Shareholders' General Meeting of Meliá Hotels International, S.A., available on the Company's website (www.meliahotelsinternational.com).

Presence of a Notary Public

Pursuant to the provisions of Article 203 of the Spanish Corporate Enterprises Act and Article 29.3 of the Bylaws, the Board of Directors has resolved to request the presence of a Notary Public to attend the Shareholders' General Meeting and to prepare the minutes of the General Meeting, which will serve as the minutes thereof and preclude the need for a specific resolution to approve the Minutes.

If necessary, the Notary Public may attend the Meeting through electronic means, by using real-time remote communication means which duly guarantee the fulfilment of the Notary's functions.

Recording and broadcast of the General Meeting

The General Meeting shall be broadcast in streaming, being accessible to the public from the Company's website (www.meliahotelsinternational.com) and prior registration through the platform of Shareholders participation by electronic means. Such recording shall be disclosed through channels provided to this effect and shall be publicly available to Shareholders, institutional investors, voting advisors or any other interested party on the corporate website (www.meliahotelsinternational.com).

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In this respect, you are informed that the General Meeting will be recorded and that your image may be captured in an audio-visual format. The legal ground for capturing your image and/or voice according to the mentioned purpose is the legitimate interest accepted in the laws when your image is purely ancillary.

Notwithstanding the foregoing, if as a Shareholder you speak at the meeting, you give consent that your image and/or voice to be part of the entire recording of the General Meeting and to be disclosed through the mentioned channels. In any case, you are informed that your image may be used totally or partially by Melia Hotels International S.A., for its publication in any existing format, means or system, procedure of any type whether now existing or developed in the future, indefinitely and without receiving any consideration.

For further information on the processing of your image or voice, please see the [Privacy Note](#).

Data Protection

Shareholders' personal data provided to the Company or submitted by the bank entities and the companies and stock agencies in which the Shareholders might have deposited their shares, through the entity responsible for keeping the accounting record of the Company's shares, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), will be processed as follows:

Data Controller: MELIÁ HOTELS INTERNATIONAL, S.A., with registered office at Calle Gremio Toneleros, 24, 07009 Palma de Mallorca.

Purpose: To manage the development, fulfilment and control of the relationship existing with its shareholders with regard to the call and the holding of the General Meeting.

Entitlement: Your personal data will be processed to ensure compliance with the Company's legal obligations.

Recipients:

- The entity responsible for keeping the accounting record of the Company's shares, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR).
- The entity responsible for the management of the platform of remote attendance and voting by electronic means.
- Public Administrations, in the cases provided for by Law.
- Registries and Notaries, in the cases provided for by Law.

Rights: Access, rectification, erasure, objection, restriction of processing and data portability.

For further information on the processing of your data, please see the [Privacy Note](#).

Other significant information

The Company will not be responsible for any prejudices the Shareholders may suffer as a result of breakdowns, overloads, failures in the line, failures in the connection, or any other similar event, beyond the control of the Company, that prevent the use of the

mechanisms for the exercise of the right to information, to vote and to grant a proxy by electronic means. Therefore, such events shall not constitute an illegal deprivation of the Shareholders' rights.

For further information please contact us at the Shareholders' information telephone number, from nine to two and from four to seven hours (09:00 to 14:00 and 16:00 to 19:00), on working days.

Shareholders' information telephone number: (+34) 971 22 45 54.

Email : atención.Accionista@melia.com

Palma, on 30 April 2021. The Secretary of the Board of Directors, Luis María Díaz de Bustamante y Terminel.

Luis M^a Díaz de Bustamante y Terminel,
Director-Secretary of the Board of Directors of
MELIÁ HOTELS INTERNATIONAL, S.A.

COMPLETE TEXT OF THE RESOLUTION PROPOSALS TO BE SUBMITTED TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF MELIÁ HOTELS INTERNATIONAL, S.A. ON JUNE 10, 2021 ON FIRST CALL OR ON JUNE 11, 2021 ON SECOND CALL

ONE. ANNUAL ACCOUNTS, ALLOCATION OF RESULTS AND MANAGEMENT OF THE COMPANY.

1.1.- Examination and approval, where appropriate, of the individual Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Annual Accounts) and the individual Management Report of Meliá Hotels International, S.A. for financial year ended 31 December 2020.

The following proposal is submitted for the approval of the Meeting:

“To approve the Annual Accounts (Balance Sheet, profit and loss account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements) and the individual Management Report of Meliá Hotels International, S.A. for financial year ended 31 December 2020, verified by the auditor of the Company, Deloitte, S.L.”

1.2.- Examination and approval, where applicable, of the consolidated Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Annual Accounts) and the consolidated Management Report of the Consolidated Group of Meliá Hotels International, S.A. for financial year ended 31 December 2020.

The following proposal is submitted for the approval of the Meeting:

“To approve the consolidated Annual Accounts (Balance Sheet, profit and loss account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements) and the consolidated Management Report of the Consolidated Group of Meliá Hotels International, S.A. for financial year ended 31 December 2020, verified by the auditor of the Company, Deloitte, S.L.”

1.3.- Examination and approval, where appropriate, of the consolidated statement of non-financial information for the financial year ended 31 December 2020 and which is part of the consolidated management report.

The following proposal is submitted for the approval of the Meeting:

“To approve the consolidated statement of non-financial information for Meliá Hotels International, S.A. referred to financial year 2020”.

1.4.- Examination and approval, where appropriate, of the management of the Company by the Board of Directors for the financial year 2020.

The following proposal is submitted for the approval of the Meeting:

“To approve the management of the Company by the Board of Directors for the financial year 2020”.

1.5.- Approval of the allocation of results for financial year 2020.

The following proposal is submitted for the approval of the Meeting:

"To approve the allocation of the results for 2020 financial year which, as it transpires from the approved income statement, amounts to a negative result (losses) of €14,126,900.09, as follows:

Negative results from previous financial years: €14,126,900.09."

** Given the continuity of the impacts derived from Covid-19, the Board of Directors has decided not to propose to the General Shareholders' Meeting the distribution of any dividends.*

TWO.- APPOINTMENT AND RE-ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND DETERMINATION OF THE NUMBER OF DIRECTORS THEREOF

2.1.- Re-election of Mr. Gabriel Escarrer Jaume as an Executive Director.

The following proposal is submitted for the approval of the Meeting:

"To re-elect Mr. Gabriel Escarrer Jaume as a Director for the statutory period of four (4) years, at the proposal and prior explanatory report of the Board of Directors, issued based on the report of the Appointments, Remuneration and Corporate Social Responsibility Committee.

Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an Executive Director"

2.2.- Appointment of Ms. María Antonia Escarrer Jaume as External Proprietary Director.

The following proposal is submitted for the approval of the Meeting:

"To appoint Ms María Antonia Escarrer Jaume as a Director for the statutory period of four (4) years, at the proposal and prior explanatory report of the Board of Directors, issued based on the report of the Appointments, Remuneration and Corporate Social Responsibility Committee.

Pursuant to Article 529 duodecies of the Corporate Enterprises Act, she shall be deemed to be a Proprietary Director".

2.3.- Re-election of Mr. Francisco Javier Campo García as an External Independent Director.

The following proposal is submitted for the approval of the Meeting:

"To re-elect Mr. Francisco Javier Campo García as a Director for the statutory period of four (4) years, at the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee and prior explanatory report of the Board of Directors.

Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an External Independent Director”.

2.4.- Re-election of Mr. Fernando d’Ornellas Silva as an External Independent Director.

The following proposal is submitted for the approval of the Meeting:

“To re-elect Mr. Fernando D’Ornellas Silva as a Director for the statutory period of four (4) years, at the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee and prior explanatory report of the Board of Directors.

Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an External Independent Director”.

2.5.- Re-election of Mr. Luis María Díaz de Bustamante y Terminel as an External Independent Director.

The following proposal is submitted for the approval of the Meeting:

“To re-elect Mr. Luís María Díaz de Bustamante y Terminel as a Director for the statutory period of four (4) years, at the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee and prior explanatory report of the Board of Directors.

Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an External Independent Director”.

2.6.- Determination of the number of members comprising the Board of Directors.

The following proposal is submitted for the approval of the Meeting:

“To fix the number of members of the Board of Directors of the Company at eleven (11), pursuant to the provisions of Article 242.1 of the Spanish Companies Act, Article 31.2 of the Bylaws and Article 8 of the Regulations of the Board of Directors.”

THREE. - REMUNERATIONS

3.1 Advisory vote on the Annual Report on Directors’ Remuneration.

The following proposal is submitted for the approval of the Meeting:

“Submit as advisory vote the Annual Report on Directors’ Remuneration prepared by the Appointments, Remuneration and Corporate Social Responsibility Committee, that has been previously approved by the Board of Directors of Meliá Hotels International, S.A. held on February 25, 2021” .

3.2.- Approval of the Directors' Remuneration Policy for the years 2022, 2023 and 2024.

The following proposal is submitted for the approval of the Meeting:

"To approve, for the purposes set forth in Article 529 novodecies of the Consolidated Text of the Spanish Corporate Enterprises Act and in Article 37 of the Company Bylaws, following the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee, the Directors' Remuneration Policy for years 2022, 2023 and 2024."

FOUR.- INFORMATIVE ITEMS.

4. 1.- Information regarding the Euro Commercial Paper Program.

It is informed that, during the validity of the Euro Commercial Paper Program approved under the authorization granted by the General Shareholders' Meeting dated June 4, 2015 and by resolution of the Board of Directors held on 26, February 2020, different issues have been made, a total amount of which amounted to THIRTY MILLION TWO HUNDRED THOUSAND EUROS (€ 30,200,000).

For this purpose, the Board of Directors has prepared the corresponding informative document.

Being it merely informative, this point is not submitted to vote.

4.2.- Information regarding the amendment of the articles 9, 10, 11, 12, 13, 14, 15 y 27 of the Board of Directors Regulations.

The Board of Directors, by resolution of the Board of Directors held on 10, July 2020, and in accordance with article 528 of the Capital Companies Act and articles 3 and 4 of the Regulations of the Board of Directors, has modified articles 9, 10, 11, 12, 13, 14, 15 and 27 of the mentioned Regulations, and has registered it before the Mercantile Registry of Mallorca on September 1, 2020, under volume 2810, folio 164, entry 155, page PM-22603.

For this purpose, the Board of Directors has prepared the corresponding informative document.

Being it merely informative, this point is not submitted to vote.

FIVE-. Delegation of powers to interpret, correct, supplement, develop, formalise and execute the resolutions adopted by the Shareholders' General Meeting and delegation of powers for the execution in a Public Deed and registration of said resolutions and their correction, if any.

The following proposal is submitted for the approval of the Meeting:

“With regard to the resolutions of this General Shareholders’ Meeting and notwithstanding the empowerments included in the previous resolutions, it is resolved to delegate into Mr. Gabriel Escarrer Juliá, Chairman, and Mr. Gabriel Escarrer Jaume, Vice Chairman and Managing Director; Mr. Luis María Díaz de Bustamante y Terminel, Secretary-Director of the Board of Directors of the Company; and Mr. Juan Ignacio Pardo García, Vice Secretary non-Director of the Board of Directors, the specific and necessary powers, jointly and severally and as broad as required and necessary in Law, to:

- a) Interpret, clarify, complement, remedy, apply, complete, publicize, execute and develop the resolutions adopted in this Meeting;*
- b) To appear before Notaries and Registrars, public and private Organizations, Authorities and Civil Servants, Accounts Auditors, Securities Firms, Banks and Bankers, making any representations deemed advisable, depositing and executing and signing any Deeds, Minutes, Accounts, Briefs, Agreements, Reports and documents, both public and private, that they deem necessary, even clarifying, correcting and rectifying them, totally or partially, according to the rating of the competent Registrars, Authorities and Civil Servants, so that the aforementioned resolutions are duly formalized and materialized, where appropriate, with the corresponding entry and deposit in the appropriate Registry.*
- c) To attach and, as appropriate, transcribe the notarial Minutes of this Meeting to the Minutes’ Book; and*
- d) To issue any Certificates, even for clarification, corrective, rectification or supplemental purposes, totally or partially, as necessary for and on the preceding resolutions, and for their appropriate implementation”*

RIGHTS TO INFORMATION, ABSENTEE
VOTE, REPRESENTATION AND
REMOTE ATTENDANCE AT THE
SHAREHOLDERS' GENERAL MEETING
OF MELIÁ HOTELS INTERNATIONAL,
S.A.

1. Right to Information

Pursuant to the provisions of articles 197 and 520 of the Spanish Companies Act, shareholders may request to the Board of Directors, on writing until the fifth previous day to the date of the Shareholders' General Meeting, or verbally during its celebration, any information or clarifications they may deem necessary about the auditor's report, regarding the items included in the agenda of the general meeting and the information available to the public that the Company may have submitted to the National Securities Market Commission from the celebration of the previous Shareholders' General Meeting.

Any requests for information may be exercised within the aforementioned period through mail or email as follows, attaching a copy of shareholder's national identity document or passport and documentation evidencing ownership of the shares:

1. Via mail (ordinary post):

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
C/ Gremio de Toneleros, 24 -Polígono Son Castelló, 07009
Palma (Balearic Islands) Spain.

2. Via mail:

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
Email: atencion.accionista@melia.com

Such requests shall be answered by any of the members of the Board of Directors or through authorisation of the latter, by the Investor Relations Director, up until the date of the Shareholders' Meeting General and through the same means by which they were made, once the identity and title as shareholder of the petitioner have been verified. Valid requests made in writing and the answers provided in writing by the members of the Board of Directors or, where appropriate, the Investor Relations Director, shall be published on the website of the Company (www.meliahotelsinternational.com).

Information or explanation requests made during the Meeting by shareholders attending by electronic means shall be governed by the provisions of section 5(iii) below.

The Board of Directors may refuse to send the information requested in the following cases:

(a) If the request is not within the scope and requisites of the period for exercising the right as determined by the law and the Regulations of the Shareholders' General Meeting;

(b) Whether the publicising of the information requested might, in the opinion of the Directors, prejudice the Company's interests, unless such request is supported by shareholders representing at least a quarter of the share capital;

(c) If the information is unnecessary for the protection of shareholders' rights or there are objective reasons to believe that it may be used for ultra vires purposes or publication thereof may prejudice the Company or related companies;

(d) if, prior to making a specific question, the information requested is clearly, expressly and directly made available to all shareholders on the Company's website under a question-answer format, the board members may simply answer that their reply may be found in the information provided in such a format;

(e) if the petitioner has acted in a clear abuse of rights; or

(f) if this is the result of legal or statutory provisions, or of court or administrative decisions.

The shareholder shall be responsible of providing evidence to prove its request has been sent to the Company in due time and form.

2. Absentee votes

For absentee votes, shareholders shall:

(i) complete the registration as a shareholder in the platform provided by the Company for that purpose, the link thereof which is published along with the call notice will also be available on the company's website, providing the documents evidencing the shareholder's identity and the ownership of shares, through the same platform and following the instructions provided therein, or

(ii) complete and sign the corresponding absentee vote form available on the Company's website (www.meliahotelsinternational.com) together with the documentation evidencing Shareholder's identity and the ownership of the shares, or

(iii) complete and sign the section reserved for such purpose on the attendance card issued by the entities where they might have deposited their shares, attaching a copy of shareholder's national identity document or passport.

In the case of points (ii) and (iii), once the required documents have been completed and signed, shareholders must send them through one of the following means:

1. Via mail (ordinary post):

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
C/ Gremio de Toneleros, 24 -Polígono Son Castelló, 07009
Palma (Balearic Islands) Spain.

2. Via mail:

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
Email: atencion.accionista@melia.com

Any votes sent by mail or email, as well as those sent by electronic means, will be accepted providing the Company receives them at least twenty-four (24) hours before the beginning of the General Meeting and they meet any requisites established herein.

Should the shareholder have sent the Company two or more absentee votes through different means and their content does not match, the Company shall only validate the one with the issue date closest to the date of the General Meeting and, should they have been issued on the same date or if there is uncertainty regarding the date, the absentee vote form available to the Shareholders on the Company's website (www.meliahotelsinternational.com) shall prevail.

Likewise, the vote, regardless of the means used for its cast, shall render any proxy granted ineffective, and the proxy will be deemed to have been revoked if granted previously, or not to have been granted at all if granted subsequently.

Similarly, votes cast by means of signing the printed card, providing the Company receives them well in advance, shall render the vote effected by electronic means, either previously or subsequently, ineffective.

The result of the vote shall be properly indicated in the absentee vote form, in the attendance card or through the platform available on the Company's website, as the case may be. If no result is indicated, it shall be deemed that the shareholder votes in favour of the proposals of the Board of Directors in relation to the items included in the agenda of the call notice. In relation to any proposals on items not included in the agenda of the call notice, it shall be deemed that the shareholder votes against, unless otherwise indicated.

Should disagreement on the result of the vote persist, the Investor Relations Director may determine through other reasonable means which is the result of the vote.

3. Proxy

Pursuant to the provisions of article 184 of the Spanish Companies Act, every shareholder having the right to attend the General Meeting may be represented thereat by another person,

complying with the requisites and formalities required under the Bylaws, the Regulations of the Shareholders' General Meeting and in accordance with the law, in which case the proxy holder shall exercise the right to attend (in person or through electronic means) or to vote at the Meeting on behalf of the shareholder granting the proxy.

The proxy must be granted on a special basis for each General Meeting, except the proxy holder being a spouse, descendant or parent of the shareholder; or when the proxy holder possesses a general power of attorney, in the terms established in article 9.3 of the Regulations of the Shareholders' General Meeting and will always be revocable. The attendance in person at the Meeting of the shareholder represented will be deemed to be a revocation. Moreover, the proxy will always be revocable through the same means by which it was made.

In the event of a public request for representation, the provisions of articles 186, 187 and 526 of the Spanish Companies Act will apply.

The appointment or revocation of the proxy holder and notification thereof to the Company may be made by the following means:

(i) the platform provided by the Company for the issue of absentee vote or the granting of proxy, the link thereof will be published along with the call notice and will be available on the company's website, by providing the documents evidencing the shareholders' identity and the ownership of shares, as well as the identity of the proxy holder and, where appropriate, the voting instructions through the same platform and following the instructions contained therein; or

(ii) the submission to the Company of the voting proxy form which is available to the shareholders on the Company's website (www.meliahotelsinternational.com), duly signed and completed, along with the documents evidencing the identity of the shareholder and the proxy holder, as well as the documents evidencing the ownership of shares and, where appropriate, the voting instructions; or

(iii) the relevant attendance card issued by the entities responsible for keeping the accounting record of the Company's shares, with the section containing the printed wording to grant proxy duly completed and, where appropriate, including the voting instructions, and attaching a copy of the national ID card or passport of the shareholder and the proxy holder.

For sections (ii) and (iii), once the necessary documents are completed and signed, the shareholder must send them through one of the following means:

1. Via mail (ordinary post):

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
C/ Gremio de Toneleros, 24 -Polígono Son Castelló, 07009
Palma (Balearic Islands) Spain.

2. Via mail:

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
Email: atencion.accionista@melia.com

(iv) Likewise, provided that the Shareholders' General Meeting can be held with the physical attendance of shareholders and proxy holders, shareholders may appoint or revoke the appointment of proxy holders (and communicate it to the Company), by completing and signing the proxy contained in the attendance card or the proxy form and its submission to the staff responsible for the attendance registration by the designated proxy holder physically attending the General Meeting, on the date and at the venue where the General Meeting is to be held, prior to the commencement thereof, along with the identity documents of the shareholder (copy) and of the proxy holder (original) and, if the form is used, the documents evidencing the ownership of shares. This submission shall serve as a notice under the terms of Article 522 of the Spanish Companies Act.

Any proxies received by mail or email, as well as any notification of the appointment or revocation of appointment of the proxy holder through electronic means, will be accepted providing they are received at least twenty-four (24) hours before the start of the General Meeting and comply with the requisites established. The person appointed as proxy holder by these means may exercise the proxy by attending the meeting both physically, provided that the meeting can be held with the physical attendance of shareholders and their proxy holders, or by electronic means, under the terms provided for in section 5 below.

The shareholder shall be responsible for providing evidence to prove its proxy has been sent to the Company in due time and form.

Should the shareholder have sent the Company the proxy voting form and also the attendance card with the section on proxy completed, the Company shall only validate the document with the issue date closest to the date of the General Meeting and, should they have been issued on the same date, or if there is uncertainty regarding the date, the proxy voting form available to the Shareholders on the website of the Company (www.meliahotelsinternational.com) shall prevail.

If a shareholder validly grants a proxy through electronic means on the one hand, and, on the other, through printed card submitted by the appointed proxy holder physically attending the

General Meeting, or sent by mail well in advance, the printed card shall prevail over the proxy by electronic means, regardless of their respective dates.

If the name of the proxy holder is not expressly stated, it will be understood that the proxy is granted to the Chairman of the Board of Directors. Likewise, it will be understood that the proxy granted to the Chairman is granted to the person who is chairing the Meeting on his behalf, in the event that the Chairman is not able to attend it.

In relation to the specific voting instructions, these shall be properly marked in the proxy voting form, in the attendance card with the wording to grant the proxy or through the platform available on the Company's website, as the case may be. If no mention is made, it will be understood that the specific instruction given by the shareholder is to vote in favour of the proposals of the Board of Directors in relation to the items included in the agenda of the call notice.

In connection with any proposals on items not included in the agenda of the call notice, except where the shareholder granting the proxy expressly indicates otherwise (in which case it will be understood that the proxy holder is instructed to abstain from voting), the proxy also extends to proposals on items not included in the agenda. In such case, the specific instruction of the shareholder to the proxy holder is to vote for the proposal in the sense most appropriate for the interests of the Company and the shareholder, except as otherwise specified by the shareholder.

If the appointed proxy holder, according to the above indications, is subject to a conflict of interest in the voting on any of the proposals which, included or not in the agenda, are submitted to the General Meeting, and the represented shareholder had not given specific voting instructions in this respect, it will be understood that the proxy is granted to Secretary of the Board of Directors.

For the avoidance of doubt, there is a conflict of interest in the event that items relating to the termination of or the filing of an action for liability against the proxy holder and which are not included in the agenda, are submitted to the Shareholders' General Meeting, provided that the proxy holder is also director of the Company.

4. Errors, defects or omissions in the cards or forms

Should the attendance card or absentee vote or proxy (with or without voting instructions) forms contain any errors, defects or omissions which cannot be remedied by applying the criteria established in this document, the Company may accept and validate the documents submitted and determine the sense of the instructions received taking into account the set of criteria on interpretation contained in this document and any other Company's rules or recommendations on corporate governance, ensuring the company's interests and respecting the principles of legal certainty and the guarantee of the rights of the shareholder.

In order to solve the errors, defects or omissions contained within the cards or forms, the shareholder may indicate, through the corresponding card or form, a phone number, email address or any other contact data that allows the Company to contact the shareholder for this purpose.

5. Remote attendance and vote by electronic means

Pursuant to the provisions of Article 22.6 of the Company Bylaws, Article 18.3 of the Regulations of the Shareholders' General Meeting and the article 182 Spanish Capital Companies Law, and due to the inability to predict whether the same restrictions that prevent or limit the physical attendance will continue to exist on the scheduled date for the holding of the General Meeting, the Board of Directors has agreed that the attendance at the General Meeting can also be made through electronic means allowing the real-time remote connection with the venue where the General Meeting will be held ("remote attendance").

The mechanisms for remote attendance at the Meeting will be available on the corporate website of Meliá Hotels International (www.meliahotelsinternational.com) and will be published along with the call notice of the Meeting.

The remote attendance mechanisms will be closed following the end of the General Meeting or, where appropriate, if there is no quorum to hold the meeting.

In order to ensure the identity of the attendees, proper exercise of their rights, real-time interactivity and appropriate conduct of the meeting, shareholders (or their proxy holders) who want to use the remote attendance mechanisms, must register previously through the means made available by the Company on its website, by following the instructions published for that purpose in the call notice of the General Meeting and on the website.

The remote attendance at the Meeting shall be subject to following basic rules and, where not expressly provided for in such rules, the contents of the call notice and the Company's website shall apply, which shall be interpreted in conformity with the Law, the Bylaws and the Regulations of the Shareholders' General Meeting:

(i) Connection, registration and attendance:

Pursuant to the provisions of the Regulations of the Shareholders' General Meeting and for the purposes of allowing the proper management of the remote attendance systems, the shareholder (or his/her proxy holder) who wants to attend the General Meeting and to vote through remote communication means shall register previously as a shareholder (or, where appropriate, as a proxy holder) by providing all the relevant documents evidencing such status, through the means made available by the Company on its website and following the instructions contained therein.

The registration of attendees through a system other than that provided by the Company or which does not include the documents evidencing the status of shareholder or proxy holder, shall not be admitted. The Company reserves the right to request additional means of identification from shareholders (or their proxy holders) as and when it may so deem convenient to prove such status and guarantee the authenticity of the vote or proxy.

The registration of shareholders in the platform enabled for the issuance of votes or proxies, speeches, access to documents and follow-up of the Meeting or other functions, will be made available at the time of publication of the call notice, up to one hour before the start time of the Shareholders' General Meeting.

The connection of the shareholder (or his/her proxy holder) who has previously made the registration in the enabled platform will be opened from the date of publication of the call notice until the end of the Shareholders' General Meeting. The vote or proxy by the shareholder (or his/her proxy holder) may be issued from the date of opening of the platform and up to five (5) minutes before the scheduled start time of the Shareholders' General Meeting, in order to duly compose the quorum and the voting results.

If the Shareholders' General Meeting is held at second call, the scheduled period will be extended to the date of holding thereof with the same time limits already mentioned for each of the actions.

(ii) Speech:

The shareholders (or their proxy holders) who, in the exercise of their rights, intend to speak at the Meeting and, where appropriate, to request information or explanations in relation to the items of the agenda, or clarifications on the information accessible to the public provided by the Company to the Comisión Nacional del Mercado de Valores from the holding of the last General Meeting or in relation to the auditor's report, or to make proposals, shall indicate their intention to do so at the time of registration. Following such an indication and, exclusively, through the means provided for such purpose, the remote attendees may prepare in writing and send their speech or question from the time of their registration in the platform, until the end of the period authorised for that purpose, for the turn of speeches, so as to allow active participation in the Meeting by shareholders (or their representatives) who attend it electronically.

The remote attendee who wants his/her speech to be recorded in the minutes of the Meeting shall expressly indicate it in the text thereof.

The requests for information or clarification made by remote attendees may be answered in writing within seven days following the date of the Meeting, pursuant to the provisions of the Spanish Companies Act.

(iii) Votes:

The casting of votes through telematic means on proposals concerning the items included in the agenda may be made from the time of registration of the shareholder, according to the procedure set forth in section i) above and until the closing of the voting period for the purposes of constitution of the quorum and approved resolutions. In relation to proposals not included in the agenda, the provisions of section 2 above shall apply.

In any case, the remote voting process in relation to all the proposals submitted to the Meeting shall end before the reading of the summaries of the proposals for approved resolutions by the Secretary of the Meeting. For the voting of proposals for resolutions, the procedure provided for in the Bylaws and the Regulations of the General Meeting shall be applied.

The attendance in person (physical or remote) at the Shareholders' General Meeting of a shareholder who granted proxy or effected the vote by remote communication systems, whichever means was used to cast it, shall have the effect of a revocation of said proxy or vote. The physical attendance in person shall invalidate the remote attendance.

(iv) Other issues:

The Company reserves the right to change, suspend, cancel or restrict the mechanisms of remote attendance at the Meeting where technical or safety reasons so require. The Company will not be responsible for any prejudices the shareholders may suffer as a result of breakdowns, overloads, failures in the line, failures in the connection, or any other similar event, beyond the control of the Company, that prevent the use of the mechanisms of remote attendance at the Meeting.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS ON THE DATE OF THE CALL TO 2021 GENERAL SHAREHOLDERS' MEETING

Meliá Hotels International, S.A.

For the purposes specified in Article 518 of Spanish Corporate Enterprises Act, it is reported that on the date of the call to General Shareholders' Meeting, convened for June 10th and 11th, 2021, on first and second calling respectively, the capital share of Meliá Hotels International, S.A. is represented by 220,400,000 ordinary shares (220,400,000 voting rights). Each share shall give right to one vote.

In accordance with the provisions of section 5.2 of the Bylaws of Meliá Hotels International, S.A., there is one single class and series of shares.

In Palma, May 6, 2021

**ORDINARY GENERAL SHAREHOLDERS' MEETING
ABSENTEE VOTE FORM**

Absentee vote form for the Ordinary General Shareholders' Meeting of MELIÁ HOTELS INTERNATIONAL, S.A. to take place at the Hotel Meliá Palma Marina, located in Palma, Av. de Gabriel Roca, 29, at 1 p.m. on June 10, 2021 on first call, or on the following day on second call, at the same place and time.

_____ (full name or company name),
holder of _____ shares in MELIÁ HOTELS INTERNATIONAL, S.A., with ID/Passport number _____, with telephone number _____ and e-mail address _____ hereby cast my distance vote, indicating below the vote on the Resolution Proposals submitted to the Ordinary General Shareholders' Meeting:

Resolution Proposal¹	In favor	Against	Abstention
1.1			
1.2			
1.3			
1.4			
1.5			
2.1			
2.2			
2.3			
2.4			
2.5			
2.6			
2.7			
3.1			
3.2			
4.1	////////////////////	////////////////////	////////////////////
4.2	////////////////////	////////////////////	////////////////////
5			

In the event any resolutions not included in the Agenda are submitted to vote, it will be understood that I cast my vote in the manner proposed by the Chairman of the General Meeting², notwithstanding any instructions to the contrary by ticking the corresponding box below:

IN FAVOR	
AGAINST	
ABSTENTION	

In any case, this form shall be accompanied by documentation evidencing through suitable means the identity of the shareholder (and its legal representative, in the case of a legal entity) and ownership of the shares. The Company shall evaluate the suitability

¹ Points 4.1 and 4.2 of the Agenda is not submitted to vote.

² Following provisions of arts. 523 and 526 of the Capital Companies Act, it is hereby stated that in the event the Chairman should be involved in a conflict of interest when voting on any proposals which, not included in the Agenda, might be submitted at the Meeting, the power of representation will be deemed to have been conferred on the Secretary or, failing this or in the case of conflict of interest, on the Vice Secretary non-director.

and sufficiency of the means evidencing such identity and ownership of the shares.

PERSONAL DATA PROTECTION

Shareholder's personal data provided to the Company or submitted by the bank entities and the companies and agencies in which the shareholders might have deposited their shares, through the entity in charge of keeping the book-entry registry of the Company, *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores*, S.A. (IBERCLEAR), will be processed as follows:

Data controller: MELIÁ HOTELS INTERNATIONAL, S.A., with registered office at Calle Gremio Toneleros, 24, 07009 Palma.

Purpose: manage development, observance, and control of the relationship between the Company and shareholders regarding notice to call and the General Meeting.

Entitlement: your personal data will be processed for the observance of Company's legal obligations.

Recipients:

- The entity in charge of keeping the book-entry registry of the Company, *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores*, S.A. (IBERCLEAR)
- Public Administrations, in the cases provided by Law.
- Registries and Notaries, in the cases provided by Law.

Rights: to access, rectification, to erasure, to object, to restriction of processing and to data portability.

In case you wish to obtain more information regarding the processing of your personal data, please check our [Privacy Policy](#).

Signature of Shareholder.

In _____, on _____, 2021.

**ORDINARY GENERAL SHAREHOLDERS' MEETING
VOTE DELEGATION FORM (PROXY)**

Vote delegation form (proxy) for the Ordinary General Shareholders' Meeting of MELIÁ HOTELS INTERNATIONAL, S.A. to take place at the Hotel Meliá Palma Marina, located in Palma, Av. de Gabriel Roca, 29, at 1 p.m. on June 10, 2021 on first call, or on the following day on second call, at the same place and time.

³ _____ (full name or company name), holder of _____ shares in MELIÁ HOTELS INTERNATIONAL, S.A., with telephone number _____ and e-mail address _____ hereby delegate my vote to⁴:

- The Chairman of the Board of Directors of MELIÁ HOTELS INTERNATIONAL, S.A.
- Mr./Ms. _____, bearer of National Identity Card n° _____

Below are the instructions for exercising the voting right for the Resolution Proposals to be submitted to the Ordinary General Shareholders' Meeting:

Resolution Proposal⁵	In favor	Against	Abstention
1.1			
1.2			
1.3			
1.4			
1.5			
2.1			
2.2			
2.3			
2.4			
2.5			
2.6			
2.7			
3.1			
3.2			
4.1	////////////////////	////////////////////	////////////////////
4.2	////////////////////	////////////////////	////////////////////
5			

In the event any resolutions not included on the Agenda are submitted to a vote, (i) and in the case I have conferred my representation in favor of the Chairman of the Board of Directors, it will be understood that I cast my vote in the manner proposed by the Chairman of the General Meeting, notwithstanding any instructions to the contrary indicated herein by ticking the corresponding box below, and (ii) in the event I have conferred my representation in favor of a third party other than the Chairman, he/she will vote on such resolutions in the manner he/she deem appropriate, notwithstanding any instructions to the contrary by ticking the corresponding box below.

³ It will be understood that the proxy is conferred to the Chairman of the Board of Directors in case the delegation does not include a nominative or legible expression of the beneficiary of the delegation, or if the same is made in favour of the Board of Directors in general.

⁴ In case of delegations in favor of the Chairman of the Board of Directors, the latter will vote in favor of all proposals submitted by the Board in respect of the various items of the Agenda, unless in relation thereto the instructions for exercising the voting right should indicate otherwise. For the effects of the provisions of arts. 523 and 526 of the Capital Companies Act, it is hereby stated that in the event the Chairman should be involved in a conflict of interest when voting on any proposals which, included or not in the Agenda, might be submitted at the Meeting, the power of representation will be deemed to have been conferred in favor of the Secretary or, failing this or in the case of conflict of interests, the Vice Secretary non-director

⁵ Points 4.1 and 4.2 of the Agenda is not submitted to vote.

IN FAVOR	
AGAINST	
ABSTENTIÓN	

In any case, this form should be accompanied by documentation evidencing through suitable means the identity of the shareholder (and its legal representative, in the case of a legal entity) and the designated representative, as well as the ownership of the shares. The Company shall evaluate the suitability and sufficiency of the means evidencing such identity and ownership of the shares.

PERSONAL DATA PROTECTION

Shareholder's personal data provided to the Company or submitted by the bank entities and the companies and agencies in which the shareholders might have deposited their shares, through the entity in charge of keeping the book-entry registry of the Company, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), will be processed as follows:

Data controller: MELIÁ HOTELS INTERNATIONAL, S.A., with registered office at Calle Gremio Toneleros, 24, 07009 Palma.

Purpose: manage development, observance, and control of the relationship between the Company and shareholders regarding notice to call and the General Meeting.

Entitlement: your personal data will be processed for the observance of Company's legal obligations.

Recipients:

- The entity in charge of keeping the book-entry registry of the Company, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR)
- Public Administrations, in the cases provided by Law.
- Registries and Notaries, in the cases provided by Law.

Rights: to access, rectification, to erasure, to object, to restriction of processing and to data portability.

In case you wish to obtain more information regarding the processing of your personal data, please check our [Privacy Policy](#).

Signature of the Shareholder:

In _____, on _____, 2021.

Master Report of the Board of Directors on the Proposals for Re-Election and Appointment of Directors of Meliá Hotels International, S.A.

Board of Directors

30 April 2021

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Annex I - Master Report of the Appointments, Remuneration and Corporate Social Responsibility Committee on the Proposals for Re-Election

1. Purpose of the Report.

This explanatory master report is drawn up by the Board of Directors of Meliá Hotels International, S.A. (hereinafter, the “**Company**”) on the proposals for re-election and appointment of the following directors:

- Mr. Gabriel Escarrer Jaume, as Executive Director.
- The company Hoteles Mallorquines Consolidados, S.L. and its natural person representative Ms M^a Antonia Escarrer Jaume, as External Proprietary Director.

Regarding the expiration of the term of office of Hoteles Mallorquines Consolidados, S.L., it is hereby informed that, according to the recent changes in legislation, in particular, the amendment of Article 529 *bis* of the Spanish Corporate Enterprises Act [*Ley de Sociedades de Capital*], as mentioned in the attached report of the Committee, it is proposed to appoint Ms M^a Antonia Escarrer Jaume as a natural person, instead of re-electing the company Hoteles Mallorquines Consolidados, S.L.

- Mr. Fernando D’Ornellas Silva, as External Independent Director.
- Mr. Francisco Javier Campo García, as External Independent Director, and
- Mr. Luís María Díaz de Bustamante y Terminel, as External Independent Director.

This report is submitted to the General Shareholders’ Meeting along with the report and proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee (hereinafter, the “**Committee**”) pursuant to the provisions of Article 529 *decies*, sections 4, 5, 6 and 7 and Article 529 *quindecies* 3(c) and (d) of the Spanish Corporate Enterprises Act (hereinafter, the “**CEA**”), as well as Article 15.2 of the Regulations of the Board of Directors.

The Committee has duly informed the Board that the term of office of the mentioned directors expires in June 2021, hence the need to prepare this report.

According to the provisions of Article 529 *decies*, section 4 and 6 of the CEA, the aforementioned proposals for re-election are formulated as follows:

- The proposals for the re-election of the Executive Director and the appointment of the Proprietary Director are formulated directly by the Board of Directors to the General Shareholders’ Meeting, prior report of the Committee.
- The proposals for the re-election of the Independent Directors are submitted to the General Shareholders’ Meeting along with the report of the Board of Directors and at the proposal of the Committee.

In pursuit of greater documentary efficiency, the Board prepares this master report which collectively assesses skills, experience and merits of the proposed candidates, according to the provisions of Article 529 *quindecies* 3, sections (c) and (d) of the CEA, as well as to Article 15 of the Regulations of the Board of Directors, all this without prejudice to the contents of the relevant reports and individual proposals attached hereto and endorsing, in all respects and as required, the relevant reports and proposals formulated by the Committee, which are attached to this report as Annex I.

The Board, in compliance with the provisions of Article 197 *bis* of the CEA, will include each proposal for re-election or appointment as a separate item on the agenda of the General Shareholders' Meeting.

2. Prior Analysis.

The Board of Directors, at its meeting held on 26 November 2020, approved the Director Selection and Diversity Policy and, according to the principles established therein and the skills, experience and training included in the Competence Matrix, the Committee and the Board of Directors itself, where appropriate, have analysed the requirements on the composition of the Board of Directors in the short and medium term in order to determine the specific director profiles the Company needs.

Among others, the following aspects have been analysed:

- ✓ Profiles and professional skills of Directors.
- ✓ Maintenance of a proper balance between the different expertise and knowledge provided by the Directors to the Company and its Group.
- ✓ Definition of the required profile and skills of the candidates.
- ✓ Potential situations of conflict, prohibition or incompatibility, according to both legislation and the Company's internal regulations.
- ✓ Time available for Directors to properly perform their duties as such.
- ✓ Absence of incompatibilities.
- ✓ Maintenance of a proper balance between the different categories of Directors ensuring the correct representation of the total interests within the Board of Directors.
- ✓ Performance and assessment of Directors during the term of their offices and their ability to continue to carry out their tasks in a satisfactory manner. In particular, in the current context, the Board and the Committee have considered the high level of involvement and commitment of the directors whose re-election will be submitted to

the next General Shareholders' Meeting in the management of the situation caused by COVID-19.

- ✓ Diversity of knowledge, expertise, age and gender within the Board, all this based on equality and impartiality criteria, avoiding any implicit bias which may involve discrimination.

In particular, the Recommendations 14 and 17 of the CNMV (Good Governance Code of Listed Companies) have been considered for the purposes of maintaining the percentage of independent directors within the Board and fostering diversity within the Board of Directors in terms of gender, so that female directors represent at least 40% of the total members by 2022.

In the development of their duties, the Directors whose re-election is proposed have demonstrated:

- Extensive knowledge and expertise in different activity sectors which are essential for the Group, including tourism, financial, retail and consumer sectors, legal and compliance field, etc., thus enhancing the analysis of the Company's needs and projects and the plurality of perspectives in the discussion of the issues to be considered by the Board of Directors.
- Professional background and performance of their duties to date.
- Their active participation in the Board's activities and, where appropriate, as members of the Committees.
- Excellent performance of their duties in terms of knowledge, commitment and ethics.
- Their commitment and engagement with the Company in the monitoring of the management carried out by the Company in response to the crisis caused by COVID-19.

As a conclusion of this analysis, the Board of Directors understands that it is advisable to maintain the current composition of the Board of Directors (as for the number, classification of directors as well as diversity within the Board), made up by members of different profiles, highly trained and with professional competences, which can create value in the short and medium term for the Company, enhancing discussions and encouraging informed decision making. Therefore, the Board and the Committee have positively assessed the profile, skills, knowledge and experience of the Directors whose re-election is submitted to the General Shareholders' Meeting, also positively assessing the continuation of the current structure of the board of

directors as for the number, classification of Directors as well as diversity of knowledge, experience, age and gender.

3. Justification for the Proposals as a Whole.

As part of the preparation and acceptance process of the proposals for the re-election and appointment carried out by the Committee, the Board of Directors has considered the suitability of the candidates' professional profiles for the needs of the Company's activities and the sector in which it operates, as well as their international experience, level of performance to date and the sufficient time available to properly perform their duties.

In this sense, the Board of Directors understands that all the candidates duly combine sufficient skills and competencies, among others, in the fields below:

- (a) Knowledge of the sector in which the Company operates, as well as other sectors that create positive synergies for it;
- (b) Expertise and knowledge on the tourism sector, financial management, human resources management, risk management, marketing, big business, asset management and in the legal and compliance fields;
- (c) Proven training and experience and knowledge of the geographic markets that are relevant to the Company;
- (d) Skills and knowledge on management, leadership and business strategy.

The curriculums of the Directors whose re-election and appointment is submitted to the General Shareholders' Meeting are attached to the reports and proposals of the Committee attached hereto and prove their worth and technical expertise, their merits to continue to hold office, their extensive experience in sectors that are significant for the Company and the Group and their knowledge in different business fields, which ensure the contribution of different perspectives to the discussions at the meetings of the Board of Directors, maintaining a high percentage of independent directors and thus consolidating the high-quality education of the members of the Board of Directors as a whole.

Finally, the Committee has verified that the directors whose re-election and appointment is proposed satisfy the requirements as to good repute, suitability, technical soundness, skills, expertise, qualifications, training, availability and commitment to the functions inherent in the position, and that no incompatibility, prohibition or conflict are known to exist.

4. Individual Proposal for the Re-Election of Mr. Gabriel Escarrer Jaume.

Having regard to the prior report of the Committee and according to the provisions of Article 529 *decies*, sections 4, 5 and 6 of the CEA, the Board considers that Mr. Gabriel Escarrer Jaume meets the specific requirements to continue in office as Director and, where appropriate, as Executive Vice Chairman and Chief Executive Office of the Board of Directors of the Company, according to the principles set out in the Director Selection and Diversity Policy.

Proposed Category: Executive Director, as defined in Article 529 *duodecies*, section 1 of the CEA.

The Board of Directors has concluded that the current proper performance of the duties assigned to him as an Executive Director, and the knowledge of the activities performed by the Company and the sector in which it operates, both at national and international level, will allow Mr. Gabriel Escarrer Jaume to continue to positively contribute and add value to the operations of the Board of Directors and, therefore, submits to the General Shareholders' Meeting the proposal below for approval:

"[●]-Re-election of Mr. Gabriel Escarrer Jaume as an Executive Director.

To re-elect Mr. Gabriel Escarrer Jaume as a Director for the statutory period of four (4) years, at the proposal and prior explanatory report of the Board of Directors, issued based on the report of the Appointments, Remuneration and Corporate Social Responsibility Committee.

Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an Executive Director".

5. Individual Proposal for the Appointment of Ms Maria Antonia Escarrer Jaume.

Having regard to the prior report of the Committee and according to the provisions of Article 529 *decies*, sections 4, 5 and 6 of the CEA, the Board considers that Ms María Antonia Escarrer Jaume meets the specific requirements to hold office as Proprietary Director of the Company, according to the principles set out in the Director Selection and Diversity Policy.

Proposed Category: Proprietary Director, as defined in Article 529 *duodecies*, section 3 of the CEA.

The Board of Directors has concluded that the current proper performance of the duties that were assigned to her as a natural person representative of the Proprietary Director, and the knowledge of the activities performed by the Company and the sector in which it operates, both at national and international level, will continue to allow Ms María Antonia Escarrer Jaume to continue to positively contribute and add value to the operations of the Board of Directors and, therefore, submits to the General Shareholders' Meeting the proposal below for approval:

“[●]- Appointment of Ms María Antonia Escarrer Jaume as a Proprietary Director.

To appoint Ms María Antonia Escarrer Jaume as a Director for the statutory period of four (4) years, at the proposal and prior explanatory report of the Board of Directors, issued based on the report of the Appointments, Remuneration and Corporate Social Responsibility Committee.

Pursuant to Article 529 duodecies of the Corporate Enterprises Act, she shall be deemed to be a Proprietary Director”.

6. Individual Proposal for the Re-Election of Mr. Fernando D’Ornellas Silva.

Having regard to the proposal of the Committee, which is endorsed where appropriate, and according to the provisions of Article 529 *decies*, sections 4 and 5 of the CEA, the Board considers that Mr. Fernando D’Ornellas Silva meets the specific requirements to continue in office as Director and, where appropriate, as Coordinating Director of the Board of Directors of the Company, according to the principles set out in the Director Selection and Diversity Policy.

Proposed Category: External Independent Director, as defined in Article 529 *duodecies*, section 4 of the CEA.

The Board of Directors, at the proposal of the Committee, has concluded that the current proper performance of the duties assigned to him as an Independent Director, and the knowledge of the activities performed by the Company and the sector in which it operates, both at national and international level, will allow Mr. Fernando D’Ornellas Silva to continue to positively contribute and add value to the operations of the Board of Directors and, therefore, submits to the General Shareholders’ Meeting the proposal for re-election below issued by the Committee for approval:

“[●]-Re-election of Mr. Fernando D’Ornellas Silva as an External Independent Director.

To re-elect Mr. Fernando D’Ornellas Silva as a Director for the statutory period of four (4) years, at the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee and prior explanatory report of the Board of Directors.

Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an External Independent Director”.

7. Individual Proposal for the Re-Election of Mr. Francisco Javier Campo García.

Having regard to the proposal of the Committee, which is endorsed where appropriate, and according to the provisions of Article 529 *decies*, sections 4 and 5 of the CEA, the Board considers that Mr. Francisco Javier Campo García meets the specific requirements to continue in office as Director, according to the principles set out in the Director Selection and Diversity Policy.

Proposed Category: External Independent Director, as defined in Article 529 *duodecies*, section 4 of the CEA.

The Board of Directors, at the proposal of the Committee, has concluded that the current proper performance of the duties assigned to him as an Independent Director, and the knowledge of the activities performed by the Company and the sector in which it operates, both at national and international level, will allow Mr. Francisco Javier Campo García to continue to positively contribute and add value to the operations of the Board of Directors and, therefore, submits to the General Shareholders' Meeting the proposal for re-election below issued by the Committee for approval:

“[●]-Re-election of Mr. Francisco Javier Campo García as an External Independent Director.

To re-elect Mr. Francisco Javier Campo García as a Director for the statutory period of four (4) years, at the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee and prior explanatory report of the Board of Directors.

Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an External Independent Director”.

8. Individual Proposal for the Re-Election of Mr. Luís María Díaz de Bustamante y Terminel.

Having regard to the proposal of the Committee, which is endorsed where appropriate, and according to the provisions of Article 529 *decies*, sections 4 and 5 of the CEA, the Board considers that Mr. Luís María Díaz de Bustamante y Terminel meets the specific requirements to continue in office as Director and, where appropriate, as Secretary of the Board of Directors of the Company, according to the principles set out in the Director Selection and Diversity Policy.

Proposed Category: External Independent Director, as defined in Article 529 *duodecies*, section 4 of the CEA.

The Board acknowledges the information provided by the Committee in relation to the termination of the status as independent director of Mr. Luis María Díaz de Bustamante y Terminal as from 30 November 2022.

The Board of Directors, at the proposal of the Committee, has concluded that the current proper performance of the duties assigned to him as an Independent Director, and the knowledge of the activities performed by the Company and the sector in which it operates will allow Mr. Lu s Mar a D az de Bustamante y Terminel to continue to positively contribute and add value to the operations of the Board of Directors and, therefore, submits to the General Shareholders' Meeting the proposal for re-election below issued by the Committee for approval:

“[●]-Re-election of Mr. Lu s Mar a D az de Bustamante y Terminel as an External Independent Director.

To re-elect Mr. Lu s Mar a D az de Bustamante y Terminel as a Director for the statutory period of four (4) years, at the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee and prior explanatory report of the Board of Directors.

Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an External Independent Director”.

Master Report of the Appointments, Remuneration and Corporate Social Responsibility Committee on the Proposals for Re-election and Appointment of Directors

27 April 2021

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Annex I

1. Preamble

The duties of the Appointments, Remuneration and Corporate Social Responsibility Committee (hereinafter, the “**Committee**”) of Meliá Hotels International, S.A. (hereinafter, the “**Company**”), as governed by Article 39 *Ter* of the Company Bylaws and Article 15 of the Regulations of the Board of Directors, include, among others, the following:

“[...]

15.2 Organisation and Responsibilities.

[...]

“(a) *Appointment and re-election of directors:*

To define and review the criteria to be applied with regard to the composition of the Board of Directors and the selection of candidates, and in particular, to assess the competencies, knowledge, abilities, and experience necessary in the Board of Directors to define the competences and aptitudes necessary of the candidates that must cover vacant.

[...]

To submit to the Board any proposals on the appointment of Independent Directors so that the Board may directly designate such Directors (co-option) or adopt the proposals for their submission to the General Shareholders’ Meeting for approval as well as their re-election or removal by the General Shareholders Meeting.

To report the proposals for appointment of other Directors so that the Board can directly appoint them (co-option) or take on such proposals for submission to the decision of the General Shareholders’ Meeting as well as their re-election or removal by the General Shareholders Meeting.

[...]”

Within the framework of these powers, the Committee has reviewed the current composition of the Board of Directors and the upcoming expiration of terms of office in order to prepare the relevant proposals and/or reports to be submitted to the Board of Directors:

Director	Category	Expiration
Mr. Gabriel Escarrer Juliá	Proprietary Director	June 2023
Mr. Gabriel Escarrer Jaume	Executive Director	June 2021

Hoteles Mallorquines Agrupados, S.L. (Rep. by Mr. Jose María Vázquez-Pena)	Proprietary Director	July 2024
Hoteles Mallorquines Consolidados, S.L. (Rep. by Ms Maria Antonia Escarrer Jaume)	Proprietary Director	June 2021
Hoteles Mallorquines Asociados, S.L. (Rep. by Mr. Alfredo Pastor Bodmer)	Proprietary Director	June 2023
Mr. Juan Arena de la Mora	External Other Director	June 2022
Mr. Fernando D'Ornellas Silva	Independent Director	June 2021
Ms Carina Szpilka Lázaro	Independent Director	July 2024
Mr. Francisco Javier Campo García	Independent Director	June 2021
Mr. Luis María Díaz de Bustamante y Terminel	Independent Director	June 2021
Ms Cristina Henríquez de Luna Basagoiti	Independent Director	June 2023

According to such analysis, in June 2021, the term of office of the Directors below expires:

- **Mr. Gabriel Escarrer Jaume:** Executive Vice Chairman and Chief Executive Officer
- **Mr. Francisco Javier Campo García:** External Independent Director, member of the Appointments, Remuneration and Corporate Social Responsibility Committee and Chairman of the Audit and Compliance Committee.
- **Mr. Fernando D'Ornellas Silva:** External Independent Director, member of the Audit and Compliance Committee and Chairman of the Appointments, Remuneration and Corporate Social Responsibility Committee.

- **Mr. Luis María Díaz de Bustamante y Terminel:** External Independent Director, member of the Appointments, Remuneration and Corporate Social Responsibility Committee.
- **Hoteles Mallorquines Consolidados, S.L.** (natural person representative: Ms María Antonia Escarrer Jaume): External Independent Director and member of the Appointments, Remuneration and Corporate Social Responsibility Committee.

Regarding the expiration of the term of office of Hoteles Mallorquines Consolidados, S.L., it is hereby informed that, according to the recent changes in legislation referred to in Art. 3.21 of Law 5/2021 of 12th April, in section 1 of Article 529 *bis* of the Spanish Corporate Enterprises Act, regarding representation of legal persons within the board of directors of listed companies, the appointment of Ms M^a Antonia Escarrer Jaume as natural person shall be assessed instead of the re-election of the legal person.

For this purpose, the Committee has analysed the appropriateness of their re-election or appointment for the submission of the relevant report or proposal to the Board of Directors, depending on the category of each Director, including in this report the results of the work performed by it for subsequent submission to the Board of Directors.

Considering that the re-election of four directors and the appointment of one director who previously represented a legal person director is hereby proposed or reported, the Committee has considered it preferable to prepare a single master report which includes the process followed in this regard.

2. Verification of Compliance with the Director Selection and Diversity Policy

According to the principles set forth in the Director Selection and Diversity Policy, approved by the Board of Directors on 26 November 2020, as well as the skills, experience and training included in the Competence Matrix and for the purposes of duly informing and advising the Board of Directors in the analysis of the Company's needs and the appropriateness of re-electing the mentioned five (5) directors, the Committee has considered, inter alia, the following aspects:

- Profiles and professional skills of Directors.
- Maintenance of a proper balance between the different expertise and knowledge provided by the Directors to the Company and its Group.
- Definition of the required profile and skills of the candidates.
- Potential situations of conflict, prohibition or incompatibility, according to both legislation and the Company's internal regulations.
- Time available for Directors to properly perform their duties as such.

- Absence of incompatibilities.
- Maintenance of a proper balance between the different categories of Directors ensuring the correct representation of the total interests within the Board of Directors.
- Performance and assessment of Directors during the term of their offices and their ability to continue to carry out their tasks in a satisfactory manner.
- Diversity of gender, age and seniority within the Board, all this based on equality and impartiality criteria, avoiding any implicit bias which may involve discrimination.

The Committee has also considered the current social and economic context, in particular, after the crisis caused by COVID-19 and, specially, the impact on the Company's activities. In this sense, the Committee considers that it is necessary to give continuity to the management and monitoring tasks carried out by the Directors from the start of the pandemic, because their involvement and commitment were key to ensure the effectiveness of the measures adopted by the Chief Executive Officer and the Group's Management Team.

Likewise, the Committee has considered the changes in legislation established in Law 5/2021, of 12 April 2021 on the provisions of the Spanish Corporate Enterprises Act and other financial regulations, regarding the promotion of long-term commitment of shareholders in listed companies, and the impact on the processes for the selection and re-election of Directors. In particular, the Committee considers the direct impact of the new wording of Article 529 *bis* CEA, on the requirement regarding the composition of the boards of directors of listed companies, since it provides that these must be composed exclusively of natural persons.

In that sense, the implementation of the changes in legislation established in Art. 3.21 of Law 5/2021, of 12 April 2021, in section 1 of Article 529 *bis* of the Spanish Corporate Enterprises Act, makes it impossible to prepare the report for re-election of Hoteles Mallorquines Consolidados, S.L as an External Proprietary Director, and instead, the appointment of Ms María Antonia Escarrer Jaume as natural person is proposed.

In general, the Committee has considered, inter alia, the activities carried out by the Company, the countries in which these activities are carried out, the ordinary management needs of a multinational company, its commitments to the social sphere, the best practices in Corporate Governance and the general principles of the Company. In addition to the above aspects, the Committee has also considered the new recommendations of the Good Governance Code of Listed Companies of the CNMV in terms of composition of the Board of Directors and its Delegated Committees.

In relation to the recommendations of the Good Governance Code of Listed Companies, the recommendations concerning the percentages of proprietary and independent directors have been considered, in particular: “That the percentage of proprietary directors divided by the number of non-executive directors is no greater than the proportion of the equity interest in the company represented by said proprietary directors and the remaining share capital.”

In this sense, the Board of Directors, with a total of ELEVEN (11) members, shall continue to consist of SIX (6) external independent directors, FOUR (4) external proprietary directors and ONE (1) executive director. In other words, with the proposals for re-election the proportion of external proprietary directors and external independent directors (36% vs 54%) would be maintained and, although it complies with the right of proportional representation of significant shareholders, it maintains a relatively low percentage of proprietary directors compared to the percentage of independent directors.

Finally, the Committee has used the data of the Spencer Stuart Index of Board of Directors (2020) as a reference in relation to the average size of Boards of Directors (11 members), percentage of independent directors over the total number of directors (46%), as well as the average seniority of the members (6.5 years).

No external advisors have participated in the preparation of this report.

3. Individual Assessment of each Director whose Re-election will be Proposed to the Board of Directors and the General Shareholders' Meeting

(a) In relation to the re-election of Mr. Gabriel Escarrer Jaume as an Executive Director:

After analysing the profile of Mr. Gabriel Escarrer Jaume, as well as his career in the Company, the Committee very favourably assesses:

- a. His extensive knowledge and experience in the tourism sector, as well as his proven experience in financial management and leadership.
- b. Excellent development and performance of his duties as Director, Executive Vice Chairman and Chief Executive Officer of the Company.
- c. Professional experience acquired in the performance of his duties and his international experience.
- d. Active participation in the day-to-day management of the Company.
- e. Knowledge of the historical development of the Company and its Group.
- f. Excellent reporting to the Board of Directors and his active involvement in the Board's operations.

- g. Excellent performance of his duties in terms of knowledge, commitment and ethics.
- h. His contributions and management of the crisis caused by COVID-19 and the knowledge acquired in the management and monitoring in this field during 2020.
- i. His good repute, suitability, technical soundness, skills, expertise, qualifications, availability and commitment to the functions inherent in his position.

In particular, the Committee has considered the leadership of Mr. Gabriel Escarrer in the management of the Company during the situation caused by COVID-19 and his commitment, dedication and loyalty to the Company, with particular attention to his generosity with respect to voluntary waivers and reductions in remuneration.

The Committee has also considered the results of the last performance assessments of the Top Executive carried out by the Board of Directors, in which the management carried out by Mr. Gabriel Escarrer Jaume has been assessed very positively, in particular, in the last year.

Mr. Gabriel Escarrer Jaume was appointed for the first time as director by co-option on 29 September 1997, ratified in his position by the General Shareholders' Meeting on 8 June 1998 and re-elected on 29 April 2002, 5 June 2007, 13 June 2012 and on 8 June 2017, when his last appointment to date took place.

(b) In relation to the proposal for appointment of Ms Maria Antonia Escarrer Jaume as an External Proprietary Director:

The Committee has confirmed that the shareholder Hoteles Mallorquines Consolidados, S.L., in its capacity as significant shareholder (holder of 24.365% of the share capital of Meliá), still has the right to propose the appointment of a representative in the Board of Directors of Meliá, since the Board's current composition of eleven (11) members will be maintained.

In particular, after analysing the profile of Ms María Antonia Escarrer Jaume, as well as her career in the Company, the Committee very favourably assesses:

- a. Her extensive knowledge and experience in the tourism sector, as well as her proven experience in the management of human resources, corporate social responsibility, marketing and sustainability.
- b. Knowledge of the historical development of the Company and its Group.
- c. Excellent performance of her duties as Proprietary Director.
- d. Active involvement in the Board's operations and as Member of the Appointments, Remuneration and Corporate Social Responsibility Committee.
- e. Excellent performance of her duties in terms of knowledge, commitment and ethics.

- f. Her contributions and management of the crisis caused by COVID-19 and the knowledge acquired in the management and monitoring in this field during 2020.
- g. Her good repute, suitability, technical soundness, skills, expertise, qualifications, availability and commitment to the functions inherent in her position.

Ms M^a Antonia Escarrer Jaume was originally appointed as natural person representative of Hoteles Mallorquines Consolidados, S.L (formerly Hoteles Mallorquines Consolidados, S.A.) by co-option for the first time on 20 November 2000, ratified in her position by the General Shareholders' Meeting on 28 May 2001 and re-elected on 6 June 2006, 13 June 2012 and on 8 June 2017, when her last appointment to date took place.

(c) In relation to the proposal for re-election of Mr. Fernando D'Ornellas Silva as an External Independent Director

After analysing the profile of Mr. Fernando D'Ornellas Silva, as well as his career in the Company, the Committee very favourably assesses:

- a. His extensive knowledge and experience in different sectors (automotive sector, energies, etc.), in particular, his experience in financial, risk and asset management is assessed very positively.
- b. Professional experience acquired in the performance of his different duties in several companies and his international experience.
- c. Excellent performance of his duties as External Independent Director, as Chairman of both the Appointments, Remuneration and Corporate Social Responsibility Committee and the Audit and Compliance Committee (until February 2020).
- d. His ability to offer continuity and stability to his functions as Chairman of the Appointments, Remuneration and Corporate Social Responsibility Committee following his appointment on 26 February 2020 is highly appreciated.
- e. Compliance with Recommendation 52 of the Good Governance Code and, in particular, the fact that the Committees are composed exclusively of non-executive directors, with a majority of independent directors and that their chairmen are independent directors.
- f. His performance as Coordinating Director, his relevant role as link between the Company and the other directors and his excellent work as a conduit of information requests.
- g. His high level of attendance at the meetings of the Board, the Audit and Compliance Committee and the Appointments, Remuneration and Corporate Social Responsibility

Committee, and his active and enriching participation in the operations, discussions and assessments taking place therein.

- h. His contributions and cooperation in the management of the crisis caused by COVID-19 and the knowledge acquired in the management and monitoring in this field during 2020.
- i. His good repute, suitability, technical soundness, skills, expertise, qualifications, availability and commitment to the functions inherent in his position.

Mr. Fernando d'Ornellas Silva was appointed for the first time as director of the company on 13 June 2012 and re-elected on 8 June 2017, when his last appointment to date took place.

(d) In relation to the proposal for re-election of Mr. Francisco Javier Campo García as an External Independent Director

After analysing the profile of Mr. Francisco Javier Campo García, as well as his career in the Company, the Committee very favourably assesses:

- a. His extensive knowledge and experience in different sectors which are essential for the Group, in particular, his experience in the financial and banking sector, risk and human resources, marketing and big business, is assessed very positively.
- b. Professional experience acquired in the performance of different duties in several companies and his international experience.
- c. Excellent performance of his duties as External Independent Director and as Chairman of the Audit and Compliance Committee (current position) and of the Appointments, Remuneration and Corporate Social Responsibility Committee (until February 2020).
- d. His ability to offer continuity and stability to his functions as Chairman of the Audit and Compliance Committee following his appointment on 26 February 2020 is highly appreciated.
- e. Compliance with Recommendation 52 of the Good Governance Code and, in particular, the fact that the Committees are composed exclusively of non-executive directors, with a majority of independent directors and that their chairmen are independent directors.
- f. His high level of attendance at the meetings of the Board, the Audit and Compliance Committee and the Appointments, Remuneration and Corporate Social Responsibility Committee, and his active and enriching participation in the operations, discussions and assessments taking place therein.
- g. His contributions and cooperation in the management of the crisis caused by COVID-19 and the knowledge acquired in the management and monitoring in this field during 2020.

- h. His good repute, suitability, technical soundness, skills, expertise, qualifications, availability and commitment to the functions inherent in his position.

Mr. Francisco Javier Campo García was appointed for the first time as director on 13 June 2012 and re-elected on 8 June 2017, when his last appointment to date took place.

(e) In relation to the proposal for re-election of Mr. Luis María Díaz de Bustamante y Terminel as an External Independent Director

After analysing the profile of Mr. Luís María Díaz de Bustamante y Terminel, as well as his career in the Company, the Committee very favourably assesses:

- a. His experience in the legal and compliance field.
- b. The candidate's professional experience acquired, the performance of his duties as Secretary of the Board, and his international experience.
- c. Excellent performance of his duties as Independent Director and as Secretary of the Board and member of the Appointments, Remuneration and Corporate Social Responsibility Committee.
- d. His high level of attendance at the meetings of the Board and of the Appointments, Remuneration and Corporate Social Responsibility and his active and enriching participation in the operations, discussions and assessments taking place therein.
- e. His contributions and cooperation in the management of the crisis caused by COVID-19 and the knowledge acquired in the management and monitoring in this field during 2020.
- f. His good repute, suitability, technical soundness, skills, expertise, qualifications, availability and commitment to the functions inherent in his position.

Mr. Luis María Díaz de Bustamante y Terminel was appointed for the first time as Director of the Company by co-option on 30 September 2010, ratified in his position by the General Shareholders' Meeting on 1 June 2011, re-elected on 13 June 2012; and on 8 June 2017 his last appointment to date took place.

According to the above and according to the provisions of Article 529 *duodecies*, section 4, on 30 November 2022, Mr. Luis María Díaz de Bustamante y Terminel would no longer be considered as an Independent Director.

4. Verification of Compliance with the Requirements to be a Director of the Company

The Committee has verified that all the candidates for re-election continue to comply with the general requirements expected from every director of the Company, according to the provisions of the applicable regulations, including the Regulations of the Board.

In particular, the Committee has verified that the behaviour and professional career of the candidates for re-election are fully aligned with the Company's principles and that they are not affected by circumstances of incompatibility, potential situations of conflict, prohibition or impediment for the exercise of the position.

Considering that four re-elections and one appointment are proposed and in accordance with the Director Selection and Diversity Policy, the Committee considers that orientation plans are not necessary, without prejudice to the Board's training programme to be applied as appropriate.

5. Conclusions

As a result of the foregoing, the Committee has concluded as follows:

(a) To favourably report to the Board of Directors on the re-election of Mr. Gabriel Escarrer Jaume as an Executive Director of the Company, for the corresponding proposal by the Board to the General Shareholders' Meeting.

(b) To favourably report to the Board of Directors on the appointment of Ms María Antonia Escarrer Jaume as an External Proprietary Director of the Company, at the proposal of HOTELES MALLORQUINES CONSOLIDADOS, S.L., for the corresponding proposal by the Board to the General Shareholders' Meeting.

(c) To favourably report to the Board of Directors on the re-election of Mr. Fernando D'Ornellas Silva as an External Independent Director of the Company, for the corresponding proposal by the Board to the General Shareholders' Meeting.

(d) To favourably report to the Board of Directors on the re-election of Mr. Francisco Javier Campo García as an External Independent Director of the Company, for the corresponding proposal by the Board to the General Shareholders' Meeting.

(e) To favourably report to the Board of Directors on the re-election of Mr. Lu s Mar a D az de Bustamante y Terminel as an External Independent Director of the Company, for the corresponding proposal by the Board to the General Shareholders' Meeting.

(f) To favourably report to the Board of Directors on the maintenance of the current number of Directors, i.e., ELEVEN (11) members, for the corresponding proposal to the General Shareholders' Meeting.

ANNEX TO THE MASTER REPORT OF THE APPOINTMENTS, REMUNERATION AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE OF MELIÁ HOTELS INTERNATIONAL, S.A.

Palma, on 27 April 2021

Professional and biographical profile of Mr. Gabriel Escarrer Jaume.

Gabriel Escarrer represents the second generation of the founding family of what is today Meliá Hotels International, a multinational company with presence in more than 40 countries and part of the Ibx 35 index, with more than 390 hotels in 4 continents.

After graduating from Wharton School, Gabriel Escarrer Jaume worked at the investment bank Salomon Brothers in New York, from which he took part in the successful IPO of Meliá Hotels International, a company founded by his father, Gabriel Escarrer Juliá, in 1956.

Escarrer combines a strong vision and a financing approach, with a purely hotelier vocation, and after he joined the company, he led a strong advance in the Company's expansion, providing Meliá with greater financial strength in an increasingly complex environment in the international tourism sector, as well as a strong competitive position.

Since he was appointed Vice Chairman and Chief Executive Officer of the Group in 2009, Escarrer also fostered an unprecedented cultural and organisational transformation, with a clear focus on corporate responsibility. In 2016, after the Founder's renunciation of his executive powers, he became the top executive, leading since then an intense process of digital and cultural transformation, which has positioned the company at the leading edge of digitalization and which, together with the financial consolidation process and the evolution of the business model, has allowed Meliá Hotels International to be better prepared to face the major disruption caused by the COVID-19 pandemic in the whole tourism industry since the beginning of 2020.

He is considered one of the 10 best business managers in Spain and one of the most influential Chief Executive Officers in Spain, according to Forbes magazine. In 2019, he was appointed Chairman of Exceltur, the Spanish Alliance for Excellency in Tourism, assuming a strong leadership in heading the sector most affected by the pandemic. A staunch defender of the values underpinning the family business, under his management, Meliá Hotels International was recognised in 2019 as the most sustainable hotel chain in the world according to the Corporate Sustainability Assessment carried out by the sustainable investment agency SAM, and the seventh company with more sustainable management at an international level, according to the Wall Street Journal.

Professional and biographical profile of Ms Maria Antonia Escarrer Jaume.

Ms María Antonia Escarrer studied in prestigious schools such as ESASDE, EADA and Cornell University, where she completed studies related mainly to Marketing and Human Resources. She specialised in the development of leadership and managerial competencies, promoting programmes of Management Development, Leadership, Marketing and Negotiation. Trained by the IE Business School as an executive coach and as an ontological Senior Coach by Newfield Consulting, she is ACC accredited by ICF (International Coaching Federation).

Maria Antonia Escarrer held various positions at Meliá, innovating policies and business processes. From 1991 to 1994 she joined the General Directorate of Marketing, period in which she implemented the Communication, Loyalty and Market Research policy, as well as the introduction of Marketing plans into the business units.

From 1996 to April 2000 she held the position of General Manager of Human Resources, introducing the performance and competency-based management as well as the definition, implementation and development of different aspects of the Company's remuneration policies. She participated in the design of training and career plans and the implementation and coordination of all aspects related to the organisational structure.

Between 2005 and 2011, she was responsible for the General Directorate of Sustainability, developing the social action department towards a General Directorate of Sustainability and making sustainability as a strategic line of action within the Company. Since October 2000, she is member of the Board of Directors of Meliá Hotels International and the Appointments and Remuneration Committee.

She is also an expert in Transpersonal Mindfulness by the Escuela Transpersonal.

Currently and since 2012, she works as coach at an executive and personal level specialised in accompanying professionals in times of career change as well as in the development of managerial skills.

Professional and biographical profile of Mr. Fernando D'Ornellas Silva.

Degree in Law and Economics from ICADE-E and MBA from IESE in Barcelona (International Section), from 1983 to 1985 he worked as Deputy Financial Director at Johnson & Johnson Spain. He has also held several positions within the Bergé Group since 1985, Chief Financial Officer of Toyota Spain until 1992, Chief Executive Officer of Chrysler Spain from 1992 to 2004, Chairman of Chrysler Portugal from 1997 to 2012, Chairman of Chrysler Colombia from 2010 to 2012, Chairman of KIA for Argentina, Peru and Portugal from 2004 to 2012, Chairman of Mitsubishi Motor Peru from 2010 to 2012, Vice-Chairman of Mitsubishi Motors Chile from 2001 to 2012, Vice-Chairman of SKBergé Latin America from 2001 to 2012, Chairman of Bergé Automoción from 2004 to 2012 and Chief Executive Officer of Bergé Group from 2007 to 2012.

Since 2004 he has held, among others, the following positions: member of the Board of Directors, Chairman of the Remuneration Committee between 2007 and 2009, and Chairman of the Audit Committee in 2009 of ENDESA S.A. Member of the Board of Directors and Chairman of the Audit Committee between 2007 and 2009 and Director in charge of supervising the activities of subsidiaries in Peru, Colombia, Argentina and Brazil for ENDESA CHILE. Member of the Board of Directors (2013-2015) and Chairman of the Audit Committee (2014-2015) of DINAMIA. Vice Chairman of the Asociación de Nacional de Importadores de Automóviles, Camiones, Autobuses y Motocicletas from 2004 to 2012. Founding member of the Fundación España-Chile and Fundación España-Perú in 2011 and 2012. Member of the Fundación Consejo España-China y España-Japón, Adviser for Mitsubishi Corporation in the acquisition of shares in Acciona Termosolar, S.A. in 2010 and 2011, and Vice Chairman of the Real Club de la Puerta de Hierro between 2006 and 2010. He was member of the Advisory Board of WILLIS IBERIA from March 2013 to December 2017 and member of the Board of Directors of GPIAC (GP Investments Acquisition Corp.) from June 2015 to October 2017.

Currently, he is member of the Board of Directors since June 2012, Coordinating Director, Chairman of the Audit and Compliance Committee and Chairman of the Appointments, Remuneration and Corporate Social Responsibility Committee of Meliá Hotels International S.A; he is member of the Board of Directors of Prosegur since April 2016, Chairman of the Audit and Compliance Committee (since April 2017) and Member of the Appointments and Remuneration Committee. Senior Advisor Spain and LATAM for MITSUBISHI CORPORATION since March 2013; Senior Advisor Spain and Latam for Lazard Asesores Financieros S.A. since June 2013 and member of the Board of Directors of FERTIBERIA, since March 2020. He is also member of the International Advisory Board of Hispanic Society of America and his representative in Spain; Member of the Advisory Board of the Real Club de la Puerta de Hierro since 2010, Vice Chairman

of the International Board of the Teatro Real in Madrid since 2015; Member of the Executive Committee at the Fundación España-Estados Unidos since 2016 and Member of the Fundación Consejo España-Japón since 2017.

Professional and biographical profile of Mr. Francisco Javier Campo García.

Industrial Engineer from the Universidad Politécnica de Madrid, he began his career in 1980 at Arthur Andersen.

In 1985 he joined Día, where for 24 years he held the position of World Chairman of the Dia International Group and he was also a member of the Carrefour Group's Global Executive Committee for 15 years.

From 2009 to 2014, he was Chairman of the Zena group, the leading multi-brand restaurant chain company in Spain. The group comprises five brands: Foster's Hollywood, La Vaca Argentina, Cañas y Tapas, Domino's Pizza and Burger King.

He has also been Chairman of the Cortefiel Group (Cortefiel, Springfield, WomenSecret) from 2014 to 2016 and member of the Board of Directors of Bankia, Chairman of the Audit and Compliance Committee, member of the Appointments and Responsible Management Committee and member of the Technology and Innovation Committee of the bank between 2012 and 2021. He is currently Chairman of AECOC (Association of Large Consumption Companies) which represents more than 20% of the Spanish GDP and has more than 30,000 associated companies.

He is member of the Board of Directors of Caixabank, member of the Appointments Committee and member of the Audit and Control Committee of such entity, Member of Board of Directors of Meliá Hotels International, and Chairman of its Audit and Compliance Committee and member of the Appointments, Remuneration and CSR Committee; Member of the Advisory Board of the Palacios Food Group, member of the Advisory Board of AT Kearney and member of the Advisory Board of Pastas Gallo.

He is also member of the Board of Trustees of Fundación ITER, member of merit of Fundación Carlos III, board member of the Fundación Bankia and board member of A.P.D. (Association for the Progress of Management).

Professional and biographical profile of Mr. Luís María Díaz de Bustamante y Terminel.

Born in Torrelavega (Cantabria, Spain) on 25 August 1952.

Graduated in Law from the Universidad Complutense de Madrid. Practising lawyer since 1975.

Partner of the law firm Isidro D. Bustamante (1942-1980/2018). His professional career has been mainly focused on the areas and practice of civil, trade and civil procedural and international law, as well as on consultancy services for entrepreneurs and corporations.

Proposal of Directors' Remuneration Policy 2022 - 2024

Board of Directors
30 April 2021

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1. Purpose and Background
2. Reasoned Proposal
Annex I: Report of the Appointments, Remuneration and Corporate Social
Responsibility Committee

1. Purpose and Background

The Board of Directors of Meliá Hotels International, S.A. (the “Company”), in compliance with Article 529 *novodecies* section 4 of the Spanish Corporate Enterprises Act (hereinafter, the “CEA”), prepares this document for the purposes of substantiating the proposal of the Directors’ Remuneration Policy for years 2022 to 2024, both inclusive (hereinafter, the “Remuneration Policy”), which will be submitted for the approval of the General Shareholders’ Meeting to be held on 10 June 2021 (on first call).

According to the provisions of the CEA, the Company’s Appointments, Remuneration and Corporate Social Responsibility Committee (the “Committee”) has previously prepared and submitted to the Board a specific report on the (proposal of) Remuneration Policy, which is attached hereto as annex. Such report of the Committee, in exercise of its own duties according to Article 529 *quindicies* section 3.g) of the CEA, also includes as an annex the text of the Remuneration Policy proposed by the Committee to the Board for approval of the General Shareholders’ Meeting.

For the relevant purposes, the Board acknowledges that the contents of this Remuneration Policy provide continuity to the Remuneration Policy for years 2019 to 2021 (approved by the General Shareholders’ Meeting on 6 June 2018 and amended at the General Shareholders’ Meeting of 2019).

2. Reasoned Proposal

The Board of Directors, during its meeting held today, has analysed the mentioned Committee’s report and considers that duly justifies the Company’s Remuneration Policy, including its duration limited to the three-years period 2022 - 2024.

As reported by the Committee, such Policy has been formulated based on the core principles of moderation, prudence and creation of long-term value and, therefore, remains committed to the principles laid down in the previous policy for years 2019 to 2021.

In addition, the Board considers that, according to Article 529 *novodecies*, section 1 of the CEA, the Remuneration Policy proposed by the Committee is in line, where appropriate, with the remuneration system provided for in Article 37 of the Company Bylaws.

In view of the above, the Board endorses the Committee’s report in its entirety, and considers that it sufficiently substantiates the proposal of Remuneration Policy, as well as the full text thereof, as it is drafted in the annex attached to the report. Thus, the Board endorses the report and submits it to the General Shareholders’ Meeting for its consideration and, where appropriate, approval, according to the following proposed resolution:

“To approve, for the purposes set forth in Article 529 novodecies of the Consolidated Text of the Spanish Corporate Enterprises Act and in Article 37 of the Company Bylaws, following the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee, the Directors’ Remuneration Policy for years 2022, 2023 and 2024.”

This document, together with the specific report of the Committee attached hereto as Annex I, as well as the Remuneration Policy, shall be made available to the shareholders once the General Shareholders’ Meeting is convened, on the website of the Company (www.meli-hotelsinternational.com) in the manner provided for by law, and the shareholders may request the delivery or dispatch of these documents free of charge.

Annex I:

Report on the Proposal of Directors' Remuneration Policy 2022 - 2024

Appointments, Remuneration and Corporate Social Responsibility Committee
27 April 2021

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1. Purpose
2. Definitions and Applicable Regulations
3. Report and Proposal of Remuneration Policy
 - Annex I: Excerpt of the Applicable Regulations
 - Annex II: Remuneration Policy

1. Purpose

This report (hereinafter, the “**Report**”) is prepared by the Appointments, Remuneration and Corporate Social Responsibility Committee of Meliá Hotels International, S.A. according to the provisions of Article 529 *novodecies* of the Spanish Corporate Enterprises Act, regarding the proposal of the Directors’ Remuneration Policy for years 2022 to 2024 that will be submitted for its approval by the General Shareholders’ Meeting to be held in June.

Within the framework of the duties and competencies of the Committee, this Report, which includes the Remuneration Policy as **Annex II**, is issued to the Board of Directors for subsequent submission to the General Shareholders’ Meeting for approval.

2. Definitions and Applicable Regulations

The following definitions will be applied to this Report:

Committee: Appointments, Remuneration and Corporate Social Responsibility Committee of Meliá Hotels International, S.A.

Corporate Enterprises Act or CEA: Consolidated Text of the Spanish Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010 of 2nd July, and subsequent amendments.

Remuneration Policy: Directors’ Remuneration Policy for years 2022 to 2024, the proposal of which is submitted to the next General Shareholders’ Meeting for approval.

Company: Meliá Hotels International, S.A. and its Group, as appropriate.

Annex I hereto details the regulations applicable to this Report.

3. Committee’s Activities and Remuneration Policy Drafting Process

The Committee plays a fundamental role in the process of analysis and determination of the Company’s remuneration policy as it prepares the proposals and /or reports required by law and participates in the specific processes that are detailed throughout this Policy.

Its duties in relation to this process, as they are regulated, are the following:

- To propose to the Board of Directors the Remuneration Policy applicable to Directors, General Managers and any individuals performing top management duties under direct supervision by the Board, Executive Committees or Chief Executive Officers, as well as the individual remuneration and other contractual terms and conditions applicable to Executive Directors, ensuring compliance with such Policy;
- To conduct periodic reviews of the Remuneration Policy, assessing its adequacy and performance. In particular, to conduct periodic reviews concerning the assessment of the goals or parameters involved in the remuneration schemes applicable to the Executive Director and top management positions; and
- To ensure transparency in payments and incorporate the information concerning directors’ remuneration into the Annual Report on the Remuneration of Directors and the Annual Corporate Governance Report, submitting the Annual Report on the Remuneration of Directors to the Board for approval.

In the exercise of the aforesaid duties, the Committee has analysed the information provided by proxy advisors as well as the legislative developments in terms of remuneration and good governance, and the best practices of corporate governance.

In the preparation of this Remuneration Policy, the Committee has been supported and advised by the Compensation Department (Human Resources), Corporate Governance (Legal and Compliance) and has also benefited from the external advice of the firm Cuatrecasas.

In view of the conclusions reached, this proposal of Remuneration Policy is presented to Board of Directors and will be submitted to General Shareholders' Meeting for approval.

4. Report and Proposal of Remuneration Policy

The Remuneration Policy approved by the General Shareholders' Meeting held on 6 June 2018, and also amended by the General Shareholders' Meeting on 18 June 2019, expires in 2021.

While maintaining the principles of the previous Policy, the Committee submits to the Board of Directors the Proposal of the Directors' Remuneration Policy for years 2022, 2023 and 2024, which is attached hereto as Annex II, and which is adapted to the special conditions of the Company and the usual remuneration practices for similar listed companies, and is based on principles of moderation, prudence and creation of long-term value, ensuring internal equity and improving external competitiveness.

However, the Committee has amended certain aspects of the current Policy for years 2019 to 2021, in order to better align with the interests of the Company's shareholders and investors, the requirements from proxy advisors and the best practices of corporate governance both at national and international level.

In this sense, the recent developments on remuneration, i.e., the reform of the Good Governance Code of Listed Companies of the CNMV and Law 5/2021 of 12th of April, amending the Consolidated Text of the Corporate Enterprises Act, as approved by Royal Legislative Decree 1/2010, of 2nd July and other financial regulations, in terms of promoting long-term commitment of shareholders in listed companies, and the social and economic impact as a result of COVID-19, also led the Committee to introduce certain changes with respect to the current Policy.

Thus, the Committee has been hampered by the lack of long-term visibility and the existing uncertainty due to the social and economic situation as a result of the pandemic / COVID-19 and the pandemic itself. The Committee is aware that the new Remuneration Policy is proposed at a particularly difficult time for the Company.

For this reason, considering the lack of visibility on one hand, and for the purposes of having a transparent Policy available and looking after the interests of shareholders and investors on the other hand, the minimum period of long-term variable remuneration for Executive Directors has been reduced and the Company's management bodies have been allowed certain flexibility to define the Executive Directors' variable remuneration scheme in terms of parameters and goals. All this with the commitment to prioritise the interests of shareholders and investors, ensure long-term sustainability and feasibility of the Company and promote, to the extent possible, the inclusion of metrics related to sustainability and ESG (Environmental, Social, Governance) risks in the variable remuneration schemes.

The Remuneration Policy, which is submitted to the General Shareholders' Meeting for approval, largely maintains the same directors' remuneration scheme as in the previous policy, while featuring the following main developments:

Recommendations of the Good Governance Code of Listed Companies of the CNMV

Following the latest reform of the Good Governance Code of Listed Companies carried out by the CNMV in July 2020, the Committee has considered the following recommendations in preparing the new Remuneration Policy:

GGC Recommendation

Recommendation No. 59 - [...] “Additionally, entities should consider establishing a reduction clause (‘malus’) based on deferral for a sufficient period of the payment of part of the variable components that implies total or partial loss of this remuneration in the event that prior to the time of payment an event occurs that makes this advisable.”

Recommendation No. 64 - Limitation of termination payments

“Termination payments should not exceed a fixed amount equivalent to two years of the director’s total annual remuneration and should not be paid until the company confirms that he or she has met the predetermined performance criteria.

For the purposes of this recommendation, payments for contractual termination include any payments whose accrual or payment obligation arises as a consequence of or on the occasion of the termination of the contractual relationship that linked the director with the company, including previously unconsolidated amounts for long-term savings schemes and the amounts paid under post-contractual non-compete agreements.”

Remuneration Policy

The current Remuneration Policy (applicable to years 2019, 2020 and 2021, already included the clawback clause (which was implemented through an amendment of the Policy approved at the General Shareholders' Meeting of 2019), therefore it is proposed the inclusion of a reduction clause (malus).

Notwithstanding the fact that the Company already complied with this recommendation (as reported in the ACGR for 2020), and that the compensation for termination of the service agreement of the Chief Executive Officer is equivalent to one year of the total remuneration, it is proposed the inclusion of the regulation of the items included in the compensation for greater transparency.

Reform of the Spanish Corporate Enterprises Act

From the start, the Committee has been following the project for amendment of the Spanish Corporate Enterprises Act, which concluded recently with the transposition of Directive (EU) 2017/828 on encouragement of long-term shareholder engagement. In particular, in the drafting of the Remuneration Policy, the impact of the said reform in terms of remuneration has been

considered, in compliance with the provisions of the new article 529 *novodecies* of the Spanish Corporate Enterprises Act.

In this sense, the following contents have been included in the proposal of Remuneration Policy:

Art. 529 *novodecies* CEA

“The Policy shall contribute to the business strategy, long-term interests and sustainability of the company and explain how it does so.”

“The Policy shall be clear and understandable and describe the different components of fixed and variable remuneration, including all bonuses and other benefits in whatever form, which can be awarded to directors and indicate their relative proportion.”

“The Policy shall explain how the pay and employment conditions of employees of the company were taken into account when setting the remuneration policy”.

“The Policy shall specify information on any deferral periods and on the possibility for the company to reclaim variable remuneration.”

“The Policy shall indicate the duration of the contracts or arrangements with directors and the applicable notice periods, the main characteristics of supplementary pension or early retirement schemes and the terms of the termination and payments linked to termination”

“The Policy shall explain the decision-making process followed for its determination, review and implementation, including, measures to avoid or manage conflicts of interests and, where applicable, the role of the appointments and remuneration committee or other committees concerned”

“The companies may apply temporary exceptions to the remuneration policy, provided that such policy includes the procedure to be followed and the conditions in which these exceptions may be applied, as well as the components of the policy which may be covered by the exception. Exceptional circumstances should only cover situations where the

Remuneration Policy

The principles applicable to the Company’s remuneration model are developed in sections 3 and 6 of the Policy, reinforcing the basis of the Policy to consider all stakeholders.

The Policy has been restructured in a clear and transparent manner, including charts and a further description of all the elements comprising the remuneration scheme of the Board of Directors.

A specific section regarding the alignment of the Policy with the employees’ remuneration scheme is included.

A specific section regulating the deferral mechanisms applicable to short- and long-term variable remuneration, as well as recovery mechanisms (clawback and malus clauses) are included.

In addition to incorporating the recommendation 64 of the Good Governance Code of Listed Companies, section 7 provides details of the terms and conditions of the service agreement entered into with the Chief Executive Officer.

The Policy includes section 5 relating to the bodies participating in the determination and implementation process of the Remuneration Policy (the General Shareholders’ Meeting, the Board of Directors and the Appointments, Remuneration and Corporate Social Responsibility Committee).

According to the background and the current context, a specific section in relation to the exceptional regime in terms of remuneration is included.

exception to the remuneration policy is necessary to serve the long-term interests and sustainability of the company as a whole or assure its viability”.

Other technical improvements

In addition to the mentioned amendments, the Committee has introduced the following new technical improvements in order to provide greater transparency and clarity to the Remuneration Policy:

- Restructuring of the Policy, as detailed in the section below of this document.
- Inclusion of a specific section regarding remuneration for the performance of duties as director in other Group companies.
- Inclusion of a specific section in relation to the regime applicable to new directors.
- Inclusion of a section in relation to payment deferral of variable remuneration.
- Separate regulation of the variable remuneration control mechanisms (malus & clawback clauses)

5. Structure of the Policy

The Remuneration Policy is structured in a clear, understandable and transparent manner, including:

- (i) A first introductory section which details the main issues giving rise to the new Policy;
- (ii) A second section with definitions;
- (iii) A third section which states the general principles that guided the Policy;
- (iv) A fourth section regarding the alignment of the Remuneration Policy with the remuneration scheme of the Group’s employees;
- (v) A fifth section in relation to the decision-making process in terms of remuneration and the statutory framework of the Directors’ remunerations;
- (vi) A sixth section with comprehensive regulation of the remuneration structure of the Board of Directors, including the exceptional regime.
- (vii) A section describing the elements of the service agreement of the Chief Executive Officer; and, finally,
- (viii) the regime regarding approval and implementation.

6. Conclusion

Considering the characteristics of the Remuneration Policy, the Committee concludes that this Policy is in line with legal provisions, recommendations and internal regulations as mentioned in this Report, therefore, it is proposed that the Board of Directors submits to the General Meeting the following resolution:

*“To approve, for the purposes set forth in Article 529 novodecies of the Consolidated Text of the Spanish Corporate Enterprises Act and in Article 37 of the Company Bylaws, following the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee, the Directors’ Remuneration Policy for years 2022, 2023 and 2024.” ****

Annex I

Excerpt of the Applicable Regulations

Corporate Enterprises Act

Article 217. Directors' remuneration.

1. Directors positions are unremunerated, unless the company by-laws provide otherwise and establish the remuneration scheme.

2. The established remuneration system shall determine the concept or concepts for which directors should be remunerated and which may consist, among others, of one or various of the following:

- a) a fixed assignment,*
- b) attendance fees,*
- c) shares in the profits,*
- d) variable remuneration with general indicators or benchmarks,*
- e) remuneration in shares or linked to their growth,*
- f) compensation for dismissal, assuming that the dismissal was not motivated by incompleteness of the director's duties and*
- g) any savings systems or provision deemed appropriate.*

3. The maximum amount of annual remuneration for directors in their capacity as such, must be approved by the general meeting and shall remain valid until amendment of the same is approved. Unless the general meeting decides otherwise, distribution of remuneration among each director is established by agreement with the same and, in the case of the board of directors, by said board's decision, which must take the duties and responsibilities of each director into consideration.

4. In all cases, directors' remuneration must remain proportionate to the significance of the company, the economic situation at that moment and the market standards of comparable companies.

The established remuneration system must be designed to promote the long-term profitability and sustainability of the company and incorporate the necessary precautions to avoid excessive risk-taking or rewarding unfavourable results.

Article 529 quince. Appointments and remuneration committee.

"[...] 3. Without prejudice to the other duties stipulated in the by-laws or in compliance with them, the board of directors' regulations, the appointments and remuneration committee shall have, as a minimum, the following duties:

[...]

g) Propose to the board of directors, the directors' and managing directors' remuneration policy and of whoever else performs senior management duties under the direct supervision of the board, executive committees or delegated directors, in addition to the individual remuneration and other contractual conditions of executive directors, ensuring compliance with the same.

[...]"

Article 529 octodecies. Remuneration of directors for the performance of executive duties¹.

"1. Remuneration for the executive functions of managing directors and other directors to whom such functions are attributed by virtue of other titles shall comply with the Articles of Association and, in any case, with the remuneration policy approved according to the provisions of Article 529r and the contracts approved as established in the provisions of Article 249.

2. The remuneration policy shall establish at least the amount of the fixed annual remuneration corresponding to the directors for the performance of their executive duties and other provisions referred to in the following article.

3. The board of directors shall be responsible for the individual determination of the remuneration of each director for the performance of the executive duties assigned to him/her within the framework of the remuneration policy and in accordance with the provisions of his/her contract, subject to a report from the appointments and remuneration committee."

Article 529 novodecies. Approval of the directors' remuneration policy².

"1. The directors' remuneration policy shall comply with the remuneration system provided for in the bylaws and shall be approved by the general shareholders' meeting as a separate item on the agenda, to be applied for a maximum period of three financial years. However, proposals for new director remuneration policies must be submitted to the general meeting of shareholders prior to the end of the last financial year of application of the previous policy, and the general meeting may determine that the new policy shall apply from the date of approval and for the following three financial years. Any amendment or replacement of the policy during this period shall require the prior approval of the general meeting of shareholders in accordance with the procedure established for its approval.

2. The remuneration policy, together with the date and result of the vote, shall be accessible on the company's website free of charge as soon as it is approved and at least for as long as it is applicable.

3. The remuneration policy shall meet the following requirements:

- (a) it shall contribute to the corporate strategy and to the long-term interests and sustainability of the company and explain how it does so.
- (b) it shall be clear and comprehensible and shall describe the different components of fixed and variable remuneration, including all bonuses and other benefits in whichever form, which may be granted to directors, indicating their relative proportion.
- (c) it shall set out how the conditions of remuneration and employment of the company's employees have been taken into account in determining the remuneration policy.
- (d) where a company grants variable remuneration, the remuneration policy shall set out clear, comprehensive and varied criteria for such grant and identify the financial and non-financial performance criteria, including, where appropriate, those relating to corporate social responsibility, explaining how they contribute to the achievement of the objectives set out

¹ Wording modified by Law 5/2021, of 12 April, in force from 3 May 2021.

² Wording modified by Law 5/2021, of 12 April, in force from 13 October 2021.

in point (a), and the methods to be applied to determine the extent to which the performance criteria have been met.

- (e) it shall report on any deferral period and on the possibility for the company to claim back variable remuneration.*
- (f) where the company grants share-based remuneration, the policy shall specify the vesting periods, as well as, where applicable, the retention of shares after vesting, and explain how such remuneration contributes to the achievement of the objectives set out in point (a).*
- (g) it shall state the duration of contracts or agreements with directors, the notice periods applicable, the main features of supplementary pension or early retirement schemes, the conditions of termination and the payments linked thereto.*
- (h) it shall explain the decision-making process followed in determining, reviewing and implementing them, including measures to avoid or manage conflicts of interest and, where appropriate, the role of the nomination and remuneration committee and any other committees that may have been involved.*
- (i) in the event of a review of the policy, describe and explain any significant changes and how any votes taken and opinions received from shareholders on the policy and the annual director remuneration reports since the date of the most recent vote on the remuneration policy at the general meeting of shareholders have been taken into account.*

4. The proposed remuneration policy of the board of directors shall state the reasons and must be supported by a specific report from the appointments and remuneration committee. Both documents shall be made available to shareholders on the company's website from the time the general meeting is called, who may also request that they be delivered or sent free of charge. The notice announcing the general meeting shall mention this right.

5. Any remuneration received by directors for the exercise or termination of their office and for the performance of executive duties shall be in accordance with the directors' remuneration policy in force at any given time, except for such remuneration as has been expressly approved by the shareholders at the general meeting.

6. Companies may apply temporary exceptions to the remuneration policy, provided that the policy sets out the procedure to be used and the conditions under which such exceptions may be used and specifies the components of the policy that may be subject to exception.

The exceptional circumstances referred to in this paragraph shall only cover situations where a derogation from the remuneration policy is necessary to serve the long-term interests and sustainability of the company as a whole or to ensure its viability.

7. Without prejudice to paragraph 1 of this Article:

- (a) if the proposal for a new remuneration policy is rejected by the general meeting of shareholders, the company shall continue to remunerate its directors in accordance with the remuneration policy in force at the date of the general meeting and shall submit a new proposal for a remuneration policy to the next ordinary general meeting of shareholders for approval; and*
- (b) if the annual report on directors' remuneration is rejected in the consultation vote at the annual general meeting, the company may only continue to apply the remuneration policy in force at the date of the general meeting until the next annual general meeting.*

Company Bylaws

“Article 37 - Remuneration of Directors

37.1. Remuneration of Directors. Directors shall be remunerated. The remuneration of Directors for this position consists of an annual amount, global for each of them, which maximum amount shall be approved by the General Shareholders Meeting, which will be valid until a modification is approved, without prejudice to the payment of the fees or remuneration that they may receive from the company, owing to a contractual relationship other than that derived from the position of Director (for instance, for professional services provided or derived from their employment relationship, as the case may be), which shall be subject to the legal system applicable thereto.

The determination of the remuneration of each Director in their position as such shall be for the Board of Directors, which shall take into account the functions and responsibilities assigned to each Director, if they are members of Board Committees and other objective circumstances that may be considered relevant.

The remuneration shall be composed of two elements:

- a) A fixed annual allowance.*
- b) Allowance to attend the sessions of the Board of Directors and of the Committees in which he is a member.*

The remunerations policy of the Directors in their positions as such shall comply with this article and shall be approved by the General Meeting in the manner set forth in the Law.

The Directors who perform executive duties in the Company shall additionally receive the amounts corresponding to the performance of such executive duties, according to the remunerations policy of the Directors approved by the General Meeting and the Board of Directors shall approve the terms and conditions of the contracts that the Directors make with the Company, in the manner set forth in the Law, these Bylaws and the Regulations of the Board of Directors.

37.2. Other remuneration systems. In addition, and regardless of the remuneration considered in the previous section, remuneration systems based on the share price or related to the provision of stock or stock options are foreseen for the Directors.

The application of such systems must be approved by the General Shareholders Meeting which will also decide the number of shares to be assigned in each financial year to this remuneration system, the price or calculation system of the price at which stock options may be exercised, the price of the shares which, as the case may be, maybe taken as reference and the duration of such plan and any other conditions considered appropriate.

After compliance with legal requirements, similar remuneration systems may also be established for company personnel (executive or otherwise).”

Regulations of the Board of Directors

*Article 15.- The Appointments, Remuneration and Corporate Social Responsibility Committee
[...]*

15.2 Organisation and responsibilities. [...] The responsibilities of the Appointments, Remuneration and Corporate Social Responsibility Committee, and without prejudice to any others that the Law, the Company Bylaws and these Regulations, are at least as follows:

[...]

c) Remuneration Policy

- To propose to the Board the remuneration policy for Directors and CEOs or those who develop their senior management functions under direct control of the Board, of Executive Committees or CEOs, as well as individual remuneration and other contractual conditions of the Executive Directors, ensuring its compliance.*
- To regularly review said remuneration policy, assessing their appropriateness and return. In particular, periodically review the evaluation of the objectives or parameters that are part of the remuneration schemes of the executive director and senior management*
- To ensure transparency in remuneration as well as for the inclusion in the Annual Report on Remuneration of Directors and in the Annual Corporate Governance Report of information on the remuneration of directors, and to submit to the Board the approval of the Annual Remuneration Report of the Directors.*

Article 24.- Remuneration of Directors

24.1 Directors, in its capacity as such, have the right to receive the remuneration set by the General Shareholders' Meeting in accordance with the Company Bylaws.

24.2 The determination of the remuneration of each Director in its capacity as such, within the maximum amount approved by the General Meeting of Shareholders in accordance with the preceding paragraph, corresponds to the Board of Directors. The Board of Directors will ensure that the remuneration of Directors is related to their effective dedication, the roles and responsibilities attributed to each Director, the Delegates Commissions' membership and other objective circumstances that are relevant. The Board will also ensure that the amount received by External Independent Directors provides incentives to encourage dedication but does not hinder their independence.

24.3 The remuneration of the Board of Directors will be transparent; the total amount being reported in the Annual Report on Corporate Governance.

24.4 The amounts received should be compatible with and independent of salaries, other remuneration, compensation, pension, share options or any other form of payments established in general for all Executive Directors or in particular for any one of them, for the performance of executive duties, whatever the nature of their relationship with the company, whether it be

through employment - general or senior management -, commercial or on a service basis, relationships that will be compatible with their condition as members of the Board of Directors.

To this end, the Executive Directors will sign the corresponding contracts with the Company in accordance with the Law and the Company Bylaws.

Annex II

Directors' Remuneration Policy 2022-2024

10 June 2021

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1. Definitions
2. Background and Regulatory Framework
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1. Definitions

CNMV: Spanish Securities Market Commission.

Committee or Appointments, Remuneration and CSR Committee: Company's Appointments, Remuneration and Corporate Social Responsibility Committee.

Executive Director or Chief Executive Officer: The directors performing management duties in the Company or its Group, irrespective of their legal link therewith. Directors who perform management duties and, simultaneously, are or represent a significant shareholder or which is represented in the Board of Directors, shall be considered an executive director.

For the purposes of this Policy and, at the date of approval hereof, Mr. Gabriel Escarrer Jaume, Executive Vice President and Chief Executive Director of Meliá is the sole Director performing executive duties.

Agreement: commercial agreement of service provision.

Group: Meliá and all dependent companies over which Meliá exercises direct or indirect control according to Article 42 of the Spanish Commercial Code.

ACGR: Annual Corporate Governance Report.

ARRD: Annual Report on the Remuneration of Directors.

Corporate Enterprises Act or CEA: Spanish Royal Legislative Decree 1/2010 of 2nd July, approving the consolidated text of the Corporate Enterprises Act.

Meliá or the Company: Meliá Hotels International, S.A.

Policy or Remuneration Policy: Directors' Remuneration Policy of Meliá for years 2022, 2023 and 2024 or for the previous three-year period 2019, 2020 and 2021, as appropriate.

2. Background and Regulatory Framework

The Remuneration Policy has been designed in accordance with the commercial legislation in force stipulated in the Corporate Enterprises Act, in line with best practices and recommendations on remunerations and corporate governance, all within the framework of the Company Bylaws and the Regulations of the Board of Directors.

This Policy continues to adhere to the principles of moderation, prudence and creation of long-term value that guided the previous Policy, ensuring at all times internal equity and improving external competitiveness.

However, the recent developments on remuneration, i.e., the reform of the Good Governance Code of Listed Companies of the CNMV and the amendment of the Corporate Enterprises Act and other financial regulations, in terms of promoting long-term commitment of shareholders in listed companies and the social and economic impact as a result of COVID-19, led the Committee and the Board of Directors to introduce some changes with respect to the previous Policy.

This Policy identifies, includes and regulates, inter alia, the procedures for the definition and approval of the Remuneration Policy, as well as its review, general characteristics, compatibility and alignment with the long-term strategy, goals, values and interests of the Company and its stakeholders, the general principles of the Remuneration Policy, as well as the different remuneration schemes applied.

Finally, it is worth mentioning that the preparation of this Policy by the Board of Directors and the Appointments, Remuneration and CSR Committee has been hampered by the lack of long-term visibility, the existing uncertainty given the social and economic situation as a result of the pandemic / COVID-19 and the pandemic itself, as well as the dependence of the business on the regulatory and mobility measures than may be taken at any time.

For this reason, considering the lack of visibility on one hand, and for the purposes of having a transparent Policy available and looking after the interests of shareholders and investors on the other hand, the minimum period of long-term variable remuneration for Executive Directors has been reduced and the Company's management bodies have been allowed certain flexibility to define the Executive Directors' variable remuneration scheme in terms of parameters and goals.

3. Principles

The Remuneration Policy is aimed at creating value in the long term for the Group, and seeks to align with the Strategy Plan, the interests of employees, shareholders and other stakeholders and the Company's long-term sustainability.

The Company Bylaws and the Regulations of the Board of Directors include principles of moderation, prudence and creation of long-term value, and expressly provide that in determining remuneration, the Directors' actual dedication is taken into account, at all times in line with market practices to maintain competitiveness, and with the economic and social situation.

Likewise, the remuneration policy defined in the Company Bylaws and the Regulations of the Board seeks that the Directors' remuneration is adapted according to their category of Independent Directors or Executive Directors, so that, according to the general principles detailed below, it provides incentives for dedication, qualification and responsibilities assumed by each director ensuring that, in any case, remuneration does not constitute an impediment to their independence, particularly, in respect of External Independent Directors, whilst maintaining a separate remuneration scheme for the Company's Executive Directors in order to fairly and competitively compensate the additional responsibilities of those performing management duties in the Company or its Group.

In any case, the Regulations of the Board of Directors provide that the remuneration of the Board of Directors shall be transparent and that sufficient information in line with the recommendations of good governance of listed companies is provided well in advance. In particular, the total amount of remuneration is reported in the Notes to the Annual Accounts and in the ACGR.

As a result and development of the above, this Policy has been designed based on the general principles aforesaid, namely:

- To promote profitability, business strategy and interests and long-term sustainability of the Company and, at the same time, include the necessary measures to avoid excessive risk-taking and reward of unfavourable results.

- To define a remuneration scheme according to dedication and responsibility assumed by Directors and to market conditions (considering sectors and similar companies) in order to attract and retain the most suitable profiles to cover the knowledge, competencies and experience required in the Board, ensuring that there are suitable candidates to hold office as Directors.
- To promote and reinforce achievement of results of the Company and the Group.
- Information transparency and commitment to shareholders and investors.
- To implement the applicable principles governing this Policy in the remuneration policy applicable to the other Group's employees (schemes adapted to dedication and responsibility, long-term results, talent retention, etc.)

4. Alignment of the Policy with the Employees' Remuneration Scheme

In order to define the remuneration scheme of the directors and formulate this Policy, and in compliance with the provisions of the new Article 529 *novodecies* 3.c) of the Corporate Enterprises Act, the remuneration scheme and policy of the Group's employees have been considered.

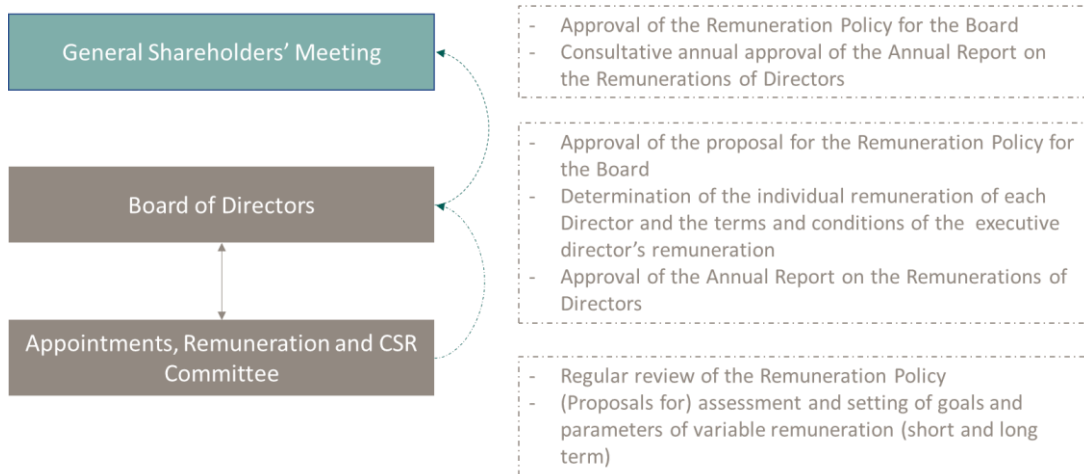
According to the Group's internal regulations, the remuneration of the Meliá's staff includes, inter alia, the following items:

- Fixed remuneration, which is determined by the position held and according to the salary range established.
- Short-term and/or long-term variable remuneration (if appropriate, and in any event, it is not guaranteed), which allows to reward goal achievement. It is always set as a percentage of the fixed annual remuneration.

In this sense, the Remuneration Policy is in line with that of the other employees, sharing the following principles:

- Non-discrimination on the grounds of gender, age, cultural background, religion and race, or any other circumstance. In this regard, all the Group's employees are remunerated on the basis of their professional worth, experience, dedication and the responsibility assumed.
- The remuneration packages of the Executive Director and the Company's management team, whose performance may have an impact on the realisation of the risks identified in the Risk Map, comprise variable components related to short-term and/or long-term goals as defined in the Strategic Plan. The responsibilities assigned to these staff categories also include specific risk management functions, such as adopting the necessary measures to identify the main risks and reporting them to the Audit and Compliance Committee via the appropriate channels.

5. Competent Bodies and Decision-Making Process



5.1 Appointments, Remuneration and CSR Committee

The Appointments, Remuneration and CSR Committee plays a fundamental role in the process of analysis and determination of the Company’s remuneration policy as it prepares proposals and/or reports required by law and participates in the processes which are detailed throughout this Policy.

Its duties, pursuant to Article 39 *Ter* of the Company Bylaws and Article 15 of the Board of Directors Regulation, are the following:

- To propose to the Board the Remuneration Policy applicable to Directors, General Managers and any individuals performing top management duties under direct supervision by the Board, Executive Committees or Chief Executive Officers, as well as the individual remuneration and other contractual terms and conditions applicable to Executive Directors, ensuring compliance with such Policy;
- To conduct periodic reviews of the Remuneration Policy, assessing its adequacy and performance. In particular, to conduct periodic reviews concerning the assessment of the goals or parameters involved in the remuneration schemes applicable to the Executive Director and top management positions; and
- To ensure transparency in payments and incorporate the information concerning directors' remuneration into the ARRD and the ACGR, submitting the ARRD to the Board for approval.

As part of the decision-making process, the Committee is supported and advised by the Compensation Department (Human Resources), which carries out a prior analysis of remuneration data of similar companies, Corporate Governance (Legal and Compliance) as well as external professionals.

The Chairman of the Appointments, Remuneration and CSR Committee, where appropriate, may attend the General Shareholders’ Meeting to report on the activities of the Committee in terms of remuneration.

5.2 Board of Directors

The involvement of the Board of Directors in determining the remuneration occurs in two relevant occasions.

On one hand, the Board of Directors analyses the proposals and reports prepared by the Appointments, Remuneration and CSR Committee on remuneration issues, using the tools provided by the Committee (statistical or comparative information, third-party reports, etc.) in order to formulate the proposals to be submitted to the General Shareholders' meeting for approval, such as the maximum amount of overall annual remuneration or the articles of the Company Bylaws or regulatory provisions concerning remuneration.

On the other hand, once the maximum amount referred to in the preceding paragraph is approved at the General Shareholders' Meeting, the Board of Directors, at the proposal of the Appointments, Remuneration and CSR Committee, defines the individual remuneration of each director taking into account at all times the duties and responsibilities assigned to each Director, the membership to the Board's Delegated Committees and other objective circumstances deemed relevant (i.e. Delegated Committees Chairmanship, Board Secretariat, ...).

In addition to the above, and with regard to Directors performing executive duties in the Company, the Board of Directors, following a proposal of the Appointments, Remuneration and CSR Committee, is the body responsible for approving the terms and conditions of the agreements entered into by and between such Directors and the Company in the manner prescribed in the Corporate Enterprises Act, the Company Bylaws and the Regulations of the Board of Directors. Under such agreements, which in any case must comply with this Remuneration Policy, the Executive Directors may receive certain additional amounts for the performance of these executive duties.

Likewise, the Board of Directors, prior report of the Committee, prepares annually the ARRD, which is made available to the shareholders at the time of convening the General Shareholders' Meeting and which is submitted to consultative vote as a separate item on the agenda.

5.3 General Shareholders' Meeting

In accordance with Article 37 of the Company Bylaws, the role of the General Shareholders' Meeting is to approve the maximum amount of the total fixed annual remuneration to which all the Directors are entitled in their capacity as such. This is without prejudice to the payment of fees or remuneration that they can obtain from the Company for the rendering of professional services or derived from staff work, as appropriate.

In addition, the application of any remuneration systems with reference to market value of the shares or that entail the delivery of shares or option rights over shares, must also be approved by the General Meeting in addition to determining the value of the shares taken as a reference, the number of shares awarded to each Director, the exercise price of the option rights, the term of this remuneration system and other conditions deemed appropriate.

6. Remuneration Structure

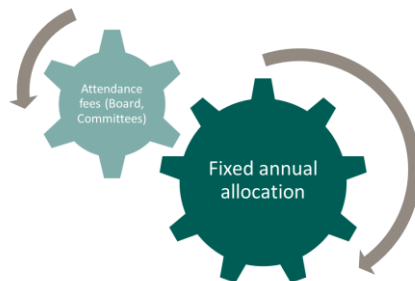
According to the Company Bylaws, a separate remuneration system is established for Directors in their capacity as such and for the Executive Directors of the Company since the latter have additional responsibilities.

6.1 Maximum amount of annual remuneration for Directors

The maximum amount of remuneration for Directors in their capacity as such is established in ONE MILLION TWO HUNDRED THOUSAND EURO (€ 1,200,000), such amount will remain in force until the General Shareholders' Meeting approves its amendment.

This limit will be applied to the amount resulting from the sum of the items mentioned in section 6.2 below (Fixed Remuneration, Attendance Fees, [...]), which remunerate the performance of the Directors' duties in their capacity as such, i.e., except for the amounts paid for the performance of executive duties.

6.2 Remuneration structure of Directors in their capacity as such



According to the provisions of Article 37.1 of the Company Bylaws, the remuneration of Directors in their capacity as such consists of:

- **Fixed annual remuneration**, for supervisory and decision-making duties.
- **Fees for attendance** at the meetings of the Board of Directors and the Committees of which they are part.

The Board of Directors, at the proposal of the Committee, may determine a separate remuneration linked to the membership in the various Board's Committees, Chairmanship thereof for the position of Secretary of the Board of Directors, in line with the remuneration principle of rewarding on the basis of level of responsibility and dedication required.

The Board of Directors fixes the amount to be paid within the maximum limit (section 6.1.) and its distribution among the Directors, taking into account positions, duties and responsibilities of each Director, whether they belong to Board committees, and other objective circumstances that it considers to be relevant.

The accrual of the remuneration in respect to the fixed annual allocation is monthly in arrears, so that the remuneration of each Director will be proportional to the period in which they have held office during the year in which the remuneration is fixed.

In any event, the information on the amounts paid to the Directors in their capacity as such during the year will be included in the ARRD which is submitted annually to the General Meeting.

The foregoing is without prejudice to the payment by the Company of reasonable travel and accommodation expenses arising in connection with the Directors' attendance at the meetings of the Board of Directors and the Committees to which they belong.

The remuneration of Directors in their capacity as such does not include loans, advances or guarantees.

6.3 Remuneration structure for the performance of executive duties

In addition to the above, the remuneration package of Executive Directors includes:

- I. Fixed annual remuneration.
- II. Short-term variable remuneration.
- III. Long-term variable remuneration.
- IV. Remuneration in kind and other benefits.

These elements are further developed in the relevant Agreement, which has been approved according to the provisions of Article 249 of the CEA and the basic elements thereof are referred to in section 7 of this Policy.

This remuneration system is intended to strike a balance between fixed and variable components, so that the fixed component represents a sufficiently large part of total remuneration, while variable components ensure that the personal performance of Directors is sustainable and aligned with risks, ensuring that variable remuneration accrual and collection parameters are determined in a very strict manner in both cases.

6.3.1 Fixed annual remuneration

Executive Directors are entitled to fixed annual remuneration given the higher level of dedication and responsibility which their position involves. This remuneration must be competitive in relation to usual sector standards for positions with executive responsibilities.

Fixed annual remuneration will be fixed by the Board of Directors at the proposal of the Appointments, Remuneration and CSR Committee. In order to determine it, the Committee shall consider the market analysis carried out by top tier consulting firms in this field in order to establish a remuneration adapted to the duties performed by the Executive Directors at any time. Likewise, other factors such as average increases in the remuneration of the Company's executives shall be taken into account.

This fixed amount shall represent a sufficient part of total remuneration to maintain an appropriate balance between fixed and variable remuneration components.

The fixed annual remuneration of the Executive Director for 2021 amounts to SEVEN HUNDRED AND SIXTY-ONE THOUSAND AND EIGHTY-EIGHT EUROS AND SIX CENTS (€ 761,088.06). This is without taking into account any applicable reductions due to the social and economic situation as a result of COVID-19 and that the Company has informed to the market.

This amount shall remain fixed until the Board of Directors agrees to change it, where appropriate, in accordance with the criteria above described. In the case of changes, these will be included in the ARRD which is annually submitted to consultative vote at the General Shareholders' Meeting, and which is available to the shareholders on the company's website.

6.3.2 Short-term variable remuneration.

Short-term variable remuneration items, if any, are set as a percentage of fixed remuneration, as described below. Its goal is to encourage the achievement of predetermined, specific and quantifiable strategic goals related to the management of the Executive Directors, therefore, short-term variable remuneration is directly linked to the achievement of such goals.

For its determination, assessment of its compliance and calculation of the final amount, the Board of Directors, based on the proposal of the Appointments, Remuneration and CSR Committee, will weigh the different goals linked to the most critical results of the Company and the annual targets established, applying, if feasible, the same criteria also set for the senior management of the Company.

Every year, the Board of Directors, at the proposal of the Committee, will fix and assess the level of compliance of short-term variable remuneration of Executive Directors.

The target amount (100%) of short-term variable remuneration will correspond with a percentage of the fixed salary, establishing a minimum theoretical collection of 0% and maximum of 150%, with an intermediate assessment scale ranging from 60% to 150% according to goal categories.

Currently, such percentage is SIXTY PER CENT (60%) of the fixed annual remuneration, without prejudice to the power of the Board and the Committee to update and adjust such percentage and report it in the ARRD.

Levels of compliance with these goals can be divided into the following:

Economic goals: In which maximum compliance is 150% and minimum compliance is 0%, with a scale that links collection ratio to percentage of compliance. The assessment of these goals is based on compliance with annual targets (budget) defined individually for each goal, using the actual accounting amount on annual closure as reference for fulfilment.

All goals of this type have quantifiable targets and results, so that the percentage of compliance is the result of dividing the actual amount by the budgeted amount.

Non-economic goals: They have a maximum compliance of 130% and a minimum of 0%, with a four-level of compliance gradual scale (0%, 75%, 100% and 130%).

Sustainability-related goals are included in non-economic goals.

The assessment of these goals will be based on a performance scale, defined by the Appointments, Remuneration and CSR Committee, divided into cumulative levels of compliance with milestones.

Annually, indicators and targets linked to short-term variable remuneration will be adjusted based on the Group's priorities.

6.3.3 Long-term variable remuneration

Executive Directors may be also entitled to long-term variable remuneration which is intended to align with the shareholders' interests and maximise their profitability, create value and long-term sustainability and performance of the Group, as well as to foster retention and motivation of Executive Directors, and which includes: (i) payments in cash, (ii) payment in shares or option rights over shares, (iii) as well as any other remuneration system linked to the value of the shares or the creation of value for shareholders in the long term.

In any event, long-term variable remuneration shall meet the following criteria:

- The schemes shall cover a minimum period of TWO (2) years, with ONE-(1)-year grace period between schemes.

In any event, this period shall allow to remunerate continued performance in order to assess contribution to sustainable value creation.

- This remuneration may be linked to the results of the Company's Strategic Plan, in which case the targets and goals shall have the same duration as the accrual of long-term variable remuneration.
- The metrics to be applied and the goals to be fulfilled shall be defined by the Board of Directors, at the proposal of the Committee, ensuring in any event that they are linked to the creation of value and are not merely derived from the general evolution of the stock markets or the sector of the Company's activity.

The Board of Directors' freedom of decision may include metrics that measure the creation of value directly or indirectly.

In any event, metrics and goals shall promote the sustainability of the company and will include non-financial criteria that are appropriate for the creation of long-term value.

Among others, the following scales may be determined:

- Total Shareholder Return (and its corresponding rate) of the reporting period, as a scale to measure the creation of value for the shareholder;
- Net debt/EBITDA ratio on consolidated basis at the end of the last year of the reporting period.
- Ordinary profit before tax of the reporting period.

The Board of Directors, prior consideration of the Committee's recommendation, shall define with reference to the metrics or agreed metrics, at least, the following:

- Minimum level below which an achievement will be deemed to not have been reached; and
- In the case of several metrics, the weighing given to each of them in measuring the level of achievement in the reporting period.

- Long-term remuneration schemes shall include the necessary measures to avoid excessive risk-taking and rewarding of unfavourable results.
- The target amount (100%) of this multi-year variable remuneration will be based on an amount corresponding to a percentage (%) of the fixed amount of the fixed salary of the Executive Director determined by the Appointments, Remuneration and CSR Committee.
- Maximum collection amount will be 150% and minimum collection amount will be 0%.

6.3.4 Remuneration in kind and other benefits

Life and accident insurance: The Executive Directors may have a life and accident insurance policy according to market practices. Maximum insured capital will be equal to a fixed annual salary.

Private health insurance: The Executive Directors may have a private health insurance for themselves and their family unit.

Social welfare plans: Executive Directors may have a social welfare plan to cover retirement, death or disability. The plan shall be arranged through contributions of the Company to a Life Insurance policy according to the terms and conditions that are common in the market at any time, with a maximum contribution of 10% of their fixed annual salary. Additionally, the Board of Directors, at the proposal of the Committee, may approve extraordinary contributions to such Plan for Executive Directors, including the details, if any, in the ARRD.

As stated in section 6.3.3 above, remuneration systems **referenced to the Company's stock quotes** or involving payment in shares or option rights over shares, may be established. The implementation of such remuneration systems must be agreed by the General Shareholders' Meeting, which shall determine the value of the shares taken as a reference, the number of shares awarded to each Director, the exercise price of the option rights, the term of this remuneration system and other conditions as deemed appropriate.

The Executive Directors shall be entitled to reimbursement of any reasonable costs (travel, accommodation, meals, mobile phone, representation or any other costs) incurred in the exercise of their services to the Company, provided they are supported by adequate evidence.

6.4 Remuneration for the performance of duties as director in other Group companies

The Executive Directors performing duties as administrator/director in other Group companies may receive from such companies the remuneration applicable to the position according to their corporate governance rules and applicable regulations, giving details thereof in the ARRD.

6.5 Remuneration Policy applicable to new Directors

The remuneration system described in section 6 of this Policy will be applied to any Director who, during the validity of this Policy, may be appointed by the General Meeting or designated by the Board of Directors by co-option or to perform executive duties.

6.6 Payment deferral

In line with good governance principles, short-term variable remuneration is paid following a reasonable period after the end of the financial year with payments being made within 60 calendar days following the formulation of the annual accounts, prior approval by the Board at the proposal of the Appointments, Remuneration and CSR Committee.

The multi-year variable remuneration (long term) is paid following a reasonable period after the end of the last financial year of the Strategic Plan, with payments being made within 60 calendar days following the formulation of the annual accounts for such year, prior approval by the Board of Directors at the proposal of the Committee.

If remuneration systems referenced to the Company's stock quotes or involving payment in shares or option rights over them are established, the Board of Directors may agree a payment deferral schedule other than as set out in this section, which will be included in the relevant ARRD which is annually submitted to consultative vote at the Shareholders' General Meeting.

6.7 Variable remuneration control mechanisms (malus and clawback clauses)

The Board of Directors, following a proposal of the Committee, if any, shall have the power to cancel (totally or partially) the payment of short- and long-term variable remuneration (malus clauses) or claw back the amount of remuneration already paid (clawback clauses) in special circumstances.

These circumstances include fraud, serious breach of law or internal regulations, sanctions, convictions due to facts attributable to the Executive Director, as well as the significant restatement of the financial statements which were used by the Board as a basis for assessment of performance level, provided that the restatement is confirmed by external auditors and is not related to an amendment of the accounting regulations.

The Board of Directors shall determine the amounts to be reduced or clawed back, following examination by the Appointments, Remuneration and CSR Committee and, where appropriate, by the Audit and Compliance Committee, considering the specific circumstances giving rise to the claim.

Malus and clawback clauses shall be applied to variable remuneration for the year in which the event giving rise to the application of these clauses occurred. Clawback clauses shall remain in force for the next THREE (3) years.

However, if the above events result in a termination due to serious breach of the duties of the Executive Director, malus clauses may be applied to all of the variable remuneration accrued and pending payment on the date on which the termination decision is adopted, depending on the damage caused.

6.8 Exceptional regime

The Board of Directors, prior substantiated proposal of the Appointments, Remuneration and CSR Committee may apply temporary exceptions to the remuneration scheme established in this Policy, according to the following terms and conditions:

- The application of this regime of exceptions shall be duly justified on the grounds of exceptionality and necessity, always in view of the long-term interests of the Company and the Group and the sustainability and feasibility of such regime.
- The Company shall inform the market as soon as possible of the application of this exceptional regime, whether through publication of Inside Information / Other Relevant Information on the CNMV website, or through annual reports (ACGR and ARRD), as appropriate.
- The Board of Directors may agree the suspension, cancellation (total or partial), extension, replacement or temporary amendment of the following components of the remuneration scheme:
 - Fixed annual remuneration of Directors in their capacity as such.
 - Fixed annual remuneration of Executive Directors.
 - Short- and long-term variable remuneration, including parameters, goals, assessment system, target amount, etc.
 - Remuneration in kind and other benefits.

7. Basic Terms and Conditions of the Executive Directors' Agreements

In 2015, the Executive Director signed an agreement with the Company which was approved by the Board of Directors in accordance with Article 249 of the Corporate Enterprises Act. The agreement provides for the duties as Chief Executive Officer and his obligations towards the Company, as well as the information on the remuneration to be paid for the performance of such duties.

In addition to the aforesaid remunerations, the essential terms and conditions of the agreement entered into by and between the Company and the Executive Director (which, in any case, must be observed as parameters with any executive director) are as follows:

Element	Description
Duration	The duration of the Agreement shall be indefinite and is subject to the exercise of the position as Chief Executive Officer of the Company.
Notice period	In case of voluntary termination by the Director, resignation must be carried out with, at least, three-months prior notice.
Exclusivity	During the term of the agreement, Directors shall not engage in any other employment, commercial or professional activity without the consent of the Company.
Non-competition	In accordance with Article 229 (f) of the Corporate Enterprises Act, the Executive Directors may not, directly or indirectly, perform activities or professional services involving an effective, current or potential competition with the Company or its Group.

	<p>Such non-compete obligation shall have a minimum post-contractual application of one year with the commitment of the Company to compensate the Directors with one annual payment of the annual total remuneration they may have as Executive Directors at the time of termination of the agreement. If the post-contractual non-compete obligation is breached, Directors must return to the Company any amounts received in this connection and compensate the Company with an amount equal to 150% of the amount received in this connection.</p>
<p>Compensation</p>	<p>Directors shall be compensated with an amount equal to one year's total annual remuneration, under the following circumstances:</p> <ul style="list-style-type: none"> • Unilateral termination by the Executive Director: Due to serious and negligent breach by the Company of its contractual obligations under the agreement or to a substantial modification of his functions, powers or service conditions for reasons not attributable to the Executive Director. • Unilateral termination by the Company: not as a result of a breach by the Director. <p>In compliance with recommendation no. 64 of the Good Governance Code of Listed Companies of the CNMV, the compensation amount shall be calculated including any payments whose accrual or payment obligation arises as a consequence or on the occasion of the termination of the contractual relationship that linked the director with the Company, including previously unconsolidated amounts for long-term savings schemes and the amounts paid under post-contractual non-compete agreements.</p>
<p>Clawback & malus clauses</p>	<p>The Company may request refund or reduction (total or partial) of the variable remuneration of Executive Directors if any of the following occurs:</p> <ul style="list-style-type: none"> • It is proved that variable remuneration has been fully or partially settled and paid on the basis of clearly incorrect or inaccurate information. • In case the director has been sanctioned for breaching the Code of Ethics and/or other applicable internal regulations. • In case of sanctions or convictions for events attributable to the Executive Director. • In case of significant restatement of the annual accounts, except when this results from an amendment of the applicable regulations.

8. Approval and Implementation

This Policy and the relevant report of the Board of Directors shall be submitted to the General Shareholders' Meeting for approval, which is expected to be held on 10 June 2021, and will be applied for 2022, 2023 and 2024 years, without prejudice to any payments to be made to the Executive Directors for any deferred amounts of variable remuneration of previous years.

Any amendment or replacement of this Policy during the 2022 - 2024 three-years period, requires the prior approval of the General Shareholders' Meeting pursuant to the provisions of current legislation.

The Remuneration Policy shall be analysed and reviewed periodically by the Appointments, Remuneration and CSR Committee which shall submit to the Board of Directors any proposals for its amendment as deemed necessary according to the evolution of the Company and the market, as well as the updates required to comply at all times with the regulatory provisions and recommendations of good corporate governance.

In particular, as mentioned in the explanatory report of the Policy, once greater long-term visibility which allows to establish a long-term variable remuneration scheme is available, this will be reported in the ARR and the Company will propose the amendment, where appropriate, of this Policy to the General Shareholders' Meeting.

The Board of Directors is the body responsible for defining a control and monitoring system of the specific requirements of the Remuneration Policy to be applied to the members of the Board of Directors which ensures compliance with and effective implementation of the provisions set forth in this Policy.

Information document on the placement of commercial paper (Euro Commercial Paper Programme)

Board of Directors
30 April 2021

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1. Purpose
2. Euro Commercial Paper Programme

1. Purpose

The purpose of this document is to inform the shareholders of Meliá Hotels International, S.A. (hereinafter, the “**Company**”) on the status of issues made under the Euro Commercial Paper Programme, registered on May 26th, 2020, with the Irish Stock Exchange, entity operated by Euronext Dublin, in the maximum amount of EUR 300,000,000.

2. ECP 2020

As it was informed during the last Shareholders General Meeting, the Board of Directors of the Company at its meeting held on 26th February 2020, in the exercise of the authorisation granted by the General Shareholders’ Meeting held on 4 June 2015, approved the registration of a programme for the issue of commercial paper, commonly called Euro Commercial Paper Programme or ECP, in the maximum amount of EUR 300,000,000, whereby the Company can issue short-term debt securities, with a maturity of less than 364 days up to the said amount (hereinafter, the “**Programme**”) and during the twelve-month term of the Programme. The Programme was registered with the Irish Stock Exchange and on such regulated market the following issues made under the Programme will be admitted to trading.

In this regard, it is reported that during the term of the Programme, different issues have been made for a total amount of THIRTY MILLION TWO HUNDRED THOUSAND EUROS (30,200,000€).

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Justifying Report on the Amendment of the Regulations of the Board of Directors

Board of Directors
30 April 2021

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1. Purpose
2. Scope and Justification for the Amendments
Annex I - Comparison Chart

1. Purpose

The purpose of this document is to inform the shareholders of Meliá Hotels International, S.A. (hereinafter, the “**Company**”), on the occasion of the holding of the 2021 General Shareholders’ Meeting, and according to Article 528 of the Law on Corporations (hereinafter “**LSC**” according to its acronym in Spanish) and Article 4.2 of the Regulations of the Board of Directors, about the amendment of Articles 9, 10, 11, 12, 13, 14, 15 and 27 of the Regulations of the Board of Directors (hereinafter, the “**Regulations**”), approved at the meeting of the Board of Directors held on 10 July 2020.

2. Scope and Justification for the Amendments

The amendment of the Regulations of the Board was made following the amendment of Articles 33, 39a and 39b of the Company Bylaws approved at the General Shareholders’ Meeting held on 10 July 2020.

According to the report of the Board of Directors dated 26 February 2020, which was made available to the shareholders together with the call of the mentioned General Meeting, once the amendment of the Company Bylaws was approved, the Board of Directors had to include the relevant amendments in the Regulations of the Board, preparing the relevant report and informing of the amendment of the Regulations at the next General Shareholders’ Meeting, i.e. the General Meeting for 2021.

In this regard, the amendments made are as follows:

2.1 Change in the name of the Appointments and Remuneration Committee

The Appointments and Remuneration Committee, at its meeting held on 21 November 2019, and after considering the recommendations on corporate social responsibility and the inclusion of ESG (Environmental, Social and Governance) criteria in the Board of Directors and in the specialised Committees, agreed to change its name to “**Appointments, Remuneration and Corporate Social Responsibility Committee**”.

As a result of this decision, in addition to amending the Company Bylaws, it was necessary to amend the Regulations of the Board.

2.2 Inclusion of a procedure for the replacement of the Chairman of the Committees

On the other hand, Article 14 (*Audit and Compliance Committee*) and Article 15 (*Appointments and Remuneration Committee*) have also been amended to regulate the situations in which the Chairman of a delegated Committee is absent. In this respect, it is provided that in case of absence, the external independent director with the greatest seniority shall serve as acting Chairman of the relevant Committee.

For information purposes, a comparison chart of the amendments included in the mentioned articles of the Regulations of the Board is attached hereto as **Annex I**, which was registered with the Commercial Registry of Mallorca on 1 September 2020.

Likewise, shareholders are hereby informed that the entire contents of the Regulations of the Board of Directors (consolidated text), including the amendments of the mentioned articles, are available on the web page of the Company and, according to Article 529 of LSC, the Comisión Nacional del Mercado de Valores [Spanish National Securities Market Commission] was informed of the amendment on 18 September 2020 with registration number 4511.

Annex I

Regulations of the Board

Redacción anterior	Nueva redacción
<p>Article 9 – Term and renewal [...] The Board of Directors, however, will not propose the removal of External Directors before the end of their term, except for exceptional reasons considered sufficient by the Board of Directors, and after a report or a proposal, if applicable from the Appointments and Remuneration Committee.</p>	<p>Article 9 – Term and renewal [...] The Board of Directors, however, will not propose the removal of External Directors before the end of their term, except for exceptional reasons considered sufficient by the Board of Directors, and after a report or a proposal, if applicable from the <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee.</p>
<p>Article 10 – The Chairman of the Board of Directors</p> <p>10.1 The Chairman of the Board of Directors will be chosen from amongst its members, after the report from the Appointments and Remuneration Committee and his designation must comply with the requirements of Company Bylaws.</p> <p>[...]</p>	<p>Article 10 – The Chairman of the Board of Directors</p> <p>10.1 The Chairman of the Board of Directors will be chosen from amongst its members, after the report from the <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee and his designation must comply with the requirements of Company Bylaws.</p> <p>[...]</p>

<p>Article 11 – The Vice - Chairman</p> <p>11.1 The Board of Directors shall designate, from amongst its members, after a report from the Appointments and Remunerations Committee, one or several Deputy Chairman to replace the Chairman in cases of permanent or temporary absence or illness.</p>	<p>Article 11 – The Vice - Chairman</p> <p>11.1 The Board of Directors shall designate, from amongst its members, after a report from the <u>Appointments, Remuneration and Corporate Social Responsibility</u>Appointments and Remunerations Committee, one or several Deputy Chairman to replace the Chairman in cases of permanent or temporary absence or illness.</p>
<p>Article 12 – The Secretary</p> <p>12.1 The Board of Directors shall designate a Secretary, and, if agreed so, one or several Deputy Secretaries, after a report from the Appointments and Remuneration Committee, the latter of which, if there are several, will be numbered successively and will replace the Secretary and Deputy of a superior rank in cases of absence or illness.</p> <p>The Secretary and, where appropriate, the Deputy Secretary or Deputy Secretaries, of the Board of Directors are not required to be members of the Board of Directors, in which case they have a right to take part in the meeting but not to vote at the same.</p> <p>[...]</p>	<p>Article 12 – The Secretary</p> <p>12.1 The Board of Directors shall designate a Secretary, and, if agreed so, one or several Deputy Secretaries, after a report from the <u>Appointments, Remuneration and Corporate Social Responsibility</u>Appointments and Remuneration Committee, the latter of which, if there are several, will be numbered successively and will replace the Secretary and Deputy of a superior rank in cases of absence or illness.</p> <p>The Secretary and, where appropriate, the Deputy Secretary or Deputy Secretaries, of the Board of Directors are not required to be members of the Board of Directors, in which case they have a right to take part in the meeting but not to vote at the same.</p> <p>[...]</p>

<p>Article 13 - Delegate Committees of the Board of Directors</p> <p>[...]</p> <p>13.2 Without prejudice to any other Commissions that may be created depending on the needs of the Company, the Board of Directors may create the two following Committees:</p> <p>(a) Audit and Compliance Committee.</p> <p>(b) Appointments and Remuneration Committee.</p>	<p>Article 13 - Delegate Committees of the Board of Directors</p> <p>[...]</p> <p>13.2 Without prejudice to any other Commissions that may be created depending on the needs of the Company, the Board of Directors may create the two following Committees:</p> <p>(a) Audit and Compliance Committee.</p> <p>(b) <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee.</p>
<p>Article 14 – Audit and Compliance Committee</p> <p>14.1 Positions. The Audit and Compliance Committee will be formed by at least THREE (3) and at most FIVE (5) members, non-Executive Directors appointed by the Board of Directors, the majority of which shall be External Independent Directors and ONE (1) of them shall be appointed taking into consideration his knowledge and experience in accounting, audit or both. Jointly, the members of the Committee shall have the relevant expertise in relation to the sector of activity to which the Company belongs.</p> <p>The Chairman of the Committee must be one of its members and also an External Independent Director and shall be appointed taking into</p>	<p>Article 14 – Audit and Compliance Committee</p> <p>14.1 Positions. The Audit and Compliance Committee will be formed by at least THREE (3) and at most FIVE (5) members, non-Executive Directors appointed by the Board of Directors, the majority of which shall be External Independent Directors and ONE (1) of them shall be appointed taking into consideration his knowledge and experience in accounting, audit or both. Jointly, the members of the Committee shall have the relevant expertise in relation to the sector of activity to which the Company belongs.</p> <p>The Chairman of the Committee must be one of its members and also an External Independent Director and shall be appointed taking into</p>

<p>consideration his knowledge and experience in accounting, audit or both. The Chairman must be replaced every FOUR (4) years and may be reelected after a period of one (1) year after being replaced.</p> <p>The Chairman of the Audit and Compliance Committee will act as the Committee's representative at the meetings of the Board of Directors and the General Shareholders' Meeting.</p> <p>Both the Chairman and the rest of the members of the Committee will be automatically replaced if they resign or are dismissed from their positions as members of the company Board of Directors and are not reinstated.</p> <p>A Committee Secretary may be appointed, a position which may be held by the Secretary of the Board of Directors, a Deputy Secretary of the Board of Directors, or a Director that may or may not be a member of the Committee itself, or even one of the company executives.</p>	<p>consideration his knowledge and experience in accounting, audit or both. The Chairman must be replaced every FOUR (4) years and may be reelected after a period of one (1) year after being replaced.</p> <p>The Chairman of the Audit and Compliance Committee will act as the Committee's representative at the meetings of the Board of Directors and the General Shareholders' Meeting.</p> <p><u>In the absence, vacancy or illness of the Chairman, he will be replaced at the corresponding meeting by the independent director with the greatest seniority on the Committee, and in his absence, by the independent director, member of the said Committee, who is the oldest</u></p> <p>Both the Chairman and the rest of the members of the Committee will be automatically replaced if they resign or are dismissed from their positions as members of the company Board of Directors and are not reinstated.</p> <p>A Committee Secretary may be appointed, a position which may be held by the Secretary of the Board of Directors, a Deputy Secretary of the Board of Directors, or a Director that may or may not be a member of the Committee itself, or even one of the company executives.</p>
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<p>14.2 Organisation and operations.</p> <p>The Audit and Compliance Committee will meet at least once per quarter, and as many times as is deemed appropriate with regard to the needs of the Company, as proposed by the Chairman of the Committee or on request from the majority of its members or from the Board of Directors. The responsibilities of the Audit and Compliance Committee, and without prejudice to any others that the Law, the company Bylaws and these Regulations may determine, or the Board of Directors may specifically assign to the Committee, are as follows:</p> <p>[...]</p> <ul style="list-style-type: none"> To supervise and evaluate non-financial risks: operational, technological, legal, social, environmental, political and reputational, without prejudice to the functions entrusted and the tasks to be carried out by the Appointments and Remuneration Committee in this matter. <p>[...]</p>	<p>14.2 Organisation and operations.</p> <p>The Audit and Compliance Committee will meet at least once per quarter, and as many times as is deemed appropriate with regard to the needs of the Company, as proposed by the Chairman of the Committee or on request from the majority of its members or from the Board of Directors. The responsibilities of the Audit and Compliance Committee, and without prejudice to any others that the Law, the company Bylaws and these Regulations may determine, or the Board of Directors may specifically assign to the Committee, are as follows:</p> <p>[...]</p> <ul style="list-style-type: none"> To supervise and evaluate non-financial risks: operational, technological, legal, social, environmental, political and reputational, without prejudice to the functions entrusted and the tasks to be carried out by the <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee in this matter. <p>[...]</p>
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<ul style="list-style-type: none"> To verify and coordinate the process of reporting non-financial information, in accordance with the applicable regulations and international reference standards, without prejudice to the specifically entrusted functions and the work to be carried out in this regard by the Appointments and Remuneration Committee on this matter. 	<ul style="list-style-type: none"> To verify and coordinate the process of reporting non-financial information, in accordance with the applicable regulations and international reference standards, without prejudice to the specifically entrusted functions and the work to be carried out in this regard by the <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee on this matter.
<p>Article 15 – Appointments and Remuneration Committee.</p> <p>15.1 Positions. The Appointments and Remuneration Committee will be formed by at least THREE (3) and at most FIVE (5) External Directors, all named by the Board of Directors, and all of which have the capacity, dedication and experience required to perform the required functions. At least TWO (2) members of the Commission must be External Independent Directors.</p> <p>The Chairman of the Committee must be one of its members which must also be an External Independent Director and shall be appointed taking into account their knowledge and previous experience in comparable companies</p>	<p>Article 15 – <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee</p> <p>15.1 Positions. The <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee will be formed by at least THREE (3) and at most FIVE (5) External Directors, all named by the Board of Directors, and all of which have the capacity, dedication and experience required to perform the required functions. At least TWO (2) members of the Commission must be External Independent Directors.</p> <p>The Chairman of the Committee must be one of its members which must also be an External Independent Director and shall be appointed taking into account their knowledge and previous experience in comparable companies</p>

<p>due to their size or complexity as a member of appointments and remuneration committees or as an executive director or member of senior management. The Chairman must be replaced every FOUR (4) years and may be re-elected after a period of ONE (1) year after being replaced.</p> <p>The Chairman of the Appointments and Remuneration Committee will act as the Committee's representative at the meetings of the Board of Directors and the General Shareholders' Meeting.</p> <p>Both the Chairman and the rest of the members of the Committee will be automatically replaced if they resign or are dismissed from their positions as members of the company Board of Directors and are not reinstated.</p> <p>A Committee Secretary may be appointed, a position which may be held by the Secretary of the Board of Directors, a Deputy Secretary, a Director that</p>	<p>due to their size or complexity as a member of appointments and remuneration committees or as an executive director or member of senior management. The Chairman must be replaced every FOUR (4) years and may be re-elected after a period of ONE (1) year after being replaced.</p> <p>The Chairman of the <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee will act as the Committee's representative at the meetings of the Board of Directors and the General Shareholders' Meeting.</p> <p><u>In the absence, vacancy or illness of the Chairman, he will be replaced at the corresponding meeting by the independent director with the greatest seniority on the Committee, and in his absence, by the independent director, member of the said Committee, who is the oldest.</u></p> <p>Both the Chairman and the rest of the members of the Committee will be automatically replaced if they resign or are dismissed from their positions as members of the company Board of Directors and are not reinstated.</p> <p>A Committee Secretary may be appointed, a position which may be held by the Secretary of the Board of Directors, a Deputy Secretary, a Director that</p>
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<p>may or may not be a member of the Committee itself, or even one of the Company executives.</p> <p>15.2 Organisation and responsibilities.</p> <p>The Appointments and Remuneration Committee will meet whenever the Board or its Chairman requests a report or the approval of proposals and, in any case, whenever it may be appropriately according to the needs of the company.</p> <p>The responsibilities of the Appointments and Remuneration Committee, and without prejudice to any others that the Law, the Company Bylaws and these Regulations, are at least as follows:</p> <p>[...]</p> <p>The meetings of the Appointments and Remuneration Committee may be attended by any person previously invited by the Chairman of the Committee, although their attendance will be limited to those items on the agenda in relation to those convened.</p>	<p>may or may not be a member of the Committee itself, or even one of the Company executives.</p> <p>15.2 Organisation and responsibilities.</p> <p>The <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee will meet whenever the Board or its Chairman requests a report or the approval of proposals and, in any case, whenever it may be appropriately according to the needs of the company.</p> <p>The responsibilities of the <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee, and without prejudice to any others that the Law, the Company Bylaws and these Regulations, are at least as follows:</p> <p>[...]</p> <p>The meetings of the <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee may be attended by any person previously invited by the Chairman of the Committee, although their attendance will be limited to those items on the agenda in relation to those convened.</p>
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<p>The Committee, through its Chairman, may consult the Chairman of the Board and, where appropriate, the chief executive, especially when dealing with matters relating to executive directors and senior executives.</p> <p>For the best performance of its duties, the Appointments and Remuneration Committee may seek the advice of outside professionals, receiving the appropriate funds for it.</p> <p>15.3 Quorum and approval of resolutions.</p> <p>The Committee meeting will be considered valid on attendance, directly or via proxies, of at least half of its members, and will adopt resolutions approved by a majority of participants. The rules of the Company Bylaws and these Regulations on constitution and adoption of resolutions within the Board of Directors shall apply to the Appointments and Remuneration Committee on matters not covered in this article. The Committee must report on all such resolutions and decisions to the Board of Directors. If there is no majority, the Chairman will wield a casting vote.</p>	<p>The Committee, through its Chairman, may consult the Chairman of the Board and, where appropriate, the chief executive, especially when dealing with matters relating to executive directors and senior executives.</p> <p>For the best performance of its duties, the <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee may seek the advice of outside professionals, receiving the appropriate funds for it.</p> <p>15.3 Quorum and approval of resolutions.</p> <p>The Committee meeting will be considered valid on attendance, directly or via proxies, of at least half of its members, and will adopt resolutions approved by a majority of participants. The rules of the Company Bylaws and these Regulations on constitution and adoption of resolutions within the Board of Directors shall apply to the <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee on matters not covered in this article. The Committee must report on all such resolutions and decisions to the Board of Directors. If there is no majority, the Chairman will wield a casting vote.</p>
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<p>Article 27 – Non-compete obligations</p> <p>[...]</p> <p>27.2 Before accepting any management position with another company, the Director must consult the Appointments and Remuneration Committee.</p>	<p>Article 27 – Non-compete obligations</p> <p>[...]</p> <p>27.2 Before accepting any management position with another company, the Director must consult the <u>Appointments, Remuneration and Corporate Social Responsibility</u> Appointments and Remuneration Committee</p>
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