

REQUEST FOR AUTHORIZATION OF THE TAKEOVER BID LAUNCHED BY MHG CONTINENTAL HOLDING (SINGAPORE) PTE. LTD. OVER ALL THE SHARES REPRESENTING THE SHARE CAPITAL OF MINOR HOTELS EUROPE & AMERICAS, S.A. WITH THE PURPOSE OF DELISTING THEM FROM THE BARCELONA, BILBAO, MADRID AND VALENCIA STOCK EXCHANGES

*This request for authorization is made public pursuant to the provisions of Article 17 of Royal Decree 1066/2007, of July 27, on the rules governing public takeover bids (the "**Royal Decree 1006/2007**") and refers to a takeover bid that is subject to the mandatory authorization of the National Securities Market Commission (the "**CNMV**").*

*The detailed terms and characteristics of the takeover bid will be contained in the prospectus that will be published after obtaining the referred authorization (the "**Prospectus**").*

TO THE NATIONAL SECURITIES MARKET COMMISSION

MHG Continental Holding (Singapore) Pte. Ltd. (the "**Bidder**"), a Singaporean company, with registered office at 2 Alexandra Road, #05-04/05, Delta House, Singapore (159919)¹ and registered with the Accounting and Corporate Regulatory Authority of Singapore under registration number 201209158D, with LEI code 254900JK1HF7AJCDDO46 and holder of Spanish Tax Identification Number N7061208J; duly represented by Mr. Stephen Andrew Chojnacki, of legal age, American nationality, in his capacity as representative of the Bidder by virtue of the powers expressly conferred in his favor by resolution of the joint directors of the Bidder on December 9, 2024,

DECLARES

1. DECISION TO LAUNCH THE TAKEOVER BID

The Bidder has decided to launch a takeover bid (the "**Takeover Bid**") over all of the shares representing the share capital of Minor Hotels Europe & Americas, S.A. ("**MHEA**") to be delisted from the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges (the "**Spanish Stock Exchanges**"), under the terms and conditions described in this request for authorization and in the Prospectus. The decision to launch the Takeover Bid has been adopted (i) by the joint directors of the Bidder by virtue of the resolutions adopted on December 9, 2024; and (ii) by the Board of Directors of Minor International Public Company Limited ("**MINT**"), controlling entity of the Bidder, at its meeting held on December 13, 2024.

The joint directors of the Bidder also resolved the delegation of powers in favor of Mr. Stephen Andrew Chojnacki, so that he could, among other things, request the corresponding authorization of the Takeover Bid and draft, sign and present the Prospectus and any documents that may modify it, as well as the remaining documentation that may be required in accordance with the provisions of Royal Decree 1066/2007, including any relevant action or declaration for the successful completion of the Takeover Bid both before the CNMV and before any body that may be competent.

The launching of the Takeover Bid does not require the adoption of any other resolution by any corporate body of the Bidder or MINT.

¹ It is expressly noted that the Bidder's address has changed from that indicated in the prior announcement (*anuncio previo*) of the Takeover Bid published on January 21, 2025, from 80 Robinson Road # 02-00 Singapore (068898) to 2 Alexandra Road, #05-04/05, Delta House, Singapore (159919).

In addition, in accordance with the provisions of Article 65.3 of Act 6/2023, of March 17, on Securities Markets and Investment Services (the "SMISA") and Article 10.5 of Royal Decree 1066/2007, the Board of Directors of MHEA, at its meeting held on December 13, 2024, approved a report justifying the proposed delisting, the Takeover Bid, the Takeover Bid price and the other terms and conditions thereof, and called the corresponding Shareholders' Meeting of MHEA. The proprietary directors appointed by the Bidder in MHEA abstained from participating in the deliberation and approval of the report as they considered that they were involved in a conflict of interest due to their relationship with the Bidder.

On the other hand, on January 20, 2025, the Extraordinary Shareholders' Meeting of MHEA approved, with 424,061,634 votes in favor, representing 99.53% of the share capital present or represented, (i) the delisting from the Spanish Stock Exchanges and from trading through the Stock Exchange Interconnection System (*Sistema de Interconexión Bursátil*), (ii) the launching for these purposes of the Takeover Bid by the Bidder; and (iii) the price of the Takeover Bid and other terms and conditions thereof.

2. MAIN CHARACTERISTICS OF THE TAKEOVER BID

The prior announcement (*anuncio previo*) of the Takeover Bid provided for in Article 16 of Royal Decree 1066/2007, dated January 20, 2025, was published on January 21, 2025, as inside information of MHEA, with registration number 2,556. The aforementioned notice of inside information is available on the CNMV's website.

The Bidder confirms the information and characteristics of the Takeover Bid provided for in the prior announcement (*anuncio previo*), stating that there has been no variation with respect to such information.

3. GUARANTEE OF THE TAKEOVER BID

Pursuant to the provisions of Articles 15 and 17.1 of Royal Decree 1066/2007, the Bidder has filed with the CNMV the documentation evidencing the constitution of a first demand guarantee granted by Bangkok Bank Public Company Limited dated February 11, 2025, for an amount of 114,771,143.76 euros, in order to fully guarantee the payment of the consideration of the Takeover Bid. Such guarantee has been granted on an unconditional, irrevocable and joint and several basis.

4. DOCUMENTS ATTACHED TO THE REQUEST FOR AUTHORIZATION

For the purposes of the provisions of Article 17.1 of Royal Decree 1066/2007, the following is attached to this application:

- (i) A copy of the Prospectus duly executed.
- (ii) Notarized and legalized certificate of the corporate resolutions related to the launching of the Takeover Bid adopted by the joint directors of the Bidder on December 9, 2024, together with its sworn translation.
- (iii) Notarized and legalized certificate of the resolutions of the Board of Directors of MINT regarding the approval of the resolutions adopted by the Bidder in connection with the formulation of the Takeover Bid, dated December 13, 2024, together with its sworn translation.
- (iv) Certificate of the resolutions of the Board of Directors of MHEA held on December 13, 2024, and notarized testimony of the minutes of the resolutions adopted by the

Extraordinary Shareholders' Meeting of MHEA on January 20, 2025, in connection with the delisting and launching of the Takeover Bid.

- (v) Copy of the by-laws of MINT and an affidavit issued by the Department of Business Development of the Ministry of Commerce of the Kingdom of Thailand, together with their sworn translation.
- (vi) Copy of the irrevocable agreements entered into by the Bidder with Global Income SA - SPF Heritage SICAV PLC on September 17, 2024, together with their sworn translation.
- (vii) Individual audited financial statements of the Bidder for the year ended on December 31, 2023, together with their sworn translation.
- (viii) Audited consolidated financial statements of MINT and its subsidiaries for the year ended on December 31, 2023, together with their sworn translation.
- (ix) Certificate of ownership issued by Banco Bilbao Vizcaya Argentaria, S.A. evidencing the blocking of the MHEA shares held by the Bidder.
- (x) Certificate of ownership issued by Citibank Europe PLC, Sucursal en España evidencing the blocking of the MHEA shares held by the Bidder.
- (xi) Valuation report prepared by Ernst & Young Servicios Corporativos, S.L., as independent expert.
- (xii) First demand bank guarantee issued by Bangkok Bank Public Company Limited.
- (xiii) Announcement form to be published in the Official Trading Bulletins of the Spanish Stock Exchanges and, at least, in a newspaper of national circulation.
- (xiv) Letter from the Bidder in connection with the publicity of the Takeover Bid.
- (xv) Letter of acceptance of Banco Bilbao Vizcaya Argentaria, S.A. as the entity in charge of the intermediation and settlement of the Takeover Bid.

The remaining documents required in accordance with the provisions of Article 20 of Royal Decree 1066/2007 shall be submitted during the seven working days following the date of submission of this request for authorization.

5. NOTIFICATIONS

For any communication that may have to take place in relation to this request for authorization, the following is indicated for notification purposes:

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By virtue of the foregoing, the Bidder

REQUESTS

To the CNMV to consider this document, together with the Prospectus and other accompanying documentation, as having been submitted, to consider that the statements contained herein have been made, to admit them for processing and to authorize the launching of the Takeover Bid.

In Bangkok, February 13, 2025

MHG CONTINENTAL HOLDING (SINGAPORE) PTE. LTD.

Represented by Mr. Stephen Andrew Chojnacki