

TO THE *COMISIÓN NACIONAL DEL MERCADO DE VALORES*

In compliance with the provisions of Article 227 of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, and its complementary regulations, NH Hotel Group, S.A. (hereinafter, “**NH Hotel Group**” or the “**Company**”) hereby notifies the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*)

OTHER RELEVANT INFORMATION

The Board of Directors held today has approved the notice of call of the General Shareholders’ Meeting of the Company to be held on 16th July 2020, in compliance with the terms incorporated under the referred notice of call enclosed hereto.

Furthermore, the Company submits the Proposals of the Resolutions of the Board of Directors for its submission for approval to the General Shareholders’ Meeting. With regard to the proposal for the application of profits regarding fiscal year 2019, as included under point 3 of the Agenda, the Company informs that the proposal replaces the one that was approved by the Board of Directors on 25th February 2020 when formulating the Annual Accounts, as included under note 3 of the individual and consolidated Annual Accounts of the Company. In this regard, the Company encloses the letter from the auditor referred to in article 40.6 bis of Royal Decree Law 8/2020.

Madrid, 11th June 2020

Carlos Ulecia
General Counsel

NH HOTEL GROUP, S.A.

ORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors of this Company, hereby calls the shareholders to an Ordinary General Meeting of NH Hotel Group, S.A. (the “**Company**”), to be held in Madrid, at their offices in c/Santa Engracia 120, 28003 Madrid, at 11 a.m.. on 16th July 2020 on first call, and in the event that the quorum required by law has not been reached and the Meeting is unable to be held on first call, it is hereby also convened at the same place and time on the following day, on second call, it being foreseeable that the Ordinary General Meeting will be held on the first call, i.e. on 16th July 2020.

Notwithstanding the aforementioned and due to the severe sanitary crisis originated by covid-19, the Company urges to follow the indications described under “**IMPORTANT RECOMMENDATIONS**” of this announcement.

For the purposes of articles 173 and 516 of Royal Legislative Decree 1/2010, of 2 July, approving the Companies Act (Consolidating Act) (hereinafter, “Companies Act”), all shareholders are informed that this notice will also be published, among other media, on the Company’s website, the address of which is www.nh-hoteles.es.

The object of the General Meeting is to deliberate and resolve on the matters included in the following:

AGENDA

1. Examination and approval of the Individual and Consolidated Annual Accounts for the year 2019.
2. Examination and approval of the Individual and Consolidated Director’s Report, for the year 2019, including the non financial report.
3. Examination and approval of the proposed application of results.
4. Approval of the management by the Board of Directors during 2019.
5. Reelection of the appointment of Mr. Ramon Aragones Marin, as “executive” Director
6. Establishment of the amount of the annual remuneration of the Board of Directors and its Committees.
7. Consultative vote on the Annual Report on Directors’ Remuneration.
8. Delegation of faculties to formalize, clarify, interpret, remedy and execute the resolutions passed by the General Shareholders’ Meeting.

IMPORTANT RECOMMENDATIONS

Taking into consideration the current State of Alert declared by virtue of *Real Decreto 463/2020*, of 14th March, (“RD 463/2020”) due to the severe sanitary crisis produced by the outspread of Covid 19 and the possibility that on the date of celebration of the General Shareholders meeting the severity of the situations persists, making it necessary or advisable to take measures for limiting the contagious risks of the attendees of the meeting, the Board of Directors has taken the following decisions:

1. **Discourage the physical attendance** to the meeting. It is warned that the physical attendance can be limited due to sanitary requirements that may affect the entrance to the rooms and the Company reserves its right to limit the access in order to limit the capacity of the location in order to guarantee sanitary conditions.
2. **Recommend the option to attend the General Shareholders meeting via telematic means**, enabling those Shareholders and their proxy representatives who wish to attend in this way and to participate in the meeting via remote connection in real-time. If, on the date scheduled for holding the Annual General Meeting, the State of Alarm declared by RD 463/2020 or any other measures imposed by the Spanish Administrative or Health Authorities prevail that restrict or prevent the holding of the meeting with the in-person attendance of the Shareholders or their proxy representatives, the meeting shall be held on the same date and time scheduled in this notice exclusively by telematic means, that is, the Shareholders and proxy representatives shall not attend in-person. In that case the Company will inform via the publication of a complementary notice to this call notice. Meanwhile and even if the State of Alarm doesn't persist, the Company highly recommends the attendance via telematic means, due to the fact that the Company will take measures to limit infection risks of the attendances.
3. **Recommend shareholders to delegate their vote with instructions or vote at a distance** and follow the meeting through audiovisual means on the Company web site www.nh-hoteles.es.
4. **Dispense with the cocktail** that used to be offered to the shareholders after the meeting, as well as to **renounce** to the handout of gifts, normally done when signing-in the attendees.

In any case, the Company will duly inform on all necessary measures according to the resolutions and recommendations that may be issued by the competent authorities and the Company's measures, via their web site or through other means necessary depending on the extensions of the measures.

INTERVENTION OF A NOTARY PUBLIC AT THE MEETING

The Board of Directors has agreed to require the presence of a Notary Public to draw up the minutes of the Meeting, in accordance with the provisions of article 203 of the

Companies Act, and in relation to articles 101 and 103 of the Mercantile Registry Regulations.

The technical means so that the Chairman, Notary Public, Secretary and other Board Members may participate via video or audio conferencing shall be established where necessary.

SUPPLEMENT TO NOTICE AND SUBMISSION OF PROPOSALS

In accordance with the provisions of articles 172 and 519 of the Companies Act, shareholders representing at least three percent of the share capital may request that a supplement to this notice be published including one or more items on the agenda, provided that the new items are accompanied by a justification or, as the case may be, by a justified proposal for resolution. This right must be exercised by giving formal notice that must be received by the company, NH Hotel Group, S.A., General Counsel's Office, C/ Santa Engracia 120, 28003 Madrid, within five days following publication of this notice. Shareholders representing the same percentage indicated above may, within the above-mentioned term of five days as of publication of this notice, submit founded proposals for resolutions on matters already included or that should be included in the agenda for the Meeting.

RIGHT TO INFORMATION

In accordance with applicable legislation, it is hereby stated that as of the date of publication of this notice convening the meeting, shareholders are entitled to examine and obtain at the Company's registered office, or request that the Company send them, immediately and free of charge, the following documents:

- I. In relation to matters submitted to the General Meeting on a decisive basis:
 1. Annual Accounts and Directors' Reports, of both the Company and its consolidated Group, including non-finance information, regarding fiscal year 2019 and Auditor's Report issued by the auditor of the Company and its group.
 2. Proposed application of results for the year 2019, approved by the Board of Directors on 11th June 2020, adjusted to the new situation due to covid-19, including the note issued by the auditor in compliance with article 40.6 bis of *Real Decreto-ley 8/2020, of 17th March, regarding urgent and extraordinary for thwarting economic and social impact of Covid-19* (the "RDL 8/2020")
 3. Report issued by the Appointments, Remuneration and Corporate Governance Commission with respect to the reelection of appointment of the executive Director.
 4. Professional profile and report issued by the Board of Directors evaluating the competence, experience and merits of the Director whose appointment is reelected.

II. In relation to matters submitted to the General Meeting on an informative basis or for a consultative vote:

5. Annual Report on Directors' Remuneration.

III. In relation to other documentation made available to the shareholders prior to holding the General Meeting:

6. This notice.
7. The full text of the Proposed Resolutions formulated by the Board of Directors in relation to each of the items of the agenda included in the notice, to be submitted to the Meeting.
8. Annual Corporate Governance Report for 2019.
9. Annual Report of the Audit and Control Committee for 2019, including reference to related-party operations.
10. Annual Report of the Appointments, Remuneration and Corporate Governance Committee for 2019.
11. Sustainable Business Report, including non finance information.
12. Forms to be used for proxy and remote voting.
13. The total number of shares and voting rights on the date of the notice.
14. Report on the auditor's independence

The documents listed above will be accessible electronically, through the Company's website (www.nh-hoteles.es), hereinafter the Corporate Website, where this notice has been duly published.

In accordance with the provisions of articles 197 and 520 of the Companies Act, until the fifth day prior to the date set for the meeting to be held on first call, shareholders may request the information or clarifications they consider necessary, or submit the questions they consider pertinent, on the matters included in the Agenda for the Meeting, or in respect of any information accessible to the public that the Company has provided to the National Securities Market Commission since the immediately preceding General Shareholders' Meeting was held and relating to the auditor's reports.

Pursuant to the provisions of article 539 of the Companies Act, the Company has set up on its Corporate Website an Electronic Shareholders' Forum, to which both individual shareholders and any voluntary associations created may access, with proper safeguards. The content of the rules for the operation of the Electronic Shareholders' Forum may be consulted on the Company's Corporate Website.

Attendees at the meeting are informed that on the date and time indicated for holding the Meeting, it will be streamed live on the Company's website (www.nh-hoteles.es).

RIGHT TO ATTEND AND VOTE

Holders of one or more shares, registered in their name in the corresponding record of book entries five days prior to the day on which the Meeting is to be held, and who provide evidence of this through the pertinent attendance card or certificate issued by any of the participating entities in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., or in any other form admitted by ruling legislation, may attend the General Meeting. Each share entitles the holder thereof to one vote at the Meeting.

The Annual General Meeting will be retransmitted in any case through the Company's Corporate Website.

RIGHT OF REPRESENTATION

Any shareholder who is entitled to attend the General Meeting may nominate another person to represent him or her at the meeting, even if that person is not a shareholder. The representation must be conferred in the terms and with the scope established by law, in writing, and specifically for each Meeting.

Representation may also be granted through remote communication channels (by post or electronically), duly guaranteeing the identity of the represented shareholder and the representative. Representation granted through electronic means will be valid when the electronic document conferring it incorporates the recognized electronic signature used by the represented shareholder, or other kind of signature that provides sufficient guarantees of authenticity and identification of the shareholder conferring representation and complies with the other requirements established in ruling legal provisions from time to time.

In general, the document setting out representations will include the identification of the person attending the Meeting in the shareholder's place, who must identify himself or herself adequately on the day of the Meeting.

Documents setting out delegations for the General Meeting will reflect instructions on how to vote, it being understood that if no express instructions are given, the representative will vote in favour of the proposed resolutions formulated by the Board of Directors on items included in the agenda.

If there are no voting instructions because the General Meeting is going to resolve on matters that were not included in the agenda and, therefore, were not known by the represented shareholder on the date of delegation, and may be put to the vote at the Meeting, the representative must cast the vote as he/she considers most appropriate, with due regard to the company's interests. The same shall apply when the corresponding proposal or proposals submitted to the General Meeting for its decision have not been formulated by the Board of Directors.

If the representation or delegation document does not indicate the specific person on whom the shareholder confers representation, it shall be understood that it has been granted to the Chairman of the Meeting, or to the person designated by him.

Representation may be revoked at any time. The attendance of the represented shareholder in person at the Meeting shall be considered to constitute revocation.

In the event of a public request for representation, the provisions of applicable ruling legislation shall be observed. In particular, the document recording the power of representation must contain the agenda or include it as an attachment, as well as the request for instructions to exercise the right to vote and the indication of how the representative will vote if no precise instructions are given. In such cases, the director or the person who obtains the representation may not exercise the voting right corresponding to the represented shares on those items of the agenda in which he or she has a conflict of interest and, in any case, on decisions relating to (i) his or her appointment or ratification, removal, separation or dismissal as a director, (ii) exercising the corporate liability action against him or her and (iii) the approval or ratification of operations between the Company and the director in question, companies controlled by him or her or that he or she represents or persons acting on his or her behalf.

To provide for the possibility that a conflict may exist, representation may be conferred on a subsidiary basis to a member of the Board or the Secretary of the Board of Directors, at the choice of the Chairman of the Meeting.

For the purposes of article 523 and 526 of the Companies Act, it is hereby stated that if the representative designated by a shareholder is a director of the Company, the directors will be in a situation of conflict of interest in relation to items 4 and 6 of the Agenda. Directors whose appointments are to be ratified under item 5 of the Agenda are also in a situation of conflict of interest. The directors may also incur in a conflict of interest in relation to any proposed resolutions formulated on matters not included in the Agenda, if they refer, among other circumstances, to their revocation as director or the seeking of liabilities.

PROCEDURE FOR CONFERRING REPRESENTATION AND EXERCISING THE VOTING RIGHT THROUGH REMOTE COMMUNICATION MEDIA

All shareholders entitled to attend may exercise the vote and/or delegation in relation to the items of the agenda for the General Meeting using remote means of communication between the 2nd July and 24.00 hours on 11th July 2020.

1. Representation through remote communication media

Notwithstanding the conditions mentioned below, with regard to representation you are referred to the contents of the preceding section of this notice, entitled “Representation”, and the provisions of article 24 of the Articles of Association and article 13 of the General Meeting Regulations.

In general, the documents recording representations will include the identification of the person who will attend in the shareholder’s place, who must identify himself/herself adequately on the day of the Meeting. In the case of shareholders that are legal entities,

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the Company reserves the right to require evidence of the sufficiency and current validity of the power of the natural person who acts in representation of the shareholder.

The representative may hold representation of more than one shareholder, with no limitation as to the number of represented shareholders, and may cast different votes according to the instructions given by each shareholder. If instructions have been given by the represented shareholder, the representative will cast the vote in accordance therewith.

The empowerment to represent may be recorded:

(i) By delivery, postal correspondence or email

Representation will be granted by completing the section included for that purpose on the attendance card provided by the depositary entity or the card that the Company makes available to shareholders through its Corporate Website in the section relating to the General Shareholders' Meeting.

The shareholder granting representation must notify the designated representative of the representation conferred on him/her and, as the case may be, the voting instructions.

The card, duly completed and signed by hand, must be delivered by postal correspondence or delivered by hand to the registered office (NH Hotel Group, S.A., C/Santa Engracia 120, 28003 Madrid, for the attention of the General Counsel's Office), as well as per email to the following address: investor.relations@nh-hotels.com, together with a photocopy of the official document attesting to the shareholder's identity.

(ii) Using electronic means:

Under the provisions of articles 184 and 522 of the Companies Act, shareholders with the right to attend the Meeting may delegate a shareholder or any other (natural or legal) person to represent them using electronic remote communication media, following for that purpose the rules and instructions provided in this regard in the "Ordinary General Meeting 2019" section of the Corporate Website. For the purposes of guaranteeing suitably the authenticity and integrity of electronic communications, it will be necessary to have:

- (i) a recognized electronic certificate in the terms established in Electronic Signature Act 59/2003, of 19 December, valid and issued by the Spanish Public Certifying Authority (CERES) which depends on the public body FNMT-RCM (*Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda* – the National Mint), or
- (ii) Electronic ID-Card

With regard to the representation granted to financial intermediary, the provisions established in this regard by article 524 of the Companies Act shall apply.

2. Voting through remote communication media

As in the case of representation, shareholders may exercise their voting rights at the General Meeting using the following means:

(i) By delivery, postal correspondence or email:

To exercise the remote voting right using such means, the shareholder must send the card obtained from the Company and available on the Corporate Website or complete the hard copy of the attendance card issued by the IBERCLEAR participating entity where that shareholder's shares are deposited, and deliver it to the Company's registered office for the attention of the General Secretary's Office, duly completed and signed in the space reserved for the vote or sending it per email to the following address investor.relations@nh-hotels.com.

(ii) Electronic media:

Under the provisions of articles 189, paragraphs 2 and 3, and 182 of the Companies Act, shareholders with the right to attend the General Meeting may also exercise their voting right using electronic media, following the rules and instructions provided in this regard in the "Ordinary General Meeting 2020" section of the Corporate Website. For the purposes of guaranteeing suitably the authenticity and integrity of electronic communications, it will be necessary to have:

- (i) a recognized electronic certificate in the terms established in Electronic Signature Act 59/2003, of 19 December, valid and issued by the Spanish Public Certifying Authority (CERES) which depends on the public body FNMT-RCM (*Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda* – the National Mint), or
- (ii) Electronic ID-Card.

Shareholders who cast their vote in the terms indicated above shall be considered present for the purposes of determining whether the Meeting has a quorum. A vote cast using remote means may only be rendered void (i) by the express subsequent revocation using the same means as was used to cast the vote within the term established for that purpose, (ii) by the attendance at the meeting of the shareholder who cast the vote or (iii) by the sale of the shares granting the voting right, which comes to the Company's knowledge at least five days before the date set for holding the Meeting.

REMOTE ASISTANCE AND VOTING BY ELECTRONIC MEANS

In compliance with articles 40 and 41 of RDL 8/2020, shareholders can participate in the Annual General Meeting through electronic online means, accessing through the Company's Corporate Website.

1. Remote attendance by electronic means

The assistance to the Annual General Meeting can be done by electronic means allowing real time connection with the location taking place the meeting. Shareholders who wish to assist via electronic means may do so on the Company's Corporate Web site in the area dedicated to the Annual General Meeting, remote attendance section, as from 8 a.m. of the date of the meeting (i.e. the 16th July in first call, or, the next day 17th July 2020, in second call).

Shareholders who wish to attend by telematic means the meeting need to register until 10.45 a.m. at the latest on the day of the meeting in order to identify themselves by virtue of one of the following means:

- i) the Spanish Electronic National Identification document, or
- ii) a recognised valid and in force digital certificate in accordance with that provided for in Law 59/2003 on Electronic Signatures.

As from their registering and until the Chairman of the Annual Shareholders Meeting commences the phase of intervention, the shareholder or its representative, through the online channels available in the Corporate Website, under the remote attendance section, can intervene or request the information or clarification that they deem necessary with regard to the points included in the Agenda.

In addition, during the Annual General Meeting and until the commencement of voting, the shareholders or their representatives, through the online channels available in the Corporate Website, can propose agreements regarding points of the Agenda not previously foreseen, in those case expressly permitted by law.

Any shareholder or its representative assisting telematically that wish to inform the Notary about exiting the meeting, can do so by sending an online communication through the only channels available in the Corporate Website under remote attendance section. Once expressly notified to the Notary its decision to exiting the meeting, shall not be able to participate in the meeting and any ulterior performance shall be not accepted.

Shareholders, being legal entities, can register and assist by electronic means by, acceding with its electronic certification for legal entities, or designating an attorney for completing the registering process on its name and behalf. For the latter case, the shareholder would need to provide to the Company duly powers of attorney enabling attorney to assist and vote on the shareholder's behalf, together with the assistance card that identifies the entity as the Company's shareholders, duly completed, together with the ID Card of the attorney to the following email address investor.relations@nh-hotels.com, until 24h before the commencement of the meeting (i.e until 11 a.m. of 15th July 2020). Once the documentation submitted has been verified, the attorney shall received confirmation for him to register and attend the meeting by telematic means, complying with the requirements set forth above. The representation shall be presumed to exist until the company has not informed the Company about its revocation. Compliant

The representative of a shareholder, being natural person, shall follow the same procedeeing and shall send previously copy of the ID Card or Passport, together with the assistance card of the shareholder, duly filled out and signed, to send to the following email address investor.relations@nh-hotels.com, until 24h in advance of the day of celebration of the General Meeting (i.e. until 11.00 a.m. of 15th July).

Personal or remote attendance at the Meeting by a shareholder who had delegated or previously voted by distance, regardless of the means used to cast the vote, will invalidate said delegation or vote. Moreover, note that, in the event, personal attendance shall over-ride remote attendance, voiding the latter.

2. Remote Voting by electronic means

Shareholders or their representatives taking part in the Meeting remotely may vote using the method set up for remote attendance in the Company's web page, accessing the area concerning the Ordinary General Shareholders' Meeting, remote attendance section, once duly registered until such time as voting begins.

In accordance with the provisions of article 41 of RDL 8/2020, the mechanism for voting remotely is equipped with sufficient guarantees for the authentication and identification of shareholders exercising their voting rights.

The guarantees which the Board of Directors considers to be adequate to ensure the authentication and identification of shareholders exercising their voting rights are (i) the recognised electronic signature and the advanced electronic signature, in the terms provided in Law 59/2003, of 19 December, concerning electronic signatures, provided they are based on a recognised electronic certificate that has not been revoked and that was issued by the Spanish Public Certification Authority (Autoridad Pública de Certificación Española – CERES), dependent upon the National Mint (Fábrica Nacional de Moneda y Timbre) an electronic signature that meets the aforementioned requirements and are identified by that means, and (ii) electronic Identity Document (DNIe), may cast their vote in relation to the matters on the Meeting Agenda by means of the Company's web page, accessing the area concerning the Ordinary General Shareholders' Meeting, remote attendance section, and following the procedure outlined therein.

Shareholders wishing to vote remotely must indicate how they wish to vote on each of the matters (items) on the Agenda. If, in relation to any of the items on the Agenda, the shareholder does not indicate how they wish to vote, that shareholder will be understood to be voting in favour of the Board of Directors' proposals concerning the matters included in the Agenda which the Board of Directors has compiled. In all matters not expressly regulated by this announcement, the same regulations provided in the Regulations of the General Shareholders' Meeting in connection with voting and adopting resolutions shall apply to shareholders attending the Meeting remotely as apply to shareholders attending the meeting in person.

PERSONAL DATA PROTECTION

The personal data that shareholders provide to the Company in order to exercise their rights of attendance, delegation and to vote at the General Meeting or provided by the banking institutions and stock companies and agencies where such shareholders have deposited their shares, through the entity legally authorized to keep the record of book entries, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), will be processed (and included in a file for which the Company is the data controller) for the purpose of handling the development, compliance and control of the shareholding relationship with regard to convening and holding the General Meeting. Shareholders will have the possibility of exercising their right of access, rectification, cancellation and objection in accordance with the provisions of Personal Data Protection Act 3/2018, 5 december de Protección de Datos Personales y garantía de los derechos digitales, by writing to the Company's registered office, C/ Santa Engracia 120, edificio central, 28003 Madrid, for the attention of the Legal Department.

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Carlos Ulecia
Secretary of the Board of Directors

Madrid, 11th June 2020

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**RESOLUTIONS PROPOSED
BY THE BOARD OF DIRECTORS**

**ORDINARY GENERAL SHAREHOLDERS' MEETING
NH HOTEL GROUP, S.A.**

16TH JULY 2020

ITEM ONE OF THE AGENDA

Examination and approval of the Individual and Consolidated Annual Accounts for the year 2019

PROPOSED RESOLUTION:

To approve the Individual Annual Accounts of the Company (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow Statement and Notes to the Accounts) and the Consolidated Annual Accounts of the group of which the Company is the parent company for the year ended 31 December 2019.

ITEM TWO OF THE AGENDA

Examination and approval of the Individual and Consolidated Director's Report, for the year 2019, including the non financial report

To approve the Company's individual Directors' Report and the consolidated Directors' Report of the group of which the Company is the parent company for the year ended 31 December 2019, including the non financial report

ITEM THREE OF THE AGENDA

Examination and approval of the proposed application of results.

PROPOSED RESOLUTION:

To approve the proposed application of results regarding fiscal year 2019, following the proposal approved by the Board of Directors on 11th June 2020, as follows:

BASIS OF DISTRIBUTION:

- **Benefit of fiscal year 2019: 158.939.572,49 euros**

DISTRIBUTION:

- **Legal reserve: 15.893.957,25 euros**
- **Voluntary reserve: 143.045.615,24 euros**

ITEM FOUR OF THE AGENDA

Approval of the management by the Board of Directors during 2019.

PROPOSED RESOLUTION:

To approve the management by the Board of Directors during the year ended 31 December 2019.

ITEM FIVE OF THE AGENDA

Reelection of Mr. Ramón Aragonés Marín as executive Director.

PROPOSED RESOLUTION:

To reelect the appointment of Mr. Ramón Aragonés Marín classified as Executive Director, for the term of three years as established in the Articles of Association.

ITEM SIX OF THE AGENDA

Establishment of the amount of the annual remuneration of the Board of Directors and its Committees.

PROPOSED RESOLUTION:

At the proposal of the Appointments, Remuneration and Corporate Governance Committee, and in accordance with the provisions of the Articles of Association, to establish at 800.000 Euros, the maximum total gross annual amount of the fixed remuneration and attendance expenses of the Board of Directors and its Committees for 2020.

ITEM SEVEN OF THE AGENDA

Consultative vote on the Annual Report on Directors' Remuneration.

PROPOSED RESOLUTION:

To approve, on a consultative basis, the Annual Report on Directors' Remuneration, the entire text of which was sent to the National Securities Market Commission (CNMV) when it was approved by the Board of Directors and has been published on the website of the CNMV since 25 February 2020, and has also been available on the website of NH Hotel Group, S.A. since the date of the notice of this Ordinary General Meeting.

ITEM EIGHT HE AGENDA

Delegation of faculties to formalize, clarify, interpret, remedy and execute the resolutions passed by the General Shareholders' Meeting.

PROPOSED RESOLUTION:

To empower, on a joint and several basis, Mr Alfredo Fernandez Agras and Mr. Carlos Ulecia Palacios, Chairman and Secretary respectively, of the Board of Directors, so that either of them indistinctly may formalize and execute the above resolutions, for which purpose they may grant the public or private documents that may be necessary or advisable (including those of interpretation, clarification, rectification of errors and remedy of defects) for the more exact compliance therewith and for the registration thereof in the Commercial Register and in any other Public Registry, and so that either of them may proceed, as the case may be, to remedy any new texts proposed for approval at this Meeting, in accordance with any qualification made by the Commercial Registrar or any other qualifying body.



Free translation of the letter originally issued in Spanish. In the event of discrepancy, the Spanish language version prevails.

11 June 2020

NH Hotel Group, S.A.
Calle Santa Engracia, 120
28003 Madrid

To the Board of Directors of NH Hotel Group, S.A.:

Dear Sirs

The Board of Directors of NH Hotel Group, S.A., in its meeting of 25 February 2020, agreed the following proposal for the distribution of profits (thousand euro):

Profit for the year: 158,940

Distribution:

To the legal reserve: 15,894

To distribution of dividends: 58,771

To voluntary reserves: 84,275

This proposal is similarly included in note 3 to the individual and consolidated annual accounts for the year ended 31 December 2019 that were authorised for issue by the Board of Directors in said meeting and on which on 25 February 2020 we issued our audit reports, which included an unqualified opinion.

As figures in the accompanying documentation, the Board of Directors, in its meeting of 11 June 2020, took the decision to replace the proposal for the application of profits initially agreed with that which figures in the reasoned explanation prepared by the directors which is attached to this letter, titled "Explanatory report regarding the amendment of the proposed application of profit of 2019"

Within this context, we confirm that this decision would not have changed our audit opinion included in the audit reports dated 25 February 2020 which we issued on the annual accounts of NH Hotel Group, S.A. and NH Hotel Group, S.A. and subsidiaries for the year ended 31 December 2019, had the new proposal been known at the time of its signature.

This letter refers solely to the decision to change the proposal for the application of profits which will be submitted to the General Shareholders' Meeting for approval. Since 25 February 2020, date on which we issued our audit reports, we have carried out no audit procedures whatsoever on any other matters or subsequent events that could have occurred since that date.

This letter is issued at the request of the Board of Directors of NH Hotel Group, S.A., for the purposes of informing the General Shareholders' Meeting of NH Hotel Group, S.A. in accordance with the requirements of article 40.6.bis of Royal Decree Law 8/2020 and may not be used for any other purpose.

PricewaterhouseCoopers Auditores, S.L.

Original in Spanish signed by Mariano Cortés Redín

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PricewaterhouseCoopers Auditores, S.L., Torre PwC, Pº de la Castellana 259 B, 28046 Madrid, España
Tel.: +34 915 684 400 / +34 902 021 111, Fax: +34 915 685 400, www.pwc.es

EXPLANATORY REPORT REGARDING THE AMENDMENT OF THE PROPOSED APPLICATION OF PROFITS OF 2019

The Board of Directors of NH HOTEL GROUP, S.A. in its meeting of 25 February 2020 agreed the proposed application of profits included in note 3 to the individual and consolidated Annual Accounts for the year ended 31 December 2019, stating as follows:

3. PROPOSED DISTRIBUTION OF PROFITS

The proposed distribution of profits for the year prepared by the Company's Directors and that will be submitted for approval by the Shareholders at The General Shareholders' Meeting is as follows (in thousands of euros):

	Year 2019
To legal reserve	15,894
To distribution of dividends	58,771
To voluntary reserves	84,275
Total	158,940

Nonetheless, in its meeting of 28 April 2020 and in view of the situation arising from COVID-19, the Board of Directors subsequently agreed to withdraw the proposal for the application of profits that provided for the distribution of a gross dividend of 0.15 euros per share, which was included in the notes to the Annual Accounts for 2019, published on 25 February 2020.

During said meeting it was also decided that, at the time of calling the General Shareholders' meeting, the Board of Directors would formulate an alternative proposal for the application of profits, adjusted to the new situation, and would make available to the shareholders the letter from the auditor referred to in article 40.6 bis of Royal Decree-Law 8/2020. All the foregoing was duly communicated as Inside Information to the National Securities Market Commission on 28 April 2020, under registration number 194.

As a result of the foregoing, the Board of Directors of NH HOTEL GROUP, S.A. in its meeting of 11 June 2020 decided to replace the proposal for application of profits that was initially approved and included in note 3 to the Annual Accounts with the one described below:

BASIS OF DISTRIBUTION:

- Profit for 2019: 158,939,572.49 euros

DISTRIBUTION:

- Legal reserve: 15,893,957.25 euros
- Voluntary reserve: 143,045,615.24 euros

This new proposal for the application of profits that will be submitted to the General Shareholders' Meeting is the result of the current economic scenario without precedent triggered by the COVID-19 pandemic, that has forced the massive closure of hotels in all countries and

Free translation from original in Spanish language

generated uncertainties with regard to the recovery of the hotel sector in the short and medium term. Considering the foregoing, the Board of Directors considers that the conditions for considering the distribution of dividends no longer exist. This measure together with the contingency plan and the operational and financial flexibility that has been established will strengthen the liquidity of the Company and its sustainability.

The Board of Directors has agreed not to restate the individual and consolidated Annual Accounts, considering that this new proposal for the application of profits does not affect the understanding of the Annual Accounts already authorised for issue and implies a more prudent position regarding the Company's liquidity.

Madrid, 11 June 2020

The Chairman of the Board

Mr. Alfredo Fernández Agras

Secretary of the Board

Mr. Carlos Ulecia Palacios