

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 11 May, 2023, on today’s date the notice of call of the General Shareholders’ Meeting of MELIÁ HOTELS INTERNATIONAL, S.A. to be held on June 22, or June 23, 2023 on first call and second call, respectively, at the Convention Center of the “Gran Meliá Victoria” Hotel, at Avenida Joan Miró 21, Palma (Majorca), 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 (Majorca), 18 May, 2023
Meliá Hotels International, S.A.

AGENDA
GENERAL SHAREHOLDERS' MEETING
22nd JUNE 2023

FIRST.- 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 2022.

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 (including IAGC and IAR) of the Consolidated Group of Meliá Hotels International, S.A. for financial year ended 31 December 2022.

1.3.- Examination and approval, where appropriate, of the consolidated statement of non-financial information for the financial year ended 31 December 2022 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 2022.

1.5.- Approval of the allocation of results for financial year 2022.

SECOND.- 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 Juliá as External Proprietary Director.

2.2.- Appointment of Mr Alfredo Pastor Bodmer as External Proprietary Director.

2.3.- Re-election of Ms María Cristina Henríquez de Luna Basagoiti as External Independent Director.

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

THIRD. - STATUTORY AUDITOR

3.1 – Re-election of Deloitte, S.L. as the Statutory Auditor of the Company and its Group for the financial year 2023.

FOURTH. – DELEGATIONS AND AUTHORISATIONS TO THE BOARD OF DIRECTORS

4.1 -Authorisation to the Board of Directors, with powers to sub-delegate, to increase the share capital pursuant to article 297.1.b) of the Corporate Enterprises Act, empowering it to exclude pre-emptive rights in the terms set forth by article 506 of the mentioned Act, annulling the authorisation granted by the General Shareholders' Meeting held on 10 July 2020.

4.2 - Delegation to the Board of Directors, with powers to sub-delegate, of the power to issue simple debentures or bonds and other fixed-income securities of a similar nature, and to guarantee issues of such securities carried out by other Group companies, annulling the authorisation granted by the General Shareholders' Meeting held on 10 July 2020.

4.3 - Delegation to the Board of Directors, with powers to sub-delegate, of the power to issue fixed-income securities or debt instruments of a similar nature, which are convertible into shares of the Company, to guarantee issues of such securities carried out by other Group companies, and to increase capital in the amount necessary to execute the conversion. Delegation to exclude pre-emptive rights in the terms set forth by article article 511 of the Corporate Enterprises Act, annulling the authorisation granted by the General Shareholders' Meeting held on 10 July 2020.

FIFTH.- REMUNERATION.

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

SIXTH.- INFORMATIVE ITEMS.

6.1.- Information regarding the Euro Commercial Paper Program.

6.2.- Information regarding the amendment of the articles 5, 9, 10, 11, 12, 13, 14, 15, 16bis, 17, 24, 27, 31 and 32 of the Board of Directors Regulations.

SEVENTH. - 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.

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 11 May 2023, Shareholders are called to attend the Ordinary Shareholders' General Meeting that will be held at the Convention Center of the "Gran Meliá Victoria" Hotel, at Avenida Joan Miró 21, Palma (Majorca) at 12:00 p.m., on 22 June 2023 (Thursday) or, in the event that the legally required quorum is not met, they are likewise hereby called to attend on 23 June 2023 (Friday) 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 22 June 2023, at the place and time indicated.

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

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.

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.

The Meeting will be held according to the following

AGENDA

FIRST.- 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 2022.

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 (including IAGC and IAR) of the Consolidated Group of Meliá Hotels International, S.A. for financial year ended 31 December 2022.

1.3.- Examination and approval, where appropriate, of the consolidated statement of non-financial information for the financial year ended 31 December 2022 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 2022.

1.5.- Approval of the allocation of results for financial year 2022.

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

Shall 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.

DIRECTORS THEREOF

2.1.- Re-election of Mr Gabriel Escarrer Juliá as External Proprietary Director.

2.2.- Appointment of Mr Alfredo Pastor Bodmer as External Proprietary Director.

2.3.- Re-election of Ms Maria Cristina Henríquez de Luna Basagoiti as External Independent Director.

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

THIRD. - STATUTORY AUDITOR

3.1 – Re-election of Deloitte, S.L. as the Statutory Auditor of the Company and its Group for the financial year 2023.

FOURTH. – DELEGATIONS AND AUTHORISATIONS TO THE BOARD OF DIRECTORS

4.1 -Authorisation to the Board of Directors, with powers to sub-delegate, to increase the share capital pursuant to article 297.1.b) of the Corporate Enterprises Act, empowering it to exclude pre-emptive rights in the terms set forth by article 506 of the mentioned Act, annulling the authorisation granted by the General Shareholders' Meeting held on 10 July 2020.

4.2 - Delegation to the Board of Directors, with powers to sub-delegate, of the power to issue simple debentures or bonds and other fixed-income securities of a similar nature, and to guarantee issues of such securities carried out by other Group companies, annulling the authorisation granted by the General Shareholders' Meeting held on 10 July 2020.

4.3 - Delegation to the Board of Directors, with powers to sub-delegate, of the power to issue fixed-income securities or debt instruments of a similar nature, which are convertible into shares of the Company, to guarantee issues of such securities carried out by other Group companies, and to increase capital in the amount necessary to execute the conversion. Delegation to exclude pre-emptive rights in the terms set forth by article article 511 of the Corporate Enterprises Act, annulling the authorisation granted by the General Shareholders' Meeting held on 10 July 2020.

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SEVENTH. - 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 remaining reports formulated by the Board of Directors.

Likewise, the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration for 2022 approved by the Board of Directors on 27 February 2023, 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 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).

Form of the Meeting

In accordance with the provisions of Article 6.1 of the Regulations of the General Shareholders' Meeting, the Board of Directors has decided to call this General Shareholders' Meeting) in person with the possibility to attend by telematic means.

Physical Attendance

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 the Company, 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 Telematic Means

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

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monitoring of the interventions of the other attendees, without the need to be physically present at the Meeting's venue.

Only 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 electronically. All without prejudice to the rest of the rights (voting, absentee voting, proxy, etc.) that can be exercised electronically.

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://portales.councilbox.com/melia/>

Telematic attendance at the General Meeting shall be subject to the provisions of the Law, the Company's Bylaws and the Regulations of the General Meeting. Also, 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 2023 Shareholders' General Meeting, available at the corporate website (www.meliahotelsinternational.com).

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.

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

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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 or telematic 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 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 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 the Company, 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 persona 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 : investors.relations@melia.com

Palma, on 11 May 2023. 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 22, 2023 ON
FIRST CALL OR ON JUNE 23, 2023 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 2022.

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 2022, 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 (including IAGC¹ and IAR²) of the Consolidated Group of Meliá Hotels International, S.A. for financial year ended 31 December 2022.

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 (including IAGC and IAR) of the Consolidated Group of Meliá Hotels International, S.A. for financial year ended 31 December 2022, 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 2022 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 2022, which is part of the consolidated Management Report”.

¹ Annual Corporate Governance Report

² Annual Report on the Remuneration of Directors

1.4.- Examination and approval, where appropriate, of the management of the Company by the Board of Directors for the financial year 2022.

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 2022”.

1.5.- Approval of the allocation of results for financial year 2022.

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

“To approve the allocation of the results for 2022 financial year which, as it transpires from the approved income statement, amounts to a negative result (losses) of € 22,401,716.63 as follows:

Negative results from previous financial years: € 22,401,716.63.”

** The Board of Directors, in order to strengthen the Company's solvency and liquidity, has decided not to propose to the General Shareholders' Meeting the distribution of 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 Juliá as External Proprietary Director.

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

“To re-elect Mr. Gabriel Escarrer Juliá as 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 Sustainability Committee

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

2.2.- Appointment of Mr Alfredo Pastor Bodmer as External Proprietary Director.

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

“To appoint Mr. Alfredo Pastor Bodmer, as 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 Sustainability Committee.

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

2.3.- Re-election of Ms María Cristina Henríquez de Luna Basagoiti as External Independent Director.

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

“To re-elect Ms María Cristina Henríquez de Luna Basagoiti as a Director for the statutory period of four (4) years, at the proposal of the Appointments, Remuneration and Sustainability Committee and prior explanatory report of the Board of Directors.

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

2.4.- 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.”

THIRD.- STATUTORY AUDITOR

3.1 - Re-election of Deloitte, S.L. as the Statutory Auditor of the Company and its Group for the financial year 2023.

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

“In accordance with the proposal made to the Board of Directors by the Auditing and Compliance Committee, the reelection of the firm Deloitte, S.L. as Auditor, in order to review the Annual Accounts and Management Report for both the Company and the consolidated Group corresponding to the financial year 2023.

Deloitte, S.L., is company with registered office at Plaza Pablo Ruiz Picasso, 1, Torre Picasso, 28020 Madrid, with Tax Identification Number B-79104469, and being registered in Official Registry of Accounts Auditors under number S0692.

To empower the Board of Directors with the specific and necessary powers, as broad as required and necessary in Law, including the power to, in turn, delegate them to any of its members, in order to proceed with the subscription, formalization and materialization with PricewaterhouseCoopers Auditores, S.L. of the corresponding

agreement on the exercise of the latter as Auditor of the Company, with the agreements, clauses, terms and conditions deemed convenient, as well as to make any pertinent amendments to it pursuant to the legislation in force at any given time.”

FOURTH.- DELEGATIONS AND AUTHORISATIONS TO THE BOARD OF DIRECTORS

4.1.- Authorisation to the Board of Directors, with powers to sub-delegate, to increase the share capital pursuant to article 297.1.b) of the Corporate Enterprises Act, empowering it to exclude pre-emptive rights in the terms set forth by article 506 of the mentioned Act, annulling the authorisation granted by the General Shareholders' Meeting held on 10 July 2020

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

“Pursuant to the provisions of article 297.1. b) of the Corporate Enterprises Act, to delegate to the Board of Directors of the Company, as broadly as may be required by law, the power to increase the share capital, without prior consultation with the General Shareholders' Meeting, within the period established for such purpose and by the maximum amount provided for in the Corporate Enterprises Act, on one or more occasions, with or without pre-emptive subscription rights, redrafting the article of the Company Bylaws relating to share capital, deciding in each case its timeliness or advisability, in accordance with the following conditions:

*1. **Authorised capital, amount, term and consideration.-** The share capital may be increased, without prior consultation with the General Shareholders' Meeting, on one or more occasions and at any time within a period of five (5) years from the date of this Ordinary General Shareholders' Meeting, up to a maximum of one-half of the share capital at the time of authorisation (i.e. up to a maximum of €22,040,000 of the nominal value). The capital increase or increases may be carried out either by increasing the nominal value of the existing shares, or by issuing new common or preferred shares, with or without share premium, with or without voting rights, or redeemable shares, or several methods at the same time, with the consideration for the new shares or the increase in the nominal value of the existing ones consisting of monetary contributions, including the transformation of unrestricted reserves, and several methods may even be used simultaneously, subject to the requirements set out in the Corporate Enterprises Act.*

2. **Scope of the delegation.**- *The Board of Directors may set all the terms and conditions of capital increases, deciding in each case on their timeliness and advisability. It may also determine the investors and markets for which the capital increases are intended and the placement procedure to be followed, freely offer the new shares not subscribed during the pre-emptive subscription period and establish that, in the event of incomplete subscription, the capital increase be rendered ineffective, or that the capital be increased only by the amount of the subscriptions made, and may redraft the article of the Company Bylaws relating to share capital.*

3. *Likewise, the delegation to the Board of Directors includes the broadest powers as required by Law for the interpretation, application, execution and implementation of the capital increase resolutions, also granting it powers to correct and supplement them as necessary, as well as to comply with any requirements that may be legally required to implement them, being able to correct omissions or defects in said resolutions detected by any national or foreign authorities, officials or bodies. It shall also be empowered to adopt any resolutions and execute any public or private documents as it may deem necessary or advisable to adapt the aforementioned capital increase resolutions to the verbal or written instructions of the Commercial Registrar or, in general, of any other competent national or foreign authorities, officials or bodies.*

4. **Application for admission to trading.**- *By virtue of this authorisation, the Board of Directors is also authorised to apply for the admission to listing and delisting of the shares that may be issued on any Stock Exchange or regulated markets, whether domestic or foreign, or, in the event of a change in the nominal value of shares already issued, the delisting and relisting thereof, under the terms of the applicable legislation.*

5. **Exclusion of pre-emptive subscription rights.** *The Board of Directors is also expressly empowered to exclude, in whole or in part, pre-emptive subscription rights in relation to all or any of the issues agreed on the basis of this authorisation, in accordance with the provisions of Article 506 of the Corporate Enterprises Act, however, this power shall be limited to the fact that increases in share capital made under this authorisation added to those increases to be made within the framework of issues of convertible instruments, in exercise of the delegation for the issue of bonds and debentures convertible into capital, excluding pre-emptive subscription*

rights, provided for in section 4.3 of the Agenda, do not exceed the amount equal to 20 % of the share capital on the date of adoption of this resolution.

In accordance with the provisions of the applicable legislation, the Board of Directors may make use of the power granted to it under the provisions of the preceding paragraph when the interests of the Company so require, and shall issue a report detailing the specific reasons of corporate interest justifying such measure at the time the increase is resolved, which shall be accompanied, if legally required or if the Board of Directors decides to obtain it voluntarily, by the independent expert's report provided for in article 308 of the Corporate Enterprises Act. The report, or reports, as applicable, shall be made available to the shareholders and communicated to the first General Shareholders' Meeting held after the resolution to increase the share capital, in accordance with the provisions of the aforementioned article 506 of the Corporate Enterprises Act.

6. Powers of delegation, sub-delegation and granting of powers. - *By means of this Resolution and in accordance with article 249 bis section l) of the Corporate Enterprises Act, the Board of Directors is expressly authorised so that it may, in turn, delegate the delegated powers referred to in this resolution to any of the members of the Board of Directors or to any other person, whether or not that person is a member of the Board].*

It is hereby stated that the relevant Directors' report justifying the proposed delegation to increase the share capital has been made available to the shareholders.

This delegation of powers to the Board of Directors replaces that granted under item 4.1 of the Agenda of the General Shareholders' Meeting of the Company held on 10 July 2020, without affecting the outstanding issues currently formalised thereunder."

4.2.- Delegation to the Board of Directors, with powers to sub-delegate, of the power to issue simple debentures or bonds and other fixed-income securities of a similar nature, and to guarantee issues of such securities carried out by other Group companies, annulling the authorisation granted by the General Shareholders' Meeting held on 10 July 2020

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

“To delegate to the Board of Directors of the Company, pursuant to the applicable legislation and the Company Bylaws, the power to issue bonds, debentures or other simple fixed-income securities of a similar nature and with the power to sub-delegate the delegated powers, in accordance with the following conditions:

1. *Securities covered by the issue.- The securities to which this delegation refers may be debentures, bonds and other simple fixed-income securities of a similar nature. This delegation may be used to issue promissory notes, preferred shares and other securities of a similar nature.*

The delegation also includes the power to establish and/or renew programmes for the continuous or open issue of debentures, bonds, promissory notes, European Commercial Paper and any other fixed-income securities of a similar nature, under any denomination.

2. *Period of the delegation.- The securities may be issued, on one or more occasions, within a maximum period of five (5) years from the date of the adoption of this Resolution.*

3. *Maximum amount of the delegation.- The delegation is limited to the maximum nominal amount of ONE THOUSAND FIVE HUNDRED MILLION EUROS (€1,500,000,000) or the equivalent in another currency. The said absolute limit of ONE THOUSAND FIVE HUNDRED MILLION EUROS (€1,500,000,000) shall be reduced by the amount by which debentures, bonds and other simple fixed-income securities of a similar nature have been issued, in any form permitted by Law under this authorisation.*

4. *Scope of the delegation.- The delegation to issue securities shall include, as broadly as required by Law, the setting of the different economic terms, regime, aspects and conditions of each issue. In particular and by way of illustration only and without limitation, the Board of Directors of the Company shall be responsible for*

determining, for each issue or issue programmes: the amount, complying with the total quantitative limit mentioned in section 3 above; the procedure, place of issue and type of issue; currency of the issue and, in the case of foreign currency, its equivalent in euro; the denomination or form of the securities, whether bonds or debentures, or any other permitted denomination or form; the date(s) of issue; the number of securities and their nominal value; the interest rate (fixed or variable or a combination of both); the coupon payment dates and procedure; whether the issue is perpetual or subject to redemption and, in the latter case, the redemption period and maturity date(s); anti-dilution mechanisms and clauses, if any; guarantees, reimbursement rates and prices, premiums and lots; the type of representation, such as securities or book entries or any other type permitted by Law; the placement and subscription regime and rules applicable to the subscription; the ranking of the securities, the priority regime and subordination clauses, if any; the law applicable to the issue; any procedure, type, clause, term or condition permitted by Law, in relation to the issue, redemption, indication of yield or conditions thereof, as well as for resolving any questions relating to the issue authorised on the basis of this delegation; the power to apply for admission to listing and, if appropriate, delisting of the securities to be issued on secondary markets, whether organised or not, official or unofficial, or Spanish or foreign multilateral trading systems, subject to the requirements established by the applicable legislation in each case, and to carry out such formalities as may be necessary, in accordance with the applicable securities market regulations, for the execution of the specific issues agreed under this delegation; and, in general, any other terms and conditions of the issue, as well as, if applicable, the appointment of the trustee of the syndicate of holders of securities and the approval of the basic rules governing the legal relations between the Company and the syndicate of holders of the securities being issued, in the event that it is necessary or it is decided to create such a syndicate. In the case of issue programmes, the maximum total amount of the programme(s), the maximum and minimum nominal amounts of the securities to be issued, the procedure or system for issuing and allotting them and, in general, any other aspect or condition of the issuers or programmes, including their subsequent modification.

The delegation also includes the attribution to the Board of Directors of the power, in each case, to decide on the conditions of redemption of the securities issued under this delegation, being able to use, to the extent applicable, the means of collection

referred to in article 430 of the Corporate Enterprises Act or any other means that may be applicable.

Likewise, The Board of Directors is empowered, when it deems it appropriate, and subject to obtaining the necessary official authorisations and, where appropriate, to the approval of the Assemblies of the corresponding Syndicates or bodies representing the holders of the securities, to modify the conditions of the securities issued (for instance, their term or interest rate), if applicable, in each of the issues made under this delegation.

5. *Likewise, the delegation to the Board of Directors includes the broadest powers as required by Law for the interpretation, application, execution and implementation of the resolutions for the issue of simple debentures or bonds and other fixed-income securities of a similar nature, also granting it powers to correct and supplement them as necessary, as well as to comply with any requirements that may be legally required to implement them, being able to correct omissions or defects in said resolutions detected by any national or foreign authorities, officials or bodies. It shall also be empowered to adopt any resolutions and execute any public or private documents as it may deem necessary or advisable to adapt the aforementioned resolutions for the issue of simple debentures or bonds and other fixed-income securities of a similar nature to the verbal or written instructions of the Commercial Registrar or, in general, of any other competent national or foreign authorities, officials or bodies.*

6. ***Information to the General Shareholders' Meeting.***- *The Board of Directors shall inform the shareholders at the subsequent General Shareholders' Meetings held by the Company of the use, if any, of the delegation of powers referred to in this resolution up to that time.*

7. ***Admission to trading.***- *The delegation to the Board of Directors provided for herein also includes the application for admission to trading, when the Board of Directors considers it appropriate, on official or unofficial secondary markets, whether organised or not, national or foreign multilateral trading systems, of the securities issued by virtue of this delegation, empowering the Board of Directors to carry out the formalities and actions necessary for admission to listing before the competent bodies of the various national or foreign securities markets, also*

providing such guarantees or commitments as may be required by the legal provisions in force.

8. Powers of delegation, sub-delegation and granting of powers. - *By means of this Resolution and in accordance with article 249 bis section l) of the Corporate Enterprises Act, the Board of Directors is expressly authorised so that it may, in turn, delegate the delegated powers referred to in this resolution to any of the members of the Board of Directors or to any other person, whether or not that person is a member of the Board].*

9. Guarantee of issues of securities by Group companies. - *The Board of Directors is also authorised, for the same period of 5 years, to guarantee on behalf of the Company, within the aforementioned limits, the issues of securities which, during the term of this Resolution, are carried out by Group companies.*

This delegation of powers to the Board of Directors replaces that granted under item 4.2 of the Agenda of the General Shareholders' of Meeting the Company held on 10 July 2020, without affecting the outstanding issues currently formalised thereunder."

4.3 - Delegation to the Board of Directors, with powers to sub-delegate, of the power to issue fixed-income securities or debt instruments of a similar nature, which are convertible into shares of the Company, to guarantee issues of such securities carried out by other Group companies, and to increase capital in the amount necessary to execute the conversion. Delegation to exclude pre-emptive rights in the terms set forth by article article 511 of the Corporate Enterprises Act, annulling the authorisation granted by the General Shareholders' Meeting held on 10 July 2020.

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

"To delegate to the Board of Directors, pursuant to the provisions of Articles 286, 297, 417 and 511 of the Corporate Enterprises Act and 319 of the Regulations of the Commercial Registry, the power to issue negotiable securities convertible into shares, or giving the right to subscribe for newly issued shares of the Company, with the power to exclude shareholders' pre-emptive subscription rights and with the power to sub-delegate the delegated powers, in accordance with the following conditions:

1. **Securities covered by the issue.**- *The securities to which this delegation refers may be debentures, bonds, other fixed-income securities or debt instruments of a similar nature in any form permitted by Law, convertible (including contingently) into shares of the Company, including, but not limited to, preferred shares (if legally admissible), promissory notes or warrants or other similar securities that may directly or indirectly entitle the holder to subscribe for or acquire shares of the Company, whether newly issued or already outstanding, to be settled by physical delivery or by offset.*
2. **Period of the delegation.**- *The securities may be issued, on one or more occasions, within a maximum period of five (5) years from the date of adoption of this Resolution.*
3. **Maximum amount of the delegation.**-: *The delegation is limited to the maximum nominal amount of ONE THOUSAND FIVE HUNDRED MILLION EUROS (€1,500,000,000) or the equivalent in another currency. The said absolute limit of ONE THOUSAND FIVE HUNDRED MILLION EUROS (€1,500,000,000) shall be reduced by the amount by which debentures, bonds and other securities convertible into shares of the Company and other fixed-income securities or debt instruments of a similar nature have been issued in any legally admissible form under this authorisation or other authorisations, with or without pre-emptive subscription rights, under this authorisation.*
4. **Scope of the delegation.**- *The delegation to issue securities shall include, as broadly as required by Law, the setting of the different economic terms, regime, aspects and conditions of each issue. In particular and by way of illustration only and without limitation, the Board of Directors of the Company shall be responsible for determining, for each issue: the amount, complying with the total quantitative limit mentioned in section [3] above; the place of issue and type of issue; currency of the issue and, in the case of foreign currency, its equivalent in euro; the type of securities and the denomination, whether bonds or debentures -including subordinated debentures, warrants, preferred shares or other fixed-income securities of a similar nature- or any other legally admissible securities, which may be totally or partially convertible (necessarily and/or voluntarily and, in the latter case, at the option of the holder and/or the issuer) into newly issued shares of the*

Company, or include a call option right; the date(s) of issue; the number of securities and their nominal value, which shall not be less than the nominal value of the shares; the interest rate (fixed or variable), payable in cash or in kind (with treasury shares or newly issued shares), and the coupon payment dates and procedure, including the possibility of remuneration linked to the Company's share price performance or any other indexes or parameters; whether the issue is perpetual or subject to redemption and, in the latter case, the redemption period and maturity date(s); the convertible nature, as well as the possibility to meet the conversion or to redeem all or part of the issue in cash at any time; anti-dilution mechanisms and clauses, if any; guarantees, reimbursement rates and prices, premiums and lots; the type of representation, such as securities or book entries or any other type permitted by Law; the placement and subscription regime and rules applicable to the subscription and the disbursement regime; the ranking of the securities, the priority regime and subordination clauses, if any; the regime for the exercise or exclusion of pre-emptive subscription rights in respect of holders of shares and, in general, the law applicable to the issue; any procedure, type, clause, term or condition permitted by Law, in relation to the issue, redemption (with the possibility to use, to the extent applicable, the means of collection referred to in Article 430 of the Corporate Enterprises Act, or any other means that may be applicable), indication of yield or conditions thereof, as well as for resolving any questions relating to the issue authorised on the basis of this delegation; the power to apply for admission to listing and, if appropriate, delisting of the securities to be issued on Spanish or foreign secondary markets, whether organised or not, official or unofficial, subject to the requirements established by the applicable legislation in each case, and to carry out such formalities as may be necessary, in accordance with the applicable securities market regulations, for the execution of the specific issues agreed under this delegation; and, in general, any other terms and conditions of the issue, as well as, if applicable, the appointment of the trustee of the syndicate of holders of securities and the approval of the basic rules governing the legal relations between the Company and the syndicate of holders of the securities being issued, in the event that it is necessary or it is decided to create such a syndicate.

Likewise, The Board of Directors is empowered, when it deems it appropriate, and subject to obtaining the necessary official authorisations and, where appropriate, to the approval of the Assemblies of the corresponding Syndicates or bodies representing the holders of the securities, to modify the conditions of the securities issued and their respective term and the interest rate that, if any, is accrued by the securities included in each of the issues made under this delegation and any other terms and conditions thereof.

5. Basis and methods of conversion.- *It is agreed to establish the following criteria:*

- a) The securities issued under this resolution shall be convertible into shares of the Company on the basis of a fixed or variable, determined or determinable, conversion ratio, with the Board of Directors being empowered to determine whether they are necessarily, voluntarily or contingently convertible, and in the event that they are voluntarily convertible, at the option of the holder or the Company, at such intervals and for such period as may be established in the issue resolution.*
- b) In the case of a fixed conversion ratio, the securities issued shall be valued at their nominal amount and the shares shall be valued at the exchange rate determined by the resolution of the Board of Directors making use of the delegation, or at the exchange rate determinable on the date(s) indicated in such resolution and based on the listed price of the Company's shares on the date(s) or period(s) taken as a reference, with or without discount or premium [the Board may determine such conversion criteria as it deems appropriate].*
- c) In the case of a variable conversion ratio, the securities shall also be valued at their nominal amount and the price of the shares for conversion purposes shall be that determined by the Board of Directors, which may include a premium or, where applicable, a discount on the price per share resulting from the criteria established]. The premium or discount may be different for each conversion date of each issue (or, as the case may be, each tranche of an issue), but if a discount on the price per share is fixed, it must be fixed by the Board of Directors or by the person authorised by*

it, in accordance with the terms considered appropriate in the market from time to time.

- d) Pursuant to Article 415 of the Corporate Enterprises Act, debentures, bonds or other securities may not be converted into shares of the Company when the nominal value of such debentures, bonds or securities to be converted is less than the nominal value of the shares into which they are converted. Nor may convertible debentures, bonds or fixed-income securities be issued for less than their nominal value.*
- e) When the conversion takes place, the fractions of shares that, if any, should be delivered to the holder of the debentures or bonds shall be rounded down to the next lower whole number, and each holder shall receive in cash the difference that may arise in such case, depending on the availability of the Company's cash.*
- f) At the time of approving an issue under the delegation contained in this Resolution, the Board of Directors shall issue a report developing and specifying, on the basis of the criteria described above, the basis and methods of the conversion specifically applicable to the issue concerned. When so required by the applicable regulations, this report shall be accompanied by the relevant auditor's report, other than the Company's auditor, appointed for this purpose by the Commercial Registrar, in accordance with article 414 of the Corporate Enterprises Act.*

- 6. Basis and methods for the exercise of warrants and other similar securities.-** *The rules provided for in this Resolution shall apply mutatis mutandi in the event of the issue of warrants or other similar securities that may confer the right to subscribe for newly issued shares of the Company, and the delegation shall include the broadest powers, with the same scope as in the preceding paragraphs, to decide on all matters that are deemed appropriate in relation to such securities.*

Consequently, for issues under the delegation granted herein, the criteria set out in section [5] above shall apply, with the necessary adaptations in order to

make them compatible with the legal and financial regime for this type of securities.

- 7. Exclusion of pre-emptive subscription rights.**- *The Board of Directors is expressly delegated, pursuant to articles 417 and 511 of the Corporate Enterprises Act, the power to exclude, in whole or in part, shareholders' pre-emptive subscription rights in issues of convertible debentures or bonds, warrants and other securities similar to these, which occasionally it may decide to carry out under this delegation, when this is necessary or advisable for the Company's interests. In any event, if it is decided to exercise the conferred power to exclude pre-emptive subscription rights, the Board shall issue, at the time of approving the issue and in accordance with the applicable regulations, a report detailing the specific reasons of corporate interest justifying such measure, which, when required by the Corporate Enterprises Act, shall be accompanied by the corresponding report of an independent expert appointed by the Commercial Registry. Pursuant to article 510 of the Corporate Enterprises Act, the independent expert's reports provided for in articles 414.2 and 417.2.b) of the Corporate Enterprises Act shall not be required when the capital to be issued on the occasion of the conversion of the corresponding issue of convertible securities does not reach 20% of the share capital. However, the Board of Directors may obtain such reports on a voluntary basis.*

This power shall in any event be limited to those issues of convertible securities excluding shareholders' pre-emptive subscription rights for an aggregate maximum amount in accordance with which the capital increases made pursuant to the delegation conferred by this resolution, added to the capital increases excluding pre-emptive subscription rights made in exercise of the authorisation provided for under item 4.1 of the Agenda, do not exceed an aggregate maximum nominal amount equal to 20% of the share capital at the date of adoption of this resolution (€22,040,000 of the nominal value).

- 8. Capital increase.**- *Pursuant to article 297.1.b) of the Corporate Enterprises Act, the Board of Directors is empowered to increase capital by the amount necessary to meet conversion requests. This power may only be exercised to*

the extent that the sum of the capital increased by the Board of Directors to cover the conversion of convertible debentures or bonds and the other capital increases agreed under other delegations granted by the General Shareholders' Meeting to increase capital, does not exceed the limit of one-half of the amount of share capital provided for in article 297.1.b) of the Corporate Enterprises Act. This delegation to increase the share capital to cover the conversion of securities includes the power to issue, on one or more occasions, the shares representing the share capital which are necessary to carry out the conversion, as well as to redraft article 5 of the Company Bylaws relating to the amount of share capital and the number of outstanding shares and, where appropriate, to cancel the part of said capital increase which has not been necessary for the conversion of securities convertible into shares. In accordance with the provisions of article 304.2 of the Corporate Enterprises Act, the capital increase carried out by the Board of Directors to meet such conversion requests shall not give rise to pre-emptive subscription rights of the Company's shareholders.

9. *Likewise, the delegation to the Board of Directors includes the broadest powers as required by Law for (i) developing and determining the basis and methods of conversion as described in sections [5 and 6]; (ii) the interpretation, application, execution and implementation of the resolutions for issue of securities that are convertible into shares of the Company, on one or more occasions, and the corresponding capital increase, also granting it powers to correct and supplement them as necessary, as well as to comply with any requirements that may be legally required to implement them, being able to correct omissions or defects in said resolutions detected by any national or foreign authorities, officials or bodies. It shall also be empowered to adopt any resolutions and execute any public or private documents as it may deem necessary or advisable to adapt the aforementioned resolutions for issue of convertible securities and the corresponding capital increase to the verbal or written instructions of the Commercial Registrar or, in general, of any other national or foreign competent authorities, officials or bodies.*

10. **Information to the General Shareholders' Meeting.** - *The Board of Directors shall inform the shareholders at the subsequent General Shareholders'*

Meetings held by the Company of the use, if any, of the delegation of powers referred to in this resolution up to that time.

Likewise, in accordance with the applicable legislation, the issue resolution adopted on the basis of this delegation must be accompanied by the corresponding supporting report of the Board of Directors detailing the specific reasons of corporate interest justifying such measure, which, when so required by the applicable regulations, shall be the subject of the corresponding report by an independent expert appointed by the Commercial Registry, as referred to in articles 414, 417, 510 and 511 of the Corporate Enterprises Act. The report, or reports, as applicable, shall be made available to the shareholders and communicated to the first General Shareholders' Meeting held after the issue resolution.

- 11. Admission to trading.**- *The delegation to the Board of Directors provided for herein also includes the application for admission to trading, when the Board of Directors considers it appropriate, on official or unofficial secondary markets, whether organised or not, national or foreign, of the securities issued by virtue of this delegation, as well as the shares issued as a result of the conversion of the said securities, empowering the Board of Directors to carry out the formalities and actions necessary for admission to listing before the competent bodies of the various national or foreign securities markets, also providing such guarantees or commitments as may be required by the legal provisions in force.*
- 12. Powers of delegation, sub-delegation and granting of powers.**- *By means of this Resolution and in accordance with article 249 bis section l) of the Corporate Enterprises Act, the Board of Directors is expressly authorised so that it may, in turn, delegate the delegated powers referred to in this resolution to any of the members of the Board of Directors or to any other person, whether or not that person is a member of the Board.*
- 13. Guarantee of issues of securities by Group companies.**- *The Board of Directors is also authorised to guarantee on behalf of the Company, within the aforementioned limits, the issues of securities which, during the term of this Resolution, are carried out by Group companies.*

It is hereby stated that the relevant Directors' report justifying the proposed delegation to issue any fixed-income securities or debt instruments of a similar nature which are convertible into, or which confer rights to subscribe for, shares of the Company or which confer rights to acquire shares in the Company, has been made available to the shareholders.

This delegation of powers to the Board of Directors replaces that granted under item 4.2 of the Agenda of the General Shareholders' Meeting of the Company held on 10 July 2020, without affecting the outstanding issues currently formalised thereunder.

FIFTH. - REMUNERATION.

5.1.- 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 Sustainability Committee, that has been previously approved by the Board of Directors of Meliá Hotels International, S.A. held on February 27, 2023”.

SIXTH.- INFORMATIVE ITEMS.

6.1.- 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 July 10, 2020 and by resolution of the Board of Directors held on 5, May 2022, different issues have been made, a total amount of which amounted to € 163,400,000.

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

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

6.2.- Information regarding the amendment of the articles 5, 9, 10, 11, 12, 13, 14, 15, 16bis, 17, 24, 27, 31 and 32 of the Board of Directors Regulations.

The Board of Directors, by resolution of the Board of Directors held on 16, June 2022, 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 5, 9, 10, 11, 12, 13, 14, 15, 16bis, 17, 24, 27, 31 and 32 of the mentioned Regulations, and has registered it before the Mercantile Registry of Mallorca on August 17, 2022, under volume 2913, sheet 60, entry 169, 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.

SEVENTH. - 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: investors.relations@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: investors.relations@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. Attendance in person or by telematic means, where appropriate, of the represented shareholder at a Meeting, whether in person or because a remote vote was cast after the date of delegating the representation, shall have the effect of revoking the representation.

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: investors.relations@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.meli-hotels-international.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, 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, and subsidiarily, to the Vicesecretary of the Board.

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.

Shall 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.

5. Remote attendance and vote by electronic means

Pursuant to the provisions of Article 22.9 of the Company Bylaws, Article 18.3 of the Regulations of the Shareholders' General Meeting and the article 182 Spanish Capital Companies Law, 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.

Only 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 electronically. All without prejudice to the rest of the rights (voting, absentee voting, proxy, etc.) that can be exercised electronically.

(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 through the "interventions" section available in the online assistance platform, or, also, at the time of registration as remote attendees. 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.

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 2023 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 22nd and 23rd, 2023, 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 18, 2023

**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 Convention Center of the “Gran Meliá Victoria” Hotel, at Avenida Joan Miró 21, Palma, at 12 p.m. on June 22, 2023 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			
3.1			
4.1			
4.2			
4.3			
5.1			
6.1	////////////////////	////////////////////	////////////////////
6.2	////////////////////	////////////////////	////////////////////
7			

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, with the exceptions or instructions indicated below, as applicable:

¹ Points 6.1 and 6.2 of the Agenda are 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.

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 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 Notice](#).

Signature of Shareholder.

In _____, on _____, 2023.

**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 Convention Center of the "Gran Meliá Victoria" Hotel, at Avenida Joan Miró 21, Palma, at 12 p.m. on June 22, 2023 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, and subsidiarily, the Vice chairman and Executive Officer of the Board of MELIÁ HOTELS INTERNATIONAL, S.A.
- Mr./Ms. _____, bearer of ID / Passport 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			
3.1			
4.1			
4.2			
4.3			
5.1			
6.1	////////////////////	////////////////////	////////////////////
6.2	////////////////////	////////////////////	////////////////////
7			

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 6.1 and 6.2 of the Agenda are not submitted to vote.

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, with the exceptions or instructions indicated below, as applicable.

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 Notice](#).

Signature of the Shareholder:

In _____, on _____, 2023

Report of the Board of Directors in relation to the proposal for re-election of a proprietary director of Meliá Hotels International, S.A.

Board of Directors
11 May 2023

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- 1. Report and proposal for re-election by the Board of Directors**
- 2. Report of the Appointments, Remuneration and Sustainability Committee**

REPORT AND PROPOSAL BY THE BOARD OF DIRECTORS OF MELIÁ HOTELS INTERNATIONAL, S.A., IN RELATION TO THE REPORT ON RE-ELECTION OF A PROPRIETARY DIRECTOR INCLUDED IN SECOND ITEM ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 22 AND 23 JUNE 2023 AT FIRST AND SECOND CALL, RESPECTIVELY.

1. Purpose of the report.

This explanatory report is drawn up by the Board of Directors of Meliá Hotels International, S.A. (hereinafter, “Meliá” or the “Company”) in relation to the report on the re-election of Mr. Gabriel Escarrer Juliá as Proprietary Director, which is submitted to the General Shareholders' Meeting together with the proposal by the Board of Directors following the favourable report of the Appointments, Remuneration and Sustainability Committee, pursuant to the provisions of Article 529 decies, sections 4, 5 and 6 and Article 529 quindecies 3(d) of the Spanish Corporate Enterprises Act (hereinafter, the “CEA”), as well as Article 15.2 c of the Regulations of the Board of Directors.

This Report shall be made available to the shareholders at the registered office and published continuously on the Company's corporate website (www.meliahotelsinternational.com) from the date of publication of the notice of call until the General Shareholders' Meeting is held.

2. Prior analysis.

As stated in the Selection and Diversity Policy for Directors, 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.
- Diversity of knowledge and expertise of Directors.
- Potential situations of conflicts of interest, prohibition or incompatibility, both at the legislative level and at the internal regulatory level of the Company.
- 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, as well as the fair assessment of their skills, profiles, know-how, experiences and professional abilities. In particular, the improvement in the competency matrix of the Board of Directors.

- Presence of women on the Board of Directors, taking into consideration the target of 40% women on the Board, as well as Recommendation 15 of the CNMV's Code of Good Governance.

In relation to the above aspects and in the performance of his duties from his first appointment on 7 February 1996, Mr. Gabriel Escarrer Juliá has demonstrated an extensive knowledge and experience in the tourism industry, and he is one of the most important Spanish figures in this sector, key factor of the Spanish tourism development at national level and, subsequently, leading Spanish hotel sector expansion at international level.

Thanks to this know-how and experience, he has enhanced the analysis of needs and projects of the Company and the variety of perspectives in the discussion of matters for consideration by the Board of Directors.

An excellent performance of his functions, from a knowledge, devotion, values and ethics perspective, which is also detailed in the professional and biographical profile attached to the Committee's report.

As a conclusion of this analysis, the Board understands that it is advisable to maintain the current composition of the Board of Directors, made up by members of different profile, 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.

3. Justification of the proposal for re-election.

The Board of Directors submits to the General Shareholders' Meeting this re-election, at the proposal of the shareholder, Tulipa Inversiones 2018, S.A., prior report of the Committee, and following an analysis of the current composition of the Board of Directors and its needs, an assessment of the conditions to be met by the directors for the performance of their duties and the availability required to properly carry out their tasks, all this pursuant to the Selection and Diversity Policy for Directors. In particular, the Board of Directors endorses the conclusions and arguments of the Committee's report and, in this sense, has favourably assessed the advisability of re-electing Mr. Gabriel Escarrer Juliá as Proprietary Director, since he duly combines sufficient skills and competencies, among others, in the fields below:

- a) Full knowledge of the sector in which the Company operates, both at national and international level;
- b) Clearly demonstrated expertise and knowledge;
- c) Proven knowledge and life experience in geographic markets that are relevant to the Company; and
- d) Leadership in corporate management and strategy.

The curriculum of Mr. Gabriel Escarrer Juliá attached to the Committee's report, gives credit to his worth and technical expertise, as well as his merit to continue in the position, his extensive experience in the tourism sector and solid knowledge about domestic and international tourism, thus ensuring the contribution of informed and experienced perspectives to the discussions at the meetings of the Board of Directors, and consolidating the high-quality education of the members of the Board of Directors as a whole.

Finally, as verified by the Committee, Mr. Gabriel Escarrer Juliá satisfies the requirements as to good repute, suitability, technical soundness, skills, expertise, qualifications, training, availability and commitment to the functions inherent in the position, and no incompatibility, prohibition or conflict are known to exist.

The relevant report regarding the re-election of Mr. Gabriel Escarrer Juliá, which was drawn up by the Committee on 10 May 2023 and contains as an annex the corresponding curriculum, is attached hereto as Annex I.

4. Proposal for the re-election of Mr. Gabriel Escarrer Juliá.

The Board, as provided for by Article 529 decies (4) of the CEA and, and following the contents of the prior report of the Appointments and Remuneration Committee, considers that Mr. Gabriel Escarrer Juliá meets the specific requirements to continue in office as Director, according to the principles set out in the Selection and Diversity Policy for Directors.

Proposed category: Proprietary Director, as defined in Article 529 duodecies (3) of the CEA, at the proposal of the significant shareholder, Tulipa Inversiones 2018, S.A. The Board of Directors has concluded that the current appropriate performance of the functions attributed to him in his capacity as Proprietary Director and the knowledge of the activities carried out by the Company and the sector in which it operates, both at national and international level, will allow Mr. Gabriel Escarrer Juliá to continue to positively contribute and add value to the operations of the Board of Directors, and, therefore, it submits to the General Shareholders' Meeting the proposal below for approval:

"2.1-Re-election of Mr. Gabriel Escarrer Juliá as Proprietary External Director.

To re-elect Mr. Gabriel Escarrer Juliá as 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 Sustainability Committee.

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

ANNEX I

REPORT OF THE APPOINTMENTS, REMUNERATION AND SUSTAINABILITY COMMITTEE OF MELIÁ HOTELS INTERNATIONAL, S.A. ON THE RE-ELECTION OF MR. GABRIEL ESCARRER JULIÁ.

Palma (Mallorca) on 10 May 2023

1. Preamble

The duties of the Appointments, Remuneration and Sustainability Committee of Meliá Hotels International, S.A (hereinafter, the “**Company**”), as governed by Articles 39 Ter of the Company Bylaws and 15 of the Regulations of the Board of Directors, include, among others, according to the provisions of the said Article 15:

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

- To formulate and review the criteria to be followed for the composition of the Board of Directors and the selection of candidates, and in particular, to assess the skills, knowledge, abilities and experience required on the Board of Directors in order to define the skills and aptitudes required of the candidates to fill vacancies.

- To report on the proposals for appointment of the remaining Directors so that the Board may proceed directly to appoint them (co-optation) or submit them to the decision of the General Meeting, as well as their re-election or removal by the General Meeting.

- To report on the appointment of the Secretary or Vice-Secretary of the Board of Directors, even if they are not Directors, so that the Board may proceed to appoint them.

- Propose to the Board of Directors the members who should form part of each of the Committees. [...]”.

Mr. Gabriel Escarrer Juliá was re-elected as Director of the Company by the General Shareholders’ Meeting held on 18 June 2019, for the period of four (4) years according to the Company Bylaws. Mr. Gabriel Escarrer Juliá was appointed for the first time as director of the company on 7 February 1996 and re-elected on 7 April 1999, 29 April 2002, 8 June 2004, 1 June 2010, 4 June 2015 and 18 June 2019.

Accordingly, taking into account that the expiration date of the term of office of Mr. Gabriel Escarrer Juliá is approaching, it is appropriate to assess his re-election for the same period of four (4) years and, where appropriate, to favourably report to the Board of Directors on his re-election as Director of the Company, with the category of Proprietary Director, for the corresponding proposal by the Board to the General Shareholders’ Meeting. For that purpose, the Committee has analysed the advisability of his re-election and has issued the relevant

report to be submitted to the Board of Directors, including therein the outcome of the tasks carried out by the said Committee.

2. Verification of compliance with the Selection and Diversity Policy for Directors and observance of recommendations

According to the principles established in the Selection and Diversity Policy for Directors which was approved by the Board on 26 November 2020, and for the purposes of duly informing and advising the Board of Directors in the analysis of the Company's needs and the advisability of re-electing the Director Mr. Gabriel Escarrer Juliá, the Committee has taken into consideration, among other issues, the activities undertaken by the Company, the countries in which they are carried out, the specific needs of day-to-day management of a multinational corporation, its commitment to the social environment, best practices in terms of Corporate Governance and the general principles of the Company.

The outcome of such analysis is that the Board of Directors must comprise Directors with extensive experience in the tourism sector, both at national and international level, with perfect knowledge of the operations of the Company and belief in its values, and with ability to understand and adapt in a constantly-changing industry growing both geographically and technologically.

In addition to the mentioned Selection and Diversity Policy for Directors, the recommendations of the Unified Good Governance Code of Listed Companies of the CNMW, the Spencer Stuart Index of Boards of Directors, the RobecoSam's roadmap regarding DowJones Index as well as the recent Technical Guide 1/2019 of the CNMW on Appointments and Remuneration Committees have been considered in the analysis.

3. Assessment of Mr. Gabriel Escarrer Juliá

In particular, after analysing the profile of Mr. Gabriel Escarrer Juliá, the Appointments, Remuneration and Diversity Committee has positively assessed:

- a. Know-how and experiences of the candidate acquired throughout his long career and in the performance and fulfilment of his duties as Director and Chairman of the Company.
- b. Knowledge, since its establishment, of the historical evolution of the Company and its group.
- c. His experience in day-to-day management of the Company.
- d. His excellent ongoing work in leading the Board of Directors and his active participation in the Board's processes.
- e. His good reputation, suitability, technical soundness, skills, expertise, qualifications, availability and commitment to his functions and to the Company in general.

f. His great awareness on the relevance of Corporate Governance principles and the promotion of best practices by the Company.

4. Verification of compliance with the requirements to be a Director of the Company

The Committee has verified that the candidate for re-election continues to comply with the general requirements expected from every Director of the Company, according to the provisions of the applicable regulations.

In particular, the Committee has confirmed that the behaviour and professional career of the candidate for re-election are impeccable and are fully aligned with the Company's principles and that the candidate is not involved in any of the incompatibility or impediment causes preventing his appointment.

5. Conclusion

As a consequence of the above, the Committee has resolved to favourably report to the Board of Directors on the re-election of Mr. Gabriel Escarrer Juliá as Proprietary Director of the Company, for the corresponding proposal by the Board to the General Shareholders' Meeting, reading as follows:

“To favourably report to the Board of Directors on the re-election of Mr. Gabriel Escarrer Juliá, as Proprietary Director of the Company, at the proposal of the shareholder Tulipa Inversiones 2018, S.A. for the corresponding proposal by the Board to the General Shareholders' Meeting”.

ANNEX TO THE REPORT OF THE APPOINTMENTS, REMUNERATION AND SUSTAINABILITY COMMITTEE OF MELIÁ HOTELS INTERNATIONAL, S.A. ON THE RE-ELECTION OF MR. GABRIEL ESCARRER JULIÁ.

Professional and biographical profile of Mr. Gabriel Escarrer Juliá.

In 1956 Gabriel Escarrer Juliá was only 21 years old when he founded what is now called the Meliá Hotels International group, by acquiring and managing a 60-room hotel on the island of Majorca, where he was born, and where he still maintains the headquarters of what has now become one of the most successful hotel companies in the world. Prior to that and for 6 years, Escarrer worked in tour operations, where he had access to the emerging tourism industry, of which he later became a visionary, pioneer and transforming entrepreneur.

Over his six decades as Chairman, the Group consolidated its leadership in Spain, hub of the vacation travel in Europe, which later was extended to the American Caribbean and Southeast Asia, where today the Group is still growing and is considered as one of the reference companies in the hotel sector. Over these years, built strategic alliances that strengthened the Group's positioning in destinations such as Cuba or Indonesia, and in the 90s, he extended the strategy to urban hotels in Spain, Europe, Asia and Americas, an approach that has led him to be considered one of the drivers of the internationalisation of the Spanish enterprise.

One decisive event in the history of the company took place in the 80s, when the Group founded by Escarrer acquired two of the most important hotel chains at that time in Europe, Hotasa and Meliá, which represented the incorporation of nearly 70 hotels in just one year. Thanks to this acquisition, the Group founded by Escarrer achieved national and international presence, as well as a valuable brand recognition.

In 1996, the Company's IPO marked a new stage of growth which was strengthened by the Group's strategic plans, and the debut of the second generation of family members in management, marking the beginning of a deep cultural transformation in the Group to address the challenges of the new business environment in the 21st century. The solid founding values that the Group has upheld for more than six decades would earn it recognition by Standard & Poors Global, in the Corporate Sustainability Assessment, as the World's Most Sustainable Hotel Company in 2019 and 2020, and the second in 2021, thanks to its ethical, social and environmental commitment.

After emerging stronger from the financial crisis that shook the sector between 2008 and 2013, and after making sure that the Company was in safe hands, Gabriel Escarrer Juliá resigned his

executive powers in December 2016, which were transferred to his son Gabriel Escarrer Jaume as Vice Chairman and Chief Executive Officer, with the founder becoming Non-Executive Chairman of the Board of Directors and the General Shareholders' Meeting of the Group.

As a result of his extensive experience in the tourism industry, Gabriel Escarrer Juliá has received numerous awards which demonstrate his important contribution to national and international hospitality. One of the most important for the founder of Meliá Hotels International was the granting of the Doctor Honoris Causa degree by the Universidad de les Illes Balears (UIB) in December 1988.

In 1998 he received the "Personalidad Turística del Siglo" (Tourism Personality of the Century) award winning a large majority in a survey of 300 executives and professionals in the travel industry.

A year later, he obtained other 3 prestigious awards: "Mejor Empresario de la Construcción y Promoción Inmobiliaria" (Best Entrepreneur in Construction and Real Estate Promotion) awarded by the Máster en Dirección de Empresas Constructoras e Inmobiliarias (M.D.I.) and the 'Actualidad Económica' magazine; Corporate Hotelier of the World, awarded by the well-known American 'Hotels' magazine, and several Lifetime Achievement Awards from prestigious organisations such as the International Hotel Investment Forum, the World Tourism Organisation, or the European Hospitality Awards. In May 2001, Escarrer was elected as member of the exclusive Hall of Fame of the British Travel Industry. That same year, the Chairman of Meliá Hotels International became member of the Hall of Honour at the Conrad N. Hilton of Hotel Management at the University of Houston (USA), and the year after he received recognition to his professional career from the CIMET (Ibero-American Conference of Tourism Ministers and Entrepreneurs). In 2006, coinciding with the 50th anniversary of the Company, he won the "Medalla de les Illes Balears" (Balearic Islands Medal), the highest distinction of the autonomous community, in recognition of his work, and the "Medalla de la Cámara de Comercio de Mallorca, Ibiza y Formentera" (Medal of the Chamber of Commerce of Majorca, Ibiza and Formentera).

Among the many international awards for his entire career, Escarrer received the Lifetime Achievement Award at the European Hospitality Awards in London in 2011, the Worldwide Hospitality Awards for Lifetime Achievement in Paris, and the prestigious UNWTO Ulysses Lifetime Achievement Award in 2012. In 2016, Gabriel Escarrer also received the Hall of Fame of the "Hotel-E Investment Conference", one of the most important international hotel investment forums, and was named Honorary Ambassador of "Marca España" (official brand for Spain).

In 2021 he presented his book of Memoirs, entitled "My Life", a milestone long desired by Escarrer and to which he dedicated long days of forced confinement due to the Covid pandemic, in which he compiles his entire career and details the major aspects that make up the legacy

he hopes to leave to present and future generations of tourism professionals. Recognised as one of the key figures in the history of international tourism, Gabriel Escarrer continues to keep intact his enthusiasm for the transformative power of tourism in society, an industry that, in his words, "brings countries together, overcomes borders, and promotes the social and economic well-being of peoples".

In 2022, Gabriel Escarrer Juliá received the VII Kingdom of Spain Award for Business Career Achievement".

Report of the Board of Directors in relation to the proposal for appointment of a proprietary director of Meliá Hotels International, S.A.

Board of Directors
11 May 2023

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1. Report and proposal for appointment by the Board of Directors
2. Report of the Appointments, Remuneration and Sustainability Committee

REPORT AND PROPOSAL BY THE BOARD OF DIRECTORS OF MELIÁ HOTELS INTERNATIONAL, S.A., IN RELATION TO THE REPORT ON THE APPOINTMENT OF A PROPRIETARY DIRECTOR, INCLUDED IN THE SECOND ITEM ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 22 AND 23 JUNE 2023 AT FIRST AND SECOND CALL, RESPECTIVELY.

1. Purpose of the report.

This explanatory report is drawn up by the Board of Directors of Meliá Hotels International, S.A. (hereinafter, the “Company”) in relation to the report on the appointment of the Proprietary Director Mr. Alfredo Pastor Bodmer. Such appointment is submitted to the General Shareholders' Meeting together with the proposal by the Board of Directors following the favourable report of the Appointments, Remuneration and Sustainability Committee, (hereinafter, the “Committee”) pursuant to the provisions of Article 529 decies (4) and (5) and Article 529 quindecies 3(d) of the Spanish Corporate Enterprises Act (hereinafter, the “CEA”), as well as Article 15.2 c of the Regulations of the Board of Directors.

This Report shall be made available to the shareholders at the registered office and published continuously on the Company's corporate website (www.meliahotelsinternational.com) from the date of publication of the notice of call until the General Shareholders' Meeting is held.

2. Prior analysis.

As stated in the report of the Committee, Mr. Alfredo Pastor Bodmer has been a member of the Board of Directors of Meliá since 31 May 1996 and was re-elected as director on four (4) occasions (on 7 April 1999, 8 June 2004, 1 June 2010 and 4 June 2015).

Subsequently, he has represented the shareholder Hoteles Mallorquines Asociados S.L. as an individual since his appointment as Proprietary Director on 18 June 2019.

The following is a summary of the analysis carried out by the Board on the Committee's report in relation to the proposed appointment of Mr Alfredo Pastor Bodmer as Proprietary Director.

The Board of Directors of the Company, at its meeting held on 26 November 2020, approved the Director Selection and Diversity Policy and, in accordance with the principles established therein and in view of the situation described above, the Committee and the Board of Directors itself, where necessary, have carried out an analysis of the requirements for the composition of the Board in the short and medium term, in order to determine the specific Director profiles required by the Company.

Among others, the following aspects have been analysed:

- Profiles and professional skills of Directors.
- Diversity of knowledge and expertise of Directors.

- Potential situations of conflicts of interest, prohibition or incompatibility, both at the legislative level and at the internal regulatory level of the Company.
- 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, as well as the fair assessment of their skills, profiles, know-how, experiences and professional abilities. In particular, the improvement in the competency matrix of the Board of Directors.
- Presence of women on the Board of Directors, taking into consideration the target of 40% women on the Board, as well as Recommendation 15 of the CNMV's Code of Good Governance.

As a conclusion of this analysis, the Board understands that it is advisable to maintain the current composition of the Board of Directors (as for the number of directors), made up by members of different profile, 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; all this without losing sight of the Guiding Principle included in the Selection and Diversity Policy for Directors, which makes reference to the trend towards the progressive increase of the number of women on the Board of Directors, always based on an unbiased assessment of skills, profiles, know-how, experiences and professional abilities, aiming, insofar as is possible to ensure, that women in the Board of Directors account for one-third of its members.

Likewise, both the Board and the Committee have highly favourably assessed the profile, skills, knowledge and experience of Mr Alfredo Pastor Bodmer, whose appointment will be submitted to the next General Shareholders' Meeting.

3. Justification of the proposal for appointment.

The Board of Directors submits to the General Shareholders' Meeting this appointment, at the proposal of the significant shareholder Hoteles Mallorquines Asociados, S.L., prior report of the Committee, and following an analysis of the current composition of the Board of Directors and its needs, an assessment of the conditions to be met by the directors for the performance of their duties and the availability required to properly carry out their tasks, all this pursuant to the Selection and Diversity Policy for Directors. In particular, the Board of Directors endorses the conclusions and arguments of the Committee's report and, in this sense, has favourably assessed the advisability of appointing Mr. Alfredo Pastor Bodmer, as Proprietary Director, since he duly combines 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 economic and financial issues;

- c) Proven education and experience and knowledge of the geographic markets that are relevant to the Company;
- d) Business skills and knowledge and his teaching career in this field; and
- e) Awareness on the relevance of Corporate Governance principles.

The curriculum of Mr. Alfredo Pastor Bodmer attached to the Committee's report, gives credit to his worth and technical expertise, his merit to take office, his knowledge of the sector in which the Company operates and his knowledge on economic and financial issues, which ensure the contribution of informed and experienced perspectives to the discussions at the meetings of the Board of Directors, thus consolidating the high-quality education of the members of the Board of Directors as a whole.

Finally, as verified by the Committee, Mr. Alfredo Pastor Bodmer satisfies the requirements as to good repute, suitability, technical soundness, skills, expertise, qualifications, training, availability and commitment to the functions inherent in the position, and no incompatibility, prohibition or conflict are known to exist.

4. Proposal for the appointment of Mr. Alfredo Pastor Bodmer.

The Board, as provided for by Article 529 decies (4) of the CEA and following the contents of the prior report of the Committee, considers that Mr. Alfredo Pastor Bodmer, meets the specific requirements for the performance of its functions as Director, according to the principles set out in the Selection and Diversity Policy for Directors.

Category to which it is to be assigned: Proprietary Director, as defined in Article 529 duodecies (3) of the CEA.

The Board of Directors has concluded that the current appropriate performance of the functions attributed to it in its capacity as Proprietary Director and the knowledge of the activities carried out by the Company and the sector in which it operates, both at national and international level, will allow Mr. Alfredo Pastor Bodmer, to positively contribute and add value to the operations of the Board of Directors and, therefore, it submits to the General Shareholders' Meeting the proposal below for approval:

“2.2-Appointment as a Proprietary Director of Mr. Alfredo Pastor Bodmer.

To appoint Mr. Alfredo Pastor Bodmer, as 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 Sustainability Committee.

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

ANNEX I

REPORT OF THE APPOINTMENTS, REMUNERATION AND SUSTAINABILITY COMMITTEE OF MELIÁ HOTELS INTERNATIONAL, S.A. ON THE APPOINTMENT OF MR. ALFREDO PASTOR BODMER.

Palma (Mallorca) 10 May 2023

1. Preamble

The duties of the Appointments, Remuneration and Sustainability Committee (hereinafter, the “Committee”), of Melia 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, has among its functions the following:

[...]

15.2 Organisation and Functioning.

[...]

"a) Appointment, removal and re-election of directors:

- To formulate and review the criteria to be followed for the composition of the Board of Directors and the selection of candidates, and in particular, to assess the skills, knowledge, abilities and experience required on the Board of Directors in order to define the skills and aptitudes required of the candidates to fill vacancies.*
- To report on the proposals for appointment of the remaining Directors so that the Board may proceed directly to appoint them (co-optation) or submit them to the decision of the General Meeting, as well as their re-election or removal by the General Meeting.*
- To report on the appointment of the Secretary or Vice-Secretary of the Board of Directors, even if they are not Directors, so that the Board may proceed to appoint them.*
- Propose to the Board of Directors the members who should form part of each of the Committees. [...]"*

Mr. Alfredo Pastor Bodmer has been a member of the Board of Directors of the company since 31 May 1996, and was re-elected as director on 7 April 1999, 8 June 2004, 1 June 2010 and 4 June 2015, i.e., on four (4) occasions.

After more than twelve (12) years as director of the Company he ceased to be an independent director, becoming a member under the category of “other” external director.

Subsequently, Mr. Alfredo Pastor Bodmer has represented the legal person director Hoteles Mallorquines Asociados S.L. on the Board of Directors since his appointment as Proprietary Director on 18 June 2019.

Following the latest reform of the Capital Companies Act and the prohibition to appoint legal person directors, the shareholder Hoteles Mallorquines Asociados, S.L. has proposed the appointment of Mr. Alfredo Pastor Bodmer as Proprietary Director.

On the other hand, through its Selection and Diversity Policy for Directors the Company has promoted, as guiding principles, the maintenance of a proper balance between the different categories of Directors which ensures the correct representation of the total interests within the Board and the trend towards the progressive increase of the number of women on the Board of Directors, always based on an unbiased assessment of skills, profiles, know-how, experiences and professional abilities, aiming insofar as is possible to ensure that by 2020 at least one third of the members of the Board of Directors are women.

In order to comply with the recommendations established in matters of Corporate Governance and, at the same time, to guarantee an adequate balance between the different types of Directors and, of course, without wishing to lose all the professional background, experience, knowledge and skills that Mr. Alfredo Pastor Bodmer has contributed so far, this Committee considers it very beneficial to be able to continue to have him on the Board of Directors as a Proprietary Director (natural person).

2. Verification of compliance with the Selection and Diversity Policy for Directors and observance of recommendations

According to the principles established in the Selection and Diversity Policy for Directors which was approved by the Board on 26 November 2020, and for the purposes of duly informing and advising the Board of Directors in the analysis of the Company's needs and the advisability of appointing Mr. Alfredo Pastor Bodmer, as Director, the Committee has taken into consideration, among other issues, the activities undertaken by the Company, the countries in which they are carried out, the specific needs of day-to-day management of a multinational corporation, its commitment to the social environment, best practices in terms of Corporate Governance and the general principles of the Company.

The outcome of such analysis is that the Board of Directors must comprise Directors with extensive professional background and wide experience in different sectors, with perfect knowledge of the operations of the Company and belief in its values, and with ability to understand and adapt in a constantly-changing industry growing both geographically and technologically.

In addition to the aforementioned Selection and Diversity Policy, the analysis has taken into account the recommendations of the CNMV's Good Governance Code for Listed Companies, the

Spencer Stuart Index of Boards of Directors, as well as the CNMV's Technical Guide 1/2019 on Appointment and Remuneration Committees. In addition, the latest reform of the Capital Companies Act has been taken into account.

3. Assessment of Mr. Alfredo Pastor Bodmer

In particular, after analysing the profile of Mr. Alfredo Pastor Bodmer, the Committee positively assesses:

- a) Full 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 economic and financial issues;
- c) Proven education and experience and knowledge of the geographic markets that are relevant to the Company;
- d) Business skills and knowledge and his teaching career in this field; and
- e) Awareness on the relevance of Corporate Governance principles.

4. Verification of compliance with the requirements to be a Director of the Company

The Committee has verified that the candidate to be a member of the Board of Directors complies with the general requirements expected from every Director of the Company, according to the provisions of the applicable regulations.

In particular, the Committee has confirmed that the behaviour and professional career of the candidate are impeccable and fully aligned with the Company's principles and that the candidate is not affected by circumstances of incompatibility or impediment to the exercise of office.

5. Conclusion

As a consequence of the above, the Committee has resolved to favourably report to the Board of Directors on the appointment of Mr. Alfredo Pastor Bodmer, as Proprietary Director of the Company, for the corresponding proposal by the Board to the General Shareholders' Meeting, reading as follows:

“To favourably report to the Board of Directors on the appointment of Mr. Alfredo Pastor Bodmer, as Proprietary Director of the Company, at the proposal of the significant shareholder Hoteles Mallorquines Asociados S.L. for the corresponding proposal by the Board to the General Shareholders' Meeting”.

**ANNEX TO THE REPORT OF THE APPOINTMENTS, REMUNERATION AND
SUSTAINABILITY COMMITTEE OF MELIÁ HOTELS INTERNATIONAL, S.A. REFERRED
TO THE APPOINTMENT OF MR. ALFREDO PASTOR BODMER**

Professional and biographical profile of Mr. Alfredo Pastor Bodmer.

Mr. Alfredo Pastor Bodmer is a graduate in Economics, Ph. D. in Economics, Massachusetts Institute of Technology.

Professor of Economic Theory since 1976, he has held various positions since 1980, such as Professor of Economics at Boston University (1980 - 81), Country Economist at the World Bank (1981 - 83), Planning Director at INI (1983 - 84), Executive Director at INI (1984 - 85), Chairman at ENHER (1985 - 90), member of the Board of Directors of the Bank of Spain (1990 - 93), Head at Instituto de la Empresa Familiar (1992 - 93), Secretary of State for Economy (1993 - 95), Extraordinary Professor (1996-97) and Ordinary Professor (1997 - 2015) at IESE; Chair at CEIBS (since 2000), Dean at CEIBS (China Europe International Business School), Shanghai, China (2001-2004), Chair of Emerging Markets, Banco Sabadell, 2009.

Currently, he is a member of the Board of Directors of Meliá Hotels International and Copcisa having previously formed part of other Boards of Directors in other companies such as Miquel y Costas, Bansabadell Inversión and Hidroeléctrica del Cantábrico, among others.

Author of multiple publications, in 2011 he received the Conde de Godó Award.

Report of the Board of Directors in Relation to the Proposal for Re-election of an Independent Director of Meliá Hotels International, S.A.

Board of Directors

11 May 2023

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- 1. Report and Proposal for Re-election by the Board of Directors**
- 2. Proposal of the Appointments, Remuneration and Sustainability Committee**

REPORT OF THE BOARD OF DIRECTORS OF MELIÁ HOTELS INTERNATIONAL, S.A., IN RELATION TO THE PROPOSAL FOR RE-ELECTION OF AN INDEPENDENT DIRECTOR, INCLUDED IN THE SECOND ITEM ON THE AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 22 AND 23 JUNE 2023 AT FIRST AND SECOND CALL, RESPECTIVELY.

1. Purpose of the Report.

This report is drawn up by the Board of Directors of Meliá Hotels International, S.A. (hereinafter, “Company”) in relation to the proposal for re-election of Ms María Cristina Henríquez de Luna Basagoiti as an Independent Director, which is submitted to the General Shareholders' Meeting together with the proposal of the Appointments, Remuneration and Sustainability Committee (hereinafter, the “Committee”), pursuant to the provisions of Article 529i (4) and (5) and Article 529n 3(c) of the Spanish Corporate Enterprises Act (hereinafter, “CEA”), as well as Article 15.2a of the Regulations of the Board of Directors.

This report will be made available to shareholders at the registered office and continuously published on the Company's corporate website (www.meliahotelsinternational.com) from the date of publication of the call notice and until the General Shareholders' Meeting is held.

2. Prior Analysis.

As stated in the proposal of the Committee which is attached to this report, Ms María Cristina Henríquez de Luna Basagoiti was first appointed as a director of the Company on 18 June 2019 by resolution of the General Shareholders' Meeting held on the same date and this was her last appointment to date.

The following is a summary of the analysis carried out by the Board, based on the proposal of the Committee, and in relation to the proposal for re-election of Ms María Cristina Henríquez de Luna Basagoiti as an Independent Director.

The Company's 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, 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.
- ✓ Diversity of knowledge and expertise of Directors.
- ✓ Potential situations of conflict, prohibition or incompatibility, at both the legislative and the Company's internal regulation levels.
- ✓ Time available for the Directors to properly perform their duties as such.
- ✓ Absence of incompatibilities.

- ✓ Maintenance of a proper balance between the different types of Directors ensuring the correct representation of the total interests within the Board of Directors, as well as the fair assessment of their skills, profiles, know-how, experiences and professional duties.
- ✓ Gender, age and seniority diversity within the Board.
- ✓ Gradual renewal of the Board.
- ✓ Competency matrix of the Board.

In particular, the recommendations of the CNMV (Good Governance Code of Listed Companies) have been taken into consideration, in relation to Recommendations 14 and 17, with the purposes of maintaining the percentage of independent directors on the Board and promoting the desirable diversity on the Board of Directors from a gender perspective, so that female directors represent at least 40% of the total number of members.

In relation to the above aspects and in the performance of her functions from its initial appointment, Ms María Cristina Henríquez de Luna Basagoiti has demonstrated:

- Extensive knowledge and expertise in various activity sectors that are essential to the group, including financial, commercial, digital and risk management fields, enriching the analysis of the Company's needs and projects and the plurality of perspectives in the discussion of matters subject to the consideration of the Board of Directors.
- Excellent performance of her duties, from the knowledge, dedication and ethics perspectives.

As a conclusion of this analysis, the Board considers that it is advisable to maintain the current composition of the Board of Directors (as for the number and type of directors as well as in relation to diversity within the Board itself) made up of members with different profile, extraordinary training and professional competence, who are able to add value in the short and medium term to the Company, enriching the debate and favouring the adoption of proven decisions. Likewise, the Board and the Committee have very favourably assessed the profile, skills, knowledge and experience of Ms María Cristina Henríquez de Luna Basagoiti, whose re-election is submitted to the General Shareholders' Meeting.

3. Justification of the Proposal for Re-election.

In preparing this report, and based on the re-election proposal made by the Committee, the Board of Directors has taken into account the suitability of the candidate's professional profile to the needs of the business carried out by the Company and the sector in which it operates, her experience, her level of performance to date, as well as the availability of sufficient time for the proper performance of her duties.

In this sense, the Board of Directors considers that Ms. María Cristina Henríquez de Luna Basagoiti adequately combines sufficient skills and competences, inter alia, in the following fields:

- 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 economic, financial and risk management aspects;
- c) Digital innovation and transformation and new technologies.
- d) Proven training and experience and knowledge of the geographic markets that are relevant to the Company; and

e) Management, leadership and business strategy skills and knowledge.

The CV of Ms María Cristina Henríquez de Luna Basagoiti is attached to the annexed proposal of the Committee and proves her technical competence and contribution, her merits to continue to hold the position, her extensive experience in sectors that are relevant to the Company and to the group and her knowledge in several business fields, which ensures the contribution of diverse points of view to the discussion of matters on the Board of Directors, maintaining a high percentage of independent directors and consolidating the high qualitative level in the composition of the Board as a whole.

Finally, as verified by the Committee, Ms. María Cristina Henríquez de Luna Basagoiti satisfies the requirements as to good repute, suitability, technical soundness, skills, expertise, qualifications, training, availability and commitment to the functions inherent in the position, and no incompatibility, prohibition or conflict are known to exist.

4. Proposal for Re-election of Ms María Cristina Henríquez de Luna Basagoiti.

Having regard the proposal of the Committee, which is endorsed where appropriate, and according to the provisions of Article 529i (4) and (5) of CEA, the Board considers that Ms María Cristina Henríquez de Luna Basagoiti meets the specific requirements to continue to hold office as a Director, according to the principles set out in the Director Selection and Diversity Policy.

Proposed category: External Independent Director, as defined in Article 529k (4) of CEA.

The Board of Directors, at the proposal of the Committee, has concluded that the current proper performance of her functions as an Independent Director and the knowledge of the activities developed by the Company and of the sector in which it operates, both at national and international level, will allow Ms. María Cristina Henríquez de Luna Basagoiti to continue to very positively contribute and add value to the operations of the Board of Directors, and, therefore, submits to the General Shareholders' Meeting the following proposal for re-election made by the Committee for approval:

“[●]- Re-election of Ms María Cristina Henríquez de Luna Basagoiti as an External Independent Director.

To re-elect Ms María Cristina Henríquez de Luna Basagoiti as a Director, for the statutory period of four (4) years, at the proposal of the Appointments, Remuneration and Sustainability Committee and prior explanatory report of the Board of Directors.

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

ANNEX

PROPOSAL OF THE APPOINTMENTS, REMUNERATION AND SUSTAINABILITY COMMITTEE OF MELIÁ HOTELS INTERNATIONAL, S.A. ON THE RE-ELECTION OF MS MARÍA CRISTINA HENRÍQUEZ DE LUNA BASAGOITI.

Palma, 10 May 2023

1. Preamble.

The duties of the Appointments, Remuneration and Sustainability 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, removal 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 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.*
- *Likewise, to report on the appointment of the Secretary or Vice-Secretary of the Board of Directors, even if they are not Directors, so that the Board proceeds to their appointment.*
- *To propose to the Board of Directors the members that should be part of each of the Committees [...]”.*

Ms María Cristina Henríquez de Luna Basagoiti was first appointed as a director of the Company on 18 June 2019 by resolution of the General Shareholders’ Meeting held on the same date and this was her last appointment to date.

Consequently, considering the next maturity of her mandate as a Director, it is appropriate to assess her re-election for the period of four (4) years as provided for in Article 529j of the Corporate Enterprises Act, and, where appropriate, to submit to the Board the proposal for re-election for its subsequent submission to the General Shareholders’ Meeting.

For that purpose, the Committee has analysed the suitability of her re-election and has included in this report the results of the works carried out by the Committee, for subsequent submission to the Board of Directors.

2. Verification of Compliance with the Director Selection and Diversity Policy and Follow-up of Recommendations

According to the principles set out in the Director Selection and Diversity Policy, approved by the Board of Directors on 26 November 2020, and in order to duly inform and advise the Board of Directors in the analysis of the Company's needs and the appropriateness of re-electing Ms María Cristina Henríquez de Luna Basagoiti, the Committee has considered, among other things, the activities carried out by the Company, the countries in which it operates, the ordinary management needs of a multinational company, its commitments to the social environment and the Company's general principles.

Likewise, Recommendation 14 of the Good Governance Code and the Company's Director Selection and Diversity Policy have also been taken into consideration in order to continue to promote diversity on the Board of Directors in terms of gender, age and training. The re-election of Ms María Cristina Henríquez would maintain the percentage of women on the Board of Directors (36.36%) as well as the percentage of independent directors (54.55%).

The conclusion of the said analysis is that the Board of Directors must maintain among its members Directors with wide experience in different sectors, with knowledge of the operations of the Company and commitment to its values, and with ability to adapt to a constantly changing sector growing both geographically and technologically.

In addition to the mentioned Director Selection and Diversity Policy, the recommendations of Good Governance Code of Listed Companies of the CNMV and the Spencer Stuart's Index of Boards of Directors, as well as the Technical Guide 1/2019 of the CNMV on Appointments and Remuneration Committees have been considered in the analysis.

3. Assessment of Ms María Cristina Henríquez de Luna Basagoiti

In particular, after analysing the profile of Ms María Cristina Henríquez de Luna Basagoiti, as well as her career within the Company, the Committee very favourably assesses:

- a. Knowledge and experience of the candidate for re-election acquired throughout her professional career, in particular, her experience in the financial and trade sector is assessed very positively.
- b. Knowledge of various market sectors and the professional background acquired in the performance of various functions in different companies and entities and especially her knowledge in terms of risk management, digitisation and corporate and commercial operations.
- c. Excellent development of her functions as an Independent Director and as a Member of the Auditing and Compliance Committee.
- d. Her high level of attendance at the meetings of the Board and of the Auditing and Compliance Committee and her active and enriching participation in the operations, discussions and assessments taking place therein.
- e. Her good repute, suitability, technical soundness, skills, expertise, qualifications, availability and commitment to the functions inherent in her position.

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

The Committee has verified that the candidate for re-election continues to comply with the general requirements expected from every Director of the Company, according to the provisions of the applicable regulations.

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

5. Conclusion

As a result of the foregoing, the Committee has concluded to propose to the Board of Directors the re-election of Ms María Cristina Henríquez de Luna Basagoiti as an External Independent Director of the Company, for its subsequent proposal by the Board to the General Shareholders' Meeting with the following wording:

“[●]- Re-election of Ms María Cristina Henríquez de Luna Basagoiti as an External Independent Director.

To re-elect Ms María Cristina Henríquez de Luna Basagoiti as a Director, for the statutory period of four (4) years, at the proposal of the Appointments, Remuneration and Sustainability Committee and prior explanatory report of the Board of Directors.

Pursuant to Article 529k of the Corporate Enterprises Act, she shall be deemed to be an Independent Director”.

ANNEX TO THE PROPOSAL OF THE APPOINTMENTS, REMUNERATION AND SUSTAINABILITY COMMITTEE OF MELIÁ HOTELS INTERNATIONAL, S.A. ON THE RE-ELECTION OF MS MARÍA CRISTINA HENRÍQUEZ DE LUNA BASAGOITI.

Professional and biographical profile of Ms María Cristina Henríquez de Luna Basagoiti

María Cristina Henríquez de Luna Basagoiti has a Degree in Business Management and Administration from the Universidad Pontificia de Comillas de Madrid (ICADE-E2).

Since 2014, she has been President and CEO in Spain and Responsible for Iberia and Israel at GlaxoSmithKline (GSK), where she led the strategic, business and organisational planning and general operations. Since May 2023, as a result of a change in the European structure of the company, she has abandoned the responsibilities she had assumed until now in Portugal and Israel, and currently holds the position of President and CEO in Spain. As President, she is in charge of the company's corporate governance and risk management, in a highly regulated environment, as well as of the communication with external and institutional relations.

In recent years, she has led significant changes in the Company, including corporate transactions, acquisitions and divestments and an important restructuring of business transactions to adapt them to the new digital environment and the use of new technologies in the health sector, successfully launching new respiratory and oncological medications and vaccines. Prior to her current position, she was European Vice Chairwoman of Finance at GSK and finance manager of New Global Franchises at the headquarters of the company in the UK.

Before joining GSK, she worked at Procter & Gamble, where she held the position of Vice Chairwoman for Finance and Accounting for Western Europe (from 2006 to 2010) in Switzerland, being responsible for financial planning, controls and organisation of 17 countries and various categories of mass consumption, luxury and health care products. Previously and since 1989, year in which she joined as a financial analyst, she has had extensive experience in other financial positions in Europe and Latin America, such as Treasury Manager for Latin America (2001-2004) and Finance Manager for Latin America (North Region) headquartered in Mexico, where she acquired a wealth of experience in the management of organisational changes, acquisition of new businesses, sovereign risks and crisis in highly volatile environments.

Cristina is an independent director at Applus Services, S.A., since July 2016, and at Viscofan, S.A., since April 2022, and a member of the Auditing Committee of these companies. Vice President of Fundación Ciencias de la Salud, Vice President of Fundación España Salud, Vice Chairwoman and a member of the Governance Board and the Management Board of Farmaindustria, and a Member of the Executive Board of Fundación SERES, Sociedad y Empresa Responsable.

She actively collaborates with other institutions that are aligned with the strategy of sustainability and responsible innovation of GSK, including, but not limited to, the British Chamber of Commerce. She has collaborated with various institutions for the advancement of women and the protection of children.

Cristina received the "Premio Impulso a la Promoción de la Mujer" [Drive for the Advancement of Women Award] (Fedepe, 2020) and "Mejor CEO del año" [Best CEO of the year] (Expansión, 2021). Her efforts as the leader of GSK have been successful since the company was recognised as the Best company to work for in Spain of all the sectors by Forbes (2020) and by Actualidad Económica (2021), the 4th best company by Actualidad Económica (2022), as well as by Fundamed, with "Mejor Compañía Farmacéutica" [Best Pharmaceutical Company] (2016) and "Impulso al Talento Femenino" [Promotion of Female Talent] (2018) awards and with the most attractive pharmaceutical company to work awards by Randstad (2022) and Madrid Empresa Flexible (2023).

Report of the Board of Directors on the Proposed Resolution to Renew the Authorisation to the Board to Increase the Share Capital

Board of Directors
11 May 2023

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1. Purpose
2. Justification for the Proposal
3. Full Text of the Proposed Resolution that is Submitted to the General Shareholders' Meeting

1. Purpose

This report (hereinafter, the “**Report**”) is prepared by the Board of Directors of Meliá Hotels International, S.A. (hereinafter, the “**Company**”) according to the provisions of Article 286, 297, 308 and 506 of the Spanish Corporate Enterprises Act (hereinafter “**CEA**”), to justify the proposal that is submitted to the approval of the General Shareholders’ Meeting of the Company, in relation to the delegation to the Board of Directors, with powers to sub-delegate, of the power to resolve to increase the share capital.

According to the provisions in Article 297 CEA, share capital increases in no event may exceed one-half of the amount of the Company’s share capital at the time of authorisation and must be carried out by means of monetary contributions within a maximum period of five (5) years from the date of the resolution of the General Shareholders’ Meeting.

Additionally and according to Article 506 CEA, when the General Shareholders’ Meeting delegates to the directors the power to increase the share capital in accordance with the provisions of the aforementioned articles, it may also confer on them the power to exclude pre-emptive subscription rights in relation to issues of the shares that are the object of delegation when the interests of the Company so require, however, this delegation to increase the share capital excluding pre-emptive subscription rights may not relate to more than 20% of the Company’s share capital at the time of authorisation, with the aspects that are explained below. In addition, this proposal for exclusion must be included in the call notice of the General Shareholders’ Meeting and a report by the directors justifying the proposal must be made available to the shareholders. In this regard, it is reported that the delegation to the Board of Directors to increase the capital contained in the proposal to which this Report refers also includes the granting to the Board of Directors of the power to exclude, in whole or in part, the pre-emptive subscription rights of shareholders and holders of convertible bonds, if any, when the interests of the Company so require.

In any event, it is expressly stated that the exclusion, in whole or in part, of pre-emptive subscription rights is only a power attributed to the Board by the General Shareholders’ Meeting, the exercise of which will depend on the decision of the Board of Directors itself, in view of the circumstances in each case and in compliance with legal requirements.

If, in exercise of such powers, the Board decides to eliminate the pre-emptive subscription rights in connection with a specific capital increase that it may decide to carry out pursuant to the authorisation granted by the General Shareholders’ Meeting, it shall issue a report detailing the specific reasons of corporate interest justifying such measure at the time the increase is resolved, which may be accompanied, if legally required or if the Board of Directors decides to obtain it voluntarily, by the relevant report of the auditor (other than the auditor of the Company’s accounts, appointed for this purpose by the Commercial Registry) as provided for in article 308 CEA.

These reports shall be made available to the shareholders and communicated to the first General Shareholders' Meeting held after the resolution to increase the share capital, in accordance with the provisions of the aforementioned article. They will also be immediately posted on the Company's website in compliance with recommendation 5 of the Good Governance Code of Listed Companies of the CNMV.

2. Justification for the Proposal

The dynamics of any trading company and, in particular, of companies which shares are admitted to trading on securities markets, require that their governing and administrative bodies have at all times the most suitable instruments at their disposal to provide an adequate response to the requirements of the Company itself or the needs of the market in each case. These needs may include providing the Company with new resources to meet such demands, which will normally be obtained through new capital contributions.

Considering that, on the one hand, such needs cannot be foreseen beforehand and, on the other hand, it is necessary to attend the General Shareholders' Meeting to increase the amount of share capital, with the costs and delay that the holding of the Meeting would entail, thus hindering a quick and efficient response, the CEA itself allows the General Shareholders' Meeting to authorise the Board of Directors to increase the share capital, within certain limits and meeting a series of requirements, without prior consultation with the General Shareholders' Meeting.

On the basis of this legal possibility, frequently used by companies which shares are admitted to official trading, and in view of the new provisions introduced in the CEA approved by Law 5/2021 of 12th April, it is proposed to the General Shareholders' Meeting to annul the authorisation granted to the Board of Directors by the General Shareholders' Meeting on 10 July 2020 and to grant a new authorisation to the Board of Directors to increase the share capital, on one or more occasions, up to 50% of the share capital. This increase may be agreed by the Board of Directors by means of monetary contributions during a maximum period of 5 years from the date of the authorisation by the General Shareholders' Meeting, providing for the incomplete subscription and the power to agree the total or partial exclusion of pre-emptive subscription rights, all in accordance with the CEA.

The Board of Directors considers that the power to exclude pre-emptive subscription rights generally results in a relative reduction in the financial costs associated with the transaction and significantly increases the Board of Directors' speed of action and response, allowing the Company to take advantage of the moments when market conditions are more favourable for the implementation of a capital increase.

In the event that the Board of Directors resolves to make use of the aforementioned power of total or partial exclusion of the pre-emptive subscription right, it is proposed that this be limited, together with the fixed-income securities convertible into shares of the company under the delegation provided for in resolution 4.3 of the Agenda of the General Shareholders' Meeting, to 20% of the share capital of the Company on the date the resolution is adopted by the General Shareholders' Meeting. All in order to limit the potential dilution effect on shareholders and in accordance with the recommendations and best practices of corporate governance and, in particular, with Recommendation 5 of the Good Governance Code of Listed Companies of the CNMV, which establishes "That the board of directors should not make a proposal to the general shareholders' meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20% of capital at the time of such delegation".

This proposal also provides for the application, where appropriate, for admission to listing and delisting on any Stock Exchange or regulated markets, whether domestic or foreign, or, in the event of a change in the nominal value of shares already issued, the delisting and relisting of the shares issued by the Company under the delegation, empowering the Board of Directors to carry out the necessary formalities and actions under the terms of the applicable legislation.

3. Full Text of the Proposed Resolution that is Submitted to the General Shareholders' Meeting

In accordance with the contents of this Report, the following proposal is submitted to the General Shareholders' Meeting:

"Pursuant to the provisions of article 297.1. b) of the Corporate Enterprises Act, to delegate to the Board of Directors of the Company, as broadly as may be required by law, the power to increase the share capital, without prior consultation with the General Shareholders' Meeting, within the period established for such purpose and by the maximum amount provided for in the Corporate Enterprises Act, on one or more occasions, with or without pre-emptive subscription rights, redrafting the article of the Company Bylaws relating to share capital, deciding in each case its timeliness or advisability, in accordance with the following conditions:

1. Authorised capital, amount, term and consideration.- *The share capital may be increased, without prior consultation with the General Shareholders' Meeting, on one or more occasions and at any time within a period of five (5) years from the date of this Ordinary General Shareholders' Meeting, up to a maximum of one-half of the share capital at the time of authorisation (i.e. up to a maximum of €22,040,000 of the nominal value). The capital increase or increases may be carried out either by increasing the nominal value of the existing shares, or by issuing new common or preferred shares, with or without share premium, with or without voting rights, or redeemable shares, or several methods at the*

same time, with the consideration for the new shares or the increase in the nominal value of the existing ones consisting of monetary contributions, including the transformation of unrestricted reserves, and several methods may even be used simultaneously, subject to the requirements set out in the Corporate Enterprises Act.

2. Scope of the delegation.- The Board of Directors may set all the terms and conditions of capital increases, deciding in each case on their timeliness and advisability. It may also determine the investors and markets for which the capital increases are intended and the placement procedure to be followed, freely offer the new shares not subscribed during the pre-emptive subscription period and establish that, in the event of incomplete subscription, the capital increase be rendered ineffective, or that the capital be increased only by the amount of the subscriptions made, and may redraft the article of the Company Bylaws relating to share capital.

3. Likewise, the delegation to the Board of Directors includes the broadest powers as required by Law for the interpretation, application, execution and implementation of the capital increase resolutions, also granting it powers to correct and supplement them as necessary, as well as to comply with any requirements that may be legally required to implement them, being able to correct omissions or defects in said resolutions detected by any national or foreign authorities, officials or bodies. It shall also be empowered to adopt any resolutions and execute any public or private documents as it may deem necessary or advisable to adapt the aforementioned capital increase resolutions to the verbal or written instructions of the Commercial Registrar or, in general, of any other competent national or foreign authorities, officials or bodies.

4. Application for admission to trading.- By virtue of this authorisation, the Board of Directors is also authorised to apply for the admission to listing and delisting of the shares that may be issued on any Stock Exchange or regulated markets, whether domestic or foreign, or, in the event of a change in the nominal value of shares already issued, the delisting and relisting thereof, under the terms of the applicable legislation.

5. Exclusion of pre-emptive subscription rights. The Board of Directors is also expressly empowered to exclude, in whole or in part, pre-emptive subscription rights in relation to all or any of the issues agreed on the basis of this authorisation, in accordance with the provisions of Article 506 of the Corporate Enterprises Act, however, this power shall be limited to the fact that increases in share capital made under this authorisation added to those increases to be made within the framework of issues of convertible instruments, in exercise of the delegation for the issue of bonds and debentures convertible into capital, excluding pre-emptive subscription rights, provided for in section 4.3 of the Agenda, do not exceed the amount equal to 20 % of the share capital on the date of adoption of this resolution.

In accordance with the provisions of the applicable legislation, the Board of Directors may make use of the power granted to it under the provisions of the preceding paragraph when the interests of the Company so require, and shall issue a report detailing the specific reasons of corporate interest justifying such measure at the time the increase is resolved, which shall be accompanied, if legally required or if the Board of Directors decides to obtain it voluntarily, by the independent expert's report provided for in article 308 of the Corporate Enterprises Act. The report, or reports, as applicable, shall be made available to the shareholders and communicated to the first General Shareholders' Meeting held after the resolution to increase the share capital, in accordance with the provisions of the aforementioned article 506 of the Corporate Enterprises Act.

6. Powers of delegation, sub-delegation and granting of powers.- *By means of this Resolution and in accordance with article 249 bis section l) of the Corporate Enterprises Act, the Board of Directors is expressly authorised so that it may, in turn, delegate the delegated powers referred to in this resolution to any of the members of the Board of Directors or to any other person, whether or not that person is a member of the Board].*

It is hereby stated that the relevant Directors' report justifying the proposed delegation to increase the share capital has been made available to the shareholders.

This delegation of powers to the Board of Directors replaces that granted under item 4.1 of the Agenda of the General Shareholders' Meeting of the Company held on 10 July 2020, without affecting the outstanding issues currently formalised thereunder."

Report of the Board of Directors on the Proposal to delegate the Issue of Fixed-Income Securities or Debt Instruments of a Similar Nature, which are Convertible into Shares of the Company

Board of Directors
11 May 2023

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1. Purpose
2. Justification for the Proposal
3. Full Text of the Proposed Resolution that is Submitted to the General Shareholders' Meeting

1. Purpose

This report (hereinafter, the “**Report**”) is prepared by the Board of Directors of Meliá Hotels International, S.A. (hereinafter, the “**Company**”) according to the provisions of Articles 286, 297, 417 and 511 of the Spanish Corporate Enterprises Act (hereinafter “**CEA**”), and Article 319 of the Regulations of the Commercial Registry, to justify the proposal that is submitted to the approval of the General Shareholders’ Meeting of the Company, in relation to the authorisation to the Board of Directors, with powers to sub-delegate, to issue fixed-income securities or debt instruments of a similar nature which are convertible into shares of the Company.

This report will be made available to shareholders in the manner provided for in article 287 CEA, and will be posted on the Company’s website, all in accordance with article 518 CEA.

2. Justification for the Proposal

The Ordinary General Shareholders’ Meeting held on 10 July 2020 agreed to delegate to the Board of Directors, pursuant to the provisions of Article 319 of the Regulations of the Commercial Registry, Tittle XI of CEA, Chapter V of Tittle XIV of the said Act and other regulations on the issue of debentures, the power to issue convertible and/or exchangeable fixed-income securities, with the power to exclude shareholders’ pre-emptive rights and with the power to sub-delegate the mentioned powers, within a period of five years.

In view of the new provisions introduced in the CEA approved by Law 5/2021 of 12th April, it is proposed to the General Shareholders’ Meeting to annul the mentioned delegation that was granted to the Board of Directors by the Ordinary General Shareholders’ Meeting held on 10 July 2020, of the power to issue convertible and/or exchangeable fixed-income securities, with the power to exclude shareholders’ pre-emptive rights, and to approve a new resolution for delegation to the Board of Directors of the power to issue fixed-income securities or debt instruments of a similar nature which are convertible into shares of the Company for a maximum period of 5 years from the date of authorisation by the General Shareholders’ Meeting, providing for the power to sub-delegate and to agree the total or partial exclusion of the shareholders’ pre-emptive subscription rights, all pursuant to the CEA.

The Board of Directors considers it advisable to have, with all the guarantees, the delegated powers permitted under current legislation in order to be in a position to raise the funds necessary for the proper management of the Company’s interests on the securities markets. The purpose of the delegation is to provide the Company’s governing body with the room for

manoeuvre and responsiveness required by the competitive environment in which it operates, in which the success of a strategic initiative or financial transaction depends, to a large extent, on the possibility of carrying them out quickly, without the delays and costs inevitably involved in convening and holding a General Shareholders' Meeting.

In the case of the Company obtaining financing, the current economic situation and the high volatility of the markets make the immediacy of the possible execution of decisions particularly important and a determining factor for the successful achievement of a potential raising of additional resources.

With this purpose and according to the provisions of Article 319 of the Regulations of the Commercial Registry and Article 511 CEA and related provisions, it is proposed to the General Shareholders' Meeting of the Company to delegate to the Board of Directors the power to issue fixed-income securities or debt instruments of a similar nature which are convertible into shares of the Company, with express power to exclude, in whole or in part, where legally possible, the pre-emptive subscription rights, if the Company's interests so require.

Accordingly, a proposed resolution is submitted to the General Shareholders' Meeting which provides for the authorisation to the Board of Directors so that the latter, within a period of five years, and with an aggregate limit of ONE THOUSAND FIVE HUNDRED MILLION EUROS (€1,500,000,000) of nominal amount, may, inter alia, proceed to:

- (a) issue any fixed-income securities or debt instruments of a similar nature which are convertible into shares of the Company, including, but not limited to, preferred shares (where legally possible) warrants or other similar securities which may give a direct or indirect right to subscribe for shares in the Company;
- (b) guarantee issues of the securities referred to in section (a) above by other Group companies;
- (c) increase capital in the amount necessary to execute the conversion of the aforementioned securities, on one or more occasions, and within the limits established in the commercial regulations, which currently stipulate that increases of delegated capital under article 297.1.b CEA, may not exceed, in the aggregate, one-half of the amount of the share capital. For the purposes of calculating the above limit, it must be taken into account the maximum number of shares into which the debt securities may be converted on the basis of the initial conversion ratio, if fixed, or the minimum conversion ratio, if variable, without prejudice to any adjustments to the conversion ratio that may occur after the issue of the debentures; and

- (d) with the express power to exclude, in whole or in part, where legally possible and within the limits applicable, pre-emptive subscription rights, in accordance with and within the limits established in articles 417 and 511 CEA.

In particular, the proposed resolution submitted for approval by the General Shareholders' Meeting of the Company establishes that the securities to be issued thereunder will be valued at their nominal amount and the shares at the exchange rate to be determined by resolution of the Board of Directors.

The proposal also contains the basis and methods of conversion of the securities into shares of the Company, while delegating to the Board of Directors itself the specification of these basis and methods of conversion or exercise for each specific issue within the limits established by the General Shareholders' Meeting. Thus, the Board has sufficient room for manoeuvre to be able to take advantage of the best market conditions. In any event, if the Board of Directors decides to carry out an issue under the authorisation requested from the General Shareholders' Meeting, at the time of approving the issue it shall prepare a Directors' report detailing the specific basis and methods of the conversion or exercise applicable to such issue which, when so required by applicable regulations, or when the Board decides to obtain it voluntarily, shall be the subject of the corresponding report from an auditor, other than the Company's auditor, appointed for such purpose by the Commercial Registry.

In particular, the proposed resolution submitted by the Board of Directors for the approval of the General Shareholders' Meeting establishes that the securities to be issued thereunder shall be valued at their nominal amount and the shares at the fixed (determined or determinable) or variable exchange rate to be determined in the relevant resolution of the Board of Directors making use of the delegation, or at the variable exchange rate to be determined on the date(s) indicated in such resolution and depending on the stock exchange listing price of the Company's shares on the date(s) or period(s) taken as a reference, with or without premium, and the Board of Directors may determine such conversion criteria as it deems appropriate.

It may also be agreed to issue the convertible fixed-income securities with a variable conversion ratio. In that case, the price of the shares for the purpose of conversion will be that determined by the Board of Directors, which may include a premium or, as the case may be, a discount on the price per share resulting from the established criteria. The premium or discount may be different for each conversion date of each issue (or, where applicable, for each tranche of an issue).

The Board considers that this gives it sufficient flexibility to determine the value of the shares for conversion purposes in the light of market conditions and other relevant considerations.

In the case of warrants on newly issued shares, the rules on convertible securities set out in the proposed resolution will apply, insofar as they are compatible with the nature of the warrants.

Furthermore, pursuant to Article 415 of the Corporate Enterprises Act, the resolution to delegate powers to the Board to issue convertible securities provides, for the purposes of conversion, that the nominal value of the debentures must not be less than the nominal value of the shares. Nor may convertible debentures be issued for less than their nominal value.

Likewise, it is stated that the authorisation for the issue of convertible fixed-income securities includes, according to the provisions of article 511 of the Corporate Enterprises Act, the power to the Board of Directors to exclude shareholders' pre-emptive subscription rights when this is necessary for the raising of financial resources on the markets or is otherwise required in the Company's interest. It should be noted that the General Shareholders' Meeting itself also has the right to eliminate the pre-emptive subscription right when it resolves to issue convertible instruments, as established in article 417 CEA, and on that basis, it is advisable for the General Shareholders' Meeting to delegate this power to the Board, which will be able to make more immediate use of it, albeit with the limitations of article 511 CEA.

The Board of Directors considers that this additional possibility, which significantly increases the room for manoeuvre and the responsiveness provided by the simple delegation of the power to issue convertible debentures or bonds, is justified, on the one hand, by the flexibility and agility with which it is necessary to act in the current financial markets, in order to be able to take advantage of times when market conditions are more favourable. On the other hand, because such a measure may be necessary when financial resources are to be raised on international markets. Furthermore, this possibility is also justified by the relative lower transaction costs (including, in particular, financial institutions' fees) that such an exclusion usually allows compared to an issue with pre-emptive subscription rights. However, it should be noted that the exclusion of pre-emptive subscription rights is a power delegated by the General Shareholders' Meeting to the Board of Directors and that it is up to the latter to decide in each case, taking into account the specific circumstances and in compliance with the legal requirements, whether or not to exclude such rights.

The maximum number of shares into which the debentures may be converted on the basis of the initial conversion ratio, if fixed, or the minimum conversion ratio, if variable, added to

the number of shares issued by the Board of Directors under the delegation provided for in resolution 4.1 of the Agenda of the General Shareholders' Meeting, according to Article 506 CEA, may not exceed 20% of the amount of the share capital at the time the authorisation is granted.

Pursuant to the provisions of articles 414 and 511 of the Corporate Enterprises Act, on the occasion of each resolution to issue convertible debentures or other securities made under the proposed delegation, excluding pre-emptive subscription rights, a Directors' report must be prepared explaining the basis and methods of the conversion, which, when so required by the applicable regulations, or if the Board voluntarily decides to apply for it, shall be the subject of the corresponding report by an independent expert appointed by the Commercial Registry, as referred to in articles 414, 417, 510 and 511 of the Corporate Enterprises Act.

The mentioned report shall be made available to the shareholders and communicated to the first General Shareholders' Meeting held after the resolution to increase the share capital.

Furthermore, in view of the fact that, in certain circumstances, it may be appropriate that the activity of raising funds on international markets be carried out by a subsidiary of the Group incorporated and domiciled in a jurisdiction whose corporate and tax laws are more familiar to the institutional and professional investors to whom it may be decided to target a specific issue, and that the issue launched by the subsidiary, if any, must be guaranteed by the Company as an essential condition for the success of the transaction, the Board of Directors also requests the express authorisation of the General Shareholders' Meeting so that the Company may guarantee obligations of any kind which may arise for the subsidiaries in the issues carried out by them.

Finally, it is proposed that the necessary resolutions be adopted so that the securities issued by virtue of this delegation are admitted to trading on any secondary market, whether organised or not, official or unofficial, domestic or foreign.

3. Full Text of the Proposed Resolution that is Submitted to the General Shareholders' Meeting

In accordance with the contents of this Report, the following proposal is submitted to the General Shareholders' Meeting:

“To delegate to the Board of Directors, pursuant to the provisions of Articles 286, 297, 417 and 511 of the Corporate Enterprises Act and 319 of the Regulations of the Commercial Registry, the power to issue negotiable securities convertible into shares, or giving the right to subscribe for newly issued shares of the Company, with the power to exclude shareholders’

pre-emptive subscription rights and with the power to sub-delegate the delegated powers, in accordance with the following conditions:

1. Securities covered by the issue.- *The securities to which this delegation refers may be debentures, bonds, other fixed-income securities or debt instruments of a similar nature in any form permitted by Law, convertible (including contingently) into shares of the Company, including, but not limited to, preferred shares (if legally admissible), promissory notes or warrants or other similar securities that may directly or indirectly entitle the holder to subscribe for or acquire shares of the Company, whether newly issued or already outstanding, to be settled by physical delivery or by offset.*

2. Period of the delegation.- *The securities may be issued, on one or more occasions, within a maximum period of five (5) years from the date of adoption of this Resolution.*

3. Maximum amount of the delegation.-: *The delegation is limited to the maximum nominal amount of ONE THOUSAND FIVE HUNDRED MILLION EUROS (€1,500,000,000) or the equivalent in another currency. The said absolute limit of ONE THOUSAND FIVE HUNDRED MILLION EUROS (€1,500,000,000) shall be reduced by the amount by which debentures, bonds and other securities convertible into shares of the Company and other fixed-income securities or debt instruments of a similar nature have been issued in any legally admissible form under this authorisation or other authorisations, with or without pre-emptive subscription rights, under this authorisation.*

4. Scope of the delegation.- *The delegation to issue securities shall include, as broadly as required by Law, the setting of the different economic terms, regime, aspects and conditions of each issue. In particular and by way of illustration only and without limitation, the Board of Directors of the Company shall be responsible for determining, for each issue: the amount, complying with the total quantitative limit mentioned in section [3] above; the place of issue and type of issue; currency of the issue and, in the case of foreign currency, its equivalent in euro; the type of securities and the denomination, whether bonds or debentures -including subordinated debentures, warrants, preferred shares or other fixed-income securities of a similar nature- or any other legally admissible securities, which may be totally or partially convertible (necessarily and/or voluntarily and, in the latter case, at the option of the holder and/or the issuer) into newly issued shares of the Company, or include a call option right; the date(s) of issue; the number of securities and their nominal value, which shall not be less than the nominal value of the shares; the interest rate (fixed or variable), payable in cash or in kind (with treasury shares or newly issued shares), and the coupon payment dates and procedure, including the possibility of remuneration linked*

to the Company's share price performance or any other indexes or parameters; whether the issue is perpetual or subject to redemption and, in the latter case, the redemption period and maturity date(s); the convertible nature, as well as the possibility to meet the conversion or to redeem all or part of the issue in cash at any time; anti-dilution mechanisms and clauses, if any; guarantees, reimbursement rates and prices, premiums and lots; the type of representation, such as securities or book entries or any other type permitted by Law; the placement and subscription regime and rules applicable to the subscription and the disbursement regime; the ranking of the securities, the priority regime and subordination clauses, if any; the regime for the exercise or exclusion of pre-emptive subscription rights in respect of holders of shares and, in general, the law applicable to the issue; any procedure, type, clause, term or condition permitted by Law, in relation to the issue, redemption (with the possibility to use, to the extent applicable, the means of collection referred to in Article 430 of the Corporate Enterprises Act, or any other means that may be applicable), indication of yield or conditions thereof, as well as for resolving any questions relating to the issue authorised on the basis of this delegation; the power to apply for admission to listing and, if appropriate, delisting of the securities to be issued on Spanish or foreign secondary markets, whether organised or not, official or unofficial, subject to the requirements established by the applicable legislation in each case, and to carry out such formalities as may be necessary, in accordance with the applicable securities market regulations, for the execution of the specific issues agreed under this delegation; and, in general, any other terms and conditions of the issue, as well as, if applicable, the appointment of the trustee of the syndicate of holders of securities and the approval of the basic rules governing the legal relations between the Company and the syndicate of holders of the securities being issued, in the event that it is necessary or it is decided to create such a syndicate.

Likewise, The Board of Directors is empowered, when it deems it appropriate, and subject to obtaining the necessary official authorisations and, where appropriate, to the approval of the Assemblies of the corresponding Syndicates or bodies representing the holders of the securities, to modify the conditions of the securities issued and their respective term and the interest rate that, if any, is accrued by the securities included in each of the issues made under this delegation and any other terms and conditions thereof.

5. Basis and methods of conversion. - *It is agreed to establish the following criteria:*

a) The securities issued under this resolution shall be convertible into shares of the Company on the basis of a fixed or variable, determined or determinable, conversion ratio, with the Board of Directors being empowered to determine whether they are necessarily, voluntarily

or contingently convertible, and in the event that they are voluntarily convertible, at the option of the holder or the Company, at such intervals and for such period as may be established in the issue resolution.

b) In the case of a fixed conversion ratio, the securities issued shall be valued at their nominal amount and the shares shall be valued at the exchange rate determined by the resolution of the Board of Directors making use of the delegation, or at the exchange rate determinable on the date(s) indicated in such resolution and based on the listed price of the Company's shares on the date(s) or period(s) taken as a reference, with or without discount or premium [the Board may determine such conversion criteria as it deems appropriate].

c) In the case of a variable conversion ratio, the securities shall also be valued at their nominal amount and the price of the shares for conversion purposes shall be that determined by the Board of Directors, which may include a premium or, where applicable, a discount on the price per share resulting from the criteria established]. The premium or discount may be different for each conversion date of each issue (or, as the case may be, each tranche of an issue), but if a discount on the price per share is fixed, it must be fixed by the Board of Directors or by the person authorised by it, in accordance with the terms considered appropriate in the market from time to time.

d) Pursuant to Article 415 of the Corporate Enterprises Act, debentures, bonds or other securities may not be converted into shares of the Company when the nominal value of such debentures, bonds or securities to be converted is less than the nominal value of the shares into which they are converted. Nor may convertible debentures, bonds or fixed-income securities be issued for less than their nominal value.

e) When the conversion takes place, the fractions of shares that, if any, should be delivered to the holder of the debentures or bonds shall be rounded down to the next lower whole number, and each holder shall receive in cash the difference that may arise in such case, depending on the availability of the Company's cash.

f) At the time of approving an issue under the delegation contained in this Resolution, the Board of Directors shall issue a report developing and specifying, on the basis of the criteria described above, the basis and methods of the conversion specifically applicable to the issue concerned. When so required by the applicable regulations, this report shall be accompanied by the relevant auditor's report, other than the Company's auditor, appointed for this purpose by the Commercial Registrar, in accordance with article 414 of the Corporate Enterprises Act.

6. Basis and methods for the exercise of warrants and other similar securities.- *The rules provided for in this Resolution shall apply mutatis mutandi in the event of the issue of warrants or other similar securities that may confer the right to subscribe for newly issued shares of the Company, and the delegation shall include the broadest powers, with the same scope as in the preceding paragraphs, to decide on all matters that are deemed appropriate in relation to such securities.*

Consequently, for issues under the delegation granted herein, the criteria set out in section [5] above shall apply, with the necessary adaptations in order to make them compatible with the legal and financial regime for this type of securities.

7. Exclusion of pre-emptive subscription rights.- *The Board of Directors is expressly delegated, pursuant to articles 417 and 511 of the Corporate Enterprises Act, the power to exclude, in whole or in part, shareholders' pre-emptive subscription rights in issues of convertible debentures or bonds, warrants and other securities similar to these, which occasionally it may decide to carry out under this delegation, when this is necessary or advisable for the Company's interests. In any event, if it is decided to exercise the conferred power to exclude pre-emptive subscription rights, the Board shall issue, at the time of approving the issue and in accordance with the applicable regulations, a report detailing the specific reasons of corporate interest justifying such measure, which, when required by the Corporate Enterprises Act, shall be accompanied by the corresponding report of an independent expert appointed by the Commercial Registry. Pursuant to article 510 of the Corporate Enterprises Act, the independent expert's reports provided for in articles 414.2 and 417.2.b) of the Corporate Enterprises Act shall not be required when the capital to be issued on the occasion of the conversion of the corresponding issue of convertible securities does not reach 20% of the share capital. However, the Board of Directors may obtain such reports on a voluntary basis.*

This power shall in any event be limited to those issues of convertible securities excluding shareholders' pre-emptive subscription rights for an aggregate maximum amount in accordance with which the capital increases made pursuant to the delegation conferred by this resolution, added to the capital increases excluding pre-emptive subscription rights made in exercise of the authorisation provided for under item 4.1 of the Agenda, do not exceed an aggregate maximum nominal amount equal to 20% of the share capital at the date of adoption of this resolution (€22,040,000 of the nominal value).

8. Capital increase.- *Pursuant to article 297.1.b) of the Corporate Enterprises Act, the*

Board of Directors is empowered to increase capital by the amount necessary to meet conversion requests. This power may only be exercised to the extent that the sum of the capital increased by the Board of Directors to cover the conversion of convertible debentures or bonds and the other capital increases agreed under other delegations granted by the General Shareholders' Meeting to increase capital, does not exceed the limit of one-half of the amount of share capital provided for in article 297.1.b) of the Corporate Enterprises Act. This delegation to increase the share capital to cover the conversion of securities includes the power to issue, on one or more occasions, the shares representing the share capital which are necessary to carry out the conversion, as well as to redraft article 5 of the Company Bylaws relating to the amount of share capital and the number of outstanding shares and, where appropriate, to cancel the part of said capital increase which has not been necessary for the conversion of securities convertible into shares. In accordance with the provisions of article 304.2 of the Corporate Enterprises Act, the capital increase carried out by the Board of Directors to meet such conversion requests shall not give rise to pre-emptive subscription rights of the Company's shareholders.

9. Likewise, the delegation to the Board of Directors includes the broadest powers as required by Law for (i) developing and determining the basis and methods of conversion as described in sections [5 and 6]; (ii) the interpretation, application, execution and implementation of the resolutions for issue of securities that are convertible into shares of the Company, on one or more occasions, and the corresponding capital increase, also granting it powers to correct and supplement them as necessary, as well as to comply with any requirements that may be legally required to implement them, being able to correct omissions or defects in said resolutions detected by any national or foreign authorities, officials or bodies. It shall also be empowered to adopt any resolutions and execute any public or private documents as it may deem necessary or advisable to adapt the aforementioned resolutions for issue of convertible securities and the corresponding capital increase to the verbal or written instructions of the Commercial Registrar or, in general, of any other national or foreign competent authorities, officials or bodies.

10. Information to the General Shareholders' Meeting.- *The Board of Directors shall inform the shareholders at the subsequent General Shareholders' Meetings held by the Company of the use, if any, of the delegation of powers referred to in this resolution up to that time.*

Likewise, in accordance with the applicable legislation, the issue resolution adopted on the basis of this delegation must be accompanied by the corresponding supporting report of the Board of Directors detailing the specific reasons of corporate interest justifying such

measure, which, when so required by the applicable regulations, shall be the subject of the corresponding report by an independent expert appointed by the Commercial Registry, as referred to in articles 414, 417, 510 and 511 of the Corporate Enterprises Act. The report, or reports, as applicable, shall be made available to the shareholders and communicated to the first General Shareholders' Meeting held after the issue resolution.

11. Admission to trading.- *The delegation to the Board of Directors provided for herein also includes the application for admission to trading, when the Board of Directors considers it appropriate, on official or unofficial secondary markets, whether organised or not, national or foreign, of the securities issued by virtue of this delegation, as well as the shares issued as a result of the conversion of the said securities, empowering the Board of Directors to carry out the formalities and actions necessary for admission to listing before the competent bodies of the various national or foreign securities markets, also providing such guarantees or commitments as may be required by the legal provisions in force.*

12. Powers of delegation, sub-delegation and granting of powers.- *By means of this Resolution and in accordance with article 249 bis section l) of the Corporate Enterprises Act, the Board of Directors is expressly authorised so that it may, in turn, delegate the delegated powers referred to in this resolution to any of the members of the Board of Directors or to any other person, whether or not that person is a member of the Board.*

13. Guarantee of issues of securities by Group companies.- *The Board of Directors is also authorised to guarantee on behalf of the Company, within the aforementioned limits, the issues of securities which, during the term of this Resolution, are carried out by Group companies.*

It is hereby stated that the relevant Directors' report justifying the proposed delegation to issue any fixed-income securities or debt instruments of a similar nature which are convertible into, or which confer rights to subscribe for, shares of the Company or which confer rights to acquire shares in the Company, has been made available to the shareholders.

This delegation of powers to the Board of Directors replaces that granted under item 4.2 of the Agenda of the General Shareholders' Meeting of the Company held on 10 July 2020, without affecting the outstanding issues currently formalised thereunder."

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

Board of Directors
11 May 2023

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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 June, 2nd, 2022, with the *Irish Stock Exchange*, entity operated by *Euronext Dublin*, in the maximum amount of EUR 300,000,000.

2. Euro Commercial Paper Programme

The Board of Directors of the Company at its meeting held on May 5th, 2022, in the exercise of the authorisation granted by the General Shareholders’ Meeting held on July 10th, 2020, 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 on June, 2nd, 2022, 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, and until today, different issues have been made for a total amount of EUR 163,400,000.

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

Board of Directors
11 May 2023

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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 2023 General Shareholders’ Meeting, and according to Article 528 of the Spanish Corporate Enterprises Act (hereinafter “**CEA**”) and Article 4.2 of the Regulations of the Board of Directors, about the amendment of Articles 5, 9, 10, 11, 12, 13, 14, 15, 16bis, 17, 24, 27, 31 and 32 of the Regulations of the Board of Directors (hereinafter, the “**Regulations**”), approved at the meeting of the Board of Directors held on 16 June 2022.

2. Scope and Justification for the Amendments

The amendment of the Regulations of the Board was carried out following the amendment of the Company Bylaws which was approved at the General Shareholders’ Meeting held on 16 June 2022.

In particular, the following amendments were included:

A) Change of name of the Appointments, Remuneration and Corporate Social Responsibility Committee.

As a result of the new name of the mentioned Committee (Appointments, Remuneration and *Sustainability* Committee), it was necessary to amend Articles 5, 9, 10, 11, 12, 13, 14, 15, 27 and 31 of the Regulations of the Board, since the said Articles included references to the Committee.

B) Adjustments resulting from the amendment of the Company Bylaws.

The Board amended the wording of the following articles in order to bring them into line with the new regulations of the Company Bylaws:

- **Amendment of Article 11 (the Vice Chairperson):** In line with the provisions of Article 33.1 of the Company Bylaws, the position of Vice Chairperson became optional, therefore, the verb used in Article 11 of the Regulations of the Board has been modified.
- **Amendment of Article 14 (Auditing and Compliance Committee):** An adjustment in relation to the responsibilities regarding related transactions has been made, in line with the amendment of the Spanish Corporate Enterprises Act.
- **Amendment of Article 16 bis (Lead Director):** The functions or competences of the Lead Director have increased, in line with the new wording of Article 33 of the Company Bylaws.

- **Amendment of Article 32 (Related Transactions):** The wording of this Article has been adjusted to the new regulation established by the last amendment of the Spanish Corporate Enterprises Act (2021) and the possibility of delegating to the Auditing and Compliance Committee certain related transactions has been included.
- C) **Inclusion of recommendations of the Good Governance Code of Listed Companies of the CNMV and Technical Guides of the CNMV.**

Although the Company has been complying de facto with most of the recommendations, the Board amended the following articles of the Regulations of the Board in order to complement and reinforce the provisions thereof:

- **Amendment of Article 14 (Auditing and Compliance Committee):** The following recommendations of the Good Governance Code of Listed Companies of the CNMV and the Technical Guides of the CNMV have been included:
 - **Recommendation 42.2.e).-** *(To ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and, in general, other requirements concerning auditor independence.).*
 - **Recommendation 41.-** *(The head of the unit handling the internal audit function should present an annual work programme to the auditing committee, for approval by this committee or the board, inform it directly of its execution and of any incidents or scope limitations arising during its implementation, the results and monitoring of its recommendations, and submit an activity report at the end of each year).*
 - **Recommendation 42.1.b).-** *(To ensure the independence of the unit handling the internal audit function; to propose the selection, appointment and removal of the head of the internal audit service; to propose this service's budget; to approve or make a proposal for approval to the board of the priorities and the annual work programme of the internal audit unit, ensuring that its activity is focused primarily on the main risks the company is exposed to (including reputational risk); to receive regular reports on its activities; and to verify that senior management is taking into account the findings and recommendations of its reports).*
 - **Recommendation 43.-** *(The auditing committee should be empowered to meet with any company employee or senior officer, even ordering their appearance without the presence of another senior officer).*

- **No. 53 of the Technical Guide 3/2017.**- *(If an internal audit area exists, the auditing committee must annually assess and approve its functions, action plans and resources to ensure that they are adequate to the entity's real needs, and, when appropriate, must propose the appointment, re-election or dismissal of the area head. To safeguard his/her independence, the internal auditor should not be dismissed in the absence of a prior proposal from the auditing committee. The auditing committee must ensure that internal audit staff profiles are suitable and that they can work objectively and independently).*

- **Amendment of Article 15 (Appointments, Remuneration and Sustainability Committee):** The following recommendations of the Good Governance Code of Listed Companies of the CNMV and the Technical Guides of the CNMV have been included:
 - **Section 3 (“Evaluating and selecting directors”), letter b) of the Technical Guide 1/2019.**- *(To analyse the other occupations of each of the company's directors. As part of the above evaluation and taking into account the required time commitment to the board, it is recommendable to perform said analysis, particularly with regard to the maximum number of boards on which the director may reasonably sit, with the aim of ensuring that directors devote sufficient time in practice and proposing, should this not be the case, the appropriate measures.)*

 - **No. 4 of the Technical Guide 1/2019** *(To submit proposals for the appointment, re-election and removal of independent directors): It has been included the competence of “submitting to the Board of Directors the proposals for the appointment of the Lead Director and proposing to the Board of Directors the powers to be granted to the Lead Director (without prejudice to those recognised by law), justifying their granting or revocation, within those recognised by these Regulations or the Company Bylaws or those granted by the Board of Directors.)*

 - **Section 12 of the Technical Guide 1/2019** *(“Reasons for the departure of directors”).- (It is considered appropriate that when a director resigns from the committee, the ARC should assess the information contained, as the case may be, in the document that the outgoing director has submitted to the board. In the event that the information available is not considered sufficient, the ARC should establish a dialogue with the director to discover the reasons why they have resigned, whether personal - health, family commitments, excessive workload, etc. - or of another nature, for example, disagreements with the entity's strategy, with other members of the board or the management, with significant shareholders or with any other party involved in the company's*

corporate governance. The ARC should ensure that the board of directors adequately disseminates the reasons and circumstances for the departure, including an explanation of the reasons for the departure in the ACGR).

- **Recommendation 50.e).**- *(To verify the information on the remuneration of directors and senior executives contained in corporate documents, including the Annual Report on the Remuneration of Directors.)*
- **Section 9 of the Technical Guide 1/2019** *(To propose the setting or verification of the remuneration accruing to directors).*
- **Amendment of Article 16 bis (Lead Director):** In compliance with Recommendation 34, the following powers are included:
 - (a) To chair the Board of Directors in the absence of the Chairperson and the Vice-Chairperson or Vice-Chairpersons, in any;
 - (b) To maintain contacts with investors, shareholders and proxy advisors, at the request of the Board of Directors, in order to know their points of view for the purposes of forming an opinion about their concerns and inform the Board of Directors, in particular, in relation to the corporate governance of the Company.
 - (c) To coordinate the succession plan of the Chairperson.
 - (d) To reflect the concerns of non-executive Directors.
- **Amendment of Article 17 (Meetings with the Board of Directors):** It has been included Recommendation 26 *(The Board of Directors should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items.)*

Although the Company complies de facto with recommendation no. 26 (except for the frequency of meetings), the Regulations of the Board did not provide for the possibility for each director to add new items to the agenda.

With the inclusion of the aforementioned amendments, compliance with the recommendations of the Good Governance Code of Listed Companies of the CNMV and best practices in terms of good governance and transparency has been reinforced.

For information purposes, a comparison chart of the amendments made to the above-mentioned articles of the Regulations of the Board is attached to this document as **Annex I**.

Likewise, shareholders are informed that the full contents of the Regulations of the Board of Directors (consolidated text), including the amendments to the aforementioned articles, are available on the Company's website and that, in accordance with article 529 of CEA, the amendment was notified to the Comisión Nacional del Mercado de Valores on 16 September 2022 under registration number 18284.

Annex I

Regulations of the Board

Previous wording	New wording
<p>Article 5.- Functions of the Board of Directors</p> <p>5.1 In accordance with Company Bylaws, and except for matters reserved for the General Shareholders Meeting, the Board of Directors is the superior deciding body of the Company, entrusted with its management, administration and representation.</p> <p>5.2 The policy of the Board is to delegate the ordinary management of the Company to executive bodies and the management team, and to focus its own activity on the general supervision of activities.</p> <p>5.3 Those legal or statutory powers reserved for the direct attention of the Board may not be delegated, neither may other those powers required for the reasonable performance of the supervisory role.</p> <p>To these effects, the Board of Directors is required, to directly assume all delegated powers under the applicable law and in particular the following responsibilities, with the assistance, where necessary, of the Commissions or Committees formed from its members all without prejudice to the powers of instruction, or within the jurisdiction of the General Meeting:</p>	<p>Article 5.- Functions of the Board of Directors</p> <p>5.1 In accordance with Company Bylaws, and except for matters reserved for the General Shareholders Meeting, the Board of Directors is the superior deciding body of the Company, entrusted with its management, administration and representation.</p> <p>5.2 The policy of the Board is to delegate the ordinary management of the Company to executive bodies and the management team, and to focus its own activity on the general supervision of activities.</p> <p>5.3 Those legal or statutory powers reserved for the direct attention of the Board may not be delegated, neither may other those powers required for the reasonable performance of the supervisory role.</p> <p>To these effects, the Board of Directors is required, to directly assume all delegated powers under the applicable law and in particular the following responsibilities, with the assistance, where necessary, of the Commissions or Committees formed from its members all without prejudice to the powers of instruction, or within the jurisdiction of the General Meeting:</p>

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.

<p>A) Functions relating to the General Shareholders' Meeting and the involvement of shareholders:</p> <ul style="list-style-type: none"> • To call the General Shareholders' Meeting, set the agenda and submit the proposals in relation to each of the items on the agenda, and to approve the rules regarding the holding thereof. • To propose to the General Shareholders' Meeting the amendment of the Company Bylaws and of the Regulations of the General Shareholders' Meeting. • To submit to the General Shareholders' Meeting operations for the acquisition or disposal of essential operating assets. • To submit to the General Shareholders' Meeting the operations whose effect is equivalent to winding up the Company. • To execute the resolutions approved by the General Shareholders' Meeting and exercise any functions that the latter has delegated or entrusted to it. • To approve, where appropriate, a policy regarding the fees for attendance to the General Shareholders' Meeting. 	<p>A) Functions relating to the General Shareholders' Meeting and the involvement of shareholders:</p> <ul style="list-style-type: none"> • To call the General Shareholders' Meeting, set the agenda and submit the proposals in relation to each of the items on the agenda, and to approve the rules regarding the holding thereof. • To propose to the General Shareholders' Meeting the amendment of the Company Bylaws and of the Regulations of the General Shareholders' Meeting. • To submit to the General Shareholders' Meeting operations for the acquisition or disposal of essential operating assets. • To submit to the General Shareholders' Meeting the operations whose effect is equivalent to winding up the Company. • To execute the resolutions approved by the General Shareholders' Meeting and exercise any functions that the latter has delegated or entrusted to it. • To approve, where appropriate, a policy regarding the fees for attendance to the General Shareholders' Meeting.
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Shall 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.

<ul style="list-style-type: none"> • In general, to submit to the General Shareholders' Meeting any matters that, according to the legislation in force, fall within its competence. • To determine the policies of information and communication with shareholders, markets and public opinion. <p>B) Functions relating to the policies and strategies of the Company and its Group:</p> <ul style="list-style-type: none"> • To establish the general policies and strategies of the Company and its Group. • To approve the strategic or business plan, as well as annual management targets and budgets, the investment and financing policy, the corporate social responsibility policy and the shareholders' remuneration policy. • To define the Group's corporate and governance structure. • To establish the risk control and management policy, including tax risks, and the monitoring of the internal information and control systems. 	<ul style="list-style-type: none"> • In general, to submit to the General Shareholders' Meeting any matters that, according to the legislation in force, fall within its competence. • To determine the policies of information and communication with shareholders, markets and public opinion. <p>B) Functions relating to the policies and strategies of the Company and its Group:</p> <ul style="list-style-type: none"> • To establish the general policies and strategies of the Company and its Group. • To approve the strategic or business plan, as well as annual management targets and budgets, the investment and financing policy, the corporate social responsibility <u>sustainability</u> policy and the shareholders' remuneration policy. • To define the Group's corporate and governance structure. • To establish the risk control and management policy, including tax risks, and the monitoring of the internal information and control systems.
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<ul style="list-style-type: none"> • To determine the Company's tax strategy and approve the investments or operations that have special tax risk due to their high amount or special characteristics. • To establish the shareholders' remuneration policy and propose to the General Shareholders' Meeting the decisions it considers most appropriate on the application of profits and dividend distribution, as well as, where appropriate, the payment of amounts through dividends. The Board of Directors may also propose other arrangements for remunerating shareholders. • To establish the treasury stock policy. • To approve the creation or acquisition of interests in special purpose entities or those domiciled in countries or territories that are treated as tax havens, as well as any other transactions or operations of a similar nature which, due to their complexity, could undermine the transparency of the Group. <p>C) Functions relating to the organisation of the Board of Directors:</p> <ul style="list-style-type: none"> • To approve and amend these Regulations according to the process established in Articles 3 and 4. 	<ul style="list-style-type: none"> • To determine the Company's tax strategy and approve the investments or operations that have special tax risk due to their high amount or special characteristics. • To establish the shareholders' remuneration policy and propose to the General Shareholders' Meeting the decisions it considers most appropriate on the application of profits and dividend distribution, as well as, where appropriate, the payment of amounts through dividends. The Board of Directors may also propose other arrangements for remunerating shareholders. • To establish the treasury stock policy. • To approve the creation or acquisition of interests in special purpose entities or those domiciled in countries or territories that are treated as tax havens, as well as any other transactions or operations of a similar nature which, due to their complexity, could undermine the transparency of the Group. <p>C) Functions relating to the organisation of the Board of Directors:</p> <ul style="list-style-type: none"> • To approve and amend these Regulations according to the process established in Articles 3 and 4.
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<ul style="list-style-type: none"> • To define the structure of the general powers to be granted by the Board of Directors or by the delegate administration bodies and the general rules that must be applied to the powers of attorney granted by Group companies. • To monitor the effective operation of the Committees created by it and the performance of any delegate bodies and members of the senior management designated. • To carry out, in collaboration with the Appointments, Remuneration and Corporate Social Responsibility Committee, an annual assessment of the operations thereof and those of its Committees, defining, on the basis of the results of such assessment and where appropriate, an action plan in order to correct any deficiencies identified. <p>D) Functions regarding the information to be provided by the Company:</p> <ul style="list-style-type: none"> • To set the criteria of the Company's information to the shareholders and the markets in general, under the criteria of equality, transparency, and truthfulness. • To prepare the annual accounts, the management report and the proposal for application of profits of the Company, 	<ul style="list-style-type: none"> • To define the structure of the general powers to be granted by the Board of Directors or by the delegate administration bodies and the general rules that must be applied to the powers of attorney granted by Group companies. • To monitor the effective operation of the Committees created by it and the performance of any delegate bodies and members of the senior management designated. • To carry out, in collaboration with the Appointments, Remuneration and Corporate Social Responsibility <u>Sustainability</u> Committee, an annual assessment of the operations thereof and those of its Committees, defining, on the basis of the results of such assessment and where appropriate, an action plan in order to correct any deficiencies identified. <p>D) Functions regarding the information to be provided by the Company:</p> <ul style="list-style-type: none"> • To set the criteria of the Company's information to the shareholders and the markets in general, under the criteria of equality, transparency, and truthfulness. • To prepare the annual accounts, the management report and the proposal for application of profits of the Company,
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<p>as well as the consolidated annual accounts and consolidated management report.</p> <ul style="list-style-type: none"> • To approve the financial information that the Company, as a listed company, must periodically disclose, ensuring that such documents fairly present the equity, the financial position and the results of the Company, as required by law. • To prepare the non-financial information statement (either separately or within the Company's management report) and appoint the independent verification service provider responsible for verifying the information included in such statement. • To approve the annual corporate governance report, the management report, the annual report on the remuneration of Directors and any other report that the Board of Directors considers appropriate to improve the information provided to shareholders and investors or as required by law. <p>E) Functions as regards remuneration and concerning the Directors and Executives:</p>	<p>as well as the consolidated annual accounts and consolidated management report.</p> <ul style="list-style-type: none"> • To approve the financial information that the Company, as a listed company, must periodically disclose, ensuring that such documents fairly present the equity, the financial position and the results of the Company, as required by law. • To prepare the non-financial information statement (either separately or within the Company's management report) and appoint the independent verification service provider responsible for verifying the information included in such statement. • To approve the annual corporate governance report, the management report, the annual report on the remuneration of Directors and any other report that the Board of Directors considers appropriate to improve the information provided to shareholders and investors or as required by law. <p>E) Functions as regards remuneration and concerning the Directors and Executives:</p>
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<ul style="list-style-type: none"> • To appoint directors by co-option and propose to the General Shareholders' Meeting the appointment, ratification, re-election or removal of Directors. • To designate and renew the internal offices of the Board of Directors and the members and offices of the Committees created within the Board of Directors. • To propose to the General Shareholders' Meeting the approval of the Directors' remuneration policy according to the law, and adopt any decisions regarding their remuneration according to the provisions of the Company Bylaws and the said policy. • To appoint the Directors with executive functions and remove them, fixing the remuneration to be paid according to their executive functions and to the terms and conditions of their agreements, in line with the Directors' remuneration policy approved by the General Shareholders' Meeting. • To approve the succession plan of the Chairman of the Board of Directors, at the proposal of the Appointments, 	<ul style="list-style-type: none"> • To appoint directors by co-option and propose to the General Shareholders' Meeting the appointment, ratification, re-election or removal of Directors. • To designate and renew the internal offices of the Board of Directors and the members and offices of the Committees created within the Board of Directors. • To propose to the General Shareholders' Meeting the approval of the Directors' remuneration policy according to the law, and adopt any decisions regarding their remuneration according to the provisions of the Company Bylaws and the said policy. • To appoint the Directors with executive functions and remove them, fixing the remuneration to be paid according to their executive functions and to the terms and conditions of their agreements, in line with the Directors' remuneration policy approved by the General Shareholders' Meeting. • To approve the succession plan of the Chairman of the Board of Directors, at the proposal of the Appointments,
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<p>Remuneration and Corporate Social Responsibility Committee.</p> <ul style="list-style-type: none"> To approve, at the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee, the definition and modification of the Company's chart, the appointment and removal of the members of the senior management and other executive personnel as required by law, as well as the establishment of the basic terms and conditions of their agreements, including remuneration and compensations or indemnities in case of removal. To decide on the authorisation or release from obligations derived from the duty of loyalty established by law (except when the decision on such authorisation or release legally correspond to the General Shareholders' Meeting). <p>F) Other functions:</p> <ul style="list-style-type: none"> To decide on the approval of the operations that the Company or the Group companies carry out with Directors or shareholders owning significant stakes or represented on 	<p>Remuneration and Corporate Social Responsibility <u>Sustainability</u> Committee.</p> <ul style="list-style-type: none"> To approve, at the proposal of the Appointments, Remuneration and Corporate Social Responsibility <u>Sustainability</u> Committee, the definition and modification of the Company's chart, the appointment and removal of the members of the senior management and other executive personnel as required by law, as well as the establishment of the basic terms and conditions of their agreements, including remuneration and compensations or indemnities in case of removal. To decide on the authorisation or release from obligations derived from the duty of loyalty established by law (except when the decision on such authorisation or release legally correspond to the General Shareholders' Meeting). <p>F) Other functions:</p> <ul style="list-style-type: none"> To decide on the approval of the operations that the Company or the Group companies carry out with Directors or shareholders owning significant stakes or represented on
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<p>the Board and their related parties, in the terms established by law.</p> <ul style="list-style-type: none"> • To issue an opinion concerning a takeover bid on the securities issued by the Company. • To resolve on the proposals submitted by the Chairman of the Board of Directors, the Chief Executive Officer, the Lead Director or the Committees of the Board of Directors. • To issue an opinion concerning any other matters that, falling under its competence, the Board may deem to be in the Company's interest, or are reserved by these Regulations for approval by the Board in plenary session. Those powers reserved by law to the direct hearing of the Board may not be delegated. 	<p>the Board and their related parties, in the terms established by law.</p> <ul style="list-style-type: none"> • To issue an opinion concerning a takeover bid on the securities issued by the Company. • To resolve on the proposals submitted by the Chairman of the Board of Directors, the Chief Executive Officer, the Lead Director or the Committees of the Board of Directors. • To issue an opinion concerning any other matters that, falling under its competence, the Board may deem to be in the Company's interest, or are reserved by these Regulations for approval by the Board in plenary session. Those powers reserved by law to the direct hearing of the Board may not be delegated.
<p>Article 9.- Term and renewal</p> <p>9.1 Directors shall hold office for a term of FOUR (4) years and may be re-elected one or more times for an equal period.</p> <p>9.2 Re-election will follow the turns determined by the length of service of members of the Board, according to the date and order of their appointment or re-election, without prejudice to the power of the General Shareholders Meeting to remove Directors at any time in accordance with the Law or the Company Bylaws.</p>	<p>Article 9.- Term and renewal</p> <p>9.1 Directors shall hold office for a term of FOUR (4) years and may be re-elected one or more times for an equal period.</p> <p>9.2 Re-election will follow the turns determined by the length of service of members of the Board, according to the date and order of their appointment or re-election, without prejudice to the power of the General Shareholders Meeting to remove Directors at any time in accordance with the Law or the Company Bylaws.</p>

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<p>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, Remuneration and Corporate Social Responsibility Committee.</p>	<p>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, Remuneration and Corporate Sustainability<u>Social Responsibility</u> 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, Remuneration and Corporate Social Responsibility Committee and his designation must comply with the requirements of Company Bylaws.</p> <p>10.2 The Chairman is the highest representative of the Company. The Chairman and, in his absence, the person that replaces him, will be granted powers in accordance with the Law and Company Bylaws and, in particular, the following:</p> <ul style="list-style-type: none"> • To chair the General Shareholders' Meetings. • To moderate procedures at the General Shareholders Meeting, organizing the interventions by shareholders and defining their duration. • To convene and chair meetings of the Board of Directors and the Executive Committee. 	<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, Remuneration and Sustainability<u>Corporate Social Responsibility</u> Committee and his designation must comply with the requirements of Company Bylaws.</p> <p>10.2 The Chairman is the highest representative of the Company. The Chairman and, in his absence, the person that replaces him, will be granted powers in accordance with the Law and Company Bylaws and, in particular, the following:</p> <ul style="list-style-type: none"> • To chair the General Shareholders' Meetings. • To moderate procedures at the General Shareholders Meeting, organizing the interventions by shareholders and defining their duration. • To convene and chair meetings of the Board of Directors and the Executive Committee.

<ul style="list-style-type: none"> • To prepare the agenda for Board of Directors and Executive Committee sessions, and to moderate the procedures. • To guarantee that all Directors are provided with the appropriate relevant information to enable them to perform their duties efficiently. • To execute the resolutions of the Board and the Commissions or Committees, to which effect he will have the widest powers of representation, without prejudice to the delegation by these bodies of duties to other managers. <p>10.3 If there is no majority, the Chairman will wield a casting vote.</p>	<ul style="list-style-type: none"> • To prepare the agenda for Board of Directors and Executive Committee sessions, and to moderate the procedures. • To guarantee that all Directors are provided with the appropriate relevant information to enable them to perform their duties efficiently. • To execute the resolutions of the Board and the Commissions or Committees, to which effect he will have the widest powers of representation, without prejudice to the delegation by these bodies of duties to other managers. <p>10.3 If there is no majority, the Chairman will wield a casting vote.</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, Remuneration and Corporate Social Responsibility Committee, one or several Deputy Chairman to replace the Chairman in cases of permanent or temporary absence or illness.</p> <p>11.2 If there are several Deputy Chairman, the one which has greater seniority will replace the Chairman in said cases.</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, Remuneration and SustainabilityCorporate Social Responsibility Committee, one or several Deputy Chairman to replace the Chairman in cases of permanent or temporary absence or illness.</p> <p>11.2 If there are several Deputy Chairman, the one which has greater seniority will replace the Chairman in said cases.</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,</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,</p>

<p>Remuneration and Corporate Social Responsibility 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>12.2 The Secretary will assist the Chairman in his duties and must also specially provide advice and information required by all Directors. In accordance with applicable law and Company Bylaws, the Secretary will also prepare the minutes of the Board sessions, noting the debates, in the appropriate medium, that occur, and the resolutions agreed, and will also ensure the safekeeping of all relevant documents.</p> <p>12.3 The Secretary will supervise the legal and material formality of the activities of the Board and their compliance with Company Bylaws and will guarantee that the governance procedures and rules are respected and regularly reviewed. He will also supervise compliance with the orders of regulatory bodies, and the consideration of any recommendations they may also make, as well as the Company corporate governance principles and these Regulations.</p> <p>12.4 All Directors will have access to the advice and services of the Secretary and, where appropriate, the Deputy Secretary. Directors therefore have a duty to appoint a Secretary and, where appropriate, a Deputy Secretary that are fully able to perform the duties associated to their position.</p>	<p>Remuneration and Sustainability Corporate Social Responsibility 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>12.2 The Secretary will assist the Chairman in his duties and must also specially provide advice and information required by all Directors. In accordance with applicable law and Company Bylaws, the Secretary will also prepare the minutes of the Board sessions, noting the debates, in the appropriate medium, that occur, and the resolutions agreed, and will also ensure the safekeeping of all relevant documents.</p> <p>12.3 The Secretary will supervise the legal and material formality of the activities of the Board and their compliance with Company Bylaws and will guarantee that the governance procedures and rules are respected and regularly reviewed. He will also supervise compliance with the orders of regulatory bodies, and the consideration of any recommendations they may also make, as well as the Company corporate governance principles and these Regulations.</p> <p>12.4 All Directors will have access to the advice and services of the Secretary and, where appropriate, the Deputy Secretary. Directors therefore have a duty to appoint a Secretary and, where appropriate, a Deputy Secretary that are fully able to perform the duties associated to their position.</p>
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<p>Article 13.- Delegate Committees of the Board of Directors</p> <p>13.1 Without prejudice to the individual delegation of powers to the Chairman or any other Director (Chief Executive Officer), the Board shall have the power to create an Executive Committee or Delegate Committees in order to assist in heightening objectivity and the review of motions, and empowered with the information, advice, proposals and other powers foreseen by Law, Company Bylaws and these Regulations, for the matters included in the following sections.</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, Remuneration and Corporate Social Responsibility Committee</p> <p>13.3 The appointments of members of the Committees and the delegation of powers indicated previously, will be made by the Board of Directors in compliance with the majorities foreseen in the Company Bylaws.</p> <p>13.4 The requirements to be a member of Committees and to accept the delegation of powers referred to in this article will be in accordance with the relevant Company Bylaws.</p> <p>13.5 The Committees will name a Chairman and a Secretary from amongst their members and will meet after being convened by the Chairman. The Committees will create an annual plan of operations which they will present to the Board of Directors. Unless specified otherwise, the</p>	<p>Article 13.- Delegate Committees of the Board of Directors</p> <p>13.1 Without prejudice to the individual delegation of powers to the Chairman or any other Director (Chief Executive Officer), the Board shall have the power to create an Executive Committee or Delegate Committees in order to assist in heightening objectivity and the review of motions, and empowered with the information, advice, proposals and other powers foreseen by Law, Company Bylaws and these Regulations, for the matters included in the following sections.</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, Remuneration and Sustainability Corporate Social Responsibility -Committee</p> <p>13.3 The appointments of members of the Committees and the delegation of powers indicated previously, will be made by the Board of Directors in compliance with the majorities foreseen in the Company Bylaws.</p> <p>13.4 The requirements to be a member of Committees and to accept the delegation of powers referred to in this article will be in accordance with the relevant Company Bylaws.</p> <p>13.5 The Committees will name a Chairman and a Secretary from amongst their members and will meet after being convened by the Chairman. The Committees will create an annual plan of operations which they will present to the Board of Directors. Unless specified otherwise, the</p>
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<p>rules on constitution, adoption of resolutions and operations established by these Regulations will be applicable in relation to the Board of Directors, providing they are compatible with the nature and duties of each Committee.</p>	<p>rules on constitution, adoption of resolutions and operations established by these Regulations will be applicable in relation to the Board of Directors, providing they are compatible with the nature and duties of each Committee.</p>
<p>Article 14.- The 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. All the members and, in particular, its Chairman shall be appointed taking into consideration their knowledge and experience in accounting, audit and management of both financial and non-financial risks. Likewise, 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. 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 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>In the absence, vacancy or illness of the Chairman, he will be replaced at the corresponding meeting by the independent Director with the greatest</p>	<p>Article 14.- The 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. All the members and, in particular, its Chairman shall be appointed taking into consideration their knowledge and experience in accounting, audit and management of both financial and non-financial risks. Likewise, the members of the Committee shall have the relevant expertise in relation to the sector of activity to whichof the Company <u>and international profiles with knowledge and expertise in innovation and information technologies (IT) shall be positively assessed</u> belongs.</p> <p>The Chairman of the Committee must be one of its members and also an External Independent Director. 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 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>In the absence, vacancy or illness of the Chairman, he will be replaced at the corresponding meeting by the independent Director with the greatest</p>

<p>seniority on the Committee, and in his absence, by the independent Director, member of the said Committee, who is the oldest.</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>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>a) In relation to the External Auditor</p> <ul style="list-style-type: none"> To submit to the Board of Directors proposals for the selection, appointment, reappointment and removal of the auditor, taking responsibility of the selection process, in accordance with the provisions of the regulations in force, as well as the conditions of recruitment and regularly seek information from him about the audit plan and its execution 	<p>seniority on the Committee, and in his absence, by the independent Director, member of the said Committee, who is the oldest.</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 maymust 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>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>a) In relation to the External Auditor</p> <ul style="list-style-type: none"> To submit to the Board of Directors proposals for the selection, appointment, reappointment and removal of the auditor, taking responsibility of the selection process, in accordance with the provisions of the regulations in force, as well as the conditions of recruitment and regularly seek information from him about the audit plan and its execution
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<p>while preserving its independence in the exercise of their functions. In this regard, to monitor that the change of auditor is reported through the CNMV.</p> <ul style="list-style-type: none"> • To maintain a relationship with external auditors so as to receive information on those matters that may endanger their independence and any others related to the development process of the Audit, and, when appropriate, authorization of services other than audit services in accordance with current legislation, as well as other communications envisaged in the legislation on Audit and in the technical Audit standards. • Serve as communication channel between the Board of Directors and the auditors (internal and external), evaluate the results of each audit and the responses of the management team to its recommendations. Ensure that the External Auditor maintains, at least once a year, a meeting with the Board of Directors in full to inform him / her about the work done and the evolution of the accounting or risk situation of the Company. • To receive annually from the external auditors the declaration of independence in relation to the entity or entities related to it directly or indirectly, as well as detailed and individualized information on any additional services provided class and the fees received from these entities by the external auditor or by persons or entities related to this in accordance with the provisions of the applicable regulations. 	<p>while preserving its independence in the exercise of their functions. In this regard, to monitor that the change of auditor is reported through the CNMV.</p> <ul style="list-style-type: none"> • To maintain a relationship with external auditors so as to receive information on those matters that may endanger their independence and any others related to the development process of the Audit, and, when appropriate, authorization of services other than audit services in accordance with current legislation, as well as other communications envisaged in the legislation on Audit and in the technical Audit standards. • Serve as communication channel between the Board of Directors and the auditors (internal and external), evaluate the results of each audit and the responses of the management team to its recommendations. Ensure that the External Auditor maintains, at least once a year, a meeting with the Board of Directors in full to inform him / her about the work done and the evolution of the accounting or risk situation of the Company. • To receive annually from the external auditors the declaration of independence in relation to the entity or entities related to it directly or indirectly, as well as detailed and individualized information on any additional services provided class and the fees received from these entities by the external auditor or by persons or entities related to this in accordance with the provisions of the applicable regulations. • <u>To ensure that the Company and the external auditor observe the current regulations on the provision of services other than audit, the limits on the concentration of the auditor's business and, in general, other regulations on the independence of auditors</u>
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<ul style="list-style-type: none"> • To issue annually, prior to the issuance of the Audit Report, a report in which an opinion on the independence of the Auditor shall be expressed, in accordance with the law. • To supervise the fulfilment of the Audit Contract and ensure that the remuneration for the external auditor’s work does not interfere with its quality and independence. • In the event of an external auditor resigning, to examine the circumstances giving rise to this. <p>b) Supervision of the effectiveness of the internal control and risk management</p> <ul style="list-style-type: none"> • To monitor the effectiveness of the company’s internal control, the internal audit systems and risk management, including tax, and discuss with the auditor any significant internal control weaknesses detected during the audit, all this without breaking their independence, being able to present to the Board of Directors recommendations or proposals and the corresponding deadline for compliance. • 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, Remuneration and Corporate Social Responsibility Committee in this matter. <p>c) Supervision of financial and non-financial information</p> <ul style="list-style-type: none"> • To supervise and assess the preparation and presentation of the financial and non-financial mandatory information process and submit to the 	<ul style="list-style-type: none"> • <u> </u>To issue annually, prior to the issuance of the Audit Report, a report in which an opinion on the independence of the Auditor shall be expressed, in accordance with the law. • To supervise the fulfilment of the Audit Contract and ensure that the remuneration for the external auditor’s work does not interfere with its quality and independence. • In the event of an external auditor resigning, to examine the circumstances giving rise to this. <p>b) Supervision of the effectiveness of the internal control and risk management</p> <ul style="list-style-type: none"> • To monitor the effectiveness of the company’s internal control, the internal audit systems and risk management, including tax, and discuss with the auditor any significant internal control weaknesses detected during the audit, all this without breaking their independence, being able to present to the Board of Directors recommendations or proposals and the corresponding deadline for compliance. • 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, Remuneration and Corporate Social Responsibility Sustainability Committee in this matter. <p>c) Supervision of financial and non-financial information</p> <ul style="list-style-type: none"> • To supervise and assess the preparation and presentation of the financial and non-financial mandatory information process and submit to the
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<p>Board of Directors recommendations or proposals aimed at safeguarding its integrity.</p> <ul style="list-style-type: none"> To review the appointment or replacement of those responsible for the financial and non-financial reporting processes, internal control systems of the company and risk management. To ensure that the financial and non-financial information provided to the markets is produced in line with the same principles, criteria and professional practises used to produce the Annual Accounts. To review company annual accounts (including Corporate Governance Annual Report) and oversee compliance with legal requirements and the appropriate application of generally accepted accounting principles, receiving the direct cooperation of the both internal and external auditors. To inform the Board of Directors about the related financial and non-financial information that the Company must periodically make public, ensuring the clarity, veracity and integrity thereof. 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, Remuneration and Corporate Social Responsibility Committee on this matter. 	<p>Board of Directors recommendations or proposals aimed at safeguarding its integrity.</p> <ul style="list-style-type: none"> To review the appointment or replacement of those responsible for the financial and non-financial reporting processes, internal control systems of the company and risk management. To ensure that the financial and non-financial information provided to the markets is produced in line with the same principles, criteria and professional practises used to produce the Annual Accounts. To review company annual accounts (including Corporate Governance Annual Report) and oversee compliance with legal requirements and the appropriate application of generally accepted accounting principles, receiving the direct cooperation of the both internal and external auditors. To inform the Board of Directors about the related financial and non-financial information that the Company must periodically make public, ensuring the clarity, veracity and integrity thereof. 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, Remuneration and Corporate Social Responsibility<u>Sustainability</u> Committee on this matter.
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<p>d) Supervision of Internal Audit, Risk and Compliance functions:</p> <ul style="list-style-type: none"> • To ensure the independence and effectiveness of the functions of Internal Audit, Risk and Compliance. • To supervise and evaluate the performance of the Internal Audit, Risk and Compliance area, whose managers will inform the Committee of the incidents that are presented in their annual work plan and submit an activity report at the end of each year. • To review the annual work plan of these areas and carry out the monitoring of it. • To approve the annual budget of the Internal Audit, Risk and Compliance departments. • To supervise the selection, appointment and removal of the person in charge of the functions of Internal Audit, Risk and Compliance. <p>• To establish and, where appropriate, supervise the Whistleblower Channels of the Company, receiving periodic reports on the operation of the channels, and in particular, on the number of complaints received, their</p>	<p>d) Supervision of Internal Audit, Risk and Compliance functions:</p> <ul style="list-style-type: none"> • To ensure the independence and effectiveness of the functions of Internal Audit, Risk and Compliance. • To supervise and evaluate the performance of the Internal Audit, Risk and Compliance area, whose managers will inform the Committee of the incidents that are presented in their annual work plan and submit an activity report at the end of each year. • <u>To approve and To review the annual work plan of these areas and carry out the monitoring of it.</u> • To approve the annual budget of the Internal Audit, Risk and Compliance departments. • To supervise the selection, appointment and removal <u>(which necessarily must be accompanied by a proposal of the Auditing and Compliance Committee)</u> of the person in charge of the functions of Internal Audit, Risk and Compliance. • <u>To verify that the senior management considers the conclusions and recommendations of the reports prepared by the Internal Audit, Risks and Compliance departments.</u> • <u>To ensure that the profiles of the staff in the Internal Audit, Risks and Compliance departments are adequate and that they can perform their tasks objectively and independently.</u> • To establish and, where appropriate, supervise the Whistleblower Channels of the Company, receiving periodic reports on the operation of the channels, and in particular, on the number of complaints received, their
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<p>typology, results and the action plans. To supervise that such Whistleblower Channels allow to communicate any irregularities particularly important, including those of a financial, accounting or any other nature, in relation to the Company.</p> <p>e) General Shareholders' Meeting</p> <ul style="list-style-type: none"> To report to the General Shareholders' Meeting with regard to matters, raised by shareholders in the meeting, that are within the competence of the Committee, and in particular on the outcome of the audit, explaining how the audit contributed to the integrity of financial and non-financial reporting and the role that the commission has played in this process. To prepare the annual report on the operation of the Commission for making it available to shareholders and other interest groups. 	<p>typology, results and the action plans. To supervise that such Whistleblower Channels allow to communicate any irregularities particularly important, including those of a financial, accounting or any other nature, in relation to the Company.</p> <p>e) General Shareholders' Meeting</p> <ul style="list-style-type: none"> To report to the General Shareholders' Meeting with regard to matters, raised by shareholders in the meeting, that are within the competence of the Committee, and in particular on the outcome of the audit, explaining how the audit contributed to the integrity of financial and non-financial reporting and the role that the commission has played in this process. To prepare the annual report on the operation of the Commission for making it available to shareholders and other interest groups. <p>f) (f) Related party transactions:</p> <ul style="list-style-type: none"> <u>To support the Board of Directors in defining, approving and implementing a reporting and approval process for related transactions.</u> <u>To analyse and carry out, in relation to the transactions to be approved by the Board of Directors or by the General Shareholders' Meeting, a report -of a legal, commercial and economic nature- which allows to determine whether a related transaction is fair and reasonable from the point of view of the Company and that of the shareholders which are not related parties, giving an account of the budgets on which the assessment is based, and the methods used.</u>
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<p>f) Others</p> <ul style="list-style-type: none"> To examine compliance with the Internal Regulations on Good Conduct in Stock Markets, the Regulations of the Board of Directors, the Internal Regulations, and, in general, to supervise compliance with the corporate governance regulations and codes of conduct of the company, ensuring that the corporate culture is aligned with its goals and values. The monitoring of the application of the general policy on economic and financial, non-financial and corporate information disclosure, as well as communication with shareholders and investors, proxy advisors and other stakeholders. To inform, in advance, the Board of Directors on all matters under the Law, the Company Bylaws and these Regulations and, in particular, (i) the financial and non-financial information that the Company must periodically disclose; and (ii) the creation or acquisition of shares in special purpose entities or domiciled in countries or territories considered tax havens, (iii) transactions with related parties and (iv) the operations of structural and corporate modifications of special relevance. To establish and supervise the existence of a crime prevention and detection model. <p>The Executive Directors may attend with voice but no vote the meetings of the Commission, at the request of the President of the same.</p>	<ul style="list-style-type: none"> <u>To approve the completion of related transactions which have been delegated to it by the Board of Directors.</u> <u>To monitor the internal procedure and regular control established by the Board of Directors for those related transactions which approval has been delegated by the Board.</u> <p>(g) Others</p> <ul style="list-style-type: none"> To examine compliance with the Internal Regulations on Good Conduct in Stock Markets, the Regulations of the Board of Directors, the Internal Regulations, and, in general, to supervise compliance with the corporate governance regulations and codes of conduct of the company, ensuring that the corporate culture is aligned with its goals and values. The monitoring of the application of the general policy on economic and financial, non-financial and corporate information disclosure, as well as communication with shareholders and investors, proxy advisors and other stakeholders. To inform, in advance, the Board of Directors on all matters under the Law, the Company Bylaws and these Regulations and, in particular, (i) the financial and non-financial information that the Company must periodically disclose; and (ii) the creation or acquisition of shares in special purpose entities or domiciled in countries or territories considered tax havens, (iii) transactions with related parties and (iv) the operations of structural and corporate modifications of special relevance. To establish and supervise the existence of a crime prevention and detection model.
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<p>Any member of the management or staff of the Company is obliged to attend the meetings of the Committee and to provide their collaboration and access to the information available that may be required for that purpose. The Commission may also request the attendance at its meetings of the external auditors. The responsible for the functions of Internal Audit, Risk and Compliance will also be present at the meetings of the Audit and Compliance Committee, unless otherwise indicated by the Chairman of the Commission.</p> <p>For the best performance of its functions, the Audit and Compliance Committee may seek the advice of outside professionals.</p> <p>14.3 Quorum and approval of resolutions. 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 on the constitution and adoption of resolutions by the Board of Directors shall apply to the Audit and Compliance Committee on matters not covered in this article.</p> <p>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 Executive Directors may attend with voice but no vote the meetings of the Commission, at the request of the President of the same.</p> <p>Any member of the management or staff of the Company is obliged to attend the meetings of the Committee and to provide their collaboration and access to the information available that may be required for that purpose. The Commission may also request the attendance at its meetings of the external auditors. The responsible for the functions of Internal Audit, Risk and Compliance will also be present at the meetings of the Audit and Compliance Committee, unless otherwise indicated by the Chairman of the Commission.</p> <p>For the best performance of its functions, the Audit and Compliance Committee may seek the advice of outside professionals.</p> <p>14.3 Quorum and approval of resolutions. 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 on the constitution and adoption of resolutions by the Board of Directors shall apply to the Audit and Compliance Committee on matters not covered in this article.</p> <p>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><u>Any person who is previously invited by the Chairperson of the Committee may attend the Auditing and Compliance meetings, however his or her attendance will be limited to the items on the agenda in relation to which he or she has been invited.</u></p>
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<p>Article 15.- The Appointments, Remuneration and Corporate Social Responsibility Committee</p> <p>15.1 Positions. The Appointments, Remuneration and Corporate Social Responsibility Committee will be formed by at least THREE (3) and at most FIVE (5) External Directors, all named by the Board of Directors, the majority of whom will be External Independent Directors. All the members will be appointed ensuring that they have the capacity, dedication and experience required to perform the required functions.</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 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, Remunerations and Corporate Social Responsibility Committee will act as the Committee's representative at the meetings of the Board of Directors and the General Shareholders' Meeting.</p> <p>In the absence, vacancy or illness of the Chairman, he will be replaced at the corresponding meeting by the independent director with the greatest</p>	<p>Article 15.- The Appointments, Remuneration and Corporate Social Responsibility Committee <u>Sustainability</u></p> <p>15.1 Positions. The Appointments, Remuneration and Corporate Social Responsibility <u>Sustainability</u> Committee will be formed by at least THREE (3) and at most FIVE (5) External Directors, all named by the Board of Directors, the majority of whom will be External Independent Directors. All the members will be appointed ensuring that they have the capacity, dedication and experience required to perform the required functions.</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 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><u>The Appointments, Remuneration and Sustainability Committee, regularly or occasionally, as deemed appropriate, shall be in touch with the Chairperson of the Board of Directors, the first executive of the Company, the Vice-Chairperson of the Board of Directors, if any, the Lead Director, as well as, if deemed necessary, the executives of the Company.</u></p> <p>The Chairman of the Appointments, Remunerations and Corporate Social Responsibility <u>Sustainability</u> Committee will act as the Committee's representative at the meetings of the Board of Directors and the General Shareholders' Meeting.</p> <p>In the absence, vacancy or illness of the Chairman, he will be replaced at the corresponding meeting by the independent director with the greatest</p>
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<p>seniority on the Committee, and in his absence, by the independent director, member of the said Committee, who is the oldest.</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 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. The Appointments, Remuneration and Corporate Social Responsibility 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, 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:</p> <p>a) Appointment and re-election of Directors:</p> <ul style="list-style-type: none"> 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. 	<p>seniority on the Committee, and in his absence, by the independent director, member of the said Committee, who is the oldest.</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 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. The Appointments, Remuneration and Corporate Social Responsibility<u>Sustainability</u> 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, 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:</p> <p>a) Appointment, <u>removal</u> and re-election of Directors:</p> <ul style="list-style-type: none"> 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.
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<ul style="list-style-type: none"> • To prepare and, if necessary, periodically update a matrix with the necessary skills of the Board that defines the skills and knowledge of the candidates for Directors. • To submit to the Board any proposals on the appointment of Independent Directors so that the Board may directly designate such Directors (Co-opt) 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. 	<ul style="list-style-type: none"> • To prepare and, if necessary, periodically update a matrix with the necessary skills of the Board that defines the skills and knowledge of the candidates for Directors. • <u>To analyse the other tasks of each Director, ensuring that the Directors devote in practice the necessary time and, otherwise, proposing the appropriate measures.</u> • To submit to the Board any proposals on the appointment of Independent Directors so that the Board may directly designate such Directors (Co-opt) 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. • <u>Likewise, to report on the appointment of the Secretary or Vice-Secretary of the Board of Directors, even if they are not Directors, so that the Board proceeds to their appointment.</u> • <u>To submit to the Board of Directors the proposals for appointment of the Lead Director and propose to the Board of Directors the powers to be granted to the Lead Director (without prejudice to the powers granted by Law), justifying their granting or revocation, within those recognised by these Regulations or the Company Bylaws or those that may be granted by the Board of Directors.</u>
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<ul style="list-style-type: none"> • To propose to the Board of Directors the members that should be part of each of the Committees. • To propose the Directors' Selection Policy to the Board of Directors and verify its compliance annually. <p>b) Appointment and separation of senior managers and the basic conditions of their contracts</p> <ul style="list-style-type: none"> • To report on the proposals for appointment and removal of senior managers and the basic terms of their contracts. <p>c) Remuneration Policy</p> <ul style="list-style-type: none"> • 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 	<ul style="list-style-type: none"> • _____ To propose to the Board of Directors the members that should be part of each of the Committees. • To propose the Directors' Selection Policy to the Board of Directors and verify its compliance annually. • <u>To ensure that the Board of Directors communicates in any appropriate form the reasons and circumstances of the removal of Directors, including an explanation of the reasons for such removal in the Annual Corporate Governance Report.</u> <p>b) Appointment and separation of senior managers and the basic conditions of their contracts</p> <ul style="list-style-type: none"> • To report on the proposals for appointment and removal of senior managers and the basic terms of their contracts. <p>c) Remuneration Policy</p> <ul style="list-style-type: none"> • 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, <u>according to the remuneration policy approved by the General Shareholders' Meeting</u>. 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.
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<p>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.</p> <p>d) Examination and organization of the succession plan of the Chairman of the Board and the Chief Executive Officer and senior management</p> <ul style="list-style-type: none"> To examine and organize the succession of the chairman and chief executive of the Company and, where appropriate, to make proposals to the Board of Directors for such succession to occur in an orderly and planned manner. <p>e) Evaluation of the Board of Directors and the specialized Committees</p> <ul style="list-style-type: none"> To lead the evaluation periodically, and at least once a year, on the structure, size, composition and performance of the Board of Directors and specialized Committees, making recommendations as deemed necessary and appropriate in each case. 	<ul style="list-style-type: none"> 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. <u>To verify the information on remuneration of Directors and Senior Executives included in the various corporate documents.</u> <u>To propose the determination or verification of the accrued remuneration of Directors and senior executives and assess the degree of compliance with the criteria and objectives set.</u> <p>d) Examination and organization of the succession plan of the Chairman of the Board and the Chief Executive Officer and senior management</p> <ul style="list-style-type: none"> To examine and organize the succession of the chairman and chief executive of the Company and, where appropriate, to make proposals to the Board of Directors for such succession to occur in an orderly and planned manner. <p>e) Evaluation of the Board of Directors and the specialized Committees</p> <ul style="list-style-type: none"> To lead the evaluation periodically, and at least once a year, on the structure, size, composition and performance of the Board of Directors and specialized Committees, making recommendations as deemed necessary and appropriate in each case.
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<ul style="list-style-type: none"> To evaluate periodically, and at least once a year, the suitability of the Board of Directors and its members and inform the Board of Directors about it. <p>f) Conflicts of interest</p> <ul style="list-style-type: none"> To report on any transactions that imply or may imply conflict of interest and, in general, on the matters related to the duties of Directors in accordance with the current Regulations. To ensure that any conflicts of interest do not prejudice the independence of external advice provided to the Committee. <p>g) Corporate Responsibility and Sustainability:</p> <ul style="list-style-type: none"> To inform the Board of the sustainability policy as regards environment and social issues, ensuring the adoption and effective implementation of good practices, both mandatory and those in line with national or international recommendations on such matters. To carry out the monitoring of the strategy and practices in the field of sustainability and evaluate its degree of compliance. Included in this aspect, as competence of the Committee, are environmental, social, human rights, stakeholder management, reputation, recognition and visibility issues, as well as the inclusion in indexes and rankings which are relevant for the Company. In particular, to monitor that the Company's practices regarding environment and social issues are in line with the set strategy and policies, in order that they fulfil their mission of promoting social interest 	<ul style="list-style-type: none"> To evaluate periodically, and at least once a year, the suitability of the Board of Directors and its members and inform the Board of Directors about it, <u>as well as the submission of proposals for action plans or recommendations to correct any deficiencies detected, if appropriate.</u> <p>f) Conflicts of interest</p> <ul style="list-style-type: none"> To report on any transactions that imply or may imply conflict of interest and, in general, on the matters related to the duties of Directors in accordance with the current Regulations. To ensure that any conflicts of interest do not prejudice the independence of external advice provided to the Committee. <p>g) Corporate Responsibility and Sustainability:</p> <ul style="list-style-type: none"> To inform the Board of the sustainability policy as regards environment and social issues, ensuring the adoption and effective implementation of good practices, both mandatory and those in line with national or international recommendations on such matters. To carry out the monitoring of the strategy and practices in the field of sustainability and evaluate its degree of compliance. Included in this aspect, as competence of the Committee, are environmental, social, human rights, stakeholder management, reputation, recognition and visibility issues, as well as the inclusion in indexes and rankings which are relevant for the Company. In particular, to monitor that the Company's practices regarding environment and social issues are in line with the set strategy and policies, in order that they fulfil their mission of promoting social interest and take into account, where appropriate, the legitimate interests of the remaining stakeholders.
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<p>and take into account, where appropriate, the legitimate interests of the remaining stakeholders.</p> <ul style="list-style-type: none"> • To monitor and follow-up the corporate reputation and engagement with stakeholders in relation to the Committee’s activities and any matters in the area of its competence. • In relation to non-financial information (whether prepared separately or as part of the management report): to determine the guidelines, criteria and general principles that must govern the contents of the non-financial information statement, verifying that its contents are in line with the Company’s strategy in this matter, as well as with the regulations and standards in this matter, and to inform the Board of Directors thereof, prior to its preparation, taking into account the report prepared by the Audit and Compliance Committee. • To regularly receive the report from the Sustainability Committee about any issues within the area of its competence according to the Committee’s needs (i.e., positioning as regards climate change and environment, human rights, remuneration linked to ESG, etc.) • To receive from the corresponding department, at least once a year and whenever it deems it convenient for the proper performance of its duties, information on the liability policy and, specifically, on the following topics: <ul style="list-style-type: none"> o Positioning of the Company in the existing indexes in terms of sustainability and corporate responsibility. o Participation in institutions within the framework of the Philanthropy Policy. 	<ul style="list-style-type: none"> • To monitor and follow-up the corporate reputation and engagement with stakeholders in relation to the Committee’s activities and any matters in the area of its competence. • In relation to non-financial information (whether prepared separately or as part of the management report): to determine the guidelines, criteria and general principles that must govern the contents of the non-financial information statement, verifying that its contents are in line with the Company’s strategy in this matter, as well as with the regulations and standards in this matter, and to inform the Board of Directors thereof, prior to its preparation, taking into account the report prepared by the Audit and Compliance Committee. • To regularly receive the report from the Sustainability Committee about any issues within the area of its competence according to the Committee’s needs (i.e., positioning as regards climate change and environment, human rights, remuneration linked to ESG, etc.) • To receive from the corresponding department, at least once a year and whenever it deems it convenient for the proper performance of its duties, information on the liability policy and, specifically, on the following topics: <ul style="list-style-type: none"> o Positioning of the Company in the existing indexes in terms of sustainability and corporate responsibility. o Participation in institutions within the framework of the Philanthropy Policy. o To receive information from the Code of Ethics Department in relation to initiatives to amend the Code of Ethics and any other relevant
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<p>o To receive information from the Code of Ethics Department in relation to initiatives to amend the Code of Ethics and any other relevant issue for the promotion of knowledge and compliance with the Code of Ethics.</p> <p>h) Diversity</p> <ul style="list-style-type: none"> To fix the Diversity Policy of the Company applied in relation to the Board of Directors, management and specialized committees, establishing, among others, representation objectives for the less represented sex, as well as elaborate guidelines on how to achieve said objective. To ensure that in the selection processes diversity is favored regarding issues such as age, gender, disability or professional training and experience and do not suffer from implicit biases that may imply any discrimination. <p>i) Others</p> <ul style="list-style-type: none"> To supervise and evaluate the processes of relationship with the different interest groups in their area of competence. To inform, in advance, the Board of Directors on all matters under the Law, the Company Bylaws and these Regulations. To promote and follow the training plan of the Board of Directors. To prepare the report or annual report on the operation of the Commission for its availability to shareholders and other interest groups. To lead the launch of quality and labor quality surveys and follow up on the results and action plans, without prejudice to the management of any other issue related to human resources management. 	<p>issue for the promotion of knowledge and compliance with the Code of Ethics.</p> <p>h) Diversity</p> <ul style="list-style-type: none"> To fix the Diversity Policy of the Company applied in relation to the Board of Directors, management and specialized committees, establishing, among others, representation objectives for the less represented sex, as well as elaborate guidelines on how to achieve said objective. To ensure that in the selection processes diversity is favored regarding issues such as age, gender, disability or professional training and experience and do not suffer from implicit biases that may imply any discrimination. <p>i) Others</p> <ul style="list-style-type: none"> To supervise and evaluate the processes of relationship with the different interest groups in their area of competence. To inform, in advance, the Board of Directors on all matters under the Law, the Company Bylaws and these Regulations. To promote and follow the training plan of the Board of Directors. To prepare the report or annual report on the operation of the Commission for its availability to shareholders and other interest groups. To lead the launch of quality and labor quality surveys and follow up on the results and action plans, without prejudice to the management of any other issue related to human resources management.
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<p>The Committee must consider the suggestions made by the Chairman, the members of the Board, company executives or shareholders. The Executive Directors may attend with voice but no vote the meetings of the Commission, at the request of the Chairman of the same. He is obliged to attend the meetings of the Committee and to provide his collaboration and access to the information available to any member of the management or staff of the Company that may be required for that purpose.</p> <p>The meetings of the Appointments, Remuneration and Corporate Social Responsibility 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>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, Remuneration and Corporate Social Responsibility 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, Remuneration and Corporate Social Responsibility Committee on matters not covered in this article. The Committee must report on all such resolutions and decisions to</p>	<p>The Committee must consider the suggestions made by the Chairman, the members of the Board, company executives or shareholders. The Executive Directors may attend with voice but no vote the meetings of the Commission, at the request of the Chairman of the same. He is obliged to attend the meetings of the Committee and to provide his collaboration and access to the information available to any member of the management or staff of the Company that may be required for that purpose.</p> <p>The meetings of the Appointments, Remuneration and Corporate Social ResponsibilitySustainability 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>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, Remuneration and Corporate Social Responsibility 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, Remuneration and Corporate Social ResponsibilitySustainability Committee on matters not covered in this article. The Committee must report on all such resolutions</p>
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<p>the Board of Directors. If there is no majority, the Chairman will wield a casting vote.</p>	<p>and decisions to the Board of Directors. If there is no majority, the Chairman will wield a casting vote.</p>
<p>Article 16 bis.- The Lead Director</p> <p>16bis.1 The Board of Directors, with the abstention of the Executive Directors, may appoint, in the event it may be deemed relevant, a Lead Director among the External Independent Directors.</p> <p>16bis.2 For a Director to be appointed Lead Director it will be required to hold the position of External Independent Director. The Lead Director shall cease to hold office when he does as a Director, in case of losing the status of External Independent Director, or when it is decided by the Board of Directors.</p> <p>16bis.3 The Lead Director is specifically empowered to:</p> <ul style="list-style-type: none"> a) Call a meeting of the Board of Directors or the inclusion of new items on the agenda of an already convened Board of Directors. b) Coordinate and gather the non-executive Directors (External). c) Conduct, where appropriate, the periodic evaluation of the Chairman of the Board of Directors. 	<p>Article 16 bis.- The Lead Director</p> <p>16bis.1 The Board of Directors, with the abstention of the Executive Directors, may appoint, in the event it may be deemed relevant, a Lead Director among the External Independent Directors.</p> <p>16bis.2 For a Director to be appointed Lead Director it will be required to hold the position of External Independent Director. The Lead Director shall cease to hold office when he does as a Director, in case of losing the status of External Independent Director, or when it is decided by the Board of Directors.</p> <p>16bis.3 The Lead Director is specifically empowered to <u>carry out all or any of the following powers:</u></p> <ul style="list-style-type: none"> <u>(a) To chair the Board of Directors in the absence of the Chairperson and the Vice-Chairperson or Vice-Chairpersons, in any.</u> <u>(b) To maintain contacts with investors, shareholders and proxy advisors, at the request of the Board of Directors, in order to know their points of view for the purposes of forming an opinion about their concerns and inform the Board of Directors, in particular, in relation to the corporate governance of the Company.</u> <u>(c) To coordinate the succession plan of the Chairperson-.</u> <u>(d) To reflect the concerns of non-executive Directors</u> <u>(e)→</u> Call a meeting of the Board of Directors or the inclusion of new items on the agenda of an already convened Board of Directors.

	<p>(f)b) Coordinate and gather the non-executive Directors (External).</p> <p>(g)e) Conduct, where appropriate, the periodic evaluation of the Chairman of the Board of Directors.</p>
<p>Article 17.- Meetings of the Board of Directors</p> <p>17.1 The Board of Directors will meet regularly, at the intervals established by the current legislation, and at least SIX (6) times per year. The Board of Directors will also meet whenever the interests of the company require, whenever decided by the Chairman or by his substitute, or on request of at least one third of the members of the Board, in which case the Chairman should convene a meeting of the Board within a period of ten days from such a request. Additionally, in cases where appropriate, the Board of Directors will be convened by request of the Lead Director.</p> <p>17.2 Meetings of the Board of Directors will be convened by letter, fax, telegram, email or any other digital medium, sent to the most recent address, e mail address or app of each Director as registered in Company records in a way which ensures its receipt by the Director sufficiently in advance and authorized by the signature or e-mail of the Chairman or the Secretary or Vice Secretary on behalf of the Chairman. The meeting will be convened at least FIVE (5) days before it is held.</p> <p>17.3 The announcement of the meeting will always include the agenda for the session along with a summary of all relevant information.</p>	<p>Article 17.- Meetings of the Board of Directors</p> <p>17.1 The Board of Directors will meet regularly, at the intervals established by the current legislation, and at least SIX (6) times per year. The Board of Directors will also meet whenever the interests of the company require, whenever decided by the Chairman or by his substitute, or on request of at least one third of the members of the Board, in which case the Chairman should convene a meeting of the Board within a period of ten days from such a request. Additionally, in cases where appropriate, the Board of Directors will be convened by request of the Lead Director.</p> <p>17.2 Meetings of the Board of Directors will be convened by letter, fax, telegram, email or any other digital medium, sent to the most recent address, e mail address or app of each Director as registered in Company records in a way which ensures its receipt by the Director sufficiently in advance and authorized by the signature or e-mail of the Chairman or the Secretary or Vice Secretary on behalf of the Chairman. The meeting will be convened at least FIVE (5) days before it is held.</p> <p>17.3 The announcement of the meeting will always include the agenda for the session along with a summary of all relevant information <u>with each Director being able to propose individually other items on the agenda not originally included therein, at least five (5) days in advance of the scheduled date of the meeting. The agenda will be approved by the Board of Directors at the meeting itself.</u></p>

<p>17.4 The meeting will not need to be convened in accordance with the previous articles whenever all of its members are present at a meeting and unanimously decide to hold a Board meeting.</p> <p>17.5 Extraordinary sessions of the Board may be convened by telephone with no regard for the required advance warning and other requirements in the previous articles whenever the Chairman may feel that circumstances make this appropriate.</p> <p>17.6 At any time and place in which all of the Directors of the Company are present or duly represented and the attendees unanimously agree to the holding of the Council and the agenda thereof, all kinds of resolutions may be taken and be valid and binding, even though the meeting had not been convened in accordance with the provisions of these Regulations.</p> <p>17.7 The Board of Directors, once a year, will evaluate the quality and efficiency of the Board and its constituted Committees and shall propose, on the basis of its outcome, an action plan to correct the, if any, identified deficiencies.</p>	<p>17.4 The meeting will not need to be convened in accordance with the previous articles whenever all of its members are present at a meeting and unanimously decide to hold a Board meeting.</p> <p>17.5 Extraordinary sessions of the Board may be convened by telephone with no regard for the required advance warning and other requirements in the previous articles whenever the Chairman may feel that circumstances make this appropriate.</p> <p>17.6 At any time and place in which all of the Directors of the Company are present or duly represented and the attendees unanimously agree to the holding of the Council and the agenda thereof, all kinds of resolutions may be taken and be valid and binding, even though the meeting had not been convened in accordance with the provisions of these Regulations.</p> <p>17.7 The Board of Directors, once a year, will evaluate the quality and efficiency of the Board and its constituted Committees and shall propose, on the basis of its outcome, an action plan to correct the, if any, identified deficiencies.</p>
<p>Article 24.- Remuneration of Directors</p> <p>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.</p> <p>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,</p>	<p>Article 24.- Remuneration of Directors</p> <p>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.</p> <p>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,</p>

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<p>the roles and responsibilities attributed to each Director, the Committees' 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.</p> <p>24.3 The remuneration of the Board of Directors will be transparent; the total amount being reported in the Annual Report on Corporate Governance.</p> <p>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.</p> <p>To this end, the Executive Directors will sign the corresponding contracts with the Company in accordance with the Law and the Company Bylaws.</p>	<p>the roles and responsibilities attributed to each Director, the Committees' 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.</p> <p>24.3 The remuneration of the Board of Directors will be transparent; the total amount being reported in the Report, the Annual Report on Corporate Governance, the Annual Report on the Remuneration of Directors (ARRD).</p> <p>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.</p> <p>To this end, the Executive Directors will sign the corresponding contracts with the Company in accordance with the Law and the Company Bylaws.</p>
<p>Article 27.- Non-compete obligations</p> <p>27.1 Members of the Board of Directors may not occupy management positions in companies whose mission or nature is totally or partially analogous to that of the Company, with the exception of other companies controlled by the Group.</p>	<p>Article 27.- Non-compete obligations</p> <p>27.1 Members of the Board of Directors may not occupy management positions in companies whose mission or nature is totally or partially analogous to that of the Company, with the exception of other companies controlled by the Group.</p>

<p>27.2 Before accepting any management position with another company, the Director must consult the Appointments, Remuneration and Corporate Social Responsibility Committee.</p>	<p>27.2 Before accepting any management position with another company, the Director must consult the Appointments, Remuneration and Corporate Social Responsibility Committee <u>Sustainability</u>.</p>
<p>Article 31.- Information required from Directors</p> <p>31.1 As well as all of the other obligations contained within these Regulations, Directors must inform the Company about the shares in the Company which they hold personally or through companies in which they have a significant shareholding. They must also provide information on any shareholdings directly or indirectly held by close family members as foreseen in the Internal Code of Conduct.</p> <p>31.2 Directors must also inform the Company about all of the positions held and activities carried out in other companies or entities that may be relevant to their performance as Directors of the Company. In particular, they should inform and, if appropriate, resign in those cases which may damage the credit and reputation of the Company and shall in any event inform the criminal cases in which they appear as being investigated, and their subsequent trial.</p> <p>The Board of Directors, after being informed or otherwise knowing the situations mentioned in the above paragraph, shall examine as soon as possible and, depending on the circumstances, shall decide, prior report of the Appointments, Remuneration and Corporate Social Responsibility Committee, whether or not to adopt any measures, including but not limited to the opening of an internal investigation, requesting the resignation of the Director or proposing his/her dismissal to the General Shareholders' Meeting. This shall be reported on the Annual Corporate Governance Report, unless there are exceptional circumstances to justify this, which must be</p>	<p>Article 31.- Information required from Directors</p> <p>31.1 As well as all of the other obligations contained within these Regulations, Directors must inform the Company about the shares in the Company which they hold personally or through companies in which they have a significant shareholding. They must also provide information on any shareholdings directly or indirectly held by close family members as foreseen in the Internal Code of Conduct.</p> <p>31.2 Directors must also inform the Company about all of the positions held and activities carried out in other companies or entities that may be relevant to their performance as Directors of the Company. In particular, they should inform and, if appropriate, resign in those cases which may damage the credit and reputation of the Company and shall in any event inform the criminal cases in which they appear as being investigated, and their subsequent trial.</p> <p>The Board of Directors, after being informed or otherwise knowing the situations mentioned in the above paragraph, shall examine as soon as possible and, depending on the circumstances, shall decide, prior report of the Appointments, Remuneration and Corporate Social Responsibility <u>Sustainability</u> Committee, whether or not to adopt any measures, including but not limited to the opening of an internal investigation, requesting the resignation of the Director or proposing his/her dismissal to the General Shareholders' Meeting. This shall be reported on the Annual Corporate Governance Report, unless there are exceptional</p>

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<p>recorded. This is without prejudice to the information to be disseminated by the Company, if appropriate, at the time of adoption of the relevant measures.</p>	<p>circumstances to justify this, which must be recorded. This is without prejudice to the information to be disseminated by the Company, if appropriate, at the time of adoption of the relevant measures.</p>
<p>Article 32.- related party operations</p> <p>32.1 The Board of Directors must be aware of and authorize any transaction made by the Company with its principal shareholders and directors and executives.</p> <p>32.2 Under no circumstances must any transaction be authorized unless a report has been received from the Audit and Compliance Committee evaluating the operation from the point of view of equality in the treatment of shareholders and of market conditions.</p> <p>32.3 The Board of Directors must also ensure compliance with legal and information requirements and transparency in the communication of such operations.</p>	<p>Article 32.- related party operations</p> <p>32.1 <u>The Board of Directors must be aware of and authorise the related transactions, as defined by Law, without prejudice to the powers for the approval of transactions falling under the competence of the General Shareholders' Meeting and the delegations by the Board to the Auditing and Compliance Committee for the approval of certain related transactions according to the terms established in the Law.</u>The Board of Directors must be aware of and authorize any transaction made by the Company with its principal shareholders and directors and executives.</p> <p>32.2 <u>In all cases, the analysis of the related transaction shall include (except in those cases in which the approval has been expressly delegated to it)</u>Under no circumstances must any transaction be authorized unless a report a report has been receivedissued by fromthe Audit and Compliance Committee evaluating, <u>inter alia,</u> the operation from the point of view of equality in the treatment of shareholders and <u>considering the</u> market conditions.</p> <p>32.3 The Board of Directors must also ensure compliance with legal and information requirements and transparency in the communication of such operations.</p> <p><u>32.4 The Board of Directors may delegate to the Auditing and Compliance Committee the following related transactions:</u></p>

	<p><u>(a) Transactions between companies which belong to the Group carried out within the day-to-day management and under market conditions.</u></p> <p><u>(b) Transactions that simultaneously comply with the following three conditions:</u></p> <p><u>a. They are carried out under standardised agreements that are applied en masse to a large number of clients;</u></p> <p><u>b. at prices or rates established in general by the party acting as supplier of the relevant goods or services; and</u></p> <p><u>c. the amount of which does not exceed 0.5% of the net amount of the turnover, according to the last consolidated annual accounts approved by the General Shareholders' Meeting.</u></p> <p><u>The approval of these transactions will not require a prior report by the Auditing and Compliance Committee. However, the Board of Directors may establish in relation thereto an internal procedure for information and regular control with the participation of the Auditing and Compliance Committee.</u></p>
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