

TO THE *COMISIÓN NACIONAL DEL MERCADO DE VALORES*

In compliance with the provisions of article 227 of Law 6/2023, of March 17, on Securities Markets and Investment Services and its concordant provisions, Minor Hotels Europe & Americas, S.A. (hereinafter, “MHEA” or the “Company”) hereby notifies the following

OTHER RELEVANT INFORMATION

As mentioned in the insider communication sent on Friday 13 December 2024 (with registration number 2520), the Board of Directors has adopted the resolution to call the Extraordinary General Meeting of Shareholders of the Company for next January 20, 2025, in the terms that result from the announcement of the call that is attached.

The Proposals of Resolutions approved by the Board of Directors for submission to the General Shareholders' Meeting are also enclosed hereto. All the required documentation is available to shareholders from this date on the Company website (www.nh-hoteles.es).

Madrid, 19th December 2024.

Carlos Ulecia
General Counsel

MINOR HOTELS EUROPE & AMERICAS, S.A.

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors of this Company, hereby calls the shareholders to an Extraordinary General Meeting of Minor Hotels Europe & Americas, S.A. (the "Company"), which will be held in Madrid, at "NH Collection Casino de Madrid", Calle de Alcalá 15, 28014 Madrid, as well as by electronic means on the Company's website, whose address is www.nh-hoteles.es (hereinafter "Corporate Website"), through the space "General Shareholders' Meeting" as detailed below at 16:00 a.m. on 20th January 2025 on sole call (the "Meeting" or "General Meeting").

For the purposes of articles 173 and 516 of Royal Legislative Decree 1/2010, of 2 July, approving the Companies Act (Consolidating Act) (hereinafter, "Companies Act"), all shareholders are informed that this notice will also be published, among other media, on the Corporate Website.

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

AGENDA

1. Consideration and approval, if applicable, of the exclusion from trading on the Spanish Stock Exchanges of the shares representing the share capital of Minor Hotels Europe & Americas, S.A., and the formulation by MHG Continental Holding (Singapore) Pte. Ltd. of the consequent public offer for the acquisition of shares
2. Delegation of faculties to formalize, clarify, interpret, remedy and execute the resolutions passed by the General Shareholders' Meeting.

INTERVENTION OF A NOTARY PUBLIC AT THE MEETING

The Board of Directors has agreed to require the presence of a Notary Public to draw up the minutes of the Meeting, in accordance with the provisions of articles 203 and 521.3 b) of the Companies Act, and in relation to articles 101 and 103 of the Mercantile Registry Regulations.

SUPPLEMENT TO NOTICE AND SUBMISSION OF PROPOSALS

In accordance with the provisions of article 519.3 of the Companies Act, shareholders representing at least three percent of the share capital may submit founded proposals for resolutions on matters already included or that should be included in the agenda for the Meeting. This right must be exercised by giving formal notice that must be received by

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the company, Minor Hotels Europe & Americas, S.A., General Counsel's Office, C/ Santa Engracia 120, 28003 Madrid, within five days following publication of this notice.

RIGHT TO INFORMATION

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

- I. In relation to matters submitted to the General Meeting on a decisive basis:
 1. Report of the Board of Directors regarding the proposed resolution to Delist the company's shares from trading and the formulation from MHG Continental Holding (Singapore) Pte. Ltd. of a public offer to acquire shares for their exclusion for the purposes set out in articles 65.3 of the LMVSI and 10.5 of Royal Decree 1066/2007.
 2. Valuation Report on the Company's shares issued, at the request of MHG Continental Holding (Singapore) Pte. Ltd., by Ernst & Young Servicios Corporativos, S.L., in its capacity as independent expert for the purposes set out in article 10.5 of Royal Decree 1066/2007.
- II. In relation to other documentation made available to the shareholders prior to holding the General Meeting:
 3. This notice.
 4. The full text of the Proposed Resolutions formulated by the Board of Directors in relation to each of the items of the agenda included in the notice, to be submitted to the Meeting.
 5. Forms to be used for proxy and remote voting.
 6. The total number of shares and voting rights on the date of the notice.

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

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

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

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

GENERAL CONSIDERATIONS:

(I) RIGHT TO ATTEND AND VOTE

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

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

(II) RIGHT OF REPRESENTATION

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

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

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

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

If there are no voting instructions because the General Meeting is going to resolve on

matters that were not included in the agenda and, therefore, were not known by the represented shareholder on the date of delegation, and may be put to the vote at the Meeting, the representative must cast the vote as he/she considers most appropriate, with due regard to the company's interests. The same shall apply when the corresponding proposal or proposals submitted to the General Meeting for its decision have not been formulated by the Board of Directors.

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

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

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

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

For the purposes of article 523 and 526 of the Companies Act, it is hereby stated that if the representative may incur in a conflict of interest in relation to any proposed resolutions formulated on matters not included in the Agenda, if they refer, among other circumstances, to their revocation as director or the seeking of liabilities.

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

All shareholders entitled to attend may exercise the vote and/or delegation in relation to the items of the agenda for the General Meeting using remote means of communication between the 5th January 2025 and 24.00 hours on 15rd January 2025.

1. Representation through remote communication media

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

In general, the documents recording representations will include the identification of the person who will attend in the shareholder's place, who must identify himself/herself adequately on the day of the Meeting. In the case of shareholders that are legal entities, the Company reserves the right to require evidence of the sufficiency and current validity of the power of the natural person who acts in representation of the shareholder.

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

The empowerment to represent may be recorded:

(i) By delivery, postal correspondence or email

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

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

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

(ii) Using electronic means:

Under the provisions of articles 184 and 522 of the Companies Act, shareholders with the right to attend the Meeting may delegate a shareholder or any other (natural or legal) person to represent them using electronic remote communication media, following for that purpose the rules and instructions provided in this regard in the "Extraordinary General Meeting 2025" section of the Corporate Website. For the purposes of guaranteeing suitably the authenticity and integrity of electronic communications, it will be necessary to have:

- (i) a recognized and not revoked electronic certificate in the terms established in Electronic Signature Act 59/2003, of 19 December, valid and issued by the Spanish Public Certifying Authority (CERES) which depends on the public body FNMT-RCM (*Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda* – the National Mint), or
- (ii) Electronic ID-Card

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

2. Voting through remote communication media

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

(i) By delivery, postal correspondence or email:

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

(ii) Electronic media:

Under the provisions of articles 189, paragraphs 2 and 3, and 182 of the Companies Act, shareholders with the right to attend the General Meeting may also exercise their voting right using electronic media, following the rules and instructions provided in this regard in the "Extraordinary General Meeting 2025" section of the Corporate Website. For the purposes of guaranteeing suitably the authenticity and integrity of electronic communications, it will be necessary to have:

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

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

ASISTANCE AND VOTING DURING THE SHAREHOLDERS MEETING

The Board of Directors has agreed to enable the possibility of attending the Meeting:

1. Attendance and voting in person

The shareholder (or their representative) who wishes to physically attend the meeting must sign the attendance, proxy and voting card and present it, together with the identification document, to the personnel in charge of the shareholder registry and access

on the day and place of the meeting until the scheduled start time. For the purposes of verifying the identity of the shareholders or who validly represents them, at the entrance to the premises where the General Meeting is held, the attendees may be asked to prove their identity by presenting their National Identity Document or any other official document generally accepted for these purposes.

Shareholders who are legal entities are reminded that the representative of said company must prove, through the provisions of the corresponding notarial deed, the representativeness with which they act before the table of the Shareholders' Meeting for the purpose of configuring the attendance list.

Attendance at the Meeting of a shareholder who had previously delegated or voted remotely or registry by electronic means, regardless of the means used to, will render said proxy or vote or registry null and void.

2. Remote attendance and voting by electronic means

The assistance to the Annual General Meeting can be also done by electronic means allowing real time connection with the location taking place the meeting. Shareholders who wish to assist via electronic means may do so on the Company's Corporate Web site in the area dedicated to the Annual General Meeting, remote attendance section, as from 14:00 hours of the date of the meeting (i.e. the 20th January 2025).

Shareholders who wish to attend by telematic means the meeting need to register until 15:30 hours at the latest on the day of the meeting in order to identify themselves by virtue of one of the following means:

- i) a recognised valid and in force digital certificate in accordance with that provided for in Law 59/2003 on Electronic Signatures, issued by the Spanish Public Certifying Authority (CERES) which depends on the public body FNMT-RCM (Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda) or
- ii) Electronic ID-Card.

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

In addition, during the Annual General Meeting and until the commencement of voting, the shareholders or their representatives, can propose agreements regarding points of the Agenda not previously foreseen, in those case expressly permitted by law, and can be voted on through the Telematic Assistance platform once they have been included in the system.

Any shareholder or its representative assisting telematically that wish to inform the Notary about exiting the meeting, can do so by sending an online communication through

the only channels available in the Corporate Website under remote attendance section. Once expressly notified to the Notary its decision to exiting the meeting, shall not be able to participate in the meeting and any ulterior performance shall be not accepted.

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

The representative of a shareholder, being natural person, shall follow the same proceeding and shall send previously copy of the ID Card or Passport, together with the assistance card of the shareholder, duly filled out and signed, to send to the following email address investor.relations@minor-hotels.com, until 24h in advance of the day of celebration of the General Meeting.

Remote attendance at the Meeting by a shareholder who had delegated or previously voted by distance, regardless of the means used to cast the vote, will invalidate said delegation or vote.

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

In accordance with the provisions of article 182 of RDL 8/2020, the mechanism for voting remotely is equipped with sufficient guarantees for the authentication and identification of shareholders exercising their voting rights.

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

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Shareholders wishing to vote remotely must indicate how they wish to vote on each of the items on the Agenda. If, in relation to any of the items on the Agenda, the shareholder does not indicate how they wish to vote, that shareholder will be understood to be voting in favour of the Board of Directors' proposals concerning the matters included in the Agenda which the Board of Directors has compiled and against the proposals not formulated by the Board of Directors.

Shareholders or their representatives exercising their right for information Will be answered during the meeting or within 7 days after the Shareholders' meeting.

For all appropriate purposes, the telematic attendance of the shareholder will be equivalent to the attendance in person at the General Shareholders' Meeting.

In all matters not expressly regulated by this announcement, the same regulations provided in the Regulations of the General Shareholders' Meeting in connection with voting and adopting resolutions shall apply to shareholders attending the Meeting remotely as apply to shareholders attending the meeting in person.

Likewise, it is recorded, for the purposes of the provisions of article 180 of the Capital Companies Law and article 12.4 of the Regulations of the General Shareholders' Meeting, that the members of the Board of Directors may attend the General Meeting by telematic means.

PERSONAL DATA PROTECTION

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

Carlos Ulecia
General Counsel and Secretary of the Board of Directors

19 December 2024

**PROPOSAL OF AGREEMENTS
OF THE BOARD OF DIRECTORS**

**EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING
MINOR HOTELS EUROPE & AMERICAS, S.A.**

JANUARY 20, 2025

FIRST ITEM ON THE AGENDA

Examination and approval, if appropriate, of the delisting from the Spanish Stock Exchanges of the shares representing the share capital of Minor Hotels Europe & America, S.A. and of the formulation by MHG Continental Holding (Singapore) Pte Ltd of the subsequent takeover bid for the shares.

PROPOSAL OF RESOLUTION:

1. EXCLUSION FROM NEGOTIATION

It is resolved to approve the delisting from trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (the "**Spanish Stock Exchanges**") and, consequently, from trading through the Sistema de Interconexión Bursátil (Continuous Market, "**SIBE**"), of all of the shares representing the share capital of Minor Hotels Europe & America, S.A. ("**MHEA**" or the "**Company**"), all in accordance with the provisions of article 65 of Law 6/2023, of 17 March, on Securities Markets and Investment Services (the "**LMVSI**") and article 10 and related articles of Royal Decree 1066/2007, of 27 July, on the rules governing public takeover bids for securities (the "**Royal Decree 1066/2007**").

The justification for the delisting is contained in the report prepared by the Board of Directors of the Company on 13 December 2024, in compliance with the provisions of articles 65.3 of the LMVSI and 10.5 of Royal Decree 1066/2007, which has been made available to the shareholders on the occasion of the call to this General Shareholders' Meeting.

The effectiveness of the delisting is subject to the authorisation by the Comisión Nacional del Mercado de Valores ("**CNMV**") and settlement of the takeover bid for the shares of the Company to be made by MHG Continental Holding (Singapore) Pte Ltd ("**MHG**" or the "**Offeror**") referred to in the following section.

2. TAKEOVER BID

To take note of the resolution adopted by MHG, the majority shareholder of the Company, to promote a public tender offer for the shares of the Company for delisting, all in accordance with the inside information notice published by the Company on 13 December 2024.

In consequence of the foregoing, to approve that the majority shareholder of the Company (MHG) make a tender offer for the shares of the Company in accordance with the provisions of article 65 of the LMVSI and article 10 of Royal Decree 1066/2007, on the occasion of the delisting of all the shares of the Company from the Spanish Stock Exchanges and, consequently, their trading through the SIBE (the "**Offer**"), in accordance with the following terms and conditions:

- a) **Offeror:** the Offeror is MHG Continental Holding (Singapore) Pte Ltd., a Singapore company with registered office at 80 Robinson Road # 02-00 Singapore (068898). MHG holds 417,728,222 shares in the Company, representing approximately

95.865% of its share capital. MHG is indirectly wholly owned by Minor International Public Company Limited ("MINT"), a Thai company with registered office at 88 The Parq Building 12th Fl., Ratchadaphisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok 10110. MINT is the parent company of the Minor Group and its shares are listed on the Bangkok Stock Exchange.

- b) Securities to which the Offer extends:** the Offer is addressed to all the shares of the Company, except those whose holders have voted in favour of the exclusion at the General Meeting, and who, in addition, immobilise their MHEA shares until the Offer acceptance period referred to in article 23 of Royal Decree 1066/2007 has elapsed.

The Offeror shall immobilise all the shares in the Company of which it is the holder at that time until the end of the Offer acceptance period and, therefore, these shares shall be excluded from the Offer.

As there are no subscription rights, debentures convertible or exchangeable into shares, warrants or any other securities or instruments that may directly or indirectly entitle the holder to subscribe for or acquire shares in the Company, the Offer will not be directed at such securities or instruments.

- c) Consideration:** in accordance with the provisions of article 10.3 of Royal Decree 1066/2007, the Offer shall be formulated as a sale and purchase, the total consideration consisting of cash, which would be paid in cash at the time of settlement of the Offer.

The Offer price will be 6.37 euros per share.

- d) Purpose:** the Offer is formulated in order to promote the delisting of the Company's shares from the Spanish Stock Exchanges and, consequently, from trading through the SIBE.

- e) Absence of conditions:** the effectiveness of the Offer is not subject to any condition. In any event, (a) the launch of the Offer requires the prior approval of the General Meeting in the terms set out in the proposed resolution that the Board of Directors of the Company submits for the consideration and approval of its shareholders, and (b) the Offer and its price are subject to the mandatory authorisation of the CNMV, which may be void in the event that the CNMV refuses such authorisation, in accordance with the provisions of article 21 of Royal Decree 1066/2007.

- f) Compulsory purchase:** in the event that, as a consequence of the Offer, on the settlement date of the Offer, the conditions set out in article 47.1 of Royal Decree 1066/2007 are met, MHG intends to require the holders of shares in the Company to whom the Offer would be addressed and who have not participated in the Offer, to sell them compulsorily at the same price as the Offer, i.e. at a price of 6.37 euros per share. Likewise, in the event that the aforementioned conditions are fulfilled, any of the shareholders of MHEA who so wish may require MHG to compulsorily purchase all of their MHEA shares at the same Offer price indicated above.

SECOND ITEM ON THE AGENDA

Delegation of powers to formalize, clarify, interpret, correct and execute the resolutions adopted by the General Shareholders' Meeting.

PROPOSAL OF RESOLUTION:

It is resolved to delegate jointly and severally to the Chairman of the Board of Directors, Mr. Emmanuel Jude Dillipraj Rajakarier, to the Vice-Chairman of the Board of Directors, Mr. Ramón Aragonés Marín, and to the non-director Secretary of the Board of Directors, Mr. Carlos Ulecia Palacios, so that any of them individually in the broadest terms required by law, can:

- a) Carry out such acts or legal business as may be necessary or merely convenient for the execution of previous agreements, executing such public or private documents as they deem necessary or convenient for the fullest effectiveness of the same.
- b) File and process all the necessary files and documentation with the Comisión Nacional del Mercado de Valores, the Governing Companies of the Spanish Stock Exchanges, the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), the participating entities or those in charge of the book-entry accounting register and other public or private bodies when necessary.
- c) Represent the Company before any bodies, public offices, registries, public or private, national or foreign entities, before which it is necessary to carry out any actions relating to the delisting of the Company's shares and, in particular, those mentioned in the immediately preceding section.
- d) Revoke, as the case may be, the designation of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) and its participating entities as the entities in charge of the accounting register of the Company's shares. (Iberclear) and its participating entities as the entities responsible for keeping the accounting register of the Company's shares, and, in such case, to appoint, at its discretion, once the Company's shares have been delisted from trading on the Spanish Stock Exchanges, and for so long as the Company's shares are represented by book entries, a new entity responsible for keeping the accounting register of the Company's shares.
- e) Appear before the competent Mercantile Registries, the National Securities Market Commission, the Governing Companies of the corresponding Stock Exchanges, the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) and any other public or private authorities, bodies or entities, signing such public or private documents and carrying out and complying with such formalities and actions as may be necessary or advisable for the execution of the

Company's shares. (Iberclear) and any other public or private authorities, bodies or entities, signing for this purpose any public or private documents, and carrying out and complying with any formalities and actions that may be necessary or advisable for the execution and successful completion of previous resolution, being entitled, in particular and without limitation, to determine, clarify, specify, modify and interpret its content in all its terms and conditions as not provided for by this general shareholders' meeting, even modifying the wording and conditions in such aspects as may be necessary in order to adjust the text and contents thereof to any legislative modifications or recommendations of a non-binding nature that may occur between the date of adoption of the resolution and the date of its presentation or registration in any public register, and to the qualifications that any of the aforementioned authorities and bodies or any other competent authorities and bodies may make regarding the said documents, formalising such supplementary documents as may be necessary in this respect, as well as correcting any defects, omissions or errors that may be detected or brought to the attention of the National Securities Market Commission and/or the Mercantile Registry.

- f) Carry out all acts, related or complementary, that may be necessary or convenient for the successful completion of previous agreements.
- g) Delegate, in turn, to one or more persons, who may act jointly and severally, the powers conferred under the preceding paragraphs.