Santa Engracia, 120, 7
Main Building
28003 Madrid, Spain
www.nh-hotels.com

TO THE NATIONAL SECURITIES MARKET COMMISSION

In compliance with the provisions of article 227 of Law 6/2023, of March 17, on the Securities Markets and Investment Services and its concordant provisions, NH Hotel Group, S.A. (hereinafter, "**NH**" or the "**Company**") hereby notifies the following

OTHER RELEVANT INFORMATION

The Board of Directors of the Company held today has approved, following a favourable report from the Audit and Control Committee, and with all its members voting in favour with the exception of the proprietary directors appointed by Minor International Public Company Ltd. ("**Minor**"), who abstained from participating in the deliberation and voting on the resolution, the execution of a share purchase agreement with MHG Continental Holding (Singapore) Pte. LTD., a company wholly owned by Minor, for the purchase, executed on this date, of 100% of the share capital of Minor Continental Holding (Luxembourg) S.à r.l. ("**MCHL**") (the "**Transaction**"). MCHL is the sole shareholder of Minor Hotels Portugal, S.A. ("**MHP**"), which in turn holds, directly or indirectly through its subsidiaries, the ownership, administrative concession, or lease contract of the following hotel assets of the Minor Group in Portugal:

Hotel	**Brand**	**Ownership or exploitation regime**	**Num. of rooms**
Vilamoura Algarve Resort	Anantara	Ownership	260
Lagos Algarve Resort	Tivoli	Ownership	296
Marina Portimao	NH	Surface right until 2057	196
Sintra	NH	Ownership	77
The Residences at Victoria	Tivoli	Lease contract until 2025	94

The Transaction complies with the provisions of the Framework Agreement entered into by the Company with Minor on 7 February 2019 with respect to the geographical areas of preference of each of the parties. Through the Transaction, the Company strengthens its presence in the Portuguese market by acquiring ownership of a portfolio of hotels that it had already been operating since June 2019 under a management contract with Minor, which will allow it to take advantage of operational and commercial synergies through NH's platform in Southern Europe and reinforce its current growth strategy, increasing its adequately diversified portfolio that includes owned, leased and managed hotels. Furthermore, with the Transaction NH consolidates a hotel portfolio that represents an expected incremental contribution to the NH Group's EBITDA of approximately EUR 11 million of EBITDA in 2024.

NH Hotel Group S.A. Inscrita en el Registro Mercantil de Madrid, tomo 576 general, libro 176 de la sección 3ª, folio 34 vuelto, hoja nº 1467, N.I.F. A/28027944

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The consideration for the Transaction, based on an enterprise value of MHP of EUR 123.3 million, combined with a positive net financial position of EUR 9.9 million, amounts to a total of EUR 133.2 million for 100% of the shares of MCHL, payable in cash and subject to customary adjustments for such transactions once MCHL's financial statements are available and verified as of today's date, the date of signing and execution of the Transaction. The Company will settle such EUR 133.2 million payment with cash on hand, without recourse to any external financing.

In order to assess the reasonableness of the consideration for the Transaction and its adequacy to the Company´s interest and that of all shareholders other than Minor, the Board of Directors and the Audit and Control Committee of NH have been provided with (i) a valuation report of MCHL and MHP issued by Kroll Advisory, S.L., as independent expert, on 4 December 2023; (ii) a report on the reasonableness of the Transaction from a tax and transfer pricing perspective issued by Deloitte Asesores Tributarios, S.L.U. dated 5 December 2023, and (iii) a report by Uría Menéndez Abogados, S.L.P., a firm that has not provided advice in connection with the Transaction to any of the parties —each of which has had its own external legal advice— dated 13 December 2023, in which it is stated that the terms and conditions contained in the share purchase agreement documenting the Transaction (leaving aside the price and its adjustments), taken as a whole, are consistent with those of a transaction negotiated at arm's length between independent parties and are in line with customary market practice for acquisition transactions in the hospitality real estate sector in the geographical area affected by the Transaction.

It is hereby stated for the record that this communication of inside information is made for the purposes of the provisions of article 529 *unvicies* of the revised text of the Capital Companies Law, approved by Royal Legislative Decree 1/2010, of 2 July. As noted above, the Audit and Control Committee of the Company, prior to the approval of the Transaction by the Board of Directors of NH, has reported favourably on the later. Its report dated 13 December 2023 is attached as an annex to this communication, in order to comply with the provisions of section 3 of the aforementioned article, and includes the information necessary to assess that the Transaction is fair and reasonable from the point of view of the Company and the shareholders other than Minor.

Madrid, 18 December 2023.

Carlos Ulecia
General Counsel

REPORT OF THE AUDIT AND CONTROL COMMITTEE OF NH HOTEL GROUP, S.A. ON THE POTENTIAL RELATED-PARTY TRANSACTION CONSISTING OF THE PURCHASE OF 100% OF THE SHARES OF MINOR CONTINENTAL HOLDING (LUXEMBOURG) S.À R.L. FROM THE COMPANY MHG CONTINENTAL HOLDING (SINGAPORE) PTE. LTD., A WHOLLY-OWNED SUBSIDIARY OF MINOR INTERNATIONAL PUBLIC COMPANY LTD., THE APPROVAL OF WHICH IS EXPECTED TO BE SUBMITTED TO THE BOARD OF DIRECTORS OF THE COMPANY.

1. PURPOSE OF THE REPORT

It is proposed to submit to the Board of Directors of NH Hotel Group, S.A. ("**NH**", the "**Company**" or the "**Buyer**") the approval of the transaction, described in more detail in section two of this report, consisting of the purchase of the shares representing 100% of the share capital of the Luxembourg company Minor Continental Holding (Luxembourg) S.à r.l. ("**MCHL**") from MHG Continental Holding (Singapore) Pte. Ltd., (the "**Seller**" or "**MHG**"), a company wholly owned by NH´s parent company, Minor International Public Company Limited ("**Minor**"), as the indirect holder of approximately 95.87% of the share capital of the Company. Minor, parent company of the Minor Group, to which NH belongs, is considered a related party of the Company for the purposes of article 529 *vicies* of the restated text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010, of 2 July (the "**Spanish Companies Law** "), and therefore the special regime for related party transactions of listed companies regulated in articles 529 *vicies* to *tervicies* bis of the Spanish Companies Law applies to the proposed transaction.

Pursuant to article 529 *duovicies* 2 of the Spanish Companies Law, the Board of Directors of the Company, following a report from the Audit and Control Committee, is responsible for approving related-party transactions whose amount or value does not exceed 10% of the Company's assets. Pursuant to section 4 g) of articles 529 *quaterdecies* and 529 *duovicies*.3 of the Spanish Companies Law, article 48 of NH's Articles of Association, article 25 of NH's Board of Directors' Regulations, the Procedure for Conflicts of Interest and Related-Party Transactions with Significant Shareholders, Directors and Senior Management of NH and clause 6 of the Framework Agreement between NH and Minor dated 7 February 2019, the Audit and Control Committee must inform the Board of Directors about the related-party transactions that NH intends to carry out with Minor or companies forming part of its group prior to the adoption by the Company of a decision in this regard.

Therefore, the Audit and Control Committee issues this report on the proposal submitted to the Board of Directors for approval of the related-party transaction described below, in order to assess whether the transaction is fair and reasonable from the point of view of the Company and the shareholders other than Minor. It is noted that the member Mr. Stephen Andrew Chojnacki has not participated in the preparation of this report, due to the existence of a conflict of interest as a proprietary director of the Company appointed by Minor, in compliance with the provisions of article 529 *duovicies* 3 of the Spanish Companies Law.

In order to discharge its duties, the Audit and Control Committee has relied on: (i) the valuation report of MCHL prepared by Kroll Advisory, S.L. ("**Kroll**") as independent expert, dated 4 December 2023, (ii) the report on the reasonableness of the Transaction from a tax and transfer pricing perspective issued by Deloitte Asesores Tributarios, S. L.U. ("**Deloitte Legal**") as independent expert dated 5 December 2023, and (iii) the report of Uría Menéndez Abogados, S.L.P. ("**Uría Menéndez**") on the terms and conditions of the proposed sale and purchase agreement of MCHL to be entered into by NH and MHG, dated 13 December 2023.

2. CONTEXT OF THE TRANSACTION

It is proposed to submit to the Board of Directors of NH the acquisition of the shares representing the entire share capital and voting rights of MCHL, a limited liability company incorporated and organised under the laws of Luxembourg, wholly owned by Minor indirectly through the Seller (the "**Transaction**"). MCHL is the sole shareholder of Minor Hotels Portugal, S.A. ("**MHP**"), which in turn holds the following assets or contractual relationships:

a) Ownership of the property where the NH Sintra Centro hotel is located;

b) 100% of the share capital of the company Hotelagos, S.A., owner of the property where the Tivoli Lagos Algarve Resort hotel is located and holder of a surface right until 2057 over the land on which the property where the NH Marina Portimão Resort hotel is located;

c) 100% of the share capital of Minor Luxury Hotels Vilamoura, S.A., which is (i) the owner of the property where the Anantara Vilamoura Algarve Resort hotel is located; and in turn (ii) a party to several lease contracts entered into with the owners of The Residences at Victoria, for which it has been appointed manager for the term 2023-2025; and

d) Administrative concession of the Tivoli Palácio de Seteais Sintra hotel which expires on 31 December 2023 (together with the other real estate assets described in this section, the "**Hotels**").

In addition, MCHL is currently undergoing a corporate reorganisation process consisting of the spin-off of its wholly-owned subsidiary Pojuca, S.A., through which it operates in the Brazilian hotel market, which will be completed prior to the closing of the Transaction, and therefore this company is not part of the Transaction perimeter and, consequently, its assets and businesses have not been taken into consideration either for the preparation of this report or for the independent expert valuation report.

3. ASSESSMENT OF THE TRANSACTION

A. The Transaction pursues the compliance with the provisions of the Framework Agreement entered into by NH and Minor in respect of the preferred geographic areas

The purpose of the Transaction is the business reorganisation between NH and Minor based on the preferred geographic areas defined in the Framework Agreement. In this regard, clause 5.1 of the Framework Agreement recognises the fact that the hotel portfolios of both parties are highly complementary in geographic terms, with an insignificant level of overlap, with NH's brands being particularly strong in Europe and the Americas (excluding Canada and the US) while Minor's hotel assets are mainly located in Asia, Australia, the Middle East and Africa. In order to eliminate any overlap between NH's and Minor's hotel portfolios, the above geographic areas are recognised as preferential for each of the parties and it is agreed to consider them as the main criteria for the delineation of their respective future activities in the hotel sector.

As a result of the foregoing, clause 5.1 of the Framework Agreement provides for the future restructuring of the hotel business of both parties, with NH and Minor undertaking to make every effort to adjust their respective activities, whether carried out directly or indirectly through their subsidiaries, in order to adapt them to the criteria of delimitation by preferred areas. Specifically, it is foreseen that the intra-group operations deemed appropriate for this purpose will be carried out, "*which includes, by way of example and without limitation and on such terms as the Parties may finally agree, the transfer of business units or subsidiaries, the transfer of management or any other that the Parties may agree*".

The main objectives pursued by the geographic demarcation strategy proposed by Minor and NH through the Framework Agreement are the following: (i) strategic alignment around 'strong' regions, optimising resources utilisation and market penetration, thereby improving the parties' competitive position in their relevant markets; (ii) avoidance of operational overlaps and conflicts, increasing market coverage and facilitating better adaptation to local market conditions and customer preferences; and (iii) synergistic benefits, with a decision-making process whose ultimate goal is to maximise mutual benefit.

As detailed in section two, the portfolio of Hotels indirectly controlled by Minor through MHP, the Portuguese subsidiary of MCHL, is located in a geographic area of NH's preference, so that the Transaction would promote the consolidation of the ownership or management of the Hotels in MCHL's portfolio into the Company's global hotel platform of highly geographically complementary assets, in compliance with the provisions of the Framework Agreement. In this regard, the integration of the ownership or management of the Hotels into NH through the Transaction would enable the Company to benefit from further development of distribution channels and cost-saving efficiencies, as well as the creation of economies of scale as a result of a more efficient and global hotel management programme, with the objective of increasing its profitability in the future.

B. The Transaction is aligned with the Company's current strategy.

As regards the Portuguese market, to which the geographic scope of the Transaction is confined, the prospectus for the mandatory public tender offer for NH shares launched by MHG in September 2018 already referred, as part of Minor's strategic plan in relation to the Company, to its intention to propose to NH an arm's length transaction that would allow the Company to manage Minor's hotel portfolio in Portugal, with the ultimate objective of avoiding any overlap between NH's and Minor's hotel portfolios.

Accordingly in June 2019 Minor and NH agreed through the signing of several management contracts (the "**Hotel Management Contracts**") that NH, through its subsidiary NH Hotel Rallye Portugal, Unipessoal, Lda., would operate under market conditions nine Minor hotels in Portugal, including the Hotels that are the subject of the Transaction and others whose ownership MCHL has subsequently transferred to third parties, so that the latter would benefit from NH's experience and efficient operational and commercial management in Europe, through the Company's structure in the Iberian Peninsula.

Moving forward in the integration of both groups in the Portuguese market, the Transaction would entail either the acquisition by NH of the ownership (by virtue of property rights, surface rights or administrative concession) of all the Hotels, except in the case of The Residences at Victoria, where the lease contract is acquired, which would entail a series of competitive advantages for the Company:

- an increase in the share of revenues and/or profits of the Hotels, since currently under the Hotel Management Contracts, NH receives a market fee for its management of the Hotels, but the rest of the profits from the activity are received by Minor, as owner or holder of the concession or lease contracts for the Hotels, as appropriate;

- increased control over product design and standardisation of the brand image, being able to freely determine the key elements of the service and image offered;

- further integration into NH of Tivoli's European operations, a purpose which is expressly recognised in the Company's consolidated Directors' Report for the year ended 31 December 2022;

- increased flexibility in the value proposition, for example by being able to schedule renovations to improve quality, modify the way in which the assets are operated without the constraints of the Hotel Management Contracts, or optimising the Hotels' key sales and service contracts;

- improved knowledge sharing and operational efficiencies to enhance the competitiveness of the hotels managed by the Company; and

- further exploiting synergies and cost reduction opportunities, while avoiding conflicts of interest between the ownership and the operation of the Hotels.

In summary, the full integration of the operations of both groups' hotels in Portugal would allow NH to take advantage of operational and commercial synergies through NH's platform in Southern Europe and reinforce its current growth strategy, increasing its well-diversified portfolio including owned, leased and managed hotels. NH would also consolidate a business unit that represents an expected incremental contribution to NH Group EBITDA of approximately EUR 11 million of EBITDA in 2024 based, among other reasons, on the capital expenditure (capex) made by Minor in certain MHP assets during 2023, in a strategic market for the Company such as Portugal.

C. The Transaction would be conducted on market terms and conditions.

The consideration for the Transaction provided for in the sale and purchase agreement to be entered into by NH and MHG, in the event the Transaction is authorised by the Board of Directors of the Company, comprises an initial price, based on an enterprise value of MHP of EUR 123,269,000 (as detailed below), adjusted downwards for any contractual liabilities, upwards for existing cash and upwards or downwards, as appropriate, for working capital at the closing date. In view of the impossibility of having all the relevant data available at the closing date on that date, it is contemplated for the Company to make a cash payment to MHG of EUR 133,207,865.32, corresponding to the initial price estimate based on the information on its various components as of a date as close as feasible to the closing date, which in the case at hand is 30 November 2023, subject to adjustments when all the definitive data become available.

Given that the Transaction is a related-party transaction, NH has commissioned independent experts, Kroll, Deloitte Legal and Uría Menéndez, to conduct, respectively, (i) a valuation report to determine a fair value range for the MHP shares (and thus of MCHL´s shares, since, following Pojuca, S.A.´s spin-off, the only assets of MCHL other than the shares representing the share capital of MHP are cash and other receivables); (ii) a report on the reasonableness of the Transaction from a tax and transfer pricing perspective; and (iii) a report of the terms and conditions of the proposed sale and purchase agreement (excluding the price and its adjustments) in order to analyse its reasonableness in relation to real estate transactions in the hotel sector that have been negotiated at arm's length between independent parties.

Firstly, the valuation report of MHP and MCHL prepared by Kroll dated 4 December 2023 provides an objective and independent view of the value of the object of the Transaction which ensures fairness and transparency in setting the consideration to be paid by NH to MHG as a result of the Transaction. It should be noted that Kroll is the independent expert engaged by NH on a recurring basis since long before the takeover of the Company by Minor in 2018 to carry out complex valuations of hotel real estate assets.

With regard to the determination of the enterprise value of MHP, based on the valuation of the Hotels subject to the Transaction, Kroll considers it appropriate to apply, on the one hand, a discounted Free Cash Flow valuation, as a reference of the result of a business valuation method, suitable for a long-term investment with a stable outlook and considering reasonable business projections; and on the other hand, to compare the results of this calculation with those resulting from the market approach based on the comparison of the multiples of key metrics resulting from the discounted cash flow valuation of MHP, and hence of MCHL, with those of listed companies in the hotel sector and those arising from similar hotel sale and purchase transactions. In addition, the discount rates used by Kroll are consistent with those used by the Company for its impairment tests, given that Kroll is the usual supplier of these rates used in impairment tests.

On this basis, MHP´s enterprise value would indicatively lie between a floor or lower value of EUR 111,906,000 and a ceiling or upper value of EUR 137,397,000. Taking into account the midpoint of the range, MHP´s enterprise value would stand at EUR 123,269,000. With this framework, it is acknowledged that MCHL´s market value foreseen in the sale and purchase agreement to be entered into by NH and MHG, in the event that the Transaction is authorised by the Board of Directors of the Company, is within the range of value estimated by Kroll. This midpoint of the valuation results from the application of the midpoint of the range of discount rates based on the same projections.

Based on MCHL´s enterprise value provided for in the contract, the following adjustments are applied to calculate the fair value of 100% of its shares: (i) downward adjustment for any contractual liabilities; (ii) upward adjustment for existing cash; and (iii) upward or downward adjustment, as appropriate, for working capital at the closing date. In view of the impossibility of having all the relevant data available at the closing date on that same date, a cash payment by the Company to MHG of EUR 133,207,865.32 is contemplated, corresponding to the estimate of the initial price based on the information on its various components as of a date as close as feasible to the closing date, which in the case at hand is 30 November, subject to the usual adjustments in this type of transaction when all the definitive data is available. The Company will settle such EUR 133,207,865.32 payment with cash on hand, without recourse to any external financing.

Secondly, the tax and transfer pricing reasonableness report issued by Deloitte Legal dated 5 December 2023 concludes that there are reasonable grounds to conclude that the Transaction responds to reasonable commercial reasons, in line with what is set out in section three of this report. The report also finds that, from a tax and transfer pricing point of view and based on the revision of Kroll's valuation report, the methodology used is one of the most appropriate for estimating the price of the Transaction, that the assumptions and parameters used in the application of such methodology respond to economically rational and well-founded criteria; and that the Transaction does not entail extraordinary transfer pricing reporting obligations.

On the other hand, based on the review of the contractual terms and conditions (other than the price and its adjustments) proposed for the Transaction, Uría Menéndez which has not been involved in the negotiation of the Transaction as counsel to any of the parties —each of which has had its own external legal advice— has issued a report dated 13 December 2023 in which it concludes that the terms and conditions contained in the proposed share purchase agreement, taken as a whole, are consistent with those of a transaction negotiated at arm's length between independent parties and are in line with customary market practice for acquisition transactions in the hotel real estate sector in the geographical area affected by the Transaction.

4. CONCLUSIONS

In view of the foregoing, and in accordance with the terms and conditions described in this report under which the Transaction would be carried out, the Audit and Control Committee considers that (i) the Transaction is in line with the Company's current strategy in Southern Europe, developing the provisions of the Framework Agreement signed with Minor, (ii) it responds to reasonable commercial reasons in line with the conclusion drawn from the report made by Deloitte Legal as independent expert, (iii) the amount to be paid for the MCHL shares constitutes a market consideration and has been set taking into consideration an enterprise value of MHP which is in accordance with the estimate of its value range made by Kroll as independent expert; and (iv) the terms and conditions of the proposed sale and purchase agreement are consistent with those of a transaction negotiated at arm’s length between independent parties and in line with standard market practice for asset acquisition transactions in the hospitality real estate sector in the geographical area affected by the Transaction, and it is therefore concluded that the Transaction is fair and reasonable from the point of view of the Company´s interest and that of shareholders other than Minor.

Consequently, the Audit and Control Committee resolves, with the abstention of Mr. Stephen Andrew Chojnacki and the vote in favour of the other members, to report favourably to the Board of Directors on the approval of the Transaction.

Madrid, 13 December 2023