

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, NH Hotel Group, S.A. (hereinafter, “**NH Hotel Group**” or the “**Company**”) hereby notifies the following

### **OTHER RELEVANT INFORMATION**

The Board of Directors has adopted the resolution to call the Ordinary General Meeting of Shareholders of the Company for next April 19, 2024, 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-hotels.es](http://www.nh-hotels.es)).

Madrid, 28 February 2024.

Carlos Ulecia  
General Counsel and Secretary to the Board

## **NH HOTEL GROUP, S.A.**

### **ORDINARY GENERAL SHAREHOLDERS' MEETING**

The Board of Directors of this Company, hereby calls the shareholders to an Ordinary General Meeting of NH Hotel Group, S.A. (the "Company"), which will be held in Madrid, at the hotel "NH Madrid Ventas", in c/Biarritz 2, 28028, Madrid, as well as by electronic means on the Company's website, whose address is [www.nh-hoteles.es](http://www.nh-hoteles.es) (hereinafter "Corporate Website"), through the space "General Shareholders' Meeting" as detailed below at 9.30 a.m. on 19th April 2024 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. Examination and approval of the Individual and Consolidated Annual Accounts for the year 2023.
2. Examination and approval of the Individual and Consolidated Director's Report, for the year 2023.
3. Examination and approval of the Non-Financial Report for the year 2023.
4. Examination and approval of the proposed application of results.
5. Approval of the management by the Board of Directors during 2023.
6. Appointment, re-election and ratification, if applicable, of Directors.
  - 6.1. Reelection of the Director Mr. Stephen Andrew Chojnacki as Proprietary Director for a period of three years.
  - 6.2. Reelection of the Director Mr. William Ellwood Heinecke as Proprietary Director for a period of three years.
  - 6.3. Reelection of the Director Mr. Emmanuel Jude Dillipraj Rajakarier as Proprietary Director for a period of three years.
  - 6.4. Reelection of the Director Mr. D. Rufino Pérez Fernández as Executive

Director for a period of three years.

6.5 Ratification of the appointment of the Director Ms. Miriam González-Amézqueta López as Independent Director for a period of three years.

6.6. Ratification of the appointment of the Director Mr. Tomás López Fernebrand, as Independent Director for a period of three years.

6.7. Ratification of the appointment of the Director Ms María Segimón de Manzanos, as Independent Director for a period of three years.

7. Amendment of the corporate name “Minor Hotels Europe & Americas, S.A.” and amendment of article 1 of the the By Laws.
8. Delegation of faculties to the Board of Directors for increase of capital, once or several times and whatever time, within a period of five (5) years, under the terms and within the limitations established under art. 297.1.b) Corporarte Acta (Ley de Sociedades de Capital), with faculties of excluding preferential subscription right following article 50f the mentioned Act and with express faculty of substitution.
9. Delegation of faculties to the Board of Directors to issue debentures and/or bonds convertible into new shares of the Company and/or exchangeable for shares and/or participations of the Company as well as warrants on newly issued or outstanding shares of the Company with a maximum limit and term of five (5) years and under the conditions set forth in the directors' report, with express attribution, in the case of issuance of debentures and/or convertible bonds and warrants on new shares, of the power to exclude the preemptive subscription rights of the shareholders.
10. Establishment of the amount of the annual remuneration of the Board of Directors and its Committees.
11. Consultative vote on the Annual Report on Directors' Remuneration.
12. 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 articles 172 and 519 of the Companies Act, shareholders representing at least three percent of the share capital may request that a supplement to this notice be published including one or more items on the agenda,

provided that the new items are accompanied by a justification or, as the case may be, by a justified proposal for resolution. This right must be exercised by giving formal notice that must be received by the company, NH Hotel Group, S.A., General Counsel's Office, C/ Santa Engracia 120, 28003 Madrid, within five days following publication of this notice. Shareholders representing the same percentage indicated above may, within the above-mentioned term of five days as of publication of this notice, submit founded proposals for resolutions on matters already included or that should be included in the agenda for the Meeting.

## **RIGHT TO INFORMATION**

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

- I. In relation to matters submitted to the General Meeting on a decisive basis:
  1. Annual Accounts and Directors' Reports, of both the Company and its Consolidated Group, including non-finance information and Annual Corporate Governance Report, per reference, regarding fiscal year 2023 and Auditor's Report issued by the auditor of the Company and its group.
  2. Report of the Appointments, Remuneration and Corporate Governance Commission with regard to the reelection of the Proprietary Directors and the Executive Director.
  3. Proposal of the Appointments, Remuneration and Corporate Governance Commission with regard to the ratification of the appointment of the Independent Directors.
  4. Professional profile and report issued by the Board of Directors evaluating the competence, experience and merits of the Director whose reelections and ratifications are proposed.
  5. Report of the Board of Directors regarding amendment of article 1 of the By Laws, following point 7 of the Agenda.
  6. Report of the Board of Directors regarding delegation of faculties for the increase of capital, following point 8 of the Agenda.
  7. Report of the Board of Directors regarding delegation of faculties for issuance of debentures and bonds following point 9 of the Agenda.
- II. In relation to matters submitted to the General Meeting on an informative basis or for a consultative vote:
  8. Annual Report on Directors' Remuneration.

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

9. This notice.
10. 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.
11. Annual Corporate Governance Report for 2023.
12. Annual Report of the Audit and Control Committee for 2023, including reference to related-party operations.
13. Annual Report of the Appointments, Remuneration and Corporate Governance Committee for 2023.
14. Forms to be used for proxy and remote voting.
15. The total number of shares and voting rights on the date of the notice.
16. Report on the Auditor's independence.

The documents listed above will be accessible electronically, through the Company's website ([www.nh-hoteles.es](http://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](http://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 designated by a shareholder is a director of the Company, the directors will be in a situation of conflict of interest in relation to items 5, 10 and 11 of the Agenda. Director to be re-elected and ratified under item 6 of the Agenda is also in a situation of conflict of interest. The directors may also incur in a conflict of interest in relation to any proposed resolutions formulated on matters not included in the Agenda, if they refer, among other circumstances, to their revocation as director or the seeking of liabilities.

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

All shareholders entitled to attend may exercise the vote and/or delegation in relation to the items of the agenda for the General Meeting using remote means of communication between the 4<sup>th</sup> April 2024 and 24.00 hours on 14<sup>th</sup> April 2024.

### **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 (NH Hotel Group, S.A., C/Santa Engracia 120, 28003 Madrid, for the attention of the General Counsel's Office), as well as per email to the following address: [investor.relations@nh-hotels.com](mailto:investor.relations@nh-hotels.com), together with a photocopy of the official document attesting to the shareholder's identity.

(ii) Using electronic means:

Under the provisions of articles 184 and 522 of the Companies Act, shareholders with the right to attend the Meeting may delegate a shareholder or any other (natural or legal) person to represent them using electronic remote communication media, following for that purpose the rules and instructions provided in this regard in the "Ordinary General Meeting 2024" 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@nh-hotels.com](mailto:investor.relations@nh-hotels.com).

(ii) Electronic media:

Under the provisions of articles 189, paragraphs 2 and 3, and 182 of the Companies Act, shareholders with the right to attend the General Meeting may also exercise their voting right using electronic media, following the rules and instructions provided in this regard in the “Ordinary General Meeting 2024” 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 8 a.m. of the date of the meeting (i.e. the 19th April 2024).

Shareholders who wish to attend by telematic means the meeting need to register until 9 a.m. at the latest on the day of the meeting in order to identify themselves by virtue of one of the following means:

- i) 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@nh-](mailto:investor.relations@nh-)

*Free translation*

[hotels.com](https://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 procedure and shall send previously copy of the ID Card or Passport, together with the assistance card of the shareholder, duly filled out and signed, to send to the following email address [investor.relations@nh-hotels.com](mailto:investor.relations@nh-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 Ordinary 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 Ordinary General Shareholders' Meeting, remote attendance section, and following the procedure outlined therein.

Shareholders wishing to vote remotely must indicate how they wish to vote on each of the 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.

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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 Personal Data Protection Act 3/2018, 5 december de Protección de Datos Personales y garantía de los derechos digitales, by writing to the Company's registered office, C/ Santa Engracia 120, edificio central, 28003 Madrid, for the attention of General Secretary.

Carlos Ulecia  
General Counsel and Secretary of the Board of Directors

28 February 2024

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

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

**APRIL 19, 2024**

## **FIRST ITEM ON THE AGENDA**

**Examination and approval of the Individual and Consolidated Financial Statements for fiscal year 2023.**

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### **PROPOSAL OF AGREEMENT:**

To approve the Individual Annual Financial Statements of the Company (Balance Sheet, Profit and Loss Statement, Statement of Changes in Net Equity, Cash Flow Statement and Annual Report) and the Consolidated Financial Statements of the Group of which the Company is the parent company for the fiscal year ended December 31, 2023.

## **SECOND ITEM ON THE AGENDA**

**Review and approval of the Individual and Consolidated Management Reports, corresponding to fiscal year 2023.**

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PROPOSAL OF AGREEMENT:

Approve the Individual and Consolidated Management Reports, corresponding to the fiscal year ended December 31, 2023.

### **ITEM THREE ON THE AGENDA**

**Review and approval of the Consolidated Statement of Non-Financial Information for fiscal year 2023.**

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PROPOSAL OF AGREEMENT:

To approve the Consolidated Statement of Non-Financial Information for the fiscal year ended December 31, 2023.



## **AGENDA ITEM FOUR**

### **Review and approval of the proposed implementation of results.**

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#### **PROPOSAL OF AGREEMENT:**

Approve the application of the Company's profit for the year ended December 31, 2023, in accordance with the proposal approved by the Board of Directors on February 8, 2024, as detailed below:

#### **BASIS OF DISTRIBUTION:**

- Profit for the year 2023: 39.775.628,08 Euros
- Legal reserve: 3.977.562,81 Euros
- Compensation of negative results of previous years: 35.798.065,27

## **ITEM FIVE OF THE AGENDA**

**Approval of the Board of Directors' management during fiscal year 2023.**

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PROPOSAL OF AGREEMENT:

To approve the management of the Board of Directors carried out during the fiscal year ended December 31, 2023.

## AGENDA ITEM SIX

### **Appointment, re-election and ratification, as the case may be, of Board Members.**

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#### PROPOSAL OF AGREEMENT:

Re-elect and ratify the appointment of the following Board Members:

6.1 Re-election of the appointment of Mr. Stephen Andrew Chojnacki as a "Proprietary" Director for the statutory term of three years.

6.2. Re-election of the appointment of the Director Mr. William Ellwood Heinecke with the qualification of "Proprietary" for the statutory term of three years.

6.3 Re-election of the appointment of Mr. Emmanuel Jude Dillipraj Rajakarier as "Proprietary" Director for the statutory term of three years.

6.4. Re-election of the appointment of the Board Member Mr. Rufino Pérez Fernández, with the qualification of "Executive", for the statutory term of three years.

6.5 Ratification of the appointment by cooptation of the Board Member Ms. Miriam González-Amézqueta López, with the classification of "Independent".

6.6. Ratification of the appointment by cooptation of the Board Member Mr. Tomás López Fernebrand, with the classification of "Independent".

6.7. Ratification of the appointment by cooptation of the Board Member Ms. María Segimón de Manzanos, with the classification of "Independent".

## AGENDA ITEM SEVEN

**Change of the corporate name to "Minor Hotels Europe & Americas, S.A." and amendment of Article 1 of the Bylaws.**

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### DRAFT AGREEMENT

Change the corporate name to "Minor Hotels Europe & Americas, S.A." and amend Article 1 (Name), included in Title One of the Company's Bylaws, to read as follows:

***"Article 1.***

*The Company, of a mercantile nature, is called MINOR HOTELS EUROPE & AMERICAS, SOCIEDAD ANONIMA and is governed by these Bylaws and by the mandatory or supplementary legal regulations applicable to this type of Company".*

## **AGENDA ITEM EIGHT**

**Delegation of powers to the Board of Directors so that it may increase the capital, once or several times and at any time, within a period of five (5) years, under the terms and with the limitations established in Article 297.1.b) of the Capital Companies Act, with the power to exclude the pre-emptive subscription right in accordance with the provisions of Article 506 of the same Act, all with the express power of substitution.**

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### **DRAFT AGREEMENT**

To empower the Board of Directors as broadly as is legally necessary so that, in accordance with the provisions of Article 297.1.b) of the Capital Companies Act, to increase the share capital on one or more occasions and at any time, within a period of five (5) years from the date of this Meeting, by the maximum amount equivalent to half of the share capital on the date of approval of this resolution, by issuing new shares -with or without a premium and with or without voting rights-, the consideration for the new shares to be issued consisting of cash contributions, The Board of Directors may establish the offering and/or placement procedure and the terms and conditions of the capital increase and the characteristics of the shares, as well as freely offer the new shares not subscribed within the preferential subscription period or periods, establish that, in the event of incomplete subscription, the capital will be increased only by the amount of the subscriptions made and redraft the article of the Company Bylaws relating to the capital stock. The Board of Directors is empowered to exclude, in whole or in part, the pre-emptive subscription right under the terms of Article 506 of the Capital Companies Act. Likewise, the Board of Directors is empowered to request the admission to official listing and public contracting in the national or foreign stock markets of the shares issued under this authorization, as well as to subscribe any public or private documents that may be necessary or convenient for the issuance of the shares subject to this resolution and, in general, to carry out any formalities that may be necessary for the execution of this resolution.

All the aforementioned powers are vested in the Board of Directors with the power of substitution, in whole or in part, in the Chairman and Chief Executive Officer.

## AGENDA ITEM NINE

**Delegation of powers to the Board of Directors to issue debentures and/or bonds convertible into new shares of the Company and/or exchangeable for shares and/or participations of the Company as well as warrants on newly issued or outstanding shares of the Company with a maximum limit and term of five (5) years and under the conditions set forth in the directors' report, with express attribution, in the case of issuance of debentures and/or convertible bonds and warrants on new shares, of the power to exclude the preemptive subscription rights of the shareholders.**

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### PROPOSAL OF AGREEMENT:

To delegate to the Board of Directors, pursuant to the provisions of Articles 286, 297, 414, 417 and 511 of the Capital Companies Act, as well as Article 319 of the Mercantile Registry Regulations, the power to issue negotiable securities in accordance with the conditions specified below:

1. Securities subject to issuance

The securities referred to in this delegation may be debentures and/or bonds exchangeable for already issued shares of the Company, or of any other entity, whether or not belonging to the Group of which the Company forms part, and/or convertible into newly issued shares of the Company itself, or which, without being convertible or exchangeable for shares, attribute to the holders a participation in corporate earnings, as well as *warrants* on newly issued shares or outstanding shares of the Company or of any other entity, whether or not belonging to the Group of which the Company forms part.

2. Delegation term

The securities subject to the delegation may be issued on one or more occasions, at any time, within a maximum period of five (5) years, which shall commence as from the date of the adoption of this resolution.

3. Maximum delegation amount

The maximum total amount of the issue or issues of debentures and/or exchangeable and/or convertible bonds, as well as warrants, shall be a maximum equivalent to 20% of the Company's capital at the time of delegation, in compliance with the provisions of Recommendation Five of the *Good Governance Code* approved by the CNMV Board Resolution of February 18, 2015.

#### 4. Scope of delegation

Pursuant to the delegation of powers agreed herein and by way of example, but not limitation, the Board of Directors shall be responsible for determining, for each issue:

- a) The amount and form of disbursement.
- b) The place of issue -domestic or foreign- and the currency or currency and in case it is foreign, its equivalence in euros.
- c) The denomination, whether bonds or debentures, or any other legal denomination.
- d) The date or dates of issue, the number of securities and, if applicable, their par value, which in the case of convertible bonds or debentures shall not be less than the par value of the shares.
- e) The interest rate, dates and procedures for coupon payments.
- f) The system of participation of bondholders in corporate earnings.
- g) Whether it is perpetual or amortizing and, in the latter case, the amortization period and maturity date.
- h) Anti-dilution mechanisms and clauses.
- i) Subordination clauses, if any.
- j) The type of reimbursement, premiums and lots.
- k) The guarantees of the issue.
- l) The form of representation, by means of securities or book entries.
- m) The system for the exercise of pre-emptive subscription rights with respect to the holders of shares as well as, in general, the system for the subscription of securities.
- n) Incomplete underwriting forecast.
- o) Their order of priority in the event of insolvency and any subordination clauses.
- p) In the case of warrants and similar securities giving the right to subscribe or acquire shares, the issue and/or premium price, the exercise price - which may be fixed (determined or determinable) or variable-, the conversion and/or exchange ratio and the procedure, term and other conditions applicable to the exercise of the right to subscribe the underlying shares or, as the case may be, the exclusion of such right;
- q) Applicable legislation.
- r) To carry out all necessary formalities, in accordance with the applicable securities market regulations, for the execution of the specific issues agreed to be carried out under this delegation.
- s) If applicable, to appoint the Statutory Auditor and approve the fundamental rules that shall govern the legal relations between the Company and the Syndicate of holders of the securities issued.
- t) In general, any other condition of the issue.

5. Exclusion of preemptive subscription rights

The Board of Directors is expressly delegated, pursuant to Article 511 of the Capital Companies Act, the power to exclude the exercise of shareholders' preemptive subscription rights in issues of convertible debentures and warrants with subscription of newly issued shares, when this is necessary or advisable for the corporate interest. In any case, if it is decided to exercise the conferred power to suppress the pre-emptive subscription right, the Board shall prepare the mandatory directors' report, together with the corresponding auditor's report referred to in Articles 414 and 417 of the Capital Companies Act.

6. Basis and modalities of conversion and/or exchange

For the purposes of determining the bases and modalities of the conversion and/or exchange of the convertible and/or exchangeable debentures and/or bonds, the same shall be established by the Board of Directors in each of the specific issues to be carried out, in accordance with the following criteria:

- a) The securities issued under this agreement shall be exchangeable for shares of the Company or of any other company, whether or not it belongs to the Group of which it forms part and/or convertible into shares of the Company, in accordance with a determined or determinable conversion and/or exchange ratio, the Board of Directors being empowered to determine whether they are convertible and/or exchangeable, and to determine whether they are necessarily or voluntarily convertible and/or exchangeable, and in the event that they are voluntarily convertible and/or exchangeable, at the option of the holder or the issuer, with the periodicity and during the term or terms established in the issue resolution, which may not exceed fifteen (15) years from the issue date, unless the securities are issued on a perpetual basis.
- b) Normally the conversion and/or exchange ratio for shares of the Company shall be fixed, and for this purpose the convertible and/or exchangeable debentures or bonds shall be valued at their nominal amount and the shares at the fixed exchange rate determined in the resolution of the Board of Directors, or at the exchange rate determinable on the date or dates indicated in the resolution of the Board of Directors itself, and based on the listed price of the Company's shares on the date/s or period/s taken as a reference in the same resolution. In any case, the price of the shares may not be less than the arithmetic mean of the closing prices of the Company's shares on the Continuous Market during the period to be determined by the Board of Directors, not more than



three (3) months nor less than five (5) days, prior to the date of the meeting of the Board of Directors which, making use of this delegation, approves the issue of the debentures or bonds with a premium or, as the case may be, a discount on said price per share. In the event of fixing a discount on the price per share, such discount may not exceed 25% of the value of the shares taken as a reference in accordance with the foregoing.

- c) Notwithstanding the provisions of section b) above, it may be agreed to issue the debentures or bonds with a variable conversion and/or exchange ratio. In this case, the price of the shares for the purposes of the conversion and/or exchange shall be the arithmetic mean of the closing prices of the Company's shares on the Continuous Market during a period to be determined by the Board of Directors, not exceeding three (3) months nor less than five (5) days prior to the conversion and/or exchange date, with a premium or, as the case may be, a discount on such price per share. The premium or discount may be different for each conversion and/or exchange date of each issue (or, as the case may be, each tranche of an issue), although in the event of setting a discount on the price per share, this may not be greater than 25% of the listed price of the share in the period prior to the date of conversion and/or exchange of the debentures or bonds into shares established by the Board of Directors, and no limitations are established for the premium.
- d) In the event of an exchange for shares of another company (of the Group to which the Company belongs or not), the same rules set forth in paragraphs a) and b) above shall apply, to the extent applicable and with the necessary adaptations, as the case may be, but with reference to the listing of the shares of such company on the corresponding market.
- e) In no case may the value of the share for the purposes of the conversion ratio of debentures into shares be less than its par value. Pursuant to Article 415 LSC, debentures may not be converted into shares when the par value of the debentures is less than the par value of the shares. Nor may convertible debentures be issued for less than their par value.
- f) The Board may establish, in the event that the issue is convertible and exchangeable, that the Company reserves the right to choose at any time between conversion into new shares or exchange for outstanding shares, specifying the nature of the shares to be delivered at the time of the conversion or exchange, and may even choose to deliver a combination of newly issued shares with pre-existing shares or an equivalent amount in cash. In any case, the Company must respect the equality of treatment

among all the holders of the fixed-income securities converted and/or exchanged on the same date.

- g) When the conversion and/or exchange takes place, the fractions of shares that, if applicable, should be delivered to the holder of the debentures or bonds will be rounded down to the next lower whole number, and each holder will receive in cash the difference that may arise in such case.
- h) As provided in article 414 LSC, at the time of approving an issue of convertible debentures or bonds under the authorization contained in this resolution, the Board of Directors shall issue a report developing and specifying, based on the criteria described above, the bases and modalities of the conversion specifically applicable to the aforementioned issue. This report shall be accompanied by the corresponding report of the auditor referred to in the aforementioned provision, who shall be different from the Company's auditor and appointed for such purpose by the Mercantile Registry. Likewise, said reports will be made available to the shareholders and communicated to the first General Shareholders' Meeting to be held after the issue resolution.

#### 7. Basis and modalities for the exercise of warrants

In the case of issues of warrants and other similar securities giving the right to subscribe shares of the Company, given their atypical nature, the provisions of the LSC for convertible debentures shall be applied by analogy. In relation to the bases and modalities of its exercise, the Board of Directors is empowered to determine, in the broadest terms, the criteria applicable to the securities of this class that are issued under the protection of the delegation granted herein, applying in relation to such issues the criteria established in section 6 above, with the necessary adaptations in order to make them compatible with the characteristics of this class of securities.

The above criteria shall apply, *mutatis mutandis* and to the extent applicable, in connection with the issuance of securities giving the right to acquire shares already issued of the Company (or a combination of new shares and shares already issued) or of another company, whether or not belonging to the Group to which it belongs.

#### 8. Rights of holders of convertible securities

The holders of the convertible and/or exchangeable securities and *warrants* that may be issued under the authorization contained in this resolution shall enjoy all

the rights recognized by current legislation, including in particular, as long as the conversion and/or exchange of the debentures is possible, those relating to the anti-dilution clause in the legal cases.

#### 9. Capital increase

The delegation for the issuance of debentures and/or convertible bonds and *warrants* on newly issued shares shall include the following powers:

- a) The power to increase the capital stock in the amount necessary to meet the requests for conversion or exercise of the warrant on newly issued shares. This authority will be conditional upon the total of the capital increases agreed by the Board of Directors, including both those agreed in exercise of the powers now delegated and those that may be agreed pursuant to other authorizations of the Shareholders' Meeting, not exceeding the limit of one half of the current capital stock provided for in the Capital Companies Act. This authorization to increase the capital includes the authorization to issue and put into circulation, once or several times, the shares representing the capital necessary to carry out the conversion or exercise, as well as the authorization to redraft the article of the bylaws relating to the amount of the capital and, if applicable, to cancel the part of the capital increase that has not been necessary for the conversion into shares or for the exercise of the warrant.
- b) That of developing and specifying the bases and modalities of the conversion and/or exchange or exercise set forth above and, in particular, that of determining the time of conversion and/or exchange or exercise of the warrants, which may be limited to a period fixed in advance, the ownership of the right of conversion and/or exchange, which may correspond to the Company itself or to the holders of debentures and/or bonds and/or warrants, the manner of satisfying the bondholders or holders of the warrants (which may be by means of conversion, exchange, a combination of both or even a mandatory conversion, for the specific determination of which the Board shall be free to opt for what it determines to be most convenient, even at the time of execution) and, in general, any other elements or conditions that may be necessary or convenient to establish for each issue.

#### 10. Admission to negotiation

The Board of Directors may request the admission to trading of convertible and/or exchangeable securities or *warrants* issued in exercise of this delegation on official or non-official, regulated or non-regulated, organized or non-

organized, domestic or foreign secondary markets.

It is expressly stated for the record that, in the event of a subsequent request for delisting, such request shall be adopted with the same formalities as the request for admission, insofar as applicable, and, in such event, the interest of the shareholders or bondholders who oppose or do not vote for the resolution shall be guaranteed in accordance with the terms set forth in the legislation in force. Likewise, the Company expressly declares that it submits itself to the rules that exist or may be issued in the future regarding Stock Exchanges and, in particular, regarding trading, permanence and exclusion from trading.

11. Guarantee of issuance of securities of controlled companies

The Board of Directors is also empowered to guarantee on behalf of the Company, within the aforementioned limits, the new issues of securities that, during the term of this agreement, are carried out by the companies belonging to its group of companies.

12. Power of substitution

The Board of Directors is hereby specially authorized to delegate the powers conferred upon it by virtue of this delegation.

## **AGENDA ITEM TEN**

### **Setting the annual amount of the remuneration of the Board of Directors and its Committees.**

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#### **PROPOSAL OF AGREEMENT:**

At the proposal of the Nominating, Compensation and Corporate Governance Committee and in accordance with the provisions of the Company's Bylaws, to set, similar to past fiscal years, at 800,000 euros the maximum total gross annual amount of the fixed allowance and attendance fees of the Board of Directors and its Committees for the 2024 fiscal year.

## **AGENDA ITEM ELEVEN**

### **Consultative vote on the Annual Report on Directors' Remuneration.**

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#### **PROPOSAL OF AGREEMENT:**

To approve, on a consultative basis, the Annual Report on Directors' Remuneration, the full text of which was sent to the CNMV and is published on the website of the latter when it was approved by the Board of Directors on February 8, 2024, having also been available on the website of NH Hotel Group, S.A. since the date of the call of this Ordinary General Shareholders' Meeting.

## TWELFTH ITEM ON THE AGENDA

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

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### PROPOSAL OF AGREEMENT:

To jointly and severally empower Mr. Emmanuel Jude Dillipraj Rajakarier, Mr. Ramón Aragonés Marín and Mr. Carlos Ulecia Palacios, Chairman, Vice-Chairman and Secretary, respectively, of the Board of Directors. Carlos Ulecia Palacios, Chairman, Vice-Chairman and Secretary, respectively, of the Board of Directors, so that any of them may formalize and execute the foregoing resolutions indistinctly, being able to grant for such purpose the public or private documents that may be necessary or convenient (including those of interpretation, clarification, rectification of errors and correction of defects) for their exact compliance, rectification of errors and correction of defects) for their more exact compliance and for their registration in the Mercantile Registry and in any other Public Registry, as well as so that any of them may proceed, as the case may be, to correct the new texts that are proposed for approval at this Meeting, in accordance with the qualification that may result from the Mercantile Registrar or any other qualifying body.