

Free translation

NH HOTEL GROUP, S.A.

ORDINARY SHAREHOLDERS' GENERAL MEETING 2017

CARD TO EXERCISE DISTANCE VOTING

ATTENTION. IMPORTANT. The shareholders that make use of the present card for exercising distance voting shall prove its ownership of the shares, by presenting the certificates issued by the deposit entities that participate in *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR)* and that intervene as custodies and/or depositories in the chain of ownership of the referred shares.

IDENTIFICATION OF THE SHAREHOLDER

Name and surname(s) (i)/ company name (ii)	
Official document number certifying the identity of the shareholder	
Number of shares	
Entity/entities in which you have shares	
Securities account(s)	

(i) If the shareholder is an individual, the card must be accompanied by a copy of an official document certifying the identity of the shareholder.

(ii) If the shareholder is a legal entity, the card must be accompanied by documents accrediting the representation of the signatory delegated on behalf of the legal shareholder.

To exercise your right to vote without the need to attend the General Shareholders' Meeting of NH Hotel Group, S.A., which will take place in the Hotel NH Madrid Ventas, Calle Biarritz, Number 2, 28028 Madrid, at 12 a.m. the 29th June 2017, you may use this card. In the event that, due to not having reached the legally required quorum, the Meeting could not be held at the first convening, it will be held in the same place and time on the following day at the second convening, i.e. June 30, 2017, although it is expected that the Ordinary General Meeting will be held at the first convening, i.e. June 29, 2017

Mark a cross in the corresponding option on the way you want to cast your vote in respect of each item on the Agenda attached to this card. In the event that you do not fill in an option with regard to any item on the Agenda, it will be understood that the shareholder is voting in favour of the proposal made by the Board in respect of this Agenda item.

Agenda	1	2	3	4	5.1.	5.2.	5.3.	6	7	8	9	10	11
In favour													
Against													
Abstention													
Blank votes													

With regard to the proposals relating to the items not provided for on the attached Agenda, it will be understood that the shareholder did not vote.

Signature of shareholder

In, on, 2017

The card, duly completed and signed, should be sent by post or delivered by hand to the registered office (Calle Santa Engracia 120, edificio central, séptima planta, Secretaría General, 28003 Madrid), within the time limit provided for in the notice to convene, accompanied by a photocopy of an official document certifying the identity of the shareholder or the person physically signing on behalf of the legal shareholding entity.

By following this procedure, you will be considered present for the purposes of the constitution of the General Meeting.

AGENDA

1. Examination and approval, as the case may be, of the Individual and Consolidated Annual Accounts and the Individual and Consolidated Directors' Reports for the year 2016.
2. Examination and approval, as the case may be, of the proposed application of results and of the distribution of the dividend for the year 2016.
3. Approval of the management by the Board of Directors during 2016.
4. Passing of relevant resolutions in relation to the Auditor of the Company and its consolidated group for the year 2017, under the provisions of article 42 of the Code of Commerce and article 264 of the Companies Act.
5. Ratification and appointment of Directors.
 - 5.1 Ratification of the appointment by co-optation of the Director Grupo Inversor Hesperia, S.A., classified as Proprietary Director, for the term of three years as established in the Articles of Association
 - 5.2. Ratification of the appointment by co-optation of the Director Mr José María Sagardoy Llonis, classified as an Independent Director, for the term of three years as established in the Articles of Association
 - 5.3. Appointment of Mr Ramón Aragonés Marín to the post of Director classified as an Executive Director, for the term of three years as established in the Articles of Association.
6. Examination and approval, as the case may be, of the amendment of articles 42.1 and 42.4 of the Articles of Association.
7. Approval of the Share Award Plan.
8. Granting authorization to the Board of Directors for the derivative acquisition of own shares.
9. Establishment of the amount of the annual remuneration of the Board of Directors and its Committees.
10. Consultative vote on the Annual Report on Directors' Remuneration.
11. Delegation of faculties to formalize, clarify, interpret, remedy and execute the resolutions passed by the General Shareholders' Meeting.

