

**ANNUAL REPORT OF THE NOMINATIONS, REMUNERATION AND
CORPORATE GOVERNANCE COMMITTEE OF NH HOTEL GROUP, S.A.
FOR THE YEAR 2022**

1.- Introduction

The Nominations, Remuneration and Corporate Governance Committee of NH Hotel Group, S.A. issues this Report on the action of the Committee and compliance of its goals during the year 2022 (hereinafter the “Report”).

The object of the Report is to give an account of the activity carried out by this Committee to the Board of Directors, in accordance with the provisions of Recommendation 6 of the Code of Good Governance for Listed, approved by a Resolution of the Board of the CNMV dated February 18th, 2015 (and revised June 2020).

The composition, competence and operation of the Nominations, Remuneration and Corporate Governance Committee are regulated in article 47 of the Company’s Bylaws and article 26 of the Board Regulations, that have been amended by the Board of Directors of 22 December 2020 and resolution of the General Meeting of Shareholders of NH dated June 30, 2021, in order to adapt for the purpose of adapting the provisions regarding the composition and powers of this Committee to Law 5/2021, of April 12, which modifies the revised text of the Capital Companies Law, approved by Royal Legislative Decree 1 /2010, of July 2, and other financial regulations, regarding the promotion of long-term involvement of shareholders in listed companies and to adapt its content to the best practices of good corporate governance.

2.- Composition of the Nominations Committee

As of December 31st, 2022, the composition of the Nominations, Remuneration and Corporate Governance Committee was as follows:

Chair: Mr. José María Cantero de Montes-Jovellar (Independent)

Members: Mr. Stephen Chojnacki (Proprietary)
Mr. Alfredo Fernández Agras (Independent)

Secretary: Mr. Carlos Ulecia Palacios

The composition is compliant with the requirements established in the Spanish Companies Act with regard to the composition and qualification are met, as it establishes that the Committee will be made up of a minimum of three and a maximum of six Directors, and is to be comprised exclusively of non-executive Directors appointed by the Board of Directors, and at least two of its members must be Independent Directors.

3.- Competences

The Nominations, Remuneration and Corporate Governance Committee is governed by the functions attributed to it by both ruling legislation and the Company's Bylaws and the Board Regulations, which comprise at least the following competences:

1. Evaluate the necessary competence, knowledge and experience on the Board of Directors. For these purposes, it will define the functions and aptitudes necessary in the candidates who are to cover each vacancy and will evaluate the time and dedication required to carry out their undertaking efficiently.
2. Establish a representation target for the least-represented gender on the Board of Directors and draw up guidelines on how to reach that target.
3. Submit proposals to the Board of Directors for the appointment of independent directors to be appointed by co-optation or to be submitted to the decision of the General Shareholders' Meeting, together with proposals for the re-election or removal of such Directors by the General Shareholders' Meeting.
4. Report on the proposals for the appointment of the other Board members for appointment by co-optation or to be submitted to the decision of the General Shareholders' Meeting, together with proposals for their re-election or removal by the General Shareholders' Meeting.
5. Report on the proposals for the appointment and removal of senior executives and the basic conditions of their contracts.
6. Examine and organize the succession of the Chairman of the Board of Directors and of the Chief Executive Officer of the company and, as the case may be, submit proposals to the Board of Directors so that the aforementioned succession can take place in an orderly and planned manner.
7. Propose to the Board of Directors the remuneration policy for Directors and general managers or whoever carries out their senior management functions directly depending on the Board, Executive Committees, or Managing Directors, as well as the individual remuneration and other contractual conditions of Executive Directors, ensuring that the policy is followed.
8. Supervise and control the fulfilment of the rules of the corporate governance and the politics and plans of the social corporate responsibilities, proposing to the

Board all Reports that may be necessary, also ensuring that the corporate culture is aligned with its purpose and values.

9. Supervision of the application of the general policy regarding the communication of economic-financial, non-financial and corporate information as well as communication with shareholders and investors, proxy advisors and other interest groups. Likewise, the way in which the entity communicates and relates to small and medium shareholders will be monitored.
10. The evaluation and periodic review of the corporate governance system and the company's environmental and social policy, in order for them to fulfill their mission of promoting the social interest and take into account, as appropriate, the legitimate interests of the remaining stakeholders
11. Supervising that society's practices in environmental and social matters are in line with the established strategy and policy.
12. The supervision and evaluation of the relationship processes with the different stakeholders

The aforementioned compendium of competences to this Committee has been duly adapted to the new Recommendations of the Code of Good Governance, after its reform approved by the CNMV on June 26, 2020, having the Board approved the amendment to the Board Regulations and the Shareholders' Meeting approved the modification of the Bylaws accordingly.

All the actions carried out by the Nominations, Remuneration and Corporate Governance Committee will be reported to the Board of Directors at the first meeting held by the Board, and the corresponding documentation shall in any case be made available to the Board so that it can be informed of such actions in order to carry out its duties.

4.- Operation

The Nominations, Remuneration and Corporate Governance Committee will meet as often as the Chairman considers appropriate, or when requested by two of its members with voting rights or the Board of Directors.

Furthermore, members of the Board of Directors who are not members of the Committee may attend the meetings of the Nominations, Remuneration and Corporate Governance Committee occasionally, at the Committee Chairman's invitation.

5.- Activities carried out during 2022

The Nominations, Remuneration and Corporate Governance Committee met 4 times in 2022 to discuss the following matters:

- Review and approval of the remuneration of the Board and Senior Management.
- Favorable report on the appointment (as well as the terms and conditions) of the Chief People Officer and Chief Strategy Officer (the latter with effect from January 1, 2023).
- Examination, verification and approval of the Annual Reports for 2020: (a) Annual Corporate Governance Report, (b) Annual Report of the Nominations and Remuneration Committee, (c) Annual Remuneration Report, (e) Consolidated Non-Financial Information Statement.
- Evaluation and approval of the annual variable remuneration for the Executive Directors for the results obtained in 2021.
- Review and approval of the objectives linked to the annual variable remuneration for 2022 of the Executive Directors.
- Information of del CEO to this Commission regarding liquidation of variable remuneration 2021 of the Management Team, as well as the targets linked to annual variable remuneration 2022.
- Proposal and approval of an extraordinary bonus addressed to Mr. Fernando Lacadena Azpeitia, as compensation for the extraordinary dedication to the Audit and Control Committee during year 2022.
- Approval of the settlement of the third cycle of long-term variable remuneration whose accrual period began on January 1, 2019 and ended on December 31, 2021.
- Proposal and approval of the launch of a new long-term variable remuneration Plan that will start with retroactive effects from January 1, 2022.
- Proposal and approval of the launch of a biennial long-term incentive for 2022-2023.
- Proposal of maximum amount of remuneration to be paid to no executive Directors up to 800.000 euros.
- Evaluation of the Board of Directors. Following the mandate contained in Article 529 *nonies* of the Spanish Companies Act, and in Recommendation 36 of the Code of Good Governance of Listed Companies.

- Proposal and report in relation to the re-election of the appointment of Mr. Alfredo Fernández Agras, as Independent Director, and Mr. Kosin Chantikul, as Proprietary Director.
- Report regarding the appointment of Ms. Laia Lahoz Malpartida as Executive Director, and approval of her commercial contract.
- Promotion of the creation of the Company's Sustainability Committee.
- Validation of the report on the Company's alignment with the recommendations of the TCFD (Task Force on Climate-related Financial Disclosures).
- Validation of the proposal to update the Code of Conduct.

Madrid, February 21st, 2023