

**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 11 a.m. on 29th June 2023 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 2022.
2. Examination and approval of the Individual and Consolidated Director's Report, for the year 2022.
3. Examination and approval of the Non-Financial Report for the year 2022.
4. Examination and approval of the proposed application of results.
5. Approval of the management by the Board of Directors during 2022.
6. Re-election of the appointment of the Director Mr. Ramón Aragonés Marín as Executive Director.
7. Approval of Remuneration Politics.
8. Establishment of the amount of the annual remuneration of the Board of Directors and its Committees.
9. Consultative vote on the Annual Report on Directors' Remuneration.
10. 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 2022 and Auditor's Report issued by the auditor of the Company and its group.
  2. Report of Appointments, Remuneration and Corporate Governance Commission regarding re-election of the Executive Director.
  3. Professional profile and report issued by the Board of Directors evaluating the competence, experience and merits of the Director whose reelection is proposed.
  4. Remuneration Policy.
  5. Report of Appointments, Remuneration and Corporate Governance Commission regarding Remuneration Policy in compliance with article 529 novodecies Corporate Company's Act.



II. In relation to matters submitted to the General Meeting on an informative basis or for a consultative vote:

6. Annual Report on Directors' Remuneration.

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

7. This notice.

8. 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.

9. Annual Corporate Governance Report for 2022.

10. Annual Report of the Audit and Control Committee for 2022, including reference to related-party operations.

11. Annual Report of the Appointments, Remuneration and Corporate Governance Committee for 2022.

12. Forms to be used for proxy and remote voting.

13. The total number of shares and voting rights on the date of the notice.

14. 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, 7 and 8 of the Agenda. Director to be re-elected 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 14<sup>th</sup> June 2023 and 24.00 hours on 23<sup>rd</sup> June 2023.

### **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 2023" 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 2023" 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 29th June 2023).

Shareholders who wish to attend by telematic means the meeting need to register until 10.45 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-hotels.com](mailto:investor.relations@nh-hotels.com), until 24h before the commencement of the meeting. Once the documentation submitted has been verified, the attorney shall received confirmation for him to register and attend the meeting by telematic means, complying with the requirements set forth above. The representation shall be presumed to exist until the company has not informed the Company about its revocation.

The representative of a shareholder, being natural person, shall follow the same proceeding and shall send previously copy of the ID Card or Passport, together with the assistance card of the shareholder, duly filled out and signed, to send to the following email address [investor.relations@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.

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

26 May 2023