

**RESOLUTIONS PROPOSED  
BY THE BOARD OF DIRECTORS**

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

**29<sup>TH</sup> JUNE 2023**

## **ITEM ONE OF THE AGENDA**

### **Examination and approval of the Individual and Consolidated Annual Accounts for the year 2022**

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#### **PROPOSED RESOLUTION:**

To approve the Individual Annual Accounts of the Company (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow Statement and Notes to the Accounts) and the Consolidated Annual Accounts of the group of which the Company is the parent company for the year ended 31 December 2022.

## **ITEM TWO OF THE AGENDA**

**Examination and approval of the Individual and Consolidated Director's Report, for the year 2022, including Corporate Governance Report and the non financial report**

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### **PROPOSED RESOLUTION:**

To approve the Company's individual Directors' Report and the consolidated Directors' Report of the group of which the Company is the parent company for the year ended 31 December 2022, including per reference, the Corporate Governance Report and the non financial report.

### **ITEM THREE OF THE AGENDA**

#### **Examination and approval the non-financial report consolidated for year 2022**

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#### **PROPOSED RESOLUTION:**

To approve the consolidated non-financial report for the year ended 31 December 2022.

## **ITEM FOUR OF THE AGENDA**

### **Examination and approval of the proposed application of results.**

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#### **PROPOSED RESOLUTION:**

To approve the proposed application of results regarding fiscal year 2022, in accordance with the proposal approved by the Board of Directors on 22 February 2023, which is detailed below:

#### **BASE OF THE DISTRIBUTION:**

- Benefits of fiscal year 2022: 22.359.891,60 euros

#### **DISTRIBUTION:**

- Legal Reserve: 2.235.989,16 euros
- Negative results of previous exercises: 20.123.902,44 euros

## **ITEM FIVE OF THE AGENDA**

### **Approval of the management by the Board of Directors during 2022.**

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#### **PROPOSED RESOLUTION:**

To approve the management by the Board of Directors during the year ended 31 December 2022.

## **ITEM SIX OF THE AGENDA**

**Re-election of the appointment of the Director Mr. Ramón Aragonés Marín as Executive Director.**

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### **PROPOSED RESOLUTION:**

Re-election of the appointment of the Director Mr. Ramón Aragonés Marín as Executive Director for a period of three years.

## **ITEM SEVEN OF THE AGENDA**

### **Approval of Remuneration Politics**

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#### **PROPOSED RESOLUTION:**

Approve the Remuneration policy for the Directors for the next three-year period 2024-2026, whose complete text, jointly with the report by the Appointment, Remuneration and Corporate Governance Commission have been made available to the shareholders as part of the documents related to the shareholders' meeting from the publishing of the public announcement.

## **ITEM EIGHT OF THE AGENDA**

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

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#### **PROPOSED RESOLUTION:**

At the proposal of the Appointments, Remuneration and Corporate Governance Committee, and in accordance with the provisions of the Articles of Association, to establish at 800.000 Euros, the maximum total gross annual amount of the fixed remuneration and attendance expenses of the Board of Directors and its Committees for 2023.

## **ITEM NINE OF THE AGENDA**

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

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#### **PROPOSED RESOLUTION:**

To approve, on a consultative basis, the Annual Report on Directors' Remuneration, the entire text of which was sent to the National Securities Market Commission (CNMV) when it was approved by the Board of Directors and has been published on the website of the CNMV since 22 February 2023 and has also been available on the website of NH Hotel Group, S.A. since the date of the notice of this Ordinary General Meeting.

## **ITEM TEN OF THE AGENDA**

**Delegation of faculties to formalize, clarify, interpret, remedy and execute the resolutions passed by the General Shareholders' Meeting.**

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### **PROPOSED RESOLUTION:**

To empower, on a joint and several basis, 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, so that either of them indistinctly may formalize and execute the above resolutions, for which purpose they may grant the public or private documents that may be necessary or advisable (including those of interpretation, clarification, rectification of errors and remedy of defects) for the more exact compliance therewith and for the registration thereof in the Commercial Register and in any other Public Registry, and so that either of them may proceed, as the case may be, to remedy any new texts proposed for approval at this Meeting, in accordance with any qualification made by the Commercial Registrar or any other qualifying entity.