

**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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.