

PROPOSAL PRESENTED BY THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF NH HOTEL GROUP, S.A. IN RELATION TO THE RATIFICATION ON BEHALF OF THE GENERAL SHAREHOLDERS MEETING OF THE APPOINTMENT OF INDEPENDENT DIRECTORS

This Report is formulated in compliance with the provisions of article 529 decies, fourth section of Royal Legislative Decree 1/2010, of July 2, which approves the revised text of the Corporate Companies' Act ("Corporate Companies' Act") in order to justify the ratification of the appointment of **Ms. Miriam González-Amézqueta López, Mr. Tomás López Fernebrand and Ms María Segimón de Manzanos** in their respective categories of Independent Directors, following their appointment by the Board of Directors on June, 29, 2023.

MS. MIRIAM GONZÁLEZ-AMÉZQUETA LÓPEZ

(a) Description of cv:

Degree in Economic and Business Sciences, as well as in Law from Universidad Pontificia Comillas (ICADE). She has completed a programme on disruptive business models at the Massachusetts Institute of Technology (MIT), as well as a senior management programme in internet business at ISDI (DIBEX Program). González-Amézqueta has more than 20 years of experience in investment banking, has been head of equities and derivatives for Spain and Portugal and a member of the executive committee of Nomura International Europe, and has previously worked in various senior positions at Lehman Brothers International Europe and Banco Santander. She is currently an independent director of Deutsche Bank, where she Chairs the Risk and Remuneration Committee and is a member of the Audit and Control Committee, and a director of the strategic consulting firm MIO Group, where she Chairs the Audit and Appointments and Remuneration Committee. She was also a founding partner of Almir Servicios Financieros in 2013.

(b) Evaluation:

The Appointments, Remuneration and Corporate Governance Committee, estimates that Ms. Miriam González-Amézqueta López's curriculum and business career prove that she has the appropriate skills, experience and merits to perform the position of Director, thus complying with the requirements established by article 529 duodecies Corporate Companies's Act for consideration as Independent Director, positively assessing the proposal to ratification by the General Shareholders Meeting of her appointment as Independent Director.

MR. TOMÁS LÓPEZ FERNEBRAND

(a) Description of cv:

Graduate in Law from the Autonomous University of Madrid. He holds a Master of Business Administration (MBA) from Florida International University. Mr López Fernebrand has a long career at Amadeus, where he has held different positions of responsibility, having been SVP General Counsel and Corporate Secretary. He has also been Chairman of the European Technology and Travel Services Association (ETTSA). He is currently Senior Advisor to the Board of Directors of Travel Technology Research Ltd (T2RL) and a member of KPMG's Tourism Advisory Board.

(b) Evaluation:

The Appointments, Remuneration and Corporate Governance Committee, estimates, with the abstention of Mr. López Fernebrand, as member of this Commission, that Mr. Tomás López Fernebrand's curriculum and business career prove that he has the appropriate skills, experience and merits to perform the position of Director, thus complying with the requirements established by article 529 duodecies Corporate Companies's Act for consideration as Independent Director, positively assessing the proposal to ratification by the General Shareholders Meeting of his appointment as Independent Director.

MS. MARÍA SEGIMÓN DE MANZANOS

(a) Description of cv:

Graduated in law and diploma in economics and business from the Comilla Pontifical University (ICADE) in 1991. Expert lawyer in commercial law and in advising companies on business strategy, legal, and compliance. She has a transversal vision in the infrastructure, energy, hotel, real estate and industrial sectors as a result of executive positions and proprietary, executive and independent directors in different companies in various sectors, including the real estate sector.

She has been a partner in the commercial area at Clifford Chance and DLA Piper and responsible for its Capital Markets area; Director of the corporate legal department of Ferrovial and General Counsel and Compliance Officer of CBRE Global Investors (currently, CBRE Investment Management).

In 2012 he completed the Senior Management Programme (PADE) at IESE Business School.

Likewise, she has held the following positions: Proprietary Director of Habitat Inmobiliaria and Budimex, representing Ferrovial; Executive Director of CBRE Investment Management for Spain and Portugal; independent director and president of the CNR of Hispania Activos Inmobiliarios Socimi, Axiare Patrimonio Socimi and Member of the Executive Committee and the Audit and Control Committee of Hispania Activos Inmobiliarios Socimi; Independent Director of Moove Cars Sustainable Transport; member of the CBRE Advisory Council for Spain and Portugal; and Deputy of the Governing Board of the Madrid Bar Association, president of its Audit and Control Committee and member of its Appointments and Remuneration Committee.

Currently, she works as Of Counsel for the Spanish law firm, Escalona & De Fuentes, and she is a member of the Advisory Council of Proa Comunicación and of the Board of Trustees of the FAES Foundationis.

(b) Evaluation:

The Appointments, Remuneration and Corporate Governance Committee, estimates, with the abstention of Ms Segimón de Manzanos, as member of this Commission, that Ms María Segimón de Manzanos curriculum and business career prove that she has the appropriate skills, experience and merits to perform the position of Director, thus complying with the requirements established by article 529 duodecies Corporate Companies's Act for consideration as Independent Director, positively assessing the proposal to ratification by the General Shareholders Meeting, of her appointment as Independent Director.

February 19, 2024.