

**ANNUAL REPORT OF THE APPOINTMENTS, REMUNERATION AND
CORPORATE GOVERNANCE COMMITTEE OF MINOR HOTELS EUROPE
& AMERICAS, S.A.
FOR THE YEAR 2024**

1.- Introduction

The Nominating, Compensation and Corporate Governance Committee of Minor Hotels Europe & Americas, S.A. ("MHEA") issues this Report on the operation and fulfillment of its duties during fiscal year 2024 (hereinafter, the "Report").

The purpose of the Report is to report on the activity carried out by this Committee to the Board of Directors in accordance with the provisions of Recommendation 6 of the Good Governance Code of Listed Companies, approved by Resolution of the CNMV Board on February 18, 2015 (and revised in June 2020).

The composition, competences and operation of the Appointments, Remuneration and Corporate Governance Committee is regulated in Articles 47 of the Bylaws and 26 of the Board Regulations, amended by virtue of a resolution of the Board of Directors dated December 22, 2020 and a resolution of the General Shareholders' Meeting of MHEA dated June 30, 2021 in order to adapt the provisions regarding the composition and competences of this Committee to Law 5/2021, of April 12, amending the revised text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of the long-term involvement of shareholders in listed companies and to adapt its content to the best practices of good corporate governance.

2.- Composition of Nominating, Compensation and Corporate Governance Committee

As of December 31, 2024, the composition of the Nominating, Compensation and Corporate Governance Committee was as follows:

President: María Segimón de Manzanos (Independent)
Members: D. Stephen Chojnacki (Proprietary)
D. Tomás López Fernebrand (Independent)

Secretary: D. Carlos Ulecia Palacios (no member)

The structure complies with the composition and qualification requirements set forth in the Capital Companies Act by establishing that it shall be formed by a minimum of three and a maximum of six Board Members, composed exclusively of non-executive Board Members appointed by the Board of Directors, at least two of whom must be Independent Board Members.

3.- Competencies

The Nominating, Compensation and Corporate Governance Committee is governed by the functions attributed to it by current legislation, the Company's Bylaws and the Regulations of the Board of Directors of the Company, as at least, with the following competencies:

1. Evaluate the skills, knowledge and experience required on the Board of Directors. To this end, it shall define the functions and aptitudes required of the candidates to fill each vacancy and shall evaluate the time and dedication necessary for them to effectively perform their duties.
2. Establish a representation target for the underrepresented sex on the Board of Directors and develop guidelines on how to achieve this target.
3. To submit to the Board of Directors proposals for the appointment of Independent Board Members for appointment by co-optation or for submission to the decision of the General Shareholders' Meeting, as well as proposals for the re-election or removal of such Board Members by the General Shareholders' Meeting.
4. To report on the proposals for appointment of the remaining Board Members for their appointment by cooptation or for their submission to the decision of the General Shareholders' Meeting, as well as the proposals for their re-election or removal by the General Shareholders' Meeting.
5. To report on proposals for the appointment and removal of senior executives and the basic conditions of their contracts.
6. To examine and organize the succession of the Chairman of the Board of Directors and the chief executive of the Company and, if appropriate, to make proposals to the Board of Directors so that such succession occurs in an orderly and planned manner.
7. Propose to the Board of Directors the compensation policy for Board Members and general managers or those who perform their senior management duties under the direct supervision of the Board, Executive Committees or Chief Executive

Officers, as well as the individual compensation and other contractual conditions of the Executive Board Members, ensuring that they are complied with.

8. To supervise and control compliance with the rules of corporate governance and the corporate social responsibility policy and plan, proposing to the Board the necessary Reports and Reports, also ensuring that the corporate culture is aligned with its purpose and values.
9. The 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 stakeholders. Likewise, the way in which the entity communicates and relates with small and medium-sized shareholders will be monitored.
10. The evaluation and periodic review of the corporate governance system and the company's environmental and social policy, so that they fulfill their mission of promoting the social interest and take into account, as appropriate, the legitimate interests of other stakeholders.
11. Monitoring that the company's environmental and social practices are in line with the strategy and policy.
12. Monitoring and evaluation of stakeholder relations processes.

The aforementioned compendium of competencies assigned to this Committee has been duly adapted to the new Recommendations of the Unified Code of Good Governance, following its reform approved by the CNMV on June 26, 2020, with the Board having approved the amendment of the Board Regulations and the Shareholders' Meeting having approved the amendment of the Company's Bylaws accordingly.

All actions carried out by the Nominating, Compensation and Corporate Governance Committee shall be reported to the Board of Directors at its first meeting, and in any case, the corresponding documentation shall be made available to the Board of Directors, so that it may be informed of such actions for the exercise of its powers.

4.- Functioning

The Nominating, Compensation and Corporate Governance Committee shall meet as often as deemed appropriate by the Chairman or as requested by two of its members with voting rights or by the Board of Directors.

Likewise, the meetings of the Nominating, Compensation and Corporate Governance Committee may be attended occasionally by Directors who are not members of the Committee, upon invitation by the Chairman of the Committee.

5.- Activities carried out during fiscal year 2024

During fiscal year 2024, the Nominating, Compensation and Corporate Governance Committee held 6 meetings, having dealt with the following matters:

- Proposal and approval of the Board's remuneration.
- Review, verification and approval of the Annual Reports 2023: (a) Annual Corporate Governance Report, (b) Annual Report of the Nominating and Compensation Committee, (c) Annual Report on Directors' Remuneration, (d) Consolidated Statement of Non-Financial Information.
- Review and approval of the executive directors' compensation package, including the settlement of the annual variable remuneration based on the results achieved in 2023, the objectives linked to the annual variable remuneration for 2024 as well as the salary review for 2024.
- Supervision of the selection process of the new chief executive of the Company, Mr. Gonzalo Aguilar.
- Monitoring the appointment process of the new Chief Financial Officer of the Company, as well as the issuance of the favourable report to the Board of Directors.
- Approval of the settlement of the 2022-2023 biennial Long-Term Incentive.
- Proposal and approval of the launch of a new cycle of the Long-Term Variable Remuneration Plan, which began retroactively as of 1 January 2024-
- Evaluation of the Board of Directors. Following the mandate contained in Article 529 nonies of the Capital Companies Act, and in Recommendation 36 of the CNMV Code of Good Governance of Listed Companies.

In Madrid, on February 12, 2025