

**PROPOSED RESOLUTIONS
OF THE BOARD OF DIRECTORS**

**ORDINARY GENERAL SHAREHOLDERS' MEETING
MINOR HOTELS EUROPE & AMERICAS, S.A.**

JUNE 17, 2025

FIRST ITEM ON THE AGENDA

Examination and approval of the Individual and Consolidated Financial Statements for fiscal year 2024.

PROPOSED RESOLUTION:

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, 2024.

SECOND ITEM ON THE AGENDA

Examination and approval of the Individual and Consolidated Management Report for the year 2024.

PROPOSED RESOLUTION:

Approve the Individual and Consolidated Management Reports, corresponding to the fiscal year ended December 31, 2024.

ITEM THREE ON THE AGENDA

Examination and approval of the Consolidated Statement of Non-Financial Information and Sustainability Information for the year 2024.

PROPOSED RESOLUTION:

To approve the Consolidated Statement of Non-Financial Information and Sustainability Information for the fiscal year ended December 31, 2024.

AGENDA ITEM FOUR

Review and approval of the proposed implementation of results.

PROPOSED RESOLUTION:

Approve the application of the Company's profit for the year ended December 31, 2024, in accordance with the proposal approved by the Board of Directors on February 13, 2025, as detailed below:

BASIS OF DISTRIBUTION:

Profit for the year 2024: 104,267,450.98 Euros

- Legal reserve: 10,426,745.10 Euros
- Voluntary reserve: 74,855,489.08 Euros
- Results from previous years: 18,985,216.80 Euros

ITEM FIVE OF THE AGENDA

Approval of the Board of Directors' management during fiscal year 2024.

PROPOSED RESOLUTION:

To approve the management of the Board of Directors carried out during the fiscal year ended December 31, 2024.

AGENDA ITEM SIX

Re-election of the Appointment of the Auditor of the Company and its consolidated group.

PROPOSED RESOLUTION:

To re-elect PricewaterhouseCoopers Auditores, S.L. (with registered office in Madrid, Paseo de la Castellana nº 259) with Tax Identification Number B-79031290, registered in the Official Register of Auditors (ROAC) under number S-0242, and registered in the Mercantile Registry of Madrid in volume 9.267, folio 75, section 3, page 87250-1, as Auditor of the Company and its consolidated group, for the fiscal year ended December 31, 2025.

AGENDA ITEM SEVEN

Establishing the number of Directors

PROPOSED RESOLUTION:

To establish in eleven (11) the number of board members, within the minimum and maximum limits set forth in the Articles of Association.

AGENDA ITEM EIGHT

Appointment, re-election and ratification, as the case may be, of Board Members.

PROPOSED RESOLUTIONS:

Appoint and re-elect the following Board Members:

8.1 Appointment of Mr. Gonzalo Etienne Aguilar as a Director of the Company, with the qualification of "Executive", for the statutory term of three years.

8.2. Re-election of the appointment of the Director Mr. Kosin Chantikul, with the qualification of "Proprietary", for the statutory term of three years.

8.3. Re-election of the appointment of the Board Member Ms. Laia Lahoz Malpartida, with the qualification of "Executive", for the statutory term of three years.

AGENDA ITEM NINE

Approval of the partial financial spin-off of NH HOTELES ESPAÑA, S.A.U. (Demerged Company) in favour of MINOR HOTELS EUROPE & AMERICAS, S.A. (Beneficiary Company) in accordance with the terms of the Common Project of Partial Financial Spin-off signed on 12 May 2025 by the Joint Administrators and the Board of Directors of both companies. And to this effect:

- 9.1 Acknowledgement of the reports of the directors of MINOR HOTELS EUROPE & AMERICAS, S.A. and NH HOTELES ESPAÑA, S.A.U., and of the observations, if any, submitted by shareholders, creditors or the representatives of the employees with regard to the same and in relation to the Joint Partial Financial Demerger Plan signed on 12 May 2025;**
 - 9.2 Approval of the demerger balance sheet of MINOR HOTELS EUROPE & AMERICAS, S.A.; and**
 - 9.3 Approval of the Common Draft of Partial Financial Demerger entered into on 12 May 2025 by the Joint Administrators and by the Board of Directors of NH HOTELES ESPAÑA, S.A.U. and MINOR HOTELS EUROPE & AMERICAS, S.A., respectively, and approval of the partial financial demerger.**
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PROPOSED RESOLUTIONS:

To approve the partial financial spin-off operation by virtue of which NH HOTELES ESPAÑA, S.A.U., an entity wholly owned by the Company, spins off from its assets 100% of the shares of the Portuguese company NH Hotel Rallye Portugal Unipessoal LDA, which are owned by it, in favour of the Company itself, the beneficiary entity of the spin-off, pursuant to the provisions of article 76.2.1º.c) of Law 27/2014, of 27 November, on Corporate Income Tax; all based on the Spin-Off Plan and the mandatory reports issued by the Board of Directors for shareholders and employees.

In particular, it is proposed to the General Meeting that:

- 9.1 Take cognizance of the Reports of the directors of MINOR HOTELS EUROPE & AMERICAS, S.A. and NH HOTELES ESPAÑA, S.A.U., and of the observations, if any, submitted by shareholders, creditors or the representatives of the employees in respect thereof and in relation to the Joint Partial Financial Demerger Plan signed on 12 May 2025.

Both reports explain and justify the legal and economic aspects of the proposed operation, as well as the consequences for the future business activity of the company and its creditors, and its impact in terms of employment.

- 9.2 Approve the demerger balance sheet of MINOR HOTELS EUROPE & AMERICAS, S.A.

The aforementioned balance sheet corresponds to the balance sheet of the Individual Annual Accounts approved, if applicable, in Point One of the Agenda, given that the aforementioned balance sheet was closed within the six months prior to the date of the Merger Plan -of 12 May 2025-.

- 9.3 Approve the Joint Partial Financial Demerger Project signed on 12 May 2025 by the Joint Administrators and by the Board of Directors of NH HOTELES ESPAÑA, S.A.U. and MINOR HOTELS EUROPE & AMERICAS, S.A., respectively, and, consequently, approve the proposed partial financial demerger in the strict terms proposed. Said operation:

- i. Will entail the transfer of the interest corresponding to 100 % of the share capital of NH Hotel Rallye Portugal Unipessoal, LDA, which is divided into three (3) shares, with a nominal value of € 49,997.51, €2.49 and €2,000,000 respectively, all of which are property of NH HOTELES ESPAÑA, S.A.U. The book value of this shareholding on 31 December 2024, as stated in the assets of the Demerged Company, is €17,814,492.00.
- ii. It will not entail a change in the Company's capital figure as it is the sole shareholder of the spun-off company. On the other hand, the spun-off company will reduce its reserves by the total value of the spun-off assets. Details of the operation are set out in the table below:

NH HOTELES ESPAÑA, S.A.U.			
EQUITY	Before spin-off	Reduction	After spin-off
Capital	-177,059,475.01 €	0,00 €	-177,059,475.01 €
Share premium	2,747,000.00 €	0,00 €	2,747,000.00 €
Legal reserve	14,131,384.93 €	0,00 €	14,131,384.93 €
Other reserves	-7,720,000.00 €	0,00 €	-7,720,000.00 €
Other contributions from shareholders	126,179,727.10 €	-17,814,492.00 €	108,365,235.10 €
Negative results from previous years	220,034,440.93 €	0,00 €	220,034,440.93 €
Grants, donations and legacies received	217,103.65 €	0,00 €	217,103.65 €
Profit for the year	53,219,583.07 €	0,00 €	53,219,583.07 €
TOTAL	231,749,764.67 €	-17,814,492.00 €	213,935,272.67 €

- iii. There are no shareholders holding special rights or holders of securities or securities other than shares to whom any compensation or rights are to be granted as a result of the transaction, nor are any special advantages granted to members of the administrative, management, supervisory or controlling bodies.
- iv. It does not entail any modification of the management structures of the two companies involved, nor does it entail any modification of their existing Articles of Association.
- v. No implications for creditors are foreseen and no specific guarantees to creditors are deemed necessary.
- vi. In accordance with accounting regulations, it will be effective for accounting purposes from 1 January 2025, at which time the assets will be deemed to have been transferred.

- vii. It will be carried out under the Special Tax Regime established in Chapter VII of Title VII of Law 27/2014, of 27 November, on Corporate Income Tax, as a spin-off of those regulated in article 76.2.1.1.c) of Law 27/2014, of 27 November.

AGENDA ITEM TEN

Setting the annual amount of the remuneration of the Board of Directors and its Committees.

PROPOSED RESOLUTION:

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 2025 fiscal year.

AGENDA ITEM ELEVEN

Consultative vote on the Annual Report on Directors' Remuneration.

PROPOSED RESOLUTION:

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 13, 2025, having also been available on the website of Minor Hotels Europe & Americas, S.A. since the date of the call of this Ordinary General Shareholders' Meeting.

AGENDA ITEM TWELVE

Delegation of powers to formalize, clarify, interpret, correct and execute the resolutions adopted by the General Shareholders' Meeting.

PROPOSED RESOLUTION:

To jointly and severally empower Mr. Emmanuel Jude Dillipraj Rajakarier, Mr. Ramón Aragonés Marín, Mr. Gonzalo Etienne Aguilar and Mr. Carlos Ulecia Palacios, 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.