

**PROPOSED RESOLUTIONS
OF THE BOARD OF DIRECTORS OF 11 MAY 2026**

**FOR ORDINARY GENERAL SHAREHOLDERS' MEETING
MINOR HOTELS EUROPE & AMERICAS, S.A. TO BE HELD ON
JUNE 22, 2026**

FIRST ITEM ON THE AGENDA

Examination and approval of the Individual and Consolidated Financial Statements for the year 2025.

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 financial year ended December 31, 2025.

SECOND ITEM ON THE AGENDA

Examination and approval of the Individual and Consolidated Management Report for the year 2025.

PROPOSED RESOLUTION:

Approve the Individual and Consolidated Management Reports, corresponding to the financial year ended December 31, 2025.

ITEM THREE ON THE AGENDA

Examination and approval of the Consolidated Statement of Non-Financial Information and Sustainability Information for the year 2025.

PROPOSED RESOLUTION:

To approve the Consolidated Statement of Non-Financial Information and Sustainability Information for the fiscal year ended December 31, 2025.

ITEM FOUR ON THE AGENDA

Examination and approval of the proposed application of the financial results of the Company.

PROPOSED RESOLUTION:

Approve the application of the Company's profit for the year ended December 31, 2025, in accordance with the proposal approved by the Board of Directors on February 12, 2026, as detailed below:

BASIS OF DISTRIBUTION:

Profit for the 2025 financial year: €102,544,237.86

- To the legal reserve: €10,254,423.79
- Dividend: €92,289,814.07 (i.e. €0.21184487 gross per share entitled to receive it and in circulation on the date the corresponding payment is made; all in accordance with the following schedule:
 - Last trading date: 19 June 2026.
 - Ex-dividend date: 22 June 2026
 - Record date: 23 June 2026
 - Payment date: 24 June 2026

The dividend will be paid in cash for the corresponding net amount, after deduction of the legally applicable withholdings. This dividend will be distributed through the entities participating in “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal” (IBERCLEAR), and the Board of Directors is hereby authorised, with express power of substitution, to appoint the entity to act as paying agent and to carry out any other actions necessary or appropriate to ensure the successful distribution.

ITEM FIVE OF THE AGENDA

Approval of the Board of Directors' management during the year 2025.

PROPOSED RESOLUTION:

To approve the management of the Board of Directors carried out during the financial year ended December 31, 2025.

ITEM SIX ON THE AGENDA

Approval of the distribution of dividends charged to voluntary reserves.

PROPOSED RESOLUTION:

To approve the distribution to shareholders of a dividend charged to freely available voluntary reserves, amounting to a total gross sum of €17,710,185.93, equivalent to €0.04065250 gross per share entitled to receive it, noting that there are sufficient distributable reserves and that, following the distribution, the Company's net equity (*patrimonio neto*) is not be less than its share capital, in accordance with the provisions of Article 273.2 of the Companies Act.

The dividend will be distributed in accordance with the following schedule:

- Last trading date: 19 June 2026.
- Ex-dividend date: 22 June 2026
- Record date: 23 June 2026
- Payment date: 24 June 2026

The dividend will be paid in cash for the corresponding net amount, after deduction of the legally applicable withholdings. This dividend will be distributed through the entities participating in "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal" (IBERCLEAR), and the Board of Directors is hereby authorised, with express power of substitution, to appoint the entity to act as paying agent and to carry out any other actions necessary or appropriate to ensure the successful distribution.

ITEM SEVEN ON THE AGENDA

Confirmation of the appointment by co-optation and re-election of Mr Carlos Ulecia Palacios as Director of the Company.

PROPOSED RESOLUTION:

To confirm the appointment by co-optation and re-elect Mr Carlos Ulecia Palacios as a director of the Company for the statutory term of three years, with effect from the adoption of this resolution.

ITEM EIGHT ON THE AGENDA

Determination of the number of members of the Board.

PROPOSED RESOLUTION:

To establish in five (5) the number of board members, within the minimum and maximum limits set forth in the Articles of Association.

ITEM NINE ON THE AGENDA

Re-election of the auditors of the Company and its Consolidated Group for the 2026 financial year.

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, 2026.

ITEM TEN ON THE AGENDA

Approval of the following amendments to the Company's Articles of Association.

PROPOSED RESOLUTION:

Approval of the following amendments to the Company's Articles of Association, which shall be submitted to separate vote:

- a) Amendment of Article 4 ("Registered Office") of Title One (Name, Corporate Purpose and Registered Office) of the Articles of Association.
- b) Amendment of Article 10 ("Representation of Shares"), Article 12 ("Book-entry Register"), and Article 13 ("Outstanding Payments"); and repeal of Article 14 ("Redeemable Shares") of Chapter Two of Title Two (Share Capital and Shares) of the Articles of Association.
- c) Amendment of Article 15 ("Management Structure of the Company") of Title Three (Corporate Bodies) of the Articles of Association.
- d) Amendment of Article 17 ("Regulation"), Article 18 ("Types of General Meetings"), Article 19 ("Powers of the General Meeting"), Article 20 ("Notice of the General Shareholders' Meeting"), Article 21 ("Notice of Call"), Article 22 ("Supplement to the Notice of Call"), Article 23 ("Right to Attend"), Article 24 ("Representation at the General Shareholders' Meeting"), Article 25 ("Right to Information"), Article 27 ("Bureau of the General Shareholders' Meeting"), and Article 30 ("Adoption of Resolutions"), of Chapter One (General Shareholders' Meeting), of Title Three (Corporate Bodies) of the Articles of Association.
- e) Amendment of Article 32 ("Regulation"), Article 33 ("Functions of the Board of Directors"), and Article 34 ("Determination of the Number of Members"); repeal of Article 35 ("Qualitative Composition"); amendment of Article 36 ("Term of Office"), Article 37 ("Removal of Directors"), Article 38 ("Allocation of Offices"), Article 39 ("Meetings of the Board of Directors"), and Article 42 ("Remuneration of the Members of the Board of Directors") of Chapter Two (Board of Directors) of Title Three (Corporate Bodies) of the Articles of Association.
- f) Repeal of Article 45 ("Delegation of Powers") and Article 46 ("Composition") of Chapter One (Executive Committee) of Title Four (Board Committees) of the Articles of Association.
- g) Repeal of Article 47 ("Composition and Powers") of Chapter Two (Appointments, Remuneration and Corporate Governance Committee) of Title

Four (Board Committees) of the Articles of Association.

- h) Repeal of Article 48 (“Composition and Powers”) of Chapter Three (Audit and Control Committee) of Title Four (Board Committees) of the Articles of Association.
- i) Amendment of Article 50 (“Annual Accounts”) and Article 52 (“Statutory Auditor”) of Title Five (Financial Regime and Final Provisions) of the Articles of Association.
- j) Repeal of Article 53 (“Annual Corporate Governance Report”) and Article 54 (“Website”) of Title Six (Annual Corporate Governance Report and Website) of the Articles of Association.

ITEM ELEVEN ON THE AGENDA

Approval of the repeal of the Company's General Shareholders' Meeting Regulations

PROPOSED RESOLUTION:

To approve the repeal, with effect from the date of this resolution, of the Company's General Meeting Regulations, the latest amendment to which was approved on 11 November 2024, which shall be repealed in their entirety from that date. As a result of the foregoing, the functioning, convening, constitution, holding and adoption of resolutions by the General Meeting of Shareholders shall be governed by the provisions of the law, the Articles of Association and, where applicable, any other internal rules of the Company that may be applicable.

ITEM TWELVE ON THE AGENDA

Authorisation for the Board of Directors to acquire and/or dispose treasury shares.

PROPOSED RESOLUTION:

To authorise the Board of Directors, with express power of substitution in favour of any of its members or the Chief Executive Officer, pursuant to the provisions of articles 146 et seq. of the Spanish Capital Companies Act, so that it may, directly or through subsidiaries, acquire and/or dispose of, at any time and whenever it deems appropriate, shares of the Company itself (treasury shares), by way of purchase, sale, exchange, dation in payment, allocation in enforcement proceedings, the granting of security or any other legal transaction for valuable consideration or free of charge, under the conditions and within the limits provided for in the applicable regulations and, in particular, subject to the following terms.

The authorisation shall cover the acquisition and/or disposal of treasury shares up to the maximum limit permitted at any given time under the regulations in force. For operational purposes, and without prejudice to the legal limit applicable at any given time, the General Meeting sets as a reference maximum a percentage of the paid-up share capital that shall not exceed the legal limit, taking into account for these purposes treasury shares acquired by the Company and, where applicable, by its subsidiaries, in accordance with the applicable regulations.

The acquisition price, in the case of acquisitions for valuable consideration, shall be determined by the Board of Directors having regard to the circumstances of the case and the corporate interest, within a range generally set between a minimum equal to the nominal value of the share and a maximum equal to the higher of the following amounts: (i) the acquisition price paid by the controlling shareholder in the delisting tender offer that gave rise to the delisting, increased or reduced, as applicable, by such objective adjustments as the Board considers appropriate in light of the time elapsed, the development of the business and the Company's equity, financial and cash position; or (ii) the fair market value, which may be calculated by reference to any of the following methods: (a) the book value per share resulting from the latest audited annual accounts and, where applicable, the available interim financial statements, adjusted for latent gains or losses on the principal assets and liabilities; (b) the equity, financial and cash position of the Company and its consolidated group, its level of indebtedness, its cash-generating

capacity and its anticipated investment and financing commitments; (c) the recent performance and reasonable outlook of the income statement, operating margins and cash flows, as well as the business plan approved by the Board itself; (d) valuation methods generally accepted in financial practice, such as discounted cash flow, comparable company multiples, multiples of precedent transactions in the sector, liquidation value or substance value, weighted as reasonably appropriate in light of the characteristics of the Company; (e) the value resulting from a valuation prepared by an independent expert of recognised standing appointed by the Board; and (f) any other market, sectoral, regulatory or macroeconomic formulae which, in the Board's reasoned judgment, are relevant at the time of the acquisition.

In any event, the Board may specify criteria for determining the price (formulae, bands, updating mechanisms or reference to valuations), always within the legal limits and with due regard to the corporate interest and the equitable treatment of shareholders to the extent required.

In order to reinforce the objectivity and traceability of the price-setting process, the Board of Directors may obtain, whenever it deems appropriate and, in any event, whenever the quantitative or qualitative significance of the transaction so warrants, one or more valuation reports prepared by independent experts of recognised standing (financial institutions, audit firms or consultancy firms specialising in valuation), the criteria, assumptions and conclusions of which shall be taken into account as a reference for the final decision, without this implying any automatic linkage of the price to the outcome of such reports. In the relevant minutes, the Board shall state the reasons justifying the price finally agreed, recording the reports, valuations, comparables and other factors taken into consideration, as well as compliance with the legal limits and with the range set by the General Meeting.

The authorisation is granted for a maximum term of five years from the date of adoption of this resolution, and, to the extent exceeding this authorisation, the unused portion of the authorisation granted to the Board of Directors for the acquisition of treasury shares by the General Shareholders' Meeting dated 30 June 2021 shall cease to have effect

ITEM THIRTEEN ON THE AGENDA

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

PROPOSED RESOLUTION:

To grant authority, on a several basis, to Mr. Emmanuel Jude Dillipraj Rajakarier, Mr. Gonzalo Etienne Aguilar and Mr. Carlos Ulecia Palacios, so that any one of them, acting individually, may formalise and implement the foregoing resolutions, and for such purpose may execute any public or private documents that may be necessary or advisable (including documents for interpretation, clarification, correction of errors and remedy of defects) for their most exact implementation and for their filing with the Commercial Registry and any other Public Registry, as well as so that any one of them may, where appropriate, remedy the new texts proposed for approval at this General Meeting, in accordance with any classification or review that may be issued by the Commercial Registrar or any other reviewing authority.

In particular, and without limitation, they are empowered to clarify, interpret, specify, develop, supplement, rectify, remedy and, where appropriate, adapt the aforementioned resolutions, as well as the texts, documents and certificates in which they are recorded, whenever this may be necessary or advisable for their implementation or for their total or partial review and registration, and may resolve or overcome any errors, omissions, defects or factual or legal discrepancies that may be identified, whether brought to light by the authorising Notary, the Commercial Registrar, any other registrar or authority, or third parties with a legitimate role in the formalisation or registration process.

This delegation expressly includes the power to remedy, clarify, supplement and rectify the resolutions relating to the approval of the annual accounts and the individual and consolidated management reports, the application of profit and/or distribution of reserves, the appointment, ratification and/or re-election of directors, the re-election of the auditor, amendments to the bylaws, the authorisation for the derivative acquisition of treasury shares or own shares, as well as any other resolutions adopted by the General Meeting, provided that such actions do not imply any substantial alteration of the corporate intent expressed by the General Meeting or any modification of the substantive content of the resolutions adopted.

Likewise, any of the authorised attorneys-in-fact may carry out any acts that may be

necessary or advisable to remedy issues arising from any oral or written review issued by the Commercial Registry or any other competent authority, including the incorporation of merely formal, technical or non-substantive corrections, and the adaptation of the wording of the resolutions to the applicable legal, regulatory or registry requirements, all to the fullest extent permitted by law.