

NH HOTEL GROUP, S.A.

ORDINARY SHAREHOLDERS' GENERAL MEETING 2021

CARD TO DELEGATE REPRESENTATION

ATTENTION. IMPORTANT. The shareholders that make use of the present card for delegating its representation in distance shall prove its ownership of the shares, by presenting the certificates issued by the deposit entities that participate in *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR)* and that intervene as custodies and/or depositories in the chain of ownership of the referred shares.

Shareholders of NH Hotel Group, S.A. not attending the Ordinary General Meeting, which will take place exclusively online at 11 a.m., on the 30th June 2021 on sole call, may delegate their representation to another person, who need not be a shareholder, through the completion and submission to the Company of this card.

IDENTIFICATION OF THE SHAREHOLDER:

Name and surname(s) (i)/ company name (ii)	
Official document number certifying the identity of the shareholder	
Number of shares	
Entity/entities in which you have shares	
Securities account(s)	

(i) If the shareholder is an individual, the card must be accompanied by a copy of an official document certifying the identity of the shareholder.

Free translation

(ii) *If the shareholder is a legal entity, the card must be accompanied by documents accrediting the representation of the signatory delegated on behalf of the legal shareholder.*

IDENTIFICATION OF THE REPRESENTATIVE:

Name and surname(s)	
Official document number certifying identity (not being necessary when the delegation has been made to a member of the Board)	

For the purposes of Article 523 and 526 of the Companies Act, it is hereby stated that if the representative designated by a shareholder is a director of the Company, they are in a situation of conflict of interest with respect to points 4 and 11 of the Agenda, which are described later. Directors whose appointments are intended to be ratified or appointed in accordance with point 5 of the Agenda are also in a situation of conflict of interest. Directors may also be in conflict of interest in relation to the compromise proposals which, where applicable, were made outside the Agenda, in the event that they relate, inter alia, to their revocation as a director or the demand for their accountability.

If cards do not specify anything in this regard, it will be understood that representation has been granted in favour of the Chairman of the Shareholders meeting and, if he is in a conflict of interest situation, in favour of one of the directors or the Secretary of the Board of Directors, to be chosen by the Chairman of the Shareholders meeting.

The documents recording representatives for the General Meeting will reflect instructions about the way the vote is cast, on the understanding that by not mentioning anything in this regard, the representative provides specific voting instructions to vote in accordance with the proposals made by the Board of Directors on the issues included in the Agenda.

To give your voting instructions, mark the appropriate box in the following table with a cross.

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In relation to the proposals for items not provided for in the attached Agenda and therefore unknown at the date of delegating representation, it will be understood that representatives should vote as they consider most appropriate based on the interest of the Company.

Signature of shareholder

Signature of representative

In, on, 2021

The card, duly completed and signed, should be sent by post or delivered by hand to the registered office (Calle Santa Engracia 120, edificio central, séptima planta, Secretaría General, 28003 Madrid) or per mail to investor.relations@nh-hotels.com within the time limit provided for in the notice to convene, accompanied by a photocopy of an official document certifying the identity of the shareholder or the person physically signing on behalf of the legal shareholding entity.

AGENDA

1. Examination and approval of the Individual and Consolidated Annual Accounts for the year 2020.
2. Examination and approval of the Individual and Consolidated Director's Report, for the year 2020, including the Annual Corporate Governance Report and the non financial report.
3. Examination and approval of the proposed application of results.
4. Approval of the management by the Board of Directors during 2020.
5. Appointment, reelection and ratification, as the case may be, of the following Directors:
 - 5.1 Reelection of the appointment of the Director Mr. William Ellwood Heinecke as Proprietary Director for a period of three years.
 - 5.2 Reelection of the appointment of the Director Mr. Emmanuel Jude Dillipraj Rajakarier as Proprietary Director for a period of three years.
 - 5.3 Reelection of the appointment of the Director Mr. Stephen Andrew Chojnacki as Proprietary Director for a period of three years.
 - 5.4 Reelection of the appointment of the Director Mr. José María Cantero de Montes-Jovellar as Independent Director for a period of three years.
 - 5.5. Reelection of the appointment of the Director Mr. Fernando Lacadena Azpeitia as Independent Director for a period of three years.
 - 5.6. Ratification of the appointment of the Director Mr. Rufino Pérez Fernández, as Executive Director for a period of three years.
6. Share capital increase by way of a compensation of credits for an amount of EUR 107,000,000.00, through the issue of new ordinary shares of EUR 2 par value each and foreseeing the possibility of incomplete subscription. Delegation of powers to the Board of Directors, with powers to sub-delegate, to implement this resolution and to set those terms and conditions not provided for herein, as well as to amend article 5 of the Company's Bylaws.
7. Examination and approval, of the following amendments of articles 13, 18, 19, 23, 33, 37, 42, 43, 47 y 48 of the By laws.
 - 7.1 Amendment of the following articles included in Chapter Second of Title II of the By Laws regarding the shares: article 13 ("Outstanding payments").

- 7.2 Amendment of the following articles included in Chapter One of Title III of the By Laws regarding General Shareholders Meetings: article 18 (“Classes of General Shareholders Meetings”), article 19 (“Competencies of the General Shareholders Meetings”) and article 23 (“Assistance Right”).
- 7.3 Amendment of the following articles included in Chapter Two of Title III of the By Laws regarding Board of Directors: article 33 (“Functions of the Board of Directors”), article 37 (“ of Removal of Directors”), article 42 (“Remuneration of members of the Board of Directors”), article 43 (“Duty of Loyalty”).
- 7.4 Amendment of the following articles included in Chapter Two of Title IV, Appointment, Reumeration and Corporate Governance Committee: article 47 (“Composition”).
- 7.5 Amendment of the following articles included in Chapter Three of Title IV, regarding Audit and Control Committee: article 48 (“Composition”).
8. Examination and approval of the following amendments of articles 5, 6 and 12 bis of the General Shareholders Meeting Regulation.
 - 8.1. Amendment of the following articles included in Title II Classes and competences of the Shareholders Meeting: article 5 (“Competences of the General Shareholders Meeting”) and 6 (“Classes of the Shareholders Meeting”).
 - 8.2 Include the following article included in Title IV regarding organization and constitution of Shareholders Meeting: article 12 bis (“Remote assistance”).
9. Authorization to the Board of Directors to buy own shares.
10. Approval of Remuneration Politics
11. Establishment of the amount of the annual remuneration of the Board of Directors and its Committees.
12. Consultative vote on the Annual Report on Directors’ Remuneration.
13. Information of the approved amendments to the Board of Director’s Regulation.
14. Delegation of faculties to formalize, clarify, interpret, remedy and execute the resolutions passed by the General Shareholders’ Meeting.