

Free translation

**NH HOTEL GROUP, S.A.**

**ORDINARY SHAREHOLDERS' GENERAL MEETING 2021**

**CARD TO EXERCISE DISTANCE VOTING**

**ATTENTION. IMPORTANT.** The shareholders that make use of the present card for exercising distance voting 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.

**IDENTIFICATION OF THE SHAREHOLDER**

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

*(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.*

*(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.*

You may exercise your right to vote without the need to attend the General Shareholders' Meeting of NH Hotel Group, S.A., which will take place exclusively online at 11 a.m. on 30<sup>th</sup> June, 2021, at sole call, you may use this card.

Mark a cross in the corresponding option on the way you want to cast your vote in respect of each item on the Agenda attached to this card. In the event that you do not fill in an option with regard to any item on the Agenda, it will be understood that the shareholder is voting in favour of the proposal made by the Board in respect of this Agenda item.

Points of Agenda	1	2	3	4	5.1	5.2	5.3	5.4	5.5	5.6	6	7.1	7.2	7.3	7.4	7.5	8.1	8.2	9	10	11	12	13	14
In favour																								
Against																								
Abstention																								
White vote																								

With regard to the proposals relating to the items not provided for on the attached Agenda, it will be understood that the shareholder did not vote.

**Signature of shareholder**

**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 email to the following address [investor.relations@nh-hotels.com](mailto: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.

By following this procedure, you will be considered present for the purposes of the constitution of the General Meeting.

## **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.