

**REPORT PRESENTED BY THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF NH HOTEL GROUP, S.A. IN RELATION TO THE RE-ELECTION AND RATIFICATION OF NON-INDEPENDENT DIRECTORS**

This Report is formulated in compliance with the provisions of article 529 decies, sixth section of Royal Legislative Decree 1/2010, of July 2, which approves the revised text of the Corporate Companies Act (“**Corporate Companies Act**”) for the purpose of justifying the proposal of reelection and ratification of appointment by co-option of certain non-independent Directors for consideration by the Board and their subsequent submission to the General Meeting for ratification.

By virtue of the foregoing, below is included, separately, the assessment of the Appointments, Remuneration and Corporate Governance Committee regarding the non-independent Directors whose appointment it proposes to re-elect, namely, **Mr. William Ellwood Heinecke, Mr. Emmanuel Jude Dillipraj Rajakarier, Mr. Stephen Andrew Chojnacki**, as well as the ratification of the appointment of **Mr. Rufino Pérez Fernández**, that was approved by the Board of Directors on September 28, 2020:

**(i) MR. WILLIAM ELLWOOD HEINECKE**

**(a) Description of cv:**

He has earned an Honorary Doctoral of Business Administration in Management from Yonok University, Lampang. He also obtained the Director Certification Program (DCP) by the Thai Institute of Directors Association (IOD). Mr. Heinecke is the founder of Minor International Pcl. (MINT) and currently holds the position of Chairman of the Board of Directors of the aforementioned company. During the five decades of existence of the Minor group, Mr. Heinecke has led the company to expand its portfolio of restaurants, hospitality and distribution of lifestyle brands. Currently, it has more than 2,100 restaurants, 160 hotels and 400 lifestyle outlets in 40 countries (excluding the NH Hotel Group portfolio). MINT is listed on the Thai Stock Exchange, with revenues of more than 1.5 billion euros and a market capitalization of 4 billion euros. Mr. Heinecke is the author of the book “The Entrepreneur - 25 Golden Rules for Global Business Manager”.

**(b) Evaluation:**

The Appointments, Remuneration and Corporate Governance Committee, with the abstention of the proprietary director representing the shareholder Minor International PCL and member of the Committee, considers that the curriculum and business career of Mr. William Ellwood Heinecke prove that he has the competences, experience and adequate merits to perform the position of Proprietary Director and report favorably on the proposal of the Board of Directors.

**(ii) MR. EMMANUEL JUDE DILLIPRAJ RAJAKARIER**

**(a) Description of cv:**

Graduated in Computer Systems Analysis & Design in Sri Lanka in 1984. Master in Business Administration and Management (MBA) in Finance in the United Kingdom, as well as IOD Certificate from Thai Institute of Directors, finalist in CIMA (Chartered Institute of Management Accountants) in UK. He is also a member of the "Institute of Management Information Systems" in the United Kingdom, as well as other institutions or associations such as "FCEA - Fellow member of the Cost and Executive Accountants", "ABAHA - Associate of British Association of Hotel Accountants", "MACP - Member of Association of Computer Professionals" or "MABAC - Member of Association of Business & Administrative Computing" in the United Kingdom. Mr. Rajakarier has developed his professional career from 2007 to date at Minor International Public Company Limited as Chief Operating Officer (COO) and Director and Chief Executive Officer (CEO) at Minor Hotel Group Limited. Minor International Public Company Limited is a global company focused on three main businesses: catering, the hotel sector and the trade of retail brands. From 2001 to 2007 he acted as Deputy Chief Financial Officer and Internal Audit Manager at the leading operator Orient Express Hotels, Trains & Cruises (Belmond). Since 1.01.2020 he is Group CEO of Minor International Public Company Limited.

**(b) Evaluation:**

The Appointments, Remuneration and Corporate Governance Committee, with the abstention of the proprietary director representing the shareholder Minor International PCL and member of the Committee, considers that the curriculum and business career of Mr. Emmanuel Jude Dillipraj Rajakarier prove that he has the adequate competencies, experience and merits to perform the position of Proprietary Director and report favorably on the proposed appointment of the Board of Directors.

**(iii) MR. STEPHEN ANDREW CHOJNACKI**

**(a) Description of cv:**

Bachelor of Foreign and Economic Relations from the University of Virginia obtaining a Doctorate from the University of Virginia / School of Law. Mr. Chojnacki has developed his professional career at Linklaters Law Firm in the New York, Hong Kong and Bangkok offices. He is currently the Chief Commercial Officer and General Counsel of Minor International PLC., Director of MHG Continental Holding (Singapore) Pte. Ltd., as well as Director of companies of the Minor group. During his years leading the commercial activities and legal advice of the Minor Group, he has carried out countless mergers and

acquisitions with other leading companies in the hospitality sector, with a presence in Portugal, Brazil, China, Vietnam, Indonesia and Africa.

**(b) Evaluation:**

The Appointments, Remuneration and Corporate Governance Committee, with the abstention of Mr. Stephen Andrew Chojnacki as member of the Committee, considers that the curriculum and business career of Mr. Stephen Andrew Chojnacki, certify that he has the appropriate competencies, experience and merits to perform the position of Proprietary Director and report favorably on the proposed appointment of the Board of Directors.

**(iv) MR. RUFINO PÉREZ FERNÁNDEZ**

**(a) Description of cv:**

Mr. Rufino Pérez Fernández has a degree in economics and business from the University of Vigo and an Executive MBA in tourism business management at the Instituto de Empresa. He has developed much of his career in the hotel industry, having held management positions as head of Internal Audit, as well as in the areas of Organization and systems, having held the position of General Director of Operations in various hotel chains. He is currently the General Director of Operations and Transformation at NH Hotel Group, S.A.

**(b) Evaluation:**

The Appointments, Remuneration and Corporate Governance Committee estimates that the curriculum and business career of Mr. Rufino Pérez Fernández prove that he has the appropriate skills, experience and merits to carry out the position of Executive Director and reports favorably on the proposed ratification of the appointment of the Board of Directors.

11 May 2021.