

PROPOSAL SUBMITTED BY THE NOMINATIONS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF NH HOTEL GROUP, S.A. IN RELATION TO THE APPOINTMENT OF INDEPENDENT DIRECTORS

This Report is drawn up in compliance with the provisions of article 529 *decies*, paragraph four of Royal Legislative Decree 1/2010, of 2 July, approving the Companies Act (Consolidating Act) for the purpose of justifying the proposed appointment of certain Independent Directors.

Accordingly, the evaluation by the Nominations, Remuneration and Corporate Governance Committee of Ms Carmen Artigas, Mr Guillermo Sagnier Guimón and Ms María Soto Osborne is set out below:

I. MS CARMEN ARTIGAS

(a) Description of his profile:

Ms. Carmen Artigas is a Superior Chemical Engineer having a post-graduate MBA in Business Administration, both by the Instituto Químico de Sarriá. Currently is the CEO of Synergic Partners, company within the group of Telefónica, having been the co-founder and managing partner.

Previously, she has rendered her services, among others, in Ericsson España, S.A. in Barcelona Activa, SPM, in the Instituto Interamericano de Cultura y Desarrollo Empresarial (IICDE), as well as in Procter & Gamble España, S.A.

(b) Evaluation:

The Nominations, Remuneration and Corporate Governance Committee considers that Ms. Carmen Artigas's CV and professional experience show that he has the suitable skills, experience and merits for the post of Independent Director of the Company and is not conditioned by relations with the Company or its group, its significant shareholders or its executives, and therefore evaluates his proposed appointment favourably.

(c) Director Category

Ms. Carmen Artigas is considered by the Nominations, Remuneration and Corporate Governance Committee and by the Board, which subscribes to the Committee's considerations, to be an Independent Director, in accordance with the provisions of article 529 *duodecies* of the Companies Act.

II. MR GUILLERMO SAGNIER GUIMÓN

(a) Description of his profile:

Mr Guillermo Sagnier Guimón has a Bachelor & MBA in Business Administration by ESADE Business School, Universitat Ramón Llull. Currently is the Spanish CEO and Partner of Simon-Kucher and Partners.

Previously, he has rendered his services in, among others, Indra, S.A., within the Consulting Division as General Manager, in Europraxis Consulting, as Co-Founder and Partner and The Mac Group as Consultant and Manager.

(b) Evaluation:

The Nominations, Remuneration and Corporate Governance Committee considers that Mr Guillermo Sagnier Guimón's CV and professional experience meet the requisites of commercial and professional honourability and suitable skills and experience to fulfil the duties of Director of the Company and is not conditioned by relations with the Company or its group, its significant shareholders or its executives, and therefore evaluates his proposed appointment favourably.

(c) Director Category

Mr Guillermo Sagnier Guimón is considered by the Nominations, Remuneration and Corporate Governance Committee to be an Independent Director, in accordance with the provisions of article 529 *duodecies* of the Companies Act.

III. MS MARÍA SOTO OSBORNE

(a) Description of her profile:

Ms María Soto Osborne has a degree in Maths and a Master in Business Administration (MBA) by the Instituto San Telmo. She has developed her professional services in Heineken, acting, among others, as Business Development Manager and member of the Managing Committee of Heineken España, Head of the Presidency & Corporate Relations' Cabinet of Heineken España, Member of the Integration Committee CCM&Heineken and responsible of the Sales and Distribution area. Within the Cruzcampo Group, she has acted as General Manager of Strategic Planification and member of the Managing Committee, Head of Sales of Catering in Andalusia and Head of Distribution of Catering and Commercial Development, among others.

(b) Evaluation:

The Nominations, Remuneration and Corporate Governance Committee considers that Ms María Soto Osborne's CV and professional experience meet the requisites of commercial and professional honourability and suitable skills and experience to fulfil the duties of Director of the Company.

(c) Director Category

Ms María Soto Osborne is considered by the Nominations, Remuneration and Corporate Governance Committee to be an Independent Director, in accordance with the provisions of article 529 *duodecies* of the Companies Act.

8 May 2018