

## **REPORT SUBMITTED BY THE NOMINATIONS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF NH HOTEL GROUP, S.A. IN RELATION TO THE RE-ELECTION OF NON-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 re-election of certain Independent Directors for the consideration of the Board of Directors and which will be submitted for the approval of the General Shareholders' Meeting.

Accordingly, the evaluation by the Nominations, Remuneration and Corporate Governance Committee of the following members proposed to be re-elected Mr José Antonio Castro Sousa and Mr Alfredo Fernández Agras is set out below:

### **I. MR JOSÉ ANTONIO CASTRO SOUSA**

#### **(a) Description of his profile:**

Mr. José Antonio Castro Sousa was born in Caracas, Venezuela, on 20 November 1956. He completed his university studies at the Barcelona School of Architecture and has carried out most of his business activities in the real estate sector and hospitality industry. He is Chairman of the Board of Directors for GRUPO INVERSOR HESPERIA, S.A, an investment company devoted to developing and operating hotel and commercial properties. He is also Chairman of the Board of Directors for CONSTRUCCIONES JOSE CASTRO, S.A., a company devoted to the development and construction of residential, commercial and office buildings in Catalonia, Galicia and the Canary Islands, and Chairman of METROPOLITAN SPAIN, S.L., a company devoted to the management and operation of sports centres with 17 establishments throughout Spain.

#### **(b) Evaluation:**

The Nominations, Remuneration and Corporate Governance Committee considers that Mr José Antonio Castro Sousa's CV and professional experience show that he has the suitable skills, experience and merits for the post of Proprietary Director of the Company and therefore evaluates his proposed appointment favourably.

### **II. MR ALFREDO FERNÁNDEZ AGRAS**

#### **(a) Description of his profile:**

Mr Alfredo Fernández Agras obtained a degree in Economics and Business Studies and in Law from the Universidad Pontificia Comillas (ICADE) in 1993.

Alfredo Fernández Agras is an experienced investment banker, currently dedicated to investment in private companies and consultancy in corporate finance. He is also a member of the Boards of Directors of several companies, both private and listed. Over the last 20 years, he has worked in several investment banks, having been Managing Director and co-head of 360 Corporate and Managing Director of UBS Investment Bank in Spain. Previously

he worked for Merrill Lynch and Morgan Stanley in London. He has participated in numerous M&A and capital market transactions in southern Europe, many of which have been related to listed companies. He previously worked as a commercial and tax lawyer for Arthur Andersen.

**(b) Evaluation:**

The Nominations, Remuneration and Corporate Governance Committee considers that Mr Alfredo Fernández Agras's CV and professional experience show that he has the suitable skills, experience and merits for the post of Proprietary Director of the Company and therefore evaluates his proposed appointment favourably.

**8 May 2018**