

**RESOLUTIONS PROPOSED  
BY THE BOARD OF DIRECTORS**

**ORDINARY GENERAL SHAREHOLDERS' MEETING  
NH HOTEL GROUP, S.A.**

**30<sup>TH</sup> JUNE 2022**

## **ITEM ONE OF THE AGENDA**

### **Examination and approval of the Individual and Consolidated Annual Accounts for the year 2021**

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#### **PROPOSED RESOLUTION:**

To approve the Individual Annual Accounts of the Company (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow Statement and Notes to the Accounts) and the Consolidated Annual Accounts of the group of which the Company is the parent company for the year ended 31 December 2021.

## **ITEM TWO OF THE AGENDA**

**Examination and approval of the Individual and Consolidated Director's Report, for the year 2021, including Corporate Governance Report and the non financial report**

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### **PROPOSED RESOLUTION:**

To approve the Company's individual Directors' Report and the consolidated Directors' Report of the group of which the Company is the parent company for the year ended 31 December 2021, including per reference, the Corporate Governance Report and the non financial report.

### **ITEM THREE OF THE AGENDA**

#### **Examination and approval the non-financial report consolidated for year 2021**

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#### **PROPOSED RESOLUTION:**

To approve the consolidated non-financial report for the year ended 31 December 2021.

## **ITEM FOUR OF THE AGENDA**

### **Examination and approval of the proposed application of results.**

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#### **PROPOSED RESOLUTION:**

To approve the proposed application of results regarding fiscal year 2021, in accordance with the proposal approved by the Board of Directors on 24 February 2022, which is detailed below:

#### **BASE OF THE DISTRIBUTION:**

- Benefits of fiscal year 2021: 168.062.794,28 euros

#### **DISTRIBUTION:**

- Legal Reserve: 16.806.279,43 euros
- Negative results of previous exercises: 151.256.514,85 euros

## **ITEM FIVE OF THE AGENDA**

### **Approval of the management by the Board of Directors during 2021.**

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#### **PROPOSED RESOLUTION:**

To approve the management by the Board of Directors during the year ended 31 December 2021.

## **ITEM SIX OF THE AGENDA**

### **Reelection of the Appointment of the Auditor of the Company and its consolidated group.**

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#### **PROPOSED RESOLUTION:**

Re-election of the appointment of PricewaterhouseCoopers Auditores, S.L. (with registered office in Madrid, Paseo de la Castellana nº 259, and with Tax Identification Number B-79031290, registered in the Official Register of Auditors (ROAC) under number S-0242, and registered in the Mercantile Registry of Madrid in volume 9.267, folio 75, section 3, page 87250-1 as Auditor of the Company and its consolidated group for a period of 3 years, beginning with the fiscal year ended December 31, 2022.

## **ITEM SEVEN OF THE AGENDA**

### **Appointment, reelection and ratification, as the case may be, of Directors**

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#### **PROPOSED RESOLUTION:**

Appointment, reelection and ratification, as the case may be, of the following Directors:

5.1 Reelection of the appointment of the Director Mr. Alfredo Fernández Agras as Independent Director for a period of three years.

5.2 Reelection of the appointment of the Director Mr. Kosin Chantikul as Proprietary Director for a period of three years.

5.3 Appointment of the Director Ms. Laia Lahoz Malpartida as Executive Director for a period of three years.

## **ITEM EIGHT OF THE AGENDA**

### **Establishing the number of Directors**

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#### **PROPOSED RESOLUTION**

To establish in ten (10) the number of board members, within the minimum and maximum limits set forth in the Articles of Association.

## **ITEM NINE OF THE AGENDA**

### **Establishment of the amount of the annual remuneration of the Board of Directors and its Committees.**

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#### **PROPOSED RESOLUTION:**

At the proposal of the Appointments, Remuneration and Corporate Governance Committee, and in accordance with the provisions of the Articles of Association, to establish at 800.000 Euros, the maximum total gross annual amount of the fixed remuneration and attendance expenses of the Board of Directors and its Committees for 2022.

## **ITEM TEN OF THE AGENDA**

### **Consultative vote on the Annual Report on Directors' Remuneration.**

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#### **PROPOSED RESOLUTION:**

To approve, on a consultative basis, the Annual Report on Directors' Remuneration, the entire text of which was sent to the National Securities Market Commission (CNMV) when it was approved by the Board of Directors and has been published on the website of the CNMV since 24 February 2022, and has also been available on the website of NH Hotel Group, S.A. since the date of the notice of this Ordinary General Meeting.

## **ITEM ELEVEN OF THE AGENDA**

**Information regarding the approved the amendments of the Board of Directors Regulation.**

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### **PROPOSED RESOLUTION:**

Inform to the Shareholders meeting the amendments approved by the Board of Director on 28<sup>th</sup> July, 2021 of the Regulations of the Board in order to adapt its contents to the Law 5/2021, 12 April, and adapt is content to the best practices of good corporate governance.

## **ITEM TWELVE OF THE AGENDA**

**Delegation of faculties to formalize, clarify, interpret, remedy and execute the resolutions passed by the General Shareholders' Meeting.**

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### **PROPOSED RESOLUTION:**

To empower, on a joint and several basis, Mr Alfredo Fernandez Agras and Mr. Carlos Ulecia Palacios, Chairman and Secretary respectively, of the Board of Directors, so that either of them indistinctly may formalize and execute the above resolutions, for which purpose they may grant the public or private documents that may be necessary or advisable (including those of interpretation, clarification, rectification of errors and remedy of defects) for the more exact compliance therewith and for the registration thereof in the Commercial Register and in any other Public Registry, and so that either of them may proceed, as the case may be, to remedy any new texts proposed for approval at this Meeting, in accordance with any qualification made by the Commercial Registrar or any other qualifying entity.