

**RESOLUTIONS PROPOSED
BY THE BOARD OF DIRECTORS**

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

16TH JULY 2020

ITEM ONE OF THE AGENDA

Examination and approval of the Individual and Consolidated Annual Accounts for the year 2019

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 2019.

ITEM TWO OF THE AGENDA

Examination and approval of the Individual and Consolidated Director's Report, for the year 2019, including the non financial report

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 2019, including the non financial report

ITEM THREE OF THE AGENDA

Examination and approval of the proposed application of results.

PROPOSED RESOLUTION:

To approve the proposed application of results regarding fiscal year 2019, following the proposal approved by the Board of Directors on 11th June 2020, as follows:

BASIS OF DISTRIBUTION:

- **Benefit of fiscal year 2019: 158.939.572,49 euros**

DISTRIBUTION:

- **Legal reserve: 15.893.957,25 euros**
- **Voluntary reserve: 143.045.615,24 euros**

ITEM FOUR OF THE AGENDA

Approval of the management by the Board of Directors during 2019.

PROPOSED RESOLUTION:

To approve the management by the Board of Directors during the year ended 31 December 2019.

ITEM FIVE OF THE AGENDA

Reelection of Mr. Ramón Aragonés Marín as executive Director.

PROPOSED RESOLUTION:

To reelect the appointment of Mr. Ramón Aragonés Marín classified as Executive Director, for the term of three years as established in the Articles of Association.

ITEM SIX OF THE AGENDA

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

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 2020.

ITEM SEVEN OF THE AGENDA

Consultative vote on the Annual Report on Directors' Remuneration.

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 25 February 2020, 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 EIGHT HE AGENDA

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

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 body.