

Free translation

NH HOTEL GROUP, S.A.

ORDINARY SHAREHOLDERS' GENERAL MEETING 2019

CARD TO EXERCISE DISTANCE VOTING

ATTENTION. IMPORTANT. The shareholders that make use of the present card for exercising distance voting shall prove its ownership of the shares, by presenting the certificates issued by the deposit entities that participate in *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR)* and that intervene as custodies and/or depositories in the chain of ownership of the referred shares.

IDENTIFICATION OF THE SHAREHOLDER

| | |
|--|--|
| Name and surname(s) (i)/ company name (ii) | |
| Official document number certifying the identity of the shareholder | |
| Number of shares | |
| Entity/entities in which you have shares | |
| Securities account(s) | |

(i) If the shareholder is an individual, the card must be accompanied by a copy of an official document certifying the identity of the shareholder.

(ii) If the shareholder is a legal entity, the card must be accompanied by documents accrediting the representation of the signatory delegated on behalf of the legal shareholder.

o exercise your right to vote without the need to attend the General Shareholders' Meeting of NH Hotel Group, S.A., which will take place in the place at the NH Collection Casino de Madrid, in Calle de Alcalá, 15, 28014 Madrid, at 12 p.m. on 13th May 2019, you may use this card. In the event that, due to not having reached the legally required quorum, the Meeting could not be held at the first convening, it will be held in the same place and time on the following day at the second convening, although it is expected that the Ordinary General Meeting will be held at the first convening, i.e. May, 13, 2019

Mark a cross in the corresponding option on the way you want to cast your vote in respect of each item on the Agenda attached to this card. In the event that you do not fill in an option with regard to any item on the Agenda, it will be understood that the shareholder is voting in favour of the proposal made by the Board in respect of this Agenda item.

| Agenda | 1 | 2 | 3 | 4 | 5.1 | 5.2 | 5.3 | 5.4 | 5.5 | 5.6 | 5.7 | 5.8 | 5.9 | 6 | 7 | 8 | 9 | 10 |
|-------------|---|---|---|---|-----|-----|-----|-----|-----|-----|-----|-----|-----|---|---|---|---|----|
| In favour | | | | | | | | | | | | | | | | | | |
| Against | | | | | | | | | | | | | | | | | | |
| Abstention | | | | | | | | | | | | | | | | | | |
| Blank votes | | | | | | | | | | | | | | | | | | |

With regard to the proposals relating to the items not provided for on the attached Agenda, it will be understood that the shareholder did not vote.

Signature of shareholder

In, on, 2019

The card, duly completed and signed, should be sent by post or delivered by hand to the registered office (Calle Santa Engracia 120, edificio central, séptima planta, Secretaría General, 28003 Madrid), within the time limit provided for in the notice to convene, accompanied by a photocopy of an official document certifying the identity of the shareholder or the person physically signing on behalf of the legal shareholding entity.

By following this procedure, you will be considered present for the purposes of the constitution of the General Meeting.

AGENDA

1. Examination and approval, as the case may be, of the Individual and Consolidated Annual Accounts for the year 2018.
2. Examination and approval, as the case may be, of the Individual and Consolidated Director's Report, for the year 2018, including the non financial report.
3. Examination and approval, as the case may be, of the proposed application of results and of the distribution of the dividend:
 - 3.1 Proposed application of results and of the distribution of the dividend for the year 2018.
 - 3.2. Proposed compensation of negative results of previous fiscal years.
4. Approval of the management by the Board of Directors during 2018.
5. Designation of the Auditor of the Company and its consolidated group for the year 2019, under the provisions of article 42 of the Code of Commerce and article 264 of the Companies Act.
6. Appointment, re-election and ratification of Directors.
 - 6.5. Ratification of the designation of the Director Mr. Alfredo Fernández Agras, as "Independent" Director for a term of three years.
 - 6.6. Ratification of the designation of the Director Mr. Kosin Chantikul as "Proprietary" Director for a term of three years.
 - 6.7. Ratification of the designation of the Director Mrs Beatriz Puente Ferreras, as "Executive" Director for a term of three years
7. Establishing the number of Directors.
8. Examination and approval of amendment of article 33.2. (Duties of the Board of Directors) of the By Laws, for its adaptation to *Ley 11/2018*, of 28 December.
9. Delegation of powers to the Board of Directors so that it can increase the capital, on one or more occasions and at any time, within five (5) years under the terms and limitations set out in article 297.1.b) of the Capital Companies Act, with power to exclude the preferential subscription right under the provisions of Article 506 of the same Act, all with the express power of substitution.
10. Delegation to the Board of Directors the power to issue bonds and/or bonds convertible into new shares of the Company and/or exchangeable for shares and/or participations of the Company and warrants on newly-issued or trading

shares of the company, with the limit and for a period of 5 years and under the conditions set out in the directors' report, with express attribution, in the event of the issue of bonds and/or convertible bonds and warrants over new shares, of the power to exclude the shareholders' preferential right.

- 11.** Establishment of the amount of the annual remuneration of the Board of Directors and its Committees.
- 12.** Consultative vote on the Annual Report on Directors' Remuneration.
- 13.** Delegation of faculties to formalize, clarify, interpret, remedy and execute the resolutions passed by the General Shareholders' Meeting.