

MELIÁ HOTELS INTERNATIONAL, S.A. (the “**Company**”), in accordance with the provisions of the Securities Market Law, announces to the National Securities Market Commission the following:

SIGNIFICANT EVENT

Pursuant to article 24 of the By-Laws and according to the resolutions adopted in writing and without meeting by the Board of Directors of May 6, 2019, on today's date the notice of call of the General Shareholders' Meeting of MELIÁ HOTELS INTERNATIONAL, S.A. to be held on 18, June, or June 19, 2019 on first call and second call, respectively, at the Convention Center of the "Gran Melia Victoria" Hotel, located in Palma, Avenida Joan Miró, 21, has been published in the Official Commercial Registry Gazette (*Boletín Oficial del Registro Mercantil*), a copy of which is attached as per article 516.2 of the Royal Legislative Decree 1/2010, of 2 July, that approves restated text of the Spanish Companies Act.

On this same date, the Company has published on its website (www.meliahotelsinternational.com) the notice of call, the full text of the proposed resolutions and the other information to be submitted to the General Shareholders' Meeting. This information, together with the rest of the required documentation, will be available to all shareholders, uninterruptedly, from now on and up to the holding of the Ordinary General Shareholders' Meeting.

Likewise, the proposals for resolutions to be submitted by the Board of Directors to the General Shareholders' Meeting, together with the mandatory reports and other information related to the Ordinary Shareholders' General Meeting, are attached hereto.

In Palma (Mallorca), May 13, 2019
Meliá Hotels International, S.A.

MELIÁ HOTELS INTERNATIONAL, S.A.

Call for Ordinary Shareholders' General Meeting.

By virtue of resolution of the Board of Directors of Meliá Hotels International, S.A., passed in writing with no meeting on 6 May, 2019, shareholders are called to attend the Ordinary General Shareholders' Meeting to be held at the Convention Center of the "Gran Meliá Victoria" Hotel, at Avenida Joan Miró 21, Palma, at 1:00 p.m., on June 18th 2019 on first call, or, in the event that the legally required quorum is not met, they are likewise hereby called to attend on June 19th, 2019 at second call, in the same place and at the same time, with the Agenda set out below.

AGENDA

ONE. Annual Accounts, allocation of results and Management of the Company.

1.1.- Examination and approval, where applicable, of the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements) and Management Report for Meliá Hotels International, S.A. for financial year ended December 31, 2018.

1.2.- Examination and approval, where applicable, of the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements) and Management Report for the Consolidated Group of Meliá Hotels International, S.A. for financial year ended December 31, 2018.

1.3.- Examination and approval, where applicable, of the consolidated statement of non-financial information referred to financial year 2018, that forms part of the Consolidated Management Report.

1.4.- Examination and approval, where applicable, of the management of the Company by the Board of Directors for the financial year 2018.

1.5.- Allocation of results for financial year 2018.

TWO.- Appointment and reelection of members of the Board of Directors.

2.1.- Reelection of Mr. Gabriel Escarrer Juliá as External Proprietary Director.

2.2.- Appointment of Hoteles Mallorquines Asociados, S.L. as External Proprietary Director (represented by Mr. Alfredo Pastor Bodmer).

2.3.- Appointment of Ms. Cristina Henríquez de Luna as External Independent Director.

THREE.- Fixing of the number of Board of Directors' members .

FOUR.- Approval of the amendment to directors' remuneration policy applicable to the financial years 2019-2021.

FIVE.- Consultative vote on the Annual Report on Directors' Remuneration.

SIX.- Informative points.

6.1.- Information regarding the amendments of the Regulations of the Board of Directors, related to article 14 (Audit and Compliance Committee) and 15 (Appointments and Remunerations Committee).

6.2.- Information related to the Euro Commercial Paper Program.

6.3.- Information on the issue of simple bonds approved by the Board of Directors at its meeting of 30 July 2018 in compliance with the provisions of the Resolution passed by the General Shareholders' Meeting held on 4 June 2015.

SEVEN.- Delegation of powers to interpret, correct, supplement, develop, formalize and execute the resolutions adopted by the Shareholders' General Meeting and delegation of powers for the granting of Public Deed and registration of said agreements and for their correction, if applicable.

INFORMATION RIGHTS.

As from the date of publication of this call to the General Meeting, shareholders shall have the right to examine and obtain at the Company's registered office (C/ Gremio Toneleros 24, 07009 Palma, Spain), to examine on its corporate website (www.meliahotelsinternational.com) and to request the delivery or dispatch free of charge of the documents referred to in all the points which are going to be submitted for the approval of the Shareholders' General Meeting, as well as consultative points of the agenda, including the full text of proposed resolutions and the mandatory reports, in particular the management report and the auditor's report, as well as the reports of the Board of Directors.

The Annual Report on Corporate Governance for the year 2018 approved by the Board of Directors on February 27, 2019, this notice of call, information concerning the number of shares and voting rights existing as of the date of this call, and the necessary forms for proxy representation and absentee vote; will be also available to the shareholders at the Company's registered office and on the corporate webpage.

In accordance with the provisions of articles 197 and 520 of the Spanish Companies Act, shareholders may request to the Board of Directors, on writing until the fifth previous day to the date of the Shareholders' General Meeting, or verbally during its celebration, any information or clarifications they may deem necessary about the auditor's report, regarding the points included in the agenda of the general meeting and the information available to the public that the Company may have submitted to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) from the celebration of the previous Shareholders' General Meeting.

Information rights shall be exercised in accordance with the statutory provisions and the provisions contained in the document of rights to information, absentee vote and proxies for the Shareholders' General Meeting of Meliá Hotels International, S.A., available on the corporate webpage (www.meliahotelsinternational.com).

SUPPLEMENT TO THE NOTICE OF CALL AND SUBMISSION OF PROPOSED RESOLUTIONS.

In accordance with the provisions of Article 519 of the Spanish Companies Act, shareholders representing at least three per cent (3%) of the share capital, may request the publication of a supplement to the call of the General Meeting including one or more items on the Agenda, provided that those items are duly justified or, as the case may be, accompanied by a duly justified proposed resolution.

Shareholders representing at least three per cent (3%) of the share capital may likewise submit reasonable proposed resolutions concerning items already included or that should be included on the Agenda.

Exercise of these rights shall be done by means of a reliable notification –addressed to the registered office of the Company (C/ Gremio Toneleros 24, 07009 Palma, Spain)- that shall be received within the five (5) days following the date of publication of the present notice of call. The Company will ensure the circulation of such proposed resolutions and any attached documents via its website (www.meliahotelsinternational.com), in accordance with the applicable law.

Such notice shall include the shareholder's or shareholders' name, and shall be accompanied by the relevant documentation to evidence such condition.

The supplement of the notice of call will be published, at least, fifteen (15) days in advance to the date indicated for the Shareholders' General Meeting.

SPECIAL MEANS OF INFORMATION – ELECTRONIC SHAREHOLDERS' FORUM

In accordance with the provisions of Article 539 of the Spanish Companies Act, Meliá Hotels International, S.A. has enabled an Electronic Shareholders' Forum which shall be accessible through the corporate website until the day the General Shareholders' Meeting is held.

Access to the Forum, and the terms and conditions regarding its use and operation are established in the Electronic Shareholders' Forum Regulations, that is available in the corporate website (www.meliahotelsinternational.com).

ATTENDANCE RIGHT

In accordance with the provisions of Article 22 of the Bylaws, shareholders that hold at least 300 shares (individually or jointly with other shareholders that designate one of them to represent them) registered in their name in the corresponding book-entry registry, within five days in advance of the date on which the Meeting is to be held, that are up to date in respect of capital calls' payments, and that maintain such number of shares until the date of the General Meeting, will be entitled to attend the meeting.

Attendance cards will be issued by the relevant participating entities in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), in charge of keeping the book-entry registry of the Company. Such entities shall send to Meliá Hotels International, S.A., before the date established for the General Shareholders' Meeting, a list of the cards which have been issued at the request of their respective clients.

Registration of attendance cards shall begin one hour before the General Meeting.

ABSENTEE VOTE AND PROXY REPRESENTATION

(a) Absentee vote:

Absentee votes may be submitted by post (C/ Gremio Toneleros 24, 07009 Palma, Spain), fax (971224515) or e-mail (atencion.accionista@melia.com), by sending to the Company (i) the corresponding attendance card issued by the aforementioned entities responsible for keeping book-entry registry of the Company's shares with the section containing the formula for absentee vote completed, along with a copy of the shareholder's national identity card or passport, or (ii) the form for absentee vote placed at shareholders' disposal on the Company's website (www.meliahotelsinternational.com).

(b) Proxy:

Every shareholder having the right to attend may be represented at the Shareholders' General Meeting by another person, pursuant the requisites and formalities required under the Bylaws, the Regulations of the General Shareholders' Meeting and in accordance with the law. Representation must be conferred specially for each Meeting and will always be revocable. Attendance of shareholders to the General Meeting in person shall have the effect of revoking the proxy granted.

Furthermore, the proxy will be revocable through the same means by which it was granted. In the event of a public request for representation, the provisions of Articles 186, 187 and 526 of the Spanish Companies Act shall be observed.

Appointment of a representative by a shareholder and notice to the Company of that appointment or its revocation, as the case may be, may be accomplished by post (C/ Gremio Toneleros 24, 07009 Palma, Spain), fax (971224515) or e-mail (atencion.accionista@melia.com), delivering to the Company (i) the proxy form conferring representative authority and, as the case may be, voting instructions; or (ii) the corresponding attendance card issued by the entities responsible for keeping the account records of the Company's shares with the section containing the form for conferral of representation completed and, as the case may be, instructions for the exercise of the voting rights, along with a copy of the shareholder's and the representative's national identity cards or passports.

The attendance card or proxy form completed and signed by the shareholder may also be presented to the personnel in charge of attendance registration, along with the documents evidencing the shareholder's identity (copy) and the representative's identity (original), by the designated representative attending the General Meeting in the place and on the date scheduled for the General Meeting prior to its beginning. That presentation will operate as notice for purposes of the provisions of article 522 of the Spanish Companies Act.

Proxy form is available to shareholders at the Company's website (www.meliahotelsinternational.com).

(c) Common provisions:

Proxies and absentee votes received by postal mail, fax or electronic mail as well as the appointment and notification of the representative by electronic means will be admitted provided that they are received at least twenty-four (24) hours prior to the beginning of the Shareholders' General Meeting and they fulfil with stipulated requirements, notwithstanding personal presentation of the attendance card or proxy form by the shareholder representative to the personnel in charge of attendance registration, prior to General Meeting's beginning.

Absentee vote and proxies rights shall be exercised in accordance with the statutory provisions and the provisions contained in the document of rights to information, absentee vote and proxies for the Shareholders' General Meeting of Meliá Hotels International, S.A., available on the corporate webpage (www.meli-hotels-international.com).

PRESENCE OF NOTARY

In accordance with the provisions of Article 203 of the Spanish Companies Act and Article 29.3 of the Bylaws, the Board of Directors has resolved to request the presence of a notary to attend Shareholders' General Meeting and to prepare the Minutes of the General Meeting, which will serve as the Minutes thereof and preclude the need for a specific resolution to approve the Minutes.

PERSONAL DATA PROTECTION

Shareholder's personal data provided to the Company or submitted by the bank entities and the companies and agencies in which the shareholders might have deposited their shares, through the entity in charge of keeping the book-entry registry of the Company, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), will be processed as follows:

Data controller: MELIÁ HOTELS INTERNATIONAL, S.A., with registered office at Calle Gremio Toneleros, 24, 07009 Palma de Mallorca.

Purpose: manage development, observance, and control of the relationship between the Company and shareholders regarding notice of call and the General Meeting.

Entitlement: your personal data will be processed for the observance of Company's legal obligations.

Recipients:

- The entity in charge of keeping the book-entry registry of the Company, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR)
- Public Administrations, in the cases provided by Law.
- Registries and Notaries, in the cases provided by Law.

Rights: to access, rectification, to erasure, to object, to restriction of processing and to data portability.

In case you wish to obtain more information regarding the processing of your personal data, please check our [Privacy Policy](#).

ADDITIONAL INFORMATION

It is expected that the General Shareholders' Meeting will be held on first call, that is, on June 18th, 2019, at the place and time indicated in this notice.

The General Meeting will be broadcasted in streaming, accessible from the corporate website of the company.

For further information please contact us by telephone at shareholders' information telephone number, from nine to two and from four to seven hours (09:00 to 14:00 and 16:00 to 19:00), on working days.

Shareholders' information telephone number: 971 22 45 54.

Email: atencion.accionista@melia.com

Palma, 9 May, 2019. Luis María Díaz de Bustamante y Terminel Secretary to the Board of Directors

Luis M^a Díaz de Bustamante y Terminel, Attorney
Director-Secretary to the Board of Directors of
MELIÁ HOTELS INTERNATIONAL, S.A.

COMPLETE TEXT OF THE RESOLUTION PROPOSALS TO BE SUBMITTED TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF MELIÁ HOTELS INTERNATIONAL, S.A. ON JUNE 18, 2019 ON FIRST CALL OR ON JUNE 19, 2019 ON SECOND CALL

ONE. Annual Accounts, allocation of results and Management of the Company.

1.1.- Examination and approval, where applicable, of the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements) and Management Report (individual) for Meliá Hotels International, S.A. for financial year ended December 31, 2018.

The following proposal is submitted for the approval of the Meeting:

“To approve the Annual Accounts (Balance Sheet, profit and loss account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements) and Management Report, for Meliá Hotels International, S.A., for financial year ended December 31, 2018, verified by the auditor of the Company, PricewaterhouseCoopers Auditores, S.L.”

1.2.- Examination and approval, where applicable, of the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements) and Management Report for the Consolidated Group of Meliá Hotels International, S.A. for financial year ended December 31, 2018.

The following proposal is submitted for the approval of the Meeting:

“To approve the Annual Accounts (Balance Sheet, profit and loss account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements) and Management Report, for Meliá Hotels International, S.A. consolidated Group, for financial year ended December 31, 2018, verified by the auditor of the Company, PricewaterhouseCoopers Auditores, S.L.”

1.3.- Examination and approval, where applicable, of the consolidated statement of non-financial information referred to financial year 2018, that forms part of the Consolidated Management Report.

The following proposal is submitted for the approval of the Meeting:

“To approve the consolidated statement of non-financial information for Meliá Hotels International, S.A. referred to financial year 2018”.

1.4.- Examination and approval, where applicable, of the management of the Company by the Board of Directors for the financial year 2018.

The following proposal is submitted for the approval of the Meeting:

“To approve the management of the Company by the Board of Directors for the financial year 2018”.

1.5.- Allocation of results for financial year 2018.

The following proposal is submitted for the approval of the Meeting:

“To approve the allocation of the results for 2018 financial year which, as it transpires from the approved income statement, amounts to an income of €78,102,920.54, as follows:

Compensation of the account losses brought forward from previous years: €36,079,285.39.

Dividends: maximum amount of € 42,023,635.15.

Distribution of a gross dividend of € 0,1830 per share among the shares of the Company in circulation with the right to receive dividends, charged against the results of the year.

The distribution of dividends is resolved pursuant to the provisions of articles 273 through 276 of the Spanish Companies Act. Such dividend will be paid on July 9, 2019, being the payment agent the entity to be appointed by the Board of Directors of the Company, through the entities participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (“Iberclear”) and according to applicable regulations.”

TWO.- Appointment and reelection of members of the Board of Directors.

2.1.- Reelection of Mr. Gabriel Escarrer Juliá as External Proprietary Director.

The following proposal is submitted for the approval of the Meeting:

“To re-elect Mr. Gabriel Escarrer Juliá as Director for the statutory period of four (4) years upon the proposal of the Board of Directors and following an explanatory report issued by the Board based on the Appointments and Remuneration Committee’s Report.

In accordance with article 529 duodecies of the Spanish Companies Act, he will be classified as an External Proprietary Director”

2.2.- Appointment of Hoteles Mallorquines Asociados, S.L. as External Proprietary Director (represented by Mr. Alfredo Pastor Bodmer).

The following proposal is submitted for the approval of the Meeting:

“To appoint Hoteles Mallorquines Asociados, S.L. as director for the statutory period of four (4) years upon the proposal of the Board of Directors and following an explanatory report issued by the Board based on the Appointments and Remuneration

Committee's Report, stating that its natural person representative on the Board of Directors will be Mr. Alfredo Pastor Bodmer.

In accordance with article 529 duodecies of the Spanish Companies Act, he will be classified as an External Proprietary Director."

2.3.- Appointment of Ms. Cristina Henríquez de Luna Basagoiti as External Independent Director.

The following proposal is submitted for the approval of the Meeting:

"To appoint Ms. Cristina Henríquez de Luna Basagoiti as Director for the statutory period of four (4) years upon the proposal of the Appointments and Remuneration Committee and following an explanatory report issued by the Board of Directors.

In accordance with article 529 duodecies of the Spanish Companies Act, she will be classified as an External Independent Director"

THREE.- Fixing of the number of Board of Directors' members.

The following proposal is submitted for the approval of the Meeting:

"To fix the number of members of the Board of Directors of the Company at eleven (11), pursuant to the provisions of Article 242.1 of the Spanish Companies Act, Article 31.2 of the Bylaws and Article 8 of the Regulations of the Board of Directors."

FOUR.- Approval of the amendment to directors' remuneration policy applicable to the financial years 2019-2021.

The following proposal is submitted for the approval of the Meeting:

"To approve, pursuant to the provisions of Article 529 novodecies of the Spanish Companies Act and article 37 of the Bylaws of the Company, and following Appointments and Remuneration Committee's proposal, the amendment of directors' remuneration policy for the years 2019, 2020 and 2021 approved on 6 June, 2018."

FIVE.- Consultative vote on the Annual Report on Directors' Remuneration.

The following proposal is submitted for the approval of the Meeting:

"To approve the Annual Report on Directors' Remuneration prepared by Appointments and Remuneration Committee, that has been previously approved by the Board of Directors of Meliá Hotels International, S.A. held on February 27, 2019"

SIX.- Informative points

6.1.- Information regarding the amendments of the Regulations of the Board of Directors, related to article 14 (Audit and Compliance Committee) and 15 (Appointments and Remunerations Committee).

The Board of Directors of the Company, in accordance with the provisions of Article 528 of the Spanish Companies Act and Articles 3 and 4 of the Regulations of the Board, has modified Articles 14 and 15 of the Regulations of the Board of Directors, corresponding to the "Audit and Compliance Committee" and the "Appointments and Remuneration Committee", based on Recommendations 50 and 53 of the Good Governance Code of Listed Companies.

The said amendment was approved on April 4, 2019 and has been registered before the Commercial Registry of Mallorca on 26 April, 2019 under Page PM-22603, volume 2657, sheet 21 and registration 147.

To that end, the Board of Directors has prepared the corresponding information document.

6.2.- Information related to the Euro Commercial Paper Program.

The Board of Directors of the Company, pursuant to the authorization granted by the General Shareholders' Meeting dated June 4, 2015, approved on 27th February 2019, the formalization of the Commercial Paper Issuance Program ("*Euro Commercial Paper Program*") for a maximum amount of 300,000,000 Euros. The formalization of the said program was executed on 3 May, 2019.

To that end, the Board of Directors has prepared the corresponding information document.

6.3.- Information on the issue of simple bonds approved by the Board of Directors at its meeting of 30 July 2018 in compliance with the provisions of the Resolution passed by the General Shareholders' Meeting held on 4 June 2015.

The Board of Directors of the Company, pursuant to the authorization granted by the General Shareholders' Meeting dated June 4, 2015, approved on 30th July, 2018, the formalization of the issues of standard debentures for a maximum amount of 30,000,000 Euros. The formalization of the issue was executed on 19 November, 2018.

To that end, the Board of Directors has prepared the corresponding information document.

Being it merely informative, this point is not submitted to vote.

SEVEN.- Delegation of powers to interpret, correct, supplement, develop, formalize and execute the resolutions adopted by the Shareholders' General Meeting.

The following proposal is submitted for the approval of the Meeting:

"With regard to the resolutions of this General Shareholders' Meeting and notwithstanding the empowerments included in the previous resolutions, it is resolved to delegate into Mr. Gabriel Escarrer Juliá, Chairman, and Mr. Gabriel Escarrer Jaume, Vice Chairman and Managing Director; Mr. Luis María Díaz de Bustamante y Terminel, Secretary-Director of the Board of Directors of the Company; and Mr. Juan Ignacio Pardo García, Vice Secretary non-Director of the Board of

Directors, the specific and necessary powers, jointly and severally and as broad as required and necessary in Law, to:

- a) Interpret, clarify, complement, remedy, apply, complete, publicize, execute and develop the resolutions adopted in this Meeting;*
- b) To appear before Notaries and Registrars, public and private Organizations, Authorities and Civil Servants, Accounts Auditors, Securities Firms, Banks and Bankers, making any representations deemed advisable, depositing and executing and signing any Deeds, Minutes, Accounts, Briefs, Agreements, Reports and documents, both public and private, that they deem necessary, even clarifying, correcting and rectifying them, totally or partially, according to the rating of the competent Registrars, Authorities and Civil Servants, so that the aforementioned resolutions are duly formalized and materialized, where appropriate, with the corresponding entry and deposit in the appropriate Registry.*
- c) To attach and, as appropriate, transcribe the notarial Minutes of this Meeting to the Minutes' Book; and*
- d) To issue any Certificates, even for clarification, corrective, rectification or supplemental purposes, totally or partially, as necessary for and on the preceding resolutions, and for their appropriate implementation.”*

RIGHTS TO INFORMATION, ABSENTEE
VOTE AND REPRESENTATION
FOR THE GENERAL SHAREHOLDERS'
MEETING OF MELIÁ HOTELS
INTERNATIONAL, S.A.

1. Right to Information

Pursuant to the provisions of articles 197 and 520 of the Spanish Companies Act, shareholders may request to the Board of Directors, on writing until the fifth previous day to the date of the Shareholders' General Meeting, or verbally during its celebration, any information or clarifications they may deem necessary about the auditor's report, regarding the points included in the agenda of the general meeting and the information available to the public that the Company may have submitted to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) from the celebration of the previous Shareholders' General Meeting.

Any requests for information may be exercised within the aforementioned period through mail, telefax or email as follows, attaching a copy of shareholder's national identity document or passport and documentation evidencing ownership of the shares:

1. Via mail (ordinary post):

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
Gremio de Toneleros, 24 -Polígono Son Castelló, 07009
Palma (Balearic Islands), Spain.

2. Via telefax:

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
Nº Fax: (34) 971224515

3. Via email:

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
Email: atencion.accionista@melia.com

Such requests shall be answered by any of the members of the Board of Directors or through authorization of the latter, by the Investor Relations Director, up until the date of the General Shareholders' Meeting and through the same means by which they were made, once the identity and title as shareholder of the petitioner have been verified. Valid requests made in writing and the answers provided in writing by the members of the Board shall be published on the website of the Company (www.meliahotelsinternational.com).

The Board of Directors may refuse to send the information requested in the following cases:

- a) If the request is not within the scope and requisites of the period for exercising the right as determined by the law and the Regulations of the General Shareholders' Meeting;
- b) Whether the publicizing of the information requested might, in the opinion of the Directors, prejudice the Company's interests, unless such request is supported by shareholders representing at least a quarter of the share capital;
- c) If the information is unnecessary for the protection of shareholders' rights or there are objective reasons to believe that it may be used for ultra vires

purposes or publication thereof may prejudice the Company or related companies;

- d) if, prior to making a specific question, the information requested is clearly, expressly and directly made available to all shareholders on the Company's website under a question-answer format, the board members may simply answer that their reply may be found in the information provided in such a format;
- e) if the petitioner has acted in a clear abuse of rights; or
- f) if this is the result of legal or statutory provisions, or of court or administrative decisions.

The shareholder shall be responsible of providing evidence to prove its request has been sent to the Company in due time and form.

2. Absentee votes

For absentee votes, shareholders shall (i) complete and sign the corresponding absentee vote form available on the Company's webpage (www.meliahotelsinternational.com) together with the documentation evidencing Shareholder's identity and the ownership of the shares, or (ii) complete and sign the section reserved for such purpose on the attendance card issued by the entities where they might have deposited their shares, attaching a copy of shareholder's national identity document or passport.

Once it has been completed and signed, shareholder must send the attendance card or corresponding absentee vote form through one of the following means:

1. Via mail (ordinary post):

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
Gremio de Toneleros, 24 -Polígono Son Castelló, 07009
Palma (Balearic Islands), Spain.

2. Via telefax:

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
Nº Fax: (34) 971224515

3. Via email:

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
Email: atencion.accionista@melia.com

Any votes sent by mail, telefax or email will be accepted providing the Company receives them at least twenty-four (24) hours before the beginning of the General Meeting and they meet any requisites established herein.

Should the shareholder have sent the Company both documents and their content does not match, the Company shall only validate the one with the issue date closest to the date of the General Meeting and, should they have been issued on the same date, the

absentee vote form available to the Shareholders on the Company's webpage (www.meliahotelsinternational.com) shall prevail.

3. Proxy

Pursuant to the provisions of article 184 of the Spanish Companies Act, every shareholder having the right to attend the General Meeting may be represented thereat by another person, complying with the requisites and formalities required under the Bylaws, the Regulations of the General Shareholders' Meeting and in accordance with the law, in such case it being the representative that exercises the right to vote at the Meeting representing the shareholder conferring the representation on them.

The representation must be conferred specially for each Meeting, except the representative being a spouse, descendant or parent of the shareholder; or when the representative possesses a general power of attorney, in the terms established in article 9.3 of the Regulations of the General Shareholders' Meeting and will always be revocable. The attendance in person at the Meeting of the shareholder represented will be deemed to be a revocation. Moreover, the delegation will always be revocable through the same means by which it was made.

In the event of a public request for representation, the provisions of articles 186, 187 and 526 of the Capital Companies Act will apply.

The appointment or revocation of the representative and notification thereof to the Company may be made:

i) By sending the Company (i) the vote delegation form available to the Shareholders on the web page of the Company (www.meliahotelsinternational.com), duly signed and fulfilled, together with the documentation evidencing the identity of the shareholder and the representative, as well as documentation evidencing the ownership of the shares and, where applicable, voting instructions; or (ii) the corresponding attendance card issued by the entities responsible for keeping the accounts records of the shares of the Company, completed in the section containing the printed form for conferring representation and, where applicable, instructions for exercising the voting right, attaching a copy of the national identity document or passport of the shareholder and his/her representative through the following means:

1. Via mail (ordinary post):

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
Gremio de Toneleros, 24 -Polígono Son Castelló, 07009
Palma (Balearic Islands), Spain.

2. Via telefax:

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
Nº Fax: (34) 971224515

3. Via email:

MELIÁ HOTELS INTERNATIONAL, S.A.
A/A: Investor Relations Department
Email: atencion.accionista@melia.com

ii) By the shareholder completing and signing the delegation on the attendance card or the delegation form and this being presenting to those responsible for recoding attendance by the designated representative physically attending the General Meeting, on the day and at the place of the General Meeting, before it starts, together with any documentation identifying the shareholder (copy) and the representative (original) and, where the form is used, also any documentation evidencing ownership of the shares. Such presentation shall have the effects of a notification for the purposes of the provisions of article 522 of the Spanish Companies Act.

Any powers of representation received by, telefax or email, as well as any notification of the appointment or revocation of the representative through electronic means will be accepted providing they are received at least twenty-four (24) hours before the start of the General Meeting and comply with the requisites established.

The shareholder shall be responsible of providing evidence to prove its proxy has been sent to the Company in due time and form.

Should the shareholder have sent the Company the vote delegation form and also the attendance card with the section on representation completed, the Company shall only validate the document with the issue date closest to the date of the General Meeting and, should they have been issued on the same date, the vote delegation form available to the Shareholders on the web page of the Company (www.meliahotelsinternational.com) shall prevail.

4. Errors, defects or omissions in the cards or forms

Should the attendance card or absentee vote or proxy forms contain any errors, defects or omissions which cannot be remedied by applying the criteria established in this document, the Company may accept and validate the documents submitted and determine the sense of the instructions received taking into account the set of criteria on interpretation contained in this document and any other Company rules or recommendations on corporate governance, ensuring the company's interests and respecting the principles of legal certainty and the guarantee of the rights of the shareholder.

In order to solve the errors, defects or omissions contained within the cards or forms, the shareholder may indicate, through the corresponding card or form, a phone number, email address or any other contact data that allows the Company to contact the shareholder for this purpose.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS ON THE DATE OF THE CALL TO 2019 ANNUAL GENERAL SHAREHOLDERS' MEETING

Meliá Hotels International, S.A.

For the purposes specified in Article 518 of Spanish Companies Act, it is reported that on the date of the call to General Shareholders' Meeting, convened for June 18th and 19th, 2019, on first and second calling respectively, the capital share of Meliá Hotels International, S.A. is represented by 229,700,000 ordinary shares (229,700,000 voting rights). Each share shall give right to one vote.

In accordance with the provisions of section 5.2 of the Bylaws of Meliá Hotels International, S.A., there is one single class and series of shares.

In Palma, 13 May, 2019

**ORDINARY GENERAL SHAREHOLDERS' MEETING
ABSENTEE VOTE FORM**

Absentee vote form for the Ordinary General Shareholders' Meeting of MELIÁ HOTELS INTERNATIONAL, S.A. to take place at the Convention Center of Hotel "Gran Meliá Victoria" located in Palma, at Avenida Joan Miró, 21, at 1 p.m. on June 18, 2019 on first call, or on the following day on second call, at the same place and time.

_____ (full name or company name),
holder of _____ shares in MELIÁ HOTELS INTERNATIONAL, S.A., with ID/Passport number _____, with telephone number _____ and e-mail address _____ hereby cast my distance vote, indicating below the vote on the Resolution Proposals submitted to the Ordinary General Shareholders' Meeting:

Resolution Proposal¹	In favor	Against	Abstention
1.1			
1.2			
1.3			
1.4			
1.5			
2.1			
2.2			
2.3			
3			
4			
5			
6.1	////////////////////	////////////////////	////////////////////
6.2	////////////////////	////////////////////	////////////////////
6.3	////////////////////	////////////////////	////////////////////
7			

In the event any resolutions not included in the Agenda are submitted to vote, it will be understood that I cast my vote in the manner proposed by the Chairman of the General Meeting², notwithstanding any instructions to the contrary by ticking the corresponding box below:

IN FAVOR	
AGAINST	
ABSTENTION	

In any case, this form shall be accompanied by documentation evidencing through suitable means the identity of the shareholder (and its legal representative, in the case of a legal entity) and ownership of the shares. The Company shall evaluate the suitability and sufficiency of the means evidencing such identity and ownership of the shares.

¹ Point sixth of the Agenda is not submitted to vote.

² Following provisions of arts. 523 and 526 of the Capital Companies Act, it is hereby stated that in the event the Chairman should be involved in a conflict of interest when voting on any proposals which, not included in the Agenda, might be submitted at the Meeting, the power of representation will be deemed to have been conferred on the Secretary or, failing this or in the case of conflict of interest, on the Vice Secretary non-director.

PERSONAL DATA PROTECTION

Shareholder's personal data provided to the Company or submitted by the bank entities and the companies and agencies in which the shareholders might have deposited their shares, through the entity in charge of keeping the book-entry registry of the Company, *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores*, S.A. (IBERCLEAR), will be processed as follows:

Data controller: MELIÁ HOTELS INTERNATIONAL, S.A., with registered office at Calle Gremio Toneleros, 24, 07009 Palma.

Purpose: manage development, observance, and control of the relationship between the Company and shareholders regarding notice to call and the General Meeting.

Entitlement: your personal data will be processed for the observance of Company's legal obligations.

Recipients:

- The entity in charge of keeping the book-entry registry of the Company, *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores*, S.A. (IBERCLEAR)
- Public Administrations, in the cases provided by Law.
- Registries and Notaries, in the cases provided by Law.

Rights: to access, rectification, to erasure, to object, to restriction of processing and to data portability.

In case you wish to obtain more information regarding the processing of your personal data, please check our [Privacy Policy](#).

Signature of Shareholder.

In _____, on _____, 2019.

**ORDINARY GENERAL SHAREHOLDERS' MEETING
VOTE DELEGATION FORM (PROXY)**

Vote delegation form (proxy) for the Ordinary General Shareholders' Meeting of MELIÁ HOTELS INTERNATIONAL, S.A. to take place at the Convention Center of Hotel "Gran Meliá Victoria" located in Palma de Mallorca at Avenida Joan Miró, 21, at 1 p.m. on June 18, 2019 on first call, or on the following day on second call, at the same place and time.

³ _____ (full name or company name),
holder of _____ shares in MELIÁ HOTELS INTERNATIONAL, S.A., with
telephone number _____ and e-mail address _____ hereby
delegate my vote to⁴:

- The Chairman of the Board of Directors of MELIÁ HOTELS INTERNATIONAL, S.A.
- Mr./Ms. _____, bearer of National Identity Card n° _____

Below are the instructions for exercising the voting right for the Resolution Proposals to be submitted to the Ordinary General Shareholders' Meeting:

Resolution Proposal⁵	In favor	Against	Abstention
1.1			
1.2			
1.3			
1.4			
1.5			
2.1			
2.2			
2.3			
3			
4			
5			
6.1	////////////////////	////////////////////	////////////////////
6.2	////////////////////	////////////////////	////////////////////
6.3	////////////////////	////////////////////	////////////////////
7			

In the event any resolutions not included on the Agenda are submitted to a vote, (i) and in the case I have conferred my representation in favor of the Chairman of the Board of Directors, it will be understood that I cast my vote in the manner proposed by the Chairman of the General Meeting, notwithstanding any instructions to the contrary indicated herein by ticking the corresponding box below, and (ii) in the event I have conferred my representation in favor of a third party other than the Chairman, he/she will vote on such resolutions in the manner he/she deem appropriate, notwithstanding any instructions to the contrary by ticking the corresponding box below.

³ It will be understood that the proxy is conferred to the Chairman of the Board of Directors in case the delegation does not include a nominative or legible expression of the beneficiary of the delegation, or if the same is made in favour of the Board of Directors in general.

⁴ In case of delegations in favor of the Chairman of the Board of Directors, the latter will vote in favor of all proposals submitted by the Board in respect of the various items of the Agenda, unless in relation thereto the instructions for exercising the voting right should indicate otherwise. For the effects of the provisions of arts. 523 and 526 of the Capital Companies Act, it is hereby stated that in the event the Chairman should be involved in a conflict of interest when voting on any proposals which, included or not in the Agenda, might be submitted at the Meeting, the power of representation will be deemed to have been conferred in favor of the Secretary or, failing this or in the case of conflict of interests, the Vice Secretary non-director

⁵ Point sixth of the Agenda is not submitted to vote.

IN FAVOR	
AGAINST	
ABSTENTIÓN	

In any case, this form should be accompanied by documentation evidencing through suitable means the identity of the shareholder (and its legal representative, in the case of a legal entity) and the designated representative, as well as the ownership of the shares. The Company shall evaluate the suitability and sufficiency of the means evidencing such identity and ownership of the shares.

PERSONAL DATA PROTECTION

Shareholder's personal data provided to the Company or submitted by the bank entities and the companies and agencies in which the shareholders might have deposited their shares, through the entity in charge of keeping the book-entry registry of the Company, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), will be processed as follows:

Data controller: MELIÁ HOTELS INTERNATIONAL, S.A., with registered office at Calle Gremio Toneleros, 24, 07009 Palma.

Purpose: manage development, observance, and control of the relationship between the Company and shareholders regarding notice to call and the General Meeting.

Entitlement: your personal data will be processed for the observance of Company's legal obligations.

Recipients:

- The entity in charge of keeping the book-entry registry of the Company, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR)
- Public Administrations, in the cases provided by Law.
- Registries and Notaries, in the cases provided by Law.

Rights: to access, rectification, to erasure, to object, to restriction of processing and to data portability.

In case you wish to obtain more information regarding the processing of your personal data, please check our [Privacy Policy](#).

Signature of the Shareholder:

In _____, on _____, 2019.

Information document on the issue of simple bonds of Meliá Hotels International, S.A. approved by the Board of Directors at its meeting of 30 July 2018

Board of Directors
4 April 2019

Table of Contents

1. Purpose
2. Issue of simple bonds
3. Main terms and conditions

1. Purpose

The purpose of this document is to inform the shareholders of Meliá Hotels International, S.A. (hereinafter, the “Company”), on the occasion of the convening of the Ordinary General Shareholders’ Meeting for 2019, of the issue of simple bonds approved by the Board of Directors at its meeting of 30 July 2018.

Pursuant to the authorisation conferred by the General Shareholders’ Meeting of the Company held on 4 June 2015, under the Eleventh item on the Agenda, the Board of Directors approved the said issue, thus issuing this information document in compliance with the provisions of such Eleventh Resolution (section xii) passed by the General Shareholders’ Meeting held on 4 June 2015.

2. Issue of simple bonds

The Company’s Board of Directors, in exercise of the authorisation granted by the Ordinary General Shareholders’ Meeting held on 4 June 2015, agreed to the issue of simple bonds in the maximum face amount of THIRTY MILLION EUROS (€ 30,000,000), with maximum maturity at TWELVE (12) years, and for a private placement, subscribed by a single investor: Mutuality de la Abogacía.

Subsequently, the Vice Chairman and Chief Executive Officer, Mr. Gabriel Escarrer Jaume, in the exercise of the powers conferred upon him by the General Shareholders’ Meeting held on 4 June 2015, and by the Board of Directors at its meeting of 30 July 2018, on 19 November 2018 granted the deed of issue of bonds of the Company, under the terms and conditions set out in section 3 of this document.

3. Main terms and conditions

Issuer	Meliá Hotels International, S.A.
Paying agent	Banco de Sabadell, S.A.
Maximum face amount	€ 30,000,000
Issue denomination	Issue of simple bonds of Meliá Hotels International, S.A.
Nature of the securities	Non-convertible and non-exchangeable simple bonds, which are direct, unconditional, non-subordinated and unsecured obligations of the Company
Representation	By book entries listed on the multilateral trading facility “EURO MTF” of the Luxembourg Stock Exchange (unofficial and unregulated market) or, failing this, on any unofficial or unregulated market as determined by the Issuer.
ISIN code	ES0276252014

Maintenance of accounting records	Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear)
Unit face amount	€ 100,000
Price / Type of issue	At par. The issue type is 100% of the face amount, without issue premium
Issue date	19 November 2018
Settlement date	20 November 2018
Maturity	12 Years
Interest rate	fixed annual interest of 3.30%
Applicable law	Spanish law
Collateral for the issue	Issuer's equity
Bondholders' Syndicate	The creation of a defence association or a bondholders' syndicate is not required.

Information document on the Euro Commercial Paper Programme

Board of Directors
6th May 2019

Table of Contents

1. Purpose
2. Euro Commercial Paper Programme
3. Summary of the general terms and conditions of the Programme

1. Purpose

The purpose of this document is to inform the shareholders of Meliá Hotels International, S.A. (hereinafter, the “Company”) of the Euro Commercial Paper Programme, registered on May 3rd, 2019, with the Irish Stock Exchange, entity operated by Euronext Dublin, in the maximum amount of EUR 300,000,000 (*Euro Commercial Paper Programme 2019 or ECP 2019*) and the status of the outstanding issues made under the euro commercial paper programme registered by the Company in September 2017 with the said stock exchange and in the same amount (*Euro Commercial Paper Programme 2017 or ECP 2017*).

2. Euro Commercial Paper Programme

ECP 2019

The Board of Directors of the Company at its meeting held on 27 February 2019, in the exercise of the authorisation granted by the General Shareholders’ Meeting held on 4 June 2015, approved the registration of a programme for the issue of commercial paper, commonly called Euro Commercial Paper Programme or ECP, in the maximum amount of EUR 300,000,000, whereby the Company can issue short-term debt securities, with a maturity of less than 364 days up to the said amount (hereinafter, the “Programme”) and during the twelve-month term of the ECP 2019. The Programme was registered with the Irish Stock Exchange and on such regulated market the following issues made under the ECP 2019 will be admitted to trading. Now, therefore, it is hereby stated that on the date hereof no issues have been made under the ECP 2019.

ECP 2017

With regard to the ECP 2017, which was already reported on the General Shareholders’ Meeting held on 6 June 2018, it is hereby stated that during the term of the programme, issues were made in the amount of ONE HUNDRED SEVENTY-FIVE MILLION FIVE HUNDRED SEVENTY THOUSAND EUROS (€ 175,570,000). At 31 December 2018 there were outstanding issues in the amount of FIFTY-ONE MILLION FOUR HUNDRED THOUSAND EUROS (€ 51,400,000).

3. Summary of the general terms and conditions of the ECP 2019

Maximum amount of the Programme	€ 300,000,000
Minimum face amount of issued securities	Depending on the currency: Euro: 100,000 American Dollars: 500,000 Pounds: 100,000 Swiss Francs: 500,000

Registered with	Irish Stock Exchange, operated by Euronext Dublin
Type of debt	European Commercial Paper
Signature date of the renewal of the Programme	3 May 2019
Maturity of the renewal of the Programme	364
Debt Rank	Unsecured Debt
Maturity of issues	Up to 364 days
Redemption Price	100%

Information document on the amendment of the Regulations of the Board of Directors

Board of Directors
4 April 2019

Table of Contents

1. Purpose
2. Scope and justification of the amendments
Annex I - comparison chart

1. Purpose

The purpose of this document is to inform the shareholders of Meliá Hotels International, S.A. (hereinafter, the “Company”), on the occasion of the convening of the Ordinary General Shareholders’ Meeting for 2019, and according to Article 528 of the Spanish Corporate Enterprises Act (hereinafter, the “CEA”) and Article 4.2 of the Regulations of the Board of Directors, of the amendment of Articles 14 and 15 of the Regulations of the Board of Directors (hereinafter, the “Regulations”), relating to the “Audit and Compliance Committee” and the “Appointments and Remuneration Committee”, approved at the meeting of the Board of Directors held on 4 April 2019.

2. Scope and justification of the amendments

The amendment approved by the Board of Directors of Articles 14 and 15 of its Regulations was carried out as part of the review of the functions of the Appointments and Remuneration Committee and the Audit and Compliance Committee, and on the basis of the Recommendations 50 and 53 of the Unified Good Governance Code of Listed Companies, the recommendations of the Technical Guide 1/2017 on Appointments and Remuneration Committees, and of the Technical Guide 3/2017 on Audit Committees of Public Interest Entities, both issued by the CNMW (Spanish Securities Market Commission).

Following the procedure for the preparation of proposals to amend the Regulations, the Board was informed by the Audit and Compliance Committee, which, after proper review by the Appointments and Remuneration Committee, drew up the relevant report which was submitted to the Board of Directors at the meeting held on 4 April 2019.

The introduction of the mentioned proposals does not require prior amendment of the Company Bylaws.

Unified Good Governance Code of Listed Companies

Recommendation No. 50:

That the remuneration committee exercises its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

- a) Propose to the board of directors the basic conditions of employment for senior management.
- b) Verify compliance with company remuneration policy.
- c) Periodically review the remuneration policy applied to directors and senior managers, including remuneration involving the delivery of shares, and guarantee that individual remuneration be proportional to that received by other directors and senior managers.
- d) Ensure that potential conflicts of interest do not undermine the independence of external advice rendered to the committee.
- e) Verify information regarding remuneration paid to directors and senior managers contained in the various corporate documents, including the annual report on director remuneration.

Recommendation No. 53:

That verification of compliance with corporate governance rules, internal codes of conduct and social corporate responsibility policy be assigned to one or split among more than one

committee of the Board of Directors, which may be the audit committee, the appointments committee, the corporate social responsibility committee in the event that one exists, or a special committee created by the Board of Directors pursuant to its powers of self-organisation, which at least the following responsibilities shall be specifically assigned thereto:

- a) Verification of compliance with internal codes of conduct and the company's corporate governance rules.
- b) Supervision of the communication strategy and relations with shareholders and investors, including small- and medium-sized shareholders.
- c) The periodic evaluation of the suitability of the company's corporate governance system, with the goal that the company promotes company interests and takes into account, where appropriate, the legitimate interests of other stakeholders.
- d) Review of the company's corporate social responsibility policy, ensuring that it is orientated towards value creation.
- e) Follow-up of social responsibility strategy and practice, and evaluation of degree of compliance.
- f) Supervision and evaluation of the way relations with various stakeholders are handled.
- g) Evaluation of everything related to non-financial risks to the company, including operational, technological, legal, social, environmental, political and reputational risks.
- h) Coordination of the process of reporting on diversity and reporting non-financial information in accordance with applicable rules and international benchmarks.

For information purposes, a comparison chart of the amendments incorporated in the mentioned articles of the Regulations of the Board of Directors is attached hereto as an Annex, which will be submitted for registration with the Commercial Register of Majorca. Likewise, the shareholders are informed that the entire contents of the Regulations of the Board of Directors, including the amendments to the said articles, will be available on the website of the Company once they are registered with the Commercial Register and, according to Article 529 of the CEA, their amendment will be reported as a relevant fact to the Spanish Securities Market Commission.

Previous wording	New Wording
<p>Article 14.- The Auditing and Compliance Committee</p> <p>14.1 Positions. The Auditing and Compliance Committee will be formed by at least THREE (3) and at most FIVE (5) members, non-Executive Directors appointed by the Board of Directors, the majority of which shall be External Independent Directors and ONE (1) of them shall be appointed taking into consideration his knowledge and experience in accounting, auditing or both. Jointly, the members of the Committee shall have the relevant expertise in relation to the sector of activity to which the Company belongs.</p> <p>The Chairman of the Committee must be one of its members and also an External Independent Director. The Chairman must be replaced every FOUR (4) years, and may be re-elected after a period of one (1) year after being replaced. Both the Chairman and the rest of the members of the Committee will be automatically replaced if they resign or are dismissed from their positions as members of the company Board of Directors and are not reinstated.</p> <p>A Committee Secretary may be appointed, a position which may be held by the Secretary of the Board of Directors, a Deputy Secretary of the Board of Directors, or a Director that may or may not be a member of the Committee itself, or even one of the company executives.</p> <p>14.2 Organisation and operations.</p> <p>The Auditing and Compliance Committee will meet at least once per quarter, and as many times as is deemed appropriate with regard to the needs of the company, as proposed by the Chairman of the Committee or on request from the majority of its members or from the Board of Directors. The responsibilities of the Auditing and Compliance Committee, and without prejudice to any others that the Law,</p>	<p>Article 14. Audit and Compliance Committee</p> <p>14.1 Positions. The Audit and Compliance Committee will be formed by at least THREE (3) and at most FIVE (5) members, non-Executive Directors appointed by the Board of Directors, the majority of which shall be External Independent Directors and ONE (1) of them shall be appointed taking into consideration his knowledge and experience in accounting, audit or both. Jointly, the members of the Committee shall have the relevant expertise in relation to the sector of activity to which the Company belongs.</p> <p>The Chairman of the Committee must be one of its members and also an External Independent Director <u>and shall be appointed taking into consideration his knowledge and experience in accounting, audit or both.</u> The Chairman must be replaced every FOUR (4) years and may be reelected after a period of one (1) year after being replaced.</p> <p><u>The Chairman of the Audit and Compliance Committee will act as the Committee’s representative at the meetings of the Board of Directors and the General Shareholders’ Meeting.</u></p> <p>Both the Chairman and the rest of the members of the Committee will be automatically replaced if they resign or are dismissed from their positions as members of the company Board of Directors and are not reinstated.</p> <p>A Committee Secretary may be appointed, a position which may be held by the Secretary of the Board of Directors, a Deputy Secretary of the Board of Directors, or a Director that may or may not be a member of the Committee itself, or even one of the company executives.</p> <p>14.2 Organisation and operations.</p> <p>The Audit and Compliance Committee will meet at least once per quarter, and as many times as is deemed appropriate with regard to the needs of the Company, as proposed by the Chairman of the Committee or on request from the majority of its members or from the Board of Directors. The responsibilities</p>

the company Bylaws and these Regulations may determine, or the Board of Directors may specifically assign to the Committee, are as follows:

(a) To report to the General Shareholders Meeting with regard to matters, raised by shareholders in the meeting, that are within the competence of the Committee, and in particular on the outcome of the audit explaining how the audit contributed to the integrity of financial reporting and the role that the commission has played in this process.

(b) To submit to the Board of Directors proposals for the selection, appointment, reappointment and removal of the auditor, taking responsibility of the selection process, in accordance with the provisions of the regulations in force, as well as the conditions of recruitment and regularly seek information from him about the audit plan and its execution while preserving its independence in the exercise of their functions.

(c) To monitor the effectiveness of company the company's internal control, the internal audit systems and risk management, including tax, and discuss with the auditor any significant internal control weaknesses detected during the audit, all this without breaking their independence, being able to present to the Board of Directors recommendations or proposals and the corresponding deadline for compliance.

(d) To supervise the preparation and presentation of the financial mandatory information process and submit to the Board of Directors recommendations or proposals aimed at safeguarding its integrity.

(e) Review the appointment or replacement of those responsible for the financial reporting processes, internal control systems of the company and risk management.

(f) To maintain a relationship with external auditors so as to receive information on those matters that may endanger their independence and any others related to the development process of the Auditing, and, when appropriate, authorization of services other than those prohibited in accordance with current legislation, as well as other communications envisaged in the legislation on Auditing and in the technical Auditing standards.

(g) To review company accounts and oversee compliance with legal requirements and

of the Audit and Compliance Committee, and without prejudice to any others that the Law, the company Bylaws and these Regulations may determine, or the Board of Directors may specifically assign to the Committee, are as follows:

a) In relation to the External Auditor

▫ To submit to the Board of Directors proposals for the selection, appointment, reappointment and removal of the auditor, taking responsibility of the selection process, in accordance with the provisions of the regulations in force, as well as the conditions of recruitment and regularly seek information from him about the audit plan and its execution while preserving its independence in the exercise of their functions.

▫ To maintain a relationship with external auditors so as to receive information on those matters that may endanger their independence and any others related to the development process of the Audit, and, when appropriate, authorization of services other than ~~those prohibited~~ audit services in accordance with current legislation, as well as other communications envisaged in the legislation on Audit and in the technical Audit standards.

▫ Serve as communication channel between the Board of Directors and the auditors (internal and external), evaluate the results of each audit and the responses of the management team to its recommendations. Ensure that the External Auditor maintains, at least once a year, a meeting with the Board of Directors in full to inform him / her about the work done.

▫ To receive annually from the external auditors the declaration of independence in relation to the entity or entities related to it directly or indirectly, as well as detailed and individualized information on any additional services provided class and the fees received from these entities by the external auditor or by persons or entities related to this in accordance with the provisions of the applicable regulations.

▫ To issue annually, prior to the issuance of the Audit Report, a report in which an opinion on the independence of the Auditor shall be expressed, in accordance with the law.

▫ To supervise the fulfilment of the Audit Contract.

the appropriate application of generally accepted accounting principles, receiving the direct cooperation of the both internal and external auditors.

(h) To ensure that the financial information provided to the markets is produced in line with the same principles, criteria and professional practises used to produce the Annual Accounts.

(i) To examine compliance with the Internal Regulations on Good Conduct in Stock Markets, the Regulations of the Board of Directors and, in general, with the company Corporate Governance Regulations, and to formulate appropriate proposals for their improvement.

(j) To receive annually from the external auditors the declaration of independence in relation to the entity or entities related to it directly or indirectly, as well as detailed and individualized information on any additional services provided class and the fees received from these entities by the external auditor or by persons or entities related to this in accordance with the provisions of the applicable regulations.

(k) To issue annually, prior to the issuance of the Audit Report, a report in which an opinion on the independence of the Auditor shall be expressed, in accordance with the law.

(l) To inform, in advance, the Board of Directors on all matters under the Law, the Company Bylaws and these Regulations and, in particular, (i) the financial information that the Company must periodically disclose; and (ii) the creation or acquisition of shares in special purpose entities or domiciled in countries or territories considered tax havens and (iii) transactions with related parties.

The Executive Directors may attend with voice but no vote the meetings of the Commission, at the request of the President of the same.

He is obliged to attend the meetings of the Committee and to provide his collaboration and access to the information available to any member of the management or staff of the Company that may be required for that purpose. The Commission may also request the attendance at its meetings of the external auditors.

b) Supervision of the effectiveness of the internal control and risk management

▫ To monitor the effectiveness of the company's internal control, the internal audit systems and risk management, including tax, and discuss with the auditor any significant internal control weaknesses detected during the audit, all this without breaking their independence, being able to present to the Board of Directors recommendations or proposals and the corresponding deadline for compliance.

▫ To supervise and evaluate non-financial risks: operational, technological, legal, social, environmental, political and reputational, without prejudice to the functions entrusted and the tasks to be carried out by the Appointments and Remuneration Committee in this matter.

c) Supervision of financial and non-financial information

▫ To supervise the preparation and presentation of the financial and non-financial mandatory information process and submit to the Board of Directors recommendations or proposals aimed at safeguarding its integrity.

▫ Review the appointment or replacement of those responsible for the financial and non-financial reporting processes, internal control systems of the company and risk management.

▫ To ensure that the financial and non-financial information provided to the markets is produced in line with the same principles, criteria and professional practises used to produce the Annual Accounts.

▫ To review company annual accounts (including Corporate Governance Annual Report) and oversee compliance with legal requirements and the appropriate application of generally accepted accounting principles, receiving the direct cooperation of the both internal and external auditors.

▫ To inform the Board of Directors about the related financial and non-financial information that the Company must periodically make public, ensuring the clarity, veracity and integrity thereof.

For the best performance of its functions, the Audit and Compliance Committee may seek the advice of outside professionals.

14.3 Quorum and approval of resolutions. The Committee meeting will be considered valid on attendance, directly or via proxies, of at least half of its members, and will adopt resolutions approved by a majority of participants. The rules of the Company Bylaws on the constitution and adoption of resolutions by the Board of Directors shall apply to the Audit and Compliance Committee on matters not covered in this article.

The Committee must report on all such resolutions and decisions to the Board of Directors. If there is no majority, the Chairman will wield a casting vote.

▫ To verify and coordinate the process of reporting non-financial information, in accordance with the applicable regulations and international reference standards, without prejudice to the specifically entrusted functions and the work to be carried out in this regard by the Appointments and Remuneration Committee on this matter.

d) Supervision of Internal Audit, Risk and Compliance functions:

▫ To ensure the independence and effectiveness of the functions of Internal Audit, Risk and Compliance.

▫ To supervise and evaluate the performance of the Internal Audit, Risk and Compliance area, whose managers will inform the Committee of the incidents that are presented in their annual work plan and submit an activity report at the end of each year.

▫ To review the annual work plan of these areas and carry out the monitoring of it.

▫ To approve the annual budget of the Internal Audit, Risk and Compliance departments.

▫ To supervise the selection, appointment and removal of the person in charge of the functions of Internal Audit, Risk and Compliance.

▫ To Supervise the Whistleblower Channels (of employees and suppliers) of the Company, receiving periodic reports on the operation of the channels, and in particular, on the number of complaints received, their typology, results and the action plans.

e) General Shareholders' Meeting

To report to the General Shareholders' Meeting with regard to matters, raised by shareholders in the meeting, that are within the competence of the Committee, and in particular on the outcome of the audit, explaining how the audit contributed to the integrity of financial and non-financial reporting and the role that the commission has played in this process.

▫ To prepare the annual report on the operation of the Commission for making it available to shareholders and other interest groups.

f) Others

▫ To examine compliance with the Internal Regulations on Good Conduct in Stock Markets, the Regulations of the Board of Directors, the Internal Regulations, and, in general, with the company Corporate Governance Regulations, and to formulate appropriate proposals for their improvement.

▫ To inform, in advance, the Board of Directors on all matters under the Law, the Company Bylaws and these Regulations and, in particular, (i) the financial information that the Company must periodically disclose; and (ii) the creation or acquisition of shares in special purpose entities or domiciled in countries or territories considered tax havens, (iii) transactions with related parties and (iv) the operations of structural and corporate modifications of special relevance.

▫ To establish and supervise the existence of a crime prevention and detection model.

The Executive Directors may attend with voice but no vote the meetings of the Commission, at the request of the President of the same.

Any member of the management or staff of the Company is obliged to attend the meetings of the Committee and to provide their collaboration and access to the information available that may be required for that purpose. The Commission may also request the attendance at its meetings of the external auditors. The responsible for the functions of Internal Audit, Risk and Compliance will also be present at the meetings of the Audit and Compliance Committee, unless otherwise indicated by the Chairman of the Commission.

For the best performance of its functions, the Audit and Compliance Committee may seek the advice of outside professionals.

14.3 Quorum and approval of resolutions. The Committee meeting will be considered valid on attendance, directly or via proxies, of at least half of its members, and will adopt resolutions approved by a majority of participants. The rules of the Company Bylaws on the constitution and adoption of resolutions by the Board of Directors shall apply to the Audit and Compliance

<p>Article 15.- The Appointments and Remuneration Committee</p> <p>15.1 Positions. The Appointments and Remuneration Committee will be formed by at least THREE (3) and at most FIVE (5) External Directors, all named by the Board of Directors, and all of which have the capacity, dedication and experience required to perform the required functions. At least TWO (2) members of the Commission must be External Independent Directors.</p> <p>The Chairman of the Committee must be one of its members which must also be an External Independent Director. The Chairman must be replaced every FOUR (4) years, and may be re-elected after a period of ONE (1) year after being replaced. Both the Chairman and the rest of the members of the Committee will be automatically replaced if they resign or are dismissed from their positions as members of the company Board of Directors and are not reinstated.</p> <p>A Committee Secretary may be appointed, a position which may be held by the Secretary of the Board of Directors, a Deputy Secretary, a Director that may or may not be a member of the Committee itself, or even one of the company executives.</p> <p>15.2 Organisation and responsibilities. The Appointments and Remuneration Committee will meet whenever the Board or its Chairman requests a report or the approval of proposals and, in any case, whenever it may be appropriately according to the needs of the company.</p> <p>The responsibilities of the Appointments and Remuneration Committee, and without prejudice to any others that the Law, the Company Bylaws and these Regulations, are at least as follows:</p> <p>(a) To define and review the criteria to be applied with regard to the composition of the Board of Directors and the selection of candidates.</p> <p>b) To submit to the Board any proposals on the appointment of Independent Directors so that the Board may directly designate such Directors (Co-opt) or</p>	<p>Committee on matters not covered in this article.</p> <p>The Committee must report on all such resolutions and decisions to the Board of Directors. If there is no majority, the Chairman will wield a casting vote.</p> <p>Article 15. Appointments and Remuneration Committee</p> <p>15.1 Positions. The Appointments and Remuneration Committee will be formed by at least THREE (3) and at most FIVE (5) External Directors, all named by the Board of Directors, and all of which have the capacity, dedication and experience required to perform the required functions.</p> <p>At least TWO (2) members of the Commission must be External Independent Directors. The Chairman of the Committee must be one of its members which must also be an External Independent Director <u>and shall be appointed taking into account their knowledge and previous experience in comparable companies due to their size or complexity as a member of appointments and remuneration committees or as an executive director or member of senior management.</u> The Chairman must be replaced every FOUR (4) years and may be re-elected after a period of ONE (1) year after being replaced.</p> <p><u>The Chairman of the Appointments and Remunerations Committee will act as the Committee's representative at the meetings of the Board of Directors and the General Shareholders' Meeting.</u></p> <p>Both the Chairman and the rest of the members of the Committee will be automatically replaced if they resign or are dismissed from their positions as members of the company Board of Directors and are not reinstated.</p> <p>A Committee Secretary may be appointed, a position which may be held by the Secretary of the Board of Directors, a Deputy Secretary, a Director that may or may not be a member of the Committee itself, or even one of the Company executives.</p> <p>15.2 Organisation and responsibilities. The Appointments and Remuneration Committee will meet whenever the Board or its Chairman requests a report or the approval of proposals and, in any case, whenever it may be appropriately according to the needs of the company.</p>
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adopt the proposals for their submission to the General Shareholders Meeting for approval as well as their re-election or removal by the General Shareholders Meeting.

(c) To report the proposals for appointment of other Directors so that the Board can directly appoint them (co-option) or take on such proposals for submission to the decision of the General Shareholders Meeting as well as their re-election or removal by the General Shareholders Meeting.

(d) To report on the proposals for appointment and removal of senior managers and the basic terms of their contracts.

e) To propose members of Committees to the Board.

f) To propose to the Board the remuneration policy for Directors and CEOs or those who develop their senior management functions under direct control of the Board, of Executive Committees or CEOs, as well as individual remuneration and other contractual conditions of the Executive Directors, ensuring its compliance. To regularly review said remuneration policy, assessing their appropriateness and return.

g) To ensure transparency in remuneration.

h) To report on any transactions that imply or may imply conflict of interest and, in general, on the matters related to the duties of Directors in accordance with the current Regulations.

(i) The coordination of the report for assessing the quality and efficiency of the Board of Directors and the Committees established by the Council in order to be accountable before it.

(j) To examine and organize the succession of the chairman and chief executive of the Company and, where appropriate, to make proposals to the Board of Directors for such succession to occur in an orderly and planned manner.

(k) To inform, in advance, the Board of Directors on all matters under the Law, the Company Bylaws and these Regulations.

The Committee must consider the suggestions made by the Chairman, the members of the Board, company executives or shareholders.

The responsibilities of the Appointments and Remuneration Committee, and without prejudice to any others that the Law, the Company Bylaws and these Regulations, are at least as follows:

a) Appointment and reelection of Directors

▫ To define and review the criteria to be applied with regard to the composition of the Board of Directors and the selection of candidates, and in particular, to assess the competencies, knowledge, abilities, and experience necessary in the Board of Directors to define the competences and aptitudes necessary of the candidates that must cover vacant.

▫ To prepare and, if necessary, periodically update a matrix with the necessary skills of the Board that defines the skills and knowledge of the candidates for directors.

▫ To submit to the Board any proposals on the appointment of Independent Directors so that the Board may directly designate such Directors (Co-opt) or adopt the proposals for their submission to the General Shareholders' Meeting for approval as well as their re-election or removal by the General Shareholders Meeting.

▫ To report the proposals for appointment of other Directors so that the Board can directly appoint them (co-option) or take on such proposals for submission to the decision of the General Shareholders' Meeting as well as their re-election or removal by the General Shareholders Meeting.

▫ To propose to the Board of Directors the members that should be part of each of the Committees.

▫ To propose the Directors' Selection Policy to the Board of Directors and verify its compliance annually.

b) Appointment and separation of senior managers and the basic conditions of their contracts

▫ To report on the proposals for appointment and removal of senior managers and the basic terms of their contracts.

c) Remuneration Policy

The Executive Directors may attend with voice but no vote the meetings of the Commission, at the request of the President of the same. He is obliged to attend the meetings of the Committee and to provide his collaboration and access to the information available to any member of the management or staff of the Company that may be required for that purpose.

For the best performance of its duties, the Appointments and Remuneration Committee may seek the advice of outside professionals.

15.3 Quorum and approval of resolutions. The Committee meeting will be considered valid on attendance, directly or via proxies, of at least half of its members, and will adopt resolutions approved by a majority of participants. The rules of the Company Bylaws and these Regulations on constitution and adoption of resolutions within the Board of Directors shall apply to the Appointments and Compensation Committee on matters not covered in this article. The Committee must report on all such resolutions and decisions to the Board of Directors. If there is no majority, the Chairman will wield a casting vote.

▫ To propose to the Board the remuneration policy for Directors and CEOs or those who develop their senior management functions under direct control of the Board, of Executive Committees or CEOs, as well as individual remuneration and other contractual conditions of the Executive Directors, ensuring its compliance.

▫ To regularly review said remuneration policy, assessing their appropriateness and return. In particular, periodically review the evaluation of the objectives or parameters that are part of the remuneration schemes of the executive director and senior management.

▫ To ensure transparency in remuneration as well as for the inclusion in the Annual Report on Remuneration of Directors and in the Annual Corporate Governance Report of information on the remuneration of directors, and to submit to the Board the approval of the Annual Remuneration Report of the Directors.

d) Examination and organization of the succession plan of the Chairman of the Board and the Chief Executive Officer and senior management

▫ To examine and organize the succession of the chairman and chief executive of the Company and, where appropriate, to make proposals to the Board of Directors for such succession to occur in an orderly and planned manner.

e) Evaluation of the Board of Directors and the specialized Committees

▫ To lead the evaluation periodically, and at least once a year, on the structure, size, composition and performance of the Board of Directors and specialized committees, making recommendations as deemed necessary and appropriate in each case.

▫ To evaluate periodically, and at least once a year, the suitability of the board of directors and its members and inform the board of directors about it.

f) Conflicts of interest

	<p>▫ To report on any transactions that imply or may imply conflict of interest and, in general, on the matters related to the duties of Directors in accordance with the current Regulations.</p> <p><u>▫ To ensure that any conflicts of interest do not prejudice the independence of external advice provided to the Commission.</u></p> <p><u>g) Corporate Responsibility</u></p> <p><u>▫ To Supervise the Corporate Responsibility Policy, ensuring that it is aimed at creating value.</u></p> <p><u>▫ To carry out the monitoring of the strategy and practices of said corporate responsibility and evaluate its degree of compliance. Included in this aspect, as competence of the Commission, are environmental, social, and reputation, recognition and visibility issues.</u></p> <p><u>▫ To verify and coordinate the process of reporting non-financial information, in accordance with applicable regulations and international reference standards, in relation to the matters indicated in the previous paragraph.</u></p> <p><u>▫ To receive from the corresponding department, at least once a year and whenever it deems it convenient for the proper performance of its duties, information on the liability policy and, specifically, on the following topics:</u></p> <ul style="list-style-type: none">- <u>Positioning of the Company in the existing indexes in terms of sustainability and corporate responsibility.</u>- <u>Participation in institutions within the framework of the Philanthropy Policy.</u> <p><u>h) Diversity</u></p> <p><u>▫ To fix the Diversity Policy of the Company applied in relation to the board of directors, management and specialized committees, establishing, among others, representation objectives for the less represented sex, as well as elaborate guidelines on how to achieve said objective.</u></p> <p><u>▫ To ensure that in the selection processes diversity is favored regarding issues such as age, gender, disability or professional training and experience and do not suffer from implicit biases that may imply any discrimination.</u></p>
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	<p><u>Others</u></p> <ul style="list-style-type: none">▫ <u>To supervise and evaluate the processes of relationship with the different interest groups in their area of competence.</u>▫ <u>Promote and monitor the training plan of the Board of Directors.</u>▫ <u>Prepare the report or annual report on the operation of the Commission for its availability to shareholders and other interest groups.</u>▫ <u>Lead the launch of quality and labor quality surveys and follow up on the results and action plans.</u> <p>▫ To inform, in advance, the Board of Directors on all matters under the Law, the Company Bylaws and these Regulations.</p> <p>The Committee must consider the suggestions made by the Chairman, the members of the Board, company executives or shareholders.</p> <p>The Executive Directors may attend with voice but no vote the meetings of the Commission, at the request of the President of the same. He is obliged to attend the meetings of the Committee and to provide his collaboration and access to the information available to any member of the management or staff of the Company that may be required for that purpose.</p> <p><u>The meetings of the Appointments and Remuneration Committee may be attended by any person previously invited by the Chairman of the Committee, although their attendance will be limited to those items on the agenda in relation to those convened.</u></p> <p><u>The Committee, through its Chairman, may consult the Chairman of the Board and, where appropriate, the chief executive, especially when dealing with matters relating to executive directors and senior executives.</u></p> <p>For the best performance of its duties, the Appointments and Remuneration Committee may seek the advice of outside professionals, <u>receiving the appropriate funds for it.</u></p> <p>15.3 Quorum and approval of resolutions. The Committee meeting will be considered valid on attendance, directly or via proxies, of at least half of its</p>
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	<p>members, and will adopt resolutions approved by a majority of participants. The rules of the Company Bylaws and these Regulations on constitution and adoption of resolutions within the Board of Directors shall apply to the Appointments and Remuneration Committee on matters not covered in this article. The Committee must report on all such resolutions and decisions to the Board of Directors. If there is no majority, the Chairman will wield a casting vote.</p>
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Proposal to amend the 2019-2021 Directors Remuneration Policy

Board of Directors
4 April 2019

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1. Purpose and background
 2. Reasoned proposal
- Annex I: Report of the Appointments and Remuneration Committee

1. Purpose and background

The Board of Directors of Meliá Hotels International, S.A. (hereinafter, the “**Company**”) draws up this document for the purposes of substantiating the proposal to amend the Directors Remuneration Policy for approval at the next General Shareholders’ Meeting.

The Directors Remuneration Policy for years 2019 to 2021 (hereinafter, the “**Remuneration Policy**”) was approved as a separate item on the agenda by the General Shareholders’ Meeting on 6 June 2018.

Taking into account the need to amend the Remuneration Policy in order to include a clawback clause in the general terms and conditions of the chief executive officer’s agreement (as defined in the Report of the Appointments and Remuneration Committee attached hereto), and according to the provisions of Article 529r(3) of the Spanish Corporate Enterprises Act (hereinafter, “**CEA**”), the Board of Directors proposes to the General Shareholders’ Meeting that the Remuneration Policy for years 2019 to 2021 be amended, by following the same procedure established for its approval, for which the Appointments and Remuneration Committee of the Company (hereinafter, the “**Committee**”) has previously drawn up and submitted to the Board a specific report on the amendment of the Remuneration Policy, which the Board endorses as required, and which is attached to this document as Annex I.

Such report of the Committee, in the execution of the powers conferred on it according to Article 529n (3)(g) of the CEA, likewise incorporates the Consolidated Text of the Remuneration Policy as an annex, including the amendments proposed by the Committee to the Board for its approval by the General Shareholders’ Meeting.

2. Reasoned proposal

The Board of Directors, at its meeting today, has analysed such Committee’s report, including its annexes, and has resolved that the report duly justifies the specific amendment of the Remuneration Policy in the terms proposed, for the remainder of its period of validity.

The amendment proposals incorporated by the Committee in the Remuneration Policy have been drawn up giving continuity to the fundamental principles of moderation, prudence and value generation in the long term, maintaining internal equity while trying to improve external competitiveness. Moreover, the Board considers that, according to Article 529r(1) of the CEA, the amendment proposed by the Committee is in line with, where appropriate, the remuneration system provided for in Article 37 of the Company Bylaws.

In particular, the Board of Directors considers as a good practice to include a clawback clause in the agreement for the provision of services of the Chief Executive Officer, thus complying with the recommendations of the CNMV in that regard.

In consideration of the above, the Committee’s report is fully endorsed by the Board, as it considers that it sufficiently substantiates the proposed specific amendment of the Director Remuneration Policy for the remainder of its period of validity (years 2019 - 2021) for the purposes of this document, as well as the consolidated text of such Policy, as it is worded in the annex attached to the report. Thus, the Board

**PROPOSAL TO AMEND THE 2019-2021 REMUNERATION POLICY
TRANSLATION FOR INFORMATION PURPOSES ONLY**

endorses and submits it to the General Shareholders' Meeting for discussion and, where appropriate, approval, making the following resolution proposal:

“To approve, for the purposes provided for in Article 529r of the Consolidated Text of the Corporate Enterprises Act, and in Article 37 of the Company Bylaws, previous proposal by the Appointments and Remuneration Committee, the amendment of the Director Remuneration Policy approved on 6 June 2018, for the 2019-2021 period, for the remainder of its period of validity.”

This document, together with the specific report of the Committee attached hereto as Annex I, and the Consolidated Text of the Remuneration Policy, will be made available to the shareholders once the General Shareholders' Meeting has been called, on the website of the Company (www.meliahotelsinternational.com) in the manner provided by law. Shareholders may also request the delivery or shipment of those documents, free of charge.

Annex I:

Report on the Proposal to amend the 2019-2021 Directors Remuneration Policy

Appointments and Remuneration Committee
1 April 2019

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1. Purpose
2. Definitions and applicable legislation
3. Report and proposal to amend the Remuneration Policy
 - Annex I: summary of the applicable legislation
 - Annex II: consolidated text of the Remuneration Policy

1. Purpose

This report (hereinafter, the “**Report**”) is drawn up by the Appointments and Remuneration Committee (hereinafter, the “**Committee**”) of Meliá Hotels International, S.A. (hereinafter, the “**Company**”) according to the provisions of Article 529r of the Spanish Corporate Enterprises Act, and in connection with the proposal to exceptionally amend the Director Remuneration Policy for years 2019-2021, and which will be submitted for approval to the General Shareholders’ Meeting of the Company in June.

This Report is issued based on the functions and responsibilities assigned to the Committee, which includes the Consolidated Text of the Remuneration Policy as **Annex II**, for its submission to the Board of Directors and subsequent approval by the General Shareholders’ Meeting of the proposed amendments, which are properly highlighted in the document attached hereto.

Such amendment is to be applied only from the date of its approval until the end of year 2021.

2. Definitions and applicable legislation

The following definitions will be applied to this report:

Clawback Clause: These are intended to allow the company to claim reimbursement of any amounts related to variable components of director remuneration in certain circumstances.

Company Bylaws: Company bylaws of the Company as last amended by the General Shareholders’ Meeting held on 23 June 2016.

Corporate Enterprises Act: Consolidated Text of the Spanish Corporate Enterprises Act, as approved by Royal Legislative Decree 1/2010, of 2 July, and its amendments.

Remuneration Policy: The Director Remuneration Policy applicable for years 2019 to 2021, as approved by the General Shareholders’ Meeting on 6 June 2018.

Regulations of the Board of Directors: Regulations of the Company’s Board of Directors, as last amended at the last meeting of the Board held on 23 June 2016.

Annex I of this Report contains information on the legislation applicable to this Report.

3. Report and proposal to amend the Remuneration Policy

The Company submitted the Remuneration Policy to the General Shareholders’ Meeting for approval at the meeting held on 6 June 2018, in which the terms and conditions of the directors’ remuneration scheme, as well as the basic terms and conditions of the Executive Directors’ agreements were included.

Following best practices in corporate governance and director remuneration and, in particular, the 63 Recommendation of the Unified Good Governance Code of the CNWM (“*that the contractual arrangements should include a clause that allows the company to reclaim variable components of remuneration where the payment was not in accordance with the performance conditions or where was paid on the basis of data which are subsequently proven to have been misstated*”), the Committee has identified the need to include a Clawback Clause in the Executive Director’s

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agreement for the provision of services and, therefore, to reflect this fact in the Remuneration Policy.

The advisability of incorporating the Clawback Clause was discussed by the Committee at its meetings held on 27 November 2018 and 27 February 2019.

For this reason and for the appropriate purposes, the Committee submits to the Board this Proposal to amend the Remuneration Policy, only in relation to the abovementioned amendment and which would involve the introduction, in section 5 (Basic terms and conditions of the agreements of executive directors) of the Remuneration Policy, of the following text:

“Clawback Clause: The Appointments and Remuneration Committee may request reimbursement (total or partial) of the variable remuneration of Executive Directors if, within three (3) years after the payment of such remuneration, any of the following occurs:

- *it is proven that variable remuneration has been fully or partially settled and paid on the basis of clearly incorrect or inaccurate information.*
- *In case the director has been sanctioned for breaching the Code of Ethics and/or other applicable internal standards.”*

On the other hand, and as a result of the new responsibilities of the Appointments and Remuneration Committee regarding the clawback clause, it is proposed the incorporation of the following text in section 2.2 (*Appointments and Remuneration Committee*) of the Remuneration Policy:

“Likewise, and without prejudice to the responsibilities of the Board of Directors in this regard, the Appointments and Remuneration Committee will ensure the compliance with and monitoring of the measurement criteria of the variable remuneration of executive directors.”

The Consolidated Text of the Remuneration Policy, which includes the proposed amendments, is attached hereto as Annex II. The Committee also considers that the said Policy is still being adapted to the particular conditions of the Company, the evolution of remunerations and the commonly accepted practices in the market, and is based on the principles of moderation, prudence and value generation in the long term, trying to maintain internal equity and improve external competitiveness. Likewise, the proposed amendment is in line with the provisions of article 217.4 of the Corporate Enterprises Act, which establishes that *“the director remuneration should be in reasonable proportion to the company’s relevance, its economic situation at any time and the market standards of comparable companies. The remuneration system established should be focused on promoting long-term profitability and sustainability of the company and should include the necessary measures to avoid excessive risk-taking and unfavourable outcomes.”*

Taking into account the characteristics of the abovementioned Policy and the proposed amendments, the Committee concludes that the same is in line with the legal provisions and

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those of the internal regulations stated in this Report and, therefore, it is proposed that the Board of Directors submits to the General Shareholders' Meeting the following resolution:

“To approve, for the purposes provided for in Article 529r of the Consolidated Text of the Corporate Enterprises Act, and in Article 37 of the Company Bylaws, previous proposal by the Appointments and Remuneration Committee, the amendment of the Director Remuneration Policy approved on 6 June 2018, for the 2019-2021 period, for the remainder of its period of validity.”

Once the amendment of the Remuneration Policy is approved, the Committee will propose to the Board of Directors the amendment of the Chief Executive Officer's agreement for the provision of services in order to include the Clawback Clause, according to the terms set forth in the Remuneration Policy.

Annex I

Applicable legislation

Spanish Corporate Enterprises Act

Article 217. Compensation of Administrators

“The position of an administrator is uncompensated, unless the articles of association otherwise provide, specifying the compensation scheme.

The established compensation scheme will determine the category or categories of compensation to be received by the administrators in their capacity as such. They may consist, inter alia, of one or more of the following:

- *A fixed allocation,*
- *Attendance allowances,*
- *Profit-sharing,*
- *Variable compensation with general reference parameters or indicators,*
- *Compensation in the form of shares or compensation tied to the evolution thereof,*
- *Termination indemnification, provided that it is not based on breach of the functions as an administrator, and*
- *Such savings or pension schemes as are deemed to be appropriate.*

The maximum amount of annual compensation of all administrators in their capacities as such must be approved by the general meeting and will remain in effect until modification thereof is approved. Unless otherwise determined by the general meeting, the distribution of the compensation among the various administrators will be established by agreement among them and, in the case of the board of directors, by decision thereof, which must take account of the functions and responsibilities assigned to each director.

The compensation of the administrators in any event must be in reasonable proportion to the size of the company, the economic situation existing from time to time and the market standards of comparable undertakings. The established compensation scheme must be aimed at promoting the profitability and long-term sustainability of the company, and must incorporate the safeguards necessary to prevent excessive risk assumption and reward of unfavorable results.”

Article 529 quidecies. Appointment and remuneration committee.

“[...] 3. Without prejudice to other functions given to it by the law, the articles of association or, in accordance therewith, the regulations of the board of directors, the appointment and remuneration committee will have at least the following:

[...]

g) Proposing to the board of directors, the remuneration policy for directors and general managers or those performing senior management functions under the direct supervision of the board, executive committees or managing directors, as well as the individual remuneration and other contractual conditions of executive directors, ensuring compliance therewith.

[...]”

Article 529 octodecies. Compensation of directors for performance of executive duties

“The compensation of directors for performance of executive functions contemplated in the contracts approved in accordance with the provisions of sec.249 will be in accordance with the compensation policy for directors which necessarily must contemplate the amount of annual fixed compensation and changes therein over the term to which the policy refers, the various parameters for fixing the variable components and the principal terms and conditions of their contracts, in particular covering their term, indemnification for early departure or termination of the contractual relationship and exclusivity, post-contractual noncompetition and minimum term or loyalty clauses.

It corresponds to the board of directors to fix the compensation of the directors for performance of executive functions and the terms and conditions of their contracts with the company in accordance with the provisions of sec. 249.3 and the compensation policy for directors approved by the general meeting.”

Article 529 novodecies. Approval of Compensation Policy for Directors

“1. The compensation policy for directors will be adapted as applicable to the compensation scheme contemplated in the articles, and will be approved by the general shareholders’ meeting at least every three years as a separate point on the agenda.

2. Reasons must be given for the proposal of the policy for compensation of the board of directors, and a specific report of the appointment and remuneration committee must be attached. Both documents will be made available to the shareholders on the company’s website from the call of the general meeting. The shareholders also may request that they be sent or delivered free of charge. The announcement of the call of the general meeting will mention this right.

3. The compensation policy for directors as so approved will remain in effect for the three years following the year of its approval by the general meeting. Any modification or replacement thereof during the aforesaid term will require prior approval of the general shareholders meeting using the procedure established for approval thereof. [...]”

Company Bylaws

37.1 Remuneration of Directors.

“Directors shall be remunerated. The remuneration of Directors for this position consists of an annual amount, global for each of them, which maximum amount shall be approved by the General Shareholders Meeting, which will be valid until a modification is approved, without prejudice to the payment of the fees or remuneration that they may receive from the company, owing to a contractual relationship other than that derived from the position of Director (for instance, for professional services provided or derived from their employment relationship, as the case may be), which shall be subject to the legal system applicable thereto.

The determination of the remuneration of each Director in their position as such shall be for the Board of Directors, which shall take into account the functions and responsibilities assigned to each Director, if they are members of Board Committees and other objective circumstances that may be considered relevant.

The remuneration shall be composed of two elements:

a) A fixed annual allowance.

d) Allowance to attend the sessions of the Board of Directors and of the Committees in which he is a member.

The remunerations policy of the Directors in their positions as such shall comply with this article and shall be approved by the General Meeting in the manner set forth in the Law.

The Directors who perform executive duties in the Company shall additionally receive the amounts corresponding to the performance of such executive duties, according to the remunerations policy of the Directors approved by the General Meeting and the Board of Directors shall approve the terms and conditions of the contracts that the Directors make with the Company, in the manner set forth in the Law, these Bylaws and the Regulations of the Board of Directors.

37.2 Other remuneration systems. In addition, and regardless of the remuneration considered in the previous section, remuneration systems based on the share price or related to the provision of stock or stock options are foreseen for the Directors. The application of such systems must be approved by the General Shareholders Meeting which will also decide the number of shares to be assigned in each financial year to this remuneration system, the price or calculation system of the price at which stock options may be exercised, the price of the shares which, as the case may be, may be taken as reference and the duration of such plan and any other conditions considered appropriate.

After compliance with legal requirements, similar remuneration systems may also be established for company personnel (executive or otherwise).”

Board of Directors Regulation

Article 15.- The Appointments and Remuneration Committee

[...]

15.2 *Organization and responsibilities.* [...] *The responsibilities of the Appointments and Remuneration Committee, and without prejudice to any others that the Law, the Company Bylaws and these Regulations, are at least as follows:*

[...]

f) *To propose to the Board the remuneration policy for Directors and CEOs or those who develop their senior management functions under direct control of the Board, of Executive Committees or CEOs, as well as individual remuneration and other contractual conditions of the Executive Directors, ensuring its compliance. To regularly review said remuneration policy, assessing their appropriateness and return.*

g) *To ensure transparency in remuneration.*

[...]

Article 24.- Remuneration of Directors

24.1 *Directors, in its capacity as such, have a right to pertain the remuneration set by the General Shareholders Meeting in accordance with the Company Bylaws.*

24.2 *The determination of the remuneration of each Director in its capacity as such, within the maximum amount approved by the General Meeting of Shareholders in accordance with the preceding paragraph, corresponds to the Board of Directors. The Board of Directors will ensure that the remuneration of Directors is related to their effective dedication, the roles and responsibilities attributed to each Director, the Delegates Committees' membership and other objective circumstances that are relevant. The Board will also ensure that the amount received by Independent External Directors provides incentives to encourage dedication but does not hinder their independence.*

24.3 *The remuneration of the Board of Directors will be transparent, the total amount being reported in the Annual Report on Corporate Governance.*

24.4 *The amounts received should be compatible with and independent of salaries, other remuneration, compensation, pension, share options or any other form of payments established in general for all Executive Directors or in particular for any one of them, for the performance of executive duties, whatever the nature of their relationship with the company, whether it be through employment - general or senior management -, commercial or on a service basis, relationships that will be compatible with their condition as members of the Board of Directors. To this end, the Executive Directors will sign the corresponding contracts with the Company in accordance with the Law and the Company Bylaws."*

Annex II

Directors Remuneration Policy

2019-2021

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1. Purpose and basic principles
2. Competent bodies
3. Remuneration structure
4. Other benefits
5. Basic conditions for the Executive Directors' contracts

1. Purpose and Basic Principles

Directors' Remuneration Policy of Meliá Hotels International, S.A. ("Meliá Hotels International" or the "Company") for years 2019, 2020 and 2021 sticks true to principles of former policy, including moderation, prudence and generating long-term value, and maintaining the internal equity and improving the external competitiveness.

Bylaws and Regulations of the Board collect such fundamental principles, expressly providing that the remuneration of the Directors takes into account their actual dedication, adapting itself in any case to market demands. In addition, Remuneration Policy defined in the Bylaws and in the Regulations of the Board seeks the remuneration of the Independent External Directors to provide incentives for their dedication, ensuring that, in any case, it will not be an obstacle to their independence.

As detailed in section III below, a differentiated remuneration system is established for the remuneration of the Executive Directors of the Company, on the basis that they have their own additional responsibilities regarding their managing functions in the Company or its Group.

In addition, article 24 of Regulations of the Board of Directors establishes that the amounts received should be compatible with and independent of salaries, other remuneration, compensation, pension, share options or any other form of payments established in general for all Executive Directors or in particular for any one of them, for the performance of executive duties, whatever the nature of their relationship with the company, whether it be through employment - general or senior management -, commercial or on a service basis, relationships that will be compatible with their condition as members of the Board of Directors.

In any case, the Regulations of the Board of Directors provide that the remuneration of the Board of Directors will be transparent, the total amount being reported in the Annual Report on Corporate Governance.

2. Competent Bodies

2.1 Appointments and Remunerations Committee

As part of the analysis process and determination of the Remuneration Policy of the Company, the Appointments and Remuneration Committee plays a fundamental role. The faculties of the Committee in relation to this process, as regulated in Articles 39 ter of the Bylaws and 15 of Regulations of the Board of Directors, are as follows:

- To propose to the Board the Remuneration Policy for Directors and CEOs or those who develop their senior management functions under direct control of the Board, of Executive Committees or CEOs, as well as individual remuneration and other contractual conditions of the Executive Directors, ensuring its compliance. To regularly review said remuneration policy, assessing their appropriateness and return; and
- To ensure transparency in remuneration.

In addition to the above, the Appointments and Remuneration Committee participates actively throughout the process of determining the policy remuneration, formulating those proposals and / or reports required by the applicable law and getting involved in specific processes detailed along the this Policy.

Likewise, and without prejudice to the responsibilities of the Board of Directors in this regard, the Appointments and Remuneration Committee will ensure the compliance with and monitoring of the measurement criteria of the variable remuneration of executive directors.

2.2 Shareholders' General Meeting

In accordance with Article 37 of the Bylaws, the role of the General Meeting of Shareholders in this process is to approve the maximum amount of the fixed Global annual remuneration entitled to all the Directors in their capacity as such, notwithstanding payment of fees or remuneration that they can obtain from the Company for the rendering of professional services or derived from staff work, as appropriate.

In addition, the application of any remuneration systems with reference to market value of the shares or that entail the delivery of shares or stock options, must also be approved by the General Meeting. In such a case, the General Meeting is the competent body to determine the value of the shares taken as a reference, the number of shares awarded to each Director, the exercise price of the option rights, the term of this remuneration system and other conditions deemed appropriate.

2.3 Board of Directors

The participation of the Board of Directors in determining the retribution occurs in two relevant moments.

On the one hand, the Board of Directors discusses the Proposals and Reports that the Appointments and Remuneration Committee prepares on remuneration matters, using the tools that the Committee facilitates (statistical or comparative information, third-party reports, etc.) for the elaboration of proposals to be submitted to approval of the General Meeting of Shareholders, as the maximum amount of the overall annual remuneration or those articles of the Bylaws or of the Regulations concerning remuneration.

On the other hand, once approved at the General Meeting of Shareholders the maximum amount referred to in the preceding paragraph, the determination of the individual remuneration of each director corresponds to the Board of Directors based on a proposal from the Appointments and Remuneration Committee, taking into account at all times the faculties and responsibilities attributed to each director, the membership to the Board's Delegated Committees and other objective circumstances deemed relevant (i.e. Delegated Committees Presidency, Board Secretariat, ...).

In addition to the above, and with regard to Directors performing executive functions in the Company, the Board of Directors, following a proposal of the Appointments and Remuneration Committee, is the body responsible for approving the terms and conditions of the contracts concluded between such Directors and the Company in the manner prescribed in the Capital Companies Act, the Bylaws and the Regulations of the Board of Directors. By virtue of such contracts, which must in any case comply with

this remuneration policy, the Executive Directors may receive certain additional amounts for the performance of these executive functions.

3. Remuneration Structure

A differentiated remuneration system is established for Directors in their capacity as such and for Executive Directors of the Company, for having the latter added responsibilities.

✓ Remuneration structure of the Directors in their capacity as such:

In accordance with the provisions of Article 37.1 of the Bylaws, the remuneration of the Directors in their capacity as such consists of:

- A fixed annual allocation.
- Attendance fees for meetings of the Board of Directors and Committees of which they are part.

The maximum remuneration amount of the Directors, in their condition as members of the board, is established in ONE MILLION TWO HUNDRED THOUSAND EURO (€ 1,200,000), under the terms that will be approved by the General Shareholders' Meeting. The mentioned amount will be in force until the General Meeting Shareholders' decides so.

The accrual of the remuneration in respect to the fixed annual allocation is monthly in arrears, so that the remuneration of each Director will be proportional to the period in which they have held office during the year in which the remuneration is fixed.

Also, taking into account the roles and responsibilities attributed to each of them, according to the previously stated.

✓ Remuneration structure for the performance of executive duties

In addition to the above, the Executive Directors can count on their retributive package with:

- I. **Fixed annual remuneration:** for the performance of their executive duties.
- II. **Variable remuneration**, consisting of the following:
 - **Short-term Variable Remuneration**

The variable remuneration in the short term will be set as a percentage of the fixed remuneration.

For its determination and calculation of the final amount, different objectives linked to the most critical results of the Company and the annual goals established will be weighted, applying, if feasible, the same criteria also set for senior management of the Company.

Fixing and assessing the level of compliance of the variable remuneration in the short term of the Executive Directors will be annually carried out by the Board of Directors after a proposal from the Appointments and Remuneration Committee.

The model of short-term variable remuneration will be aligned with the Company and indicators and annual targets will be established linked to:

- Compliance with the annual targets set in the Strategic Plan of the Group.
- Mitigation of the risks identified as most relevant to the Company.
- Assessment of individual performance as chief executive, if applicable.

The target amount (100%) of the short-term variable remuneration will correspond with a percentage of the fixed salary, establishing a minimum theoretical collection of 0% and maximum of 150%, with an intermediate rating scale ranging between 60% and 150% depending on the level corresponding to the type of objective.

Compliance levels of these objectives can be divided into the following:

- Economic Objectives: In which the maximum is 150% and minimum is 0%, with a scale that links the collection ratio to the percentage of compliance. The evaluation of these objectives is based on compliance with the annual goals (budget) defined individually for each objective, using the actual accounting amount on annual closure as reference for compliance.

All objectives of this type have goals and results measurable, so that the percentage of compliance is the result of dividing the actual amount by the budgeted amount.

- Non-economic objectives: They have a maximum of 130% and minimum of 0%, with a four-level of compliance gradual scale (0%, 75%, 100% and 130%).

The evaluation of these objectives will be based on a performance scale, defined by the Appointments and Remuneration Committee, divided into cumulative levels of milestones' compliance.

Annually, indicators and targets linked to short-term variable remuneration will be adjusted based on the Group's priorities.

In line with the principles of good governance, payment of short-term variable remuneration will occur after a reasonable time after the end of the year, within the first 60 calendar days following the formulation of the annual accounts, prior approval of the Board of Directors on a proposal from the Appointments and Remuneration Committee.

- **Long-term Variable Remuneration**

The Multi-year, three-year, remuneration will be linked to the results of the Strategic Plan of the company, whose goals and objectives are of the same length as the accrual of the Multiyear remuneration.

The target amount (100%) of this multi-year variable remuneration is based on a fixed amount which will vary depending on the hierarchical level being 150% the collection maximum of the target amount and the minimum being 0%.

In line with the principles of good governance, payment of multi-year variable remuneration will occur after a reasonable time after the closing of the last Strategic Plan exercise, within the first 60 calendar days following the formulation of the annual accounts of that year, prior approval of the Board of Directors on a proposal from the Appointments and Remuneration Committee.

In any case, the General Meeting must approve the Multi-year variable remuneration Plan.

4. Other Benefits

Life and accident insurance: The Executive Directors may have a life and accident insurance policy with a maximum insured capital of a fixed annual salary.

Private Health Insurance: The Executive Directors may have a Private health insurance for themselves and their family unit.

Pension Scheme: Executive Directors may have a pension scheme to cover retirement, death or disability. The scheme shall be arranged through contributions of the Company to life insurance policy following the terms and conditions that, from time to time were usual in the market, with a maximum contribution of 10% of their fixed annual salary.

As stated in section II above remuneration systems, linked to the shares' value of trading or involving the delivery of shares or options' rights on them, may be established. The application of these remuneration systems must be approved by the General Meeting of Shareholders, which will determine the value of the shares taken as a reference, the number of shares to be delivered to each Director, the price for exercising the option' rights, the duration of this remuneration system and other conditions deemed appropriate.

5. Basic Conditions For The Executive Director's Contracts

In 2015, Executive Director signed with the Company a commercial contract for the provision of services in accordance with Article 249 of the Spanish Companies Act. In this contract the duties and functions towards the Company of the Executive Director are outlined, as well as the details of the remuneration due to him for the performance of those functions.

The essential terms and conditions of the Executive Directors' contracts are, in addition to those relating to the abovementioned remuneration, the following:

- ✓ **Exclusivity:** The Directors shall not engage in any other labor, commercial or professional activity unless the consent of the Company concurs.
- ✓ **Non-competition:** In accordance with Article 229 (f) of the Capital Companies Act, the Executive Directors may not, directly or indirectly, perform activities or professional

services involving an effective competition, current or potential, with the Company or its Group.

Such non-compete obligation will have a minimum post-contractual application of one year with the commitment of the Company to compensate the Directors with the payment of an annuity of the annual total remuneration they may have as Executive Directors at the time of termination of the contract. If the post-contractual non-compete obligation is breached, Directors must reimburse the Company the amounts perceived by that concept and indemnify the Company with an amount equivalent to 150% of the amount received by that concept.

- ✓ **Compensation:** Directors will be compensated with the amount equivalent to one annuity of their total remuneration, in the case any of the following causes concurs:
 - Unilateral Termination by the Executive Director: derived from failure (serious and culpable) by the Company of contractual obligations included in the contract or a substantial amendment of their functions, powers or conditions of their rendering of services, for reasons not attributable to the Executive Director.
 - Unilateral Termination by the Company: no motivated by failure of the Director.

- ✓ **Clawback Clause:** The Appointments and Remuneration Committee may request reimbursement (total or partial) of the variable remuneration of Executive Directors if, within three (3) years after the payment of such remuneration, any of the following occurs:
 - it is proven that variable remuneration has been fully or partially settled and paid on the basis of clearly incorrect or inaccurate information.
 - In case the director has been sanctioned for breaching the Code of Ethics and/or other applicable internal standards.

Report of the Board of Directors in relation to the proposal for re-election of a director of Meliá Hotels International, S.A.

Board of Directors
4th April 2019

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1. Report and proposal for re-election by the Board of Directors
2. Report of the Appointments and Remuneration Committee

REPORT AND PROPOSAL BY THE BOARD OF DIRECTORS OF MELIÁ HOTELS INTERNATIONAL, S.A., IN RELATION TO THE REPORT ON RE-ELECTION OF A DIRECTOR INCLUDED IN SECOND ITEM ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 18 AND 19 JUNE 2019 AT FIRST AND SECOND CALL, RESPECTIVELY.

1. Purpose of the report.

This explanatory report is drawn up by the Board of Directors of Meliá Hotels International, S.A. (hereinafter, "Meliá" or the "Company") in relation to the report on the re-election of Mr. Gabriel Escarrer Juliá as Proprietary Director, which is submitted to the General Shareholders' Meeting together with the proposal by the Board of Directors following the favourable report of the Appointments and Remuneration Committee, pursuant to the provisions of Article 529 decies (4) and (5) and Article 529 quidecies 3(d) of the Spanish Corporate Enterprises Act (hereinafter, the "CEA"), as well as Article 15.2 c of the Regulations of the Board of Directors.

2. Prior analysis.

As stated in the report of the Appointments and Remuneration Committee (hereinafter, the "Committee"), Mr. Gabriel Escarrer Juliá was re-elected as Director of the Company by the General Shareholders' Meeting on 4 June 2015, for the period of four (4) years according to the Company Bylaws.

There follows a summary of the analysis carried out by the Board on the report of the Committee, in relation to the proposal for the re-election of Mr. Gabriel Escarrer Juliá as External Proprietary Director.

The Company's Board of Directors, at its meeting held on 27 February 2017, approved the Selection Policy for Directors and, according to the principles established therein and taking into account the abovementioned situation, the Committee and the Board of Directors itself, where appropriate, have analysed the requirements on the composition of the Board of Directors in the short and medium term in order to determine the specific director profiles the Company needs.

Among others, the following aspects have been analysed:

- Profiles and professional skills of Directors.
- Diversity of knowledge and expertise of Directors.
- Potential situations of conflicts of interest.
- Time available for Directors to properly perform their duties as such.
- Absence of incompatibilities.
- Maintenance of a proper balance between the different categories of Directors ensuring the correct representation of the total interests within the Board, as well as the fair assessment of their skills, profiles, know-how, experiences and professional abilities.

In relation to the above aspects and in the performance of his duties from his first appointment on 7 February 1996, Mr. Gabriel Escarrer Juliá has demonstrated an extensive knowledge and experience in the tourism industry, and he is one of the most important Spanish figures in this sector, key factor of the

Spanish tourism development at national level and, subsequently, leading Spanish hotel sector expansion at international level.

Thanks to this know-how and experience, he has enhanced the analysis of needs and projects of the Company and the variety of perspectives in the discussion of matters for consideration by the Board of Directors.

An excellent performance of his functions, from a knowledge, devotion, values and ethics perspective, which is also detailed in the professional and biographical profile attached to the Committee's report.

As a conclusion of this analysis, the Board understands that it is advisable to maintain the current composition of the Board of Directors (as for the number of directors), made up by members of different profile, highly trained and with professional competences, which can create value in the short and medium term for the Company, enhancing discussions and encouraging informed decision making. All this without losing sight of the Guiding Principle included in the Selection Policy for Directors, which makes reference to the trend towards the progressive increase of the number of women on the Board of Directors, always based on an unbiased assessment of skills, profiles, know-how, experiences and professional abilities, aiming insofar as is possible to ensure that by 2020 at least one third of the members of the Board of Directors are women.

3. Justification of the proposal for re-election.

The Board of Directors submits to the General Shareholders' Meeting this re-election, at the proposal of the significant shareholder, Tulipa Inversiones 2018, S.A., prior report of the Committee, and following an analysis of the current composition of the Board of Directors and its needs, an assessment of the conditions to be met by the directors for the performance of their duties and the availability required to properly carry out their tasks, all this pursuant to the Selection Policy for Directors. In particular, the Board of Directors endorses the conclusions and arguments of the Committee's report and, in this sense, has favourably assessed the advisability of re-electing Mr. Gabriel Escarrer Juliá as Proprietary Director, since he duly combines sufficient skills and competencies, among others, in the fields below:

- (a) Full knowledge of the sector in which the Company operates, both at national and international level;
- (b) Clearly demonstrated expertise and knowledge;
- (c) Proven knowledge and life experience in geographic markets that are relevant to the Company; and
- (d) Leadership in corporate management and strategy.

The curriculum of Mr. Gabriel Escarrer Juliá attached to the Committee's report, gives credit to his worth and technical expertise, as well as his merit to continue in the position, his extensive experience in the tourism sector and solid knowledge about domestic and international tourism, thus ensuring the contribution of informed and experienced perspectives to the discussions at the meetings of the Board of Directors, and consolidating the high-quality education of the members of the Board of Directors as a whole.

Finally, as verified by the Committee, Mr. Gabriel Escarrer Juliá satisfies the requirements as to good repute, suitability, technical soundness, skills, expertise, qualifications, training, availability and commitment to the functions inherent in the position, and no incompatibility, prohibition or conflict are known to exist.

The relevant report regarding the re-election of Mr. Gabriel Escarrer Juliá, which was drawn up by the Committee on 1 April 2019 and contains as an annex the corresponding curriculum, is attached hereto as Annex I.

4. Proposal for the re-election of Mr. Gabriel Escarrer Juliá.

The Board, as provided for by Article 529 decies (4) of the CEA and, and following the contents of the prior report of the Appointments and Remuneration Committee, considers that Mr. Gabriel Escarrer Juliá meets the specific requirements to continue in office as Director and, where appropriate, as Chairman of the Board of Directors of the Company, according to the principles set out in the Selection Policy for Directors.

Proposed category: Proprietary Director, as defined in Article 529 duodecies (3) of the CEA, at the proposal of the significant shareholder, Tulipa Inversiones 2018, S.A. The Board of Directors has concluded that the current appropriate performance of the functions attributed to him in his capacity as Proprietary Director and the knowledge of the activities carried out by the Company and the sector in which it operates, both at national and international level, will allow Mr. Gabriel Escarrer Juliá to continue to positively contribute and add value to the operations of the Board of Directors, and, therefore, it submits to the General Shareholders' Meeting the proposal below for approval:

“2.1-Re-election of Mr. Gabriel Escarrer Juliá as Director.

To re-elect Mr. Gabriel Escarrer Juliá as Director for the statutory period of four (4) years, at the proposal and prior explanatory report of the Board of Directors, issued based on the report of the Appointments and Remuneration Committee. Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an External Proprietary Director”.

ANNEX I

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE OF MELIÁ HOTELS INTERNATIONAL, S.A. ON THE RE-ELECTION OF MR. GABRIEL ESCARRER JULIÁ.

Palma (Mallorca) on 1 April 2019

1. Preamble

The duties of the Appointments and Remuneration Committee of Meliá Hotels International, S.A (hereinafter, the “Company”), as governed by Articles 39 Ter of the Company Bylaws and 15 of the Regulations of the Board of Directors, include, among others, according to the provisions of the said Article 15:

“(a) Appointment and re-election of directors:

- Define and review the criteria to be followed for the composition of the Board of Directors and the selection of candidates, and, in particular, assess the competencies.
- Report proposals for other directors so that the Board may proceed with the appointment (in case of co-optation) or submit the decision to the General Shareholders' Meeting, along with any re-election or removal by the General Meeting. [...]”

Mr. Gabriel Escarrer Juliá was re-elected as Director of the Company by the General Shareholders' Meeting held on 4 June 2015, for the period of four (4) years according to the Company Bylaws. Mr. Gabriel Escarrer Juliá was appointed for the first time as director of the company on 7 February 1996 and re-elected on 7 April 1999, 29 April 2002, 8 June 2004, 1 June 2010 and 4 June 2015.

Accordingly, taking into account that the expiration date of the term of office of Mr. Gabriel Escarrer Juliá is approaching, it is appropriate to assess his re-election for the same period of four (4) years and, where appropriate, to favourably report to the Board of Directors on his re-election as Director of the Company, with the category of Proprietary Director, for the corresponding proposal by the Board to the General Shareholders' Meeting.

For that purpose, the Committee has analysed the advisability of his re-election and has issued the relevant report to be submitted to the Board of Directors, including therein the outcome of the tasks carried out by the said Committee.

2. Verification of compliance with the Selection Policy for Directors and observance of recommendations

According to the principles established in the Selection Policy for Directors which was approved by the Board on 27 February 2017, and for the purposes of duly informing and advising the Board of Directors in the analysis of the Company's needs and the advisability of re-electing the Director Mr. Gabriel Escarrer Juliá, the Committee has taken into consideration, among other issues, the activities undertaken by the Company, the countries in which they are carried out, the specific needs of day-to-day management of a multinational corporation, its commitment to the social environment, best practices in terms of Corporate Governance and the general principles of the Company.

The outcome of such analysis is that the Board of Directors must comprise Directors with extensive experience in the tourism sector, both at national and international level, with perfect knowledge of the operations of the Company and belief in its values, and with ability to understand and adapt in a constantly-changing industry growing both geographically and technologically.

In addition to the mentioned Selection Policy for Directors, the recommendations of the Unified Good Governance Code of Listed Companies of the CNMW, the Spencer Stuart Index of Boards of Directors, the RobecoSam's roadmap regarding DowJones Index as well as the recent Technical Guide 1/2019 of the CNMW on Appointments and Remuneration Committees have been considered in the analysis.

3. Assessment of Mr. Gabriel Escarrer Juliá

In particular, after analysing the profile of Mr. Gabriel Escarrer Juliá, the Appointments and Remuneration Committee has positively assessed:

- a. Know-how and experiences of the candidate acquired throughout his long career and in the performance and fulfilment of his duties as Director and Chairman of the Company.
- b. Knowledge, since its establishment, of the historical evolution of the Company and its group.
- c. His experience in day-to-day management of the Company.
- d. His excellent ongoing work in leading the Board of Directors and his active participation in the Board's processes.
- e. His good repute, suitability, technical soundness, skills, expertise, qualifications, availability and commitment to his functions and to the Company in general.
- f. His great awareness on the relevance of Corporate Governance principles and the promotion of best practices by the Company.

4. Verification of compliance with the requirements to be a Director of the Company

The Committee has verified that the candidate for re-election continues to comply with the general requirements expected from every Director of the Company, according to the provisions of the applicable regulations.

In particular, the Committee has confirmed that the behaviour and professional career of the candidate for re-election are impeccable and are fully aligned with the Company's principles and that the candidate is not involved in any of the incompatibility or impediment causes preventing his appointment.

5. Conclusion

As a consequence of the above, the Committee has resolved to favourably report to the Board of Directors on the re-election of Mr. Gabriel Escarrer Juliá as Proprietary Director of the Company, for the corresponding proposal by the Board to the General Shareholders' Meeting, reading as follows:

"To favourably report to the Board of Directors on the re-election of Mr. Gabriel Escarrer Juliá as Proprietary Director of the Company, at the proposal of the significant shareholder Tulipa Inversiones 2018, S.A. for the corresponding proposal by the Board to the General Shareholders' Meeting".

**ANNEX TO THE REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE OF
MELIÁ HOTELS INTERNATIONAL, S.A. ON THE RE-ELECTION OF MR. GABRIEL ESCARRER
JULIÁ.**

Professional and biographical profile of Mr. Gabriel Escarrer Juliá.

In 1956 Gabriel Escarrer Juliá was only 21 years old when he founded what is now called the Meliá Hotels International group, by acquiring and managing a 60-room hotel on the island of Majorca, where he was born, and where he still maintains the headquarters of what has now become one of the most successful hotel companies in the world. Prior to that and for 6 years, Escarrer worked in tour operations, where he had access to the emerging tourism industry, of which he later became a visionary, pioneer and transforming entrepreneur.

Over his six decades as Chairman, the Group consolidated its leadership in Spain, hub of the vacation travel in Europe, which later was extended to the American Caribbean and Southeast Asia, where today the Group is still growing and is considered as one of the reference companies in the hotel sector. Over these years, Escarrer built strategic alliances that strengthened the Group's positioning in destinations such as Cuba and Indonesia, and in the 90s, he extended the strategy to urban hotels in Spain, Europe, Asia and Americas, an approach that has led him to be considered one of the drivers of the internationalisation of the Spanish enterprise.

One decisive event in the history of the company took place in the 80s, when the Group founded by Escarrer acquired two of the most important hotel chains at that time in Europe: Hotasa and Meliá, which represented the incorporation of nearly 70 hotels in just one year. Thanks to this acquisition, the Group founded by Escarrer achieved national and international presence, as well as a valuable brand recognition.

In 1996, the Company's IPO marked a new stage of growth which was strengthened by the Group's strategic plans, and the debut of the second generation of family members in management, marking the beginning of a deep cultural transformation in the Group to address the challenges of the new business environment in the 21st century.

After emerging stronger from the financial crisis that shook the sector between 2008 and 2013, and after making sure that the Company was in safe hands, Gabriel Escarrer Juliá resigned his executive powers in December 2016, which were transferred to his son Gabriel Escarrer Jaume as Vice Chairman and Chief Executive Officer, with the founder becoming Non-Executive Chairman of the Board of Directors and the General Shareholders' Meeting of the Group.

As a result of his extensive experience in the tourism industry, Gabriel Escarrer Juliá has received numerous awards which demonstrate his important contribution to national and international hospitality. One of the most important for the founder of Meliá Hotels International was the granting of the Doctor Honoris Causa degree by the Universidad de les Illes Balears (UIB) in December 1988. In 1998 he received

the “Personalidad Turística del Siglo” (Tourism Personality of the Century) award winning a large majority in a survey of 300 executives and professionals in the travel industry.

A year later, he obtained other 3 prestigious awards: “Mejor Empresario de la Construcción y Promoción Inmobiliaria” (Best Entrepreneur in Construction and Real Estate Promotion) awarded by the Máster en Dirección de Empresas Constructoras e Inmobiliarias (M.D.I.) and the ‘Actualidad Económica’ magazine; Corporate Hotelier of the World, awarded by the well-known American ‘Hotels’ magazine, and several Lifetime Achievement Awards from prestigious organisations such as the International Hotel Investment Forum, the World Tourism Organisation, or the European Hospitality Awards.

In May 2001, Escarrer was elected as member of the exclusive Hall of Fame of the British Travel Industry. His nomination was proposed and supported by some of the most important people in the international tourism industry, as well as relevant members of the Hall of Fame such as Martin Brackenbury (Federation of Tour Operators and Airtours), Richard Branson (Virgin), Michael Bishop (British Midland) and David Crossland (Airtours). That same year, the Chairman of Meliá Hotels International became member of the Hall of Honour at the Conrad N. Hilton of Hotel Management at the University of Houston (USA), sharing honours with Lynn & Ed Hogan (Pleasant Holidays), Alice Sheets Marriott (Marriott Corporation) and Marilyn Carlson Nelson (Carlson Companies).

In 2002, Meliá Hotels International signed an agreement with the Universidad de las Illes Balears (UIB) for the creation of the “Cátedra Meliá de Estudios Turísticos” (Melia Chair in Tourism Studies) which, since then, organises an annual “Premio de Estudios Turísticos Gabriel Escarrer” (Gabriel Escarrer Tourism Studies Award).

Gabriel Escarrer received recognition to his professional career from the CIMET (Ibero-American Conference of Tourism Ministers and Entrepreneurs) and in 2006, coinciding with the 50th anniversary of the Company, he won the “Medalla de les Illes Balears” (Balearic Islands Medal), the highest distinction of the autonomous community, in recognition of his work, and the “Medalla de la Cámara de Comercio de Mallorca, Ibiza y Formentera “ (Medal of the Chamber of Commerce of Majorca, Ibiza and Formentera). In 2011, Escarrer received the Lifetime Achievement Award at the European Hospitality Awards in London, also in recognition of his long career as the founder and promoter of the largest hotel chain in Spain and the third largest in Europe. In 2012 MKG also granted him a lifetime achievement award at the Worldwide Hospitality Awards in Paris, and he won the prestigious Ulysses Award from the OMT for his lifetime achievement. In 2016, Gabriel Escarrer received the Hall of Fame of the Hotel-E Investment Conference, one of the most important international hotel investment forums, and also received the distinction of Honorary Ambassador of Brand Spain.

Recognised as one of the key figures in the history of international tourism, Gabriel Escarrer, as Non-Executive Chairman of Meliá Hotels International and Chairman of the Board of Directors and the General Shareholders’ Meeting of the Group, is still contributing the expertise and know-how acquired over more than 60 years leading the company, and he is still dreaming about the transforming power of tourism in society, an industry that, in his words, “connects countries, crosses borders, and promotes social and economic welfare”.

Report of the Board of Directors in relation to the proposal for appointment of a director of Meliá Hotels International, S.A.

Board of Directors
4 April 2019

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- 1. Report and proposal for appointment by the Board of Directors**
- 2. Report of the Appointments and Remuneration Committee**

REPORT AND PROPOSAL BY THE BOARD OF DIRECTORS OF MELIÁ HOTELS INTERNATIONAL, S.A., IN RELATION TO THE REPORT ON APPOINTMENT OF A DIRECTOR, INCLUDED IN THE SECOND ITEM ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 18 AND 19 JUNE 2019 AT FIRST AND SECOND CALL, RESPECTIVELY.

1. Purpose of the report.

This explanatory report is drawn up by the Board of Directors of Meliá Hotels International, S.A. (hereinafter, “Meliá” or the “Company”) in relation to the report on the appointment of the company Hoteles Mallorquines Asociados S.L. (hereinafter, “HMA”) as Proprietary Director and whose natural person representative will be Mr. Alfredo Pastor Bodmer. Such appointment is submitted to the General Shareholders' Meeting together with the proposal by the Board of Directors following the favourable report of the Appointments and Remuneration Committee, pursuant to the provisions of Article 529 decies (4) and (5) and Article 529 quidecies 3(d) of the Spanish Corporate Enterprises Act (hereinafter, the “CEA”), as well as Article 15.2 c of the Regulations of the Board of Directors.

2. Prior analysis.

As stated in the report of the Appointments and Remuneration Committee, Mr. Alfredo Pastor Bodmer has been a member of the Board of Directors of Meliá since 31 May 1996 and was re-elected as director on four (4) occasions.

After more than twelve (12) years as director of the Company, and pursuant to Article 529 duodecies of the CEA, he ceased to be an independent director, becoming a member under the category of “other” external director.

His appointment as natural person representative of HMA is proposed in the context of the expiration of the mandates of three members of the Board of Directors, which will take place next June 2019, being one of them Mr. Alfredo Pastor Bodmer.

Once Mr. Alfredo Pastor Bodmer is no longer an independent director, HMA has proposed to appoint him as its natural person representative in the Board of Directors, so that he can continue to provide his knowledge, experience and excellent contributions to this Company.

There follows a summary of the analysis carried out by the Board on the report of the Committee, in relation to the proposal for appointment of HMA, represented by Mr. Alfredo Pastor Bodmer, as Proprietary Director.

The Company's Board of Directors, at its meeting held on 27 February 2017, approved the Selection Policy for Directors and, according to the principles established therein and taking into account the abovementioned situation, the Appointments and Remuneration Committee and the Board of Directors itself, where appropriate, have analysed the requirements on the composition of the Board of Directors in the short and medium term in order to determine the specific director profiles the Company needs.

Among others, the following aspects have been analysed:

- Profiles and professional skills of Directors.

- Diversity of knowledge and expertise of Directors.
- Potential situations of conflicts of interest.
- Time available for Directors to properly perform their duties as such.
- Absence of incompatibilities.
- Maintenance of a proper balance between the different categories of Directors ensuring the correct representation of the total interests within the Board, as well as the fair assessment of their skills, profiles, know-how, experiences and professional abilities.

As a conclusion of this analysis, the Board understands that it is advisable to maintain the current composition of the Board of Directors (as for the number of directors), made up by members of different profile, highly trained and with professional competences, which can create value in the short and medium term for the Company, enhancing discussions and encouraging informed decision making; all this without losing sight of the Guiding Principle included in the Selection Policy for Directors, which makes reference to the trend towards the progressive increase of the number of women on the Board of Directors, always based on an unbiased assessment of skills, profiles, know-how, experiences and professional abilities, aiming insofar as is possible to ensure that by 2020 at least one third of the members of the Board of Directors are women.

Likewise, both the Board and the Committee have positively assessed the proposal made by HMA, represented by Mr. Alfredo Pastor Bodmer, whose appointment will be submitted to the next General Shareholders' Meeting.

3. Justification of the proposal for appointment.

The Board of Directors submits to the General Shareholders' Meeting this appointment, at the proposal of the significant shareholder Hoteles Mallorquines Asociados, S.L., whose proposal includes the representation by the natural person Mr. Alfredo Pastor Bodmer, prior report of the Appointments and Remuneration Committee, and following an analysis of the current composition of the Board of Directors and its needs, an assessment of the conditions to be met by the directors for the performance of their duties and the availability required to properly carry out their tasks, all this pursuant to the Selection Policy for Directors. In particular, the Board of Directors endorses the conclusions and arguments of the Appointments and Remuneration Committee's report and, in this sense, has favourably assessed the advisability of appointing HMA, represented by Mr. Alfredo Pastor Bodmer, as Proprietary Director, since he duly combines sufficient skills and competencies, among others, in the fields below:

- (a) Full knowledge of the sector in which the Company operates, as well as other sectors that create positive synergies for it;
- (b) Expertise and knowledge on economic and financial issues;
- (c) Proven education and experience and knowledge of the geographic markets that are relevant to the Company;
- (d) Business skills and knowledge and his teaching career in this field; and
- (e) Awareness on the relevance of Corporate Governance principles.

The curriculum of Mr. Alfredo Pastor Bodmer attached to the Appointments and Remuneration Committee's report, gives credit to his worth and technical expertise, his merit to take office, his knowledge of the sector in which the Company operates and his knowledge on economic and financial issues, which ensure the contribution of informed and experienced perspectives to the discussions at the meetings of the Board of Directors, thus consolidating the high-quality education of the members of the Board of Directors as a whole.

Finally, as verified by the Appointments and Remuneration Committee, Mr. Alfredo Pastor Bodmer satisfies the requirements as to good repute, suitability, technical soundness, skills, expertise, qualifications, training, availability and commitment to the functions inherent in the position, and no incompatibility, prohibition or conflict are known to exist.

With regard to the legal entity proposed as Director, HMA, it should be noted that such entity is duly registered with the Commercial Register of Palma de Mallorca, Sheet PM-24716, Volume 1409, Folio 29 and with Tax Id No. B-07802531. The Committee has confirmed that HMA is not affected by circumstances of incompatibility or prohibition as defined in the current legislation, the bylaws or the regulations, nor is involved in a situation of permanent conflict with the Company's interests.

The relevant report regarding the appointment of HMA and its representation by the natural person Mr. Alfredo Pastor Bodmer, which was drawn up by the Appointments and Remuneration Committee on 1 April, 2019 and contains as an annex the corresponding curriculum, is attached hereto as Annex I.

4. Proposal for the appointment of Hoteles Mallorquines Asociados, S.L.

The Board, as provided for by Article 529 decies (4) of the CEA and following the contents of the prior report of the Appointments and Remuneration Committee, considers that HMA, represented by Mr. Alfredo Pastor Bodmer, meets the specific requirements for the performance of its functions as Director, according to the principles set out in the Selection Policy for Directors.

Proposed category: Proprietary Director, as defined in Article 529 duodecies (3) of the CEA, at the proposal of the significant shareholder itself, HMA.

The Board of Directors has concluded that the current appropriate performance of the functions attributed to it in its capacity as Proprietary Director and the knowledge of the activities carried out by the Company and the sector in which it operates, both at national and international level, will allow HMA, represented by Mr. Alfredo Pastor Bodmer, to positively contribute and add value to the operations of the Board of Directors and, therefore, it submits to the General Shareholders' Meeting the proposal below for approval:

“2.2-Appointment of Hoteles Mallorquines Asociados, S.L. (represented by Mr. Alfredo Pastor Bodmer, as Director).

To appoint Hoteles Mallorquines Asociados S.L., represented by Mr. Alfredo Pastor Bodmer, as Director for the statutory period of four (4) years, at the proposal and prior explanatory report of the Board of Directors, issued based on the report of the Appointments and Remuneration Committee. Pursuant to Article 529 duodecies of the Corporate Enterprises Act, it shall be deemed to be an External Proprietary Director”.

ANNEX I

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE OF MELIÁ HOTELS INTERNATIONAL, S.A. ON THE APPOINTMENT OF HOTELES MALLORQUINES ASOCIADOS, S.L.

Palma (Mallorca) on 1 April 2019

1. Preamble

The duties of the Appointments and Remuneration Committee, as governed by Article 39 Ter of the Company Bylaws and Article 15 of the Regulations of the Board of Directors, include, among others, according to the provisions of the said Article 15:

“(a) Appointment and re-election of directors:

Define and review the criteria to be followed for the composition of the Board of Directors and the selection of candidates, and, in particular, assess the competencies.

Report proposals for other directors so that the Board may proceed with the appointment (in case of co-optation) or submit the decision to the General Shareholders' Meeting, along with any re-election or removal by the General Meeting. [...]”

Mr. Alfredo Pastor Bodmer has been a member of the Board of Directors of Meliá Hotels International, S.A since 31 May 1996, and was re-elected as director on 7 April 1999, 8 June 2004, 1 June 2010 and 4 June 2015, i.e., on four (4) occasions.

After more than twelve (12) years as director of the Company he ceased to be an independent director, becoming a member under the category of “other” external director.

On the other hand, through its Selection Policy for Directors the Company has promoted, as guiding principles, the maintenance of a proper balance between the different categories of Directors which ensures the correct representation of the total interests within the Board and the trend towards the progressive increase of the number of women on the Board of Directors, always based on an unbiased assessment of skills, profiles, know-how, experiences and professional abilities, aiming insofar as is possible to ensure that by 2020 at least one third of the members of the Board of Directors are women.

Therefore, taking into account the need of including women on the Board of Directors in order to comply with the recommendations on Corporate Governance as well as ensuring a proper balance between the different categories of Directors and, of course, with the aim of continuing to count on the professional background, experience, knowledge and competences provided by Mr. Alfredo Pastor Bodmer to date in his capacity as “other” external director, this Committee considers it very positive to continue to count on Mr. Alfredo Pastor Bodmer in the Board of Directors as natural person representative of Hoteles Mallorquines Asociados, and the report on the suitability of his appointment is included herein.

2. Verification of compliance with the Selection Policy for Directors and observance of recommendations

According to the principles established in the Selection Policy for Directors which was approved by the Board on 27 February 2017, and for the purposes of duly informing and advising the Board of Directors in the analysis of the Company's needs and the advisability of appointing Hoteles Mallorquines Asociados, S.L., represented by Mr. Alfredo Pastor Bodmer, as Director, the Committee has taken into consideration, among other issues, the activities undertaken by the Company, the countries in which they are carried out, the specific needs of day-to-day management of a multinational corporation, its commitment to the social environment, best practices in terms of Corporate Governance and the general principles of the Company.

The outcome of such analysis is that the Board of Directors must comprise Directors with extensive professional background and wide experience in different sectors, with perfect knowledge of the operations of the Company and belief in its values, and with ability to understand and adapt in a constantly-changing industry growing both geographically and technologically.

3. Assessment of Hoteles Mallorquines Asociados, S.L.

Hoteles Mallorquines Asociados, S.L., is a Spanish company with registered address at Calle Nuredduna, No. 10, 3^o Palma de Mallorca, with Tax Id No. B-07802531, and represented by Alfredo Pastor Bodmer. The Committee has confirmed that the shareholder Hoteles Mallorquines Asociados, S.L., in the exercise of its right of proportional representation, has the right to propose the appointment of (...) as representative in the Board of Directors of Meliá, in the event the General Shareholders' Meeting sets the number of Directors to eleven (11), according to the proposal by the Board. Likewise, it confirms that such shareholder has made the proposal for appointment included herein.

With regard to the legal entity proposed as Director, Hoteles Mallorquines Asociados, S.L., it should be noted that such entity is duly registered with the Commercial Register of Palma de Mallorca, Sheet PM-24716, Volume 1409, Folio 29 and with Tax Id No. B-07802531. The Committee has confirmed that Hoteles Mallorquines Asociados, S.L., is not affected by circumstances of incompatibility or prohibition as defined in the current legislation, the bylaws or the regulations, nor is involved in a situation of permanent conflict with the Company's interests, therefore, it favourably reports to the Board of Directors on its appointment as Proprietary Director.

The Company will be represented in the Board of Directors by Mr. Alfredo Pastor Bodmer, whose curriculum is attached to this Report as an Annex.

In particular, after analysing the profile of Mr. Alfredo Pastor Bodmer, the Appointments and Remuneration Committee positively assesses:

- (a) Full knowledge of the sector in which the Company operates, as well as other sectors that create positive synergies for it;
- (b) Expertise and knowledge on economic and financial issues;
- (c) Proven education and experience and knowledge of the geographic markets that are relevant to the Company;
- (d) Business skills and knowledge and his teaching career in this field; and

(e) Awareness on the relevance of Corporate Governance principles.

4. Verification of compliance with the requirements to be a Director of the Company

The Committee has verified that the candidate to be a member of the Board of Directors complies with the general requirements expected from every Director of the Company, according to the provisions of the applicable regulations.

In particular, the Committee has confirmed that the behaviour and professional career of both the legal entity and its natural person representative, are impeccable and are fully aligned with the Company's principles and that the candidate is not affected by circumstances of incompatibility or prohibition as defined in the current legislation, the bylaws or the regulations, nor is involved in a situation of permanent conflict with the Company's interests which may prevent his appointment as natural person representative of the Director Hoteles Mallorquines Asociados, S.L. in the Board of Directors of Meliá.

5. Conclusion

As a consequence of the above, the Committee has resolved to favourably report to the Board of Directors on the appointment of Hoteles Mallorquines Asociados, S.L., represented by Mr. Alfredo Pastor Bodmer, as Proprietary Director of the Company, for the corresponding proposal by the Board to the General Shareholders' Meeting, reading as follows:

“To favourably report to the Board of Directors on the appointment of Hoteles Mallorquines Asociados, S.L., represented by Mr. Alfredo Pastor Bodmer, as Proprietary Director of the Company, at the proposal of the significant shareholder Hoteles Mallorquines Asociados S.L. for the corresponding proposal by the Board to the General Shareholders' Meeting”.

ANNEX TO THE REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE OF MELIÁ HOTELS INTERNATIONAL, S.A. ON THE APPOINTMENT OF HOTELES MALLORQUINES ASOCIADOS, S.L. (NATURAL PERSON REPRESENTATIVE - MR. ALFREDO PASTOR BODMER)

Professional and biographical profile of Mr. Alfredo Pastor Bodmer.

Mr. Alfredo Pastor Bodmer is a graduate in Economics, Ph. D. in Economics, Massachusetts Institute of Technology.

Professor of Economic Theory since 1976, he has held various positions since 1980, such as Professor of Economics at Boston University (1980 - 81), Country Economist at the World Bank (1981 - 83), Planning Director at INI (1983 - 84), Executive Director at INI (1984 - 85), Chairman at ENHER (1985 - 90), member of the Board of Directors of the Bank of Spain (1990 - 93), Head at Instituto de la Empresa Familiar (1992 - 93), Secretary of State for Economy (1993 - 95), Extraordinary Professor (1996-97) and Ordinary Professor (1997 - 2015) at IESE; Chair at CEIBS (since 2000), Dean at CEIBS (China Europe International Business School), Shanghai China (2001-2004), Chair of Emerging Markets at Banco Sabadell, 2009.

Currently, he is a member of the Board of Directors of Meliá Hotels International, Copcisa and Bansabadell Inversión, having previously formed part of other Boards of Directors in other companies such as Miquel y Costas and Hidroeléctrica del Cantábrico, among others.

Author of multiple publications, in 2011 he received the Conde de Godó Award.

Report of the Board of Directors in relation to the proposal for appointment of a director of Meliá Hotels International, S.A.

Board of Directors¹
6 May 2019

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- 2. Proposal for appointment by the Appointments and Remuneration Committee**

¹Written resolutions adopted without a meeting

REPORT OF THE BOARD OF DIRECTORS OF MELIÁ HOTELS INTERNATIONAL, S.A., IN RELATION TO THE APPOINTMENT OF A DIRECTOR INCLUDED IN THE SECOND ITEM ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 18 AND 19 JUNE 2019 AT FIRST AND SECOND CALL, RESPECTIVELY.

1. Purpose of the report.

This report is drawn up by the Board of Directors of Meliá Hotels International, S.A. (hereinafter, “Meliá” or the “Company”) in relation to the proposal for appointment of Mrs. Cristina Henríquez de Luna Basagoiti as Independent Director, which is submitted to the General Shareholders' Meeting following proposal by the Appointments and Remuneration Committee, pursuant to the provisions of Article 529 decies (4) and (5) and Article 529 quidecies 3(d) of the Spanish Corporate Enterprises Act (hereinafter, the “CEA”), as well as Article 15.2(a) of the Regulations of the Board of Directors.

This Report will be available to shareholders at the registered office and continuously published on the corporate web site of the Company (www.meliahotelsinternational.com) from the date of publication of the call and up to the holding of the General Shareholders' Meeting.

2. Prior analysis.

The proposal for appointment of Mrs. Cristina Henríquez de Luna Basagoiti has been agreed by this Board of Directors in writing without a meeting on 6 May 2019, following proposal by the Appointments and Remuneration Committee (hereinafter, the “Committee”), in order to fill one of the three (3) vacancies on the Board that will occur in June 2019.

As stated in the proposal for appointment by the Committee, during the selection process of Mrs. Cristina Henríquez de Luna Basagoiti, the Committee has been advised by a renowned company in the field of director selection (*Spencer Stuart*).

According to the principles set forth in the Selection Policy for Directors approved on 27 February 2017 and taking into account the abovementioned situation, the Committee and the Board of Directors itself, where appropriate, have analysed the requirements on the composition of the Board of Directors in the short and medium term in order to determine the specific Director profiles the Company needs.

Among others, the following aspects have been analysed:

- Profiles and professional skills of Directors.
- Diversity of knowledge and expertise of Directors.
- Potential situations of conflicts of interest.
- Time available for the Director to properly perform her duties as such.
- Absence of incompatibilities.
- Maintenance of a proper balance between the different categories of Directors ensuring the correct representation of the total interests within the Board, as well as the fair assessment of their skills, profiles, know-how, experiences and professional abilities. In particular, improvement of the competency matrix of the Board of Directors.

- Presence of women on the Board of Directors, taking into account the goal for 2020 concerning the presence of one third of women on the Board, as well as the Recommendation No. 14 of the Unified Good Governance Code of the CNMV regarding achieving 30% female representation on the Board.

As a conclusion of this analysis, the Board understands that it is appropriate and advisable to: (i) increase the number of women on the Board, (ii) include one director in the pharmaceutical and consumer sectors; and (iii) increase the number of independent directors; and, for all these reasons, it proposes to the General Shareholders' Meeting the appointment of Mrs. Cristina Henríquez de Luna Basagoiti, all this in line with the contents of the proposal for appointment by the Committee.

3. Justification of the proposal for appointment.

The relevant proposal for appointment of Mrs. Cristina Henríquez de Luna Basagoiti, which was drawn up by the Committee on 30 April 2019 and contains as an annex the corresponding curriculum of the candidate, is attached hereto as Annex I.

According to the provisions of Article 529 decies (4) of the CEA and following the contents of the proposal by the Committee, the Board considers that Mrs. Cristina Henríquez de Luna Basagoiti meets all the requirements to fill one of the three (3) vacancies on the Board of Directors.

In particular, and according to Article 529 bis of the CEA, the Board considers that the appointment of Mrs. Cristina Henríquez de Luna Basagoiti promotes diversity within the Board of Directors in relation to age, gender, education and professional experience of its members, and that the selection process does not contain hidden biases which may involve discrimination.

4. Proposal for appointment of Mrs. Cristina Henríquez de Luna Basagoiti.

Proposed category: External Independent Director, according to the definition and requirements laid down in Article 529 duodecies (4) of the CEA, at the proposal of the Appointments and Remuneration Committee.

The Board of Directors has concluded that her extensive experience in the consumer and pharmaceutical sectors, together with her impartiality, objectivity, skills and professional experience, will allow Mrs. Cristina Henríquez de Luna Basagoiti to positively contribute and add value to the operations of the Board of Directors and, therefore, it submits to the General Shareholders' Meeting the proposal below for approval:

"2.3 -Appointment of Mrs. Cristina Henríquez de Luna Basagoiti as Director

To appoint Mrs. Cristina Henríquez de Luna Basagoiti as Director for the statutory period of four (4) years, at the proposal of the Appointments and Remuneration Committee and prior report of the Board of Directors. Pursuant to Article 529 duodecies of the Corporate Enterprises Act, she shall be deemed to be an External Independent Director".

ANNEX I

PROPOSAL FOR APPOINTMENT BY THE APPOINTMENTS AND REMUNERATION COMMITTEE OF MELIÁ HOTELS INTERNATIONAL, S.A. ON THE APPOINTMENT OF MRS. CRISTINA HENRÍQUEZ DE LUNA BASAGOITI.

Palma (Mallorca), on 30 April 2019

1. Preamble

The duties of the Appointments and Remuneration Committee of Meliá Hotels International, S.A. (hereinafter, the “Company”), as governed by Article 39 Ter of the Company Bylaws and Article 15 of the Regulations of the Board of Directors, include, among others, according to the provisions of the said Article 15:

“(a) Appointment and re-election of directors:

Define and review the criteria to be followed for the composition of the Board of Directors and the selection of candidates, and, in particular, assess the skills, knowledge, capabilities and experience required on the Board of Directors in order to define the skills and aptitudes needed by the candidates to fill each vacancy.

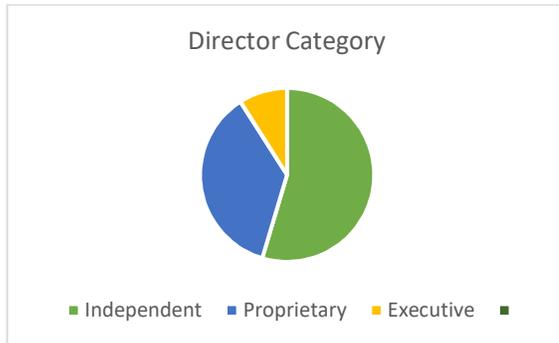
Provide the Board with the proposals for appointment of independent directors so that the Board may proceed with the appointment (in case of co-optation) or submit the decision to the General Shareholders' Meeting, along with any re-election or removal by the General Meeting. [...]”

For the purposes of filling the vacancy that will occur at the next General Shareholders' Meeting of the Company, this proposal for appointment of a new independent director is drawn up.

According to the Selection Policy for Directors, during the selection process of suitable candidates to fill this vacancy, the Appointments and Remuneration Committee has been advised by a renowned company in the field of candidate search (*Spencer Stuart*).

2. Verification of compliance with the Selection Policy for Directors and observance of recommendations

The best corporate governance practices state that where there are controlling shareholders, the Independent Directors should represent at least one third of the members on the Board. By accepting this proposal for appointment, the number of Independent Directors would represent 54.54%, compared to 36.36% of Proprietary Directors and 9% of Executive Directors:



Thanks to this proposal, the independence and fairness of the Board of Directors are reinforced, as the Independent Directors represent more than a half of total directors, in line with the most demanding standards worldwide as regards corporate governance.

Likewise, the diversity policy of the Board of Directors has been considered, in order to promote diversity in relation to age, gender, education and professional experience of the members of the Board of Directors. The Appointments and Remuneration Committee has ensured that the selection process does not contain hidden biases which may foster discrimination.

According to the principles established in the Selection Policy for Directors, and for the purposes of duly informing and advising the Board of Directors in the analysis of the Company's needs and the advisability of appointing Mrs. Cristina Henríquez de Luna Basagoiti as Independent Director, the Appointments and Remuneration Committee has taken into consideration, among other issues, the activities undertaken by the Company, the countries in which they are carried out, the specific needs of day-to-day management of a multinational corporation, its commitment to the social environment, best practices in terms of Corporate Governance and the general principles of the Company.

In addition to the mentioned Selection Policy for Directors, the recommendations of the Unified Good Governance Code of Listed Companies of the CNMW, the Spencer Stuart Index of Boards of Directors, the RobecoSam's roadmap regarding DowJones Index, the recent Technical Guide 1/2019 of the CNMW on Appointments and Remuneration Committees as well as the ad hoc report drawn up by the consultancy firm Spencer Stuart on the candidates for the vacancy, have been considered in the analysis. Likewise, the Chairman of the Committee (Mr. Francisco Javier Campo García) and its other members, including the Leading Director, Mr. Fernando D'Ornellas Silva, held interviews with the candidates for the position.

3. Assessment of Mrs. Cristina Henríquez de Luna Basagoiti and justification of the proposal

In particular, after analysing the profile of Mrs. Cristina Henríquez de Luna Basagoiti, the Appointments and Remuneration Committee positively assesses the following aspects:

- Solid professional career and wide executive experience in the consumer (Procter & Gamble) and pharmaceutical (GSK) sectors, where she held senior positions, both in Spain and abroad.
- Good knowledge of the LATAM area.
- Experience as an independent director and a member of the Audit Committee of Applus.
- Proven knowledge and experience in the financial area, where she has spent much of her career.
- Very international profile, with a global business vision. Very good command of English and French.
- Person with open and flexible attitude, with a lot of common sense and business vision.
- Sufficient time available to take up the position.

4. Verification of compliance with the requirements to be a Director of the Company.

The Committee has verified that the candidate complies with the general requirements expected from every Director of the Company, according to the provisions of the applicable regulations.

In particular, the Committee has confirmed that the behaviour and professional career of the candidate for the position are fully aligned with the Company's principles and after analysing potential situations of conflict, prohibition or incompatibility, at both legislative and internal regulations levels, it is concluded that she is not affected by circumstances of incompatibility or impediment for the exercise of the position.

5. Conclusion

As a consequence of the above, the Committee has resolved to submit the proposal for appointment to the Board of Directors in relation to Mrs. Cristina Henríquez de Luna Basagoiti as Independent Director of the Company, for the corresponding proposal by the Board to the General Shareholders' Meeting, reading as follows:

“To propose to the Board of Directors the appointment of Mrs. Cristina Henríquez de Luna Basagoiti as Independent Director of the Company, for the corresponding submission to the General Shareholders' Meeting.”

ANNEX TO THE PROPOSAL OF THE APPOINTMENTS AND REMUNERATION COMMITTEE OF MELIÁ HOTELS INTERNATIONAL, S.A., ON THE APPOINTMENT OF MRS. CRISTINA HENRÍQUEZ DE LUNA BASAGOITI.

Professional and biographical profile of Mrs. Cristina Henríquez de Luna Basagoiti.

Mrs. Cristina Henríquez de Luna Basagoiti has a degree in Economics and Business from the Universidad Pontificia de Comillas in Madrid (ICADE).

Currently she is the President and Chief Executive in Spain and the Responsible for Iberia and Israel at **GlaxoSmithKline** (GSK), where she previously held several financial positions (SVP Finanzas).

Before joining GSK, she worked at **Procter & Gamble** as the Chief Financial and Accounting Officer, International Operations of Western Europe (2006 to 2010), as well as other financial positions since 1989, year in which she joined as a financial analyst.

She is also an independent director at **Applus Services** since July 2016, and a member of the Audit Committee of such entity.

Vice-president of Fundación de Ciencias de la Salud and a member of the Governing Board and Executive Committee of Farmaindustria.