

TO THE SPANISH SECURITIES MARKET COMMISSION

In compliance with the information requirements set forth in article 227 of Law 6/2023, of 17 March, on Securities Markets and Investment Services, and related provisions, Minor Hotels Europe & Americas, S.A. (“**MHEA**” or the “**Company**”) hereby informs the National Securities Market Commission of the following

OTHER RELEVANT INFORMATION

The Board of Directors has adopted the resolution to call the Ordinary General Meeting of Shareholders of the Company for next June 17, 2025, in terms that result from the announcement of the call that is attached.

The Proposals of Resolutions approved by the Board of Directors for submission to the General Shareholders' Meeting are also enclosed hereto. All the required documentation is available to shareholders from this date on the Company website (www.minor-hotels.com).

Madrid, 14 May 2025.

Carlos Ulecia

Secretario General y del Consejo

MINOR HOTELS EUROPE & AMERICAS, S.A.

ORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors of this Company, hereby calls the shareholders to an Ordinary General Meeting of MINOR HOTELS EUROPE & AMERICAS, S.A. (the "Company"), which will be held in Madrid, at the hotel "NH Madrid Ventas", in c/Biarritz 2, 28028, Madrid, as well as by electronic means on the Company's website, whose address is www.minor-hotels.com (hereinafter "Corporate Website"), through the space "General Shareholders' Meeting" as detailed below at 10.00 a.m. on 17th June 2025 on sole call (the "Meeting" or "General Meeting").

For the purposes of articles 173 and 516 of Royal Legislative Decree 1/2010, of 2 July, approving the Companies Act (Consolidating Act) (hereinafter, "Companies Act"), all shareholders are informed that this notice will also be published, among other media, on the Corporate Website.

The object of the General Meeting is to deliberate and resolve on the matters included in the following:

AGENDA

1. Examination and approval of the Individual and Consolidated Annual Accounts for the year 2024.
2. Examination and approval of the Individual and Consolidated Director's Report for the year 2024.
3. Examination and approval of the Consolidated Statement of Non-Financial Information and Sustainability Information for the year 2024.
4. Examination and approval of the proposed application of results.
5. Approval of the management by the Board of Directors during 2024.
6. Re-election of the appointment of the Accounts Auditor of the Company and its Consolidated Group.
7. Establishment of the number of Directors.
8. Appointment, re-election and ratification, if applicable, of Directors.
 - 8.1. Appointment of Mr. Gonzalo Etienne Aguilar as the Director of the Company, as Executive Director, for a period of three years.
 - 8.2. Re-election of the Director Mr. Kosin Chantikul, as Proprietary Director, for a

period of three years.

8.3. Re-election of the Director Ms. Laia Lahoz Malpartida, as Executive Director, for a period of three years.

9. Approval of the partial financial spin-off of NH HOTELES ESPAÑA, S.A.U. (Demerged Company) in favour of MINOR HOTELS EUROPE & AMERICAS, S.A. (Beneficiary Company) in accordance with the terms of the Common Project of Partial Financial Spin-off signed on 12 May 2025 by the Joint Administrators and the Board of Directors of both companies. And to this effect:

9.1 Acknowledgement of the reports of the directors of MINOR HOTELS EUROPE & AMERICAS, S.A. and NH HOTELES ESPAÑA, S.A.U., and of the observations, if any, submitted by shareholders, creditors or the representatives of the employees with regard to the same and in relation to the Joint Partial Financial Demerger Plan signed on 12 May 2025;

9.2 Approval of the demerger balance sheet of MINOR HOTELS EUROPE & AMERICAS, S.A.; and

9.3 Approval of the Common Project of Partial Financial Demerger signed on 12 May 2025 by the Joint Administrators and the Board of Directors of NH HOTELES ESPAÑA, S.A.U. and MINOR HOTELS EUROPE & AMERICAS, S.A., respectively, and approval of the partial financial demerger.

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

INTERVENTION OF A NOTARY PUBLIC AT THE MEETING

The Board of Directors has agreed to require the presence of a Notary Public to draw up the minutes of the Meeting, in accordance with the provisions of articles 203 and 521.3 b) of the Companies Act, and in relation to articles 101 and 103 of the Mercantile Registry Regulations.

SUPPLEMENT TO NOTICE AND SUBMISSION OF PROPOSALS

In accordance with the provisions of articles 172 and 519 of the Companies Act, shareholders representing at least three percent of the share capital may request that a supplement to this notice be published including one or more items on the agenda, provided that the new items are accompanied by a justification or, as the case may be, by a justified proposal for resolution. This right must be exercised by giving formal notice that must be received by the company, Minor Hotels Europe & Américas, S.A., General Counsel's Office, C/ Santa Engracia 120, 28003 Madrid, within five days following

publication of this notice. Shareholders representing the same percentage indicated above may, within the above-mentioned term of five days as of publication of this notice, submit founded proposals for resolutions on matters already included or that should be included in the agenda for the Meeting.

RIGHT TO INFORMATION

In accordance with applicable legislation, it is hereby stated that as of the date of publication of this notice convening the meeting, shareholders are entitled to examine and obtain at the Company's registered office, or request that the Company send them, immediately and free of charge, the following documents:

- I. In relation to matters submitted to the General Meeting on a decisive basis:
 1. Annual Accounts and Directors' Reports, of both the Company and its Consolidated Group, including Non-Financial Information and Sustainability Information, Annual Report on Directors' Remuneration and Annual Corporate Governance Report, per reference, regarding fiscal year 2024 and Auditor's Report issued by the auditor of the Company and its group.
 2. Report of the Appointments, Remuneration and Corporate Governance Commission regarding the appointment and re-election of the non-Independent Directors.
 3. Professional profile and report issued by the Board of Directors evaluating the competence, experience and merits of the Director whose appointment and re-elections are proposed.
 4. In relation to the partial financial spin-off of NH HOTELES ESPAÑA, S.A.U. in favour of the Company, in accordance with the proposed resolution included in item 9 of the Agenda (i) Reports of the Board of Directors of the administrators of MINOR HOTELS EUROPE & AMERICAS, S.A. and NH HOTELES ESPAÑA, S.A.U. for the shareholders and employees, (ii) Common Project of Partial Financial Demerger signed on 12 May 2025, (iii) Announcements of the Demerged Company and the Beneficiary Company, (iv) The individual annual accounts and the management reports for the last three financial years of the Demerged and Beneficiary Companies (2021, 2022 and 2023), together with their corresponding audit reports, (v) The Demerged Company's demerger balance sheet and the demerger balance sheet of the Company, (vi) The current Articles of Association of the Demerged Company and of the Company, taking into account that they are not to be amended, (vii) The identity and date from which the directors of the Demerged Company and of the Qualifying Company hold office, and (viii) Statements of the directors of the Demerged Company and of the Qualifying Company on the financial position as at 12 May 2025.
- II. In relation to matters submitted to the General Meeting on an informative basis or for a consultative vote:

5. Annual Report on Directors' Remuneration.
- III. In relation to other documentation made available to the shareholders prior to holding the General Meeting:
6. This notice.
 7. The full text of the Proposed Resolutions formulated by the Board of Directors in relation to each of the items of the agenda included in the notice, to be submitted to the Meeting.
 8. Annual Corporate Governance Report for 2024.
 9. Annual Report of the Audit and Control Committee for 2024, including reference to related-party operations.
 10. Annual Report of the Appointments, Remuneration and Corporate Governance Committee for 2024.
 11. Forms to be used for proxy and remote voting.
 12. The total number of shares and voting rights on the date of the notice.
 13. Report on the Auditor's independence.

The documents listed above will be accessible electronically, through the Corporate Website, where this notice has been duly published.

In accordance with the provisions of articles 197 and 520 of the Companies Act, until the fifth day prior to the date set for the meeting to be held on first call, shareholders may request the information or clarifications they consider necessary, or submit the questions they consider pertinent, on the matters included in the Agenda for the Meeting, or in respect of any information accessible to the public that the Company has provided to the National Securities Market Commission since the immediately preceding General Shareholders' Meeting was held and relating to the auditor's reports.

Pursuant to the provisions of article 539 of the Companies Act, the Company has set up on its Corporate Website an Electronic Shareholders' Forum, to which both individual shareholders and any voluntary associations created may access, with proper safeguards. The content of the rules for the operation of the Electronic Shareholders' Forum may be consulted on the Company's Corporate Website.

Attendees at the meeting are informed that on the date and time indicated for holding the Meeting, it will be streamed live on Corporate Website.

GENERAL CONSIDERATIONS:

(I) RIGHT TO ATTEND AND VOTE

Shareholders of one or more shares, registered in their name in the corresponding record of book entries five days prior to the day on which the Meeting is to be held, that is, on June 12, 2025, and who provide evidence of this through the pertinent attendance card or certificate issued by any of the participating entities in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., or in any other form admitted by ruling legislation, may attend the General Meeting. Each share entitles the holder thereof to one vote at the Meeting.

The Annual General Meeting will be retransmitted in any case through the Corporate Website.

(II) RIGHT OF REPRESENTATION

Any shareholder who is entitled to attend the General Meeting may nominate another person to represent him or her at the meeting, even if that person is not a shareholder. The representation must be conferred in the terms and with the scope established by law, in writing, and specifically for each Meeting.

Representation may also be granted through remote communication channels (by post or electronically), duly guaranteeing the identity of the represented shareholder and the representative. Representation granted through electronic means will be valid when the electronic document conferring it incorporates the recognized electronic signature used by the represented shareholder, or other kind of signature that provides sufficient guarantees of authenticity and identification of the shareholder conferring representation and complies with the other requirements established in ruling legal provisions from time to time.

In general, the document setting out representations will include the identification of the person attending the Meeting in the shareholder's place, who must identify himself or herself adequately on the day of the Meeting.

Documents setting out delegations for the General Meeting will reflect instructions on how to vote, it being understood that if no express instructions are given, the representative will vote in favour of the proposed resolutions formulated by the Board of Directors on items included in the agenda.

If there are no voting instructions because the General Meeting is going to resolve on matters that were not included in the agenda and, therefore, were not known by the represented shareholder on the date of delegation, and may be put to the vote at the Meeting, the representative must cast the vote as he/she considers most appropriate, with due regard to the company's interests. The same shall apply when the corresponding proposal or proposals submitted to the General Meeting for its decision have not been formulated by the Board of Directors.

If the representation or delegation document does not indicate the specific person on whom the shareholder confers representation, it shall be understood that it has been granted to the Chairman of the Meeting, or to the person designated by him.

Representation may be revoked at any time. The attendance of the represented shareholder in person at the Meeting shall be considered to constitute revocation.

In the event of a public request for representation, the provisions of applicable ruling legislation shall be observed. In particular, the document recording the power of representation must contain the agenda or include it as an attachment, as well as the request for instructions to exercise the right to vote and the indication of how the representative will vote if no precise instructions are given. In such cases, the director or the person who obtains the representation may not exercise the voting right corresponding to the represented shares on those items of the agenda in which he or she has a conflict of interest and, in any case, on decisions relating to (i) his or her appointment or ratification, removal, separation or dismissal as a director, (ii) exercising the corporate liability action against him or her and (iii) the approval or ratification of operations between the Company and the director in question, companies controlled by him or her or that he or she represents or persons acting on his or her behalf.

To provide for the possibility that a conflict may exist, representation may be conferred on a subsidiary basis to a member of the Board or the Secretary of the Board of Directors, at the choice of the Chairman of the Meeting.

For the purposes of article 523 and 526 of the Companies Act, it is hereby stated that if the representative designated by a shareholder is a director of the Company, the directors will be in a situation of conflict of interest in relation to items 5, 10 and 11 of the Agenda. Director to be appointed or re-elected under item 8 of the Agenda is also in a situation of conflict of interest. The directors may also incur in a conflict of interest in relation to any proposed resolutions formulated on matters not included in the Agenda, if they refer, among other circumstances, to their revocation as director or the seeking of liabilities.

PROCEDURE FOR CONFERRING REPRESENTATION AND EXERCISING THE VOTING RIGHT THROUGH REMOTE COMMUNICATION MEDIA

All shareholders entitled to attend may exercise the vote and/or delegation in relation to the items of the agenda for the General Meeting using remote means of communication between the 2 June 2025 and 24.00 hours on 12 June 2025.

1. Representation through remote communication media

Notwithstanding the conditions mentioned below, with regard to representation you are referred to the contents of the preceding section of this notice, entitled “Representation”, and the provisions of article 24 of the Articles of Association and article 13 of the General Meeting Regulations.

In general, the documents recording representations will include the identification of the person who will attend in the shareholder’s place, who must identify himself/herself adequately on the day of the Meeting. In the case of shareholders that are legal entities,

the Company reserves the right to require evidence of the sufficiency and current validity of the power of the natural person who acts in representation of the shareholder.

The representative may hold representation of more than one shareholder, with no limitation as to the number of represented shareholders, and may cast different votes according to the instructions given by each shareholder. If instructions have been given by the represented shareholder, the representative will cast the vote in accordance therewith.

The empowerment to represent may be recorded:

(i) By delivery, postal correspondence or email

Representation will be granted by completing the section included for that purpose on the attendance card provided by the depositary entity or the card that the Company makes available to shareholders through its Corporate Website in the section relating to the General Shareholders' Meeting.

The shareholder granting representation must notify the designated representative of the representation conferred on him/her and, as the case may be, the voting instructions.

The card, duly completed and signed by hand, must be delivered by postal correspondence or delivered by hand to the registered office (Minor Hotels Europe & Americas, S.A., C/Santa Engracia 120, 28003 Madrid, for the attention of the General Counsel's Office), as well as per email to the following address: investor.relations@minor-hotels.com, together with a photocopy of the official document attesting to the shareholder's identity.

(ii) Using electronic means:

Under the provisions of articles 184 and 522 of the Companies Act, shareholders with the right to attend the Meeting may delegate a shareholder or any other (natural or legal) person to represent them using electronic remote communication media, following for that purpose the rules and instructions provided in this regard in the "Ordinary General Meeting 2025" section of the Corporate Website. For the purposes of guaranteeing suitably the authenticity and integrity of electronic communications, it will be necessary to have:

- (i) a recognized and not revoked electronic certificate in the terms established in Electronic Signature Act 59/2003, of 19 December, valid and issued by the Spanish Public Certifying Authority (CERES) which depends on the public body FNMT-RCM (*Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda* – the National Mint), or
- (ii) Electronic ID-Card

With regard to the representation granted to financial intermediary, the provisions established in this regard by article 524 of the Companies Act shall apply.

2. Voting through remote communication media

As in the case of representation, shareholders may exercise their voting rights at the General Meeting using the following means:

(i) By delivery, postal correspondence or email:

To exercise the remote voting right using such means, the shareholder must send the card obtained from the Company and available on the Corporate Website or complete the hard copy of the attendance card issued by the IBERCLEAR participating entity where that shareholder's shares are deposited, and deliver it to the Company's registered office for the attention of the General Secretary's Office, duly completed and signed in the space reserved for the vote or sending it per email to the following address investor.relations@minor-hotels.com.

(ii) Electronic media:

Under the provisions of articles 189, paragraphs 2 and 3, and 182 of the Companies Act, shareholders with the right to attend the General Meeting may also exercise their voting right using electronic media, following the rules and instructions provided in this regard in the "Ordinary General Meeting 2025" section of the Corporate Website. For the purposes of guaranteeing suitably the authenticity and integrity of electronic communications, it will be necessary to have:

- (i) a recognized and non revoked electronic certificate in the terms established in Electronic Signature Act 59/2003, of 19 December, valid and issued by the Spanish Public Certifying Authority (CERES) which depends on the public body FNMT-RCM (*Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda* – the National Mint), or
- (ii) Electronic ID-Card.

Shareholders who cast their vote in the terms indicated above shall be considered present for the purposes of determining whether the Meeting has a quorum. A vote cast using remote means may only be rendered void (i) by the express subsequent revocation using the same means as was used to cast the vote within the term established for that purpose, (ii) by the attendance at the meeting of the shareholder who cast the vote or (iii) by the sale of the shares granting the voting right, which comes to the Company's knowledge at least five days before the date set for holding the Meeting.

ASISTANCE AND VOTING DURING THE SHAREHOLDERS MEETING

The Board of Directors has agreed to enable the possibility of attending the Meeting:

1. Attendance and voting in person

The shareholder (or their representative) who wishes to physically attend the meeting must sign the attendance, proxy and voting card and present it, together with the identification document, to the personnel in charge of the shareholder registry and access on the day and place of the meeting until the scheduled start time. For the purposes of verifying the identity of the shareholders or who validly represents them, at the entrance to the premises where the General Meeting is held, the attendees may be asked to prove

their identity by presenting their National Identity Document or any other official document generally accepted for these purposes.

Shareholders who are legal entities are reminded that the representative of said company must prove, through the provisions of the corresponding notarial deed, the representativeness with which they act before the table of the Shareholders' Meeting for the purpose of configuring the attendance list.

Attendance at the Meeting of a shareholder who had previously delegated or voted remotely or registry by electronic means, regardless of the means used to, will render said proxy or vote or registry null and void.

2. Remote attendance and voting by electronic means

The assistance to the Annual General Meeting can be also done by electronic means allowing real time connection with the location taking place the meeting. Shareholders who wish to assist via electronic means may do so on the Company's Corporate Web site in the area dedicated to the Annual General Meeting, remote attendance section, as from 8:30 a.m. of the date of the meeting (i.e. the 17th June 2025).

Shareholders who wish to attend by telematic means the meeting need to register until 9:30 a.m. at the latest on the day of the meeting in order to identify themselves by virtue of one of the following means:

- i) a recognised valid and in force digital certificate in accordance with that provided for in Law 59/2003 on Electronic Signatures, issued by the Spanish Public Certifying Authority (CERES) which depends on the public body FNMT-RCM (Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda) or
- ii) Electronic ID-Card.

As from their registering and until the Chairman of the Annual Shareholders Meeting commences the phase of intervention, the shareholder or its representative, through the online channels available in the Corporate Website, under the remote attendance section, can intervene or request the information or clarification that they deem necessary with regard to the points included in the Agenda.

In addition, during the Annual General Meeting and until the commencement of voting, the shareholders or their representatives, can propose agreements regarding points of the Agenda not previously foreseen, in those case expressly permitted by law, and can be voted on through the Telematic Assistance platform once they have been included in the system.

Any shareholder or its representative assisting telematically that wish to inform the Notary about exiting the meeting, can do so by sending an online communication through the only channels available in the Corporate Website under remote attendance section. Once expressly notified to the Notary its decision to exiting the meeting, shall not be able to participate in the meeting and any ulterior performance shall be not accepted.

Shareholders, being legal entities, can register and assist by electronic means by, acceding with its electronic certification for legal entities, or designating an attorney for completing the registering process on its name and behalf. For the latter case, the shareholder would need to provide to the Company duly powers of attorney enabling attorney to assist and vote on the shareholder's behalf, together with the assistance card that identifies the entity as the Company's shareholders, duly completed, together with the ID Card of the attorney to the following email address investor.relations@minor-hotels.com, until 24h before the commencement of the meeting. Once the documentation submitted has been verified, the attorney shall received confirmation for him to register and attend the meeting by telematic means, complying with the requirements set forth above. The representation shall be presumed to exist until the company has not informed the Company about its revocation.

The representative of a shareholder, being natural person, shall follow the same procedure and shall send previously copy of the ID Card or Passport, together with the assistance card of the shareholder, duly filled out and signed, to send to the following email address investor.relations@minor-hotels.com, until 24h in advance of the day of celebration of the General Meeting.

Remote attendance at the Meeting by a shareholder who had delegated or previously voted by distance, regardless of the means used to cast the vote, will invalidate said delegation or vote.

Shareholders or their representatives taking part in the Meeting remotely may vote using the method set up for remote attendance in the Company's web page, accessing the area concerning the Ordinary General Shareholders' Meeting, remote attendance section, once duly registered until such time as voting begins.

In accordance with the provisions of article 182 of RDL 8/2020, the mechanism for voting remotely is equipped with sufficient guarantees for the authentication and identification of shareholders exercising their voting rights.

The guarantees which the Board of Directors considers to be adequate to ensure the authentication and identification of shareholders exercising their voting rights are (i) the recognised electronic signature and the advanced electronic signature, in the terms provided in Law 59/2003, of 19 December, concerning electronic signatures, provided they are based on a recognised electronic certificate that has not been revoked and that was issued by the Spanish Public Certification Authority (Autoridad Pública de Certificación Española – CERES), dependent upon the National Mint (Fábrica Nacional de Moneda y Timbre) an electronic signature that meets the aforementioned requirements and are identified by that means, and (ii) electronic Identity Document (DNIe), may cast their vote in relation to the matters on the Meeting Agenda by means of the Company's web page, accessing the area concerning the Ordinary General Shareholders' Meeting, remote attendance section, and following the procedure outlined therein.

Shareholders wishing to vote remotely must indicate how they wish to vote on each of the items on the Agenda. If, in relation to any of the items on the Agenda, the shareholder does not indicate how they wish to vote, that shareholder will be understood to be voting in favour of the Board of Directors' proposals concerning the matters included in the

Agenda which the Board of Directors has compiled and against the proposals not formulated by the Board of Directors.

Shareholders or their representatives exercising their right for information Will be answered during the meeting or within 7 days after the Shareholders' meeting.

For all appropriate purposes, the telematic attendance of the shareholder will be equivalent to the attendance in person at the General Shareholders' Meeting.

In all matters not expressly regulated by this announcement, the same regulations provided in the Regulations of the General Shareholders' Meeting in connection with voting and adopting resolutions shall apply to shareholders attending the Meeting remotely as apply to shareholders attending the meeting in person.

Likewise, it is recorded, for the purposes of the provisions of article 180 of the Capital Companies Law and article 12.4 of the Regulations of the General Shareholders' Meeting, that the members of the Board of Directors may attend the General Meeting by telematic means.

PERSONAL DATA PROTECTION

The personal data that shareholders provide to the Company in order to exercise their rights of attendance, delegation and to vote at the General Meeting or provided by the banking institutions and stock companies and agencies where such shareholders have deposited their shares, through the entity legally authorized to keep the record of book entries, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), will be processed (and included in a file for which the Company is the data controller) for the purpose of handling the development, compliance and control of the shareholding relationship with regard to convening and holding the General Meeting. Shareholders will have the possibility of exercising their right of access, rectification, cancellation and objection in accordance with the provisions of Personal Data Protection Act 3/2018, 5 December (Protection of Personal Data and Guarantee of Digital Rights), by writing to the Company's registered office, C/ Santa Engracia 120, 7ª, 28003 Madrid, for the attention of General Secretary.

Carlos Ulecia
General Counsel and Secretary of the Board of Directors

12 May 2025

**PROPOSED RESOLUTIONS
OF THE BOARD OF DIRECTORS**

**ORDINARY GENERAL SHAREHOLDERS' MEETING
MINOR HOTELS EUROPE & AMERICAS, S.A.**

JUNE 17, 2025

FIRST ITEM ON THE AGENDA

Examination and approval of the Individual and Consolidated Financial Statements for fiscal year 2024.

PROPOSED RESOLUTION:

To approve the Individual Annual Financial Statements of the Company (Balance Sheet, Profit and Loss Statement, Statement of Changes in Net Equity, Cash Flow Statement and Annual Report) and the Consolidated Financial Statements of the Group of which the Company is the parent company for the fiscal year ended December 31, 2024.

SECOND ITEM ON THE AGENDA

Examination and approval of the Individual and Consolidated Management Report for the year 2024.

PROPOSED RESOLUTION:

Approve the Individual and Consolidated Management Reports, corresponding to the fiscal year ended December 31, 2024.

ITEM THREE ON THE AGENDA

Examination and approval of the Consolidated Statement of Non-Financial Information and Sustainability Information for the year 2024.

PROPOSED RESOLUTION:

To approve the Consolidated Statement of Non-Financial Information and Sustainability Information for the fiscal year ended December 31, 2024.

AGENDA ITEM FOUR

Review and approval of the proposed implementation of results.

PROPOSED RESOLUTION:

Approve the application of the Company's profit for the year ended December 31, 2024, in accordance with the proposal approved by the Board of Directors on February 13, 2025, as detailed below:

BASIS OF DISTRIBUTION:

Profit for the year 2024: 104,267,450.98 Euros

- Legal reserve: 10,426,745.10 Euros
- Voluntary reserve: 74,855,489.08 Euros
- Results from previous years: 18,985,216.80 Euros

ITEM FIVE OF THE AGENDA

Approval of the Board of Directors' management during fiscal year 2024.

PROPOSED RESOLUTION:

To approve the management of the Board of Directors carried out during the fiscal year ended December 31, 2024.

AGENDA ITEM SIX

Re-election of the Appointment of the Auditor of the Company and its consolidated group.

PROPOSED RESOLUTION:

To re-elect PricewaterhouseCoopers Auditores, S.L. (with registered office in Madrid, Paseo de la Castellana nº 259) with Tax Identification Number B-79031290, registered in the Official Register of Auditors (ROAC) under number S-0242, and registered in the Mercantile Registry of Madrid in volume 9.267, folio 75, section 3, page 87250-1, as Auditor of the Company and its consolidated group, for the fiscal year ended December 31, 2025.

AGENDA ITEM SEVEN

Establishing the number of Directors

PROPOSED RESOLUTION:

To establish in eleven (11) the number of board members, within the minimum and maximum limits set forth in the Articles of Association.

AGENDA ITEM EIGHT

Appointment, re-election and ratification, as the case may be, of Board Members.

PROPOSED RESOLUTIONS:

Appoint and re-elect the following Board Members:

8.1 Appointment of Mr. Gonzalo Etienne Aguilar as a Director of the Company, with the qualification of "Executive", for the statutory term of three years.

8.2. Re-election of the appointment of the Director Mr. Kosin Chantikul, with the qualification of "Proprietary", for the statutory term of three years.

8.3. Re-election of the appointment of the Board Member Ms. Laia Lahoz Malpartida, with the qualification of "Executive", for the statutory term of three years.

AGENDA ITEM NINE

Approval of the partial financial spin-off of NH HOTELES ESPAÑA, S.A.U. (Demerged Company) in favour of MINOR HOTELS EUROPE & AMERICAS, S.A. (Beneficiary Company) in accordance with the terms of the Common Project of Partial Financial Spin-off signed on 12 May 2025 by the Joint Administrators and the Board of Directors of both companies. And to this effect:

- 9.1 Acknowledgement of the reports of the directors of MINOR HOTELS EUROPE & AMERICAS, S.A. and NH HOTELES ESPAÑA, S.A.U., and of the observations, if any, submitted by shareholders, creditors or the representatives of the employees with regard to the same and in relation to the Joint Partial Financial Demerger Plan signed on 12 May 2025;**
 - 9.2 Approval of the demerger balance sheet of MINOR HOTELS EUROPE & AMERICAS, S.A.; and**
 - 9.3 Approval of the Common Draft of Partial Financial Demerger entered into on 12 May 2025 by the Joint Administrators and by the Board of Directors of NH HOTELES ESPAÑA, S.A.U. and MINOR HOTELS EUROPE & AMERICAS, S.A., respectively, and approval of the partial financial demerger.**
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PROPOSED RESOLUTIONS:

To approve the partial financial spin-off operation by virtue of which NH HOTELES ESPAÑA, S.A.U., an entity wholly owned by the Company, spins off from its assets 100% of the shares of the Portuguese company NH Hotel Rallye Portugal Unipessoal LDA, which are owned by it, in favour of the Company itself, the beneficiary entity of the spin-off, pursuant to the provisions of article 76.2.1º.c) of Law 27/2014, of 27 November, on Corporate Income Tax; all based on the Spin-Off Plan and the mandatory reports issued by the Board of Directors for shareholders and employees.

In particular, it is proposed to the General Meeting that:

- 9.1 Take cognizance of the Reports of the directors of MINOR HOTELS EUROPE & AMERICAS, S.A. and NH HOTELES ESPAÑA, S.A.U., and of the observations, if any, submitted by shareholders, creditors or the representatives of the employees in respect thereof and in relation to the Joint Partial Financial Demerger Plan signed on 12 May 2025.

Both reports explain and justify the legal and economic aspects of the proposed operation, as well as the consequences for the future business activity of the company and its creditors, and its impact in terms of employment.

- 9.2 Approve the demerger balance sheet of MINOR HOTELS EUROPE & AMERICAS, S.A.

The aforementioned balance sheet corresponds to the balance sheet of the Individual Annual Accounts approved, if applicable, in Point One of the Agenda, given that the aforementioned balance sheet was closed within the six months prior to the date of the Merger Plan -of 12 May 2025-.

- 9.3 Approve the Joint Partial Financial Demerger Project signed on 12 May 2025 by the Joint Administrators and by the Board of Directors of NH HOTELES ESPAÑA, S.A.U. and MINOR HOTELS EUROPE & AMERICAS, S.A., respectively, and, consequently, approve the proposed partial financial demerger in the strict terms proposed. Said operation:

- i. Will entail the transfer of the interest corresponding to 100 % of the share capital of NH Hotel Rallye Portugal Unipessoal, LDA, which is divided into three (3) shares, with a nominal value of € 49,997.51, €2.49 and €2,000,000 respectively, all of which are property of NH HOTELES ESPAÑA, S.A.U. The book value of this shareholding on 31 December 2024, as stated in the assets of the Demerged Company, is €17,814,492.00.
- ii. It will not entail a change in the Company's capital figure as it is the sole shareholder of the spun-off company. On the other hand, the spun-off company will reduce its reserves by the total value of the spun-off assets. Details of the operation are set out in the table below:

NH HOTELES ESPAÑA, S.A.U.			
EQUITY	Before spin-off	Reduction	After spin-off
Capital	-177,059,475.01 €	0,00 €	-177,059,475.01 €
Share premium	2,747,000.00 €	0,00 €	2,747,000.00 €
Legal reserve	14,131,384.93 €	0,00 €	14,131,384.93 €
Other reserves	-7,720,000.00 €	0,00 €	-7,720,000.00 €
Other contributions from shareholders	126,179,727.10 €	-17,814,492.00 €	108,365,235.10 €
Negative results from previous years	220,034,440.93 €	0,00 €	220,034,440.93 €
Grants, donations and legacies received	217,103.65 €	0,00 €	217,103.65 €
Profit for the year	53,219,583.07 €	0,00 €	53,219,583.07 €
TOTAL	231,749,764.67 €	-17,814,492.00 €	213,935,272.67 €

- iii. There are no shareholders holding special rights or holders of securities or securities other than shares to whom any compensation or rights are to be granted as a result of the transaction, nor are any special advantages granted to members of the administrative, management, supervisory or controlling bodies.
- iv. It does not entail any modification of the management structures of the two companies involved, nor does it entail any modification of their existing Articles of Association.
- v. No implications for creditors are foreseen and no specific guarantees to creditors are deemed necessary.
- vi. In accordance with accounting regulations, it will be effective for accounting purposes from 1 January 2025, at which time the assets will be deemed to have been transferred.

- vii. It will be carried out under the Special Tax Regime established in Chapter VII of Title VII of Law 27/2014, of 27 November, on Corporate Income Tax, as a spin-off of those regulated in article 76.2.1.1.c) of Law 27/2014, of 27 November.

AGENDA ITEM TEN

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

PROPOSED RESOLUTION:

At the proposal of the Nominating, Compensation and Corporate Governance Committee and in accordance with the provisions of the Company's Bylaws, to set, similar to past fiscal years, at 800,000 euros the maximum total gross annual amount of the fixed allowance and attendance fees of the Board of Directors and its Committees for the 2025 fiscal year.

AGENDA ITEM ELEVEN

Consultative vote on the Annual Report on Directors' Remuneration.

PROPOSED RESOLUTION:

To approve, on a consultative basis, the Annual Report on Directors' Remuneration, the full text of which was sent to the CNMV and is published on the website of the latter when it was approved by the Board of Directors on February 13, 2025, having also been available on the website of Minor Hotels Europe & Americas, S.A. since the date of the call of this Ordinary General Shareholders' Meeting.

AGENDA ITEM TWELVE

Delegation of powers to formalize, clarify, interpret, correct and execute the resolutions adopted by the General Shareholders' Meeting.

PROPOSED RESOLUTION:

To jointly and severally empower Mr. Emmanuel Jude Dillipraj Rajakarier, Mr. Ramón Aragonés Marín, Mr. Gonzalo Etienne Aguilar and Mr. Carlos Ulecia Palacios, so that any of them may formalize and execute the foregoing resolutions indistinctly, being able to grant for such purpose the public or private documents that may be necessary or convenient (including those of interpretation, clarification, rectification of errors and correction of defects) for their exact compliance, rectification of errors and correction of defects) for their more exact compliance and for their registration in the Mercantile Registry and in any other Public Registry, as well as so that any of them may proceed, as the case may be, to correct the new texts that are proposed for approval at this Meeting, in accordance with the qualification that may result from the Mercantile Registrar or any other qualifying body.