

18 May 2020

Meliá Hotels International, S.A.  
Gremio de Toneleros, 24  
Polígono Industrial Son Castelló  
07009 Palma de Mallorca

Attn: the Board of Directors of Meliá Hotels International, S.A.

Dear Messrs.:

The Board of Directors of Meliá Hotels International, S.A. (the "Company") at its meeting held on 26 February 2020 agreed the proposal for the allocation of 2019 results, such results aimed to offset prior years' losses. Additionally, the distribution against unrestricted reserves of a gross dividend of EUR 0.1475 per share was proposed, for which purpose a maximum amount of EUR 33.87 million would be available for distribution. Both proposals are included in Note 3 to the annual accounts for 2019.

In addition, the above-mentioned proposal for the distribution of dividends is described in more detail in Note 8 to the consolidated annual accounts for 2019.

The individual and consolidated annual accounts for 2019 were prepared by the Company's Board of Directors at its meeting held on 26 February 2020 and, on the same date, we issued our audit reports thereon expressing a favourable opinion.

According to the attached documents, which are included as an Annex, the Board of Directors, at its meeting held on 18 May 2020, has resolved not to propose the distribution of a dividend against unrestricted reserves of the Company, and it maintains the proposal for the allocation of results initially agreed to offset prior years' losses, in an amount equal to the total profit of the Company for 2019.

In this context, we confirm that this decision would have not changed our audit opinion included in the audit reports that, on 26 February 2020, we issued on the individual and consolidated annual accounts of Meliá Hotels International, S.A. for the year ended 31 December 2019, had the new proposal been discovered at the time of signature.

This document only refers to the decision of amending the proposal for the distribution of a dividend against unrestricted reserves that will be submitted to the Shareholders' General Meeting for approval. Since 26 February 2020, date on which we issued our audit report, we have not carried out an audit procedure on any other matters or subsequent events that may have occurred since that date.

This letter is issued at the request of the Company's Board of Directors for the purposes of informing the Shareholders' General Meeting of Meliá Hotels International, S.A., according to the requirements provided for in Article 40.6a of Royal Decree-Law 8/2020 and may not be used for any other purposes.

Deloitte, S.L.

Pablo Hurtado March  
Partner

## **MELIÁ HOTELS INTERNATIONAL S.A.**

Partial certification

**Mr. Luis María Díaz de Bustamante y Terminel**, of legal age, a Spanish national, Lawyer, holder of national ID card number 51.969.199-D, in his capacity as **Director-Secretary** of the Board of Directors of the listed public limited company, of Spanish nationality and incorporated for an indefinite period, named **MELIÁ HOTELS INTERNATIONAL S.A.** with registered office at E-07009-Palma de Mallorca, Calle de Gremio Toneleros nº 24; and registered with the Commercial Registry of Majorca in Volume 1335, folio 100 et seq., Sheet PM-22603; ISIN code number ES0176252718; with LEI number 959800JRK SZ6YZD4EL80; and Tax ID number A-78-304516,

### **HEREBY CERTIFIES:**

#### **I. Resolutions of the Board of Directors dated 18 May 2020.**

That, in accordance with the corporate background on the Company's files, the Board of Directors of MELIÁ HOTELS INTERNATIONAL S.A. (hereinafter, the "**Company**"), at its meeting held on **18 May 2020**, previously convened in due form and time and pursuant to the provisions of Article 35 and cc of the Company Bylaws and Article 17 and cc of the Regulations of the Board of Directors, with the **participation of all its members** *-physically attending or connected in real time at the meeting of the Board via video conference also pursuant to the provisions of Article 40 and cc of Royal Decree-Law 8/2020 (as amended by Royal Decree-Law 11/2020, of 31 March 2020), and any other applicable provisions-*, Distinguished Messrs. Members Mr. Gabriel Escarrer Juliá, Chairman; Mr. Gabriel Escarrer Jaume, Vice-Chairman & Chief Executive Officer; HOTELES MALLORQUINES CONSOLIDADOS, S.L., Proprietary Director, represented by Ms María Antonia Escarrer Jaume; HOTELES MALLORQUINES ASOCIADOS, S.L., Proprietary Director, represented by Mr. Alfredo Pastor Bodmer; Mr. Juan Arena de la Mora, Independent Director; Mr. Francisco Javier Campo García, Independent Director; Mr. Fernando d'Ornellas Silva, independent Coordinating Director; Ms M<sup>a</sup> Cristina Henríquez de Luna Basagoiti, Independent Director; Ms Carina Szpilka Lázaro, Independent Director; and Mr. Luis María Díaz de Bustamante y Terminel, Independent Director-Secretary; under the following items, *inter alia*, of the

#### **AGENDA:**

[...]

#### **Two. Organisation of the Shareholders' General Meeting. Reports, proposals and resolutions in respect thereof.**

2.1. Amendment to the proposal for the distribution of dividends.

[...]

#### **Six. Delegation of powers.**

## **Seven. Approval of the Minutes of the ordinary meeting;**

unanimously and according to the appropriate **Attendance and Identification Procedure** that, duly signed, is attached to the corporate documentation of the Company, and pursuant to any other legal and statutory requirements as necessary for its validity and the validity of its resolutions, under the chairmanship of Mr. Gabriel Escarrer Juliá and with Mr. Luis María Díaz de Bustamante y Terminel acting as Secretary; adopted, *inter alia* and unanimously, the following resolutions.  
[...]

## **Two. Organisation of the Shareholders' General Meeting. Reports, proposals and resolutions in respect thereof.**

### **2.1. Amendment to the proposal for the distribution of dividends.**

#### **(I) Report:**

[...]

#### **(II) Deliberation and resolution of the Board:**

After informed deliberation, and at the Chairman's initiative, **the Board of Directors unanimously agrees** to amend the dividend distribution against unrestricted reserves (hereinafter, the "**PDD**") which was initially drafted, along with the proposal for the allocation of results (hereinafter, the "**PAR**") and the Annual Accounts of the Company and of its Group for 2019, at the meeting of the Board of Directors held on 26 February 2020.

This unanimous resolution to amend the **PDD** is adopted in the context of the economic and social situation caused by COVID-19, for the purposes of achieving greater liquidity and flexibility, and improving the Company's solvency. In this connection, the distribution of dividends would involve a cash outflow of approximately EUR THIRTY-THREE MILLION (since the distribution of a gross amount of EUR 0.1475 per share was agreed).

The Company's Board of Directors considers that the amendment to the PDD does not involve an amendment to the PAR, nor does it trigger the obligation of redrafting the annual accounts as provided for in Article 38 c) of the Code of Commerce, considering that: (a) an amendment to the PAR after the drafting of the annual accounts in order to reduce the distribution of dividends and, therefore, the cash outflow of the Company does not have a significant adverse effect on the company's equity, but, on the contrary, is a prudent measure that provides more liquidity to the Company; (b) this is not a situation that existed when the annual accounts were closed and which was later discovered, a requirement included in the General Accounting Plan which establishes that the annual accounts shall be redrafted on an exceptional basis when the risks affecting the company take place during the drafting and before the approval of the annual accounts and provided they affect the company's assets and true image to a very significant extent; and (c) the current regulations and the joint Announcement of the Registrars' Association and the Comisión Nacional del Mercado de Valores [Spanish National Stock Market Commission] in relation to the annual accounts and proposal for the allocation of results of commercial companies in the context of the health crisis resulting from COVID-19 of 26 March 2020, provide for the manner in which such measure will be notified to shareholders and users of accounts which consequently may have the updated information.

Likewise, in order to amend the PDD, the Board of Directors has considered the recommendations issued by the European Central Bank (ECB) and the European Insurance and Occupational Pensions Authority (EIOPA) in relation to the suspension of the payment of dividends, which, although not being directly applicable to the Company, set market trends.

Similarly and in line with the above, the **Board of Directors has unanimously adopted the resolution** of not distributing dividends against unrestricted reserves, maintaining the initial PAR – Board of Directors dated 26.02.2020– the terms thereof are reproduced below:

*“The Board of Directors agrees to submit to the Shareholders’ General Meeting the proposal for the allocation of results for the year ending 31 December 2019, as follows:*

*The Profit and Loss Account for 2019 of Meliá Hotels International, S.A. shows a positive result (profit) of EUR 23,324,049.60 which will be used to:*

*Offset prior years' losses      EUR 23,324,049.60”.*

## **II. He also certifies:**

That this Certification will be attached to the document issued by the accounts auditor of the Company, Deloitte, S.L., in which it confirms that the amendment to the **PDD** [adopted by the Board of Directors at its meeting held on 18 May 2020] would have not changed its audit opinion [on the Annual Accounts for 2019] had it been available at the time of its signature.

And in witness whereof and for all pertinent purposes, specially before the **Comisión Nacional del Mercado de Valores**; the Director-Secretary, pursuant to Article 33 of the Company Bylaws, Article 12 of the Regulations of the Board of Directors and any other applicable regulations, issues this Certification with the approval of the Chairman of the Board of Directors, **in Palma (Majorca) on 18 May 2020.**

Approved by

Mr. Gabriel Escarrer Juliá,  
**Chairman of the Board.**

Luis M<sup>a</sup> Díaz de Bustamante y Terminel,  
**Director-Secretary.**