

## 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. (the “**Company**”), adopted without a meeting on 1 June 2020, and under the extension provided for in Article 41.1 of Royal Decree-Law 8/2020 of 17<sup>th</sup> March in order to hold the Ordinary Shareholders' General Meeting after 30 June, shareholders are called to attend the Ordinary Shareholders' General Meeting that will be held at the “Meliá Palma Marina” Hotel, located at Avenida Gabriel Roca No.29, Palma (Majorca) at 1:00 p.m., on 10 July 2020 or, in the event that the legally required quorum is not met, they are likewise hereby called to attend on 11 July 2020 at second call, in the same place and at the same time, pursuant to the agenda set out below.

#### **Additional information in connection with the exceptional situation caused by COVID-19**

Due to the exceptional situation caused by COVID-19, it has been agreed that the Ordinary Shareholders' General Meeting shall be preferably attended via the electronic means set forth in this call notice. In such case, it is strongly recommended that shareholders exercise their rights in person or by proxy, via remote communication means in advance of the date of the General Meeting or via electronic means under the terms set forth in this call notice.

The members of the Board of Directors will attend the General Meeting according to the provisions of Article 180 of the Spanish Corporate Enterprises Act. To this effect and according to Royal Decree-Law 8/2020 of 17<sup>th</sup> March, the members of the Board of Directors may comply with that obligation by attending the meeting through an audio or video conference, the meeting being deemed to be held at the registered office.

The presence of employees and collaborators will be the strictly necessary for the proper organisation of the Shareholders' General Meeting.

The Company, five days prior to the date of the Meeting, will inform its shareholders through the website of Company and of the Comisión Nacional del Mercado de Valores [National Securities Market Commission] of any amendment or measure adopted in relation to the holding of the General Meeting, ensuring at all times the health and welfare of its shareholders, employees and directors and by making, where appropriate, the corresponding additional announcement.

The General Meeting will be broadcast in streaming, accessible from the Company's website ([www.meliahotelsinternational.com](http://www.meliahotelsinternational.com)) and from the platform of participation by electronic means or remote attendance.

If it is foreseeable that, on the scheduled dates to hold the Meeting, the existing measures under the state of emergency will continue in force, the mobility and meeting options will be limited or any other measure or recommendation by the administrative authorities will be in force throughout the national territory, or any part thereof, which prevent or advise against the holding of the Ordinary Shareholders' General Meeting of the Company with the physical attendance of the participants, and pursuant to the provisions of Article 41 of Royal Decree-Law 8/2020 of 17<sup>th</sup> March, on urgent extraordinary measures to deal with the economic and social impact of COVID-19, in that case, the Meeting would only be held via electronic means, with no physical attendance of the shareholders and the proxy holders, on the same dates and times as set forth in this call notice, and by applying the special rules included in the supplement to the call notice.

In such a case, the Company would inform the shareholders, as soon as reasonably possible and at least five days before the date scheduled to hold the general meeting at first call, by means of an additional call notice that would be published on the corporate website and on the website of the CNMV, therefore, shareholders are hereby recommended to regularly review the available information at any given time.

Likewise, it is hereby informed that, for reasons of hygiene and health, this year it has been decided not to give any gift to the shareholders attending the General Meeting, as has been the case until now.

The Meeting will be held according to the following

## **AGENDA**

### **One. Annual Accounts, Allocation of Results and Management of the Company.**

1.1.- Examination and approval, where appropriate, of the individual Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Annual Accounts) and the individual Management Report of Meliá Hotels International, S.A. for financial year ended 31 December 2019.

1.2.- Examination and approval, where applicable, of the consolidated Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Annual Accounts) and the consolidated Management Report of the Consolidated Group of Meliá Hotels International, S.A. for financial year ended 31 December 2019.

1.3.- Examination and approval, where appropriate, of the consolidated Statement of Non-Financial Information for the financial year ended 31 December 2019 and which is part of the consolidated management report.

1.4.- Examination and approval, where appropriate, of the management of the Company by the Board of Directors for the financial year 2019.

1.5.- Approval of the allocation of results for financial year 2019.

### **TWO.- Appointment and Re-Election of Members of the Board of Directors and Determination of the number of Directors thereof**

2.1- Re-election of Ms Carina Szpilka Lázaro as an External Independent Director.

2.2.- Appointment of Hoteles Mallorquines Agrupados, S.L. as an External Proprietary Director (represented by Mr. José María Vázquez-Pena Pérez).

2.3- Determination of the number of members comprising the Board of Directors.

### **THREE.- Amendment of the company Bylaws**

3.1- Amendment of Article 33 (amendment of the designation of the Appointments and Remuneration Committee), Article 39(a) (Audit and Compliance Committee – incorporation of a mechanism for replacing the Chairman in the event of absence) and Article 39(b) (Appointments and Remuneration Committee: amendment of the designation of the Committee and incorporation of a mechanism for replacing the Chairman in the event of absence) of the Company Bylaws.

3.2.- Capital reduction through the redemption of treasury shares and amendment of Article 5 of the company bylaws.

### **FOUR.- Delegations and Authorisations to the Board of Directors**

4.1.- Authorisation to the Board of Directors for the approval of a capital increase pursuant to Article 297.1.b) of the Spanish Corporate Enterprises Act, and delegation thereto to exclude pre-emptive subscription rights according to the provisions of Article 506 of such Law, leaving without effect the authorisation granted by the Shareholders' General Meeting held on 4 June 2015.

4.2.- Delegation to the Board of Directors of the power to issue fixed income securities, whether convertible and/or exchangeable into shares of the Company, within five years from the date of adoption of this resolution by the Meeting, determination of bases and methods for conversion and/or exchange, with power to exclude pre-emptive subscription rights of shareholders and bondholders, guarantee issues by the subsidiary companies and increase capital by the necessary amount, leaving without effect the authorisation granted by the Shareholders' General Meeting held on 4 June 2015.

4.3.- Authorisation to the Board of Directors for the derivative acquisition of treasury shares of the Company, directly or through subsidiaries, within five years from the date of adoption of this resolution by the Meeting and ratification of the acquisitions made since the last General Meeting, leaving without effect the authorisation granted by the Shareholders' General Meeting held on 4 June 2015.

## **FIVE.- Remuneration**

5.1.- Advisory vote on the Annual Report on Directors' Remuneration.

## **SIX.- Informative Items**

6.1.- Information regarding the Euro Commercial Paper Program.

**SEVEN.- Delegation of powers to interpret, correct, supplement, develop, formalise and execute the resolutions adopted by the Shareholders' General Meeting and delegation of powers for the execution in a Public Deed and registration of said resolutions and their correction, if any.**

## **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, E-07009 Palma, Spain), to examine on its Company's website ([www.meliahotelsinternational.com](http://www.meliahotelsinternational.com)) and to request the delivery or immediate dispatch free of charge of the documents referred to in all the items which are going to be submitted for the approval of the Shareholders' General Meeting, as well as items merely for informational purposes of the agenda, including the full text of proposed resolutions and the mandatory reports, in particular the management report and the audit report, as well as the reports of the Board of Directors.

Likewise, the Annual Corporate Governance Report for 2019 approved by the Board of Directors on 26 February 2020, this call notice, the information on the number of shares and voting rights existing as of the date of this call notice, and the necessary forms for proxy and absentee voting will be also available to the shareholders at the Company's registered office and on the Company's website.

According to the provisions of Articles 197 and 520 of the Spanish Corporate Enterprises Act, shareholders may request to the Board of Directors, in writing until the fifth day prior to the scheduled date of the Shareholders' General Meeting, or verbally during its holding, any information or clarifications they may deem appropriate about the audit report, the items included in the agenda or the information available to the public that the

Company may have submitted to the Comisión Nacional del Mercado de Valores since the last Shareholders' General Meeting was held.

The right to information shall be exercised pursuant to the legal provisions and the provisions contained in the document of rights to information, absentee vote, representation and remote attendance for the Shareholders' General Meeting of Meliá Hotels International, S.A., available on the Company's website ([www.meliahotelsinternacional.com](http://www.meliahotelsinternacional.com)).

### **Supplement to the call notice and submission of proposed resolutions**

According to the provisions of Article 519 of the Spanish Corporate Enterprises 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, where appropriate, accompanied by a duly justified proposed resolution.

Likewise, shareholders representing at least three per cent (3%) of the share capital may submit reasonable proposed resolutions in relation to any items already included or that should be included on the agenda.

All the foregoing is without prejudice to the rights of a shareholder to make proposals during the holding of the General Meeting on items that do not need to be included in the agenda according to the provisions of the Spanish Corporate Enterprises Act.

These rights shall be exercised by reliable notification which is to be received at the registered office of the Company (C/ Gremio Toneleros 24, E-07009 Palma, Spain) within five (5) days from the publication of this call notice. The Company will ensure the communication of the proposed resolutions and any attached documents via its website ([www.meliahotelsinternacional.com](http://www.meliahotelsinternacional.com)), in accordance with the applicable law.

Such notice shall include the shareholder's or shareholders' name, and shall be accompanied by the relevant documents evidencing such status.

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

### **Special means of information – Electronic Shareholders' Forum**

Pursuant to the provisions of Article 539 of the Spanish Corporate Enterprises Act, Meliá Hotels International, S.A. has enabled an Electronic Shareholders' Forum which shall be accessible through the Company's website until the date that the General Shareholders' Meeting is held.

Access to the Forum, and the terms and conditions regarding its use and operation shall be governed by the provisions of the Electronic Shareholders' Forum Regulations, the contents thereof are available on the Company's website ([www.meliahotelsinternacional.com](http://www.meliahotelsinternacional.com)).

### **Physical Attendance**

Without prejudice to the recommendation of preference for the electronic means provided in this call, and according to the provisions of Article 22 of the Company Bylaws, shareholders holding at least 300 shares (individually or jointly with other shareholders that designate one of them to represent them) provided they have recorded their shares in the corresponding accounting record five days prior to the date of the General Meeting, who are up to date on the payment of capital calls and maintain, at least, 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), responsible for keeping the accounting record of the Company's shares, as appropriate in each case. Such entities shall send to Meliá Hotels International, S.A., before the date scheduled for the Shareholders' General 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 that scheduled for the General Meeting.

### **Attendance by Electronic Means**

In accordance to the recommendation of preference for the electronic means provided in this call, and in the light of the current situation caused by COVID-19 and for the purposes of ensuring that shareholders may exercise their rights safely, the Board of Directors has considered it appropriate to provide them with a platform of participation by electronic means at the Meeting, which ensures the exercise of the rights to vote, to grant a proxy, to remotely attend and to speak, without the need to be physically present at the Meeting's venue.

This measure is taken as a result of the exceptional circumstances caused by COVID-19 and for the purposes of prioritising the health protection of the Company's shareholders, members of the Board of Directors and employees making possible the organisation of the meeting, after analysing the practices and recommendations observed in national and international companies.

In order to ensure the identity of the attendees, proper exercise of their rights, real-time interactivity and appropriate conduct of the meeting, shareholders (or the proxy holders) who want to use the mechanisms of remote attendance shall be previously registered on the Company's website ([www.meli-hotels-international.com](http://www.meli-hotels-international.com)) or directly through the following link:

<https://www.councilbox.com/melia>

The Company reserves the right to request additional means of identification from shareholders or proxy holders as it may deem convenient to prove their status as shareholders and guarantee their authenticity. Likewise, the Company may put in place additional means of identification that duly guarantee the identity of shareholders and proxy holders.

In order to facilitate the use of the platform of participation by electronic means and remote attendance for shareholders, the Company has prepared a [Manual for Remote Attendance at the 2020 Shareholders' General Meeting](#). (Please click on the link to access the Manual).

### **Absentee Voting and Proxy**

(a) Absentee voting:

(i) Through the platform of participation by electronic means provided by the Company, by completing the registration as a shareholder and providing the documents evidencing the shareholder's identity and the ownership of shares, through the same platform and following the instructions contained therein.

(ii) by completing and signing the relevant form of absentee voting which is available to the shareholders on the Company's website ([www.meliahotelsinternational.com](http://www.meliahotelsinternational.com)) along with the documents evidencing the shareholders' identity and the ownership of shares, or

(iii) by completing and signing the section set aside for that purpose in the attendance card issued by the entities where shareholders have their shares deposited, and attaching a copy of the national ID card or the passport of the shareholder.

For sections (ii) and (iii), once the necessary documents are completed and signed, the shareholder must send them through one of the following means:

1. Via mail (ordinary post):

Meliá Hotels International, S.A.  
A / A: Investor Relations Department  
C/ 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  
Fax No.: (+34) 971224515

3. Via email:

Meliá Hotels International, S.A.  
A / A: Investor Relations Department  
Email: [atencion.accionista@melia.com](mailto:atencion.accionista@melia.com)

(b) Proxy:

Every shareholder having the right to attend the Shareholders' General Meeting may be represented by another person, in accordance with the requirements and formalities laid down in the Bylaws, the Regulations of the Shareholders' General Meeting and in accordance with the law. The proxy must be given specifically for each General Meeting and can always be revoked. Personal attendance of the appointing shareholder at the General Meeting revokes the proxy.

In addition, the proxy will be revocable through the same means by which it was granted. In the event of a public request for proxy, the provisions of Articles 186, 187 and 526 of the Spanish Corporate Enterprises Act shall be complied with.

Appointment of a proxy holder by a shareholder and notification to the Company of that appointment or its revocation, as the case may be, may be carried out as follows:

(i) Through the platform provided by the Company for the issue of absentee vote or the granting of proxy, by providing the documents evidencing the shareholders' identity and the ownership of shares, as well as the identity of the proxy holder and, where appropriate, the voting instructions; or

(ii) By sending to the Company the voting proxy form which is available to the shareholders on the Company's website ([www.meliahotelsinternational.com](http://www.meliahotelsinternational.com)), duly signed and completed, along with the documents evidencing the identity of the shareholder and the proxy holder, as well as the documents evidencing the ownership of shares and, where appropriate, the voting instructions; or

(iii) through the relevant attendance card issued by the entities responsible for keeping

the accounting record of the Company's shares, with the section containing the printed wording to grant proxy duly completed and, where appropriate, including the voting instructions, and attaching a copy of the national ID card or passport of the shareholder and the proxy holder.

For sections (ii) and (iii), once the necessary documents are completed and signed, the shareholder must send them through one of the following means:

1. Via mail (ordinary post):

Meliá Hotels International, S.A.  
A / A: Investor Relations Department  
C/ 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  
Fax No.: (34) 971224515

3. Via email:

Meliá Hotels International, S.A.  
A / A: Investor Relations Department  
Email: [atencion.accionista@melia.com](mailto:atencion.accionista@melia.com)

(iv) Likewise, provided that the Shareholders' General Meeting can be held with the physical attendance of shareholders and proxy holders, shareholders may appoint or revoke the appointment of proxy holders (and communicate it to the Company), by completing and signing the proxy contained in the attendance card or the proxy form and its submission to the staff responsible for the attendance registration by the designated proxy holder physically attending the General Meeting, on the date and at the venue where the General Meeting is to be held, prior to the commencement thereof, along with the identity documents of the shareholder (copy) and of the proxy holder (original) and, if the form is used, the documents evidencing the ownership of shares. This submission shall serve as a notice under the terms of Article 522 of the Spanish Corporate Enterprises Act.

Proxy voting forms are available to shareholders on the Company's website ([www.meliahotelsinternational.com](http://www.meliahotelsinternational.com)).

(c) Common provisions:

Proxies and absentee votes received by postal mail, fax or email as well as the appointment and notification of the proxy holder 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 comply with stipulated requirements, notwithstanding the provisions for the submission of the attendance card or proxy form by the proxy holder to the staff responsible for the attendance registration, prior to the holding of the General Meeting. Proxies and votes received through the platform of participation by electronic means will be admitted up to five (5) minutes before the scheduled start time of the General Meeting and provided that they comply with the requirements established.

Absentee vote and proxies rights shall be exercised in accordance with the legal provisions and the provisions contained in the document of rights to information, absentee vote, representation and remote attendance for the Shareholders' General Meeting of Meliá Hotels International, S.A., available on the Company's website

([www.meliahotelsinternational.com](http://www.meliahotelsinternational.com)).

### **Presence of a Notary Public**

Pursuant to the provisions of Article 203 of the Spanish Corporate Enterprises Act and Article 29.3 of the Bylaws, the Board of Directors has resolved to request the presence of a Notary Public to attend the 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.

If necessary, the Notary Public may attend the Meeting through electronic means, by using real-time remote communication means which duly guarantee the fulfilment of the Notary's functions, according to the provisions of Royal Decree-Law 8/2020 of 17<sup>th</sup> March.

### **Recording and broadcast of the General Meeting**

The General Meeting shall be broadcast in streaming, being accessible to the public from the Company's website ([www.meliahotelsinternational.com](http://www.meliahotelsinternational.com)) and prior registration through the platform of participation by electronic means. Such recording shall be disclosed through channels provided to this effect and shall be publicly available to shareholders, institutional investors, voting advisors or any other interested party on the corporate website ([www.meliahotelsinternational.com](http://www.meliahotelsinternational.com)).

In this respect, you are informed that the General Meeting will be recorded and that your image may be captured in an audio-visual format. The legal ground for capturing your image and/or voice according to the mentioned purpose is the legitimate interest accepted in the laws when your image is purely ancillary.

Notwithstanding the foregoing, if you speak at the meeting, you are giving your consent for your image and/or voice to be part of the entire recording of the General Meeting and to be disclosed through the mentioned channels. In any case, you are informed that your image may be used totally or partially by MELIÁ HOTELS INTERNATIONAL, S.A., for its publication in any existing format, means or system, procedure of any type whether now existing or developed in the future, indefinitely and without receiving any consideration.

For further information on the processing of your image or voice, please see the [Privacy Note](#).

### **Data Protection**

Shareholders' personal data provided to the Company or submitted by the bank entities and the companies and stock agencies in which the shareholders might have deposited their shares, through the entity responsible for keeping the accounting record of the Company's shares, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (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:** To manage the development, fulfilment and control of the relationship existing with its shareholders with regard to the call and the holding of the General Meeting.

**Entitlement:** Your persona data will be processed to ensure compliance with the Company's legal obligations.

**Recipients:**

- The entity responsible for keeping the accounting record of the Company's shares, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR).
- The entity responsible for the management of the platform of remote attendance and voting by electronic means.
- Public Administrations, in the cases provided for by Law.
- Registries and Notaries, in the cases provided for by Law.

**Rights:** Access, rectification, erasure, objection, restriction of processing and data portability.

For further information on the processing of your data, please see the [Privacy Note](#).

**Other significant information**

It is expected that the Shareholders' General Meeting will be held at first call, except otherwise announced, that is, on 10 July 2020, at the place and time first above written.

The Company will not be responsible for any prejudices the shareholders may suffer as a result of breakdowns, overloads, failures in the line, failures in the connection, or any other similar event, beyond the control of the Company, that prevent the use of the mechanisms for the exercise of the right to information, to vote and to grant a proxy by electronic means. Therefore, such events shall not constitute an illegal deprivation of the shareholders' rights.

For further information please contact us at the 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: (+34) 971 22 45 54.

Email : [atención.accionista@melia.com](mailto:atención.accionista@melia.com)

Palma, on 5 June 2020. The Secretary of the Board of Directors, Luis María Díaz de Bustamante y Terminel.

Luis M<sup>a</sup> Díaz de Bustamante y Terminel,  
Director-Secretary of the Board of Directors of  
**MELIÁ HOTELS INTERNATIONAL, S.A.**