

# Justifying Report on the Amendment of the Regulations of the Board of Directors

Board of Directors  
30 April 2021

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## 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 holding of the 2021 General Shareholders’ Meeting, and according to Article 528 of the Law on Corporations (hereinafter “**LSC**” according to its acronym in Spanish) and Article 4.2 of the Regulations of the Board of Directors, about the amendment of Articles 9, 10, 11, 12, 13, 14, 15 and 27 of the Regulations of the Board of Directors (hereinafter, the “**Regulations**”), approved at the meeting of the Board of Directors held on 10 July 2020.

## 2. Scope and Justification for the Amendments

The amendment of the Regulations of the Board was made following the amendment of Articles 33, 39a and 39b of the Company Bylaws approved at the General Shareholders’ Meeting held on 10 July 2020.

According to the report of the Board of Directors dated 26 February 2020, which was made available to the shareholders together with the call of the mentioned General Meeting, once the amendment of the Company Bylaws was approved, the Board of Directors had to include the relevant amendments in the Regulations of the Board, preparing the relevant report and informing of the amendment of the Regulations at the next General Shareholders’ Meeting, i.e. the General Meeting for 2021.

In this regard, the amendments made are as follows:

### 2.1 Change in the name of the Appointments and Remuneration Committee

The Appointments and Remuneration Committee, at its meeting held on 21 November 2019, and after considering the recommendations on corporate social responsibility and the inclusion of ESG (Environmental, Social and Governance) criteria in the Board of Directors and in the specialised Committees, agreed to change its name to “**Appointments, Remuneration and Corporate Social Responsibility Committee**”.

As a result of this decision, in addition to amending the Company Bylaws, it was necessary to amend the Regulations of the Board.

## 2.2 Inclusion of a procedure for the replacement of the Chairman of the Committees

On the other hand, Article 14 (*Audit and Compliance Committee*) and Article 15 (*Appointments and Remuneration Committee*) have also been amended to regulate the situations in which the Chairman of a delegated Committee is absent. In this respect, it is provided that in case of absence, the external independent director with the greatest seniority shall serve as acting Chairman of the relevant Committee.

For information purposes, a comparison chart of the amendments included in the mentioned articles of the Regulations of the Board is attached hereto as **Annex I**, which was registered with the Commercial Registry of Mallorca on 1 September 2020.

Likewise, shareholders are hereby informed that the entire contents of the Regulations of the Board of Directors (consolidated text), including the amendments of the mentioned articles, are available on the web page of the Company and, according to Article 529 of LSC, the Comisión Nacional del Mercado de Valores [Spanish National Securities Market Commission] was informed of the amendment on 18 September 2020 with registration number 4511.

## Annex I

### Regulations of the Board

Redacción anterior	Nueva redacción
<p><b>Article 9 – Term and renewal</b> [...] The Board of Directors, however, will not propose the removal of External Directors before the end of their term, except for exceptional reasons considered sufficient by the Board of Directors, and after a report or a proposal, if applicable from the Appointments and Remuneration Committee.</p>	<p><b>Article 9 – Term and renewal</b> [...] The Board of Directors, however, will not propose the removal of External Directors before the end of their term, except for exceptional reasons considered sufficient by the Board of Directors, and after a report or a proposal, if applicable from the <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> Committee.</p>
<p><b>Article 10 – The Chairman of the Board of Directors</b></p> <p>10.1 The Chairman of the Board of Directors will be chosen from amongst its members, after the report from the Appointments and Remuneration Committee and his designation must comply with the requirements of Company Bylaws.</p> <p>[...]</p>	<p><b>Article 10 – The Chairman of the Board of Directors</b></p> <p>10.1 The Chairman of the Board of Directors will be chosen from amongst its members, after the report from the <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> Committee and his designation must comply with the requirements of Company Bylaws.</p> <p>[...]</p>

<p><b>Article 11 – The Vice - Chairman</b></p> <p>11.1 The Board of Directors shall designate, from amongst its members, after a report from the Appointments and Remunerations Committee, one or several Deputy Chairman to replace the Chairman in cases of permanent or temporary absence or illness.</p>	<p><b>Article 11 – The Vice - Chairman</b></p> <p>11.1 The Board of Directors shall designate, from amongst its members, after a report from the <u>Appointments, Remuneration and Corporate Social Responsibility</u><del>Appointments and Remunerations</del> Committee, one or several Deputy Chairman to replace the Chairman in cases of permanent or temporary absence or illness.</p>
<p><b>Article 12 – The Secretary</b></p> <p>12.1 The Board of Directors shall designate a Secretary, and, if agreed so, one or several Deputy Secretaries, after a report from the Appointments and Remuneration Committee, the latter of which, if there are several, will be numbered successively and will replace the Secretary and Deputy of a superior rank in cases of absence or illness.</p> <p>The Secretary and, where appropriate, the Deputy Secretary or Deputy Secretaries, of the Board of Directors are not required to be members of the Board of Directors, in which case they have a right to take part in the meeting but not to vote at the same.</p> <p>[...]</p>	<p><b>Article 12 – The Secretary</b></p> <p>12.1 The Board of Directors shall designate a Secretary, and, if agreed so, one or several Deputy Secretaries, after a report from the <u>Appointments, Remuneration and Corporate Social Responsibility</u><del>Appointments and Remuneration</del> Committee, the latter of which, if there are several, will be numbered successively and will replace the Secretary and Deputy of a superior rank in cases of absence or illness.</p> <p>The Secretary and, where appropriate, the Deputy Secretary or Deputy Secretaries, of the Board of Directors are not required to be members of the Board of Directors, in which case they have a right to take part in the meeting but not to vote at the same.</p> <p>[...]</p>

<p><b>Article 13 - Delegate Committees of the Board of Directors</b></p> <p>[...]</p> <p><b>13.2</b> Without prejudice to any other Commissions that may be created depending on the needs of the Company, the Board of Directors may create the two following Committees:</p> <p>(a) Audit and Compliance Committee.</p> <p>(b) Appointments and Remuneration Committee.</p>	<p><b>Article 13 - Delegate Committees of the Board of Directors</b></p> <p>[...]</p> <p><b>13.2</b> Without prejudice to any other Commissions that may be created depending on the needs of the Company, the Board of Directors may create the two following Committees:</p> <p>(a) Audit and Compliance Committee.</p> <p>(b) <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> Committee.</p>
<p><b>Article 14 – Audit and Compliance Committee</b></p> <p><b>14.1 Positions.</b> 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 and shall be appointed taking into</p>	<p><b>Article 14 – Audit and Compliance Committee</b></p> <p><b>14.1 Positions.</b> 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 and shall be appointed taking into</p>

<p>consideration his knowledge and experience in accounting, audit or both. 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>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.</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>consideration his knowledge and experience in accounting, audit or both. 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>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.</p> <p><u>In the absence, vacancy or illness of the Chairman, he will be replaced at the corresponding meeting by the independent director with the greatest seniority on the Committee, and in his absence, by the independent director, member of the said Committee, who is the oldest</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>
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<p><b>14.2 Organisation and operations.</b></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 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:</p> <p>[...]</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul> <p>[...]</p>	<p><b>14.2 Organisation and operations.</b></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 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:</p> <p>[...]</p> <ul style="list-style-type: none"> <li>• 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 <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> Committee in this matter.</li> </ul> <p>[...]</p>
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<ul style="list-style-type: none"> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>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 <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> Committee on this matter.</li> </ul>
<p><b>Article 15 – Appointments and Remuneration Committee.</b></p> <p><b>15.1 Positions.</b> 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 and shall be appointed taking into account their knowledge and previous experience in comparable companies</p>	<p><b>Article 15 – <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> Committee</b></p> <p><b>15.1 Positions.</b> The <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> 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 and shall be appointed taking into account their knowledge and previous experience in comparable companies</p>

<p>due to their size or complexity as a member of appointments and remuneration committees or as an executive director or member of senior management. 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>The Chairman of the Appointments and Remuneration Committee will act as the Committee's representative at the meetings of the Board of Directors and the General Shareholders' Meeting.</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</p>	<p>due to their size or complexity as a member of appointments and remuneration committees or as an executive director or member of senior management. 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>The Chairman of the <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> Committee will act as the Committee's representative at the meetings of the Board of Directors and the General Shareholders' Meeting.</p> <p><u>In the absence, vacancy or illness of the Chairman, he will be replaced at the corresponding meeting by the independent director with the greatest seniority on the Committee, and in his absence, by the independent director, member of the said Committee, who is the oldest.</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</p>
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<p>may or may not be a member of the Committee itself, or even one of the Company executives.</p> <p><b>15.2 Organisation and responsibilities.</b></p> <p>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>[...]</p> <p>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.</p>	<p>may or may not be a member of the Committee itself, or even one of the Company executives.</p> <p><b>15.2 Organisation and responsibilities.</b></p> <p>The <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> 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 <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> Committee, and without prejudice to any others that the Law, the Company Bylaws and these Regulations, are at least as follows:</p> <p>[...]</p> <p>The meetings of the <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> 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.</p>
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<p>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.</p> <p>For the best performance of its duties, the Appointments and Remuneration Committee may seek the advice of outside professionals, receiving the appropriate funds for it.</p> <p><b>15.3 Quorum and approval of resolutions.</b></p> <p>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 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>	<p>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.</p> <p>For the best performance of its duties, the <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> Committee may seek the advice of outside professionals, receiving the appropriate funds for it.</p> <p><b>15.3 Quorum and approval of resolutions.</b></p> <p>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 <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> 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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<p><b>Article 27 – Non-compete obligations</b></p> <p>[...]</p> <p>27.2 Before accepting any management position with another company, the Director must consult the Appointments and Remuneration Committee.</p>	<p><b>Article 27 – Non-compete obligations</b></p> <p>[...]</p> <p>27.2 Before accepting any management position with another company, the Director must consult the <u>Appointments, Remuneration and Corporate Social Responsibility</u> <del>Appointments and Remuneration</del> Committee</p>
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