

COMPLETE TEXT OF THE RESOLUTION PROPOSALS TO BE SUBMITTED TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF MELIÁ HOTELS INTERNATIONAL, S.A. ON JUNE 10, 2021 ON FIRST CALL OR ON JUNE 11, 2021 ON SECOND CALL

## **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 2020.**

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

*“To approve the Annual Accounts (Balance Sheet, profit and loss account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements) and the individual Management Report of Meliá Hotels International, S.A. for financial year ended 31 December 2020, verified by the auditor of the Company, Deloitte, S.L.”*

[Related Documents](#)

### **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 2020.**

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

*“To approve the consolidated Annual Accounts (Balance Sheet, profit and loss account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements) and the consolidated Management Report of the Consolidated Group of Meliá Hotels International, S.A. for financial year ended 31 December 2020, verified by the auditor of the Company, Deloitte, S.L.”*

[Related Documents](#)

### **1.3.- Examination and approval, where appropriate, of the consolidated statement of non-financial information for the financial year ended 31 December 2020 and which is part of the consolidated management report.**

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

*“To approve the consolidated statement of non-financial information for Meliá Hotels International, S.A. referred to financial year 2020”.*

### **1.4.- Examination and approval, where appropriate, of the management of the Company by the Board of Directors for the financial year 2020.**

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

*“To approve the management of the Company by the Board of Directors for the financial year 2020”.*

### **1.5.- Approval of the allocation of results for financial year 2020.**

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

*"To approve the allocation of the results for 2020 financial year which, as it transpires from the approved income statement, amounts to a negative result (losses) of €14,126,900.09, as follows:*

*Negative results from previous financial years: €14,126,900.09."*

*\* Given the continuity of the impacts derived from Covid-19, the Board of Directors has decided not to propose to the General Shareholders' Meeting the distribution of any dividends.*

[Related Documents](#)

## **TWO.- APPOINTMENT AND RE-ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND DETERMINATION OF THE NUMBER OF DIRECTORS THEREOF**

[Related Documents](#)

### **2.1.- Re-election of Mr. Gabriel Escarrer Jaume as an Executive Director.**

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

*"To re-elect Mr. Gabriel Escarrer Jaume as a Director for the statutory period of four (4) years, at the proposal and prior explanatory report of the Board of Directors, issued based on the report of the Appointments, Remuneration and Corporate Social Responsibility Committee.*

*Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an Executive Director"*

### **2.2.- Appointment of Ms. María Antonia Escarrer Jaume as External Proprietary Director.**

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

*"To appoint Ms María Antonia Escarrer Jaume as a Director for the statutory period of four (4) years, at the proposal and prior explanatory report of the Board of Directors, issued based on the report of the Appointments, Remuneration and Corporate Social Responsibility Committee.*

*Pursuant to Article 529 duodecies of the Corporate Enterprises Act, she shall be deemed to be a Proprietary Director".*

### **2.3.- Re-election of Mr. Francisco Javier Campo García as an External Independent Director.**

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

*“To re-elect Mr. Francisco Javier Campo García as a Director for the statutory period of four (4) years, at the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee and prior explanatory report of the Board of Directors.*

*Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an External Independent Director”.*

#### **2.4.- Re-election of Mr. Fernando d’Ornellas Silva as an External Independent Director.**

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

*“To re-elect Mr. Fernando D’Ornellas Silva as a Director for the statutory period of four (4) years, at the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee and prior explanatory report of the Board of Directors.*

*Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an External Independent Director”.*

#### **2.5.- Re-election of Mr. Luis María Díaz de Bustamante y Terminel as an External Independent Director.**

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

*“To re-elect Mr. Luís María Díaz de Bustamante y Terminel as a Director for the statutory period of four (4) years, at the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee and prior explanatory report of the Board of Directors.*

*Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an External Independent Director”.*

#### **2.6.- Determination of the number of members comprising the Board of Directors.**

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

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

### **THREE. - REMUNERATIONS**

#### **3.1 Advisory vote on the Annual Report on Directors’ Remuneration.**

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

*“Submit as advisory vote the Annual Report on Directors’ Remuneration prepared by the Appointments, Remuneration and Corporate Social Responsibility Committee, that has been*

previously approved by the Board of Directors of Meliá Hotels International, S.A. held on February 25, 2021”.

[Related Documents](#)

**3.2.- Approval of the Directors’ Remuneration Policy for the years 2022, 2023 and 2024.**

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

*“To approve, for the purposes set forth in Article 529 novodecies of the Consolidated Text of the Spanish Corporate Enterprises Act and in Article 37 of the Company Bylaws, following the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee, the Directors’ Remuneration Policy for years 2022, 2023 and 2024.”*

[Related Documents](#)

**FOUR.- INFORMATIVE ITEMS.**

**4. 1.- Information regarding the Euro Commercial Paper Program.**

*It is informed that, during the validity of the Euro Commercial Paper Program approved under the authorization granted by the General Shareholders' Meeting dated June 4, 2015 and by resolution of the Board of Directors held on 26, February 2020, different issues have been made, a total amount of which amounted to THIRTY MILLION TWO HUNDRED THOUSAND EUROS (€ 30,200,000).*

*For this purpose, the Board of Directors has prepared the corresponding informative document.*

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

[Related Documents](#)

**4.2.- Information regarding the amendment of the articles 9, 10, 11, 12, 13, 14, 15 y 27 of the Board of Directors Regulations.**

*The Board of Directors, by resolution of the Board of Directors held on 10, July 2020, and in accordance with article 528 of the Capital Companies Act and articles 3 and 4 of the Regulations of the Board of Directors, has modified articles 9, 10, 11, 12, 13, 14, 15 and 27 of the mentioned Regulations, and has registered it before the Mercantile Registry of Mallorca on September 1, 2020, under volume 2810, folio 164, entry 155, page PM-22603.*

*For this purpose, the Board of Directors has prepared the corresponding informative document.*

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

[Related Documents](#)



**FIVE-. 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.**

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

*“With regard to the resolutions of this General Shareholders’ Meeting and notwithstanding the empowerments included in the previous resolutions, it is resolved to delegate into Mr. Gabriel Escarrer Juliá, Chairman, and Mr. Gabriel Escarrer Jaume, Vice Chairman and Managing Director; Mr. Luis María Díaz de Bustamante y Terminel, Secretary-Director of the Board of Directors of the Company; and Mr. Juan Ignacio Pardo García, Vice Secretary non-Director of the Board of Directors, the specific and necessary powers, jointly and severally and as broad as required and necessary in Law, to:*

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

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