



NH | HOTEL GROUP
PART OF
MINOR
HOTELS

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**CORPORATE
GOVERNANCE**

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Frankfurt, Germany

CORPORATE GOVERNANCE

The Corporate Governance system of NH Hotel Group is made up of the Bylaws, the Board of Directors' Regulations, the General Shareholders' Meeting Regulations and the Internal Regulations for Conduct on Securities Markets, as well as the other rules, codes, internal procedures and corporate policies approved by the competent bodies of the Company.

This System has been formalized in line with the highest standards of compliance with good practice in corporate governance, as defined by, among others, the Good Governance Code for listed companies (the "Good Governance Code"), approved by a Resolution of the Board of the CNMV on 18 February 2015 and revised in June 2020, which is aligned with the recommendations on good governance of international markets.

Governance structure

The functioning of the management bodies and the decision-making process is described in detail in the Annual Corporate Governance Report (ACGR), where the roles of the General Shareholders' Meeting and the Board of Directors are notable, as the Company's senior governance bodies.

Board of Directors of NH Hotel Group

The Board of Directors is the Company's senior management and representation body. It is empowered, within the scope of the corporate object defined in the Bylaws, to carry out any acts of administration or disposal, under any legal title, except those reserved by law or by the Company's Bylaws to the exclusive competence of the General Shareholders' Meeting. Consequently, the Board of Directors is conceived basically as a supervisory and control body, while the ordinary management of the Company's business is entrusted to the executive bodies and the management team.

The functions of the Board of Directors and its Committees (Audit and Control Committee and Nominations, Remuneration and Corporate Governance Committee) are expressly reflected in articles 33, 47 and 48 of the Bylaws and articles 5, 25 and 26 of the Board Regulations, among others. At the General Meeting of the Shareholders of NH Hotel Group dated 30 June, 2021, and at the meeting of the Board of Directors of NH Hotel Group held on 28 July 2021, the Company approved the amendment of several articles of the Bylaws and of the Board Regulations in order to adapt their content, to Act 5/2021, of 12 April, which amends Royal Legislative Decree 1/2010, of 2 July, which approved the Companies Act (Consolidating Act), in relation to the functions and powers of the Board of Directors and its Committees.

The Board of Directors discharges its duties in line with the corporate interest, which is understood to be the Company's interest; and in this regard it acts to safeguard the Company's long-term viability and to maximize its value, also weighing the many legitimate public or private interests involved in relation to any business activity.

For further information please access the [Regulation of the NHHG Board Directors NH Hotel Group](#) available on the corporate website.

Composition of the Board of Directors (as of 31 December, 2023)

Name	Position on the Board	Category
Mr. Dillip Rajakarier	Chairman	Proprietary
Mr. Ramón Aragonés Marín	Vice Presidente and Chief Executive Officer	Executive
Mr. Kosin Chantikul	Director	Proprietary
Mr. Stephen Andrew Chojnacki	Director	Proprietary
Ms. Miriam González-Amézqueta López	Director	Independent
Mr. William Ellwood Heinecke	Director	Proprietary
Ms. Laia Lahoz Malpartida	Director	Executive
Mr. Tomás López Fernebrand	Director	Independent
Mr. Rufino Pérez Fernández	Director	Executive
Ms. María Segimón de Manzanos	Director	Independent
Mr. Carlos Ulecia Palacios	Secretary	Non-Director

**The complete profile of all the members of the Board of NH Hotel Group and its committees is public and can be consulted at the [Corporate Governance](#) section of the Company's corporate website or in section C.13 of the CNMV Corporate Governance Report.*

The current composition is the result of the following changes that occurred in 2023:

- On 18 May 2023, the Company's Board of Directors resolved to take note of the resignation tendered on 16 May 2023 by the independent directors Mr. Alfredo Fernández Agrás, Mr. José María Cantero de Montes-Jovellar and Mr. Fernando Lacadena Azpeitia, with effect from the end of the Company's Ordinary General Shareholders' Meeting.
- As a result of the above, and as the Board had lost confidence in the capacity of Mr. Fernández Agra to remain in his post as Chairman until his resignation as a director came into effect, at its meeting held on 22 May 2023, the Board resolved to appointing Mr. Dillip Rajakarier and Mr. Ramón Aragonés, as the new Chairman and Vice-Chairman, respectively, of the Board of Directors.
- The General Shareholders' Meeting held on 29 June 2023 re-elected Mr. Ramón Aragonés as an executive director, and he was re-elected as CEO at the Board meeting held after that General Meeting.
- At its meeting held on 29 June 2023 after the above-mentioned General Shareholders' Meeting, the Board of Directors resolved to appoint Ms. Miriam González-Amézqueta López, Mr. Tomás López Fernebrand and Ms. María Segimón de Manzanos as independent directors by co-optation, at the proposal of the Nominations, Remuneration and Corporate Governance Committee.

The re-elections and the appointment of these directors were resolved at the Company's [General Shareholder Meeting](#) held on 29 June 2023.

Between 31 December 2023 and the date of drawing up this Report, there have been no changes in the composition of the Board.

At the end of the year the Board of Directors of NH Hotel Group had met on thirteen occasions.



NH Bratislava Gate One
 Bratislava, Slovakia

Board Committees

Audit and Control Committee

Focused mainly, among other matters, on supervising the effectiveness of the Company's internal control and the process of drawing up and presenting statutory financial and non-financial information, ensuring the independence and effectiveness of the internal audit function and of the external audit. In 2023, Ms. Miriam González-Amézqueta López was appointed as Chair of the Audit and Control Committee, replacing Mr. Fernando Lacadena Azpeitia.

Composition of the Audit and control Committee

As of 31 December, 2023

Name	Position	Category
Ms. Miriam González-Amézqueta López	Chairman	Independent
Mr. Tomás López Fernebrand	Member	Independent
Mr. Stephen Andrew Chojnacki	Member	Proprietary
Mr. Carlos Ulecia Palacios	Secretary	Non-Director

At the end of the year, the Audit and Control Committee of NH Hotel Group had met on six occasions.

Nominations, Remuneration and Corporate Governance Committee

Focused mainly on proposing the appointment of Independent Directors or reporting on the suitability of other directors to be appointed, as well as analyzing and evaluating everything related to remuneration of both Board members and Senior Management, drawing up the corresponding policies. It is also responsible for supervising and controlling compliance with corporate governance rules and for environmental, social and financial, non-financial and corporate reporting policies, proposing the necessary Reports to the Board.

Composition of the Nominations, Remuneration and Corporate Governance Committee

As of 31 December 2023

Name	Position	Category
Ms. María Segimón de Manzanos	Chairman	Independent
Mr. Tomás López Fernebrand	Member	Independent
Mr. Stephen Andrew Chojnacki	Member	Proprietary
Mr. Carlos Ulecia Palacios	Secretary	Non-Director

At the end of the year, the Nominations, Remuneration and Corporate Governance Committee of NH Hotel Group had met on seven occasions.



Selection Policy for Director Candidates

Candidate Selection Objectives and Process

On 22 December 2020, following a favorable report issued by the Nominations, Remuneration and Corporate Governance Committee, the Board of Directors approved modifications to the Director Selection Policy in line with the Good Governance Code, which ensures that proposed appointments of directors of the Company are based on a prior analysis of the Board's needs. To evaluate the candidates who participate in the selection process, the procedure takes into account the skills, experience, professionalism, suitability, gender, independence, knowledge, qualities, capacities and availability of members of the Board of Directors from time to time. The Nominations, Remuneration and Corporate Governance Committee plays a relevant role in this process.

This Policy seeks to avoid discrimination and ensure that merit is the prevailing selection principle in finding the best candidates for the Company.

Conditions that candidates must fulfil

Candidates for the post of Director of the Company must meet requisites of qualification and professional and personal honorability. In particular, they must be suitable and prestigious individuals, of recognized professional capability, competence and experience, with sufficient qualifications, training and availability for the position. Candidates must show a commitment to their role, with a personal and professional history of respect for the law and commercial good practice, and they must comply with the obligations always established by law to be part of the Board of Directors. Furthermore, they must be professionals of integrity, whose conduct and career are aligned with the ethical principles and duties established in the Company's internal regulations, and they must share the Group's vision and values.

Promotion of Diversity

NH Hotel Group is convinced that diversity, in all its facets and at all levels of its professional team, is an essential factor to ensure the Company's competitiveness and a key element of its corporate governance strategy. In the candidate selection process, discrimination is avoided, and merit is the principal selection criterion, in the corporate interest, and the process is designed to seek the most qualified candidates.

However, and notwithstanding the above, every time a vacancy arises on the Board of Directors, and the corresponding selection process starts, at least one woman must participate as a candidate. As far as is compatible with the composition of the shareholders and the management body, the Company maintains the intention to comply with the 15th Recommendation of the Good Governance Code. For these purposes, in 2023, the Nominations, Remuneration and Corporate Governance Committee proposed the appointment as Directors of Ms. María Segimón de Manzanos and Ms. Miriam González-Amezqueta López, who were appointed by co-optation by the Board of Directors (together with Mr. Tomás López Fernebrand), at its meeting held after the General Shareholders' Meeting.

To reach this target, the Nominations, Remuneration and Corporate Governance Committee will ensure that the selection process does not suffer from any implicit bias that impedes the selection of female Directors and that the potential candidates include women who match the required professional profile.

Management Committee

The NH Hotel Group Management Committee is conceived as a body that guarantees the viability of the business, seeking growth and establishing the Company's strategic framework, developing talent and leadership.

The Management Committee meets on a weekly basis and is made up of the Chief Officers of the different areas:

Composition of the Management Committee*

As of 31 December 2023

Name	Category
Mr. Ramón Aragonés Marín	Chief Executive Officer
Mr. Alonso Escrivá de Romani Arsuaga	Chief Strategy Officer
Mr. Carlos Ulecia Palacios	General Counsel & Chief Legal and Compliance Officer
Mr. Fernando Vives Soler	Chief Commercial Officer
Mr. Isidoro Martínez de la Escalera Álvarez	Chief Marketing & Communication Officer
Ms. Laia Lahoz Malpartida	Chief Assets & Development Officer
Mr. Luis Martínez Jurado	Chief Financial Officer
Ms. Marta Perez-Leirós Fernández	Chief People & Sustainable Business Officer
Mr. Rufino Pérez Fernández	Chief Operations Officer & Global Transformation Leader

*The complete profile of all the members of the Management Committee can be found in the Management Team section of the [corporate website](#)

Senior Management and Board Remuneration

The average remuneration of Senior Management in 2023 is 433,699 euros which includes: fixed salary, short-term variable salary accrued in 2023, vehicle, medical insurance, life and accident insurance.

As of 31 December 2023, Senior Management, excluding Executive Directors, is made up of 2 men and 1 woman. For confidentiality reasons, the average remuneration has not been broken down by gender. The gender pay gap for Senior Management is 7.7%.

In accordance with the Directors' Remuneration Policy, the Chairman of the Board of Directors receives a fixed annual allowance of 200,000 euros, and the Chairmen of the Audit and Control Committee and the Nominations, Remuneration and Corporate Governance Committee receive a fixed annual allowance of 90,000 euros. The fixed allowance for a member is 50,000 euros.

Executive Directors do not receive any fixed annual remuneration or expenses for attending Board or Committee meetings.

As of 31 December 2023, the Executive Directors are 2 men and 1 woman. The average annual remuneration of the Executive Directors for their Senior Management duties in 2023 is 864,390 euros which includes fixed salary, short-term variable salary accrued in respect of 2023, vehicle, medical insurance, life and accident insurance.

By gender, the average annual remuneration of male Executive Directors is 1,007,742 euros and the average annual remuneration of female Executive Directors is 577,686 euros.

The General Shareholders' Meeting approved the Annual Remuneration Report for the previous year with 99.99 % of votes in favour, a majority support which the Company achieves year after year. This high percentage ratifies the backing given by shareholders and investors to NH Hotel Group's Board Remuneration Policy.

Further information on the Remuneration Policies for the Board of Directors is available in the Annual Report on Remuneration of Directors of Listed Companies 2023. Specifically, in the section [Individual remuneration of each director accrued during the financial year \(including the remuneration paid for performing their executive duties\)](#).