

COMPLETE TEXT OF THE RESOLUTION PROPOSALS TO BE SUBMITTED TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF MELIÁ HOTELS INTERNATIONAL, S.A. ON JUNE 22, 2023 ON FIRST CALL OR ON JUNE 23, 2023 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 2022.

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 2022, verified by the auditor of the Company, Deloitte, S.L.”

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 (including IAGC¹ and IAR²) of the Consolidated Group of Meliá Hotels International, S.A. for financial year ended 31 December 2022.

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 (including IAGC and IAR) of the Consolidated Group of Meliá Hotels International, S.A. for financial year ended 31 December 2022, verified by the auditor of the Company, Deloitte, S.L.”

1.3.- Examination and approval, where appropriate, of the consolidated statement of non-financial information for the financial year ended 31 December 2022 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 2022, 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 2022.

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 2022”.

¹ Annual Corporate Governance Report

² Annual Report on the Remuneration of Directors

1.5.- Approval of the allocation of results for financial year 2022.

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

"To approve the allocation of the results for 2022 financial year which, as it transpires from the approved income statement, amounts to a negative result (losses) of € 22,401,716.63 as follows:

Negative results from previous financial years: € 22,401,716.63."

** The Board of Directors, in order to strengthen the Company's solvency and liquidity, has decided not to propose to the General Shareholders' Meeting the distribution of dividends.*

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 Mr Gabriel Escarrer Juliá as External Proprietary Director.

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

"To re-elect Mr. Gabriel Escarrer Juliá as 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 Sustainability Committee

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

2.2.- Appointment of Mr Alfredo Pastor Bodmer as External Proprietary Director.

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

"To appoint Mr. Alfredo Pastor Bodmer, as 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 Sustainability Committee.

Pursuant to Article 529 duodecies of the Corporate Enterprises Act, he shall be deemed to be an External Proprietary Director".

2.3.- Re-election of Ms María Cristina Henríquez de Luna Basagoiti as External Independent Director.

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

“To re-elect Ms María Cristina Henríquez de Luna Basagoiti as a Director for the statutory period of four (4) years, at the proposal of the Appointments, Remuneration and Sustainability Committee and prior explanatory report of the Board of Directors.

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

2.4.- 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.”

THIRD.- STATUTORY AUDITOR

3.1 – Re-election of Deloitte, S.L. as the Statutory Auditor of the Company and its Group for the financial year 2023.

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

“In accordance with the proposal made to the Board of Directors by the Auditing and Compliance Committee, the reelection of the firm Deloitte, S.L. as Auditor, in order to review the Annual Accounts and Management Report for both the Company and the consolidated Group corresponding to the financial year 2023.

Deloitte, S.L., is company with registered office at Plaza Pablo Ruiz Picasso, 1, Torre Picasso, 28020 Madrid, with Tax Identification Number B-79104469, and being registered in Official Registry of Accounts Auditors under number S0692.

To empower the Board of Directors with the specific and necessary powers, as broad as required and necessary in Law, including the power to, in turn, delegate them to any of its members, in order to proceed with the subscription, formalization and materialization with PricewaterhouseCoopers Auditores, S.L. of the corresponding agreement on the exercise of the latter as Auditor of the Company, with the agreements, clauses, terms and conditions deemed convenient, as well as to make any pertinent amendments to it pursuant to the legislation in force at any given time.”

FOURTH.- DELEGATIONS AND AUTHORISATIONS TO THE BOARD OF DIRECTORS

4.1.- Authorisation to the Board of Directors, with powers to sub-delegate, to increase the share capital pursuant to article 297.1.b) of the Corporate Enterprises Act, empowering it to exclude pre-emptive rights in the terms set forth by article 506 of the mentioned Act, annulling the authorisation granted by the General Shareholders' Meeting held on 10 July 2020

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

“Pursuant to the provisions of article 297.1. b) of the Corporate Enterprises Act, to delegate to the Board of Directors of the Company, as broadly as may be required by law, the power to increase the share capital, without prior consultation with the General Shareholders’ Meeting, within the period established for such purpose and by the maximum amount provided for in the Corporate Enterprises Act, on one or more occasions, with or without pre-emptive subscription rights, redrafting the article of the Company Bylaws relating to share capital, deciding in each case its timeliness or advisability, in accordance with the following conditions:

1. *Authorised capital, amount, term and consideration.- The share capital may be increased, without prior consultation with the General Shareholders’ Meeting, on one or more occasions and at any time within a period of five (5) years from the date of this Ordinary General Shareholders’ Meeting, up to a maximum of one-half of the share capital at the time of authorisation (i.e. up to a maximum of €22,040,000 of the nominal value). The capital increase or increases may be carried out either by increasing the nominal value of the existing shares, or by issuing new common or preferred shares, with or without share premium, with or without voting rights, or redeemable shares, or several methods at the same time, with the consideration for the new shares or the increase in the nominal value of the existing ones consisting of monetary contributions, including the transformation of unrestricted reserves, and several methods may even be used simultaneously, subject to the requirements set out in the Corporate Enterprises Act.*

2. *Scope of the delegation.- The Board of Directors may set all the terms and conditions of capital increases, deciding in each case on their timeliness and advisability. It may also determine the investors and markets for which the capital increases are intended and the placement procedure to be followed, freely offer the new shares not subscribed during the pre-emptive subscription period and establish that, in the event of incomplete subscription, the capital increase be rendered ineffective, or that the capital be increased only by the amount of the subscriptions made, and may redraft the article of the Company Bylaws relating to share capital.*

3. *Likewise, the delegation to the Board of Directors includes the broadest powers as required by Law for the interpretation, application, execution and implementation of the capital increase resolutions, also granting it powers to correct and supplement them as necessary, as*

well as to comply with any requirements that may be legally required to implement them, being able to correct omissions or defects in said resolutions detected by any national or foreign authorities, officials or bodies. It shall also be empowered to adopt any resolutions and execute any public or private documents as it may deem necessary or advisable to adapt the aforementioned capital increase resolutions to the verbal or written instructions of the Commercial Registrar or, in general, of any other competent national or foreign authorities, officials or bodies.

4. Application for admission to trading.- By virtue of this authorisation, the Board of Directors is also authorised to apply for the admission to listing and delisting of the shares that may be issued on any Stock Exchange or regulated markets, whether domestic or foreign, or, in the event of a change in the nominal value of shares already issued, the delisting and relisting thereof, under the terms of the applicable legislation.

5. Exclusion of pre-emptive subscription rights. The Board of Directors is also expressly empowered to exclude, in whole or in part, pre-emptive subscription rights in relation to all or any of the issues agreed on the basis of this authorisation, in accordance with the provisions of Article 506 of the Corporate Enterprises Act, however, this power shall be limited to the fact that increases in share capital made under this authorisation added to those increases to be made within the framework of issues of convertible instruments, in exercise of the delegation for the issue of bonds and debentures convertible into capital, excluding pre-emptive subscription rights, provided for in section 4.3 of the Agenda, do not exceed the amount equal to 20 % of the share capital on the date of adoption of this resolution.

In accordance with the provisions of the applicable legislation, the Board of Directors may make use of the power granted to it under the provisions of the preceding paragraph when the interests of the Company so require, and shall issue a report detailing the specific reasons of corporate interest justifying such measure at the time the increase is resolved, which shall be accompanied, if legally required or if the Board of Directors decides to obtain it voluntarily, by the independent expert's report provided for in article 308 of the Corporate Enterprises Act. The report, or reports, as applicable, shall be made available to the shareholders and communicated to the first General Shareholders' Meeting held after the resolution to increase the share capital, in accordance with the provisions of the aforementioned article 506 of the Corporate Enterprises Act.

6. Powers of delegation, sub-delegation and granting of powers.- By means of this Resolution and in accordance with article 249 bis section I) of the Corporate Enterprises Act, the Board of Directors is expressly authorised so that it may, in turn, delegate the delegated powers referred to in this resolution to any of the members of the Board of Directors or to any other person, whether or not that person is a member of the Board].

It is hereby stated that the relevant Directors' report justifying the proposed delegation to increase the share capital has been made available to the shareholders.

This delegation of powers to the Board of Directors replaces that granted under item 4.1 of the Agenda of the General Shareholders' Meeting of the Company held on 10 July 2020, without affecting the outstanding issues currently formalised thereunder."

4.2.- Delegation to the Board of Directors, with powers to sub-delegate, of the power to issue simple debentures or bonds and other fixed-income securities of a similar nature, and to guarantee issues of such securities carried out by other Group companies, annulling the authorisation granted by the General Shareholders' Meeting held on 10 July 2020

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

"To delegate to the Board of Directors of the Company, pursuant to the applicable legislation and the Company Bylaws, the power to issue bonds, debentures or other simple fixed-income securities of a similar nature and with the power to sub-delegate the delegated powers, in accordance with the following conditions:

1. *Securities covered by the issue.- The securities to which this delegation refers may be debentures, bonds and other simple fixed-income securities of a similar nature. This delegation may be used to issue promissory notes, preferred shares and other securities of a similar nature.*

The delegation also includes the power to establish and/or renew programmes for the continuous or open issue of debentures, bonds, promissory notes, European Commercial Paper and any other fixed-income securities of a similar nature, under any denomination.

2. *Period of the delegation.- The securities may be issued, on one or more occasions, within a maximum period of five (5) years from the date of the adoption of this Resolution.*

3. *Maximum amount of the delegation.- The delegation is limited to the maximum nominal amount of ONE THOUSAND FIVE HUNDRED MILLION EUROS (€1,500,000,000) or the equivalent in another currency. The said absolute limit of ONE THOUSAND FIVE HUNDRED MILLION EUROS (€1,500,000,000) shall be reduced by the amount by which debentures, bonds and other simple fixed-income securities of a similar nature have been issued, in any form permitted by Law under this authorisation.*

4. *Scope of the delegation.- The delegation to issue securities shall include, as broadly as required by Law, the setting of the different economic terms, regime, aspects and conditions of each issue. In particular and by way of illustration only and without limitation, the Board of Directors of the Company shall be responsible for determining, for each issue or issue programmes: the amount, complying with the total quantitative limit mentioned in section 3 above; the procedure, place of issue and type of issue; currency of the issue and, in the case of foreign currency, its equivalent in euro; the denomination or form of the securities, whether*

bonds or debentures, or any other permitted denomination or form; the date(s) of issue; the number of securities and their nominal value; the interest rate (fixed or variable or a combination of both); the coupon payment dates and procedure; whether the issue is perpetual or subject to redemption and, in the latter case, the redemption period and maturity date(s); anti-dilution mechanisms and clauses, if any; guarantees, reimbursement rates and prices, premiums and lots; the type of representation, such as securities or book entries or any other type permitted by Law; the placement and subscription regime and rules applicable to the subscription; the ranking of the securities, the priority regime and subordination clauses, if any; the law applicable to the issue; any procedure, type, clause, term or condition permitted by Law, in relation to the issue, redemption, indication of yield or conditions thereof, as well as for resolving any questions relating to the issue authorised on the basis of this delegation; the power to apply for admission to listing and, if appropriate, delisting of the securities to be issued on secondary markets, whether organised or not, official or unofficial, or Spanish or foreign multilateral trading systems, subject to the requirements established by the applicable legislation in each case, and to carry out such formalities as may be necessary, in accordance with the applicable securities market regulations, for the execution of the specific issues agreed under this delegation; and, in general, any other terms and conditions of the issue, as well as, if applicable, the appointment of the trustee of the syndicate of holders of securities and the approval of the basic rules governing the legal relations between the Company and the syndicate of holders of the securities being issued, in the event that it is necessary or it is decided to create such a syndicate. In the case of issue programmes, the maximum total amount of the programme(s), the maximum and minimum nominal amounts of the securities to be issued, the procedure or system for issuing and allotting them and, in general, any other aspect or condition of the issuers or programmes, including their subsequent modification.

The delegation also includes the attribution to the Board of Directors of the power, in each case, to decide on the conditions of redemption of the securities issued under this delegation, being able to use, to the extent applicable, the means of collection referred to in article 430 of the Corporate Enterprises Act or any other means that may be applicable.

Likewise, The Board of Directors is empowered, when it deems it appropriate, and subject to obtaining the necessary official authorisations and, where appropriate, to the approval of the Assemblies of the corresponding Syndicates or bodies representing the holders of the securities, to modify the conditions of the securities issued (for instance, their term or interest rate), if applicable, in each of the issues made under this delegation.

5. *Likewise, the delegation to the Board of Directors includes the broadest powers as required by Law for the interpretation, application, execution and implementation of the resolutions for the issue of simple debentures or bonds and other fixed-income securities of a similar nature, also granting it powers to correct and supplement them as necessary, as well as to comply with any requirements that may be legally required to implement them, being able to correct omissions or defects in said resolutions detected by any national or foreign*

authorities, officials or bodies. It shall also be empowered to adopt any resolutions and execute any public or private documents as it may deem necessary or advisable to adapt the aforementioned resolutions for the issue of simple debentures or bonds and other fixed-income securities of a similar nature to the verbal or written instructions of the Commercial Registrar or, in general, of any other competent national or foreign authorities, officials or bodies.

6. Information to the General Shareholders' Meeting.- The Board of Directors shall inform the shareholders at the subsequent General Shareholders' Meetings held by the Company of the use, if any, of the delegation of powers referred to in this resolution up to that time.

7. Admission to trading.- The delegation to the Board of Directors provided for herein also includes the application for admission to trading, when the Board of Directors considers it appropriate, on official or unofficial secondary markets, whether organised or not, national or foreign multilateral trading systems, of the securities issued by virtue of this delegation, empowering the Board of Directors to carry out the formalities and actions necessary for admission to listing before the competent bodies of the various national or foreign securities markets, also providing such guarantees or commitments as may be required by the legal provisions in force.

8. Powers of delegation, sub-delegation and granting of powers.- By means of this Resolution and in accordance with article 249 bis section I) of the Corporate Enterprises Act, the Board of Directors is expressly authorised so that it may, in turn, delegate the delegated powers referred to in this resolution to any of the members of the Board of Directors or to any other person, whether or not that person is a member of the Board].

9. Guarantee of issues of securities by Group companies.- The Board of Directors is also authorised, for the same period of 5 years, to guarantee on behalf of the Company, within the aforementioned limits, the issues of securities which, during the term of this Resolution, are carried out by Group companies.

This delegation of powers to the Board of Directors replaces that granted under item 4.2 of the Agenda of the General Shareholders' of Meeting the Company held on 10 July 2020, without affecting the outstanding issues currently formalised thereunder."

4.3 - Delegation to the Board of Directors, with powers to sub-delegate, of the power to issue fixed-income securities or debt instruments of a similar nature, which are convertible into shares of the Company, to guarantee issues of such securities carried out by other Group companies, and to increase capital in the amount necessary to execute the conversion. Delegation to exclude pre-emptive rights in the terms set forth by article 511 of the Corporate Enterprises Act, annulling the authorisation granted by the General Shareholders' Meeting held on 10 July 2020.

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

“To delegate to the Board of Directors, pursuant to the provisions of Articles 286, 297, 417 and 511 of the Corporate Enterprises Act and 319 of the Regulations of the Commercial Registry, the power to issue negotiable securities convertible into shares, or giving the right to subscribe for newly issued shares of the Company, with the power to exclude shareholders' pre-emptive subscription rights and with the power to sub-delegate the delegated powers, in accordance with the following conditions:

- 1. Securities covered by the issue.- The securities to which this delegation refers may be debentures, bonds, other fixed-income securities or debt instruments of a similar nature in any form permitted by Law, convertible (including contingently) into shares of the Company, including, but not limited to, preferred shares (if legally admissible), promissory notes or warrants or other similar securities that may directly or indirectly entitle the holder to subscribe for or acquire shares of the Company, whether newly issued or already outstanding, to be settled by physical delivery or by offset.*
- 2. Period of the delegation.- The securities may be issued, on one or more occasions, within a maximum period of five (5) years from the date of adoption of this Resolution.*
- 3. Maximum amount of the delegation.-: The delegation is limited to the maximum nominal amount of ONE THOUSAND FIVE HUNDRED MILLION EUROS (€1,500,000,000) or the equivalent in another currency. The said absolute limit of ONE THOUSAND FIVE HUNDRED MILLION EUROS (€1,500,000,000) shall be reduced by the amount by which debentures, bonds and other securities convertible into shares of the Company and other fixed-income securities or debt instruments of a similar nature have been issued in any legally admissible form under this authorisation or other authorisations, with or without pre-emptive subscription rights, under this authorisation.*
- 4. Scope of the delegation.- The delegation to issue securities shall include, as broadly as required by Law, the setting of the different economic terms, regime, aspects and conditions of each issue. In particular and by way of illustration only and without limitation, the Board of Directors of the Company shall be responsible for determining, for each issue: the amount, complying with the total quantitative limit mentioned in*

section [3] above; the place of issue and type of issue; currency of the issue and, in the case of foreign currency, its equivalent in euro; the type of securities and the denomination, whether bonds or debentures –including subordinated debentures, warrants, preferred shares or other fixed-income securities of a similar nature– or any other legally admissible securities, which may be totally or partially convertible (necessarily and/or voluntarily and, in the latter case, at the option of the holder and/or the issuer) into newly issued shares of the Company, or include a call option right; the date(s) of issue; the number of securities and their nominal value, which shall not be less than the nominal value of the shares; the interest rate (fixed or variable), payable in cash or in kind (with treasury shares or newly issued shares), and the coupon payment dates and procedure, including the possibility of remuneration linked to the Company's share price performance or any other indexes or parameters; whether the issue is perpetual or subject to redemption and, in the latter case, the redemption period and maturity date(s); the convertible nature, as well as the possibility to meet the conversion or to redeem all or part of the issue in cash at any time; anti-dilution mechanisms and clauses, if any; guarantees, reimbursement rates and prices, premiums and lots; the type of representation, such as securities or book entries or any other type permitted by Law; the placement and subscription regime and rules applicable to the subscription and the disbursement regime; the ranking of the securities, the priority regime and subordination clauses, if any; the regime for the exercise or exclusion of pre-emptive subscription rights in respect of holders of shares and, in general, the law applicable to the issue; any procedure, type, clause, term or condition permitted by Law, in relation to the issue, redemption (with the possibility to use, to the extent applicable, the means of collection referred to in Article 430 of the Corporate Enterprises Act, or any other means that may be applicable), indication of yield or conditions thereof, as well as for resolving any questions relating to the issue authorised on the basis of this delegation; the power to apply for admission to listing and, if appropriate, delisting of the securities to be issued on Spanish or foreign secondary markets, whether organised or not, official or unofficial, subject to the requirements established by the applicable legislation in each case, and to carry out such formalities as may be necessary, in accordance with the applicable securities market regulations, for the execution of the specific issues agreed under this delegation; and, in general, any other terms and conditions of the issue, as well as, if applicable, the appointment of the trustee of the syndicate of holders of securities and the approval of the basic rules governing the legal relations between the Company and the syndicate of holders of the securities being issued, in the event that it is necessary or it is decided to create such a syndicate.

Likewise, The Board of Directors is empowered, when it deems it appropriate, and subject to obtaining the necessary official authorisations and, where appropriate, to the approval of the Assemblies of the corresponding Syndicates or bodies representing the

holders of the securities, to modify the conditions of the securities issued and their respective term and the interest rate that, if any, is accrued by the securities included in each of the issues made under this delegation and any other terms and conditions thereof.

5. *Basis and methods of conversion.- It is agreed to establish the following criteria:*

- a) *The securities issued under this resolution shall be convertible into shares of the Company on the basis of a fixed or variable, determined or determinable, conversion ratio, with the Board of Directors being empowered to determine whether they are necessarily, voluntarily or contingently convertible, and in the event that they are voluntarily convertible, at the option of the holder or the Company, at such intervals and for such period as may be established in the issue resolution. Such maximum period shall not apply to securities without a maturity date which are convertible.*
- b) *In the case of a fixed conversion ratio, the securities issued shall be valued at their nominal amount and the shares shall be valued at the exchange rate determined by the resolution of the Board of Directors making use of the delegation, or at the exchange rate determinable on the date(s) indicated in such resolution and based on the listed price of the Company's shares on the date(s) or period(s) taken as a reference, with or without discount or premium [the Board may determine such conversion criteria as it deems appropriate].*
- c) *In the case of a variable conversion ratio, the securities shall also be valued at their nominal amount and the price of the shares for conversion purposes shall be that determined by the Board of Directors, which may include a premium or, where applicable, a discount on the price per share resulting from the criteria established]. The premium or discount may be different for each conversion date of each issue (or, as the case may be, each tranche of an issue), but if a discount on the price per share is fixed, it must be fixed by the Board of Directors or by the person authorised by it, in accordance with the terms considered appropriate in the market from time to time.*
- d) *Pursuant to Article 415 of the Corporate Enterprises Act, debentures, bonds or other securities may not be converted into shares of the Company when the nominal value of such debentures, bonds or securities to be converted is less than the nominal value of the shares into which they are converted. Nor may convertible debentures, bonds or fixed-income securities be issued for less than their nominal value.*
- e) *When the conversion takes place, the fractions of shares that, if any, should be delivered to the holder of the debentures or bonds shall be rounded down to the*

next lower whole number, and each holder shall receive in cash the difference that may arise in such case, depending on the availability of the Company's cash.

f) At the time of approving an issue under the delegation contained in this Resolution, the Board of Directors shall issue a report developing and specifying, on the basis of the criteria described above, the basis and methods of the conversion specifically applicable to the issue concerned. When so required by the applicable regulations, this report shall be accompanied by the relevant auditor's report, other than the Company's auditor, appointed for this purpose by the Commercial Registrar, in accordance with article 414 of the Corporate Enterprises Act.

6. Basis and methods for the exercise of warrants and other similar securities.- The rules provided for in this Resolution shall apply mutatis mutandi in the event of the issue of warrants or other similar securities that may confer the right to subscribe for newly issued shares of the Company, and the delegation shall include the broadest powers, with the same scope as in the preceding paragraphs, to decide on all matters that are deemed appropriate in relation to such securities.

Consequently, for issues under the delegation granted herein, the criteria set out in section [5] above shall apply, with the necessary adaptations in order to make them compatible with the legal and financial regime for this type of securities.

7. Exclusion of pre-emptive subscription rights.- The Board of Directors is expressly delegated, pursuant to articles 417 and 511 of the Corporate Enterprises Act, the power to exclude, in whole or in part, shareholders' pre-emptive subscription rights in issues of convertible debentures or bonds, warrants and other securities similar to these, which occasionally it may decide to carry out under this delegation, when this is necessary or advisable for the Company's interests. In any event, if it is decided to exercise the conferred power to exclude pre-emptive subscription rights, the Board shall issue, at the time of approving the issue and in accordance with the applicable regulations, a report detailing the specific reasons of corporate interest justifying such measure, which, when required by the Corporate Enterprises Act, shall be accompanied by the corresponding report of an independent expert appointed by the Commercial Registry. Pursuant to article 510 of the Corporate Enterprises Act, the independent expert's reports provided for in articles 414.2 and 417.2.b) of the Corporate Enterprises Act shall not be required when the capital to be issued on the occasion of the conversion of the corresponding issue of convertible securities does not reach 20% of the share capital. However, the Board of Directors may obtain such reports on a voluntary basis.

This power shall in any event be limited to those issues of convertible securities excluding shareholders' pre-emptive subscription rights for an aggregate maximum amount in

accordance with which the capital increases made pursuant to the delegation conferred by this resolution, added to the capital increases excluding pre-emptive subscription rights made in exercise of the authorisation provided for under item 4.1 of the Agenda, do not exceed an aggregate maximum nominal amount equal to 20% of the share capital at the date of adoption of this resolution (€22,040,000 of the nominal value).

8. *Capital increase.- Pursuant to article 297.1.b) of the Corporate Enterprises Act, the Board of Directors is empowered to increase capital by the amount necessary to meet conversion requests. This power may only be exercised to the extent that the sum of the capital increased by the Board of Directors to cover the conversion of convertible debentures or bonds and the other capital increases agreed under other delegations granted by the General Shareholders' Meeting to increase capital, does not exceed the limit of one-half of the amount of share capital provided for in article 297.1.b) of the Corporate Enterprises Act. This delegation to increase the share capital to cover the conversion of securities includes the power to issue, on one or more occasions, the shares representing the share capital which are necessary to carry out the conversion, as well as to redraft article 5 of the Company Bylaws relating to the amount of share capital and the number of outstanding shares and, where appropriate, to cancel the part of said capital increase which has not been necessary for the conversion of securities convertible into shares. In accordance with the provisions of article 304.2 of the Corporate Enterprises Act, the capital increase carried out by the Board of Directors to meet such conversion requests shall not give rise to pre-emptive subscription rights of the Company's shareholders.*

9. *Likewise, the delegation to the Board of Directors includes the broadest powers as required by Law for (i) developing and determining the basis and methods of conversion as described in sections [5 and 6]; (ii) the interpretation, application, execution and implementation of the resolutions for issue of securities that are convertible into shares of the Company, on one or more occasions, and the corresponding capital increase, also granting it powers to correct and supplement them as necessary, as well as to comply with any requirements that may be legally required to implement them, being able to correct omissions or defects in said resolutions detected by any national or foreign authorities, officials or bodies. It shall also be empowered to adopt any resolutions and execute any public or private documents as it may deem necessary or advisable to adapt the aforementioned resolutions for issue of convertible securities and the corresponding capital increase to the verbal or written instructions of the Commercial Registrar or, in general, of any other national or foreign competent authorities, officials or bodies.*

10. *Information to the General Shareholders' Meeting.- The Board of Directors shall inform the shareholders at the subsequent General Shareholders' Meetings held by the Company of the use, if any, of the delegation of powers referred to in this resolution up to that time.*

Likewise, in accordance with the applicable legislation, the issue resolution adopted on the basis of this delegation must be accompanied by the corresponding supporting report of the Board of Directors detailing the specific reasons of corporate interest justifying such measure, which, when so required by the applicable regulations, shall be the subject of the corresponding report by an independent expert appointed by the Commercial Registry, as referred to in articles 414, 417, 510 and 511 of the Corporate Enterprises Act. The report, or reports, as applicable, shall be made available to the shareholders and communicated to the first General Shareholders' Meeting held after the issue resolution.

11. *Admission to trading.- The delegation to the Board of Directors provided for herein also includes the application for admission to trading, when the Board of Directors considers it appropriate, on official or unofficial secondary markets, whether organised or not, national or foreign, of the securities issued by virtue of this delegation, as well as the shares issued as a result of the conversion of the said securities, empowering the Board of Directors to carry out the formalities and actions necessary for admission to listing before the competent bodies of the various national or foreign securities markets, also providing such guarantees or commitments as may be required by the legal provisions in force.*

12. *Powers of delegation, sub-delegation and granting of powers.- By means of this Resolution and in accordance with article 249 bis section I) of the Corporate Enterprises Act, the Board of Directors is expressly authorised so that it may, in turn, delegate the delegated powers referred to in this resolution to any of the members of the Board of Directors or to any other person, whether or not that person is a member of the Board.*

13. *Guarantee of issues of securities by Group companies.- The Board of Directors is also authorised to guarantee on behalf of the Company, within the aforementioned limits, the issues of securities which, during the term of this Resolution, are carried out by Group companies.*

It is hereby stated that the relevant Directors' report justifying the proposed delegation to issue any fixed-income securities or debt instruments of a similar nature which are convertible into, or which confer rights to subscribe for, shares of the Company or which confer rights to acquire shares in the Company, has been made available to the shareholders.

This delegation of powers to the Board of Directors replaces that granted under item 4.2 of the Agenda of the General Shareholders' Meeting of the Company held on 10 July 2020, without affecting the outstanding issues currently formalised thereunder.

FIFTH. – REMUNERATION.

5.1.- 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 Sustainability Committee, that has been previously approved by the Board of Directors of Meliá Hotels International, S.A. held on February 27, 2023”.

SIXTH.- INFORMATIVE ITEMS.

6.1.- 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 July 10, 2020 and by resolution of the Board of Directors held on 5, May 2022, different issues have been made, a total amount of which amounted to € 163,400,000.

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

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

6.2.- Information regarding the amendment of the articles 5, 9, 10, 11, 12, 13, 14, 15, 16bis, 17, 24, 27, 31 and 32 of the Board of Directors Regulations.

The Board of Directors, by resolution of the Board of Directors held on 16, June 2022, 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 5, 9, 10, 11, 12, 13, 14, 15, 16bis, 17, 24, 27, 31 and 32 of the mentioned Regulations, and has registered it before the Mercantile Registry of Mallorca on August 17, 2022, under volume 2913, sheet 60, entry 169, 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.

SEVENTH. - 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”*
