

**PROPOSAL OF AGREEMENTS
OF THE BOARD OF DIRECTORS**

**EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING
MINOR HOTELS EUROPE & AMERICAS, S.A.**

JANUARY 20, 2025

FIRST ITEM ON THE AGENDA

Examination and approval, if appropriate, of the delisting from the Spanish Stock Exchanges of the shares representing the share capital of Minor Hotels Europe & America, S.A. and of the formulation by MHG Continental Holding (Singapore) Pte Ltd of the subsequent takeover bid for the shares.

PROPOSAL OF RESOLUTION:

1. EXCLUSION FROM NEGOTIATION

It is resolved to approve the delisting from trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (the "**Spanish Stock Exchanges**") and, consequently, from trading through the Sistema de Interconexión Bursátil (Continuous Market, "**SIBE**"), of all of the shares representing the share capital of Minor Hotels Europe & America, S.A. ("**MHEA**" or the "**Company**"), all in accordance with the provisions of article 65 of Law 6/2023, of 17 March, on Securities Markets and Investment Services (the "**LMVSI**") and article 10 and related articles of Royal Decree 1066/2007, of 27 July, on the rules governing public takeover bids for securities (the "**Royal Decree 1066/2007**").

The justification for the delisting is contained in the report prepared by the Board of Directors of the Company on 13 December 2024, in compliance with the provisions of articles 65.3 of the LMVSI and 10.5 of Royal Decree 1066/2007, which has been made available to the shareholders on the occasion of the call to this General Shareholders' Meeting.

The effectiveness of the delisting is subject to the authorisation by the Comisión Nacional del Mercado de Valores ("**CNMV**") and settlement of the takeover bid for the shares of the Company to be made by MHG Continental Holding (Singapore) Pte Ltd ("**MHG**" or the "**Offeror**") referred to in the following section.

2. TAKEOVER BID

To take note of the resolution adopted by MHG, the majority shareholder of the Company, to promote a public tender offer for the shares of the Company for delisting, all in accordance with the inside information notice published by the Company on 13 December 2024.

In consequence of the foregoing, to approve that the majority shareholder of the Company (MHG) make a tender offer for the shares of the Company in accordance with the provisions of article 65 of the LMVSI and article 10 of Royal Decree 1066/2007, on the occasion of the delisting of all the shares of the Company from the Spanish Stock Exchanges and, consequently, their trading through the SIBE (the "**Offer**"), in accordance with the following terms and conditions:

- a) **Offeror:** the Offeror is MHG Continental Holding (Singapore) Pte Ltd., a Singapore company with registered office at 80 Robinson Road # 02-00 Singapore (068898). MHG holds 417,728,222 shares in the Company, representing approximately

95.865% of its share capital. MHG is indirectly wholly owned by Minor International Public Company Limited ("MINT"), a Thai company with registered office at 88 The Parq Building 12th Fl., Ratchadaphisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok 10110. MINT is the parent company of the Minor Group and its shares are listed on the Bangkok Stock Exchange.

- b) Securities to which the Offer extends:** the Offer is addressed to all the shares of the Company, except those whose holders have voted in favour of the exclusion at the General Meeting, and who, in addition, immobilise their MHEA shares until the Offer acceptance period referred to in article 23 of Royal Decree 1066/2007 has elapsed.

The Offeror shall immobilise all the shares in the Company of which it is the holder at that time until the end of the Offer acceptance period and, therefore, these shares shall be excluded from the Offer.

As there are no subscription rights, debentures convertible or exchangeable into shares, warrants or any other securities or instruments that may directly or indirectly entitle the holder to subscribe for or acquire shares in the Company, the Offer will not be directed at such securities or instruments.

- c) Consideration:** in accordance with the provisions of article 10.3 of Royal Decree 1066/2007, the Offer shall be formulated as a sale and purchase, the total consideration consisting of cash, which would be paid in cash at the time of settlement of the Offer.

The Offer price will be 6.37 euros per share.

- d) Purpose:** the Offer is formulated in order to promote the delisting of the Company's shares from the Spanish Stock Exchanges and, consequently, from trading through the SIBE.

- e) Absence of conditions:** the effectiveness of the Offer is not subject to any condition. In any event, (a) the launch of the Offer requires the prior approval of the General Meeting in the terms set out in the proposed resolution that the Board of Directors of the Company submits for the consideration and approval of its shareholders, and (b) the Offer and its price are subject to the mandatory authorisation of the CNMV, which may be void in the event that the CNMV refuses such authorisation, in accordance with the provisions of article 21 of Royal Decree 1066/2007.

- f) Compulsory purchase:** in the event that, as a consequence of the Offer, on the settlement date of the Offer, the conditions set out in article 47.1 of Royal Decree 1066/2007 are met, MHG intends to require the holders of shares in the Company to whom the Offer would be addressed and who have not participated in the Offer, to sell them compulsorily at the same price as the Offer, i.e. at a price of 6.37 euros per share. Likewise, in the event that the aforementioned conditions are fulfilled, any of the shareholders of MHEA who so wish may require MHG to compulsorily purchase all of their MHEA shares at the same Offer price indicated above.

SECOND ITEM ON THE AGENDA

Delegation of powers to formalize, clarify, interpret, correct and execute the resolutions adopted by the General Shareholders' Meeting.

PROPOSAL OF RESOLUTION:

It is resolved to delegate jointly and severally to the Chairman of the Board of Directors, Mr. Emmanuel Jude Dillipraj Rajakarier, to the Vice-Chairman of the Board of Directors, Mr. Ramón Aragonés Marín, and to the non-director Secretary of the Board of Directors, Mr. Carlos Ulecia Palacios, so that any of them individually in the broadest terms required by law, can:

- a) Carry out such acts or legal business as may be necessary or merely convenient for the execution of previous agreements, executing such public or private documents as they deem necessary or convenient for the fullest effectiveness of the same.
- b) File and process all the necessary files and documentation with the Comisión Nacional del Mercado de Valores, the Governing Companies of the Spanish Stock Exchanges, the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), the participating entities or those in charge of the book-entry accounting register and other public or private bodies when necessary.
- c) Represent the Company before any bodies, public offices, registries, public or private, national or foreign entities, before which it is necessary to carry out any actions relating to the delisting of the Company's shares and, in particular, those mentioned in the immediately preceding section.
- d) Revoke, as the case may be, the designation of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) and its participating entities as the entities in charge of the accounting register of the Company's shares. (Iberclear) and its participating entities as the entities responsible for keeping the accounting register of the Company's shares, and, in such case, to appoint, at its discretion, once the Company's shares have been delisted from trading on the Spanish Stock Exchanges, and for so long as the Company's shares are represented by book entries, a new entity responsible for keeping the accounting register of the Company's shares.
- e) Appear before the competent Mercantile Registries, the National Securities Market Commission, the Governing Companies of the corresponding Stock Exchanges, the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) and any other public or private authorities, bodies or entities, signing such public or private documents and carrying out and complying with such formalities and actions as may be necessary or advisable for the execution of the

Company's shares. (Iberclear) and any other public or private authorities, bodies or entities, signing for this purpose any public or private documents, and carrying out and complying with any formalities and actions that may be necessary or advisable for the execution and successful completion of previous resolution, being entitled, in particular and without limitation, to determine, clarify, specify, modify and interpret its content in all its terms and conditions as not provided for by this general shareholders' meeting, even modifying the wording and conditions in such aspects as may be necessary in order to adjust the text and contents thereof to any legislative modifications or recommendations of a non-binding nature that may occur between the date of adoption of the resolution and the date of its presentation or registration in any public register, and to the qualifications that any of the aforementioned authorities and bodies or any other competent authorities and bodies may make regarding the said documents, formalising such supplementary documents as may be necessary in this respect, as well as correcting any defects, omissions or errors that may be detected or brought to the attention of the National Securities Market Commission and/or the Mercantile Registry.

- f) Carry out all acts, related or complementary, that may be necessary or convenient for the successful completion of previous agreements.
- g) Delegate, in turn, to one or more persons, who may act jointly and severally, the powers conferred under the preceding paragraphs.