

## **Examination and approval, as the case may be, of the proposed application of results and of the distribution of the dividend.**

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### PROPOSED RESOLUTION:

To approve the proposed application of results and the distribution of dividends formulated by the Board of Directors, as described as follows:

#### 3.1. Proposal to approve the proposed application of results and of the distribution of the dividend for the year 2018

To distribute, chargeable with the results of fiscal year 31 December 2018, a dividend of €0.15 (fifteen cents of euro) for each share of NH HOTEL GROUP, S.A. with the right to perceive such dividend and is in circulation at the date on which the payment is due; this in accordance with the following calendar:

- *Last trading date:* 11th June 2019
- *Ex date:* 12th June 2019
- *Record date:* 13th June 2019
- *Payment date:* 14th June

The distribution of the dividend will be done through the participating entities in “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal” (IBERCLEAR). The Board of Directors, after due verification of compliance of all obligations assumed under the finance agreements signed by NH HOTEL GROUP, S.A., shall be empowered to appoint the payment entity and to take all other measures that may be necessary for the payment. The base of the distribution (euros) is the following:

#### BASE OF THE DISTRIBUTION:

- Benefits of fiscal year 2018: 160.191.672,36 euros

#### DISTRIBUTION:

- To Legal reserve: 16.019.167,24 euros
- Voluntary reserves 85.401.661,67 euros
- To dividend (maximum distributable amount corresponding to a dividend of EUR 0.15 gross per share of the totally of the 392.180.243 ordinary shares of NH HOTEL GROUP, S.A. that, as a maximum, will

be circulating at that date, following the exclusion of the own shares without right for dividend): 58.770.843,45 euros

TOTAL 160.191.672,36 euros

### 3.2 Proposal of compensation of negative results of previous exercises.

Compensate the negative results of previous exercises as included in the balance sheet of the Company as per 31 December 2018, for an amount of 255.869.293,58 euros, charged to voluntary reserves.