



**PROPOSED RESOLUTIONS FORMULATED BY THE BOARD OF DIRECTORS TO THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AMREST HOLDINGS, SE**

The Board of Directors of AmRest Holdings, SE (“**AmRest**” or the “**Company**”) proposes for approval by the General Shareholders’ Meeting the following resolutions:

**FIRST ITEM OF THE AGENDA**

**Examination and approval, if applicable, of the individual annual accounts (balance sheet, income statement, statement of recognized income and expenses, statement of cash flows, statement of changes in equity and notes to the annual accounts) and Directors’ report of the Company; of the consolidated statements of the Company with its subsidiaries (income statement, statement of comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity and notes to the consolidated annual financial statements); and the consolidated Directors’ report, all of them corresponding to the fiscal year ended on December 31, 2019.**

**RESOLUTION**

To approve the individual annual accounts (balance sheet, income statement, statement of recognized income and expenses, statement of cash flows, statement of changes in equity and notes to the annual accounts) and Directors’ report of the Company; of the consolidated statements of the Company with its subsidiaries (income statement, statement of comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity and notes to the consolidated annual financial statements); and the consolidated Directors’ report, all of them corresponding to the fiscal year ended on December 31, 2019, which were formulated by the Board of Directors of the Company on February 28, 2020 and published on the website of the Company.

*[Loose translation for information purposes only]*



## **SECOND ITEM OF THE AGENDA**

**Examination and approval, if applicable, of the non-financial information statement for the year ended December 31, 2019, which is part of the consolidated Directors' report.**

### **RESOLUTION**

To approve the non-financial information statement for the year ended December 31, 2019, which is part of the consolidated Directors' report.



### **THIRD ITEM OF THE AGENDA**

**Examination and approval, if applicable, of the proposal for the application of the individual result corresponding to the fiscal year closed on December 31, 2019.**

### **RESOLUTION**

According to the proposal made by the Board of Directors of the Company, approve the application of the individual result of the Company consisting of benefits of 25,793,482.33 euros to be used entirely for reserves:

- Legal reserve: 2,579,348.23 euros.
- To voluntary reserves: 23,214,134.20 euros.

*[Loose translation for information purposes only]*



**FOURTH ITEM OF THE AGENDA**

**Examination and approval, if applicable, of the management of the Board of Directors of the Company during the fiscal year closed as of December 31, 2019.**

**RESOLUTION**

To approve the corporate management of the Board of Directors of the Company during the fiscal year ended on December 31, 2019.



## **FIFTH ITEM OF THE AGENDA**

**Ratification and reelection of Mrs. Romana Sadurska as Independent External Director.**

### **RESOLUTION**

Following the acceptance of the resignation submitted by two directors of AmRest on May 14, 2019 and the appointment by co-option on the same day of Mrs. Romana Sadurska by the Board of Directors of AmRest to fill one of these vacancies, and following the proposal of the Appointments and Remuneration Committee and the report of the Board of Directors (both documents made available to the shareholders from the notice of the AGM), it is resolved to ratify the appointment by co-option and to re-elect **Mrs. Romana Sadurska**, as a member of the Board of Directors, with the status of independent, for the statutory term of four years, with effect from the date of adoption of this resolution.



## **SIXTH ITEM OF THE AGENDA**

**Ratification and reelection of Mr. Emilio Fullaondo Botella as Independent External Director.**

### **RESOLUTION**

Following the acceptance of the resignation submitted by two directors of AmRest on May 14, 2019 and the appointment by co-option on the same day of Mr. Emilio Fullaondo Botella by the Board of Directors of AmRest to fill one of these vacancies, and following the proposal of the Appointments and Remuneration Committee and the report of the Board of Directors (both documents made available to the shareholders from the notice of the AGM), it is resolved to ratify the appointment by co-option and to re-elect **Mr. Emilio Fullaondo Botella**, as a member of the Board of Directors, with the status of independent, for the statutory term of four years, with effect from the date of adoption of this resolution.



## **SEVENTH ITEM OF THE AGENDA**

**Examination and approval, if applicable, of the maximum annual remuneration of the members of the Board of Directors in their capacity as such for the year 2020.**

### **RESOLUTION**

To approve, in accordance with the Remuneration Policy for Directors, the maximum annual amount of the remuneration of all the Directors of the Company in their capacity as such for the year 2020, which is set at 1,000,000 of euros, indefinitely as long as the General Meeting does not agree otherwise. It is expressly stated that this annual amount does not include the remuneration that, for fixed salary, variable remuneration or other concepts, correspond to the executive directors for the performance of their executive functions in the Company.



## **EIGHTH ITEM OF THE AGENDA**

**Approval of the fifteen days period for the call to the Extraordinary Shareholders' Meetings in accordance with article 515 of the Companies Act.**

### **RESOLUTION**

Article 515 of the Spanish Companies Act allows listed companies that offer their shareholders the effective possibility of casting their votes by electronic means accessible to all to reduce the period for the call to Extraordinary Shareholders' Meetings to a maximum of fifteen days, provided however that such a reduction has been approved by the Annual General Meeting with the favourable vote of at least two thirds of the issued share capital with voting rights.

In this sense, it is proposed that the General Shareholders' Meeting approves that until the next Annual General Meeting, any Extraordinary Shareholders' Meeting may be called, as the case may be, with a maximum period of fifteen days, in accordance with article 515 of the Spanish Companies Act.





## **NITH ITEM OF THE AGENDA**

**Delegation of powers of attorney for the formalization and registration of the resolutions adopted by the General Meeting and to carry out the mandatory deposit of accounts.**

### **RESOLUTION**

Delegate in the broadest terms to the Board of Directors, with express powers of delegation and substitution, all powers necessary to interpret, execute and carry to full effect the resolutions adopted at this General Meeting, including the granting of all documents public or private, the publication of any advertisements that are legally enforceable, the registration in any public records that may be required and taking as many actions as may be necessary for that purpose; as well as, among others, the faculties to amend the defects, omissions or errors that were appreciated, including those appreciated in the verbal or written qualification of the Mercantile Registry, that could hinder the effectiveness of the resolutions, as well as, in particular, make the mandatory deposit of the annual accounts in the Mercantile Registry.



**TENTH ITEM OF THE AGENDA**

**Consultative vote on the 2019 Annual Directors' Remuneration Report.**

**RESOLUTION**

To approve, for consultative purposes, the 2019 Annual Directors' Remuneration Report, the full text of which was made available to the shareholders together with the rest of the documentation relating to the General Shareholders' Meeting from the date of publication of the call notice.



**ELEVENTH ITEM OF THE AGENDA FOR INFORMATION PURPOSES**

**Amendment of the Regulations of the Board of Directors.**

**RESOLUTION**

The General Shareholders' Meeting is informed of the amendment to the Regulations of the Board of Directors approved at the Board meeting held on July 30, 2019, which has been made available to shareholders upon the call of this Meeting.

The purpose of the amendment is to regulate the newly created Health and Safety Commission.



## **TWELFTH ITEM OF THE AGENDA FOR INFORMATION PURPOSES**

### **Amendment of the Company's Bylaws.**

#### **RESOLUTION**

The General Shareholders' Meeting is informed of the amendment to the Company's Bylaws approved at the Board meeting held on February 28, 2020, which has been made available to shareholders upon the call of this Meeting.

The purpose of the amendment refers to the transfer of the registered office from calle Enrique Granados, 6, 28224, Pozuelo de Alarcón, Madrid to Paseo de la Castellana, 163, 10<sup>th</sup> floor, 28046 Madrid.