



AMREST HOLDINGS, SE
ORDINARY GENERAL SHAREHOLDERS' MEETING
7 MAY 2026
PROPOSALS FOR RESOLUTION

The resolutions proposed by the Board of Directors of AmRest Holdings, SE (“**AmRest**” or “**Company**”), for approval by the Ordinary General Shareholders' Meeting are as follows:



ITEM 1 ON THE AGENDA

Review and approval of the Annual Accounts and Director's Report, both of the Company and its Consolidated Group of Companies, for financial year ended 31 December 2025.

RESOLUTION

Approve the individual Annual Accounts (balance sheet, income statement, statement of recognised income and expenses, statement of cash flows, total statement of changes in equity and notes), the consolidated Annual Accounts (income statement, statement of comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity and notes) and the Director's Report of the Company and its Consolidated Group of Companies, for financial year ended 31 December 2025, which have been prepared by the Board of Directors of the Company on 25 February 2026 and audited by the Company's statutory auditor.



ITEM 2 ON THE AGENDA

Review and approval of the Consolidated Statement of Non-Financial Information and Sustainability Information for financial year ended 31 December 2025.

RESOLUTION

Approve the Consolidated Statement of Non-Financial Information and Sustainability Information for financial year ended 31 December 2025, which forms an integral part of the consolidated Director's Report for that financial year.



ITEM 3 ON THE AGENDA

Approval of the management of the Board of Directors during financial year ended 31 December 2025.

RESOLUTION

Approve, without any qualification, the corporate management carried out by the Board of Directors of the Company during financial year ended 31 December 2025.



ITEM 4 ON THE AGENDA

Approval of the Proposed Allocation of the Profits/Losses of the Company for financial year ended 31 December 2025.

RESOLUTION

In accordance with the proposal made by the Board of Directors, approve the following Company's individual distribution of profits consisting of EUR 31,611,545.8:

- To voluntary reserves: EUR 16,638,886.5
- To interim dividend: EUR 14,972,659.3



ITEM 5 ON THE AGENDA

Re-election of Directors.

RESOLUTION

5.1. Re-election of Mr. José Parés Gutiérrez as a director, with executive director status.

To re-elect Mr. José Parés Gutiérrez as a director of the Company, with executive director status (for the purposes of Article 529 duodecies of the Capital Companies Act), for the statutory period of four years from the date of the General Shareholders' Meeting, at the proposal of the Board of Directors and with the favourable report of the Appointments, Remuneration and Corporate Governance Committee.

5.2. Re-election of Mr. Luis Miguel Álvarez Pérez as a director, with proprietary director status.

To re-elect Mr. Luis Miguel Álvarez Pérez as a director of the Company, with proprietary director status (for the purposes of Article 529 duodecies of the Capital Companies Act), for the statutory period of four years from the date of the General Shareholders' Meeting, at the proposal of the Board of Directors and with the favourable report of the Appointments, Remuneration and Corporate Governance Committee.

5.3. Re-election of Mr. Pablo Castilla Reparaz as a director, with independent director status.

To re-elect Mr. Pablo Castilla Reparaz as a director of the Company, with independent director status (for the purposes of article 529 duodecies of the Capital Companies Act), for the statutory period of four years from the date of the General Shareholders' Meeting, at the proposal of the Appointments, Remuneration and Corporate Governance Committee and the Board of Directors.



ITEM 6 ON THE AGENDA

Re-election of the statutory auditor for financial years 2026, 2027 and 2028.

RESOLUTION

In accordance with the proposal made by the Audit and Risk Committee, the Board of Directors submits the following resolution for approval of the General Shareholders' Meeting:

To re-elect PricewaterhouseCoopers Auditores S.L. as the statutory auditor of AmRest Holdings, SE and its Consolidated Group of Companies for financial years 2026, 2027 and 2028.

PricewaterhouseCoopers Auditores S.L. has its registered office at Madrid (Spain), Torre PwC, Paseo de la Castellana 259 B, Tax Identification Code (N.I.F.) B-79031290, and is registered in the Mercantile Registry of Madrid, page M-63,988, folio 75, volume 9,267, book 8,054, section 3; and in the Official Register of Account Auditors with number S0242.



ITEM 7 ON THE AGENDA

Appointment of the verifier of sustainability information for financial years 2026, 2027 and 2028.

RESOLUTION

In accordance with the proposal made by the Audit and Risk Committee, the Board of Directors submits the following resolution for approval of the General Shareholders' Meeting:

To appoint PricewaterhouseCoopers Auditores S.L. as the verifier of sustainability information for financial years 2026, 2027 and 2028.

PricewaterhouseCoopers Auditores S.L. has its registered office at Madrid (Spain), Torre PwC, Paseo de la Castellana 259 B, Tax Identification Code (N.I.F.) B-79031290, and is registered in the Mercantile Registry of Madrid, page M-63,988, folio 75, volume 9,267, book 8,054, section 3; and in the Official Register of Account Auditors with number S0242.

This appointment is subject to it being necessary or possible under the Spanish law transposing into the Spanish legal system the Directive (EU) 2022/2464 of the European Parliament and of the Council, of 14 December 2022, amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (CSRD). Given the absence of transposition to date, the Board of Directors is expressly authorised to interpret, develop, supplement and adapt this resolution to the requirements that may be legally necessary for its effectiveness, including, but not limited to, those arising from future regulatory changes such as the transposition of the aforementioned Directive into Spanish law or the approval of other regulatory amendments.



ITEM 8 ON THE AGENDA

Approval of the 15-day period for the call to the Extraordinary General Shareholders' Meeting in accordance with Article 515 of the Capital Companies Act.

RESOLUTION

Article 515 of the Capital Companies Act allows listed companies to offer their shareholders the effective opportunity of voting by electronic means, accessible to all of them, so as to reduce the period for calling Extraordinary General Shareholders' Meeting to at least fifteen days in advance; provided that this reduction has been agreed at the Ordinary General Shareholders' Meeting with the favourable vote of at least two thirds of the subscribed capital with the right to vote.

In this sense, a proposal is submitted to the General Shareholders' Meeting to approve, in accordance with the provisions of Article 515 of the Capital Companies Act, that, until the next Ordinary General Shareholders' Meeting, Extraordinary General Shareholders' Meeting may be called, as appropriate, at least fifteen days in advance.



ITEM 9 ON THE AGENDA

Consultative vote of the Annual Report on Directors' Remuneration for 2025.

RESOLUTION

Approve, on a consultative basis, the Annual Report on Directors' Remuneration for financial year 2025, the full text of which was made available to shareholders, together with the rest of the documentation relating to the General Shareholders' Meeting, from the date of publication of the call to meeting.

ITEM 10 ON THE AGENDA

Authorisation for the Board of Directors to acquire the Company's own shares, either directly or through group companies. Revocation, in respect of the unused portion, of the authorisation granted for this purpose by the Ordinary General Meeting of Shareholders held on 12 May 2022 under item nine of its agenda.

RESOLUTION

To render null and void the unused portion of the resolution approved under item nine of the Agenda of the Ordinary General Meeting of Shareholders held on 12 May 2022, relating to the authorisation of the Board of Directors to acquire the Company's own shares, either directly or through group companies, and to dispose of them.

To grant express authorisation for the derivative acquisition of the Company's own shares, either directly by the Company or through any of its subsidiaries, for the purposes set out in the second paragraph of Article 146(1)(a) of the Spanish Companies Act (*Ley de Sociedades de Capital*) or any other norm that replaces it.

- (i). Methods of acquisition: Shares may be acquired by way of purchase (including, without limitation, through any public tender offer in accordance with Royal Decree 1066/2007 or any regulation replacing it), exchange, donation, award in satisfaction of claims, or in general by any other method permitted by law, on one or more occasions, including out of profits for the year and/or freely distributable reserves.
- (ii). Maximum amount: The nominal value of the shares acquired, directly or indirectly, together with those already held by the Company and its subsidiaries and, where applicable, the parent company and its subsidiaries, may not exceed at any time 10% of the share capital, or such higher limit as may be permitted by applicable law.
- (iii). Characteristics of the shares: The shares acquired must be free of any liens or encumbrances, fully paid up and not subject to the fulfilment of any obligations.
- (iv). Mandatory reserve: A non-distributable reserve may be recognized in the Company's equity in an amount equivalent to the value of the treasury shares recorded as assets. This reserve must be maintained for as long as the shares are not disposed of, cancelled or transferred, or until a legislative amendment authorizes otherwise.
- (v). Term: Five years from the date of approval of this resolution, with derivative share acquisitions being carried out at any time and as often as deemed appropriate.



(vi). Minimum and maximum price: Where the acquisition is carried out for consideration (*a título oneroso*), the price or equivalent value shall range between (i) a minimum amount equal to the lower of the nominal value and the market price, and (ii) a maximum amount equal to the market price at the time of acquisition increased by 20%, in each case at the time of the relevant transaction. All of the foregoing is without prejudice to the general regime for derivative acquisitions set out in article 146 of the Spanish Companies Act.

It is expressly stated that the Board of Directors is authorized to allocate, in whole or in part, the shares acquired as a result of this authorization, and those owned by the Company as at the date of this General Meeting, for disposal on any grounds; for the implementation of remuneration schemes, plans or agreements involving the grant of shares and share options to members of the Board of Directors and senior management or any other employees of the Company or its Group; to the implementation of programs promoting participation in the Company's share capital, such as, for example, dividend reinvestment plans, loyalty bonds or other similar instruments; to the reduction of share capital through its cancellation; or to any other purpose permitted by the applicable legislation at any given time.

Furthermore, the Board of Directors may, within the framework of this authorization, agree to implement share buy-back programs aimed at all shareholders, pursuant to Article 5 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing the Market Abuse Regulation with regard to regulatory technical standards concerning the conditions applicable to buy-back programs and stabilization measures, or in accordance with another buy-back mechanism or procedure with a similar purpose. The purpose of such buy-back programs may be: (i) a subsequent reduction in the Company's share capital through the cancellation of the shares acquired, subject to the prior approval of the General Meeting of Shareholders; or (ii) any other purpose provided for in the applicable regulations. Furthermore, this authorization may be used for the acquisition of own shares for any other purpose or through other procedures that the Board of Directors may determine from time to time, and it may also agree on the method, form and procedure through which transactions involving own shares are to be carried out.

Additionally, this authorization may be used for the acquisition of treasury shares for any other purpose or through any other procedures that the Board of Directors may determine from time to time, and the Board may likewise resolve on the method, form and procedure pursuant to which transactions involving treasury shares are to be carried out.



The Board of Directors is hereby granted the broadest powers to make use of this authorization and for its full implementation and execution, and may delegate such powers, on an indistinct basis, to the Chairman, the Vice-Chairman or the Secretary of the Board, or to any other person expressly authorized by the Board for this purpose, with such scope as it may deem appropriate.



ITEM 11 ON THE AGENDA

Delegation of authorities to formalize, rectify, interpret and carry out the resolutions adopted by the shareholders at the General Shareholders' Meeting.

RESOLUTION

Authorise the Board of Directors, to the extent necessary under law, to develop, execute and interpret all the previous resolutions, including, to the extent necessary, the authorities to interpret, remedy and complete the resolutions. In addition, to authorise to the Chairman of the Board of Directors, and to the Secretary and Vice Secretary of the Board of Directors, so that any of them, indistinctly, may appear before a Notary to formalise and execute as public instrument the resolutions adopted at this General Shareholders' Meeting, and, if necessary, to rectify the material errors which could influence the granting of the public deeds, which do not require the adoption of new resolutions, as well as to grant as many public and private documents as necessary until the resolutions adopted are duly registered in the Commercial Registry, with authority, including for their remedy or rectification in view of the verbal or written qualification that the Registrar may issue and, in sum, to carry out all actions and procedures that are necessary for full effectiveness of these resolutions, as well as to deposit the accounts of the Company and its Group.
