



AMREST HOLDINGS, SE

ANNUAL GENERAL MEETING 2019

The Board of Directors of AMREST HOLDINGS, SE (“**AmRest**” or the “**Company**”) calls its shareholders to the Annual General Meeting to be held at Calle Enrique Granados, number 6, 28224 , Pozuelo de Alarcón, Madrid, on May 14, 2019, at 9:30 hours CET, on first call and, if applicable, the next day, May 15, 2019, in the same place and at the same time in second call, being expected to be held on first call, for the purpose of deliberating and deciding on the matters included in the following:

AGENDA

Items relating to annual accounts and social management

1. 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, 2018.
2. Examination and approval, if applicable, of the non-financial information statement for the year ended December 31, 2018, which is part of the consolidated Directors’ report.
3. Examination and approval, if applicable, of the proposal for the application of the individual result corresponding to the fiscal year closed on December 31, 2018.
4. 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, 2018.

Item relating to the remuneration of the Directors



5. 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 2019.

General matters

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

Consultative vote

7. Consultative vote on the 2018 Annual Directors' Remuneration Report.

Informative item

8. Amendment of the Regulations of the Board of Directors.

SUPPLEMENT OF THE CALL AND SUBMISSION OF PROPOSALS

Within five days following the publication of this call, shareholders representing at least 3% of the share capital may request that a supplement be published to the notice of the Annual General Meeting, including one or more points on its agenda, provided that the new points are accompanied by a justification or, where appropriate, a proposal for a justified resolution, as well as to present justified proposals of resolution on matters already included or that must be included in the agenda of the call.

The exercise of these rights must be made by means of reliable notification that must be received at the registered office, accompanied by a copy of the attendance, delegation and voting card (the "**Shareholder Card**") and sufficient supporting documentation of its status as shareholders issued in Spanish or English, by the corresponding depository entity (the "**Ownership Certificate**").

ATTENDANCE AND PROXY REPRESENTATION

All holders of voting shares duly registered in the corresponding book-entry registry five days ahead of the Annual General Meeting may attend and vote at the meeting.



Any shareholder who has the right to attend may be represented at the Annual General Meeting by another person, even if he is not a shareholder, complying with the requirements established for that purpose.

Shareholders, or their representatives, must identify themselves through their national identity document or passport.

The representation is always revocable and the personal assistance of the shareholder to the meeting, either physically or by having cast the vote remotely, will be construed as revocation.

REMOTE PROXY REPRESENTATION AND VOTING

Shareholders with the right to attend may grant their proxy or cast their vote remotely by delivering the Shareholder Card at the offices of the Company duly completed and accompanied by the Ownership Certificate, by sending it to the Company (a) by postal correspondence to the registered office for the attention of the Legal Department (ref General Meeting), or (b) electronically.

On the corporate website of the Company (www.amrest.eu) is available the Shareholders' Guide that provides detailed information about the way shareholders can exercise their rights to attend, grant proxy representation and vote remotely, and information right.

Proxy representations and votes remotely cast by postal or electronic correspondence must be received by the Company, as a general rule, no later than May 12, 2019.

The validity of the proxy representation and of the vote cast remotely is subject to verification by the Company. In case of divergence between the number of shares communicated by the shareholder that grants the proxy representation or cast their vote through remote communication and that stated on the Ownership Certificate, the latter will be considered valid for the purposes of quorum and voting, and unless proof of otherwise.



INFORMATION AND DOCUMENTATION AVAILABLE

Up to the fifth day prior to the Annual General Meeting, shareholders may request in writing the information or clarifications they deem necessary or formulate in writing the questions they deem pertinent about the matters included in the order of the day of the call, of the information accessible to the public that would have been provided by the Company to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the last General Shareholders' Meeting, and of the auditor's reports on the annual accounts and individual management reports of the Company and consolidated with its subsidiaries for the year 2018.

As of the date of publication of this call notice, the shareholders have without interruption at their disposal on the corporate website, among others, the documentation and information which is related below:

- The present notice of meeting.
- The total number of shares and voting rights on the date of the notice.
- The annual financial report for the financial year 2018, which includes the individual and consolidated annual accounts, the individual and consolidated Directors' reports of the Company and the respective the auditors reports for the year 2018.
- The corresponding non-financial information statement to the fiscal year ended December 31, 2018, which is part of the consolidated Directors' report, together with the independent assurance report on the non-financial information statement.
- The full text of the resolutions proposed by the Board of Directors to be adopted, if applicable, by the Annual General Meeting of the Company in relation to each of the points included in the Agenda.
- The reports of the Board of Directors and of the auditor other than the auditor of accounts of the Company appointed by the Mercantile Registry relating to the capital increase excluding the pre-emptive subscription rights carried out in



October 2018.

- The applicable rules for delegation and voting by means of remote communication, and the necessary documentation for that purpose.
- The Shareholder Card.

In addition, shareholders have the right to examine at the registered office and request delivery of the documentation that must be made available to them because of this Annual General Meeting.

COMMON PROVISIONS

The exercise of rights of information, assistance, delegation, distance voting, request for publication of a supplement to the call and presentation of proposals based on resolutions will be made in accordance with the provisions of the Law and in the documents that conform the corporate governance system of the Company, available on the corporate website.

ELECTRONIC FORUM OF SHAREHOLDERS

In accordance with current regulations, an Electronic Shareholders' Forum has been set up on the Company's website, the use of which will be in accordance with the legal purpose and the guarantees and operating rules established by the Company, being available to shareholders and associations of shareholders which are duly legitimized.

NOTARY PARTICIPATION AND RECORDING OF THE AGM

The Board of Directors has agreed to request the presence of a Notary Public to draw up the minutes of the Annual General Meeting.

To facilitate its follow-up and adequate dissemination, the development of all or part of the Annual General Meeting may be subject to audio/video recording which in its case may be made available to the public through the corporate website.

PERSONAL DATA PROTECTION



The personal data that shareholders provide to the Company (when exercising or delegating their information, assistance, representation and voting rights) or that are provided by both credit institutions and investment service companies in those that said shareholders have deposited or guarded their shares as by the entities that, in accordance with the Law, have to keep the records of the securities represented by means of book entries, will be treated by the Company in order to manage the relationship shareholder

For these purposes, the data will be incorporated into files whose responsibility is the Company. These data will be provided to the Notary in relation exclusively to the lifting of the notarial minutes of the Annual General Meeting, whose development will be subject to audio/video recording and public dissemination on the Company's website.

When attending the General Meeting, the assistant gives his consent for this recording and dissemination.

The owner of the data shall have the right of access, rectification, opposition or cancellation of the data collected by the Company. Said rights may be exercised in accordance with the provisions of the Law, by writing to AmRest Holdings, SE, at its registered office, for the attention of the legal counsel.

In the event of shareholder's personal attendance, proxy and voting card includes personal data referring to other natural persons, said shareholder must inform them of the points contained in the preceding paragraphs and comply with any other requirements that may be applicable to them. the transfer of personal data to the Company, without the latter having to take any additional action.

In Madrid, 12 April 2019

The Secretary of the Board of Directors