



AMREST HOLDINGS SE

NOTICE OF CALL TO ORDINARY GENERAL MEETING

The Board of Directors of AMREST HOLDINGS, SE (“**AmRest**” or the “**Company**”), calls its shareholders to the Ordinary General Meeting to be held at Paseo de la Castellana, número 163, Planta 10ª, 28046, Madrid, on 12 May 2022, at 10:00 am (Madrid time, Spain), in the first call and, where appropriate, on the following day, 13 May 2021, in the same place and at the same time, the second call. The meeting however is expected to be held at the first call, in order to discuss and resolve the matters included in the following:

AGENDA

First.- Review and approval of the annual accounts (balance sheet, profit and loss account, statement of recognised income and expenses, statement of changes in equity, statement of cash flows and report) and management report of the Company and its consolidated group, for financial year 2021.

Second.- Review and approval of the consolidated statement of non-financial information for financial year ended 31 December 2021.

Third.- Approval of the management and performance of the Board of Directors during the accounting period ended 31 December 2021.

Fourth.- Approval of the proposal for the distribution of Company's profits for the accounting period ended 31 December 2021.

Fifth.- Re-election of directors:

5.1. Re-election of José Parés Gutierrez as director, with executive status.

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

5.3. Re-election of Carlos Fernández González as director, with proprietary status.

5.4. Re-election of Pablo Castilla Reparaz as director, with independent status.

Sixth.- Remuneration policy for directors for financial years 2022, since its approval, 2023, 2024 and 2025.

Seventh.- Delegation to the Board of Directors, with express authorisation to replace, of the authority to increase, one or several times, the share capital, with or without share premium, in the terms, conditions and time limits provided for in Article 297.1(b) of the Companies Act (*Ley de Sociedades de Capital*), with delegation of the authority to exclude, where appropriate, the pre-emptive subscription right, up to a limit of 20% of the share capital, in accordance with Article 506 of the Companies Act. Revocation, in the unused part, of the authorisation granted



in this same sense by the Ordinary General Shareholders Meeting of 6 June 2018 under item thirteen of the agenda.

Eighth.- Delegation to the Board of Directors, with express authority to replace, of the authority to issue bonds, debentures and other fixed income securities convertible into shares, warrants or other similar securities that may grant the right, directly or indirectly, to the subscription of shares, as well as promissory notes and preference shares or debt instruments of a similar nature, in turn delegating the authority to exclude the pre-emptive subscription right in these issued securities up to a limit of 20% of the share capital, as well as the authority to increase the share capital by the necessary amount and to amend the corresponding article of the Articles of Association. Revocation, in the unused part, of the authorisation granted in this same sense by the Ordinary General Shareholders Meeting of 6 June 2018 under item fourteen of the agenda.

Ninth.- Authorisation to the Board of Directors for the derivative acquisition of Company treasury shares directly or through companies of the group and for the disposal of the same. Revocation, in the unused part, of the authorisation granted in this same sense by the Ordinary General Shareholders Meeting of 6 June 2018 under item nine of the agenda.

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

Eleventh.- Consultative vote of the Annual Report on the remuneration of Company Directors

Twelfth.- Delegation of authorities to the Board of Directors, with the authority of replacement, to formalise, remedy, interpret and enforce the resolutions adopted by the General Meeting.

For the purposes of Articles 173 and 516 of the Companies Act, all shareholders are informed that this notice of the call will also be published, among other means, on the Company's website, at the following address: www.amrest.eu.

SUPPLEMENT TO THE CALL AND SUBMISSION OF PROPOSALS

Within five days of the publication of this call, shareholders representing at least 3% of the share capital may request that a supplement be published to the call of the ordinary General Shareholders Meeting, including one or more items on the agenda. The foregoing, provided that the new items are accompanied by a justification or, where appropriate, of a reasoned proposal for resolution, as well as the submission of reasoned proposals for resolution on matters already included or to be included in the agenda of the call. These rights must be exercised by means of reliable notice received at the registered office, accompanied by a copy of the attendance, delegation and voting card (the "Shareholder Card"), as well as supporting documentation of the shareholder status issued in Spanish or English, by the corresponding depository entity (the "Share Certificate").



ATTENDANCE AND REPRESENTATION

All holders of voting shares, who have shares registered in their name in the corresponding share registry book five days in advance of the holding of the Meeting, may attend and participate in the ordinary General Shareholders Meeting with speaking and voting rights. All shareholders, with attendance rights, may be represented at the ordinary General Meeting by another person, even if this person is not a shareholder, by meeting the requirements for that purpose. Shareholders, or their representatives, must be identified by their national identification card or passport. Representation is always revocable and the personal attendance of the represented party at the Meeting, either physically or by casting the vote by remote means, will have the value of revocation.

If the representation is completed in favour of the Board of Directors or if the representation does not have a nominating expression of the person to whom it is delegated, it will be deemed to have been granted in favour of the Chairman of the Board or, where appropriate, on behalf of the person chairing over the General Meeting.

Unless otherwise indicated by the represented party in the document in which this person confers the representation, the delegation also extends to proposals on items not provided for in the Agenda. If, in accordance with the above, the delegation is extended to proposals on items not included in the Agenda, the exact instruction of the represented party will be understood as voting in the sense that is considered most appropriate for the interests of the shareholder, unless other express instructions are indicated by the represented party in the document in which this representation is granted.

In cases where the representation is exercised by the directors of the Company, in the event of a public request for representation and where the represented party has not expressly indicated voting instructions, representation will be understood as (i) referring to all items on the Agenda of the General Meeting, (ii) voting in favour of all proposals for resolution made by the Board, and (iii) extending also to the items which may be raised during the course of the Meeting outside the Agenda, in respect of which the proxy will vote in the sense which he or she considers most appropriate to the interests of the shareholder.

For the purposes of Articles 523 and 526 of the Companies Act, it is stated that: (i) the directors José Parés Gutierrez, Luis Miguel Alvarez Pérez, Carlos Fernández González and Pablo Castilla Repáraz are in a situation of conflict of interest in relation to items 5.1, 5.2, 5.3 and 5.4 of the Agenda, each of them with respect to the specific item in which their re-election as director is proposed; and (ii) the Chairman and all other Company directors are in a conflict of interest with respect to items six and eleven of the Agenda. The directors could also find themselves in conflict of interest with regard to the proposals for resolution, which, where appropriate, were made on items not on the Agenda.

REPRESENTATION AND VOTING THROUGH REMOTE COMMUNICATION METHODS

Shareholders with the right to attend may grant their representation or cast their vote by remote means by delivering the Shareholder Card to the Company offices duly completed and



accompanied by the Share Certificate. This must be sent to the Company (a) by postal mail to the registered office in care of Legal Affairs (Ref. General Meeting), or (b) by email. The Shareholder Guide is available on the Company's corporate website (www.amrest.eu) and provides detailed information on how shareholders can exercise their rights to attend, be represented and vote by remote means. Delegations and remote votes cast by postal or electronic mail must be received by the Company as a general rule not later than 10 May 2022. The validity of the representation conferred and the vote cast by remote communication methods is subject to verification by the Company. In the event of a difference between the number of shares communicated by the shareholder who confers the representation or issues its vote by remote communication methods and the number on the Share Certificate, the number of shares on the latter will be considered valid for quorum and voting purposes, unless proof to the contrary exists.

RIGHT TO INFORMATION

Documents available to shareholders

From the publication of this call and in accordance with the applicable regulations, shareholders have the right to examine and obtain from the registered office of the Company (Paseo de la Castellana 163, 10^a planta, Madrid), consult on the website of the Company (www.amrest.eu) and request free delivery or mailing (via telephone number 917991650, from 8.00 am to 4.30 pm, from Monday to Thursday and from 8.00 am to 2 pm on Fridays), of the following documents:

- This notice of call to meeting.
- The total number of shares and voting rights on the date of the call.
- The annual financial report for 2021, which includes the individual and consolidated annual accounts, the individual and consolidated management reports of the Company and the respective statutory auditors' reports for 2021.
- The consolidated statement of non-financial information for financial year ended 31 December 2021, which forms part of the consolidated management report, together with the verification report of the independent service provider.
- The full text of the proposals for resolution of the Board of Directors to be adopted, where appropriate, by the General Shareholders Meeting of the Company, in relation to each of the items included in the Agenda.
- Reports of the Board of Directors and the Appointment and Remuneration Committee, for the purposes provided under Articles 518(e) and 529 decies of the Companies Act, concerning proposals for the ratification, appointment and re-election of directors.



- Reasoned proposal of the Board of Directors and report of the Appointment and Remuneration Committee of the Company concerning the proposal for approval of a new remuneration policy for directors.
- Annual report on the remuneration of directors for the purposes provided under Article 541 of the Companies Act.
- Report of the Board of Directors on the delegation to the Board of the authority to increase share capital, with delegation of the authority to exclude, where appropriate, the pre-emptive subscription right, for the purposes provided under Articles 286, 297.1(b) and 506 of the Companies Act.
- Report of the Board of Directors concerning the delegation to the Board of the authority to issue bonds, debentures and other fixed income securities convertible into shares, warrants, promissory notes and preference shares or other similar securities which may, directly or indirectly, grant the right to subscription of shares, with delegation of the authority to exclude, where appropriate, the pre-emptive subscription right.
- Shareholders' Guide.
- The Shareholder Card.
- Annual reports for financial year 2021, drawn up by the following Committees: Audit and Risk Committee, Appointment and Remuneration Committee, and the Health, Safety and Sustainability Committee.
- Report of the Audit and Risk Committee on the independence of the statutory auditor, for the purposes of Article 529 quaterdecies, section 4(f), of the Companies Act.
- Report of the Audit and Risk Committee on related transactions for financial year 2021.

In addition, shareholders have the right to examine at the registered office and request the immediate and free delivery or mailing of the documentation that must necessarily be made available to them at the time of this ordinary General Shareholders Meeting.

Exercise of the shareholder's right to information prior to the holding of the Shareholders' Meeting:

In accordance with Articles 197 and 520 of the Companies Act and Article 11 of the Rules of Procedure of the General Meeting, up to and including the fifth day before the General Meeting, shareholders may request in writing information or clarifications which they consider necessary or ask in writing questions which they deem relevant concerning matters on the agenda of the call, of the information accessible to the public that was provided by the Company to the National Securities Market Commission since the last General Meeting, and the auditor's reports on the annual accounts and individual management reports of the Company and consolidated with its subsidiaries for financial year 2021.



Exercise of the shareholder's right to information during the holding of the Shareholders' Meeting:

In addition, during the Meeting, shareholders may verbally request from the directors the reports or clarifications they consider necessary regarding the items on the Agenda, as well as the information accessible to the public that the Company has filed with the National Securities Market Commission as of the date of the last General Meeting and concerning the auditor's report.

PROVISIONS COMMON TO SHAREHOLDERS' RIGHTS

The exercise of the rights to information, attendance, delegation, voting by remote methods, request for publication of a supplement to the call and presentation of reasoned proposals for resolution will be made in accordance with the provisions of Law and the documents comprising the Company's corporate governance system, available on the corporate website.

OTHER PROVISIONS ON ELECTRONIC MEANS TO EXERCISE THE RIGHTS TO INFORMATION, VOTING AND REPRESENTATION

The Company reserves the right to change, suspend, cancel or restrict the electronic means it makes available to shareholders for the exercise of their rights to information, voting and representation in the Meeting, whenever this is advisable or required by technical or security reasons. If any of these cases occur, a notice will be posted on the Company's website.

The Company will not be liable for damages that may be caused to shareholders due to breakdowns, overloads, line failures, connection failures or any other event of the same or similar nature, which are beyond the will of the Company and prevent the use of the means to access the right to information, electronic voting or delegation. Therefore, these circumstances will not constitute unlawful deprivation of shareholder rights.

SHAREHOLDERS' ELECTRONIC FORUM

In accordance with the current regulations, a Shareholders' Electronic Forum has been enabled on the Company's website, the use of which will be in accordance with the legal purpose and the guarantees and rules of operation established by the Company, in which case, duly authorised shareholders and shareholder associations may have access to it.

The rules for the operation of the Shareholders' Electronic Forum, as well as the form to be completed to participate in it, are available on the Company's website.

The Forum is not a channel of communication between the Company and its shareholders. It is solely enabled for the purpose of facilitating communication between the Company shareholders on the occasion of the ordinary General Shareholders Meeting.



NOTARY INTERVENTION

The Board of Directors has agreed to require the presence of a Notary Public to draw up the minutes from the ordinary General Shareholders Meeting.

DATA PROTECTION

The personal data that the shareholders provide to the Company (during the exercise or delegation of their rights to information, attendance, representation and voting) or that are provided by credit institutions and investment services companies in which these shareholders have deposited their shares or are under their custody, and by entities that, in accordance with Law, record the securities represented in the share registry books, will be processed by the Company for the purpose of managing the shareholder relationship. For this purpose, the data will be incorporated into files under the Company's responsibility. This data will be provided to the Notary in connection exclusively with drawing up the notarised record of the ordinary General Shareholders Meeting. By attending the General Meeting, the attendees provide their consent to this dissemination. Data subjects will have the right to access, rectify, oppose or cancel the data collected by the Company. These rights may be exercised in accordance with the provisions of Law, by writing to AmRest Holdings, SE, addressed to its registered office, in care of Legal Affairs.

In the event that the shareholder includes in the attendance, delegation and remote voting card, personal data concerning other individuals, this shareholder must inform them of the items contained in the preceding paragraphs and comply with any other requirements that may apply to the transfer of personal data to the Company, without the latter having to take any further action.

In Madrid, on 8 April 2022

Mauricio Gárate Meza

Vice Secretary of the Board of Directors