



**AMREST HOLDINGS, SE  
ANNUAL GENERAL SHAREHOLDERS' MEETING 2023**

**Attendance, delegation and remote voting card for the Ordinary General Shareholders' Meeting of AMREST HOLDINGS, SE to be held at Paseo de la Castellana, number 163, 10th Floor, 28046, Madrid, on 11 May 2023, at 10:00 a.m. (Madrid, Spain time), on first call and, if applicable, on the following day, 12 May 2023, at the same place and time, on second call.**

<b>Holders</b>		<b>Address:</b>	
		<b>Number of Shares</b>	
<b>Minimum number of shares for assistance</b>	<b>No. of votes</b>		
1			

**ATTENDANCE IN PERSON**

Any shareholder who wants to attend the General Meeting in person must sign below, present this card on the day and at the place where the General Meeting is held and certify its identity with its ID or any other equivalent and valid official document. Shareholders are advised to also bring the Ownership Certificate referred to in the notice of call and the Shareholders Guide.

**Place, date and signature of the shareholder attending**

In ....., on ..... 2023

Proxy and remote voting are also available to the shareholders (by means of this attendance card or remote communication methods) as indicated by Law, the Bylaws, the General Shareholders' Meeting Regulations, the notice of the call to the General Meeting, as well as in the Shareholders' Guide and at the Company's website ([www.amrest.eu](http://www.amrest.eu)), and in accordance with the two following sections.

In case the following sections of delegation and voting are signed, remote voting will prevail over proxies, which will be rendered without effect.

**PROXY REPRESENTATION**

Any shareholder who does not wish to attend the General Meeting may confer its representation to any other person via proxy. **The representative must also sign this proxy.**

The holder of the shares included in this attendance card hereby confers its representation to:

(Mark only one of the following boxes and, if applicable, specify the representative. This proxy will only be valid if the shareholder signs in the appropriate place)

- 1  The Chairman of the Board of Directors or, in case of absence, of the General Meeting
- 2  Mr/Ms..... with ID No.....

Any proxy that does not expressly specify the person to whom it has been granted shall be deemed to have been granted, indistinctly, jointly and severally and successively, in favour of the Chairman, the Vice Chairman, the Secretary or the Vice Secretary of the Board of Directors. The same applies in cases no box of the proxy has been marked.

To confer voting instructions, mark the corresponding box in the table below with a cross.

**If any of the boxes below are not marked, I grant precise voting instructions in favour of the proposals made by the Board of Directors in accordance with the Agenda attached below.**

Item of the Agenda	1	2	3	4	5	6.1	6.2	6.3	6.4	7.1	7.2	7.3	7.4	7.5	8	9	10
For																	
Against																	
Abstention																	
Blank																	

Unless expressly indicated otherwise below, the proxy extends to the resolution proposals not made by the Board of Directors and to points not included in the attached Agenda, in which case, the representative shall vote as he/she may consider most appropriate in accordance with the interests of the Company and the grantor in the framework of social interest. Mark the following box "NO" only if you do not agree with this extension of the proxy. In this case, the shareholder shall be understood to instruct his/her representative to abstain.  NO

For the purposes of Articles 523 and 526 of the Spanish Companies Law, it is hereby made known that the Chairman and all other Company directors are in a conflict of interest with respect to items nine of the Agenda. All members of the Board of Directors may have a conflict of interest in relation to situations set forth in sections a), b), c) or d) of Article 526.1 of the Spanish Companies Act (appointment, re-election or ratification of directors; replacement, removal or dismissal of directors; filing of a derivative action; and approval or ratification of the Company's operations with a particular director), which may be presented outside the Agenda under the said Act. If the grantor has not given precise voting instructions with respect to any of the above points, unless expressly stipulated otherwise below, the proxy shall be deemed to have been granted indistinctly, jointly and severally and successively, in favour of the Chairman, the Vice Chairman, the Secretary or the Vice Secretary of the Board of Directors. Mark the following box "NO" only if you do not authorise the alternate proxy (in this case the shareholder shall be deemed to have instructed the representative to abstain):  NO

**Signature of the shareholder**

**Signature of the representative**

In ....., ..... 2023

In ....., ..... 2023

## REMOTE VOTING

In the case that the shareholder does not wish to attend the General Meeting nor delegate this right, it may exercise its right to vote through the remote voting system. It is not possible the remote voting regarding potential proposals not included in the Agenda. The shareholder holding this card in its own name exercises its right to vote in favour of all the Board of Directors' proposals with respect to the items on the attached Agenda published by the Company, unless a different vote is indicated below.

If, with respect to any item of the Agenda, the shareholder does not express its vote, it will be understood to be in favour of the Board of Director's proposal.

In any event, in addition to the provisions set forth by Law, the Bylaws and the General Shareholders' Meeting Regulations, rules laid down in the notice of the call to the General Meeting, in the Shareholders' Guide and on the Company's website ([www.amrest.eu](http://www.amrest.eu)) must be abided by.

(Mark the corresponding box(es) with a cross):

Item of the Agenda	1	2	3	4	5	6.1	6.2	6.3	6.4	7.1	7.2	7.3	7.4	7.5	8	9	10
For																	
Against																	
Abstention																	
Blank																	

## Signature of the shareholder

In ....., 2023

## PROTECTION OF PERSONAL DATA

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. The legal basis that legitimises the processing of this personal data for the purposes indicated is the fulfilment of the Company's legal obligations. These data will be provided to the Notary in relation exclusively to the lifting of the notarial minutes of the Ordinary General Shareholders' Meeting. The owner of the data shall have the right of access, rectification, opposition or eliminate 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 (Paseo de la Castellana, number 163, 10<sup>th</sup> floor, 28046 Madrid).

## 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 ended 31 December 2022.

Second.- Review and approval of the consolidated statement of non-financial information for financial year ended 31 December 2022.

Third.- Approval of the management and performance of the Board of Directors during financial year ended 31 December 2022.

Fourth.- Approval of the Proposed Allocation of the Profits/Losses of the Company for financial year ended 31 December 2022.

Fifth.- Appointment of Ms. Begoña Orgambide Garcia as proprietary director.

Sixth.- Amendment of the By-Laws to conform them to the amendments made to the Companies Act by Law 5/2021, of April 12, amending the consolidated text of the Capital Companies Act, as approved by Royal Legislative Decree 1/2010 of July 2, and other financial regulations, with regard to the promotion of long-term shareholder involvement in listed companies, and to introduce other technical and text organization improvements:

6.1. Amendment of the articles of the By-Laws relating to the Company and share capital: articles 1 (Corporate name and applicable rules), 2 (Corporate purpose), 5 (Share capital), 6 (Share representation), 11 (Share capital reduction) and 12 (Issue of bonds and other securities).

6.2. Amendment of the articles of the By-Laws relating to the General Shareholders' Meeting: articles 13 (General Shareholders' Meeting), 14 (Powers of the General Shareholders' Meeting), 16 (Call of the General Shareholders' Meeting), 17 (Right to attend and vote), 18 (Representation in the General Shareholders' Meeting), 19 (Constitution of the General Shareholders' Meeting), 20 (Passing of resolutions by the General Shareholders' Meeting) and 21 (Right to information).

6.3. Amendment of the articles of the By-Laws relating to the Board of Directors: articles 25 (Term of office, vacancies and termination), 26 (Board meetings), 27 (Procedure for meetings), 28 (Directors' remuneration), 29 (Directors' remuneration policy) and 30 (Committees of the Board of Directors), and introduction of a new article 25 bis (Prohibition of competition).

6.4. Amendment of the articles of the By-Laws relating to the Annual Corporate Governance Report and the Annual Accounts: articles 31 (Annual corporate governance report), 34 (Preparation of the annual accounts and distribution of profits) and 35 (Verification of the annual accounts).

Seventh.- Amendment of the Regulations of the General Shareholders' Meeting to conform them to the amendments made to the Companies Act by Law 5/2021, of April 12, amending the consolidated text of the Capital Companies Act, as approved by Royal Legislative Decree 1/2010 of July 2, and other financial regulations, with regard to the promotion of long-term shareholder involvement in listed companies, and to introduce other technical and text organization improvements:

7.1. Amendment of the articles of the Regulations of the General Shareholders' Meeting relating to the function, types and powers of the General Shareholders' Meeting: articles 5 (The General Shareholders' Meeting) and 7 (Powers of the General Shareholders' Meeting).

7.2. Amendment of the articles of the Regulations of the General Shareholders' Meeting relating to the call and preparation of the General Shareholders' Meeting: articles 8 (Faculty and obligation of calling the General Shareholders' Meeting), 9 (Call of the General Shareholders' Meeting), 10 (Addition to the call), 11 (Right to information prior to the General Shareholders' Meeting), 12 (Right of attendance), 13 (Representation in the General Shareholders' Meeting), 14 (Venue of the General Shareholders' Meeting) and 15 (Planning, means and venue of the General Shareholders' Meeting).

7.3. Amendment of the articles of the Regulations of the General Shareholders' Meeting relating to the constitution and progress of the General Shareholders' Meeting: articles 17 (Board of the General Shareholders' Meeting), 19 (List of attendees), 20 (Requests for intervention), 22 (Right to information during the General Shareholders' Meeting) and 23 (Extension and adjournment of the General Shareholders' Meeting).

7.4. Amendment of the articles of the Regulations of the General Shareholders' Meeting relating to the voting on resolutions: articles 24 (Voting on resolutions), 25 (Issue of long-distance votes) and 26 (Adoption of resolutions and end of the Meeting).

7.5. Amendment of the articles of the Regulations of the General Shareholders' Meeting relating to the approval and disclosure: article 28 (Approval, disclosure and effective term of the Regulations).

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

Ninth.- Consultative vote of the Annual Report on the Remuneration of Directors for 2022.

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