



REPORT ON THE OPERATION OF THE APPOINTMENT, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF AMREST HOLDINGS, SE FOR FISCAL YEAR 2022

1. INTRODUCTION

In accordance with the provisions in the internal regulations of AmRest Holdings, SE (“**AmRest**” or the “**Company**”) and so that the Board of Directors may supervise the correct functioning of this committee (the “**Committee**”), pursuant to Article 6.1.(v) of the Regulations of the Board of Directors and Article 529 nonies of Legislative Royal Decree 1/2010 of 2 July, which approves the consolidated text of the Spanish Companies Act (*Ley de Sociedades de Capital*) (“**Companies Act**”), this Committee prepares this report on its performance.

This report, in reference to the activities developed by the Appointment, Remuneration and Corporate Governance Committee during 2022, will be available to shareholders and investors via the Company's website (www.amrest.eu) as of the call to the General Shareholders Meeting.

This report has been prepared in compliance with recommendation six of the Code of Good Governance of Listed Companies published by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) (“**CNMV**”) in the year 2020, and its content is consistent with the recommendations of the Technical Guide 1/2019 of the CNMV on appointment and remuneration committees.

2. REGULATIONS OF THE COMMITTEE

The rules of organisation and operation of the Appointment, Remuneration and Corporate Governance Committee are recorded in the Regulations of the Board of Directors, which is available on the Company's website (www.amrest.eu).

In relation to recommendation 48 of the Code of Good Government of Listed Companies, which recommends that large-cap companies have a separate appointment committee and a separate remuneration committee, the Board of



Directors of the Company considers the existence of a single committee to be appropriate. The foregoing, given the Company's organisational structure, the composition of the Board of Directors (seven members) and the fact that, according to the above recommendation, AmRest does not have the consideration of a large-cap company because it is not included in the Ibex-35 index.

3. COMPOSITION OF THE COMMITTEE

Article 20 of the Regulations of the Board of Directors establishes that this Committee must be composed of a minimum of three and a maximum of five directors, appointed by the Board of Directors from among its non-executive directors, and the majority of them must be independent directors.

In addition, the members of the Appointment, Remuneration and Corporate Governance Committee as a whole, and in particular its Chairman (the “**Chairman**”), will be appointed taking into account their knowledge, skills and experience, and the duties assigned to the Committee.

The Chairman of the Appointment, Remuneration and Corporate Governance Committee will necessarily be an independent director.

At year-end 2022, the Appointment, Remuneration and Corporate Governance Committee was composed as follows, with no change through the date of issuance of this Report:

- Mr Pablo Castilla Repáraz (Chairman), external independent director of AmRest since 5 October 2017. Lead Independent Director.
- Mr Luis Miguel Álvarez (member), external proprietary director of AmRest since 5 October 2017.
- Mr Emilio Fullaondo Botella (member), external independent director of AmRest since 14 May 2019.
- Ms Romana Sadurska (member), external independent director of AmRest since 14 May 2019.



Mr Eduardo Rodríguez-Rovira, non-director Secretary of the Board of Directors, continues to hold the office of Secretary of the Appointment, Remuneration and Corporate Governance Committee, in accordance with the provisions of the Regulations of the Board of Directors.

Accordingly, the composition of the Committee in 2022 corresponds to the provisions of the Companies Act and the Regulations of the Board of Directors, since it is composed exclusively of non-executive directors, where the majority of them are independent and its Chairman is one of the independent directors.

All information concerning the members of the Appointment, Remuneration and Corporate Governance Committee, including their professional and biographical profiles, is available on the Company's website (www.amrest.eu).

Considering the professional and biographical profiles, the composition of the Committee is diverse in terms of gender, professional experience, competencies and personal abilities, and its members enjoy the knowledge, skills and experience necessary to carry out their duties.

4. FUNCTIONS AND DUTIES OF THE COMMITTEE

In accordance with the provisions of the Regulations of the Board of Directors, the Appointment, Remuneration and Corporate Governance Committee shall have the following responsibilities, notwithstanding other tasks the Board of Directors and applicable legislation may entrust to it:

- (a) To assess the qualifications, knowledge and experience required for the Board of Directors. For such purposes, to define the functions and qualifications required from candidates who must fill each vacancy, evaluate the exactly amount of time and dedication required for them to effectively discharge their duties, and ensure that the non-executive directors have sufficient time available for the proper performance of their duties.



- (b) Submit proposals on independent directors to be appointed by co-option to the Board of Directors for it to put for decision before the General Shareholders' Meeting, as well as the proposals for the re-election or removal of said directors.
- (c) To issue a report regarding proposals to appoint the remaining directors for their appointment by co-option or to be submitted to the General Shareholders' Meeting, as well as the proposals for their re-election or removal.
- (d) To inform on proposals for the appointment, re-election and removal of internal positions on the Company's Board of Directors.
- (e) To inform on the design of the overall organizational structure of the Group and its modification, establishing appropriate policies, systems or procedures for performance assessment and compensation.
- (f) To inform on proposals for the appointment and removal of members of senior management, the basic conditions of their contracts, their periodic performance and the corresponding decisions regarding remuneration, promotion or any other decisions related to their employment; as well as those relating to any other executive that, due to their significance, merit being assessed by the committee and the Board of Directors. For the purposes of these Regulations, senior management is understood to be those executives who report directly to the Board of Directors, the chief executive officer or the first executive of the Company.
- (g) To inform the Board of Directors about gender matters and, particularly, to ensure that the selection procedures for directors and executives do not implicitly bias female candidates.
- (h) To propose to the Board of Directors: (a) the remunerations policy for the directors and senior management; and (b) the individual remuneration for the executive directors and the other conditions of their contracts, ensuring that they are followed.
- (i) To analyse, and periodically review, the remuneration policy applied for executive directors and senior executives including the remuneration packages with shares



and their application and ensure that individual remuneration is proportionate to that paid to the other directors and executives of the Company.

- (j) To monitor compliance with the remuneration policy established by the Company.
- (k) To review and arrange for the succession of the Chairman of the Board of Directors and of the Company's Chief Executive Office and, where appropriate, to propose motions to the Board of Directors for succession to take place in an orderly and well-planned manner, as well as ensuring that succession plans are in place for the various key functions and positions in the organization.
- (l) To inform the shareholders about the exercise of its functions, attending the General Shareholders' Meeting for this purpose.
- (m) To assist the Board of Directors in the elaboration of the directors' remuneration report and submit to the Board any other remuneration reports foreseen in these Regulations, verifying the information about the directors and senior executives' remuneration established in corporate documents, including the annual report on directors' remuneration.
- (n) To oversee compliance with corporate governance policies and rules, as well as the Company's internal codes of conduct in force from time to time, ensuring that the corporate culture is aligned with its purpose and values.
- (o) To evaluate and periodically review the Company's corporate governance system, so that it fulfils its mission of promoting the corporate interest and takes into account the legitimate interests of the remaining stakeholders.
- (p) To oversee and evaluate the relationship processes with the different stakeholders.
- (q) To ensure that possible conflicts of interest do not impair the independence of the external advice provided to the Committee.
- (r) To oversee application with the general policy regarding the communication of economic-financial, non-financial and corporate information as well as communication with shareholders and investors, proxy advisors and other



stakeholders, monitoring the way in which the Company communicates and relates to small and medium-sized shareholders.

(s) To oversee compliance with the Company's other policies.

During the financial year 2022, and as the Company's shareholders were informed at the General Shareholders' Meeting held on May 12, 2022, the Appointments and Remuneration Committee has assumed the delegated powers of the Board of Directors in matters of corporate governance; powers that until then had been vested in the Audit and Risk Committee. Consequently, the Appointments and Remuneration Committee has been renamed the Appointments, Remuneration and Corporate Governance Committee.

Likewise, the Board of Directors of the Company, at its meeting held on December 14, 2022, approved the partial amendment of the Regulations of the Board of Directors. The aforementioned amendment basically consisted of the following: i) adapt the Regulations to the recommendations of the Good Governance Code that the Company already complies with and is currently complying with; ii) adapt it to the novelties introduced by Law 5/2021 of April 12, amending the revised text of the Capital Companies Act (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, specifically with regard to the regulation of related-party transactions; and iii) incorporate some complementary aspects or technical clarifications.

Among other matters, and with regard to the Appointments, Remuneration and Corporate Governance Committee, some of the competencies of this Committee were clarified, including, among them, the evaluation and periodic review of the Company's corporate governance system, and the supervision of compliance with corporate governance policies and rules, as well as the Company's internal codes of conduct.

5. OPERATION OF THE COMMITTEE

The Appointments, Remuneration and Corporate Governance Committee meets at least three times a year, and as often as necessary at the discretion of its Chairman,



who must call a meeting whenever the issuance of a report or the adoption of proposals is required, and in any case, whenever it is desirable for the proper development of its duties.

The Committee is validly quorate when the majority of its members are present, either in person or by proxy, and adopts its resolutions by the absolute majority in attendance, whether in person or by proxy.

During financial year 2022, the Committee met on five occasions. Therefore, it has met with the frequency necessary for the correct performance of its functions.

Besides the members of the Committee, Mr. José Parés Gutiérrez (Chairman of the Board of Directors), Mr. Ismael Sánchez Moreno (Global Manager of Human Resources), Mr. Mauricio Gárate de Meza (General Counsel and Vice-Secretary of the Board of Directors) and Ms. Cristina Elias Martín (Corporate Affairs & Transactional Legal Director) have attended several meetings as guests.

With regard to the preparation and development of the meetings, the Chairman of the Committee calls the meetings with due advance notice, except for reasons of urgency or timeliness, where the meeting has been held on a universal basis, with all of its members attending the meetings, either present or represented. In addition, the members of the Committee are provided with information on the matters to be dealt with prior to each meeting, encouraging their active participation and informed adoption of resolutions.

The Secretary has drawn up the relevant minutes of all meetings held, reflecting in these the development, content, deliberations and resolutions adopted in the meetings. The minutes of the Committee are available to both its members and the members of the Board of Directors.

Therefore, the Committee exercises its functions independently and complies with the rules of operation established in the Articles of Association and the Regulations of the Board of Directors, organising itself in a correct and efficient manner for the performance of its duties.



Finally, relations between the Appointments, Remuneration and Corporate Governance Committee and the Company's Board of Directors are based on the principle of full transparency. In this regard, the Chairman of the Committee reports to the Board of Directors on the main issues discussed and the activities and work performed by the Committee, so that it is made aware of such actions for the exercise of its powers, and, when necessary, proposes to the Company's Board of Directors that any appropriate resolutions be adopted.

6. ACTIVITIES CARRIED OUT DURING 2022

At its meetings held during 2022, the Committee has addressed, inter alia, the following issues:

- Proposed appointments associated with the Board of Directors and its committees.

Regarding the proposals to be submitted to the Company's General Shareholders' Meeting in 2022, the Committee, at its meeting of March 15, 2022, adopted the following resolutions:

- Favourably advise the re-election, for a further period of four years, of the director Mr José Parés Gutiérrez, in the category of executive director, of the director Mr Luis Miguel Álvarez Pérez, in the category of proprietary director, and of the director Mr. Carlos Fernández González, in the category of proprietary director.
- Propose the reappointment for a further period of four years, of the director Mr. Pablo Castilla Repáraz, in the category of independent directors.
- Appointment proposals associated with the senior management and with the organizational structure of the AmRest Group.
- Report on Directors' Remuneration Policy, approved by the General Shareholders' Meeting of May 12, 2022.
- Compensation plan for the executives of the AmRest Group (in terms of fixed and variable compensation and share plans).

- 2022-2023 Board of Directors' Training Plan.
- 2021 Assessment for the Board of Directors and its committees.
- Analysis and report to the Board of Directors in connection with the Corporate Governance Report.
- Analysis and report to the Board of Directors in connection with the Directors' Remuneration Report.
- Report on the amendment of the Regulations of the Board of Directors.
- Preparation of the Annual Report on the Operation of the Appointments, Remuneration and Corporate Governance Committee.

7. EVALUATION OF THE OPERATION AND PERFORMANCE OF THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE

The Appointments, Remuneration and Corporate Governance Committee has internally evaluated during the financial year 2022 its operation and performance, analyzing, especially, its composition, work program, documentation, calls to meetings thereof, frequency, duration and conduct of meetings, contact with the Company's executives, powers, duties and resources. From the results of this evaluation, duly communicated to the Board of Directors, it can be concluded that the Committee's operation is satisfactory, and that this evaluation has not led to significant changes in its internal organisation and procedures.

8. INFORMATION ON PRACTICAL GUIDELINES ON APPOINTMENTS AND REMUNERATION COMMITTEES FOLLOWED BY THE COMMITTEE

AmRest's Appointments, Remuneration and Corporate Governance Committee follows Technical Guide 1/2019 on Appointments and Remuneration Committees, approved by the CNMV on February 20, 2019.



9. CONCLUSIONS

Over the course of 2022, the Appointments, Remuneration and Corporate Governance Committee has analyzed and examined the main issues and aspects within its purview, regularly reporting to the Company's Board of Directors on the most significant issues.

During fiscal year 2023, the Appointments, Remuneration and Corporate Governance Committee plans to continue to review and monitor the situation affecting all matters within its purview.

10. DATE OF PREPARATION AND OF APPROVAL OF THE REPORT

This Report was prepared by the Appointments, Remuneration and Corporate Governance Committee on February 27, 2023, and approved by the Board of Directors on February 28, 2023.

February 2023