



## **REPORT ON THE OPERATION OF THE SUSTAINABILITY, HEALTH AND SAFETY 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 Sustainability, Health and Safety Committee during 2022, will be available to shareholders and investors via the Company's website ([www.amrest.eu](http://www.amrest.eu)) as of the call to the General Shareholders Meeting.

### **2. REGULATIONS OF THE COMMITTEE**

The rules of organisation and operation of the Sustainability, Health and Safety Committee are recorded in the Regulations of the Board of Directors, which is available on the Company's website ([www.amrest.eu](http://www.amrest.eu)).

### **3. COMPOSITION OF THE COMMITTEE**

Article 20 bis 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 most of them must be independent directors.

In addition, the members of the Sustainability, Health and Safety Committee as a whole, and in particular its Chairperson (the “**Chair**”), will be appointed taking into

account their knowledge, skills and experience, and the duties assigned to the Committee.

The Chairman of the Sustainability, Health and Safety Committee will necessarily be an independent director.

At year-end 2022, the Sustainability, Health and Safety Committee was composed as follows, with no change through the date of issuance of this Report:

- Ms Romana Sadurska (Chair), external independent director of AmRest since 14 May 2019.
- Mr Pablo Castilla Repáraz (member), external independent director of AmRest since 5 October 2017.
- Ms Mónica Cueva Díaz (member), external independent director of AmRest since 1 July 2020.

Mr Eduardo Rodríguez-Rovira, non-director Secretary of the Board of Directors, continues to hold the office of Secretary of the Sustainability, Health and Safety Committee in accordance with the provisions of the Regulations of the Board of Directors, while Mr. Mauricio Gárate Meza, non-director Vice-Secretary of the Board of Directors, continues to hold the office of Vice-Secretary of the Committee.

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 all of them are independent, and its Chairman is also an independent director.

All information concerning the members of the Sustainability, Health and Safety Committee, including their professional and biographical profiles, is available on the Company's website ([www.amrest.eu](http://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 Sustainability, Health and Safety Committee shall have the following responsibilities, notwithstanding other tasks the Board of Directors and applicable legislation may entrust to it:

- (a) Regarding occupational safety, nutrition, food safety and sustainability:
  - (i) Reviewing, monitoring and recommending to the Board of Directors the respective management framework and policies.
  - (ii) Advising, reviewing, and recommending to the Board of Directors for approval strategies for achieving the Company's objectives in these areas, and assessing performance against those targets.
  - (iii) Aiming the Company's compliance with its sustainability and health policies, and with the laws applicable to such matters, particularly in relation to the areas referred to in item (a).
  - (iv) Aiming that the systems used to identify and manage the risks related to these areas are fit-for-purpose, being effectively implemented, regularly reviewed and continuously improved.
  - (v) Ensuring that the Board of Directors is properly and regularly informed and updated on matters relating to the risks related to the areas referred to in item (a).
  - (vi) Aiming that the Company is effectively structured to manage risks related to these areas, including having competent workers, adequate communication procedures and proper documentation.
  - (vii) Reviewing and recommending to the Board of Directors regarding the appropriateness of resources available for operating the health and safety management systems and programmes, in particular for the areas already indicated.

- (viii) Reviewing and monitoring all health and safety related incidents / issues, in particular those related to the areas referred to in item (a) and the actions taken by the Board of Directors to prevent their recurrence.
- (b) To oversee and evaluate the preparation and presentation process and the integrity of the non-financial information, reporting to the Audit and Risk Committee and submitting recommendations or proposals.
- (c) To assist the Board of Directors in the supervision of preparation and presentation of the mandatory non-financial information and to submit recommendations or proposals to the Board of Directors that safeguard the integrity of the information.
- (d) To evaluate and periodically review the Company's environmental and social policy, in order to ensure that it fulfils its mission of promoting the corporate interest and takes into account, as appropriate, the legitimate interests of the remaining stakeholders.
- (e) To oversee that the Company's practices in environmental and social matters are in line with its established strategy and policy.

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 issues, and with respect to the Sustainability, Health and Safety Committee, some of the competencies of this Committee were clarified, expressly

including, among them, i) to oversee and evaluate the preparation and presentation process and the integrity of the non-financial information, reporting to the Audit and Risk Committee and submitting recommendations or proposals; ii) to assist the Board of Directors in the supervision of preparation and presentation of the mandatory non-financial information and to submit recommendations or proposals to the Board of Directors that safeguard the integrity of the information; iii) to evaluate and periodically review the Company's environmental and social policy, in order to ensure that it fulfils its mission of promoting the corporate interest and takes into account, as appropriate, the legitimate interests of the remaining stakeholders; and iv) to oversee that the Company's practices in environmental and social matters are in line with its established strategy and policy.

## **5. OPERATION OF THE COMMITTEE**

The Sustainability, Health and Safety Committee meets as often as necessary, at the discretion of its Chair, 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 six occasions. Therefore, it has met with the frequency necessary for the correct performance of its functions.

With regard to the preparation and development of meetings, the Chair of the Committee calls the meetings with proper advance notice, except when, for reasons of urgency or timeliness, the meeting has been held on a universal basis, with all of its members attending all 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 Sustainability, Health and Safety 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 Sustainability, Health and Safety Committee addressed, inter alia, the following matters:

- Monitoring of the key pillars of the Group's Sustainability Policy: Food, People and Environment.
- Management of food safety policy, divided into the supplier, main kitchen, logistics and restaurant pillars.
- Review of KPI audits performed on suppliers and logistics.
- Implementation of nutrition policies and related roadmaps.
- Analysis of the waste management and environmental strategies of the restaurants of the group of companies to which the Company belongs (the "Group").
- Review of the Group's Animal Welfare Policy, Customer Packaging Policy and Waste Management Policy

- Review of the health and safety policy at the workplace, and monitoring that all restaurants in the Group follow the safety measures to prevent accidents at work.
- Overseeing the Group's preparedness for the non-financial information reporting.

## **7. EVALUATION OF THE OPERATION AND PERFORMANCE OF THE SUSTAINABILITY, HEALTH AND SAFETY COMMITTEE**

The Sustainability, Health and Safety 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. CONCLUSIONS**

Over the course of 2022, the Sustainability, Health and Safety 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 Sustainability, Health and Safety Committee plans to continue to review and monitor the situation affecting all matters within its purview.

## **9. DATE OF PREPARATION AND OF APPROVAL OF THE REPORT**

This Report was prepared by the Sustainability, Health and Safety Committee on February 27, 2023, and approved by the Board of Directors on February 28, 2023.

February 2023