



## 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, 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, it being foreseeable that it will be held on first call.

The matters to be deliberated and voted upon at this Ordinary General Shareholders' Meeting are those 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 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 García 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.

Likewise, and following the presentation of the items on the Agenda, information will be provided on the amendments to the Regulations of the Board of Directors of the Company approved since the last General Meeting of Shareholders, in accordance with article 528 of the Capital Companies Act.

For the purposes of articles 173 and 516 of the Capital Companies Act, all shareholders are hereby notified that this notice of call will also be published, among other means, on the Company's website, the address of which is [www.amrest.eu](http://www.amrest.eu).

## **SUPPLEMENT TO 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 the publication of a supplement to the call to the ordinary General Shareholders' Meeting, including one or more items on its Agenda, provided that the new items are accompanied by a justification or, as the case may be, a justified proposed resolution, as well as submitting substantiated proposals for resolutions on matters already included or to be included on the Agenda of the call to meeting. The exercise of these rights must be made by means of reliable notification to be received at the registered office, accompanied by a copy of the attendance, proxy and voting card (the "Shareholder Card") and sufficient documentation accrediting their status as shareholders, issued in Spanish or English by the corresponding depository entity (the "Certificate of Ownership").

## **ATTENDANCE AND REPRESENTATION**

Holders of shares with voting rights who have them registered in their name in the corresponding book-entry register five days prior to the date of the General Meeting, i.e. May 5, 2023, may attend and participate in the Ordinary General Shareholders' Meeting, with the right to speak and vote. Any shareholder entitled to attend may be represented at the Ordinary General Shareholders' Meeting by another person, even if not a shareholder, provided that the requirements established for this purpose are met. Shareholders, or their proxies, must identify themselves by means of their national identity card or passport. Representation is always revocable and the personal attendance of the represented shareholder at the General Meeting, either physically or by remote voting, shall have the value of revocation.

If the proxy is completed in favour of the Board of Directors, or if the proxy does not contain the name of the person to whom it is granted, it shall be deemed to have been granted in favour of the Chairman of the Board of Directors or, as the case may be, in favour of the person chairing the General Meeting.



Unless otherwise indicated by the principal in the document granting the proxy, the proxy also extends to proposed resolutions on items not included on the Agenda. If, in accordance with the foregoing, the proxy extends to proposed resolutions on items not included on the Agenda, the specific instruction of the principal shall be understood to be to vote in the manner deemed to be in the best interests of the shareholder, unless other express instructions are indicated by the principal in the document granting the proxy.

In the event that the proxy is exercised by the directors of the Company, in the case of a public proxy solicitation, and the proxy has not expressly indicated voting instructions, it shall be understood that the proxy (i) refers to all the items that form part of the Agenda of the General Meeting, (ii) it shall be deemed to vote in favour of all the proposed resolutions formulated by the Board of Directors, and (iii) it shall likewise extend to any points that may arise during the course of the General Meeting outside the Agenda, in respect of which the proxy shall vote in the sense he/she considers most convenient to the interests of the shareholder.

For the purposes of articles 523 and 526 of the Capital Companies Act, it is hereby stated that the Chairman and all other directors of the Company have a conflict of interest in respect of item ninth on the Agenda. The directors may also have a conflict of interest in relation to the proposed resolutions, if any, on items not included in the Agenda.

## **REPRESENTATION AND VOTING THROUGH REMOTE COMMUNICATION METHODS**

Shareholders entitled to attend may grant proxy or cast their vote remotely by delivering the Shareholder Card to the offices of the Company, duly completed, by sending it to the Company (a) by post correspondence to the registered office, for the attention of the Legal Department (ref. General Meeting), or (b) electronically through the platform available on the Company's corporate website, and identifying themselves with their (i) electronic ID (DNIe) or (ii) recognized electronic certificate of which there is no record of its revocation, under the terms set forth in Law 6/2020, of November 11, regulating certain aspects of electronic trust services, in force and issued by the Spanish Public Certification Entity (CERES), which depends on the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM).

A Shareholder's Guide is available on the Company's corporate website ([www.amrest.eu](http://www.amrest.eu)) which provides detailed information on how shareholders may exercise their attendance rights and proxy and remote voting rights. Proxies and remote votes cast by postal or electronic correspondence must, as a general rule, be received by the Company no later than 9 May 2023. The validity of proxies granted and votes cast by remote communication is subject to verification by the Company. In the event of a discrepancy between the number of shares communicated by the shareholder granting the proxy or casting his vote by remote communication and the number recorded in the book-entry register five days prior to the date on which the Meeting is to be held, the latter number of shares shall be deemed valid for quorum and voting purposes, unless there is evidence to the contrary.



## RIGHT TO INFORMATION

### Documents available to shareholders

As from the publication of this notice and in accordance with the provisions of the applicable regulations, shareholders are entitled to examine and obtain at the registered office of the Company (Paseo de la Castellana 163, 10th floor, Madrid), consult the Company's website ([www.amrest.eu](http://www.amrest.eu)), and request delivery or free delivery (by telephone 917991650, from 8:00 to 16:30 hours, Monday to Thursday, and from 8:00 to 14:00 hours on Fridays), of the following documents:

- This notice of call.
- The total number of shares and voting rights on the date of the call.
- The annual financial report for the financial year 2022, including the individual and consolidated financial statements, the individual and consolidated management reports of the Company, and the respective reports of the auditors for the financial year 2022.
- The consolidated statement of non-financial information for the financial year 2022 forming part of the consolidated management report, together with the independent service provider's verification report.
- The full text of the proposed resolutions of the Board of Directors to be adopted, as the case may be, 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, Remuneration and Corporate Governance Committee, for the purposes provided under Articles 518.e) and 529 decies of the Capital Companies Act, concerning proposal for the appointment of director.
- Report of the Board of Directors, for the purposes contemplated in article 286 of the Capital Companies Act, regarding the proposed amendment of the Bylaws.
- Report of the Board of Directors regarding the proposed amendment of the Regulations of the of the General Shareholders' Meeting.
- Annual report on directors' remuneration for the 2022 financial year for the purposes of article 541 of the Capital Companies Act.
- Annual corporate governance report for the 2022 financial year.
- Shareholder's Guide.



- Shareholder Card.
- Operating reports for financial year 2022 prepared by the following committees: Audit and Risk Committee, Appointment, Remuneration and Corporate Governance Committee and Sustainability, Health and Safety Committee.
- Report of the Audit and Risk Committee on the independence of the auditor, for the purposes of article 529 quaterdecies, section 4 f) of the Capital Companies Act.
- Report of the Audit and Risk Committee on related-party transactions in financial year 2022.

### **Exercise of the shareholder's right to information prior to the holding of the General Shareholders' Meeting**

Pursuant to the provisions of articles 197 and 520 of the Capital Companies Act and article 11 of the General Meeting Regulations, shareholders may, up to and including the fifth day prior to the General Meeting, request in writing such information or clarifications as they deem necessary or submit such written questions as they deem appropriate regarding the items on the Agenda of the call to meeting, the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the holding of the last General Meeting, and the auditor's reports on the annual accounts and individual management reports of the Company and those consolidated with its subsidiaries for the financial year 2022.

### **Exercise of the shareholder's right to information during the holding of the General Shareholders' Meeting**

Likewise, during the General Meeting, shareholders may verbally request from the directors such information or clarifications as they deem appropriate regarding the items on the Agenda, as well as the information accessible to the public that the Company has provided to the National Securities Market Commission since the last General Meeting was held, and the auditor's reports.

### **PROVISIONS COMMON TO SHAREHOLDER'S RIGHTS**

The exercise of the rights of information, attendance, representation, voting, request for publication of a supplement to the call to meeting and submission of reasoned proposals for resolutions shall be carried out in accordance with the provisions of the Law and the documents comprising the Company's corporate governance system, which are 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 modify, suspend, cancel or restrict the electronic mechanisms that it makes available to shareholders for the exercise of their rights to



information, voting and representation at the General Meeting when technical or security reasons so advise or require. If any of these events occur, they shall be announced on the Company's website.

The Company shall not be liable for any damages that may be caused to the shareholder due to breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the Company's control, that prevent the use of the electronic information, voting or proxy mechanisms. Therefore, such circumstances shall not constitute an illegitimate deprivation of the shareholder's rights.

### **SHAREHOLDER'S ELECTRONIC FORUM**

In accordance with the regulations in force, an Electronic Shareholders' Forum has been set up on the Company's website, the use of which shall comply with the legal purpose and the guarantees and rules of operation established by the Company, and may be accessed by duly authorised shareholders and shareholders' associations.

The rules of operation of the Electronic Shareholders' Forum, as well as the form to be completed in order 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 and is provided solely for the purpose of facilitating communication between the Company's shareholders on the occasion of the Ordinary General Shareholders' Meeting.

### **NOTARY INTERVENTION**

The Board of Directors has resolved to require the presence of a Notary Public to draw up the minutes of the Ordinary General Shareholders' Meeting.

### **DATA PROTECTION**

The personal data that shareholders provide to the Company (when exercising or delegating their information, attendance, proxy and voting rights) or that are provided by both the credit institutions and investment services companies in which such shareholders have their shares deposited or held in custody and by the entities that, in accordance with the Law, must keep the registers of the securities represented by book entries, shall be processed by the Company for the purpose of managing the shareholder relationship. For these purposes, the data shall be included in files for which the Company is responsible. 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 shall be provided to the Notary Public exclusively in connection with the drawing up of the notarial minutes of the Ordinary General Shareholders' Meeting. By attending the General Meeting, the attendee consents to this dissemination. The owner of the data shall have the right to access, rectify, oppose, or eliminate the data collected by the Company. These 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 Department.



In the event that the shareholder includes personal data relating to other individuals on the attendance, proxy and absentee voting card, such shareholder must inform them of the matters contained in the preceding paragraphs and comply with any other requirements that may be applicable for the transfer of personal data to the Company, without the Company having to take any further action.

In Madrid, on 5 April 2023

Mauricio Gárate Meza

Vice Secretary of the Board of Directors