



**AMREST HOLDINGS, SE**  
**ORDINARY GENERAL SHAREHOLDERS MEETING**  
**9 MAY 2024**  
**PROPOSALS FOR RESOLUTION**

The resolutions proposed by the Board of Directors of AmRest Holdings, SE (“**AmRest**” or “**Company**”), for approval by the General Meeting are as follows:



## **ITEM ONE ON THE AGENDA**

**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 director's report of the Company and its consolidated Group, for financial year ended 31 December 2023.**

## **RESOLUTION**

Approve 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 the director's report of the Company and its consolidated Group, for financial year ended 31 December 2023, which have been prepared by the Board of Directors of the Company on 27 February 2024 and audited by the Company's statutory auditor.

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## **ITEM TWO ON THE AGENDA**

**Review and approval of the consolidated statement of non-financial information for financial year ended 31 December 2023.**

### **RESOLUTION**

Approve the consolidated statement of non-financial information for financial year ended 31 December 2023, which forms an integral part of the consolidated director's report for that financial year.

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### **ITEM THREE ON THE AGENDA**

**Approval of the management and performance of the Board of Directors during financial year ended 31 December 2023.**

### **RESOLUTION**

Approve, without any qualification, the corporate management and the actions carried out by the Board of Directors of the Company during financial year ended 31 December 2023.

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## **ITEM FOUR ON THE AGENDA**

**Approval of the Proposed Allocation of the Profits/Losses of the Company for financial year ended 31 December 2023.**

### **RESOLUTION**

In accordance with the proposal made by the Board of Directors, approve the Company's individual distribution of profits consisting of EUR 4,233,495.77, to be allocated entirely to reserves:

- To voluntary reserves: EUR 4,233,495.77

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## **ITEM FIVE ON THE AGENDA**

### **Re-election of Directors.**

#### **RESOLUTION**

##### **5.1. Re-election of Ms. Romana Sadurska as a director, with independent director status.**

To re-elect Ms. Romana Sadurska as a director of the Company, with independent director status (for the purposes of article 529 duodecies of the Capital Companies Act), for the statutory period of four years from the date of the General Shareholders' Meeting, at the proposal of the Appointments, Remuneration and Corporate Governance Committee and the Board of Directors.

##### **5.2. Re-election of Mr. Emilio Fullaondo Botella as a director, with independent director status.**

To re-elect Mr. Emilio Fullaondo Botella as a director of the Company, with independent director status (for the purposes of article 529 duodecies of the Capital Companies Act), for the statutory period of four years from the date of the General Shareholders' Meeting, at the proposal of the Appointments, Remuneration and Corporate Governance Committee and the Board of Directors.

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## **ITEM SIX ON THE AGENDA**

**Re-election of the statutory auditor.**

### **RESOLUTION**

In accordance with the proposal made by the Audit and Risk Committee, the Board of Directors submits the following resolution for approval of the General Shareholders' Meeting:

To re-elect PricewaterhouseCoopers Auditores S.L. as the statutory auditor of AmRest Holdings, SE and its Consolidated Group of Companies for financial year 2024.

PricewaterhouseCoopers Auditores S.L. has its registered office at Madrid (Spain), Torre PwC, Paseo de la Castellana 259 B, Tax Identification Code (C.I.F.) B-79031290, and is registered in the Mercantile Registry of Madrid, page M-63,988, folio 75, volume 9,267, book 8,054, section 3; and in the Official Register of Account Auditors with number S0242.

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## **ITEM SEVEN ON THE AGENDA**

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

### **RESOLUTION**

Article 515 of the Capital Companies Act allows listed companies to offer their shareholders the effective opportunity of voting by electronic means, accessible to all of them, so as to reduce the period for calling Extraordinary General Shareholders' Meeting to at least fifteen days in advance; provided that this reduction has been agreed at the Ordinary General Shareholders' Meeting with the favourable vote of at least two thirds of the subscribed capital with the right to vote.

In this sense, a proposal is submitted to the General Shareholders' Meeting to approve, in accordance with the provisions of Article 515 of the Capital Companies Act, that, until the next Ordinary General Shareholders' Meeting, Extraordinary General Shareholders' Meeting may be called, as appropriate, at least fifteen days in advance.

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## **ITEM EIGHT ON THE AGENDA**

**Consultative vote of the Annual Report on the Remuneration of Directors for 2023.**

### **RESOLUTION**

Approve, on a consultative basis, the Annual Report on Remuneration of Directors for financial year 2023, the full text of which was made available to shareholders, together with the rest of the documentation relating to the General Shareholders' Meeting, from the date of publication of the call to meeting.

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## **ITEM NINE ON THE AGENDA**

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

### **RESOLUTION**

Authorise the Board of Directors, to the extent necessary under law, to develop, execute and interpret all the previous resolutions, including, to the extent necessary, the authorities to interpret, remedy and complete the resolutions. In addition, to authorise to the Chairman of the Board of Directors, and to the Secretary and Vice Secretary of the Board of Directors, so that any of them, indistinctly, may appear before a Notary to formalise and execute as public instrument the resolutions adopted at this General Shareholders' Meeting, and, if necessary, to rectify the material errors which could influence the granting of the public deeds, which do not require the adoption of new resolutions, as well as to grant as many public and private documents as necessary until the resolutions adopted are duly registered in the Commercial Registry, with authority, including for their remedy or rectification in view of the verbal or written qualification that the Registrar may issue and, in sum, to carry out all actions and procedures that are necessary for full effectiveness of these resolutions, as well as to deposit the accounts of the Company and its Group.

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