AmRest Group

Consolidated annual report 2024

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AmRest Group's consolidated annual report has been prepared
in XHTML format.

Independent auditor's report on the consolidated financial statements

To the shareholders of AmRest Holdings, SE

Report on the consolidated financial statements

Opinion

We have audited the consolidated financial statements of AmRest Holdings, SE (the Parent company) and its subsidiaries (the Group), which comprise the statement of financial position as at 31 December 2024, and the income statement, statement of comprehensive income, statement of changes in equity, statement of cash flows and related notes, all consolidated, for the year then ended.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the equity and financial position of the Group as at 31 December 2024, as well as its financial performance and cash flows, all consolidated, for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS-EU) and other provisions of the financial reporting framework applicable in Spain.

Basis for opinion

We conducted our audit in accordance with legislation governing the audit practice in Spain. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We are independent of the Group in accordance with the ethical requirements, including those relating to independence, that are relevant to our audit of the consolidated financial statements in Spain, in accordance with legislation governing the audit practice. In this regard, we have not rendered services other than those relating to the audit of the financial statements, and situations or circumstances have not arisen that, in accordance with the provisions of the aforementioned legislation, have affected our necessary independence such that it has been compromised.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	How our audit addressed the key audit matters
Recoverability of property, plant and equipment and right-of-use assets At 31 December 2024, the consolidated statement of financial position of the Group includes 649.6 million euros of property, plant and equipment and 896.3 million euros of right-of-use assets. As explained in note 15 of the accompanying notes to the consolidated financial statements, Group management evaluates the existence of indicators that property, plant and equipment and right-of-use assets may be impaired twice a year. If it detects any such indicators, Group management estimates the recoverable amount of each cash generating unit (CGU) based on a value in use calculation. The Group views each of the restaurants it operates as a CGU. To calculate those recoverable amounts, Group management uses cash flow projections based on financial budgets that require the use of significant judgements and estimates, including, among others, growth in sales and discount rates. As a result of the analyses performed, as indicated in note 15 of the accompanying notes to the consolidated financial statements, the Group has recognised impairment losses against its property, plant and equipment and right-of-use assets of 4.6 and 5.1 million euros, respectively. Deviations in the assumptions underpinning the estimates made by management could drive significant changes in the conclusions reached and, therefore, in the recoverability analysis with respect to property, plant and equipment and right-of-use assets. For this reason, we view this area as a key audit matter.	We gained an understanding of the processes relating to the impairment evaluation of its property, plant and equipment and right-of-use assets undertaken by Group management. We focussed our procedures for assessing the impairment tests performed by the Group on analysing the model, the estimation methodology and the calculations performed by Group management, as well as on assessing the reasonableness of the budgets prepared for those CGUs for which there are indications of impairment. In addition, based on our assessment of the circumstances applicable in each instance, we relied on the support of our valuation experts to evaluate the discount rates used to calculate the net present value of the cash flows. We evaluated the information disclosed in the consolidated financial statements with respect to the impairment analysis of these assets performed by the Group. We believe that we have obtained adequate and sufficient evidence regarding the assessment performed by Group management regarding the recoverability of the property, plant and equipment and right-of-use assets line items, as well as the consistency of the disclosures made in the accompanying consolidated financial statements with respect to the information available.
Recoverability of goodwill At 31 December 2024, the consolidated statement of financial position includes an amount of 212.5 million euros in the goodwill line item. As disclosed in note 15 of the accompanying notes to the consolidated financial statements, the Group estimates, at least at each year end, the recoverable amount of each goodwill balance.	We gained an understanding of the processes followed by Group management to assess the impairment of goodwill, including those relating to the preparation of budgets, analysis and follow-up of projections, that constitute the basis for the principal judgements and estimates used by Group management.

Key audit matters	How our audit addressed the key audit matters
To calculate the recoverable amount, the Group uses cash flow projections based on financial budgets prepared by management that require the use of significant judgement and estimates, including, among others, growth in sales, discount rates and terminal growth rates. As a result of the analyses performed, as indicated in note 15 of the accompanying notes to the consolidated financial statements, the Group has registered an impairment loss in the consolidated income statement against goodwill of 41.1 million euros, relating to the goodwill allocated to Sushi Shop Group. Deviations in the assumptions used in the estimates made by management could drive significant changes in the conclusions reached and, therefore, in the goodwill recoverability analysis. For this reason, we view this area as a key audit matter.	In relation to the cash flows, we assessed the reasonableness of the plans and budgets prepared by Group management. We also evaluated the reasonableness of budgets prepared in the past by comparing them to actual results. In addition, based on our assessment of the circumstances applicable in each instance, we relied on the support of our valuation experts to evaluate the discount rates and the terminal growth rates used by the Group to calculate the net present value of the cash flows. We also assessed the reasonableness of the sensitivity analysis disclosed in the notes to the accompanying consolidated financial statements. We believe that we have obtained adequate and sufficient evidence of the assessment performed by Group management regarding the recoverable amount of the goodwill line item and the consistency of the disclosures made in the accompanying consolidated financial statements with respect to the information available.

Other information: Consolidated directors' report

Other information comprises only the consolidated directors' report for the 2024 financial year, the formulation of which is the responsibility of the Parent company's directors and does not form an integral part of the consolidated financial statements.

Our audit opinion on the consolidated financial statements does not cover the consolidated directors' report. Our responsibility regarding the consolidated directors' report, in accordance with legislation governing the audit practice, is to:

a) Verify only that the consolidated statement of non-financial information, certain information included in the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration, as referred to in the Auditing Act, have been provided in the manner required by applicable legislation and, if not, we are obliged to disclose that fact.

b) Evaluate and report on the consistency between the rest of the information included in the consolidated directors' report and the consolidated financial statements as a result of our knowledge of the Group obtained during the audit of the aforementioned financial statements, as well as to evaluate and report on whether the content and presentation of this part of the consolidated directors' report is in accordance with applicable regulations. If, based on the work we have performed, we conclude that material misstatements exist, we are required to report that fact.

On the basis of the work performed, as described above, we have verified that the information mentioned in section a) above has been provided in the manner required by applicable legislation and that the rest of the information contained in the consolidated directors' report is consistent with that contained in the consolidated financial statements for the 2024 financial year, and its content and presentation are in accordance with applicable regulations.

Responsibility of the directors and the audit and risk committee for the consolidated financial statements

The Parent company's directors are responsible for the preparation of the accompanying consolidated financial statements, such that they fairly present the consolidated equity, financial position and financial performance of the Group, in accordance with IFRS-EU and other provisions of the financial reporting framework applicable to the Group in Spain, and for such internal control as the aforementioned directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Parent company's directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the aforementioned directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Parent company's audit and risk committee is responsible for overseeing the process of preparation and presentation of the consolidated financial statements.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with legislation governing the audit practice in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with legislation governing the audit practice in Spain, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Parent company's directors.

- Conclude on the appropriateness of the Parent company's directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Parent company's audit and risk committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Parent company's audit and risk committee with a statement that we have complied with ethical requirements relating to independence and we communicate with the aforementioned those matters that may reasonably be considered to threaten our independence and, where applicable, the safeguards adopted to eliminate or reduce such threat.

From the matters communicated with the Parent company's audit and risk committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Report on other legal and regulatory requirements

European single electronic format

We have examined the digital files of the European single electronic format (ESEF) of AmRest Holdings, SE and its subsidiaries for the 2024 financial year that comprise an XHTML file which includes the consolidated financial statements for the financial year and XBRL files with tagging performed by the entity, which will form part of the annual financial report.

The directors of AmRest Holdings, SE are responsible for presenting the annual financial report for the 2024 financial year in accordance with the formatting and markup requirements established in the Delegated Regulation (EU) 2019/815 of 17 December 2018 of the European Commission (hereinafter the ESEF Regulation).

Our responsibility is to examine the digital files prepared by the Parent company's directors, in accordance with legislation governing the audit practice in Spain. This legislation requires that we plan and execute our audit procedures in order to verify whether the content of the consolidated financial statements included in the aforementioned digital files completely agrees with that of the consolidated financial statements that we have audited, and whether the format and markup of these financial statements and of the aforementioned files has been effected, in all material respects, in accordance with the requirements established in the ESEF Regulation.

In our opinion, the digital files examined completely agree with the audited consolidated financial statements, and these are presented and have been marked up, in all material respects, in accordance with the requirements established in the ESEF Regulation.

Report to the audit and risk committee of the Parent company

The opinion expressed in this report is consistent with the content of our additional report to the audit and risk committee of the Parent company dated 27 February 2025.

Appointment period

The General Ordinary Shareholders' Meeting held on 9 May 2024 appointed us as auditors of the Group for a period of one year, for the year ended 31 December 2024.

Previously, we were appointed by resolution of the General Extraordinary Shareholders' Meeting for a period of three years and we have audited the financial statements continuously since the year ended 31 December 2021.

Services provided

Services provided to the Group for services other than the audit of the financial statements are disclosed in note 32 to the consolidated financial statements.

PricewaterhouseCoopers Auditores, S.L. (S0242)

Álvaro Moral Atienza (21428)

27 February 2025

AUDITORES
INSTITUTO DE CENSORES JURADOS DE CUENTAS DE ESPAÑA

PRICEWATERHOUSECOOPERS AUDITORES, S.L.

2025 Núm. 01/25/07130
SELLO CORPORATIVO: 96,00 EUR

Informe de auditoría de cuentas sujeto a la normativa de auditoría de cuentas española o internacional

Consolidated Financial Statements

for the year ended 31 December 2024

AmRest Group
26 February 2025

AmRest

AmRest

AMREST GROUP Consolidated Financial Statements

for the the year ended 31 December 2024

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(all figures in EUR millions unless stated otherwise)

Consolidated income statement for the year ended 31 December 2024

	Note	YEAR ENDED 31 December 2024	YEAR ENDED 31 December 2023
Continuing operations			
Restaurant sales	5,6	2,397.0	2,265.9
Franchise and other sales		159.3	165.7
Total revenue	5,6	**2,556.3**	**2,431.6**
Restaurant expenses:			
Food and merchandise	7	(656.3)	(644.3)
Payroll and other employee benefits	7	(606.4)	(555.3)
Royalties	7	(121.3)	(112.5)
Occupancy, depreciation and other operating expenses	7	(725.1)	(682.4)
Franchise and other expenses	7	(124.1)	(128.9)
Gross Profit		**323.1**	**308.2**
General and administrative expenses	7	(176.8)	(170.6)
Net impairment losses on financial assets	27	(1.3)	(2.6)
Net impairment losses on non-financial assets	15	(50.9)	(38.6)
Other operating income/expenses	8	24.1	7.1
Profit/loss from operations		**118.2**	**103.5**
Finance income	9	3.7	9.0
Finance costs	9	(87.5)	(63.5)
Profit/loss before tax		**34.4**	**49.0**
Income tax expense	10	(20.9)	(4.6)
Profit/loss for the period from continuing operations		**13.5**	**44.4**
Discontinued operations			
Profit/loss for the period from discontinued operation	30	-	6.5
Profit/loss for the period		**13.5**	**50.9**
Attributable to:			
Shareholders of the parent		8.5	44.9
Non-controlling interests		5.0	6.0

	Note	YEAR ENDED 31 December 2024	YEAR ENDED 31 December 2023
Earnings per share for profit/loss from continuing operations attributable to the ordinary equity holders of the company:			
Basic earnings per ordinary share in EUR	21	0.04	0.18
Diluted earnings per ordinary share in EUR	21	0.04	0.18
Earnings per share for profit/loss attributable to the ordinary equity holders of the company:			
Basic earnings per ordinary share in EUR	21	0.04	0.21
Diluted earnings per ordinary share in EUR	21	0.04	0.21

The above consolidated income statement should be read in conjunction with the accompanying notes.

(all figures in EUR millions unless stated otherwise)

Consolidated statement of comprehensive income for the year ended 31 December 2024

	Note	YEAR ENDED	
		31 December 2024	31 December 2023
Profit/loss for the period		**13.5**	**50.9**
Other comprehensive income/loss			
Exchange differences on translation of disposed operation		-	(8.4)
Exchange differences reclassified on loss of control	30	-	28.6
Exchange differences on translation of foreign operations		(2.8)	(7.1)
Net investment hedges	19	0.5	9.5
Income tax related to net investment hedges	19	-	(1.7)
Other comprehensive income/loss for the period		**(2.3)**	**20.9**
Total comprehensive income/loss for the period		**11.2**	**71.8**
Attributable to:			
Shareholders of the parent		6.2	65.5
Non-controlling interests		5.0	6.3
Total comprehensive income/loss for the period attributable to owners arises from:			
Continuing operations		11.2	45.1
Discontinued operations		-	26.7

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

(all figures in EUR millions unless stated otherwise)

Consolidated statement of financial position as at 31 December 2024

	Note	31 December 2024	31 December 2023
Assets			
Property, plant and equipment	11	649.6	580.4
Right-of-use assets	12	896.3	825.6
Goodwill	14	212.5	253.3
Intangible assets	13	238.2	236.7
Investment properties	18	1.2	1.2
Other non-current assets	18	24.3	23.0
Deferred tax assets	10	57.6	55.0
Total non-current assets		**2,079.7**	**1,975.2**
Inventories	18	33.1	34.9
Trade and other receivables	16, 27	76.1	102.4
Income tax receivables		2.3	1.3
Other current assets	18	8.6	10.4
Cash and cash equivalents	17	139.6	227.5
Assets classified as held for sale	30	29.0	-
Total current assets		**288.7**	**376.5**
Total assets		**2,368.4**	**2,351.7**
Equity			
Share capital	19	22.0	22.0
Reserves	19	170.8	174.1
Retained earnings		187.0	193.7
Translation reserve	19	(7.2)	(4.4)
Equity attributable to shareholders of the parent		**372.6**	**385.4**
Non-controlling interests	20	15.8	15.3
Total equity		**388.4**	**400.7**
Liabilities			
Loans and borrowings	22, 27	580.9	571.4
Lease liabilities	12	781.1	715.9
Provisions	25	17.9	17.8
Deferred tax liability	10	34.9	35.2
Other non-current liabilities and employee benefits	26	7.4	6.2
Total non-current liabilities		**1,422.2**	**1,346.5**
Loans and borrowings	22, 27	36.5	52.5
Lease liabilities	12	188.8	171.1
Provisions	25	7.3	6.2
Trade payables and other liabilities	26	308.8	362.9
Income tax liabilities		6.5	11.8
Liabilities directly associated to assets held for sale	30	9.9	-
Total current liabilities		**557.8**	**604.5**
Total liabilities		**1,980.0**	**1,951.0**
Total equity and liabilities		**2,368.4**	**2,351.7**

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

(all figures in EUR millions unless stated otherwise)

Consolidated statement of cash flows for the year ended 31 December 2024

	Note	YEAR ENDED 31 December 2024	YEAR ENDED 31 December 2023
Cash flows from operating activities			
Profit/loss for the period		13.5	50.9
Adjustments for:			
Amortisation and depreciation		260.0	243.1
Net interest expense		80.4	59.1
Foreign exchange result		3.8	(4.0)
Result on disposal of property, plant and equipment and intangibles		(0.6)	(0.9)
Result on sale of discontinued operation	30	-	(3.5)
Impairment of non-financial assets		50.9	38.6
Share-based payments		7.2	6.0
Tax expense		20.9	5.5
Other		(1.1)	(1.9)
Working capital changes:	17		
Change in trade and other receivables and other assets		17.6	(14.0)
Change in inventories		(1.0)	1.0
Change in payables and other liabilities		(14.3)	8.3
Change in provisions and employee benefits		0.7	0.7
Cash generated from operations		438.0	388.9
Income tax paid		(29.5)	(18.4)
Net cash from operating activities		**408.5**	**370.5**
Cash flows from investing activities			
Net cash outflows on acquisition		(0.3)	(0.9)
Net proceeds from the sale of the business	30	-	61.6
Proceeds from the sale of property, plant and equipment, and intangible assets		1.6	-
Purchase of property, plant and equipment		(207.1)	(185.9)
Purchase of intangible assets		(8.7)	(11.2)
Proceeds from investment property		-	3.4
Net cash from investing activities		**(214.5)**	**(133.0)**
Cash flows from financing activities			
Purchase of treasury shares		(10.5)	(6.6)
Proceeds from loans and borrowings	22	42.5	615.4
Repayment of loans and borrowings	22	(51.6)	(636.6)
Payments of lease liabilities including interests paid	12	(179.0)	(168.8)
Transaction costs paid	22	(8.2)	(4.5)
Interest paid	22	(44.9)	(35.2)
Interest received		2.9	4.9
Dividends paid to equity holders of the parent	19	(15.2)	-
Dividends paid to non-controlling interest		(4.5)	(2.1)
Net cash from financing activities		**(268.5)**	**(233.5)**
Net change in cash and cash equivalents		**(74.5)**	**4.0**
Effect of foreign exchange rate movements		-	(6.1)
Balance sheet change of cash and cash equivalents		(74.5)	(2.1)
Cash and cash equivalents, beginning of period		**227.5**	**229.6**
Cash and cash equivalents presented in the statement of financial position	**17**	**139.6**	**227.5**
Cash and cash equivalents presented as assets classified as assets held for sale	**30**	**13.4**	**-**
Total cash and cash equivalents, end of period		**153.0**	**227.5**

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

(all figures in EUR millions unless stated otherwise)

Consolidated statement of changes in equity for the year ended 31 December 2024

	Note	ATTRIBUTABLE TO THE SHAREHOLDERS OF THE PARENT						
	Note	Share capital	Reserves	Retained earnings	Translation reserve	**Total**	Non-controlling interest	**Total equity**
As of 1 January 2024		**22.0**	**174.1**	**193.7**	**(4.4)**	**385.4**	**15.3**	**400.7**
Profit/loss for the period		-	-	8.5	-	**8.5**	5.0	**13.5**
Other comprehensive income/loss		-	0.5	-	(2.8)	**(2.3)**	-	**(2.3)**
Total comprehensive income/loss		**-**	**0.5**	**8.5**	**(2.8)**	**6.2**	**5.0**	**11.2**
Dividends paid to equity holders of the parent	19	-	-	(15.2)	-	**(15.2)**	-	**(15.2)**
Dividends to non-controlling interests	19	-	-	-	-	**-**	(4.5)	**(4.5)**
Purchases of treasury shares	19	-	(10.5)	-	-	**(10.5)**	-	**(10.5)**
Share-based payments	19	-	6.7	-	-	**6.7**	-	**6.7**
As of 31 December 2024		**22.0**	**170.8**	**187.0**	**(7.2)**	**372.6**	**15.8**	**388.4**

	Note	ATTRIBUTABLE TO THE SHAREHOLDERS OF THE PARENT						
	Note	Share capital	Reserves	Retained earnings	Translation reserve	**Total**	Non-controlling interest	**Total equity**
As of 1 January 2023		**22.0**	**166.5**	**148.8**	**(17.2)**	**320.1**	**11.1**	**331.2**
Profit/loss for the period		-	-	44.9	-	**44.9**	6.0	**50.9**
Other comprehensive income/loss		-	7.8	-	12.8	**20.6**	0.3	**20.9**
Total comprehensive income/loss		**-**	**7.8**	**44.9**	**12.8**	**65.5**	**6.3**	**71.8**
Dividends to non-controlling interests	19	**-**	**-**	**-**	**-**	**-**	**(2.1)**	**(2.1)**
Purchases of treasury shares	19	-	(6.6)	-	-	**(6.6)**	-	**(6.6)**
Share-based payments	19	-	6.4	-	-	**6.4**	-	**6.4**
As of 31 December 2023		**22.0**	**174.1**	**193.7**	**(4.4)**	**385.4**	**15.3**	**400.7**

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

(all figures in EUR millions unless stated otherwise)

Notes to the Consolidated Financial Statements

1. General information on AmRest Group

AmRest Holdings SE ("The Company", "AmRest") was incorporated in the Netherlands in October 2000. Since 2008 the Company operates as European Company (Societas Europaea, SE). The company is domiciled in Spain.

Paseo de la Castellana 163, 28046 Madrid, Spain is the Company's registered office as of 31 December 2024 and has not changed during the year 2024.

Hereinafter the Company and its subsidiaries shall be referred to as the "Group" or "AmRest Group".

The shares of AmRest Holdings SE are listed in the Warsaw Stock Exchange ("WSE") and in all four Spanish stock exchanges through the Spanish Automated Quotation System (Sistema de Interconexión Bursátil – SIBE).

The Group is the largest independent chain restaurant operator in Central and Eastern Europe. The Group is also conducting its operations in Western Europe and China. The Group's principal place of business is Europe.

The Group operates Kentucky Fried Chicken ("KFC"), Pizza Hut ("PH"), Burger King ("BK") and Starbucks ("SBX") restaurants through its subsidiaries in Poland, the Czech Republic (hereinafter Czechia), Hungary, Slovakia, Serbia, Croatia, Bulgaria, Romania, Germany, France, Austria, Slovenia and Spain, on the basis of franchise rights granted. Starting from October 2016 the Group as a master-franchisee has the right to grant a license to third parties to operate Pizza Hut Express and Pizza Hut Delivery restaurants (sub-franchise) in countries of Central and Eastern Europe, while ensuring a certain share of restaurants operated directly by AmRest. Since November 2024, AmRest does not operate Pizza Hut restaurants in the French market. In December 2024 the Group signed an agreement to separate the business operations with SCM Sp. z o.o. ("SCM") that is a majority owned subsidiary. In 2023 AmRest sold its KFC business in Russia. Further details are presented in note 30.

In Spain, Portugal and Andorra the Group operates its own brand La Tagliatella. In China the Group operates its own brand Blue Frog. Both businesses are based on operating equity and franchise restaurants supported by the central kitchens located in Spain (La Tagliatella) and in China (Blue Frog) that produce and deliver products to the whole network.

In 2018 the Group acquired the Bacoa and Sushi Shop brands, as a result of which it operates licensed restaurants in Spain (Bacoa) and proprietary and franchise Sushi Shop restaurants in France, Belgium, Spain, Switzerland, United Kingdom, Luxembourg, United Arab Emirates and Saudi Arabia. Bacoa is a primarily premium burger concept in Spain and Sushi Shop is one of the major operators of the European chains of restaurants for sushi, sashimi and other Japanese specialties.

The table below summarizes key types of AmRest Group activities including area of that activities and a franchisor name (if applicable) as of 31 December 2024.

ACTIVITY PERFORMED THROUGH OWN BRANDS		
Brand	**Franchisor**	**Area of the activity**
La Tagliatella	Own brand	Spain, Portugal
Blue Frog	Own brand	China
Sushi Shop	Own brand	France, Spain, Switzerland, Luxembourg, UK
ACTIVITY WHERE AMREST IS A FRANCHISOR (OWN BRAND OR BASED ON MASTER-FRANCHISE AGREEMENTS)		
Brand	**Franchisor**	**Area covered by the agreement**
La Tagliatella	Own brand	Spain, Andorra
Blue Frog	Own brand	China
Sushi Shop	Own brand	France[3], Belgium, United Arab Emirates, Saudi Arabia, UK
Bacoa[1]	Own brand	Spain
Pizza Hut Express, Delivery	Pizza Hut Europe Limited, Pizza Hut Europe S.a.r.l	Hungary, Czechia, Poland, Slovakia, Slovenia
ACTIVITY WHERE AMREST IS A FRANCHISEE		
Brand	**Franchisor**	**Area covered by the agreement**
KFC	YUM! Restaurants Europe Limited and its affiliates and ISHKFC GmbH	Poland, Czechia, Hungary, Bulgaria, Serbia, Croatia, Spain, Germany, France, Austria, Slovenia
Pizza Hut Dine-In	Pizza Hut Europe Limited	Poland
Pizza Hut Express, Delivery	Pizza Hut Europe Limited	Poland, Czechia, Hungary, Slovakia
Burger King	Burger King Europe GmbH, Rex Concepts BK Poland S.A,and Rex Concepts BK Czech S.R.O.	Poland, Czechia, Bulgaria, Slovakia, Romania
Starbucks[2]	Starbucks Coffee International, Inc/Starbucks EMEA Ltd., Starbucks Manufacturing EMEA B.V.	Poland, Czechia, Hungary, Romania, Bulgaria, Germany, Slovakia, Serbia

1) Bacoa restaurants are currently operated under trademark license agreements.
2) AmRest, through AmRest Sp. z o.o. owns 82% and Starbucks owns 18% of the share capital of the companies in Poland (AmRest Coffee Sp. z o.o), Czechia (AmRest Coffee s.r.o.) and Hungary (AmRest Kavezo Kft.). Upon occurrence of an event of default, both AmRest and Starbucks (as the case may be, acting as non-defaulting shareholder) will have the option to purchase all of the shares of the other shareholder (the defaulting shareholder) in the terms and conditions foreseen in the corresponding agreements. In the event of a deadlock, Starbucks will have, in the first place, the option to purchase all the shares of AmRest and, if Starbucks does not exercise that option, AmRest will have the option to purchase all the shares of Starbucks, in the terms and conditions foreseen in the corresponding agreements. In the event of a change of control in AmRest Holdings, Starbucks will have the right to increase its participation in each of the companies up to 100%.
3) In October 2024, 21 franchisees of the French network sued Sushi Shop Management before the Paris Commercial Court, accusing it of contractual breaches with respect to supplies, communication, know-how and assistance provided, which in their view are grounds for a request for the judicial termination of their franchise agreements. Sushi Shop Management formally denies all the allegations made against it. Given the current state of the dispute, there is a significant risk that some of these franchisees will leave the franchise network in the near future.

(all figures in EUR millions unless stated otherwise)

Where AmRest acts as a franchisee, the agreements are signed for individual restaurants to operate under a franchised brand. The majority of the agreements are entered into for a 10-year period with the possibility of further extension. Under the agreements AmRest is required to pay an agreed initial fee when the restaurant opens, and variable royalties and marketing fees.

AmRest operates Starbucks stores under license agreements entered into per each country where the brand is present.

2. Group Structure

As of 31 December 2024, the Group comprised the following subsidiaries:

Company name	Registered office	Parent/non-controlling undertaking	Owner-ship interest and total vote	Date of effective control
		Holding activity		
AmRest TAG S.L.U.	Madrid, Spain	AmRest Sp. z o.o.	100.00%	March 2011
AmRest China Group PTE Ltd	Singapore	AmRest Holdings SE	100.00%	December 2012
Bigsky Hospitality Group Ltd	Hong Kong, China	AmRest China Group PTE Ltd	100.00%	December 2012
New Precision Ltd	Birkirkara, Malta	AmRest China Group PTE Ltd	100.00%	December 2012
Horizon Consultants Ltd.	Birkirkara, Malta	AmRest China Group PTE Ltd	100.00%	December 2012
GM Invest SRL	Brussels, Belgium	AmRest TAG S.L.U.	100.00%	October 2018
Sushi Shop Group SAS	Courbevoie, France	GM Invest SRL AmRest TAG S.L.U.	9.47% 90.53%	October 2018
AmRest France SAS	Courbevoie, France	AmRest Holdings SE	100.00%	December 2018
Sushi Shop Management SAS	Courbevoie, France	Sushi Shop Group SAS	100.00%	October 2018
Sushi Shop Luxembourg SARL	Luxembourg	Sushi Shop Group SAS	100.00%	October 2018
Sushi Shop Switzerland SA	Fribourg, Switzerland	Sushi Shop Management SAS	100.00%	October 2018
		Restaurant, franchise and master-franchise activity		
AmRest Sp. z o.o.	Wroclaw, Poland	AmRest Holdings SE	100.00%	December 2000
AmRest s.r.o.	Prague, Czechia	AmRest Holdings SE	100.00%	December 2000
AmRest Kft	Budapest, Hungary	AmRest Sp. z o.o.	100.00%	June 2006
AmRest Coffee Sp. z o.o.	Wroclaw, Poland	AmRest Sp. z o.o. Starbucks Coffee International,Inc.	82.00% 18.00%	March 2007
AmRest EOOD	Sofia, Bulgaria	AmRest Holdings SE	100.00%	April 2007
AmRest Coffee s.r.o.	Prague, Czechia	AmRest Sp. z o.o. Starbucks Coffee International,Inc.	82.00% 18.00%	August 2007
AmRest Kávézó Kft	Budapest, Hungary	AmRest Sp. z o.o. Starbucks Coffee International,Inc.	82.00% 18.00%	August 2007
AmRest d.o.o.	Belgrade, Serbia	AmRest Sp. z o.o.	100.00%	October 2007
Restauravia Food S.L.U.	Madrid, Spain	AmRest TAG S.L.U.	100.00%	April 2011
Pastificio Service S.L.U.	Madrid, Spain	AmRest TAG S.L.U.	100.00%	April 2011
AmRest Adria d.o.o.	Zagreb, Croatia	AmRest Sp. z o.o.	100.00%	October 2011
AmRest GmbH i.l.[1]	Cologne, Germany	AmRest TAG S.L.U.	100.00%	March 2012
AmRest Adria 2 d.o.o.	Ljubljana, Slovenia	AmRest Sp. z o.o.	100.00%	August 2012
Frog King Food&Beverage Management Ltd	Shanghai, China	Bigsky Hospitality Group Ltd	100.00%	December 2012
Blue Frog Food&Beverage Management (Shanghai) Ltd.	Shanghai, China	New Precision Ltd	100.00%	December 2012
Shanghai Kabb Western Restaurant Ltd	Shanghai, China	Horizon Consultants Ltd.	100.00%	December 2012
AmRest Skyline GmbH i.l.[2]	Cologne, Germany	AmRest TAG S.L.U.	100.00%	October 2013
AmRest Coffee EOOD	Sofia, Bulgaria	AmRest Sp. z o.o.	100.00%	June 2015
AmRest Coffee S.R.L.	Bucharest, Romania	AmRest Sp. z o.o.	100.00%	June 2015
AmRest Food S.R.L.	Bucharest, Romania	AmRest Sp. z o.o.	100.00%	July 2019
AmRest Coffee SK s.r.o.	Bratislava, Slovakia	AmRest s.r.o. AmRest Sp. z o.o.	99.00% 1.00%	December 2015
AmRest Coffee Deutschland Sp. z o.o. & Co. KG	Munich, Germany	AmRest Kaffee Sp. z o.o. AmRest TAG S.L.U.	23.00% 77.00%	May 2016
AmRest DE Sp. z o.o. & Co. KG[5]	Munich, Germany	AmRest Kaffee Sp. z o.o.	100.00%	December 2016
Kai Fu Food and Beverage Management (Shanghai) Co. Ltd	Shanghai, China	Blue Frog Food&Beverage Management Co. Ltd	100.00%	December 2016
LTP La Tagliatella Portugal, Lda	Lisbon, Portugal	AmRest TAG S.L.U.	100.00%	February 2017
LTP La Tagliatella II Franchise Portugal, Lda [3]	Lisbon, Portugal	AmRest TAG S.L.U.	100.00%	April 2019
AmRest AT GmbH	Vienna, Austria	AmRest Sp. z o.o.	100.00%	March 2017
AmRest Topco France SAS	Courbevoie, France	AmRest France SAS	100.00%	May 2017
AmRest Delco France SAS	Courbevoie, France	AmRest Topco France SAS	100.00%	May 2017
AmRest Opco SAS	Courbevoie, France	AmRest France SAS	100.00%	July 2017
AmRest Coffee SRB d.o.o.	Belgrade, Serbia	AmRest Holdings SE	100.00%	November 2017
AmRest Chamnord SAS	Courbevoie, France	AmRest Opco SAS	100.00%	March 2018

(all figures in EUR millions unless stated otherwise)

Company name	Registered office	Parent/non-controlling undertaking	Owner-ship interest and total vote	Date of effective control
AmRest SK s.r.o.	Bratislava, Slovakia	AmRest s.r.o.	100.00%	April 2018
AmRest Pizza GmbH [5]	Munich, Germany	AmRest DE Sp. z o.o. & Co. KG	100.00%	June 2018
Sushi Shop Restauration SAS	Courbevoie, France	Sushi Shop Management SAS	100.00%	October 2018
Sushi House SA	Luxembourg	Sushi Shop Luxembourg SARL	100.00%	October 2018
Sushi Shop London Pvt LTD	London, UK	Sushi Shop Group SAS	100.00%	October 2018
Sushi Shop Belgique SA	Bruxelles, Belgium	Sushi Shop Group SAS	100.00%	October 2018
Sushi Shop Louise SA	Bruxelles, Belgium	Sushi Shop Belgique SA	100.00%	October 2018
Sushi Shop UK Pvt LTD	Charing, UK	Sushi Shop Group SAS	100.00%	October 2018
Sushi Shop Anvers SA	Bruxelles, Belgium	Sushi Shop Belgique SA	100.00%	October 2018
Sushi Shop Geneve SA	Geneva, Switzerland	Sushi Shop Switzerland SA	100.00%	October 2018
Sushi Shop Lausanne SARL	Lasanne, Switzerland	Sushi Shop Switzerland SA	100.00%	October 2018
Sushi Shop Madrid S.L.U.	Madrid, Spain	Sushi Shop Management SAS	100.00%	October 2018
Sushi Shop Zurich GMBH	Zurich, Switzerland	Sushi Shop Switzerland SA	100.00%	October 2018
Sushi Shop Nyon SARL	Nyon, Switzerland	Sushi Shop Switzerland SA	100.00%	October 2018
Sushi Shop Vevey SARL	Vevey, Switzerland	Sushi Shop Switzerland SA	100.00%	November 2019
Sushi Shop Fribourg SARL	Fribourg, Switzerland	Sushi Shop Switzerland SA	100.00%	November 2019
Sushi Shop Yverdon SARL	Yverdon, Switzerland	Sushi Shop Switzerland SA	100.00%	November 2019
Sushi Shop Morges SARL	Moudon, Switzerland	Sushi Shop Switzerland SA	100.00%	October 2020
AmRest Franchise Sp. z o.o.	Wrocław, Poland	AmRest Sp. z o.o.	100.00%	December 2018
Financial services and others for the Group				
AmRest LLC	Wilmington, USA	AmRest Sp. z o.o.	100.00%	July 2008
AmRest Work Sp. z o.o.	Wroclaw, Poland	AmRest Sp. z o.o.	100.00%	March 2012
La Tagliatella SAS	Courbevoie, France	AmRest TAG S.L.U.	100.00%	March 2014
AmRest Kaffee Sp. z o.o.	Wroclaw, Poland	AmRest Sp. z o.o.	100.00%	March 2016
AmRest Estate SAS	Courbevoie, France	AmRest Opco SAS	100.00%	September 2017
AmRest Leasing SAS	Courbevoie, France	AmRest Opco SAS	100.00%	September 2017
AmRest Global S.L.U.	Madrid, Spain	AmRest Holdings SE	100.00%	September 2020
Supply services for restaurants operated by the Group				
SCM Czech s.r.o.[4]	Prague, Czechia	SCM Sp. z o.o.	90.00%	March 2007
		Ondrej Razga	10.00%	
SCM Sp. z o.o.[4]	Warsaw, Poland	AmRest Sp. z o.o.	51.00%	October 2008
		R&D Sp. z o.o.	33.80%	
		Beata Szafarczyk-Cylny	5.00%	
		Zbigniew Cylny	10.20%	
AmRest Foodservice Sp. z o.o.[6]	Wroclaw, Poland	AmRest Sp. z o.o.	100.00%	December 2024

1) On 25 November 2016 AmRest TAG S.L.U., the sole shareholder of AmRest GmbH, decided to liquidate this company. The liquidation process has not been finished up until the date of authorization of these consolidated financial statements.
2) On 12 October 2023 AmRest TAG S.L.U., the sole shareholder of AmRest Skyline GmbH, decided to liquidate this company. The liquidation process has not been finished up until the date of authorization of these consolidated financial statements.
3) On 31 October 2024 AmRest TAG S.L.U., the sole shareholder LTP La Tagliatella II Franchise Portugal Lda, decided to liquidate this company. On 18 February 2025 the company was deregistered.
4) In December 2024, the Group signed an agreement that is subject to the fulfilment of certain conditions, which are expected to be met on or before 31 March 2025, and by means of which 51% of the shares which AmRest Sp. z o.o. holds in SCM Sp.z o.o. will be sold to R&D Sp. z o.o. Details in the note 30.
5) On 23 January 2025, the Court has registered the merger between AmRest DE Sp. z o.o. & Co. KG and AmRest Pizza GmbH. From that date, AmRest Pizza GmbH has ceased to exist. Yet, its rights and obligations were, from a trade law perspective and on the basis of the date of AmRest Pizza Gmbh's closing balance sheet, retroactively transferred to AmRest DE Sp. z o.o. & Co. KG as successor company effective from 1 October 2024.
6) On 3 December 2024 AmRest Sp. z o.o. acquired 100% shares of Gunsana Sp. z o.o. for the purchase price below EUR 0.1 million. In 2025 the name of the company was changed to AmRest Foodservice Sp. z o.o.

Other changes to the Group Structure that occurred in 2024:

- *on 27 January 2023 Sushi Shop Management SAS and VANRAY S.r.l., shareholders of Sushi Shop Milan SARL, decided to liquidate this company. On 5 April 2024 the company was deregistered,*
- *on 31 December 2023 AmRest Holdings SE, the sole shareholder of AmRest Acquisition Subsidiary Ltd, decided to liquidate this company. On 6 December 2024 the company was deregistered.*

3. Basis of preparation

These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards as adopted by the European Union ("IFRS") and other provisions of the financial reporting applicable in Spain. These consolidated financial statements were authorised for issue by the Company's Board of Directors on 26 February 2025.

Unless disclosed otherwise, the amounts in these consolidated financial statements are presented in euro (EUR), rounded to full millions with one decimal place.

Details of the Group's accounting policies are included in note 34.

The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2023, except for the adoption of new standards, interpretations, and amendments to standards effective as of 1 January 2024, as described below and in the note 35. Several amendments and interpretations apply for the first time in 2024, but do not have any material impact on the Group's policies. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The Group has prepared these consolidated financial statements on the basis that it will continue to operate as a going concern.

4. Use of judgements and estimates

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgments are continually verified, and are based on professional experience and various factors, including expectations of future events, that are deemed to be justified in given circumstances. Revisions to estimates are recognised prospectively. Actual results may differ from these estimates.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong.

Judgements

Determination of the lease term, whether the Group is reasonably certain to exercise extension or termination options

For a majority of contracts the Group holds options for extension/termination of the lease period, on specified conditions.

The Group's practice is to assess the reasonableness of exercising options one year before the decision deadline, because in that time all relevant facts and circumstances to make such a decision can be generally available. The Group considers, for example, latest performance of the restaurant, brand strategy revised during budgeting process, comparison of lease fees to the market average, length of the non-cancellable period of a lease and significance of leasehold improvements recently undertaken (or expected to be undertaken).

The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised.

Assets held for sale

In December 2024, the Group signed an agreement to separate the business operations between the AmRest Group and SCM Sp. z o.o. ("SCM"). SCM is a majority owned subsidiary. Based on an analysis of the facts and circumstances related to the transaction, the Group assessed that the sale transaction is highly probable and the assets and liabilities of the SCM business meet the criteria to be classified as held for sale. Consequently, the Group applied IFRS 5 for the presentation and measurement of the assets and liabilities of that disposal group. Further details are presented in note 30.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on available parameters when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Impairment of non-financial assets including goodwill

Impairment losses are recognised whenever the carrying value of an asset or group of assets that are part of one cash generating unit or a group of cash generating units exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The recoverable amount is determined based on a discounted cash flow (DCF) models. The cash flows are derived from the budgets and forecasts. The recoverable amount is sensitive to the discount rates used for the DCF model as well as the expected future growth margins, sales growths, and the growth rate used for extrapolation purposes. Accounting policies for impairment testing of non-financial assets are disclosed in note 34. The key assumptions used to determine the recoverable amount of the different CGUs, including a sensitivity analysis, are disclosed and further explained in note 15.

Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimation may also require determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield, and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 23.

Recognition of provisions for potential tax obligations and uncertain tax provisions

Recognition of provision requires estimates of the probable outflows of resources embodying economic benefits and defining the best estimates of the expenditures required to settle the present obligation at the end of the reporting period.

The Group operates in various tax jurisdictions. Regulations concerning VAT, corporate income tax and social contribution charges are frequently amended. The applicable regulations may have unclear aspects, leading to differing opinions on the legal interpretation of tax legislation among tax authorities and between these authorities and enterprises.

Tax reports and other matters (e.g. customs or foreign currency transactions) may be audited by authorities competent to impose substantial penalties and fines, whereas any additional tax liabilities assessed during such audits have to be paid together with interests. Consequently, the figures presented and disclosed in these consolidated financial statements may change in the future if a final decision is issued by tax inspection authorities.

Details of current tax inspections open in Group entities are presented in note 28.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the probability that in the future taxable profit will be available against which the deductible temporary difference can be utilised. Details of deferred tax assets are disclosed in note 10.

(all figures in EUR millions unless stated otherwise)

International Tax Reform – Pillar Two Model Rules – Expected changes to income tax legislation

In 2021 an agreement was reached between 136 countries for a two-pillar approach to international tax reform ('the OECD agreement'). Amongst other things, Pillar Two seeks to apply a global minimum effective tax rate of 15%. The OECD agreement is likely to see changes in corporate tax rates in a number of countries in the next few years.

By December 2024, all countries in which AmRest has entities have implemented Pillar Two regulations, with the exception of China and the United States. Further details are disclosed in note 10.

Climate change: risk analysis and financial impacts

All companies face risks and opportunities arising from the climate and need to make strategic decisions in this area. The impacts of climate risks on financial statements are broad and potentially complex, and will depend on the specific risks of the sector. When the future is analysed, probability scenarios are presented where not only the physical consequences of climate change are assessed, but also the changes in environmental regulations to face it.

Both physical risks and transitional risks pose a number of threats and opportunities to overall financial stability, potentially influencing financial markets in the future. Climate risk has been incorporated into the estimates and judgments in relation to the future used for accounting purposes, although they do not present significant differences with those used in previous years.

5. Segment reporting

AmRest as a Group of dynamic developing entities running operations in many markets and various restaurant business segments is under constant analysis of the Board of Directors. The Board is also constantly reviewing the way business is analysed and adjusts it accordingly to changes in the Group's structure as a consequence of strategic decisions.

Group produces various reports, in which its business activities are presented in a variety of ways. Operating segments are set on the basis of management reports used by the Board when making strategic decisions. The Board of Directors analyses the Group's performance by geographical breakdown in divisions described in the table below.

Own restaurant and franchise business is analysed in three operating segments presenting Group's performance in geographic breakdown. Geographical areas are identified based on the similarity of products and services, similar characteristics of the production process and of the customer base, and economic similarities (i.e. exposure to the same market risks). Fourth segment includes in general non-restaurant business. Details of the operations presented in each segment are presented below:

Segment	Description
Central and Eastern Europe (CEE)	Restaurant operations and franchise activity in: • Poland – KFC, Pizza Hut, Starbucks, Burger King, • Czechia – KFC, Pizza Hut, Starbucks, Burger King, • Hungary – KFC, Pizza Hut, Starbucks, • Bulgaria – KFC, Starbucks, Burger King, • Croatia, Austria, Slovenia – KFC, • Slovakia – Starbucks, Pizza Hut, Burger King, • Romania – Starbucks, Burger King, • Serbia – KFC, Starbucks.
Western Europe	Restaurant operations together with supply chain and franchise activity in: • Spain – KFC, La Tagliatella, Sushi Shop, Bacoa, • France – KFC, Sushi Shop, Pizza Hut (until October 2024, when the franchise agreement was early terminated), • Germany – Starbucks, KFC, • Portugal and Andorra – La Tagliatella, • Belgium, Switzerland, Luxembourg, United Kingdom and other countries with activities of Sushi Shop.
China	• Blue Frog operations in China.
Other	Segment Other includes global support functions such as e.g. Executive Team, Controlling, Global Finance, IT, Global Human Resources, Treasury and Investors Relations. Segment Other also includes expenses related to M&A transactions not finalised during the period, whereas expenses related to finalised merger and acquisition are allocated to applicable segments. Additionally, Other includes non-restaurant businesses performed by AmRest Holdings SE, SCM Sp. z o.o. and its subsidiaries and other minor entities performing holding and/or financing services.

When analysing the results of particular business segments the Board of Directors draws attention primarily to EBITDA reached, which is not an IFRS measure.

The segment information has been prepared in accordance with the accounting policies applied in these consolidated financial statements.

Segment measures and the reconciliation to profit/loss from operations for the year ended 31 December 2024 and for the comparative year ended 31 December 2023 is presented below.

(all figures in EUR millions unless stated otherwise)

YEAR ENDED 31 December 2024	CEE	Western Europe	China	Other	Total
Restaurant sales	1,483.7	824.7	88.6	-	2,397.0
Franchise and other sales	0.8	73.8	3.8	80.9	159.3
Segment revenue	**1,484.5**	**898.5**	**92.4**	**80.9**	**2,556.3**
EBITDA	**305.1**	**135.4**	**18.7**	**(28.8)**	**430.4**
Depreciation and amortisation	143.1	97.7	18.1	1.1	260.0
Net impairment losses on financial assets	0.2	1.1	-	-	1.3
Net impairment losses on other assets	4.6	46.0	0.3	-	50.9
Profit/loss from operations	**157.2**	**(9.4)**	**0.3**	**(29.9)**	**118.2**
***Capital investment**	**141.1**	**47.6**	**3.6**	**1.6**	**193.9**

**Capital investment comprises additions and acquisition in property, plant and equipment and intangible assets.*

YEAR ENDED 31 December 2023	CEE	Western Europe	China	Other	Total
Restaurant sales	1,341.2	830.3	94.4	-	2,265.9
Franchise and other sales	0.9	72.5	5.5	86.8	165.7
Segment revenue	**1,342.1**	**902.8**	**99.9**	**86.8**	**2,431.6**
EBITDA	**267.2**	**118.9**	**20.5**	**(27.4)**	**379.2**
Depreciation and amortisation	124.6	91.0	18.1	0.8	234.5
Net impairment losses on financial assets	-	2.1	0.2	0.3	2.6
Net impairment losses on other assets	2.0	35.8	0.8	-	38.6
Profit/loss from operations	**140.6**	**(10.0)**	**1.4**	**(28.5)**	**103.5**
***Capital investment**	**143.1**	**58.4**	**8.4**	**1.4**	**211.3**

**Capital investment comprises additions and acquisition in property, plant and equipment and intangible assets.*

Information on geographical areas

Significant geographical regions are disclosed below with their key characteristics:

		YEAR ENDED	
		31 December 2024	**31 December 2023**
Revenue from external customers	Poland	773.0	670.1
	Spain	365.4	338.7
	Czechia	334.2	324.7
	France	304.7	321.2

		31 December 2024	**31 December 2023**
Total of non-current assets other than financial instruments and deferred tax assets	Poland	576.6	476.3
	Spain	437.8	430.3
	France	361.8	406.2
	Czechia	204.2	185.9

6. Revenues

The Group operates chains of own restaurants under own brands as well as under franchise license agreements. Additionally, the Group operates as franchisor (for own brands) and master-franchisee (for a franchised brand) and develops chains of franchisee businesses, organizing marketing activities for the brands and supply chain. Consequently, the Group analyses two streams of revenue:

- Restaurant sales,
- Franchise and other sales.

This is reflected in the format of Group's consolidated income statement. Details of revenues streams are also presented in note 34d. Additional disaggregation by geographical market is included in the note 5.

Restaurant sales

Restaurant revenues are the most significant source of revenues representing over 94% of total revenues.

Group's customers are mainly individual guests, that are served in the restaurants, therefore the Groups' customer base is widely spread. There are no significant concentrations of revenues risks. Payments for the restaurant sales are settled generally immediately in cash or by credit, debit and other cards. There are no material credit risks related to this type of operations.

(all figures in EUR millions unless stated otherwise)

7. Operating costs and losses

The table below presents an additional analysis of operating expenses by nature:

	YEAR ENDED	
	31 December 2024	31 December 2023
Food, merchandise and other materials	780.3	774.9
Payroll	611.2	551.9
Social security and employee benefits	141.2	136.7
Royalties	123.6	115.2
Utilities	115.7	122.7
Marketing expenses	110.5	98.5
Delivery fees	94.9	87.2
Other external services	118.9	115.8
Occupancy cost	28.0	30.7
Depreciation of right-of-use assets	147.1	136.8
Depreciation of property, plant and equipment	103.2	87.8
Amortisation of intangible assets	9.7	9.9
Other	25.7	25.9
Total cost by nature	**2,410.0**	**2,294.0**

Summary of operating expenses by functions:

	YEAR ENDED	
	31 December 2024	31 December 2023
Restaurant expenses	2,109.1	1,994.5
Franchise and other expenses	124.1	128.9
General and administrative expenses	176.8	170.6
Total costs	**2,410.0**	**2,294.0**

8. Other operating income and expenses

Details of other operating income and expenses are presented in the table below:

	YEAR ENDED	
	31 December 2024	31 December 2023
Refunds, compensations and insurance claims	12.5	0.3
Supply chain services	4.3	5.6
Government assistance	1.0	0.6
Gains/losses on disposal and liquidation of non-current assets	0.6	0.9
Reversal (creation) of provision	(0.6)	(2.8)
Other income	6.3	2.5
Total other operating income and expenses	**24.1**	**7.1**

Other operating income and expenses for the year ended 31 December 2024 consists mainly of retail tax refund in the amount of EUR 9.3 million and VAT refund in the amount of EUR 3.0 million.

9. Finance income and costs

Finance income for the year ended 31 December 2024 consists mainly of income from bank and other interests in the amount of EUR 2.9 million and other income in the amount of EUR 0.8 million. For the year ended 31 December 2023 finance income represents mainly bank and other interests received in the amount of EUR 4.0 million, net gain from exchange differences in the amount of EUR 4.7 million and other income in the amount of EUR 0.3 million.

Finance costs for the year ended 31 December 2024 and 2023 consist mainly of bank and lease interests.

	YEAR ENDED	
	31 December 2024	31 December 2023
Interest expense	45.2	33.6
Interest expense on lease liabilities	38.1	29.3
Net cost from exchange differences	3.8	-
Other	0.4	0.6
Total finance cost	**87.5**	**63.5**

(all figures in EUR millions unless stated otherwise)

10. Income taxes

	YEAR ENDED	
	31 December 2024	31 December 2023
Current tax	(24.1)	(20.6)
Deferred tax	3.2	16.0
Income tax recognised in the income statement	**(20.9)**	**(4.6)**
Deferred tax asset		
Opening balance	55.0	44.5
Closing balance	57.6	55.0
Deferred tax liability		
Opening balance	35.2	43.0
Closing balance	34.9	35.2
Change in deferred tax assets/liabilities	**2.9**	**18.3**
Change in deferred tax assets/liabilities from continuing operation	2.9	15.4
Change in deferred tax assets/liabilities from discontinued operation	-	2.9

Temporary differences in the calculation of deferred tax related to the following items:

	Asset		Liability	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
Leases	192.6	176.2	180.1	165.5
Property, plant and equipment and intangible assets	16.9	17.7	47.6	45.9
Tax losses carried forward	25.7	25.4	-	-
Provisions and other liabilities	13.2	10.9	0.9	1.5
Trade and other receivables	0.3	0.1	-	-
Other differences	2.9	3.4	0.3	1.0
Total temporary differences	**251.6**	**233.7**	**228.9**	**213.9**
The offset of tax	(194.0)	(178.7)	(194.0)	(178.7)
Net total amount	**57.6**	**55.0**	**34.9**	**35.2**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes relate to the same fiscal authority. The current financial situation and strategic plans allowed to consider the level of recognised deferred tax assets to be reasonable.

Changes in deferred tax asset and liabilities were recognised as follow:

	YEAR ENDED	
	31 December 2024	31 December 2023
Change in deferred tax assets/liabilities of which:	**2.9**	**18.3**
Deferred taxes recognised in the income statement	3.2	16.0
Deferred tax of discontinued operation	-	2.9
Deferred taxes related to assets classified as held for sale	(0.2)	-
Deferred taxes recognised in other comprehensive income - net investment hedges	-	(1.7)
Deferred taxes recognised in equity - valuation of share-based payments	-	0.4
Exchange differences	(0.1)	0.7

The Group operates in various tax jurisdictions. Income taxes and deferred taxes were measured using tax rates enacted or substantively enacted at the reporting date in particular countries. Deferred tax assets and liabilities were measured at the tax rates that are expected to apply in the year when the asset is or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income tax on the Group's profit before tax differed from the theoretical amount which would be obtained if the weighted average nominal tax rate applicable to consolidated companies was applied:

	YEAR ENDED	
	31 December 2024	31 December 2023
Profit before tax	**34.4**	**49.0**
Income tax calculated according to domestic tax rates applicable to income in particular countries*	**(0.2)**	**0.9**
Impairment of goodwill	10.3	7.4
Tax losses for the current period for which no deferred tax asset was recognised	3.4	4.9
Effect of local taxes reported as income tax	3.2	3.3

(all figures in EUR millions unless stated otherwise)

	YEAR ENDED	
	31 December 2024	31 December 2023
Change of assumptions on deferred tax asset from tax losses related to previous years	2.5	(4.6)
Tax effect of liquidations of subsidiaries	(3.9)	(5.5)
Utilization of tax losses not recognised in prior periods	(1.0)	(2.6)
Permanent differences and changes in estimates	6.6	1.3
Change in tax rates	-	(0.5)
Corporate income tax in the income statement	**20.9**	**4.6**

**The applicable weighted average nominal tax rate amounted to (0.6)% (for the period ended 31 December 2023: 1.8%).*

As of 31 December 2024 the Group had the following tax losses for which no deferred tax asset was recognised:

	2024	Expiry date	2023	Expiry date
Expire	21.3	2025 – 2030	22.7	2024 – 2029
Never expire	224.9		193.6	
Tax losses in respect of which no deferred tax asset was recognised	**246.2**		**216.3**	

The Group analysed recoverability of deferred taxes on tax losses based on the guidance in IAS 12. Group subsidiaries analysed the periods in which tax losses can be utilised, whether there were sufficient taxable temporary differences related to the same tax authority and tax jurisdiction, and if the entity will create taxable profits in the periods in which unused tax losses can be utilised.

The Group analysed business plans and cash flows forecasts of subsidiaries in terms of recoverability of deferred tax assets recognised. As a starting point, the Group used projections from goodwill impairment tests to estimate future tax payments. The balances of tax losses for which deferred taxes were recognised were verified against projected tax cash outflows. In case projections for the business unit changed, the deferred tax assets were reassessed in terms of recoverability.

The total tax effect for the period ended 31 December 2024 of tax losses for the current period for which no deferred tax asset was recognised amounted EUR 3.4 million. As of 31 December 2024 deferred tax was recognised on tax losses in Germany on the trade tax rate of 15%, on top of that the deferred tax was recognised on the corporate income tax rate of 15,82% at the shareholders level.

The table below presents tax rate by country applicable for the year 2024 and 2023.

	Income tax rates		Deferred tax assets and liabilities rates	
Country	**2024**	**2023**	**2024**	**2023**
Spain	25.0%	25.0%	25.0%	25.0%
Poland	19.0%	19.0%	19.0%	19.0%
Czechia	21.0%	19.0%	21.0%	21.0%
Hungary	9.0%	9.0%	9.0%	9.0%
Serbia	15.0%	15.0%	15.0%	15.0%
Bulgaria	10.0%	10.0%	10.0%	10.0%
Malta	35.0%	35.0%	35.0%	35.0%
Germany*	15.0%	15.0%	15.0%	15.0%
France	25.0%	25.0%	25.0%	25.0%
Croatia	18.0%	18.0%	18.0%	18.0%
Hong Kong	16.5%	16.5%	16.5%	16.5%
China	25.0%	25.0%	25.0%	25.0%
Romania	16.0%	16.0%	16.0%	16.0%
Slovakia**	21.0%	21.0%	24.0%	21.0%
Slovenia	22.0%	19.0%	22.0%	22.0%
Austria	23.0%	24.0%	23.0%	23.0%
Portugal**	21.0%	21.0%	20.0%	21.0%
UK***	19.0%	19.0%	19.0%	19.0%
Switzerland****	8.5%	8.5%	8.5%	8.5%
Italy	24.0%	24.0%	24.0%	24.0%
Luxembourg**	17.0%	17.0%	16.0%	17.0%
Belgium	25.0%	25.0%	25.0%	25.0%

**Tax rates in Germany consist of two components: 15% of trade tax and 15.82% of corporate income tax.*
***From 1 January 2025 tax rates in Slovakia, Portugal and Luxembourg have changed.*
****The main rate of corporation tax in UK is 25%. This main rate applies to companies with profits in excess of GBP 250,000. For companies with profits below GBP 50,000, a lower rate of 19% is applicable.*
*****Tax rates in Switzerland consist of two components: 8.5% of direct federal corporate income tax and canton/communal corporate income tax at different rates for each canton. The overall approximate range of the maximum CIT rate on profit before tax for federal, cantonal, and communal taxes is between 11.9% and 21.0%, depending on the company's location of corporate residence at a specific capital of a canton/communal.*

(all figures in EUR millions unless stated otherwise)

International Tax Reform – Pillar Two Model Rules

In 2021 there was agreement reached between 136 countries for a two-pillar approach to international tax reform ('the OECD agreement'). Amongst other things, Pillar Two seeks to apply a global minimum effective tax rate of 15%.

On 21 December 2024, the Spanish Official State Gazette published Law 7/2024 of 20 December 2024 (Global Minimum Tax Law), which implements a top-up tax for large multinational and domestic groups in Spain. The approval of the Global Minimum Tax Law complies with the transposition obligation of the European Union Council Directive 2022/2523 of 15 December 2022 (EU Pillar Two Directive).

Global Minimum Tax Law is applicable to multinational groups with revenues higher than EUR 750 million which are taxed at a minimum effective rate of 15% wherever they operate. Global Minimum Tax Law is retroactive from 31 December 2023, applying also for fiscal year 2024. The AmRest Group, as a large multinational Group, is subject to said top-up tax.

For the purposes of the Global Minimum Tax regulations approved in Spain, the Mexican entity Grupo Far-Luca, S.A. de C.V. is considered the ultimate parent company. Due to the fact that Mexico has not implemented the Global Minimum Tax regulations as of 31 December 2024, AmRest Holdings SE prepares the safe harbour computations for the entities of the AmRest Group including in its Global Minimum Tax perimeter those entities owned by the ultimate parent company which operate in the same jurisdictions as AmRest.

To determine the potential impacts of Global Minimum Tax, AmRest management has performed the analysis of the application of Transitional Safe Harbours that has been established according to the Law in line with OECD guidelines and EU Directive. These transitional safeguards are intended to facilitate adaptation to Pillar Two regulations and would be applicable for AmRest to fiscal years 2024 to 2026. Therefore, if any of these safeguards are met in all countries where AmRest operates, the additional amount to be paid (top-up tax) will be zero.

Based on management's assessment of Transitory Safe Harbours, the application of the Pillar Two legislation for markets covered by AmRest Group does not have material impact on its current tax expense for fiscal year 2024.

Regarding deferred taxes, AmRest applies the IAS 12 exception to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

11. Property, plant and equipment

The table below presents changes in the value of property, plant and equipment in 2024 and 2023:

2024	Leasehold improvements, land, buildings	Restaurants equipment and vehicles	Furniture and other assets	Assets under construction	Total
PPE as of 1 January	**286.9**	**181.3**	**43.6**	**68.6**	**580.4**
Additions	4.6	7.1	1.4	172.1	185.2
Depreciation (Note 7)	(44.7)	(43.0)	(15.5)	-	(103.2)
Impairment (Note 15)	(4.5)	(0.1)	-	-	(4.6)
Disposals, liquidations	(0.2)	(0.3)	(0.8)	(0.6)	(1.9)
Transfers	92.7	68.4	25.6	(189.5)	(2.8)
Transfer to assets classified as held for sale	(0.1)	(1.4)	(0.1)	(1.5)	(3.1)
Exchange differences	(0.3)	0.2	-	(0.3)	(0.4)
PPE as of 31 December	**334.4**	**212.2**	**54.2**	**48.8**	**649.6**
Gross book value	743.6	508.7	157.7	48.8	1,458.8
Accumulated depreciation and impairments	(409.2)	(296.5)	(103.5)	-	(809.2)
Net book value	**334.4**	**212.2**	**54.2**	**48.8**	**649.6**

2023	Leasehold improvements, land, buildings	Restaurants equipment and vehicles	Furniture and other assets	Assets under construction	Total
PPE as of 1 January	**263.3**	**153.4**	**36.8**	**48.0**	**501.5**
Acquisitions	-	-	0.7	-	0.7
Additions	5.1	14.1	2.7	181.2	203.1
Depreciation (Note 7)	(39.6)	(37.7)	(13.6)	-	(90.9)
Impairment (Note 15)	(1.0)	(0.2)	(1.4)	0.1	(2.5)
Loss of control	(25.6)	(7.9)	(2.0)	(1.6)	(37.1)
Disposals, liquidations	(0.3)	(0.8)	(0.1)	(0.3)	(1.5)
Transfers	81.9	58.4	20.1	(161.5)	(1.1)
Exchange differences	3.1	2.0	0.4	2.7	8.2
PPE as of 31 December	**286.9**	**181.3**	**43.6**	**68.6**	**580.4**
Gross book value	661.5	446.6	132.6	69.1	1,309.8
Accumulated depreciation and impairments	(374.6)	(265.3)	(89.0)	(0.5)	(729.4)
Net book value	**286.9**	**181.3**	**43.6**	**68.6**	**580.4**

Due to the nature of the Group business the balance of the property, plant and equipment consists of assets in over 1.8 thousand properties. There are no individually significant assets.

(all figures in EUR millions unless stated otherwise)

Depreciation was charged as follows:

	YEAR ENDED	
	31 December 2024	31 December 2023
Costs of restaurant operations	99.9	87.5
Franchise expenses and other	1.4	1.4
General and administrative expense	1.9	2.0
Total depreciation	**103.2**	**90.9**
from continuing operation	103.2	87.8
from discontinued operation	-	3.1

Increasing the average useful lives of property, plant and equipment by 10% would lead to a decrease in depreciation for the year ended 31 December 2024 by around EUR (9.4) million. Increasing the average useful lives of property, plant and equipment by 10% would lead to a decrease in depreciation for the year ended 31 December 2023 by around EUR (8.3) million.

12. Leases

The Group leases over 1.8 thousand properties to operate restaurants. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions, depending on local lease practice and legal framework. Additionally, in some countries, the Group leases cars, equipment, as well as properties for administration or storage purposes and company flats.

The table below presents the reconciliation of the right-of-use assets and lease liabilities for years ended 31 December 2024 and 2023:

	Right-of-use assets			Lease liabilities
2024	**Restaurant properties**	**Other**	**Total right-of-use assets**	**Total liabilities**
As of 1 January	**801.5**	**24.1**	**825.6**	**887.0**
Additions – new contracts	66.6	6.4	73.0	72.0
Remeasurements and modifications	151.8	0.5	152.3	150.2
Depreciation (Note 7)	(140.6)	(6.5)	(147.1)	-
Impairment (Note 15)	(5.1)	-	(5.1)	-
Interest expense (Note 9)	-	-	-	38.1
Payments	-	-	-	(179.0)
Exchange differences	(0.9)	-	(0.9)	2.1
Transfer to assets and liabilities classified as held for sale	-	(0.5)	(0.5)	(0.4)
Disposals, liquidations	(0.7)	(0.3)	(1.0)	(0.1)
As of 31 December	**872.6**	**23.7**	**896.3**	**969.9**

	Right-of-use assets			Lease liabilities
2023	**Restaurant properties**	**Other**	**Total right-of-use assets**	**Total liabilities**
As of 1 January	**793.0**	**20.3**	**813.3**	**878.7**
Additions – new contracts	75.5	5.0	80.5	80.3
Remeasurements and modifications	136.5	6.4	142.9	140.7
Depreciation (Note 7)	(136.1)	(5.9)	(142.0)	-
Impairment (Note 15)	(7.3)	-	(7.3)	-
Interest expense (Note 9)	-	-	-	30.2
Payments	-	-	-	(168.8)
Exchange differences	5.2	0.1	5.3	1.0
Loss of control	(63.6)	(1.5)	(65.1)	(73.0)
Disposals, liquidations	(1.7)	(0.3)	(2.0)	(2.1)
As of 31 December	**801.5**	**24.1**	**825.6**	**887.0**

The following are the remaining contractual maturities of lease payments at the reporting date. The amounts are gross and undiscounted and include contractual interest payments.

	31 December 2024	31 December 2023
Up to 1 year	193.6	177.7
Between 1 and 3 years	317.1	275.8
Between 3 and 5 years	229.2	205.7
Between 5 and 10 years	285.5	257.7
More than 10 years	195.9	182.7
Total contractual lease payments	**1,221.3**	**1,099.6**
Future finance costs of leases	251.4	212.6
Total lease liabilities	**969.9**	**887.0**

(all figures in EUR millions unless stated otherwise)

Depreciation was charged as follows:

	YEAR ENDED	
	31 December 2024	31 December 2023
Costs of restaurant operations	141.3	136.9
General and administrative expenses	5.8	5.1
Total depreciation	**147.1**	**142.0**
from continuing operation	147.1	136.8
from discontinued operation	-	5.2

The Group recognised rent expenses from short-term leases of EUR 0.9 million, leases of low-value assets of EUR 5.5 million and variable lease payments of EUR 24.0 million for the year ended 31 December 2024.

During the year ended 31 December 2023, the Group recognised rent expenses from short-term leases of EUR 0.7 million, leases of low-value assets of EUR 6.0 million and variable lease payments of EUR 23.3 million.

Total cash outflow for leases amounted to EUR 209.4 million in the year ended 31 December 2024. Out of that EUR 179.0 million was presented in financing activity as repayment of lease liabilities and EUR 30.4 million in operating activity as lease payments not included in the lease liabilities.

During the year ended 31 December 2023, total cash outflow for leases amounted to EUR 198.8 million. Out of that EUR 168.8 million was presented in financing activity as repayment of lease liabilities and EUR 30.0 million in operating activity as lease payments not included in the lease liabilities.

Impairment test procedures, assumptions used and tests' results are disclosed in note 15.

Additional information about lease payments and lease term

The Group's lease payments are often charged as a higher of fixed payment and turnover based payment. The Group recognised the excess of turnover based rent as variable lease payments. In such cases, variable lease payments depend on the restaurant's revenue level. In the year ended 31 December 2024, the total value of variable payments represented 13% of fixed lease payments (2023: 14%).

13. Intangible assets

The table below presents changes in the value of intangible assets in 2024 and 2023:

2024	**Own brands**	**Licenses for franchise brands**	**Relations with franchisees and customers**	**Other intangible assets**	**Total**
IA as of 1 January	**153.3**	**21.5**	**23.4**	**38.5**	**236.7**
Additions	-	5.9	-	2.8	8.7
Amortisation (Note 7)	(0.2)	(3.6)	(2.4)	(3.5)	(9.7)
Impairment (Note 15)	-	(0.1)	-	(0.1)	(0.2)
Disposals, liquidations	-	(0.4)	-	(0.1)	(0.5)
Transfers	-	0.4	-	2.4	2.8
Exchange differences	0.1	-	-	0.3	0.4
IA as of 31 December	**153.2**	**23.7**	**21.0**	**40.3**	**238.2**
Gross book value	156.1	53.7	51.9	84.3	346.0
Accumulated amortisation and impairments	(2.9)	(30.0)	(30.9)	(44.0)	(107.8)
Net book value	**153.2**	**23.7**	**21.0**	**40.3**	**238.2**

2023	**Own brands**	**Licenses for franchise brands**	**Relations with franchisees and customers**	**Other intangible assets**	**Total**
IA as of 1 January	**153.8**	**22.9**	**25.8**	**33.9**	**236.4**
Additions	-	3.8	-	7.3	11.1
Amortisation (Note 7)	(0.3)	(3.9)	(2.4)	(3.6)	(10.2)
Impairment (Note 15)	-	0.3	-	0.3	0.6
Loss of control	-	(2.4)	-	(0.1)	(2.5)
Disposals, liquidations	-	(0.5)	-	(0.7)	(1.2)
Transfers	-	0.5	-	0.6	1.1
Exchange differences	(0.2)	0.8	-	0.8	1.4
IA as of 31 December	**153.3**	**21.5**	**23.4**	**38.5**	**236.7**
Gross book value	155.8	47.5	51.9	87.2	342.4
Accumulated amortisation and impairments	(2.5)	(26.0)	(28.5)	(48.7)	(105.7)
Net book value	**153.3**	**21.5**	**23.4**	**38.5**	**236.7**

(all figures in EUR millions unless stated otherwise)

Amortisation was charged as follows:

	YEAR ENDED	
	31 December 2024	31 December 2023
Costs of restaurant operations	4.6	4.7
Franchise expenses and other	1.8	1.8
General and administrative expense	3.3	3.7
Total amortisation	**9.7**	**10.2**
from continuing operation	9.7	9.9
from discontinued operation	-	0.3

Impairment test procedures, assumptions used and tests' results are disclosed in note 15.

The Group believes that brands do not generate cash inflows that are largely independent of other groups of assets. For some Group brands, cash inflows from the franchisee business are partially independent of other cash inflows, however, these do not represent the value of the whole brand. Brands are used to support restaurant business development and revenues from sales of products under certain brands are not capable of being split between revenue for the brand and revenue for costs of production. Consequently, brands are not a cash-generating unit and are not tested on a standalone basis. Such assets are tested together with their relevant goodwill values. The results of the test are presented in note 15.

The table below presents details of proprietary brands as of 31 December 2024:

Brand	Useful life	Level of goodwill test	Gross value	Accumulated amortisation	Impairment	Net value
La Tagliatella	indefinite	Spain – La Tagiatella and KFC	65.0	-	-	65.0
Sushi Shop	indefinite	Sushi Shop (all markets)	86.1	-	-	86.1
Blue Frog	definite	China – Blue Frog	5.0	(2.9)	-	2.1
Total			**156.1**	**(2.9)**	**-**	**153.2**

Other intangible assets include key monies in the amount of EUR 18.0 million (EUR 18.0 million as of 31 December 2023), sales and business intelligence systems of EUR 17.2 million (EUR 10.6 million as of 31 December 2023), exclusivity rights and other.

14. Goodwill

Goodwill recognised on business combinations is allocated to the group of CGUs that is expected to benefit from the synergies of the business combination.

The table below presents goodwill allocated to particular levels on which it is monitored by the Group. In all cases is not higher than the operating segment level:

2024	1 January	Increases (provisional)	Impairment	Transfer to assets classified as held for sale	Exchange differences	31 December
Sushi Shop (all markets)	111.8	-	(41.1)	-	-	70.7
Spain – La Tagiatella and KFC	91.4	-	-	-	-	91.4
China – Blue Frog	19.8	-	-	-	0.7	20.5
France – KFC	14.0	-	-	-	-	14.0
Germany – Starbucks	8.6	-	-	-	-	8.6
Hungary - KFC	3.2	-	-	-	(0.2)	3.0
Romania – Starbucks	2.5	-	-	-	-	2.5
Czechia – KFC	1.4	-	-	-	-	1.4
Poland – Other	0.6	-	-	(0.2)	-	0.4
Total	**253.3**	**-**	**(41.1)**	**(0.2)**	**0.5**	**212.5**

2023	1 January	Increases (provisional)	Impairment	Transfer to assets classified as held for sale	Exchange differences	31 December
Sushi Shop (all markets)	141.0	-	(29.2)	-	-	111.8
Spain – La Tagiatella and KFC	90.9	0.5	-	-	-	91.4
China – Blue Frog	21.1	-	-	-	(1.3)	19.8
France – KFC	14.0	-	-	-	-	14.0
Germany – Starbucks	8.6	-	-	-	-	8.6
Hungary - KFC	3.1	-	-	-	0.1	3.2
Romania – Starbucks	2.5	-	-	-	-	2.5
Czechia – KFC	1.4	-	-	-	-	1.4
Poland – Other	0.6	-	-	-	-	0.6
Total	**283.2**	**0.5**	**(29.2)**	**-**	**(1.2)**	**253.3**

Impairment test procedures, assumptions used and tests' results are disclosed in note 15.

(all figures in EUR millions unless stated otherwise)

15. Net impairment of non-financial assets

Details of impairment losses recognised:

		YEAR ENDED	
	Note	31 December 2024	31 December 2023
Net impairment of property, plant and equipment	11	4.6	2.5
Net impairment of intangible assets	13	0.2	(0.6)
Net impairment of right-of-use assets	12	5.1	7.3
Net impairment of goodwill	14	41.1	29.2
Net impairment of inventories and other assets		(0.1)	0.2
Net impairment losses of non-financial assets		**50.9**	**38.6**

Restaurant level tests

The Group periodically reviews the carrying amounts of its non-financial non-current assets to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated for the purpose of impairment testing.

The recoverable amount of an asset is determined at the level of a single restaurant as the smallest unit (or set of assets) generating cash flows that are largely independent of the cash inflows generated by other assets or groups of assets. Restaurant assets include amongst others property, plant and equipment, intangible assets and right-of-use assets. Impairment indicators defined by the Group are described in note 34l.

Impairment indicators are reviewed and respective impairment tests for restaurants are performed twice a year.

The recoverable amount of the cash-generating unit (CGU) is determined based on a value in use calculation for the remaining useful life, determined by lease expiry date or restaurant closure date (if confirmed), using the discount rate for each individual country.

For recoverable value calculations of value in use, the Group uses cash flow projections based on financial budgets that require relevant judgments and estimates. Cash flow projections are prepared for individual restaurants. As a starting point, the Group uses the most recent budgets and forecasts prepared on the level of brands in certain countries. Next, those assumptions are enhanced or worsened, to reflect the best estimate for expected cash projections of the analysed restaurants, if needed. Individual projections for sales and costs may depend on restaurant's main streams of revenues (different for take-away business, dine-in, food courts), cost pressure in various markets, supply chain related elements or marketing actions.

The main assumptions used to determine the value in use were:

- sales growth projections dependent on sales mix and sales channels for a given restaurant,
- EBITDA margin,
- projections period (useful life of rental agreement),
- a discount rate based on the weighted average cost of capital.

Except for discount rates, the Group does not disclose quantitative ranges for the main assumptions used in restaurant tests. The amounts assigned to each of these parameters reflect the Group's experience adjusted for expected changes in the forecast period and corrected by local specifics and characteristics of a given restaurant. This reflects the specifics of Group's operations, where business is conducted through multiple, individually small operating units.

Discounts rates applied are shown in the table below.

	Post-tax discount rate 31 December 2024	Implied pre-tax discount rate 31 December 2024	Implied pre-tax discount rate 30 June 2024	Implied pre-tax discount rate 31 December 2023
Spain	9.3%	12.4%	13.4%	13.5%
Germany	7.4%	10.5%	11.4%	11.4%
France	8.0%	10.7%	11.5%	11.2%
Poland	10.1%	12.5%	13.5%	14.6%
Czechia	8.5%	10.7%	11.4%	11.4%
Hungary	11.7%	12.9%	14.0%	15.3%
China	8.4%	11.2%	12.0%	12.3%
Romania	11.8%	14.0%	15.4%	15.9%
Serbia	12.6%	14.9%	16.3%	16.9%
Bulgaria	10.2%	11.3%	12.5%	12.3%
Croatia	10.3%	12.6%	13.8%	13.9%
Slovakia	9.0%	11.4%	12.3%	12.1%
Portugal	9.1%	11.6%	12.6%	14.1%
Austria	8.3%	11.0%	11.8%	11.8%
Slovenia	9.3%	11.5%	12.4%	13.4%
Switzerland	7.1%	8.3%	9.1%	9.7%
Luxembourg	7.8%	10.4%	11.0%	10.9%
United Kingdom	8.3%	11.0%	11.9%	11.9%

The implied pre-tax discount rate was determined as post-tax discount rate grossed-up by the standard tax rate applicable in each country.

(all figures in EUR millions unless stated otherwise)

Details of impairment losses recognised for each category of assets (property, plant and equipment, right-of-use assets, intangible assets or goodwill) are presented in notes 11, 12, 13 and 14.

Recognised impairment losses do not relate to any individual significant items, but to numerous restaurants tested during the year.

Summary of impairment tests results on the level of restaurants for the year ended 31 December 2024 is presented in the table below:

2024	Impairment loss	Impairment reversals	Net/Total
Number of units tested			258
Units with impairment/reversal recognised	83	61	
Impairment of property, plant and equipment and intangible assets	(8.3)	3.5	(4.8)
Impairment of right-of-use assets	(7.9)	2.8	(5.1)
Five highest individual impairment loss/reversals totalled	(5.4)	2.0	
Average impairment loss/ reversal per restaurant	(0.2)	0.1	

Summary of impairment tests results on the level of restaurants for the year ended 31 December 2023 is presented in the table below:

2023	Impairment loss	Impairment reversals	Net/Total
Number of units tested			332
Units with impairment/reversal recognised	116	89	
Impairment of property, plant and equipment and intangible assets	(8.2)	6.3	(1.9)
Impairment of right-of-use assets	(10.8)	3.5	(7.3)
Five highest individual impairment loss/ reversals totalled	(4.1)	2.6	
Average impairment loss/ reversal per restaurant	(0.2)	0.1	

Business (goodwill) level tests

The impairment tests are performed at least once a year for businesses where goodwill is allocated. Goodwill is tested together with intangibles (including those with indefinite useful lives), property plant and equipment and right-of-use assets allocated to tested group of cash generating units (CGUs) that represent the business to which goodwill is allocated.

Annual mandatory impairment tests for goodwill are made in 4th quarter. Goodwill impairment tests are also performed when impairment indicators are identified (arising from internal or external sources of information).

The recoverable amount is assessed using the discounted cash flows method, assuming organic growth of the business. Cash flow projections are based on financial budgets that require judgment and other estimates that include, among others, sales levels, EBITDA margin levels, and the discount and growth rates at long term.

Present value technique model (discounted cash flow) is used to determining recoverable amount. The cash flows are derived from the most recent budgets, plans for next year and forecasts for the following years. The 5th year normalized projections are used to extrapolate cash flows into the future if the 5th year represents a steady state in the development of the business. The adjustments may be necessary to reflect the expected development of the business (normalization of cash flows). Growth rates do not exceed the long-term average growth rate for the products, industries, or country or market in which the asset is used.

The recoverable amount is most sensitive to the discount rate used, growth rate used for extrapolation purposes, the weighted average budgeted EBITDA margins and restaurant sales growths. EBITDA margin represents EBITDA divided by total sales. The weighted average budgeted EBITDA margin is calculated as an average for the 5 years projection period i.e. without any impact of the residual value element. Budgeted revenues are used as weights. Average restaurant sales growth refers to arithmetical average growth rates for restaurant sales reflected in impairment models.

Following approach towards determination of key assumptions is used by the Group:

- discount rate represents the current market assessment of the risks specific to business, calculated using weighted average cost of capital formula based on market inputs,
- growth rate (for residual value) is based on forecasts included in industry reports,
- budgeted EBITDA margin is based on past performance and expectations for the future,
- sales growth rate is based on past performance and expectations of market development and current industry trends in future.

The Group carries out a sensitivity analysis for the impairment tests performed. The sensitivity analysis examines the impact of changes in below factors assuming other factors remain unchanged:

- discount rate applied,
- weighted average budgeted EBITDA margin,
- growth rate for residual value,
- restaurant sales growth.

The objective of such a sensitivity analysis is to determine if reasonable possible changes in the main financial assumptions would lead to an impairment loss being recognised.

For discount rate, growth rate for residual value, weighted average budgeted EBITDA margin, a reasonable possible change was determined as 10% of the input data. Consequently, each impairment test has a different level of a reasonable change in inputs, which can be determined by multiplying the base input data used in the impairment test by 10%. Additionally the Group performed sensitivity analysis on the expected changes in restaurant sales growths. In that case Group determines reasonable change individually for each business tested. Usually this is in a range of 3-5% decrease of estimated sales revenues in each year of projection.

(all figures in EUR millions unless stated otherwise)

Test results for YE 2024

The main input assumptions used in test performed as of year end 2024 are as follows:

2024	Post-tax discount rate	Implied pre-tax discount rate	Growth rate for residual value	Average restaurant sales growth 2025-2029	Weighted average budgeted EBITDA margin
Sushi Shop (all markets)	8.0%	10.0%	1.8%	2.3%	16.7%
Spain - La Tagiatella and KFC	9.3%	11.5%	2.2%	5.9%	22.2%
France - KFC	8.0%	9.7%	1.8%	4.4%	13.6%
Germany - Starbucks	7.4%	9.1%	2.0%	11.3%	19.6%
China - Blue Frog	8.4%	10.0%	2.0%	9.9%	22.2%
Romania - Starbucks	11.8%	13.1%	2.6%	8.8%	19.8%
Czechia - KFC	8.5%	10.2%	2.0%	8.5%	23.3%
Hungary - KFC	11.7%	12.6%	2.9%	10.0%	20.7%

Implied discount rate was calculated individually for each goodwill impairment tests made.

For all units, the recoverable amount exceeded the carrying amount and no impairment loss was recognised. The sensitivity analysis performed for all units, except for Sushi Shop showed that reasonably possible change in any of the key assumptions used would not lead to the recognition of impairment losses.

Results of the sensitivity analysis for Sushi Shop Group business unit

The table presents the scenario where changes in assumptions would lead to the potential impairment. For the remaining scenarios, no impairment risk was identified.

Input/change in input	(Increase)/Decrease in impairment loss
Weighted average budgeted EBITDA margin value - in model (16.7%)	
-10% of base value	(7.6)

Test results for HY 2024

The main input assumptions used in test performed as of 30 June 2024 are as follows:

HY 2024	Post-tax discount rate	Implied pre-tax discount rate	Growth rate for residual value	Average restaurant sales growth 2025-2029	Weighted average budgeted EBITDA margin
Sushi Shop (all markets)	8.6%	10.6%	1.8%	1.9%	15.4%

The impairment loss of EUR 41.1 million was recognised for goodwill of Sushi Shop business unit. The main factors that lead to recognition of impairment included: a further increase in the discount rate applied to the future cash flows of the French business and a revision of the growth expectations of the Sushi Shop business for the coming years.

Results of sensitivity analysis for Sushi Shop Group business unit

The following table presents what change in impairment loss would be accounted for if respective input data were changed by tested percentage, assuming the remaining parameters remain stable.

Input/change in input	(Increase)/Decrease in impairment loss
Discount rate - in model post-tax discount rate (8.6%)	
-10% of base value	28.4
-5% of base value	13.2
+5% of base value	(11.6)
+10% of base value	(22.0)
Growth rate for residual value - in model (1.8%)	
-10% of base value	(3.9)
-5% of base value	(2.0)
+5% of base value	2.0
+10% of base value	4.1
Weighted average budgeted EBITDA margin value - in model (15.4%)	
-10% of base value	(29.8)
-5% of base value	(14.9)
+5% of base value	13.5
+10% of base value	29.8
Restaurant Sales	
-5% in each year of projection	(16.5)
-3% in each year of projection	(9.9)
+3% in each year of projection	9.9
+5% in each year of projection	16.5

(all figures in EUR millions unless stated otherwise)

The following table shows the values to discount rate and growth rate under which recoverable amount in the model would equal to carrying amount of tested unit (assuming the remaining input in model unchanged).

Input value	Post-tax discount rate	Growth rate
Applied in model	8.6 %	1.8 %
When carrying amount of CGU equals to recoverable amount	7.7 %	2.7 %

Comparative information for the YE 2023

The key assumptions used in year end 2023 test were as follows:

2023	Post-tax discount rate	Implied pre-tax discount rate	Growth rate for residual value	Average restaurant sales growth 2024-2028	Weighted average budgeted EBITDA margin
Sushi Shop (all markets)	8.4%	10.2%	1.8%	5.6%	14.0%
Spain – La Tagiatella and KFC	10.1%	12.5%	1.9%	4.7%	19.4%
France – KFC	8.4%	10.1%	1.8%	4.8%	12.2%
Germany – Starbucks	8.0%	10.2%	2.2%	16.6%	22.1%
China – Blue Frog	9.2%	11.1%	2.1%	11.0%	21.9%
Romania – Starbucks	13.4%	15.2%	2.9%	9.5%	24.5%
Czechia – KFC	9.2%	10.8%	2.3%	8.5%	22.5%
Hungary – KFC	13.9%	14.8%	3.4%	10.7%	20.7%

The impairment loss of EUR 29.2 million was recognised for goodwill of Sushi Shop business unit. The main factors that led to recognition of impairment loss were the reduction in profitability of the brand, affected by the increase in the price of fresh salmon, and the increase in the discount rates.

For all other units the recoverable amount exceeded the carrying amount and no impairment loss was recognised. Additionally, based on the sensitivity analysis performed a reasonably possible change in any of the key assumptions used would not lead to recognition of impairment losses i.e. carrying amount would not exceed the recoverable amount.

Results of sensitivity analysis for Sushi Shop Group business unit

The following table presents what change in impairment loss would be accounted for if respective input data were changed by tested percentage, assuming the remaining parameters remain stable.

Input/change in input	(Increase)/Decrease in impairment loss
Discount rate - in model post-tax discount rate (8.4%)	
-10% of base value	29.2
-5% of base value	16.9
+5% of base value	(14.9)
+10% of base value	(28.1)
Growth rate for residual value - in model (1.8%)	
-10% of base value	(5.4)
-5% of base value	(2.7)
+5% of base value	2.8
+10% of base value	5.7
Weighted average budgeted EBITDA margin value - in model (14.0%)	
-10% of base value	(36.0)
-5% of base value	(18.0)
+5% of base value	18.0
+10% of base value	29.2
Restaurant Sales	
-5% in each year of projection	(10.0)
-3% in each year of projection	(6.0)
+3% in each year of projection	6.0
+5% in each year of projection	10.0

The following table shows the values to discount rate and growth rate under which recoverable amount in the model would equal to carrying amount of tested unit (assuming the remaining input in model unchanged).

Input value	Post tax discount rate	Growth rate
Applied in model	8.4 %	1.8 %
When carrying amount of CGU equals to recoverable amount	7.7 %	2.6 %

(all figures in EUR millions unless stated otherwise)

16. Trade and other receivables

As of 31 December 2024 and 2023 the balances of trade and other receivables were as follows:

	Note	31 December 2024	31 December 2023
Trade receivables		31.1	45.1
Other tax receivables		35.2	34.4
Credit cards, coupons and food aggregators receivables		20.7	33.8
Loans and borrowings		0.3	0.3
Other		2.5	2.6
Allowances for receivables	27	(13.7)	(13.8)
Total		**76.1**	**102.4**

Information about the impairment of trade receivables and the Group's exposure to credit risk, foreign currency risk and interest rate risk can be found in note 27.

17. Cash and cash equivalents

Cash and cash equivalents as of 31 December 2024 and 31 December 2023 are presented in the table below:

	31 December 2024	31 December 2023
Cash at bank	123.6	213.9
Cash in hand	10.9	13.6
Cash equivalents	5.1	-
Total cash	**139.6**	**227.5**

Reconciliation of working capital changes as of 31 December 2024 and 31 December 2023 is presented in the table below:

2024	**Change in trade and other receivables**	**Change in inventories**	**Change in other assets**	**Change in payables and other liabilities**	**Change in other provisions and employee benefits**
Balance sheet change	26.3	1.8	0.5	(52.9)	1.2
Change in investment liabilities	-	-	-	21.9	-
Debt transaction	-	-	-	8.2	-
Transfer to assets and liabilities classified as held for sale	(9.0)	(2.8)	-	9.4	0.1
Exchange differences	(0.2)	-	-	(0.9)	(0.6)
Working capital changes	**17.1**	**(1.0)**	**0.5**	**(14.3)**	**0.7**

2023	**Change in trade and other receivables**	**Change in inventories**	**Change in other assets**	**Change in payables and other liabilities**	**Change in other provisions and employee benefits**
Balance sheet change	(13.3)	2.6	3.7	25.3	0.9
Loss of control	(2.6)	(2.0)	(3.9)	11.3	-
Change in investment liabilities	-	-	-	(17.2)	-
Debt transaction	-	-	-	(7.6)	-
Exchange differences	1.3	0.4	0.8	(3.5)	(0.2)
Working capital changes	**(14.6)**	**1.0**	**0.6**	**8.3**	**0.7**

18. Other assets

Other currents assets

As of 31 December 2024 and 2023 the balances of other current assets consists mainly of prepayments for IT and digital services, utilities, marketing, insurance and other services.

Investment properties

As of 31 December 2024 the balance of investment properties consists of the unsold part of the investment property in Poland.

Other non-currents assets

As of 31 December 2024 and 2023 the balances of other non-current assets were as follows:

	31 December 2024	31 December 2023
Deposit for rentals	23.4	22.6
Other	0.9	0.4
Total other non-currents assets	**24.3**	**23.0**

(all figures in EUR millions unless stated otherwise)

Inventories

As of 31 December 2024 and 2023, inventories cover mainly food and packaging used in the restaurants and stocks in central kitchen for sale by La Tagliatella restaurants. Inventories are presented at net value including write-downs.

19. Equity

Share capital

There were no changes in share capital of the Company in year 2024.

All shares issued are subscribed and fully paid. The par value of each share is EUR 0.1. As of 31 December 2024 and as of 31 December 2023 the Company had 219,554,183 shares issued.

All the shares are ordinary shares and have the same economic and voting rights. There are no shares committed to be issued under options, employee share schemes and contracts for the sale of shares.

To the best of AmRest's knowledge as of 31 December 2024, in accordance with the information publicly available, AmRest Holdings had the following shareholder structure:

Shareholder	Number of shares and votes at the Shareholders' meeting	% of shares and votes at the Shareholders' meeting
FCapital Dutch S.L.*	147,203,760	67.05%
FYNVEUR S.C.A.	11,612,680	5.29%
Nationale-Nederlanden PTE SA	10,742,600	4.89%
PTE Allianz Polska SA	9,531,792	4.34%
Other Shareholders	40,463,351	18.43%

** Mr. Carlos Fernández González indirectly controls the majority of the shareholding and voting rights in FCapital Dutch, S.L. (direct shareholder of the stake appearing in the above table).*

To the best of AmRest's knowledge as of 31 December 2023, in accordance with the information publicly available, AmRest Holdings had the following shareholder structure:

Shareholder	Number of shares and votes at the Shareholders' meeting	% of shares and votes at the Shareholders' meeting
FCapital Dutch S.L.*	147,203,760	67.05%
Artal International S.C.A.	11,366,102	5.18%
Nationale-Nederlanden OFE	10,718,700	4.88%
PTE Allianz Polska SA	9,531,792	4.34%
Other Shareholders	40,733,829	18.55%

** Mr. Carlos Fernández González indirectly controls the majority of the shareholding and voting rights in FCapital Dutch, S.L. (direct shareholder of the stake appearing in the above table).*

Dividends paid and received

In the period covered by these consolidated financial statements the parent entity of the Group has paid an interim cash dividend against the results of fiscal year 2024 in the amount of 0.07 gross euros per share. The total dividend paid to equity holders of the parent amounted to EUR 15.2 million.

The Group has paid a dividend to non-controlling interests of: AmRest Coffee s.r.o. in the amount of EUR 3.6 million, SCM Sp. z o. o. in the amount of EUR 0.7 million and SCM Czech s.r.o. in the amount of EUR 0.2 million. The total dividend paid to non-controlling interest amounted to EUR 4.5 million.

(all figures in EUR millions unless stated otherwise)

Reserves

The structure of Reserves is as follows:

2024	Share premium	Outstanding share-based payments	Settled share-based payments	Treasury shares	Hedges valuation	Transactions with NCI	Total Reserves
As of 1 January	**236.3**	**18.8**	**(35.4)**	**(9.9)**	**(4.1)**	**(31.6)**	**174.1**
Net investment hedges	-	-	-	-	0.5	-	0.5
Total comprehensive income	**-**	**-**	**-**	**-**	**0.5**	**-**	**0.5**
Purchases of treasury shares	**-**	**-**	**-**	**(10.5)**	**-**	**-**	**(10.5)**
Value of disposed treasury shares	-	-	(2.0)	2.0	-	-	-
Share-based payments - reclassifications	-	(1.7)	1.7	-	-	-	-
Share-based payments - remeasurements	-	7.1	-	-	-	-	7.1
Share-based payments - tax withholding requirements	-	-	(0.4)	-	-	-	(0.4)
Total share-based payments	**-**	**5.4**	**(0.7)**	**2.0**	**-**	**-**	**6.7**
Total distributions and contributions	**-**	**5.4**	**(0.7)**	**(8.5)**	**-**	**-**	**(3.8)**
As of 31 December	**236.3**	**24.2**	**(36.1)**	**(18.4)**	**(3.6)**	**(31.6)**	**170.8**

2023	Share premium	Outstanding share-based payments	Settled share-based payments	Treasury shares	Hedges valuation	Transactions with NCI	Total Reserves
As of 1 January	**236.3**	**15.5**	**(38.1)**	**(3.7)**	**(11.9)**	**(31.6)**	**166.5**
Net investment hedges	-	-	-	-	9.5	-	9.5
Income tax related to net investment hedges	-	-	-	-	(1.7)	-	(1.7)
Total comprehensive income	**-**	**-**	**-**	**-**	**7.8**	**-**	**7.8**
Purchases of treasury shares	**-**	**-**	**-**	**(6.6)**	**-**	**-**	**(6.6)**
Value of disposed treasury shares	-	-	(0.4)	0.4	-	-	-
Share-based payments - reclassifications	-	(3.1)	3.1	-	-	-	-
Share-based payments - remeasurements	-	6.0	-	-	-	-	6.0
Share-based payments - deferred tax effect	-	0.4	-	-	-	-	0.4
Total share-based payments	**-**	**3.3**	**2.7**	**0.4**	**-**	**-**	**6.4**
Total distributions and contributions	**-**	**3.3**	**2.7**	**(6.2)**	**-**	**-**	**(0.2)**
As of 31 December	**236.3**	**18.8**	**(35.4)**	**(9.9)**	**(4.1)**	**(31.6)**	**174.1**

(all figures in EUR millions unless stated otherwise)

Share premium

Share premium reflects the surplus over the nominal value of the share capital increase and additional contributions to equity without issue of shares made by shareholders prior to becoming a public entity.

There were no transactions within share premium in 2024.

Treasury shares

As of 31 December 2024 the Group had 2,927,790 treasury shares for a total purchase value of EUR 18.4 million, presented as treasury shares. As of 31 December 2023 the Group had 1,412,446 treasury shares for a total purchase value of EUR 9.9 million.

Transactions with NCI

This item reflects the impact of accounting for transactions with non-controlling interests (NCI). In 2024 the Group has paid dividends to non-controlling shareholders in the amount of EUR 4.5 million. In 2023 the Group has paid dividends to non-controlling shareholders in the amount of EUR 2.1 million.

Hedges valuation

The Group is exposed to foreign currency risk associated with its investments in foreign subsidiaries, which is managed by applying net hedge investment strategies.

Until December 2023, the Group had assigned part of the Syndicated Bank Loan 2017 in foreign currencies as a hedging instrument for net investments. In December 2023, when the Syndicated Bank Loan 2017 debt was fully repaid, the hedging relationship ceased.

In December 2023, AmRest Group signed a new financing agreement referred to as the Syndicated bank loan 2023.

Part of the debt was taken by AmRest Holdings in PLN. The Group assigned the amount of PLN 508.0 million as a hedging instrument for the net investment in its Polish subsidiary. As of 31 December 2024 and 31 December 2023 the value of the net investment hedge resulting from the Syndicated bank loan 2023 amounted to PLN 508.0 million.

Another part of the debt was taken by AmRest Sp. z o.o. in EUR. The Group assigned the amount of EUR 156.0 million as a hedging instrument for the net investment in its Spanish subsidiaries. As of 31 December 2024 and 31 December 2023 the value of the net investment hedge resulting from the Syndicated bank loan 2023 amounted to EUR 156.0 million.

During the years ended 31 December 2024 and 2023 the hedges were fully effective.

For all net investment hedges, exchange gains or losses arising from the translation of liabilities that are hedging instruments are charged to other comprehensive income. During the year ended 31 December 2024 the total hedge valuation recognised in other comprehensive income amounted to EUR 0.5 million. During the year ended 31 December 2023 the total hedge valuation recognised in other comprehensive income amounted EUR 9.5 million, and deferred tax related to net investment hedges amounted to EUR (1.7) million.

Translation reserves

The balance of translation reserves depends on the changes in the foreign exchange rates. Total change in translation reserves allocated to shareholders of the parent in year 2024 amounted to EUR (2.8) million. The most significant impact had a change in Hungarian forint of EUR (2.7) million, Czech crown of EUR (0.8) million, Polish zloty of EUR (0.2) million and Chinese yuan of EUR 1.3 million.

Total change in translation reserves in year 2023 amounted to EUR 12.8 million (including recycling of translation reserve in Russia of EUR 28.6 million). The most significant impact on that balance had a change in Russian rouble in the amount of EUR (8.4) million. Other significant changes result from change of Chinese yuan of EUR (2.7) million, Czech crown of EUR (1.5) million, Hungarian forint of EUR 1.2 million and Polish zloty of EUR (5.0) to EUR.

20. Non-controlling interests

Key compositions of non-controlling interests are presented in the table below:

	31 December 2024	31 December 2023
SCM Sp. z o.o.	7.0	4.8
SCM Czech s.r.o	3.0	2.4
AmRest Coffee Sp. z o.o.	2.6	1.6
AmRest Coffee s.r.o.	2.4	5.7
AmRest Kávézó Kft	0.8	0.9
Sushi Shop Milan SARL	-	(0.1)
Non-controlling interests	**15.8**	**15.3**

(all figures in EUR millions unless stated otherwise)

As of 31 December 2024 and 31 December 2023 the summarised financial information for each subsidiary that has non-controlling interests is as follows:

Summarised balance sheet

31 December 2024	AmRest Coffee s.r.o.	AmRest Kávézó Kft	AmRest Coffee Sp. z o. o.	SCM Sp. z o.o.	SCM Czech s.r.o.	Sushi Shop Milan SARL
Current assets	8.5	5.1	3.0	20.0	5.4	-
Current liabilities	10.8	7.4	14.1	8.1	1.6	-
Total current net assets	(2.4)	(2.3)	(10.9)	12.0	3.9	-
Non-current assets	31.3	16.6	43.5	4.0	-	-
Non-current liabilities	14.5	9.2	20.2	0.2	-	-
Total non-current net assets	16.8	7.4	23.2	3.8	-	-
Net assets	14.4	5.0	12.3	15.8	3.9	-

31 December 2023	AmRest Coffee s.r.o.	AmRest Kávézó Kft	AmRest Coffee Sp. z o. o.	SCM Sp. z o.o.	SCM Czech s.r.o.	Sushi Shop Milan SARL
Current assets	18.1	4.7	2.5	15.5	7.0	0.2
Current liabilities	11.4	7.2	12.1	8.3	3.1	-
Total current net assets	6.7	(2.6)	(9.4)	7.3	4.0	0.2
Non-current assets	31.8	18.7	32.5	2.9	0.1	-
Non-current liabilities	17.2	10.8	16.8	0.2	-	-
Total non-current net assets	14.5	7.9	15.6	2.6	0.1	-
Net assets	21.2	5.2	6.1	9.9	4.1	0.2

Summarised income statement

Year ended 31 December 2024	AmRest Coffee s.r.o.	AmRest Kávézó Kft	AmRest Coffee Sp. z o.o.	SCM Sp. z o.o.	SCM Czech s.r.o.	Sushi Shop Milan SARL
Total sales	46.1	30.1	59.7	63.4	21.3	-
Profit before tax	3.0	0.3	5.0	9.3	1.9	0.7
Income tax expense/income	0.7	0.2	-	1.5	0.3	-
Profit/loss for the period	2.3	0.1	5.0	7.8	1.6	0.7
Profit/loss for the period allocated to NCI	0.4	-	0.9	2.8	0.8	0.1

Year ended 31 December 2023	AmRest Coffee s.r.o.	AmRest Kávézó Kft	AmRest Coffee Sp. z o.o.	SCM Sp. z o.o.	SCM Czech s.r.o.	Sushi Shop Milan SARL
Total sales	47.4	28.1	51.8	54.8	36.8	0.1
Profit before tax	6.3	2.6	5.9	7.0	1.6	0.4
Income tax expense/income	1.1	0.5	(1.0)	1.4	0.4	-
Profit/loss for the period	5.2	2.2	6.9	5.6	1.3	0.4
Profit/loss for the period allocated to NCI	0.9	0.4	1.2	2.8	0.6	0.1

There are no significant restrictions on the possibility of access to the assets or their use and settlement of obligations for the subsidiaries having a non-controlling interest.

21. Earnings per share

As of 31 December 2024 and 2023 the Company had 219,554,183 shares issued.

Table below presents calculation of basic and diluted earnings per share ("EPS") for the year 2024 and 2023.

Basic EPS is calculated by dividing net profit attributable to shareholders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing net profit attributable to shareholders of the parent by the weighted average number of ordinary shares outstanding during the year, adjusted by the weighted average number of ordinary shares that would be issued on conversion of all dilutive potential ordinary shares into ordinary shares.

	YEAR ENDED	
EPS calculation	**31 December 2024**	**31 December 2023**
Net profit attributable to shareholders of the parent (EUR millions)	8.5	44.9
Weighted average number of ordinary shares for basic EPS (in thousands)	217,229	218,875
Weighted average number of ordinary shares for diluted EPS (in thousands)	217,841	219,097
Basic earnings per share (EUR)		
From continuing operations attributable to the ordinary equity holders of the company	0.04	0.18
From discontinued operation	-	0.03
Total basic earnings per share attributable to the ordinary equity holders of the company (EUR)	**0.04**	**0.21**
Diluted earnings per share (EUR)		
From continuing operations attributable to the ordinary equity holders of the company	0.04	0.18
From discontinued operation	-	0.03
Total diluted earnings per share attributable to the ordinary equity holders of the company (EUR)	**0.04**	**0.21**

Reconciliation of weighted average number of ordinary shares for basic EPS:

	YEAR ENDED	
Weighted average number of ordinary shares (in thousands)	**31 December 2024**	**31 December 2023**
Shares issued at the beginning of the period	219,554	219,554
Effect of treasury shares held	(2,404)	(756)
Effect of share-based payments vested	79	77
Weighted average number of ordinary shares for basic EPS	**217,229**	**218,875**

Reconciliation of weighted average number of ordinary shares for diluted EPS:

	YEAR ENDED	
Weighted average number of ordinary shares for diluted EPS (in thousands)	**31 December 2024**	**31 December 2023**
Weighted average number of ordinary shares for basic EPS	217,229	218,875
Effect of share-based payments unvested	612	222
Weighted average number of ordinary shares for diluted EPS	**217,841**	**219,097**

The intrinsic value of the vested SOP and MIP options is included in the calculation of basic EPS, from the date on which options vest. The LTI plans are included in the calculation of basic EPS if vested and if the performance conditions are met at the reporting date.

The intrinsic value of unvested SOP and MIP options is included in the calculation of diluted EPS, to the extent to they are dilutive. The unvested LTI plans are included in the calculation of diluted EPS if performance conditions are met at the reporting date and to the extent to which are dilutive. Details relating to the share-based payments are disclosed in note 23.

Instruments that could potentially dilute basic earnings per share in the future, but were antidilutive as of 31 December 2024 included 8,840 thousand of options for SOP and MIP plans and 3,412 thousand of shares for LTI plans (8,841 thousand of options for SOP and MIP plans and 2,629 thousand of shares for LTI plans as of 31 December 2023).

22. Loans and borrowings

The Group had the following balances of loans and borrowings:

	31 December 2024	31 December 2023
Non-current		
Syndicated bank loan	574.8	549.5
Other bank loans	6.1	21.9
Total non-current	**580.9**	**571.4**
Current		
Syndicated bank loan	17.7	-
Schuldscheinedarlehen (SSD) Bonds	-	35.9
Other bank loans	18.8	16.6
Total current	**36.5**	**52.5**
Total	**617.4**	**623.9**

(all figures in EUR millions unless stated otherwise)

Key characteristics of loans and borrowings:

Currency	Country	Loans/bonds	Effective interest rate	Final maturity	31 December 2024	31 December 2023
EUR	Poland, Spain	Syndicated bank loan 2023	3M EURIBOR+margin	2028	431.7	391.1
PLN	Poland, Spain	Syndicated bank loan 2023	3M WIBOR+margin	2028	160.8	158.4
EUR	Spain	SSD Bonds	Fixed	n/a	-	26.4
EUR	Spain	SSD Bonds	6M EURIBOR+margin	n/a	-	9.5
EUR	Spain	Bilateral loans	3M EURIBOR+margin	2025	5.0	2.5
EUR	France	State supported loan(SSL)	Fixed	2026	14.5	23.3
EUR	Spain	State supported loan(SSL)	Fixed	2026	5.4	11.7
EUR	Germany	Bank loans/overdrafts	Euro Short-Term Rate (€STR)+margin	2025	-	1.0
Total					**617.4**	**623.9**

The Group is required to meet certain ratios as agreed with financing institutions. Those covenants were met as of 31 December 2024.

Tables below presents the reconciliation of loans and borrowings as of 31 December 2024 and 31 December 2023:

2024	Syndicated bank loan 2023	Syndicated bank loan 2017	SSD Bonds	Bilateral loans	SSL loans	Other borrowings	Total
As of 1 January	**549.5**	**-**	**35.9**	**2.5**	**35.0**	**1.0**	**623.9**
Repayments	-	-	(35.5)	-	(15.1)	(1.0)	(51.6)
New loans	40.0	-	-	2.5	-	-	42.5
Interest expense	42.6	-	1.6	-	0.9	0.1	45.2
Payment of interests	(41.9)	-	(2.0)	-	(0.9)	(0.1)	(44.9)
Exchange differences	2.3	-	-	-	-	-	2.3
As of 31 December	**592.5**	**-**	**-**	**5.0**	**19.9**	**-**	**617.4**

2023	Syndicated bank loan 2023	Syndicated bank loan 2017	SSD Bonds	Bilateral loans	SSL loans	Other borrowings	Total
As of 1 January	**-**	**567.3**	**35.9**	**-**	**50.5**	**-**	**653.7**
Repayments	-	(569.2)	-	(51.5)	(15.9)	-	(636.6)
New loans	560.4	-	-	54.0	-	1.0	615.4
Interest expense	1.9	27.1	1.3	2.0	1.1	0.2	33.6
Payment of interests	-	(31.0)	(1.3)	(2.0)	(0.7)	(0.2)	(35.2)
Transaction costs	(12.1)	-	-	-	-	-	(12.1)
Exchange differences	(0.7)	5.8	-	-	-	-	5.1
As of 31 December	**549.5**	**-**	**35.9**	**2.5**	**35.0**	**1.0**	**623.9**

In December 2023 the Group signed Syndicated Bank Loan agreement. Various transaction costs directly attributable to the issuance of that loan were deducted from the initial fair value of the new debt and are included in the calculation of the amortized cost of the borrowing. The payment of EUR 8.2 million of those transaction costs was made during the year ended 31 December 2024 and was presented as a financial outflow in the cash flow statement.

Regarding the Syndicated Bank Loan agreement, and in accordance with the provisions of the financing agreement, on 23 December 2024, a modification was signed to include certain sustainability objectives thereby converting the agreement into a sustainability linked loan.

Available credit limits

The Group had the following unused credit limits and available tranches as of 31 December 2024 and 31 December 2023:

	31 December 2024	31 December 2023
Available Tranche B of Syndicated bank loan 2023	70.0	110.0
Syndicated bank loan 2023 credit line	130.0	130.0
Credit line Spain	-	2.5
Credit line Poland	4.7	4.6
Credit line Germany	5.8	5.1
Credit line Czechia	2.3	2.3
Total	**212.8**	**254.5**

(all figures in EUR millions unless stated otherwise)

Collaterals on borrowings

The Group granted several guarantees to finance institutions under the previous syndicated bank loan agreement. Those guarantees were fully cancelled together with the repayment of that loan, which took place on 14 December 2023.

The new Syndicated Bank Loan 2023 is jointly and severally guaranteed by the Borrowers (AmRest Holdings SE and AmRest Sp. z o. o.) and other Group companies, in particular, AmRest S.R.O., AmRest Coffee Deutschland Sp. z o. o. & Co.KG, AmRest DE Sp. z o. o. & Co.KG, AmRest Kft, AmRest Coffee SRL, AmRest Tag S.L.U., Restauravia Food S.L.U., Pastificio Service S.L.U.

Additionally, pledge on the shares of Sushi Shop Group and AmRest France SAS has been established as security for the bank financing.

23. Share-based payments

There are several share-based payments plans in AmRest Group as of 31 December 2024. Since 2021 the Group introduced share-based payments programs referred as Long Term Incentive plan (LTI). Earlier, the Group was granting options within programs referred as Stock Option (SOP) and Management Incentive Plans (MIP).

The only cash-settled Stock Option plan has been fully settled in 2024. All remaining share-based payments plans as of 31 December 2024 are equity-settled.

Summary of share-based payments balances recognised as equity

The Group recognises costs of equity-settled share-based payments programs in reserve capital. The total reserves related to share-based payments not exercised, without deferred tax effect, as of 31 December 2024 and 31 December 2023 are presented in a table below:

	31 December 2024	31 December 2023
LTI 2021	1.6	3.1
LTI 2022	4.5	2.0
LTI 2023	2.5	0.2
LTI 2024	0.2	-
SOP	12.3	12.0
MIP	3.1	2.8
Total	**24.2**	**20.1**

Summary of share-based payments recognised in income statement

The total costs recognised in income statement for share-based payments for the years ended 31 December 2024 and 31 December 2023 are presented below:

	YEAR ENDED	
	31 December 2024	31 December 2023
LTI 2021	0.9	2.0
LTI 2022	2.5	1.8
LTI 2023	2.3	0.2
LTI 2024	0.2	-
SOP	1.0	1.5
MIP	0.2	0.5
Total	**7.1**	**6.0**

Long Term Incentive Plans (LTI)

In 2021 the Group introduced Long Term Incentive (LTI) Program which is addressed to members of the management team and other relevant personnel of the Group. Participants of the LTI plans have the opportunity to receive AmRest shares. Under each annual program participants are granted three tranches with different vesting periods. The number of shares to be finally received by participant that stays within Group during vesting period is linked to the Group's performance defined as realization of Global EBITDA for three years following the date of approval of each annual grant. The rights under the LTI Plans are granted as an amount (denominated in payroll currency of each participant). The grant date for each annual plan takes place at the vesting date of the 1st tranche. At the grant date the LTI rights are evaluated and converted into number of shares, and subsequently the shares are transferred to the participant's brokerage account. As a rule, there are no cash settlement alternatives under LTI plans.

The number of shares to be received is determined according to the following formula:

$$N = [(Grant \div ExRate) \div VWAP] \times M,$$

where:

- Grant is the value allocated to participant, denominated in payroll currency,
- ExRate is the average exchange rate for the month preceding the vesting date of the 1st tranche that is applicable to the payroll currency being converted into EUR,
- VWAP is the volume weighted average price of AmRest share expressed in EUR, during the month preceding the vesting date of the 1st tranche,
- M is the multiplier which depends on the degree of non-market performance conditions realization (minimum 0%, maximum 200%).

The principal terms and conditions of LTI plan as of 31 December 2024 are presented in the table below:

LTI Plan	Approval date	Vesting date of each tranche	Grant date	Performance condition factor
LTI 2021	23 December 2021	60% : 31 May 2024 20% : 31 May 2025 20% : 31 May 2026	31 May 2024	Global EBITDA 2021-2023
LTI 2022	30 November 2022	60% : 31 May 2025 20% : 31 May 2026 20% : 31 May 2027	31 May 2025	Global EBITDA 2022-2024
LTI 2023	29 November 2023	60% : 31 May 2026 20% : 31 May 2027 20% : 31 May 2028	31 May 2026	Global EBITDA 2023-2025
LTI 2024	13 November 2024 16 January 2025 (France)	60% : 31 May 2027 20% : 31 May 2028 20% : 31 May 2029	31 May 2027	Global EBITDA 2024-2026

LTI Plans that reached the grant date

LTI 2021

The LTI 2021 reached the grant date on 31 May 2024. Conversion into shares was done in accordance with formula described above. Fair value of share for LTI 2021 was determined based on the actuary valuation as EUR 6.0 per share. At the grant date the first tranche of the plan vested (in the amount of 456 thousand of shares). Tranche 2nd and 3rd are fully unvested.

The Board of Directors approved alternative cash settlement of the first tranche of LTI 2021 for selected part of the plan. Employees received the cash equivalent of vested shares. As a result of that modification EUR 0.1 million has been reclassified as employee benefits from reserves.

The table below presents reconciliation of the movement in the number of shares of LTI 2021 plan in the year ended 31 December 2024.

2024 (thousands of shares)	LTI 2021
Outstanding as of 1 January	**-**
Converted to shares on grant date	760
Transferred to participants	(398)
Forfeited	(13)
Modified (settled in cash)	(21)
Outstanding as of 31 December	**328**
Vested	40
Unvested	288

LTI Plans that didn't reach the grant date yet

LTI 2022-2024

In November 2024 new LTI 2024 plan was approved with fair value EUR 8.5 million. In January 2025 a sub plan of LTI 2024 granted to employees of the French entities was approved with fair value EUR 0.9 million.

In November 2023 LTI 2023 was approved with fair value EUR 9.8 million.

Cost of plans recognised in income statement are calculated taking into account fair values adjusted by the multiplier M and recognised over time based on the vesting scheme. LTI 2022-2024 will be finally evaluated and converted into shares at the grant date of each plan. Those programs are fully unvested.

Details of each LTI plan recognised in equity and in the income statement is presented in the tables above.

Stock Option and Management Incentive Plans

Stock Option Plans and Management Incentive Plans are share option plans. Under these plans, entitled participants received the options at agreed exercise prices. Annual plans consists of 3 tranches each, with vesting period of 3, 4 and 5 years. Participants are entitled to exercise options and receive shares if remain within the Group during the vesting periods. Options vest when the terms and conditions relating to the period of employment are met. The plans do not provide any additional market conditions for vesting of the options. Vested options can be exercised within 10 years from the grant date of each program, otherwise they expire. The fair value of option plans was measured using the Black-Scholes formula and determined by an external actuary.

As of 31 December 2024 there are 5 share option plans:

- Stock Option Plan (SOP 2005-2016) – currently plan is fully vested and partially exercised,
- Stock Option Plan (SOP 2017-2019) – currently plan is fully vested and partially exercised,
- Management Incentive Plan (MIP 2017-2019) – currently plan is fully vested and not exercised,
- Stock Option Plan (SOP 2020) – plan will be fully vested in October 2025 and is partially exercised,
- Management Incentive Plan (MIP 2020-2021) – plan will be fully vested in May 2026 and is not exercised.

The key terms and conditions for the share options plans as of 31 December 2024 are presented in the table below:

Grant date	Terms and conditions for vesting of the options	Option exercise price in EUR
SOP 2005-2016		
9 December 2015	1-5 years, 20% per annum	3.14
30 April 2016		5.35

Grant date	Terms and conditions for vesting of the options	Option exercise price in EUR
SOP 2017-2019		
30 May 2017		8.14
30 April 2018		10.91
1 October 2018	3-5 years, 60% after 3rd year, 20% after 4th and 5th year	10.63
10 December 2018		9.40
30 April 2019		9.62
MIP 2017- 2019		
1 October 2018		14.54
26 March 2019	3-5 years, 33% per annum	14.49
13 May 2019		12.10
SOP 2020		
13 July 2020	3-5 years, 60% after 3rd year, 20% after 4th and 5th year	4.99
1 October 2020		5.78
MIP 2020-2021		
10 February 2020		15.10
1 October 2020		7.90
1 February 2021	3-5 years, 33% per annum	7.71
23 March 2021		6.08
1 May 2021		9.50

The number of options, movements in number of options and weighted average of the exercise prices (WAEP) of options during the year ended 31 December 2024 and 2023 are presented in table below:

Number of options 2024 (in thousands)	WAEP in EUR	MIP 2020-2021	SOP 2020	MIP 2017- 2019	SOP 2017-2019	SOP 2005-2016
At the beginning of the period	**8.14**	**2,400**	**2,031**	**700**	**3,710**	**255**
Granted during the period	-	-	-	-	-	-
Exercised during the period	4.73	-	(9)	-	-	(43)
Expired during the period	9.25	-	-	-	(113)	(3)
Forfeited during the period	6.22	-	(36)	-	(5)	-
Outstanding at the end of the period	**8.68**	**2,400**	**1,986**	**700**	**3,592**	**209**
- including exercisable as of the end of the period	8.87	1,400	1,604	700	3,592	209

Number of options 2023 (in thousands)	WAEP in EUR	MIP 2020-2021	SOP 2020	MIP 2017- 2019	SOP 2017-2019	SOP 2005-2016
At the beginning of the period	**8.56**	**2,400**	**2,443**	**700**	**4,707**	**468**
Granted during the period	-	-	-	-	-	-
Exercised during the period	4.11	-	-	-	-	(99)
Expired during the period	9.05	-	-	-	(901)	(114)
Forfeited during the period	6.52	-	(412)	-	(96)	-
Outstanding at the end of the period	**8.14**	**2,400**	**2,031**	**700**	**3,710**	**255**
- including exercisable as of the end of the period	8.45	600	1,222	533	3,388	255

The weighted average share price at the dates of exercise of the options was EUR 6.11 in 2024 and EUR 6.17 in 2023.

The weighted average remaining contractual life for the share options outstanding as of 31 December 2024 was 4.7 years (2023: 5.6 years).

24. Employee information

Below information is disclosed based on the reporting requirement established in Spanish Mercantile Law and Spanish Commercial Code:

AmRest Group average annual employment distributed by professional category:

	31 December 2024	31 December 2023
Senior Executives	8	8
Office employees	2,360	2,323
Restaurant employees	42,666	43,831
Total	**45,034**	**46,162**

(all figures in EUR millions unless stated otherwise)

Year end distribution of the Group employees and members of the Board of Directors by gender:

	31 December 2024		31 December 2023	
	Female	**Male**	**Female**	**Male**
Board of Directors (not employees)	3	4	3	4
Senior Executives	-	8	-	8
Office employees	1,355	992	1,304	965
Restaurant employees	23,621	19,283	24,308	18,879
Total	**24,979**	**20,287**	**25,615**	**19,856**

In 2024 Spanish AmRest Group companies employed on average 25 people with a disability greater than or equal to 33% (19 in 2023).

25. Provisions

Changes in the balance of provisions are presented in the table below:

2024	Asset retirement obligation	Court and legal proceedings	Provision for tax risks	Franchise and development agreements risks	Other provisions	Total
As of 1 January	**9.4**	**5.1**	**0.7**	**5.5**	**3.3**	**24.0**
Increases	0.9	5.2	-	1.7	1.1	8.9
Releases	(0.1)	(2.1)	-	(0.2)	(1.5)	(3.9)
Usage	(0.1)	(0.7)	(0.6)	(1.2)	(1.2)	(3.8)
Exchange differences	-	-	-	-	-	-
As of 31 December	**10.1**	**7.5**	**0.1**	**5.8**	**1.7**	**25.2**
Presented as short-term	-	0.8	-	5.6	0.9	7.3

2023	Asset retirement obligation	Court and legal proceedings	Provision for tax risks	Franchise and development agreements risks	Other provisions	Total
As of 1 January	**9.3**	**2.8**	**0.5**	**7.2**	**3.3**	**23.1**
Increases	0.2	2.7	0.5	1.1	1.3	5.8
Releases	-	(0.4)	(0.1)	(0.1)	(0.1)	(0.7)
Usage	(0.1)	(0.1)	(0.2)	(2.8)	(1.1)	(4.3)
Exchange differences	-	0.1	-	0.1	(0.1)	0.1
As of 31 December	**9.4**	**5.1**	**0.7**	**5.5**	**3.3**	**24.0**
Presented as short-term	-	0.8	-	4.3	1.1	6.2

Asset retirement obligation

The Group recognised a provision for costs of future asset restorations mainly on German and French market. The provision consists of expected costs at the end of rental agreement. The provision would be used for renovation work needed to restore rented properties, as required by rental agreements.

Provision for court and legal proceedings

Periodically, the Group is involved in disputes and court proceedings resulting from the Group's on-going operations. The Group recognises provisions for the costs of court proceedings which reflects the most reliable estimate of the probable losses expected as a result of the said disputes and legal proceedings.

Provision for tax risks

The Group operates in numerous markets with different and changing tax regulations. Tax related provisions may be recognized if certain tax risks are identified. The provisions are recognized based on the available information, historical experience, judgments and estimates that may change over the time.

Franchise agreements and development agreements

The Group restaurants are operated under franchise, development and master franchise agreements with YUM! and subsidiaries of YUM!, Burger King Europe GmbH, Rex Concepts BK Poland S.A, Rex Concepts BK Czech S.R.O., Starbucks Coffee International, Inc. and its affiliates. In the accordance with these agreements, the Group is obliged to meet certain development commitments as well as to make the renovations required to maintain the identity, reputation and high operating standards of each brand.

If the Group believes the development commitments will not be attained the respective provisions are recognised.

26. Trade payables and other liabilities

Trade payables and other liabilities as of 31 December 2024 and 31 December 2023 are presented below:

	31 December 2024	31 December 2023
Trade payables	97.8	105.8
Accruals and uninvoiced deliveries	56.7	85.3
Employee payables	20.3	21.1
Employee related accruals	33.4	35.3
Accrual for holiday leave	16.0	16.2
Social insurance payables	17.7	16.2
Other tax payables	34.5	27.7
Investment payables	21.5	41.6
Contract liabilities – initial fees, loyaltee programs, gift cards	11.2	12.1
Deferred income	4.7	6.0
Other payables	2.4	1.8
Total trade payables and other liabilities	**316.2**	**369.1**

	31 December 2024	31 December 2023
Current	308.8	362.9
Non-current	7.4	6.2
Total trade payables and other liabilities	**316.2**	**369.1**

Below information is disclosed for Spanish AmRest Group companies based the reporting requirements established by Spanish Law 18/2022 of 29 September which introduced measures to combat late payments in commercial transactions:

	2024	2023
Number of days:	39	41
Ratio of payments	40	40
Ratio of outstanding invoices	35	54
Millions of EUR:		
Total payments	250.7	251.5
Outstanding invoices	23.1	22.2
Amount payments < 60 days	233.5	220.2
Other:		
Number of invoices paid < 60 days	92,984	86,580
% Amount of payments made < 60 days out of the total payments	93%	88%
% Number of invoices paid < 60 days out of the total payments	81%	81%

The payments to suppliers reflected in the table above pertain to trade payables for goods and services.

27. Financial instruments

The following table shows the carrying amounts of financial assets and financial liabilities. The Group assessed that the fair values of cash and cash equivalents, rental deposits, trade and other receivables, trade and other payables, as well as current loans approximate their carrying amounts largely due to the short-term maturities of these instruments. Fair values of non-current rental deposits, immaterially differ from their carrying values. Trade and other receivables and liabilities presented below do not include balances relating to taxes and employee settlements.

As of 31 December 2024 and 2023 the Group did not have equity instruments measured at fair value. There were no transfers between fair value hierarchy levels in year 2024 and 2023.

Classification of key classes of financial assets and liabilities with their carrying amounts is presented below:

31 December 2024	Note	Financial assets at amortised cost	Financial liabilities at amortised cost
Financial assets not measured at fair value			
Rental deposits	18	23.4	-
Trade and other receivables	16	40.6	-
Cash and cash equivalents	17	139.6	-
Financial liabilities not measured at fair value			
Loans and borrowings	22	-	617.4
Lease liabilities	12	-	969.9
Trade and other liabilities to suppliers	26	-	250.7

(all figures in EUR millions unless stated otherwise)

31 December 2023	Note	Financial assets at amortised cost	Financial liabilities at amortised cost
Financial assets not measured at fair value			
Rental deposits	18	22.6	-
Trade and other receivables	16	67.7	-
Cash and cash equivalents	17	227.5	-
Financial liabilities not measured at fair value			
Loans and borrowings	22	-	588.0
SSD	22	-	35.9
Lease liabilities	12	-	887.0
Trade and other liabilities to suppliers	26	-	308.8

Risk management

The Group is exposed to several financial risks in connection with its activities, including: the risk of market fluctuations (covering the foreign exchange risk and risk of changes in interest rates), the risk related to financial liquidity and – to a limited extent – credit risk. The risk management program implemented by the Group is based on the assumption of the unpredictability of the financial markets and is used to maximally limit the impact of negative factors on the Group's financial results.

Credit risk

Credit risk is the risk of financial loss to the Group if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

Financial instruments especially exposed to credit risk include trade and other receivables and cash and cash equivalents. The Group has no significant concentrations of credit risk. The maximum credit risk exposure on rental deposits, trade and other receivables, cash and cash equivalents amounts to EUR 203.6 million (2023: EUR 317.8 million).

Credit risk related to financial instruments in the form of cash in bank accounts is limited, due to the fact that the parties to the transactions are banks with high credit ratings received from international rating agencies.

For trade and other receivables: the Group operates restaurants under own brands as well as under franchise license agreements. Additionally, the Group operates as franchisor (for own brands) and master-franchisee (for a franchised brand) and develops chains of franchisee businesses, organizing marketing activities for the brands and supply chain. Consequently, the Group analyses two streams of receivables related to: restaurant sales and franchise and other sales.

The Group's receivables related to restaurant sales are limited and have low credit risk due to the short settlement time and the nature of settlement, as guests pay in restaurants generally in cash or via credit or debit cards. For receivables related to franchise and other sales the Group performs detailed analysis of expected credit loss.

The Group's exposure to that credit risk is influenced mainly by the individual characteristics of each customer. However, the Group also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate, including the external rating related to particular country. For these receivables the Group applied the simplified approach permitted by IFRS 9, which requires expected credit losses (ECLs) to be recognised from initial recognition of the receivables. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

During the year 2024 the Group recognised an impairment of the Group's receivables exposed to credit risk in a net amount of EUR (1.3) million (2023: EUR (2.6) million).

The ageing break-down of receivables and receivable loss allowance as of 31 December 2024 and 31 December 2023 is presented in the table below.

	Current	Overdue in days				Total
2024		Less than 90	91 - 180	181 - 365	More than 365	
Trade and other receivables	31.4	7.7	1.7	2.2	11.3	54.3
Loss allowance (note 16)	(0.1)	(0.4)	(0.6)	(1.7)	(10.9)	(13.7)
Total	**31.3**	**7.3**	**1.1**	**0.5**	**0.4**	**40.6**

	Current	Overdue in days				Total
2023		Less than 90	91 - 180	181 - 365	More than 365	
Trade and other receivables	53.0	15.1	1.3	3.4	8.7	81.5
Loss allowance (note 16)	(0.7)	(1.0)	(1.0)	(3.0)	(8.1)	(13.8)
Total	**52.3**	**14.1**	**0.3**	**0.4**	**0.6**	**67.7**

Movement in loss allowance for receivables for the year ended 31 December 2024 and 31 December 2023 is presented in the table below:

	31 December 2024	31 December 2023
At the beginning of the period	(13.8)	(13.2)
Created	(2.0)	(4.3)
Released	0.7	1.7
Used	1.4	1.9
Other	-	0.1
At the end of the period	**(13.7)**	**(13.8)**

(all figures in EUR millions unless stated otherwise)

Interest rate risk

Bank borrowings drawn by the Group are most often based on fluctuating interest rates (note 22). As of 31 December 2024 the Group does not hedge against changes in cash flows resulting from interest rate fluctuations. The Group analyses the market position relating to interest on loans in terms of potential refinancing of debt or renegotiating the lending terms and conditions.

Had the interest rates on loans denominated in PLN during the year ended 31 December 2024 been 30 base points higher/lower, the profit before tax for the period would have been EUR 485 thousand lower/higher, in 2023 EUR 268 thousand.

Had the interest rates on loans denominated in EUR during the year ended 31 December 2024 been 30 base points higher/lower, the profit before tax for the period would have been EUR 1,303 thousand lower/higher, in 2023 EUR 1,420 thousand.

Foreign exchange risk

The Group is exposed to foreign exchange risk related to transactions in currencies other than the functional currency in which the business operations are measured in particular Group companies. The Group has loans liabilities in EUR and PLN which are exposed to exchange risk. Moreover, 23% of Group's total lease liabilities are agreements expressed in EUR and USD in subsidiaries whose functional currency is different than EUR or USD (22% in 2023).

Net investment foreign currency valuation risk

The Group is exposed to risk of net investment valuation in subsidiaries valued in foreign currencies. This risk is hedged for key positions with use of net investment hedge. Details are described in note 19.

Liquidity risk

Prudent financial liquidity management assumes that sufficient cash and cash equivalents are maintained and that further financing is available from guaranteed funds from credit lines. The table below shows maturity analysis of the Group's financial liabilities. The amounts shown in the table constitute contractual, undiscounted cash flows.

The maturity analysis as of 31 December 2024 and 31 December 2023 is presented in the table below:

31 December 2024

	Contractual, undiscounted cash flows							Carrying amount
	Up to 1 year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than 5 years	Total	
Trade and other liabilities	178.4	-	-	-	-	-	178.4	178.4
Loan instalments	38.3	86.4	80.3	421.5	-	-	626.5	617.4
Interest and other charges	39.9	37.2	32.4	29.4	-	-	138.9	-

31 December 2023

	Contractual, undiscounted cash flows							Carrying amount
	Up to 1 year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than 5 years	Total	
Trade and other liabilities	234.5	-	-	-	-	-	234.5	234.5
Loan instalments	50.6	34.6	80.6	74.6	391.8	-	632.2	623.9
Interest and other charges	43.3	40.7	36.9	31.5	26.2	-	178.6	-

Contractual, undiscounted payments of interests and other fees have been determined taking into consideration following assumptions:

- for loans in foreign currency the expected cash flows were translated at spot rates at the reporting date,
- the interest payments on variable interest rate loans reflect market interest rates at the reporting date.

The future cash flows may differ from the amounts in the table as exchange rates or interest rates change.

Capital risk

The Group manages capital risk to ensure its ongoing operations, aiming to generate returns for shareholders, provide benefits for other stakeholders, and maintain an optimal capital structure to minimize costs.

28. Tax risks and uncertain tax positions

Tax authorities may inspect the tax returns of the Group companies from 3 to 5 years after the date of their filing, if they have not already been audited.

Tax inspections in AmRest Sp. z o.o.

a) On 28 September 2022, the Tax Authorities in Wrocław initiated a tax audit on VAT rates in AmRest Sp. z o.o. for the periods from April 2018 to September 2018. The total VAT liability assessed by the Tax Authorities amounts to EUR 2.2 million (PLN 9.8 million – secured by the bank guarantee), without interest. On 11 December 2023 the Company submitted the complaint to the Local Administrative Court. On 17 April 2024 the Court suspended the proceeding. On the grounds of the Supreme Administrative Court resolution (number I FPS 1/24), on 17 December 2024 the Court revoked the decision initially issued by the Tax Authorities and sent the case to the Tax Authorities to finalize the proceeding.

b) On 17 May 2019, the Tax Authorities in Katowice initiated a customs and tax inspection on VAT rates in AmRest Sp. z o.o. for the periods from October 2018 to March 2019. The total VAT liability assessed by the Tax Authorities amounts to EUR 4.0 million (PLN 17.9 million) which includes a penalty of 30% and does not include interest. The Company appealed against the decisions to the Tax Authorities of second instance. On 8 October 2024 the Tax Authorities issued the decision regarding the resumption of the previously suspended proceeding. On the grounds of the Supreme

Administrative Court resolution (number I FPS 1/24), on 19 November 2024, the Tax Authorities of second instance revoked the first-instance authority's decisions and discontinued the proceedings of the case.

c) On 12 October 2023, the Tax Authorities in Warsaw initiated a tax audit on VAT rates in AmRest Sp. z o.o. for the periods from April 2019 to August 2019. On 2 May 2024, the Tax Authorities stated that the Company should tax the sale at 8% VAT rate instead of 5% and the tax rulings do not apply. On 5 June 2024 the tax audit was transformed into tax proceeding. On 21 August 2024 AmRest Sp. z o.o. received protocol from the audit of the tax books and on 4 September 2024 filed the reservations. On the grounds of the Supreme Administrative Court resolution (number I FPS 1/24), on 16 December 2024, the Tax Authorities decided to discontinue the proceedings of the case.

The Group analyzed the risk with regards to ongoing tax inspections related to VAT and assessed that it is more probable than not that the tax authority will finally accept the Company's VAT tax filings the same as in the case of other VAT proceedings that have been finished. The same conclusions have been taken considering external tax advisors.

d) On 26 November 2018, the Tax Authorities initiated a tax audit on 2013 Corporate Income Tax (CIT) in AmRest Sp. z o.o. The decision of the Tax Authorities was contested by the Company in the Court proceeding. On 4 April 2024, the decision of the Tax Authorities was repealed by the Court and the tax proceeding was discontinued. The Company received a refund amounting to EUR 0.6 million (PLN 2.7 million) including liability and interest.

e) On 12 March 2024, the Supreme Administrative Court confirmed that AmRest Sp. z o.o. provides services and therefore is out of scope of the retail sales tax. Following the judgement, on 3 July 2024, the Company corrected its retail sales tax settlements for the period from January 2021 to January 2024 and applied for retail sales tax overpayment amounting to EUR 9.5 million (PLN 41.0 million). The retail sales tax refund was received in August 2024 (overpayment is subject to CIT of 19%). After receiving the overpayment, the Company started the proceedings aimed to obtain delay interests. No decision has been issued till the date of this report.

Tax inspections in other Group companies

f) Pastificio Service S.L.U., AmRest Tag S.L.U. and AmRest Holdings SE (Spain): On 22 March 2021, the entities received tax settlement agreement indicating the additional tax liability amounting to EUR 1.1 million for CIT 2014-2017 with regards to certain tax benefits related to intangible assets (i.e. patent box regimen), which was paid on 14 June 2021. The Group disagreed and submitted on 26 July 2021 an economic-administrative claim which was rejected. On 21 December 2022, the companies filed before the National Audience the allegations writ and to date the Court's resolution has not been received.

On 18 April 2023, AmRest Holdings SE (as head of the CIT Group) and Pastificio Service S.L.U received a notice of initiation of tax audit relating to the patent box regime for fiscal years 2018 and 2019. In relation to this tax audit a tax assessment amounted to EUR 0.5 million. However, on 1 December 2023, the companies submitted allegations before the tax auditors that were dismissed. On 17 July 2024 the companies filed an economic-administrative claim which is pending of resolution.

g) On 4 March 2024, Sushi Shop Management SAS was notified by the tax authorities of the initiation of a tax audit for 2021 and 2022. On 24 January 2024 the Company received a final tax assessment from French tax authorities that results in a payment of a non-material amount for the Group and a reduction of tax losses amounting EUR 1.0 million.

In Group's opinion there are no other material contingent liabilities concerning pending audits and tax proceedings, other than those stated above.

29. Future commitments and contingent liabilities

As in the previous reporting period, the Group's future liabilities are derived mainly from the franchise agreements, development agreements and master franchise agreements. Group restaurants are operated in accordance with franchise, development and master franchise agreements with YUM! and subsidiaries of YUM!, Burger King Europe GmbH, Rex Concepts BK Poland S.A, Rex Concepts BK Czech S.R.O., Starbucks Coffee International, Inc. and its affiliates. In accordance with these agreements, the Group is obliged to meet certain development commitments as well as to make the renovations required to maintain the identity, reputation and high operating standards of each brand. More details in note 1 and 34d.

Commitments regarding credit agreement are described in note 22.

30. Assets held for sale and discontinued operations

Disposal group in 2024

In December 2024, the Group signed an agreement that is subject to the fulfilment of certain conditions, which are expected to be met on or before 31 March 2025, and by means of which 51% of the shares which AmRest Sp. z o.o. holds in SCM Sp.z o.o. ("SCM") will be sold to R&D Sp. z o.o. Additionally, the supply chain management services and quality assurance (QA) provided to date by SCM to the AmRest Group, together with the team providing such services, will be transferred over to AmRest Group. SCM is a Polish, 51% owned subsidiary and a parent entity of SCM s.r.o., Czechia subsidiary.

Based on an analysis of the facts and circumstances related to the transaction, the Group assessed that the sale transaction is highly probable, and the assets and liabilities of the SCM business meet the criteria to be classified as held for sale. SCM business is expected to be disposed to the buyer in its current condition, the actions to complete the sale were already initiated and the key terms were negotiated by parties. The closing of the transaction is subject to several conditions and is expected to be completed in few months.

SCM disposal group does not meet the definition of discontinued operations.

As of 31 December 2024, the Group applied IFRS 5 "Non-current assets held for sale and discontinued operations" ("IFRS 5") for the presentation and measurement of the assets and liabilities of that disposal group. As required by IFRS 5, the disposal group was measured at the lower of its carrying amount and fair value less costs to sell (or costs to distribute).

(all figures in EUR millions unless stated otherwise)

Details of major classes of assets held for sale and liabilities associated with assets held for sale are presented in the table below:

	31 December 2024
Property, plant and equipment	3.1
Inventories	2.8
Trade and other receivables	9.0
Cash and cash equivalents	13.4
Other current and non-current assets	0.7
Assets classified as held for sale (A)	**29.0**
Trade payables and other liabilities	9.4
Tax and lease liabilities	0.5
Liabilities directly associated to assets held for sale (L)	**9.9**
Non- controlling interest related to disposal group (NCI)	10.0
Net carrying amount (A-L-NCI)	9.1

Discontinued operations in 2023

During the second quarter of 2023 AmRest Group disposed its Russian KFC operations and ceased all its operations and corporate presence in Russia. The transaction represented full disposal of AmRest business held in Russia. That market was a separate operating segment reported in the consolidated financial statements. The disposal met the definition of discontinued operations under IFRS 5. The result of discontinued operations was presented separately from continued operations.

The comparative data in these consolidated financial statements present the operations of business disposed in 2023 as discontinued operations.

	YEAR ENDED
	31 December 2023
Restaurant sales	85.7
Restaurant expenses	(78.4)
General and administrative expenses	(3.0)
Other operating income/expenses	0.3
Net finance result	(0.7)
Income tax expense	(0.9)
Result from operating activities, after tax	**3.0**
Gain/loss on sale after income tax	3.5
Profit/loss from discontinued operation	**6.5**
Exchange differences	20.2
Other comprehensive income from discontinued operations	**26.7**

Details of accounting for loss of control are presented below:

	15 May 2023
Consideration received	100.0
Carrying amount of net assets sold	(61.2)
Transaction related and other costs	(3.1)
Gain on sale before income tax and reclassification of exchange differences	**35.7**
Exchange differences reclassified on loss of control	(28.6)
Income tax expense on loss of control	(3.6)
Gain/loss on sale after income tax	**3.5**

(all figures in EUR millions unless stated otherwise)

Details of net assets deconsolidated as a result of transaction are presented below:

	15 May 2023
Property, plant and equipment	37.1
Right-of-use assets	65.1
Other non-current assets	5.1
Cash and cash equivalents	38.4
Other current assets	7.0
Total assets	**152.7**
Lease liabilities non-current	57.2
Other non-current liabilities	12.5
Lease liabilities current	15.8
Other current liabilities	6.0
Total liabilities	**91.5**
Carrying amount of net assets sold	**61.2**

Net operating, investing and financing cash flows from discontinued operations are presented below:

	YEAR ENDED 31 December 2023
Net cash flows from operating activities	9.9
Net cash flows from investing activities	58.1
Net cash flows from financing activities	(4.6)
Net cash flows of discontinued operation	**63.4**

Financing cash flows reflect mainly lease payments, whereas investing activities cash outflows for purchase of property, plant and equipment and - in 2023 only- net cash inflow on disposal transaction. Group received EUR 100 million of cash proceeds and deconsolidated EUR 38.4 million of cash in Russian operations.

31. Transactions with related entities

Significant shareholders

As of 31 December 2024, FCapital Dutch, S.L. was the largest shareholder of AmRest and held 67.05% of its shares and voting rights.

Grupo Far-Luca, S.A. de C.V. is the ultimate parent of the Group.

There were no transactions with FCapital Dutch, S.L., Grupo Far-Luca, S.A. de C.V. in 2024 and 2023.

Transactions with group entities of significant shareholders

The balances arising from the transactions carried out with Group entities of significant shareholders were as follows:

	31 December 2024	31 December 2023
Cash equivalents	5.1	-

	YEAR ENDED	
	31 December 2024	31 December 2023
Interest income	0.1	-

Transactions with related parties are carried out at market conditions, were not material and are in the ordinary course of the business.

Transactions with members of the Board of Directors and Senior Management Personnel

The remuneration of the Board of Directors and Senior Management Personnel (for these purposes, Senior Management Personnel is understood to be those executives who report directly to the executive chairman or the chief executive officer of the Company, and also for these purposes, the person responsible for Internal Audit) paid by the Group was as follows:

	YEAR ENDED	
	31 December 2024	31 December 2023
Remuneration of the members of the Board of Directors	**0.8**	**0.8**
Remuneration of Senior Management Personnel:		
- Remuneration received by the Senior Executives*	4.4	3.7
- Share-based payment plans	0.4	-
Remuneration of Senior Management Personnel	**4.8**	**3.7**
Total compensation paid to key management personnel	**5.6**	**4.5**

**includes the total amount of the variable remuneration in cash (Short-Term Incentive Program) that is recognised in the year it is paid.*

The current Directors' Remuneration Policy was approved at the General Shareholders' Meeting held on 12 May 2022 and will remain in force until 31 December 2025.

As of 31 December 2024 and 2023, the Group had no outstanding balances with the Senior Management Personnel, except for the accrual and payment of annual bonuses to be paid in the first quarter of the following year.

As of 31 December 2024 and 31 December 2023 there were no material liabilities to former employees.

As of 31 December 2024 and 2023, the members of the Board of Directors, other than Executive Chairman, who has a life insurance from 1 August 2023 and health insurance from 1 October 2023, had no life insurance nor pension fund at the Company's expense. Members of the Board of Directors do not participate in Stock Option (SOP), Management Incentive (MIP) and LTI Plans. Senior Management Personnel participate in share-based payments plans (details below and in note 23). The Group has not granted any advances, loans or credits in favour of the Board Members or the Senior Management.

The Group has arranged a third-party liability insurance policy covering the directors and managers of the group companies. The premium paid in 2024 under the aforementioned insurance policy amounted to EUR 0.1 million (EUR 0.1 million in 2023).

The table below presents reconciliation of the movement in the number of shares of LTI 2021 plan, for Group's Senior Management Personnel, in the year ended 31 December 2024.

2024 (thousands of shares)	**LTI 2021**
Outstanding as of 1 January	**-**
Converted to shares on grant date	132
Transferred to participants	(79)
Outstanding as of 31 December	**53**
Vested	-
Unvested	53

In November 2024, a new LTI 2024 plan was approved with a fair value related to Group's Senior Management Personnel of EUR 1.0 million. In November 2023, the LTI 2023 was approved with a fair value EUR 1.0 million.

Total number of outstanding and exercisable options for Group's Senior Management Personnel is presented below:

	31 December 2024	**31 December 2023**
Number of outstanding options (in thousands)	3,299	3,299
Number of exercisable options (in thousands)	2,273	1,274

Conflicts of interest concerning the Board Directors

In 2023 and 2024 the Board of Directors and their related parties have had no conflicts of interest requiring disclosure in accordance with article 229 of the Revised Spanish Capital Companies Act.

32. Audit fees

The services entrusted to the auditors comply with the independence requirements established by the Spanish Audit Law 22/2015 of July 20.

During the years ended 31 December 2024 and 2023 PwC Auditores S.L., and other companies of the PwC network, as well as other auditors, rendered professional services to the Group as detailed below:

2024	**PwC Auditores, S.L.**	**Other companies of the PwC network**	**Other auditors**	**Total**
Audit and other assurance services	0.3	0.8	0.4	1.5
Other verification services	0.1	-	-	0.1
Total	**0.4**	**0.8**	**0.4**	**1.6**

2023	**PwC Auditores, S.L.**	**Other companies of the PwC network**	**Other auditors**	**Total**
Audit and other assurance services	0.3	0.7	0.4	1.4
Other verification services	0.1	-	-	0.1
Total	**0.4**	**0.7**	**0.4**	**1.5**

Other assurance services include limited review of interim financial statements. Other verification services include the verification of the non-financial information in the annual reports and agreed upon-procedures performed by the auditors.

The amounts detailed in the above table include the total fees for 2024 and 2023, irrespective of the date of invoice.

33. Events after the reporting period

There were no significant subsequent events after the reporting date.

34. Material accounting policies

a. Basis of consolidation

Business combinations
The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

Subsidiaries

Subsidiaries are entities controlled by the Group.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee),
- Exposure, or rights, to variable returns from its involvement with the investee,
- The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Non-controlling interests and transactions with non-controlling interests

Changes in the Group's interest in a subsidiary that do not result in a loss of control over subsidiary company are recognised as equity transactions. In such cases, the Group adjusts the carrying amount of the controlling and non-controlling interest and effect of transactions with non- controlling interest is presented in equity items allocated to the owners of the parent.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

b. Foreign currency

Functional currencies and presentation currency
The Group's consolidated financial statements are presented in euros.

For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

The functional currency of none of the subsidiaries is the currency of a hyperinflationary economy as of 31 December 2024 and 2023.

Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions. For simplification monthly income statements are translated using average monthly exchange rates based on the European Central Bank rates.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined.

Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss and presented within finance costs.

However, foreign currency differences arising from the translation of the following items are recognised in OCI:

- An investment in equity securities designated as of FVOCI,
- A financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective,
- Qualifying cash flow hedges to the extent that the hedges are effective.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into euro at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into euro at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI and accumulated in the translation reserve, except to the extent that the translation difference is allocated to NCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

c. Non-current assets held for sale and discontinued operations

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations,
- Is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or
- Is a subsidiary acquired exclusively with a view to resale.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit or loss.

d. Revenues

The Group operates chains of own restaurants under own bands as well as under franchise license agreements. Additionally Group operates as franchisor (for own brands) and master-franchisee (for some franchised brand), and develops chains of franchisee businesses, organizing marketing activities for the brands, and supply chain.

Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Restaurant sales

Revenues from the sale of goods by owned restaurants are recognised as Group sales when a customer purchases the goods, which is when our obligation to perform is satisfied. These revenues are presented in “Restaurant sales” line in the Consolidated Income Statement.

Franchise and other sales: owned brands

- Royalty fees (based on percentage of the applicable restaurant’s sales) are recognised as the related sales occur. Royalty fees are typically billed and paid monthly.
- Initial fees, renewal fees: for each brand separately, the Group analyses if the activities performed are distinct from the franchise brand. If they do not represent a separate performance obligation they are recognised on a straight-line basis over the contract duration. If they represent a separate obligation, the Group estimates the allocation of the part of the transaction price to that performance obligation.
- Advertising funds: for Sushi Group the Group operates the advertising funds that are designed to increase sales and enhance the reputation of the own brands and its franchise owners. Contributions to the advertising cooperatives are required for both Company-owned and franchise restaurants and are generally based on a percentage of restaurant sales. Revenues for these services are typically billed and paid on a monthly basis. Advertising services that promote the brand (rather than an individual location), such as national advertising campaigns, are not separable between different franchise agreements or franchisees, and not distinct because the services and franchise right are highly dependent and interrelated with each other. The sales-based advertising fund contributions from franchisees are recognised as the underlying sales occur, are reported gross as part of revenue and presented in line “Franchise and other sales”. Own restaurants participation in marketing costs as an element is presented as element of operational costs.

- Revenue from sale of products to franchisees is recognised at the moment of transaction which is when our obligation to perform is satisfied.

Franchise and other sales: master-franchise agreements

As a result of signed master franchise agreements the Group was granted a master franchise rights for the agreed term in the particular territories. Intellectual property is exclusive property of Master Franchisor and Master Franchisor grants AmRest a license to use it in the agreed territory. Under the master franchise agreement parties established the development commitments for development periods.

Performance obligations identified:

- AmRest's performance obligation to YUM: to develop the market by opening new restaurants (either AmRest own or sub-franchises) and promote the YUM's brand by performing marketing activities. Managing marketing fund is not distinct from the development of the market, and no separate remuneration was agreed between parties for those services. Various streams of cash flows are agreed in MFA: AmRest collects initial fees and transfers them to YUM, AmRest manages the marketing fund (collects revenue based contributions from owned and sub-franchised restaurants and spends them on marketing activities, any unspent amount is to be paid to YUM and YUM spends it on national campaigns at its discretion). If a certain point of market development level is reached, AmRest is enabled to receive a bonus that represents the transaction price for the service performed for the Master Franchisor. To reflect the substance of the transaction, incomes from sub franchisees from initial and marketing fees are netted with the initial fees paid/actual marketing expenses and bonus earned.
- AmRest's performance obligation to sub-franchisees: to grant sub-franchisees the right to use the system, system property etc. and other services solely in connection with the conduct of the business at the outlet (sub-licensing from YUM). The transaction price is agreed in the form of sales based royalties paid by franchisees. Initial fees and renewal fees paid by franchisees are part of other performance obligations (described above). Corresponding costs of acquiring license right from YUM are presented within costs of sales of franchise activities in the line "Franchise and other expenses".

Loyalty points programs

The Group has various loyalty points programs where retail customers accumulate points for purchases made which entitle them to discount on future purchases. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer. A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative stand-alone selling price and recognised as a contract liability until the points are redeemed. Revenue from the award points is recognised when the points are redeemed or when they expire or are likely to expire.

When estimating the stand-alone selling price of the loyalty points, the Group considers the likelihood that the customer will redeem the points.

Gift cards

Gift cards may be issued to the guests in some brands and redeemed as a payment form in subsequent transactions. The Group records a contract liability in the period in which gift cards are issued and proceeds are received. This liability is calculated taking into account the probability of the gift cards' redemption. The redemption rate is calculated based on own and industry experience, historical and legal analysis. Revenue is recognised when a performance obligation is fulfilled and a guest redeems the gift cards.

e. Government grants

Government grants that compensate the Group for expenses incurred are recognised in profit or loss as other operating income on a systematic basis in the periods in which the expenses are recognised, unless the conditions for receiving the grant are met after the related expenses have been recognised. In this case, the grant is recognised when it becomes receivable.

f. Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Depending on the tax jurisdiction where the Group's subsidiaries operate recoverability of deferred taxes is assessed taking into account potential time expiry of availability of deferred tax utilisation (e.g. in case of tax losses).

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

g. Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses, and adjusted for certain remeasurements of the lease liability.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the group is reasonably certain to exercise a purchase option, the right of-use asset is depreciated over the underlying asset’s useful life.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate. Generally, the Group uses the incremental borrowing rates as the discount rates.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources (differentiated by currency of the debt) and makes certain adjustments to reflect the terms of the lease, based on long-term IRS quotation.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made (amortised cost using the effective interest method). It is remeasured when there is:

- a change in future lease payments arising from a change in an index or rate,
- a change in the estimate of the amount expected to be payable under a residual value guarantee, or
- changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group incurs expenses on maintenance, security and promotion in the shopping malls (so called “common area charges”). These items are separate services (non-lease components) and are recognised as an operating expenses.

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expenses on a straight-line basis over the lease term.

The Group as a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

Rental income arising from operating lease is accounted for on a straight-line basis over the lease terms and included in other income in the income statement.

h. Property, plant and equipment

Items of property, plant and equipment (PPE) are measured at cost less accumulated depreciation and any accumulated impairment losses.

The initial value of the property, plant and equipment of new restaurants built internally (such as construction sites and leasehold improvements in restaurants) include the cost of materials, direct labour, costs of architecture design, legal assistance, the present value of the expected cost for the decommissioning of an asset after its use, wages and salaries and benefits of employees directly involved in launching a given location.

The Group capitalizes the restaurants costs mentioned above incurred from the moment when the completion of the project is considered likely. In the event of a later drop in the probability of launching the project at a given location, all the previously capitalised costs are transferred to the income statement.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss, under „other operating gains and losses”.

Amortisation and depreciation

Property, plant and equipment, including their material components, are depreciated on a straight-line basis over the expected useful life of the assets/components. Land is not depreciated. Construction in progress is stated at cost, net of accumulated impairment losses, if any.

The estimated useful lives of property, plant and equipment are as follows:

Buildings, mainly drive- through restaurants	30 - 40 years
Costs incurred on the development of restaurants (including leasehold improvements and costs of development of the restaurants)	10 - 20 years*
Kitchen equipment assets	3 - 14 years
Vehicles	4 - 6 years
Other property, plant and equipment	3 - 10 years

**over the lease term*

The residual value, depreciation method and economic useful lives are reassessed at least annually.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

i. Franchise, license agreements and other fees

The Group operates own restaurants on the basis of franchise agreements (third party brands). In accordance with the franchise agreements, the Group is obliged to pay a non-reimbursable initial fee upon opening each new restaurant and further fees over the period of the agreement (in the amount of a % of sales revenues, usually 5-6%), and to allocate a % of revenues (usually 5%) to advertising activities specified in the respective agreements. Moreover, after the end of the initial period of the franchise agreement, the Group may renew the franchise agreement after paying a renewal fee.

Non-reimbursable initial fees are in fact fees for the right to use the trademark and are included in intangible assets and amortised over the period of the franchise (usually 10 years). Further payments made in the period of the agreement are disclosed in the income statement upon being made. Fees for extending the validity of the agreements are amortised as of the date of a given extension agreement coming into force.

The local marketing fee is recognised in the income statement as incurred in category direct marketing costs.

j. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Acquired licenses for computer software are capitalised on the basis of costs incurred to acquire and prepare specific software for use.

Franchise right-of-use for Pizza Hut, KFC, Burger King and Starbucks trademarks are recognised at the acquisition price.

The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition.

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Amortisation

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The estimated useful lives of assets are as follows:

Intangible asset		
Acquired routinely		
Computer software		3-5 years
Franchise rights		5-10 years
Other intangible assets		5-10 years
Acquired in business combinations	*Intangible asset category*	
La Tagliatella brand	Marketing related	indefinite
Sushi Shop brand	Marketing related	indefinite

Intangible asset		
Blue Frog brand	Marketing related	20 years
Sushi Shop loyalty program	Customer related	10 years
La Tagliatella franchisee relations	Customer related	24 years
Favourable lease agreements	Contract based	2-10 years over the period to the end of the agreement
Clients'/vendors'/ Franchise databases	Customer related	2-5 years
Exclusivity rights brand operator	Customer related	6-12 years

k. Goodwill

Goodwill on acquisition of a business is initially measured at acquisition cost which is an excess of:

- the sum total of:
  - the consideration paid,
  - the amount of all non-controlling interest in the acquiree, and
  - in the case of a business combination achieved in stages, the fair value, at the acquisition-date, of an interest in the acquiree,
- over the net fair value of the identifiable assets and liabilities at the acquisition date.

Goodwill on consolidation is disclosed in a separate line in the statement of financial position and measured at cost net of accumulated impairment write-downs. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired.

Goodwill of foreign operations is translated into euro at the exchange rates at the reporting date. Gains and losses on the disposal of an entity include the carrying amount of goodwill allocated to the entity sold.

l. Impairment of non-financial assets

The Group periodically reviews the carrying amounts of its non-financial assets (other than investment property, inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated for the purpose of impairment test.

A cash-generating unit (CGU) is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell.

Goodwill arising from a business combination is allocated groups of CGUs that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss in line "Net impairment losses on other assets" They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. The reversal of impairment losses in recognised in line " Net impairment losses on other assets".

Group performs in general two types of impairment tests: on restaurant levels, when impairment indicators exists and for businesses were goodwill is assigned or impairment indicators identified.

Restaurants tests - procedure performed twice a year

Usually individual restaurants are considered separate CGUs in Group.

Impairment indicators are checked twice a year for of all Group's own restaurants that are operating over 24 months in AmRest structures. The impairment test is performed in following cases:

- Store was already fully or partially impaired during previous impairment processes.
- Restaurant EBITDA for last 12 months is negative.
- Store is planned to be closed.

If at least one of the above indicators is identified for the store then the restaurant is tested for impairment. Value in use is usually determined for the remaining estimated period of operation, as well analysis of potential onerous liabilities (mainly for rental agreement costs) is performed for planned closures.

The recoverable amount of an asset is determined at the level of a single restaurant as the smallest unit (or set of assets) generating cash flows that are largely independent of the cash inflows generated by other assets or groups of assets. Restaurant assets include amongst others property, plant and equipment, intangible assets and right-of-use assets.

The recoverable amount of the cash-generating unit (CGU) is determined based on a value in use calculation for the remaining useful life, determined by lease expiry date or restaurant closure date (if confirmed), using the discount rate for each individual country.

For recoverable value calculations of value in use, the Group uses cash flow projections based on financial budgets that require relevant judgments and estimates. Cash flow projections are prepared for individual restaurants. As a starting point, the Group uses the most recent budgets and forecasts prepared on the level of brands in certain countries. Next, those assumptions are enhanced or worsen, to reflect the best estimate for expected cash projections of the analysed restaurants, if needed. Individual projections for sales and costs may depend on restaurant's main streams of revenues (different for take-away business, dine-in, food courts), cost pressure in various markets, supply chain related elements or marketing actions.

Discounted cash flows do not include outflows relates to rental agreements as those are considered an element of financing and reflected in discount rate applicable for test.

Goodwill tests - unless impairment indicators exist, procedure performed once a year

For businesses where goodwill is allocated impairment tests are performed at least once a year. Goodwill is testes together with intangibles (including those with indefinite useful lives), property plant and equipment, right-of-uses assets as well other non-current assets allocated to groups of CGUs where goodwill is monitored. If impairment indicators exist additional tests are performed. Following indicators are analysed:

Arising from external sources of information such as:

- Significant adverse changes that have taken place (or are expected in the near future) in the technological, market, economic or legal environment in which the entity operates or in its markets,
- Increases in interest rates, or other market rates of return, that might materially affect the discount rate used in calculating the asset's recoverable amount.

Arising from internal sources of information, including:

- Plans to discontinue or restructure the operation to which the asset belongs, as well as reassessing the asset's useful life from indefinite to finite,
- Deterioration in the expected level of the asset's performance i.e. when the actual net cash outflows or operating profit or loss are significantly worse than budgeted,
- Where management's own forecasts of future net cash inflows or operating profits show a significant decline from previous budgets and forecasts.

Materiality applies in determining whether an impairment review is required. If previous impairment reviews have shown a significant excess of recoverable amount over carrying amount, no review would be necessary in the absence of an event that would eliminate the excess. Previous reviews might also have shown that an asset's recoverable amount is not sensitive to one or more of the impairment indicators.

Annual mandatory impairment tests for goodwill are made in 4th quarter.

The recoverable amount is assessed using the discounted cash flows method, assuming organic growth of the business. Cash flow projections are based on financial budgets that require judgment and other estimates that include, among others, sales levels, EBITDA margin levels, and the discount and growth rates at long term.

Present value technique model (discounted cash flow) is used to determining recoverable amount. The cash flows are derived from the most recent budgets, plans for next year and forecasts for the following years. The 5th year normalized projections are used to extrapolate cash flows into the future if the 5th year represents a steady state in the development of the business. The adjustments may be necessary to reflect the expected development of the business (normalization of cash flows). Growth rates do not exceed the long-term average growth rate for the products, industries, or country or market in which the asset is used.

Post tax rate is applied, and implied pre-tax rate subsequently determined.

Discounted cash flows do not include outflows relates to rental agreements as those are considered an element of financing and reflected in discount rate applicable for test.

Sensitivity analysis is performed as an element of impairment tests procedures.

m. Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value.

Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the period in which they arise, including the corresponding tax effect, when applicable.

n. Inventories

Inventories are stated at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

o. Cash and cash equivalents

Cash reported in the statement of financial position comprises cash at banks and on hand, short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated cash flow statement, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts if they are considered an integral part of the Group's cash management.

p. Financial assets

The Group classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value through other comprehensive income (FVOCI),
- Those to be measured subsequently at fair value through profit or loss (FVTPL),
- Those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI). The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest. A trade receivable without a significant financing component is initially measured at the transaction price.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of profit or loss,
- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss,
- FVTPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVTPL are recognised in other operating gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairment

The group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

The Group recognises loss allowance for expected credit losses (ECLs) on:

- Financial assets that are debt instruments such as loans, debt securities, bank balances and deposits and trade receivables that are measured at amortised cost,
- Financial assets that are debt instruments measured at fair value through other comprehensive income,
- Finance lease receivables and operating lease receivables,
- Contract assets under IFRS 15.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL). The changes in the loss allowance balance are recognised in profit or loss as an impairment gain or loss.

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is impaired includes observable data about such events.

The Group applied the simplified approach for:

- all trade receivables or contract assets that result from transactions within the scope of IFRS 15, and that contain a significant financing component in accordance with IFRS 15,
- all lease receivables that result from transactions that are within the scope of IAS 17 and IFRS 16 (when applied).

Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

q. Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL.

A financial liability is classified as of FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. The Group has not designated any financial liability as of fair value through profit or loss.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. This category generally applies to interest-bearing loans and borrowings.

Initially, borrowings are recognised in the books of account at the fair value net of transaction costs associated with the borrowing. Subsequently, borrowings are recognised in the books of account at amortised cost using the effective interest rate.

The liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability.

The difference in the respective carrying amounts is recognised in the statement of profit or loss. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

r. Derivative financial instruments and hedge accounting

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Any gains or losses arising from changes in the fair value of derivatives that do not qualify for hedge accounting are taken directly to profit or loss for the period.

The Group designates certain derivatives as either:

- Hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge), or
- Hedges of a net investment in a foreign operation (net investment hedge).

At inception of the hedge relationship, the Group documents the economic relationship between hedging instruments and hedged items including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking its hedge transactions.

Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated in the hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the income statement under ‘other financial income or costs – net’.

When forward contracts are used to hedge forecast transactions, the Group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in the cash flow hedge reserve within equity. The change in the forward element of the contract that relates to the hedged item (‘aligned forward element’) is recognised within OCI in the costs of hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains or losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedge reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in the hedging reserve remains in equity until, for a hedge of a transaction resulting in the recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the hedging reserve and the cost of hedging reserve are immediately reclassified to the income statement under 'other financial income or costs – net'.

Net investment hedge

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges.

Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in other comprehensive income and accumulated in reserves in equity. The gain or loss relating to the ineffective portion is recognised immediately in the income statement. Gains and losses accumulated in equity are included in the income statement when the foreign operation is partially disposed of or sold.

Hedge is effective if:

- There is economic relationship between hedged item and hedging instrument,
- The effect of credit risk does not dominate the value changes,
- The actual hedge ratio (designated amount of hedged item/designated of hedged instrument) is based on the amounts the Group is us using for risk management.

The Group uses loans as a hedge of its exposure to foreign exchange risk on its investments in foreign subsidiaries.

s. Share-based payments and employee benefits

Share-based payments

There are several share-based payments plans in AmRest Group: Long Term Incentive plans (LTI), Stock Option Plans (SOP) and Management Incentive Plans (MIP). The only cash-settled Stock Option plan has been fully settled in 2024.

Equity-settled transactions

The cost of equity-settled transactions with employees is measured by reference to awarding fair value at the grant date.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("vesting date"). The cumulative expense is recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the number of awards that, in the opinion of the parent's Management Board at that date, based on the best available estimate of the number of equity instruments, will ultimately vest.

Cash-settled transactions

Cash-settled transactions have been accounted since 2014 as a result of a modification introduced to existing share-based programs. Some programs were modified so that they may be settled in cash or in shares upon decision of a participant. As a result, the Group re-measures the liability related to cash-settled transaction.

The liability is subsequently measured at its fair value at every balance sheet date and recognised to the extent that the service vesting period has elapsed, with changes in liability valuation recognised in income statement. Cumulatively, at least at the original grant date, the fair value of the equity instruments is recognised as an expense (share-based payment expense).

At the date of settlement, the Group remeasures the liability to its fair value. The actual settlement method selected by the employees, will dictate the accounting treatment:

- If cash settlement is chosen, the payment reduces the fully recognised liability,
- If the settlement is in shares, the balance of the liability is transferred to equity, being consideration for the shares granted. Any previously recognised equity component shall remain within equity.

Long-term employee benefits based on years in service

The net value of liabilities related to long-term employee benefits is the amount of future benefits which were vested in the employees in connection with the work they have carried out them in the current and past periods. The liability was accounted for based on the estimated future cash outflows, and at the balance sheet date, the amounts take into consideration the rights vested in the employees relating to past years and to the current year.

Retirement benefit contributions

During the financial period, the Group pays mandatory pension plan contributions dependent on the amount of gross wages and salaries payable, in accordance with legally binding regulations. The public pension plan is based on the pay-as-you-go principle, i.e. the Group has to pay contributions in an amount comprising a percentage of the remuneration when they mature, and no additional contributions will be due if the Company ceases to employ the respective staff. The public plan is a defined contribution pension plan. The contributions to the public plan are disclosed in the income statement in the same period as the related remuneration, under "Payroll and employee benefits".

t. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Costs of bringing the location to the condition it had been in before the lease agreement was signed

Depending on particular contracts the Group may be obliged to bring the location to the condition it had been in before the lease agreement was signed. Asset retirement provision costs are provided for at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the relevant asset.

The unwinding of the discount is expensed as incurred and recognised in the statement of profit or loss as a finance cost. The estimated future costs of decommissioning are reviewed periodically and adjusted if needed.

Development commitments unattained

Group restaurants are operated under franchise and development agreements with YUM! and subsidiaries of YUM!, Burger King Europe GmbH, Starbucks Coffee International, Inc. In accordance with these agreements, the Group is obliged to meet certain development commitments as well as maintain the identity, reputation and high operating standards of each brand.

Certain development commitments may be determined on annual basis and may result in recognition of agreed bonuses if case the development commitments are satisfied or exceeded. Alternatively if the Group believes the commitments will not be attained the respective provision are recognised. The Group considers all available fact and circumstances to determine the risks related to future liabilities including planned openings as included in the annual operating plan for next reporting year.

The provisions are periodically reviewed. The net expenses/gains relating to a provision are presented in the statement of profit or loss in other operating incomes/expenses section.

Contingent liabilities and assets

A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the entity. Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. A contingent asset is disclosed, where an inflow of economic benefits is probable.

u. Equity

Equity includes equity attributable to shareholders of the parent and non-controlling interests.

Equity attributable to shareholders of the parent is grouped into the following:

- Share capital,
- Reserves,
- Retained earnings,
- Translation reserve.

The effect of the following transactions is presented under reserves:

- Share premium (surplus over nominal amount) and additional contributions to capital without the issue of shares made by the shareholders prior to becoming public entity,
- Effect of accounting for put options over non-controlling interests,
- Effect of accounting for share-based payments,
- Treasury shares,
- Effect of hedges valuation,
- Effect of accounting for transactions with non-controlling interests.

Share capital

Ordinary shares are classified as share capital. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds. The income tax effect relating to transaction costs of an equity transaction is also accounted for in equity.

Treasury shares

When shares recognised as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in “Reserves”.

Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

35. Changes in accounting policies, reclassification and restatement of comparatives summary

Newly applied standards, amendments and interpretations

The accounting policies adopted in the preparation of these consolidated financial statements are consistent with those followed in the preparation of the Group’s consolidated financial statements for the year ended 31 December 2023, except for the adoption of new standards, interpretations, and amendments to standards effective as of 1 January 2024.

The amendments and interpretations listed below were applied in 2024 and had no material impact on the accounting policies applied by the Group.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

The amendments clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the entity's expectations or events after the reporting date (e.g. the receipt of a waiver or a breach of covenant).

Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback

These amendments include requirements for sale and leaseback transactions in IFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all of the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted.

Amendments to IAS 7 and IFRS 7- Supplier Finance Arrangements

The amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

36. Standards issued but not yet effective

Below amendments to standards are effective for annual periods beginning after 1 January 2025. The Group has not early adopted the new or amended standards in these consolidated financial statements.

Amendments to IAS 21 - Lack of Exchangeability

In August 2023, the IASB amended IAS 21 to help entities to determine whether a currency is exchangeable into another currency, and which spot exchange rate to use when it is not. The amendments are effective for annual periods beginning on or after 1 January 2025. The Group does not expect these amendments to have a material impact on its operations or financial statements.

Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7

On 30 May 2024, the IASB issued targeted amendments to IFRS 9 and IFRS 7 to respond to questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments: clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system; clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion; add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

The amendments are effective for annual periods beginning on or after 1 January 2026. The Group does not expect these amendments to have a material impact on its operations or financial statements.

IFRS 19 Subsidiaries without Public Accountability: Disclosures

Issued in May 2024, IFRS 19 allows for certain eligible subsidiaries of parent entities that report under IFRS Accounting Standards to apply reduced disclosure requirements. The standard is effective for annual periods beginning on or after 1 January 2027. The standards will not have impact on Group's consolidated financial statements.

IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 will replace IAS 1 Presentation of financial statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing management-defined performance measures within the financial statements.

The Group is currently assessing the implications of applying the new standard on the Group's consolidated financial statements. It is expected that although the adoption of IFRS 18 will have no impact on the Group's net profit, the grouping items of income and expenses in the statement of profit or loss into the new categories may impact how operating profit is calculated and reported. The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation.

The Group will apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required.

Amendments to IFRS 9 and IFRS 7 - Contracts Referencing Nature-dependent Electricity

These amendments include: clarifying the application of the 'own-use' requirements; permitting hedge accounting if these contracts are used as hedging instruments; and adding new disclosure requirements to enable investors to understand the effect of these contracts on a company's financial performance and cash flows.

The amendments are effective for annual periods beginning on or after 1 January 2026. The Group is analysing the potential impact of those amendments.

Annual Improvements to IFRS Accounting Standards—Volume 11

Annual improvements provide a mechanism to issue a collection of minor amendments to the accounting standards That cycle covers minor amendments to: IFRS 1 First-time Adoption of International Financial Reporting Standards; IFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7; IFRS 9 Financial Instruments; IFRS 10 Consolidated Financial Statements; and IAS 7 Statement of Cash Flows.

The amendments are effective for annual periods beginning on or after 1 January 2026. The Group does not expect these amendments to have a material impact on its operations or financial statements.

Signatures of the Board of Directors

José Parés Gutiérrez
Chairman of the Board

Luis Miguel Álvarez Pérez
Vice-Chairman of the Board

Begoña Orgambide García
Member of the Board

Romana Sadurska
Member of the Board

Pablo Castilla Reparaz
Member of the Board

Mónica Cueva Díaz
Member of the Board

Emilio Fullaondo Botella
Member of the Board

Madrid, 26 February 2025

AmRest Holdings SE
28046 Madrid, Spain

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Directors' Report

for the year ended 31 December 2024

AmRest Group
26 February 2025

AmRest

AmRest

AmRest Group

Directors' Report
for the year ended 31 December 2024

Contents

Dear Shareholders,

Dear shareholder,

I am honoured to present the financial report and non-financial information statement of AmRest Holdings SE for the full year 2024.

The strength of AmRest's business model, the excellent lead of its management team and the intense dedication of the more than 45,000 people who make up our team have once again led us to bring you remarkable growth that translates into a record level of revenue, 2,556 million euros, and EBITDA generation, 430 million euros.

I have to point out that these results mean that we have fulfilled the commitments made by the AmRest management team. Justifying once again the trust that our shareholders and partners have placed in AmRest.

Likewise, these results have allowed us to announce the first dividend payment in the history of the Group. This endorses the success of the strategy implemented in recent years, focused on the generation of value through profitable and sustainable growth.

This approach has led us to redefine the perimeter and portfolio of managed restaurants with the closure or sale of non-strategic businesses. As a result, in 2024, the 121 Pizza Hut restaurants that AmRest managed in France were transferred, 120 of them under a sub-franchise model. However, AmRest has continued to focus on organic growth with the opening of 109 units which, together with the closure of 52, has led to the end of the 2024 financial year with a portfolio of 2,099 restaurants.

In addition, technological innovation, digitalisation and process optimisation have been key pillars in efficiently adapting to customer needs and maintaining competitiveness in a global environment greatly affected by the cumulative effect of high inflation rates in recent years. Despite this, our capacity to adapt has led to a 5.1% increase in sales compared to 2023, and the EBITDA margin expanding by 1.2 percentage points to reach 16.8%.

Finally, our vision of a sustainable business model is based on generating value for society, for our shareholders, as well as on the optimal management of the resources obtained. At AmRest restaurants we sell products, but more importantly, we provide a service that brings us closer to our customers. Furthermore, the rigorous management of the resources generated has allowed us to combine the opening of a significant number of restaurants with the payment of dividends and a further reduction in the Group's leverage, which continues to decrease from 1.84x in 2023 to 1.82x at the end of the 2024.

The achievements we have made are the result of the tireless effort and dedication of the entire AmRest team, as well as the constant and firm support of our management. To each of them, I express my deepest gratitude for their professionalism and perseverance over the years. I would also like to extend my gratitude to the more than 30 million customers who choose us every month, as without their trust, none of this would be possible. Finally, I would like to thank the Board of Directors and our shareholders for their guidance and continued trust.

I am proud to say that the future of AmRest remains promising and full of opportunities.

José Parés Gutiérrez

Chairman of the Board of Directors

Highlights

Financial highlights (consolidated data)

	YEAR ENDED		3 MONTHS ENDED	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
Revenue	2,556.3	2,431.6	665.3	628.9
EBITDA*	430.4	379.2	111.1	96.2
EBITDA margin	16.8%	15.6%	16.7%	15.3%
Adjusted EBITDA**	437.0	386.0	113.8	99.5
Adjusted EBITDA margin	17.1%	15.9%	17.1%	15.8%
Profit from operations (EBIT)	118.2	103.5	34.3	(0.5)
EBIT margin	4.6%	4.3%	5.2%	(0.1)%
Profit before tax	34.4	49.0	12.5	(11.3)
Profit/loss for the period from continuing operations	13.5	44.4	10.5	(4.8)
Profit/loss for the period from discontinued operation	-	6.5	-	-

** EBITDA – Operating profit before depreciation, amortisation and impairment losses.*
***Adjusted EBITDA – EBITDA adjusted for new openings expenses (Start-up costs), M&A expenses; all material expenses connected with successful acquisition covering professional services (legal, financial, other) directly connected with a transaction or profit/loss on sale of shares/ entities and effect of SOP exercise method modification (difference in accounting cost of employee benefits accounted under cash settled versus equity settled option plan).*

	YEAR ENDED		3 MONTHS ENDED	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
Net profit	13.5	50.9	10.5	(4.8)
Net margin	0.5%	2.1%	1.6%	(0.8)%
Net profit attributable to non-controlling interests	5.0	6.0	0.9	1.0
Net profit attributable to equity holders of the parent	8.5	44.9	9.6	(5.8)
Cash flows from operating activities	408.5	370.5	127.5	108.2
Cash flows from investing activities	(214.5)	(133.0)	(61.6)	(79.9)
Cash flows from financing activities	(268.5)	(233.5)	(71.1)	15.7
Total cash flows, net	(74.5)	4.0	(5.2)	44.0
Average weighted number of ordinary shares for basic earnings per shares (in thousands)	217,229	218,875	217,500	219,052
Average weighted number of ordinary shares for diluted earnings per shares (in thousands)	217,841	219,097	218,305	219,843
Basic earnings per share (EUR)	0.04	0.21	0.04	(0.03)
Diluted earnings per share (EUR)	0.04	0.21	0.04	(0.03)
Declared or paid dividend per share	0.07	-	0.07	-

	YEAR ENDED	
	31 December 2024	31 December 2023
Total assets	2,368.4	2,351.7
Total liabilities	1,980.0	1,951.0
Non-current liabilities	1,422.2	1,346.5
Current liabilities	557.8	604.5
Equity attributable to shareholders of the parent	372.6	385.4
Non-controlling interests	15.8	15.3
Total equity	388.4	400.7
Share capital	22.0	22.0
Number of restaurants*	2,099	2,163

**AmRest closes 2024 with a portfolio of 2,099 restaurants after opening 109 units, closing 52 and transferring the 121 Pizza Hut restaurants in France.*

(all figures in EUR millions unless stated otherwise)

Group Business Overview

Basic services provided by the Group

AmRest Holdings SE ("AmRest", "Company") with its subsidiaries (the "Group") is Europe's leading publicly listed restaurant operator with a portfolio of renowned brands in 22 countries. The Group operates 2,099 restaurants under franchised brands such as KFC, Starbucks, Pizza Hut and Burger King, as well as through its own brands such as La Tagliatella, Sushi Shop, Blue Frog and Bacoa. In addition, within the concepts of Pizza Hut Delivery and Pizza Hut Express the Company acts as a master-franchisee, having the rights to sub-license these brands to third parties.

As of 31 December 2024, AmRest managed a network of 2,099 restaurants. Given the current scale of the business, every day more than 45 thousand of AmRest employees deliver, on a daily basis, delicious taste and exceptional service at affordable prices, in accordance with the Company's unique culture.

Nowadays, the Group manages the network of restaurants across three main segments, which are aligned with the geographical regions of its operations:

- Central and Eastern Europe ("CEE"), where historically the Company was founded and opened its first restaurant under the name of Pizza Hut; today CEE division covers the region of 10 countries (Poland, Czech Republic, Hungary, Bulgaria, Serbia, Croatia, Romania, Austria, Slovenia and Slovakia) and with 1,228 restaurants, accounting for 58.1% of Group´s revenue.
- Western Europe ("WE"), is a segment which primarily consists of Spain, France and Germany, where both franchised and proprietary brands are operated. As a result of dynamic organic expansion supported by previous acquisitions, Western Europe has become a significant operating segment of the Group consisting of 11 countries, 784 restaurants and generating 35.2% of AmRest's revenues.
- China, where the 87 restaurants of Blue Frog proprietary brand are operated.

And one additional segment "Other" which covers among others corporate office expenses. It accounts for the results of SCM Sp. z o.o. along with its subsidiaries and other support costs and functions rendered for the Group or not allocated to applicable segments such as, for instance, Executive Team, Controlling, Treasury, Investor Relations, Mergers & Acquisitions. The detailed description of the segments is included in Note 5 ('Segment reporting') of the Consolidated Financial Statements.

The brands of AmRest are well-diversified across four main categories of restaurant services:

1) Quick Service Restaurants ("QSR"), represented by KFC and Burger King,
2) Fast Casual Restaurants ("FCR"), represented by Pizza Hut Delivery and Express, Bacoa and Sushi Shop,
3) Casual Dining Restaurants ("CDR"), represented by Pizza Hut Dine-in, La Tagliatella and Blue Frog,
4) Coffee category, represented by Starbucks.

AmRest restaurants provide on-site catering, take-away and drive-through services at special sales points ("Drive Thru"), as well as deliveries of orders placed online or by telephone. The diversification of channels and the continuous enhancement of take away and delivery capabilities has been key to adapting quickly to the evolving consumer habits. In addition, these channels show a high complementarity with in-store consumption.

Number of AmRest restaurants broken down by brands as at 31 December 2024

Brand	Restaurants*	Equity share	Franchise share	Share in total
Franchised	**1,600**	**99%**	**1%**	**76%**
KFC	878	100%	-	42%
PH	193	91%	9%	9%
Starbucks*	431	100%	-	21%
Burger King	98	100%	-	5%
Own	**499**	**54%**	**46%**	**24%**
La Tagliatella	229	31%	69%	11%
Sushi Shop	181	65%	35%	9%
Blue Frog	87	89%	11%	4%
Bacoa	2	-	100%	<1%

**Data doesn't include Starbucks licensed stores for which AmRest offers supply service.*

(all figures in EUR millions unless stated otherwise)

Number of AmRest restaurants broken down by countries as at 31 December 2024

Region	Restaurants*	Equity share	Franchise share	Share in total
Total	**2,099**	**88%**	**12%**	**100%**
CEE	**1,228**	**99%**	**1%**	**59%**
Poland	660	98%	2%	31%
Czech	240	67%	-	11%
Hungary	164	98%	2%	8%
Romania	73	100%	-	3%
Other CEE*	91	100%	-	4%
WE	**784**	**72%**	**28%**	**37%**
Spain	356	56%	44%	17%
France	205	82%	18%	10%
Germany**	173	100%	-	8%
Other WE*	50	44%	56%	2%
China	**87**	**89%**	**11%**	**4%**

**Other CEE includes Bulgaria, Serbia, Slovakia, Croatia, Austria and Slovenia. Other WE includes Belgium, UAE, Switzerland, Portugal, UK, Luxembourg and Saudi Arabia.*
*** Germany franchise share excludes Starbucks licensed stores for which AmRest offers supply service.*

Financial and asset position of the Group

External Environment

During 2024, the economic growth of the countries where AmRest operates has shown significant divergences. In the Central and Eastern European (CEE) markets, economic growth was robust, driven by private consumption, rising real wages and lower interest rates. In contrast, in Western Europe (WE) growth has been much more modest, with some countries, such as Germany, facing negative growth rates or virtual stagnation, as in the case of France. However, the economic evolution registered in the main markets for AmRest, Poland and Spain, stands out positively, where the company has been able to capitalize on this economic growth in a solid increase in income and profitability.

Consumers have remained relatively resilient in most of the countries in which AmRest operates, supported by lower cost pressures and strong labour markets. However, their purchasing power has been affected by the cumulative effect of high inflation in recent years. Although price increases have moderated markedly, they continue to put pressure on consumer budgets, leading them to be cautious with discretionary spending decisions.

This context has led to consumers being much more sensitive to the perception of price and value, and has also resulted in a highly competitive environment in most regions. This situation has not prevented AmRest from setting new historical records for revenue, EUR 2,556.3 million, and EBITDA generation, EUR 430.4 million, by increasing sales by 5.1% compared to 2023, and EBITDA by 13.5%, thanks to strict cost control and efficiency gains, maintaining a balance with attractive and competitive promotions for all customers.

Once again, China deserves a separate chapter. Although China's Gross Domestic Product (GDP) grew by 5.0% during the year, this growth had to be boosted by a series of stimulus measures launched by the government as consumer confidence fell sharply. However, consumer spending declined despite government subsidies. This situation has led to a very competitive environment where companies had to work even harder to attract consumers.

Revenues

AmRest's annual revenue in 2024 increased by 5.1% to EUR 2,556.3 million. The same-store sales index (SSS) stood at 100.9, while the total number of transactions increased by 3.0%.

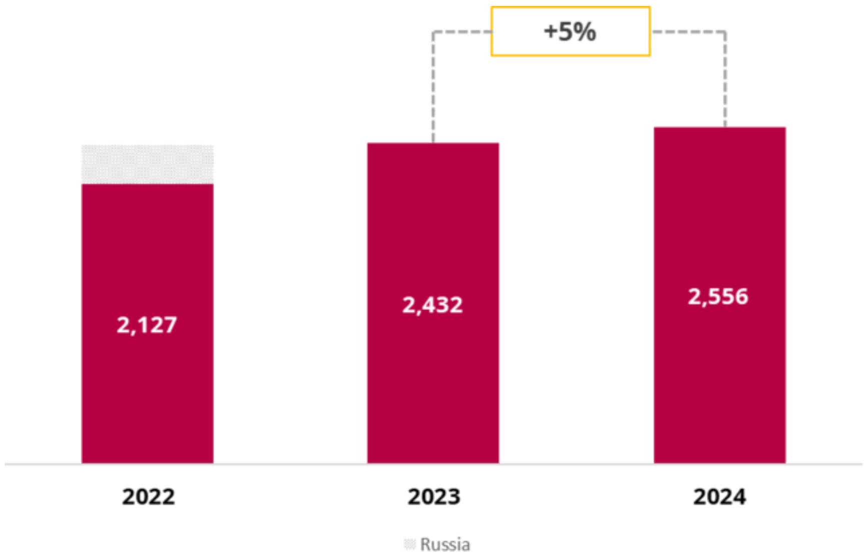
During the fourth quarter of the year, revenues stood at EUR 665.3 million, an increase of 5.8% compared to the same period in 2023. This sale figure also marks a quarterly record high for AmRest and shows an acceleration in the pace of growth compared to previous quarters, driven by a significant increase of 4.9% in the number of transactions.

On the key levers in the success of AmRest's business model has been the efficient adaptation to a consumer who is more price-conscious and looking for value options, as well as on a commitment to technological innovation as a key factor in maintaining competitiveness in a constantly changing global environment. This is particularly relevant in a world dominated by omnichannel retailing where data appears everywhere. This positioning is what has allowed AmRest to be prepared to guarantee price competitiveness and continue to strengthen the market position of its different brands.

The successful execution of this project has been carried out by a team of more than 45,000 people focused on providing excellence in service as a recipe for gaining the trust of the more than 30 million customers who eat at one of AmRest's restaurants every month of the year.

With regard to consumer trends, the evolution of sales originated through digital channels continues to advance incessantly and during the 2024 financial year they surpassed those originated through other channels. In terms of the channels used for consumption, there has been stability in the distribution of consumption preferences over the last few quarters. In this sense, dine-in consumption is the preferred form and accounts for practically half of the Group's sales. With respect to the delivery channel, it accounted for 18% of the sales generated by the Group during the 2024, practically the same proportion as in 2022 and 2023.

AmRest Group revenue for the 12 months ended 31 December 2022-2024



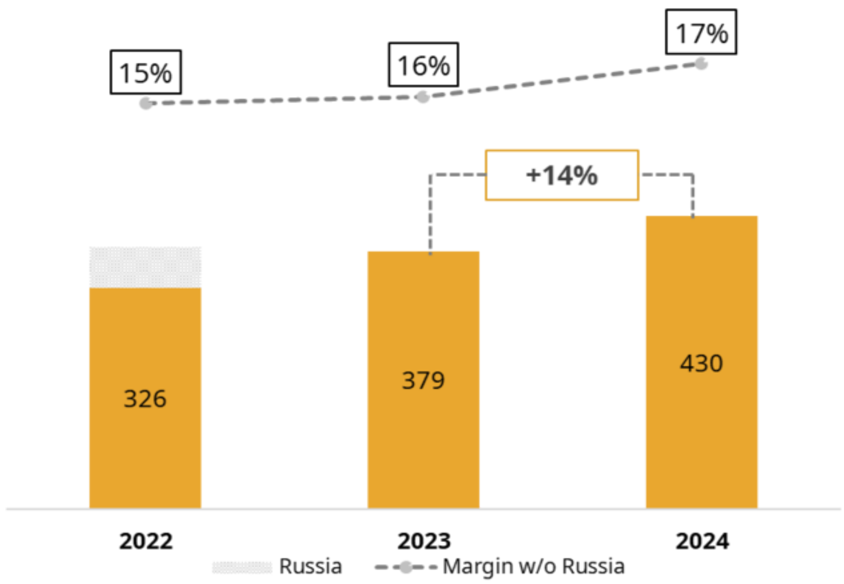
The Group's EBITDA generation during 2024 reached EUR 430.4 million, after increasing by 13.5% compared to 2023. This figure represents a historical record that corroborates the Group's strategy of positioning towards sustainable and profitable growth. This result implies that the EBITDA margin rose 1.2 percentage points to 16.8%.

From a fourth-quarter perspective, EBITDA reached EUR 111.1 million, after increasing by 15.5% compared to the same period in 2023, which represents an expansion of 1.4 percentage points in terms of EBITDA margin, which stood at 16.7%.

The expansion of margins is the result of the work carried out in the optimization of processes, adopting technology-driven efficiency and rethinking work models, each of which has a considerable impact on the margin and the customer experience. Predictive management of food and labour costs has been key to offsetting the effects of higher labour costs in many geographies. Ultimately, the results of this work translate into an improved customer experience.

The definition and execution of many of these projects have been carried out within the framework of specific programs for the generation of added value which, through multidisciplinary teams from different brands and countries, identify, develop, apply and share opportunities for savings in sales, personnel, semi and CAPEX costs, which give AmRest a unique and distinctive positioning in the 22 geographical areas where it operates.

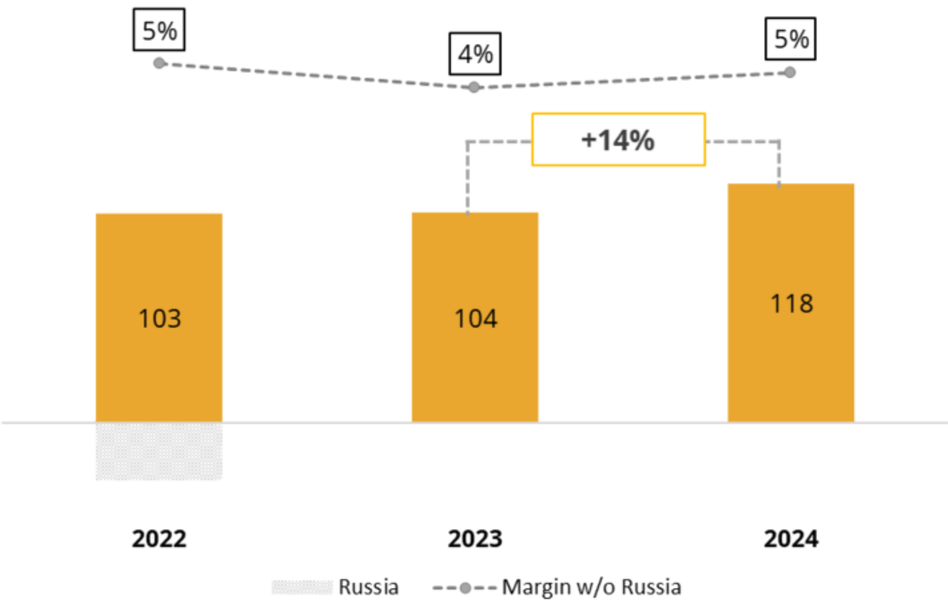
AmRest Group EBITDA for the 12 months ended 31 December 2022-2024



The Group's operating profit (EBIT) in 2024 stood at EUR 118.2 million after increasing by 14.2%, which represents an EBIT margin of 4.6%, 0.3 percentage points higher than that obtained in the 2023. This progress has been achieved despite having booked value corrections of EUR 52.2 million during the 2024 financial year. EUR 41.1 million of these correspond to the value correction of the goodwill associated with Sushi Shop, which was recorded at the end of the first half of the year. With this, the value of the goodwill of this investment stands at EUR 70.7 million at the end of the financial year, and it has not been necessary to make any further corrections during the second semester of the year as the profitability targets set for the Group have been met.

In the fourth quarter, EBIT reached EUR 34.3 million, compared to the losses obtained in the same period of 2023. This represents an EBIT margin of 5.2%. During this period, the corresponding impairment tests were carried out at the restaurant level, which are updated twice a year, and as a result, impairments of EUR 7.4 million were registered. The number of restaurants subject to impairment was reduced to 83 from 116 in 2023 as a result of the work carried out to optimize the quality of the restaurant portfolio.

AmRest Group EBIT for the 12 months ended 31 December 2022-2024



The annual profit for the 2024 financial year was EUR 13.5 million, compared to EUR 50.9 million in 2023. Despite the improvement in operating results, the fall in profit was due to four main factors: the booking of higher impairments in the goodwill associated with Sushi Shop, the existence of discontinued operations in 2023, the increase in financial costs due to higher interest rates and a higher tax burden. Meanwhile, the profit attributed to the shareholders of the parent company stood at EUR 8.5 million.
During the fourth quarter, the profit for the period amounted to EUR 10.5 million, compared to the losses recorded in the same period of 2023. The profit attributed to the shareholders of the parent company was EUR 9.6 million.

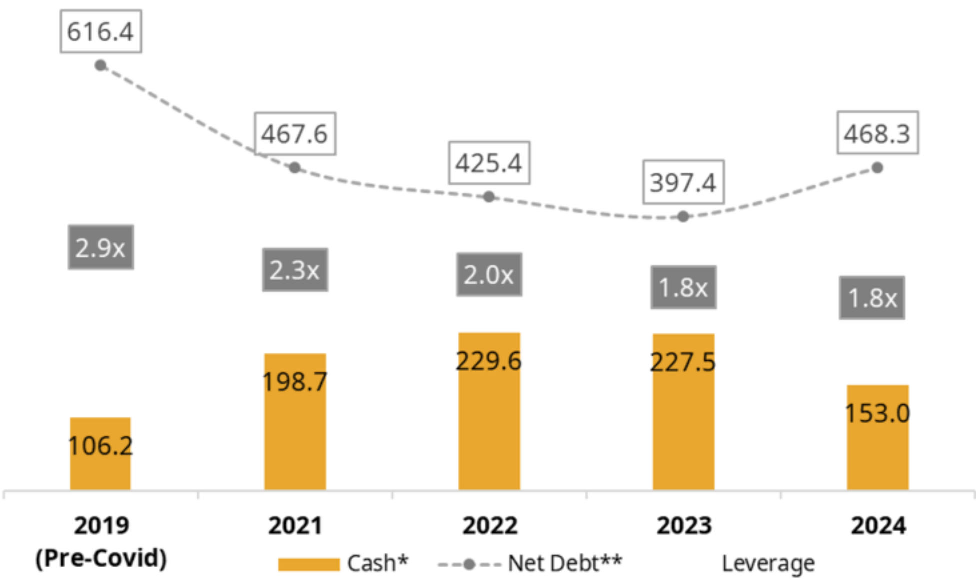
The Group's strong progress in generating operating cash flow has allowed it to make the first dividend payment in AmRest's history, in the amount of EUR 15.2 million, which was made on December 23, 2024. The cash flow generated from operating activities during the year amounted to EUR 408.5 million, which represents an increase of EUR 38.0 million compared to 2023. CAPEX incurred during the year amounted to EUR 193.9 million, which is a reduction of EUR 21.0 million compared to 2023.

The Group's leverage continues to decrease to 1.82x compared to 1.84x at the end of 2023. This level is at the lower end of the internal management target set, which the Group's managers believe to be a prudent level to be able to face new investments focused on accelerating growth, both organic and non-organic. The Group's gross financial debt, according with the definition of the bank agreements, amounted to EUR 621.3 million at the end of the year, EUR -3.6 million less than at the end of 2023. In net terms, the net financial debt amounted to EUR 468.3 million.

The financial conditions (covenants) established for AmRest in the financing agreement stipulate that the adjusted consolidated net debt/EBITDA must be kept below 3.5x and the debt service coverage ratio must be higher than 1.5x. Both ratios are calculated according to the definitions mentioned in the loan agreement and on a non-IFRS16 basis. In addition, the Group is required to maintain an equity ratio of over 8%. All these conditions were adequately met by AmRest at the end of the financial year.

The Group's liquidity amounted to EUR 153.0 million at the end of the financial year, of which EUR 13.4 million are included under the assets available for sale line. This figure represents a decrease of EUR 74.5 million during the current financial year. The Group considers that this amount of liquidity, together with additional liquidity lines and credit facilities of EUR 212.8 million, constitutes an efficient level in accordance with the Group's needs.

Net financial debt evolution and cash position



**Cash including cash and cash equivalents presented as assets classified as assets held for sale.*
***Net Debt non-IFRS16 including operating lease liabilities.*

Additionally, during 2024, two extraordinary transactions should be highlighted:

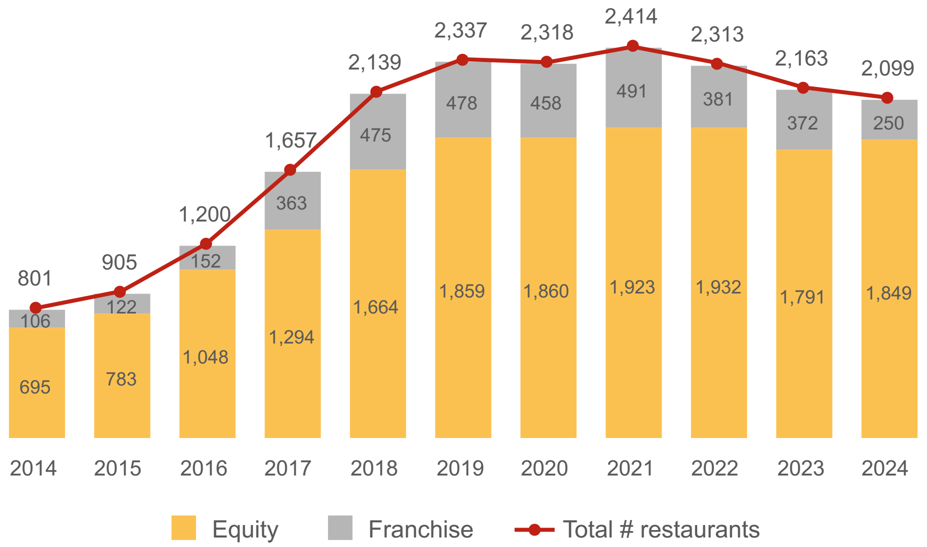
- In October 2024, YUM, with whom the AmRest Group has been working for several years in France, took over the operation of the Pizza Hut Master Franchise in France and the direct management of the sub-franchised restaurants, previously operated by AmRest. This involved the transfer of 121 restaurants (120 sub-franchises and 1 owned).
- In December 2024, the Group signed an agreement to separate the commercial operations between the AmRest Group and SCM Sp. z o.o. ("SCM"). SCM is a majority owned subsidiary. Based on an analysis of the facts and circumstances related to the transaction, the Group assessed that the sale transaction is highly probable and that the assets and liabilities of the SCM business meet the criteria to be classified as held for sale.

AmRest closes 2024 with a portfolio of 2,099 restaurants after opening 109 units, closing 52 and transferring the 121 Pizza Hut restaurants in France. It is precisely the French market that has seen the highest number of closures with 15 units, including the closure of Pizza Hut sub-franchisees that occurred prior to YUM acquiring the management of this business.

In addition, a significant effort has been made in terms of renovations. A total of 251 restaurants have been renovated during the year with the aim of guaranteeing that all AmRest production units provide the best possible experience for AmRest customers.

(all figures in EUR millions unless stated otherwise)

Number of AmRest Group restaurants at 31 December 2014-2024



Our commitment to society

At AmRest we have integrated sustainability into all our processes and decisions. Aligning our growth objectives, generating value for our shareholders and society, and meeting the demands of our customers.

AmRest's commitment to society continues to accelerate as evidenced by some of the initiatives carried out during the year, among which the following stand out:

Cuore Felice	In 2024, La Tagliatella brand continued collaboration with Cima Universidad de Navarra donating a percentage of profits from the products' sales to support the research of cardiovascular diseases.
Disaster relief	In 2024 AmRest made a donation to Red Cross in Spain to support the victims of the floods in Valencia.
Food Sharing Day	In November 2024, AmRest conducted its annual "Food Sharing Day". KFC, Starbucks, Pizza Hut, Burger King, and La Tagliatella delivered meals to children in 170 locations in nine countries with the engagement of over 1000 company volunteers.
Saving food – Harvest program	AmRest donated surplus products from its restaurants, Central Kitchen and warehouses. KFC, La Tagliatella, Starbucks, Pizza Hut and Burger King cooperated with Food Banks and saved 250 tons of food in total.
Strategic partnership with SIEMACHA Association	In 2024, AmRest continued to support SIEMACHA Spot Wrocław, an educational facility for young people run by SIEMACHA Association, by providing in-kind and financial donations.

At AmRest, there is also an unwavering and ongoing commitment to advancing the nutritional quality of our food and our gastronomic offerings.

In addition, sustainability is a crucial aspect of our industry, and technology plays a key role in this process. From energy efficient appliances to waste reduction algorithms, technology-driven sustainability initiatives are becoming increasingly important. In short, the role of technology has evolved from being an optional enhancement to an essential component of business strategy, customer acquisition and sustainability advancements.

(all figures in EUR millions unless stated otherwise)

Revenues and profitability by segments

Table 1. Structure of Group's revenue

	YEAR ENDED			
	31 December 2024		31 December 2023	
Revenue	Amount	Share	Amount	Share
Central and Eastern Europe	1,484.5	58.1%	1,342.1	55.2%
Western Europe	898.5	35.2%	902.8	37.1%
China	92.4	3.6%	99.9	4.1%
Other*	80.9	3.2%	86.8	3.6%
Total	**2,556.3**	**100.0%**	**2,431.6**	**100.0%**

**Other includes non restaurant businesses performed by AmRest Holdings SE, SCM Sp. z o.o. and its subsidiaries and other minor entities performing holding and/or financing services.*

Central and Eastern Europe (CEE)

In 2024, annual sales in this segment amounted to EUR 1,484.5 million, representing 58.1% of Group sales and a year-on-year growth of 10.6%. The EBITDA generated reached EUR 305.1 million, this is EUR 38.0 million more than in 2023, representing an EBITDA margin that surpasses the 20% threshold, standing at 20.6%. These figures represent a new record in sales and EBITDA generation in nominal terms. The good evolution registered in Poland, the Group's main market, has been remarkable, where sales grew by more than 15% and EBITDA by 25.5%.

In the fourth quarter, revenues amounted to EUR 389.6 million, 11.5% higher than in the same quarter of 2023. EBITDA was EUR 78.3 million, representing an EBITDA margin of 20.1%.

The restaurant portfolio reached 1,228 units after increasing by 51 restaurants with the opening of 65 new restaurants and the closure of 14 restaurants during the year.

Western Europe (WE)

Revenues in this segment amounted to EUR 898.5 million for full year 2024, this implies a small drop of -0.5%. However, the EBITDA generated amounted to EUR 135.4 million after increasing by 13.9%, that represents an EBITDA margin expansion of 1.9 percentage points that stands at 15.1%.

During the whole year, there were significant performance differences among countries, while annual sales in Spain, AmRest´s second biggest market, grew by almost 8%, sales in Germany and France decreased by more than 5% on both cases. Nonetheless, the positive generation of EBITDA in the French market is noteworthy, with an EBITDA margin of 8.2% after increasing by 4.5 percentage points, corroborating the success of the value strategies implemented in the market.

Fourth-quarter sales stood at EUR 230.7 million, this is a decrease of -1.6% with respect to the same period of 2023. EBITDA reached EUR 37.8 million after increasing by 29.2%, this is an EBITDA margin of 16.4%, 3.9 percentage points higher than last year.

The total number of restaurants in the region stood at 784 units. From an organic perspective, there were 36 new openings and 29 closures, in addition to the transfer of the 121 Pizza Hut restaurants in France, of which 120 were sub-franchisees.

China

Revenues generated during the year stood at EUR 92.4 million, this is -7.6% lower than in 2023. The depreciation of the Yuan against the Euro impacted this performance. In constant Euros, annual sales decreased by -6.1%. On the other hand, the EBITDA generated, EUR 18.7 million, represents a margin of 20.2% almost repeating the 2023 margin of 20.5%.

Nonetheless, revenues in the fourth quarter, which reached EUR 23.3 million, showed a modest but promising growth of 3.0% compared to the same period in 2023. The EBITDA amounted to EUR 4.2 million, with a margin expansion of 1.4 percentage points that stands at 17.9%.

AmRest closed 2024 with 87 restaurants in the region after the opening of 8 new units and the closure of 9.

(all figures in EUR millions unless stated otherwise)

Table 2. Revenues and margins generated in the particular markets for the years ended 31 December 2024 and 2023

	12 MONTHS ENDED			
	31 December 2024		31 December 2023	
	Amount	% of sales	Amount	% of sales
Revenue	**2,556.3**	**100.0%**	**2,431.6**	**100.0%**
Poland	773.0	30.2%	670.1	27.5%
Czechia	334.2	13.1%	324.7	13.4%
Hungary	215.4	8.4%	198.4	8.2%
Other CEE	161.9	6.3%	148.9	6.1%
Total CEE	**1,484.5**	**58.1%**	**1,342.1**	**55.2%**
Spain	365.4	14.3%	338.7	13.9%
Germany	196.8	7.7%	208.7	8.6%
France	304.7	11.9%	321.2	13.2%
Other WE	31.6	1.2%	34.2	1.4%
Western Europe (WE)	**898.5**	**35.2%**	**902.8**	**37.1%**
China	**92.4**	**3.6%**	**99.9**	**4.1%**
Other	**80.9**	**3.2%**	**86.8**	**3.6%**
EBITDA	**430.4**	**16.8%**	**379.2**	**15.6%**
Poland	156.4	20.2%	124.6	18.6%
Czechia	74.8	22.4%	73.7	22.7%
Hungary	43.0	20.0%	37.8	19.0%
Other CEE	30.9	19.1%	31.1	20.9%
Total CEE	**305.1**	**20.6%**	**267.2**	**19.9%**
Spain	75.6	20.7%	67.9	20.1%
Germany	31.8	16.1%	36.8	17.6%
France	25.1	8.2%	12.0	3.7%
Other WE	2.9	9.4%	2.2	6.5%
Western Europe (WE)	**135.4**	**15.1%**	**118.9**	**13.2%**
China	**18.7**	**20.2%**	**20.5**	**20.5%**
Other	**(28.8)**	**(35.7)%**	**(27.4)**	**(31.5)%**
Adjusted EBITDA	**437.0**	**17.1%**	**386.0**	**15.9%**
Poland	159.2	20.6%	126.8	18.9%
Czechia	75.6	22.6%	74.5	22.9%
Hungary	43.9	20.4%	38.6	19.5%
Other CEE	31.6	19.5%	31.5	21.2%
Total CEE	**310.3**	**20.9%**	**271.4**	**20.2%**
Spain	75.8	20.7%	69.5	20.5%
Germany	32.9	16.7%	37.1	17.8%
France	25.1	8.2%	12.0	3.7%
Other WE	3.0	9.4%	2.2	6.5%
Western Europe (WE)	**136.8**	**15.2%**	**120.8**	**13.4%**
China	**18.7**	**20.4%**	**21.1**	**21.1%**
Other	**(28.8)**	**(35.7)%**	**(27.3)**	**(31.5)%**
EBIT	**118.2**	**4.6%**	**103.5**	**4.3%**
Poland	80.4	10.4%	60.6	9.0%
Czechia	40.4	12.1%	44.1	13.6%
Hungary	23.7	11.0%	22.1	11.1%
Other CEE	12.7	7.8%	13.8	9.3%
Total CEE	**157.2**	**10.6%**	**140.6**	**10.5%**
Spain	34.7	9.5%	24.2	7.1%
Germany	(0.3)	(0.1)%	14.1	6.8%
France	(42.7)	(14.0)%	(45.8)	(14.2)%
Other WE	(1.1)	(3.4)%	(2.5)	(7.5)%
Western Europe (WE)	**(9.4)**	**(1.0)%**	**(10.0)**	**(1.1)%**
China	**0.3**	**0.2%**	**1.4**	**1.4%**
Other	**(29.9)**	**(36.9)%**	**(28.5)**	**(33.0)%**

(all figures in EUR millions unless stated otherwise)

Table 3. Revenues and margins generated in the particular markets for 3 months ended 31 December 2024 and 2023

	3 MONTHS ENDED			
	31 December 2024		31 December 2023	
	Amount	% of sales	Amount	% of sales
Revenue	**665.3**	**100.0%**	**628.9**	**100.0%**
Poland	200.9	30.2%	173.0	27.5%
Czechia	88.8	13.3%	84.4	13.4%
Hungary	55.8	8.4%	52.2	8.3%
Other CEE	44.1	6.6%	39.9	6.4%
Total CEE	**389.6**	**58.6%**	**349.5**	**55.6%**
Spain	97.8	14.7%	93.0	14.8%
Germany	51.2	7.7%	53.1	8.4%
France	74.0	11.1%	80.5	12.8%
Other WE	7.7	1.2%	7.9	1.3%
Western Europe (WE)	**230.7**	**34.7%**	**234.5**	**37.3%**
China	**23.3**	**3.5%**	**22.7**	**3.6%**
Other	**21.7**	**3.3%**	**22.2**	**3.5%**
EBITDA	**111.1**	**16.7%**	**96.2**	**15.3%**
Poland	39.2	19.5%	36.6	21.2%
Czechia	19.9	22.5%	18.5	21.9%
Hungary	10.7	19.1%	8.3	16.0%
Other CEE	8.5	19.3%	8.5	21.1%
Total CEE	**78.3**	**20.1%**	**71.9**	**20.6%**
Spain	21.8	22.3%	21.1	22.7%
Germany	11.7	23.0%	8.0	15.0%
France	2.2	3.0%	0.2	0.2%
Other WE	2.1	27.1%	-	0.6%
Western Europe (WE)	**37.8**	**16.4%**	**29.3**	**12.5%**
China	**4.2**	**17.9%**	**3.7**	**16.5%**
Other	**(9.2)**	**(42.4)%**	**(8.7)**	**(39.2)%**
Adjusted EBITDA	**113.8**	**17.1%**	**99.5**	**15.8%**
Poland	40.1	20.0%	37.9	21.9%
Czechia	20.5	23.1%	19.0	22.6%
Hungary	10.9	19.6%	8.8	16.8%
Other CEE	8.8	20.0%	8.6	21.5%
Total CEE	**80.3**	**20.6%**	**74.3**	**21.3%**
Spain	21.8	22.3%	21.5	23.3%
Germany	12.3	24.1%	8.2	15.4%
France	2.2	3.0%	0.2	0.2%
Other WE	2.1	27.1%	0.1	0.6%
Western Europe (WE)	**38.4**	**16.7%**	**30.0**	**12.8%**
China	**4.3**	**18.1%**	**3.9**	**17.0%**
Other	**(9.2)**	**(42.4)%**	**(8.7)**	**(39.2)%**
EBIT	**34.3**	**5.2%**	**(0.5)**	**(0.1)%**
Poland	17.4	8.7%	18.9	10.9%
Czechia	10.4	11.7%	10.7	12.7%
Hungary	5.2	9.2%	3.9	7.5%
Other CEE	3.0	6.9%	4.1	10.4%
Total CEE	**36.0**	**9.2%**	**37.6**	**10.8%**
Spain	11.0	11.3%	7.9	8.5%
Germany	1.0	1.9%	3.3	6.3%
France	(5.2)	(7.0)%	(37.1)	(46.1)%
Other WE	1.5	19.1%	(1.6)	(20.3)%
Western Europe (WE)	**8.3**	**3.6%**	**(27.5)**	**(11.7)%**
China	**(0.6)**	**(2.7)%**	**(1.6)**	**(7.2)%**
Other	**(9.4)**	**(43.5)%**	**(9.0)**	**(40.8)%**

(all figures in EUR millions unless stated otherwise)

Table 4. Reconciliation of the net profit and adjusted EBITDA for years ended 31 December 2024 and 2023

	YEAR ENDED			
	31 December 2024		31 December 2023	
	Amount	% of sales	Amount	% of sales
Profit/(loss) for the period	**13.5**	**0.5%**	**44.4**	**1.8%**
+ Finance costs	87.5	3.4%	63.5	2.6%
– Finance income	(3.7)	(0.1)%	(9.0)	(0.4)%
+/– Income tax expense	20.9	0.8%	4.6	0.2%
+ Depreciation and Amortisation	260.0	10.2%	234.5	9.6%
+ Impairment losses	52.2	2.0%	41.2	1.7%
EBITDA	**430.4**	**16.8%**	**379.2**	**15.6%**
+ Start-up expenses*	6.6	0.3%	6.8	0.3%
Adjusted EBITDA	**437.0**	**17.1%**	**386.0**	**15.9%**

* *operating costs incurred by the company to open a restaurant but before a restaurant starts generating revenue.*

Table 5. Reconciliation of the net profit and adjusted EBITDA for 3 months ended 31 December 2024 and 2023

	3 MONTHS ENDED			
	31 December 2024		31 December 2023	
	Amount	% of sales	Amount	% of sales
Profit/(loss) for the period	**10.5**	**1.6%**	**(4.8)**	**(0.8)%**
+ Finance costs	22.6	3.4%	14.3	2.3%
– Finance income	(0.7)	(0.1)%	(3.5)	(0.6)%
+/– Income tax expense	2.0	0.3%	(6.5)	(1.0)%
+ Depreciation and Amortisation	68.8	10.3%	61.5	9.8%
+ Impairment losses	7.9	1.2%	35.2	5.6%
EBITDA	**111.1**	**16.7%**	**96.2**	**15.3%**
+ Start-up expenses*	2.7	0.4%	3.3	0.5%
Adjusted EBITDA	**113.8**	**17.1%**	**99.5**	**15.8%**

* *operating costs incurred by the company to open a restaurant but before a restaurant starts generating revenue.*

Table 6. Liquidity analysis

	YEAR ENDED	
	31 December 2024	31 December 2023
Current assets	288.7	376.5
Inventory	33.1	34.9
Current liabilities	557.8	604.5
Cash and cash equivalents*	153.0	227.5
Trade and other receivables	76.1	102.4
Trade and other accounts payable	308.8	362.9

**including cash and cash equivalents presented as assets classified as assets held for sale.*

(all figures in EUR millions unless stated otherwise)

Table 7. Balance sheet leverage analysis

	YEAR ENDED	
	31 December 2024	**31 December 2023**
Non-current assets	2,079.7	1,975.2
Liabilities	1,980.0	1,951.0
Non-current liabilities	1,422.2	1,346.5
Debt	1,587.3	1,510.9
Share of inventories in current assets (%)	11.5%	9.3%
Share of trade receivables in current assets (%)	26.4%	27.2%
Share of cash and cash equivalents* in current assets (%)	53.0%	60.4%
Equity to non-current assets ratio	0.19	0.20
Long-term liabilities to equity ratio	3.66	3.36
Liabilities to equity ratio	5.10	4.87
Debt/equity	4.09	3.77

**including cash and cash equivalents presented as assets classified as assets held for sale.*

Definitions:
- Share of inventories, trade and other receivables, cash and cash equivalents in current assets – ratio of, respectively, inventories, trade receivables and cash and cash equivalents to current assets;
- Equity to non-current assets ratio – equity to non-current assets;
- Non-current liabilities to equity – non-current liabilities to equity;
- Liabilities to equity – liabilities and provisions to equity;
- Debt/equity – total non-current and current interest bearing loans and borrowings.

Alternative Performance Measures (APM) description

APM are metrics used by the company to describe operational or financial performance taking into account some key information or constituent and adjusting them based on the purpose of such measure. AmRest identifies the following Alternative Performance Measures in the Director's Report:

1. Like-for-like or Same Store Sales ("LFL" or "SSS") – represents revenue growth from comparable restaurants (restaurants that have been operating for a period of longer than 12 months). The measure shows the ability of a restaurant or a brand to increase its sales organically, It can be totalled the most accurately by taking the last twelve months core revenue growth minus the last twelve months net equity openings growth.

2. EBITDA – One of Key Performance Indicators for the Group. It is a close indicator of the cash profitability on operations and consists of profit from operations excluding amortisation and depreciation costs as well as impairments. Reconciliation of the measure is provided in tables 4 or 5.

3. Adjusted EBITDA – Measures profitability performance without startup costs (operating costs incurred by the Group to open a restaurant but before a restaurant starts generating revenue), indirect tax adjustments, M&A related expenses (all material expenses connected with successful acquisitions, covering all professional services, legal, financial, and other directly connected with a transaction) and effect of Stock Option Plan (SOP) exercise method modification (difference in the accounting costs of employee benefits accounted for under the cash settled versus equity settled option plan). It allows to present profitability for restaurants that already generate revenue and without some unusual costs related to M&A, tax adjustments or accounting adjustments related to SOP, Reconciliation of this APM is provided in tables 4 or 5.

4. EBITDA margin – EBITDA divided by Total Revenue.

5. EBIT margin – EBIT divided by Total Revenue.

6. CAPEX – investments capitalized during the period on Property, Plant and Equipment, and on intangible assets.

7. Net financial debt: this is the main metric used by management to measure the Company's level of indebtedness. It is composed of interest-bearing loans and borrowings minus cash and cash equivalents.

8. Net debt – measures the level of external financing provided for the business as a sum of balance sheet positions of loans and borrowings, including financial lease liabilities pre-IFRS 16, net of available cash and cash equivalents, and guarantees.

9. Leverage ratio - measures the level of EBITDA calculated according to the financing agreements with the banks to net debt. It is a generally accepted level that shows indebtedness of a company relative to its ability to generate cash and profits from operations.

Brands operated by the Group

At year end 2024, the portfolio of AmRest comprises 2,099 restaurants under franchised brands such as KFC, Starbucks, Pizza Hut and Burger King, as well as its own brands such as La Tagliatella, Sushi Shop, Blue Frog and Bacoa.

AmRest is a franchisee of Yum! Brands Inc. for the KFC and Pizza Hut brands. Starting from 1 October 2016 the Group as a master-franchisee has the right to grant a license to third parties to operate Pizza Hut Express and Pizza Hut Delivery restaurants (sub-franchise) in countries of Central and Eastern Europe, while ensuring a certain share of restaurants operated directly by AmRest.

Burger King restaurants are operated on a franchise basis. With effect 1st of February 2022, Burger King Europe GMBH notified the termination of AmRest´s development agreements of the Burger King brand in Poland, the Czech Republic, Slovakia, Bulgaria and Romania. Nonetheless, AmRest continues to operate Burger King restaurants that it owns in these countries under the best standards of service and quality, in compliance with the franchise agreements that continue to be in force.

Starbucks restaurants in Poland, the Czech Republic and Hungary are opened by the companies AmRest Coffee (owned in 82% by AmRest and 18% by Starbucks). These companies have the rights and licenses to develop and manage Starbucks restaurants in their respective countries. Starbucks restaurants in Romania, Bulgaria, Germany, Serbia and Slovakia are operated by the Group on a franchise basis.

La Tagliatella is one the proprietary brands of AmRest and became a part of its portfolio in April 2011. La Tagliatella restaurants are operated directly by AmRest as well as by third party entities which operate restaurants on a franchise basis.

Blue Frog brand became the property of AmRest in December 2012 as a result of acquisition of majority stake in Blue Horizon Hospitality Group LTD.

Bacoa brand was acquired by AmRest on 31 July 2018. It is a primarily burger restaurants concept operated in Spain.

Sushi Shop, a leading European sushi concept, is a proprietary brand of AmRest and became a part of its portfolio through the acquisition of Sushi Shop Group SAS on 31 October 2018. Sushi Shop restaurants are operated by both AmRest (equity stores) and AmRest's franchisees. Sushi Shop network is present in 8 countries and reported within the Western Europe segment.

Quick Service Restaurants (QSR)

Established in 1952, the KFC brand is one of the biggest and most popular chain of quick service restaurants serving chicken meals. They are the original experts in fried chicken, and everything they do celebrates a passion for serving finger lickin' good food. There are currently about 30,000 KFC restaurants in over 145 countries worldwide.

On 31 December 2024 the Group operated 878 KFC restaurants: 383 in Poland, 134 in the Czech Republic, 100 in Hungary, 127 in Spain, 24 in Germany, 72 in France, 17 in Serbia, 8 in Bulgaria, 10 in Croatia, 2 in Austria and 1 in Slovenia.

The beginnings of Burger King date back to 1954. Today, Burger King ("Home of the Whopper") operates approximately 19,000 restaurants, serving about 15 million customers in over 100 countries every day. Burger King brand is owned by Restaurant Brand International (RBI).

On 31 December 2024 AmRest operated 98 Burger King restaurants: 45 in Poland, 33 in the Czech Republic, 10 in Romania, 2 in Bulgaria and 8 in Slovakia.

Casual Dining and Fast Casual Restaurants (CDR, FCR)

La Tagliatella arose from the experience of 20 years of specialization in the tradition of the Italian cuisine and the innovation in its recipes. Over all these years the brand has always focused on the Italian origin of raw materials, the quality of service and the satisfaction of its more than 12 million yearly customers in all of our restaurant types (La Tagliatella, La Tagliatella Piccola, La Tagliatella Senza Glutine and La Tagliatella Espresso).

On 31 December 2024 AmRest operated 229 La Tagliatella restaurants: 223 in Spain 4 in Portugal and 2 in Andorra.

The activity of Pizza Hut has its beginnings in 1958. The brand's famous menu includes pizza based on iconic PAN dough – fluffy inside, crunchy on the outside. The most popular pizza flavour is pepperoni. In addition to pizza, the offer includes also pasta and numerous appetizers. AmRest has pioneered the brand's growth since 1993 - first restaurant was opened in Poland.

On 31 December 2024 AmRest operated 193 Pizza Hut restaurants: 150 in Poland, 15 in the Czech Republic, 25 in Hungary and 3 in Slovakia.

Inclusion of the Blue Horizon Hospitality Group to AmRest structure in 2012 enriched the CDR segment brand portfolio with a new position operating in the Chinese market: Blue Frog Bar & Grill.

Blue Frog Bar & Grill restaurants are serving grilled dishes from the American cuisine and a wide selection of wines and drinks in a nice atmosphere.

On 31 December 2024 AmRest operated 87 Blue Frog restaurants in China.

Bacoa is a primarily premium burger concept in Spain. Since 2010, it has been bringing high quality, freshly cooked burgers and chips to their loyal fans. Bacoa is passionate about using premium ingredients, proving every day that fast food can also be good food with the right approach.

On 31 December 2024 there were 2 licensed Bacoa restaurants in Spain.

Founded in 1998 Sushi Shop is the leading European chain of restaurants for sushi, sashimi and other Japanese specialties. It is positioned as a premium brand offering freshly prepared food with highest quality ingredients.

Sushi Shop has successfully established an international network of company-operated and franchises stores across 8 countries.

On 31 December 2024, AmRest operated 181 Sushi Shop restaurants: 133 in France, 4 in Spain, 8 in Belgium, 11 in Switzerland, 3 in Luxembourg, 5 in UK, 12 in UAE and 5 in Saudi Arabia.

Coffee category

Starbucks is the world leader in the coffee sector with more than 40,000 stores in about 85 countries. Since 1971, Starbucks® Coffee Company has been committed to ethically sourcing and roasting high-quality arabica coffee. Today, with stores around the globe, Starbucks® is the premier roaster and retailer of speciality coffee in the world.

As at 31 December 2024 AmRest operated 431 Starbucks restaurants: 82 in Poland, 58 in the Czech Republic, 39 in Hungary, 63 in Romania, 149 in Germany, 14 in Slovakia, 9 in Serbia and 17 in Bulgaria.

Key investments

In the overall strategy of AmRest, capital expenditure are mainly related to the development of the restaurant network. The Group increased the scale of the business through the construction of new restaurants, the acquisition of restaurant chains from third parties as well as reconstruction and replacement of assets in the existing stores. Each year, the Group's capital expenditure depend mainly on the number and type of restaurants opened, IT investments, as well as the scale and profile of M&A activities.

In 2024 AmRest's capital expenditure stood at EUR 193.9 million with a decrease of EUR 21.0 million with respect to 2023. The strategic commitment of the company is to look for formulas to accelerate growth but always aiming for a sustainable and profitable growth opportunities.

The table below presents purchases of property, plant and equipment and intangible assets in 12 months ended 31 December 2024 and 31 December 2023.

(all figures in EUR millions unless stated otherwise)

Acquisition of property, plant and equipment and intangible assets

	YEAR ENDED	
	31 December 2024	**31 December 2023**
Intangible assets:	**8.7**	**11.1**
Licenses for use of Pizza Hut, KFC, Burger King, Starbucks trademarks	5.9	3.8
Other intangible assets	2.8	7.3
Property, plant and equipment:	**185.2**	**203.8**
Buildings and expenditure on development of restaurants	4.6	5.1
Machinery & equipment	7.1	14.1
Other tangible assets (including assets under construction)	173.5	184.6
Total	**193.9**	**214.9**

AmRest's New Restaurants

	AmRest equity restaurants	AmRest franchisee restaurants	Total
31/12/2023	**1,791**	**372**	**2,163**
New Openings	91	12	103
Acquisitions / Disinvestments	-1	-120	-121
Closings	-30	-15	-45
Relocation closings	-7	0	-7
Relocation openings	6	0	6
Conversions	-1	1	0
31/12/2024	**1,849**	**250**	**2,099**

On 31 December 2024, AmRest operated 2,099 restaurants, including 250 restaurants which were managed by franchisees. During 2024, 109 new restaurants were opened and 52 closed. In addition, in October 2024 the 121 Pizza Hut restaurants in France were transferred.

Number of AmRest restaurants (as at 31 December 2024)

Countries	Brands	31.12.2023	31.03.2024	30.06.2024	30.09.2024	31.12.2024
Poland	**Total**	**636**	**644**	**646**	**650**	**660**
	KFC	360	369	369	374	383
	BK	46	46	46	46	45
	SBX	74	74	76	77	82
	PH equity	141	140	140	138	135
	PH franchised	15	15	15	15	15
Czechia	**Total**	**232**	**232**	**232**	**234**	**240**
	KFC	128	127	127	127	134
	BK	33	33	33	33	33
	SBX	55	56	56	58	58
	PH equity	16	16	16	16	15
Hungary	**Total**	**158**	**158**	**159**	**163**	**164**
	KFC	95	96	96	99	100
	SBX	38	38	39	39	39
	PH equity	24	23	23	23	22
	PH franchised	1	1	1	2	3
Bulgaria	**Total**	**26**	**26**	**26**	**26**	**27**
	KFC	8	8	8	8	8
	BK	2	2	2	2	2
	SBX	16	16	16	16	17
Serbia	**Total**	**22**	**22**	**22**	**24**	**26**
	KFC	15	15	15	16	17
	SBX	7	7	7	8	9
Croatia	**KFC**	**8**	**8**	**8**	**8**	**10**
Romania	**Total**	**69**	**69**	**70**	**70**	**73**
	SBX	59	59	60	60	63
	BK	10	10	10	10	10

(all figures in EUR millions unless stated otherwise)

Countries	Brands	31.12.2023	31.03.2024	30.06.2024	30.09.2024	31.12.2024
Slovakia	**Total**	**23**	**23**	**23**	**24**	**25**
	SBX	12	12	12	13	14
	PH equity	3	3	3	3	3
	BK	8	8	8	8	8
Spain	**Total**	**357**	**356**	**359**	**358**	**356**
	TAG equity	70	70	68	68	68
	TAG franchised	154	154	156	157	155
	KFC	125	125	128	127	127
	BCA franchised	2	2	2	2	2
	SSG equity	6	5	5	4	4
France	**Total**	**338**	**336**	**333**	**327**	**205**
	KFC	73	73	73	72	72
	SSG equity	101	99	98	96	96
	SSG franchised	37	37	38	38	37
Germany	**Total**	**153**	**155**	**160**	**161**	**173**
	SBX	128	130	135	136	149
	KFC	25	25	25	25	24
Austria	**KFC**	**2**	**2**	**2**	**2**	**2**
Slovenia	**KFC**	**1**	**1**	**1**	**1**	**1**
Portugal	**Total**	**4**	**4**	**4**	**4**	**4**
	TAG equity	4	4	4	4	4
Andorra	**TAG franchised**	**1**	**2**	**2**	**2**	**2**
China	**Total**	**88**	**88**	**86**	**87**	**87**
	BF equity	78	78	75	77	77
	BF franchised	10	10	11	10	10
Belgium	**Total**	**9**	**9**	**9**	**9**	**8**
	SSG franchised	9	9	9	9	8
Switzerland	**SSG equity**	**11**	**11**	**11**	**11**	**11**
Luxembourg	**SSG equity**	**3**	**3**	**3**	**3**	**3**
UK	**Total**	**7**	**5**	**5**	**5**	**5**
	SSG equity	5	4	4	4	4
	SSG franchised	2	1	1	1	1
UAE	**SSG franchised**	**11**	**11**	**12**	**12**	**12**
Saudi Arabia	**SSG franchised**	**4**	**4**	**4**	**4**	**5**
Total AmRest		**2,163**	**2,169**	**2,177**	**2,185**	**2,099**

Planned investment activities

AmRest's investment priorities comprise increasing the number of restaurants in the portfolio, enhance commercial and operational capabilities, including digitalization and IT projects, and maintain restaurants and systems in optimal conditions.

From a business model perspective the development of a robust franchising activity is a key pillar of growth in the short term. In addition, the Group intends to continue to pursue its development objectives, increase scale in supply chain management and lead in digitalisation processes.

Finally, potential acquisitions remain an important factor for AmRest's growth. The Group is well positioned for any consolidation or acquisition in the sector that might be identified and would generate long term value for AmRest shareholders.

Significant events and transactions in 2024

Agreement to separate the business operations between the AmRest Group and SCM Sp. z o.o.

In December 2024, the Group signed an agreement that is subject to the fulfilment of certain conditions, which are expected to be met on or before 31 March 2025, and by means of which 51% of the shares which AmRest sp. z o.o. holds in SCM Sp.z o.o. ("SCM") will be sold to R&D sp. z o.o. Additionally, the supply chain management services and quality assurance (QA) provided to date by SCM to the AmRest Group, together with the team providing such services, will be transferred over to AmRest Group. SCM is a Polish, 51% owned subsidiary and a parent entity of SCM s.r.o., Czechia subsidiary.

Share Buy-back Program

On 1 December 2023 AmRest informed that the Company's Board of Directors had resolved unanimously to set-up a buy-back program for the repurchase of its own shares (the "Buy-back Program"), pursuant to the authorisation granted by resolution of the AmRest General Meeting of Shareholders held on 12 May 2022 under item nine of the agenda, relating to the authorisation to the Board of Directors for the derivative acquisition of AmRest shares.

The Buy-back Program had been conducted in accordance with the transparency and operational requirements under Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 (the "Delegated Regulation 2016/1052") and had the following features:

- Purpose of the Buy-back Program: to cover the settlements of the remuneration plans currently in force for AmRest Group executives and employees.

- Maximum investment: the Buy-back Program was to have a maximum monetary amount of EUR 12 million. The maximum monetary amount of the Buy-back Program could be reduced by the amount applied by the Company, during its term, to the acquisition of its own shares in the block market or outside the market for the same purpose, which would be notified to the market in the periodic communications of other relevant information informing of the transactions carried out under the Buy-back Program or separately.

- Maximum number of shares: the maximum number of shares to be acquired in the execution of the Buy-back Program was to be dependent on the average price at which purchases took place but could not exceed 10% of the Company's share capital.

- Price and volume: the acquisition of the shares was to be carried out in accordance with the price and volume conditions set out in article 3 of Delegated Regulation 2016/1052. Specifically:

  - AmRest could not acquire shares at a price higher than the higher of (a) the price of the last independent transaction, or (b) the highest independent bid at that time on the trading venue where the purchase was made, even if the shares were traded on different trading venues. In addition, the limitations approved in the resolution authorizing the acquisition of treasury shares granted to the Board of Directors by AmRest's General Meeting of Shareholders held on 12 May 2022 were to be considered.

  - AmRest could not purchase on any trading day more than 25% of the average daily volume of AmRest shares on the Continuous Market of the Spanish Stock Exchanges or, as the case may be, the Warsaw Stock Exchange, during the 20 trading days preceding the date of purchase.

- Duration of the Program: The Buy-back Program commenced on 4 December 2023 and expired on 4 December 2024.

- Execution of the Buy-Back Program: Banco Santander, S.A. was appointed as the manager of the Buy-Back Program, which was to independently make decisions regarding the purchase of the AmRest shares without any influence or interference from the Company. Purchases under the Buy-back Program could be made on the Continuous Market of the Spanish Stock Exchanges or, as the case may be, the Warsaw Stock Exchange.

On 4 December 2024 the Company informed of the end of the Buy-back Program, as the last day of validity of the same. The total number of shares acquired under the Program were 1,913,804 own shares, representing 0.8717% of the share capital.

All acquisitions under the Buy-Back Program were carried out and duly reported on a regular basis to the Spanish Securities Market Commission (CNMV) and the Polish Financial Supervision Authority (KNF) by means of the publication of the corresponding communications to the market, in accordance with the provisions of Delegated Regulation 2016/1052 and the Market Abuse Regulation.

External Debt

The Group's gross financial debt, according with the definition of the bank agreements, amounted to EUR 621.3 million at the end of the year, EUR -3.6 million less than at the end of 2023. In net terms, the net financial debt amounted to EUR 468.3 million.

The Group's leverage continues to decrease to 1.82x compared to 1.84x at the end of 2023. This level is at the lower end of the internal management target set, which the Group's managers believe to be a prudent level to be able to face new investments focused on accelerating growth, both organic and non-organic.

The financial conditions (covenants) established for AmRest in the financing agreement stipulate that the adjusted consolidated net debt/EBITDA must be kept below 3.5x and the debt service coverage ratio must be higher than 1.5x. Both ratios are calculated according to the definitions mentioned in the loan agreement and on a non-IFRS16 basis. In addition, the Group is required to maintain an equity ratio of over 8%. All these conditions were adequately met by AmRest at the end of the financial year.

(all figures in EUR millions unless stated otherwise)

Shareholders of AmRest Holdings SE

During the period covered by this Report following changes occurred with respect to the Company's shareholder structure:

On April 3, 2024 Nationale-Nederlanden Powszechne Towarzystwo Emerytalne Spółka Akcyjna, which represents and manages funds: Nationale-Nederlanden Otwarty Fundusz Emerytalny and Nationale-Nederlanden Dobrowolny Fundusz Emerytalny ("the Funds"), informed AmRest and the National Securities Market Commission (CNMV) that as a result of registration of a capital increase through a private placement in November 2018, the Funds together decreased their shares and voting rights below 5% (i.e. 4.893%) of total number of votes in AmRest Holdings SE.

Pursuant to the notifications sent on December 16, 2024 and January 2, 2025, to the Spanish National Securities Market Commission ("CNMV"), on December 6, 2024, Artal International, S.C.A. transferred its entire stake in AmRest Holdings, SE (5.289%) to its wholly-owned subsidiary FYNVEUR, S.C.A.

To the best of AmRest's knowledge as at 31 December 2024, in accordance with the information publicly available, AmRest Holdings had the following shareholder structure:

Shareholder	Number of shares and votes at the Shareholders' meeting	% of shares and votes at the Shareholders' meeting
FCapital Dutch S.L.*	147,203,760	67.05%
FYNVEUR S.C.A.	11,612,680	5.29%
Nationale-Nederlanden PTE SA	10,742,600	4.89%
PTE Allianz Polska SA	9,531,792	4.34%
Other Shareholders	40,463,351	18.43%

** Mr. Carlos Fernández González indirectly controls the majority of the shareholding and voting rights in FCapital Dutch, S.L. (direct shareholder of the stake appearing in the above table).*

Changes in the Parent Company's Governing Bodies

During the period covered by this Report there were no changes with respect to the composition of AmRest's Board of Directors.

As at 31 December 2024 the composition of the Board of Directors was as follows:

- Mr. José Parés Gutiérrez
- Mr. Luis Miguel Álvarez Pérez
- Ms. Romana Sadurska
- Mr. Pablo Castilla Reparaz
- Mr. Emilio Fullaondo Botella
- Ms. Mónica Cueva Díaz
- Ms. Begoña Orgambide García

- Carlos Fernández González (Honorary chairman, non-Board member)
- Eduardo Rodríguez-Rovira (Secretary, non-Board member)
- Mauricio Garate Meza (Vicesecretary, non-Board member)

On the day of publication of this Report the composition of the Board of Directors remains the same.

Remuneration of the Board of Directors and Senior Management Personnel

The remuneration of the Board of Directors and Senior Management Personnel (for these purposes, Senior Management Personnel is understood to be those executives who report directly to the executive chairman or the chief executive officer of the Company, and also for these purposes, the person responsible for Internal Audit) paid by the Group was as follows

	31 December 2024	31 December 2023
Remuneration of the members of the Board of Directors	**0.8**	**0.8**
Remuneration of Senior Management Personnel:		
- Remuneration received by the Senior Executives*	4.4	3.7
- Share-based payment plans	0.4	-
Remuneration of Senior Management Personnel	**4.8**	**3.7**
Total compensation paid to key management personnel	**5.6**	**4.5**

**includes the total amount of the variable remuneration in cash (Short-Term Incentive Program) that is recognized in the year it is paid.*

The current Directors' Remuneration Policy was approved at the General Shareholders' Meeting held on 12 May 2022 and will remain in force until 31 December 2025.

As of 31 December 2024 and 2023, the Group had no outstanding balances with the Senior Management Personnel, except for the accrual and payment of annual bonuses to be paid in the first quarter of the following year.

As of 31 December 2024 and 31 December 2023 there were no material liabilities to former employees.

As of 31 December 2024 and 2023, the members of the Board of Directors, other than Executive Chairman, who has a life insurance from 1 August 2023 and health insurance from 1 October 2023, had no life insurance nor pension fund at the Company's expense. Members of the Board of Directors do not participate in Stock Option (SOP), Management Incentive (MIP) and LTI Plans. Senior Management Personnel participate in share-based payments plans (details below and in note 23). The Group has not granted any advances, loans or credits in favour of the Board Members or the Senior Management.

The Group has arranged a third-party liability insurance policy covering the directors and managers of the group companies. The premium paid in 2024 under the aforementioned insurance policy amounted to EUR 0.1 million (EUR 0.1 million in 2023).

The table below presents reconciliation of the movement in the number of shares of LTI 2021 plan, for Group's Senior Management Personnel, in the year ended 31 December 2024.

2024 (thousands of shares)	**LTI 2021**
Outstanding as of 1 January	-
Converted to shares on grant date	132
Transferred to participants	(79)
Outstanding as of 31 December	**53**
Vested	-
Unvested	53

In November 2024, a new LTI 2024 plan was approved with a fair value related to Group's Senior Management Personnel of EUR 1.0 million. In November 2023, the LTI 2023 was approved with a fair value EUR 1.0 million.

Total number of outstanding and exercisable options for Group's Senior Management Personnel is presented below:

	31 December 2024	31 December 2023
Number of outstanding options (in thousands)	3,299	3,299
Number of exercisable options (in thousands)	2,273	1,274

Changes in the number of shares held by members of the Board of Directors

During the year 2024 there were no significant changes with respect to AmRest shares and stock options held by the members of the Board of Directors of AmRest.

Transactions on own shares concluded by AmRest

As of 31 December 2023, the Company owned a total of 1,412,446 treasury shares, representing 0.6433% of its share capital.

The Company's Board of Directors approved during 2024 one buy-back program for the repurchase of its own shares (the "Buy-back Programs"), pursuant to the authorization granted by resolution of the AmRest General Meeting of Shareholders held on 12 May 2022 under item nine of the agenda, relating to the authorization to the Board of Directors for the derivative acquisition of AmRest shares and in accordance with Article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council, of 16 April 2014, on market abuse, and Articles 2.2 and 2.3 of Commission Delegated Regulation (EU) 2016/1052, of March 8, 2016.

The Buy-back Program of treasury shares was communicated to the Spanish National Securities Market Commission and Polish KNF by means of communication of Inside Information dated December 1, 2023, respectively.

The Buy-back Program of treasury shares ended on December 4, 2024.

In the period between 1 January 2024 and 31 December 2024, AmRest purchased 1,856,470 own shares with a total nominal value of EUR 185,647.0, representing 0.8456% of the share capital of the Company. The aggregate consideration for those purchases was PLN 45.3 million (EUR 10.5 million).

In the period between 1 January 2024 and 31 December 2024, the LTI 2021 program was evaluated and converted into shares. During this period, the Company disposed of a total of 327,241 own shares with a total nominal value of EUR 32,724.1 and representing 0.1490% of the share capital to entitled participants. The shares were transferred to the entitled participants free of charge.

Also, in the period between 1 July 2024 and 31 December 2024, 13,885 treasury shares with a nominal value of EUR 1,388.5 and representing 0.0063% of the share capital were delivered to the beneficiaries of the stock options plans in force for the AmRest Group.

In total the Company during the period between 1 January 2024 and 31 December 2024, AmRest disposed 341,126 of own shares with a total nominal value of EUR 34,112.6 and representing 0.1554% of the share capital.

As of 31 December 2024, AmRest held 2,927,790 own shares with a total nominal value of EUR 292,779.0 and representing 1.3335% of the share capital.

The subsidiaries of AmRest Holdings SE do not hold any Company's shares.

Dividends paid and received

The Company's Board of Directors approved the payment on December 23rd of the first dividend in the history of the Group, as an interim cash dividend against the results of fiscal year 2024, in the amount of 0.070 gross euros per share of the Company entitled to receive such dividend. The total amount of funds distributed via dividends reached EUR 15.2 million.

In addition, in the period covered by this report the Group has paid dividends to non-controlling shareholders in the amount of EUR 4.5 million. In 2023 the Group has paid dividends to non-controlling shareholders in the amount of EUR 2.1 million.

The Group has paid a dividend to non-controlling interest of: AmRest Coffee s.r.o. in the amount of EUR 3.6 million, to SCM Sp. z o. o. in the amount of EUR 0.7 million and to SCM Czech s.r.o. in the amount of EUR 0.2 million. The total dividend paid to non-controlling interest amounted EUR 4.5 million.

Average period of payment to suppliers

Pursuant to Law 18/2022 of September 28, amending Law 15/2010 of July 5, which established measures against late payment in commercial transactions, the information on the average period of payment to suppliers of AmRest and its Spanish subsidiaries at 31 December 2024 and 2023 is as follows:

	2024	2023
Number of days:		
Average payment period to suppliers	39	41
Ratio of payments	40	40
Ratio of outstanding invoices	35	54
Millions of EUR:		
Total payments	250.7	251.5
Outstanding invoices	23.1	22.2
Amount payments < 60 days	233.5	220.2
Other:		
Number of invoices paid < 60 days	92,984	86,580
% Amount of payments made < 60 days out of the total payments	93%	88%
% Number of invoices paid < 60 days out of the total payments	81%	81%

The payments to suppliers of the Spanish consolidated companies reflected in the above table are trade payables as they relate to goods and services.

Activity in Research and Development area

The Group wants to serve to its customers the highest quality products that are balanced in terms of taste and nutritional composition. According to the business trends and customer needs, all brands operated by the Group have set up departments focusing on new product development, as well as the improvement of the existing products.

Activities in this area include for example: market researches, the careful selection of ingredients and packaging, the creation and preparation of new products, tastings followed by collection of customers feedbacks and, ultimately, the launch of the final products.

In addition, the use of data analytics is having an increasing impact on business decisions and impacts firms' innovation processes. Automation, technology and data analytics tools to extract insights from data, enhance efficiency, visibility, and the overall customer experience are core areas of research and development for AmRest.

Subsequent events

There were no significant subsequent events after the reporting date.

Factors impacting the Group's development

AmRest considers that the factors listed below may have a significant effect on the Group's future development and results.

External factors

- competitors – in terms of prices,
- demographic changes,
- consumer habits and trends (i.e. number of people using the restaurants), changes in consumer trust, consumers' disposable income and individual spending patterns,
- changes in laws and regulations which impact the functioning of the restaurants and the employees,
- changes in real estate rental costs and related costs,
- changes in the prices of ingredients used to prepare meals and changes in the prices of packaging materials,
- changes in the general economic and political environment in all countries where the business is run,
- changes in legal and tax determinants,
- adverse changes in the financial markets.

Internal factors

- acquiring and training the human resources necessary for the development of existing and new restaurant networks,
- securing attractive restaurant locations,
- effective launch of new brands and products,
- building an integrated information system.

Basic risks and threats the Group is exposed to

The Board of Directors of AmRest is responsible for the risk management system and the internal control system as well as for reviewing these systems for operating efficiency. These systems help to identify and manage risks which may prevent the execution of the long-term objectives of AmRest. However, having these safeguards in place does not ensure completely against the risk of fraud or against breaking laws. The Board of Directors of AmRest is permanently analysing and reviewing risks to which the Group is exposed. The main current risks and threats have been summarised in this section. AmRest reviews and improves its risk management and internal control systems on an on-going basis.

AmRest has a Global Risk Inventory, considering the following 5 risk taxonomies: Operations/Infrastructure, Compliance, Strategy and Planning, Governance and Reporting. Under these taxonomies, the AmRest' Global risk inventory considers different categories of the risk.

Liquidity risk

Liquidity risk is defined as the risk of incurring losses resulting from the inability to meet payment obligations in a timely manner when they become due or from being unable to do so at a sustainable cost. The Group is exposed to the risk of a lack of financing at the moment of the maturity of bank loans.

As of 31 December 2024, the Group has sufficient liquidity to fulfil its liabilities over the next 12 months.

The Group analyses liquidity needs with particular focus on the maturity of debt and proactively investigates various forms of financing that could be utilized as needed.

Dependency on the franchisor

AmRest manages KFC, Pizza Hut, Burger King and Starbucks (in Romania, Bulgaria, Serbia, Germany and Slovakia) as a franchisee, and therefore a number of factors and decisions related to the business activities conducted by AmRest and the possibility of renewing or extending the duration of the franchise agreements, depend on the conditions (including limitations or specifications) imposed by the franchisors or are subject to their consent.

Therefore, in relation to the duration of those agreements, the renewal is not automatic and AmRest cannot guarantee that after the expiry of the initial periods of duration of the franchise agreements, which are typically ten years, a given franchise agreement will be extended.

Dependency on cooperation with minority shareholders and Starbucks' call option

AmRest operates Starbucks restaurants in Poland, the Czech Republic and Hungary based on partnership agreements with Starbucks Coffee International, Inc. The partnerships establishes that Starbucks Coffee International, Inc. is the minority shareholder of companies operating Starbucks stores in mentioned countries. Therefore, some decisions as part of the joint business activities are dependent on Starbucks' consent.

Upon occurrence of an event of default, both AmRest and Starbucks (as the case may be, acting as non-defaulting shareholder) will have the option to purchase all of the shares of the other shareholder (the defaulting shareholder) in the terms and conditions foreseen in the corresponding agreements. In the event of a deadlock, Starbucks will have in the first place, the option to purchase all the shares of AmRest. In the event of a change of control AmRest Holdings, Starbucks will have the right to increase its participation in each of the companies up to 100%.

No exclusivity rights

International Franchise Agreements per se do not typically grant exclusivity rights to the franchisee in the relevant territories. In order to secure exclusivity rights for a certain territory, franchisees aim to have either a master franchise agreement or a development agreement with the franchisor. Currently, AmRest does not have master franchise agreements or development agreements in all territories and cannot secure that it will have exclusivity on certain territories.

Risks related to the consumption of food products

Changes in consumer preferences arising from concerns over the nutritious properties of chicken, which is the main ingredient in the KFC menu, or as a result of unfavourable information being circulated by the mass media concerning the quality of the products, could pose a threat to the Group.

Also, the result of the disclosure of unfavourable data prepared by the competent authorities or a certain market sector in relation to products served in AmRest restaurants and the restaurants of other franchisees of KFC, Pizza Hut, Burger King, Starbucks, La Tagliatella, Blue Frog and Sushi Shop, could also pose a threat to the Group.

Furthermore, possible diseases (i.e. food poisoning), any health-related issues as a result of eating in AmRest restaurants and restaurants of other franchisees of KFC, Pizza Hut, Burger King, Starbucks, La Tagliatella, Blue Frog and Sushi Shop as well as issues related to the functioning patterns of one or more restaurants run by AmRest or the competitors, could also pose a threat to the Group.

- Food risks can result from a microbiological, chemical (formed during preparation like acrylamide e.g., burned meat, dark brown fried French fries) or physical factors.
- Risks associated with new technologies - that alter the characteristics of the food, such as genetic modification or food irradiation, may change the composition of the food, replacing an existing or traditional method of food production can also lead to a change in the levels of a hazard, such as the levels of pathogenic microorganisms.
- Risks associated with allergenic foods - can range from mild to severe gastrointestinal effects, headaches, respiratory problems or skin reactions to potentially life-threatening anaphylaxis.
- Food poisoning (e.g., by incautious storage and preparation of food, contaminated food, or water).
- Hormones or antibiotics in meat.

Risks related to key personnel turnover in the Group and increasing labour costs

AmRest´s success depends, to some extent, on the individual effort of selected employees and key members of management.

Excessive turnover of employees and too frequent changes in managerial positions may pose a significant risk to the stability and quality of the business activities.

Risk related to increase in the cost of commodities, raw material and goods

Increases in the cost of commodities, raw materials and goods can have an adverse impact on Group's operating profit margins.

AmRest´s situation is also affected by the need to ensure frequent deliveries of fresh agricultural products and foodstuffs and anticipating and responding to changes in supplies costs. Also the increased demand for certain products accompanied by limited supply may lead to difficulties in obtaining these by the Group or to relevant price increases. The product price increases may have an adverse effect on the Group's results, operations and financial standing.

Disruption in the supply chain

Disruption to supply of goods, or to logistics suppliers, resulting in limited access to essential supplies.

The Group cannot rule out the risk related to delivery shortage or interruptions caused by factors such as unfavourable weather conditions, changes in legal regulations, problems with delivery infrastructure, reduction in available sources withdrawing some foodstuffs from trading, third-party breach of transport obligations, key suppliers' bankruptcy or lack of alternative sources of supply.

The shortages may have an adverse effect on the Group's results, operations and financial standing.

Risks related to the incorporation of new business and failed openings of new restaurants

Opening or taking over restaurants operating in a new geographical and political area involves the risk of varying consumer preferences, a risk of insufficient knowledge of the market, the risk of legal restrictions arising from local regulations, the ability to obtain the permits required by relevant bodies, the possibility of delays in opening new restaurants, and the political risk of these countries.

Currency risk

The results of AmRest are exposed to currency risk related to transactions and exchanges into currencies other than the currency in which business transactions are measured in the individual Capital Group companies. The Group adjusts its currency portfolio of debt to the geographical structure of its profile of activities.

Risks related to the current geopolitical situation

The Company operates in regions with dynamic political climates, which can influence the economy through factors like currency fluctuations, interest rates, liquidity, supply chain dynamics, and consumer confidence.
In 2024, sanctions, and regional conflicts, such as the Russia-Ukraine situation, have introduced market uncertainties. These events have impacted global financial markets and consumer confidence, contributing to inflation due to higher energy and commodity prices.

AmRest has developed a comprehensive Enterprise Risk Management framework to identify, assess and monitor risks. This includes geopolitical risks to ensure the company is prepared for different scenarios and can adapt quickly to changing environments.

Risk of increased financial costs

AmRest and its subsidiaries are exposed to a certain extent to adverse impact of interest rate fluctuations in connection with obtaining financing which bears floating interest rates and investing in assets bearing floating interest rates. The interest rates of bank loans and borrowings are based on a combination of fixed and floating reference rates which are updated over periods shorter than one year.

Additionally, AmRest and its subsidiaries may, as part of the interest rate hedging strategy, enter into derivative and other financial contracts, where the valuation of which is significantly affected by the level of reference rates.

Increases in the cost of energy and utilities

Most of the European markets are exposed to the risk of energy and utilities price increases, which may result in a direct increase in the Group's operating costs.

Tax risk

In the process of managing and executing strategic decisions, which may affect the tax settlements, AmRest could be exposed to tax risk. In the event of irregularities occurring in tax settlements it would increase the dispute risk in the case of a potential tax control.

Credit risk

Exposure to credit risk include cash and cash equivalents and trade and other receivables. With the development of franchise business, AmRest is getting exposed more to credit risk. Therefore the quality of the franchisees portfolio is a key priority.

Risks of economic slowdowns

Economic slowdown in the countries where AmRest runs its restaurants may affect the level of consumption expenditure in these markets, which in turn may affect the results of the AmRest restaurants operating in these markets.

Risk of system breakdowns and temporary breaks in serving customers in restaurants

Risk of systems failures and communication network failures, as well as the potential partial or complete loss of data in connection with system breakdowns or damage or loss of key tangible fixed assets of the Group might result in temporary interruptions in serving customers in restaurants, which might have an adverse effect on the Group’s financial results.

Risk of an inadequate security protection of our data and IT systems and lack of capabilities to respond to cybersecurity threats

The Group’s operations are supported by a wide variety of IT systems, including point-of-sale systems, electronic ordering platforms, supply-chain management systems and finance and controlling tools. Consequently, the Group is exposed to the risk of temporary operational disruption, data integrity risk and/or unauthorized access to confidential data, which may be a result of cyberattacks.

Global crisis and disruption

The potential occurrence of global disasters, such as health epidemics, economic crises, energy crises, extreme weather events, or other critical events creates a risk of disruption the Group’s business, industry and economies where the Group operates and could impact the Group's day to day business concerns.

Likewise, a potential adverse impact on the Group's image or brands may deteriorate its perception with the different stakeholders.

Adverse regulatory change or evolution

Failure to anticipate, identify and respond to new regulation that may result in fines, litigations and/or the loss of operating licenses or other restrictions.

Loss of market share due to a volatile customer trends or an increase in competition

Failure to anticipate or respond to competitors leads to a loss of market share for the Group and failure to anticipate or address consumer's preferences in the Group's products, services, or channels.

Risk related with ESG

Inadequate management of environmental, social and governance (“ESG”) aspects in own operations and non-compliance with the current regulatory framework can lead to reputational, financial or operational consequences. Additionally, non-sustainable practices by suppliers may create supply chain vulnerabilities and affect brand reputation.

AmRest developed the Global Sustainability Strategy and implemented an effective governance structure of ESG matters to mitigate these risks and ensure resilience in short and long term time perspective. The Strategy consists of three pillars: Food, People and Environment, and applies to all AmRest employees and executives across each brand operated by AmRest in every geography where the Company is present.

The statements contained in this Director's Report may contain certain forward-looking statements relating to the Group that are based on the beliefs of the Group's management as well as assumptions made by and information currently available to the Group's management and are not a guarantee of future performance or developments. These forward-looking statements are, by their nature, subject to significant risks and uncertainties. The Group does not intend to update or otherwise revise such forward-looking statements, whether as a result of new information, future events or otherwise.

Reliance on any forward-looking statements involves known and unknown risks and uncertainties and, accordingly, readers are strongly cautioned to not place reliance on any forward-looking information or statements.

Consolidated Statement of Non-Financial Information and Sustainability Information

AmRest Group
26 February 2025

AmRest

AmRest

Contents

General Information

The Consolidated Statement of Non-Financial Information and Sustainability Information of AmRest Holdings SE for 2024 outlines the Company's management, performance, and strategic planning of the key sustainability issues. The main objective of this document is to provide a transparent description of AmRest's efforts to maintain the required standards in its day-to-day operations concerning the industry in which it operates and towards the groups of people identified as the Group's stakeholders.

AmRest Group has been operating in the market since 1993. It is currently one of the largest restaurant operators in Europe and has presence in China. The growth results from a business model that includes franchised restaurants and equity restaurants and acquisition of stores. The Group employs more than 45,000 people in 22 countries around the world.

ESRS 2 General Disclosures

BP-1 General basis for the preparation of the sustainability statement [3, 5a, 5bi, 5c, 5d, 5e]

BP-2 Disclosures in relation to specific circumstances [9, 10, 11bii, 12, 13, 14, 16, 17]

Basis for preparation

This Statement is an independent part of the Consolidated Directors' Report for 2024 and its scope in terms of entities covered herein is the same as the entities covered in AmRest's consolidated financial statements for 2024. The companies included in the sustainability reporting can be found in the financial statements for 2024, note 2.

AmRest Group, as a listed company, has been subject to a legal obligation to report annually on the results of its management of environmental, social, and governance ("ESG") matters since 2017. While preparing the Statement, the Group has considered the significant impacts, risks, and opportunities associated with its direct and indirect business relationships in the upstream and downstream value chain.

This report is a Consolidated Statement of Non-financial Information and Sustainability Information prepared by AmRest Holdings SE according to the Royal Decree-Law 11/2018 of 28 December, relating to non-financial information and diversity, and following the Global Reporting Initiative as methodological guideline when presenting the information. It also contains EU Taxonomy disclosures. Reporting on the EU Taxonomy is mandatory under Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020.

As of 31 December 2024, AmRest operated 2,099 equity and franchised restaurants and coffee houses in 22 countries, and the Group's registered office was Paseo de la Castellana 163 (10th floor), 28046 Madrid, Spain.

In addition, this document provides a response to the European Sustainability Reporting Standards ("ESRS") as a way of fulfilling the requirements of the Corporate Sustainability Reporting Directive ("CSRD").[*]

About the report

AmRest's Consolidated Statement of Non-Financial Information and Sustainability Information is a public document and may be consulted on the following website: www.amrest.eu

The reporting scope covers the period from 1 January 2024 to 31 December 2024. Unless stated otherwise, all the data is presented as of 31 December 2024.

For the purposes of this document, the following should be understood to mean the same: AmRest Holdings SE, AmRest, the AmRest Group and the Group.

The qualitative and quantitative information included in the report have undergone external assurance conducted by an independent entity, PricewaterhouseCoopers Auditores, S.L. The Independent verification opinion can be found in Annex II.

AmRest has used various calculation methods to accurately represent the Group's performance and impact. The Company's approach guarantees that the information provided is accurate, reliable, and meaningful to the stakeholders. In instances where precise data is unavailable, AmRest employs well-founded estimates to fill the gaps. These estimates are derived from robust methodologies and are clearly defined, allowing readers to understand the context and sources of the information presented in this report.

***Table. List of indicators that includes estimations** [ESRS 2/11a, 11b]*

Topic	Disclosure Requirement	Data gap	Estimation source	Page
E1	E1-5 Energy consumption and mix	December data not available due to the extended period of submission of invoices by third-parties	Historical data, considering the change in the number of transactions and the average annual utilities consumption during the period from January to November 2024	97
E1	E1-6 Gross Scopes 1, 2, 3 and Total GHG emissions	Scope 3 was calculated for the first time in AmRest history, some of the data was not available on time	Details on the estimations method are presented in the table "Emission factors used in carbon footprint calculation"	98
E3	E3-4 Water consumption	Data from landlords	In case where water supply is managed by the facility landlord and there is no evidence of water consumption, assumptions have been made based on historical data.	105

[*] *In Spain, AmRest Holdings, SE is reporting under CSRD on a voluntary basis due to the lack of transposition as of the publication of this report.*

Topic	Disclosure Requirement	Data gap	Estimation source	Page
E3	E3-4 Water consumption	December data not available due to the extended period of submission of invoices by third-parties	Historical data, considering the change in the number of transactions and the average annual utilities consumption during the period from January to November 2024	105
E5	E5-5 Resource outflows	December data not available due to the extended period of submission of invoices by third-parties	Historical data, considering the change in the number of transactions and the average annual utilities consumption during the period from January to November 2024	110-111

During this reporting period, AmRest did not exercise the option to omit any specific information pertaining to intellectual property, know-how, or the results of innovation. All relevant information was disclosed comprehensively, ensuring full transparency in the Company's reporting. *[BP-1/5d]*

AmRest adheres to the transitional provisions outlined in the ESRS for its sustainability reporting. When complete information about the upstream and downstream value chain is not available, AmRest explains the efforts made to acquire this information, the challenges encountered, and the plans to obtain it in the future. Currently, AmRest has used in this report only internal information related to policies, actions, and targets.

During this reporting period, AmRest did not exercise any exemption from disclosure regarding impending developments or matters in the course of negotiation. There were no events or circumstances that required the use of this exemption. *[BP-1/5e]*

Since the financial year 2024 is the first year of application of the CSRD, AmRest has adhered to: *[BP-2/10]*

- ESRS 1 10.2. Transitional provision related to Chapter 5 Value chain.
- ESRS 1 10.3. Transitional provision related to section 7.1. presenting comparative information.

As AmRest average annual employment count exceeds 750 people, the Company decided to omit some information, in line with Appendix C of ESRS 1.

Table. Omitted information *[BP-2/17]*

ESRS	Disclosure Requirement	Full name of the Disclosure Requirement	Phase-in or effective date (including the first year)	AmRest Approach
ESRS 2	SBM-1	Strategy, business model and value chain	The undertaking shall report the information prescribed by ESRS 2 SBM-1 paragraph 40(b) (breakdown of total revenue by significant ESRS sector) and 40(c) (list of additional significant ESRS sectors) starting from the application date specified in a Commission Delegated Act to be adopted pursuant to article 29b(1) third subparagraph, point (ii), of Directive 2013/34/EU.	The effective date is not available since the Commission Delegated Act pursuant to article 29b(1) third subparagraph, point (ii), of Directive 2013/34/EU has not been adopted.
ESRS 2	SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	The undertaking may omit the information prescribed by ESRS 2 SBM-3 paragraph 48(e) (anticipated financial effects) for the first year of preparation of its sustainability statement. The undertaking may comply with ESRS 2 SBM-3 paragraph 48(e) by reporting only qualitative disclosures for the first 3 years of preparation of its sustainability statement, if it is impracticable to prepare quantitative disclosures.	The Company adheres to the available omission for the first year of preparation.
ESRS E1	E1-9	Anticipated financial effects from material physical and transition risks and potential climate-related opportunities	The undertaking may omit the information prescribed by ESRS E1-9 for the first year of preparation of its sustainability statement. The undertaking may comply with ESRS E1-9 by reporting only qualitative disclosures for the first 3 years of preparation of its sustainability statement, if it is impracticable to prepare quantitative disclosures.	The Company adheres to the available omission for the first year of preparation.
ESRS E3	E3-5	Anticipated financial effects from water and marine resources-related impacts, risks and opportunities	The undertaking may omit the information prescribed by ESRS E3-5 for the first year of preparation of its sustainability statement.The undertaking may comply with ESRS E3-5 by reporting only qualitative disclosures, for the first 3 years of preparation of its sustainability statement.	The Company adheres to the available omission for the first year of preparation.
ESRS E4	E4-6	Anticipated financial effects from biodiversity and ecosystem-related impacts, risks and opportunities	The undertaking may omit the information prescribed by ESRS E4-6 for the first year of preparation of its sustainability statement.	The Company adheres to the available omission for the first year of preparation.
ESRS E5	E5-6	Anticipated financial effects from resource use and circular economy-related impacts, risks and opportunities	The undertaking may omit the information prescribed by ESRS E5-6 for the first year of preparation of its sustainability statement. The undertaking may comply with ESRS E5-6 by reporting only qualitative disclosures, for the first 3 years of preparation of its sustainability statement.	The Company adheres to the available omission for the first year of preparation.

ESRS	Disclosure Requirement	Full name of the Disclosure Requirement	Phase-in or effective date (including the first year)	AmRest Approach
ESRS S1	S1-7	Characteristics of non-employee workers in the undertaking's own workforce	The undertaking may omit reporting for all datapoints in this Disclosure Requirement for the first year of preparation of its sustainability statement.	The Company adheres to the available omission for the first year of preparation.
ESRS S1	S1-11	Social protection	The undertaking may omit the information prescribed by ESRS S1-11 for the first year of preparation of its sustainability statement.	The Company adheres to the available omission for the first year of preparation.
ESRS S1	S1-14	Health and safety	The undertaking may omit the data points on cases of work-related ill-health and on number of days lost to injuries, accidents, fatalities and work-related ill health for the first year of preparation of its sustainability statement.	The Company adheres to the available omission for the first year of preparation for those data points related to cases of work-related ill-health and on number of days lost to injuries, accidents, fatalities and work-related ill health.
ESRS S1	S1-14	Health and safety	The undertaking may omit reporting on non-employees for the first year of preparation of its sustainability statement.	The Company adheres to the available omission for the first year of preparation.
ESRS S1	S1-15	Work-life balance	The undertaking may omit the information prescribed by ESRS S1-15 for the first year of preparation of its sustainability statement.	The Company adheres to the available omission for the first year of preparation.

Strategy and Business model

SBM-1 Strategy, business model, and value chain [40, 40ai, 40aii, 40aiii, 40b, 40c, 40e, 40f, 40g, 42, 42a, 42b, 42c]

AmRest is a leading European listed restaurant operator and master franchisor managing some of the world's most popular and well-recognized restaurant brands across 22 countries including: Andorra, Austria, Belgium, Bulgaria, China, Croatia, Czech Republic, France, Germany, Hungary, Luxembourg, Poland, Portugal, Romania, Saudi Arabia, Serbia, Slovakia, Slovenia, Spain, Switzerland, United Arab Emirates and the United Kingdom. The key markets representing the biggest number of equity restaurants are the Czech Republic, France, Germany, Hungary, Poland, and Spain (presented in alphabetic order).

The Group's portfolio consists of four franchise brands: KFC, Pizza Hut, Starbucks, and Burger King, and four proprietary brands: La Tagliatella, Sushi Shop, Blue Frog, and Bacoa. Furthermore, the Company acts as a master franchisee for Pizza Hut Delivery and Pizza Hut Express, in Central and Eastern Europe, holding the right to sub-license these brands to third parties.

***Table. AmRest geographical presence and types of business (self-owned/franchise)** [40i,40ii]*

Country	Restaurant count (total)	Self-owned restaurants	Franchise restaurants
Andorra	**2**	-	2
Austria	**2**	2	-
Belgium	**8**	-	8
Bulgaria	**27**	27	-
China	**87**	77	10
Croatia	**10**	10	-
Czech Republic	**240**	240	-
France	**205**	168	37
Germany	**173**	173	-
Hungary	**164**	161	3
Luxembourg	**3**	3	-
Poland	**660**	645	15
Portugal	**4**	4	-
Romania	**73**	73	-
Saudi Arabia	**5**	-	5
Serbia	**26**	26	-
Slovakia	**25**	25	-
Slovenia	**1**	1	-
Spain	**356**	199	157
Switzerland	**11**	11	-
United Arab Emirates	**12**	-	12
United Kingdom	**5**	4	1
Total	**2,099**	1,849	250

The Company employs 45,259 people in total, including 42,904 restaurant employees and 2,355 office employees. Details on the Group's employment can be found in Social Information chapter. *[ESRS 2/40aiii]*

AmRest restaurants provide on-site catering, takeaway, and drive-through services at dedicated locations and deliveries of orders placed online or by phone[*]. Diversifying service channels and continuously enhancing takeaway and delivery capabilities have been crucial to the Company's development actions to adapt quickly and meet consumers' new habits.

[*] *More information about AmRest's products can be found in Consolidated Financial Report 2024.*

AmRest's strategic approach, executed by a highly experienced leadership team, integrates key operational pillars, including not only restaurants and franchising but also other food services, sustainability, and digital capabilities. The Company's strategy is to develop an adaptable business model focused on long-term profitable and sustainable growth. This comprehensive framework enables the Company to effectively navigate the dynamically changing business, environment, economies, and consumer landscapes across the markets while gaining the trust and loyalty of its stakeholders.

As restaurants are the core of AmRest's business model, the Company focuses on various activities related to operational excellence and building profitability in every unit. These elements are supported by integrated supply chain systems, which allow control over high-quality standards by implementing relevant policies and procedures. This approach enables the Company to guarantee high-quality products with attractive value-for-money offers, making the model more competitive. At the same time, the Company promotes sustainable practices across its value chain. While striving to reduce its environmental impact and promote responsible sourcing, the Group engages with the communities, particularly in the areas where its impact is most significant.

Given the global advancement of digitalization, AmRest has continuously invested in technical solutions. The Company has been implementing innovative technologies to optimize operations, enhance the ordering process, and increase the availability of delivery services. An integrated approach driven by digital solutions strengthens the resilience of the AmRest business model to enable further profitable and sustainable growth.

Table. AmRest strategic pillars and value creation* *[ESRS 2/42a, 42b]

Strategic pillar	Description	Value creation	
		Input	Output
Food services	AmRest's end-to-end food service must be sustainable and deliver excellence in margin, innovation, and quality. It must also serve guests to the highest standards and deliver commercial value.	**Raw materials secured by supply chain management**	**Food products**
Restaurant Operations	Every single restaurant should provide excellent experience to the guests and, at the same time, have a healthy, profitable business model.	**Human capital secured through HR processes**	**Sales and customer service**
Franchising	Successful franchising demands a clear strategy, robust business model, market know-how, and great brands. AmRest gives its partners the confidence and stability of working with a worldwide franchisor.	**Brands developed by partnerships with franchisors and franchisees**	**Profitability**
Online & delivery	Digital has become an integral part of AmRest's customers' journey and one of the Company's strategic growth pillars. The Group believes that by providing exceptional customer experience, it can be ahead of the game. Therefore, it continues to drive for a seamless, personalized, omnichannel experience for all customers.	**Logistics and delivery secured by own and external channels**	**Customer satisfaction**

AmRest's commercial dynamics result from a customer-centric culture of service excellence and continuous client feedback. AmRest employees are passionate professionals aligned on a common goal: to win customers' loyalty. The delivery of this value proposition is underpinned by the continuous strengthening of the Company's financial profile.

AmRest expects all employees to embody the Company's dedication to excellence in service. Brand positioning in each country, customer rating, along with a deep analysis of any complaint received, are the key indicators for achieving this strategic objective and correcting any possible deviations.

Efficient adaptation to the changing tastes and needs of the customers, operational improvements, and innovation have become the key aspects of the Group's development. AmRest's objective is to guarantee that each of the 30 million customers who visit its restaurants each month is presented with an attractive, relevant, and competitive offer, particularly considering the growing digitalisation of the customers' preferences.

The Company's revenues: 2,556.3 mEUR (see: note 6 in the Consolidated Financial Statement). AmRest does not derive any revenues related to the fossil fuels sector (coal, oil, and gas), chemical production, controversial weapons, cultivation, and production of tobacco.

There were no significant changes in products, markets and customers served during the reporting period.

Table. Disclosure of information about key elements of general strategy that relate to or affect sustainability matters* [SBM-1/40e]

Elements of the business strategy related to sustainability issues	Description
Groups of services offered	• On-site catering /Dine in • Take-away • Drive through • Delivery
Markets served (equity business)	• Central and Eastern Europe ("CEE"), • Western Europe ("WE"), • China
Number of employees by geographical areas	45,259 More information about the employment can be found in the Social Information chapter.
Products/services subject to bans/sanctions	No products or services offered by AmRest are banned or subject to sanctions

** Further information regarding AmRest sustainability efforts is described in section AmRest's Global Sustainability Strategy. [SBM-1/40e]*

AmRest has not defined sustainability-related goals regarding significant groups of products and services, customer categories, geographical areas, and relationships with stakeholders. Consequently, the Group has not conducted an assessment of the related goals. The Company plans to define such goals under the revised AmRest Global Sustainability Strategy, which will be implemented in the medium-term time horizon.

Value chain

SBM-1 Strategy, business model, and value chain. [42c]

AmRest's value chain requires attention at all levels, as each is crucial for the Company's optimal performance.

The upstream value chain encompasses all the activities related to sourcing and procuring raw materials and services needed for the operations. Downstream operations refer to all the activities that occur after the production of the food products. This encompasses end users of the products, defined as customers visiting the Group's own and franchised restaurants, as well as business partners. This category includes franchisees, and last-mile deliveries.

Details on the management of the relations with suppliers can be found in the Governance Information chapter, section "Management of relationships with suppliers".

Infographic. AmRest Group's Value Chain [ESRS 2/ 42a, c]

AmRest Group's Value Chain					
Upstream			**Own operations**	**Downstream**	
	Food and packaging supplies (direct)	**Non-food related supplies (indirect)**	**Restaurant operations**	**Sales and customer services**	**Franchising**
	Meat, fish and seafood supplies	Energy and operating supplies	Food processing (Central Kitchen)	Marketing communication	
	Dairy	Renting spaces			
Farming	Fruits and vegetables	Property and construction services			
Food processing	Coffee	IT services	Administrative and functional support (offices)	Last-mile delivery (fleet and aggregators)	
	Flour and crops				
	Packaging	Consulting			
	Distribution and logistics				

Affected stakeholders		
• Environment (silent stakeholder)	• Environment (silent stakeholder)	• Customers
• Franchisors	• Employees	• Environment (silent stakeholder)
• Local communities	• Local communities	• Investor community
• Regulatory bodies		• Local communities
• Suppliers	• Workers' union	• Local government
• Workers in the value chain		• Workers in the value chain

Sustainability strategy

The Group has integrated responsible practices into its daily operations within the AmRest Global Sustainability Strategy framework.

The Strategy is based on global sustainability standards (e.g., the United Nations Sustainable Development Goals), benchmarks, and trends and reflects the existing and forthcoming legislation applying to Environmental, Social, and Governance aspects ("ESG").

It consists of three pillars – Our Food, Our People, and Our Environment – and applies to all AmRest employees and executives across each brand operated by AmRest and in every geography where the Company is present.

Responsibility for the implementation on an ongoing basis of the AmRest Global Sustainability Strategy belongs to the respective members of the AmRest Senior Management (Pillar Owners):

- Food Services President (Our Food)
- Chief People Officer (Our People)
- Chief Operations Officer (Our Environment)

The Pillar Owners provide quarterly updates on implementing the AmRest Sustainability Strategy to the Sustainability, Health and Safety Board Committee and to the Audit and Risk Board Committee. *[GOV-2/26a]*

Table. Key pillars of AmRest Global Sustainability Strategy

Pillar	Key areas of focus		
Our Food	Responsible sourcing	Nutrition and balanced choice	Food safety
Our People	Fair employment practices	Diversity & Equality	Social engagement
Our Environment	Circular economy	Climate change	

AmRest Global Sustainability Strategy was developed in 2021 and has not been aligned with the double materiality assessment ("DMA") results. In 2024, the Company launched the strategy revision process to address the Impacts, Risks, and Opportunities ("IROs") generated during the double materiality assessment and set targets related to them. The process is planned to be completed in the short term horizon.

Stakeholder dialogue

SBM-2 Interests and views of stakeholders [45a, 45ai, 45aii 45aiii, 45aiv, 45av, 45b, 45c, 45d]

Stakeholder engagement has been crucial for AmRest's corporate sustainability and social responsibility efforts. The Company regularly conducts a dialogue with its key stakeholders, including employees, customers, suppliers, investors, and local communities. This helps the Company understand and incorporate stakeholder needs and expectations into its business practices. *[ESRS 2/45av, b-d]*

Table. Key stakeholder group and engagement practices

Stakeholder group	Engagement practices	Purpose	Outcomes taken into account in the Company strategic planning	Function responsible for contact	Reporting to Senior Management and Board of Directors
EMPLOYEES	Strategic documents, policies, and guidelines; Opinion and satisfaction surveys; Routine communication; Trainings; Direct meetings; AmRest website.	■ Ensuring execution of the Company's standards and expectations on business conduct ■ Strengthening loyalty and retention of the employees ■ Building occupational Health & Safety culture ■ Increasing understanding of the Company's business model and operations ■ Promoting sustainability and corporate responsibility	■ Action Plans for the departments based on the Barometer results ■ Community engagement initiatives in restaurant neighbourhoods	Chief People Officer	Quarterly
CUSTOMERS	Direct contact with employees in restaurants and cafés; Loyalty programs; Information in traditional, social, and online media; Marketing campaigns; Customer feedback mechanisms;	■ Building awareness of the brands, products and services ■ Collecting customer feedback ■ Building customer loyalty and trust ■ Promoting sustainability and corporate responsibility	■ Advertising plans and strategies ■ Product innovation ■ Customer Care services	Chief Marketing Officer Brand Leaders (brand-specific)	Regular business reviews

Stakeholder group	Engagement practices	Purpose	Outcomes taken into account in the Company strategic planning	Function responsible for contact	Reporting to Senior Management and Board of Directors
SUPPLIERS	Direct contact with Company's representatives; Strategic documents, policies, and guidelines; Audits and assessments; AmRest website; Routine communication; Information in traditional and online media; Supplier Innovation; Supplier Forums, recognition and awards for top suppliers.	■ Strengthening relationship ■ Promoting sustainability and the Company's responsibility practices ■ Mitigating risks ■ Ensuring compliance with the Company's standards and expectations on business conduct ■ Sharing knowledge of Company's business performance ■ Fostering a culture of co-creation and innovation ■ Motivating suppliers to consistently meet or exceed expectations and strengthen long-term partnerships ■ Building a community of engaged and forward-thinking suppliers	■ Improvements of quality and safety of products ■ Mitigation of risks associated with supply chain inefficiencies or non-compliance ■ Responsible and ethical sourcing standards ■ New innovative products or processes that differentiate AmRest in the market ■ Improved supplier performance and commitment ■ Reinforced supplier loyalty, reducing risk of disruption	Food Services President	Quarterly
INVESTORS AND INVESTOR COMMUNITY	Reports and statements (annual and periodic); AmRest website; Investor Relations Events; Routine communication; Direct contact with Company's representatives;	■ Building trust and reputation ■ Strengthening relationship ■ Promoting sustainability and Company's responsibility practices ■ Fostering transparency ■ Ensuring regulatory compliance	■ Brand and markets strategies ■ Reporting obligations	Chief Financial Officer	Quarterly

Stakeholder group	Engagement practices	Purpose	Outcomes taken into account in the Company strategic planning	Function responsible for contact	Reporting to Senior Management and Board of Directors
LOCAL COMMUNITIES	Direct contact with Company's representatives; Voluntary and charity activities; AmRest website; Information in traditional and online media.	■ Engaging in local community matters and support through charity and social actions ■ Building trust and reputation ■ Promote sustainability and Company's responsibility practices ■ Sharing knowledge of Company's local operations	■ Community relations	External Communications and Corporate Affairs Director	Annually
REGULATORS	Reports and statements (annual and periodic); AmRest website; Participation in industry organizations and consultations	■ Maintaining standards of Corporate Governance ■ Ensuring regulatory compliance ■ Fostering transparency	■ Compliance and reporting obligations	General Counsel	Quarterly

Navigating the dynamic business environment of the restaurant sector requires agility and innovation to meet evolving consumer preferences and regulatory standards while ensuring sustainable practices, which AmRest is constantly searching for. AmRest identifies several factors that may significantly impact its future development and business model: *[SBM-2 45 c]*

- **Economic Conditions:** Economic fluctuations, including changes in consumer spending and inflation rates, affect the company's performance. AmRest needs to be agile in responding to economic challenges and opportunities.
- **Regulatory Environment:** Compliance with local and international regulations, including food safety standards and labour laws, is essential. Changes in regulations impact operational costs and processes.
- **Supply Chain Management:** Efficient and ethical supply chain management is vital for ensuring product quality and sustainability. Disruptions in the supply chain affect the availability and cost of ingredients.
- **Technological Advancements:** Embracing digital transformation and technological innovations can enhance customer experience and operational efficiency. Staying ahead in technology adoption is important for long-term success.

Material impacts, risks and opportunities

SBM-3 - Material impacts, risks and opportunities and their interaction with strategy and business model [48a, 48b, 48c(i), 48c(ii), 48c(iii), 48c(iv), 48d, 48f]

AmRest addresses the essential disclosure requirements that provide insight into how the Company has identified and managed the material impacts, risks, and opportunities inherent to its operations. Using a double materiality approach, the aim is to offer a clear overview of the assessment process undertaken, emphasizing how these critical factors influence and underpin the corporate strategy and business model. This process includes a thorough analysis of AmRest's business from the perspective of restaurant operations and value chain.

In 2024 Group completed a double materiality assessment, which provides an understanding of the material impacts, risks, and opportunities. The identified aspects influence the adaptation of the strategy and business model and the allocation of resources. This process has brought significant value to the management of sustainability topics.

Regarding the time horizons for the potential material IROs identified, AmRest used the deadlines established by the directive in ESRS 1 as a baseline.

AmRest followed the naming of ESRS topics given in the relevant legal acts during the process, but the ESRS sub-topic titles were adjusted, merging or specifying the scope. In the table below, the Company provides traceability between the regulatory and own names to ensure clarity on the perception of the results.

Table. Traceability between ESRS topics, sub-topics and AmRest own naming

ESRS topics	ESRS Sub-topic	AmRest Sub-topic
E1 Climate change	Energy	Energy
	Climate change adaptation	Climate change adaptation and mitigation
	Climate change mitigation	
E2 Pollution	Pollution of air	Pollution
	Pollution of soil	
	Substances of concern	
E3 Water and marine resources	Water	Water resources
	Marine Resources	Habitat degradation and intensity of pressure on marine resources
E4 Biodiversity and ecosystems	Direct impact drivers of biodiversity loss	Biodiversity loss in the value chain
	Impacts on the extent and condition of ecosystem	
E5 Resource use and circular economy	Resources inflows, including resource use	Efficient resource and waste management
	Resource outflows related to products and service	Organic Waste
	Waste	

ESRS topics	ESRS Sub-topic	AmRest Sub-topic
S1 Own workforce	Working conditions	Working conditions
	Equal treatment and opportunities for all	Equal treatment and opportunities for all
	Other work-related rights	Human rights, fundamental freedoms, democratic principles
S2 Workers in the value chain	Working conditions	Workers in the value chain
	Equal treatment and opportunities for all	
	Other work-related rights	
S3 Affected Communities	Communities' economic, social and cultural rights	Communities economic, social and cultural rights and development
	Communities' civil and political rights	
S4 Consumers and end-users	Information-related impacts for consumers and/or end-users	Consumer experience and information
	Personal safety of consumers and/or end-users	
	Social inclusion of consumers and/or end-users	
	Entity-specific	Food services excellence
G1 Business Conduct	Animal welfare	Animal welfare
	Management of relationships with suppliers including payment practices	Responsible sourcing
	Corporate culture	Corporate governance
	Protection of whistle-blowers	
	Corruption and bribery	
	Entity-specific	Data protection and Cybersecurity

The material impacts, risks, and opportunities (IROs) identified through this double materiality assessment include:

E1 Climate Change.

For **climate change**, 17 IROs were identified, categorized as six impacts, eight opportunities, and three risks, distributed across two sub-topics: **energy** and **climate change mitigation and adaptation**.

The **energy** sub-topic focuses on managing energy efficiency and the financial impacts of direct and indirect energy consumption. As a result of their assessment, the following IROs were identified:

- **Risks:**
  - *Financial losses due to volatile energy prices in the market*. This risk affects AmRest's own businesses, suppliers, and customers.
- **Impacts:**
  - *High dependence on traditional energy sources for electricity.* This impact is linked to AmRest's strategy and has a short-term horizon.
  - *Improvements in energy efficiency across all brands through initiatives such as installing energy-efficient equipment and solar panels.* This impact also ties to AmRest's strategy and has a short-term horizon.
- **Opportunities:**
  - *Increase renewable energy consumption due to the change of energy suppliers.*
  - *Access to financing from the European Union for the energy transition.* This opportunity affects both AmRest's own businesses and suppliers.
  - *Signing a Power Purchase Agreement (PPA) contract to stabilize energy costs over time.* This opportunity directly impacts AmRest's operations and indirectly affects suppliers within the value chain.
  - *Promoting the usage of low-emission vehicles, such as electric or hybrid vehicles.* This opportunity has implications for the entire value chain.

Climate change mitigation and adaptation. This area reflects AmRest's commitment to reducing greenhouse gas emissions and implementing measures to minimize climate-related impacts and optimize operations:

- **Risks**:
  - *Economic sanctions related to non-compliance with the decarbonization goals imposed by the UE Regulation (Paris Agreement*). It affects AmRest´s own operations and its value chain.
  - *Increasing temperatures in cities due to climate change result in greater energy consumption.* This directly affects AmRest´s operations.
- **Impacts:**
  - *Increased awareness among employees about climate change, including the adaptation and mitigation measures implemented by AmRest.* This impact is linked to AmRest's strategy and has a short-term horizon (within the next two years).
  - *Increased awareness of the need of clearly defined environmental strategy.* This impact also ties to AmRest's business strategy and has a short-term horizon.
  - *Reduction of GHG emissions thanks to the implementation of energy efficiency measures (energy mix, inclusion of electric vehicles in the transport fleet).* This impact is connected to AmRest's business strategy and has a medium-term horizon (two to five years).
  - *Loss of reputation and competitive position because of a failure to define and implement the ESG strategy and communication plan of the Group.* This impact is linked to AmRest's business strategy and has a long-term horizon.
- **Opportunities**
  - *Define a decarbonization strategy engaging third-party logistics.* This opportunity impacts the value chain.
  - *Define green energy purchasing requirements in AmRest operations.* This opportunity impacts AmRest's operations and suppliers.
  - *Access to EU funding for energy transition due to a higher percentage of alignment with EU taxonomy.* This opportunity impacts AmRest's operations and suppliers.
  - *Define requirements for using green vehicles in the fleet managed by third parties, which may impact the carbon footprint (E.g., last-mile delivery).* This opportunity affects the entire value chain.

E3. Water and marine sources.

Focused on sustainable water use and minimizing pressures on marine ecosystems across the value chain.

- **Risks**:
  - *Lack of water usage strategy considering stress areas as a result of climate change.*
  - *Financial fines and operational restrictions for not meeting new legal requirements relating to water management.*
  - *Increased demand for fish causing overfishing and higher prices.*
- **Impact:**
  - *Lower water usage related to installing low-consumption restaurant equipment (toilets, special plugs).* This *impact is linked to AmRest's strategy and has a short-term horizon.*
  - *Strengthen fish procurement requirements related to the promotion of sustainable fishing practices resulting in certified/sustainable supply of whitefish and salmon.*
- **Opportunities:**
  - *Use of rainwater/grey water in AmRest operations (e.g. cleaning).*

E4. Biodiversity and ecosystems.

Aimed at mitigating biodiversity loss throughout the value chain, focusing on sustainable agricultural practices. Three IROs were identified, with only one resulting as material:

- **Risks**:
  - *Non-compliance with the relevant laws regarding biodiversity resulting from purchases of controversial products from foreign suppliers (e.g., cocoa and coffee)*
- **Impact:**
  - *Loss of ecosystems due to agricultural activities (such as overexploitation of soils and the use of phytosanitary products).* This impact is connected to AmRest's strategy and has a medium-term horizon.

- **Opportunities**
  - *Include products that adjust to consumer preferences without changing the business model (e.g. vegan).*

E5. Resource use and circular economy.

This area is divided into two main sub-topics: efficient resource and waste management, and organic waste.

The sub-topic of **Efficient resource and waste management,** which corresponds to the ESRS sub-topic ***Resources inflows, including resource use*,** aims to ensure responsible management of the resources used, such as packaging, and to minimise waste through mechanisms of reduction, regeneration and optimisation of materials.

- **Risks**:
  - *Financial consequences for using environmentally unfriendly materials (for example Single use plastic tax)*. It affects AmRest´s operations and suppliers.
  - *Disruption to the supply of goods or logistics suppliers, resulting in limited access to essential supplies*. This risk affects the entire value chain.
- **Impacts:**
  - *Implementation of the Packaging and Waste Management Policies based on the circular economy model.* This impact is connected to AmRest's strategy and has a medium-term horizon.
  - *Reduction in the use of packaging due to the collaboration with logistics suppliers to reduce the packaging used in AmRest's.* This impact is linked to AmRest's strategy and has a short-term horizon.
  - *Weak internal control of waste management in some markets.* This impact also ties to AmRest's strategy and has a short-term horizon.
- **Opportunities**
  - *Cost savings achieved through the food saving programs.* This opportunity affects AmRest´s operations.
  - *Improve waste functionality (3R—recycle, reuse, repair) by implementing a global waste management model.* This will affect the entire value chain.

The **Organic waste** sub-topic focuses on reducing food waste through effective management and prevention programs. The following IROs have been identified:

- **Risks**:
  - *Financial consequences of the failure in waste segregation*. This risk is linked to AmRest´s operations.
  - *Lack of compliance with legal requirements on circularity*. It is linked to the entire value chain.
- **Impacts:**
  - *Reduction of landfill waste.* This impact is connected to AmRest's strategy and has a medium-term horizon.
  - *Actions implemented to minimize food waste, such as excess inventory management.* This impact also ties to AmRest´s strategy and has a medium-term horizon.
- **Opportunities:**
  - *Cost decrease by obtaining certificates related to waste management or circular economy*. Linked to AmRest´s own operations.
  - *Measuring the level of circularity of raw materials and organic waste (inputs and outputs).* Linked to AmRest´s value chain.
  - *Increasing consumer and employee awareness of waste segregation.* Affects AmRest´s value chain.

S1. Own Workforce.

Addresses employee ***Working conditions***, inclusion, and recruitment practices.

- **Risks**:
  - *Loss of knowledge and expertise due to key personnel turnover.* This risk impacts AmRest's own operations.
  - *Increased cost of labour resulting from staff turnover*. This risk affects AmRest's business directly.
  - *Risk of accidents generated in kitchens*. This risk impacts AmRest's own operations.
  - *Strikes and protests generated by reasons that are outside AmRest's control (geopolitical instability, human rights violation, national concerns, local discontent).*

- **Impacts:**
  - *The company's business model allows flexible working hours and different types of work contracts that respond to the needs of employees.* This impact ties to AmRest's business model and has a short-term horizon.
- **Opportunity:**
  - *Increasing employee well-being at work positively impacts employee retention and talent attraction*. This opportunity positively affects AmRest's own workforce.
  - *Due diligence implementation across ESG areas increases transparency.*

In terms of **Equal treatment and opportunities for all**, this sub-topic has identified the following IROs:

- **Risk**:
  - *Reputational loss resulting from the lack of women in top management executive positions. This risk impacts AmRest's operations and* external perception.
- **Impacts:**
  - *Increased labour inclusion of people without the minimum qualification.* This impact is linked to AmRest's strategy and has a medium-term horizon.
  - *Adapting HR processes in multiple languages allows hiring people from different countries or diverse national backgrounds.* This impact aligns with AmRest's business model and has a short-term horizon.
- **Opportunity:**
  - *Well-designed diversity strategy increases the company's position as an Employer of Choice*. This opportunity affects AmRest's operational inclusivity.

S2. Workers in the value chain.

Addresses employee ***Working conditions***, ***Equal treatment and opportunities for all*** and ***Other work related rights*** along the value chain. The following IROs have been identified:

- **Risk**:
  - *Delays and disruption in the supply chain due to workers' strikes as a result of poor working conditions.*
- **Impact:**
  - *Improving working conditions for employees in the value chain by implementing stricter supplier approval measures.* This impact has a medium-term horizon and benefits AmRest's value chain.
- **Opportunity:**
  - *Increased access to sustainable financing for demonstrating ESG/Social criteria throughout the company's value chain.*

S3. Affected communities.

- **Risks**:
  - *Resistance and activism in favour of small local businesses and against global brands.*
  - *Local legislation limiting business expansion or opening of new stores.*
- **Impacts:**
  - *Improve the well-being of underprivileged groups through global social programs*. This impact aligns with AmRest's strategy and has a short-term horizon.
- **Opportunity:**
  - *Increase social investment in countries or areas where AmRest operates*

S4. Consumers and end-users.

The sub-topic **Consumer experience and information,** which corresponds to the ESRS sub-topics ***Information-related impacts for consumers and/or end-users***, ***Personal safety of consumers and/or end-users*** and ***Social inclusion of consumers and/or end-users*** and an entity-specific sub-topic called ***Food services excellence***, has identified the following material IROs:

- **Risks**:
  - *Legal or reputational consequences due to failures in operational excellence*. This risk affects AmRest's operations and market position.

- **Impacts:**
  - *Improve customers' wellbeing, enabling them to make more informed and healthier choices in their daily diet.*
- **Opportunity:**
  - *Strengthen the accessibility of products and services for groups at risk of exclusion.* This opportunity affects AmRest's customer experience and operational inclusivity.

G1 Business Conduct.

This topic is composed of sub-topic **Corporate Governance** which corresponds to the ESRS sub-topics ***Corporate Culture***, ***Protection of whistle-blowers*** and ***Corruption and bribery***, sub-topic **Animal Welfare** which corresponds to the ESRS sub-topic ***Animal Welfare***, sub-topic **Responsible Sourcing** which corresponds to the ESRS sub-topic ***Management of relationships with suppliers including payment practices*** and an entity-specific sub-topic called **Data protection & Cybersecurity**.

In terms of **Corporate Governance** the following IROs have been identified as material:

- **Risk**:
  - *Failure of franchisees to adhere to policies and measures established by AmRest.*
  - *Possible sanctions due to violations of human rights and ethics, and cases of bribery and corruption across value chain.*
- **Impact:**
  - *Insufficient controls in corruption and bribery areas.*
- **Opportunities:**
  - *Strengthen the cooperation with trade, and industry and non-governmental organizations.*

In the **Animal Welfare** and **Responsible Sourcing** sub-topics AmRest identified:

- **Risks**:
  - *Financial or reputational losses related to failures in the identification and monitoring of regulatory changes related to animal welfare*
  - *Resistance to company's brands and activism in favour of animal welfare.*
  - *Lack of a general framework addressing human rights in the value chain*
- **Impacts:**
  - *Improving animal husbandry.*
  - *Ensure a responsible use of resources by implementation of ethical standards and practices across the value chain*
- **Opportunities:**
  - *Promoting ethical practices in animal husbandry.*
  - *Enhance long-term relationships with suppliers by implementing supplier engagement programs.*
  - *Define ESG criteria for suppliers selection in procurement purchases (such as raw materials, machinery, uniforms).*

In the **Data Protection and Cybersecurity** sub-topic the Company considers the following:

- **Risks**:
  - *Financial or reputational consequences of cybersecurity breaches.*
  - *Security breaches in the company's systems leading to loss of customers trust.*
- **Impact:**
  - *Lack of integration of multiple IT systems affects management and processing of personal and business data*
- **Opportunities:**
  - *Strengthen cybersecurity strategy to improve data security*
  - *Increase the security of AmRest mobile apps in line with the General Data Protection Regulation.*

Processes to identify and assess material impacts, risks, and opportunities

SBM-3 - Material impacts, risks and opportunities and their interaction with strategy and business model [48a, 48b, 48c(i), 48c(ii), 48c(iii), 48c(iv), 48d, 48f]

AmRest’s double materiality analysis includes analyses of both impact and financial materiality. A sustainability matter is considered material if it is significant from a financial perspective, impact perspective or both. The Company conducts a continuous and comprehensive medium-term review of the double materiality assessment whenever significant changes occur within the sector or the Company itself. Thus, the analysis of impacts, risks, and opportunities is guaranteed to remain up-to-date and in line with emerging trends. Moreover, the strategic decisions reflect the changing state of the market and its operating environment. The Company’s IRO identification process was based on a methodology comprising five principal activities: context analysis, identification of IROs, workshops maintained for their evaluation, stakeholder consultations and, lastly, interpretation of the results and preparation of the double materiality matrix. *[IRO-1/53a]*

- **Context analysis.**
  In the project's initial phase, AmRest conducted a comprehensive analysis of sector trends, evaluated the relevant European legislation affecting the Company, assessed the approach of ESG analysts within the sector, examined controversies, and conducted a comparative study of five competitors.
- **Identification of IROs.**
  The second phase of the project concentrated on identifying and clarifying the relevant IROs. This preliminary work provided the basis for strategic planning and project development.
- **Workshops for the evaluation of IROs.**
  This analysis was conducted at five workshops held throughout the project, with the participation of the Company’s subject matter experts and Senior Managers. Subsequently, IROs were evaluated, with each one assessed in terms of its associated scope, likelihood, and remediability.
- **Stakeholder consultations.** *[IRO-1/53b(iii)]*
  Consultations were held with both internal and external stakeholders. Nine interviews were conducted with Senior Managers, suppliers and brands. Additionally, AmRest conducted surveys, obtaining over 230 responses from five distinct stakeholder categories.
- **Double materiality matrix and interpretation of the results.**
  The final stage involved assigning an individual scale to each IRO based on the consultations' outcomes. The resulting tool generated materiality-based outcomes, which were then prioritized. This process led to the creation of the materiality matrix.

The IRO identification stage facilitated the association of IROs with all ten topical ESRS. Two IROs related to topics specific to the Group (entity-specific topics) were also identified, namely: “Data protection and Cybersecurity” and “Food services excellence” given their recent rise to prominence and potential impact on the Company’s activity.

A total of 24 impacts, 29 opportunities, and 24 risks were identified concerning each topic analysed. This resulted in 77 material IROs, derived from both the Company's own operations and from value chain stages upstream and downstream of AmRest. These topics are deemed material as they meet the criteria to be considered as such from the impact perspective, the financial perspective, or both.

The identification and assessment of material impacts, risks, and opportunities are results of the double materiality analysis, which has determined the information that the undertaking included in its Consolidated Statement of Non-Financial Information and Sustainability Information. The Group, taking the provisions of the ESRS as a basis, has applied a process methodology composed of the following stages. *[IRO-1/53a]*

- **Understanding stage**

The initial stage included an analysis of the Company and the environment in which it operates, encompassing both general market dynamics and the sustainability sector, as well as the trends that may influence its development. This analysis was conducted globally across all locations, operations, and activities, ensuring inclusivity of the full scope of AmRest’s activities and their specific significance. *[IRO-1/53bi]* A two-pronged approach, focusing on general trends and ESG principles, was adopted, allowing more accurate decision-making aligned with the sector's specific characteristics. This process enabled the Group's sustainability priorities to be identified and laid a solid foundation for future strategy development, ensuring that AmRest's decisions are aligned with long-term industry trends and challenges. *[IRO-1/53g]*

At first, the ESG standards were subjected to a comprehensive analysis, including evaluating future directives in light of their strategic value. This analysis considered specific European Green Deal directives and regulations, such as the CSRD and EFRAG, the Taxonomy Regulation, the New Circular Economy Action Plan, and the Green Claims Proposal. As a result, more than 70 out of 150 European Green Deal initiatives were identified as having a direct impact on the Company. Secondly, a comparative analysis of the main competitors was conducted, including a review of their sustainability and double materiality strategies and practices. This process allowed the Company to identify the best practices, the areas for improvement, and the key matters affecting the competitors. The next stage was to analyse the investors' expectations of the restaurant industry. As a result, the Company identified the key sustainability issues it must address to ensure its future success in the sector. Finally, the sector's main controversies were analysed, focusing on those directly affecting AmRest and its brands. These controversies facilitated the identification of areas of concern within the value chain. *[IRO-1/53bi] [IRO-1/53g]*

- **Identification stage** *[IRO-1/53bii] [IRO-1/53bii] [IRO-1/53biii]*

The identification stage centered around the recognition of the impacts, risks, and opportunities created by AmRest in both its internal operations and throughout its value chain, including operations, business relationships, joint ventures, and franchisees. When identifying risks, the company's risk map was used, focusing on aligning these risks with sustainability-related considerations.

Identifying the IROs was divided into several stages, as follows:

- Identification through an internal dialogue conducted within the Company's key areas associated with the material topics and stakeholders.
- Identifying the impacts by topic (positive or negative and actual or potential) including a qualitative description.
- Identification of the risks and opportunities that were classified by topic and accompanied by a qualitative description in each case.

AmRest has established a process to identify, assess, prioritize, and monitor risks and opportunities that may financially affect its operations. This process carefully examines the connections between the impacts and dependencies of natural, human, and social resources with the risks and opportunities that may arise from these impacts and dependencies. *[IRO-1/53ci]*

The IROs were assessed from two perspectives: impact and financial. The impact perspective relates to the long-term impacts of the Company's processes, activities, products, services, or relationships on people or the environment. On the other hand, the financial perspective focuses on identifying risks and opportunities.

Finally, to identify IROs and gain a more in-depth understanding of the Group's operations, relevant workshops for AmRest's managers and subject matter experts were held, providing a collaborative platform for a more comprehensive understanding of the Company. They focused on environmental, governance, human rights, and supply chain topics. At the beginning of each workshop, the attendees were provided with an overview of the project through an introduction of the purpose, a presentation of the methodology used, the different phases, and a definition of the various IROs. Then, each area's relevant material topics and subtopics were explained, and the subject matter experts and Senior Managers were informed about which topics were significant for them. *[IRO-1/53biii]*

To complement the workshops, consultations were held with both internal and external stakeholders to ensure a comprehensive view of impact materiality. Nine interviews were conducted with the representatives of the Senior Management, suppliers, and franchised brands owners. As the next step, surveys were carried out, delivering over 230 responses from five distinct stakeholder categories, including workforce, top management, and board members as internal stakeholders; and business partners, society, analysts, and suppliers as external stakeholders. The results of these consultations were cross-checked with scores from the quantitative external stakeholder consultation process (surveys), and a weighted average was applied to each topic.

- **Assessment stage** *[IRO-1/53iv] [IRO-1/53cii]*

The assessment stage resulted in prioritizing potential matters based on their significance to the Group, establishing a mechanism for assessing the impacts, risks, and opportunities. This phase was conducted using assessment scales to align the materiality assessment with the Company's internal processes and the assessment procedure established by the ESRS. The formula recommended by the ESRS was maintained, i.e., severity based on the likelihood of impact materiality and financial effect based on the likelihood of financial materiality.

The analysis conducted for financial materiality has been approached from a qualitative perspective. It is not tied to quantitative financial parameters but evaluated within the framework of a scaled assessment.

In assessing the materiality of each IRO, consideration should be given to its scale, scope, likelihood, and remediability.

- Scale: Level of importance attributed to each IRO. The value is determined by combining the overall data collected on each sub-topic from stakeholder consultations and external input, together with the assessment of each IRO. This global assessment leads to a final score on a scale of 1 to 5.
- Scope: rated from 0 to 5, reflecting the geographical extent of the impact.
- Likelihood: rated from 1 to 4, this denotes the likelihood of occurrence of the IRO.
- Remediability: rated from 0 to 5, measures how quickly risk exposure can affect an organization and how quickly it can be mitigated.

Impact materiality

Within the environmental section, the topic of greatest materiality is efficient resource and waste management, as implementing mechanisms to reduce, regenerate, and optimize materials and resources is crucial to AmRest's business model. In contrast, pollution represents the least material environmental topic, with a limited impact on the Company and no mention during the stakeholder interviews.

In the social realm, working conditions received the highest score since effective human resource management is fundamental to ensure compliance with the most stringent labour legislation, as well as with hygiene and health and safety standards. In comparison, the area of human rights achieved the lowest rating.

Regarding consumer and food-related matters, the most highly rated topic is responsible sourcing. This is due to the importance of sustainable practices and AmRest's supply chain management. It is important to note that, despite the low score awarded to animal welfare, it remains a significant concern for the Group.

In the area of governance, cybersecurity, and data protection emerge as the most material topics, given their impact on the Company's reputation and the potential consequences of an inadequate response to a cyberattack. Of these two, the topic of corporate governance received a lower score.

Financial materiality

Regarding financial materiality, efficient resource, and waste management are the most important material and environmental topics, as poor management in these areas could result in financial penalties or require investments to improve AmRest's operational practices. In contrast, habitat degradation and the intensity of pressure on marine resources received the lowest score since the Company's own operations do not have a direct impact on these areas and are identified mainly across the supply chain.

In the Social area, working conditions emerged as the most material topic, as sound human resource management can have a considerable economic and reputational impact. In comparison, the lowest scores were awarded to economic, social, and cultural rights, along with community development (S3).

Responsible sourcing was considered the most material topic within the food area, while food services excellence received the lowest rating. Nonetheless, AmRest considers the latter a fundamental topic for its business model, as the high standards in quality, food safety, and traceability of nutritional information are pivotal for the food business.

From the financial perspective, data protection and cybersecurity represent the most material issues in the governance domain.

- **Inclusion and identification stage**

The identification process facilitated the Group's recognition of the material topics. The results of the assessments performed by the internal and external stakeholders were analysed. Based on the analysis and consolidated results, a materiality threshold was established and defined according to the maximum and minimum ranges obtained in both materialities.

In the final stage, individual scores were assigned to each IRO based on the consultations' outcomes, thus generating a materiality classification. Priorities were then established, leading to the creation of a materiality matrix.

Furthermore, the stakeholders involved in the double materiality analysis were assigned a weighting. The weighting system reflects the importance of the responses received from each stakeholder. The scales were calculated for each topic based on the materiality of the above responses and the outcome of the interviews and surveys. The results were then cross-checked with the scores obtained during the quantitative external stakeholder consultation process (surveys), with a weighted average applied for each topic. The outcome of this process formed the materiality matrix or a definitive list of material topics:

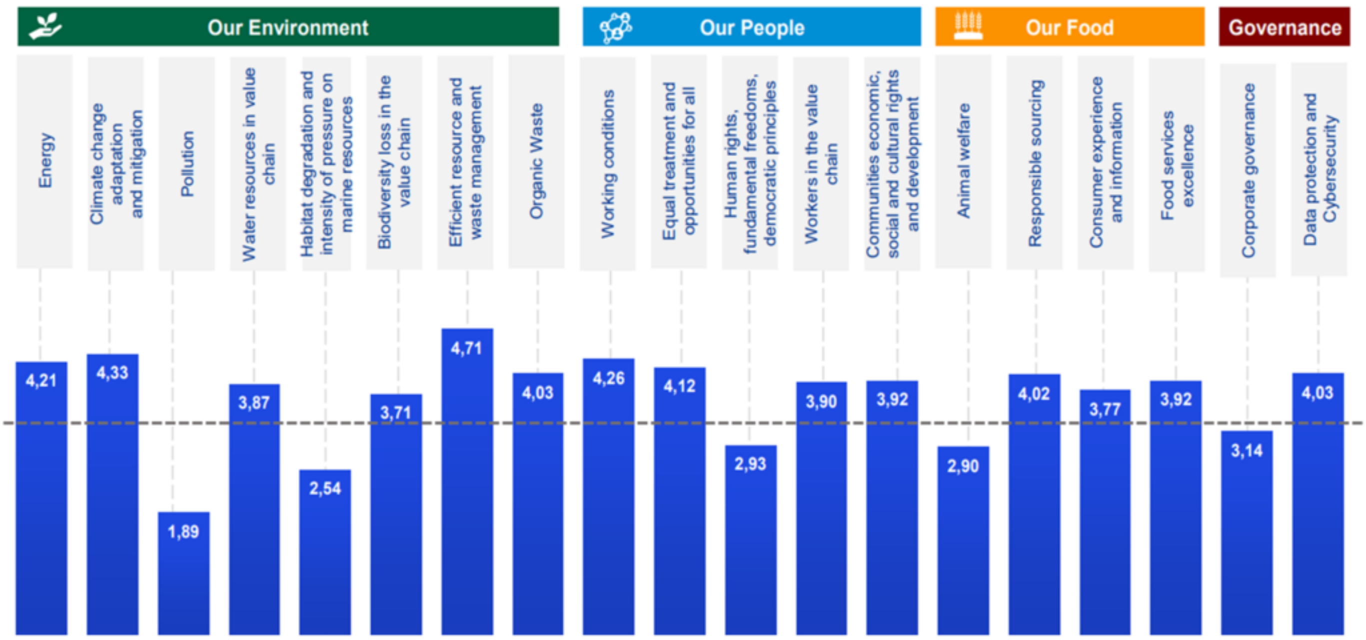
IRO-2 Disclosure requirements in ESRS covered by the undertaking's sustainability statement [IRO-2 59]

Throughout the materiality assessment process, the complete AR 16 list of sustainability topics, including all sub-topics and sub-subtopics, was analysed. Material impacts, risks, and opportunities were identified in detail to ensure consistency with the Disclosure Requirements ("DR"). In terms of defining the information to be disclosed on material IROs, a materiality threshold has been established and defined according to the maximum and minimum ranges obtained in both materialities:

Impact materiality

Minimum values of 1.89 and maximum values of 4.71 were identified, reflecting significant dispersion across the pre-defined scales, with varying levels of impact across all topics. The threshold was set at 70% of the highest assessed impact. The following graph displays the results for each subtopic, grouped by the four main pillars.

Infographic. Impact materiality

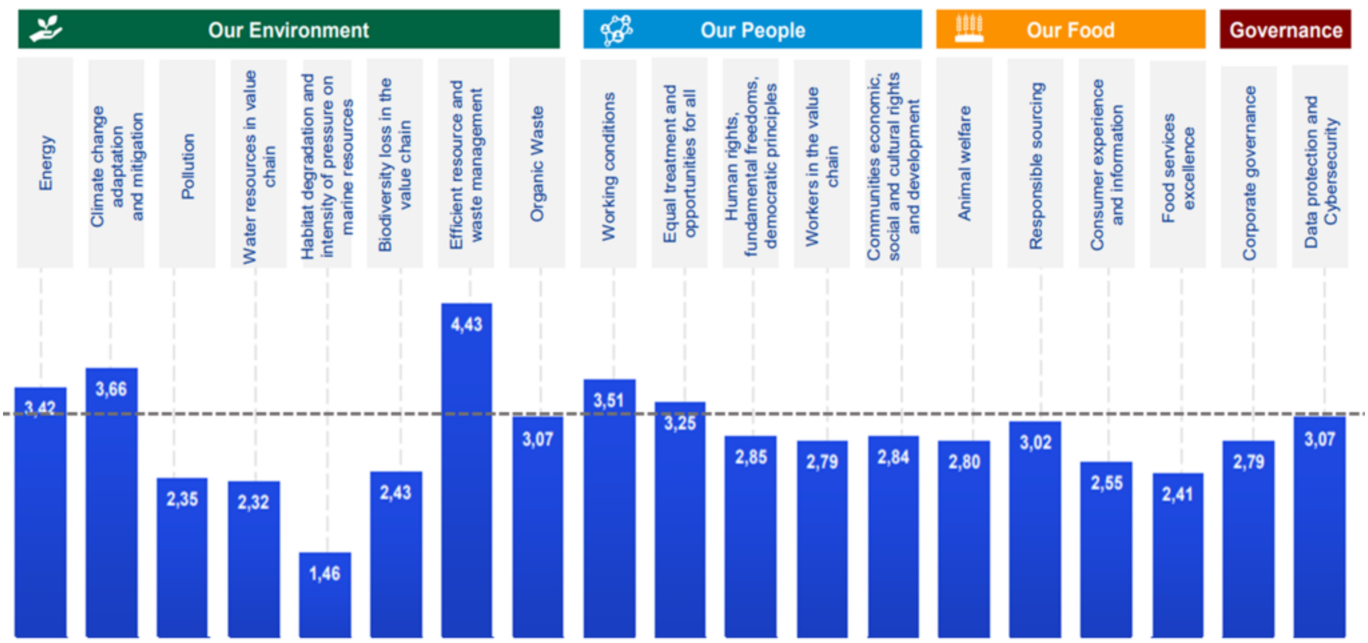


----- Impact materiality threshold: 3.30

Financial materiality

The values ranged from a minimum of 1.46 to a maximum of 4.43, showing a level of dispersion similar to that observed for impact materiality and heterogeneity in terms of impact levels. The threshold was set at 70% of the highest-rated risk assessed. The following graph presents the results for each subtopic, grouped by the four main pillars.

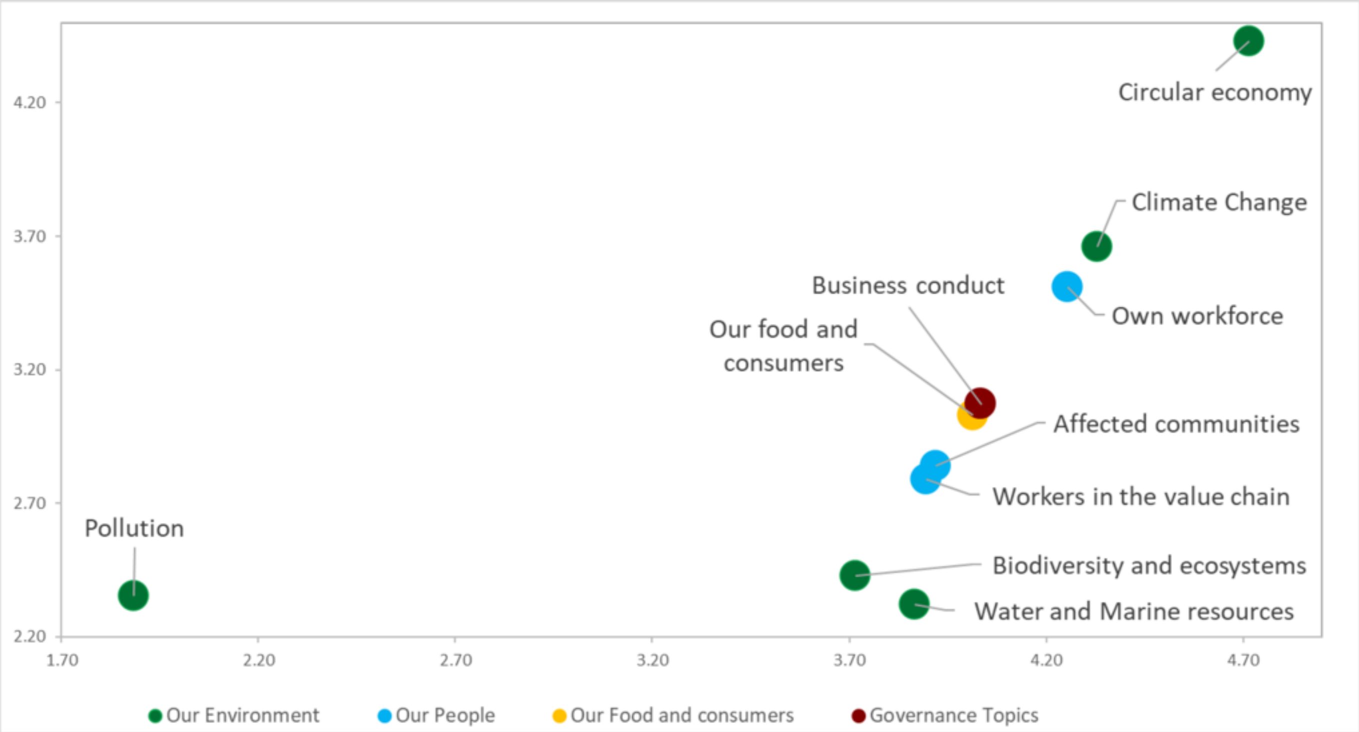
Infographic. Financial materiality



----- Impact materiality threshold: 3.10

In the final stage, individual scores were assigned to each IRO based on the consultations' outcomes, thus generating a materiality classification. Priorities were then established, leading to the creation of a materiality matrix.

Infographic. AmRest's double-materiality matrix

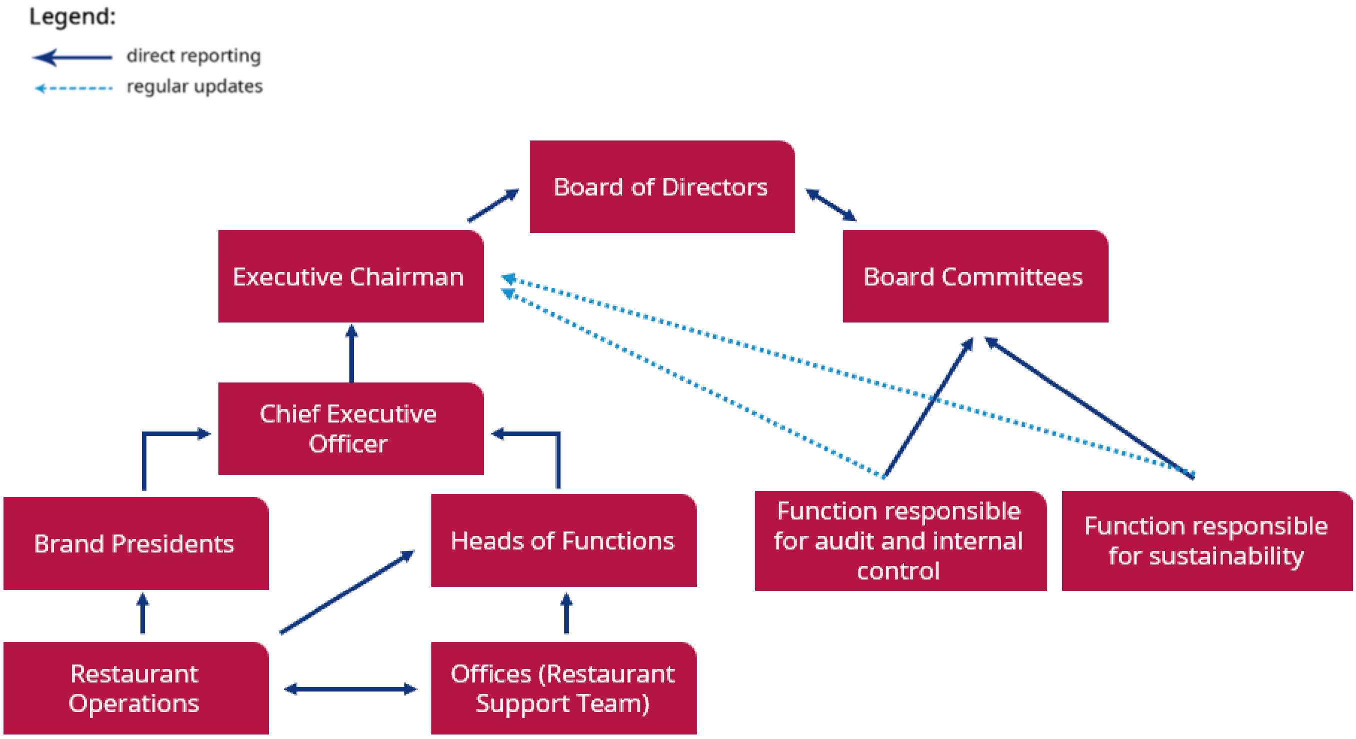


Governance bodies

GOV-1 The role of the administrative, management and supervisory bodies [21, 21a, 21c, 21d, 21e, 22, 22a, 22b, 22c, 22ci, 22cii, 22ciii, 22d, 23, 23a, 23b]

GOV-2 Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies [26a]

Infographic. Information about the reporting lines to the administrative, management and supervisory bodies



Board of Directors

Except for those matters reserved by law or the bylaws to the competence of the General Shareholders' Meeting, the Board of Directors is the Company's supreme decision-making body, and is responsible for the governance, management and administration of the business and interests of the Company.

Infographic. Board of Directors composition presented in numbers [GOV 1/21a, d, e]

- **7** Members of the Board
- **57%** Independent Board Members (4 out of 7)
- **43%** Female Board Members (3 out of 7)
- **1** Executive Board Member
- **6** Non-Executive Board Members

Table. Composition of the Board of Directors as of 31 December 2024

Name	Category of Director	Position on the Board	Profile [GOV-1 21c]
Mr. José Parés Gutiérrez	Executive	Chairman	CEO of Finaccess Capital (Mexico) since 2013 and Chairman of the Board of Directors of Restaurant Brands New Zealand Limited. He has international experience in marketing, sales, finance and operational management. He spent 19 years of his career working in various roles for Grupo Modelo (Mexico) and was the member of the Board of Crown Imports (Chicago, Illinois), Vice Chairman of the Board of MMI (Toronto, Canada), member of the Board of DIFA (Mexico) and member of the Mexican Brewers Association (Cámara de Cerveceros de México).

Name	Category of Director	Position on the Board	Profile [GOV-1 21c]
Mr. Luis Miguel Álvarez Pérez	Proprietary	Vice Chairman	Board Member, Audit Committee Member and Investment Committee Member of Finaccess, S.A.P.I. (since 2013). Founder and CEO of Compitalia, S.A. de C.V. Member of the Board of Directors and of the Appointments and Remuneration Committee of Restaurant Brands New Zealand Limited. Previously held several roles at Grupo Modelo (Mexico) for more than 25 years. Currently he is a member of the Board of Directors of numerous private companies and NGOs, in addition to holding various positions in the Finaccess Group.
Mr. Pablo Castilla Reparaz	Independent	Lead Independent Director	He has more than 30 years of experience in the banking sector as a lawyer for Banco Santander, S.A., having been responsible for M&A transactions in several jurisdictions. He has also served as Director of Santander Direkt Bank (Germany), Director of Banco Mercantil (Peru), Secretary non director of BT Telecomunicaciones S.A., director Secretary of Santander Investment, S.A., Secretary of the Investment Committee of Grupo Santander, director Secretary of OpenBank and director Secretary of Grupo Vitaldent.
Ms. Mónica Cueva Díaz	Independent	Director	She worked with Banco Santander for more than 30 years, holding various roles in different jurisdictions, generally linked to the financial, accounting and control areas, also participating in important integration processes such as the acquisition of ABN AMRO. Ms. Mónica Cueva has also been a college professor and lecturer, a member of the European Banking Authority representing Banco Santander, and a director in numerous companies of the Santander Group. She currently holds the position of director of Banco Santander Río (Argentina).
Mr. Emilio Fullaondo Botella	Independent	Director	He held senior management positions for more than 23 years in the beer industry, leading various departments related to the financial area of the Mexican beer group Grupo Modelo, including the position of Chief Financial Officer for a period of 4 years and subsequently in the Belgian company AB InBev, following the acquisition by Grupo Modelo as Chief People Officer for Middle Americas until his resignation in January 2019. Currently, he is an independent director of the Restaurant Brands New Zealand Limited.
Ms. Begoña Orgambide García	Proprietary	Director	She is currently Director of Investor Relations at Finaccess Capital, S.A. de C.V. and has developed expertise in investment analysis, mainly in the restaurant and real estate sector, and return evaluation. She is also responsible for the design and implementation of the communication strategy for the investor group regarding the financial situation and evolution of the different investments. Previously, she was Director of Investor Relations at Grupo Modelo S.A.B. de C.V. and subsequently held the same position at Grupo Sports World S.A.B. de C.V. In 2015, she joined Walmart de México S.A.B. de C.V. as Director of Strategic Planning and M&A.
Ms. Romana Sadurska	Independent	Director	She was a professor at the University of Sidney and the Australian National University. She was also a partner in the Secretary General of the Spanish law firm Uría Menédez, being responsible for the practice area of Central and Eastern Europe of said firm. She has also served as Executive Vice Chairman of the Professor Uría Foundation. She is currently a member of the Patronage ("Patronato") of the Aspen Institute Spain and a member of the Real Diputación de San Andrés de los Flamencos - Fundación Carlos de Amberes.

[IRO-1/26a-c, 53d-f] There is no formalized approach to management of the impacts, risks and opportunities on a Board of Directors level. However, five most material topics (see the AmRest's double-materiality matrix infographic in section "Material impacts, risks and opportunities") were addressed in the agenda of the formal Board Committees in 2024:

- Audit and Risk Board Committee – Business Conduct;
- Appointments, Remuneration, and Corporate Governance Board Committee – Business Conduct;
- Sustainability, Health, and Safety Board Committee – Circular Economy, Climate Change, Own workforce, Our Food and Consumers.

Related information and performance analyses were presented to the Board Committee Members by AmRest Subject-Matter Experts on a quarterly basis.

Table. Board Committees

Committee name	Members **(Chairperson)**	Description and main responsibilities related to sustainability
EXECUTIVE BOARD COMMITTEE	**Mr. José Parés Gutiérrez** Mr. Luis Miguel Álvarez Pérez Mr. Pablo Castilla Reparaz	**The Board of Directors has delegated its authority, except for those that by the Law, the Articles of Association and the Board of Directors Regulations of AmRest Holdings, SE cannot be delegated, to an Executive Committee.** The Executive Committee shall inform the Board of Directors of the important matters and decisions adopted at its meetings.
AUDIT AND RISK BOARD COMMITTEE	**Ms. Mónica Cueva Díaz** Mr. Pablo Castilla Reparaz Mr. Emilio Fullaondo Botella	**The Audit and Risk Committee at AmRest plays an important role in ensuring the integrity of the company's financial and non-financial/sustainability reporting and the effectiveness of its risk management systems. The Committee helps maintain the trust of shareholders and other stakeholders, by overseeing that AmRest operates with high standards of governance and accountability.** 1. Financial Oversight: The committee oversees the preparation and presentation process, and the integrity of financial and non-financial/sustainability information, reviewing compliance with legal requirements. This includes reviewing the correct application of accounting standards and any changes to them. 2. Internal Controls and Risk Management: The committee monitors the effectiveness of the internal control systems and the enterprise risk management framework. This involves monitoring in general that the internal control policies and systems established are applied effectively in practice. 3. Compliance: Ensuring that the company complies with legal and regulatory requirements is a critical function. For this purpose, the committee monitors ■ the main activities carried out by the Compliance Department; ■ the Global Compliance Model; ■ the complaints received through the channels established at the AmRest Group; and ■ the investigations and inspections, reporting ethical violations and ensuring appropriate actions are taken. 4. Internal and External Audits: The committee oversees internal and external audit functions. This includes approving the internal audit plan, ensuring that it focuses primarily on the main risks the company is exposed to (including reputational risk), receive regular report-backs on its activities, and verify that Senior Management are acting on the findings and recommendations of its reports. The committee also manages the relationship with external auditors, including proposing their appointment, compensation, and performance.

Committee name	Members (**Chairperson**)	Description and main responsibilities related to sustainability
APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE BOARD COMMITTEE	**Mr. Pablo Castilla Reparaz** Mr. Luis Miguel Álvarez Pérez Mr. Emilio Fullaondo Botella Ms. Romana Sadurska	**The Appointments, Remuneration, and Corporate Governance Committee at AmRest helps maintain a robust governance framework, by overseeing that AmRest operates with integrity and in the best interests of its stakeholders.** 1. Board Composition and Appointments: The committee assesses the qualifications, knowledge, and experience required for the Board of Directors. It is responsible for defining the functions and qualifications required from candidates, evaluating the exactly amount of time and dedication required for them to effectively discharge their duties, ensuring a diverse and competent Board. 2. Remuneration Policies: The committee proposes the remunerations policy for the Directors, including the remuneration for the Executive Chairman and the other conditions of his contract, reviewing it periodically and ensuring compliance. Also, the committee proposes the remuneration policy applied for Senior Management, including the remuneration packages with shares and their application. 3. Corporate Governance and Compliance: The committee oversees compliance with corporate governance policies and rules, as well as the Company's internal codes of conduct, ensuring that the corporate culture is aligned with its purpose and values, and evaluates and periodically reviews 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. 4. Performance Evaluation: The committee coordinates the periodic evaluation of the performance of the Board of Directors and its committees. This helps identify areas for improvement and ensures that the Board operates effectively. 5. Succession Planning: The committee is responsible for reviewing and organizing succession plans for key positions within the company. This ensures continuity in leadership and the smooth functioning of the organization.
SUSTAINABILITY, HEALTH AND SAFETY BOARD COMMITTEE	**Ms. Romana Sadurska** Mr. Pablo Castilla Reparaz Ms. Mónica Cueva Díaz	**The Sustainability, Health, and Safety Committee at AmRest oversees that AmRest operates responsibly, prioritizing the well-being of its employees, customers, and the protection of the environment.** 1. Occupational Safety: The committee reviews and monitors policies and frameworks related to occupational safety, ensuring that the company maintains a safe working environment for all employees. 2. Nutrition and Food Safety: The committee oversees the management frameworks and policies concerning nutrition and food safety, contributing to the company's products maintaining the highest quality and safety standards. 3. Sustainability: The committee is responsible for overseeing the progress of the company's sustainability strategies. This includes monitoring environmental impact, resource management, and other sustainability initiatives. 4. Reporting and Recommendations: The committee regularly report to the Board of Directors on significant issues within its purview and recommend improvements and new initiatives.

Senior Management

Senior Management is defined as executives who report directly to the Board of Directors, the Executive Chairman, or the Chief Executive Officer of the Company, including the person responsible for Internal Audit. This group has the authority to make managerial decisions that may affect the Company's future development and business prospects.

Table. Composition of the Senior Management and material topics within their scope of responsibility

Name	Position(s)	Material topics responsibility
Mr. Luis Comas Jiménez	Chief Executive Officer	Climate Change, Water and Marine resources, Biodiversity and ecosystems, Circular economy, Own workforce, Workers in the value chain, Affected communities, Consumers, Business conduct
Mr. Ismael Sánchez Moreno	Chief People Officer	Own workforce, Workers in the value chain, Affected communities, Consumers, Business conduct
Mr. Daniel del Río Benítez	Chief Operations Officer	Climate Change, Water and Marine resources, Biodiversity and ecosystems, Circular economy
Mr. Eduardo Zamarripa Escamilla	Chief Financial Officer	Climate Change, Business conduct
Mr. Santiago Gallo Pérez	Chief Marketing Officer	Affected communities, Consumers
Mr. Robert Żuk	Chief Information Officer	Business conduct (Cybersecurity)
Mr. Ramanurup Sen	Food Services President	Climate Change, Water and Marine resources, Biodiversity and ecosystems, Circular economy, Workers in the value chain, Consumers, Business conduct
Mr. Mauricio Gárate Meza	General Counsel	Own workforce, Workers in the value chain, Affected communities, Consumers, Business conduct
Mr. Jacek Niewiadomski	Chief Internal Audit and Control Officer	Business conduct (Corporate Governance)

GOV-3 Integration of sustainability-related performance in incentive schemes [29, 29a, 29b, 29c, 29d, 29e]

While the Company has set internal sustainability objectives, it is still working on the implementation of an incentive scheme to support these goals.

Statement on due diligence

GOV-4 Statement on Due Diligence [GOV-4/ 30, 32]

Table. Core elements of due diligence [GOV-4/ AR10]

CORE ELEMENTS OF DUE DILIGENCE	Paragraphs in the Consolidated Statement of Non-Financial Information and Sustainability Information
a) Embedding due diligence in governance, strategy, and business model	General Information
b) Engaging with affected stakeholders in all key steps of the due diligence	General Information
c) Identifying and assessing adverse impacts	General Information
d) Taking actions to address those adverse impacts	Environmental Information, Social Information, Governance Information
e) Tracking the effectiveness of these efforts and communicating	Environmental Information, Social Information, Governance Information

GOV-5 Risk management and internal controls over sustainability reporting [36a, 36b, 36c, 36d, 36e]

Risk management and internal control over sustainability reporting

[ESRS 2 GOV-5 36a-e] AmRest has Enterprise Risk Management ("ERM") at the group level, following best practices and the COSO framework, overseen by the Global Risk and Compliance Department, with the main aim of ensuring compliance with regulations. Within this ERM framework, there are some risks related to the publication of the sustainability statement. However, AmRest does not have a formalized internal control system over sustainability reporting.

List of disclosure requirements to report under ESRS

[BP-2 16]

Table. List of disclosure requirements to report under ESRS

Standard	Cross-cutting / Topic	Nr.	Reporting Area	Designation of the DRs	Section	Page
ESRS 2	General disclosures	BP-1	General	General basis for preparation of the sustainability statement	General Information BP-1 Section: Basis for preparation	36-38
ESRS 2	General disclosures	BP-2	General	General basis for preparation of the sustainability statement Disclosures in relation to specific circumstances Disclosures in relation to specific circumstances - Time horizons Disclosures in relation to specific circumstances - Value chain estimation Disclosures in relation to specific circumstances - Sources of estimation and outcome uncertainty Disclosures in relation to specific circumstances - Changes in preparation or presentation of sustainability information Disclosures in relation to specific circumstances - Reporting errors in prior periods Disclosures in relation to specific circumstances - Disclosures stemming from other legislation or generally accepted sustainability reporting pronouncements Disclosures in relation to specific circumstances - Incorporation by reference Disclosures in relation to specific circumstances - Use of phase-In provisions in accordance with Appendix C of ESRS 1	General Information BP-1 Section: Basis for preparation	36-38
ESRS 2	General disclosures	GOV-1	Governance (GOV)	The role of the administrative, management and supervisory bodies	General Information GOV-1 Section: Governance bodies	58-62
ESRS 2	General disclosures	GOV-2	Governance (GOV)	Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies	General Information GOV-2 Section: Governance bodies	58-62
ESRS 2	General disclosures	GOV-3	Governance (GOV)	Integration of sustainability-related performance in incentive schemes	General Information GOV-3 Section: Senior Management	62
ESRS 2	General disclosures	GOV-4	Governance (GOV)	Statement on due diligence	General Information GOV-3 Section: Statement on due diligence	62
ESRS 2	General disclosures	GOV-5	Governance (GOV)	Risk management and internal controls over sustainability reporting	General Information GOV-5 Section: Risk management and internal control over sustainability reporting	62
ESRS 2	General disclosures	SBM-1	Strategy (SBM)	Strategy, business model and value chain	General Information SBM-1 Section: Strategy and business model	39-41
ESRS 2	General disclosures	SBM-2	Strategy (SBM)	Interests and views of stakeholders	General Information SBM-2 Section: Stakeholder dialogue	43-47
ESRS 2	General disclosures	SBM-3	Strategy (SBM)	Material impacts, risks and opportunities and their interaction with strategy and business model	General Information SBM-3 Section: Material impacts, risks and opportunities	47-57

Standard	Cross-cutting / Topic	Nr.	Reporting Area	Designation of the DRs	Section	Page
ESRS 2	General disclosures	IRO-1	Impact, risk and opportunity management (IRO)	Description of the processes to identify and assess material impacts, risks and opportunities	General Information IRO-1 Processes to identify and assess material impacts, risks, and opportunities	53-57
ESRS 2	General disclosures	IRO-2	Impact, risk and opportunity management (IRO)	Disclosure requirements in ESRS covered by the undertaking's sustainability statement	General Information IRO-1 Processes to identify and assess material impacts, risks, and opportunities	53-57
ESRS 2	General disclosures	MDR-P	Impact, risk and opportunity management (IRO)	Policies adopted to manage material sustainability matters	Throughout the entire Consolidated Statement of Non-Financial Information and Sustainability Information	
ESRS 2	General disclosures	MDR-A	Impact, risk and opportunity management (IRO)	Actions and resources in relation to material sustainability matters	Throughout the entire Consolidated Statement of Non-Financial Information and Sustainability Information	
ESRS 2	General disclosures	MDR-M	Metrics and targets (MT)	Metrics in relation to material sustainability matters	Throughout the entire Consolidated Statement of Non-Financial Information and Sustainability Information	
ESRS 2	General disclosures	MDR-T	Metrics and targets (MT)	Tracking effectiveness of policies and actions through targets	Throughout the entire Consolidated Statement of Non-Financial Information and Sustainability Information	
ESRS E1	Climate change	GOV-3	Governance (GOV)	Integration of sustainability-related performance in incentive schemes	Environmental information. Section: Climate Change GOV-3 Integration of sustainability-related performance in incentive schemes	90
ESRS E1	Climate change	E1-1	Strategy (SBM)	Transition plan for climate change mitigation	Environmental information. Section: Climate Change	91-102
ESRS E1	Climate change	SBM-3	Strategy (SBM)	Material impacts, risks and opportunities and their interaction with strategy and business model	Environmental information. Section: Climate Change E1 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model	92-94
ESRS E1	Climate change	IRO-1	Impact, risk and opportunity management (IRO)	Description of the processes to identify and assess material climate-related impacts, risks and opportunities	Environmental information. Section: Climate Change SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model	92-94
ESRS E1	Climate change	E1-2	Impact, risk and opportunity management (IRO)	Policies related to climate change mitigation and adaptation	Environmental information. Section: Climate Change E1-2 Policies related to climate change mitigation and adaptation	94-96
ESRS E1	Climate change	E1-3	Impact, risk and opportunity management (IRO)	Actions and resources in relation to climate change policies	Environmental information. Section: Climate Change E1-3 Actions and resources in relation to climate change policies	96
ESRS E1	Climate change	E1-4	Metrics and targets (MT)	Targets related to climate change mitigation and adaptation	Environmental information. Section: Climate Change E1-4 Targets related to climate change mitigation and adaptation	96

Standard	Cross-cutting / Topic	Nr.	Reporting Area	Designation of the DRs	Section	Page
ESRS E1	Climate change	E1-5	Metrics and targets (MT)	Energy consumption and mix Energy consumption and mix - Energy intensity based on net revenue	Environmental information. Section: Climate Change E 1-5 Energy consumption and mix Energy consumption and mix - Energy intensity based on net revenue	97
ESRS E1	Climate change	E1-6	Metrics and targets (MT)	Gross Scopes 1, 2, 3 and Total GHG emissions GHG Intensity based on net revenue	Environmental information. Section: Climate Change E1-6 Gross Scopes 1, 2, 3 and Total GHG emissions GHG Intensity based on net revenue	97-99
ESRS E1	Climate change	E1-7	Metrics and targets (MT)	GHG removals and GHG mitigation projects financed through carbon credits	Environmental information. Section: Climate Change E1-7 GHG removals and GHG mitigation projects financed through carbon credits	100
ESRS E1	Climate change	E1-8	Metrics and targets (MT)	Internal carbon pricing	Environmental information. Section: Climate Change E1-8 Internal carbon pricing	100
ESRS E1	Climate change	E1-9	Metrics and targets (MT)	Anticipated financial effects from material physical and transition risks and potential climate-related opportunities	Not reported. More information in the table. Omitted Information in the "About this Report" section.	
ESRS E2	Pollution	IRO-1	Impact, risk and opportunity management (IRO)	Description of the processes to identify and assess material pollution-related impacts, risks and opportunities	Not material according to the double materiality analysis.	
ESRS E2	Pollution	E2-1	Impact, risk and opportunity management (IRO)	Policies related to pollution	Not material according to the double materiality analysis.	
ESRS E2	Pollution	E2-2	Impact, risk and opportunity management (IRO)	Actions and resources related to pollution	Not material according to the double materiality analysis.	
ESRS E2	Pollution	E2-3	Metrics and targets (MT)	Targets related to pollution	Not material according to the double materiality analysis.	
ESRS E2	Pollution	E2-4	Metrics and targets (MT)	Pollution of air, water and soil	Not material according to the double materiality analysis.	
ESRS E2	Pollution	E2-5	Metrics and targets (MT)	Substances of concern and substances of very high concern	Not material according to the double materiality analysis.	
ESRS E2	Pollution	E2-6	Metrics and targets (MT)	Anticipated financial effects from material pollution-related impacts, risks and opportunities	Not material according to the double materiality analysis.	
ESRS E3	Water and Marine Resources	IRO-1	Impact, risk and opportunity management (IRO)	Description of the processes to identify and assess material water and marine resources-related impacts, risks and opportunities	Environmental Information / ESRS E3 Section: Water and Marine Resources SBM-3 - Incidents, Risks, and Opportunities of Material Relevance and Their Interaction with the Strategy and Business Model	103-105
ESRS E3	Water and Marine Resources	E3-1	Impact, risk and opportunity management (IRO)	Policies related to water and marine resources	Environmental Information / ESRS E3 Section: Water and Marine Resources E3-1 Policies	103
ESRS E3	Water and Marine Resources	E3-2	Impact, risk and opportunity management (IRO)	Actions and resources related to water and marine resources	Environmental Information / ESRS E3 Section: Water and Marine Resources E3-2 Actions and Related Resources	103-104
ESRS E3	Water and Marine Resources	E3-3	Metrics and targets (MT)	Targets related to water and marine resources	Environmental Information / ESRS E3 Section: Water and Marine Resources E3-3 Targets	104

Standard	Cross-cutting / Topic	Nr.	Reporting Area	Designation of the DRs	Section	Page
ESRS E3	Water and Marine Resources	E3-4	Metrics and targets (MT)	Water consumption	Environmental Information / ESRS E3 Section: Water and Marine Resources E3-4 Water Consumption	105
ESRS E3	Water and Marine Resources	E3-5	Metrics and targets (MT)	Anticipated financial effects from material water and marine resources-related risks and opportunities	Not reported. More information in the table. Omitted Information in the "About this Report" section.	
ESRS E4	Biodiversity and ecosystems	E4-1	Strategy (SBM)	Transition plan and consideration of biodiversity and ecosystems in strategy and business model	Environmental Information / ESRS E4 Section: Biodiversity and Ecosystems E4-1 Transition Plan and Assessment	106
ESRS E4	Biodiversity and ecosystems	SBM-3	Strategy (SBM)	Material impacts, risks and opportunities and their interaction with strategy and business model	Environmental Information / ESRS E4 Section: Biodiversity and Ecosystems E4 SBM-3 Incidents, Risks, and Opportunities of Material Relevance	106
ESRS E4	Biodiversity and ecosystems	IRO-1	Impact, risk and opportunity management (IRO)	Description of processes to identify and assess material biodiversity and ecosystem-related impacts, risks, dependencies and opportunities	Environmental Information / ESRS E4 Section: Biodiversity and Ecosystems E4 IRO-1 Description of Processes for Identifying and Assessing Incidents, Risks, and Opportunities	106
ESRS E4	Biodiversity and ecosystems	E4-2	Impact, risk and opportunity management (IRO)	Policies related to biodiversity and ecosystems	Environmental Information / ESRS E4 Section: Biodiversity and Ecosystems E4-2 Policies related to biodiversity and ecosystems	106-107
ESRS E4	Biodiversity and ecosystems	E4-3	Impact, risk and opportunity management (IRO)	Actions and resources related to biodiversity and ecosystems	Environmental Information / ESRS E4 Section: Biodiversity and Ecosystems E4-3 Actions and resources related to biodiversity and ecosystem	106-107
ESRS E4	Biodiversity and ecosystems	E4-4	Metrics and targets (MT)	Targets related to biodiversity and ecosystems	Environmental Information / ESRS E4 Section: Biodiversity and Ecosystems E4-4 Targets related to biodiversity and ecosystems	106-107
ESRS E4	Biodiversity and ecosystems	E4-5	Metrics and targets (MT)	Impact metrics related to biodiversity and ecosystems change	Environmental Information / ESRS E4 Section: Biodiversity and Ecosystems E4-5 Impact metrics related to biodiversity and ecosystems change	106-107
ESRS E4	Biodiversity and ecosystems	E4-6	Metrics and targets (MT)	Anticipated financial effects from biodiversity and ecosystem-related risks and opportunities	Not reported. More information in the table. Omitted Information in the "About this Report" section.	
ESRS E5	Resource use and circular economy	IRO-1	Impact, risk and opportunity management (IRO)	Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities	Environmental Information / ESRS E5 Section: Resource Use and Circular Economy E5 ESRS 2 IRO-1 Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities	108-111
ESRS E5	Resource use and circular economy	E5-1	Impact, risk and opportunity management (IRO)	Policies related to resource use and circular economy	Environmental Information / ESRS E5 Section: Circular Economy E5-1 Policies related to resource use and circular economy	109-110

Standard	Cross-cutting / Topic	Nr.	Reporting Area	Designation of the DRs	Section	Page
ESRS E5	Resource use and circular economy	E5-2	Impact, risk and opportunity management (IRO)	Actions and resources related to resource use and circular economy	Environmental Information / ESRS E5 Section: Resource Use and Circular Economy E5-2 Actions and resources related to resource use and circular economy	108-109
ESRS E5	Resource use and circular economy	E5-3	Metrics and targets (MT)	Targets related to resource use and circular economy	Environmental Information / ESRS E5 Section: Resource Use and Circular Economy E5-3 Targets related to resource use and circular economy	110
ESRS E5	Resource use and circular economy	E5-4	Metrics and targets (MT)	Resource inflows	Environmental Information / ESRS E5 Section: Resource Use and Circular Economy E5-4 Resource inflows	110
ESRS E5	Resource use and circular economy	E5-5	Metrics and targets (MT)	Resource outflows Resource outflows - Products and materials Resource outflows - Waste	Environmental Information / ESRS E5 Section: Resource Use and Circular Economy E5-5 Resource Outflows	110-111
ESRS E5	Resource use and circular economy	E5-6	Metrics and targets (MT)	Anticipated financial effects from resource use and circular economy-related impacts, risks and opportunities	Not reported. More information in the table. Omitted Information in the "About this Report" section.	
ESRS S1	Own Workforce	SBM-2	Strategy (SBM)	Interests and views of stakeholders	Social Information/ ESRS S1 Section: Own workforce SBM-2 Interests and views of stakeholders	115-118
ESRS S1	Own Workforce	SBM-3	Strategy (SBM)	Material impacts, risks and opportunities and their interaction with strategy and business model	Social Information/ ESRS S1 Section: Own Workforce SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model	118-119
ESRS S1	Own Workforce	S1-1	Impact, risk and opportunity management (IRO)	Policies related to own workforce	Social Information/ ESRS S1 Section: Own workforce S1-1 Policies related to own workforce	120-122
ESRS S1	Own Workforce	S1-2	Impact, risk and opportunity management (IRO)	Processes for engaging with own workforce and workers' representatives about impacts	Social Information/ ESRS S1 Section: Own workforce S1-2 Processes for engaging with own workforce and workers' representatives about impacts	115-118
ESRS S1	Own Workforce	S1-3	Impact, risk and opportunity management (IRO)	Processes to remediate negative impacts and channels for own workers to raise concerns	Social Information/ ESRS S1 Section: Own workforce S1-3 Processes to remediate negative impacts and channels for own workers to raise concerns	120-122
ESRS S1	Own Workforce	S1-4	Impact, risk and opportunity management (IRO)	Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions	Social Information/ ESRS S1 Section: Own workforce S1-4 Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions	119

Standard	Cross-cutting / Topic	Nr.	Reporting Area	Designation of the DRs	Section	Page
ESRS S1	Own Workforce	S1-5	Metrics and targets (MT)	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	Social Information/ ESRS S1 Section: Own workforce S1-5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	119
ESRS S1	Own Workforce	S1-6	Metrics and targets (MT)	Characteristics of the undertaking's employees	Social Information/ ESRS S1 Section: Own workforce S1-6 Characteristics of the undertaking's employees	123-124
ESRS S1	Own Workforce	S1-7	Metrics and targets (MT)	Characteristics of non-employee workers in the undertaking's own workforce	Not reported. More information in the table. Omitted Information in the "About this Report" section.	
ESRS S1	Own Workforce	S1-8	Metrics and targets (MT)	Collective bargaining coverage and social dialogue	Social Information/ ESRS S1 Section: Own workforce S1-8 Collective bargaining coverage and social dialogue	124
ESRS S1	Own Workforce	S1-9	Metrics and targets (MT)	Diversity metrics	Social Information/ ESRS S1 Section: Own workforce S1-9 Diversity metrics	125
ESRS S1	Own Workforce	S1-10	Metrics and targets (MT)	Adequate wages	Social Information/ ESRS S1 Section: Own workforce S1-10 Adequate wages	125
ESRS S1	Own Workforce	S1-11	Metrics and targets (MT)	Social protection	Not reported. More information in the table. Omitted Information in the "About this Report" section.	
ESRS S1	Own Workforce	S1-12	Metrics and targets (MT)	Persons with disabilities	Social Information/ ESRS S1 Section: Own workforce S1-12 Persons with disabilities	126
ESRS S1	Own Workforce	S1-13	Metrics and targets (MT)	Training and skills development metrics	Social Information/ ESRS S1 Section: Own workforce S1-13 Training and skills development metrics	126
ESRS S1	Own Workforce	S1-14	Metrics and targets (MT)	Health and safety metrics	Social Information/ ESRS S1 Section: Own workforce S1-14 Health and safety metrics	126
ESRS S1	Own Workforce	S1-15	Metrics and targets (MT)	Work-life balance metrics	Not reported. More information in the table. Omitted Information in the "About this Report" section.	
ESRS S1	Own Workforce	S1-16	Metrics and targets (MT)	Remuneration metrics (pay gap and total remuneration)	Social Information/ ESRS S1 Section: Own workforce S1-16 Remuneration metrics (pay gap and total remuneration)	125
ESRS S1	Own Workforce	S1-17	Metrics and targets (MT)	Incidents, complaints and severe human rights impacts	Social Information/ ESRS S1 Section: Own workforce S1-17 Incidents, complaints and severe human rights impacts	127
ESRS S2	Workers in the value chain	SBM-2	Strategy (SBM)	Interests and views of stakeholders	Social Information/ ESRS S2 Section Workers in the value chain SBM-2 Interests and views of stakeholders	128-129

Standard	Cross-cutting / Topic	Nr.	Reporting Area	Designation of the DRs	Section	Page
ESRS S2	Workers in the value chain	SBM-3	Strategy (SBM)	Material impacts, risks and opportunities and their interaction with strategy and business model	Social Information/ ESRS S2 Section Workers in the value chain SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model	128
ESRS S2	Workers in the value chain	S2-1	Impact, risk and opportunity management (IRO)	Policies related to value chain workers	Social Information/ ESRS S2 Section Workers in the value chain S2-1 Policies related to value chain workers	128-129
ESRS S2	Workers in the value chain	S2-2	Impact, risk and opportunity management (IRO)	Processes for engaging with value chain workers about impacts	Social Information/ ESRS S2 Section Workers in the value chain S2-2 Processes for engaging with value chain workers about impacts	128
ESRS S2	Workers in the value chain	S2-3	Impact, risk and opportunity management (IRO)	Processes to remediate negative impacts and channels for value chain workers to raise concerns	Social Information/ ESRS S2 Section Workers in the value chain S2-3 Processes to remediate negative impacts and channels for value chain workers to raise concerns	129
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ESRS S3	Affected communities	SBM-2	Strategy (SBM)	Interests and views of stakeholders	Social Information/ ESRS S3 Affected communities SBM-2 Interests and views of stakeholders	131
ESRS S3	Affected communities	SBM-3	Strategy (SBM)	Material impacts, risks and opportunities and their interaction with strategy and business model	Social Information/ ESRS S3 Affected communities SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model	130
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Standard	Cross-cutting / Topic	Nr.	Reporting Area	Designation of the DRs	Section	Page
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Standard	Cross-cutting / Topic	Nr.	Reporting Area	Designation of the DRs	Section	Page
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ESRS G1	Business Conduct	G1-3	Impact, risk and opportunity management (IRO)	Prevention and detection of corruption and bribery	Governance Information/ ESRS G1 Section: Business Conduct G1-3 Prevention and detection of corruption and bribery	142-144
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List of datapoints in Cross-cutting and topical standards that derive from other EU legislation

[IRO-2 56]

Tabla. List of datapoints in Cross-cutting and topical standards that derive from other EU legislation

List of datapoints in Cross-cutting and topical standards that derive from other EU legislation				
Disclosure Requirement and related datapoint	SFDR (1) reference	Pillar 3 (2) reference	Benchmark Regulation (3) reference	EU Climate Law (4) reference
ESRS 2 GOV-1 Board's gender diversity paragraph 21 (d)	Indicator number 13 of Table #1 of Annex 1		Commission Delegated Regulation (EU) 2020/1816(5), Annex II	
ESRS 2 GOV-1 Percentage of board members who are independent paragraph 21 €			Delegated Regulation (EU) 2020/1816, Annex II	
ESRS 2 GOV-4 Statement on due diligence paragraph 30	Indicator number 10 Table #3 of Annex 1			
ESRS 2 SBM-1 Involvement in activities related to fossil fuel activities paragraph 40 (d) i	Indicators number 4 Table #1 of Annex 1	Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 (6) Table 1: Qualitative information on Environmental risk and Table 2: Qualitative information on Social risk	Delegated Regulation (EU) 2020/1816, Annex II	
ESRS 2 SBM-1 Involvement in activities related to chemical production paragraph 40 (d) ii	Indicator number 9 Table #2 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II	
ESRS 2 SBM-1 Involvement in activities related to controversial weapons paragraph 40 (d) iii	Indicator number 14 Table #1 of Annex 1		Delegated Regulation (EU) 2020/1818(7), Article 12(1) Delegated Regulation (EU) 2020/1816, Annex II	
ESRS 2 SBM-1 Involvement in activities related to cultivation and production of tobacco paragraph 40 (d) iv			Delegated Regulation (EU) 2020/1818, Article 12(1) Delegated Regulation (EU) 2020/1816, Annex II	
ESRS E1-1 Transition plan to reach climate neutrality by 2050 paragraph 14				Regulation (EU) 2021/1119, Article 2 (1)
ESRS E1-1 Undertakings excluded from Paris-aligned Benchmarks paragraph 16 (g)		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 1: Banking book-Climate Change transition risk: Credit quality of exposures by sector, emissions and residual maturity	Delegated Regulation (EU) 2020/1818, Article12.1 (d) to (g), and Article 12.2	
ESRS E1-4 GHG emission reduction targets paragraph 34	Indicator number 4 Table #2 of Annex 1	Article 449a	Delegated Regulation (EU) 2020/1818, Article 6	
ESRS E1-5 Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors) paragraph 38	Indicator number 5 Table #1 and Indicator n. 5 Table #2 of Annex 1			
ESRS E1-5 Energy consumption and mix paragraph 37	Indicator number 5 Table #1 of Annex 1			
ESRS E1-5 Energy intensity associated with activities in high climate impact sectors paragraphs 40 to 43	Indicator number 6 Table #1 of Annex 1			

List of datapoints in Cross-cutting and topical standards that derive from other EU legislation				
ESRS E1-6 Gross Scope 1, 2, 3 and Total GHG emissions paragraph 44	Indicators number 1 and 2 Table #1 of Annex 1	Article 449a; Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 1: Banking book – Climate change transition risk: Credit quality of exposures by sector, emissions and residual maturity	Delegated Regulation (EU) 2020/1818, Article 5 (1), 6 and 8 (1)	
ESRS E1-6 Gross GHG emissions intensity paragraphs 53 to 55	Indicators number 3 Table #1 of Annex 1	Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 3: Banking book – Climate change transition risk: alignment metrics	Delegated Regulation (EU) 2020/1818, Article 8 (1)	
ESRS E1-7 GHG removals and carbon credits paragraph 56				Regulation (EU) 2021/1119, Article 2 (1)
ESRS E1-9 Exposure of the benchmark portfolio to climate-related physical risks paragraph 66			Delegated Regulation (EU) 2020/1818, Annex II Delegated Regulation (EU) 2020/1816, Annex II	
ESRS E1-9 Disaggregation of monetary amounts by acute and chronic physical risk paragraph 66 (a) ESRS E1-9 Location of significant assets at material physical risk paragraph 66 (c).		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 paragraphs 46 and 47; Template 5: Banking book - Climate change physical risk: Exposures subject to physical risk..		
ESRS E1-9 Breakdown of the carrying value of its real estate assets by energy-efficiency classes paragraph 67 (c).		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 paragraph 34; Template 2: Banking book -Climate change transition risk: Loans collateralised by immovable property - Energy efficiency of the collateral		
ESRS E1-9 Degree of exposure of the portfolio to climate- related opportunities paragraph 69			Delegated Regulation (EU) 2020/1818, Annex II	
ESRS E2-4 Amount of each pollutant listed in Annex II of the E-PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil, paragraph 28	Indicator number 8 Table #1 of Annex 1 Indicator number 2 Table #2 of Annex 1 Indicator number 1 Table #2 of Annex 1 Indicator number 3 Table #2 of Annex 1			
ESRS E3-1 Water and marine resources paragraph 9	Indicator number 7 Table #2 of Annex 1			
ESRS E3-1 Dedicated policy paragraph 13	Indicator number 8 Table 2 of Annex 1			
ESRS E3-1 Sustainable oceans and seas paragraph 14	Indicator number 12 Table #2 of Annex 1			
ESRS E3-4 Total water recycled and reused paragraph 28 (c)	Indicator number 6.2 Table #2 of Annex 1			
ESRS E3-4 Total water consumption in m3 per net revenue on own operations paragraph 29	Indicator number 6.1 Table #2 of Annex 1			
ESRS 2- IRO 1 - E4 paragraph 16 (a) i	Indicator number 7 Table #1 of Annex 1			
ESRS 2- IRO 1 - E4 paragraph 16 (b)	Indicator number 10 Table #2 of Annex 1			
ESRS 2- IRO 1 - E4 paragraph 16 (c)	Indicator number 14 Table #2 of Annex 1			

List of datapoints in Cross-cutting and topical standards that derive from other EU legislation				
ESRS E4-2 Sustainable land / agriculture practices or policies paragraph 24 (b)	Indicator number 11 Table #2 of Annex 1			
ESRS E4-2 Sustainable oceans / seas practices or policies paragraph 24 (c)	Indicator number 12 Table #2 of Annex 1			
ESRS E4-2 Policies to address deforestation paragraph 24 (d)	Indicator number 15 Table #2 of Annex 1			
ESRS E5-5 Non-recycled waste paragraph 37 (d)	Indicator number 13 Table #2 of Annex 1			
ESRS E5-5 Hazardous waste and radioactive waste paragraph 39	Indicator number 9 Table #1 of Annex 1			
ESRS 2- SBM3 - S1 Risk of incidents of forced labour paragraph 14 (f)	Indicator number 13 Table #3 of Annex I			
ESRS 2- SBM3 - S1 Risk of incidents of child labour paragraph 14 (g)	Indicator number 12 Table #3 of Annex I			
ESRS S1-1 Human rights policy commitments paragraph 20	Indicator number 9 Table #3 and Indicator number 11 Table #1 of Annex I			
ESRS S1-1 Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, paragraph 21			Delegated Regulation (EU) 2020/1816, Annex II	
ESRS S1-1 processes and measures for preventing trafficking in human beings paragraph 22	Indicator number 11 Table #3 of Annex I			
ESRS S1-1 workplace accident prevention policy or management system paragraph 23	Indicator number 1 Table #3 of Annex I			
ESRS S1-3 grievance/ complaints handling mechanisms paragraph 32 (c)	Indicator number 5 Table #3 of Annex I			
ESRS S1-14 Number of fatalities and number and rate of workrelated accidents paragraph 88 (b) and (c)	Indicator number 2 Table #3 of Annex I		Delegated Regulation (EU) 2020/1816, Annex II	
ESRS S1-14 Number of days lost to injuries, accidents, fatalities or illness paragraph 88 (e)	Indicator number 3 Table #3 of Annex I			
ESRS S1-16 Unadjusted gender pay gap paragraph 97 (a)	Indicator number 12 Table #1 of Annex I		Delegated Regulation (EU) 2020/1816, Annex II	
ESRS S1-16 Excessive CEO pay ratio paragraph 97 (b)	Indicator number 8 Table #3 of Annex I			
ESRS S1-17 Incidents of discrimination paragraph 103 (a)	Indicator number 7 Table #3 of Annex I			
ESRS S1-17 Non-respect of UNGPs on Business and Human Rights and OECD paragraph 104 (a)	Indicator number 10 Table #1 and Indicator n. 14 Table #3 of Annex I		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818 Art 12 (1)	
ESRS 2- SBM3 – S2 Significant risk of child labour or forced labour in the value chain paragraph 11 (b)	Indicators number 12 and n. 13 Table #3 of Annex I			
ESRS S2-1 Human rights policy commitments paragraph 17	Indicator number 9 Table #3 and Indicator n. 11 Table #1 of Annex 1			
ESRS S2-1 Policies related to value chain workers paragraph 18	Indicator number 11 and n. 4 Table #3 of Annex 1			

List of datapoints in Cross-cutting and topical standards that derive from other EU legislation		
ESRS S2-1Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines paragraph 19	Indicator number 10 Table #1 of Annex 1	Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1)
ESRS S2-1 Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, paragraph 19		Delegated Regulation (EU) 2020/1816, Annex II
ESRS S2-4 Human rights issues and incidents connected to its upstream and downstream value chain paragraph 36	Indicator number 14 Table #3 of Annex 1	
ESRS S3-1 Human rights policy commitments paragraph 16	Indicator number 9 Table #3 of Annex 1 and Indicator number 11 Table #1 of Annex 1	
ESRS S3-1 non-respect of UNGPs on Business and Human Rights, ILO principles or and OECD guidelines paragraph 17	Indicator number 10 Table #1 Annex 1	Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1)
ESRS S3-4 Human rights issues and incidents paragraph 36	Indicator number 14 Table #3 of Annex 1	
ESRS S4-1 Policies related to consumers and end-users paragraph 16	Indicator number 9 Table #3 and Indicator number 11 Table #1 of Annex 1	
ESRS S4-1 Non-respect of UNGPs on Business and Human Rights and OECD guidelines paragraph 17	Indicator number 10 Table #1 of Annex 1	Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1)
ESRS S4-4 Human rights issues and incidents paragraph 35	Indicator number 14 Table #3 of Annex 1	
ESRS G1-1 United Nations Convention against Corruption paragraph 10 (b)	Indicator number 15 Table #3 of Annex 1	
ESRS G1-1 Protection of whistleblowers paragraph 10 (d)	Indicator number 6 Table #3 of Annex 1	
ESRS G1-4 Fines for violation of anticorruption and anti-bribery laws paragraph 24 (a)	Indicator number 17 Table #3 of Annex 1	Delegated Regulation (EU) 2020/1816, Annex II)
ESRS G1-4 Standards of anti-corruption and anti-bribery paragraph 24 (b)	Indicator number 16 Table #3 of Annex 1	

(1) Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector (Sustainable Finance Disclosures Regulation) (OJ L 317, 9.12.2019, p. 1).

(2) Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 (Capital Requirements Regulation "CRR") (OJ L 176, 27.6.2013, p. 1).

(3) Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014 (OJ L 171, 29.6.2016, p. 1).

(4) Regulation (EU) 2021/1119 of the European Parliament and of the Council of 30 June 2021 establishing the framework for achieving climate neutrality and amending Regulations (EC) No 401/2009 and (EU) 2018/1999 ('European Climate Law') (OJ L 243, 9.7.2021, p. 1).

(5) Commission Delegated Regulation (EU) 2020/1816 of 17 July 2020 supplementing Regulation (EU) 2016/1011 of the European Parliament and of the Council as regards the explanation in the benchmark statement of how environmental, social and governance factors are reflected in each benchmark provided and published (OJ L 406, 3.12.2020, p. 1).

(6) Commission Implementing Regulation (EU) 2022/2453 of 30 November 2022 amending the implementing technical standards laid down in Implementing Regulation (EU) 2021/637 as regards the disclosure of environmental, social and governance risks (OJ L 324,19.12.2022, p.1.).

(7) Commission Delegated Regulation (EU) 2020/1818 of 17 July 2020 supplementing Regulation (EU) 2016/1011 of the European Parliament and of the Council as regards minimum standards for EU Climate Transition Benchmarks and EU Paris-aligned Benchmarks (OJ L 406, 3.12.2020, p. 17).

Minimum Disclosure requirements on policies and actions

The disclosure requirement on policies and actions required concerning each topical ESRS will be disclosed in each thematic standard when requiring specific regulations, policies and actions in environmental, social and governance matters. The disclosure requirements are the following:

- Disclosure requirement - Policies MDR-P: Policies adopted to manage material sustainability issues.
- Disclosure requirement - Actions MDR-A: Actions and resources in relation to material sustainability issues.

Metrics and targets

The disclosure requirement on targets required in relation to each topical ESRS will be disclosed in each thematic standard when requiring specific regulations on environmental, social and governance matters. The disclosure requirements the following:

- Disclosure requirement - Parameters MDR-M: Metrics in relation to material sustainability matters
- Disclosure requirement - Targets MDR-T: Tracking effectiveness of policies and actions through targets

Environmental Information

Taxonomy disclosure

The EU Taxonomy, which entered into force on July 12, 2020, is one of the measures implemented by the European Commission with the end goal of directing capital flows towards more sustainable activities and advancing the European Union towards its environmental and social targets.

Scope of the analysis

The first part of the analysis was carried out to identify the percentage of AmRest's activities which could be defined as "eligible" under the Taxonomy criteria. The list of potential activities that may satisfy the conditions outlined in the Taxonomy Regulation was derived from a comprehensive cross-departmental (Cost Management, Development, Facility Management, Finance, IT and Procurement) analysis of the Company from which the data had been retrieved.

To calculate the eligibility percentage of AmRest's activities, the analysis followed the mandates outlined in Annex I of the Commission Delegated Regulation (EU) 2021/2178 of 6 July 2021, amendments to Delegated Regulation (EU) 2021/2139 Annex I and Annex II, and Annexes I, II, III, IV and V of the supplementary Regulation (EU) 2020/852 (Commission Delegated Regulation (EU) 2023/2486).

The second part of the analysis was conducted vis a vis specific requirements ensuring alignment of taxonomy eligible activities: meeting Technical Screening Criteria, Do No Significant Harm ("DNSH") criteria and complying with minimum social safeguards.

For the sake of clarity, the mandates of Commission Delegated Regulation (EU) 2021/2178 have been reported in the following paragraphs.

Calculation of turnover %

The proportion of turnover referred to in Article 8(2), point (a), of Regulation (EU) 2020/852 shall be calculated as the part of the net turnover derived from products or services – including intangibles – associated with Taxonomy-aligned economic activities (numerator), divided by the net turnover (denominator) as defined in Article 2, point (5), of Directive 2013/34/EU. The turnover shall cover the revenue recognized pursuant to International Accounting Standards ("IAS") 1, paragraph 82(a), as adopted by Commission Regulation (EC) No 1126/2008.

The Key Performance Indicator ("KPI"), referred to in the first subparagraph shall exclude from its numerator the part of the net turnover derived from products and services associated with economic activities that have been adapted to climate change in line with Article 11(1), point (a) of Regulation (EU) 2020/852 and in accordance with Annex II to Delegated Regulation (EU) 2021/2139, unless those activities are either qualified as enabling activities in accordance with Regulation (EU) 2020/852; or are themselves Taxonomy-aligned.

In the case of AmRest, the turnover covers the revenue recognized pursuant to International Accounting Standard IAS 1. In the first place, the numerator includes all revenues derived from products or services associated with economic activities that qualify as environmentally sustainable. In the second place, the denominator covers the total revenues presented in the Consolidated Income Statement for the year 2024. With regards to the denominator, its measure does not differ from any Alternative Performance Measures ("APMs") as defined in the European Securities and Markets Authority ("ESMA").

AmRest Group operates chains of restaurants under own brands as well as under franchise license agreements. Additionally, the Group operates as a franchisor (for own brands) and master-franchisee (for some franchised brands), and develops chains of franchisee businesses, organizing marketing activities for the brands, and supply chain.

Revenues from contracts with customers are recognized when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

AmRest Group classified its activities in accordance with the criteria established by the most recent version and amendments of the European Taxonomy (Delegated Regulation (EU) 2021/2178 of the Commission of 6 July 2021), so that none of the activities identified generate income for the Company. Therefore, the reference indicator relating to turnover takes on a value of 0%.

Calculation of CapEx %

The proportion of CapEx referred to in Article 8(2), point (b), of Regulation (EU) 2020/852 shall be calculated as in the previous subsection by the means of a division between the numerator and the denominator.

However, there are some differences between the two approaches that must be highlighted.

On the one hand, in this framework, the denominator covers additions to tangible and intangible assets during the financial year considered before depreciation, amortization and any re-measurements, including those resulting from revaluations and impairments, for the relevant financial year and excluding fair value changes. Furthermore, the denominator covers additions to tangible and intangible assets, resulting from business combinations.

References to the Consolidated Financial Statements for the year 2024:

- Intangible assets – note 13
- Property, plant and equipment – note 11
- Leases – note 12

For non-financial undertakings applying international financial reporting standards (IFRS) as adopted by Regulation (EC) No 1126/2008, CapEx shall cover costs that are accounted based on:

- IAS 16 Property, Plant and Equipment, paragraphs 73, (e), point (i) and point (iii);
- IAS 38 Intangible Assets, paragraph 118, (e), point (i);
- IAS 40 Investment Property, paragraphs 76, points (a) and (b) (for the fair value model);
- IAS 40 Investment Property, paragraph 79(d), points (i) and (ii) (for the cost model);
- IAS 41 Agriculture, paragraph 50, points (b) and (e);
- IFRS 16 Leases, paragraph 53, point (h).

For non-financial undertakings applying national generally accepted accounting principles ("GAAP"), CapEx shall cover the costs accounted under the applicable GAAP that correspond to the costs included in the capital expenditure by nonfinancial undertakings applying IFRS. Leases that do not lead to the recognition of a right-of-use over the asset and are not counted as CapEx.

As before, in this framework, the denominator of CapEx KPI does not differ from any Alternative Performance Measures ("APMs") as defined in ESMA.

On the other hand, the numerator equals to the part of the capital expenditure included in the denominator that is any of the following:

- related to assets or processes that are associated with Taxonomy-aligned economic activities;
- part of a plan to expand Taxonomy-aligned economic activities or to allow Taxonomy-eligible economic activities to become Taxonomy-aligned ('CapEx plan') under the conditions specified in the second subparagraph of this point 1.1.2.2;
- related to the purchase of output from Taxonomy-aligned economic activities and individual measures enabling the target activities to become low-carbon, lead to greenhouse gas reductions or contribute to one of the other four environmental objectives, notably activities listed in points 4.16, 7.3, 7.5 and 7.6 of Annex I of the Climate Delegated Act, as well as activities 4.1, and 5.1 of Annex II to the transition to a circular economy objective of Regulation (EU) 2020/852 and provided that such measures are implemented and operational within 18 months.

Calculation of OpEx %

The proportion of OpEx referred to in Article 8(2), point (b), of Regulation (EU) 2020/852 shall be calculated again by dividing the numerator with the denominator as specified in what follows.

In the first place, the denominator shall cover direct non-capitalized costs that relate to research and development, building renovation measures, short-term lease, maintenance and repair, and any other direct expenditures relating to the day-to-day servicing of assets of property, plant and equipment by the undertaking or third party to whom activities are outsourced, that are necessary to ensure the continued and effective functioning of such assets, incurred during the relevant financial year.

Only direct costs should be included. Consequently, AmRest includes in the denominator part of the restaurant expenses and franchise as well as other expenses (lines above Gross Profit).

Non-financial undertakings, that apply national GAAP and are not capitalizing right-of-use assets, shall include lease costs in the OpEx.

In the second place, the numerator equals to the part of the operating expenditure included in the denominator that is any of the following:

- related to assets or processes associated with Taxonomy-aligned economic activities, including training and other human resources adaptation needs, and direct non-capitalized costs that represent research and development;
- part of the CapEx plan to expand Taxonomy-aligned economic activities or allow Taxonomy-eligible economic activities to become Taxonomy-aligned within a predefined timeframe as set out in the second paragraph of this point 1.1.3.2;
- related to the purchase of output from Taxonomy-aligned economic activities established in the last amended version of Delegated Regulation 2021/2139 referred to mitigation and adaptation to climate change, and Delegated Regulation 2023/2486 referred to protection of water and marine resources, transition to a circular economy, pollution prevention and control, or protection and restoration of biodiversity. As well as to individual measures enabling the target activities to become low-carbon, lead to greenhouse gas reductions or contribute to one of the other four environmental objectives, as well as individual building renovation measures as identified in the delegated acts adopted pursuant to Article 10(3), Article 11(3), Article 12(2), Article 13(2), Article 14(2) or Article 15(2) of Regulation (EU) 2020/852 and provided that such measures are implemented and operational within 18 months.

Results

- Turnover

Table. Presentation of turnover [EUR, %]

Financial year 2024		Year 2024		Substantial contribution criteria						DNSH criteria ("Do No Significant Harm")									
Economic Activities	Code	Turnover	Proportion of Turnover, year 2024	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Minimum Safeguards	Proportion of Taxonomy aligned (A.1.) or -eligible (A.2.) turnover, year 2023	Category enabling activity	Category transitional activity
		M€	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmentally sustainable activities (Taxonomy-aligned)																			
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		€0	0%	0%	0%	0%	0%	0%	0%	N	N	N	N	N	N	N	0%		
Of which enabling		€0	0%	0%	0%	0%	0%	0%	0%	N	N	N	N	N	N	N	0%	E	
Of which transitional		€0	0%							N	N	N	N	N	N	N	0%		T
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
Turnover of Taxonomy eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		€0	0%	0%	0%	0%	0%	0%	0%								0%		
A. Turnover of Taxonomy-eligible activities (A.1+A.2)		€0	0%	0%	0%	0%	0%	0%	0%								0%		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of Taxonomy non-eligible activities		**2,556**	**100%**																
TOTAL A + B		**2,556**	**100%**																

	Proportion of turnover / Total turnover	
	Taxonomy-aligned per objective	**Taxonomy-eligible per objective**
CCM	**0%**	**0%**
CCA	**0%**	**0%**
WTR	**0%**	**0%**
CE	**0%**	**0%**
PPC	**0%**	**0%**
BIO	**0%**	**0%**

- CapEx

The process that was carried out to outline the specific AmRest's activities that could be identified as "eligible" and then "aligned" – according to the last version of Commission Delegated Regulation (EU) 2021/2139 and Commission Delegated Regulation (EU) 2023/2486 – is accurately described in the following paragraphs.

Eligibility Analysis

AmRest has been committed to implementing the Taxonomy since its inception and continues to strive each year to enhance its analysis and compliance. To strengthen this analysis, AmRest has engaged an independent third party to support, coordinate, and guide the involved teams. This third party has not only covered the foundational concepts of the Regulation but also introduced technical aspects, enabling the teams to independently identify sustainable practices embedded in their daily activities. Through this collaborative approach, combined with training sessions and workshops, AmRest has emphasized the importance of aligning its activities with sustainable criteria, fostering an organizational culture that prioritizes sustainability across all operations.

Regarding the analysis, an initial study was conducted on AmRest's Enterprise Resource Planning extract ("ERP extract") with the support of an independent sustainability advisory firm and the working teams identified in earlier phases. The goal was to detect those CapEx entries related to AmRest's activities that could potentially fulfil the eligibility criteria mentioned above.

In the next step, the Company experts from relevant departments (listed above in the second paragraph of Taxonomy Chapter) were involved to provide technical information and collect from their internal systems supporting evidence such as Company's expenses related to the financial year 2024.

In accordance with Commission Delegated Regulation (EU) 2021/2139 and Commission Delegated Regulation (EU) 2023/2486 the following activities from the AmRest portfolio were selected as taxonomy eligible:

Firstly, regarding the objectives of climate change adaptation and mitigation in the context of AmRest, the following activities are presented as eligible activities:

Table. List of AmRest Taxonomy-eligible activities (in accordance with Commission Delegated Regulation (EU) 2021/2139)

Activity	Description
Installation and operation of electric heat pumps	The use of heat pumps in AmRest locations improves energy efficiency, decreasing dependence on fossil fuels and reducing CO_2 emissions. Includes all expenses related to refrigeration systems that are either delivered or installed within AmRest's buildings.
Installation, maintenance, and repair of energy efficient equipment	AmRest installs and maintains efficient equipment in its premises (kitchen, refrigeration), reducing energy consumption and meeting sustainability goals. Includes all expenses related to the installation, repairment and maintenance of specific kitchen equipment used within AmRest restaurants, to increase the internal level of energy efficiency and therefore to reduce the footprint of the Company.
Installation, maintenance, and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	Through monitoring devices, AmRest optimizes energy consumption in its facilities, helping to reduce environmental impact and improve climate adaptation. Includes all expenses related to the installation, reparation or maintenance of electrical control systems to help monitor and analyse the energy performance of AmRest's restaurants.
Installation, maintenance, and repair of renewable energy technologies	By incorporating renewable energy sources (e.g., solar panels), AmRest reduces its dependence on non-renewable sources and its carbon footprint. Includes all the expenses carried out by AmRest to install, maintain and repair renewable technologies that are essential to support the energy transition.

Secondly, regarding the objectives of transitioning to a circular economy and the context of AmRest, the following activities are eligible:

Table. List of AmRest Taxonomy-eligible activities (in accordance with Commission Delegated Regulation (EU) 2023/2486)

Activity	Description
Provision of IT/OT data-driven solutions and software	The use of monitoring systems in its operations reduces waste of inputs and improves the efficiency of its processes, which is not only beneficial for profitability but also minimizes the environmental impact of its operational activities. Includes all expensed linked to the manufacturing, development, installation, deployment, maintenance, reparation or provision of professional services that improve the efficiency of the activity carried out by AmRest through the implementation of data automation systems.
Repair, refurbishment, and remanufacturing	AmRest has adopted practices for repairing, refurbishing, and remanufacturing equipment and components in its facilities, extending their lifespan and reducing the need to acquire new resources. Includes all expenses that result from the reparation of items that are essential for the proper functioning of AmRest's business, with the final objective of extending their useful life.

In 2024, AmRest has increased the financial resources allocated to eligible activities by 4.80 percentage points compared to the previous year.

In the 2023 analysis, new eligible activities related to the incorporation of the circular economy transition objective described in Annex II were added to the eligibility scope (see: Table. List of AmRest Taxonomy-eligible activities (in accordance with Commission Delegated Regulation (EU) 2023/2486). In the 2024 analysis, these activities have improved their performance, increasing by 6.87 percentage points in the eligibility percentage compared to last year's results.

It is important to note that in the initial phases of the analysis a broader range of activities was considered due to the potential relevance for AmRest's business and to the workshops conducted with the teams, with the hope of improving the manuals and verification documents so that guidelines can be established within the Company for certain aspects that are being developed and are not yet standardized across all locations. Among these activities are specifically including Construction of new buildings; Preparation for re-use of end-of-life products and product components; Sale of second-hand goods and Marketplace for the trade of second-hand goods for reuse. After thorough internal evaluation, the conclusion was that at this stage these activities lacked verifying elements for the inclusion in the eligibility percentage and therefore they were not further included in the analysis. However, AmRest will continue working on improving these aspects to enhance the analysis in the coming years.

Alignment Analysis

A transversal working group analysed whether the list of eligible activities could be regarded as aligned with the Taxonomy Regulation. To do that, first it was necessary to demonstrate whether the eligible activities were complying with the specific "Technical Screening Criteria" laid out in Commission Delegated Regulation (EU) 2021/2139 and 2023/2486. The next steps in this process were to identify and prove that the activities were not causing significant harm to the other objectives and that they were adhering to a set of minimum social safeguards.

The alignment analysis was conducted in all six objectives and all teams were trained on the technical criteria that need to be met to generalize knowledge and responsibility for the analysis throughout the Company. With these activities each department assessed whether its activities complied with these criteria and to what extent its corporate processes were adequate to assure compliance with such criteria. While making the cost calculations of the activities listed in the table, AmRest considered only the CapEx directly related to each one of these activities. As a result, the risk of double counting was eliminated. The data employed to assess the alignment status of AmRest's activities was retrieved from technical manuals, interpersonal meetings, and expert consultations.

The conclusion of this analysis is that the alignment of CapEx KPI of AmRest equals "0". This is resulting from the fact that taxonomy eligible activities identified in the process were not fully meeting all Technical Screening Criteria and DNSH criteria. Also, while most of the minimum social safeguards have been implemented by the Company (taxation, anticorruption, bribery, and fair competition), the requirement regarding Human Rights due diligence still needs more work to be completed. AmRest has already launched work on the Human Rights Statement and related due diligence process to meet this obligation.

Additionally, AmRest has also begun working on implementing nuances related to the taxonomy in its internal accounting systems to enhance the automation of the analysis and the unification of systems across the Company.

The results of internal analyses which disclose the level of eligibility and alignment in percentage terms of AmRest's CapEx according to the criteria set out in the Taxonomy Regulation are presented in the following tables.

Table. Presentation of CapEx [EUR, %]

Financial year 2024		Year 2024		Substantial contribution criteria						DNSH criteria ("Do No Significant Harm")										
Economic Activities	Code	CapEx	Proportion of CapEx, year 2024	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Minimum Safeguards	Proportion of Taxonomy aligned (A.1.) or - eligible (A.2.) CapEx, year 2023	Category enabling activity	Category transitional activity
		M€	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmentally sustainable activities (Taxonomy-aligned)																			
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**0**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**	**N**	**N**	**N**	**N**	**N**	**N**	**N**	**0%**		
Of which enabling		**0**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**	**N**	**N**	**N**	**N**	**N**	**N**	**N**	**0%**	**E**	
Of which transitional		**0**	**0%**							**N**	**N**	**N**	**N**	**N**	**N**	**N**	**0%**		**T**
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
Installation and operation of electric heat pumps	CCM 4.16 / CCA 4.16	5	2%	EL	EL	N/EL	N/EL	N/EL	N/EL								2%		
Installation, maintenance and repair of energy efficient equipment	CCM 7.3 / CCA 7.3	16	7%	EL	EL	N/EL	N/EL	N/EL	N/EL								8%		
Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	CCM 7.5 / CCA 7.5	4	2%	EL	EL	N/EL	N/EL	N/EL	N/EL								1%		
Installation, maintenance and repair of renewable energy technologies.	CCM 7.6 / CCA 7.6	1	1%	EL	EL	N/EL	N/EL	N/EL	N/EL								1%		
Provision of IT/OT data-driven solutions and software	CE 4.1	1	0%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								0%		
Repair, refurbishment and remanufacturing	CE 5.1	28	10%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								4%		
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		**56**	**21%**	**10%**	**0%**	**0%**	**0%**	**11%**	**0%**								**16%**		
A. CapEx of Taxonomy eligible activities (A.1+A.2)		**56**	**21%**	**10%**	**0%**	**0%**	**0%**	**11%**	**0%**								**16%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
A. CapEx of Taxonomy eligible activities (A.1+A.2)		**211**	**79%**																
TOTAL A + B		**267**	**100%**																

Table. Presentation of CapEx [EUR, %]

	Proportion of CapEx / Total CapEx	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	0%	11.51%
CCA	0%	0%
WTR	0%	0%
CE	0%	0%
PPC	0%	10.93
BIO	0%	0%

- OpEx

In 2024 total operating expenses of AmRest Group excluding amortization and depreciation amounted to EUR 2,150.0 million and are described in the note 7 of the Consolidated Financial Statements for the year 2024.

Out of that amount, EUR 44.3 million (2.1%) constitutes building renovation measures, short-term leases, maintenance and repair, and any other direct expenditures relating to the day-to-day servicing of assets of property, plant and equipment by the undertaking that are necessary to ensure the continued and effective functioning of such assets incurred during the relevant financial year (mainly direct maintenance expenses). In 2024, the Taxonomy OpEx for AmRest was non-material (under 5%) with respect to the total OpEx of the Group. Therefore, according to section 1.1.3.2 of Annex I of Delegated Regulation of July 6th, AmRest only discloses the denominator. 2024 OpEx denominator: EUR 44.3 million.

*Table. Presentation of OpEx [EUR, %]**

Financial year 2024		Year 2024		Substantial contribution criteria						DNSH criteria ("Do No Significant Harm")									
Economic Activities	Code	OpEx	Proportion of OpEx, year 2024	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Minimum Safeguards	Proportion of Taxonomy aligned (A.1.) or -eligible (A.2.) OpEx, year 2023	Category enabling activity	Category transitional activity
		M€	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmentally sustainable activities (Taxonomy-aligned)																			
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A		
Of which enabling		N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	E	
Of which transitional		N/A	N/A	N/A						N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A		T
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A								N/A		
A. OpEx of Taxonomy eligible activities (A.1+A.2)		N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A								N/A		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy non-eligible activities		**N/A**	**N/A**																
TOTAL A + B		**44.3**	**100%**																

** According to the Taxonomy legislation, in this exercise only the eligibility KPI has been calculated with respect to these objectives.*

	Proportion of OpEx / Total OpEx	
	Taxonomy-aligned per objective	**Taxonomy-eligible per objective**
CCM	**0%**	**0%**
CCA	**0%**	**0%**
WTR	**0%**	**0%**
CE	**0%**	**0%**
PPC	**0%**	**0%**
BIO	**0%**	**0%**

Table. Activities related to nuclear energy

Row	Nuclear energy activities	YES/NO
1	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	NO
3	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	NO
	Fossil gas activities	
4	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	NO
5	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	NO
6	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	NO

Impacts, risks and opportunities identified in Environmental area

	Impacts	Risk	Opportunities
CLIMATE CHANGE ENERGY	▸ High dependence on traditional energy sources for electricity. ▸ Improvements in energy efficiency across all brands through initiatives such as installing energy-efficient equipment and solar panels.	▸ Financial losses due to volatile energy prices in the market.	▸ Increase renewable energy consumption due to the change of energy suppliers. ▸ Access to financing from the European Union for the energy transition. ▸ Signing a Power Purchase Agreement (PPA) contract to stabilize energy costs over time. ▸ Promoting the usage of low-emission vehicles, such as electric or hybrid vehicles.

	Impacts	Risks	Opportunities
CLIMATE CHANGE CLIMATE CHANGE MITIGATION AND ADAPTATION	▸ Increased awareness among employees about climate change, including the adaptation and mitigation measures implemented by AmRest. ▸ Increased awareness of the need of clearly defined environmental strategy. ▸ Reduction of GHG emissions thanks to the implementation of energy efficiency measures (energy mix, inclusion of electric vehicles in the transport fleet). ▸ Loss of reputation and competitive position because of a failure to define and implement the ESG strategy and communication plan of the Group.	▸ Economic sanctions related to non-compliance with the decarbonization goals imposed by the UE Regulation (Paris Agreement). ▸ Increasing temperatures in cities due to climate change result in greater energy consumption.	▸ Define a decarbonization strategy engaging third-party logistics. ▸ Define green energy purchasing requirements in AmRest operations. ▸ Access to EU funding for energy transition due to higher percentage of alignment with EU taxonomy. ▸ Define requirements for using green vehicles in the fleet managed by third parties, which may impact the carbon footprint (E.g., last-mile delivery).

Impacts, risks and opportunities identified in Environmental area

	Impacts	Risk	Opportunity
WATER AND MARINE SOURCES	▸ Lower water usage related to installing low-consumption restaurant equipment (toilets, special plugs). ▸ Strengthen fish procurement requirements related to the promotion of sustainable fishing practices resulting in certified/sustainable supply of whitefish and salmon.	▸ Lack of water usage strategy considering stress areas as a result of climate change. ▸ Financial fines and operational restrictions due to not meeting new legal requirements relating to water management. ▸ Increased demand for fish causing overfishing and higher prices.	▸ Use of rainwater/grey water in AmRest operations (e.g. cleaning).
	Impact	**Risk**	**Opportunity**
BIODIVERSITY AND ECOSYSTEMS	▸ Loss of ecosystems due to agricultural activities (such as overexploitation of soils and the use of phytosanitary products).	▸ Non-compliance with the relevant laws regarding biodiversity resulting from purchases of controversial products from foreign suppliers (e.g., cocoa and coffee).	▸ Include products that adjust to consumer preferences without changing the business model (e.g. vegan products).

Impacts, risks and opportunities identified in Environmental area

	Impacts	Risks	Opportunities
RESOURCE USE AND CIRCULAR ECONOMY EFFICIENT RESOURCE AND WASTE MANAGEMENT	▸ Implementation of the Packaging and Waste Management Policies based on the circular economy model. ▸ Reduction in the use of packaging due to the collaboration with logistics suppliers to reduce the packaging used in AmRest's. ▸ Weak internal control of waste management in some markets.	▸ Financial consequences of using environmentally unfriendly materials (for example Single use plastic tax). ▸ Disruption to the supply of goods or logistics suppliers, resulting in limited access to essential supplies.	▸ Cost savings achieved through the food saving programs. ▸ Improve waste functionality (3R - recycle, reuse, repair) by implementing a global waste management model.
RESOURCE USE AND CIRCULAR ECONOMY ORGANIC WASTE	▸ Reduction of landfill waste. ▸ Actions implemented to minimize food waste, such as excess inventory management.	▸ Financial consequences of the failure in waste segregation. ▸ Lack of compliance with legal requirements on circularity.	▸ Cost decrease achieved through obtaining certificates related to waste management or circular economy. ▸ Measuring the level of circularity of raw materials and organic waste (inputs and outputs). ▸ Increasing consumer and employee awareness of waste segregation. requirements in AmRest operations.

Introductory note

AmRest takes active steps to protect the environment and optimize the use of natural resources in accordance with applicable laws and regulations. The Company has not set global environmental targets for the entire Group, however it has specified environmental priorities – Circular Economy and Climate Change - under the framework of AmRest Global Sustainability Strategy.

AmRest Global Sustainability Strategy, launched in 2021, has not been fully aligned with the outcomes of the double materiality assessment and climate risk analysis results, however it addresses the most critical environmental issues for the Company's own operations – energy efficiency and waste management, including food waste and single-use plastics. In the process of a gradual transition to a more sustainable model, AmRest has been primarily focused on its own operations, and has not implemented related actions in the value chain.

The Board of Directors monitors the Group's environmental performance quarterly through the agenda of the Sustainability, Health, and Safety Board Committee. The Chief Operations Officer oversees the implementation of the Environmental Pillar of AmRest Global Sustainability Strategy on a strategic and operational level. In AmRest Group the environmental topics are managed by relevant units and functions at the subsidiary level. In 2024, the remuneration of Board of Directors members, Senior Managers and other supervisory bodies was not evaluated in relation to reducing emissions as no targets related to reduction level had been set*. The Company will implement such a relation and evaluate it after the AmRest Global Sustainability Strategy is updated and the sustainability goals are established. *[E1 GOV-3/13]*

The Group's approach to environmental management has been based on legal requirements in individual countries. This approach is tailored to the type and location of stores—whether they are situated in shopping malls, drive-throughs, or in-line streets—ensuring compliance with relevant laws, standards, and best practices specific to each establishment.

Consequently, global environmental data reporting is a complex process that requires the involvement of multiple internal and external stakeholders. For some indicators, AmRest was unable to collect data from all the markets; therefore, estimations were made to fill the gaps. The list of indicators with estimates is presented in the General Information chapter, section "About the report". Regarding the estimation methodology, the explanation for each indicator is provided next to the metric.

In 2024, AmRest conducted a series of projects in relation to the environment including climate-related risks and opportunities analysis, the development of a transition plan, and the definition of a Business Resilience Plan that provided a comprehensive overview of environmental impacts, risks, and opportunities. The outcomes of these exercises will serve as a base for revising the AmRest Global Sustainability Strategy and setting the goals related to sustainability. AmRest also outlined the Environmental Guidelines that express the Company's approach to environmental issues. Additionally, AmRest conducted the double materiality assessment which covered ESRS Environmental topics. Details on the DMA process can be found in the General Information chapter, section "Material impacts, risks and opportunities".

** AmRest has not yet implemented a system for incentive schemes linked to its sustainability goals. The Company plans to introduce such a system within the framework of the revised Sustainability Strategy in medium-term time horizon. [E1 GOV-3/13]*

ESRS E1 CLIMATE CHANGE

E1-1 Transition plan for climate change mitigation [14, 16a-j, 17, AR4, AR5]

[E1-1/14, 16hij, 17] In 2024, AmRest started designing a strategic plan to align its core business with a net-zero future as part of a process of revising the AmRest Global Sustainability Strategy.

The key initiatives of this project include:

- Climate Risk and Opportunities Assessment, aimed at evaluating the exposure, sensitivity, adaptive capacity and climate vulnerability of assets using a high-emissions climate scenario (Intergovernmental Panel on Climate Change "IPCC", Shared Socioeconomic Pathway 5 "SSP5-8.5") for physical risks, and the Net Zero Scenario ("NZE") by 2050 scenario for transition risks, which aligns with the Paris Agreement and aims to limit climate change to 1.5ºC. *[E1-1 34f]*
- Transition Plan*, which AmRest was developing throughout 2024 and in the beginning of 2025 and, therefore, the detailed results will be published in the next reporting year, with an objective to define:
  - AmRest's decarbonisation plan enabling to achieve Near Term and Net Zero targets linked to Scope 1 and 2 emissions through Science Based Targets Initiative ("SBTi").
  - An estimation of the financial costs associated with the proposed decarbonisation measures.
  - Its offsetting options to neutralize remaining emissions.
  - The governance model that will be established to support and monitor the transition plan.
  - The transition plan will enable the organization to reduce and offset its emissions, anticipate current and future regulatory requirements (CSRD) and demonstrate its role in the fight against climate change.
- Business Resilience Plan. Once the potential climate risks and opportunities have been assessed, and the necessary improvements and actions to decarbonize the Company have been established, the climate resilience plan evaluates the cost difference between implementing mitigation and adaptation measures and taking no action against the impacts of climate change. Results related to this Business Resilience Plan will be considered internally with the aim of being disclosed in the coming years.

AmRest climate efforts are guided by relevant regulations, including the EU Taxonomy (2020/852), Corporate Sustainability Reporting Directive (CSRD) (2022/2464) and the Corporate Sustainability Due Diligence Directive (CSDDD) (2024/1760).

[E1-1/16abc] AmRest complies with its activities and set goals with key EU regulations on energy efficiency, including Directive 2012/27, Directive 2018/2002, Directive 2023/1791 recasting and extending the energy efficiency framework and Directive 2024/1275 on the energy performance of buildings ("EPBD"), taking into account the goals for the period after 2030. The Company is committed to reaching Net Zero by 2050, following relevant legal regulations.** At present, AmRest does not have GHG targets in place. However, specific GHG reduction objectives and mitigation actions will be set in 2025. The targets will be compatible with the Paris Agreement's goal of limiting global warming to 1.5°C and will include targets for Scope 1 and Scope 2 emissions for 2030/2040/2050.

AmRest developed a decarbonization plan throughout 2024 setting objectives for Scopes 1 and 2. Nevertheless, this comprehensive decarbonization plan will be published once full GHG emissions Scope 1+2+3 are calculated and GHG reduction objectives are determined. It will include monetary quantification associated with climate change mitigation actions.

[E1-1/16df, AR5] AmRest currently has no stranded assets within its direct operations, given that it has no significant CapEx amounts invested in economic sectors linked to coal, oil or gas related economic activities. The Company’s assets are restaurants, whose current Scope 1 and Scope 2 emissions originate from the consumption of fuels required in the kitchens, air conditioning systems and the Company's fleet, as well as from electricity and heat purchased from third parties. Upon completing the calculation and measurement of GHG emissions, potential activities, products or assets that could generate locked-in GHG emissions will be identified. These will be communicated in future reports of the Transition Plan, along with the strategies and measures in place to address these emissions, if applicable.

[E1-1/16e, AR4] AmRest's 2024 CapEx eligible activities according to Commission Delegated Regulation (EU) 2021/2139 and Commission Delegated Regulation (EU) 2023/2486 were:

- Installation and operation of electric heat pumps.
- Installation, maintenance and repair of energy efficiency equipment.
- Installation, maintenance and repair of instruments and devices for measuring, regulating and controlling the energy performance of buildings.
- Installation, maintenance and repair of renewable energy technologies.

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* *The Transition Plan has not yet received approval from the administrative, management and supervisory bodies of AmRest, though it will be reviewed in the period ahead. [E1-1 16i, 16j]*

** *AmRest is not included in the EU Paris-aligned Benchmarks. [E1-1/16g]*

- Provision of IT/OT C solutions and software based on IT/OT C data.
- Repair, refurbishment and reconstruction.

The combined CapEx of these activities in 2024 accounted for 21% of the global CapEx reported by the Company. These figures are expected to grow as the decarbonization measures outlined in the Transition Plan are implemented and as the exact economic resources required to carry them out become known. Many of the proposed actions have the potential to expand the Company's eligible activities. Also, it is anticipated that the implementation of the proposed decarbonization measures will lead to reporting of additional eligible activities in the future. This approach will enable the accurate quantification of resources needed to implement these actions, along with their timing and alignment with the Transition Plan. The Company is committed to updating and reporting this information in its future sustainability reports.

E1 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model [18, 19abc, AR6, AR7abc, AR8ab]

[E1 SBM-3/18] Following the completion of the Climate Risk and Opportunities Assessment, 7 material risks have been identified, consisting of 2 physical and 5 transitional risks.

[E1 SBM-3/19abc, AR6] The Company has conducted a comprehensive analysis of the resilience to climate change mainly in its own assets and operations and, to a lesser extent, in the elements of the value chain related to the business, drawing on the findings from its Climate Risk and Opportunities Assessment and Transition Plan. This evaluation considered both physical and transition risks, including all of AmRest's material climate risks, alongside associated opportunities, leveraging established climate scenarios such as the IPCC's SSP5-8.5 for physical risks and the NZE from the International Energy Agency ("IEA") for transition risks and climate opportunities. The approach focused on assessing the economic and strategic feasibility of implementing adaptation and mitigation measures, highlighting their potential benefits and effectiveness in contrast to the risks and challenges of inaction, ensuring an informed and forward-looking perspective.

The results underscore that the integration of targeted adaptation and mitigation actions enhances the Company's capacity to navigate climate-related challenges while safeguarding the long-term economic viability of its business model across diverse climate scenarios. These measures effectively address critical risks while unlocking opportunities arising from the energy transition, such as increased competitiveness and alignment with global climate objectives. This holistic approach contributes to reaffirm the resilience of the Company's strategy in terms of adaption to both current and future climate realities. As stated earlier, results related to this Business Resilience Plan will be considered internally with the aim of being disclosed in the coming years.

[E1 SBM-3/AR7abc, AR8ab] For the reporting purposes in this chapter, the Company defines the short term as around 2030, the medium term as 2050, and the long term up to 2100, reflecting expected climate impacts based on IPCC and IEA scenarios. These horizons are set in order to be close enough to remain plausible but distant enough to capture significant changes in weather patterns, energy demand, global population growth and the best business growth strategies for the Company. However, during the elaboration of the plan, uncertainties such as the reduction of emissions over the years, the projected economic growth of the Company or the evolution of the market have been encountered. Assumptions such as investment horizons and asset lifespans have also been considered.

Although this Business Resilience Plan is not yet final and may be further enhanced in the upcoming years, it currently reflects that the Company is well-prepared to withstand the impacts of climate change. Once AmRest incorporates the Business Resilience Plan into its business strategy and discloses detailed results, it will assess its ability to adjust its decarbonization and adaptation plan to measure climate change in the short, medium, and long term while also providing insight into how the financial impacts of physical and transition climate risks were considered in the analysis.

E1 IRO-1 Description of the processes to identify and assess material climate-related impacts, risks and opportunities [20abc, 21, AR9ab, AR11abcd, AR12abcd, AR13abcd, AR15]

In 2024 AmRest conducted a process of identifying material climate-related impacts, risks, and opportunities. It included completion of Double-Materiality Assessment (identified IROs are presented at the beginning of this chapter, impact on climate change is divided into two main sub-topics: Energy and Climate Change adaptation and mitigation) and conducting Climate Risk and Opportunities Assessment. Currently, the Company is reviewing the outcomes of the latter to include them in an update of the AmRest Global Sustainability Strategy.

[E1 IRO-1/20b, 21, AR11] The Company has identified climate-related hazards in accordance with Appendix A of the Delegated Act 2021/2139 of the European Taxonomy and assessed how its assets and activities are exposed to and sensitive to these hazards. The assessment has been conducted considering three-time perspectives: short (2030), medium (2050), and long term (2100), in line with expectations in terms of the likelihood, magnitude, and duration of the hazards, as well as the specific geospatial coordinates of the Company's assets along with its upstream and downstream value chain. These horizons allow for consistent planning with the climate scenarios of the IPCC and the IEA, also considering the investment horizons and asset lifespan. The identification of hazards is informed by a high emission SSP5-8.5 scenario. To determine which climate risks[*] and opportunities are considered material (i.e. that can financially affect the reality of AmRest Group), the risks and opportunities scores with the highest climate vulnerability score are selected. Subsequently, risks and opportunities are categorized based on the AmRest Group's 2023 Annual Risk Assessment conducted by Global Risk and Compliance and their materiality is determined.

[*] *The interrelation between climate physical hazards and climate transition events with AmRest's defined climate risks are included in section "Climate risk development".*

Physical risks identified during the assessment (based on the Intergovernmental Panel on Climate Change):

- Short term - Climate vulnerability or residual risk for the short-term horizon presents as medium or low for most physical climate risks, specifically for material risks: strong winds and severe thunderstorms and extreme precipitation and flooding. Meteorological extreme events related to heavy precipitation and flooding, as well as hailstorms and droughts, are expected to slightly increase in frequency and intensity compared to current weather conditions. Therefore, these risks should be closely monitored to assess the potential economic, operational, and, to a lesser extent, reputational impacts on the Company's restaurants and associated activities.
- Medium term - The most vulnerable physical climate risks are water-related. Incidences of extreme meteorological events such as heavy precipitation and flooding are steadily increasing in frequency and intensity compared to current short-term weather conditions.
- Long term - Climate vulnerability for the long-term horizon presents as high or almost very high for extreme precipitation and flooding and strong winds and severe thunderstorms risks, respectively.

AmRest must monitor and manage these climate risks to prevent potential future financial impacts on its fixed assets, equipment and furnishings as well as on employees and customers. By doing so, the Company would be well-prepared to avert prolonged closures of its restaurants, facilitated by the implementation of robust management systems and protocols. It is essential for the Company to avert significant damage to its establishments from potential floods, heavy precipitation, or material harm caused by strong winds as these risks could result in a substantial reduction in net income.

Table. Vulnerability results of AmRest material physical climate risks

Physical climate-related risk	Scenario SSP5-8.5		
	Near term	Medium term	Long term
Severe thunderstorms			
Precipitation and flooding			

Note: Yellow (low) and orange (medium) indicate risks to be monitored, while red (high) represents material risks.

[E1 IRO-1/20c(i-ii), 21, AR12] Several transition risks and opportunities have been identified in NZE:

- Short term - Over the next years until 2030, the Company needs to focus on calculating, reporting, and significantly reducing its corporate carbon footprint, particularly the emissions associated with Scope 3. Sustainability legislation, including the CSRD, requires companies to work on decarbonizing their activities and building their resilience to increasingly frequent and intense extreme weather events. In addition, several climate opportunities related to renewable energy consumption and waste management have been identified.
- Medium term - In general, under the NZE by the International Energy Agency, the most significant transition risks and opportunities are categorized under policy and legal and market Task Force on Climate-related Disclosures ("TCFD's") types. These risks are anticipated to peak in the mid-term (by 2050), when it is expected that global economies will achieve net zero and have reduced greenhouse gas emissions by up to 90%. In the same way, the potential positive impact from the opportunities will peak in by this time horizon. Beyond this point, the vulnerability to these transition risks and opportunities is expected to diminish towards the end of the century, as it is anticipated that the Company will have implemented necessary measures to align with market demands and regulatory requirements.
- Long term - In this time horizon, the Company's vulnerability to transition risks is expected to diminish, as the most critical challenges will have peaked by 2050. Under the NZE, economies will have largely decarbonized, achieving substantial reductions in greenhouse gas emissions. On the other hand, the climate opportunities identified by the Company will already have been seized and integrated in a satisfactory manner. By this stage, AmRest will have implemented the necessary measures to adapt to regulatory and market changes. The focus will shift towards consolidating resilience, optimizing operations in a low-carbon economy, and addressing any residual challenges or emerging trends in sustainability.

Table. Vulnerability results of AmRest material transition climate risks

Transition risk	Scenario NZE 1,5°C Near term	 Medium term	 Long term
Replacing existing equipment and facilities with Lower-Emission Technologies			
Emerging risks in waste management due to new environmental regulations (downstream)			
Increases in costs associated with corporate carbon footprint			
Suppliers' non-compliance with GHG reduction targets (upstream)			
Increased costs of raw materials due to its scarcity			

Note: Yellow (low) and orange (medium) indicate risks to be monitored, while red (high) represents material risks

Table. Vulnerability results of AmRest material climate opportunities

Climate opportunities	Scenario NZE 1.5°C Near term	 Medium term	 Long term
Cost savings resulting from the increased use of renewable energies through self-consumption, power purchase agreements ("PPAs") , and improved energy efficiency of restaurant			
Improvements in waste management in restaurants by minimizing waste generation and applying revalorization techniques such as the circular economy			
Increased capital attraction through green bonds and sustainable finance mechanisms			
Integration of Nature-based solutions to improve climate resilience of assets			

Note: Light (low) and medium green (medium) indicate opportunities to be monitored, while dark (high) and very dark (very high) greens represent material opportunities.

E1-2 Policies related to climate change mitigation and adaptation [22, 24, 25abcde, 62 MDR-P]

[E1-2/22, 24] AmRest has no global policies in place that address climate change mitigation and adaptation. The Company is in the process of implementing Environmental Guidelines. The purpose of the document is to ensure compliance with regulations and contribute to achieving a net-zero economy while maintaining business competitiveness and growth. The Company is committed to achieving climate neutrality goals, striving for a sustainable future by minimizing environmental impact and leveraging emerging business opportunities.

[E1-2/25abe] The Environmental Guidelines outlines AmRest's commitments regarding climate and environment, focusing on minimizing negative impact, identifying risks, and leveraging opportunities. Special attention will be given to circular economy, energy efficiency and responsible management of natural resources, identified as key action areas through the double materiality assessment.

Table. AmRest policies in Climate change mitigation and adaptation area

Policy	Scope	Key contents	Regulation owner	Third-party standard addressed	Affected stakeholders	Available on
Environmental Guidelines	Global	Establishing AmRest comprehensive approach to environmental issues	Chief Operations Office	-	■ Employees ■ Suppliers ■ Customers	Not in force - Awaiting internal approvals
Brands' Building Manuals	Global	Setting requirements for construction work of AmRest restaurants	Global Design Director	-	■ Employees ■ Suppliers	Available for selected Company's departments (including Design, Construction)

The precise definition of actions related to mitigating climate change will be made in medium-term time horizon (as understood by CSRD) after AmRest's environmental goals are defined.

[E1-2/25c] In its own operations, as of 2024, the Company has applied the principles described in the Sustainable Design Initiatives. All initiatives are inseparable parts of Brand Manuals (Building Manual/Design Manual/Technical Manual) and are implemented as standard solutions in design documentation for new and renovated restaurants. These Manuals deliver a comprehensive framework of innovations for green building design, construction, operations, and maintenance of new and existing buildings, focusing on the core areas of energy savings, water conservation, site sensitivity, sensible materials use, and a healthy environment for people. Given AmRest's business model, the implementation of energy efficiency measures is integrated in the Brand's Building Manuals both in the design and construction phases, since it imposes a critical point in the sustainability of its assets. AmRest does not count with an Energy Efficiency Policy per se, but due to its business model this handbook provides impactful energy efficiency solutions for new buildings.

Table. Selected groups of initiatives from Brands' Building Manuals

Group pf initiatives	Scope (global/local)	Area covered (energy/water/waste)
Waste Recycling	Global	Waste
HVAC efficiency	Global	Energy
Energy harvesting from waste heat	Global	Energy
Electricity consumption monitoring system	Local	Energy
Energy efficient lighting	Global	Energy
Minimization of water usage	Global	Water

AR30b] Additionally, the Company has invested in technology supporting the monitoring, automation and control of buildings: Global Supervisory Control and Data Acquisition ("SCADA") and local Building Management Systems ("BMS"). These tools allow users to monitor and control processes and devices thanks to sensors and controllers installed in the facility. In the case of AmRest, SCADA and BMS systems allow the optimization of energy consumption in their buildings by remote supervision and management. Several projects are already in execution to implement these systems in equity stores in Spain, France, Germany, Romania, Bulgaria, and the Balkans, with hundreds of locations already executed in Poland, Czechia and Hungary. Initial conclusions indicate that SCADA systems have the potential to reduce 2-15% of the energy consumption of a restaurant, depending on the case. Implementing BMS and SCADA systems will be based on new technologies, especially concerning the development of IoT and AI.

[E1-2/25acd] As mentioned earlier, AmRest has no global policies in place that address climate change mitigation and adaptation. However, some actions have been implemented in this area such as the replacement of the most energy-intensive kitchen equipment for modern appliances, replacing dishwashers or ovens. AmRest is researching the topic of renewable energy generated by e.g. solar panels installation. As part of this process, the Company is reviewing the technical and economic feasibility, evaluating the locations and available space to house the modules or solar panels and their complementary components (inverters, cables, connectors, batteries, etc.). Likewise, the inclination and orientation of the roof, type of material and losses due to shadows are evaluated to guarantee the highest possible performance. In 2024, the Company installed photovoltaic panels in selected stores in Poland, Czechia, and Hungary, achieving a reduction in the consumption of electricity from the grid, with a consequent decrease in Scope 2 emissions.

E1-3 Actions and resources in relation to climate change policies [26, 28, 29abc, AR19d, AR21, AR22, 62 MDR-A]

[E1-3/26, 28] In 2024, the Company made significant progress in the design of its climate change mitigation and adaptation actions, in line with the principles established in the ESRS 2 MDR-A. These initiatives are currently in the process of internal validation to define the allocation of resources necessary for their implementation. However, as considered in the analysis of climate risks and opportunities, the Company has risk premiums for extreme weather events and natural catastrophes as adaptation measures currently available. These insurances significantly improve resilience to the impacts of climate change.

[E1-3/29] In the upcoming years, the Company will detail these actions, including their classification by decarbonization levers, considering both technological and nature-based solutions. The GHG emission reductions achieved and planned will also be published, along with the list of significant CapEx and OpEx amounts allocated to these actions. These amounts will be linked to the relevant line items in the financial statements, the key performance indicators, ensuring transparent disclosure aligned with regulatory requirements. As stated in E1-2 section, AmRest is already carrying out different initiatives to mitigate climate change related to energy efficiency and self-generation of renewable energy.

[E1-3/AR21, AR22] The Company has not currently implemented specific policies in relation to these areas; however, the responsible departments are in the process of evaluating and developing the necessary actions. As the Company moves forward with its climate strategy, the resources required in terms of OpEx and CapEx will be established, ensuring alignment with decarbonization objectives. Likewise, the dependence on financing and the consistency of investments with the applicable regulatory frameworks will be analysed, ensuring transparency and credibility in their future execution.

E1-4 Targets related to climate change mitigation and adaptation.

[30, 32, 33, 34a-f, AR25abc, AR30abc, 81 MDR-T]

[E1-4/30, 32, 33] AmRest has not set public climate-related targets yet. However, the Company invested significant resources throughout 2024 to identify the impacts, risks, and opportunities in this regard. AmRest collaborated with external experts to conduct scientific analysis of the environmental challenges for the restaurant industry and is committed to publishing targets in upcoming years. As part of this effort, the Company is assessing pathways toward ambitious emissions reductions and aims to establish targets in the coming years, such as the Net Zero target for 2050.

[E1-4/AR25, AR30] When climate targets are established and reported, AmRest will ensure full alignment with reporting requirements. This will include defining short-, medium-, and long-term time horizons, selecting an appropriate base year, and applying recognized scientific methodologies. Additionally, a 1.5°C global warming scenario will be considered to align commitments with international frameworks and industry best practices. The Company will also define key performance indicators and decarbonization levers to track progress and ensure effective implementation of its climate strategy.

AmRest monitors and discloses in annual reports carbon dioxide emissions from Scope 1 and 2. The standards used are presented in the table "Emission factors used in carbon footprint calculation".

[E1-4/AR30a] Taking into account the carbon footprint results for the past years, most of the analysed actions are focused on mitigating Scope 2 emissions and, to a lesser extent, Scope 1 emissions because the most significant emission sources for AmRest are:

- Electricity consumption.
- Mobile combustion sources.
- Stationary combustion sources.

Complementary actions on other emission sources are also analysed in order to improve the Company's environmental performance and reduce the overall carbon footprint. As AmRest is currently in the process of measuring its Scope 3 emissions and the greenhouse gases generated by the refrigerant refills consumed in its restaurants, it is expected that the Company's emissions profile and the carbon footprint will change.

E1-5 Energy consumption and mix [35, 37abc, 38abcde, 39, 40, 41, 42, 43, AR32, AR33, AR36]

Table. Energy consumption and mix

ESRS Data point		Current reporting period MWh
37a AR 33, AR 32	Total energy consumption from fossil sources	**193,672**
37 b	Total energy consumption from nuclear sources	**74,797**
37 c	**Total energy consumption from renewable sources, including:**	
37 c i	fuel consumption for renewable sources including biomass (also comprising industrial and municipal waste of biologic origin), biofuels, biogas, hydrogen from renewable sources, etc.	**n/a**
37 c ii	consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources	**20**
37 c iii	consumption of self-generated non-fuel renewable energy	**415**
37 AR 35	**Total energy consumption of own operations**	**365,979**
39	Total energy production	**415**
	Production of renewable energy	**415**
	Production of non-renewable energy	**-**

Methodology: Data as of 31 December 2024, covering 100% equity restaurants. Data has been calculated based on the invoices from third parties. For the stores where the consumption data was not available (e.g. restaurants located in shopping malls) the data has been estimated. As of the publication date of this document, AmRest does not have the renewable origin certificates for every country. Therefore, the data reported regarding renewable energy is only for those countries for which certificates of origin have been obtained to date. Next year, this figure is likely to change due to the release of renewable origin guarantee certificates for 2024.

[AR33] AmRest should be classified in section “I” Accommodation and food services activities, in accordance with Regulation (EC) No. 1893/2006. Section “I” is not listed among the sectors with a high climate impact, i.e. Sections A to H and Section L, in accordance with Commission Delegated Regulation (EU) 2022/1288. Therefore, AmRest does not meet the criteria for qualifying as a sector with a high climate impact.

E1-6 Gross Scopes 1, 2, 3 and Total GHG emissions [44, 46, 47, 48, 50, 51, 52, 53, 54, 55, AR39, AR40, AR41, AR42, AR43, AR44, AR45, AR46, AR47, AR48, AR49, AR51, AR53]

[E1-6/AR39] For the disclosure of greenhouse gas emissions, the Company has applied the GHG Protocol methodology. For Scope 1 and Scope 2 emissions, primary data from energy consumption across various restaurants and the vehicle fleet has been used to ensure accuracy. For the emission factors used in each emission category, details can be found in table "Emission factors used in carbon footprint calculation". In addition, the Company has used the most up-to-date information available for global warming potentials, from the IPCC AR6 report. According to the latest requirements of the Science Based Targets initiative ("SBTi"), AmRest will evaluate the need to measure its Forest, Land and Agriculture (“FLAG”) emissions as well.

[E1-6/44] ***Table. AmRest gross Scope 1, 2, 3 and total GHG emissions***

Milestones and targets years related to GHG Emissions are being evaluated and will be defined and approved during 2025.

ESRS Data point		Retrospective: Base year	Retrospective: Comparative	Retrospective: N	Retrospective: % N / N-1	Milestones and target years: 2025	Milestones and target years: 2030	Milestones and target years: 2050	Milestones and target years: Annual %
48, AR43, AR44	**Scope 1 GHG emissions**								
48a	Gross Scope 1 GHG emissions (tCO2eq)	n/a	n/a	**105,422**	n/a				
48b	Percentage of Scope 1 GHG emissions from regulated emission trading schemes (%)	n/a	n/a	**n/a**	n/a				
49, AR45	**Scope 2 GHG emissions**								
49a	Gross location-based Scope 2 GHG emissions (tCO2eq)	n/a	n/a	**125,991**	n/a				
49b	Gross market-based Scope 2 GHG emissions (tCO2eq)	n/a	n/a	**176,123**	n/a				
51, AR46	**Significant scope 3 GHG emissions**								
	1 Purchased goods and services	n/a	n/a	**1,046,997**	n/a				
	2 Capital goods	n/a	n/a	**182,111**	n/a				
	3 Fuel and energy-related Activities (not included in Scope1 or Scope 2)	n/a	n/a	**45,868**	n/a				
	4 Upstream transportation and distribution	n/a	n/a	**13,974**	n/a				
	5 Waste generated in operations	n/a	n/a	**305**	n/a				
	6 Business travelling	n/a	n/a	**344**	n/a				
	7 Employee commuting	n/a	n/a	**16,240**	n/a				
	8 Upstream leased assets	n/a	n/a	**Not relevant**	n/a				
	9 Downstream transportation	n/a	n/a	**12,804**	n/a				
	10 Processing of sold products	n/a	n/a	**Not relevant**	n/a				
	11 Use of sold products	n/a	n/a	**Not relevant**	n/a				
	12 End-of-life treatment of sold products	n/a	n/a	**17,939**	n/a				
	13 Downstream leased assets	n/a	n/a	**Not relevant**	n/a				
	14 Franchises	n/a	n/a	**11,049**	n/a				
	15 Investments	n/a	n/a	**Not relevant**	n/a				
52, AR47	Total GHG emissions								
52a	Total GHG emissions (location- based) (tCO2eq)	n/a	n/a	**1,579,043**	n/a				
52b	Total GHG emissions (market- based) (tCO2eq)	n/a	n/a	**1,629,175**	n/a				

Methodology: Data as of 31 December 2024. For all scopes data was collected internally using specific software designed to collect and process information. For Scope 1 and 2 data bases used were DEFRA, EEA and AIB. For Scope 3 two additional databases were used: Ecoinvent 3.11 and Exiobase 3.8. AmRest was unable to collect some of the data from all the markets; therefore, estimations were made to fill the gaps, the assumptions behind are indicated in the table "Emission factors used in carbon footprint calculation".

[E1-6/53, 54, 55, AR53] ***Table. AmRest GHG intensity per net revenue***

GHG intensity per net revenue	Current reporting period
Total greenhouse gas emissions (according to location-based method) per net revenue (tCO2-equivalent/monetary unit)	**0.00062**
Total greenhouse gas emissions (according to the market-based method) per net revenue (tCO2-equivalent/monetary unit)	**0.00064**

Methodology: Calculations for GHG intensity were made using the resulting total numbers for GHG emissions (both location and market based) and divided by the total net revenue data from the FY2024. The net revenues can be found in Consolidated income statement in the financial statement.

Table. Emission factors used in carbon footprint calculation

Emission category	Source of Emission Factor	Calculation methodology
Scope 1 GHG emissions	DEFRA	For scope 1, calculations were made with the data from stationary and mobile sources and multiplied using corresponding emission factors. This year data on refrigerants was also included.
Scope 2 GHG emissions		
Gross location-based Scope 2 GHG emissions	EEA	Electricity energy usage data was used for both location and market based calculations
Gross market-based Scope 2 GHG emissions	AIB	
Significant scope 3 GHG emissions by category		
1 Purchased goods and services	Ecoinvent 3.11 Exiobase 3.8	In the case of goods, the weight of raw materials was multiplied by related coefficient. In the case of services, (marketing, IT, office supplies), the emissions were estimated on the basis of expenditures incurred for each type of purchases. The calculations included the inflation between the establishment of the base and the reporting year, as well as exchange rate differences as of 31 Dec of the reporting year.
2 Capital goods	Exiobase 3.8	The calculations were made on the basis of expenses for investments, where the amounts obtained were multiplied by the coefficients obtained according to the methodology for Cat. 1.
3 Fuel and energy-related Activities (not included in Scope1 or Scope 2)	DEFRA	Fossil fuel coefficients for European region were used. In the case of electricity, losses and additional emissions from the UK mix were recalculated due to differences in the energy mix of different countries. Calculations were made by multiplying the indicated respective by the consumption of each fuel and electricity.
4 Upstream transportation and distribution	DEFRA	The calculations were carried out by multiplying the km travelled by averaged emission factor (averaged load, averaged size).
5 Waste generated in operations	DEFRA	It was estimated based on the specific management of each group of raw material where the weight of managed wasted was multiplied by an appropriate factor.
6 Business travelling	DEFRA	These distances travelled was multiplied by the corresponding emission factors.
7 Employee commuting	DEFRA	The calculations were made by multiplying travelled distances by the corresponding emission factors. The data issued included the total amount of employees and for distances travelled a 75% was assumed to travel by bus and 25% by car.
8 Upstream leased assets	N/A	Emissions included in Scope 1 and Scope 2 according to the requirements of ESRS (operational control approach).
9 Downstream transportation	Emissions from service suppliers	Kilometers travelled and kgCO2 emitted were both collected from service suppliers. For kilometres travelled, the calculation was made by multiplying with the corresponding emission factor.
10 Processing of sold products	N/A	AmRest does not sell products for the further processing.
11 Use of sold products	N/A	AmRest does not sell products that requires additional energy to be consumed.
12 End-of-life treatment of sold products	DEFRA, EPA	Emissions were calculated based on the designated amounts of waste collected by the restaurants and the disposal methods selected accordingly.
13 Downstream leased assets	N/A	AmRest does not rent its properties for other companies.
14 Franchises	DEFRA,EEA	In the case of Cat. 14, the calculations were carried out adequately for Scope 1 and 2 emissions averaging the total amount emissions per restaurant.
15 Investments	N/A	Accounted in category 14.

E1-7 GHG removals and GHG mitigation projects financed through carbon credits [56ab, 58ab, 59ab, 60, 61abc, AR56, AR57abcd, AR58a-i, AR59, AR62abcde, AR63a-g]

E1-8 Internal carbon pricing [62, 63abcd, AR65abcd]

AmRest does not sell or buy carbon credits nor invest in GHG-related activities, including GHG removals.

Climate risks development *[IRO-1]*

Table. Relationship between EU Taxonomy physical climate hazards and the potential climate risks that may arise within the company

EU Taxonomy climate-related hazards and additional identified by AmRest	Typology	Potential climate-related risk for AmRest
Precipitation or hydrological variability Saline intrusion Heavy precipitation in solid form (hail, snow or ice) Water stress Drought	Chronic	Reduction in the availability of water resources in infrastructure due to droughts and lack of rainfall
Changing precipitation patterns and types Precipitation or hydrological variability Floods (fluvial, pluvial, coastal and ground water) Cyclone, hurricane, high-impact squalls, explosive cyclogenesis and DANAs (cut-off lows) Storm (rain, snow, Saharan dust or sand and supercells)	Acute	Increase in the frequency of infrastructure damage due to extreme precipitation and flooding
Temperature variability Changing temperature (air, freshwater, marine water) Heat wave Drought Changes in cloud cover and relative humidity Changing wind patterns	Acute	Increase in the frequency and magnitude of forest fires near infrastructure
Heavy precipitation in solid form (hail, snow or ice) Avalanche Cold waver/Frost	Acute	Increase in infrastructure damage due to the intensity and frequency of hailstorms and extreme snowfalls
Changing wind patterns Cyclone, hurricane, high-impact squalls, explosive cyclogenesis and DANAs (cut-off lows) Storm (rain, snow, Saharan dust or sand and supercells) Tornado, wet and dry downburst, waterspout	Acute	Increase in the frequency of damage to infrastructure caused by strong winds, hurricanes, tropical storms, explosive cyclogenesis and tornadoes
Landslide Subsidence Soil erosion Soil degradation (desertification)	Acute	Increase in the frequency and intensity of landslides and subsidence affecting infrastructure and economic activities

EU Taxonomy climate-related hazards and additional identified by AmRest	Typology	Potential climate-related risk for AmRest
Changing temperature (air, freshwater, marine water) Temperature variability Heat stress Increased UV radiation Heat wave	Acute	Increase in the exposure of infrastructure, activities, employees, and customers to extreme temperatures
Sea level rise Coastal erosion Storm surge	Chronic	Infrastructure near the coast threatened by sea level rise

Table. Relationship between TCFD transition climate events and potential climate risks that may arise within the company

TCFD Climate-related events	Typology	Potential climate-related risk for AmRest
Rising prices for GHG emissions Costs associated with the import of goods from non-EU countries (Carbon Border Adjustment Mechanism "CBAM")	Policy and legal	Increase in costs associated with the corporate carbon footprint
Increased cost of raw materials	Policy and legal	Geopolitical and social instability driven by the impacts of climate change
New legal requirements for construction and/or maintenance materials and their production	Policy and legal	New legal requirements for new construction and renovation of buildings
Increased operational difficulties due to new legislation (protection of workers)	Policy and legal	Enhanced operational difficulties due to new worker protection legislation (i.e. internal/ external on-site employees)
Costs associated with the import of goods from non-EU countries (CBAM)	Policy and legal	Increased costs for importing goods from non-EU countries due to CBAM regulations
New legal requirements for waste and/or landfill management	Policy and legal	Emerging risks in waste management due to new environmental regulations (downstream)
Replacement of existing products by third parties produced with low-emission materials Costs related to the transition to low-emission technologies New legal requirements for product technical specifications or the use of infrastructure	Technology	Replacing existing equipment and facilities with Lower-Emission Technologies
Changes in user behaviour/preferences Increased cost of raw materials Suppliers' non-compliance with GHG reduction targets	Market	Increased cost of raw materials due to its scarcity
Price increases or reduced insurance coverage	Market	Increase of premium costs associated with the rise of extreme weather events
Suppliers' non-compliance with GHG reduction targets	Market	Suppliers' non-compliance with GHG reduction targets (upstream)
Changes in consumer preferences Changes in user behaviour/preferences	Market	Changes in customer behaviour/preferences related to sustainable products
Sector stigmatisation due to the use of fossil resources	Reputational	Sector stigmatization due to the environmental and social impact
Increased investor concerns and/or negative stakeholder comments	Reputational	Diminished corporate image due to increased climate awareness among stakeholders

ESRS E3 WATER AND MARINE RESOURCES

The Group acknowledges the significance of safeguarding natural resources. AmRest is committed to protecting water resources, guided by the principles of sustainable development and key EU regulations, such as the Water Framework Directive (WFD, 2000/60/EC) and the Marine Strategy Directive (2008/56/EC).

During the double-materiality analysis, water and marine resources were evaluated as material. Fish and seafood are included in AmRest's menu offerings across some of its brands. The Company focuses on sustainable sourcing practices to ensure the quality and environmental responsibility of its supply. This includes partnerships with the suppliers of certified salmon and adherence to international standards for sustainable fishing and aquaculture.

Since water in own operations is mainly utilized for meal preparation, water consumption is not regarded as having a critical environmental impact. However, being aware that the greatest impact on water resources results from processes in the supply chain, AmRest will implement water management mechanisms to extend activities to the entire value chain under a strategy of responsible water management in cooperation with business partners. The Group is dedicated to maximizing efficiency solutions such as water-efficient kitchen equipment, hand faucets aerators and proximity sensors, sanitary equipment with limited water flow in newly constructed restaurants and coffee houses.

E3 IRO - 1 Description of the processes to identify and assess material water and marine resources-related impacts, risks and opportunities [8a, 8b]

E3-1 Policies related to water and marine resources [11, 12a, 12ai, 12aii, 12aiii, 12b, 12c, 13, 14, AR18a, AR18b, AR18c, 62 MDR-P]

AmRest has no formal water management policy in place regarding own operations, nor the policies related to sustainable sourcing and management of oceans. The Company follows applicable local laws which require e.g. wastewater management, monitoring of water usage, and reporting to regulatory authorities. However, topics such as water management, water sourcing, water treatment or the prevention of water pollution, or business opportunities that address water-related issues are not addressed in any of the policies. The Company does not have a more restrictive frame for their operations in areas of water risk. Regarding the Group's supply chain and water and marine resources, AmRest has included in its Supply Code of Practice several commitments on water, including the commitment to request suppliers to work towards the reduction of their water consumption and sewage generation, both in their production and warehouse facilities, as well as commitments on marine resources, mainly by the inclusion of all fish consumed in the Group's restaurants in the Group's Animal Welfare Policy.

E3-2 Actions and resources related to water and marine resources. [17, 18, AR20, 19, 62 MDR-A]

[E3-2/15, 17] AmRest's actions are currently focused on management of water resources in its own operations. Though no formal action plan has been set, nor specific resources allocated, a series of actions and acting principles have been already conducted last year and are to be continued in the next few.

[E3-1/8ab] During a planning phase of a construction work, the Company applies for a building permit and fulfils all legal requirements related to the water consumption. In opening new stores and in renovation of the sites, AmRest uses the design and construction standards which include multiple solutions to minimize water consumption. In addition, the Company uses HVAC system that is not based on water cooling and in the case of plantings in the outdoor areas, chooses plants that do not require abundant watering.

In its operations, AmRest uses the practices aimed at the prevention and abatement of water pollution. These include the installation of grease separators and periodic cleaning of these, limiting the use of marinades, especially those containing oil, during product preparation can help reduce the amount of oil released into the sewage system, and measuring wastewater contamination levels.

[E3-1/8ab] Moreover, the Company cooperates with the key stakeholders such as franchisors and landlords, in the area of responsible water and marine resources management, implementing monitoring and reporting practices for selected restaurants. AmRest expects its suppliers to minimise harm to water and marine ecosystems by adhering to environmental laws. This includes managing water responsibly and avoiding contamination.

[E3-1/14] Regarding fish (salmon) supply chain, AmRest has two formal documents – the Supplier Code of Practice and Animal Welfare Policy – described in the chapter Governance Information. The Group requires its suppliers to follow all applicable laws and regulations and to comply with AmRest's Animal Welfare Audit Program.

Actions regarding water and marine resources have been designed as a way of reducing negative impacts and dependencies, promoting the positive ones, mitigating risks and taking advantage of opportunities. All of them were evaluated as material in the IRO identification process and double materiality assessment.

Table. IROs identified in the Water and Marine Resources topic

IROs	Selected actions	Status (taken/planned)	Scope (global/countries/ selected groups)	Targets
Water consumption	■ Water-saving measures	Taken	Global	No specific targets set
Fish procurement	■ Cooperation with suppliers ■ Policies and procedures	Taken	Global	No specific targets set
Lack of water usage strategy considering stress areas	■ Water stress area identification ■ Development of Environmental Policy	■ Taken (part of Climate Risk Assessment) ■ Planned	Global	No specific targets set
Financial fines and operational restrictions for non-meeting new legal requirements relating to water management.	■ Cooperation with local authorities (permits) ■ Implementation of water management solutions	Taken	Local level	No specific targets set
Increased demand of fish causing overfishing and higher prices.	■ Diversification of the menu offerings	Taken	Global	No specific targets set

As detailed above, AmRest has been carrying out actions related to the IROs identified on water and marine resources, with the expected outcome of IRO management: reducing water consumption, promoting sustainable fish sourcing, setting a special set of policies and actions in facilities affected by water stress, as well as mitigating regulatory risks. Water saving measures include the implementation of water-saving technologies, such as aerators and proximity sensors in every newly built premises. Cooperation with suppliers has been based on a collaborative framework to promote sustainable water use in line with the AmRest Group Supply Code of Practice.

[E3-2/ 19] All of AmRest's actions are cross cutting in scope with regards to water stress level, and for now do not distinguish between the different water risk levels where the facilities are placed. No financial resources have been associated with the Company's actions on water and marine resources.

E3-3 Targets related to water and marine resources [22, 23a, 23b, 23c, 24, 24a, 24b, 24c, 25, AR23a, AR23b, 81 MDR-T]

The Company has not set targets related to water and marine resources.

As the Company is in the process of implementing Environmental Guidelines, and AmRest Global Sustainability Strategy does not cover the Water Management topic, AmRest discloses a general approach only in reference to selected IROs identified during the Double-Materiality Assessment (as described in chapter General Information, section "Material impacts, risks and opportunities").

E3-4 Water consumption [28a, 28b, 28c, 28d, 28e, 29, AR28, AR29]

The monitoring of total water consumption on own operations seeks the optimization of processes, to ensure sustainable resource management, and doing so distinguishing between areas with and without water stress amongst all of AmRest Group's sites.

Table. AmRest water consumption

ESRS Data point		Current reporting period
28a	Total water consumption [m3]	**1,791,272**
28b	Total water consumption in m3 in areas at water risk, including areas of high-water stress [m3]	**602,473**
28c	Total water recycled and reused [m3]	**-**
28d	Total water stored [m3]	**-**
28d	Changes in water storage [m3]	**-**
29	Water intensity (total water consumption) [m3 per million EUR net revenue]	**701**

[E3-4/ 28e] Methodology: Data as of 31 December 2024, covering all equity restaurants. Data collection is responsibility of the Facility Management team. Every water related data is recorded in files split by site and month and correspond to the data of water usage displayed in the building's meters. In the cases where no meters are installed on site, water data is taken from invoices. In the cases where water supply is managed by the facility's landlord and there is no actual evidence of water consumption, assumptions have been made based on historically accepted data in given months. Assumptions are verified after obtaining every new collective settlement from the supplier (after each change in the amount of rental fees). Water basins and water quality and availability, as well as any specific certified standard were not taken into account in the compilation of water data or the identification of areas at water risk. At the moment, the Company does not intend on doing an exercise of identifying water quality and quantity risks in the different water basins where it operates, taking into account that it does not collect water directly from water bodies and that the use of water is mainly for drinking, sanitary and cleaning purposes. The net revenues can be found in Consolidated income statement in the financial statement.

[E3-4/28b, AR28] Water risk and high water stress areas have been identified as part of AmRest's Climate Risk Assessment.

[E3-4/28d] AmRest facilities in general are not equipped with infrastructure to store water. There is only one location equipped with water storage tanks – 20 and 120 m3. This tanks are filled with water from the local water system and is then later used for food processing. Two additional tanks are in use for fire protection with 50 m3 each one – ascending to a total storage capacity of 240 m3 both in that site, and overall, in the whole Group. This facility has maintained the same storage capacity for the last three years as no changes in storage capacity have taken place.

ESRS E4 BIODIVERSITY AND ECOSYSTEMS

E4-1 Transition plan and consideration of biodiversity and ecosystems in strategy and business model [13a, 13b, 13c, 13d, 13e, 13f, AR1a-k]

E4 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model [16a, 16ai, 16aii, 16aiii, 16b, 16c]

E4 IRO-1 Description of processes to identify and assess material biodiversity and ecosystem-related impacts, risks and opportunities [17a, 17b, 17c, 17d, 17e, 17ei, 17eii, 17eiii, 19a, 19b]

[E4 IRO/17a,b,e] Double materiality assessment conducted by AmRest, included a comprehensive review of impacts, risks, and opportunities related to biodiversity and ecosystems within its value chain. The identification of impacts and dependencies considered the key drivers of biodiversity loss, their associated pressures, and the reliance on natural resources such as water. In the process, representatives from various stakeholder groups were consulted. More information about the analysis is included in chapter General Information, section "Material impacts, risks and opportunities". As a result, biodiversity and ecosystems topic was identified as material, though it received the second-lowest score out of the ten topics considered.

[E4 SBM-3/16b] This is related to the fact that material negative impacts concerning the loss of ecosystems assigned to AmRest are arising mainly in the supply chain. Practices used by the suppliers of AmRest's key products, particularly in vegetable and crop farming and animal husbandry can lead to land degradation, with erosion and soil depletion being common consequences. Such processes affect the ability of ecosystems to regenerate and can also result in desertification. The Company has implemented responsible practices in its value chain by introducing requirements towards suppliers' certification (e.g. RSPO).

[E4 IRO/17a-e] In the table below, AmRest presents the actions undertaken or planned in relation to the Biodiversity and Ecosystems IROs. Only selected policies and actions related to the management of the identified IROs are presented here, as the Company has not yet aligned the results of DMA process with its Global Sustainability Strategy.

Table. IROs identified in the Biodiversity and Ecosystems topic

IROs	Selected actions	Status (taken/ planned)	Scope (global/ countries/selected groups)	Targets
Loss of ecosystems due to agricultural activities.	■ Cooperation with suppliers and producers	Taken	Global	No specific targets set
Non-compliance with the relevant laws regarding biodiversity resulting from purchases of controversial products from foreign suppliers (e.g., cocoa and coffee)	■ Cooperation with suppliers and franchisors ■ Traceability of products ■ Legal monitoring	Taken	Global	No specific targets set
Include products that adjust to consumer preferences without changing the business model (e.g. vegan/gluten free products).	■ Diversification of the menu offerings	Taken	Global	No specific targets set

E4-2 Policies related to biodiversity and ecosystems [22, 23a, 23b, 23c, 23d, 23e, 23f, AR12, AR12a, AR12b, AR12c, AR16, AR17a, AR17b, AR17c, AR17d, AR17e, 24a, 24b, 24c, 24d, 62 MDR-P]

E4-3 Actions and resources related to biodiversity and ecosystems [27, 28a, 28b, 28bi, 28bii, AR18a, AR18b, AR18c, 28biii, 28c, AR20a, AR20b, AR20c, AR20d, AR20e, AR20f, 62 MDR-A]

E4-4 Targets related to biodiversity and ecosystems [29, 31, 32a, 32ai, 32aii, 32aiii, 32b, 32c, 32d, 32e, 32f, AR22, 81 MDR-T]

E4-5 Impact metrics related to biodiversity and ecosystems change [35, 36, 38, 38a, 38b, 38c, 38d, 38e, AR28, AR34a, AR34b, AR34c, AR34d, 39, AR32, 40, 40a, 40b, 40c, 40d, 40di, 40dii, 41a, 41bi, 41bii, 41biii]

As detailed above, given the nature of the Company's operations, AmRest is implementing actions related to the identified material topics concerning biodiversity and ecosystems, which are more directly associated with the supply chain.

[E4 SBM-3/16ac, E4 IRO-1/19a, E4-5/35] The Company's own operations have no direct impact on ecosystems as its stores are located mainly in urban areas or along highways. Specifically, AmRest does not directly contribute to the impact drivers of land-use change, freshwater-use change and/or sea-use change. However, a location analysis will be conducted to assess the spatial distribution of the Company's assets in relation to sensitive areas and the presence of threatened species.

[E4-3/28a-c] AmRest, within the scope of the direct operations, implements practices of responsible management of waste generated by asset locations, aimed at mitigating the contamination of water and soil, one of the main drivers of biodiversity loss. More information on AmRest waste management can be found in the section Resource use and Circular Economy. No specific biodiversity offset measures are required.

[E4-1/ 11, 13] AmRest has prioritized the development of its climate transition plan, acknowledging climate change as a key driver of biodiversity loss. As part of its long-term strategy, the Company will advance in the coming years with the development of a transition plan.

[E4-2/ 22, 23, 24, E4-4/31-32] AmRest has no specific policy nor targets in place that cover the biodiversity and ecosystems topic. However, as outlined in the Supplier Code of Practice, AmRest expects its suppliers to apply environmental care standards, such as reducing water consumption and carbon emissions, and year-over-year improvement on biodiversity where applicable. While the Code does not specifically address the social consequences on ecosystems, its emphasis on traceability and responsible resource management encourages the suppliers to minimize negative environmental and social impacts.

ESRS E5 RESOURCE USE AND CIRCULAR ECONOMY

E5 ESRS 2 IRO-1 Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities [11a, 11b]

E5-2 Actions and resources related to resource use and circular economy [19, 20a, 20b, 20c, 20d, 20e, 20f, AR11, AR12a, AR12b, AR12c, 62 MDR-A]

Resource use and Circular Economy are the highest ranked topics in AmRest double-materiality analysis. The management of raw materials and packaging are central to AmRest's commitment to sustainability and the principles of circular economy. By sourcing responsibly, the Company reduces its environmental impact, supports biodiversity, and promotes ethical supply chains. Sustainable materials—such as organic, locally sourced, or regeneratively farmed ingredients— result in lower carbon emissions and enhance resource efficiency.

Packaging is equally critical, as single-use materials contribute to waste and pollution. AmRest is transitioning to recyclable, compostable, and reusable solutions to minimize its footprint and with suppliers, to close the loop, and ensure that material are used for other purposes rather than discarded.

The details on the double-materiality assessment related to this topic can be found in chapter General Information, section "Materials impacts, risks and opportunities".

The Company has implemented various measures to optimize resource efficiency, focusing on reducing packaging input and enhancing recycling efforts. AmRest identifies the following waste and packaging categories:

[E5 IRO/A7b] ***Table. Packaging and waste generated in AmRest's restaurants and the Group's approach for these issues***

Waste and packaging categories	Definition	Value chain stage	Examples	AmRest management technique
Kitchen food waste	Waste generated during food preparation	Own operations & Downstream	Food scraps	■ Efficient food preparation ■ Waste segregation ■ Educational campaigns for employees
			Overproduction	■ Production planning ■ Food saving programs (Harvest, Too Good To Go, etc.)
			Spoiled products	■ First In, First Out method - proper inventory management
Customer food waste	Waste generated during customer consumption	Downstream	Food scraps	■ Waste segregation ■ Communication campaigns for customers to raise awareness and reduce food leftovers.
Primary packaging	Packaging directly protecting the food products	Upstream, Own operations & Downstream	Food and beverage containers, paper wraps	■ Waste segregation ■ Sustainable packaging such as packaging with recycled content and/or recyclable materials. ■ Reusable/returnable packaging ■ Communication campaigns for customers, e.g. Bring Your Own Tumbler in Starbucks, to minimize use of primary packaging and potential littering
Secondary packaging	Protection of groups of products during transportation	Upstream & Own Operations	Cartons	■ Waste segregation ■ Reusable containers ■ Collaboration with suppliers to optimize the materials used
			Shrink wrap	
Tertiary packaging	Protection of large quantities of products	Upstream & Own Operations	Pallets	■ Waste segregation ■ Reusable containers ■ Collaboration with suppliers to optimize the materials used
			Stretch wrap	

In the table below, AmRest presents selected actions (planned or undertaken) in relation to Resource Use and Circular Economy. *[E5 IRO/11ab]* AmRest's approach to double materiality assessment in general and identification of impacts risks and opportunities, including those regarding circular economy and use of resources, is described in the General Information chapter, alongside the stakeholder consultation process.

Table. IROs identified in the Resource use and Circular Economy topic

IROs	Selected actions			Targets
Implementation of the Packaging and Waste Management Policies based on the circular economy model.	■ Customer Packaging Group Policy ■ Waste Management Policy	■ Taken ■ Planned	■ Global	Targets of Customer Packaging Policy described in section below the table
Reduction in the use of packaging due to the collaboration with logistics suppliers to reduce the packaging used in AmRest.	■ Minimizing the primary packaging	■ Taken	■ Global	No specific targets set
Cost savings by using the food saving programs.	■ Harvest ■ Too Good To Go	■ Taken	■ Selected brands and restaurants	No specific targets set
Reduction of landfill waste.	■ Waste segregation	■ Taken	■ Global	No specific targets set
Increasing consumer and employee awareness of waste segregation.	■ Educational campaigns for customers and employees	■ Taken	■ Brands specific	No specific targets set

E5-1 Policies related to resource use and circular economy [14, 15a, 15b, 16, AR9a, AR9b, 62 MDR-P]

AmRest has the Customer Packaging Group Policy which describes the Company's commitments regarding sourcing of packaging products, managing upstream environmental issues for packaging throughout its supply chain in line with the following requirements for suppliers: *[E5-1/16]*

- AmRest commits to source customer packaging from certified Certificate Highest Grade ("GFSI") or audited suppliers. *[E5-1/15b]*
- AmRest will give preference to suppliers who provide paper-packaging with fiber from responsibly managed forests or recycled sources and who avoid sourcing from non-sustainable sources. These should be certified by a third-party applying the most rigorous forest management standards, including The Forest Stewardship Council ("FSC") standard, The Program for the Endorsement of Forestry Certification ("PEFC"), The Sustainable Forestry Initiative ("SFI"), *[E5-1/15b]*
- AmRest is committed to using recyclable or reusable plastic-based packaging and not to use single-use plastic (straws, cutlery, plates, drink stirrers). *[E5-1/15a]*
- AmRest does not use Styrofoam and expanded polystyrene ("EPS") packaging.
- All packaging must comply with local and international regulations, franchisor's and industry standards. AmRest will comply with whichever standards, levels and norms are the most rigorous. *[E5-1/15b]*

This policy indirectly supports the promotion of waste segregation and waste reduction by encouraging sustainable practices across the supply chain, including cooperation with suppliers where feasible. This entails improved waste management efficiency, better quality recycled waste for secondary raw materials, and minimization of environmental impact of packaging waste.

Regarding food waste, AmRest, as a restaurant company, aims to reduce food loss in its operations. The Company has been implementing the Harvest food saving program since 2016 and participating in Too Good To Go scheme since 2018.

- The main focus of Harvest program is to save food by donating it. The Company partners with food banks, charities, and other organizations that distribute food to those in need. By redirecting surplus food the Harvest program helps reduce the amount of food going to landfills thus lowering greenhouse gas emissions associated with food waste. Additionally, it aligns with AmRest's mission to promote environmental sustainability by focusing on responsible resource management. The program is active across several AmRest brands in several markets where the Company operates.
- Too Good To Go is a mobile app that connects consumers with restaurants, cafes, and stores and enables them to buy surplus food at a reduced price rather than letting it go to waste. Through the partnership, AmRest has been able to offer unsold food products from its restaurants and coffee stores to local consumers allowing them to make use of good food that might otherwise be discarded. Since 2018, AmRest's involvement in the program has been growing, and it now includes a variety of brands across different countries.

Currently, the Company is in the process of preparing its Waste Management Policy. The document will address waste segregation, the use of mechanisms to reduce the amount of waste (especially from mixed fractions, not suitable for recycling) and the proper processing of waste materials (according to the hierarchy: reduction, reuse, recycling, composting, recovery or elimination).

Table. AmRest policies in Resource Use and Circular Economy area

Policy	Scope	Key contents	Regulation owner	Third-party standard addressed	Affected stakeholders	Available on
Customer Packaging Group Policy	Global	Outlines AmRest's commitment to responsible sourcing of packaging	Food Services President	-	■ Employees ■ Suppliers ■ Customers	AmRest internal library

E5-3 Targets related to resource use and circular economy [23, 24, 24a, 24b, 24c, 24d, 24e, 24f, AR18, 25, 26a, 26b, 26c, 27, 81 MDR-T]

AmRest focuses on proper waste collection in stores to allow further processing (including recycling) of paper and cardboard, plastic and metal, glass, organic waste and used oil. In 2024, the Company did not establish specific goals regarding resource use and circular economy. AmRest aims to enable the recovery of resources from the waste it generates by improving its waste segregation and therefore improving the recyclability of the different waste streams and thus minimizing the waste that needs to be landfilled.

E5-4 Resource inflows [30, 31a, 31b, 31c, 32, AR22, AR25]

[30] AmRest serves a wide range of meals and food products throughout its network of restaurants and coffee stores under different brands. The Company works with a well-integrated supply chain to source quality ingredients used to prepare tasty and affordable dishes. Its resource inflows include mainly food products, e.g. meat, fruits and vegetables and dairy.

Other resources include restaurant equipment, e.g. kitchen equipment and electronic devices.

[31b] The packaging used in the Company's restaurants must be safe, certified, and compliant with specific requirements, including FSC, PEFC, or SFI standards, as well as being made from recycled materials or being recyclable. AmRest's suppliers must ensure that 100% of packaging is reusable, recyclable, or compostable; eliminate plastic from packaging and remove unnecessary plastic from the system. AmRest's packaging features clear and accurate labelling in regards to recyclability and other environmental issues.

Table. Material resources

ESRS data point		Current reporting period
31a	Overall total weight of food products used during the reporting period [tons]	**129,919**
31a	Overall total amount of customer packaging used during the reporting period [pieces]	**1,315,301,705**
31b	[%] Percentage of biological materials (and biofuels used for non-energy purposes) used to manufacture the undertaking's products and services (including packaging) that are sustainably sourced	**0%**
31c	Absolute weight of secondary reused or recycled components, secondary intermediary products and secondary materials used to manufacture the undertaking's products and services (including packaging) [tons / kg]	**n/a**
31c	[%] Percentage, of secondary reused or recycled components, secondary intermediary products and secondary materials used to manufacture the undertaking's products and services (including packaging)	**n/a**

Methodology: The data covers 100% of AmRest equity business. Food products are meat, dairy, fruits and vegetables, flour and drinks. The Company is currently unable to report the weight data on the equipment it purchases [31a], however, it has been actively monitoring the financial value of these purchases as part of the taxonomy reporting. Regarding packaging, AmRest has been tracking the usage through Point of Sale (POS) system, which makes it possible to provide data on the number of pieces of packaging used rather than on the weight value.

E5-5 Resource outflows [35, 36a, 36b, 36c, 37a, 37b, 37bi, 37bii, 37biii, 37c, 37ci, 37cii, 37ciii, 37d, 38, 38a, 38b, 39, 40, AR28]

[35, 36a-c] AmRest does not produce non-consumable goods or durable goods. The product of the Company's own operations are solely perishable goods, therefore, reporting on durability, reusability, repairability, disassembly, remanufacturing, refurbishment, recycling, and optimization of the use of the product or material through other circular business models, is not applicable.

Table. Amount of waste generated

Waste generated in AmRest's activities originates mainly in its food service operations consisting in serving meals in its restaurants and is composed of food waste and packaging waste.

ESRS Data point		Current reporting period
37a	Total amount of waste generated [tons]	**47,510**
37b	Non-hazardous waste diverted from disposal [tons]	**19,430**
37bi	Non-hazardous waste withdrawn from disposal due to preparation for reuse [tons]	**-**

ESRS Data point		Current reporting period
37bii	Non-hazardous waste withdrawn from disposal through recycling [tons]	**14,907**
37biii	Non-hazardous waste withdrawn from disposal as a result of other recovery operations [tons]	**4,523**
37b	Hazardous waste diverted from disposal [tons]	**20**
37bi	Hazardous waste withdrawn from disposal due to preparation for reuse [tons]	**-**
37bii	Hazardous waste withdrawn from disposal through recycling [tons]	**-**
37biii	Hazardous waste withdrawn from disposal as a result of other recovery operations [tons]	**20**
37c	Hazardous waste directed to disposal [tons]	**-**
37ci	Hazardous waste directed to disposal by incineration [tons]	**-**
37cii	Hazardous waste directed to disposal by landfilling [tons]	**-**
37cii	Hazardous waste directed to disposal by other disposal operations [tons]	**-**
37c	Non-hazardous waste directed to disposal [tons]	**25,836**
37ci	Non-hazardous waste directed to disposal by incineration [tons]	**2,214**
37cii	Non-hazardous waste directed to disposal by landfilling [tons]	**11,862**
37cii	Non-hazardous waste directed to disposal by other disposal operations [tons]	**11,760**
37d	Non-recycled waste [tons]	**32,603**
37d	Percentage of non-recycled waste [%]	**69 %**
39	Total amount of hazardous waste	**20**
39	Total amount of radioactive waste	**-**

Methodology: Data as of 31 December 2024, covering all equity restaurants. AmRest does not generate radioactive waste in its own operations. The only hazardous waste generated by AmRest are pressure containers, recognized as Hazardous by Polish law. AmRest subcontracted pressure containers collection in Poland to ensure its proper handling and 100% recycling rate. Non-hazardous waste generated by AmRest is mainly food waste and single use packaging waste, therefore, 'preparation for reuse' does not apply. Non-hazardous waste withdrawn from disposal through recycling [tons / kg] applies solely to packaging waste. Non-hazardous waste withdrawn from disposal as a result of other recovery operations [tons / kg] applies to composting of food waste. Information on the methods of processing of waste directed to disposal comes from third parties: 1) waste collecting companies with whom AmRest has direct agreements, 2) landlords or 3) municipalities, in the case where the landlord or municipality is a party to waste collecting agreement. For remaining cases AmRest uses "Other disposal operations" category. Non-recycled waste refers to packaging waste that has not been recycled and food waste that has not been composted. This amount has been estimated based on the amount of waste generated by AmRest and the average rates of composting and recycling in the different countries AmRest operates in.[40]

Social Information

Impacts, risks and opportunities identified in Social area

	Impact	Risks	Opportunities
OWN WORKFORCE WORKING CONDITIONS	**Impact** ▸ The Company's business model allows flexible working hours and different types of work contracts that respond to the needs of employees.	**Risks** ▸ Loss of knowledge and expertise due to key personnel turnover. ▸ Increased cost of labour resulting from staff turnover. ▸ Risk of accidents generated in kitchen. ▸ Strikes and protests generated by reasons that are outside AmRest's control (geopolitical instability, human rights violation, national concerns, local discontent).	**Opportunities** ▸ Increasing employee well-being at work positively impacts employee retention and talent attraction. ▸ Due diligence implementation across ESG areas increases transparency.
OWN WORKFORCE EQUAL TREATMENT AND OPPORTUNITIES FOR ALL	**Impact** ▸ Increased labour inclusion of people without the minimum qualification. ▸ Adaptation of HR processes in multiple languages, which allows hiring people from different countries or diverse national backgrounds.	**Risks** ▸ Reputational loss resulting from lack of women in the top management and executive positions.	**Opportunity** ▸ Well-designed diversity strategy increases Company's position as Employer of Choice.
WORKERS IN THE VALUE CHAIN WORKERS IN THE VALUE CHAIN	**Impact** ▸ Improving working conditions for employees in the value chain by implementing stricter supplier approval measures.	**Risk** ▸ Delays and disruption in the supply chain due to workers' strikes as a result of poor working conditions.	**Opportunity** ▸ Increased access to sustainable financing for demonstrating ESG/Social criteria throughout the Company's value chain.

Impacts, risks and opportunities identified in Social area

	Impact	Risks	Opportunity
AFFECTED COMMUNITIES COMMUNITIES ECONOMIC, SOCIAL AND CULTURAL RIGHTS AND DEVELOPMENT	▸ Improve the well-being of underprivileged groups through global social programs.	▸ Resistance and activism in favour of small local businesses and against global brands. ▸ Local legislation limiting business expansion or opening of new stores.	▸ Increase social investment in countries or areas where AmRest operates.
CONSUMERS CONSUMER EXPERIENCE AND INFORMATION	▸ Improve customers' well-being, enabling them to make more informed and healthier choices in their daily diet.	▸ System breakdowns and temporary interruptions in serving customers in restaurants. ▸ Legal or reputational consequences due to failures in operational excellence.	▸ Strengthen the accessibility of products and services for groups at risk of exclusion.

	Impact	Risk	Opportunity
CONSUMERS FOOD SERVICES EXCELLENCE	▸ -	▸ Non-compliance with food safety standards and measures in AmRest operations (restaurants, franchisees, central kitchens).	▸ Improvement of recipes and product offer through the implementation of Nutrition Group Policy.

Own workforce

S1 SBM-2 Interests and views of stakeholders [12]

S1-2 Processes for engaging with own workers and workers' representatives about impacts [27, 27a, 27b, 27c, 27d, 27e, 28] [S1 SBM-2/12]

Safe and fair workplace

AmRest conducts business in compliance with all relevant laws and regulations and maintains the highest ethical standards. The Company follows all applicable labour regulations including human rights, occupational health and safety, working hours and rest periods, and wage payment. Basic employment matters, such as internal organization, employee and employer rights and responsibilities, are governed by separate documents adopted by AmRest subsidiaries in accordance with the applicable laws.

AmRest offers flexible working hours to help employees balance their personal needs with their professional responsibilities. This approach is part of the Company's broader human resources strategy. The Company engages with its workforce to gain insights, views, and opinions that can enhance the effectiveness of its strategy, and operational and management practices.*

Employee Engagement

The Group's Employee Engagement mission is to create a positive employee experience and strengthen Company loyalty. Several tools and processes were developed to facilitate active listening and response to people's needs, recognize and reward achievements, and enhance global connectivity among AmRest's employees.

The Key Employee Engagement Programs include:

- **AmRest Barometer:** A global survey that measures work satisfaction, sense of belonging, and cooperation level within teams and the organization. The employees rate simple, one-sentence statements on a scale from 1 to 5, indicating their level of agreement. The survey is confidential, and all responses are shared in an aggregated form. The global results are presented to the entire organisation at the AmRest Global Meeting, as well as during dedicated local meetings and in an online form. The online material available on the intranet showcases the key results in the form of a one-pager. Based on the findings, the respective managers develop action plans that form part of their annual goals.
- **Collective bargaining:** The Group respects the right to freedom of association and the employees' right to organize. AmRest recognizes membership in organizations whose purpose is to promote employees' interests and the Company will refrain from any intervention that seeks to limit or hinder their legal exercise. Collective bargaining agreements (where applicable) regulate the working time organization and health and safety matters of employees alongside compliance with the respective labour law.

More information about the Company's stakeholder dialogue can be found in chapter General Information, section "Stakeholder dialogue".

Table. Engagement with own workforce

		Frequency	Process/Stages	Effectiveness	Responsibility
AmRest Barometer The process is to gain insights, opinions, and feedback from the workforce regarding well-being, motivation, working conditions, and collaboration.	Survey	Annual	■ Conducting full survey (open for 3 weeks) ■ Opening results and dashboards for managers with teams consisting of 5+ employees ■ Preparing a global results overview and communicating globally via internal communication tools ■ Organizing dedicated sessions for all functions to offer support in understanding results ■ Creating team's specific action plans ■ Monitoring Action Plans creation and following up on the Action Plans statuses	In the corporate balance scorecard, the Company tracks year-to-year: ■ Response rate ■ Engagement Index ■ Culture Index	■ Business Owner – Chief People Officer ■ Responsible – Engagement, Diversity & Inclusion Senior Manager
Germany **Workers council**	■ Workplace organization: monitoring compliance with laws, collective agreements and the Company agreements; organization of workplaces, working hours, break regulations; introduction of new technologies ■ Organizational changes: operational planning, routines, personnel planning ■ Equality and integration: integration of foreigners and disabled people ■ Occupational Health and Safety: measurements and monitoring, workplace integration ■ People Development: training programs, job maps and responsibilities	Meetings are conducted on a monthly basis with individual agenda Health and Safety Meetings are conducted on a quarterly basis with the external company	Regulated in the Works Constitution Act, which defines the rights and duties of works councils.	■ 11 meetings per year; ■ 30 main topics discussed, ■ 4 new agreements, ■ 3 updated agreements, 23 approvals for main topics within the meeting	■ HR Services Senior Manager ■ Legal Cooperate Council ■ HR Compliance Manager

		Frequency	Process/Stages	Effectiveness	Responsibility
France **Workers council**	■ Wage negotiations (benefits and increases, gender equity) ■ Working conditions (changes in working hours, significant policy shifts , annual training program, implementation of new software) ■ Health and safety standards (providing all KPI's related to social data: absences, accidents, turnover ■ Workplace policies and new organisation (global new policies, internal organisation) ■ Comprehensive review of the past year's performance, setting the agenda for the upcoming year, and major decision-making	Monthly and/or annual meeting	Requested by the regulation and the jurisprudence as well as the new legislation or governmental decision	■ 100 meetings (20 consultation processes conducted) for all brands	■ HR Director ■ Legal manager ■ Workers Council representatives
Spain **Workers council**	■ Collective bargaining (wages, working conditions, and benefits). ■ Workplace policies (safety, health, and equality measures). ■ Employee development (training programs and career progression). ■ Conflict resolution and grievance handling. ■ Organizational changes (restructuring, layoffs, or mergers).	Depending on the terms of the respective agreements, the need to update the existing agreements or business circumstances.	All these processes are determined by the law, jurisprudence or custom existing in the legal entity or within the workplace.	Each update of the agreement contemplates the term and effective date of the agreement. The agreements were reached on the following topics: ■ Monitoring CBA (Collective Bargaining Agreements) implementation. ■ Health and safety improvements. ■ Equality Plan ■ ERTE* ■ Training and upskilling initiatives.	■ HR Services Director

* *ERTE - Expediente de Regulación Temporal de Empleo – a specific legal mechanism used in Spain in relation to temporary employment.*

Communication Channels

AmRest is committed to building a transparent environment for information flow across all countries and brands. The Company's internal mass communication strategy has been based on four core digital channels.

Table. AmRest communication channels

Channel	Description
Mailbox News and News Local	The primary channel for essential mass communication, including business, organizational, and other announcements. The Global Culture & Communication team manages the distribution and cascading of global messages, while local Employee Engagement teams manage national and local communication.
Square	Square is a network of communication sites powered by SharePoint Online. The platform features a global homepage and localized pages tailored to specific countries. It houses up-to-date announcements and a comprehensive knowledge base with resources from all departments and processes.
MS Teams	MS Teams is a tool for real-time interpersonal and group communication accessible to all employees, including crew members. It supports communication across various forums within the national brand teams, local teams, and project teams. The Global Culture & Communication team can facilitate PUSH communication through MS Teams.
Communities	Communities, built on Microsoft Viva Engage, is an inclusive social platform designed to create and nurture communities, interest groups, and facultative groups. It enables information sharing among all employees and supports non-mandatory communication to enhance awareness of diverse topics. This platform helps effectively promote the Company's organizational culture.

No specific measures are implemented to gain insights from vulnerable groups of employees. The Company's communications channels are open to all its workforce, including vulnerable groups of employees. *[S1-1 28]*

Material impacts, risks and opportunities and their interaction with strategy and business model

S1 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model [13 a, 13 b, 14, 14a, 14c, 14d, 14fii, 14gi, 14gii, 15, 16]

AmRest employees are the Company's key stakeholders. To better understand the needs and perspectives of its employees, AmRest classifies its workforce into three groups.

Employee groups at AmRest based on the tasks performed for the Company: *[S1 SBM3/14a]*

- **Restaurant employees**: This category includes chefs, cooks, waiters, hosts, and other personnel who ensure the seamless functioning of restaurants.
- **Central Kitchen employees**: These employees prepare semi-finished food products, which are then sent to various restaurant locations. AmRest has two central kitchens, one in Spain for the La Tagliatella and Sushi Shop brand and the other in China for the Blue Frog brand.
- **Office employees**: also called Restaurant Support Team ("RST") - people who work in an office environment. This group includes administrative personnel and other supporting functions who handle the business's operational, financial, and strategic aspects.

From the employment perspective, there are three main categories of own workforce at AmRest:

Own employees:

- **Employment contracts** direct contract relationship with AmRest, as defined by local labour legislation. This includes people employed either on a full-time or a part-time basis.
- **Non-guaranteed hours contracts** – employment based on country-specific laws. These types of contracts enable the Company to offer flexible work schedules. It is especially important for young people who value the ability to adjust work to their educational or other commitments. Examples of the countries where these contracts are used: Czechia and Poland.

Non-employees:

- **Agency workers** – Employment is arranged via employment agencies. The agency workers are formally employed by the agency and are contracted by the Company based on resource needs. As the restaurant business is often impacted by fluctuating customer traffic depending on the day or season, contracting agency workers helps AmRest adjust better staff numbers to current needs, increasing operational efficiency.

[S1 SBM3/13a-b, 14] All own workforce categories were included in the scope of the double materiality assessment and were subject to impact analysis, considering the nature of the business model. Impacts, risks, and opportunities related to the Company's own workforce, identified in the result, are described in the table below.

As the AmRest Global Sustainability Strategy is not fully aligned with the results of the double-materiality process, only selected policies and actions related to the management of the identified IROs in the own workforce area are disclosed.

There are no specific targets set in any of the areas. Following the AmRest Global Sustainability Strategy revision, AmRest will develop the action plans and targets related to the topics currently not covered.

More information on the methodology of the double-materiality analysis process is available in the section "Material impacts, risks and opportunities" in General Information chapter.

Taking action on material impacts on own workforce, and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions [37,38b, 38c, 38d, 40a, 40b, 43]

Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities [46, 47a, 47v, 47c]

Table. Impacts, risks and opportunities identified in Own Workforce area [S1 SBM3/14c/14d/15/16] [S1-1/19] [S1-5]

IROs		Action	Status (taken/ planned)	Scope (global/ countries/ selected groups)
Diversity Impact	**The recruitment process has been adapted to accommodate candidates from a range of linguistic and national backgrounds, enabling the hiring of individuals from diverse countries and communities.**	Global Office Recruitment Procedure	Taken	Global
		Set the standard for translations of the internal manuals /trainings - Internal Communication Manual	Taken	
		Restaurant Recruitment Global Procedure	In progress (time horizon 2025)	
Diversity Impact	**Increased labour inclusion of people without the minimum qualification.**	Free Access to Global Language Learning Platform / Global Languages Learning Policy	Taken	Global
		Access to Internal LMS Platforms and training in local languages	Taken	
Turnover Risk	**Increased cost of training of new employees due to staff turnover**	Initiatives for engaging and motivating employees	Taken	Global/Local
		Employee Development Programs	Taken	Global
		Internal Promotion Process	Taken	Global
		Dedicated Benefits	Taken	Global/Local
Occupational Health and Safety ("OHS") Risk	**Increased risk of accidents generated in kitchens**	Mandatory OHS training and certification	Taken	Local
		Communication campaigns	Taken	Local
		OHS Audits	Taken	Global
		Monitoring of accidents at work	Taken	Global
		Comprehensive insurance for all employees	Taken	Local
Uncertainty on the labour market Risk	**Strikes and protests generated by reasons that are outside AmRest's control**	Ensuring Legal Compliance	Taken	Global
		Cooperating with workers' councils	Taken	Spain, France, Germany
Employees' well-being Impact	**Employees' well-being at work impacts retention and talent attraction**	Well-being initiatives to promote work-life balance	Taken	Local
		Life Compass – Employee Assistance Program	Taken	Global

The Company does not have a standardized global policy concerning the rights of employees who leave the company nor any common approach to labour disconnection, but it strictly follows the requirements of local labour legislation.

In Spain, as directed by local legislation, all AmRest Spanish entities have equality plans implemented. The Company encourages the co-responsible exercise of both parents in Spain by implementing actions such as: ensuring the employees are informed of the legal possibilities of conciliation, ensuring options such as the adaptation of the working timetable instead of reducing working day to avoid changes in salaries, monitoring of the equality plans established by the Company.

Human rights

S1-1 Policies related to own workforce [19, 20, 20a, 20b, 20c, 21, 22, 23, 24a, 24b, 24c, 24d]

S1-3 Processes to remediate negative impacts and channels for own workers to raise concerns [32b, 32c, 32d, 32e, 33]

AmRest recognizes its responsibility to ensure human and labour rights compliance, adhering to both international principles and local legislation.

Respect for human rights is a fundamental pillar of business conduct at AmRest and Company's corporate responsibility, as stated in the Company's Code of Ethics and Business Conduct. The document applies to all stakeholders of the Group. The Code is not directly aligned with relevant internationally recognized instruments such as the UN Guiding Principles on Business and Human Rights, ILO Declaration on Fundamental Principles and Rights at Work, and the OECD Guidelines for Multinational Enterprises. The Company does not have a policy dedicated to human rights and does not conduct global due diligence processes.

[S1 SBM-3/14fii, 14gi, 14gii] [S1-1/19, 20, 21, 22] The Speak Openly platform, the Company's whistleblowing tool, is used to collect information i.e. about irregularities and reports on human rights breaches, regarding any of the stakeholders in the value chain. Processing of the related complaints, including investigation, and remedy measures are implemented on an individual basis appropriately to the nature of each reported incident. More information about how the Speak Openly platform operates can be found in Governance Information chapter, section "Whistleblowing Program".

Since the majority of AmRest business is located on the territory of the European Economic Area ("EEA"), where human rights are highly protected by EU and national legislation, the risks of trafficking in human beings, forced or compulsory labour, or child labour, are considered very low. In all the markets (including countries outside EEA), the Company uses a Code of Ethics and Business Conduct to minimize exposure to human rights-related risks.

[S1-1/22] As outlined in the Company's Code of Ethics and Business Conduct, AmRest forbids any form of forced labour and child labour in every geography where it operates. The Company does not specifically address the human trafficking in its internal regulations.

In some countries, individuals aged 16 and above are legally permitted to engage in employment. In such instances, AmRest adheres to the relevant legislation and implements comprehensive measures to safeguard the rights of these employees.

Safety at workplace

[S1-1/23] Due to the type of work performed in the restaurant business, certain groups of employees may be exposed to a higher risk of accidents. AmRest is committed to guaranteeing the safety of all employees. For this purpose, the Group has implemented Global Health and Safety Guidelines and a Physical Security Policy. Each entity is responsible for analysing potential emergencies and implementing measures in first aid, fire control, and evacuation procedures. The relevant personnel are designated and trained to carry out these measures. First aid materials are made available and adequate for the workplace and personnel in question.

In line with the local legal regulations, the employees are offered regular medical check-ups. Under the specific requirements of a given position, the Company may also implement specialised health surveillance for the employees occupying such positions. Furthermore, the employees receive comprehensive information on the occupational risks inherent to their role. This includes details of the measures and activities implemented to address the identified risks, as well as emergency procedures and sufficient practical training on the prevention of occupational risks.

Diversity and inclusion

AmRest has a zero-tolerance approach towards any form of discrimination, as set out in the Code of Ethics and Business Conduct. All individuals are treated with respect and dignity. The Company is dedicated to cultivating a work environment where everybody feels valued, respected, and empowered. The Group aims to ensure an awareness of the principles of equal treatment in the workplace. This means prohibiting discrimination in any way, whether directly or indirectly, based on, but not limited to age, disability, gender identity, ethnic origin, sexual orientation, religious beliefs, cultural background, political opinion. There is no permission for harassment either. In addition to the global approach, the Company observes local regulations and enters agreements with the Country Workers Councils and Employee Representatives in the countries where such laws apply. *[S1-1/24a] [S1-1/24b] [S1-1/24c]*

[S1-1/24c] AmRest has no policy commitments for underrepresented groups; however, the Company is actively seeking solutions to include and support people from different diversities through dedicated actions and programs conducted in different countries.

- **Support for people with disabilities**
  AmRest is committed to ensuring universal accessibility by addressing both infrastructure and work processes.
  - France – The Sushi Shop Group disability Mission FORCE(s) is a wide-reaching project that raises awareness and helps understand disabilities. It has already adapted over 150 jobs to meet the unique needs of people with disabilities and trained over 200 AmRest employees to recruit, hire, welcome, and seamlessly integrate people with disabilities.
  - Bulgaria - Barista Academy for hearing-impaired people in partnership with the Jamba Foundation and with support from Starbucks Global Foundation, this project helps hearing-impaired youth on their journey toward becoming skilled baristas. By participating in a dedicated development program, they

improve their qualifications, acquire fresh knowledge, and develop new skills to enter the labour market with confidence.

  - Poland - supporting activities of the Association of Friends of the Blind and Visually Impaired People.
  - Spain - recruitment campaigns conducted in cooperation with several organizations supporting people with disabilities.

- **Support for young people**
  - International scope: Launched in 2021, Food Sharing Day is a global initiative where AmRest shares meals with non-profit organizations that care for children. Through this action AmRest encourages its employees to act as volunteers.
  - Poland: Through cooperation with the "Opiekuńcze skrzydła" foundation and with grants from Starbucks Global Foundation and AmRest Coffee who operates Starbucks in Poland, this project aims to aid financially children in need.
  - Romania: Project Hope which addresses high school dropout rates in less privileged environments. Developed in collaboration with Hope&Homes for Children Association, it helps children improve their study conditions, supports their educational process, and, equally importantly, gives them hope for a brighter future.
- **Support for women**
  - AmRest is committed to fostering a workplace that supports women and promotes equal opportunities. To understand the current perception of gender equality, the Company conducted a comprehensive Gender Equality Study among employees. This was followed by 22 focus groups with women and individual meetings to explore the identified challenges in depth. The insights gathered informed the development of targeted actions aimed at addressing potential inequalities and empowering women to grow and thrive within the organization.

The Company takes a strategic approach to diversity management, encompassing a comprehensive understanding of the diverse perspectives and characteristics of its employees.

[S1-1/24d] AmRest's commitment includes:

- **Promoting Open Communication**: Encouraging an open-door policy where employees feel comfortable discussing any issues or suggestions directly with leadership.
- **Upholding Values**: Ensure that the values are reflected in all interactions and organizational practices, creating a foundation of mutual respect.
- **Appropriate Language Standards**: Promoting a culture of respect by encouraging the use of appropriate and inclusive language in all interactions. (Best Communication Practices)
- **Whistleblowing Platform**: Providing a confidential whistleblowing platform that allows employees to report issues without fear of retaliation, ensuring all concerns are addressed promptly and fairly.
- **Training on Respectful Behaviours**: Regular training sessions on respectful communication, non-harassment, and anti-mobbing practices to promote a positive and inclusive workplace culture.

Any instances of discrimination or mobbing in the workplace related to diversity can be reported and addressed through the Speak Openly platform. The Company conducts a formal investigation of the cases reported, more details can be found in section "Whistleblowing Program" in Governance Information chapter. Additionally, the HR team conducts audits in restaurants, that utilize relevant questionnaires and dedicated meetings with staff to ensure active counteraction against any form of discrimination.

The Code of Ethics and Business Conduct governs equality in access to promotions, training and benefits. The document provides guidance in diversity management within AmRest Group. AmRest also guarantees equal employment opportunities and prohibits discrimination during the recruitment process. All employment decisions are based solely on merit.

Every AmRest employee is expected to contribute to creating an inclusive and respectful workplace. This entails refraining from actions that may result in exclusion. Employees are encouraged to address inappropriate behaviour, and report it via the Speak Openly platform. AmRest leaders are expected to be role models in this respect, holding themselves accountable for fostering a diverse and inclusive environment. They are responsible for promoting diversity in recruitment, decision-making, and team management, ensuring that all voices are heard.

To prevent and mitigate exclusion, harassment, or marginalization of vulnerable groups, AmRest requires all employees to undergo mandatory training on the Code of Ethics and Business Conduct, including a separate module about Respect in Our Workplace.

Table. AmRest policies in the Own Workforce area

Policy	Scope	Key contents	Regulation owner	Third-party standard addressed	Affected stakeholders	Available on
Global Health and Safety Guidelines	Global	Sets the principles for occupational risk prevention across the organization	Chief People Officer	-	■ Employees	Available to a limited group of employees
Global Languages Learning Policy	Global	Sets guidelines for having access to different languages learning resources offered by AmRest	Global HR Planning and Development Director	-	■ Employees	AmRest internal online library
Physical Security Policy	EEA countries and Serbia	Sets the principles and security measures to ensure the protection of health and life of AmRest's employees, clients, building sites and equipment from physical security risks	Chief Risk and Compliance Officer	-	■ Employees ■ Customers	AmRest internal online library

Talent Development

The Group promotes the development of its employees by fostering their skills and competencies development and transparently communicating performance evaluation policies. AmRest uses clear criteria related to skills, competencies and professional merit in the selection, training and internal promotion of staff.

Selected employee development initiatives at AmRest:

- Internal and External Training – the most crucial part of the training is focusing on providing solutions for job effectiveness.
- International Career – AmRest, as a global Company, creates opportunities for employees to work abroad and to continue their career in other markets.

Employee metrics

S1-6 Characteristics of the undertaking's employees [50a, 50b, 50bi, 50bii, 50biii, 50c, 50di, 50dii, 50e, 50f]

Table. Number of employees by gender

Gender	Number of employees
Male	20,283
Female	24,976
TOTAL	45,259

Methodology: Data as of 31 December 2024. The collected data covered all equity restaurants and all own employees. AmRest collects the information regarding the number of employees by gender based on the national laws and regulations applying to this area and the data available in the Company's system.

Table. Number of employees by geographical areas

Country	Number of employees
Austria	66
Bulgaria	520
China	1,848
Croatia	229
Czech Republic	8,472
France	3,838
Germany	2,902
Hungary	2,893
Luxembourg	47
Poland	17,682
Portugal	77
Romania	964
Serbia	209
Slovakia	446
Slovenia	18
Spain	4,864
Switzerland	138
UK	46
TOTAL	45,259

Methodology: Data as of 31 December 2024. The collected data covered all equity restaurants and all own employees.

Table. Number of employees by contract type and gender

FEMALE	MALE	TOTAL
Number of employees (headcount)		
24,976	20,283	45,259
Number of permanent employees (headcount)		
16,837	13,095	29,932
Number of temporary employees (headcount)		
8,139	7,188	15,327
Number of non-guaranteed hours employees (headcount)		
7,212	6,257	13,469

Methodology: Data as of 31 December 2024. The collected data covered all equity restaurants and all own employees.

Table. Turnover rate

DEPARTURES / TURNOVER	Current reporting period
Number of departures	**27,490**
Turnover rate	**61 %**

Methodology: Data as of 31 December 2024. Number of departures covers all cases where own employees left AmRest, either on a voluntary basis or as a result of a dismissal. Turnover rate is expressed as the number of departures divided by the average annual employment.

S1-8 Collective bargaining coverage and social dialogue [60a, 60b, 60c, 63a, 63b]

Table. Collective Bargaining Coverage and Social dialogue

	Collective Bargaining Coverage		Social dialogue
Coverage Rate	**Employees – EEA (for countries with >50 empl. representing >10% total empl.)**	**Employees – Non-EEA (estimate for regions with >50 empl. representing >10% total empl.)**	**Workplace representation (EEA only) (for countries with >50 empl. representing >10% total empl.)**
0–19 %	Austria, Bulgaria, Croatia, Czech Republic, Hungary, Luxembourg, Poland, Romania, Slovakia, Slovenia	China, Serbia, United Kingdom	n/a
20–39 %	-	-	n/a
40–59 %	-	-	n/a
60–79 %	-	-	n/a
80–100 %	France, Germany, Portugal, Spain	Switzerland	n/a

Methodology: Data as of 31 December 2024. The collected data covered all equity restaurants and all own employees. In countries listed in 0-19% category, there is no collective bargaining in place.

Table. Number of employees at Senior Management level by gender [S1-9 66a]

	Female	Male
Number of employees at Senior Management level	-	9
Percentage of employees at Senior Management level	-	100 %

Methodology: Data as of 31 December 2024. The collected data covered Senior Management as defined in section Governance bodies in General Information chapter.

Table. Number of employees by age [S1-9 66b]

Number of employees aged under 30	**31,307**
Percentage of employees under 30 years of age	**69 %**
Number of employees aged between 30 and 50	**12,166**
Percentage of employees aged between 30 and 50	**27 %**
Number of employees aged over 50	**1,786**
Percentage of employees aged over 50	**4 %**
TOTAL	**45,259**

Methodology: Data as of 31 December 2024. The collected data covered all equity restaurants and all own employees.

S1-10 Adequate wages [69, 70]
S1-16 Compensation metrics (pay gap and total compensation) [97a, 97b, 97c, 98]

AmRest ensures that all employees receive wages and salaries that align with applicable standards and regulations. To guarantee that all remuneration complies with local legislation, regular consultations with local payroll departments verify compliance with the minimum interprofessional salary.

The salaries are also subject to regular review and adjustment in line with the current market benchmarks, as set out in reports from comprehensive benchmarking services. Additionally, an annual assessment of wages against market standards is conducted to ensure competitiveness in the job market by enabling salary adjustments where necessary. The annual salary review process is based on an approach that considers the position of the salary in the market and the employee's performance, as well as an analysis of potential links (People Potential Assessment and Organization & Talent Review).

AmRest's Global Compensation Model encompasses not only a review of the minimum interprofessional salary with local payroll departments but also a benchmarking of base salaries to market levels (target 90-110% of the market median for the position), ensuring internal alignment and gender equality. Additionally, it incorporates the standard allocation of total salary (base salary and variable pay) to market levels. This is achieved through the implementation of a consistent position grading matrix and up-to-date benchmarking data, as well as the establishment of a salary change approval matrix, controls, and workflows to facilitate the execution of salary general and administrative ("G&A") Enforcement.

Table. Pay gap [S1-16/97a]

	Current reporting period
Pay gap %	**7.3%**

Methodology: Data as of 31 December 2024, contract Base Salary from December, Variable and Fixed - data for the whole year 2024. The scope of the data covered all equity restaurants and all own employees. Payment and hours data was sourced from the local payroll systems or SyncPeople where possible.

Table. Annual total remuneration ratio of the highest-paid individual [S1-16/97b]

Total remuneration ratio	**97**

Methodology: Data as of 31 December 2024. The ratio is defined as the annual total remuneration of the highest-paid full-time individual compared to the median annual total remuneration of all other employees. It is important to note that approximately 60% of employees work part-time.

Table. Employees with disabilities [S1-12 79, AR76]

	Current reporting period
Percentage of employees with disabilities	**2.3 %**

Methodology: Data as of 31 December 2024. The collected data covered all equity restaurants and all own employees.

Table. Training and skills development metrics [S1-13 83b]

	Female	Male
Average number of training hours per employee	**33**	**29**

Methodology: Data as of 31 December 2024, sourced from Company's global IT system. The collected data covered all equity restaurants and all own employees.

Table. Employee evaluations [S1-13 83a]

	Female	Male
Percentage of employees who participated in regular evaluations	**35 %**	**30 %**

Methodology: Data as of 31 December 2024. The internal evaluation program is mandatory only for selected groups of employees.

S1-14 Health and safety metrics [88a-e]

Table. Employees covered by a health and safety management system

Percentage of employees covered by a health and safety management system based on legal requirements and (or) recognised standards or guidelines	**80 %**

Methodology: Data as of 31 December 2024. Apart from Poland, in all AmRest countries 100% of headcount is covered by health & safety management system derived from country specific legal requirements. In Poland only employees on permanent contracts are covered by obligatory health & safety management system.

Table. Accidents and injuries

	Current reporting period
Accidents and injuries among employees	
Accidents	**549**
Fatalities	**0**
TOTAL	**549**

Methodology: Data as of 31 December 2024. The collected data covered all equity restaurants and all own employees.

Table. Accident rate at work

	Current reporting period
Employees	
Number of cases of recordable work-related ill health registered	**549**
Number of days of work incapacity due to work injury/illness at work	**55,196,733**
Accident rate at work	**9.95**

Methodology: Data as of 31 December 2024. The collected data covered all equity restaurants and all own employees. The accident rate is calculated by dividing the numbers of cases of recordable work-related ill health registers by the number of days of work incapacity due to work injury/illness at work.

S1-17 Incidents, complaints and severe human rights impacts [102, 103a, 103c, 103d, 104a, 104b]

Table. Human rights violations

	Current reporting period
Cases related to vulneration of human rights	**10**
Number of cases of discrimination including harassment	**10**
Number of complaints filed through channels designed for people in the undertaking's own workforce to raise concerns	**203**
Number of complaints filed through the National Contact Points for OECD Multinational Enterprises	**0**
Number of severe human rights incidents connected to the undertaking's workforce	**6**
Number of severe human rights issues and incidents related to own workforce that constitute non-compliance with the UN Guiding Principles and the OECD Guidelines for Multinational Enterprises	**6**
Number of severe human rights cases in which the Company played a role in securing remedies for those affected	**6**
Amount of significant fines, penalties and compensation for serious human rights issues and incidents related to own workforce	**0**
Amount of material penalties, fines and reparations for damage caused by violations of social and human rights factors	**0**
Number of cases of non-respect of the UN Guiding Principles on Business and Human Rights, ILO Declaration on Fundamental Principles and Rights at Work or OECD Guidelines for Multinational Enterprises that involve value chain workers along the value chain	**0**
Number of severe human rights issues and incidents connected to its upstream and downstream value chain	**0**
Number of cases of non-respect of the UN Guiding Principles on Business and Human Rights, ILO Declaration on Fundamental Principles and Rights at Work or OECD Guidelines for Multinational Enterprises that involve affected communities	**0**
Number of severe human rights issues and incidents connected to affected communities	**0**
Number of cases of non-respect of the UN Guiding Principles on Business and Human Rights, ILO Declaration on Fundamental Principles and Rights at Work or OECD Guidelines for Multinational Enterprises that involve consumers	**0**

Methodology: Data as of 31 December 2024, source: the Whistleblowing reports. Severe human rights cases as defined by CSRD.

Workers in The Value Chain*

S2 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model [10a, 10b, 11, 11ai-aiii, 11b, 11d, 11e]

The content of this sub-chapter is based on the IROs identified during the double-materiality analysis process, which are presented at the beginning of this chapter. At this stage, the Company uses only information available in-house without external input. *[S2 SBM-3/11d]*

S2-2 Processes for engaging with value chain workers about impacts [22, 22a, 22b, 22c, 22d, 22e, 23]

S2-4 Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those action [32a, 32b, 32c, 32d, 34b, 36, 38]

Each new restaurant opened by AmRest generates employment opportunities within the whole value chain. This includes employees of business partners, such as franchisees or aggregators, as well as workers in the supply chain.

[S2 SBM-3/10a, b] The supply chain is a critical component of the Company's business model. AmRest's restaurants depend on cooperation with suppliers, who ensure the timely delivery of high-quality ingredients and products. The workers in this segment play a pivotal role in maintaining the efficiency, reliability, and sustainability of the Company's operations. Inadequate working conditions for the workers in the value chain could result in strikes and delays in the provision of resources.

To gain a deeper insight into the impact of value chain workers, the Company conducted a comprehensive review and a categorisation process, defining three core categories crucial to AmRest's operations and sustainability. The double materiality assessment identified the workforce of the Group's suppliers as the most significant stakeholder in the value chain. *[S2 SBM-3/11ai-aiii] [S2 SBM-3/11]* However, all value chain workers were included in the scope of the double materiality assessment.

The three categories are represented by:

- the employees within the supply chain, including distribution and logistics (upstream),
- the employees engaged in internal operations but employed through external agencies or third-party entities, such as delivery drivers and maintenance staff (downstream),
- the workforce employed by the franchisees (downstream).

[S2 SBM-3/10b] [S2 SBM-3/11e] [S2 SBM-3/11] No significant negative impacts on the employees in the value chain were identified. Regarding positive impact, AmRest has an opportunity to improve their working conditions by implementing stricter supplier approval measures. More information about the practices of cooperation with the suppliers can be found in the Governance Information chapter. The section “Material impacts, risks, and opportunities,” in General Information chapter, provides more information on the identified impacts, risks, and opportunities, as well as the methodology of the double materiality analysis.

Human rights

S2-1 Policies related to value chain workers [15, 16, 17, 17a, 17b, 17c, 19, 36]

[S2-1/15] [S2-4/38] [S2-1/17a, c] AmRest recognizes the importance of respecting human rights within the entire value chain. All workers in the value chain must be fairly treat regardless of their role, which aligns with the Company's values. AmRest has no specific Human Rights Policy in place. This area is addressed by two documents:

As stated in the **Code of Ethics and Business Conduct** (described in chapter Governance Information), the Group will not engage with companies that employ minors or whose labour practices fail to comply with applicable legislation or human rights standards. *[S2-1/17/17a]* This rule applies not only to suppliers and their workforce, but to all workers in the value chain. *[S2-1/15]* The Company has not conducted an analysis of the child labour and forced labour among its value chain workers.

The Supplier Code of Practices (described in chapter Governance Information) plays an important role in strengthening the positive impact and mitigating the potential risk explicitly related to workers in the supply chain. All suppliers are expected to align with the Company's principles and contribute to the Company's ethical standing.

They must acknowledge and sign the Code before launching business activities in cooperation with AmRest. Additionally, they are required to develop and implement management systems that ensure compliance with the rules outlined in the document. As part of that, they must ensure that all their relevant employees are aware of the Code and receive regular related training to observe the following:

- ensuring equal opportunities and prohibition of discrimination concerning hiring and employment,
- providing the employees with safe and healthy working conditions in compliance with all applicable laws and regulations,
- respecting the rights of the employees to associate, organize and bargain collectively lawfully and peacefully without penalty or interference,

* *No material negative impact was identified during the DMA process. [11c, 12, 13, 32b, 33 a, 33b, 33c, 33d, 35]*

- maintaining compliance with all applicable laws and regulations regarding remuneration with respect to minimum wages, overtime, maximum hours, commissions, bonuses, piece rates, and other elements of compensation, as well as legally mandated benefits.

The same requirements apply to the suppliers' value chain.

Furthermore, during the vendor selection process, suppliers are made aware of the requirement to adhere to the rules in the Code of Ethics and Business Conduct. By adhering to the rules of fair competition and the relevant legislation in each country, the Company maintains its integrity in terms of its conduct and procedures.

AmRest recognizes the importance of collaboration and supplier insight in optimizing the Company's processes and achieving mutual benefit. The Food Services Team, which manages supplier relations and business contacts, ensures that all processes involving suppliers are conducted in accordance with the relevant legislation. *[S2-4/38]*

[S2-4/36] There were no human rights violations related to value chain workers in 2024. The section "Whistleblowing Program", in the Governance Information chapter provides more information about AmRest's grievance mechanism.

S2-5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities [41, 42, 42a, 42b, 42c]

[S2-5/41, 42] The Food Services department established goals in supply chain management. The main one concerns the percentage of suppliers who are signatories to the Supplier Code of Practice, as described in chapter Governance Information. AmRest agrees on the business conduct principles with legal representatives of its business partners, who represent the interests of the workers in the value chain.

The Company monitors the progress made toward the targets regularly and provides updates to designated corporate bodies, including the Sustainability, Health and Safety Board Committee, and the Management Team. By pursuing these goals, AmRest aims to develop a robust, sustainable, and innovative supply chain that will support its long-term growth and enhance its reputation as a reliable partner.

S2 SBM-2 Interests and views of stakeholders [9, AR4, AR5]

S2-3 Processes to remediate negative impacts and channels for value chain workers to raise concerns [27a, 27b, 27c, 27d, 28, 29]

The Group did not conduct an active dialogue with its value chain workforce. *[S2 SBM-2/9]* However, the Speak Openly platform is available to all who wish to raise their concerns. *[S2-3/29]* All related notifications are treated with the utmost care, and if necessary, corrective action is taken (see Governance Information chapter). *[S2-3/27a]* At present, AmRest does not evaluate whether the value chain workers are aware of and have confidence in this process. Nevertheless, the Company recognises the potential value of this approach and is open to its implementation in the future. *[S2-3/28]* *[S2-1/17c]*

Affected Communities

ESRS S3 Affected Communities

S3 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model [8a, 8b, 9, 9a, 9c, 9d, 10, 11]

[S3 SBM-3/8a] AmRest's business model is based on operating restaurants in a number of countries. Consequently, the primary communities affected by this situation are the residents of the cities where the Group's restaurants are located. Affected communities include also the locations of two central kitchens: one in Lleida, Spain, and the second one in Shanghai, China.

The Group's other sites comprise office spaces, which are mainly located in urban centres. However, the impact on these areas is considered negligible.

The following groups may potentially be affected by AmRest operating sites: *[S3 SBM-3/9a] [S3 SBM-3/10]*

- **Local communities** – the residents in the immediate vicinity of the AmRest stores and representatives of local restaurant businesses.
- **Users** – the customers of the restaurants.
- **Employees** – the people employed by the Company in the restaurants and coffee stores.
- **Local authorities** – the local government entities in the areas where AmRest operates.

Each category presents a distinct set of risks and opportunities, although some apply to all. No significant negative impacts on the local communities were identified during the double-materiality process.

The section "Material impacts, risks and opportunities" in General Information chapter, provides more information on the identified impacts, risks, and opportunities as well as the methodology of the double materiality assessment.

[S3 SBM-3/7, 8b] AmRest does not operate in areas inhabited by Indigenous people. No groups that may be particularly vulnerable to impacts or marginalized have been identified.

AmRest focuses on strengthening its positive impacts and opportunities, which include integrating communities through continuous dialogue and improving the well-being of underprivileged groups through local and global social programs.By amplifying its philanthropic efforts and increasing charitable contributions, the Company can enhance its positive image and deepen its connection with the communities it serves. *[S3 SBM-3/9a] [S3 SBM-3/9c, 11]* The framework for AmRest charitable activities is described in the Gifts, Entertainment and Hospitality Group Policy. *[S3-1/16b] [S3-2/21b] [S3-4/32c] [S3-4/34b]*

The Company makes direct contributions to charitable and non-profit organizations, including both cash and product donations. The Group also encourages its employees to volunteer in activities that can have a positive impact on their communities. *[S3-1/8a]*

Table. Selected AmRest social engagement initiatives. Listed in alphabetical order

Actions	Scope	Frequency	Description
Cuore Felice	Spain	Annual	In 2024, La Tagliatella brand collaborated with Cima Universidad de Navarra donating a percentage of profits from the products' sales to support the research of cardiovascular diseases.
Disaster relief	Spain	One-time	In 2024 AmRest made a donation to Red Cross in Spain to support the victims of the floods in Valencia.
Food Sharing Day	Global	Annual	In November 2024, AmRest conducted its annual "Food Sharing Day". KFC, Starbucks, Pizza Hut, Burger King, and La Tagliatella delivered meals to children in 170 locations in nine countries.
Saving food – Harvest program	Global	Ongoing	AmRest donated surplus products from its restaurants, Central Kitchen and warehouses. KFC, La Tagliatella, Starbucks, Pizza Hut and Burger King cooperated with Food Banks and saved 250 tons of food in total.
Strategic partnership with SIEMACHA Association	Poland	Ongoing	In 2024, AmRest continued to support SIEMACHA Spot Wrocław, an educational facility for young people run by SIEMACHA Association, by providing in-kind and financial donations.

S3 SBM-2 Interests and views of stakeholders [7]

S3-2 Processes for engaging with affected communities about impacts [21, 21a, 21b, 21c, 21d, 24]

S3-3 Processes to remediate negative impacts and channels for affected communities to raise concerns [27b-d, 28]

AmRest places great importance on an open communication with local communities. The Group recognises the value of understanding the needs and concerns of people around and is dedicated to responding in an appropriate manner by integrating them into the ongoing dialogue with the stakeholders.

It is essential to monitor local legislation closely, as it may impose restrictions on business expansion or limit the opening of new outlets. The regulatory environment varies from region to region, and changes in legislation or policy could present challenges to AmRest's growth strategy. *[S3 SBM-2] [S3 SBM-3/9a] [S3 SBM-3/9d] [S3 SBM-3/11]* AmRest does not consult its strategic plans or business model with affected communities. However, the opinions and concerns of local communities are particularly important during the planning and construction phases of building projects. The responsibility for these activities in this area falls upon AmRest's Construction and Development Department employees. Their role is to consult and obtain the necessary permits from the local authorities who officially represent the affected communities. Other methods of engaging with local communities include direct contact with the Company's representatives, information published on AmRest's website as well as information in traditional and online media. *[S3-2/21a] [S3-2/21b] [S3-3/27d]*

Maintaining positive relationships with local communities is vital for the Company's growth. However, there are also risks that could have a negative impact on the business. Therefore, any challenges that arise must be addressed and considered with due care. In some communities, there is a strong preference for supporting local enterprises. Consequently, global chains like AmRest may encounter criticism on this front. Potential resistance and activism in favour of small businesses or against global brands could result in protests, campaigns, or public backlash, causing harm to AmRest's reputation and market presence.

In many countries AmRest is a member of national and local industry associations, representing hospitality, restaurants, and catering ("HORECA") businesses. In this role, the Company participates in programs and initiatives aimed at protecting the interests of restaurant operators including local companies.

The External Communications and Corporate Affairs department manages this area and ensures appropriate measures are taken. *[S3-2/21c]* The Group monitors its performance in community engagement by tracing employee volunteerism and level of donations to charitable and social causes, which is reported annually as a consolidated figure in the Group's Consolidated Statement of Non-Financial Information and Sustainability Information.

Furthermore, AmRest monitors its engagement with the affected communities through media monitoring platforms. Local press and online publications are regularly reviewed and analysed to identify and address potential issues as well as to identify opportunities for cooperation. Information on the effectiveness of engagement with local communities is also obtained from communication channels such as the Customer Care line (online, phone, direct contact) and the Speak Openly platform (available for all on AmRest website). Any complaints or suggestions submitted through these channels are processed under the relevant procedures and addressed by the business owners responsible for the affected area. *[S3-2/21d] [S3-3/27b] [S3-3/27c] [S3-3/27d]* All whistleblowers are protected against any form of retaliation. More information on the whistleblowing channel is available in section Whistleblowing Program in chapter Governance Information. *[S3-3/28] [S3-4/32d] [S3-4/33a]* The Customer Care description can be found within the Social Information chapter, in section Customers engagement and Customer Care.

AmRest has not implemented processes or procedures for determining whether affected communities are aware of the channels through which they can raise concerns.

S3-1 Policies related to affected communities [14, 16, 16b, 16c, 18]

S3-4 Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and the effectiveness of those actions [32c, 32d, 33a, 34b,36, 38]

The Company ensures compliance with human rights at every stage of its value chain and guarantees that the human rights of all affected communities are safeguarded through compliance with the law. Furthermore, AmRest assures its activities do not violate human rights and takes preventive measures to avoid such infringements. *[S3-1/14] [S3-1/16c] [S3-1/18]* There is no specific policy addressing human rights related to Affected Communities. AmRest approach to managing and respecting human rights is described in the Code of Ethics and Business Conduct.

[S3-4/36] In the reporting period, there were no cases of human rights violations related to affected communities.

S3-5 – Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities [41, 42, 42a, 42b, 42c]

AmRest has not established any specific targets in relation to engagement with the affected communities.

Consumers And End-Users

S4 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model [9a, 9 b, 10, 10a, 10c, 10d, 11, 12]

S4-1 Policies related to consumers and end-users [15, 16, 16a, 16b, 16c, 17]

S4-4 Taking action on material impacts on consumers and end-users, and approaches to managing material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions [30, 31c, 31d, 32a, 32b, 32c, 33a, 33b, 35, 37]

S4-5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities [40, 41, 41a, 41b, 41 c]

Customer* preferences play a pivotal role in AmRest's business model, influencing the popularity and scope of products and services offered. In this context, the customers are regarded as the key stakeholders. The Group places great value on customer feedback, as it enables the Company to meet its customers' needs and preferences, as well as address any concerns they may have. The systematic collection and analysis of feedback facilitates accurate adjustments to the Group's strategy and business model. By maintaining continuous engagement with the customers, AmRest can enhance the quality of its services and demonstrate its dedication to providing outstanding dining experiences. *[S4 SBM3/9a] [S4 SBM3/9b]*

Nutrition

One of AmRest's primary objectives is to offer customers food that meets the highest quality and safety standards. All brands owned and operated by the Company are subject to rigorous requirements regarding prohibited ingredients, with the objective of eliminating or reducing artificial additives. This approach aligns with the wider AmRest Nutrition Commitments to reformulate products in terms of nutritional value, making them more suitable for customers with specific dietary requirements, including those with conditions such as diabetes or hypertension. *[S4 SBM3/9a] [S4 SBM3/9b] [S4 SBM3/12]*

The customers with special health needs are considered vulnerable groups:

- Consumers with food allergies.
- Consumers with diabetes.
- Customers with low-calorie diet.
- Consumers with lactose intolerance.

[S4-4/31d] [S4-5] Between 2021 and 2024 all AmRest brands were implementing nutrition plans with annual goals specified. The status and results were presented to the AmRest Sustainability, Health and Safety Board Committee. In 2025 the Company will conduct a comprehensive revision of the nutrition strategy, followed by creating related actions and targets in the medium term time horizon.

According to the nutrition strategy, the Company pursues to achieve the following goals with related actions (listed below). They are being reviewed within the framework of annual nutrition roadmap. Since these actions are part of AmRest's daily activities, the quantification of their implementation is taken into account in each year's budget. *[S4 SBM3/10c] [S4 SBM3/10d] [S4 SBM3/11] [S4-4/30] [S4-4/31a] [S4-4/33b] [S4-5/40]*

- Ingredients' improvements:
  AmRest prioritizes the use of high-quality, and sustainable ingredients to enhance menu items by:
    - using ingredients rich in essential nutrients,
    - implementing a Clean Label approach by reducing artificial preservatives, colours, and flavours,
    - sourcing sustainable ingredients, such as cage-free eggs and RSPO-certified* palm oil, while supporting ethical and environmentally responsible practices.
- Recipe enhancement:
  To improve the nutritional profile of its menu, AmRest is reformulating recipes while maintaining taste, texture, and customer satisfaction by:
    - reducing calories, sugar, salt, and unhealthy fats across menu items,
    - adopting innovative cooking methods to preserve nutrients and minimize the need for added fats,
    - diversifying menu options to include balanced meals with high protein, fibre, and other essential nutrients
- Customer health:
  AmRest empowers customers to make informed dietary decisions by offering transparent nutritional information and tailored programs:

**AmRest considers customers as end-users. AmRest defines its consumers as individuals who acquire, consume or use AmRest goods for personal use, either for themselves or for others.*
** RSPO stands for the Roundtable on Sustainable Palm Oil.*

- clearly marking healthy menu options
- providing detailed nutritional information
- developing tailored programs such as gluten-free options, heart-health-focused low-sodium meals, and high-protein alternatives

- Nutrition culture:
  - Planning to offer mandatory nutrition training for customer-facing employees to ensure they can provide informed advice
  - Promoting “Wellness Days” and sharing success stories
  - Celebrating milestones like achieving sustainability goals, launching new healthy menu items, and providing staff training in nutrition.

Additionally, the customers have the option to customize their meals, with a range of choices available to suit special dietary needs, such as food allergies or coeliac disease, and customer preferences, including vegan, vegetarian, and plant-based diets. *[S4-4/31c]*

[S4-4/30] [S4-3/31 c] [S4-1/15] AmRest’s efforts regarding the mitigation of any potential negative impacts on the customers are focused on food and nutrition, as the key areas of possible material impact. These objectives are overseen by the Nutrition Group Policy, which aims to exceed the customers' expectations by offering a varied gastronomic selection that meets their health, well-being, nutrition, and pleasure needs. The Policy has been developed in accordance with the health and nutritional guidelines and recommended practices prevailing in the countries where AmRest operates.

[S4-4/33b] The Company also identified an opportunity to strengthen the accessibility of products and services for groups at risk of exclusion. Integrating people with disability through e. g. the creation of Braille or audio menus can enhance their independence and foster new opportunities for social interaction and employment. This approach guarantees that individuals with visual impairments can independently navigate menus and make choices, thereby fostering a more inclusive environment.

All types of customers were included in the scope of double materiality assessment. *[S4 SBM3/10]* More information on the identified impacts, risks and opportunities as well as the methodology of the double materiality analysis is available in the section “Material impacts, risks and opportunities” in General Information chapter.

Food Services Excellence

AmRest prioritizes food safety and the highest quality standards across its operations. The Company adheres to its comprehensive Food Safety Group Policy, implemented since 2022, which mandates that all suppliers, contractors, and distributors providing food ingredients, beverages, or packaging meet stringent safety and quality requirements. This includes approval by the Quality Assurance, Food Safety and Supply Sustainability Department.

To ensure product safety, AmRest has established a robust Hazard Analysis and Critical Control Point ("HACCP") plan and continuously fosters a string food safety culture within organization. This effort includes enhancing employee skills, raising awareness, and improving risk management through targeted training programs.

Table. Key actions and targets in food safety area

Action	Scope	Time horizon	Owner	Target
■ **Food safety audits** ■ **Supplier Approval**	Global	Annual auditing plan	Food Services President	■ Minimum 80% of audits passed ■ Minimum 75% of class A and B suppliers in Europe that have GFSI-recognized (Global Food Safety Initiative) certification

Methodology: Target no. 2 is calculated as the total number of Class A and B suppliers in Europe with Global Food Safety Initiative certification divided by the total number of Class A and B suppliers in Europe. The scope of this KPI covers European suppliers from AmRest’s KFC, Pizza Hut, Burger King, Starbucks, SushiShop and La Tagliatella restaurants. Class A and B suppliers are defined by critical and medium quality risk levels based on AmRest’s internal quality risk matrix criteria. This KPI excludes Class C suppliers. The Global Food Safety Initiative certification is a recognized global standard for ensuring that suppliers adhere to responsible and safe production practices, reducing the risk of contamination. The certification acts as the best market standard to assess the food safety performance of suppliers. As of 2024, the percentage of GFSI-certified Class A and B suppliers is 95.

At AmRest, quality and food safety audits are carried out by experienced and independent auditors to ensure compliance with food safety standards. These audits are regularly conducted in every stage of the supply chain, including suppliers, central kitchens, distribution and logistics, and restaurants.

- AmRest suppliers are subject to audit schemes approved by the Quality Assurance and Food Safety Department based on the risk assessment of the suppliers and/or provided by the franchisors. The audits are performed either by third-party auditors selected by the Quality Assurance and Food Safety Department or by the Franchisors, or by AmRest Quality Assurance Managers/team members qualified as auditors.
- Distributors that deliver to AmRest restaurants are audited by a third-party expert who specializes in the audit of warehouses, cross-dock facilities, and transportation. The main purpose of the audit is to evaluate the systems and procedures, as well as product and process controls, involved in storing and distributing food.

- Independent auditors conduct unannounced inspections and/or audits of AmRest restaurants and coffee houses to ensure strict adherence to food safety and quality standards. These inspections are tailored to meet each brand's specific needs and are carried out regularly.

Audit reports are shared with the Quality Assurance and Food Safety Department, and the results are analysed. If the results are not satisfactory, a Corrective Action Plan will be put in place. AmRest has rigorous processes to identify food quality issues. All incidents of non-compliance raised during an audit require mandatory corrective actions to ensure compliance.

The total number of audits conducted in restaurants and among suppliers in 2024 was 6,992 (and 7,249 in 2023).

Table. AmRest policies in the Customer Area

Policy	Scope	Key contents	Regulation owner	Third-party standard addressed	Affected stakeholders	Available on
Nutrition Group Policy	Global	AmRest commitments to exceeding customers' expectations through a diverse gastronomic offer	Food Services President	-	■ Employees ■ Customers	AmRest internal online library
Food Safety Group Policy	Global	Sets requirements and specific goals to ensure the highest food safety standards throughout the entire AmRest food chain	Food Services President	-	■ Employees ■ Customers	AmRest internal online library

Customers engagement and Customer Care

[S4 SBM-2/8] S4-2 Processes for engaging with consumers and end-users about impacts. [20, 20a, 20b, 20c, 20d, 21]

S4-3 Processes to remediate negative impacts and channels for consumers and end-users to raise concerns.[25a, 25b, 25c, 25d, 26]

AmRest recognises the importance of meaningful customer engagement for the Company's business and sustainability efforts. At various stages of the process, customers' opinions and feedback are taken into account, influencing the development of new offers and the actions taken.

Customers play an active role in the development of customer-facing propositions that can impact their everyday lives. While there is no official AmRest policy covering customer engagement, it is embedded in the brand's best practices. *[S4-2/20]*

The Group engages with its customers on an ongoing basis at various stages of the product development process, including the introduction of new products and the improvement of the existing ones. This also encompasses the ideation, development, and testing phases, during which the customers' needs are considered through various market research and consultation methods. Firstly, qualitative and quantitative research recognizes customers' needs and expectations. This allows the Company to develop product propositions that will have a positive impact on the customers' lives. The next stage is the testing phase, during which new products are presented to customers. The customer feedback gathered during market tests provides insights into the potential impact on consumption patterns. This phase also encompasses communication testing to guarantee that the message is engaging, transparent, and appealing to end users. Furthermore, it enables the assessment of the usability of digital services. Other methods of considering the customers' opinions include the analysis of reviews on social media and collating data from customer care surveys. *[S4-2/20] [S4-2/20a] [S4-2/20b] [S4-2/20d]*

Since the customers constitute the key stakeholder group, it is crucial not only to include them in relevant processes but also to recognize and manage their perspectives and concerns. All AmRest brands that operate in the European Union offer online contact forms and email addresses for the customers to submit claims. Furthermore, the customers are invited to share their opinions via several alternative channels, including telephone, letters, online customer satisfaction surveys, systems provided by third-party deliverers, and social media accounts. They can also give their feedback directly to the restaurant staff. *[S4-3/25b] [S4-2/20a]*

The complaints are addressed in accordance with the established procedures for each market and in compliance with the relevant local legislation. Each complaint is evaluated by a subject matter expert and a dedicated Customer Care representative. The nature of each complaint determines the appropriate grid tier, which determines the necessary resolution path and the maximum time allowed for its resolution. The entire process is carefully monitored. *[S4 SBM3/9a] [S4 SBM3/9b]*

The Customer Care Department is primarily responsible for identifying and addressing significant impacts on individual customers. Its responsibility is to identify and categorise customer reports and provide a response. The way reports are managed depends on the priority level assigned to the issue in question. The Customer Care Director, oversees the

Customer Care Team who are split into diverse European markets and brands. Some markets are additionally supported by external Contact Centres due to the high volume of customer contacts. *[S4-3/25a] [S4-4/37] [S4-2/20c]*

For instance, if a report relates to a particular visit to a restaurant, the response is discussed with the manager of the restaurant in question. When the report requires significant input from other departments, the response is consulted with them. Once all opinions have been obtained, the Customer Care Department formulates a response containing a solution to the problem and sends it to the customer. The customer then receives a satisfaction survey, which requests feedback on the proposed solution to the problem. *[S4-3/25d]*

In contrast, reports that contain incidents of a severely concerning nature with the potential for a significant impact on the customers are defined as critical. Such cases may include issues related to privacy violations, animal rights violations, environmental protection violations, harassment of a customer or an employee, food poisoning, foreign objects in food, discrimination, the need for a medical visit, inappropriate behaviour of staff towards the customer, requests for insurance protection, media requests for comments on the incident or reports from customer protection offices. The reports are then forwarded to the relevant departments, which are responsible for ensuring the management of the area in question. Based on the opinions of the relevant departments, the Customer Care Department formulates the response and directs it to the affected customers. Should the customers remain unsatisfied with the responses, the matters are referred back to the Customer Care Department and expert departments for further consultation. If the customers do not raise any objections within seven days, the matters are considered closed. *[S4-3/25d]* The effectiveness and customer satisfaction relating to each handled case are measured by “after contact” surveys sent to all feedback submitters via the contact form, email, or Facebook direct message. *[S4-3/26] [S4-2/20d]*

Furthermore, the customers’ satisfaction is measured in two types of customer research. The first one is conducted at the brand level and refers to the customers’ satisfaction with the brand. The survey is directed at the customers who declared having recently visited AmRest or competitive brands. It concentrates on various brand KPIs, including awareness, penetration, and brand associations. The research is conducted in six markets: Poland, the Czech Republic, Hungary, France, Germany, and Spain. The second type of research is conducted at the visitation level, with the invitation to participate in the survey distributed together with the bill. The customers willing to give feedback are directed to an online survey which contains satisfaction questions relevant for each brand, sales channel and market (the content differs by business unit). The results of the research are collected in online dashboards and shared with brand teams and the managers of the restaurants. *[S4-3/26] [S4-2/20b]*

Since AmRest is committed to the highest ethical standards, by taking these measures, the Company ensures that human rights are respected also regarding the customers. In the reporting period, there were no cases of human rights violations related to the customers of the organisation. More information about the Group’s approach to managing and respecting human rights is available in the Code of Ethics and Business Conduct, available on AmRest website. There is no specific policy on human rights related to consumers. *[S4-1/16, 16a, 16b, 16c, 17] [S4-4/35]*

In 2024 the complaint ratio per 10 000 transactions in AmRest was 10.78 (and 11.15 in 2023). The total number of complaints received in 2024 was 221,688 (and 216,869 in 2023).

Marking Communication

[S4-1/15] Marketing communications directed to the customers are regulated by the Marketing Communications Policy, as well as global and regional policies created by AmRest franchisors. To ensure a responsible and ethical approach to marketing and advertising the Marketing Communications Policy emphasizes the protection of the customers' interests as well as states that the Company's communication activities should not target children under the age of 13 or any vulnerable groups.

The vulnerable target groups are defined as persons facing specific physical, social, political, or economic conditions or characteristics that place them at a higher risk of suffering a burden, or at a risk of suffering a disproportionate burden of the social, economic, or environmental impacts of the organization's operations. The vulnerable groups may include children and young people, the elderly, people with disabilities, refugees or returning refugees, and ethnic minorities.

The Policy applies to all members of the Marketing Department and all employees responsible for managing brands within the AmRest Group, both globally and locally. Furthermore, it encompasses external partners providing marketing, media, and advertising services. The Policy covers all marketing channels, including media outlets, digital platforms, PR activities, in-store materials, product packaging, sponsorships, and promotional materials. By adhering to this document, AmRest guarantees that its marketing communications are ethical, consistent across all brands and markets, and aligned with both internal and external standards.

Table. AmRest policies in the Customer Area

Policy	Scope	Key contents	Regulation owner	Third-party standard addressed	Affected Stakeholders	Available on
Marketing Communication Policy	Global	Principles of marketing communication	Chief Marketing Officer	-	■ AmRest Marketing Departments ■ Third-parties cooperating with AmRest (PR and communication agencies etc.) ■ Customers	AmRest internal online library

Governance Information

Impacts, risks and opportunities identified in Governance area

	Impact	Risks	Opportunities
BUSINESS CONDUCT ANIMAL WELFARE	**Impact** ▸ Improving animal husbandry.	**Risks** ▸ Financial or reputational losses related to failures in the identification and monitoring of regulatory changes related to animal welfare. ▸ Resistance to company's brands and activism in favour of animal welfare.	**Opportunity** ▸ Execution of Animal Welfare Policy in supply chain.
BUSINESS CONDUCT CORPORATE GOVERNANCE	**Impact** ▸ Insufficient controls in corruption and bribery areas.	**Risks** ▸ Failure of franchisees to adhere to policies and measures established by AmRest. ▸ Possible sanctions due to violations of human rights and ethics, and cases of bribery and corruption across value chain.	**Opportunities** ▸ Strengthen the cooperation with trade and industry and non-governmental organizations. ▸ Development of a global whistleblowing channel accessible to external and internal stakeholders.
BUSINESS CONDUCT RESPONSIBLE SOURCING	**Impact** ▸ Ensure a responsible use of resources by implementation of ethical standards and practices across the value chain.	**Risk** ▸ Lack of a general framework addressing human rights in the value chain.	**Opportunities** ▸ Enhance long-term relationships with suppliers by implementing supplier engagement programs. ▸ Define ESG criteria for suppliers selection in procurement purchases (such as raw materials, machinery, uniforms).
BUSINESS CONDUCT DATA PROTECTION AND CYBERSECURITY	**Impact** ▸ Lack of integration of multiple IT systems affects management and processing of personal and business data.	**Risks** ▸ Financial or reputational consequences of cybersecurity breaches. ▸ Security breaches in the company's systems leading to loss of customers trust.	**Opportunities** ▸ Strengthen cybersecurity strategy to improve data security. ▸ Increase the security of AmRest mobile applications related to compliance with General Data Protection Regulation.

Corporate culture

*G1-1 Business conduct policies and corporate culture**

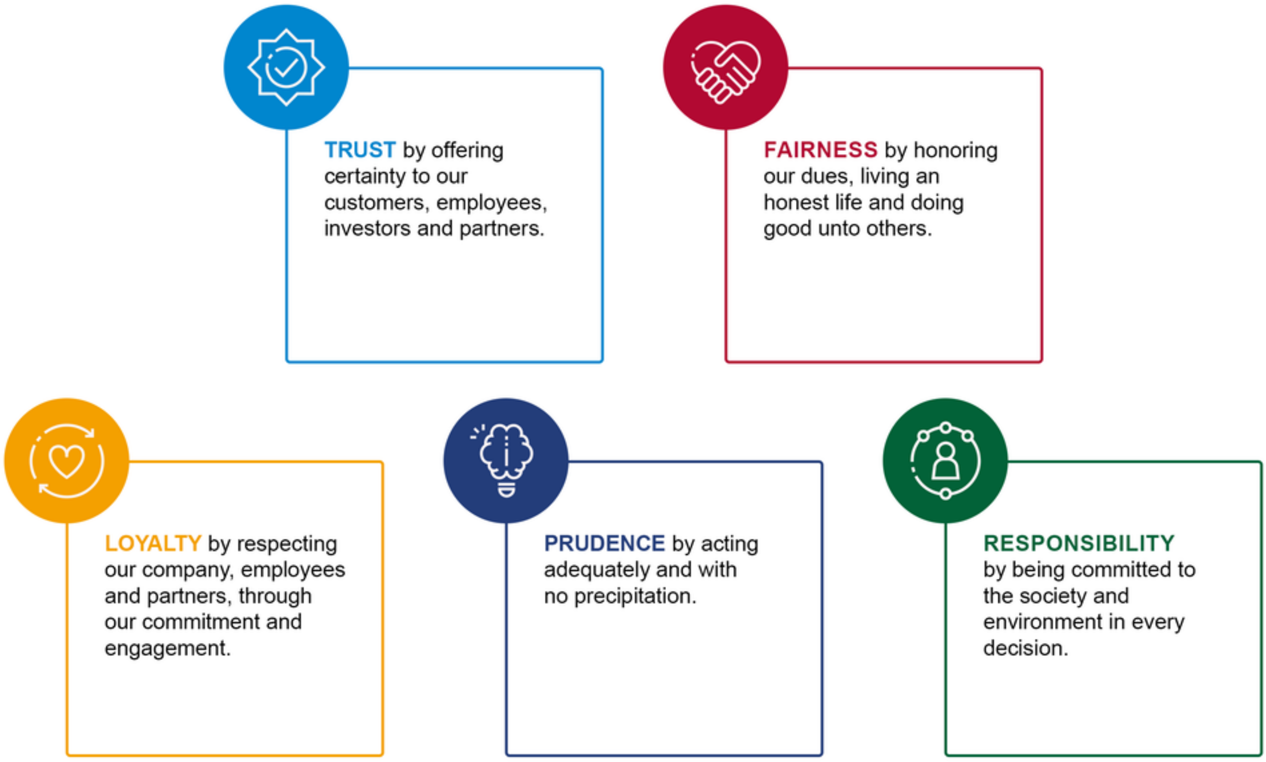
AmRest is a listed company with shares in all four Spanish stock exchanges through the Spanish Automated Quotation System (Sistema de Interconexión Bursátil – "SIBE") and on the Warsaw Stock Exchange ("WSE"). The corporate governance system of AmRest is based on the best corporate governance practices and, in particular, on the principles and recommendations of the Good Governance Code for listed companies approved in Spain by the National Securities Market Commission. In addition, and since the Company's shares are listed in both Spain and Poland, AmRest declares its degree of compliance with the Code of Best Practices for Warsaw Stock Exchange Listed Companies, drawn up by the Warsaw Stock Exchange Council.

[G1-1/ 9] AmRest's culture is founded upon the Group's purpose, mission, and vision which serve as the guiding principles for all employees. The Company's purpose is centered on service. The dedication to exceptional service drives the Group's mission - to win the guests' hearts through unique service, products, and experiences delivered by enthusiastic employees.

AmRest Group's vision is to become a European leader who inspires the global restaurant industry.

Together, these elements provide a clear framework that motivates AmRest employees to contribute effectively towards the shared goals presented in "Our Culture Guidebook."

Infographic. Values – AmRest's Compass



* *A comprehensive description of double-materiality process is included in chapter General Information, section "Material impacts, risks and opportunities".*

G1 GOV-1 The role of the administrative, management, and supervisory bodies related to business conduct [GOV-1/5a, 5b]

Governance Structure of Global Compliance Model

The governance structure of AmRest Holdings in terms of business conduct is based on the company's Global Compliance Model, including several key elements: (i) Risk & Compliance Committee; (ii) Global Risk and Business Continuity function; and (iii) Global Compliance function. Additionally, other internal bodies and departments provide support to the governing bodies.

Board of Directors

The Board of Directors is the highest governing body. In accordance with regulatory requirements, it oversees the determination, management, and administration of AmRest's general policies and strategies. The Board of Directors is ultimately responsible for the Global Compliance Model, ensuring that the Group's values and principles of ethics and compliance are upheld.

Audit and Risk Board Committee

The Audit and Risk Board Committee is a permanent internal informative and consultative body established by the Board of Directors, without executive duties. The Board has delegated its functions and powers in matters of control, ethics, and compliance to this committee to ensure the Group's risk control and management system is sufficient and effective. The Audit and Risk Board Committee also supervises the operation of and compliance with the Spanish compliance model, in accordance with applicable legislation for AmRest Holdings.

Senior Management

The Senior Management, acting as the first line of defense, is responsible for observing the policies and procedures established by the Group and for acting ethically and responsibly. They are tasked with maintaining an effective control environment, ensuring that their areas of responsibility comply with applicable legislation and regulations, and implementing controls optimally in every area.

Risk & Compliance Committee ("R&CC")

The Risk & Compliance Committee is responsible for implementing the Global Compliance Model, supervising its correct functioning, and establishing and overseeing whistleblowing mechanisms within AmRest. It also ensures consistent communication and training to foster a Risk and Compliance culture throughout the organization. The R&CC supervises the approval, updating, and observance of regulations and their coherence. The committee is composed of the following members:

- Chief Risk and Compliance Officer (Chairman)
- Chief Executive Officer
- Chief Operations Officer
- Chief People Officer
- Chief Finance Officer
- General Counsel
- Chief Information Officer
- Food Services President
- Global Indirect Procurement Director

Global Ethics Committee

The Global Ethics Committee provides guidance and consultation on ethical standards at the AmRest Group level. It consists of at least four members from Senior Management, proposed by the Risk and Compliance Committee and approved by the Audit and Risk Board Committee. This committee is also responsible for deciding on necessary remedies and next steps following an investigation into a case indicated in the Whistleblowing Group Policy.

Local Ethics Committees

The Local Ethics Committees provide guidance and consultation on ethical standards at a regional or country level. They consist of at least three members appointed by the Global Ethics Committee and are responsible for deciding on necessary remedies and required next steps following an investigation.

Trainings and Development

Members of AmRest Holdings' Board of Directors participate in various training courses and seminars to gather information relevant to their competences. These include meetings with auditors, private forums, and events organized by law firms and consultants on topics important to the Company and the Board. The Audit and Risk Committee and the Appointments, Remuneration, and Corporate Governance Committees receive information from independent external advisors (when required) and regular updates from Senior Managers and subject matter experts.

Senior Managers and employees responsible for business conduct and compliance matters participate in the Board Committees session regularly, updating the Committees' members on the compliance legal requirements and the latest trends in business conduct area.

The Company has established a unique training program for its Board members, which varies annually based on global trends, regulatory changes, and business challenges. The Appointments, Remuneration, and Corporate Governance Board Committee designs and approves this program, including both compulsory and strategic trainings. Board members participate in these trainings when required.

The Senior Management, as well as the members of the Global and Local Ethics Committees, receive relevant training including recertification of the Code of Ethics and Business Conduct if necessary. Furthermore, they must participate in mandatory annual training on Conflicts of Interest and the Gift, Entertainment, and Hospitality Policy. The training courses are typically conducted online. None of the members of these bodies has official external certification in the business conduct area. However, their long-term exposure to the management of ethical issues makes them adequately equipped for this role.

The Local Ethics Committees receive tailored training on the Code of Ethics and Business Conduct matters in dedicated sessions led by the Compliance function. The training covers various topics, including internal Group policies, anti-corruption, conflicts of interest, gifts, and whistleblowing processes.

In 2024, the Group implemented charters for Global and Local Ethics Committees. These charters include specific rules and guidelines regarding the main responsibilities of those bodies regarding the Code of Ethics and Business Conduct.

Table. List of training courses with details of features and functions *[GOV-1/5a, 5b, G1-3/21c]*

Training title	Code of Ethics and Business Conduct	Conflict of Interest ("COI") Training	Gifts, Entertainment and Hospitality ("G, E, H")	Local Ethics Committee ("LEC") Training	Local roadshows
Target audience	All Employees	Managers Lvl 4+	Managers Lvl 4+	Local Ethics Committee members	Market Leaders
Training coverage (completion)	87%	66%	56%	100%	80%
Delivery method	Online	Online	Online	Online	On-site
Duration	1 hour	1 hour	1 hour	3 hours	3 hours
Frequency	Annually	Annually	Annually	Every 2 years	Annually
Topics covered					
Compliance model	✓	✓	✓	✓	✓
Policy and definitions	✓	✓	✓	✓	✓
Prevention	✓	✓	✓	✓	✓
Detection and reporting	✓	✓	✓	✓	✓
Anticorruption	✓	✓	✓	✓	✓

Business conduct policies and corporate culture

[G1-1/10 g] The mandatory annual recertification for the Code of Ethics and Business Conduct is a vital part of AmRest compliance and ethics program, ensuring that all employees remain consistently aware of and adhere to the ethical standards and business conduct guidelines. At the beginning of each year, a notification campaign is launched to inform all employees about the mandatory recertification requirement.

The training is available in multiple languages. For new employees, a full, obligatory version is assigned during onboarding, providing an in-depth understanding of the Code of Ethics and Business Conduct. For current employees, an annual recertification version is assigned, offering the option to either take the full course or skip directly to the knowledge verification test. The full course lasts approximately 25 minutes and includes interactive elements that engage employees through tasks and scenarios. The training covers basic information about the Code of Ethics, its importance, and its application in daily work, addressing various workplace situations such as:

- Conflict of interest
- Bribery & Corruption
- Respect in Our Workplace (employee)
- Protection of Sensitive Information
- Using IT Systems
- Insider Trading
- Political or Associative Activities
- External Communication

To complete the training, employees must pass a test consisting of 15 questions, with a minimum of 12 correct answers required to pass. The final step involves reading the Code of Ethics and Business Conduct document and confirming it has been read.

Additionally, there are separate training courses for deeper understanding of specific topics such as Conflict of Interests, External Communication (Social Media), GDPR, and Gifts, Entertainment & Hospitality.

This comprehensive approach ensures that all employees are well-informed about ethical standards and are equipped to apply them in their daily work. It also reinforces AmRest commitment to maintaining a culture of integrity and accountability within the organization.

Table. AmRest policies in the area of business conduct

Policy	Scope	Key contents	Regulation owner	Third-party standard addressed	Affected stakeholders	Available on
Code of Ethics and Business Conduct	Global	Establishing guidelines and rules of conduct to be followed by all those who form part of the Group.	Board of Directors	-	■ Employees ■ Third parties that collaborate or establish relations with AmRest Group	AmRest corporate website and internal online library

Prevention and detection of corruption and bribery

G1-3 Prevention and detection of corruption and bribery[18a, 18b, 18c, 20, 21a, 21b, 21c]

G1-4 Incidents of corruption or bribery [24 a, 24b]

AmRest has a "zero tolerance" approach toward any form of corruption and money-laundering, or any other acts that may be unlawful or against the ethical principles stated in the Group's Code of Ethics and Business Conduct. Additionally, as a public interest company, with headquarters on the European Union territory and operating in many countries, AmRest must comply with specific anti-corruption legislation, including the United Nations Convention against Corruption ("UNCAC").

To ensure full compliance in this area, the Group established three policies: the Global Anti-corruption Policy, the Conflict of Interest Group Policy, and the Global Gifts, Entertainment, and Hospitality Policy.

Table. AmRest policies in the area of anti-corruption and anti-bribery

Policy	Scope	Key contents	Regulation owner	Third-party standard addressed	Affected stakeholders	Available on
Global Anti-Corruption Policy	Global	Setting the rules and standards of conduct to prevent and counteract corruption in the Company	Chief Risk & Compliance Officer	Aligned with United Nations Convention against Corruption	■ Employees ■ Third parties that collaborate or establish relations with AmRest Group.	AmRest internal online library
Conflict of Interest Group Policy	Global	Setting the principles and rules to prevent and manage conflicts of interest or even the appearance thereof	Chief Risk & Compliance Officer	-	■ Employees ■ Third parties that collaborate or establish relations with AmRest Group.	AmRest internal online library
Global Gifts, Entertainment and Hospitality	Global	Setting the rules and guidelines for offering and accepting gifts, entertainment, and hospitality in the work environment	Chief Risk & Compliance Officer	-	■ Employees ■ Third parties that collaborate or establish relations with AmRest Group.	AmRest internal online library

AmRest has not identified any employee groups as at a greater risk of exposure to corruption; hence, there is no specific program dedicated to such a group.

All employees and all members of the supervisory and management bodies undergo general anti-corruption training at least once a year.

The staple of the Company's business conduct training program is training on the Group's Code of Ethics and Business Conduct, which contains a section on anti-corruption. The course is mandatory for new employees and must be completed during onboarding. Additionally, a recertification for all current employees is required once a year. To complete it each employee must pass a test at the end. *[G1-1/10g]*

To prevent corruption or bribery, AmRest has established rules regarding offering and accepting gifts, entertainment or hospitality to and from third parties. Exceptions must be approved by the Local Ethics Committee. Furthermore, gifts, entertainment, or hospitality must be registered in the Gifts and Hospitality Register. The Gifts and Hospitality Register is maintained by the HR teams at the country level and is supervised by the Global Compliance Team. To ensure proper execution of the requirements related to gift management, HR team members undergo special training on the Gifts, Entertainment and Hospitality Policy. *[G1-3/18 a] [G1-4/24 b]*

Apart from that, general training on the Gifts Policy is required from all other AmRest employees, including the members of the Risk and Compliance Committee and Senior Management. Additionally, the entire AmRest population must take a Global Conflict of Interest Policy course. *[G1-3/21 a]* The training aims to help employees identify situations that may qualify as a conflict of interest and guide them on how to withdraw from such situations. They also learn how to disclose and where to report such incidents. The course includes a section on completing an annual conflict-of-interest declaration. *[G1-3/21 a]*

AmRest Group requires all employees and individuals entrusted with fiduciary duties to self-disclose any conflict of interest in the format provided in the Conflict of Interest Policy. *[G1-3/18 a]* In such cases, the matter should be disclosed to the supervisor of the person identified as having a conflict and to the Compliance Team. The aim is to assess the situation and define adequate mitigation measures objectively. *[G1-3/18 b]* In addition to this, on an annual basis, all L4+ employees – restaurant managers and office workers with significant responsibility, managing teams, and contributing to strategic decisions–are required to sign a conflict-of-interest declaration.

All AmRest courses run as part of the anti-corruption program end with a test assessing the acquired knowledge, which requires achieving a minimum score to be passed.

Regarding external partners, the Company asks its key suppliers to sign the AmRest Supply Code of Practice, which includes a section on corruption and bribery. To guarantee objectivity in vendor selection, the sourcing procedure implemented at AmRest establishes the obligation to secure and consider a minimum of three offers in the bidding process.

The Compliance Department monitors and oversees the updating of Global Policies and manages the Global Library of all internal regulations to ensure they are accessible to the target audience. The team also periodically assesses the Maturity Level of the Global Policies approved by the Board of Directors. The process includes an evaluation of the communication and awareness initiatives to confirm whether all employees within the scope of the policies have been adequately covered. *[G1-3/18 a] [G1-4/ 24 b]*

Furthermore, the owners of the internal regulations are responsible for determining the method and means of communication with all target persons and areas, defining the scope of the necessary training, supervising the execution of the training process concerning each internal regulation, determining the need for and manner of training of the employees and confirming the commitment of the relevant employees to follow the internal regulations. *[G1-3/18 a]*

The Compliance Department analysed the communication and awareness needs related to the Anti-Corruption Policy and other related policies, such as Gifts, Entertainment and Hospitality Policy, and Conflicts of Interest Policy. *[G1-3/20]*

Table. Specific initiatives performed to ensure all relevant functions receive adequate knowledge on relevant policies

	COI 2024 Awareness & Training KPIs:	GEH 2024 Awareness & Training KPIs:	Anti-corruption 2024 Awareness & Training KPIs:
Email Policy Communication:	Globally and 93% Locally	Globally and 93% Locally	Globally and 86% Locally
Policy available Translations:	15 (100%)	14 (93%)	13 (86%)
Additional announcements:	Globally	Globally	Globally
Awareness site:	Yes	Yes	Yes
Communication through other channels:	None	Yes	Yes
Training initiatives:	Yes (global e-course)	Yes (global e-course)	No
Awareness initiatives:	Compliance Roadshows (Czech, France, Germany, Hungary, Poland)	Compliance Roadshows (Czech, France, Germany, Hungary, Poland)	Compliance Roadshows (Czech, France, Germany, Hungary, Poland)

Whistleblowing Program

[G1-1/10 a, 10 ci, 10 cii, 10 e, 10f, 10g], [G1-3/18 a]

The Company recognizes the importance of reporting irregularities and protecting the Whistleblowers. *[G1-3/18 a]*

In observance of the EU regulation on Whistleblowing (Directive (UE) 2019/1937), AmRest encourages its employees to report any unethical behaviour or violations confidentially and without fear of retaliation. This process is governed by the Whistleblowing Group Policy and follows a detailed Investigation Procedure. *[G1-1/10ci]*

The Speak Openly platform is the Company's whistleblowing tool designed to collect information about irregularities which can be submitted by people who might witness breaches of regulations or want to express other concerns or grievances in these categories:

- Business Integrity
- Human Resources/Diversity and workplace respect
- Accounting, Auditing, Financial Fraud
- Environmental, Health & Safety
- Public Relations

[S1-3/32c] The platform is available to all AmRest's stakeholders, both internal and external, and can be accessed by all concerned parties on a corporate website. An assigned Global Coordinator regularly monitors the tool to ensure each reported case is handled promptly and efficiently.

A formal procedure for managing the reports received has been established to ensure transparency, integrity, and compliance with the law. The local and Global Compliance teams supervise the process continuously. In line with the Company's dedication to continuous improvement, AmRest has been working to enhance the employee feedback mechanisms and to provide additional communication channels in the near future. *[G1-1/10ci, e]* AmRest has implemented and continuously measures the level of awareness and confidence in the whistleblowing mechanism. Quarterly, in each compliance report provided to the Audit and Risk Board Committee, AmRest measures the number of reported cases per 100 employees as well as "Substantiation Rates", and benchmark them against the Navex report. The Navex report is published every year and is based on more than 3,400 organisations and 52 million employees. This is an independent and objective approach to assess whether employees and other stakeholders have confidence and are aware of our whistleblowing mechanism. *[S1-3/33]*

To ensure that all whistleblowing cases are tracked and monitored regularly, the Human Resources Department prepares a detailed monthly report restricted only to authorized HR Department members. The report includes such data as the number of open and closed cases, the number of cases per country/brand, categorization depending on the nature of the cases, and initiatives taken on the substantiated whistleblowing cases.

Furthermore, a comprehensive quarterly report that includes corresponding information in a year-to-date format is submitted to the Risk and Compliance Committee on the Senior Management level, and presented regularly to the Audit and Risk Board Committeel. The report contains the number of relevant cases, the number of open cases, the number of closed cases, and categorization depending on the nature of the report (Business Integrity, Human Resources/Diversity and workplace respect, Accounting, Auditing, Financial Fraud, Environmental, Health & Safety), number of cases per country/brand. *[G1-1/10e]*

Table. Details on the Speak Openly, AmRest whistleblowing tool

	Description
Complaint Form	Employees, business partners, and customers can access a complaint form on the online platform, available on AmRest official website www.amrest.eu. This form allows them to detail the nature of the complaint and provide any relevant evidence. The classification of cases is the same for all reports, regardless of whether they are internal or external customers or third parties.
No retaliation rule	Speak Openly ensures that complaints can be submitted anonymously, protecting the employee's identity and ensuring their concerns are handled confidentially. Any employee who reports a concern or is under investigation is assured of confidentiality and protection against any form of retaliation, in line with the European Directive (UE) 2019/1937. The people under investigation without a substantiated complaint are also covered by support and protection from the HR department to guarantee that their employment rights are respected. The Company seeks to maintain a safe and supportive environment for all employees and ensure they can report concerns without fear of any negative consequences. [G1-1/10cii]
Complaint Tracking	Once the complaint is submitted, a person can track the status of their complaint through the platform, receiving updates on the actions taken and the resolution of the issue.
Communication and awareness campaigns	Speak Openly is advertised in AmRest internal channels. The Company provides direct access to the Whistleblowing platform on the intranet. The Whistleblowing Policy and Speak Openly landing pages are available in all local intranets and Global SharePoint. The information is available in English and 14 other languages. Additionally, posters and stickers with QR codes are available in multiple corners and common areas of our offices and restaurants, such as restrooms and eating areas. The QR codes direct the employee or anyone scanning the code to the landing page of Speak Openly (Whistleblowing Form), where they can submit the complaint, as explained above.

Table. Speak Openly process flow

Phase	Description
Submission of Complaints	Online site used for submitting complaints.
Initial Review and Categorization	Global Coordinator receives the submitted reports. Each complaint is reviewed and classified as Relevant (criteria based on Whistleblowing Group Policy) or Not Relevant (general complaints).
Assignment of Complaints	Relevant complaints are assigned to the appropriate team or department for further investigation and correction actions where / when required.
Investigation	■ Receiving Complaints: Local SMEs take over the investigation of relevant complaints. They conduct thorough investigations to determine the validity and severity of the reported issues. ■ Confirming or Not Confirming Complaints: After the investigation, SMEs confirm whether the complaint is substantiated or not. ■ Informing Global Coordinator and Global Risk and Compliance Department: The outcomes of the investigations are communicated via the tool in a specific summary.
Case Closure	Global Coordinator: Must receive a list of cases ready to be closed to perform quality checks before closing.
Data Reporting	■ Internal Reporting: ■ Monthly Reports to HR Department ■ Quarterly Reports to Risk & Compliance Committee ■ Company's External Reporting

During the reported period, all Subject Matter Experts in HR, Compliance, and Internal Control Departments who are directly involved in handling whistleblowing investigations and reports were obliged to take part in External Investigation Training. The covered material included the latest best practices in handling and evaluating whistleblowing reports, ensuring that the employees are well-equipped to manage these sensitive matters effectively. The training is planned to be repeated in 2025. *[G1-1/10ci] [G1-3/18 b]*

Investigators assigned to cases must follow the rules in the Procedure for handling whistleblowing cases. In this procedure, it is specified which investigating team should be assigned depending on:

- Case Categorization (fraud, corruption, human rights: harassment, discrimination, etc.)
- Case Risk assessment: as a first stage of the investigation upon reception of the report.

To avoid conflicts of interest, in cases concerning an employee belonging to the same function as the investigation team, the investigation is assigned to a different team or an external investigation team, as detailed in the Procedure for handling whistleblowing cases. *[G1-3/18 c]*

The members of the Global Ethics Committee and Local Ethics Committees who decide on action plans after an investigation is concluded may be excluded from certain discussions, particularly around whistleblowing cases where it is believed they cannot be impartial due to potential, actual, or perceived Conflict of Interest situation e.g. when they or members of their team are involved.

Following the Conflict of Interest Group Policy, The Global and Local Ethics Committee members are obliged to declare any Conflict of Interest as soon as they become aware of it.

Finally, in the investigation stage of the process, remedial measures are applied. Depending on the case, they may include implementing procedures or policies concerning a specific area, conducting training sessions or workshops as well as information campaigns, or, if necessary, applying or recommending disciplinary actions. *[G1-1/10ci]*

Table. Number of convictions for violation of anti-corruption and anti-bribery laws. Amount of fines for violation of anti-corruption and anti-bribery laws [G1-4/24 a]

	Current reporting period 2024	
Number of convictions for violations of anti-corruption laws	0	
Amount of fines for violation of anti-corruption legislation	0	
Number of confirmed cases of corruption or bribery	0	
Number of confirmed cases of own employees being dismissed or punished for incidents involving corruption or bribery	0	
Number of confirmed incidents related to contracts with business partners that were terminated or not renewed due to breaches related to corruption or bribery	0	*The incidents involving participants in the Company's value chain in which the Company or its employees are directly involved.*

Table. AmRest policies in the whistleblowing area

Policy	Scope	Key contents	Regulation owner	Third-party standard addressed	Affected stakeholders	Available on
Whistleblowing Group Policy	Global	Specifies the rules about reporting Irregularities, conducting Investigations, taking remedial measures, protecting the Reporting Person.	Chief People Officer	-	■ Employees	AmRest internal online library
Procedure on Handling Whistleblowing Cases	Global	Sets instructions on how to proceed when accepting and following up on Submissions in accordance with the Whistleblowing Group Policy	Chief Risk and Compliance Officer	-	■ Employees	AmRest internal online library

Data privacy and cybersecurity

[ESRS 1/11] AmRest Group applies strong Data Protection Standards to ensure that the freedom of all individuals, their right to privacy, and the protection of their personal data are respected. By maintaining rigorous data privacy and security standards, the Company aims to foster a culture of trust and accountability that supports long-term business objectives and societal responsibilities.

The role of the Information Security and Data Privacy Team within the AmRest Group is multifaceted and crucial for ensuring that the organisation adheres to data protection laws and best practices. Their responsibilities include monitoring compliance with a range of privacy regulations, conducting privacy impact assessments, and overseeing the management of data access requests and incidents involving personal data.

The Information Security and Data Privacy Team members have in-depth knowledge of the legal and technical aspects of data protection. To ensure that expertise is maintained, continuous education is provided. As a result, privacy professionals frequently engage in ongoing learning to ensure they are aware of new regulations, technologies, and best industry practices. This includes attending workshops, obtaining certifications, and participating in professional development programs. Furthermore, the members of the Information Security and Data Privacy Team regularly contribute to the wider privacy community by acting as speakers at industry events and conferences. These events provide a valuable opportunity for knowledge sharing, discussions on emerging privacy challenges, and networking with peers. Participation in such events enhances the individuals' expertise and raises the Company's profile in the domain of privacy. *[S4-4/31c]*

Personal data protection training ensures that all employees who process personal data receive proper guidance, extend their knowledge, and learn about the principles and rules that govern this area. Moreover, the training helps them better understand and apply data protection regulations. AmRest Group has introduced mandatory General Data Protection Regulation (GDPR) training for all new employees who will process personal data as a part of their onboarding process. Furthermore, a recertification process which takes place every year has been implemented. The training provides the employees with the knowledge and guidance they need to understand and implement the key principles for data protection based on the General Data Protection Regulation (GDPR). It covers the concept of personal data and its significance, as well as how to recognise and respond to personal data breaches. It also explains the roles and responsibilities of the employees in protecting personal data. The training is conducted in an interactive format, incorporating case studies and real-life scenarios to facilitate the practical application of the data protection principles. The training concludes with a quiz, with a minimum of 80% correct responses required to complete it successfully.

Table. Key actions and targets in data privacy area

Action	Audience group	Time horizon	Owner	Target	Results for 2024
Personal data training for new employees	All office employees Restaurant employees from level 2 in the organizational structure	Annual training plan	Chief Risk of Compliance Officer	80% passed	91%
Personal data re-certification training	All office employees Restaurant employees from level 2 in the organizational structure	Annual training plan	Chief Risk of Compliance Officer	80% passed	96%

Methodology: Data collected from internal system of the Company covering all AmRest equity restaurants. It has not been validated externally.

As an international Company with headquarters based in the European Union, AmRest Group follows the European approach to the protection of personal data. The Group, therefore, takes the General Data Protection Regulation account as comprehensive and progressive data protection legislation and the main foundation that should apply to the entire Group, regardless of geographical location or the jurisdiction of the entity concerned. If any local jurisdiction outside the European Economic Area where AmRest Group processes personal data has a more protective framework than the General Data Protection Regulation (GDPR), the local legislation prevails.

AmRest conducts regular risk assessments to identify potential weaknesses in data protection practices. The risk management process includes continuous monitoring, incident response plans, and employee training programs to mitigate the risk of data breaches. Further technical and organisational measures which have been implemented across the Group include, but are not limited to:

- appointment of Data Protection Officers/Managers and/or persons responsible for data protection matters,
- implementation of ID-based and second-factor access control to infrastructure, applications, and databases (MFA - Multi Factor Authentication),
- measures to protect information systems, including anti-virus programs, firewalls and network segmentation, mechanisms of system access control based on the unambiguous identification of users or devices, event logging mechanisms, central computer management system, and encrypted data transmission,
- implementation of physical security measures,
- system record and assignment of responsibilities to business systems owners,
- change management procedures in information systems,
- procedures for detecting security weaknesses, updating software, and installing security patches,
- installation of anti-malware programs,
- implementation of procedures for managing personal data breaches,
- implementation of measures to prevent the effects of violations or disasters, such as alarms, fire protection, and backup systems.

Effective management of personal data breaches is crucial for AmRest to protect the rights of individuals and maintain trust in an organization's data handling practices. Therefore, in the event of an incident, the relevant Data Protection Officer or Data Privacy Manager is immediately informed, and the matter is dealt with as a priority. The process typically commences with prompt detection and categorisation of any personal data that may have been compromised. Subsequently, an assessment of the risks associated with the personal data breach is conducted, including evaluating the potential harm to the individuals whose data may have been exposed. A forensic analysis is conducted to identify the source of the breach and gather evidence required for legal proceedings or regulatory compliance. The relevant data protection authority, as well as the individuals affected, are informed promptly. Next steps are taken to prevent any further unauthorized access or distribution of personal data. This involves, among others, implementing additional security measures or fixing the existing ones.

Table. Significant complaints and data breaches during the reporting period

Total number of identified data protection incidents	154
of which reported to the local supervisory authority	18

Methodology: Data protection incident means a breach of security leading to the accidental or unlawful destruction, loss, alteration, unauthorized disclosure of, or access to, personal data transmitted, stored or otherwise processed.

Table. AmRest policies and procedures in Data Privacy area

Policy	Scope	Key contents	Regulation owner	Third-party standard addressed	Affected stakeholders	Available on
Global Data Protection Policy	Global	Basic principles and the general operating framework for privacy matters.	Chief Risk and Compliance Officer	-	■ Employees	AmRest internal online library
Procedure on Privacy Third Party Assessment	Global	Requirements to analyse and assess the security and privacy risks raised from the Third Party cooperation and define adequate measures.	Chief Risk and Compliance Officer	-	■ Employees ■ Third parties	AmRest internal online library
Procedure on Data Subject Request (Customers)	Employees handling the Data Subject Requests at the AmRest Group.	The Procedure ensures compliance with respective laws, promotes good practices and protects the rights of the Data Subject Request which comes from Customers of the AmRest Group.	Chief Risk and Compliance Officer	-	■ Employees	AmRest internal online library
Procedure on Data Subject Request (Employees)	Employees of any entity of the AmRest Group located in the European Economic Area ('EEA') handling the Data Subject Requests.	The Procedure ensures compliance with respective laws, promotes good practices and protects the rights of the Data Subjects Data Subject Request which comes from Employees of an AmRest Group entity located in the EEA.	Global Information Security & Data Privacy Senior Manager	-	■ Employees	AmRest internal online library
Procedure on Privacy by Design and Default	All Personnel and all entities within AmRest Group established on the European Economic Area.	The Procedure ensures compliance with data protection regulation and, in particular, with GDPR as well as enhances the protection of the rights and freedoms of Data Subjects and applies to all Data Processing and New Projects performed within the Group.	Global Information Security & Data Privacy Senior Manager	-	■ Employees	AmRest internal online library
Global Policy on IT Acceptable Use	All Personnel. It applies equally to third parties who perform functions on behalf of AmRest.	The policy describes the acceptable use of IT systems and services at AmRest. These rules are in place to protect the Employees and AmRest. Inappropriate use exposes AmRest to risks including malware/virus attacks, compromise of network systems and services, data leakage and legal issues.	IT Strategy & Compliance Global Director	-	■ Employees / Third Parties	AmRest internal online library

Political influence and lobbying activities

G1-5 Political influence and lobbying activities [29a, 29b]

The Group is committed to maintaining neutrality and integrity and focusing on the core business objectives. This approach ensures that the business decisions are based solely on merit and the best interests of the Group's stakeholders. Consequently, the Company does not engage in lobbying or advocacy efforts aimed at influencing legislation or government policy.

AmRest administrative, management, and supervisory bodies ensure that the Company adheres to the ethical and objective standards of conduct outlined in the Anti-Corruption Group Policy and the Code of Ethics and Business Conduct which set the principles of political neutrality.

The Company prohibits the use of its resources, including financial assets, facilities, and communication channels, for any political purposes. Consequently, in the reporting period, AmRest did not engage in any political contributions, either financial or in-kind. *[G1-5/29b]* In addition, none of the appointed members of the administrative, management and supervisory bodies have held comparable position in public administration within two years preceding the current reporting period.

Management of relationships with suppliers

G1-2 Management of relationships with suppliers [15a, 15b]

AmRest's suppliers are critical partners to the business, influencing the quality of the products offered to the customers. Therefore, the Company seeks to select and manage the relationships with its suppliers properly. The environmental and social criteria are not considered during the selection process (tendering), but once the supplier is chosen, the principles followed in this regard are covered in the Supplier Code of Practice which is an integral part of AmRest's contracting policies. By implementation of the Code, AmRest ensures that all suppliers adhere to ethical, environmental and social standards throughout the cooperation. *[G1-2/15b]*

The Code sets the minimum requirements across several key areas, emphasizing responsible business practices, quality assurance, and sustainable sourcing. It covers four main sections: *[G1-2/15b]*

- **Ethical Business Practices** – AmRest's suppliers must comply with ethical standards and health and safety requirements, take anti-bribery measures, and manage conflicts of interest. The Company also prohibits child labour, coercion, harassment, and discrimination.
- **Quality Assurance** – This process applies to food and packaging suppliers, ensuring that high standards for food quality and safety are maintained throughout the supply chain.
- **Responsible Sourcing** – The Group's suppliers are required to follow responsible sourcing guidelines, with details determined upon signing the agreement. This includes compliance with local and international regulations, e.g., ensuring sustainable practices in areas such as RSPO-certified palm oil for food suppliers using palm oil.
- **Animal Welfare** – The suppliers must demonstrate humane animal treatment across various areas, including farm management, health, feeding, transport, and slaughtering practices, assessed through AmRest's internal programs.

To ensure effective management of the supply chain AmRest established dedicated departments:

- **Direct Sourcing and Logistics** – which handles the process of planning, managing, and controlling the areas related to strategic food cost management, comprehensive sourcing & distribution process of food and packaging, as well as achieving maximum efficiency by optimizing logistics.
- **The Food Safety, Quality, and Supply Sustainability** – responsible for ensuring compliance with the highest standards of food safety and quality across all brands and regions of AmRest on an end-to-end basis, covering the suppliers, distribution, central kitchens, and restaurants. This includes overseeing the sourcing of sustainable and ethical ingredients, implementing robust safety and quality assurance processes, and collaborating with suppliers to maintain consistency across all brands. Additionally, the department drives initiatives to optimize sustainability, reduce environmental impact, and promote innovative practices in food quality and supply chain management.
- **Indirect Procurement** – responsible for managing indirect purchasing activities in AmRest (non-food related), securing the optimal quality of indirect products and services in the best market conditions.
- **Product Development and Production** – responsible for the entire new product development cycle, from generating ideas for new menus to leading the new product development processes for all AmRest brands, making sure that ideas are aligned with customer needs and brand requirements.

AmRest uses a supplier classification system which helps to identify which suppliers require the most attention in terms of compliance monitoring, based on their risk level and contribution to AmRest's core business.

Table. Suppliers categorization

Supplier Class	Description	Specialization	Risk Level
Class A	Critical for the Business – the Company cannot continue sales without this supplier	Core products and services, directly impacting the strategy	High
Class B	Limited substitutes available – the Company can continue sales with adjustments	Specialized products and services impacting the strategy	Medium
Class C	Multi substitutes available – the Company can continue sales without significant disruption	Standardized products, a variety of alternatives on the market	Low
Others (Class D)	Other suppliers with a low-value transaction – below €10k annual spend	Standardized products, variety of alternatives on the market, not impacting the strategy	Very low

To enhance transparency and risk management, the Group's suppliers are also required to join the Supplier Ethical Data Exchange Platform ("Sedex"), where they must complete a Self-Assessment Questionnaire. This enables AmRest to identify risks within the supply chain and collaborate on mitigation strategies. Minimum 70% of direct suppliers categorized as high and medium risk supplier in Class A and B were required to join Sedex in Germany by the end of 2024, in Hungary by the end of 1H2025, and across the EU by 2026.

The requirements for the suppliers include: *[G1-2/15b].*

- Suppliers with a spend of more than €100k and identified as high risk must join Sedex by 2024 in Germany, in Hungary by Q1 2025, and across the EU by 2026.
- All suppliers who meet above mentioned conditions must also complete a Self-Assessment Questionnaire (SAQ) on the Sedex platform.
- The Supplier Code of Practice also contains the key compliance targets: a minimum 80% of Class A and B suppliers must sign the Supplier Code of Practice by 2025, and a minimum of 90% compliance must be achieved by the end of 2026.

In the event of non-compliance with the Supplier Code, suppliers must submit a detailed action plan, including timelines for meeting the required standards. AmRest monitors compliance and works closely with suppliers to ensure continuous ethical practices, environmental impact, and product quality improvements. *[G1-2/15a]*

More information on the food quality and safety management, can be found in the chapter Social Information, section Food Services Excellence.

Payment practices

G1-6 Payment practices [14, 33a, 33b, 33c, 33d, AR16]

AmRest's Liability Management Policy defines the minimum recommended payment term as 30 days, ensuring compliance with applicable local regulations. So far, related supplier categories have not been defined in AmRest systems. Once they are defined and a global supplier database is implemented, AmRest will begin assigning vendors to these categories. The process will start with new suppliers and be followed by categorizing the existing supply base. AmRest will define a standard payment term for each purchase category and market after observing payment practices to suppliers within the assigned categories in a given market for several months. For some of the defined categories and markets, AmRest will report payment practices in the short term time horizon. The Company expects to provide comprehensive reporting in the medium term.

In the short term, AmRest intends to complement its Liability Management Policy to address potential enhancements to its payment practices aimed at further mitigating the risk of late payments to SMEs. *[G1-6/14]*

AmRest has not been collecting information about its vendors' SME status thus far. The Company is now working to collect such data and will be able to report payment practices to SME and non-SMEs once the data collection process is finalized.

Table. Number of outstanding legal proceedings for late payments [G1-6/33 b, c]

Number of outstanding legal proceedings for late payments	1 (initiated in 2021 for FY2020)

Methodology: Countries analysed: Austria, Bulgaria, China, Croatia, Czech Republic, France, Germany, Hungary, Luxembourg, Malta, Poland, Portugal, Romania, Serbia, Slovakia, Spain, Switzerland, UK.

According to internal definition, legal proceedings arising from late payments are ongoing litigations in which AmRest companies are involved in the context of payment disputes with its vendors in commercial transactions. Reporting obligation starts after a company: (i) is sued or (ii) faces legal action for not paying its debts or invoices on time (debt enforcement without a court case). Tax, social security, and administrative proceedings (fines imposed by authorities) are excluded from the scope of reporting. Any proceedings initiated by administrative authorities (including competition authorities) related to a separate late payment procedure should also be tracked and reported.

For 2024, the average time for payment of invoices is calculated for the Spanish market – details can be found in note 26 in Financial Statement. The Company intends to expand its reporting capability in future years in line with a single, unified database and reporting format for all markets. The process will start in medium term for entities using SAP ERP and will be extended to entities using other ERP systems, including those with outsourced accounting services in subsequent years.

Animal Welfare

[G1-1/10f] AmRest is dedicated to upholding the highest animal welfare standards in its global supply chain. AmRest's Animal Welfare Group Policy outlines the Company's dedication to ensuring the ethical treatment of animals and is the key component of the Group's responsible sourcing and sustainability practices. This Policy applies to the suppliers of meat (chicken, beef and pork) and fish (salmon) products across all brands and markets, ensuring that the Group's operations comply with all applicable European and local regulations.

AmRest works closely with its suppliers, industry experts, and franchisors to continuously improve animal care standards. The Company's approach is rooted in collaboration, focusing on the outcomes that prioritise the health and well-being of the animals in the protein supply chain. To support this, AmRest Group has developed specific internal programs for chicken, fish (salmon), beef, and pork, all aligned with the rigorous requirements and standards of the franchisors and applicable regulations. These programs focus on ensuring humane practices at all supply chain stages.

The Company supports transparency and continuous improvement by collaborating with the suppliers to assess and enhance their practices. Additional third-party audits are conducted throughout the chicken supply chain for KFC to ensure compliance with AmRest's Animal Welfare Group Policy and also the Franchisor's standards.

AmRest's Animal Welfare Group Policy is regularly reviewed and updated to reflect the latest scientific developments, regulatory requirements, and consumer expectations. This process ensures that animal welfare remains a priority as the Company grows and evolves its business.

Table. AmRest policies in the supply chain area

Policy	Scope	Key contents	Regulation owner	Third-party standard addressed	Affected stakeholders	Available on
Animal Welfare Policy	Global	Outlines AmRest's commitment to ethical animal treatment	Food Services President	–	■ Employees ■ Suppliers	Available to a limited group of employees
Supplier Code of Practice	Global	Establishes standards for suppliers, ensuring adherence to ethical, environmental, and social principles during their partnership with AmRest.	Food Services President	–	■ Employees ■ Suppliers	Available for suppliers as part of the contracting
Liability Management Policy	Global	Establishes a framework around the process of undertaking Financial or Other Economic Commitments	Chief Financial Officer	–	■ Employees	AmRest internal online library

ANNEX I. Law 11/2018 indicators

Environmental questions

1. Circular economy and waste prevention and management

a) Prevention, recycling, reuse, other forms of recovery and types of waste disposal

Table. Waste generation [tonnes, percentage]*,**, ***, **

	Types of waste					
	Non-hazardous					Hazardous
	Mixed waste	Paper and cardboard	Plastic	Glass	Organic	Used oil
2023	27,088	70% recycled	97% recycled	79 % recycled	13% segregated	99% reused
2024	**28,188**	**90% recycled**	**100% recycled**	**100 % recycled**	**17% segregated**	**100% reused**

** The main hazardous waste for AmRest is the used cooking oil. The company recovers the oil and forwards it to the biofuel producers. Other types of hazardous waste are considered non-material.*

*** For stores where the waste generation data was not available (e.g. restaurants located in shopping malls) the numbers were estimated.*

**** Czech Republic, France, Germany, Hungary, Poland, Serbia and Spain represent 23,947 tons of total mixed waste.*

***** For the fiscal year 2024, AmRest has improved its mechanisms for data collection in China through comprehensive and frequent inventory counts. Consequently, the volume of waste data in China has increased, reflecting the availability of more accurate and realistic data.*

b) Actions to combat food waste. (Saving food)

Table. AmRest food waste prevention programs*

Name of the project	Harvest	Too Good To Go
Short description	Donating surplus of ready to eat products to people in need. Cooperation with Food Banks	Selling food products with short expiry date via mobile app . Partnership with Too Good To Go company
AmRest brands involved	KFC, Pizza Hut, Burger King, La Tagliatella	Starbucks, Pizza Hut, La Tagliatella, Sushi Shop
Number of stores involved	354	470
Amount of food saved in 2024	273,505 kg	1,382,296 products saved

** In 2023 the numbers of stores participating in the program were: 414 for Harvest and 483 for Too Good To Go. The amount of food saved in 2023 was: 250,349 kg via Harvest and 1,273,761 products saved via Too Good To Go.*

2. Sustainable use of resources

a) Water consumption and water supply according to local constraints

Table. Water consumption [m³]*

	2023	**2024**
AmRest	2,130,029	**1,791,272**

** For stores where water consumption data was not available (e.g. restaurants located in shopping malls) the numbers were estimated.*

b) Use of raw materials and measures taken to improve the efficiency of their utilization.

Table. Main raw material consumption [t]

	2023	2024
Meat (incl. Fish)	55,965	**54,096**
Flour	16,796	**16,616**
Dairy	21,566	**20,874**
Fruits & Vegetables	12,128	**11,247**
Cold drinks	25,811	**27,086**

c) Energy use, direct and indirect, Measures taken to improve energy efficiency, Use of renewable energies

Table. AmRest energy consumption [GJ]*

	2023	**2024**
Electricity	**1,157,948**	**1,155,011**
Heating	**18,570**	**6,772**
Natural gas	**185,964**	**155,743**
Renewable energy	**37,887**	**-**

** Energy data has been calculated based on the invoices from third parties. For the stores where the consumption data was not available (e.g. restaurants located in shopping malls) the numbers were estimated based on average consumption.*

Table. Fuel consumption of AmRest car fleet [l]*

	2023		**2024**	
	DIESEL	PETROL	DIESEL	PETROL
AmRest	593,178	1,140,874	**348,189**	**1,384,427**

** Fuel data has been calculated based on reports and invoices from third parties. Part of the data was estimated based on average fuel consumption.*

3. Climate change

a) The important elements of greenhouse gas emissions generated as a result of the company's activities, including the use of the goods and services it produces.

Table. Scope 1 and Scope 2 for AmRest [tCO2eq]*

Carbon footprint		2023	**2024**
AmRest	Scope 1	14,347	**105,422**
	Scope 2	155,981	**125,991**

** The standards used in 2024 were Defra, Association of Issuing Bodies (AIB), Ecoinvent 3.11, Exiobase 3.8. Calculations for Scope 1 in 2024 include additional data for refrigerants that were not included in calculations in the previous year.*

Social and personnel questions

1. Employees

a) Total number and distribution of employees according to gender, age, country and professional classification

b) Total number and distribution of work contract modalities

c) Number of dismissals by sex, age, and professional classification

Table. AmRest employment and dismissals [headcount]*

Employment	2023	2024
Total	45,464	**45,259**
Female	25,612	**24,976**
Male	19,852	**20,283**
<30	31,270	**31,307**
30-50	12,421	**12,166**
>50	1,773	**1,786**
Restaurant employees	43,187	**42,904**
Office employees	2,277	**2,355**
Permanent contract	29,503	**29,932**
Temporary contract	15,961	**15,327**
Full-time	16,511	**16,384**
Part-time	28,953	**28,875**
Dismissals		
Total	2,632	**2,717**
Female	1,149	**1,195**
Male	1,483	**1,522**
<30	1,843	**1,945**
30-50	708	**673**
>50	81	**99**
Restaurant employees	2,586	**2,663**
Office employees	46	**54**

** Employment information are also included in note 24 Employee information in the Consolidated Financial Statements.*

d) Total number and distribution of employees according to country.

Table. AmRest employees by country [headcount]

	2023	2024
Austria	65	**66**
Bulgaria	506	**520**
China	2,107	**1,848**
Croatia	150	**229**
Czech Republic	8,403	**8,472**
France	4,115	**3,838**
Germany	2,961	**2,902**
Hungary	2,858	**2,893**
Luxembourg	49	**47**
Poland	17,120	**17,682**
Portugal	92	**77**
Romania	1,049	**964**
Serbia	194	**209**
Slovakia	446	**446**
Slovenia	18	**18**
Spain	5,110	**4,864**
Switzerland	160	**138**
UK	61	**46**

e) Annual average of work contract modalities (permanent, temporary and part-time) by sex, age, and professional classification.

Table. AmRest average annual employment [headcount]

	2023	2024
Average annual number of employees	46,162	**45,034**
Average annual number of female employees	26,114	**25,098**
Average annual number of male employees	20,048	**19,934**
Average annual number of employees <30	31,912	**30,967**
Average annual number of employees 30-50	12,502	**12,261**
Average annual number of employees >50	1,749	**1,807**
Average annual number of restaurant employees	43,831	**42,666**
Average annual number of office employees	2,331	**2,369**
Average annual number of permanent contract	30,554	**29,597**
Average annual number of temporary contract	15,608	**15,437**
Average annual number of full-time employees	17,778	**16,305**
Average annual number of part-time employees	28,384	**28,729**

f) Salary gap

Group Pay Gap is established based on a weighted average of gender wage gap by work classification for the same segment:

$$\sum_{x=1}^{n^{\circ}\text{ of work classification}} \frac{\text{Gender wage gap}_x \times n^{\circ}\text{ of employees}_x}{n^{\circ}\text{ total of employees}}$$

Table. Total salary pay gap between men and women by position within the organization

	2023	**2024**
Total salary pay gap between men and women by position within the organization	-1.9%	**-5.2%**

g) The average remunerations and their evolution disaggregated by sex, age, and professional classification or equal value

The tables below present the average annual salaries by gender and age, considering base salary, fixed and variable. The salaries are calculated based on real-time FTE remuneration.

Table. Average annual salary by gender and professional category, in thousand EUR, presented by segments. The segments are defined in note number 5 of Consolidated Financial Statements*

Due to data protection and confidentiality, AmRest does not disclose information about remuneration in some countries where there are two or less persons employed in a given position.

		Female		Male	
		2023	**2024**	2023	**2024**
Central Europe	Restaurant employees	8.8	**9.5**	8.2	**8.5**
	Office employees	35.0	**38.5**	48.3	**51.5**
China	Restaurant employees	8.0	**9.2**	8.1	**9.7**
	Office employees	21.6	**31.0**	36.9	**43.9**
Western Europe	Restaurant employees	16.5	**17.7**	17.8	**18.0**
	Office employees	48.9	**54.9**	63.9	**77.8**

* *The office workers category represents 5% of the headcount in total.*

h) Average annual salary by age in thousand EUR

Table. Average annual salary by age in thousand EUR

	2023	**2024**
<30	9.1	**9.5**
30-50	20.3	**22.0**
>50	18.9	**21.5**

i) The average remuneration of directors and executives, including variable remuneration, allowances, compensation, payment to long-term forecast savings and any other perception broken down by gender

Table. The average remuneration of directors and executives by gender*

Annual average remuneration	2023	2024
Board of Directors**		**thousand EUR**
Female	101	**101**
Male	94	**97**
Senior Management Personnel***		
Female	n/a	**n/a**
Male	408	**531**

** The remuneration of the Board of Directors derives only from the exercise of the position of director. More information is included in the 2024 Annual Report on Director Remuneration available on the corporate website www.amrest.eu.*

*** The fixed remuneration of the Board of Directors Members is equal. The differences are related to the membership in the Board Committees. Due to changes in the composition of the Board during 2023, average remuneration was calculated on annualized basis.*

**** Senior Management Personnel as defined in note 31 of the Consolidated Financial Statements for the year ended 31 December 2024. 2024 data contains share-based payment plans.*

j) Employees with disabilities (Indicator of diversity)

Table. Indicator of diversity

	2023	2024
Number of employees with disabilities	1,052	**1,028**
Percentage of all employees	2.3 %	**2.3 %**

2. Information about occupational Health and safety in AmRest Holdings

a) Absenteeism among employees (hours)

b) Work related injuries, types of injuries, frequency rate and severity rate.

Table. Information about occupational health and safety in AmRest Holdings

Work related injuries	2023	2024
Female	315	**269**
Male	266	**242**
Absenteeism among employees [hours]		
Female	1,898,390	**1,844,243**
Male	864,411	**866,209**
Types of injuries		
		hot water, steam or chemical burns; internal injuries; bone fractures; dislocations or sprains;
Frequency rate*		
Female	12.70	**8.99**
Male	13.30	**9.58**
Severity rate**		
Female	0.42	**0.17**
Male	0.37	**0.24**

** Frequency rate calculated using the following formula: Total number of accidents that led to sick leave *10^6/Total number of working hours for a year.*
*** Severity rate calculated using the following formula: Days lost due to accidents that led to sick leave *10^3/Total number of working hours for a year.*

3. Social relations

a) AmRest employees covered by collective bargaining agreements [headcount, percentage]

Table. AmRest employees covered by collective bargaining agreements [headcount, percentage]

	2023	2024
France	4,115	**3,838**
Germany	2,828	**2,762**
Portugal	92	**77**
Spain	5,110	**4,864**
Switzerland	160	**138**
Percentage of total employment	27 %	**26 %**

4. Training

a) The total amount of training hours by professional category

Table. The total amount of training hours by professional category

	2023	2024
Restaurant employees	3,458,070	**2,410,820**
Office employees	24,130	**23,504**

5. Human Rights

In 2024 there were **10 cases** related to human rights area (2 cases in 2023).

6. Corruption and bribery

a) Expenditure on social causes [EUR]

Table. Expenditure on social causes [EUR]

	2023	2024
AmRest	109,460	**286,612**

7. Commitment by the company to sustainable development (Actions of association or sponsorship)

a) Membership of industry organization [EUR]

Table. Membership of industry organization [EUR]

Country	Name of the organization
Bulgaria	Bulgarian Food and Restaurant Association
China	Foreign Investment Association
	Shanghai Catering and Cooking Industry Association
	Shanghai GiftCard Association
Croatia	Croatian Chamber of Economics
	Tourist Board
Czech Republic	Czech Chamber of Commerce
	International Facility Management Association
France	Association of Merchants (Plan de Campagne, Huveaune Valley)
	Syndicat National de L'alimentation et de la Restauration Rapide (National Union of Food and Fast-Food Services)

Country	Name of the organization
Germany	Bundesverband Systemgastronomie (The Federal Association of the System Catering)
	Federal Association of Communicators
	German Council of Shopping Places
	Hamburg Chamber of Architects
	Industrie und Handelskammer (Chamber of Commerce and Industry)
	KFC Franchisees Germany Association
Hungary	Chamber of Commerce
Poland	American Chamber of Commerce
	Association of Business Service Leaders
Portugal	Associação da hotelaria, restauração e similares de Portugal (Association of HoReCA in Portugal)
Romania	Organizația Patronală a Hotelurilor și Restaurantelor din România - HORA (Organization of Hotel and Restaurant Operators in Romania)
Serbia	Chamber of Commerce
Slovenia	GS 1 Slovenija
Spain	Asociación del Cluster Food Service de Cataluña (Association of the Food Service Cluster of Catalonia)
	Asociación Española del Franquiciado (Spanish Association of Franchisees)
	Comité Horeca de AECOC (HORECA Committee)

Total fees paid	2023	**2024**
	261,845	**230,332**

8. Subcontractors and suppliers (Supervision systems and audits, and their results)

a) Number of suppliers by type

Table. Number of suppliers by type

	2023	**2024**
Total suppliers	13,537	**12,717**
Direct suppliers*	1,299	**1,205**
Indirect suppliers**	12,238	**11,512**

** Direct suppliers are those who provide food products, packaging products, as well as warehouses and transportation services.*

*** Indirect suppliers are those who provide goods or services other than food products and direct food packaging.*

9. Tax Information

a) Benefits obtained by country (Profits earned by country)

Table. Profits earned by country*, **

Country	Profit/(loss) before tax 2023	in thousands of EUR 2024
Austria	(45.2)	**(103.8)**
Belgium	(550.8)	**(231.1)**
Bulgaria	4,308.7	**4,468.2**
Croatia	1,255.6	**1,678.0**
Czech Republic	37,497.4	**32,738.5**
China	2,976.0	**(1,643.2)**
France	(21,099.1)	**(98,673.3)**
Germany	7,241.4	**(1,660.3)**
Hungary	16,884.3	**17,510.9**
Italy	420.7	**678.9**
Luxembourg	(423.3)	**119.7**
Malta	(24,693.8)	**1,569.6**
Poland	77,007.1	**116,109.3**
Portugal	(675.2)	**(278.4)**
Romania	3,218.6	**1,022.5**
Russia	4,758.1	**-**
Serbia	1,079.2	**940.9**
Slovakia	194.9	**905.8**
Slovenia	129.5	**178.8**
Spain	36,174.4	**(37,858.4)**
Switzerland	2,497.7	**(8,414.9)**
UK	(1,490.0)	**(2,566.2)**
USA	(16.5)	**330.9**

** Profit/(loss) before tax was prepared based on input data used for consolidation purposes before consolidation adjustments (intercompany elimination, IFRS16 adjustments and other).*

*** The Group structure with the registered office and type of activity is presented in note 2 of the Consolidated Financial Statements for the year ended 31 December 2024.*

b) Taxes on paid benefits (Income taxes paid (unearned)*)

Table. Income taxes paid (unearned)*

Country	Income taxes paid (unearned)	in thousands of EUR
	2023	2024
Austria	18.2	**23.1**
Belgium	-	**40.8**
Bulgaria	337.0	**435.1**
Czech Republic	8,594.7	**9,403.7**
China	413.6	**198.1**
Croatia	-	**53.1**
France	(1,433.1)	**601.7**
Germany	1.4	**1.0**
Hungary	3,207.6	**4,373.1**
Italy	0.3	**(105.9)**
Luxembourg	(63.4)	**(26.6)**
Malta	-	**683.9**
Poland	4,948.7	**12,163.7**
Portugal	13.0	**(6.5)**
Romania	162.0	**125.5**
Russia	1,193.8	**-**
Serbia	218.8	**187.5**
Slovakia	338.7	**370.6**
Slovenia	1.4	**16.7**
Spain	162.3	**1,010.0**
Switzerland	333.3	**(3.6)**

** In order to ensure compliance with existing tax laws, regulations and principles, AmRest has put in place effective control mechanisms. AmRest's tax professionals and external advisors monitor the tax situation of the Group and changes in tax laws and practices which may impact the business and its growth. AmRest makes significant investments in people, material resources and technology to ensure that this tax strategy is applied throughout the organization. Apart from Corporate Income Tax, some entities of AmRest Group are subject to local taxes levied on income earned such as Hungary (HIPA-Helyi Iparűzési Adó) and France (CVAE or Cotisation sur la Valeur Ajouté des Entreprises).*

c) Public subsidies received (Public subsidies received [million EUR])

Table. Public subsidies received [million EUR]

	2023	2024
Public subsidies received	0.6	**1.0**

Index of the contents required by Law 11/2018

Contents index of the Law 11/2018				
Aspect	Requirements	Reporting criteria	Section	Pages
Taxonomy		Methodology based on compliance with Regulation EU 2020/852.	Environmental Information/ Section: Taxonomy Information	78-86
General information				
Business model	Brief description of the group's business model including:	ESRS 2, MDR-P; E1-2, E1-4 E2-1, E2-3 E3-1, E3-3 E4-2, E4-4 E5-1, E5-3 S1-1, S1-5	General information/ Section: Strategy and Business Model	39-41
	Business environment	S2-1, S2-5	General information/ Section: Strategy and Business Model	39-41
	Organization and structure	S3-3, S3-5	General information/ Section: Strategy and Business Model	39-41
	Markets in which it operates	S4-1, S4-5	General information/ Section: Strategy and Business Model; Table: AmRest geographical presence	39
	Objectives and strategies of the organization	G1-1	Along the Consolidated Statement of Non-Financial Information and Sustainability Information within each section	
	Main factors and trends that may affect future evolution		General information/ Section: Stakeholders Dialogue	43-46
Policies	A description of the policies which the Group applies with regard to those issues, which will include:	ESRS 2- Policies MDR-P;	Along the Consolidated Statement of Non-Financial Information and Sustainability Information within each section (MDR-P)	
	1.) the due diligence procedures applied for the identification, evaluation, prevention and mitigation of risks and significant impacts.	ESRS G1-1		
	2.) the verification and control procedures, including which measures have been adopted.			
Main non-financial risks	The main risks related to these issues regarding the Group's activities, including, where relevant and proportionate, its commercial relations, products or services which could have negative effects in those areas, and	ESRS 2 GOV 5	General information/ Section: Material impacts, risks and opportunities	47-57
	* how the Group manages those risks,	ESRS 2 IRO-1		
	* explaining the procedures used to detect them and evaluate them in accordance with the national, European and international reference frameworks for each issue.	ESRS 2 SBM-3		
	* It must include information about the impacts which have been identified, giving a breakdown of them, in particular the main risks in the short, medium and long term.			

Contents index of the Law 11/2018				
Environmental dimension				
Environmental management	Detailed information about the current and foreseeable effects of the Company's activities on the environment and, where applicable, health and safety, the environmental evaluation or certification procedures;	ESRS SBM-3; E1-9; E3-5; E4-6; E5-6.	General information/ Section: Material impacts, risks and opportunities	47-57
			IRO-1 in environmental topical standards	101-102
	Environmental evaluation or certification procedures.	GRI 3-3	Enviromental Information/ Section: ESRS E1 Climate Change / ESRS E3 Water and marine resources/ ESRS E4 Biodiversity and ecosystems /ESRS E5 Resource use and circular economy	90-111
	Resources dedicated to the prevention of environmental risks	E1-3; E3-2; E4-3; E5-2; GOV-1.	Enviromental Information/ Section: ESRS E1 Climate Change	91-102
	The application of the precautionary principle, the quantity of provisions and guarantees for environmental risks (e.g. arising from environmental liability legislation).	E1-1; E1-3; E3-2; E4-3; E5-2	Enviromental Information/ Section: ESRS E1 Climate Change / ESRS E3 Water and marine resources/ ESRS E4 Biodiversity and ecosystems /ESRS E5 Resource use and circular economy	90-111
Pollution	Measures to prevent, reduce or repair carbon emissions which seriously affect the environment	ESRS E1-1, E1-3	General Information/ Section: Material impacts, risks and opportunities; Double materiality section (not material)	47-57
	Taking into account any form of specific atmospheric pollution of an activity, including noise and light pollution.	ESRS E2-2	General Information/ Section: Material impacts, risks and opportunities; Double materiality section (not material)	47-57
Circular economy, prevention and waste management	Circular economy	ESRS E5-2	Environmental Information/ Section: ESRS E5 Resource Use and Circular Economy	108-111
	Waste: prevention measures, recycling, re-use, other forms of recovery and disposal of waste.	GRI 306-1 GRI 306-2	Annex Law 11/2018	153
	Actions to combat food waste	GRI 3-3	Annex Law 11/2018	153
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	Consumption of raw materials and the measures adopted to improve efficiency in their use.	GRI 301-1 GRI 301-2 GRI 301-3	Annex Law 11/2018, General Information/Section ESRS E5 Resources use and circular economy	153
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	measures taken to improve energy efficiency and the use of renewable energies.	GRI 302-1 GRI 302-4 ESRS E1-1, E1-3, E1-5	Annex Law 11/2018	154
Climate change	The important elements of greenhouse gas emissions generated as a result of the company's activities, including the use of the goods and services it produces	GRI 305-1, ESRS E1-6 GRI 305-2	Annex Law 11/2018, Environmental Information/ Section: ESRS E1 Climate Change	154, 91-102
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	The reduction targets voluntarily established in the medium and long term to reduce GHG emissions and the measures implemented to that end.	ESRS E1-4	Environmental Information/ Section: ESRS: E1 Climate Chang/ E1-4 Targets related to climate change mitigation and adaptation	96
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	Total number and distribution of work contract modalities	GRI 2-7, ESRS S1-6	Annex Law 11/2018, Social Information/ Section: ESRS S1 Own Workforce/Employee metrics	155-156, 123-127
	Annual average of work contract modalities (permanent, temporary and part-time) by sex, age, and professional classification	GRI 2-7	Annex Law 11/2018	156
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	The average remunerations and their evolution disaggregated by sex, age, and professional classification or equal value	GRI 3-3, ESRS S1-16 GRI 405-2	Annex Law 11/2018, Social Information/ Section: ESRS S1 Own Workforce/Employee metrics	157, 123-127
	The average remuneration of directors and executives, including variable remuneration, allowances, compensation, payment to long-term forecast savings and any other perception broken down by gender	GRI 3-3 GRI 405-2	Annex Law 11/2018	158
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	Employees with disabilities	GRI 405-1, ESRS S1-12	Annex Law 11/2018, Social Information/ Section: ESRS S1 Own Workforce/Employee metrics	158, 126
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Limited assurance report issued by a practitioner on the Consolidated Statement of the Non-Financial Information and Sustainability Information

To the shareholders of AmRest Holdings, SE

Limited assurance conclusion

Pursuant to article 49 of the Code of Commerce, we have conducted a limited assurance engagement on the accompanying Consolidated Statement of Non-Financial Information (hereinafter "SNFI") for the year ended 31 December 2024 of of AmRest Holdings, SE (hereinafter the Parent company) and its subsidiaries (hereinafter the Group), which forms part of the Group's consolidated management report.

The SNFI includes information in addition to that required by current commercial regulations on non-financial information, specifically, it includes the Sustainability Information prepared by the Group for the year ended 31 December 2024 (hereinafter, the sustainability information) in accordance with the Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022, as regards corporate sustainability reporting (CSRD). This sustainability information has also been subject to limited assurance procedures.

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that:

a) the Group's Statement of Non-Financial Information for the year ended 31 December 2024 is not prepared, in all material respects, in accordance with current commercial regulations and in accordance with the selected criteria of the European Sustainability Reporting Standards (ESRS), as well as with those other criteria described as mentioned for each topic in the table "Index of the contents required by Law 11/2018" of the aforementioned Statement;

b) the sustainability information as a whole is not prepared, in all material respects, in accordance with the sustainability reporting framework applied by the Group and which is identified in the accompanying section "Basis for preparation", including:

- That the description provided of the process for identifying the sustainability information included in sections "Material Impacts, Risks and Opportunities" and "Processes to identify and assess material impacts, risks, and opportunities" are consistent with the process in place and enables the identification of the material information to be disclosed in accordance with the requirements of ESRS.

- Compliance with ESRS.

- Compliance with the disclosure requirements, included in subsection "Taxonomy disclosure" of the environment section of the sustainability information with the provisions of article 8 of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investments

Basis for conclusion

We conducted our limited assurance engagement in accordance with generally accepted professional standards applicable in Spain and specifically in accordance with the guidelines contained in Guides 47 Revised and 56 issued by the *Instituto de Censores Jurados de Cuentas de España* on assurance engagements regarding non-financial information and considering the contents of the note published by the *Instituto de Contabilidad y Auditoría* (ICAC) dated 18 December 2024 (hereinafter, generally accepted professional standards).

In a limited assurance engagement, the procedures applied are less in extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Our responsibilities under these standards are further described in the *Practitioner's responsibilities* section of our report.

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Responsibilities of the parent company's directors

The preparation of the SNFI included in the Group's consolidated management report, as well as its content, is the responsibility of the directors of AmRest Holdings, SE. The SNFI has been prepared in accordance with prevailing commercial regulations and in accordance with the ESRS criteria selected, as well as those other criteria described in accordance with the aforementioned for each topic in the table "Index of the contents required by Law 11/2018" in the aforementioned Statement.

This responsibility also encompasses designing, implementing and maintaining such internal control as is determined to be necessary to enable the preparation of the SNFI that is free from material misstatement, whether due to fraud or error.

The directors of AmRest Holdings, SE are also responsible for defining, implementing, adapting and maintaining the management systems from which the information necessary for the preparation of the SNFI is obtained.

With regard to the sustainability information, the Parent company's directors are responsible for developing and implementing a process to identify the information that should be included in the sustainability information in accordance with the CSRD, ESRS and as set out in article 8 of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020, and for disclosing information about this process in the sustainability information itself in sections "Material impacts, risks and opportunities" and "Processes to identify and assess material impacts, risks, and opportunities". This responsibility includes:

- understanding the context in which the Group's business activities and relationships are conducted, as well as its stakeholders, with regard to the Group's impacts on people and the environment;

- identifying the actual and potential impacts (both negative and positive), as well as the risks and opportunities that could affect, or could reasonably be expected to affect, the Group's financial position, financial results, cash flows, access to finance or cost of capital over the short, medium or long term;
- assessing the materiality of the impacts, risks and opportunities identified; and
- making assumptions and estimates that are reasonable under the circumstances.

The Parent company's directors are also responsible for the preparation of the sustainability information, which includes the information identified by the process, in accordance with the sustainability reporting framework applied, including compliance with the CSRD, compliance with ESRS and compliance with the disclosure requirements included in subsection "Taxonomy disclosure" of the environment section of the sustainability information in accordance with the provisions of article 8 of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment.

This responsibility includes:

- Designing, implementing and maintaining such internal control as the Parent company's directors consider to be relevant to enable the preparation of sustainability information that is free from material misstatement, whether due to fraud or error.
- Selecting and applying appropriate methods for the presentation of sustainability information and making assumptions and estimates that are reasonable in the circumstances about specific disclosures.

Inherent limitations in preparing the information

In accordance with ESRS, the Parent company's directors are required to prepare prospective information based on assumptions and hypotheses, which should be included in the sustainability information, regarding events that could occur in the future, as well as possible future actions, where appropriate, that the Group could take. Actual results may differ significantly from estimated results since they refer to the future and future events often do not occur as expected.

In determining disclosures relating to sustainability information, the Parent company's directors interpret legal and other terms that are not clearly defined and could be interpreted differently by others, including the legality of such interpretations and, consequently, they are subject to uncertainty.

Practitioner's responsibilities

Our responsibility is to plan and perform the assurance engagement to obtain limited assurance about whether the SNFI and sustainability information are free from material misstatement, whether due to fraud or error, and to issue a limited assurance report that includes our conclusion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence decisions of users taken on the basis of this information.

As part of a limited assurance engagement, we exercise professional judgement and maintain professional scepticism throughout the engagement. We also:

- Design and perform procedures to assess whether the process for identifying the information included in both the SNFI and the sustainability information is consistent with the description of the process followed by the Group and enables, where appropriate, the identification of the material information to be disclosed in accordance with ESRS requirements.

- Perform risk assessment procedures, including obtaining an understanding of internal control relevant to the engagement, to identify the disclosures in respect of which material misstatements are likely to arise, whether due to fraud or error, but not for the purpose of providing a conclusion on the effectiveness of the Group's internal control.

- Design and perform procedures responsive to where material misstatements are likely to arise in the disclosures included in the SNFI and sustainability information. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

Summary of the work performed

A limited assurance engagement involves performing procedures to obtain evidence to support our conclusions. The nature, timing and extent of procedures selected depend on professional judgement, including the identification of the disclosures where material misstatements are likely to arise, whether due to fraud or error, in the SNFI and in the sustainability information.

Our work consisted of enquiries of management as well as of various units and components of the Group that were involved in the preparation of the SNFI and sustainability information, of the review of the processes for compiling and validating the information presented in the SNFI and sustainability information and of the application of certain analytical procedures and review procedures on a sample basis, as described below:

In relation to the process of verifying the SNFI:

- Meetings with Group personnel to understand the business model, policies and management approaches applied and the main risks related thereto, and obtaining the information required for the external review.

- Analysis of the scope, relevance and completeness of the content of the SNFI for the 2024 year based on the materiality analysis performed by the Group and described in sections "Material impacts, risks and opportunities" and "Processes to identify and assess material impacts, risks, and opportunities", taking into account the content required under prevailing commercial legislation.

- Analysis of the processes to compile and validate the information presented in the SNFI for the 2024 year.

- Review of information concerning risks, policies and management approaches applied in relation to material matters presented in the SNFI for the 2024 year.

- Verification, by means of sample testing, of the information relating to the content of the SNFI for the 2024 year and its adequate compilation using data obtained from the information sources.

In relation to the process of verifying the sustainability information:

- Making enquiries of the Group's personnel:

    - in order to understand the business model, policies and management approaches applied and the main risks related thereto, and obtaining the information required for the external review.

- in order to understand the source of the information used by management (for example, engagement with stakeholders, business plans and strategy documents); and the review of the Group's internal documentation on its process;

- Obtaining, through enquiries of Group personnel, an understanding of the entity's relevant processes for collecting, validating and presenting information for the preparation of its sustainability information.

- Evaluating the consistency of the evidence obtained from our procedures on the process implemented by the Group for determining the information that should be included in the sustainability information with the description of the process included in such information, as well as the evaluation of whether the aforementioned process implemented by the Group enables the identification of material information to be disclosed according to ESRS requirements.

- Evaluating whether all the information identified in the process implemented by the Group for determining the information that should be included in the sustainability information is in fact included.

- Evaluating the consistency of the structure and presentation of the sustainability information with the requirements of ESRS and the rest of the regulatory framework on sustainability information applied by the Group.

- Making enquiries of relevant personnel and performing analytical procedures on the information disclosed in the sustainability information, considering such information in respect of which material misstatements are likely to arise, whether due to fraud or error.

- Performing, where appropriate, substantive procedures on a sample basis on the information disclosed in the selected sustainability information, considering such information in respect of which material misstatements are likely to arise, whether due to fraud or error.

- Obtaining, where applicable, the reports issued by accredited independent third parties appended to the consolidated management report in response to the requirements of European regulations and, in relation to the information to which they refer and in accordance with generally accepted professional standards, verifying only the practitioner's accreditation and that the scope of the report issued is aligned with the requirements of European regulations.

- Obtaining, where appropriate, the documents that contain the information incorporated by reference, the reports issued by auditors or practitioners on such documents and, in accordance with generally accepted professional standards, verifying only that the document to which the information incorporated by reference refers meets the conditions described in ESRS for the incorporation of information by reference in the sustainability information.

- Obtaining a representation letter from the Parent company's directors and management in relation to the SNFI and sustainability information.

Other information

The Parent company's directors are responsible for the other information. The other information comprises the consolidated annual accounts and the rest of the information included in the consolidated management report, but does not include either the auditors' report on the consolidated annual accounts or the assurance reports issued by accredited independent third parties as required by European Union law on specific disclosures contained in the sustainability information and appended to the consolidated management report.

Our assurance report does not cover the other information, and we do not express any form of assurance conclusion thereon.

With regard to our assurance engagement regarding the sustainability information, our responsibility consists of reading the other information identified above and, in doing so, considering whether the other information is materially inconsistent with the sustainability information or the knowledge we have obtained during the assurance engagement, which may be indicative of the existence of material misstatements in the sustainability information.

PricewaterhouseCoopers Auditores S.L.

Esteban Cobo Vallés

27 February 2025

INSTITUTO DE CENSORES JURADOS DE CUENTAS DE ESPAÑA

PRICEWATERHOUSECOOPERS AUDITORES, S.L.

2025 Núm. 01/25/00274

SELLO CORPORATIVO: 30,00 EUR

Sello distintivo de otras actuaciones

Annual Corporate Governance Report

for the year ended 31 December 2024

Data identify issuer	
Ending date of reference financial year	31/12/2024
Tax Identification Code [C.I.F]	A88063979
Registered name	AmRest Holdings SE
Registered office	Paseo de la Castellana 163, 10° floor, 28046 Madrid, Spain

AmRest

AmRest Holdings SE

Annual Corporate Governance Report
for the year ended 31 December 2024

Contents

A OWNERSHIP STRUCTURE

A.1 Complete the following table on share capital and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:

Indicate whether company bylaws contain the provision of double loyalty voting:

Yes _ **No _X_**

Date of the last modification of the share capital	Share capital (euros)	Number of shares	Number of voting rights
15/10/2018	21,955,418.30	219,554,183	219,554,183

Indicate whether there are different classes of shares with different associated rights:

Yes _ **No _X_**

A.2 List the company's significant direct and indirect shareholders at year end, including directors with a significant shareholding:

Name or company name of shareholder	% of voting rights attached to the shares		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
FCapital Dutch, S.L.	67.05	0.00	0.00	0.00	67.05
FYNVEUR, S.C.A.	5.29	0.00	0.00	0.00	5.29
Nationale-Nederlanden Powszechne Towarzystwo Emerytalne Spółka Akcyjna	0.00	4.89	0.00	0.00	4.89
Powszechne Towarzystwo Emerytalne Allianz Polska, S.A.	0.00	4.34	0.00	0.00	4.34

Remarks
Mr. Carlos Fernández González owns indirectly the majority of the share capital and voting rights of FCapital Dutch, S.L. (direct holder of the shareholding stated in the table above). Mr. Amaury Wittouck owns indirectly the majority of the share capital and voting rights of FYNVEUR, S.C.A. (direct holder of the shareholding stated in the table above).

Breakdown of the indirect holding

Name or company name of the indirect owner	Name or company name of the direct owner	% of voting rights attached to the shares	% of voting rights through financial instruments	% of total voting rights
Nationale-Nederlanden Powszechne Towarzystwo Emerytalne Spółka Akcyjna	Nationale-Nederlanden Otwarty Fundusz Emerytalny	4.893	0.00	4.893
Powszechne Towarzystwo Emerytalne Allianz Polska, S.A.	Allianz Polska Otwarty Fundusz Emerytalny	4.339	0.00	4.339
Powszechne Towarzystwo Emerytalne Allianz Polska, S.A.	Allianz Polska Dobrowolny Fundusz Emerytalny	0.002	0.00	0.002

Indicate the most significant changes in the shareholder structure during the year:

Most significant movements
Pursuant to the notifications sent on December 16, 2024 and January 2, 2025, to the Spanish National Securities Market Commission ("CNMV"), on December 6, 2024, Artal International, S.C.A. transferred its entire stake in AmRest Holdings, SE (5.289%) to its wholly-owned subsidiary FYNVEUR, S.C.A.

A.3 Give details of the participation at the close of the fiscal year of the members of the board of directors who are holders of voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in Section A2 above:

Name or company name of director	% of voting rights attached to the shares (including votes for loyalty)		% of voting rights through financial instruments		% of total voting rights	From % total number of voting rights attributed to the shares, indicate, where appropriate, the additional votes attributed corresponding to the shares with a loyalty vote	
	Direct	Indirect	Direct	Indirect		Direct	Indirect

Total percentage of voting rights held by the Board of Directors	0.00

Breakdown of the indirect holding

Name or company name of director	Name or company name of the direct owner	% of voting rights attached to the shares (including votes for loyalty)	% of voting rights through financial instruments	% of total voting rights	From % total number of voting rights attributed to the shares, indicate, where appropriate, the additional votes attributed corresponding to the shares with a loyalty vote

List the total percentage of voting rights represented on the board:

Total percentage of voting rights held by the Board of Directors	67.05

Remarks
See Section A.2.

A.4 If applicable, indicate any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, with the exception of those reported in section A.6:

Name or company name of related party	Nature of relationship	Brief description

A.5 If applicable, indicate any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or its group, unless they are insignificant or arise in the ordinary course of business:

Name or company name of related party	Nature of relationship	Brief description

A.6 Unless insignificant for both parties, describe the relationships that exist between significant shareholders, shareholders represented on the Board and directors or their representatives in the case of directors that are legal persons.

Explain, if applicable, how the significant shareholders are represented. Specifically, indicate those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders, or who are linked to significant shareholders and/or companies in their group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of any directors of the listed company, or their representatives, who are in turn members or representatives of members of the Board of Directors of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders.

Name or company name of related director or representative	Name or company name of related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship/post
Mr. José Parés Gutiérrez	FCapital Dutch, S.L.	Grupo Finaccess S.A.P.I. de C.V.	Director of Grupo Finaccess S.A.P.I. de C.V.
Mr. Luis Miguel Álvarez Pérez	FCapital Dutch, S.L.	Grupo Finaccess S.A.P.I. de C.V.	Director of Grupo Finaccess S.A.P.I. de C.V.
Ms. Begoña Orgambide García	FCapital Dutch, S.L.	Grupo Finaccess S.A.P.I. de C.V.	Director of FCapital Dutch, S.L.

A.7 Indicate whether the company has been notified of any shareholders' agreements that may affect it, in accordance with the provisions of Articles 530 and 531 of the Spanish Corporate Enterprises Act. If so, describe them briefly and list the shareholders bound by the agreement:

Yes _ **No _X_**

Indicate whether the company is aware of any concerted actions among its shareholders, If so, provide a brief description:

Yes _ **No _X_**

If any of the aforementioned agreements or concerted actions have been amended or terminated during the year, indicate this expressly:

A.8 Indicate whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Securities Market Act, If so, identify them:

Yes _X_ No _

Name or company name
Mr. Carlos Fernández González

Remarks
Mr. Carlos Fernández González owns indirectly the majority of the share capital and voting rights of FCapital Dutch, S.L. (owns 67.05% of the share capital of AmRest Holdings, SE).

A.9 Complete the following table with details of the company's treasury shares:

At the close of the year:

Number of direct shares	Number of indirect shares (*)	Total percentage of share capital
2,927,790	-	1.33%

(*) Through:

Name or company name of direct shareholder	Number of direct shares

Explain any significant changes that have occurred during the financial year:

Explain significant changes
The significant changes in the Company's treasury shares during the financial year 2024 are due to the treasury stock acquisition transactions carried out under the Share Buyback Program approved by the Board of Directors of AmRest within the framework of the authorization granted to it by resolution of the Company's General Shareholders' Meeting, held on May 12, 2022, under the ninth item on the agenda, and in accordance with Article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council, of 16 April 2014, on market abuse, and Articles 2.2 and 2.3 of Commission Delegated Regulation (EU) 2016/1052, of March 8, 2016. This Share Buyback Program of treasury shares was communicated to the Spanish National Securities Market Commission by means of communication of Inside Information dated December 1, 2023. Additionally, through a communication of Other Relevant Information dated December 4, 2024, it was communicated to the Spanish National Securities Market Commission the completion, on the same day December 4, 2024, of the aforementioned Share Buyback Program. Likewise, during the financial year 2024, deliveries of shares to employees have been made under the employee incentive plans in order to comply with these plans.

A.10 Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares.

In connection with the authorization granted to the Board of Directors by the General Shareholders' Meeting to acquire the Company's own shares, the Ordinary General Shareholders' Meeting of AmRest held on May 12, 2022 resolved to renew the previous authorization granted by the General Shareholders' Meeting of June 6, 2018, on the terms that are literally set forth below:

"*Leave without value or effect, in the unused part of the resolution approved under item nine of the Agenda of the Ordinary General Shareholders Meeting, held on 6 June 2018, concerning the authorisation granted to the Board of Directors for the derivative acquisition of Company treasury shares, directly or through companies of the group and for the disposal of the same.*

Grant express authorisation for the derivative acquisition of Company treasury shares, directly through the Company or through any of its subsidiaries.

Approve the limits or requirements of these acquisitions, which will be as follows:

(i) Methods of acquisition: by share purchase deed or by any other "inter vivos" transfer for valuable consideration.

(ii) Maximum amount: That the nominal value of the shares acquired directly or indirectly, added to the value of those already held by the Company and its subsidiaries, and, where applicable, the parent company and its subsidiaries, does not exceed, at any time, the permitted legal maximum.

(iii) Characteristics of the acquired shares: That the acquired shares are free of any charge or encumbrance, are fully disbursed and are not affected by the fulfilment of any kind of obligation.

(iv) Required reserve: That a restricted reserve, equivalent to the amount of the treasure shares reflected in the assets, may be provided in the Company's equity. This reserve must be maintained as long as the shares are not sold or redeemed or there is a legislative amendment authorising it.

(v) Term: five (5) years from the date of approval of this resolution.

(vi) Minimum and maximum price: The acquisition price must not be less than the nominal value or more than 20% of the listed price in both cases at the time of the acquisition in question. The acquisition of treasury shares will be in accordance with the rules and practices of the securities markets. All the above, without prejudice to the application of the general scheme of derivative acquisitions provided for in Article 146 of the current Companies Act.

It is expressly stated that the shares acquired as a result of this authorisation may be traded or redeemed, as well as applied to remuneration schemes, plans or agreements, in effect at any time, by providing shares and stock options to [............................] to management personnel of the Company or its Group. In addition, it is expressly authorised that the shares acquired by the Company or its subsidiaries in the use of this authorisation, and those owned by the Company at the date of this General Meeting, may be allocated in whole or in part to facilitate the fulfilment of these plans or agreements, as well as for the development of programmes that promote equity participation in the Company, such as dividend reinvestment plans, loyalty bonds or other similar instruments.

The Board of Directors is also authorised to replace the powers delegated to it by this General Shareholders Meeting in relation to this resolution, in favour of the Chairman of the Board of Directors, the Secretary or the Deputy Secretary of the Board."

In addition, a resolution was also passed at the General Shareholders' Meeting to delegate the authority to the Board of Directors to increase the company's share capital (within the maximum period of five years from the date of the resolution, once or more times, and up to a maximum amount equivalent to half the share capital at the time of the authorisation), as well as to issue bonds, debentures and other fixed income securities convertible into shares, warrants or other similar securities that may grant the right to the subscription of shares, as well as promissory notes and preference shares or debt instruments of a similar nature, in turn delegating the authority to exclude the pre-emptive subscription right in these issued securities up to a limit of 20% of the share capital, in accordance with the terms of the Spanish Capital Companies Act.

A.11 Estimated float:

	%
Estimated float	17.10

A.12 Indicate whether there are any restrictions (articles of incorporation, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, indicate the existence of any type of restriction that may inhibit a takeover of the company through acquisition of its shares on the market, as well as such regimes for prior authorisation or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.

Yes _ **No _X_**

A.13 Indicate whether the general shareholders' meeting has resolved to adopt measures to neutralise a takeover bid by virtue of the provisions of Law 6/2007.

Yes _ **No _X_**

If so, explain the measures approved and the terms under which such limitations would cease to apply:

A.14 Indicate whether the company has issued shares that are not traded on a regulated EU market.

Yes _ **No _X_**

If so, indicate each share class and the rights and obligations conferred.

B GENERAL SHAREHOLDER'S MEETING

B.1 Indicate whether there are any differences between the minimum quorum regime established by the Spanish Corporate Enterprises Act for General Shareholders' Meetings and the quorum set by the company, and if so give details:

Yes _X_ No _

	% quorum different from that established in Article 193 of the Spanish Corporate Enterprises Act for general matters	% quorum different from that established in Article 194 of the Spanish Corporate Enterprises Act for special resolutions
Quorum required at 1st call	40%	60%
Quorum required at 2nd call		40%

Description of differences

% quorum different from that established in Article 193 of the Spanish Corporate Enterprises Act for general matters

Quorum required at 1st call: at least 40% of share capital subscribed with voting rights
Quorum required at 2nd call: N/A

% quorum different from that established in Article 194 of the Spanish Corporate Enterprises Act for special resolutions

Quorum required at 1st call: at least 60% of share capital subscribed with voting rights
Quorum required at 2nd call: at least 40% of share capital subscribed with voting rights

B.2 Indicate whether there are any differences between the company's manner of adopting corporate resolutions and the regime provided in the Spanish Corporate Enterprises Act and, if so, give details:

Yes _X_ No _

	Qualified majority different from that established in Article 201.2 of the Spanish Corporate Enterprises Act for matters referred to by Article 194.1 of said Act	Other matters requiring a qualified majority
% established by the company for the adoption of resolutions	0	50

In accordance with the provisions of Article 20 of the Company's Bylaws, corporate resolutions shall be approved by the General Shareholders' Meeting by the majority of votes required by law in each case, with the sole exception of the majority required to waive the prohibition of competition in accordance with the provisions of Article 25 bis of the Company's Bylaws, which provides that the waiver shall require the favourable vote of at least more than half of the share capital with voting rights.

B.3 Indicate the rules for amending the company's articles of incorporation. In particular, indicate the majorities required for amendment of the articles of incorporation and any provisions in place to protect shareholders' rights in the event of amendments to the articles of incorporation.

Pursuant to Article 19 of AmRest's Bylaws and Article 16 of the General Shareholders' Meeting Regulation, where an ordinary or extraordinary General Shareholders' Meeting is arranged to discuss amendments to the Bylaws, included increasing or reducing the share capital, issuing bonds within the scope of its powers, cancelling or limiting shareholders' preferential subscription rights over new shares, transforming, merging, splitting off, globally assigning assets and liabilities, moving the registered office abroad or winding up of the Company, shareholders representing at least 60% of the share capital subscribed with voting rights must be in attendance at the first call ('*primera convocatoria*') for such meeting(s) to be considered valid. At second call ('*segunda convocatoria*'), at least 40% of the subscribed capital with voting rights is required.

With regard the majorities required for amendments to the Bylaws, Article 20 of AmRest's Bylaws and Article 26 of the General Shareholders' Meeting Regulation refer to the terms set forth by law, i.e. at the first call, absolute majority where shareholders representing at least 50% of the capital subscribed with voting rights are present. At second call, where shareholders representing less than 50% of the capital subscribed with voting rights are present, resolutions concerning amendments to the Bylaws may only be validly adopted with a favourable vote of two-thirds of the present or represented shared capital at the General Shareholders' Meeting.

Also, and in pursuance to section 286 of the Spanish Capital Companies Act, if the Bylaws are amended, the Directors or, if appropriate, the shareholders who made the proposal must draw up in full the text of their proposed amendment and a written report justifying the amendment, which must be made available to the shareholders when the General Shareholders' Meeting is called to deliberate on the amendment.

Furthermore, and pursuant to section 287 of the Capital Companies Act, the notice calling the General Shareholders' Meeting must clearly state the items that might be amended, and note that all the shareholders are entitled to analyse the full text of the proposed amendment and the report on such amendment at the registered offices, as well as to request such documents to be delivered or sent to them free of charge.

Pursuant to section 291 of the Capital Companies Act, when new obligations are established for the shareholders due to an amendment of the Bylaws, the resolution must be passed with the approval of the affected shareholders. Furthermore, if the amendment directly or indirectly affects a type of shares, or part of them, the provisions of section 293 of such Act shall apply.

The procedure for voting on proposed resolutions at the General Shareholders' Meeting is regulated in section 197 bis of the Capital Companies Act and in the internal regulations of AmRest, in particular, article 24 of the Regulations for the General Shareholders' Meeting. This article states, among other things, that when amendments are made to the Bylaws, each article or group of articles which is materially different will be voted on separately (voting, as an exception, as a whole on those proposals that are configured as unitary and indivisible, such as those related to the approval of a consolidated text of the Bylaws).

B.4 Give details of attendance at General Shareholders' Meetings held during the reporting year and the two previous years:

	Attendance data				
Date of General Meeting	% physically present	% present by proxy	% distance voting		Total
			Electronic voting	Other	
09/05/2024	0.00%	74.01%	0.00%	0.00%	74.01%
Of which floating capital:	0.00%	6.16%	0.00%	0.00%	6.16%
11/05/2023	0.00%	69.49%	0.00%	0.00%	69.49%
Of which floating capital:	0.00%	1.77%	0.00%	0.00%	1.77%
12/05/2022	0.00%	74.61%	0.00%	0.00%	74.61%
Of which floating capital:	0.00%	7.02%	0.00%	0.00%	7.02%

B.5 Indicate whether any point on the agenda of the General Shareholders' Meetings during the year was not approved by the shareholders for any reason.

Yes _ **No _X_**

B.6 Indicate whether the articles of incorporation contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or to vote remotely:

Yes _ **No _X_**

B.7 Indicate whether it has been established that certain decisions, other than those established by law, entailing an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions must be submitted for approval to the General Shareholders' Meeting.

Yes _ **No _X_**

B.8 Indicate the address and manner of access on the company's website to information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website.

The company's website address is www.amrest.eu.

Information on corporate governance, including information on the General Shareholders' Meeting, can be found by accessing directly from AmRest's home page (www.amrest.eu) to the "Investors" section (https://www.amrest.eu/en/investors/investors-and-shareholders) and, from there, to the "Corporate Governance" and "General Shareholders' Meeting" subsections, which include not only all the information that is legally required but also information that the Company considers to be of interest.

C STRUCTURE OF THE COMPANY'S ADMINISTRATION

C.1 BOARD OF DIRECTORS

C.1.1 Maximum and minimum number of directors established in the articles of incorporation and the number set by the general meeting:

Maximum number of directors	15
Minimum number of directors	5
Number of directors set by the general meeting	7

C.1.2 Complete the following table on Board members:

Name or company name of director	Represen-tative	Category of director	Position on the board	Date first appointed	Date of last appointment	Election procedure	Date of birth
Mr. José Parés Gutiérrez		Executive	Chairman	October 5, 2017	May 12, 2022	General shareholders' meeting resolution	August 12, 1970
Mr. Luis Miguel Álvarez Pérez		Proprietary	Vice Chairman	October 5, 2017	May 12, 2022	General shareholders' meeting resolution	January 31, 1970
Ms. Begoña Orgambide García		Proprietary	Director	May 11,2023	May 11, 2023	General shareholders' meeting resolution	March 1, 1979
Ms. Romana Sadurska		Independent	Director	May 14, 2019	May 9, 2024	General shareholders' meeting resolution	July 28, 1951
Mr. Emilio Fullaondo Botella		Independent	Director	May 14, 2019	May 9, 2024	General shareholders' meeting resolution	May 22, 1971
Mr. Pablo Castilla Reparaz		Independent	Lead Independent Director	October 5, 2017	May 12, 2022	General shareholders' meeting resolution	December 6, 1960
Ms. Mónica Cueva Díaz		Independent	Director	July 1, 2020	May 12, 2021	General shareholders' meeting resolution	April 6, 1965
						Total number of Directors	7

Indicate any cessations, whether through resignation or by resolution of the general meeting, that have taken place in the Board of Directors during the reporting period:

Name or company name of director	Category of the director at the time of cessation	Date of last appointment	Date of cessation	Specialised committees of which he/she was a member	Indicate whether the director left before the end of his or her term of office

C.1.3 Complete the following table on Board members and their different category:

EXECUTIVE DIRECTORS

Name or company name of director	Post in organizational chart of the company	Profile
Mr. José Parés Gutiérrez	Executive Chairman	Graduated from Universidad Panamericana, Mexico (Business and Finance) and completed his MBA at ITAM, Mexico, as well as the Business D-1 Program at IPADE, Mexico, and Executive Programme at Wharton, San Francisco. CEO of Finaccess Capital (Mexico) since 2013 and Chairman of the Board of Directors of Restaurant Brands New Zealand Limited. He has international experience in marketing, sales, finance and operational management. He spent 19 years of his career working in various roles for Grupo Modelo (Mexico) and was the member of the Board of Crown Imports (Chicago, Illinois), Vice Chairman of the Board of MMI (Toronto, Canada), member of the Board of DIFA (Mexico) and member of the Mexican Brewers Association (Cámara de Cerveceros de México).
	Total number of executive directors	**1**
	Percentage of Board	**14.29**

EXTERNAL PROPRIETARY DIRECTORS

Name or company name of director	Name or company name of the significant shareholder represented by the director or that nominated the director	Profile
Mr. Luis Miguel Álvarez Pérez	FCapital Dutch, S.L.	Graduated from Universidad Iberoamericana (Industrial Engineering) and completed the International Management Program at Fort Lauderdale, Florida (IPADE Business School), the International Top Management Program (ITAM, Ashridge, Kellog, IMD, Standford) and the Building Skills for Success Program at Wharton, San Francisco. Board Member, Audit Committee Member and Investment Committee Member of Finaccess, S.A.P.I. (since 2013). Founder and CEO of Compitalia, S.A. de C.V. Member of the Board of Directors and of the Appointments and Remuneration Committee of Restaurant Brands New Zealand Limited. Previously held several roles at Grupo Modelo (Mexico) for more than 25 years. Currently he is a member of the Board of Directors of numerous private companies and NGOs, in addition to holding various positions in the Finaccess Group.
Ms. Begoña Orgambide García	FCapital Dutch, S.L.	She holds a degree in Administration and Finance with honors from Universidad Panamericana, where she also studied a Master's Degree in Investment Project Evaluation. She holds a Diploma in Communication and Corporate Reputation from Universidad Anáhuac and a Senior International Management Program (PADI), taught by ITAM, in collaboration with Kellogg, Stanford and Ashridge. She is currently Director of Investor Relations at Finaccess Capital, S.A. de C.V. and has developed expertise in investment analysis, mainly in the restaurant and real estate sector, and return evaluation. She is also responsible for the design and implementation of the communication strategy for the investor group regarding the financial situation and evolution of the different investments. Previously she was Director of Investor Relations at Grupo Modelo S.A.B. de C.V. and subsequently held the same position at Grupo Sports World S.A.B. de C.V. She was also Director of Strategic Planning and M&A of Walmart de México S.A.B. de C.V.
	Total number of proprietary directors	**2**
	Percentage of Board	**28.57**

EXTERNAL INDEPENDENT DIRECTORS

Name or company name of director	Profile
Mr. Pablo Castilla Reparaz	He holds a Bachelor's Degree of Laws (Universidad Complutense - CEU) as well as a Master's Degrees in Tax Legal Advice and EU Law (ICAI – ICADE) and finished Advanced Management Program for Overseas Bankers (the Wharton School of the University of Pennsylvania). He has more than 30 years of experience in the banking sector as a lawyer for Banco Santander, S.A., having been responsible for M&A transactions in several jurisdictions. He has also served as Director of Santander Direkt Bank (Germany), Director of Banco Mercantil (Peru), Secretary non director of BT Telecomunicaciones S.A., director Secretary of Santander Investment, S.A., Secretary of the Investment Committee of Grupo Santander, director Secretary of OpenBank and director Secretary of Grupo Vitaldent.
Ms. Mónica Cueva Díaz	She holds a degree in Economic and Business Sciences and Executive MBA from the Instituto de Empresa. She worked with Banco Santander for more than 30 years, holding various roles in different jurisdictions, generally linked to the financial, accounting and control areas, also participating in important integration processes such as the acquisition of ABN AMRO. Ms. Mónica Cueva has also been a college professor and lecturer, a member of the European Banking Authority representing Banco Santander, and a director in numerous companies of the Santander Group. She currently holds the position of director of Banco Santander Río (Argentina).
Ms. Romana Sadurska	Law graduate (University of Warsaw), LLM from Yale University and PhD from the Polish Academy of Sciences. She was a professor at the University of Sidney and the Australian National University. She was also partner Secretary General of the Spanish law firm Uría Menédez, being responsible for the practice area of Central and Eastern Europe of said firm. Likewise, she held the position of Executive Vice President of the Professor Uría Foundation. Currently, she is a member of the Patronage ("Patronato") of the Aspen Institute Spain and a member of the Real Diputación de San Andrés de los Flamencos - Carlos de Amberes Foundation.
Mr. Emilio Fullaondo Botella	He holds a degree in Public Accounting and an MBA from the Instituto Tecnológico Autónomo de México (ITAM) and completed the Executive Management of the Instituto Panamericano de Alta Dirección de Empresa (IPADE). He held senior management positions for more than 23 years in the beer industry, leading various departments related to the financial area of the Mexican beer group Grupo Modelo, including the position of Chief Financial Officer for a period of 4 years and subsequently in the Belgian company AB InBev, following the acquisition by Grupo Modelo as Chief People Officer for Middle Americas until his resignation in January 2019. Currently, he is an independent director of the Restaurant Brands New Zealand Limited.
Number of independent directors	**4**
Percentage of the Board	**57.14**

Indicate whether any director classified as independent receives from the company or any company in its group any amount or benefit other than remuneration as a director, or has or has had a business relationship with the company or any company in its group during the past year, whether in his or her own name or as a significant shareholder, director or senior executive of a company that has or has had such a relationship.

If so, include a reasoned statement by the Board explaining why it believes that the director in question can perform his or her duties as an independent director.

Name or company name of director	Description of the relationship	Reasoned statement

OTHER EXTERNAL DIRECTORS

Identify the other external directors, indicate the reasons why they cannot be considered either proprietary or independent, and detail their ties with the company or its management or shareholders:

Name or company name of director	Reason	Company, manager or shareholder to which or to whom the director is related	Profile

Total number of other external directors	
Percentage of the Board	

Indicate any changes that have occurred during the period in each director's category:

Name or company name of director	Date of change	Previous category	Current category

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past four years, as well as the category of each:

	Number of female directors				% of total directors for each category			
	Year 2024	Year 2023	Year 2022	Year 2021	Year 2024	Year 2023	Year 2022	Year 2021
Executive	0	0	0	0	0.00%	0.00%	0.00%	0.00%
Proprietary	1	1	0	0	50.00%	50.00%	0.00%	0.00%
Independent	2	2	2	2	50.00%	50.00%	50.00%	50.00%
Other external	0	0	0	0	0.00%	0.00%	0.00%	0.00%
Total	3	3	2	2	42.86%	42.86%	28.57%	28.57%

C.1.5 Indicate whether the company has diversity policies in relation to its Board of Directors on such questions as age, gender, disability, education and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Spanish Auditing Act, will have to report at least the policy that they have implemented in relation to gender diversity.

Yes _X_ No __ Partial polices __

If so, describe these diversity policies, their objectives, the measures and the way in which they have been applied and their results over the year. Also indicate the specific measures adopted by the Board of Directors and the nomination and remuneration committee to achieve a balanced and diverse presence of directors.

If the company does not apply a diversity policy, explain the reasons why.

If the company does not apply a diversity policy, explain the reasons why

AmRest has a Diversity Policy in relation to the Board of Directors and the Selection of Directors, adapted to the applicable regulations and the recommendations of the Good Governance Code of the Spanish National Securities Market Commission (CNMV) currently in force.

This Policy ensures that the procedures for selecting directors are based on a prior analysis of the skills required by the Board of Directors, and favours thereof diversity of knowledge, training and professional experience, age and gender on the Board, free from any implicit bias that might imply any form of discrimination, particularly on account of gender, disability or any other personal condition, and that facilitate the selection of female directors in a number that allows the achievement of an equal balance of women and men.

In accordance with the provisions of said Policy and with the Regulations of the Board of Directors, and in accordance with the criteria applied in practice by the Company, the selection of candidates to serve as a director at AmRest adheres to the following principles:

1. An effort is made to ensure that the Board of Directors has a balanced composition, with a large majority of non-executive directors and an appropriate mix of proprietary and independent directors, while also endeavouring to ensure that independent directors have sufficient weight within the Board of Directors.

2. The Board of Directors endeavours to ensure that the procedures for the selection of directors favour diversity of knowledge, training, professional experience, age and gender, and are free from any implicit biases that might imply any form of discrimination. All of the foregoing is in order for the Board of Directors to have an appropriate, diverse and balanced composition overall, which i) enriches analysis and debate, ii) contributes multiple viewpoints and positions, iii) favours decision-making, iv) gives it maximum independence, and v) allows for compliance with legal requirements and good governance recommendations in relation to composition and suitability required to be met by the members of the Board of Directors. It shall also ensure that the candidates for director have sufficient available time to properly perform their duties.

3. The process for the selection of candidates to serve as directors is also based on a prior analysis of the skills required by the Board of Directors. Such analysis is conducted by the Company's Board of Directors, with the advice and with the required report or proposal, if applicable, of the Appointments, Remuneration and Corporate Governance Board Committee.

4. In the case of re-election or ratification, the report or proposal of the Appointments, Remuneration and Corporate Governance Board Committee contains an evaluation of the work and effective dedication to the position for the most recent period of time during which the proposed director has been in that position, as well as the director's ability to continue to perform satisfactorily.

5. The required report or proposal of the Appointments, Remuneration and Corporate Governance Board Committee is published upon the call to the General Shareholders' Meeting at which the appointment, ratification or re-election of each director is submitted.

Furthermore, the Board of Directors and the Appointments, Remuneration and Corporate Governance Board Committee ensure, within the scope of their respective powers, that the candidates chosen for the position of director are persons of recognized probity, competence and experience, who are willing to devote the time and effort required for the performance of their duties.

Accordingly, all the candidates for the position of director shall be professionals of integrity, whose conduct and professional career is in line with the principles set out in the Code of Business Conduct and with the criteria and values of the AmRest Group.

Candidates for directors shall be considered in particular if they have training and professional experience in different fields of activity, especially in economic-financial matters, consumer knowledge, ESG knowledge, marketing, technology, accounting, auditing and risk management -both financial and non-financial-.

Likewise, it should be noted that the same criteria and principles that the Company applies in the process of selection and appointment of the members of the Board of Directors are applied in the appointment of the directors that are part of the different committees of the Board of Directors of the Company.

The Appointments, Remuneration and Corporate Governance Board Committee verifies compliance with the Diversity Policy in relation to the Board of Directors and the Selection of Directors on an annual basis, and information thereon is included in the Annual Corporate Governance Report and in such other documents as are deemed appropriate.

As of December 31, 2024, the composition of the Board of Directors complies with the objectives contemplated in the applicable regulations and recommendations, in its Regulations and in the Diversity Policy in relation to the Board of Directors and the Selection of Directors. Accordingly, there is an adequate balance between the different categories of directors, with an ample majority of non-executive directors (85.71%) and independent directors (57.14%), with a percentage of gender diversity in line with best practices (women represent 42.86% of the directors), and with a wide diversity of skills, knowledge and global experience. In conclusion, the Board, as a whole, has an adequate and diverse composition and a deep knowledge of the environment, strategy, activities, business and risks of the Company and its Group, resulting in a balanced composition adjusted to the needs of the corporate bodies, and thus contributing to ensure the proper performance of its functions.

AmRest is firmly convinced that diversity in all its facets and at all levels, as well as the fact that its members have different points of view and positions, is an essential factor in ensuring the competitiveness of the Company and an important element favouring a critical attitude.

C.1.6 Describe the measures, if any, agreed upon by the nomination committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates, making it possible to achieve a balance between men and women. Also indicate whether these measures include encouraging the company to have a significant number of female senior executives:

Explanation of measures
As already mentioned, Board members are selected and appointed based on the Company's needs and the skills required by the Board of Directors itself. Thus, the Board of Directors and the Appointments, Remuneration and Corporate Governance Board Committee seek candidates who bring a wealth of diverse knowledge, abilities, experience and profiles to the Company, the search being based, essentially, on the ability and professional merits of the candidates and on their showing conduct and a track record aligned with AmRest's values. Any male or female who meets these requirements can be included in the selection process. Specifically, with regard to gender diversity, the Diversity Policy in relation to the Board of Directors and the Selection of Directors establishes that the Board of Directors, as far as possible and in the best interest of the Company, promotes the objective of the presence of female directors, as well as measures that encourage the Company to have a balanced representation at senior management level, taking into account the recommendations of good governance in force at any given time, and without prejudice to the essential criteria of merit and ability that must govern all selection processes of the Company. As of December 31, 2024, the percentage of women on the Board of Directors is 42.86%, with a balanced presence of women and men.

If in spite of any measures adopted there are few or no female directors or senior managers, explain the reasons for this:

Explanation of reasons
On the other hand, as regards the number of women in senior management, in recent years there has been a significant restructuring in the composition of the Company's senior management, thus affecting gender diversity. Due to the low turnover in senior management following this restructuring, the number of female senior managers has not increased during the year 2024. In this context, one of the Company's objectives is to continue working to ensure that future selection processes to be carried out as vacancies arise continue to favour gender diversity.

C.1.7 Explain the conclusions of the nomination committee regarding verification of compliance with the policy aimed at promoting an appropriate composition of the Board of Directors.

In accordance with the provisions of the applicable regulations and policies, in 2024, the Appointments, Remuneration and Corporate Governance Board Committee proposed to the Board of Directors, for its subsequent submission to the General Shareholders' Meeting, the re-election of Ms. Romana Sadurska and Mr. Emilio Fullaondo Botella as independent directors, having verified, in the process of preparation and approval of these re-election proposals, compliance with the Diversity Policy in relation to the Board of Directors and Selection of Directors in terms of the objective of favouring diversity of knowledge, training and professional experience, age and gender.

In relation to these proposals, the Board Committee evaluated and weighed the (i) the contribution of the directors whose re-election was proposed to the proper functioning of the Board of Directors, (ii) that the re-election proposals also aimed to maintain the majority of independent directors and preserve a balanced composition on the Board, and (iii) the training, competence, professional profile, and suitability of the proposed candidates, as well as their experience and knowledge in diverse sectors and matters relevant to the Company, and their capacity to adequately dedicate themselves to the performance of the position and to effectively contribute to the Company's governing bodies being able to perform their functions with the highest standards of quality and efficiency.

C.1.8 If applicable, explain the reasons for the appointment of any proprietary directors at the request of shareholders with less than a 3% equity interest:

Name or company name of shareholder	Reason

Indicate whether the Board has declined any formal requests for presence on the Board from shareholders whose equity interest is equal to or greater than that of others at whose request proprietary directors have been appointed. If so, explain why the requests were not granted:

Yes _ **No _X_**

C.1.9 Indicate the powers, if any, delegated by the Board of Directors, including those relating to the option of issuing or re-purchasing shares, to directors or board committees:

Name or company name of director or committee	Brief description
Executive Board Committee	The Executive Board Committee has been delegated all of the Board's faculties, aside from those which may not be delegated according to the law, the Articles of Association and the Board of Directors Regulation.
Mr. José Parés Gutiérrez	The Executive Chairman has been delegated all of the Board's faculties, aside from those which may not be delegated according to the law, the Articles of Association and the Board of Directors Regulation. The Board of Directors delegated to Mr. José Parés Gutiérrez all the powers inherent to the position of Executive Chairman at the time of his appointment, in November 2020, with effects from 1 January 2021.

C.1.10 Identify any members of the Board who are also directors, representatives of directors or managers in other companies forming part of the listed company's group:

Name or company name of director	Company name of the group entity	Position	Does the director have executive powers?

C.1.11 List the positions of director, administrator or representative thereof, held by directors or representatives of directors who are members of the company's board of directors in other entities, whether or not they are listed companies:

Identity of the director or representative	Company name of the listed or non-listed entity	Position
Mr. José Parés Gutiérrez	Finaccess Capital, S.A. de C.V.	Sole Director
Mr. José Parés Gutiérrez	Grupo Far-Luca, S.A. de C.V.	Director
Mr. José Parés Gutiérrez	Grupo Finaccess, S.A.P.I. de C.V.	Director
Mr. José Parés Gutiérrez	Wafi, S.A. de C.V.	Sole Director
Mr. José Parés Gutiérrez	Tenedora PGB, S.A. de C.V	Sole Director
Mr. José Parés Gutiérrez	Finaccess Capital USA, Inc.	Chairman
Mr. José Parés Gutiérrez	Fincap USA, Inc.	Manager
Mr. José Parés Gutiérrez	Grupo RBNZ México, S.A. de C.V.	Sole Director
Mr. José Parés Gutiérrez	Restaurant Brands New Zealand Limited	Chairman
Mr. José Parés Gutiérrez	GD Holdings USA Inc.	Sole Director
Mr. José Parés Gutiérrez	Destilados GD, S.A.P.I. de C.V.	Chairman
Mr. Luis Miguel Álvarez Pérez	Finaccess Filantropía, A.C.	Chairman

Mr. Luis Miguel Álvarez Pérez	Finaccess Social, S.A. de C.V.	Director
Mr. Luis Miguel Álvarez Pérez	Grupo Finaccess, S.A.P.I. de C.V.	Director
Mr. Luis Miguel Álvarez Pérez	Christel House Mexico, A.C.	Director
Mr. Luis Miguel Álvarez Pérez	Gestación de Proyectos Sociales, A.C.	Director
Mr. Luis Miguel Álvarez Pérez	Compitalia, S.A. de C.V.	CEO
Mr. Luis Miguel Álvarez Pérez	Restaurant Brands New Zealand Limited	Director
Mr. Luis Miguel Álvarez Pérez	Rancho La Escandalera, S.A. de C.V.	Sole Director
Mr. Luis Miguel Álvarez Pérez	Destilados GD, S.A.P.I. de C.V.	Director
Mr. Luis Miguel Álvarez Pérez	Sueños y Conceptos Inmobiliarios, S.A. de C.V.	Director Secretary
Mr. Luis Miguel Álvarez Pérez	Fornix, S.A. de C.V.	Chairman
Mr. Luis Miguel Álvarez Pérez	Cima Everest, S.A. de C.V.	Chairman
Mr. Luis Miguel Álvarez Pérez	Grupo Aradam, S.A.P.I. de C.V.	Director
Mr. Luis Miguel Álvarez Pérez	LI América S.A.P.I.	Chairman
Mr. Emilio Fullaondo Botella	Restaurant Brands New Zealand Limited	Director
Ms. Romana Sadurska	Aspen Institute España	Patron
Ms. Romana Sadurska	Real Diputación de San Andrés de los Flamencos - Carlos de Amberes Foundation	Member
Mr. Pablo Castilla Reparaz	PLA Litigation Funding, S.A.	Director
Mr. Pablo Castilla Reparaz	Fundación Dádoris	Patron Secretary
Ms. Mónica Cueva Díaz	Banco Santander Río Argentina	Director
Ms. Begoña Orgambide García	Inmobiliaria Colonial, SOCIMI, S.A.	Director
Ms. Begoña Orgambide García	FCapital Dutch, S.L.	Director
Ms. Begoña Orgambide García	Finaccess Restauración, S.L.	Director
Ms. Begoña Orgambide García	Finaccess Inmobiliaria, S.L.	Director
Ms. Begoña Orgambide García	Finaccess Capital Inversores, S.L.	Director
Ms. Begoña Orgambide García	Atrides	Director

Remarks

Listed below are the positions indicated in the table above that are remunerated:

Mr. José Parés Gutiérrez: Chairman of Restaurant Brands New Zealand Limited; Chairman of Finaccess Capital USA, Inc.

Mr. Luis Miguel Álvarez Pérez: Director of Restaurant Brands New Zealand Limited; Director of Grupo Finaccess, S.A.P.I. de C.V.; CEO of Compitalia, S.A. de C.V.

Mr. Emilio Fullaondo Botella: Director of Restaurant Brands New Zealand Limited

Ms. Mónica Cueva Díaz: Director of Banco Santander Río Argentina

Mr. Pablo Castilla Reparaz: Director of PLA Litigation Funding, S.A.

Ms. Begoña Orgambide García: Director of Inmobiliaria Colonial, SOCIMI, S.A.

Indicate, where appropriate, the other remunerated activities of the directors or directors' representatives, whatever their nature, other than those indicated in the previous table

Identity of the director or representative	Other paid activities
Mr. Luis Miguel Álvarez Pérez	Member of the Investment Committee of Grupo Educación, S.A. de C.V.

C.1.12 Indicate whether the company has established rules on the maximum number of company boards on which its directors may sit, explaining if necessary and identifying where this is regulated, if applicable:

Yes _X_ No __

Explanation of the rules and identification of the document where this is regulated
Pursuant to Article 23 of the AmRest Board of Directors Regulations and Article 2 of the Diversity Policy in relation to the Board of Directors and the Selection of Directors, directors shall not form part of more than four other listed companies' boards of directors. In this regard, all of the companies' boards of directors belonging to the same group will be considered to have one single mandate as well as those holding board memberships as proprietary directors proposed by a company of the same group even if the stock held in the company, or the level of control, may not qualify that company to be considered as part of the group. Exceptionally, and provided there is just cause, the Board of Directors may exempt directors from this prohibition. In addition, directors shall inform to the Appointments, Remuneration and Corporate Governance Board Committee of any material changes to their professional situation and any that may affect the nature or condition by virtue of which they have been appointed as a director.

C.1.13 Indicate the remuneration received by the Board of Directors as a whole for the following items:

Remuneration accruing in favour of the Board of Directors in the financial year (thousands of euros)	829
Funds accumulated by current directors for long-term savings systems with consolidated economic rights (thousands of euros)	0
Funds accumulated by current directors for long-term savings systems with unconsolidated economic rights (thousands of euros)	0
Pension rights accumulated by former directors (thousands of euros)	0

C.1.14 Identify members of senior management who are not also executive directors and indicate their total remuneration accrued during the year:

Name or company name	Position(s)
Mr. Luis Comas Jiménez	Chief Executive Officer
Mr. Ismael Sánchez Moreno	Chief People Officer
Mr. Daniel del Río Benítez	Chief Operations Officer
Mr. Eduardo Zamarripa Escamilla	Chief Financial Officer
Mr. Santiago Gallo Pérez	Chief Marketing Officer
Mr. Robert Żuk	Chief Information Officer
Mr. Ramanurup Sen	Food Services President
Mr. Mauricio Gárate Meza	General Counsel
Mr. Jacek Niewiadomski	Chief Internal Audit and Control Officer

Number of women in senior management	0
Percentage of total senior management	0,00%

Total remuneration of senior management (thousands of euros)	4,778

C.1.15 Indicate whether the Board regulations were amended during the year:

Yes _ **No _X_**

C.1.16 Specify the procedures for selection, appointment, re-election and removal of directors. List the competent bodies, steps to follow and criteria applied in each procedure.

Selection and Appointment

AmRest's Bylaws provide that the Board of Directors shall consist of a minimum of five and a maximum of fifteen members, who shall be appointed by the shareholders at the General Meeting.

Directors will exercise their office for a four-year term, and may be re-appointed for one or more additional periods of the same maximum duration. Once the period has expired, the appointment will be terminated when the next General Shareholders' Meeting is held, or when the legal period for holding the Meeting that must approve the previous year's annual accounts has elapsed.

If a vacancy arises during the term of appointment of the Directors, the Board may appoint a person by co-optation to fill that vacancy up to the next General Shareholders' Meeting. Directors appointed by co-optation may be ratified in their position at the first General Shareholders' Meeting held after their appointment. If the vacancy arises after a General Shareholders' Meeting is called but before it is held, the Board of Directors may appoint a director to perform the corresponding duties until the next General Shareholders' Meeting is held.

Otherwise, and in any event, the proposals for the appointment of directors must comply with the provisions of the Bylaws and the Board of Directors Regulations.

In this regard, and in accordance with the responsibilities assigned to the Appointments, Remuneration and Corporate Governance Board Committee, this Board Committee must evaluate the skills, knowledge and experience required on the Board of Directors, defining the functions and competencies required of the candidates who must fill each vacancy, and evaluating the specific amount of time and dedication that will allow them to perform their duties effectively.

Similarly, Appointments, Remuneration and Corporate Governance Board Committee must submit to the Board of Directors the proposals for the appointment of independent directors, whether for their appointment on an interim basis or for their submission to a decision by the shareholders at the General Shareholders' Meeting. Likewise, it must report on the proposals for the appointment of the remaining directors of the Company, whether for their appointment on an interim basis or for their submission to a decision by the shareholders at the General Shareholders' Meeting.

The category of each director shall be explain by the Board of Directors at the General Shareholders' Meeting at which the shareholders must make or ratify their appointment. Furthermore, such category shall be reviewed annually by the Board, after verification by the Appointments, Remuneration and Corporate Governance Board Committee, reporting thereon in the Annual Corporate Governance Report.

The Board of Directors and the Appointments, Remuneration and Corporate Governance Board Committee shall ensure, within the scope of their respective powers, that the candidates proposed for the position of director are persons of recognized probity, competence and experience, who are willing to devote the time and effort required for the performance of their duties.

Likewise, the Board of Directors and the Appointments, Remuneration and Corporate Governance Board Committee shall endeavour, in accordance with the Diversity Policy in relation to the Board of Directors and the Selection of Directors, the applicable regulations and the recommendations of the Good Governance Code of the National Securities Market Commission in force at any given time, that the procedures for the selection of its members favour diversity of knowledge, professional training and experience, age and gender on the Board of Directors, avoiding any type of implicit bias that may imply any discrimination, particularly on the account of gender, disability or any other personal condition.

Re-election

The Company's directors may be re-elected one or more times for periods of the same length as that of the initial period.

In the same way as proposals for appointments, proposals for the re-election of directors must be preceded by the corresponding report of the Appointments, Remuneration and Corporate Governance Board Committee, and, in the case of independent directors, by the corresponding proposal.

In any case, and in the event of the re-election or ratification of Directors at the General Meeting, the report of the Appointments, Remuneration and Corporate Governance Board Committee or, in the case of independent directors, the proposal of said Board committee, shall contain an assessment of the work and effective dedication to the position during the last period of time in which it was held by the proposed director, in addition to compliance with the Company's corporate governance rules.

Cessation or Removal

Directors will be terminated from their position when: so decided by the General Shareholders' Meeting, they notify the Company of their resignation and at the expiration of the period for which they were appointed. The effective date of termination in this last case shall be the date of the first General Shareholders' Meeting.

The Board will not propose the removal of any independent director before the expiry of their tenure as mandated by the Articles of Association, except when there is just cause, as determined by the Board after a report from the Appointments, Remuneration and Corporate Governance Board Committee. In particular, just cause will be presumed to exist when: directors take up new posts or responsibilities that prevent them from allocating sufficient time to their work as a Board member, are in breach of their fiduciary duties, or fall under one of the disqualifying grounds for classification as independent established in the applicable legislation.

The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the Company's capital structure, provided the changes to the structure of the Board of Directors promotes the proportionality criterion set out in the good governance recommendations adopted by the Company.

When a director ceases to hold office before the end of his or her term, whether by resignation or by resolution of the General Meeting, the director must adequately explain in a letter which will be sent to all members of the Board of Directors the reasons for leaving office or, in the case of non-executive directors, the director's views as to the grounds for removal by the shareholders acting at the General Meeting.

In addition, to the extent material to investors, the Company shall as soon as possible make public the cessation in office, including sufficient information as to the reasons or circumstances stated by the director.

C.1.17 Explain to what extent the annual evaluation of the Board has given rise to significant changes in its internal organisation and in the procedures applicable to its activities:

Description of amendment(s)

Once a year, all the members of the Board of Directors evaluate the performance of the Board of Directors of AmRest Holdings, SE and of its Board committees. In addition, every three years the Board of Directors is assisted in carrying out this assessment by an external consultant, having received external advice from the law firm Escalona & De Fuentes Abogados, S.L.P. for the assessment corresponding to the year 2023.

Once the assessment process was completed, and after the review and analysis of the results by the Appointments, Remuneration, and Corporate Governance Board Committee, it was concluded that, in general, the members of the Board of Directors highly value the functioning, composition, and competencies of the Board and its Board committees. The performance of the directors, the Chairman of the Board of Directors, the Chairmen of the Board committees, the lead independent director and the Secretariat of the Board is also generally considered to be very satisfactory. Additionally, the degree of compliance with the Action Plan for the year 2022 is considered adequate.

However, as a result of this assessment, and in order to continue improving the functioning of the Company's corporate governance system, some opportunities for improvement were identified, in view of which, and after a detailed examination and analysis of the results achieved, the Board of Directors, at the proposal of the Appointments, Remuneration and Corporate Governance Board Committee, established an Action Plan for the implementation of certain suggestions and recommendations, related, among others, to continue working on the continuous improvement of the documentation and information sent to the Board of Directors, with the agenda and with the matters and issues to be discussed at the meetings of the Board and its Board committees, and with the complementation of the training and updating programs for the directors; all with, a view to optimizing as much as possible the organization, operation and activities of the Company's governing and management bodies.

Describe the evaluation process and the areas evaluated by the Board of Directors with or without the help of an external advisor, regarding the functioning and composition of the Board and its committees and any other area or aspect that has been evaluated.

Description of the evaluation process and areas evaluated
As already indicated, once a year, all the members of the Board of Directors evaluate the performance of the Board of Directors and of its Board committees. The assessment for the financial year 2020 was carried out with the assistance of the external advisor Ernst & Young, S.L. (EY); the assessments for the financial years 2021 and 2022 were carried out internally by the Company; and for the assessment corresponding to the financial year 2023, the Board of Directors, at the proposal of the Appointments, Remuneration and Corporate Governance Board Committee, has received the support, as external advisor, of the firm Escalona & De Fuentes Abogados. The assessment process for the financial year 2023 consisted in the completion by each of the members of the Board of Directors of a questionnaire, as well as in individual interviews conducted by the firm Escalona & De Fuentes with each of them in order to assess and know the opinions of the Board members on the issues and aspects that were the object of the assessment. The questionnaire contained a wide range of questions grouped under the following headings: - Operation of the Board of Directors and its Board committees. - Composition and competencies of the Board of Directors and its Board committees. - Performance of the Board Members. - Performance of the Chairmen of the Board of Directors and its Board committees. - Performance of the Secretariat of the Board of Directors. - Degree of compliance with the Action Plan resulting from the evaluation corresponding to the 2022 financial year. Once this process was completed, the law firm Escalona & De Fuentes issued the corresponding Evaluation Report, which was submitted to the Appointments, Remuneration, and Corporate Governance Board Committee for its review and analysis. As already noted, this Report concluded, in general terms, that the members of the Board of Directors had expressed a high degree of satisfaction with the organization and activities of the governing bodies, considering them optimal and suitable as a whole. Likewise, the results of the Evaluation Report were made available to all the members of the Board of Directors and presented to the Board of Directors. After a detailed examination and analysis of the results achieved, the Board of Directors, at the proposal of the Appointments, Remuneration, and Corporate Governance Board Committee, unanimously approved the corresponding Action Plan on those areas identified as opportunities for improvement, in order to continue optimizing the functioning of the Company's governing bodies.

C.1.18 Provide details, for years in which the evaluation was carried out with the help of an external advisor, of the business relationships that the external advisor or company in its group maintains with the company or any company in its group.

As noted above, the assessment of the Board of Directors and its Board committees for the 2023 financial year was conducted with the support of the law firm Escalona & De Fuentes as an external advisor. This firm did not maintain any other business relationship with the Company or any company in its Group during 2024.

C.1.19 Indicate the cases in which directors are obliged to resign.

Pursuant to Article 25 of the Articles of Association and Article 11 of the Board of Directors Regulation, the directors shall make their position available to the Board and execute, where deemed appropriate, the relevant resignation in the following cases:

(a) When they cease to hold the executive positions to which their appointment as director was associated.

(b) When they are involved in any of the situations deemed to be incompatible or prohibited according to law.

(c) When they have committed a serious breach of their obligations as director.

(d) When remaining on the Board of Directors may endanger the Company's interests, generate a situation of structural conflict of interest or when there are situations affecting them, whether or not related to their conduct within the Company itself, that may adversely affect the credit and reputation thereof.

(e) When the reasons for which they were appointed disappear (for example, when proprietary directors transfer or reduce their shareholding in the company).

C.1.20 Are qualified majorities other than those established by law required for any particular kind of decision?

Yes _X_ No __

If so, describe the differences,

Article 25 bis of the Bylaws ("Prohibition of Competition") and Article 25 of the Regulations of the Board of Directors ("Conflicts of interest and non-compete obligation") establish, in addition to what has already been indicated in section B.2 of this Report, that the Directors may not provide advisory or representation services to companies competing with the Company, unless the Board of Directors, following a favourable report from the Appointments, Remuneration and Corporate Governance Board Committee, authorizes them to do so with the favourable vote of two thirds of the members not involved in a conflict of interest. If these requirements are not met, the authorization must be approved by the General Shareholders' Meeting.

C.1.21 Explain whether there are any specific requirements, other than those relating to directors, for being appointed as chairman of the Board of Directors,

Yes _ **No _X_**

C.1.22 Indicate whether the articles of incorporation or Board regulations establish any limit as to the age of directors:

Yes _ **No _X_**

C.1.23 Indicate whether the articles of incorporation or Board regulations establish any term limits for independent directors other than those required by law or any other additional requirements that are stricter than those provided by law:

Yes _ **No _X_**

C.1.24 Indicate whether the articles of incorporation or Board regulations establish specific rules for appointing other directors as proxy to vote in Board meetings, if so the procedure for doing so and, in particular, the maximum number of proxies that a director may hold, as well as whether any limit has been established regarding the categories of director to whom votes may be delegated beyond the limits imposed by law.
If so, briefly describe these rules.

Pursuant to Article 13 of the Board of Directors Regulation, directors should attend the sessions in person. Where this is not possible, they may, using any written means including email and for that session alone, delegate their representation to another director, with the appropriate instructions. A single director may hold several delegations.

This delegation will be notified to the Chairman or Secretary of the Board of Directors.

Non-executive directors may only delegate their representation to another non-executive director.

C.1.25 Indicate the number of meetings held by the Board of Directors during the year, Also indicate, if applicable, the number of times the Board met without the chairman being present. Meetings where the chairman gave specific proxy instructions are to be counted as attended.

Number of Board meetings	**15**
Number of Board meetings held without the chairman's presence	**0**

Indicate the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

Number of meetings	**2**

Indicate the number of meetings held by each Board committee during the year:

Number of meetings held by the Executive Board Committee	**0**
Number of meetings held by the Audit and Risk Board Committee	**10**
Number of meetings held by the Appointments, Remuneration and Corporate Governance Board Committee	**6**
Number of meetings held by the Sustainability, Health and Safety Board Committee	**6**

C.1.26 Indicate the number of meetings held by the Board of Directors during the year with member attendance data.

Number of meetings in which at least 80% of directors were present in person	**15**
Attendance in person as a % of total votes during the year	97.14%
Number of meetings with attendance in person or proxies given with specific instructions, by all directors	**13**
Votes cast in person and by proxies with specific instructions, as a % of total votes during the year	98.10%

C.1.27 Indicate whether the individual and consolidated financial statements submitted to the Board for issue are certified in advance:

Yes _X_ No __

Identify, if applicable, the person(s) who certified the individual and consolidated financial statements of the company for issue by the Board:

Name	Position
Mr. Luis Comas Jiménez	Chief Executive Officer
Mr. Eduardo Zamarripa Escamilla	Chief Financial Officer

C.1.28 Explain the mechanisms, if any, established by the Board of Directors to ensure that the financial statements it presents to the General Shareholders' Meeting are prepared in accordance with accounting regulations.

Through the Audit and Risk Board Committee, the Board of Directors plays an essential role in supervising the preparation of the Company's financial information.

In this context, and in accordance with Article 20 of the Regulations of the Board of Directors and with Article 5 of the Regulations of the Audit and Risk Board Committee, this Board Committee is responsible for the following, among other, duties:

(a) To report, through its Chair, to the General Shareholders' Meeting on questions raised by the shareholders regarding matters within its remit, and explain the audit's results and how it contributed to the integrity of the financial information and the Audit and Risk Board Committee's role in this process.

(b) To oversee the effectiveness of the Company's internal control system, the internal audit, and the risk management system (both financial and non-financial) and discuss with the accounting auditor the significant weaknesses of the internal control system revealed in the course of the audit, while maintaining its independence. For such purposes, the Board committee may, if appropriate, submit recommendations or motions to the Board of Directors, with the relevant term for follow-up.

(c) To oversee and assess the preparation and presentation process and the integrity of the financial and non-financial information, reviewing compliance with legal requirements, the proper determination of the scope of consolidation and the correct application of accounting standards, and submit recommendations or motions to the Board of Directors for the purposes of safeguarding the integrity of such financial information.

(d) To ensure that the annual accounts are prepared in accordance with the legal provisions on accounting. However, in cases where the statutory auditor has included a qualification in its audit report, the Chair of the Board committee shall clearly explain the content and scope thereof at the General Meeting. In addition, a summary of such explanation shall be made available to the shareholders at the time of publication of the call to the General Meeting.

(e) Ensure that the auditor meets annually with the full Board of Directors to inform the Board of Directors of the work performed and on the accounting status and the risks of the Company.

Moreover, in accordance with articles 8 and 9 of the Audit and Risk Board Committee Regulations, this Board Committee is responsible for the following, among other, duties:

- With regard to the preparation process of the regulated financial and non-financial information of the Company and its Group:

a) To oversee and assess the process of preparation and presentation and the clarity and integrity of the regulated financial and non-financial information relating to the Company and its Group, ensuring that the half-yearly financial reports and the quarterly management statements are drafted in accordance with the same accounting standards as the annual financial reports and to oversee the review of the interim financial statements requested from the auditor, with the scope and frequency that may be defined, as the case may be.

b) To review compliance with legal requirements, the proper delimitation of the scope of consolidation, and the correct application of such generally accepted accounting principles and criteria and international financial and non-financial reporting standards as may be applicable.

c) To submit recommendations or motions to the Board of Directors for the purposes of safeguarding the integrity of the financial and non-financial information.

d) To advice the Board of Directors on any significant change of accounting standard and of the significant risks on the balance sheet and off-balance sheet.

e) The functions relating to the process of collecting, preparing, and elaborating non-financial information shall be carried out in constant coordination with other Board Committees that the Board of Directors may designate from among its members with competencies in sustainability matters.

- With regard to the audit of the accounts of the Company and its Group:

  To review the contents of the account audit reports and, where appropriate, of the reports on limited review of interim accounts, as well as other mandatory reports to be prepared by the auditors, prior to the issue thereof, in order to avoid qualified reports, ensuring that the Board of Directors shall present the accounts to the General Shareholders' Meeting with an unqualified audit report and without reservations. However, in cases where the auditor has included a qualification in its audit report, the Chairman of the Board committee shall clearly explain the Board committee's view of its content and scope, being a summary of such view available to the shareholders at the time of publication of the call to the General Meeting.

C.1.29 Is the secretary of the Board also a director?

Yes _ **No _X_**

If the secretary is not a director, please complete the following table:

Name or company name of the secretary	Representative
Mr. Eduardo Rodríguez-Rovira Rodríguez	

C.1.30 Indicate the specific mechanisms established by the company to safeguard the independence of the external auditors, and any mechanisms to safeguard the independence of financial analysts, investment banks and rating agencies, including how legal provisions have been implemented in practice.

With regard to the independence of the Company's external auditor, the Audit and Risk Board Committee, as part of its fundamental powers (Article 20 of the Board of Directors Regulations and Article 5 of the Audit and Risk Board Committee Regulations), has established and maintains the appropriate relationships with the external auditors to receive information on those matters that may threaten their independence, to be considered by the Board Committee, and any others related to the process of carrying out the audit, and, where appropriate, the authorization of services other than those prohibited in accordance with the terms set forth in the applicable law, as well as other communications set forth in audit legislation and audit regulations.

In any case, the Audit and Risk Board Committee annually receives the external auditor's declaration of independence with regard to the Company or entities directly or indirectly related to it, as well as information on the additional services of any kind provided and the corresponding fees received from these entities by the reported auditor, or the persons or entities related to him/her in accordance with the provisions of current regulations.

Furthermore, the Board Committee issues, prior to issuing the audit report of the accounts, an annual report that expresses an opinion on whether the independence of the external auditor has been compromised. This report states, in any case, the evaluation, with supporting evidence/rationale, of the provision of each and every one of the additional services referred to in the previous paragraph, taken into account individually and together, different to the statutory audit and in relation to the independence regime or the regulations governing account auditing.

In any event, the Audit and Risk Board Committee must preserve the independence of the external auditor in the performance of its duties, and in this regard: (i) in the event of the resignation of the external auditor, examine the circumstances giving rise to such resignation; (ii) endeavour to ensure that the compensation received by the external auditor for its work does not compromise the quality or independence thereof; (iii) ensure that the Company communicates through the CNMV any change in auditor and attaches a statement regarding any disagreements with the outgoing auditor and, if any, the substance thereof; (iv) ensure that the external auditor meets annually with the full Board of Directors to inform the Board of Directors of the work performed and on the accounting status and the risks of the Company; and (v) ensure that the Company and the external auditor applicable legal provisions regarding the provision of non-audit services, limits on the concentration of the auditor’s business, and generally all other provisions regarding the independence of the auditors.

In addition, and in accordance with the Board of Directors Regulations (Article 20) and with the Audit and Risk Board Committee Regulations (Article 9), the Audit and Risk Board Committee puts forward proposals to the Board of Directors for the selection, appointment, re-election and replacement of the accounting auditor, taking responsibility for the selection process, as well as the terms and conditions of his/her contract, regularly obtaining information from the auditor on the audit plan and the execution thereof, as well as preserving his/her independence in the exercise of his/her duties.

The Board Committee shall refrain from proposing to the Board of Directors, and, this latter, also, shall refrain from submitting to the General Shareholders’ Meeting the appointment as Company’s auditor of any audit firm which is affected by any incompatibility pursuant to the laws governing financial audits, as well as of any audit firm where the fees that the Company intends to pay on all grounds are in excess of the limits set by the mentioned financial audit legislation.

Furthermore, the external auditor has direct access to the Audit and Risk Board Committee, participating in some of its meetings, without the presence of members of the Company's executive team when this is deemed necessary. In addition, the auditor shall hold an annual meeting with the full Board of Directors to provide an update on the work carried out and the evolution of the Company´s accounting and risk situation.

Finally, and also in line with the legal requirements, contracting any service with the Company's external auditor must be approved beforehand by the Audit and Risk Board Committee. Furthermore, this contracting of services, other than those of the audit itself, is carried out in strict compliance with the Audit Act and European regulations. Likewise, the Company states in its Annual Report, in accordance with the legal requirements in force, how much the Company's external auditor is paid, including those fees related to services of a different nature from auditing.

Consequently, the Company has implemented, in practice, the legal provisions on this matter as indicated in the preceding paragraphs.

C.1.31 Indicate whether the company changed its external auditor during the year. If so, identify the incoming and outgoing auditors:

Yes _ **No _X_**

If there were any disagreements with the outgoing auditor, explain their content:

Yes _ **No _X_**

C.1.32 Indicate whether the audit firm performs any non-audit work for the company and/or its group and, if so, state the amount of fees it received for such work and express this amount as a percentage of the total fees invoiced to the company and/or its group for audit work:

Yes _X_ No _

	Company	Group Companies	Total
Amount invoiced for non-audit services (thousand euros)	145	51	196
Amount invoiced for non-audit services/Amount for audit work (in %)	82%	6%	19%

C.1.33 Indicate whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations, If so, indicate the reasons given to shareholders at the general meeting by the chairman of the audit committee to explain the content and extent of the qualified opinion or reservations.

Yes _ **No _X_**

C.1.34 Indicate the number of consecutive years for which the current audit firm has been auditing the company's individual and/or consolidated financial statements. Also, indicate the number of years audited by the current audit firm as a percentage of the total number of years in which the financial statements have been audited:

	Individual	Consolidated
Number of consecutive years	4	4

	Individual	Consolidated
Number of years audited by the current audit firm/number of years in which the company has been audited (in %)	57.14%	57.14%

Remarks
This calculation has been made using existing data since the Company's registered office had been relocated to Spain (year 2018).

C.1.35 Indicate whether there is a procedure for directors to be sure of having the information necessary to prepare the meetings of the governing bodies with sufficient time; provide details if applicable:

Yes _X_ No _

Details of the procedure

The Company adopts the measures that are necessary in order for the directors to have, whenever possible and sufficiently in advance, the necessary information, which shall be drawn up and oriented specifically toward the preparation of the meetings of the Board and of its Board committees.

In this regard, the Board of Directors and its Board committees shall draw up a calendar of the ordinary meetings to be held during the year. Such calendar may be modified by resolution of the Board itself or of the corresponding Board committee, or pursuant to a decision by its Chairman, in which case the modification must be disclosed to the Directors as soon as possible.

The Board and its Board committees also have an Action Plan (Agenda) that contains a detailed description and the frequency of the activities to be carried out in each fiscal year, according to the powers and duties assigned to them.

Similarly, all of the meetings of the Board of Directors and of the Board committees have a pre-established agenda, which is communicated at least three working days (in general, seven calendar days in advance) before the date on which the meeting is scheduled to be held, along with the call to the meeting. The Agenda for each meeting indicates the items regarding which the Board of Directors must make a decision or adopt a resolution.

With the same goal, in general, the documentation associated with the agenda for the meetings is made available to the directors sufficiently in advance. In relation to this, the directors have a specific App from which they can easily access meeting documentation to prepare for meetings.

Likewise, and in compliance with the provisions of article 14 of the Regulations of the Board of Directors, the Chairman of the Board of Directors organizes the discussions, seeking and encouraging the active participation of all of the directors in the deliberations, safeguarding the unconstrained statement of their viewpoints. Similarly, with the assistance of the Secretary and Vice Secretary , the Chairman ensures that the directors receive beforehand sufficient information to deliberate on the items on the Agenda. He also ensures that sufficient time is devoted to the discussion of strategic issues and stimulates debate during the meetings.

To facilitate the provision of all of the information and clarifications that may be necessary regarding some of the issues to be addressed, the meetings of the Board of Directors and its Board committees are attended, when previously requested to do so, and only at the stage of presentation of the agenda item relating to matters within their competence, by the Company's main officers and/or the speakers deemed appropriate.

Furthermore, and in general, the Board of Directors Regulations (article 26) sets forth the directors' right to counsel and information, insofar as they shall have access to all of the Company's services and may, with the broadest powers, obtain any information and advice they may need to perform their duties. This right to information is extended to the subsidiaries, in Spain or overseas, and shall be channelled through the Chairman or Secretary of the Board of Directors. Said Chairman or Secretary will fulfil all requests from directors, by supplying the information directly, putting the directors in touch with the appropriate persons, or taking such measures as may be necessary for the requested examination.

Directors shall also be entitled to propose to the Board of Directors, by way of majority, the engagement, at the company's expense, of any legal, accounting, technical, financial, commercial or other advisors as they may consider necessary for the Company's interests in a bid to assist them in the performance of their functions when facing specific, important or complex problems relating to their duties.

The proposal shall be communicated to the Chairman through the Secretary of the Board. The Board of Directors may withhold its approval if it considers the engagement unnecessary for the performance of the commissioned duties, either in view of its cost (disproportionate to the importance of the problem and the Company's assets and revenues) or if it considers that the technical assistance requested could be adequately given by experts and officers within the company.

Furthermore, the Company shall provide the necessary support so that new directors may acquire a rapid and sufficient knowledge of the Company, as well as of its corporate governance rules, and may, for this purpose, establish training and orientation programs. Likewise, the Company shall offer training and continuous refresher programs for directors when circumstances so require.

C.1.36 Indicate whether the company has established rules obliging directors to inform the Board of any circumstances, whether or not related to their actions in the company itself, that might harm the company's standing and reputation, tendering their resignation where appropriate. If so, provide details:

Yes _X_ No _

Explain the rules
Pursuant to Article 25 of the Articles of Association and Article 11 of the Board of Directors Regulation, the directors shall make their position available to the Board and execute, where deemed appropriate, the relevant resignation, when remaining on the Board of Directors may endanger the Company's interests, generate a situation of structural conflict of interest, or when there are situations affecting them, whether or not related to their conduct within the Company itself, that may adversely affect the credit and reputation thereof. In this regard, the directors must report to the Board of Directors any situation affecting them, whether or not related to their conduct within the Company itself, that may adversely affect the credit or reputation thereof and, in particular, of any criminal cases in which they are under investigation, as well as their procedural vicissitudes. Having been notified or otherwise become aware of any of the circumstances mentioned in the preceding paragraph, the Board of Directors shall examine the case as soon as possible and, based on the specific circumstances, and after a report from the Appointments, Remunerations and Corporate Governance Board Committee, shall decide, whether or not to take any action, such as opening an internal investigation, requesting the resignation of the director or proposing his removal to the next General Shareholders' Meeting. Any such matter shall be included in the annual corporate governance report unless special circumstances justify otherwise, which circumstances must recorded in formal minutes. Those obligations shall be without prejudice to any information that the Company must disseminate at the time that any such measures are adopted.

C.1.37 Indicate whether, apart from such special circumstances as may have arisen and been duly minuted, the Board of Directors has been notified or has otherwise become aware of any situation affecting a director, whether or not related to his or her actions in the company itself, that might harm the company's standing and reputation:

Yes _ **No _X_**

C.1.38 Detail any material agreements entered into by the company that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

N/A

C.1.39 Identify individually as regards directors, and in aggregate form in other cases, and provide details of any agreements between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal without due cause or termination of employment as a result of a takeover bid or any other type of transaction.

Number of beneficiaries	0
Type of beneficiary	**Description of agreement**
Executives and employees	No executives or employees of the Company have in their agreements indemnity or golden parachutes clauses in the event of resignation or dismissal without due cause or termination of employment as a result of a takeover bid or any other type of transaction.

Indicate whether, beyond the cases established by legislation, these agreements have to be communicated and/or authorised by the governing bodies of the company or its group. If so, specify the procedures, the cases concerned and the nature of the bodies responsible for their approval or communication:

	Board of Directors	General Shareholders' Meeting
Body authorising the clauses	N/A	N/A

	YES	NO
Are these clauses notified to the General Shareholders' Meeting?		N/A

C.2 COMMITTEES OF THE BOARD OF DIRECTORS

C.2.1 Provide details of all committees of the Board of Directors, their members, and the proportion of executive, proprietary, independent and other external directors forming them:

EXECUTIVE BOARD COMMITTEE

Name	Position	Current category
Mr. José Parés Gutiérrez	Chairman	Executive
Mr. Luis Miguel Álvarez Pérez	Member	Propietary
Mr. Pablo Castilla Reparaz	Member	Independent

% of executive directors	33.33%
% of proprietary directors	33.33%
% of independent directors	33.33%
% of other external directors	0.00%

Explain the functions delegated or assigned to this committee, other than those that have already been described in Section C.1.9. and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Board of Directors has delegated its authority, except for those that by the Law, the Articles of Association and the Board of Directors Regulations of AmRest Holdings, SE cannot be delegated, to an Executive Board Committee.

In accordance with the provisions of article 30 of the Articles of Association, article 19 of the Company's Board of Directors Regulations governs the Executive Board Committee in the following terms:

The Executive Board Committee shall consist of a minimum of three and a maximum of five directors. At least two of them shall be non-executive directors, at least one of whom shall be independent.

At least two-thirds of the Board members currently in office must vote in favour to appoint members of the Executive Board Committee. The Chairman and Secretary of the Board of Directors shall be the Chairman and Secretary, respectively, of the Executive Board Committee. The Secretary may be assisted by the Vice Secretary.

The members will step down from the Executive Board Committee when they retire as directors or whenever else so resolved by the Board of Directors. The Board of Directors shall promptly fill any vacancies.

The Executive Board Committee shall meet as and when called by the Chairman. The Executive Board Committee meetings shall be quorate when attended, in person or by proxy, by one half plus one of the members. The secretary shall record the resolutions adopted in the meeting minutes, a copy of which shall be made available to the Board members.

The Executive Board Committee shall inform the Board of Directors of the important matters and decisions adopted at its meetings.

During the 2024 financial year, the Executive Board Committee did not hold any meetings.

AUDIT AND RISK BOARD COMMITTEE

Name	Position	Current category
Ms. Mónica Cueva Díaz	Chairman	Independent
Mr. Pablo Castilla Reparaz	Member	Independent
Mr. Emilio Fullaondo Botella	Member	Independent

% of executive directors	0.00%
% of proprietary directors	0.00%
% of independent directors	100%
% of other external directors	0.00%

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Audit and Risk Board Committee is governed by the provisions of article 20 of the Board of Directors Regulations and in the Regulations of the Audit and Risk Board Committee itself, approved by the Company's Board of Directors in order to comply with the recommendations set forth in Technical Guide of the Spanish National Securities Market Commission ("CNMV") regarding Audit Committees of Public Interest Entities.

Composition.

The Audit and Risk Board Committee will be made up of a minimum of three and a maximum of five directors.

All of the Audit and Risk Board Committee members will be appointed and, if necessary, replaced, by the Board of Directors and shall be non-executive directors, the majority of whom, at least, must be independent directors. The members of the Board Committee as a whole, and particularly its Chair, shall be appointed taking into account their knowledge and experience in matters of accounting, auditing and management of both financial and non-financial risks. The Audit and Risk Board Committee members, as a group, must have the relevant know-how regarding the industry of the Company.

The Board Committee shall appoint the Chair out of its members. The Chair must be an independent director The Chair of the Audit and Risk Board Committee will exercise his/her office for four years, and may not be re-elected until at least one year after his/her removal has elapsed.

The Board Committee also has a Secretary and a Vice-Secretary.

Responsibilities.

The Audit and Risk Board Committee shall be responsible, in any case, without prejudice to any other duties that may be assigned to it from time to time by the Board of Directors and by the applicable legislation:

(a) To report, through its Chair, to the General Shareholders' Meeting on questions raised by the shareholders regarding matters within its remit, and explain the audit's results and how it contributed to the integrity of the financial information and the Audit and Risk Board Committee's role in this process.

(b) To oversee the effectiveness of the Company's internal control system, the internal audit, and the risk management system (both financial and non-financial) and discuss with the accounting auditor the significant weaknesses of the internal control system revealed in the course of the audit, while maintaining its independence. For such purposes, the Board committee may, if appropriate, submit recommendations or motions to the Board of Directors, with the relevant term for follow-up.

(c) To oversee and assess the preparation and presentation process and the integrity of the financial and non-financial information, reviewing compliance with legal requirements, the proper determination of the scope of consolidation and the correct application of accounting standards, and submit recommendations or motions to the Board of Directors for the purposes of safeguarding the integrity of such financial information.

(d) To ensure that the annual accounts are prepared by the Board of Directors in accordance with the legal provisions on accounting. However, in cases where the statutory auditor has included a qualification in its audit report, the Chair of the Board committee shall clearly explain the content and scope thereof at the General Meeting. In addition, a summary of such explanation shall be made available to the shareholders at the time of publication of the call to the General Meeting.

(e) To submit to the Board of Directors motions regarding the recruitment, appointment, re-election and replacement of the accounting auditor, taking charge of the recruitment process, as well as the terms and conditions of the agreement to be executed with him/her, the scope of his/her professional mandate, the renewal or not of their mandate and where appropriate, and regularly gather information about the audit plan and its implementation, while preserving its independence in the performance of its duties.

(f) To liaise with the auditor to receive information on: matters that could represent a threat to its independence; any matter related to the implementation of the audit process; and, where appropriate, the authorisation of any services, other than those forbidden under the terms of the applicable audit regulations, and other communications envisaged by these regulations.

In any event, the Audit and Risk Board Committee must receive, annually from the accounting auditor: a declaration of its independence regarding the entity or those entities that it has direct or indirect links to; information on any additional services rendered of any kind and the relevant fees received by the auditor or persons, natural or legal, related to the auditor, from the above mentioned entities, pursuant to the provisions of the prevailing audit regulations.

(g) Regarding the auditor, the Audit and Risk Board Committee shall also be responsible for the following duties:

- In the event of the resignation of the auditor, examine the circumstances giving rise to such resignation.
- Ensure that the compensation received by the auditor for its work does not compromise the quality or independence thereof.
- Oversee that the Company communicates through the CNMV any change in auditor and attaches a statement regarding any disagreements with the outgoing auditor and, if any, the substance thereof.
- Ensure that the auditor meets annually with the full Board of Directors to inform the Board of Directors of the work performed and on the accounting status and the risks of the Company.
- Ensure that the Company and the auditor applicable legal provisions regarding the provision of non-audit services, limits on the concentration of the auditor's business, and generally all other provisions regarding the independence of the auditors.

(h) To issue, annually prior to the issue of the audit report, a report expressing an opinion on whether the independence of the accounting auditor has been jeopardised. Such report must include a reasoned assessment of the provision of each and every additional service referred to in the foregoing paragraph f (other than the legal audit), individually and as a whole, and in relation to the independence system or the audit regulations.

(i) To report on related-party transactions that must be approved by the shareholders acting at a General Shareholders' Meeting or by the Board of Directors and to supervise the internal process established by the Company for those transactions for which approval has been delegated by the Board of Directors.

(j) To advise the Company's Board of Directors, in advance, of all of the topics covered by law, the Statute and these Regulations, and namely, of:

- The financial information and the directors' report that the Company must disclose on a regular basis;
- The creation or acquisition of interests in special purpose vehicles or entities resident in countries or territories considered to be tax havens; and

- The structural modifications and corporate transactions that the Company plans to carry out, analysing and reporting to the Board of Directors on their financial terms, accounting impact and in particular, if applicable, on the proposed exchange ratio.

(k) Ensure the independence of the internal audit function; propose the selection, appointment and removal of the head of the internal audit service; propose the service's budget; approve or make a proposal for approval to the board of the priorities and annual work programme of the internal audit unit, ensuring that it focuses primarily on the main risks the company is exposed to (including reputational risk); receive regular report-backs on its activities; and verify that senior management are acting on the findings and recommendations of its reports.

(l) Establish and supervise the mechanisms that allow employees and other persons related to the Company, such as directors, shareholders, suppliers, contractors or subcontractors to report, confidentially and, if deemed appropriate, anonymously, any irregularities of potential significance, financial, accounting or those of any other nature, that are noticed within the Company, respecting in all cases the personal data protection regulations and the fundamental rights of the parties involved.

(m) Ensure in general that the internal control policies and systems established are applied effectively in practice.

In particular, regarding the Company's risk control and management policy, the Audit and Risk Board Committee is responsible for supervising that it identifies or determines, at least:

- The different types of financial and non-financial risk the company is exposed to (including operational, technological, financial, legal, social, environmental, political and reputational risks, and risks relating to corruption), with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks.
- A risk control and management model based on different levels.
- The level of risk that the company considers acceptable.
- The measures in place to mitigate the impact of identified risk events should they occur.
- The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance sheet risks.

(n) Oversee the risk control and management unit, which shall perform the following responsibilities:

- Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.
- Participate actively in the preparation of risk strategies and in key decisions about their management.
- Ensure that the risk control and management systems are mitigating risks effectively in the frame of the policy drawn up by the Board of Directors.

Operation.

The Audit and Risk Board Committee must meet at least four times a year and can meet as many times as it is called by its own resolutions or by its Chair. The Chair is obliged to attend the Audit and Risk Board Committee's meetings and to collaborate and give access to the information that any executive or the employees of the Company may have. The Audit and Risk Board Committee can require the accounting auditor to attend its meetings. One of the Audit and Risk Board Committee's meetings must be held to prepare the financial information that the Board of Directors has to approve and include within the public annual documentation.

The Audit and Risk Board Committee shall be validly quorate when the majority of its members, present or represented, attend. The resolutions shall be adopted by the absolute majority of the attending members, present or represented.

The Audit and Risk Board Committee may seek the advice of external experts up to the amount approved by the Board of Directors (and in excess with the authorization of the Board of Directors).

Most important activities during the fiscal year 2024.

The primary activities and actions performed by the Audit and Risk Board Committee during fiscal year 2024 have been associated with the powers and functions of such Board Committee, either by legal requirements or by internal regulations of AmRest Holdings, SE.

The Annual Report on the Operation of the Audit and Risk Board Committee for 2024 – which will be available to shareholders on the AmRest website – details the key activities performed by the Board Committee during such period, including the following:

- In the financial and non-financial area: i) review of the Company's annual financial information (Annual Accounts and Directors Reports, including the Sustainability Report) for 2023 and of the AmRest Group's quarterly and half-yearly 2024 periodic financial information, prior to their formulation by the Board of Directors; ii) financial accounting aspects of corporate operations; iii) review of specific presentations on financial and fiscals aspects; iv) review of the Group's level of leverage; and v) macroeconomic perspectives.

- Regarding the external auditor: i) monitoring of actions and services provided by the external auditor (presentation by PwC to the Board Committee of the corresponding Annual Work Plan, informing about the main services to be provided to the Group and the most important issues to be reviewed); ii) a review of the audit work conducted by the external auditor with regard to the financial information; iii) approval of the fee proposal for PwC for financial year 2024 for audit services and other services related to the audit; iv) approval of various assignments, different from the audit of accounts, to companies belonging to the external auditor's Group; and v) analysis of the results obtained in the evaluation process of the external auditor and how the external auditor has contributed to the quality of the audit and the integrity of the financial information.

  In addition, during the 2024 financial year, the Audit and Risk Board Committee submitted to the Board of Directors: i) the proposal to re-elect PwC as statutory auditor of the Company and its consolidated Group of companies for the 2024 financial year (re-election approved by the Ordinary General Shareholders' Meeting of May 9, 2024), and ii) the proposal to appoint PwC as auditor of the sustainability information of the Company and its consolidated Group of companies for the 2024 financial year (appointment approved by the Board of Directors on December 11, 2024).

- Regarding audit and internal control: i) review and follow-up of the work performed by the internal audit and internal control area in relation to the Company's Internal Control Systems, being informed and analyzing, among other topics, the Annual Activity Report of the internal audit and internal control area; the Annual Plan of the internal audit and internal control area, the budget proposal for this area and the details of its work plans; the follow-up of the Review Action Plans of internal audit and internal control; and the conclusions of internal audit and internal control on reviews of transversal and global processes; and ii) follow-up of the project to review and update the company's risk map, as well as the implementation process, and its subsequent follow-up, of the Global Risk Management Policy, Global Compliance Policy and Business Continuity Management Policy to manage the Group's risks.

- Regarding compliance: review and follow-up of the activities carried out by the compliance area, including cybersecurity and whistleblowing.

- Other items of interest: i) the 2023 report of the Audit and Risk Board Committee on related-party transactions on the independence of the external auditor; ii) quarterly report and analysis of the Company's treasury stock balance and the transactions executed using its own shares; iii) status of the litigation of the AmRest Group; iv) monitoring of the work carried out to improve the consolidation and reporting systems for better control of information and more efficient preparation to enhance the performance of operations; v) performance evaluation of those responsible for the internal audit and internal control and for compliance and risks functions; vi) detailed analysis of the functions of the Board Committee for a more efficient distribution and assignment of the competencies assigned to each of the Board Committees, and vii) preparation of the Annual Report on the Operation of the Audit and Risk Board Committee.

Identify the directors who are members of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date on which the Chairperson of this committee was appointed.

Name of directors with experience	Ms. Mónica Cueva Díaz / Mr. Emilio Fullaondo Botella / Mr. Pablo Castilla Reparaz
Date of appointment of the chairperson	August 21, 2023

APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE BOARD COMMITTEE

Name	Position	Current category
Mr. Pablo Castilla Reparaz	Chairman	Independent
Mr. Luis Miguel Álvarez Pérez	Member	Propietary
Mr. Emilio Fullaondo Botella	Member	Independent
Ms. Romana Sadurska	Member	Independent

% of executive directors	0.00%
% of proprietary directors	25.00%
% of independent directors	75.00%
% of other external directors	0.00%

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Appointments, Remuneration and Corporate Governance Board Committee is governed by the provisions of article 21 of the Board of Directors Regulations.

Composition.

The Appointments, Remuneration and Corporate Governance Board Committee shall be made up of no less than three and not greater than five non-executive directors, the majority of whom must be independent directors.

The Board of Directors shall endeavour to ensure that the members, and in particular the Chair, of the Appointments and Remuneration Board Committee have the appropriate knowledge, qualifications and expertise to discharge the duties entrusted to them.

The Appointments, Remuneration and Corporate Governance Board Committee shall appoint the Chair out of its members. The Chair must be an independent director.

The Board Committee also has a Secretary.

Responsibilities.

Notwithstanding other tasks the Board of Directors and applicable legislation may entrust to it, the Appointments, Remuneration and Corporate Governance Board Committee shall have the following basic responsibilities:

(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 relationship; as well as those relating to any other executive that, due to their relevance, merit being assessed by the Board committee and the Board of Directors. For this purposes, 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: (i) the remunerations policy for the directors and senior management; and (ii) 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 and the , including the remuneration packages with shares and their application, and ensure that their individual remuneration is proportionate to that paid to the other directors and executives of the Company.

(j) To check the compliance with the remuneration policy established by the Company.

(k) To review and arrange for the succession of the Chair 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 such 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 different 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, also 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.

Operation.

The Appointments, Remuneration and Corporate Governance Board Committee shall meet at least three times a year and each time the Chair deems it necessary. The Chair will call a meeting whenever a report is issued or proposals need to be adopted and, in any case, whenever it is suitable for the successful performance of its functions.

The Appointments, Remuneration and Corporate Governance Board Committee shall be validly quorate when the majority of its members, present or represented, attend. The resolutions shall be adopted by the absolute majority of the attending members, present or represented.

The Appointments, Remuneration and Corporate Governance Board Committee shall consult with the Chair of the Board of Directors, especially when dealing with matters relating to executive directors and senior management.

The Appointments, Remuneration and Corporate Governance Board Committee may seek the advice of external experts up to the amount approved by the Board of Directors (and in excess with the authorization of the Board of Directors).

Most important activities during the fiscal year 2024.

The primary activities and actions performed by the Appointments, Remuneration and Corporate Governance Board Committee during fiscal year 2024 have been associated with the powers and functions of such Board Committee, either by legal requirements or by internal regulations of AmRest Holdings, SE.

The Annual Report on the Operation of the Appointments, Remuneration and Corporate Governance Board Committee for 2024 – which will be available to shareholders on the AmRest website – details the key activities performed by the Board Committee during such period, including the following:

- Proposed appointments associated with the Board of Directors and its Board committees.
    - Regarding the proposals to be submitted to the Company's General Shareholders' Meeting in 2024, the Board Committee, at its meeting held on March 18, 2024, proposed to the Board of Directors the re-election of Ms. Romana Sadurska and Mr. Emilio Fullaondo Botella as directors of the Company, with the category of independent directors, for the statutory term of four years as from the date of the General Shareholders' Meeting (May 9, 2024).
- Verification of the Diversity Policy in relation to the Board of Directors and the Selection of Directors.
- Proposals and/or reports of appointments related to Senior Management and the organizational structure of the AmRest Group.
- Policy and compensation plan for the executives of the AmRest Group (in terms of fixed and variable compensation and share plans)
- Proposals and/or reports related to the approval or modification of the Company's Regulations.
- Analysis and report to the Board of Directors in connection with the Corporate Governance Report and the Directors' Remuneration Report.
- Board of Directors' Training Plan.
- 2023 Assessment Process for the Board of Directors and its Board committees, as well as monitoring of the Action Plan approved as a result of the 2022 assessment.
- Issues related to the Group's employees, such as diversity.
- Monitoring the implementation of the Group's global policies.
- Review of the Company's Succession Plan.
- Preparation of the Annual Report on the Operation of the Appointments, Remuneration and Corporate Governance Board Committee.

SUSTAINABILITY, HEALTH AND SAFETY BOARD COMMITTEE

Name	Post	Category
Ms. Romana Sadurska	Chairman	Independent
Mr. Pablo Castilla Reparaz	Member	Independent
Ms. Mónica Cueva Díaz	Member	Independent

% of executive directors	0.00%
% of proprietary directors	0.00%
% of independent directors	100.00%
% of other external directors	0.00%

Explain the functions assigned to this committee and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Sustainability, Health and Safety Board Committee is governed by the provisions of article 21 bis of the Board of Directors Regulations.

Composition.

The Sustainability, Health and Safety Board Committee shall be made up of no less than three and not greater than five non-executive directors, the majority of whom must be independent directors.

The Board of Directors shall endeavour to ensure that the members, and in particular the Chair, of the Sustainability, Health and Safety Board Committee have the appropriate knowledge, qualifications and expertise to discharge the duties entrusted to them.

The Sustainability, Health and Safety Board Committee shall appoint the Chair out of its members. The Chair must be an independent director.

The Board Committee also has a Secretary and a Vice-Secretary.

Functions.

Notwithstanding other tasks the Board of Directors and applicable legislation may entrust to it, the Sustainability, Health and Safety Board Committee shall have the following basic responsibilities:

(a) Regarding occupational safety, nutrition, food safety and sustainability:

- Reviewing, monitoring and recommending to the Board of Directors the respective management framework and policies.
- 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.
- Aiming the Company's compliance with its sustainability and health policies as well as with the laws applicable to such matters, particularly in relation to the areas referred to in this item (a).
- 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.
- 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 this item (a).
- Aiming that the Company is effectively structured to manage risks related to these areas, including having competent workers, adequate communication procedures and proper documentation.
- 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.
- Reviewing and monitoring all health and safety related incidents / issues in particular those related to the areas referred to in this item (a) and the actions taken by the Board of Directors to prevent 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 Board Committee and submitting recommendations or proposals on the same.

(c) To assist the Board of Directors in the supervision of the process of preparation and presentation of the mandatory non-financial information and to submit recommendations or proposals to the Board of Directors, aimed at safeguarding the integrity of such 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 the strategy and policy established.

Operation.

The Sustainability, Health and Safety Board Committee shall meet each time the Chair deems it necessary. The Chair will call a meeting whenever a report is issued or proposals need to be adopted and, in any case, whenever it is suitable for the successful performance of its functions.

The Sustainability, Health and Safety Board Committee shall be validly quorate when the majority of its members, present or represented, attend. The resolutions shall be adopted by the absolute majority of the attending members, present or represented.

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The Sustainability, Health and Safety Board Committee may seek the advice of external experts up to the amount approved by the Board of Directors (and in excess with the authorization of the Board of Directors).

Most important activities during the fiscal year 2024.

The primary activities and actions performed by the Sustainability, Health and Safety Board Committee during fiscal year 2024 have been associated with the powers and functions of such Board Committee, either by legal requirements or by internal regulations of AmRest Holdings, SE.

The Annual Report on the Operation of the Sustainability, Health and Safety Board Committee for 2024 – which will be available to shareholders on the AmRest website – details the key activities performed by the Board Committee during such period, including the following:

- Monitoring of the key pillars of the Group's Sustainability Strategy: Food, People and Environment.
- Overseeing of the management of food safety policy, divided into the supplier, central kitchen, logistics and restaurant pillars.
- Review of Key Performance Indicators (KPI) audits performed on suppliers.
- Monitoring/review the results of the waste management, energy usage and environmental activities of the Group.
- Monitoring of the Group's safety measures to prevent accidents at work.
- Overseeing of the preparation of the Group's Sustainability Statement including non-financial information.
- Monitoring of the process of collecting non-financial information, in particular sustainability information, required by Corporate Sustainability Reporting Directive (CSRD) to ensure compliance.
- Meetings with the external auditor PwC to supervise the audit of non-financial information, in particular sustainability information, including review of the scope and development of the audit of the Consolidated Statement of Non-Financial Information and Sustainability Information for financial year 2024.

C.2.2 Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:

	Number of female directors			
	Year 2024 Number %	Year 2023 Number %	Year 2022 Number %	Year 2021 Number %
Executive Board Committee	0	0	0	0
Audit and Risk Board Committee	1 (33.33%)	1 (33.33%)	1 (33.33%)	1 (33.33%)
Appointments, Remuneration and Corporate Governance Board Committee	1 (25.00%)	1 (25.00%)	1 (25.00%)	1 (25.00%)
Sustainability, Health and Safety Board Committee	2 (66.67%)	2 (66.67%)	2 (66.67%)	2 (66.67%)

C.2.3 Indicate, where applicable, the existence of any regulations governing Board committees, where these regulations are to be found, and any amendments made to them during the year. Also indicate whether any annual reports on the activities of each committee have been voluntarily prepared.

The Board committees of AmRest's Board of Directors are regulated in the Company's Board of Directors Regulations. In addition, and in order to comply with the recommendations of the Technical Guide of the Spanish National Securities Market Commission on Audit Committees of Public Interest Entities, the Audit and Risk Board Committee is regulated in its own Regulations, approved by the Company's Board of Directors.

The Board of Directors Regulations and the Audit and Risk Board Committee Regulations are available for consultation on the corporate website (www.amrest.eu).

Each year, all the Committees of the Board of Directors prepare a Annual Report, containing a summary of the main activities and actions carried out during the financial year, detailing the matters examined and dealt with at the meetings held, and outlining aspects related to their duties and responsibilities, composition and performance. These reports are published on the Company's website sufficiently in advance of the Ordinary General Shareholders' Meeting.

D RELATED-PARTY AND INTRAGROUP TRANSACTIONS

D.1 Explain, where appropriate, the procedure and competent bodies relating to the approval of transactions with related and intragroup parties, indicating the criteria and general internal rules of the entity that regulate the abstention obligations of the affected director or shareholders. Detail the internal information and periodic control procedures established by the company in relation to those related-party transactions whose approval has been delegated by the board of directors.

The procedure and competent bodies relating to the approval of transactions with related and intragroup parties are as established by Article 231 bis and 529 vicies and following of the Spanish Capital Companies Act.

In this regard, Article 6 the Board of Directors' Regulations includes the following non-delegable powers of the Board, among others:

The approval of related party transactions, after a report from the Audit and Risk Board Committee, of upon the terms set forth in Article 25 bis of these Regulations, unless approval thereof is reserved to the shareholders acting at General Shareholders' Meeting. The Board of Directors of the Company may delegate the approval of transactions between companies forming part of its Group that are executed within the scope of day-to-day management and on arms-length terms, as well as transactions concluded pursuant to contracts with standardized terms that apply generally to a large number of customers, are carried out at generally established prices or rates, and the amount of which does not exceed 0.5% of the net revenue of the Company, determined in accordance with the calculation rules provided for by law.

Likewise, and in accordance with the provisions of article 25.1(a) of the Board of Directors' Regulations, *the director must refrain from carrying out transactions with the Company, except when they are part of the Company's ordinary business, are carried out under normal market conditions and are of little significance, with these being understood to be those involving information that is not required to express a true image of the Company's property, financial situation and results, except for those transactions that are approved by the Company upon the terms set forth in the rules on related party transactions established by law, the Statute and these Regulations.*

In addition, Article 25 bis of the Board of Directors' Regulations establishes the following with regard to the regime on related-party transactions:

1. *The Board of Directors, after a favourable report from the Audit and Risks Board Committee, shall approve transactions of the Company or subsidiaries thereof with Directors, with shareholders owning 10% or more of the voting rights or represented on the Company's Board of Directors, or with any other persons who should be considered related parties as provided by law, provided that they are considered related-party transactions under applicable law, and unless approval thereof is reserved to the shareholders acting at a General Shareholders' Meeting. This power may not be delegated, except in the cases and upon the terms provided by law and Article 6 of these Regulations.*

2. *Where the Board of Directors has the power to adopt the resolution approving related-party transactions and this power has not been delegated, the affected Director, or the Director representing or connected to the affected shareholder must abstain from participating in the deliberation and voting as provided by law.*

3. *If the Board of Directors delegates the approval of related-party transactions as provided by law and Article 6 of these Regulations, the Board of Directors shall establish in relation thereto an internal regular reporting and control procedure, in which the Audit and Risks Board Committee shall participate, to verify the fairness and transparency of these transactions and, where appropriate, compliance with the applicable legal standards. The approval of these transactions shall not require a prior report from the Audit and Risks Board Committee.*

4. *As regards related-party transactions for which approval is reserved to the shareholders at a General Shareholders' Meeting, the proposed resolution on approval adopted by the Board of Directors must be submitted to the shareholders at the General Shareholders' Meeting along with a statement as to whether it has been approved by the Board of Directors with or without the dissenting vote of a majority of the independent Directors.*

Likewise, Article 20.4 (i) of the Board of Directors Regulations establishes, among the competencies of the Audit and Risks Board Committee, the following:

To report on related-party transactions that must be approved by the shareholders acting at a General Shareholders' Meeting or by the Board of Directors and to supervise the internal process established by the Company for those transactions for which approval has been delegated by the Board of Directors.

It should be noted that the Board of the Company has not delegated the approval of intragroup and related party transactions, so no specific procedure of periodic control has been established in this regard.

D.2 Give individual details of operations that are significant due to their amount or of importance due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or who are represented on the board of directors of the company, indicating which has been the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

Name or company name of the shareholder or any of its subsidiaries	% Share-holding	Name or company name of the company or entity within its group	Nature of the relationship	Type of operation and other information required for its evaluation	Amount (thousand of euros)	Approving body	Identity of the significant shareholder or director who has abstained	The proposal to the board, if applicable, has been approved by the board without a vote against the majority of independents

During 2024, no transactions have been formalized between, on the one hand, the Company or its subsidiaries and, on the other hand, the shareholders holding 10% or more of the voting rights or represented on the Board of Directors of the Company or persons or entities related to them, which are considered significant due to their amount or of importance due to their subject matter and which, therefore, are subject to individualized disclosure in this section.

Notwithstanding the above, the Notes to the Annual Accounts include the information relating to related-party transactions required in accordance with the criteria and level of detail provided in the applicable regulations, including the investment carried out in 2024 by the AmRest Group in the Finaccess Renta Fija Corto Plazo FI single class fund, managed by an entity related to the controlling shareholder.

This information includes the details on the amount of this related party transaction, approved by the Board of Directors of AmRest Holdings, SE, following analysis and favorable report by the Audit and Risk Board Committee (in accordance with the procedure set out in section D.1 above), and which will also be duly disclosed in the corresponding Audit and Risk Board Committee Report on relatedparty transactions for the 2024 financial year.

D.3 Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those operations carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

Name or company name of the administrators or managers or their controlled or jointly controlled entities	Name or company name of the company or entity within its group	Relationship	Nature of the operation and other information necessary for its evaluation	Amount (thousand of euros)	Approving body	Identity of the shareholder or director who has abstained	The proposal to the board, if applicable, has been approved by the board without a vote against the majority of independents

D.4 Report individually on intra-group transactions that are significant due to their amount or relevant due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, except where no other related party of the listed company has interests in these subsidiaries or that they are fully owned, directly or indirectly, by the listed company.

In any case, report any intragroup transaction conducted with entities established in countries or territories considered as tax havens:

Company name of the entity within the group	Brief description of the operation and other information necessary for its evaluation	Amount (thousand of euros)

D.5 Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the international accounting standards adopted by the EU, which have not been reported in previous sections.

Company name of the related party	Brief description of the operation and other information necessary for its evaluation	Amount (thousand of euros)

D.6 Give details of the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management, significant shareholders or other associated parties.

In accordance with the Company's corporate governance rules, the principles governing possible conflicts of interest that may affect directors, executives or significant shareholders are as follows:

- With respect to directors, Articles 24 and 25 of the Board of Directors Regulations establish the following:

Directors shall take the necessary measures to avoid incurring situations in which his or her own or other interests may conflict with the corporate interest and their duties towards the company. In any case, directors must inform the Board of Directors of any direct or indirect conflicts which they or related individuals may have with the Company's interests.

Likewise, as set forth in said Regulations with regard to the duty of loyalty, directors are obliged to refrain from participating in the discussion and vote on resolutions or decisions with which they or a related person -understanding as such those defined in the Capital Companies Act-, have a direct or indirect conflict of interest. Any resolutions or decisions which affect these individuals in their role as director, such as their appointment or removal from the Board and similar concepts, are excluded from the aforementioned obligation.

Also, Article 25 of the Board of Directors Regulation obliges the directors to refrain from:

a) Carrying out transactions with the Company, except when they are part of the Company's ordinary business, are carried out under normal market conditions and are of little significance, with these being understood to be those involving information that is not required to express a true image of the Company's property, financial situation and results, except for those transactions that are approved by the Company upon the terms set forth in the rules on related party transactions established by law, the Statute and these Regulations.

b) Using the Company's name or adducing their standing as director to have undue influence when carrying out private transactions.

c) Making use of the corporate assets, including the Company's confidential information, for private ends.

d) Taking advantage of the Company's business opportunities.

e) Obtaining advantages or remuneration from third parties other than the Company or its Group, associated to the discharge of their duties, other than minor matters of mere courtesy.

f) Carrying out activities on their own, or another's, behalf which entail effective competition, whether currently or potentially, or which, in any other way, places them in permanent conflict with the Company's interests, unless the following circumstances apply:

- it is reasonably foreseeable that the competitive situation will not cause damage to the Company or that the foreseeable damage it may cause to the Company is outweighed by the expected benefit the Company may reasonably obtain by allowing such competitive situation;
- that, after having received advice from an independent external consultant of recognized standing in the financial community and after hearing the shareholder or director concerned, the Appointments, Remuneration and Corporate Governance Board Committee issues a report assessing compliance with the requirement set forth in the above paragraph; and
- the General Shareholders' Meeting expressly resolves to waive the prohibition of competition with the favourable vote of, at least, one-half of the share capital with voting right.

At the time of convening the General Shareholders' Meeting called to deliberate on the waiver of the competition prohibition, the Board of Directors shall make available to the shareholders the aforementioned reports of the Appointments, Remuneration and Corporate Governance Board Committee and of the independent external consultant and, if it deems appropriate, its own report thereon. During the General Meeting, the shareholder or director concerned shall have the right to present to the meeting the reasons supporting the request for dispensation.

The resolutions to be adopted by the General Shareholders' Meeting pursuant to the provisions of this article shall be submitted to the General Meeting under a separate item on the agenda.

If the competitive situation arises after the appointment of a director, the director concerned shall resign immediately from his office.

For the purposes of this Article:

- a person shall be deemed to be engaged for his own account in activities constituting competition with the Company when he carries on such activities directly or indirectly through controlled companies.
- a person shall be deemed to be engaged for his own account in activities which constitute competition with the Company when he has a significant shareholding or holds an executive position in a competing company or in another company concerted with the latter for the pursuit of a common policy and, in any case, when he has been appointed as a proprietary director of the Company at the request of one of those companies; and
- (i) companies belonging to the same controlling group as the Company; and (ii) companies with which AmRest Holdings SE has entered into a strategic alliance, even if they have the same, similar or complementary corporate purpose and as long as the alliance remains in force, shall not be deemed to be in competition with the Company. Those who are proprietary directors of competing companies appointed at the request of the Company or in consideration of the Company's interest in the capital of such companies shall not be deemed to be covered by the competition prohibition for this reason alone.

Directors may also not provide advisory or representation services to companies competing with the Company, unless the Board of Directors, following a favourable report from the Appointments,, Remuneration and Corporate Governance Board Committee, authorises them to do so with the favourable vote of two thirds of the members not involved in a conflict of interest. If these requirements are not met, the authorisation must be approved by the General Shareholders' Meeting.

- With regard to significant shareholders, Article 25 bis of the Board Regulations establishes that the Board of Directors, following a favourable report from the Audit and Risk Board Committee, shall approve transactions that the company or its subsidiaries carry out with shareholders holding 10% or more of the voting rights or represented on the Company's Board of Directors, provided that, under current legislation, they are considered to be related-party transactions, and unless their approval corresponds to the General Shareholders' Meeting. This power cannot be delegated, except in the cases and under the terms provided by law and in Article 6 of the Company's Board of Directors' Regulations, as described in section D.1 above.

- With respect to executives, the Conflict of Interest Group Policy establishes the principles and rules to prevent and manage potential, actual or perceived conflict of interest situations regarding employees and any person or company who AmRest does business with, and how such principles and rules are to be implemented.

This policy sets out guidelines for detecting conflict of interest situations, rules on how to disclose them and establishes the responsibilities of each internal body with regard to reporting and managing conflict of interest situations.

According to the policy, all employees have an obligation to report conflicts of interest at the time such situations arise. In order to actively manage conflicts of interest situations, AmRest has introduced an annual conflict of interest declaration. This declaration is mandatory for employees in certain categories, including managers, officers, senior executives, and directors.

Conflict of interest situations involving senior executives are reported to the Chairman of the Board of Directors and the Chairman of the Audit and Risk Board Committee.

The Group's Risk and Compliance Department is responsible for making recommendations for the management of disclosed conflicts of interest, as well as for supervising and monitoring the implementation of mitigating measures.

The Code of Ethics and Business Conduct also governs this matter under section 2 ("Honesty, Integrity and Transparency").

In this regard, the Global Internal Audit and Internal Control Department identifies and reviews, as part of its functions, any risks related to potential or existing conflicts of interest in the audited processes. If any risks in internal processes and controls are identified, Internal Audit provides recommendations accordingly. Internal Audit reports are communicated to the Audit and Risk Board Committee and the Company's Management.

D.7 Indicate whether the company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and whether it has, directly or through any of its subsidiaries, business relationships with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them.

Yes _X_ No _

The Company is controlled by the Finaccess Group. As noted in section D.2 above, during 2024, no transactions have been formalized between, on the one hand, the Company or its subsidiaries and, on the other hand, the shareholders holding 10% or more of the voting rights or persons or entities related to them, which are considered significant due to their amount or relevant due to their subject matter. The only business relationship existing between the aforementioned parties is the investment, in the amount of 5,000,000 euros, made in 2024 by the AmRest Group in the Finaccess Renta Fija Corto Plazo FI single class fund, managed by an entity related to the controlling shareholder. This transaction, carried out under market conditions, was approved by the Board of Directors of AmRest Holdings,SE, following analysis and favourable report by the Audit and Risk Board Committee, and will also be duly disclosed in the corresponding Audit and Risk Board Committee Report on related-party transactions for the 2024 financial year. Likewise, the Notes to the Annual Accounts include a detail of the amount of this transaction. The Finaccess Group is an investment company that manages equity capital and develops, through its various companies, financial, administrative and service activities.

Indicate whether the respective areas of activity and any business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries have been defined publicly and precisely:

Yes _X_ No _

Report covering the respective areas of activity and any business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries, and identify where these aspects have been publicly reported
The Company discloses the transactions it carries out with its significant shareholders and related parties in the semi-annual periodic financial information and in the Notes to the Annual Accounts. Likewise, in accordance with Recommendation 6 of the Good Governance Code of the National Securities Market Commission, the Company publishes on its corporate website, sufficiently in advance of the Ordinary General Shareholders' Meeting, the Audit and Risk Board Committee's report on related-party transactions. Prior to the 2024 financial year, there was no business relationship between the Company or its subsidiaries and the parent company or its subsidiaries, and therefore no such information is publicly disclosed.

Identify the mechanisms in place to resolve potential conflicts of interest between the parent of the listed company and the other group companies:

Mechanisms for resolving possible conflicts of interest
Article 25 bis of the Regulations of the Board of Directors regulates the procedure for the approval of transactions that the Company or its subsidiaries carry out with shareholders holding 10% or more of the voting rights. Its full content is transcribed in section D.1 above. In summary, the competence lies with the Board of Directors, except in the case of transactions that are reserved to the General Shareholders' Meeting for having an amount or value equal to or greater than 10% of the total asset items. Likewise, and in accordance with Article 20.4 (i) of the Regulations of the Board of Directors, the Audit and Risk Board Committee is responsible for reporting on related-party transactions that must be approved by the Shareholders’ Meeting or the Board of Directors.

E RISK MANGEMENT AND CONTROL SYSTEMS

E.1 Explain the scope of the company's financial and non-financial risk management and control system, including tax risk.

AmRest has a Risk Management Framework implemented consistently throughout the Group, inspired by best practices and based on the Committee of Sponsoring Organizations (“COSO”), best industry external framework.

AmRest monitors, identifies, and assesses the financial and non-financial risks the Group is exposed to.

AmRest established a Global Risk Inventory, including the following 5 risk taxonomies: Operations/infrastructure, Compliance, Strategy and Planning, Governance and Reporting. Under these taxonomies, the AmRest Global Risk Inventory considers different categories of the risk.

AmRest risk management process begins with the Group’s long-term and short-term objective setting, which leads to the identification of risks defined as any event which might pose a threat to the fulfilment of such objectives.

The Group’s Risk Inventory is updated periodically, considering the current dynamic context in which we operate and the increasing relevance of those risks related to intangibles and of global significance, such as Sustainability (ESG) aspects, geopolitical environment, supply chain risks, inflation among others.

Risks are evaluated on a periodic basis and assessed for impact and likelihood. Each inherent risk is determined and prioritized in the annual Risk Inventory for the Group.

For risks identified as critical, the Risk Owners defines response strategies and risk monitoring plans, implementing key risk indicators (KRI). This combines strategies for risk monitoring, with the execution of control activities, which are assessed for operating effectiveness on a periodic basis.

The Global Risk and Compliance Department was established in the beginning of 2021 and reports directly to the Audit and Risk Board Committee. Department key responsibilities include:

- Promoting and guiding the organization in the creation of a consistent risk management culture, through an adequate communication, training and building awareness of all AmRest employees.
- Identifying, evaluating and prioritizing the most significant risks that could affect achievement of strategic objectives.
- Periodically updating the risk catalogue and the Risk Inventory.
- Overseeing the adequate functioning of the ERM System (Enterprise Risk Management), specifically regarding the identification, assessment, response and reporting to the Audit and Risk Board Committee over the critical risks to which the Group is exposed, including emerging risks.
- Fostering the implementation of efficient and complete risk response strategies to mitigate or reduce critical risks to which the Group is exposed within the risk appetite and tolerance levels approved.

The trends in critical risks performance and the effectiveness of the control activities are reported on a regular basis to the Risk and Compliance Committee and to the Audit and Risk Board Committee. When risks exceed the defined tolerance level, action plans are implemented and monitored with Risk Owners and Risk Delegates. Risk Owners actively participate in the risk strategy and in the important decisions about their assurance and control.

The Group has set up as well a Global Tax Governance Group Policy that establishes the rules and procedures on this matter and are supervised by the Tax Department and, ultimately, by the Audit and Risk Board Committee.

E.2 Identify the bodies within the company responsible for preparing and executing the financial and non-financial risk management and control system, including tax risk.

AmRest has defined a Risk Management governance where the Global Risk and Compliance Department is responsible for the risk management system and its operating efficiency, so that risks which may prevent the execution of the long-term objectives of the Group are identified and managed.

The Global Risk and Compliance Department is constantly analysing and reviewing risks that the Group may be exposed to. As the entire organization has the responsibility to contribute to the identification and management of risks, the Global Risk and Compliance Department also plays an important role in training and involving employees in the culture of risk management. Employees are asked to consider risk management as part of the culture to be implemented in their activities, to identify risks and actively participate in their mitigation.

The Enterprise Risk Management system is a crucial aspect of AmRest business where the roles and responsibilities are defined based on COSO framework following three lines of defence model:

- First Line of Defence: includes Risk Owners and Risk Delegates: This line of defence is responsible for day-to-day ownership and management of risks and controls. Risk identification includes analysis of the internal/external factors that may affect the Group, updating the risks in each area and, where appropriate, collaborate with the different areas in updating the risks. Risk Owners are responsible for identifying, assessing, and managing risks within their respective areas of responsibility and reporting the Key Risk Indicators to the Global Risk and Compliance Department.

- Second Line of Defence: includes the Global Risk and Compliance Department which is responsible for developing and implementing the Group's risk management framework, policies, and procedures. The Global Risk and Compliance Department also ensures the correct performance and functioning of the ERM (Enterprise Risk Management) and provides guidance and support to the Risk Owners/Risk Delegates. It also ensures that risks and controls are properly managed, regularly monitored and reported to the Risk and Compliance Committee and Audit and Risk Board Committee.

- Third Line of Defence: includes the Internal Audit and Control Department, which supervise the effectiveness of the Enterprise Risk Management system. They analyse and evaluate the Risk Management process, Internal Controls and corporate governance and provide recommendations to mitigate risks. They also focus on increasing the efficiency of business processes and the optimization of control mechanisms. This line of defence provides assurance to the Audit and Risk Board Committee that the efforts of the first and second lines are consistent with expectations.

The Risk and Compliance Committee oversees the appropriate functioning of the Enterprise Risk Management system and fosters the implementation of complete risk response strategies to mitigate or reduce critical risks within the approved Risk Appetite and Risk Tolerance levels approved by the Board of Directors.

The Audit and Risk Board Committee is responsible for overseeing the effectiveness of the Enterprise Risk Management system in the Company.

The finance team, led by the Chief Financial Officer, is responsible for the Group's tax policy and for the implementation of its tax strategy. Tax strategy is reviewed on an ongoing basis as part of the regular financial planning cycle led by Global Tax Team and Regional/Local Finance teams. The Audit and Risk Board Committee is responsible for monitoring all significant tax matters. Audit and Risk Board Committee meetings are usually attended by a number of Group officers and employees including representatives from the global tax team, internal audit, compliance and risk and financial reporting areas, including the Chief Financial Officer.

E.3 Indicate the main financial and non-financial risks, including tax risks, as well as those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant and may affect the achievement of business objectives.

AmRest has a Global Risk Inventory, considering the following 5 risk taxonomies: Operations/infrastructure, Compliance, Strategy and Planning, Governance and Reporting. Under these taxonomies, the AmRest' Global Risk Inventory considers different categories of the risk.

- **Liquidity risk**

Liquidity risk is defined as the risk of incurring losses resulting from the inability to meet payment obligations in a timely manner when they become due or from being unable to do so at a sustainable cost. The Group is exposed to the risk to a lack of financing at the moment of the maturity of bank loans and bonds.

As of 31 December 2024, the Group has sufficient liquidity to fulfil its liabilities over the next 12 months.

The Group analyses liquidity needs with particular focus on the maturity of debt and proactively investigates various forms of financing that could be utilized as needed.

- **Dependency on the franchisor**

AmRest manages KFC, Pizza Hut, Burger King and Starbucks (in Romania, Bulgaria, Germany and Slovakia) as a franchisee, and therefore a number of factors and decisions related to the business activities conducted by AmRest and the possibility of renewing or extending the duration of the franchise agreements, depend on the conditions (including limitations or specifications) imposed by the franchisors or are subject to their consent.

Therefore, in relation to the duration of those agreements, the renewal is not automatic and AmRest cannot guarantee that after the expiry of the initial periods of duration of the franchise agreements, which are typically ten years, a given franchise agreement will be extended.

- **Dependency on cooperation with minority shareholders and Starbucks' call option**

AmRest operates Starbucks restaurants in Poland, the Czech Republic and Hungary based on partnership agreements with Starbucks Coffee International, Inc. The partnerships establishes that Starbucks Coffee International, Inc. is the minority shareholder of companies operating Starbucks stores in mentioned countries. Therefore, some decisions as part of the joint business activities are dependent on Starbucks' consent.

Upon occurrence of an event of default, both AmRest and Starbucks (as the case may be, acting as non-defaulting shareholder) will have the option to purchase all of the shares of the other shareholder (the defaulting shareholder) in the terms and conditions foreseen in the corresponding agreements. In the event of a deadlock, Starbucks will have, in the first place, the option to purchase all the shares of AmRest. In the event of a change of control in AmRest Holdings, Starbucks will have the right to increase its participation in each of the companies up to 100%.

- **No exclusivity rights**

International Franchise Agreements per se do not typically grant exclusivity rights to the franchisee in the relevant territories. In order to secure exclusivity rights for a certain territory, franchisees aim to have either a master franchise agreement or a development agreement with the franchisor. Currently, AmRest does not have master franchise agreements or development agreements in all territories and cannot secure that it will have exclusivity on certain territories.

- **Risks related to the consumption of food products**

Changes in consumer preferences arising from concerns over the nutritious properties of chicken, which is the main ingredient in the KFC menu, or as a result of unfavourable information being circulated by the mass media concerning the quality of the products, could pose a threat to the Group.

Also, the result of the disclosure of unfavourable data prepared by the competent authorities or a certain market sector in relation to products served in AmRest restaurants and the restaurants of other franchisees of KFC, Pizza Hut, Burger King, Starbucks, La Tagliatella, Blue Frog and Sushi Shop, could also pose a threat to the Group.

Furthermore, possible diseases (i.e. food poisoning), any health-related issues as a result of eating in AmRest restaurants and restaurants of other franchisees of KFC, Pizza Hut, Burger King, Starbucks, La Tagliatella, Blue Frog and Sushi Shop as well as issues related to the functioning patterns of one or more restaurants run by AmRest or the competitors, could also pose a threat to the Group.

- Food risks can result from a microbiological, chemical (formed during preparation like acrylamide e.g., burned meat, dark brown fried French fries) or physical factors.
- Risks associated with new technologies - that alter the characteristics of the food, such as genetic modification or food irradiation, may change the composition of the food, replacing an existing or traditional method of food production can also lead to a change in the levels of a hazard, such as the levels of pathogenic microorganisms.
- Risks associated with allergenic foods - can range from mild to severe gastrointestinal effects, headaches, respiratory problems or skin reactions to potentially life-threatening anaphylaxis.
- Food poisoning (e.g., by incautious storage and preparation of food, contaminated food, or water).
- Hormones or antibiotics in meat.

- **Risks related to key personnel turnover in the Group and increasing labour costs**

AmRest´s success depends, to some extent, on the individual effort of selected employees and key members of management.

Excessive turnover of employees and too frequent changes in managerial positions may pose a significant risk to the stability and quality of the business activities.

- **Risk related to increase in the cost of commodities, raw material and goods**

Increases in the cost of commodities, raw materials and goods can have an adverse impact on Group's operating profit margins.

AmRest´s situation is also affected by the need to ensure frequent deliveries of fresh agricultural products and foodstuffs and anticipating and responding to changes in supplies costs. Also the increased demand for certain products accompanied by limited supply may lead to difficulties in obtaining these by the Group or to relevant price increases. The product price increases may have an adverse effect on the Group's results, operations and financial standing.

- **Disruption in the supply chain**

Disruption to supply of goods, or to logistics suppliers, resulting in limited access to essential supplies.

The Group cannot rule out the risk related to delivery shortage or interruptions caused by factors such as unfavourable weather conditions, changes in legal regulations, problems with delivery infrastructure, reduction in available sources withdrawing some foodstuffs from trading, third-party breach of transport obligations, key suppliers' bankruptcy or lack of alternative sources of supply.

The shortages may have an adverse effect on the Group's results, operations and financial standing.

- **Risks related to the incorporation of new business and failed openings of new restaurants**

Opening or taking over restaurants operating in a new geographical and political area involves the risk of varying consumer preferences, a risk of insufficient knowledge of the market, the risk of legal restrictions arising from local regulations, the ability to obtain the permits required by relevant bodies, the possibility of delays in opening new restaurants, and the political risk of these countries.

- **Currency risk**

The results of AmRest are exposed to currency risk related to transactions and exchanges into currencies other than the currency in which business transactions are measured in the individual Capital Group companies. The Group adjusts its currency portfolio of debt to the geographical structure of its profile of activities.

- **Risks related to the current geopolitical situation**

The Company operates in regions with dynamic political climates, which can influence the economy through factors like currency fluctuations, interest rates, liquidity, supply chain dynamics, and consumer confidence.

In 2024, sanctions, and regional conflicts, such as the Russia-Ukraine situation, have introduced market uncertainties. These events have impacted global financial markets and consumer confidence, contributing to inflation due to higher energy and commodity prices.

AmRest has developed a comprehensive Enterprise Risk Management framework to identify, assess and monitor risks. This includes geopolitical risks to ensure the company is prepared for different scenarios and can adapt quickly to changing environments.

- **Risk of increased financial costs**

AmRest and its subsidiaries are exposed to a certain extent to adverse impact of interest rate fluctuations in connection with obtaining financing which bears floating interest rates and investing in assets bearing floating interest rates. The interest rates of bank loans and borrowings and issued bonds are based on a combination of fixed and floating reference rates which are updated over periods shorter than one year.

Additionally, AmRest and its subsidiaries may, as part of the interest rate hedging strategy, enter into derivative and other financial contracts, where the valuation of which is significantly affected by the level of reference rates.

- **Increases in the cost of energy and utilities**

Most of the European markets are exposed to the risk of energy and utilities price increases, which may result in a direct increase in the Group's operating costs.

- **Tax risk**

In the process of managing and executing strategic decisions, which may affect the tax settlements, AmRest could be exposed to tax risk. In the event of irregularities occurring in tax settlements it would increase the dispute risk in the case of a potential tax control.

- **Credit risk**

Exposure to credit risk include cash and cash equivalents and trade and other receivables. With the development of franchise business, AmRest is getting exposed more to credit risk. Therefore the quality of the franchisees portfolio is a key priority.

- **Risks of economic slowdowns**

Economic slowdown in the countries where AmRest runs its restaurants may affect the level of consumption expenditure in these markets, which in turn may affect the results of the AmRest restaurants operating in these markets.

- **Risk of system breakdowns and temporary breaks in serving customers in restaurants**

Risk of systems failures and communication network failures, as well as the potential partial or complete loss of data in connection with system breakdowns or damage or loss of key tangible fixed assets of the Group might result in temporary interruptions in serving customers in restaurants, which might have an adverse effect on the Group's financial results.

- **Risk of an inadequate security protection of our data and IT systems and lack of capabilities to respond to cybersecurity threats**

The Group's operations are supported by a wide variety of IT systems, including point-of-sale systems, electronic ordering platforms, supply-chain management systems and finance and controlling tools. Consequently, the Group is exposed to the risk of temporary operational disruption, data integrity risk and/or unauthorized access to confidential data, which may be a result of cyberattacks.

- **Global crisis and disruption**

The potential occurrence of global disasters, such as health epidemics, economic crises, energy crises, extreme weather events, or other critical events creates a risk of disruption the Group's business, industry and economies where the Group operates and could impact the Group's day to day business concerns.

Likewise, a potential adverse impact on the Group's image or brands may deteriorate its perception with the different stakeholders.

- **Adverse regulatory change or evolution**

Failure to anticipate, identify and respond to new regulation that may result in fines, litigations and/or the loss of operating licenses or other restrictions.

- **Loss of market share due to a volatile customer trends or an increase in competition**

Failure to anticipate or respond to competitors leads to a loss of market share for the Group and failure to anticipate or address consumer's preferences in the Group's products, services, or channels.

- **Risk related with ESG**

Inadequate management of environmental, social and governance ("ESG") aspects in own operations and non-compliance with the current regulatory framework can lead to reputational, financial or operational consequences. Additionally, non-sustainable practices by suppliers may create supply chain vulnerabilities and affect brand reputation.

AmRest developed the Global Sustainability Strategy and implemented an effective governance structure of ESG matters to mitigate these risks and ensure resilience in short and long term time perspective. The Strategy consists of three pillars: Food, People and Environment, and applies to all AmRest employees and executives across each brand operated by AmRest in every geography where the Company is present.

E.4 Indicate whether the entity has risk tolerance levels, including for tax risk.

The Global Risk and Compliance Department is responsible for the regular updating of AmRest Risk Inventory, incorporating the risks to which the Group is exposed in the form of a chart, in which the impact of the risk materialization, and the likelihood of the risk materialization are captured.

The objectives of the AmRest Risk Inventory are:

- Collect comprehensive and structured information about risks at AmRest Group (identification).
- Perform risk prioritization of the identified risks (assessment).
- Have an updated and integrated risk map for AmRest Group.

In line with the 3-line of defence risks management framework, both Risk Owners and Risk Delegates are accountable for risk identification and risk response strategies development. Risk identified are assessed within the process system and Risk Inventory is documented.

The Risk Inventory is communicated to the AmRest Risk and Compliance Committee and to the Audit and Risk Board Committee for review and overseeing adequate action plans addressing identified risks.

The AmRest Risk structure includes a 3-level risk classification system:

- The first level (main categories of risks) is divided into 5 areas:

- Governance
- Strategy & Planning
- Operations & Infrastructure
- Compliance
- Reporting

- The second level includes risk categories.

- The third level contains specific risks.

The risks are evaluated by using the consistent parameters: impact (refers to the extent a risk event might affect the Group and measured as a % of EBITDA), and likelihood (represents the probability that a given event will occur, is measured as a % materialization possibility).

The Group identifies and assesses risks that may impact the achievement of the strategy and business objectives, by monitoring key risk indicators to gauge behaviour and exposure, providing early warnings which are then combined with strategies of acceptance, reduction or mitigation measures.

The Group has further developed control activities for the risks in the processes with the aim of mitigating the exposure to the risk materialization, either reducing its likelihood or minimizing its impact.

Risks are prioritized according to their severity and considering the Group's risk appetite. The organization then selects risk responses and monitors performance for change. The organization determines a portfolio view of the amount of risk AmRest has assumed in the pursuit of its strategy and business objectives.

E.5 Indicate which risks, including tax risks, have materialized during the year.

The risks materialized during the year were inherent to the activity itself, such as the volatility of gas and electricity prices in Spain and Europe, exchange rates and interest rates.

- **Increase in the cost of commodities, raw material and goods**

Inflation and rising ingredient costs, especially fresh food and other key inputs, as well as increased additional taxes on raw materials have had a direct effect on the Group's costs.

During the 2024 financial year, and despite a stabilization of prices in the market, the Group has continued to regularly monitor raw material prices with the market to identify any risks arising from raw material prices. In addition, to mitigate these risks, the Group implemented since 2023 sourcing strategies, such as value added programs to avoid price increases, which have continued to be maintained during 2024.

The Group will continue to maintain long-term relationships with suppliers and retain an adequate portfolio of producers.

- **Geopolitical Risks**

Global political and economic events and tensions have created an environment of uncertainty and volatility for organizations.However, despite this, AmRest Group has not experienced any supply chain disruptions thanks to its resilient processes that have managed possible product or raw material unavailability.

- **Risks related to the consumption of food products**

Due to persistent inflation in many countries, global economic instability derived from factors such as geopolitical tensions, have affected consumption in general, resulting in a reduction in restaurant spending by the consumers.

At the macroeconomic level, there has been a weakness in domestic consumption in some economies, affecting the sales capacity in our restaurants and keeping transactions below estimates. Nevertheless, the group continues to show great resilience in the face of these challenges.

- **Risks related to key personnel turnover in the Group and increasing labour costs**

The pressure on labour costs in the main economies where the Group operates has been higher than expected due to wage rises, increases in social security contributions and higher labour regulations, increasing costs and thus affecting the Group's profit margins.

- **Increases in the cost of energy and utilities**

During 2024, energy prices have continued to impact, even if to a lower magnitude, the cost of production of our final product.

At AmRest, this impact is offset by reducing consumption and adjusting purchasing strategies, trying to optimize energy consumption and achieve the highest possible energy efficiency.

E.6 Explain the response and oversight plans for the company's main risks, including tax risks, as well as the procedures followed by the company in order to ensure that the Board of Directors responds to any new challenges that arise.

In order to address and supervise the Group's risk management and control (including fiscal risks), the model is based on a series of processes described in section E.1 and E.2 of this report.

Audit and Risk Board Committee with the Board of Directors, oversees the degree of implementation of the Risk Inventory's action plans or the TOP 10 risks.

There are the committees operating at AmRest in order to respond and supervise entity's main risks, including:

1. Committees composed of the members of the Board of Directors:
    - Audit and Risk Board Committee
    - Sustainability, Health and Safety Board Committee
    - Appointments, Remuneration and Corporate Governance Board Committee
    - Executive Board Committee
2. Other committees:
    - Risk and Compliance Committee
    - Crisis Management Committee
    - Global Ethics Committee
    - Local Ethics Committees
    - Communication Committee

To mitigate tax risks, AmRest:

- Applies the Global Tax Governance Group Policy which includes good practices in respect of taxes.
- Ensures that the Company has control mechanisms needed to handle day to day tax and reporting requirements.
- Ensures that tax is properly considered as part of corporate decision making processes.
- Considers the probability of a different approach of tax authority to the application of the tax law and acting in a manner which mitigates such risk.

F INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATING TO THE PROCESS OF PUBLISHING FINANCIAL INFORMATION (ICFR)

Describe the mechanisms forming your company's Internal Control over Financial Reporting (ICFR) system.

F.1 THE ENTITY'S CONTROL ENVIRONMENT

Report on at least the following, describing their principal features:

F.1.1 The bodies and/or departments that are responsible for: (i) the existence and maintenance of an adequate and effective ICFR system; (ii) its implementation; and (iii) its supervision.

The Board of Directors is ultimately responsible for the internal control and risk management systems, reserving for itself, as a non-delegable power, to approve the Company's control and risk management policy, including taxation, and supervision of the internal information and control systems.

Likewise, and in accordance with article 20.4.of the Regulations of the Board of Directors, this function is entrusted to the Audit and Risk Board Committee. In particular, the Audit and Risk Board Committee shall:

- Oversee the effectiveness of the Company's internal control system, the internal audit, and the risk management system (both financial and non-financial) and discuss with the accounting auditor any significant weaknesses of the internal control system that may be revealed in the course of the audit, while maintaining its independence. For such purposes, the Board committee may, if appropriate, submit recommendations or motions to the Board of Directors, with the relevant time period for follow-up.

- Oversee and assess the preparation and presentation process and the integrity of the financial and non-financial information, reviewing compliance with legal requirements, the proper determination of the scope of consolidation and the correct application of accounting standards, and submit recommendations or motions to the Board of Directors for the purposes of safeguarding the integrity of the financial information.

- Ensure that the annual accounts are prepared by the Board of Directors in accordance with the legal provisions on accounting. However, in cases where the auditor has included a qualification in its audit report, the Chairman of the Board committee shall clearly explain the Committee's view of its content and scope, being a summary of such view available to the shareholders at the time of publication of the call to the General Meeting.

- Liaise with the external auditor to receive information on: matters that could represent a threat to its independence; any matter related to the implementation of the audit process; and, where appropriate, the authorisation of any services, other than those forbidden under the terms of the applicable audit regulations, and other communications envisaged by these regulations.

- Monitor the independence of the internal audit function; propose the selection, appointment and removal of the head of the internal audit service; propose the service's budget; approve or make a proposal for approval to the board of the priorities and annual work programme of the internal audit unit, ensuring that it focuses primarily on the main risks the company is exposed to (including reputational risk); receive regular report-backs on its activities; and verify that senior management are acting on the findings and recommendations of its reports.

  The head of the internal audit service will submit an annual work program to the Audit and Risk Board Committee, for approval by this Board committee or the Board of Directors, and shall report to the Board committee on (i) its execution, as well as any incidents or scope limitations arising during its implementation, (ii) the results, and (iii) the follow-up of its recommendations.

- Monitor in general that the internal control policies and systems established are applied effectively in practice.

  In particular, regarding the Company's risk control and management policy, the Audit and Risk Board Committee is responsible for supervising that it identifies or determines, at least:

(i) The different types of financial and non-financial risk the company is exposed to (including operational, technological, financial, legal, social, environmental, political and reputational risks, and risks relating to corruption), with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks.

(ii) A risk control and management model based on different levels.

(iii) The level of risk that the company considers acceptable.

(iv) The measures in place to mitigate the impact of identified risk events should they occur.

(v) The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance sheet risks.

• Oversee the risk control and management unit, which shall perform the following responsibilities:

(i) Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.

(ii) Participate actively in the preparation of risk strategies and in key decisions about their management.

(iii) Ensure that the risk control and management systems are mitigating risks effectively in the frame of the policy drawn up by the Board of Directors.

Also, Regulations adopted on Audit and Risk Board Committee develop and supplement the provisions of the Regulations of the Board of Directors. With regard to the process of preparing economic and financial information, Audit and Risk Board Committee shall:

• Monitor and evaluate the preparation and presentation of regulated financial and non-financial information related to the Company and its Group, ensuring clarity and integrity in the process; ensure that the half-yearly financial reports and quarterly management statements are prepared in accordance with the same accounting standards as the annual financial reports; and oversee the external audit of the financial statements defining the scope and frequency as necessary.

• Review compliance with all relevant laws and regulations, ensure the accurate delineation of the scope of consolidation, and verify the correct application of accounting principles, as well as international financial and non-financial reporting standards.

• Submit recommendations or motions to the Board of Directors to protect the accuracy and reliability of the company's financial and non-financial information.

• Advice the Board of Directors on any significant changes in accounting standards and any significant risks affecting both on-balance sheet and off-balance sheet items.

• The functions relating to the process of collecting, preparing, and elaborating non-financial information must be conducted in continuous collaboration with other Board Committees that the Board of Directors may designate from among its members with competencies in sustainability matters.

The Finance Department prepares the financial information and submits it for approval of the Audit and Risk Board Committee and the Board of Directors, and keeps the daily interaction and communication with the Group's external auditor.

The Internal Audit and Internal Control Department of the Group, with regard to its function of supporting the Audit and Risk Board Committee when supervising the efficiency of the Internal Control System and Company Risk Management, includes in its audit plan periodic revisions of the internal, financial and operational controls. The results of these revisions are summarized in the audit reports, indicating the deficiencies detected and the action plans proposed by the Group Management to remedy them.

Additionally, the Global Risk and Compliance Department was established in the beginning of 2021, which reports directly to the Audit and Risk Board Committee.

The Company has also adopted the Global Compliance Group Policy implementing:

- Set of operating principles associated with the main compliance areas affecting organization.
- Set of mechanisms and procedures to prevent, identify and resolve situations in which unethical, unlawful practice or regulatory breaches occur in the course of our activities.

Lastly, the Code of Ethics and Business Conduct sets out the main ethical principles and regulations on behaviour for all Group employees.

F.1.2 Indicate whether the following exist, especially in relation to the drawing up of financial information:

- **Departments and/or mechanisms in charge of: (i) the design and review of the organisational structure; (ii) clear definition of lines of responsibility and authority with an appropriate distribution of tasks and functions; and (iii) ensuring that adequate procedures exist for their proper dissemination throughout the entity.**

The Group, through the corporate Organisational Design division and the organisational units for each country, defines, implements and maintains the organisational structures, set of job positions aligned with the size and complexity of the units and strategy of the Group, addressing appropriate distribution of work and segregation of duties.

With respect to the process of preparing financial information Group has set in place several policies, instructions and manuals (like Group Accounting Policy, Group Chart of Accounts, Finance Calendar, Global Tax Governance Group Policy, Capex Procedure, Global Compliance Group Policy and Global Risk Management Group Policy) determining responsibilities and authorities. Those documents are internally available on the Intranet and/or are communicated through the internal emails.

The Group maintains financial accounting and controlling functions in each of its operating markets or countries, with each function headed by a Finance Director who reports to the Regional Chief Financial Officer. These teams are responsible for implementing and integrating global policies at the local level, ensuring consistent reporting standards across the Group. The consolidation process is centralized within the Corporate Finance Policy & Reporting Department, which has overall responsibility for preparing and issuing the Group's consolidated financial statements. This organizational structure establishes clear lines of responsibility for financial reporting at both the individual entity and consolidated Group levels.

Internal Audit reviews during its assignments any risks related to responsibilities and reporting lines, distribution of work and duties. If any risks in internal processes and controls are identified, Internal Audit provides recommendations. Internal Audit reports are communicated to the Audit and Risk Board Committee and the Company's Management.

Internal Audit functionally reports to the Audit and Risk Board Committee.

- **Code of conduct, the body approving this, degree of dissemination and instruction, principles and values covered (stating whether there is specific mention of record keeping and preparation of financial information), body charged with analysing breaches and proposing corrective actions and sanctions.**

In December 2021 AmRest reviewed and revitalized its Code of Ethics and Business Conduct. The Board of Directors of the Company has an exclusive authority to approve and amend the Code. The document underlines Group's commitment to ethics and compliance with the law as a fundamental part of the company's culture. The Code covers aspects related to the compliance with the law, prevention of bribery and corruption, good accounting and tax practices, as well as respect in the workplace including due regard for human rights, equal opportunities, diversity and health and safety.

All personnel must familiarize themselves and comply with the Code and cooperate to facilitate its implementation throughout the Group which includes reporting any breach of the Code of which they become aware through AmRest's whistleblowing channel.

AmRest set up the process to investigate breaches and propose corrective and/or disciplinary actions and sanctions. Depending on the case severity, the responsibility for deciding the specific corrective and/or disciplinary actions and sanctions to be implemented, proposed in each case by the functional areas involved in the investigation, is in charge of different bodies. Local Ethics Committees are deciding on corrective and/or disciplinary actions and sanctions for breaches occurring in the local markets. These Committees consist of three members in each market and are appointed by the Global Ethics Committee among local employees. Currently, the Global Ethics Committee is composed of members chosen for their moral quality, leadership and influence within the Company, proposed by the Risk and Compliance Committee and approved by the Audit and Risk Board Committee. This Global Committee decide on corrective and/or disciplinary actions and sanctions for more severe cases. Works of the Global Ethics Committee are supported by Chief Risk and Compliance Officer together with Global Compliance Director. Depending on the significance or subject matter of the breach, Global Ethics Committee refers the case directly to the Chair of Board of Directors and Chair of Audit and Risk Board Committee.

- **Whistleblower channel allowing notifications to the audit committee of irregularities of a financial and accounting nature, in addition to potential breaches of the code of conduct and unlawful activities undertaken in the organisation, indicating whether this channel is confidential and whether anonymous notifications can be made, protecting the rights of the whistleblower and the person reported.**

With regard to the whistleblowing channel, as specified in Article 20 of the Regulations for the Board of Directors, the Audit and Risk Board Committee has as competency: "establish and supervise the mechanisms that allow employees and other persons related to the Company, such as directors, shareholders, suppliers, contractors or subcontractors to report, confidentially and, if deemed appropriate, anonymously, any irregularities of potential significance, financial, accounting or those of any other nature, that are noticed within the Company, respecting in all cases the personal data protection regulations and the fundamental rights of the parties involved."

AmRest operates whistleblowing channels, including the online "Speak Openly" solution, to allow employees and other stakeholders to report any irregularities and breaches of external or internal regulations. The online solution currently operates in all major markets where AmRest is present except for China.

The rules and commitments related to the whistleblowing channels are documented in the Whistleblowing Group Policy, approved by the Board of Directors and ensure among others the confidentiality, possibility of anonymous reporting, protection of whistleblowers and person reported, impartiality of the investigation and prohibition of retaliation.

- **Training and periodic refresher programmes for personnel involved in the preparation and revision of financial information, as well as in the assessment of the ICFR system, covering at least accounting standards, auditing, internal control and risk management.**

AmRest offers comprehensive employee training in financial and control matters, encompassing both internal and external programs.

Financial reporting personnel attend technical sessions run by external consultancy firms, covering developments in accounting. Likewise, the Group relies on the external advice of experts in specific areas related to the financial reporting.

AmRest supports also financial reporting personnel in obtaining professional and internationally recognized certificates like ACCA (Association of Chartered Certified Accountants) or CIMA (Chartered Institute of Management Accountants). AmRest supports Internal Auditors in getting professional and internationally recognized certificates like CIA (Certified Internal Auditor), CISA (Certified Information Systems Auditor) and others.

F.2 ASSESSMENT OF RISKS IN FINANCIAL REPORTING

Report on at least the following:

F.2.1 The main characteristics of the risk identification process, including risks of error and fraud, as regards:

- **Whether the process exists and is documented.**

AmRest Group's risk identification and assessment is an internal process, defined by Global Risk Management Policy adopted by the Company and cascaded to all subsidiaries within the Group.

Per this policy, process is carried out by:

- Board of Directors and Audit and Risk Board Committee (oversight the effectiveness of the Group's risk management system).
- Senior Management (promoting risk management culture).
- Risk Owners (Identifying current risks, conducting risk assessment and keeping the risk map updated, defining and executing risk response strategies to mitigate risks).
- Risk and Compliance Committee (fostering the implementation of efficient and complete risk response strategies).
- Risk and Compliance Department (coordinating, promoting and supervising risk management process).
- Internal Audit and Internal Control Department (auditing and evaluating internal processes and controls, as well as providing recommendations).
- Employees and Co-workers (complying with Global Risk Management Policy and procedures).

Section E.4 of this report indicates the risk classification system, which takes into account different categories of risks. Its scope includes also risks directly related to the preparation of the Group's financial information.

The Group's Risk Inventory is formally documented and it is updated annually following the validation and approval process described in the 3 lines of defence explained in E.2.

In relation to reporting of financial information the Group additionally ensures the existence of specific controls covering the potential risk of error or fraud in the issuance of the financial information, i.e., potential errors in terms of: the existence of the assets, liabilities and transactions as of the corresponding date and reporting period; proper and timely recognition and correct measurement of its assets, liabilities and transactions; the correct application of the accounting rules and standards; and adequate disclosures.

These controls are applied dynamically and updated continually to reflect the reality of the Group's business as it evolves.

- **Whether the process covers all the objectives of financial reporting, (existence and occurrence; completeness; valuation; presentation; disclosure and comparability; and rights and obligations), whether it is updated and if so how often.**

Identification of risks is carried out for each process identified as relevant. Assessment criteria are established from a quantitative perspective in accordance with parameters such as turnover and from a qualitative perspective in accordance with different issues such as transactions standardising and processes automation, changes versus the previous year, complexity of accounting, likelihood of fraud or error. Assessment covers all the objectives of financial information: existence and occurrence, completeness, valuation, presentation, disclosure and comparability, and rights and obligations.

- **The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex corporate structures or special purpose vehicles.**

In the process of identifying the consolidation scope, the Group Controller (who is the Director of the Corporate Finance Policy & Reporting Department), with the participation of Legal Department and other financial functions regularly updates the consolidation scope, verifying all changes such as mergers, acquisitions, divestitures, or other legal entity modifications in the Group structure. The Audit and Risk Board Committee is responsible for reviewing the proper determination of the scope of consolidation.

- **Whether the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc,) to the extent that they affect the financial statements.**

The process of identifying risks leading to errors in the financial reporting takes into account also qualitative factors, together with other types of risk (like operational, financial, strategic, regarding regulatory compliance) as they ultimately affect the financial statements.

- **The governing body within the company that supervises the process.**

The Board of Directors through the Audit and Risk Board Committee supervises this process.

F.3 CONTROL ACTIVITIES

Report on whether the company has at least the following, describing their main characteristics:

F.3.1 Review and authorisation procedures for financial information and a description of the ICFR, to be disclosed to the securities markets, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including accounting closing procedures and the specific review of significant judgements, estimates, valuations and projections.

As indicated in F.1.1 section of this report, the Board of Directors relies on the Audit and Risk Board Committee to supervise the process of preparing and presenting the required financial information relating to the Company and the Group, including related non-financial information, as well as its integrity, reviewing in the first place compliance with regulatory requirements, the proper determination of the scope of consolidation and the correct application of accounting standards.

The Audit and Risk Board Committee has also the duty to report to the Board of Directors prior to the adoption of the corresponding decisions, regarding the financial information that the Group must periodically disclose to the public, ensuring that such information is prepared in accordance with the same principles and practices used to prepare the financial statements.

AmRest Group issues financial information to the stock market quarterly. This information is prepared by Corporate Finance Policy & Reporting Department that during the closing follows documented procedures (described in the section F.4.2) to ensure the reliability of the information. Each quarter the Corporate Finance Policy & Reporting Department submits the periodic consolidated financial information to the Audit and Risk Board Committee, highlighting the main assumptions and accounting criteria applied and clarifying any significant events which occurred during the reporting period.

Likewise, AmRest Group has in place documented financial processes, which implies common criteria for preparing financial information for all subsidiaries within the Group. The Corporate Finance Policy & Reporting Department issues mandatory instructions setting out the calendar (taking into account regulatory deadlines) and contents for the financial reporting period for the preparation of the consolidated financial statements.

The Corporate Finance Policy & Reporting Department reviews the key judgments, estimates, valuations and forecasts to identify critical accounting policies that require the use of estimates and value judgments. The most relevant are dealt with by the Audit and Risk Board Committee. Senior management determines the presentation format of the financial statements prior to approval by the Board. In this regard, the Consolidated Financial Statements of the AmRest Group contain full disclosure on all material areas of uncertainty in relation to the use of judgment, estimates made and the criteria followed in the assessment of such matters.

The most significant areas of material judgements and estimates include:

- Impairment of non-financial assets including goodwill.
- Share-based payments.
- Recognition of provisions for potential tax obligations and uncertain tax provisions.
- Taxes, including deferred taxes.
- Determination of the lease term, whether the Group is reasonably certain to exercise extension or termination options.
- Going concern.

The Board of Directors is responsible for approving the financial information that the Group, being a listed company, is obliged to publish. At the end of the fiscal year, the Board of Directors prepares the financial information, the directors' report and the proposed allocation of the Company's profit, as well as the consolidated reports, and submits them to the General Shareholders' Meeting for approval. For quarterly, half-yearly and yearly reporting, the Board reserves the power to approve the financial information that the AmRest Group regularly discloses to the public.

F.3.2 Internal IT control policies and procedures (access security, control of changes, system operation, operational continuity and segregation of duties, among others) which support significant processes within the company relating to the preparation and publication of financial information.

The Group's IT systems are directly or indirectly related to the financial reporting and financial statements as such. They are configured to ensure the correct preparation and publication of financial information at all times by means of a specific internal control procedures. The Group has internal policies and procedures, which are duly updated and distributed, relating to systems security and access to the IT applications and systems based on roles and in accordance with the duties and clearances ensuring proper separation of powers. The Group's internal policies establish that access to all systems storing or processing data shall be strictly controlled, and that the level of access control required is determined by potential impact on the business. Access rights are assigned by Group experts in this area, by roles and functions. In addition, to ensure compliance, the user and profile maintenance control and review processes in which responsible personnel in each area are involved ensure that information is only available to persons who need it for their work.

Per Group's methodology, any new software developments and any updates of existing IT solutions go through 3 phases, i.e. design, development, and test before final implementation to the productive environment, which guarantees that financial information is handled reliably.

Following operational guidelines Group assure the reliability and availability of IT systems through systematic monitoring, ongoing maintenance, and timely updates, thereby supporting precise financial reporting.

The Group have taken necessary steps to ensure on-going performance of key functions in the event of disasters or other events that could halt or interrupt business operations. These steps constitute specific initiatives mitigating the scale and severity of IT incidents and ensuring that operations are up and running again as quickly and with as little damage as possible. The Group has highly automated back-up systems to ensure the continuity of the most critical systems. In addition, there are specific risk mitigation strategies in place, such as cloud and virtual data processing centres, back-up power suppliers and offsite storage facilities.

F.3.3 Internal control policies and procedures for overseeing the management of activities subcontracted to third parties, as well as of those aspects of assessment, calculation or valuation entrusted to independent experts, which may materially affect financial statements.

AmRest Group does not usually outsource to third parties' activities that have material impact on the financial reporting process. In case a process or its part is outsourced to an independent party, the same set of policies and procedures applicable for internal reporting purposes is put in place for the external contractor, to ensure coverage of the risks associated with such outsourcing. Service level agreements are signed with external contractors to ensure the integrity and quality of information received from third parties.

The Group mostly assesses its estimates in house. Whenever engaging external experts, the Group evaluates the contractor's expertise and independence, and thoroughly validates their methodologies and the reasonableness of the assumptions used in their assessments.

F.4 INFORMATION AND COMMUNICATION

Report on whether the company has at least the following, describing their main characteristics:

F.4.1 A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organisation, as well as an up-to-date accounting policy manual distributed to the business units through which the company operates.

Corporate Finance Policy & Reporting Department is responsible for defining, updating and disseminating the accounting policies of the AmRest Group. Accordingly, it develops and maintains Group Accounting Policy adapted to the needs of the Group. The objective of the Group Accounting Policy is: to adapt the accounting principles and policies developed based on the International Financial Reporting Standards as adopted by the European Union (IFRS), to maintain accounting principles and policies which enable that the information is comparable within the Group, to improve the quality of the accounting information of the various Group companies and of the Consolidated Group by disclosing, agreeing and implementing accounting principles which are unique to the Group; and to facilitate the accounting integration of acquired and newly-created companies into the Group's accounting system by means of having a reference manual.

The Group Accounting Policy is disseminated to all the personnel involved in the financial reporting process.

Any significant changes affecting Group Accounting Policy as well as clarifications regarding interpretation of accounting policies are communicated to the organization together with the updated policy. Corporate Finance Policy & Reporting Department consist of high qualified personnel and supports managements in resolving queries or conflicts deriving from the interpretation of the accounting standards and/or policies. The Corporate Finance Policy & Reporting Director and Group Chief Financial Officer meets with the Audit and Risk Board Committee at least every quarter to submit the Group's financial statements for validation, explains the criteria used to make important estimates, assessments and conclusions as well as discuss the disclosures of significant and/ or unusual transactions.

F.4.2 Mechanisms for capturing and preparing financial information in standardised formats for application and use by all units of the entity or group, and support its main financial statements and notes, as well as disclosures concerning ICFR.

As stated above, AmRest Group possess Group Accounting Policy and Group Chart of Accounts which provide specific instructions for the preparation of the group reporting packages by all components that are base for the consolidated financial statements including the explanatory notes.

AmRest Group has consolidation system, which supports the reporting of the group reporting packages of its subsidiaries, carries out the consolidation procedures including eliminations of intercompany balances. Consolidation tool supports Group in preparation of consolidated financial statements, including explanatory notes.

The system is managed centrally, and all components of the AmRest Group use it consistently. All consolidated units prepare group reporting packages using unified and standardized Group Chart of Accounts.

The financial information in local currencies reported by subsidiaries is automatically converted to the Group's functional currency and is subsequently aggregated to the consolidated figures. The consolidated procedures are highly automated and includes preventive and detective automatic controls to minimize the occurrence of incidents in the consolidation process. The Corporate Finance Policy & Reporting as well as Planning & Analysis departments perform additional supervision and analytical controls.

F.5 SUPERVISION OF THE FUNCTIONING OF THE SYSTEM

Report on at least the following, describing their principal features:

F.5.1 The activities of the audit committee in overseeing ICFR as well as whether there is an internal audit function one of the responsibilities of which is to provide support to the committee in its task of supervising the internal control system, including ICFR. Additionally, describe the scope of ICFR assessment made during the year and the procedure through which the person responsible for performing the assessment communicates its results, whether the company has an action plan detailing possible corrective measures, and whether their impact on financial reporting has been considered.

The Regulations of the Board of Directors state that the primary duty of the Audit and Risk Board Committee shall be to support the Board of Directors in its supervisory duties, with its main functions including: supervising the effectiveness of the Company's internal control system and risk management systems (both financial and non-financial), and discussing with the external auditor significant or material weaknesses in the internal control system detected during the audit. The Audit and Risk Board Committee is responsible for supervising the effectiveness of the AmRest Group's Internal Audit function.

The Internal Audit and Internal Control function and Risk and Compliance function report functionally to the Audit and Risk Board Committee, with the primary goal of providing support in Audit and Risk Board Committee responsibilities concerning overseeing company:

- Risk management
- Internal control system

The Internal Audit function is carried out in accordance with Internal Audit Charter.

With regard to the supervision of internal control over financial reporting (ICFR), AmRest is listed on the Spanish Stock Exchanges and on the Warsaw Stock Exchange and is subject to the regulatory requirements established by the National Securities Market Commission (CNMV) for companies listed on the Spanish Stock Exchanges as well as those established by Polish Financial Supervision Authority (KNF) for foreign companies listed on the Warsaw Stock Exchange.

F.5.2 Whether there is a discussion procedure whereby the auditor (as defined in the Spanish Technical Audit Standards), the internal auditor and other experts can report to senior management and the audit committee or directors of the company any significant weaknesses in internal control identified during the review of the annual financial statements or any others they have been assigned. Additionally, state whether an action plan is available for correcting or mitigating any weaknesses detected.

According to the Internal Audit Charter, the Internal Audit Department reports progress of Annual Audits Plan realization, issues with controls, governance, significant AmRest risks, recommendations, progress of management action plans implementation and others which are required by the Audit and Risk Board Committee.

Any irregularities identified by accounting auditor in standalone and/or consolidated financial statements are reported to the Audit and Risk Board Committee as Summary Report (after the half-year review and audit of the annual accounts). The Audit and Risk Board Committee meets the accounting auditor at least twice a year.

As mentioned above, according to the Regulations of the Board of Directors, the Audit and Risk Board Committee should, among others, oversee the effectiveness of the Company's internal control system, the internal audit, and the risk management system (both financial and non-financial) and discuss with the accounting auditor the significant weaknesses of the internal control system revealed in the course of the audit, while maintaining its independence For such purposes, the Board Committee may, if appropriate, submit recommendations or motions to the Board of Directors with the relevant term for follow-up.

Likewise, according to the Regulations of the Board of Directors and the Regulations of the Audit and Risk Board Committee, with regard to the preparation of the regulated financial information of the Company and its Group, the Board Committee shall have the following main duties:

a) To oversee and assess the preparation and presentation process and the integrity of the financial and non-financial information, reviewing compliance with legal requirements, the proper determination of the scope of consolidation and the correct application of accounting standards, and submit recommendations or motions to the Board of Directors for the purposes of safeguarding the integrity of such financial information.

b) To ensure that the annual accounts are formulated by the Board of Directors in accordance with the legal provisions on accounting. However, in cases where the statutory auditor has included a qualification in its audit report, the Chair of the Board committee shall clearly explain the content and scope thereof at the General Meeting. In addition, a summary of such explanation shall be made available to the shareholders at the time of publication of the call to the General Meeting.

c) To ensure that the half-yearly financial reports and the quarterly management statements are drafted in accordance with the same accounting standards as the annual financial reports and to oversee the review of the interim financial statements requested from the auditor, with the scope and frequency that may be defined, as the case may be. The Board Committee meets often with the external auditor to comply with this function.

d) To advice the Board of Directors on any significant change of accounting standard and of the significant risks on the balance sheet and off-balance sheet.

F.6 OTHER RELEVANT INFORMATION

Not applicable

F.7 EXTERNAL AUDITOR´S REPORT

Report:

F.7.1 Whether the ICFR information sent to the markets has been subjected to review by the external auditor, in which case the entity should include the corresponding report as an attachment, If not, reasons why should be given.

The information on the internal risk management and control systems relating to the process of publishing financial information (ICFR) has not been submitted for review by the external auditor as the AmRest Group is currently in the process of redesigning and improvements of existing controls and implementation of new controls within the Group.

G DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the company's degree of compliance with recommendations of the Good Governance Code for listed companies.

In the event that a recommendation is not followed or only partially followed, a detailed explanation of the reasons must be included so that shareholders, investors and the market in general have enough information to assess the company´s conduct, General explanations are not acceptable.

1. That the articles of incorporation of listed companies should not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of its shares on the market.

Complies X | Explain

2. That when the listed company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relations with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them it should make accurate public disclosures on:

a) The respective areas of activity and possible business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries,

b) The mechanisms in place to resolve any conflicts of interest that may arise,

Complies X | Complies partially | Explain | Not Applicable

3. That, during the ordinary General Shareholders' Meeting, as a complement to the distribution of the written annual corporate governance report, the chairman of the Board of Directors should inform shareholders orally, in sufficient detail, of the most significant aspects of the company's corporate governance, and in particular:

a) Changes that have occurred since the last General Shareholders' Meeting.
b) Specific reasons why the company has not followed one or more of the recommendations of the Code of Corporate Governance and the alternative rules applied, if any.

Complies X | Complies partially | Explain

4. That the company should define and promote a policy on communication and contact with shareholders and institutional investors, within the framework of their involvement in the company, and with proxy advisors that complies in all aspects with rules against market abuse and gives equal treatment to similarly situated shareholders. And that the company should publish this policy on its website, including information on how it has been put into practice and identifying the contact persons or those responsible for implementing it.

And that, without prejudice to the legal obligations regarding dissemination of inside information and other types of regulated information, the company should also have a general policy regarding the communication of economic-financial, non-financial and corporate information through such channels as it may consider appropriate (communication media, social networks or other channels) that helps to maximise the dissemination and quality of information available to the market, investors and other stakeholders.

Complies X | Complies partially | Explain

5. That the Board of Directors should not submit to the General Shareholders' Meeting any proposal for delegation of powers allowing the issue of shares or convertible securities with the exclusion of preemptive rights in an amount exceeding 20% of the capital at the time of delegation.

And that whenever the Board of Directors approves any issue of shares or convertible securities with the exclusion of preemptive rights, the company should immediately publish the reports referred to by company law on its website.

Complies X | Complies partially | Explain

6. That listed companies that prepare the reports listed below, whether under a legal obligation or voluntarily, should publish them on their website with sufficient time before the General Shareholders' Meeting, even if their publication is not mandatory:

- **a) Report on the auditor's independence.**
- **b) Reports on the workings of the audit and nomination and remuneration committees.**
- **c) Report by the audit committee on related party transactions.**

Complies X | Complies partially | Explain

7. That the company should transmit in real time, through its website, the proceedings of the General Shareholders' Meetings.

And that the company should have mechanisms in place allowing the delegation and casting of votes by means of data transmission and even, in the case of large-caps and to the extent that it is proportionate, attendance and active participation in the General Meeting to be conducted by such remote means.

Complies | **Complies partially X** | Explain

Thus far, the holding of the General Shareholders' Meeting has not been transmitted via the corporate website since the implementation of the mechanisms required for such retransmission, taking into account the shareholder structure of the Company, has not been considered necessary.

On the other hand, the Company has mechanisms that allow remote delegation and exercise of votes by telematic means. However, since the Company is not a highly capitalized company, attendance and active participation in the General Shareholders' Meeting through telematic means is not considered a priority.

8. That the audit committee should ensure that the financial statements submitted to the General Shareholders' Meeting are prepared in accordance with accounting regulations. And that in cases in which the auditor has included a qualification or reservation in its audit report, the chairman of the audit committee should clearly explain to the general meeting the opinion of the audit committee on its content and scope, making a summary of this opinion available to shareholders at the time when the meeting is called, alongside the other Board proposals and reports.

Complies X | Complies partially | Explain

9. That the company should permanently publish on its website the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies X | Complies partially | Explain

10. That when a duly authenticated shareholder has exercised his or her right to complete the agenda or to make new proposals for resolutions in advance of the General Shareholders' Meeting, the company:

- **a) Should immediately distribute such complementary points and new proposals for resolutions.**
- **b) Should publish the attendance, proxy and remote voting card specimen with the necessary changes such that the new agenda items and alternative proposals can be voted on in the same terms as those proposed by the Board of Directors.**
- **c) Should submits all these points or alternative proposals to a vote and apply the same voting rules to them as to those formulated by the Board of Directors including, in particular, assumptions or default positions regarding votes for or against.**
- **d) That after the General Shareholders' Meeting, a breakdown of the voting on said additions or alternative proposals be communicated.**

Complies | Complies partially | Explain | **Not Applicable X**

11. That if the company intends to pay premiums for attending the General Shareholders' Meeting, it should establish in advance a general policy on such premiums and this policy should be stable.

Complies | Complies partially | Explain | **Not Applicable X**

12. That the Board of Directors should perform its functions with a unity of purpose and independence of criterion, treating all similarly situated shareholders equally and being guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, promoting its continuity and maximising the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and conducting itself on the basis of good faith, ethics and a respect for commonly accepted best practices, it should seek to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders that may be affected, as well as the impact of its corporate activities on the communities in which it operates and on the environment.

Complies X | Complies partially | Explain

13. That the Board of Directors should be of an appropriate size to perform its duties effectively and in a collegial manner, which makes it advisable for it to have between five and fifteen members.

Complies X | Explain

14. That the Board of Directors should approve a policy aimed at favouring an appropriate composition of the Board and that:

- **a) Is concrete and verifiable.**
- **b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the skills required by the Board of Directors; and**
- **c) Favours diversity of knowledge, experience, age and gender. For these purposes, it is considered that the measures that encourage the company to have a significant number of female senior executives favour gender diversity.**

That the result of the prior analysis of the skills required by the Board of Directors be contained in the supporting report from the nomination committee published upon calling the General Shareholders' Meeting to which the ratification, appointment or re-election of each director is submitted.

The nomination committee will annually verify compliance with this policy and explain its findings in the annual corporate governance report.

Complies X | Complies partially | Explain

15. That proprietary and independent directors should constitute a substantial majority of the Board of Directors and that the number of executive directors be kept to a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors.

And that the number of female directors should represent at least 40% of the members of the Board of Directors before the end of 2022 and thereafter, and no less 30% prior to that date.

Complies X | Complies partially | Explain

16. That the number of proprietary directors as a percentage of the total number of non-executive directors not be greater than the proportion of the company's share capital represented by those directors and the rest of the capital.

This criterion may be relaxed:

- **a) In large-cap companies where very few shareholdings are legally considered significant.**
- **b) In the case of companies where a plurality of shareholders is represented on the Board of Directors without ties among them.**

Complies X | Explain

17. That the number of independent directors should represent at least half of the total number of directors.

That, however, when the company does not have a high level of market capitalisation or in the event that it is a large-cap company with one shareholder or a group of shareholders acting in concert who together control more than 30% of the company's share capital, the number of independent directors should represent at least one third of the total number of directors.

Complies X | Explain

18. That companies should publish the following information on its directors on their website, and keep it up to date:

- **a) Professional profile and biography.**
- **b) Any other Boards to which the directors belong, regardless of whether or not the companies are listed, as well as any other remunerated activities engaged in, regardless of type.**
- **c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.**
- **d) Date of their first appointment as a director of the company's Board of Directors, and any subsequent re-elections.**
- **e) Company shares and share options that they own.**

Complies X | Complies Partially | Explain

19. That the annual corporate governance report, after verification by the nomination committee, should explain the reasons for the appointment of any proprietary directors at the proposal of shareholders whose holding is less than 3%, It should also explain, if applicable, why formal requests from shareholders for presence on the Board were not honoured, when their shareholding was equal to or exceeded that of other shareholders whose proposal for proprietary directors was honoured.

Complies | Complies Partially | Explain | **Not Applicable X**

20. That proprietary directors representing significant shareholders should resign from the Board when the shareholder they represent disposes of its entire shareholding. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors.

Complies | Complies Partially | Explain | **Not Applicable X**

21. That the Board of Directors should not propose the dismissal of any independent director before the completion of the director's term provided for in the articles of incorporation unless the Board of Directors finds just cause and a prior report has been prepared by the nomination committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties inherent to his or her post as a director, fails to complete the tasks inherent to his or her post, or is affected by any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public takeover bid, merger or other similar corporate transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of application of the proportionate representation criterion provided in Recommendation 16.

Complies X | Explain

22. That companies should establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which affect them, whether or not related to their actions in the company itself, and which may harm the company's standing and reputation, and in particular requiring them to inform the Board of any criminal proceedings in which they appear as suspects or defendants, as well as of how the legal proceedings subsequently unfold.

And that, if the Board is informed or becomes aware in any other manner of any of the circumstances mentioned above, it must investigate the case as quickly as possible and, depending on the specific circumstances, decide, based on a report from the nomination and remuneration committee, whether or not any measure must be adopted, such as the opening of an internal investigation, asking the director to resign or proposing that he or she be dismissed. And that these events must be reported in the annual corporate governance report, unless there are any special reasons not to do so, which must also be noted in the minutes. This without prejudice to the information that the company must disseminate, if appropriate, at the time when the corresponding measures are implemented.

Complies X | Complies partially | Explain

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies to the secretary of the Board of Directors, even if he or she is not a director.

Complies | Complies Partially | Explain | **Not Applicable X**

24. That whenever, due to resignation or resolution of the General Shareholders' Meeting, a director leaves before the completion of his or her term of office, the director should explain the reasons for this decision, or in the case of non-executive directors, their opinion of the reasons for cessation, in a letter addressed to all members of the Board of Directors.

And that, without prejudice to all this being reported in the annual corporate governance report, insofar as it is relevant to investors, the company must publish the cessation as quickly as possible, adequately referring to the reasons or circumstances adduced by the director.

Complies X | Complies Partially | Explain | Not applicable

25. That the nomination committee should make sure that non-executive directors have sufficient time available in order to properly perform their duties.

And that the Board regulations establish the maximum number of company Boards on which directors may sit.

Complies X | Complies partially | Explain

26. That the Board of Directors meet frequently enough to be able to effectively perform its duties, and at least eight times per year, following a schedule of dates and agendas established at the beginning of the year and allowing each director individually to propose other items that do not originally appear on the agenda.

Complies X | Complies partially | Explain

27. That director absences occur only when absolutely necessary and be quantified in the annual corporate governance report. And when absences do occur, that the director appoint a proxy with instructions,

Complies X | Complies partially | Explain

28. That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes at the request of the director expressing them.

Complies | Complies Partially | Explain | **Not Applicable X**

29. That the company should establishes adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

Complies X | Complies partially | Explain

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances make this advisable.

Complies X | Explain | Not Applicable

31. That the agenda for meetings should clearly indicate those matters on which the Board of Directors is to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, in exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall be duly recorded in the minutes.

Complies X | Complies partially | Explain

32. That directors be periodically informed of changes in shareholding and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies X | Complies partially | Explain

33. That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out the duties assigned by law and the articles of incorporation, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances make this advisable.

Complies X | Complies partially | Explain

34. That when there is a coordinating director, the articles of incorporation or Board regulations should confer upon him or her the following powers in addition to those conferred by law: to chair the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; to reflect the concerns of non-executive directors; to liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and to coordinate a succession plan for the chairman.

Complies X | Complies partially | Explain | Not Applicable

35. That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account such recommendations regarding good governance contained in this Good Governance Code as may be applicable to the company.

Complies X | Explain

36.That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:

- **a) The quality and efficiency of the Board of Directors' work.**
- **b) The workings and composition of its committees.**
- **c) Diversity in the composition and skills of the Board of Directors.**
- **d) Performance of the chairman of the Board of Directors and of the chief executive officer of the company.**
- **e) Performance and input of each director, paying special attention to those in charge of the various Board committees.**

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the nomination committee.

Every three years, the Board of Directors will rely for its evaluation upon the assistance of an external advisor, whose independence shall be verified by the nomination committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group must be specified in the annual corporate governance report.

The process and the areas evaluated must be described in the annual corporate governance report.

Complies X | Complies partially | Explain

37. That if there is an executive committee, it must contain at least two non-executive directors, at least one of whom must be independent, and its secretary must be the secretary of the Board.

Complies X | Complies Partially | Explain | Not Applicable

38. That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.

Complies X | Complies Partially | Explain | Not Applicable

39. That the members of the audit committee, in particular its chairman, be appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, both financial and non-financial.

Complies X | Complies partially | Explain

40. That under the supervision of the audit committee, there should be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the audit committee.

Complies X | Complies partially | Explain

41. That the person in charge of the unit performing the internal audit function should present an annual work plan to the audit committee, for approval by that committee or by the Board, reporting directly on its execution, including any incidents or limitations of scope, the results and monitoring of its recommendations, and present an activity report at the end of each year.

Complies X | Complies Partially | Explain | Not Applicable

42. That in addition to the provisions of applicable law, the audit committee should be responsible for the following:

1. With regard to information systems and internal control:

a) Supervising and evaluating the process of preparation and the completeness of the financial and non-financial information, as well as the control and management systems for financial and non-financial risk relating to the company and, if applicable, the group - including operational , technological, legal, social, environmental, political and reputational risk, or risk related to corruption - reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria.

b) Ensuring the independence of the unit charged with the internal audit function; proposing the selection, appointment and dismissal of the head of internal audit; proposing the budget for this service; approving or proposing its orientation and annual work plans for approval by the Board, making sure that its activity is focused primarily on material risks (including reputational risk); receiving periodic information on its activities; and verifying that senior management takes into account the conclusions and recommendations of its reports.

c) Establishing and supervising a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any potentially serious irregularities, especially those of a financial or accounting nature, that they observe in the company or its group. This mechanism must guarantee confidentiality and in any case provide for cases in which the communications can be made anonymously, respecting the rights of the whistleblower and the person reported.

d) Generally ensuring that internal control policies and systems are effectively applied in practice.

2. With regard to the external auditor:

a) **In the event that the external auditor resigns, examining the circumstances leading to such resignation.**

b) **Ensuring that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.**

c) **Making sure that the company informs the CNMV of the change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.**

d) **Ensuring that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks performed and the development of the company's accounting situation and risks.**

e) **Ensuring that the company and the external auditor comply with applicable rules regarding the provision of services other than auditing, limits on the concentration of the auditor's business, and, in general, all other rules regarding auditors' independence.**

Complies X | Complies partially | Explain

43. That the audit committee be able to require the presence of any employee or manager of the company, even stipulating that he or she appear without the presence of any other member of management.

Complies X | Complies partially | Explain

44. That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draw up a prior report to the Board of Directors on the economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies X | Complies Partially | Explain | Not Applicable

45. That the risk management and control policy identify or determine, as a minimum:

a) **The various types of financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks and risks relating to corruption) which the company faces, including among the financial or economic risks contingent liabilities and other off-balance sheet risks.**

b) **A risk control and management model based on different levels, which will include a specialised risk committee when sector regulations so require or the company considers it to be appropriate.**

c) **The level of risk that the company considers to be acceptable.**

d) **Measures in place to mitigate the impact of the risks identified in the event that they should materialised.**

e) **Internal control and information systems to be used in order to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks.**

Complies X | Complies partially | Explain

46. That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the Board of Directors, an internal risk control and management function should exist, performed by an internal unit or department of the company which is expressly charged with the following responsibilities:

a) **Ensuring the proper functioning of the risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks affecting the company.**

b) **Actively participating in drawing up the risk strategy and in important decisions regarding risk management.**

c) **Ensuring that the risk management and control systems adequately mitigate risks as defined by the policy laid down by the Board of Directors.**

Complies X | Complies partially | Explain

47. That in designating the members of the nomination and remuneration committee – or of the nomination committee and the remuneration committee if they are separate – care be taken to ensure that they have the knowledge, aptitudes and experience appropriate to the functions that they are called upon to perform and that the majority of said members are independent directors.

Complies X | Complies partially | Explain

48. That large-cap companies have separate nomination and remuneration committees.

Complies | Explain | **Not Applicable X**

49. That the nomination committee consult with the chairman of the Board of Directors and the chief executive of the company, especially in relation to matters concerning executive directors.

And that any director be able to ask the nomination committee to consider potential candidates that he or she considers suitable to fill a vacancy on the Board of Directors.

Complies X | Complies partially | Explain

50. That the remuneration committee exercise its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

a) **Proposing the basic conditions of employment for senior management to the Board of Directors.**

b) **Verifying compliance with the company's remuneration policy.**

c) **Periodically reviewing the remuneration policy applied to directors and senior managers, including share-based remuneration systems and their application, as well as ensuring that their individual remuneration is proportional to that received by the company's other directors and senior managers.**

d) **Making sure that potential conflicts of interest do not undermine the independence of external advice given to the committee.**

e) **Verifying the information on remuneration of directors and senior managers contained in the various corporate documents, including the annual report on director remuneration.**

Complies X | Complies partially | Explain

51. That the remuneration committee should consult with the chairman and the chief executive of the company, especially on matters relating to executive directors and senior management.

Complies X | Complies partially | Explain

52. That the rules regarding the composition and workings of the supervision and control committees should appear in the regulations of the Board of Directors and that they should be consistent with those applying to legally mandatory committees in accordance with the foregoing recommendations, including:

a) **That they be composed exclusively of non-executive directors, with a majority of independent directors.**

b) **That their chairpersons be independent directors.**

c) **That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and require them to render account of their activities and of the work performed in the first plenary session of the Board of Directors held after each committee meeting.**

d) **That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.**

e) **That their meetings be recorded and their minutes be made available to all directors.**

Complies X | Complies Partially | Explain | Not Applicable

53. That verification of compliance with the company's policies and rules on environmental, social and corporate governance matters, and with the internal codes of conduct be assigned to one or divided among more than one committee of the Board of Directors, which may be the audit committee, the nomination committee, a specialised committee on sustainability or corporate social responsibility or such other specialised committee as the Board of Directors, in the exercise of its powers of self-organisation, may have decided to create. And that such committee be composed exclusively of non-executive directors, with a majority of these being independent directors, and that the minimum functions indicated in the next recommendation be specifically assigned to it.

Complies X | Complies Partially | Explain

54. The minimum functions referred to in the foregoing recommendation are the following:

a) **Monitoring of compliance with the company's internal codes of conduct and corporate governance rules, also ensuring that the corporate culture is aligned with its purpose and values.**

b) **Monitoring the application of the general policy on communication of economic and financial information, non-financial and corporate information and communication with shareholders and investors, proxy advisors and other stakeholders. The manner in which the entity communicates and handles relations with small and medium-sized shareholders must also be monitored.**

c) **The periodic evaluation and review of the company's corporate governance system, and environmental and social policy, with a view to ensuring that they fulfil their purposes of promoting the interests of society and take account, as appropriate, of the legitimate interests of other stakeholders.**

d) **Supervision of the company's environmental and social practices to ensure that they are in alignment with the established strategy and policy.**

e) **Supervision and evaluation of the way in which relations with the various stakeholders are handled.**

Complies X | Complies Partially | Explain

55. That environmental and social sustainability policies identify and include at least the following:

a) **The principles, commitments, objectives and strategy relating to shareholders, employees, clients, suppliers, social issues, the environment, diversity, tax responsibility, respect for human rights, and the prevention of corruption and other unlawful conduct.**

b) **Means or systems for monitoring compliance with these policies, their associated risks, and management.**

c) **Mechanisms for supervising non-financial risk, including that relating to ethical aspects and aspects of business conduct.**

d) **Channels of communication, participation and dialogue with stakeholders.**

e) **Responsible communication practices that impede the manipulation of data and protect integrity and honour.**

Complies X | Complies partially | Explain

56. That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgement of non-executive directors.

Complies X | Explain

57. That only executive directors should receive variable remuneration linked to corporate results and personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments referenced to the share price and long-term savings plans such as pension plans, retirement schemes or other provident schemes.

Consideration may be given to delivering shares to non-executive directors as remuneration providing this is conditional upon their holding them until they cease to be directors. The foregoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition.

Complies X | Complies partially | Explain

58. That, as regards variable remuneration, remuneration policies should incorporate the necessary limits and technical safeguards to ensure that such remuneration is in line with the professional performance of its beneficiaries and not based solely on general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk incurred to achieve a given result.

b) Promote the sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with the company's rules and internal operating procedures and with its risk management and control policies.

c) Are based on balancing the attainment of short-, medium- and long-term objectives, so as to allow remuneration of continuous performance over a period long enough to be able to assess its contribution to the sustainable creation of value, such that the elements used to measure performance are not associated only with one-off, occasional or extraordinary events.

Complies | Complies Partially | Explain | **Not Applicable X**

59. That the payment of variable remuneration components be subject to sufficient verification that previously established performance or other conditions have effectively been met. Entities must include in their annual report on director remuneration the criteria for the time required and methods used for this verification depending on the nature and characteristics of each variable component.

That, additionally, companies consider the inclusion of a reduction ('malus') clause for the deferral of the payment of a portion of variable remuneration components that would imply their total or partial loss if an event were to occur prior to the payment date that would make this advisable.

Complies | Complies Partially | Explain | **Not Applicable X**

60. That remuneration related to company results should take into account any reservations that might appear in the external auditor's report and that would diminish said results.

Complies | Complies Partially | Explain | **Not Applicable X**

61. That a material portion of executive directors' variable remuneration be linked to the delivery of shares or financial instruments referenced to the share price.

Complies | Complies Partially | Explain | **Not Applicable X**

62. That once shares or options or financial instruments have been allocated under remuneration schemes, executive directors be prohibited from transferring ownership or exercising options or rights until a term of at least three years has elapsed.

An exception is made in cases where the director has, at the time of the transfer or exercise of options or rights, a net economic exposure to changes in the share price for a market value equivalent to at least twice the amount of his or her fixed annual remuneration through the ownership of shares, options or other financial instruments.

The forgoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition or, following a favourable assessment by the nomination and remuneration committee, to deal with such extraordinary situations as may arise and so require.

Complies | Complies Partially | Explain | **Not Applicable X**

63. That contractual arrangements should include a clause allowing the company to demand reimbursement of the variable remuneration components in the event that payment was not in accordance with the performance conditions or when payment was made based on data subsequently shown to have been inaccurate.

Complies | Complies Partially | Explain | **Not Applicable X**

64. That payments for contract termination should not exceed an amount equivalent to two years of total annual remuneration and should not be paid until the company has been able to verify that the director has fulfilled all previously established criteria or conditions for payment.

For the purposes of this recommendation, payments for contractual termination will be considered to include any payments the accrual of which or the obligation to pay which arises as a consequence of or on the occasion of the termination of the contractual relationship between the director and the company, including amounts not previously vested of long-term savings schemes and amounts paid by virtue of post-contractual non-competition agreements.

Complies X | Complies Partially | Explanation | Not Applicable

H FURTHER INFORMATION OF INTEREST

1. If there is any significant aspect regarding corporate governance in the company or other companies in the group that has not been included in other sections of this report, but which it is necessary to include in order to provide a more comprehensive and reasoned picture of the structure and governance practices in the company or its group, describe them briefly below.

2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not repetitive.

Specifically, indicate whether the company is subject to any corporate governance legislation other than that of Spain and, if so, include any information required under this legislation that differs from the data required in this report.

3. The company may also indicate whether it has voluntarily subscribed to other ethical or best practice codes, whether international, sector-based, or other. In such case, name the code in question and the date on which the company subscribed to it. Specific mention must be made as to whether the company adheres to the Code of Good Tax Practices of 20 July 2010.

Note 1.- Section C.1.14

With effect from January 1, 2025, Mr. Petr Adamec assumed the position of Chief Marketing Officer, replacing Mr. Santiago Gallo Pérez.

Note 2.- Section G, recommendations 10, 19, 20, 23 and 28

Recommendations 10, 19, 20, 23 and 28 of section G have been marked as “not applicable” since none of the events contemplated in these recommendations occurred during financial year 2024.

Note 3.

Since the Company's shares are listed in both Spain and Poland, AmRest periodically reports on its degree of compliance with the Code of Best Practices for Warsaw Stock Exchange Listed Companies, drawn up by the Warsaw Stock Exchange Council.

This Annual Corporate Governance Report was approved by the Board of Directors of the company at the meeting held on 26 February, 2025.

State whether any directors voted against or abstained from voting on this report.

Yes | **No X**

Annual Report on Directors' Remuneration

for the year ended 31 December 2024

Data identify issuer	
Ending date of reference financial year	31/12/2024
Tax Identification Code [C.I.F]	A88063979
Registered name	AmRest Holdings SE
Registered office	Paseo de la Castellana 163, 10° floor, 28046 Madrid, Spain

AmRest

AmRest Holdings SE

Annual Report on Directors' Remuneration
for the year ended 31 December 2024

Contents

A. REMUNERATION POLICY OF THE COMPANY FOR THE CURRENT FINANCIAL YEAR

A.1.1 Explain the current director remuneration policy applicable to the year in progress, To the extent that it is relevant, certain information may be included in relation to the remuneration policy approved by the General Shareholders' Meeting, provided that these references are clear, specific and concrete.

Such specific determinations for the current year as the board may have made in accordance with the contracts signed with the executive directors and with the remuneration policy approved by the General Shareholders' Meeting must be described, as regards directors' remuneration both in their capacity as such and for executive functions carried out.

In any case, the following aspects must be reported, as a minimum:

a) Description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and its terms and conditions.
b) Indicate and, where applicable, explain whether comparable companies have been taken into account in order to establish the company's remuneration policy.
c) Information on whether any external advisors took part in this process and, if so, their identity.
d) Procedures set forth in the current remuneration policy for directors in order to apply temporary exceptions to the policy, conditions under which those exceptions can be used and components that may be subject to exceptions according to the policy.

The Board of Directors of AmRest Holdings, SE (the "Company"), at the proposal of the Appointments, Remuneration and Corporate Governance Board Committee, drew up the "Remuneration Policy for Directors 2022-2025" (the "Policy" or the "Remuneration Policy") approved by the General Shareholders' Meeting on May 12, 2022. This Remuneration Policy came into effect on the date of the mentioned General Shareholders' Meeting (May 12, 2022) and will remain in effect until December 31, 2025.

The main purpose of the AmRest Remuneration Policy is to contribute to the development of the values, mission and vision of the AmRest Group, so that the remuneration corresponding to the members of the Company's governing body is appropriate to the achievement of the objectives and duties that concern the directors. The Remuneration Policy contributes to the Company's business strategy, interests and long-term sustainability, with the objective of creating shareholder value in a sustainable way over time, incorporating the necessary precautions to avoid excessive risk-taking and the rewarding of unfavourable results.

In this context, the basic principles that inspire the Remuneration Policy to achieve this contribution to the Company's strategy, interests and long-term sustainability are as follows:

- Assess the dedication, qualification and responsibility required for the office, seeking moderation and in any case relating to the remuneration that is paid in the market in comparable companies, so that they align with best market practices.

- The remuneration of external directors, and in particular independent directors, will be as necessary to correspond to the effective dedication, qualification and responsibility required by the office, but not so high as to compromise their independence in judgement.

- Maintain a balance between the interests of the directors and shareholders and, in particular, align the policy with the Company's values, the maximization of the company dividend and profitability for shareholders.

- Ensure that the remuneration system promotes the achievement of the strategic objectives established by the Company and its Group.

- Ensure commitment to the principle of full transparency of the Remuneration Policy by providing timely, sufficient and clear information in line with applicable regulations and corporate governance recommendations, as recognized in international markets for the remuneration of directors.

Likewise, in the preparation of the Remuneration Policy and in determining the remuneration scheme and the other terms and conditions of directors' remuneration, the Board of Directors has paid special attention to the remuneration and employment terms of the Company's employees, to the extent that directors shall not be granted any remuneration concept that is not similar to that which other employees of the Company may have.

In this sense, the Remuneration Policy is aligned with that of the other employees and executives of the Company, with regard to the principles that inspire it, such as, among others:

(i) remuneration equity: ensuring non-discrimination on grounds of gender, age, culture, religion or race in the application of remuneration practices and policies. In this regard, AmRest professionals, including employees, executives and directors, are paid in a manner consistent with the level of responsibility, leadership and performance within the organization, favouring the retention of key professionals and the attraction of the best talent;

(ii) proportionality and risk management: remuneration levels are appropriate to the importance of the Company, its current economic situation and market standards in comparable sectors and companies. In addition, provisions to mitigate inappropriate risk-taking are included; and

(iii) values: the Remuneration Policy is designed to attract and retain the best professionals and to motivate a high performance culture.

Furthermore, in preparing the Remuneration Policy, the Appointments, Remuneration and Corporate Governance Board Committee and the Board of Directors have taken into account the pay schemes of comparable companies, and no external advisors have participated in the preparation of the policy.

Moreover, regarding the procedures and company bodies involved in determining, approving and applying the remuneration policy:

General Shareholders' Meeting: it approves the Remuneration Policy at least every three years as a separate item on the agenda. Likewise, it approves the maximum amount of the annual remuneration for all the directors in their positions as such. The Annual Report on Directors' Remuneration, which provides details of the remuneration accrued during the year, is submitted every year to an advisory vote at the General Shareholders' Meeting.

Board of Directors: in accordance with the Regulations of the Board of Directors of the Company, the Board is responsible for determining the remuneration of directors for the performance of their duties, including those within the statutory framework, the Remuneration Policy of the directors, and the ceiling set by the General Shareholders' Meeting, as well as for setting up the remuneration package of the executive directors for the performance of their executive duties, within the statutory framework and the Remuneration Policy, and approve the remaining terms and conditions of their contracts.

Appointment, Remuneration and Corporate Governance Board Committee: in accordance with the Regulations of the Board of Directors, this Committee is responsible for proposing to the Board the Remuneration Policy for directors, as well as the individual remuneration and other contractual conditions of the executive directors, ensuring also their observance. Likewise, the Appointment and Remuneration Board Committee is responsible for analysing and periodically reviewing the remuneration policy applied to the directors; checking the compliance with the remuneration policy established by the Company; and verifying the information on the remuneration for directors.

- **Structure of remuneration for directors in their capacity as such**

The Board members will receive, as such, statutory remuneration whose maximum annual amount for the entire Board of Directors is determined by the General Meeting and is updated according to the rates or magnitudes that the Meeting itself defines. The maximum remuneration of the directors in their capacity as such is set, as a whole, at EUR 1,500,000.

The Board of Directors is responsible for determining the distribution among its members of the agreed amount of remuneration. The distribution may be made on an individual basis, taking into account the duties and responsibilities assigned to each director, membership in Board committees, and any other objective circumstances deemed relevant by the Board of Directors.

In this context, the remuneration of directors may be made up of the following items:

- Annual fixed remuneration for participation in the Board of Directors

The maximum amount of the annual fixed remuneration for this item is 82,500 euros gross per director annually.

Any remuneration that a director may receive in cash or in kind from the Company or its Group as an employee will be deducted from this amount, with the understanding that this discount will not apply to what is received as executive director.

- Fixed annual remuneration for participation in the Board Committees

In addition to the remuneration provided in section above, Independent Directors will receive an additional annual remuneration of 27,500 euros gross for their membership in the Executive Board Committee or in any of the committees delegated by the Board (regardless of the number of Board committees of which the independent director is a member).

- Allowances

The directors, in their capacity as such, may receive allowances for attendance at each of the Board and Board committee meetings they actually attend. The annual amount of the allowance for attendance will depend on the number of meetings actually held and the number of directors attending these meetings.

Currently, the directors do not receive, and are not expected to receive, allowances for attending the meetings of the Board of Directors and the Board committees they attend.

- Coverage of risk and liability benefits

The Company may pay the amount of the premiums corresponding to the insurance policies contracted by the Company with different insurers to cover the death and disability benefits of directors due to accident or natural causes, as well as contracting a liability insurance for all its directors under the usual market conditions and proportionate to the circumstances of the Company itself.

- Expenses associated with Board and Board Committee meetings

Expenses associated with travel and stays for attendance at Board and Board Committee meetings will be covered directly by the Company and/or reimbursed to the directors, provided that these expenses have been previously notified to the Company and accepted by it and are duly justified.

Other than the remuneration indicated in the preceding sections and without prejudice to the provisions of the following section for executive directors, directors will not be entitled to receive any other remuneration from the Company or its Group, regardless of its concept.

- **Structure of the remuneration for executive directors for the performance of executive duties**

In addition to what they may receive as directors in their capacity as such, executive directors may receive, for the performance of the executive duties delegated or entrusted to them by the Board, remuneration as determined by the Board itself.

The basic principles governing the remuneration of executive directors are as follows:

- Ensure that remuneration, in terms of its overall structure and size, complies with market best practices and is competitive in relation to comparable companies.

- Establish objective criteria for the calculation of the individual remuneration of each executive director, taking into account individual performance and the achievement of the Company's business objectives.

- Maintain commitment to the values pursued by the Company and the Group, including corporate and personal ethics, meritocracy and conciliation, so as to retain the best talent.

The remunerative items that make up the remuneration of the executive directors, as well as the basic terms for the performance of his duties, must be included in a contract signed with these directors. This contract must be approved in advance by the Board with the favourable vote of two-thirds of its members, at which time, the director in question must abstain from voting and deliberation.

Remuneration of executive directors may consist of fixed salaries; compensation for termination of the director office for reasons other than failure to perform his duties; pensions; insurance; social security systems and retirement plans; or other remuneration in kind.

- Fixed remuneration

Fixed remuneration for executive directors will vary according to the responsibility assumed and the characteristics of the duties performed by the director, which will be reviewed annually by the Board of Directors at the proposal of the Appointment, Remuneration and Corporate Governance Board Committee.

Fixed remuneration for executive directors may not exceed EUR 500,000 per year. This figure may be increased during the Policy's period of validity, in accordance with the AmRest Group general salary update rules, which may not exceed 10% per year.

- Variable remuneration

Executive directors of the Company will not receive variable remuneration, nor will they form part of remuneration plans through shares or linked to the share price of the Company.

- Remuneration for the performance of the office of director or other duties in other companies of the Group

Executive directors may receive additional remuneration for the provision of services to other companies of the Group, although the overall amount of remuneration to be received may not exceed the maximum limits set out in this policy.

- Health-care benefits and other remuneration in kind

The remuneration system for executive directors may be complemented by health and life insurance contracted by the Company, in line with the practice followed in the market by comparable companies. Also, executive directors may be paid with other remuneration in kind, such as rental of vehicles, garage spaces, housing, travel expenses, travel allowances, coverage of transfer expenses, including transfer to a location abroad, and other social benefits generally applicable to the executives of the Company. This will be decided by the Board of Directors at the proposal of the Appointment, Remuneration and Corporate Governance Board Committee.

The relative proportion of health-care benefits and other remuneration to fixed remuneration, will be 20%, unless the executive director receives no fixed remuneration for the performance of executive duties, in which case, the limit on the value of the health-care benefits and other remuneration will be the same as provided for the fixed remuneration.

It should be noted that, of all the above concepts, the only executive director of the Company, the Executive Chairman, receives, in addition to the fixed annual remuneration for his participation in the Board of Directors (82,500 euros gross per year), an annual remuneration package amounting, in 2024, to 138,342 euros gross.

This remuneration package is updated annually at the amount resulting from applying the accumulated inflation of the previous year.

Likewise, the Executive Chairman has (since August 1, 2023 and October 1, 2023, respectively), as an assistance benefit and in accordance with the provisions of the Company's Bylaws and the current Directors' Remuneration Policy, a life insurance and a general health insurance, the premiums of which are paid by the Company and are considered part of his remuneration.

Finally, the Remuneration Policy does not set forth any procedures in order to apply temporary exceptions or any component that may be subject to exception.

A.1.2 Relative importance of variable remuneration items vis-à-vis fixed remuneration (remuneration mix) and the criteria and objectives taken into consideration in their determination and to ensure an appropriate balance between the fixed and variable components of the remuneration, In particular, indicate the actions taken by the company in relation to the remuneration system to reduce exposure to excessive risks and to align it with the long-term objectives, values and interests of the company, which will include, as the case may be, mention of the measures taken to ensure that the long-term results of the company are taken into account in the remuneration policy, the measures adopted in relation to those categories of personnel whose professional activities have a material impact on the risk profile of the company and measures in place to avoid conflicts of interest.

Furthermore, indicate whether the company has established any period for the accrual or vesting of certain variable remuneration items, in cash, shares or other financial instruments, any deferral period in the payment of amounts or delivery of accrued and vested financial instruments, or whether any clause has been agreed reducing the deferred remuneration not yet vested or obliging the director to return remuneration received, when such remuneration has been based on figures that have since been clearly shown to be inaccurate.

The current Remuneration Policy for directors of AmRest Holdings, SE does not provide for variable remuneration items, neither in the remuneration for directors in their capacity as such, nor in that of executive directors for the performance of executive duties.

A.1.3 Amount and nature of fixed components that are due to be accrued during the year by directors in their capacity as such.

The following fixed components are expected to accrue to the directors in their capacity as such during the financial year 2025:

- Annual fixed remuneration for participation in the Board of Directors: The maximum amount of the annual fixed remuneration for this item is 82,500 euros gross per director annually.

- Annual fixed remuneration for participation in the Board committees: Independent directors will receive an additional annual remuneration of 27,500 euros gross for their membership in the Executive Board Committee or in any of the committees of the Board of Directors (regardless of the number of Board committees of which the independent director is a member).

Directors are not expected to receive allowances for attending meetings of the Board of Directors and the Board committees they attend.

A.1.4 Amount and nature of fixed components that are due to be accrued during the year for the performance of senior management functions of executive directors.

During the financial year 2025, no fixed components are expected to accrue for the performance of senior management functions by the executive directors, other than the compensation package entitled to the only executive director of the Company, the Executive Chairman, which will be updated to apply the accumulated inflation from January 1 to December 31, 2024.

A.1.5 Amount and nature of any component of remuneration in kind that will accrue during the year, including, but not limited to, insurance premiums paid in favour of the director.

During the financial year 2025, the Executive Chairman will receive, as an assistance benefit, a life insurance and a general health insurance contracted by AmRest, and the amount to be paid as a premium for the aforementioned insurances is expected to be, approximately, 1,114 euros per year and 538 euros per year, respectively, subject to any updates that may be made by the insurance company.

Besides this, no remuneration in kind is expected to accrue in favour of the Company's directors during the financial year 2025.

This regardless of the civil liability policy (D&O) that the Company has contracted for directors and executives, with the usual conditions for this type of insurance.

A.1.6 Amount and nature of variable components, differentiating between those established in the short and long terms, Financial and non-financial, including social, environmental and climate change parameters selected to determine variable remuneration for the current year, explaining the extent to which these parameters are related to performance, both of the director and of the company, and to its risk profile, and the methodology, necessary period and techniques envisaged to be able to determine the effective degree of compliance, at the end of the year, with the parameters used in the design of the variable remuneration, explaining the criteria and factors applied in regard to the time required and methods of verifying that the performance or any other conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.

Indicate the range, in monetary terms, of the different variable components according to the degree of fulfilment of the objectives and parameters established, and whether any maximum monetary amounts exist in absolute terms.

As indicated above, the current Remuneration Policy for Directors of AmRest Holdings, SE does not provide for variable remuneration items, neither in the remuneration for directors in their capacity as such, nor in that of executive directors for the performance of executive duties.

A.1.7 Main characteristics of long-term savings schemes, Among other information, indicate the contingencies covered by the scheme, whether it is a defined contribution or a defined benefit scheme, the annual contribution that has to be made to defined contribution schemes, the benefits to which directors are entitled in the case of defined benefit schemes, the vesting conditions of the economic rights of directors and their compatibility with any other type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director.

Indicate whether the accrual or vesting of any of the long-term savings plans is linked to the attainment of certain objectives or parameters relating to the director's short- or long-term performance.

The Company's directors do not participate in long-term savings schemes.

A.1.8 Any type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director, whether at the company's or the director's initiative, as well as any type of agreement reached, such as exclusivity, post-contractual non-competition, minimum contract term or loyalty, that entitles the director to any kind of remuneration.

There is no provision for any type of payment or indemnification to directors in these cases.

A.1.9 Indicate the conditions that the contracts of executive directors performing senior management functions should contain, Among other things, information must be provided on the duration, limits on amounts of indemnification, minimum contract term clauses, notice periods and payment in lieu of these notice periods, and any other clauses relating to signing bonuses, as well as compensation or golden parachute clauses for early termination of the contractual relationship between the company and the executive director, Include, among others, the pacts or agreement on non-competition, exclusivity, minimum contract terms and loyalty, and post-contractual non-competition, unless these have been explained in the previous section.

The contract of the Executive Chairman is for an indefinite duration, it does not provide indemnification or permanence clause.

The contract does not establish a specific notice period for its termination, which may take place through unilateral resolution by either party, mutual agreement or by decision of either party in the event of non-compliance by the other, leaving safe, in this case, the claim that for damages may correspond to the other party.

Likewise, the contract does not foresee clauses relating to hiring bonuses, indemnities or shields for early resolution or termination of the contractual relationship between the company and the executive director, nor pacts or agreements of non-competition, exclusivity, permanence or loyalty and post-contractual non-competition.

Finally, the contract provides a standard confidentiality clause.

A.1.10 The nature and estimated amount of any other supplementary remuneration that will be accrued by directors in the current year in consideration for services rendered other than those inherent in their position.

As of the date of this report, no supplementary remuneration is foreseen to the directors as consideration for services rendered other than those intrinsic to the role.

A.1.11 Other items of remuneration such as any deriving from the company's granting the director advances, loans or guarantees or any other remuneration.

As of the date of this report, no advance payments, loans or guarantees are expected to be granted by the Company to the directors.

A.1.12 The nature and estimated amount of any other planned supplementary remuneration to be accrued by directors in the current year that is not included in the foregoing sections, whether paid by the company or by another group company.

As of the date of this report, no supplementary remuneration not included in the foregoing sections is foreseen to be paid by the Company or by another Group company to the directors.

A.2 Explain any significant change in the remuneration policy applicable in the current year resulting from:

a) A new policy or an amendment to a policy already approved by the General Meeting.
b) Significant changes in the specific determinations established by the board for the current year regarding the remuneration policy in force with respect to those applied in the previous year.
c) Proposals that the Board of Directors has agreed to submit to the general shareholders' meeting to which this annual report will be submitted and for which it is proposed that they be applicable to the current year.

As already indicated, the Board of Directors, at the proposal of the Appointments, Remuneration and Corporate Governance Board Committee, submitted the current Remuneration Policy for approval at the 2022 General Shareholders' Meeting, which came into force on the date of the General Shareholders' Meeting (May 12, 2022) and will remain in force until December 31, 2025, unless the General Shareholders' Meeting decides to amend or replace it during this period.

During financial year 2025, no relevant changes to the current Remuneration Policy are foreseen.

Furthermore, and as provided for in Article 529 novodecies of the Spanish Capital Companies Act, as amended by Law 5/2021 of April 12, once the last financial year established for its application has arrived, and before the end of that financial year, a new Remuneration Policy must be submitted to the General Shareholders' Meeting for consideration.

In view of the above, the Board of Directors, at the proposal of the Appointments, Remuneration and Corporate Governance Board Committee, intends to submit for the approval of the Company's General Shareholders' Meeting to be held in 2025 a new Directors' Remuneration Policy which, if approved, would enter into force on January 1, 2026 and remain in force until December 31, 2028, notwithstanding any adaptations or updates that may be made by the Board of Directors in accordance with the provisions of the policy, and any amendments that may be approved by the Company's General Shareholders' Meeting from time to time.

A.3 Identify the direct link to the document containing the company's current remuneration policy, which must be available on the company's website.

The current Remuneration Policy for directors is available on the Company's website at https://www.amrest.eu/en/investors/corporate-governance/board-directors-regulations-and-reports

A.4 Explain, taking into account the data provided in Section B,4, how account has been taken of the voting of shareholders at the General Shareholders' Meeting to which the annual report on remuneration for the previous year was submitted on a consultative basis.

The annual report on directors' remuneration for the 2023 financial year was submitted to the consultative vote of the General Shareholders' Meeting held on May 9, 2024, being approved by the 99.99% of the votes issued, with 0.01% of votes against and 0.00% of abstentions.

This result reflects the total support the annual report on directors' remuneration received from the Company's shareholders, for which reason it has been considered appropriate to prepare the report for the 2024 financial year in similar terms.

B. OVERALL SUMMARY OF HOW REMUNERATION POLICY WAS APPLIED DURING THE YEAR LAST ENDED

B.1.1 Explain the process followed to apply the remuneration policy and determine the individual remuneration contained in Section C of this report. This information will include the role played by the remuneration committee, the decisions taken by the Board of Directors and the identity and role of any external advisors whose services may have been used in the process of applying the remuneration policy in the year last ended.

The remuneration accrued and paid to the Company's directors in 2024 has followed the terms of the Remuneration Policy approved by the General Shareholders' Meeting held on May 12, 2022, without any deviation from the procedure for the application of this Policy, nor has any temporary exception been applied thereto.

In this regard, the remuneration accrued and paid in 2024 to the directors (both to the directors in their capacity as such and to the Executive Chairman) has been composed of the elements and remuneration items described above in relation to the current Remuneration Policy.

Regarding the process followed for the application of the Remuneration Policy during the financial year 2024, the following should be noted:

- The General Shareholders' Meeting held on May 12, 2022 agreed to set the maximum annual amount of remuneration for all of the Company's directors in their capacity as such at 1,500,000 euros.

- In turn, the General Shareholders' Meeting delegated to the Company's Board of Directors the distribution among its members of the agreed amount, taking into account the functions and responsibilities attributed to each director, their membership of the Board's committees, and any other objective circumstances deemed relevant.

- Furthermore, the Appointments, Remuneration and Corporate Governance Board Committee's role in applying the Remuneration Policy during the 2024 financial year has been based on, among other functions:

(i) to analyse and periodically review the remuneration policy of the Company's directors, as well as the individual remuneration of the Executive Chairman and other conditions of his contract, ensuring their observance.

(ii) to analyse, pose and periodically review the remuneration policy applied to executives, including the remuneration packages with shares and their application, and ensure that it is proportionate to that paid to the personnel of the Company.

(iii) to ensure compliance with the remuneration policy established by the Company.

(iv) to assist the Board of Directors in reviewing the remuneration policy and submit to the Board any other remuneration reports foreseen in internal regulation, verifying the information about the directors and senior executives' remuneration established in different corporate documents, including the annual report on directors' remuneration.

- The services of external advisors have not been used in the process of applying the remuneration policy in the 2024 financial year.

B.1.2 Explain any deviation from the procedure established for the application of the remuneration policy that has occurred during the year.

During the financial year 2024 there has been no deviation from the procedure established for the application of the Remuneration Policy.

B.1.3 Indicate whether any temporary exception has been applied to the remuneration policy and, if so, explain the exceptional circumstances that have led to the application of these exceptions, the specific components of the remuneration policy affected and the reasons why the entity believes that these exceptions have been necessary to serve the long-term interests and sustainability of the society as a whole or ensure its viability, Similarly, quantify the impact that the application of these exceptions has had on the remuneration of each director over the year.

During the financial year 2024 no temporary exception has been applied to the Remuneration Policy.

B.2 Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing exposure to excessive risks, aligning it with the long-term objectives, values and interests of the company, including a reference to the measures adopted to ensure that the long-term results of the company have been taken into consideration in the remuneration accrued, Ensure that an appropriate balance has been attained between the fixed and variable components of the remuneration, the measures adopted in relation to those categories of personnel whose professional activities have a material effect on the company's risk profile and the measures in place to avoid any possible conflicts of interest.

The main purpose of the AmRest Remuneration Policy for Directors is to contribute to the development of the values, mission and vision of the AmRest Group, so that the remuneration corresponding to the members of the Company's governing body is appropriate to the achievement of the objectives and duties that concern the directors. The Remuneration Policy contributes to the Company's business strategy, interests and long-term sustainability, with the objective of creating shareholder value in a sustainable way over time, incorporating the necessary precautions to avoid excessive risk-taking and the rewarding of unfavourable results.

In this context, the basic principles that inspire the Remuneration Policy to achieve this contribution to the Company's strategy, interests and long-term sustainability are as follows:

- Assess the dedication, qualification and responsibility required for the office, seeking moderation and in any case relating to the remuneration that is paid in the market in comparable companies, so that they align with best market practices.

- The remuneration of external directors, and in particular independent directors, will be as necessary to correspond to the effective dedication, qualification and responsibility required by the office, but not so high as to compromise their independence in judgement.

- Maintain a balance between the interests of the directors and shareholders and, in particular, align the policy with the Company's values, the maximization of the company dividend and profitability for shareholders.

- Ensure that the remuneration system promotes the achievement of the strategic objectives established by the Company and its Group.

- Ensure commitment to the principle of full transparency of the Company's Remuneration Policy by providing timely, sufficient and clear information in line with applicable regulations and corporate governance recommendations, as recognized in international markets for the remuneration of directors.

Likewise, in the preparation of the Remuneration Policy and in determining the remuneration scheme and the other terms and conditions of the directors' remuneration, the Board of Directors has paid special attention to the remuneration and employment terms of the Company's employees, to the extent that directors shall not be granted any remuneration concept that is not similar to that which other employees of the Company may have.

In this sense, the Remuneration Policy is aligned with that of the other employees and executives of the Company with regard to the principles that inspire it, such as, among others:

(i) remuneration equity: ensuring non-discrimination on grounds of gender, age, culture, religion or race in the application of remuneration practices and policies. In this regard, AmRest professionals, including employees, executives and directors, are paid in a manner consistent with the level of responsibility, leadership and performance within the organization, favouring the retention of key professionals and the attraction of the best talent,

(ii) proportionality and risk management: remuneration levels are appropriate to the importance of the Company, its current economic situation and market standards in comparable sectors and companies. In addition, provisions to mitigate inappropriate risk-taking are included; and

(iii) values: the Remuneration Policy is designed to attract and retain the best professionals and to motivate a high performance culture.

Within the framework of this Remuneration Policy, the measures or actions taken by the Company in relation to the remuneration system in a bid to reduce exposure to excessive risks and align the system to the long-term objectives, values and interests of the Company are summarised as follows:

(i) No variable remuneration items are provided for, neither in the remuneration for directors in their capacity as such, nor in that of executive directors for the performance of executive duties.

The Executive Chairman will not receive variable remuneration, nor will he form part of remuneration plans through shares or linked to the share price of the Company. His remuneration can only be of fixed nature, it may vary based on the specific responsibilities and nature of the duties performed. In any event, said fixed remuneration must remain in line with the market remuneration paid by peer companies.

(ii) To balance the directors and shareholders' interests and, in particular, alignment with the values of the Company, its commitment to maximise its shareholder dividend and returns.

(iii) To align the policy to economic conditions and the international landscape.

B.3 Explain how the remuneration accrued and consolidated over the financial year complies with the provisions of the current remuneration policy and, in particular, how it contributes to the company's long-term and sustainable performance.

Furthermore, report on the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, if applicable, how variations in the company's performance have influenced changes in directors' remuneration, including any accrued remuneration payment of which has been deferred, and how such remuneration contributes to the short- and long-term results of the company.

The remuneration accrued in the financial year 2024 fulfils the terms of the current AmRest Directors' Remuneration Policy insofar as the amounts accrued fall within the maximum annual amount approved by the General Shareholders' Meeting and correspond to the allocation agreed by the Board of Directors. In addition, the principles and criteria set out in the Policy have been followed, among others, that the remuneration of the directors in their capacity as such consists only of a fixed amount and, in the case of the remuneration of the Executive Chairman, of a compensation package (together with the receipt of life insurance and general health insurance as an assistance benefit).

Directors' remuneration is austere and balanced, reflecting the Company's corporate and personal ethics, thus contributing to its sustainability and results.

B.4 Report on the result of the consultative vote at the General Shareholders' Meeting on remuneration in the previous year, indicating the number of votes in favour, votes against, abstentions and blank ballots:

	Number	% of total
Votes cast	162,498,510	74.01

	Number	% of total cast
Votes against	10,510	0.01
Votes in favour	162,488,000	99.99
Blank ballots	0	0
Abstentions	0	0

B.5 Explain how the fixed components accrued and vested during the year by the directors in their capacity as such were determined, their relative proportion with regard to each director and how they changed with respect to the previous year:

During the financial year 2024 the following fixed components have been accrued for the directors in their condition as such:

- Annual fixed remuneration for participation in the Board of Directors:

  The amount of annual fixed remuneration for this item was 82,500 euros gross per director annually.

- Annual fixed remuneration for participation in the Board committees:

  Independent directors received an additional annual remuneration of 27,500 euros gross for their membership in the Executive Board Committee or in any of the committees of the Board of Directors (regardless of the number of Board committees of which the independent director is a member).

These amounts are those established in the current Directors' Remuneration Policy approved by the General Shareholders' Meeting of May 12, 2022.

Furthermore, the amount accrued for these same fixed components during financial year 2023 was the same as that indicated for financial year 2024.

B.6 Explain how the salaries accrued and vested by each of the executive directors over the past financial year for the performance of management duties were determined, and how they changed with respect to the previous year.

During the financial year 2024, no salaries were accrued by the Executive Chairman of the Company for the performance of management duties.

In financial year 2024, the Executive Chairman accrued an amount of 138,342 euros gross per year as a compensation package. In financial year 2023, this amount was 135,085 euros gross per year.

The difference in the amount of the compensation package corresponding to financial year 2024 with respect to that corresponding to financial year 2023 is due solely to the adjustment resulting from applying the accumulated inflation from January 1, 2023 to December 31, 2023 (adjustment that was applied with effect from March 1, 2024), as a result of which the Executive Chairman received 138,342 euros gross per year in financial year 2024 compared to the 135,085 euros gross per year received in financial year 2023.

B.7 Explain the nature and the main characteristics of the variable components of the remuneration systems accrued and vested in the year last ended.

In particular:

a) Identify each of the remuneration plans that determined the different types of variable remuneration accrued by each of the directors in the year last ended, including information on their scope, date of approval, date of implementation, any vesting conditions that apply, periods of accrual and validity, criteria used to evaluate performance and how this affected the establishment of the variable amount accrued, as well as the measurement criteria used and the time needed to be able to adequately measure all the conditions and criteria stipulated, explaining the criteria and factors applied in regard to the time required and the methods of verifying that the performance or any other kind of conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.

b) In the case of share options and other financial instruments, the general characteristics of each plan must include information on the conditions both for acquiring unconditional ownership (vesting) of these options or financial instruments and for exercising them, including the exercise price and period.

c) Each director that is a beneficiary of remunerations systems or plans that include variable remuneration, and his or her category (executive director, external proprietary director, external independent director or other external director).

d) Information is to be provided on any periods for accrual, vesting or deferment of payment of vested amounts applied and/or the periods for retention/unavailability of shares or other financial instruments, if any.

Explain the short-term variable components of the remuneration systems
During the financial year 2024 no short-term variable components have been accrued for any of the directors.

Explain the long-term variable components of the remuneration systems
During the financial year 2024 no long-term variable components have been accrued for any of the directors.

B.8 Indicate whether certain variable components have been reduced or clawed back when, in the former case, payment of non-vested amounts has been deferred or, in the latter case, they have vested and been paid, on the basis of data that have subsequently been clearly shown to be inaccurate, Describe the amounts reduced or clawed back through the application of the "malus" (reduction) or clawback clauses, why they were implemented and the years to which they refer.

Not applicable. The current Remuneration Policy for Directors of AmRest Holdings, SE does not provide for variable components, neither in the remuneration for directors in their capacity as such, nor in that of executive directors for the performance of executive duties.

B.9 Explain the main characteristics of the long-term savings schemes where the amount or equivalent annual cost appears in the tables in Section C, including retirement and any other survivor benefit, whether financed in whole or in part by the company or through internal or external contributions, indicating the type of plan, whether it is a defined contribution or defined benefit plan, the contingencies covered, the conditions on which the economic rights vest in favour of the directors and their compatibility with any type of indemnification for early termination or cessation of the contractual relationship between the company and the director.

Not applicable. The current Remuneration Policy for Directors of AmRest Holdings, SE does not provide for the participation of directors in long-term savings schemes.

B.10 Explain, where applicable, the indemnification or any other type of payment deriving from the early cessation, whether at the company's or the director's initiative, or from the termination of the contract in the terms provided therein, accrued and/or received by directors during the year last ended.

Not applicable.

B.11 Indicate whether there have been any significant changes in the contracts of persons exercising senior management functions, such as executive directors, and, if so, explain them, In addition, explain the main conditions of the new contracts signed with executive directors during the year, unless these have already been explained in Section A.1.

During the financial year 2024, there have been no significant changes in the contract of the Company's Executive Chairman.

B.12 Explain any supplementary remuneration accrued by directors in consideration of the provision of services other than those inherent in their position.

During the financial year 2024, no supplementary remuneration has been accrued by the directors as consideration for services rendered other than those inherent to their position.

B.13 Explain any remuneration deriving from advances, loans or guarantees granted, indicating the interest rate, their key characteristics and any amounts returned, as well as the obligations assumed on their behalf by way of guarantee.

No advances payments, loans or guarantees have been granted to any director during the financial year 2024.

B.14 Itemise the remuneration in kind accrued by the directors during the year, briefly explaining the nature of the various salary components.

During financial year 2024, the only remuneration in kind accrued by the directors was the receipt by the Executive Chairman, as an assistance benefit, of life insurance and general health insurance contracted by AmRest, with the amount paid by the Company as premiums for the aforementioned insurances amounting to 1,114 euros per year and 538 euros per year, respectively.

B.15 Explain the remuneration accrued by any director by virtue of payments made by the listed company to a third company in which the director provides services when these payments seek to remunerate the director's services to the company.

No payments of this type were made in 2024.

B.16 Explain and detail the amounts accrued in the year in relation to any other remuneration concept other than that set forth above, whatever its nature or the group entity that pays it, including all benefits in any form, such as when it is considered a related-party transaction or, especially, when it significantly affects the true image of the total remuneration accrued by the director, Explain the amount granted or pending payment, the nature of the consideration received and the reasons for those that would have been considered, if applicable, that do not constitute remuneration to the director or in consideration for the performance of their executive functions and whether or not has been considered appropriate to be included among the amounts accrued under the "Other concepts" heading in Section C.

During the financial year 2024, no amounts have been accrued in relation to any other remuneration concept other than that set forth above.

C. ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

Name	Type	Period of accrual in year 2024
Mr. José Parés Gutiérrez	Executive Chairman	From 01/01/2024 to 31/12/2024
Mr. Luis Miguel Álvarez Pérez	Proprietary Vice Chairman	From 01/01/2024 to 31/12/2024
Mr. Pablo Castilla Reparaz	Lead Independent Director	From 01/01/2024 to 31/12/2024
Ms. Romana Sadurska	Independent Director	From 01/01/2024 to 31/12/2024
Mr. Emilio Fullaondo Botella	Independent Director	From 01/01/2024 to 31/12/2024
Ms. Mónica Cueva Díaz	Independent Director	From 01/01/2024 to 31/12/2024
Ms. Begoña Orgambide García	Proprietary Director	From 01/01/2024 to 31/12/2024

C.1 Complete the following tables regarding the individual remuneration of each director (including remuneration received for performing executive duties) accrued during the year.

a) Remuneration from the reporting company:

i) Remuneration accruing in cash (thousands of euros)

Name	Fixed remuneration	Attendance fees	Remuneration for membership of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Indemnification	Other items	Total year 2024	Total year 2023
Mr. José Parés Gutiérrez	83							138	221	218
Mr. Luis Miguel Álvarez Pérez	83								83	83
Mr. Pablo Castilla Reparaz	83		27						110	110
Ms. Romana Sadurska	83		27						110	110
Mr. Emilio Fullaondo Botella	83		27						110	110
Ms. Mónica Cueva Díaz	83		27						110	110
Ms. Begoña Orgambide García	83								83	53

ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments

Name	Name of plan	Financial instruments at start of year 2024		Financial instruments granted during year 2024		Financial instruments vested during the year				Instruments matured but not exercised	Financial instruments at end of year 2024	
		Nº of instruments	Nº of equivalent shares	Nº of instruments	Nº of equivalent shares	Nº of instruments	No, of equivalent / vested shares	Price of vested shares	EBITDA from vested shares or financial instruments (thousands of euros)	Nº of instruments	Nº of instruments	Nº of equivalent shares
No data												

iii) Long-term savings schemes

Name	Remuneration from vesting of rights to savings schemes
No data	

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Savings schemes with vested economic rights		Savings schemes with non-vested economic rights	
	Year 2024	Year 2023	Year 2024	Year 2023	Year 2024	Year 2023	Year 2024	Year 2023
No data								

iv) Details of other items

Name	Concept	Amount of remuneration
Mr. José Parés Gutiérrez	Life Insurance Premium	1
Mr. José Parés Gutiérrez	Health Insurance Premium	1

b) Remuneration of directors of the listed company for seats on the boards of other subsidiary companies:

i) Remuneration accruing in cash (thousands of euros)

Name	Fixed remuneration	Attendance fees	Remuneration for membership of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Indemnification	Other items	Total year 2024	Total year 2023
No data										

ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments

Name	Name of plan	Financial instruments at start of year 2024		Financial instruments granted during year 2024		Financial instruments vested during the year				Instruments matured but not exercised	Financial instruments at end of year 2024	
		Nº of instruments	Nº of equivalent shares	Nº of instruments	Nº of equivalent shares	Nº of instruments	Nº of equivalent / vested shares	Price of vested shares	EBITDA from vested shares or financial instruments (thousands of euros)	Nº of instruments	Nº of instruments	Nº of equivalent shares
No data												

iii) Long-term savings schemes

Name	Remuneration from vesting of rights to savings schemes
No data	

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Savings schemes with vested economic rights		Savings schemes with non-vested economic rights	
	Year 2024	Year 2023	Year 2024	Year 2023	Year 2024	Year 2023	Year 2024	Year 2023
No data								

iv) Details of other items

Name	Concept	Amount of remuneration
No data		

c) Summary of remuneration (thousands of euros):

This summary must include the amounts corresponding to all the remuneration items included in this report that have accrued to each director, in thousands of euros.

	Remuneration accruing in the Company					Remuneration accruing in group companies					
Name	Total cash remuneration	EBITDA from vested shares or financial instruments	Remuneration by way of savings systems	Other items of remuneration	Total in year 2024 company	Total cash remuneration	Gross benefit of vested shares or financial instruments	Remuneration by way of savings systems	Other items of remuneration	Total in year 2024 group	Total in year 2024 company + group
Mr. José Parés Gutiérrez	221			2	223						223
Mr. Luis Miguel Álvarez Pérez	83				83						83
Mr. Pablo Castilla Reparaz	110				110						110
Ms Romana Sadurska	110				110						110
Mr. Emilio Fullaondo Botella	110				110						110
Ms. Mónica Cueva Díaz	110				110						110
Ms. Begoña Orgambide García	83				83						83
Total:	**827**			**2**	**829**						**829**

C.2 Indicate the evolution in the last five years of the amount and percentage variation of the remuneration accrued by each of the directors of the listed company who have held this position during the year, the consolidated results of the company and the average remuneration on an equivalent basis with regard to full-time employees of the company and its subsidiaries that are not directors of the listed company.

	Total amounts accrued and % annual variation								
	Year 2024	% variation 2024/2023	Year 2023	% variation 2023/2022	Year 2022	% variation 2022/2021	Year 2021	% variation 2021/2020	Year 2020
Executive directors									
Mr. José Parés Gutiérrez	223	1.36	220	10.00	200	2.56	195	413.16	38
External directors									
Mr. Luis Miguel Álvarez Pérez	83	0.00	83	3.75	80	6.67	75	97.37	38
Mr. Pablo Castilla Reparaz	110	0.00	110	3.77	106	6.00	100	100.00	50
Ms. Romana Sadurska	110	0.00	110	3.77	106	6.00	100	100.00	50
Mr. Emilio Fullaondo Botella	110	0.00	110	3.77	106	6.00	100	100.00	50
Ms. Mónica Cueva Díaz	110	0.00	110	3.77	106	6.00	100	100.00	50
Ms. Begoña Orgambide García	83	56.60	53		0		0		0
Consolidated results of the company	34,435	-29.77	49,031	77.97	27,550	-52.40	57,875	-71.27	201,462
Average employee remuneration	14	16.67	12	9.09	11	10.00	10	11.11	9

Observations
Ms. Mónica Cueva joined AmRest Board in July 2020 and Ms. Begoña Orgambide in May 2023. In 2020, due to the exceptional circumstances caused by the Covid-19 pandemic, the Board lowered its remuneration by 50%. In 2021 there was no increase in directors' remuneration but just the reinstatement of the ordinary remuneration, which had remained unchanged since 2017. Likewise, in 2023 the amount of the annual remuneration package of the Executive Chairman was updated to the amount resulting from applying the accumulated inflation from the date of his appointment as Executive Chairman until December 31, 2022, going from 120,000 euros gross per year to 135,085 euros gross per year; all within the framework of the provisions of the Company's Bylaws and the current Remuneration Policy. Regarding consolidated results, during the year 2023 the Group sold its business operations in Russia. Consolidated result of the Group for the year 2023, in amount of 49.0 million euros, represents the profit before taxes from continuing operations of the Group. Additionally, the Group recognized 11 million euros of profit before tax for discontinued operations in year 2023. Consolidated results of the Group for previous years were not restated.

D. OTHER INFORMATION OF INTEREST

If there are any significant issues relating to directors' remuneration that it has not been possible to include in the foregoing sections of this report, but which it is necessary to include in order to provide more comprehensive and reasoned information on the remuneration structure and practices of the company with regard to its directors, list them briefly.

Note to Section C "ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR".

This section includes the amounts accrued and received by the directors, in thousands of euros and without decimals.

With decimals and without rounding, the amounts are as follows: 83 (82.5); 27 (27.5); 110 (110.0); 53 (52.8); 138 (138.3); 221 (220.8); 223 (222.5), 827 (825.8) 829 (827.5). Life Insurance (1.1) and Health Insurance (0.5).

This annual remuneration report was approved

by the Board of Directors of the company in its meeting of February 26, 2025.

Indicate whether any director voted against or abstained from approving this report.

Yes _ **No _X_**

Signatures of the Board of Directors

José Parés Gutiérrez
Chairman of the Board

Luis Miguel Álvarez Pérez
Vice-Chairman of the Board

Begoña Orgambide García
Member of the Board

Romana Sadurska
Member of the Board

Pablo Castilla Reparaz
Member of the Board

Mónica Cueva Díaz
Member of the Board

Emilio Fullaondo Botella
Member of the Board

Madrid, 26 February 2025

Statement of responsibility of AMREST HOLDINGS, SE

The members of the Board of Directors of AMREST HOLDINGS, SE ("AmRest" or the "Company") on its meeting held on 26 February 2025, and according to article 99 of Law 6/2023, of 17 March, on Securities Markets and Investment Services as well as to article 8,1, b) of Royal Decree 1362/2007, of 19 October, declare that, as far as they are aware, the individual Financial Statements of the Company, as well as the consolidated ones with its dependent companies, corresponding to the financial year ended 31 December 2024, drawn up by the Board of Directors on the referred meeting of 26 February 2025 and prepared in accordance with the applicable accounting principles, offer a true and fair image of the equity, the financial situation and the results of the Company and the companies within the consolidation taken as a whole, and the complementary Directors' Reports of the individual and consolidated Financial Statements include an accurate analysis of the business evolution and results and of the position of AmRest and the companies within the consolidation taken as a whole, together with the main risks and uncertainties which they face.

Madrid, on 26 February 2025

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