



AMREST HOLDINGS, SE
ANNUAL GENERAL SHAREHOLDERS' MEETING 2022

Attendance, delegation and remote voting card for the Ordinary General Shareholders' Meeting of AMREST HOLDINGS, SE to be held at Paseo de la Castellana number 163, 28046 Madrid at 10:00 hours on May 12, 2022 on first call, or the following day and at the same time, on second call.

Please, complete the following chart:

Holders		Address:	
		Number of Shares	
Minimum number of shares for assistance	No. of votes		
1			

ATTENDANCE IN PERSON

Any shareholder who wants to attend the General Meeting in person must sign below, present this card on the day and at the place where the General Meeting is held and certify its identity with its ID or any other equivalent and valid official document. Shareholders are advised to also bring the Ownership Certificate referred to in the notice of call and the Shareholders Guide.

Place, date and signature of the shareholder attending

In, on 2022

Proxy and remote voting are also available to the shareholders (by means of this attendance card or remote communication methods) as indicated by Law, the Statute, the General Shareholders' Meeting Regulations, the notice of the call to the General Meeting, as well as in the Shareholders' Guide and at the Company's website (www.amrest.eu) and in accordance with the two following sections.

In case the following sections of delegation and voting are signed, remote voting will prevail over proxies, which will be rendered without effect.

PROXY REPRESENTATION

Any shareholder who does not wish to attend the General Meeting may confer its vote to any other person via proxy. **The representative must also sign this proxy.** The holder of the shares included in this attendance card hereby confers its representation to:

(Mark only one of the following boxes and, if applicable, specify the representative. This proxy will only be valid if the shareholder signs in the appropriate place)

- 1 The Chairman of the Board of Directors or, in case of absence, of the General Meeting
- 2 Mr/Ms..... with ID No.....

Any proxy that does not expressly specify the person to whom it has been granted shall be deemed to have been granted, indistinctly, jointly and severally and successively, in favour of the Chairman, Vice Chairman, the Secretary or the ViceSecretary of the Board of Directors. The same applies in cases no box of the proxy has been marked.

To confer voting instructions, mark the corresponding box in the table below with a cross.

If any of the boxes below are not marked, I grant precise voting instructions in favour of the proposals made by the Board of Directors in accordance with the Agenda attached below.

Item of the Agenda	1	2	3	4	5.1	5.2	5.3	5.4	6	7	8	9	10	11	12
For															
Against															
Abstention															
Blank															

Unless expressly indicated otherwise below, the proxy extends to the resolution proposals not made by the Board of Directors and to points not included in the attached Agenda, in which case, the representative shall vote as he/she may consider most appropriate in accordance with the interests of the Company and the grantor in the framework of social interest. Mark the following box "NO" only if you do not agree with this extension of the proxy. In this case, the shareholder shall be understood to instruct his/her representative to abstain. NO

For the purposes of Articles 523 and 526 of the Spanish Companies Law, it is hereby made known that (i) the directors José Parés Gutierrez, Luis Miguel Alvarez Pérez, Carlos Fernández González and Pablo Castilla Repáraz are in a situation of conflict of interest in relation to items 5.1, 5.2, 5.3 and 5.4 of the Agenda, each of them with respect to the specific item in which their re-election as director is proposed; and (ii) the Chairman and all other Company directors are in a conflict of interest with respect to items six and eleven of the Agenda. All members of the Board of Directors may have a conflict of interest in relation to situations set forth in sections a), b), c) or d) of Article 526.1 of the Spanish Companies Act (appointment, re-election or ratification of Directors; replacement, removal or dismissal of Directors; filing of a derivative action; and approval or ratification of the Company's operations with a particular Director), which may be presented outside the Agenda under the said Act. If the grantor has not given precise voting instructions with respect to any of the above points, unless expressly stipulated otherwise below, the proxy shall be deemed to have been granted indistinctly, jointly and severally and successively, in favour of the Chairman, the ViceChairman, the Secretary or the ViceSecretary of the Board of Directors. Mark the following box "NO" only if you do not authorise the alternate proxy (in this case the shareholder shall be deemed to have instructed the representative to abstain): NO

Signature of the shareholder

Signature of the representative

In, 2022

In, 2022

REMOTE VOTING

In the case that the shareholder does not wish to attend the General Meeting nor delegate this right, it may exercise its right to vote through the remote voting system. It is not possible the remote voting regarding potential proposals not included in the Agenda. The shareholder holding this card in its own name exercises its right to vote in favour of all the Board of Directors' proposals with respect to the items on the attached Agenda published by the Company, unless a different vote is indicated below.

If, with respect to any item of the Agenda, the shareholder does not express its vote, it will be understood to be in favour of the Board of Director's proposal.

In any event, in addition to the provisions set forth by Law, the Statutes and the General Shareholders' Meeting Regulations, rules laid down in the notice of the call to the General Meeting, in the Shareholders' Guide and on the Company's website (www.amrest.eu) must be abided by. (Mark the corresponding box(es) with a cross):

Item of the Agenda	1	2	3	4	5.1	5.2	5.3	5.4	6	7	8	9	10	11	1
For															
Against															
Abstention															
Blank															

Signature of the shareholder

In, 2022

PROTECTION OF PERSONAL DATA

The personal data that shareholders provide to the Company (when exercising or delegating their information, assistance, representation and voting rights) or that are provided by both credit institutions and investment service companies in those that said shareholders have deposited or guarded their shares as by the entities that, in accordance with the Law, have to keep the records of the securities represented by means of book entries, will be treated by the Company in order to manage the relationship shareholder. For these purposes, the data will be incorporated into files whose responsibility is the Company. These data will be provided to the Notary in relation exclusively to the lifting of the notarial minutes of the Ordinary General Shareholders' Meeting. The owner of the data shall have the right of access, rectification, opposition or cancellation of the data collected by the Company. Said rights may be exercised in accordance with the provisions of the Law, by writing to AmRest Holdings, SE, at its registered office, for the attention of the legal counsel (Paseo de la Castellana, number 163, 10th floor, 28046 Madrid).

AGENDA

First.- Review and approval of the annual accounts (balance sheet, profit and loss account, statement of recognised income and expenses, statement of changes in equity, statement of cash flows and report) and management report of the Company and its consolidated group, for financial year 2021.

Second.- Review and approval of the consolidated statement of non-financial information for financial year ended 31 December 2021.

Third.- Approval of the management and performance of the Board of Directors during the accounting period ended 31 December 2021.

Fourth.- Approval of the proposal for the distribution of Company's profits for the accounting period ended 31 December 2021.

Fifth.- Re-election of directors:

5.1. Re-election of José Parés Gutierrez as director, with executive status.

5.2. Re-election of Luis Miguel Álvarez Pérez as director, with proprietary status.

5.3. Re-election of Carlos Fernández González as director, with proprietary status.

5.4. Re-election of Pablo Castilla Reparaz as director, with independent status.

Sixth.- Remuneration policy for directors for financial years 2022, since its approval, 2023, 2024 and 2025.

Seventh.- Delegation to the Board of Directors, with express authorisation to replace, of the authority to increase, one or several times, the share capital, with or without share premium, in the terms, conditions and time limits provided for in Article 297.1(b) of the Companies Act (Ley de Sociedades de Capital), with delegation of the authority to exclude, where appropriate, the pre-emptive subscription right, up to a limit of 20% of the share capital, in accordance with Article 506 of the Companies Act. Revocation, in the unused part, of the authorisation granted in this same sense by the Ordinary General Shareholders Meeting of 6 June 2018 under item thirteen of the agenda.

Eighth.- Delegation to the Board of Directors, with express authority to replace, of the authority to issue bonds, debentures and other fixed income securities convertible into shares, warrants or other similar securities that may grant the right, directly or indirectly, 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, as well as the authority to increase the share capital by the necessary amount and to amend the corresponding article of the Articles of Association. Revocation, in the unused part, of the authorisation granted in this same sense by the Ordinary General Shareholders Meeting of 6 June 2018 under item fourteen of the agenda.

Ninth.- Authorisation 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. Revocation, in the unused part, of the authorisation granted in this same sense by the Ordinary General Shareholders Meeting of 6 June 2018 under item nine of the agenda.

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

Eleventh.- Consultative vote of the Annual Report on the remuneration of Company Directors

Twelfth.- Delegation of authorities to the Board of Directors, with the authority of replacement, to formalise, remedy, interpret and enforce the resolutions adopted by the General Meeting.