



**AMREST HOLDINGS, SE**  
**ORDINARY GENERAL SHAREHOLDERS' MEETING**  
**8 MAY 2025**  
**PROPOSALS FOR RESOLUTION**

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



### **ITEM 1 ON THE AGENDA**

**Review and approval of the Annual Accounts (balance sheet, profit and loss account, statement of recognised income and expenses, statement of changes in equity, statement of cash flows and report) and Director's Report of the Company and its consolidated Group, for financial year ended 31 December 2024.**

### **RESOLUTION**

Approve the Annual Accounts (balance sheet, profit and loss account, statement of recognised income and expenses, statement of changes in equity, statement of cash flows and report) and the Director's Report of the Company and its consolidated Group, for financial year ended 31 December 2024, which have been prepared by the Board of Directors of the Company on 26 February 2025 and audited by the Company's statutory auditor.

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## **ITEM 2 ON THE AGENDA**

**Review and approval of the Consolidated Statement of Non-Financial Information and Sustainability Information for financial year ended 31 December 2024.**

## **RESOLUTION**

Approve the Consolidated Statement of Non-Financial Information and Sustainability Information for financial year ended 31 December 2024, which forms an integral part of the consolidated Director's Report for that financial year.

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### **ITEM 3 ON THE AGENDA**

**Approval of the management and performance of the Board of Directors during financial year ended 31 December 2024.**

### **RESOLUTION**

Approve, without any qualification, the corporate management and the actions carried out by the Board of Directors of the Company during financial year ended 31 December 2024.

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#### **ITEM 4 ON THE AGENDA**

**Approval of the Proposed Allocation of the Profits/Losses of the Company for financial year ended 31 December 2024.**

#### **RESOLUTION**

In accordance with the proposal made by the Board of Directors, approve the following Company's individual distribution of profits consisting of EUR 23,971,976.65, to be allocated entirely to:

- Voluntary reserves: EUR 4,014,461.63
- Interim dividend: EUR 15,167,738.02
- Negative results from previous years: EUR 4,789,777.00

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## **ITEM 5 ON THE AGENDA**

**Re-election of Director.**

### **RESOLUTION**

**Re-election of Ms. Mónica Cueva Díaz as a director, with independent director status.**

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

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## **ITEM 6 ON THE AGENDA**

**Approval of the Remuneration Policy for directors for financial years 2026, 2027 and 2028.**

### **RESOLUTION**

Approve, in accordance with the provisions of Article 529 novodecies of the Capital Companies Act, and in accordance with the reasoned proposal approved by the Board of Directors, which accompanies the mandatory report of the Appointments, Remuneration and Corporate Governance Committee, the Remuneration Policy for the Company's directors for the financial years 2026, 2027 and 2028, which will come into force on January 1, 2026, until which date the Remuneration Policy currently in force, approved by the General Shareholders' Meeting held on May 12, 2022, will continue to be applicable.

The full text of the new Remuneration Policy for directors was made available to shareholders from the date of publication of the call of the General Shareholders' Meeting.

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## **ITEM 7 ON THE AGENDA**

**Re-election of the statutory auditor for financial year 2025.**

### **RESOLUTION**

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

To re-elect PricewaterhouseCoopers Auditores S.L. as the statutory auditor of AmRest Holdings, SE and its Consolidated Group of Companies for financial year 2025.

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

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## **ITEM 8 ON THE AGENDA**

### **Appointment of the verifier of sustainability information for financial year 2025.**

#### **RESOLUTION**

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

To appoint PricewaterhouseCoopers Auditores S.L. as the verifier of sustainability information for financial year 2025.

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

This appointment is subject to it being necessary or possible under the Spanish law transposing into the Spanish legal system the Directive (EU) 2022/2464 of the European Parliament and of the Council, of 14 December 2022, amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (CSRD). Given the absence of transposition to date, the Board of Directors is expressly authorised to interpret, develop, supplement and adapt this resolution to the requirements that may be legally necessary for its effectiveness, including, but not limited to, those arising from future regulatory changes such as the transposition of the aforementioned Directive into Spanish law.

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## **ITEM 9 ON THE AGENDA**

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

### **RESOLUTION**

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

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

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## **ITEM 10 ON THE AGENDA**

**Consultative vote of the Annual Report on Directors' Remuneration for 2024.**

### **RESOLUTION**

Approve, on a consultative basis, the Annual Report on Directors' Remuneration for financial year 2024, the full text of which was made available to shareholders, together with the rest of the documentation relating to the General Shareholders' Meeting, from the date of publication of the call to meeting.

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## **ITEM 11 ON THE AGENDA**

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

### **RESOLUTION**

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

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