



**AMREST HOLDINGS SE**

**NOTICE OF CALL TO**

**ORDINARY GENERAL SHAREHOLDERS' MEETING**

The Board of Directors of AMREST HOLDINGS, SE (“**AmRest**” or the “**Company**”) calls its shareholders to the Ordinary General Shareholders’ Meeting to be held at Paseo de la Castellana, number 163, 10th Floor, 28046, Madrid, on 7 May 2026, at 10:00 a.m. (Madrid, Spain time), on first call and, if applicable, on the following day, 8 May 2026, at the same place and time, on second call, it being foreseeable that it will be held on first call.

The matters to be deliberated and voted upon at this Ordinary General Shareholders’ Meeting are those included in the following:

**AGENDA**

- 1.- Review and approval of the Annual Accounts and Director's Report, both of the Company and its Consolidated Group of Companies, for financial year ended 31 December 2025.
- 2.- Review and approval of the Consolidated Statement of Non-Financial Information and Sustainability Information for financial year ended 31 December 2025.
- 3.- Approval of the management of the Board of Directors during financial year ended 31 December 2025.
- 4.- Approval of the Proposed Allocation of the Profits/Losses of the Company for financial year ended 31 December 2025.
- 5.- Reelection of Directors:
  - 5.1. Reelection of Mr. José Parés Gutiérrez as a director, with executive director status.
  - 5.2. Reelection of Mr. Luis Miguel Álvarez Pérez as a director, with proprietary director status.
  - 5.3. Reelection of Mr. Pablo Castilla Reparaz as a director, with independent director status.
- 6.- Re-election of the statutory auditor for financial years 2026, 2027 and 2028.
- 7.- Appointment of the verifier of sustainability information for financial years 2026, 2027 and 2028.
- 8.- 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.
- 9.- Consultative vote of the Annual Report on Directors' Remuneration for 2025.

10.- Authorisation to the Board of Directors for the derivative acquisition of the Company's own shares directly or through group companies. Revocation, to the extent not used, of the authorisation granted in this regard by the Ordinary General Shareholders' Meeting of 12 May 2022 under item nine of its agenda.

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

For the purposes of articles 173 and 516 of the Capital Companies Act, all shareholders are hereby notified that this notice of call will also be published, among other means, on the website of the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*), the address of which is [www.cnmv.es](http://www.cnmv.es), and on the Company's corporate website, the address of which is [www.amrest.eu](http://www.amrest.eu), where it will remain accessible without interruption, at least until the holding of the Ordinary General Shareholders' Meeting.

## **SUPPLEMENT TO THE CALL AND SUBMISSION OF PROPOSALS**

Shareholders representing at least 3% of the share capital may request the publication of a supplement to the call to the Ordinary General Shareholders' Meeting, including one or more items on its Agenda, provided that the new items are accompanied by a justification or, as the case may be, a justified proposed resolution, as well as submitting substantiated proposals for resolutions on matters already included or to be included on the Agenda of the call to meeting. The exercise of these rights must be made by means of reliable notification to be received at the registered office within five days following the publication of the call, accompanied by a copy of the attendance, proxy and prior voting card (the "**Shareholder Card**") and sufficient documentation accrediting their status as shareholders, issued in Spanish or English by the corresponding depositary entity (the "**Certificate of Ownership**").

## **ATTENDANCE AND REPRESENTATION**

All shareholders holding any number of shares may attend and participate in the Ordinary General Shareholders' Meeting, with the right to speak and vote, provided that their shares are registered in their name in the relevant book-entry register at least five days prior to the date of the Meeting, that is, on 2 May 2026 if the Ordinary General Shareholders' Meeting is held, as expected, on first call. Therefore, for stock trading purposes, the shares need to be registered in the name of the shareholder on Thursday 30 April 2026 (the record date). Any shareholder entitled to attend may be represented at the Ordinary General Shareholders' Meeting by another person, even if not a shareholder, provided that the requirements established for this purpose are met.

In order to verify their identity, shareholders, or their proxies, must identify themselves at the entrance of the venue where the Ordinary General Shareholders' Meeting is held by means



of their national identity card or passport. Likewise, proxies must present the corresponding Shareholder Card duly completed and signed by the relevant shareholder, or a printout of the electronic confirmation of the proxy, as the case may be.

Representation is always revocable and the personal attendance of the represented shareholder at the General Shareholders' Meeting, either physically or by having cast a remote advance vote, shall have the value of revocation, and a proxy granted after the casting of a remote advance vote shall be deemed not to have been granted. Representation may be granted by means of the proxy form printed on the Shareholder Card or in any other form permitted by Law.

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

The documents evidencing the proxy for the Ordinary General Shareholders' Meeting shall reflect precise instructions on the direction of the vote. Unless the shareholder granting the proxy expressly indicates otherwise, it shall be understood that precise voting instructions in favour of the proposed resolutions formulated by the Board of Directors on the items included in the Agenda are being given.

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

Unless otherwise indicated by the principal in the document granting the proxy, if the designated proxy were a member of the Board of Directors who were to find itself in a conflict of interest when voting on any of the proposals, whether within or outside the Agenda, that are submitted to the Ordinary General Shareholders' Meeting, and the principal has not given precise voting instructions, the proxy shall be understood to have been conferred on the Secretary of the General Shareholders' Meeting.

For the purposes of articles 523 and 526 of the Capital Companies Act, it is hereby stated that (i) directors Mr. José Parés Gutiérrez, Mr. Luis Miguel Álvarez Pérez and Mr. Pablo Castilla Reparaz are in a situation of conflict of interest in relation to items 5.1., 5.2. and 5.3. of the Agenda, in which their re-election as directors is proposed, respectively; and (ii) the Chairman and all other directors of the Company have a conflict of interest in respect of items 3 and 9 of the Agenda. The directors may also have a conflict of interest in relation to the proposed resolutions, if any, on items not included in the Agenda.

The shareholder must communicate, in writing or by electronic means, to the person designated as proxy, the proxy granted in their favour. Where the proxy is granted in favour of the Board of Directors or any of its members, the communication shall be deemed to have been made upon receipt by the Company of the documentation evidencing the same.

The shareholder must likewise notify the Company, in writing or by electronic means, of both the appointment of a proxy and, as the case may be, the revocation thereof.

Notification to the Company of the appointment of a proxy shall be deemed to have been effected: (a) by delivering or sending, by post, the Shareholder Card, duly completed and signed, to the registered office, for the attention of the Legal Department (ref. General Shareholders' Meeting); (b) electronically through the platform available on the Company's corporate website, where they must identify themselves with their (i) electronic ID (DNIe) or (ii) recognised electronic certificate of which there is no record of revocation, under the terms set forth in Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, in force and issued by the Spanish Public Certification Entity (CERES), which depends on the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM); or (c) by the proxy presenting the Shareholder Card at the shareholder entry registers at the place and on the day indicated for the holding of the Ordinary General Shareholders' Meeting.

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

Shareholders entitled to attend may grant proxy or cast their remote advance vote by delivering the Shareholder Card, duly completed and signed, to the Company at its registered office for the attention of the Legal Department (ref. General Shareholders' Meeting), or by sending it to the Company (a) by post to the registered office, for the attention of the Legal Department (ref. General Shareholders' Meeting), or (b) electronically through the platform available on the Company's corporate website, where they must identify themselves with their (i) electronic ID (DNIe) or (ii) recognised electronic certificate of which there is no record of revocation, under the terms set forth in Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, in force and issued by the Spanish Public Certification Entity (CERES), which depends on the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM). Shareholders who cast their votes in advance by these means shall be considered present for the purposes of the constitution of the Ordinary General Shareholders' Meeting. If, in relation to any of the items on the Agenda, a shareholder casting a remote advance vote does not tick any of the boxes provided for this purpose, it shall be understood that they vote in favour of the corresponding proposed resolution formulated by the Board of Directors. Prior remote voting is not possible for any proposals not included on the Agenda. The shareholder's personal attendance at the Meeting shall revoke any advance vote cast, which shall consequently be rendered null and void.

The platform for exercising prior voting and granting proxy through electronic means will be operational from 7 April 2026 and will close at 23:59 hours (Madrid time) on 5 May 2026. For their validity, proxies and remote votes cast prior to the Ordinary General Shareholders' Meeting by remote communication methods (whether electronic means or post) must be received by the Company no later than 23:59 hours (Madrid time) on 5 May 2026. Thereafter, the Company will only accept in-person votes cast at the Meeting itself and proxies presented at the shareholder entry registers at the place and on the day indicated for the holding of the Ordinary General Shareholders' Meeting.

The validity of proxies granted and advance votes cast by remote communication is subject to verification by the Company. In the event of a discrepancy between the number of shares communicated by the shareholder granting the proxy or casting their vote by remote communication and the number recorded in the book-entry register five days prior to the date on which the Meeting is to be held, the latter number of shares shall be deemed valid for quorum and voting purposes, unless there is evidence to the contrary.

In the event that a shareholder grants several proxies (whether electronically or by post), the proxy granted last in time shall prevail. If the shareholder has cast different advance votes in different directions (whether by electronic means or by post), the vote cast last in time shall prevail.

## **RIGHT TO INFORMATION**

### **Documents available to shareholders**

Additionally to the provisions of articles 197 and 520 of the Capital Companies Act, as from the publication of this call and until the day of the holding of the General Shareholders' Meeting, in accordance with the provisions of the applicable regulations, shareholders are entitled to examine and obtain at the registered office of the Company (Paseo de la Castellana 163, 10th floor, Madrid), consult the Company's website ([www.amrest.eu](http://www.amrest.eu)), and request delivery or free delivery (by telephone +34 689 59 40 80, from 9:30 to 17:30 hours, Monday to Thursday, and from 9:30 to 14:00 hours on Fridays), of the following documents:

- This notice of call.
- The total number of shares and voting rights on the date of the call.
- The annual financial report for the financial year 2025, including the individual and consolidated financial statements, the individual and consolidated director's reports of the Company, and the respective reports of the auditors for the financial year 2025.
- The consolidated non-financial information statement and sustainability information for the financial year 2025 forming part of the consolidated director's report,

together with the independent service provider's verification report.

- The full text of the proposed resolutions of the Board of Directors to be adopted, as the case may be, by the Ordinary General Shareholders' Meeting of the Company in relation to each of the items included in the Agenda.
- Reports and proposals of the Board of Directors and the Appointment, Remuneration and Corporate Governance Committee, for the purposes provided under Articles 518.e) and 529 decies of the Capital Companies Act, concerning the proposals for the re-election of directors.
- Annual report on directors' remuneration for the 2025 financial year for the purposes of article 541 of the Capital Companies Act.
- Annual corporate governance report for the 2025 financial year.
- Shareholder's Guide.
- The template Shareholder Card.
- Annual Activity report of the Audit and Risk Committee and Operating reports of the Appointment, Remuneration and Corporate Governance Committee and Sustainability, Health and Safety Committee, for financial year 2025.
- Report of the Audit and Risk Committee on the independence of the auditor, for the purposes of article 529 quaterdecies, section 4 f) of the Capital Companies Act.
- Report of the Audit and Risk Committee on related-party transactions in financial year 2025.
- Current texts of the Articles of Association, the General Shareholders' Meeting Regulations and the Board of Directors' Regulations.

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

Pursuant to the provisions of articles 197 and 520 of the Capital Companies Act and article 11 of the General Shareholders' Meeting Regulations, from the publication of this notice and up to and including the fifth calendar day prior to the date set for the holding of the General Shareholders' Meeting, shareholders may request in writing, by postal mail to the registered office for the attention of the Legal Department (ref. General Shareholders' Meeting), such information or clarifications as they deem necessary or submit such written questions as they deem appropriate regarding the items on the Agenda of the call to meeting, the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the holding of the last General Shareholders' Meeting,

and the auditor's reports on the annual accounts and individual director's reports of the Company and those consolidated with its subsidiaries for the financial year 2025.

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

The exercise of the rights of information, attendance, representation, voting, request for publication of a supplement to the call to meeting and submission of reasoned proposals for resolutions shall be carried out in accordance with the provisions of the Law and the documents comprising the Company's corporate governance system, which are available on the corporate website.

Any of the joint holders of a share deposit may vote, delegate or attend, and the rules of priority established in this section shall apply among them. For the purposes of article 126 of the Capital Companies Act, the joint holder who at any given time performs an action (proxy, remote vote or physical or remote attendance) shall be presumed to have been designated by the other co-owners to exercise the shareholder's rights.

Both the proxy and the vote cast by remote communication methods shall cease to have effect upon the transfer of the shares of which the Company becomes aware. The Shareholder's Guide is available on the Company's corporate website ([www.amrest.eu](http://www.amrest.eu)), which provides detailed information on how shareholders may exercise their attendance rights and proxy and remote voting rights.

For the exercise of their rights in relation to the Ordinary General Shareholders' Meeting, shareholders of the Company whose shares are deposited with entities participating in the Polish central securities depository, KDPW (Krajowy Depozyt Papierów Wartościowych), and traded on the Warsaw Stock Exchange, must also comply with the rules set out in the Shareholders' Guide, available on the Company's corporate website ([www.amrest.eu](http://www.amrest.eu)).

## **OTHER PROVISIONS ON ELECTRONIC MEANS TO EXERCISE THE VOTING AND REPRESENTATION RIGHTS**

The Company reserves the right to modify, suspend, cancel or restrict the electronic proxy or voting mechanisms that it makes available to shareholders when technical or security reasons so advise or require. If any of these events occur, they shall be announced on the Company's website. All without prejudice to the validity of proxies already granted, votes already cast and the attendance and representation rights of shareholders.

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





## **SHAREHOLDER'S ELECTRONIC FORUM**

In accordance with the regulations in force, an Electronic Shareholders' Forum has been set up on the Company's website ([www.amrest.eu](http://www.amrest.eu)) on the occasion of the call and until the day of the holding of the Ordinary General Shareholders' Meeting, the use of which shall comply with the legal purpose and the guarantees and rules of operation established by the Company, and may be accessed by duly authorised shareholders and shareholders' associations.

The rules of operation of the Electronic Shareholders' Forum, as well as the form to be completed in order to participate in it, are available on the Company's website ([www.amrest.eu](http://www.amrest.eu)).

The Forum may include proposed resolutions intended to be submitted as a supplement to the agenda announced in the notice of call to the Ordinary General Shareholders' Meeting; requests for adhesion to such proposals; initiatives to reach the percentage sufficient to exercise a minority right provided for by Law; and offers or requests for voluntary representation.

The Forum is not a channel of communication between the Company and its shareholders and is provided solely for the purpose of facilitating communication between the Company's shareholders and the voluntary associations they may form, on the occasion of the call to the Ordinary General Shareholders' Meeting and until the day of the holding thereof.

## **NOTARY INTERVENTION**

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

## **DATA PROTECTION**

The personal data that shareholders provide to the Company (when exercising or delegating their information, attendance, proxy and voting rights) or that are provided by both the credit institutions and investment services companies in which such shareholders have their shares deposited or held in custody and by the entities that, in accordance with the Law, must keep the registers of the securities represented by book entries, shall be processed by the Company as data controller. In particular, the following personal data shall be processed, among others: identification and contact data, and data relating to the status as shareholder or representative thereof.

The aforementioned personal data shall be processed for the following purposes: (i) managing the call and holding of the Ordinary General Shareholders' Meeting, as well as the exercise and control of shareholders' attendance, information, proxy and voting rights at the Ordinary General Shareholders' Meeting; (ii) sending information to shareholders,





including by electronic means, relating to the shareholder's investment; and (iii) compliance with the rules and legal obligations to which the Company is subject. The legal bases that legitimise the processing of this personal data for the purposes indicated are, for purposes (i) and (ii), the performance of the shareholder relationship maintained between the shareholder and the Company; and for purpose (iii), compliance with the legal obligations to which the Company is subject.

These data shall be provided to the Notary Public exclusively in connection with the drawing up of the notarial minutes of the Ordinary General Shareholders' Meeting. The data processed by the Company may also be provided to the Commercial Registry, to providers supplying services for the purposes indicated and to third parties in the event of a legal obligation or requirement, such as the transfer to duly authorised third parties in the exercise of the right to information provided for in the applicable regulations.

Personal data shall be retained for as long as the legal relationship between the shareholder and the Company subsists. Once such relationship has ended, they shall be retained for 6 further years or, as the case may be, for the limitation periods of any legal or contractual actions applicable to such relationship. Once such periods have expired, the personal data shall be deleted.

The data subject shall have the right to access, rectify, object to, port, restrict the processing of or erase the data processed by the Company. These rights may be exercised in accordance with the provisions of the Law by writing to AmRest Holdings, SE, at its registered office, Paseo de la Castellana, number 163, 10th Floor, 28046, Madrid or by email to [gdpr.amrestholdings@amrest.eu](mailto:gdpr.amrestholdings@amrest.eu), for the attention of the Legal Department.

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

In Madrid, on March 31, 2026

Mauricio Gárate Meza

Vice Secretary of the Board of Directors