



AMREST HOLDINGS, SE
ANNUAL GENERAL MEETING 2020

The Board of Directors of AMREST HOLDINGS, SE (“**AmRest**” or the “**Company**”) calls its shareholders to the Annual General Meeting to be held at Paseo de la Castellana, number 163, 28046, Madrid, on June 10, 2020, at 17:00 hours CET, on first call and, if applicable, the next day, June 11, 2020, in the same place and at the same time in second call, being expected to be held on first call, for the purpose of deliberating and deciding on the matters included in the following:

AGENDA

Items relating to annual accounts and social management

1. Examination and approval, if applicable, of the individual annual accounts (balance sheet, income statement, statement of recognized income and expenses, statement of cash flows, statement of changes in equity and notes to the annual accounts) and Directors’ report of the Company; of the consolidated statements of the Company with its subsidiaries (income statement, statement of comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity and notes to the consolidated annual financial statements); and the consolidated Directors’ report, all of them corresponding to the fiscal year ended on December 31, 2019.
2. Examination and approval, if applicable, of the non-financial information statement for the year ended December 31, 2019, which is part of the consolidated Directors’ report.
3. Examination and approval, if applicable, of the proposal for the application of the individual result corresponding to the fiscal year closed on December 31, 2019.
4. Examination and approval, if applicable, of the management of the Board of Directors of the Company during the fiscal year closed as of December 31, 2019.



Items relating to the composition of the Board of Directors

5. Ratification and reelection of Mrs. Romana Sadurska as Independent External Director.
6. Ratification and reelection of Mr. Emilio Fullaondo Botella as Independent External Director.

Item relating to the remuneration of the Directors

7. Examination and approval, if applicable, of the maximum annual remuneration of the members of the Board of Directors in their capacity as such for the year 2020.

General matters

8. Approval of the fifteen days period for the call to the Extraordinary Shareholders' Meetings in accordance with article 515 of the Companies Act.
9. Delegation of powers of attorney for the formalization and registration of the resolutions adopted by the Annual General Meeting and to carry out the mandatory deposit of the annual accounts.

Consultative vote

10. Consultative vote on the 2019 Annual Directors' Remuneration Report.

Informative items

11. Amendment of the Regulations of the Board of Directors.
12. Amendment of the Company's Bylaws.

COMPLEMENT OF THE CALL AND SUBMISSION OF PROPOSALS

Within five days following the publication of this call, shareholders representing at least 3% of the share capital may request that a supplement be published to the notice of the Annual General Meeting, including one or more points on its agenda, provided that the new points are accompanied by a justification or, where appropriate, a proposal for a justified resolution, as well as to present justified proposals of resolution on matters already included or that must be included in the agenda of the call.



The exercise of these rights must be made by means of reliable notification that must be received at the registered office, accompanied by a copy of the attendance, delegation and voting card (the “**Shareholder Card**”) and sufficient supporting documentation of its status as shareholders issued in Spanish or English, by the corresponding depository entity (the “**Ownership Certificate**”).

ATTENDANCE AND PROXY REPRESENTATION

All holders of voting shares duly registered in the corresponding book-entry registry five days ahead of the Annual General Meeting may attend and vote at the meeting.

Any shareholder who has the right to attend may be represented at the Ordinary General Shareholders' Meeting by another person, even if he/she is not a shareholder, complying with the requirements established for that purpose.

Shareholders, or their representatives, must identify themselves through their national identity document or passport.

The representation is always revocable and the personal assistance of the shareholder to the meeting, either physically or by having cast the vote remotely, will be construed as revocation.

REMOTE PROXY REPRESENTATION AND VOTING

Shareholders with the right to attend may grant their proxy or cast their vote remotely by delivering the Shareholder Card at the offices of the Company duly completed and accompanied by the Ownership Certificate, by sending it to the Company (a) by postal correspondence to the registered office for the attention of the Legal Department (ref General Meeting), or (b) electronically.

On the corporate website of the Company (www.amrest.eu) is available the Shareholders' Guide that provides detailed information about the way shareholders can exercise their rights to attend, grant proxy representation and vote remotely.



Proxy representations and votes remotely cast by postal or electronic correspondence must be received by the Company, as a general rule, no later than June 8, 2020.

The validity of the proxy representation and of the vote cast remotely is subject to verification by the Company. In case of divergence between the number of shares communicated by the shareholder that grants the proxy representation or cast their vote through remote communication and that stated on the Ownership Certificate, the latter will be considered valid for the purposes of quorum and voting, and unless proof of otherwise.

INFORMATION AND DOCUMENTATION AVAILABLE

Up to the fifth day prior to the General Shareholders' Meeting, shareholders may request in writing the information or clarifications they deem necessary or formulate in writing the questions they deem pertinent about the matters included in the order of the day of the call, of the information accessible to the public that would have been provided by the Company to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the last General Shareholders' Meeting, and of the auditor's reports on the annual accounts and individual management reports of the Company and consolidated with its subsidiaries for the year 2019.

As of the date of publication of this call notice, the shareholders have without interruption at their disposal on the corporate website, among others, the documentation and information which is related below:

- The present notice of meeting.
- The total number of shares and voting rights on the date of the notice.
- The annual financial report for the financial year 2019, which includes the individual and consolidated annual accounts, the individual and consolidated Directors' reports of the Company and the respective auditors reports for the year 2019.
- The corresponding non-financial information statement to the fiscal year ended



December 31, 2019, which is part of the consolidated Directors' report, together with the independent assurance report on the non-financial information statement.

- The full text of the resolutions proposed by the Board of Directors to be adopted, if applicable, by the General Shareholders' Meeting of the Company in relation to each of the points included in the Agenda.
- The Appointments and Remuneration Committee proposal and the Board of Directors' report regarding the directors whose ratification and reelection is proposed to the AGM.
- The amended Regulation of the Board of Directors.
- The amended Company's Bylaws.
- The applicable rules for delegation and voting by means of remote communication, and the necessary documentation for that purpose.
- The Shareholder Card.

In addition, shareholders have the right to examine at the registered office and request delivery of the documentation that must be made available to them because of this Annual General Meeting.

COMMON PROVISIONS

The exercise of rights of information, assistance, delegation, distance voting, request for publication of a supplement to the call and presentation of proposals based on resolutions will be made in accordance with the provisions of the Law and in the documents that conform the corporate governance system of the Company, available on the corporate website.

SPECIAL MEASURES IN RELATION TO THE COVID-19 PANDEMIC

In view of the health crisis cause by the Covid-19 pandemic and the importance of taking precautionary measures to avoid contagion, all shareholders are



strongly advised to use the different channels made available to them to delegate representation and vote remotely.

In this regard, in due compliance with the limitations imposed on the free movement of persons and those that may remain in force at the time of the General Meeting, the Company has resolved to strictly limit access to shareholders who wish to physically participate in the General Meeting (or their representatives) and to those persons who must attend or whose participation is considered absolutely essential for the development of the meeting.

In the event that it is impossible to hold the meeting in person - due to the extension of the current state of alarm until the day scheduled for the holding of the General Meeting or for any other reason related to the health situation –the General Meeting, if held, it will be exclusively by telematic means (i.e. without the physical attendance of the shareholders or their representatives). The Company's shareholders shall be informed of this modification by means of the corresponding announcement, which shall be disseminated with the necessary advance notice, all in accordance with the provisions of Royal Decree Law 8/2020 of 17 March, as amended or supplemented.

In addition, in the event that it is impossible to hold the General Shareholders' Meeting in the place indicated at the beginning of this call notice due to the health situation or state of alarm, it may be agreed to substitute the place where the General Shareholders' Meeting is to be held in accordance with the provisions of Royal Decree Law 8/2020 of 17 March or the equivalent legal regulation in force at that time, which must be communicated to the shareholders by means of the corresponding announcement, issued with the necessary notice.

The Company shall continue to closely monitor the evolution of the situation in order to decide, if necessary, to adopt any other measures it considers appropriate to safeguard the social interest and health of its shareholders and all its other stakeholders. If new measures are taken, they shall be reported in due course.

The extraordinary organizational measures that are finally applied, as well as all the necessary information for the shareholder shall be included on the website



www.amrest.eu or by the means that are necessary depending on the scope of the measures.

ELECTRONIC FORUM OF SHAREHOLDERS

In accordance with current regulations, an Electronic Shareholders' Forum has been set up on the Company's website, the use of which will be in accordance with the legal purpose and the guarantees and operating rules established by the Company, being available to shareholders and associations of shareholders which are duly legitimized.

NOTARY INTERVENTION

The Board of Directors has agreed to request the presence of a Notary Public to draw up the minutes of the Annual General Shareholders' Meeting.

PERSONAL DATA PROTECTION

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.

When attending the General Meeting, the assistant gives his consent for this dissemination.

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.

In the event that the shareholder's personal attendance, proxy and voting card includes personal data referring to other natural persons, said shareholder must inform them of the points contained in the preceding paragraphs and comply with any other requirements that may be applicable to them. the transfer of personal data to the Company, without the latter having to take any additional action.

In Madrid, 8 May 2020

The Vice Secretary of the Board of Directors