



SELF ASSESSMENT REPORT OF THE APPOINTMENTS AND REMUNERATIONS COMMITTEE FOR THE FINANCIAL YEAR 2018

1. INTRODUCTION

The Appointments and Remunerations Committee (the “**Committee**”) of AmRest Holdings, SE (the “**Company**” or “**AmRest**”) has issued this report on its performance throughout the financial year 2018 (the “**Report**”).

2. ASSESSMENT OF THE PERFORMANCE OF THE COMMITTEE

In relation to Recommendation 48 of the Good Governance Code, which recommends that companies of large market capitalization shall have an appointments committee and a separate remunerations committee, the Committee considers appropriate having one single Committee as it is aligned with the structure of the Company, the composition of the Board of Directors (7 members) and also because AmRest does not have the status of a largely capitalized company as defined in the Good Governance Code as AmRest is not an Ibex-35 company.

2.1. Composition of the Committee

The Committee is formed by 3 members, thus complying with the minimum required by the Regulations of the Board of Directors.

All the members of the Committee are non-executive Directors, two of them being independent Directors and one a Proprietary Director.

The Committee is chaired by an independent Director with extensive experience in the restaurant operator sector, Mr. Mustafa Ogretici.

Therefore, the composition complies with the provisions of the Regulations of the Board of Directors and the Capital Companies Law (*Ley de Sociedades de Capital*).

The current composition of the Committee is as follows:

Name	Position	Character
Mustafa Ogretici	President	Independent
Luis Miguel Álvarez Pérez	Member	Dominical
Pablo Castilla Reparaz	Member	Independent



Mr. Eduardo Rodríguez-Rovira and Mr. Jaime Tarrero Martos, Secretary and Deputy Secretary of the Committee, respectively, attend and assist at the Committee's meetings.

In addition to the members of the Committee, Mr. Henry J. McGovern (Chief Executive Officer) and Mrs. Oksana Staniszewska (Chief People Officer) attended as guests meetings of the Committee.

The members of the Committee hold the knowledge, skills and experience necessary for the fulfillment of their duties.

2.2. Functioning

During 2018 the Committee met on 5 occasions, on April 23, May 4, September 21, October 22 and December 7.

The number of meetings during 2018 is considered enough, although it must be taken into account that the Committee was established on March 12, 2018 after the transfer of the registered office of the Company from Poland to Spain, and that the admission to trading of AmRest shares in the Spanish stock exchanges (milestone that determined the obligation to have such a delegated Committee of the Board) took place on November 21, 2018.

Regarding the preparation and development of the sessions, the Chairman of the Committee calls its sessions with adequate notice, and all members attended to each meeting.

Likewise, the members of the Committee are provided prior to each meeting the information related to the matters to be discussed, encouraging their active participation and to take an informed decision.

The Secretary has drawn up the corresponding minutes of all the sessions held, recording the development, content, discussions and resolutions adopted. The minutes of the Committee are available to both its members and the members of the Board of Directors.

Therefore, the Committee complies with the rules established in the Bylaws and in the Regulations of the Board of Directors, being organized in a correct and efficient manner for the performance of its functions.



2.3. Matters discussed in 2018

At the meetings held during 2018, the Committee has addressed, among others, the following issues:

- The hiring of Ramanurup Sen as the new “food services president” and the approval of his remuneration package.
- The reinforcement of the procedures for the incorporation of senior executives and amendment of their labor conditions, increasing to a greater extent the involvement of the Committee in the process of selection of candidates and their hiring and making the Human Resources area of the Group to maintain a periodic, fluid and detailed communication with the members of the Committee.
- The appointment of Mr. Luis Miguel Álvarez Pérez as Vice Chairman of the Board in order to expedite and ease its functioning in case of absence or incapacity of the Chairman.

In addition, the Committee started workstreams for 2019 to review the employment status of the CEO and to review the goals and remuneration scheme of the members of AmRest Executive Team in accordance with updated standards in each markets.

3. CONCLUSIONS

2018 was the first year for the Appointments and Remunerations Committee of AmRest as a delegated body of the Board of Directors.

The Committee considers that the number of meetings, the issues addressed and resolutions adopted have been adequate for these first months of work of the Committee as a new body in the AmRest corporate structure.

The members of the Committee agree on the need to maintain and increase fluent communication with the Company’s human resources area, keep an adequate frequency of meetings, closely monitor the works initiated and identify continuous areas for improvement within its competences, particularly monitoring the performance of the members of the Executive Team ensuring that the remunerations are adequate both to their individual performance and the results of the Group.



In view of the foregoing, the Committee concludes that during 2018 it has efficiently assumed and fulfilled the powers conferred by the internal corporate rules of the Company, and to that end submits this report to the Board of Directors.

* * * *