



AMREST HOLDINGS, SE
REMUNERATION POLICY FOR DIRECTORS
FOR 2021-2023

1. Introduction

The Board of Directors of AMREST HOLDINGS, S.E. (“AmRest” or the “Company”) in exercise of the powers granted thereto and pursuant to article 29 of its Articles of Association and article 27 of its Board of Directors Regulations, proposes this directors' remuneration policy (the “Remuneration Policy for Directors”) to be submitted for approval to the General Shareholders' Meeting as a separate item of the Agenda, according to the legal provisions.

If approved, the Policy will replace and supersede, in regard to the financial year 2021, the Remuneration Policy for directors for the years 2018 to 2021 which was approved by the General Shareholders' Meeting of the Company on 6 June 2018, and shall be effective for the financial years 2021, 2022 and 2023.

The Company desires to focus on full alignment of the Remuneration Policy for Directors with the good governance recommendations generally recognized in international markets in the area of directors' remuneration, adjusting them to the specific needs and circumstances of the Company.

2. Purpose and Basic Principles

2.1. Basic Principles

The main purpose of the Remuneration Policy for Directors of AmRest is to contribute to the development of the values, mission and vision of the AmRest Group, in order to adequate the directors' remuneration to the achievement of the objectives and functions the directors are concerned with.

In this sense, the basic principles inspiring the Remuneration Policy for Directors of AmRest are the following:

- Assessment of the dedication, qualification and responsibility required by the position, staying in line with the market remuneration paid by peer companies.
- Balance the interests of the shareholders' and of the directors, and in particular, alignment with the values of the Company, its commitment to maximize its social dividend and with



shareholders' return.

- Guarantee that the remuneration system promotes the achievement of the strategic goals set by the Company and its group (the “**Group**”).
- Ensure the commitment with the principle of full transparency of the Directors' Remuneration Policy, providing timely, sufficient and clear information in line with the applicable regulations and corporate governance recommendations followed in international markets regarding directors' remuneration.

2.2. Term of the Policy

In accordance with the provisions of current regulations, the Remuneration Policy for Directors will be approved by the Board at least every three years.

For this reason, this policy submitted for approval to the General Shareholders' Meeting shall be applicable for the remuneration of the members of the Board of Directors during the current financial year 2021 and the two following financial years (2022 and 2023) unless any amendment or substitution is approved by the General Shareholders' Meeting of the Company during such period.

3. Competent Bodies

The General Shareholders' Meeting of AmRest is entrusted with the approval of the Remuneration Policy for Directors, upon proposal of the Board of Directors and the Company's ARC.

4. Structure of the Remuneration of Directors in their Capacity as Such

4.1. Fixed Remuneration

The members of the Board of Directors shall receive, in their capacity as such, a statutory remuneration whose maximum annual amount for all the members of the Board of Directors as determined by the General Shareholders' Meeting and updated according to the indexes or figures established by the General Shareholders' Meeting.

This remuneration includes the following items: (i) a fixed payment; and (ii) allowances for effective attendance at the meetings of the Board of Directors and its delegate or advisory committees.

The Board of Directors will, for each financial year, define the method and moment of payment and agree upon the exact allocation among its members of the global remuneration stipulated, as described in the first paragraph above.



The allocation may be calculated individually, considering the functions and responsibilities corresponding to each director, whether he or she is a member of the Board's committees and any other objective circumstances that the Board of Directors deems relevant.

Regarding directors' remuneration in their capacity as such, the Remuneration Policy for Directors must establish the maximum annual remuneration payable to all members of the Board of Directors, in their capacity as such. In particular, the maximum amount AmRest will pay to the Company's directors, as fixed annual amount, in their capacity as board members, for each financial year in which this policy is in force, shall not exceed EUR 1,500,000 as a whole. This global amount aims to grant the Board of Directors with certain leeway while this policy is in force.

Within the abovementioned global maximum annual remuneration, the allocation among the Board members would be as follows:

- Member of the Board: 75,000 euros for each director. Any remuneration in cash or in kind received by a director from the Company or its Group due to his/her condition of employee shall be deducted from this amount. For the avoidance of doubt, this deduction will not apply to the amount received as an executive director.
- Independent director member of the Executive Committee or of any of the advisory Committees of the Board (irrespective of the number of Committees in which the independent director is a member): 25,000 additional euros for each independent director.

Unless the General Shareholders' Meeting adopts any resolution, the above amounts will not be updated.

4.2. Attendance Fees

Directors, in their capacity as such, may receive attendance fees for every meeting of the Board of Directors or the Committees they actually attend.

The total annual amount of attendance fees will depend on the number of meetings effectively held and on the number of directors attending the meetings.

4.3. Coverage of Risk and Civil Liability Benefits

The Company may pay the premiums under insurance policies taken with several insurance companies, for the coverage of the death or disability of directors caused by accidents or due to



natural causes as well as the features against the eventual civil liability in which the director may incur holding the position of director.

4.4. Absence of Other Remuneration

Aside from the remuneration indicated in the previous sections and regardless of the provisions set out in the following paragraph for executive directors, the directors will not be entitled to receive any other remuneration from the Company or its Group, whatever their concept.

5. Structure of Remuneration of Executive Directors for the Performance of Executive Duties

In addition to the remuneration directors may receive in their capacity as such, executive directors may receive for the performance of the executive duties delegated or entrusted to them by the Board of Directors, the remuneration determined by the Board itself. As of the date of this report, Mr. José Parés Gutierrez, Chairman of the Board of Directors, is the only member with executive functions assigned.

The remuneration of the executive directors may include fixed salaries; severance pay for reasons other than a failure to fulfil duties; pensions; insurance; forecast systems; differed payment plans; and retirement plans.

With respect to the remuneration of executive functions, the remuneration policy will set out the amount of the fixed annual remuneration and its variation during the period to which the policy refers, the different parameters to set the variable components and the main terms and conditions of the contracts signed with executive directors. The main terms and conditions of the contracts should include, in particular: their duration, compensations for early termination or termination of the contractual relationship and exclusivity agreements, and post-contractual non-competition and permanence or loyalty clauses.

5.1. Principles of the Remuneration of Executive Directors

The basic principles regarding the remuneration of the executive directors are the following:

- Ensure the retribution, in terms of structure and global amount, suits the best practices and is competitive with respect to those of the peer companies.
- Set objective criteria to calculate the individual remuneration of every executive director in accordance with the individual performance and the achievement of the business objectives of the Company.
- Commitment with the values of the Company and the Group, as well as with the business



and personal ethics, meritocracy and work-life balance, in order to assure talent retention.

5.2. Fixed Remuneration

The remuneration of the executive directors may vary based on the specific responsibilities and nature of the functions performed and will be reviewed annually by the Board of Directors upon a proposal of the ARC.

The fixed remuneration of executive directors may not exceed EUR 500,000 per year. This amount may be increased during the term of the policy in accordance with AmRest Group's general salary update rules, which may not exceed 10% per year.

5.3. Variable Remuneration

The executive directors of the Company shall not perceive any variable remuneration.

5.4. Remuneration for holding the position of director or for other functions at other companies of the Group

Executive directors may receive additional remuneration for the provision of services to other companies of the Group, however the overall amount of remuneration to be received may not exceed the maximum limits established in this policy.

5.5. Welfare benefits and other remuneration

The remuneration system of executive directors may be supplemented by health and life insurance policies arranged by the Company for the executive directors, in line with practices in the market by peer companies. Likewise, the executive directors may receive other remuneration in kind such as the renting of vehicles, parking spaces, accommodation, travel expenses, travel allowances, coverage of relocation expenses, including relocation abroad, and other social benefits applicable in general to the directors of the Company. This will be a decision of the Board of Directors upon proposal of the ARC.

6. Basic terms of the Contracts with Executive Directors

a) Contract Duration

The contract with executive directors of the Company may be of temporary or indefinite duration.

b) Malus and Claw-back Clauses

They do not apply as there is no provision for executive directors to receive any variable remuneration.

c) Severance Compensation



The executive directors may have the right to receive a severance compensation in the event of termination of their relationship with the Company, provided that such termination is not the consequence of a breach attributable thereto or of the sole decision thereof.

The amount, where applicable, due to the director in this regard shall not exceed the amount equivalent to two years of the director's total annual remuneration. Such amount shall not be provided until the Company has been able to verify that the director has complied with the criteria or conditions established for its receipt.

Expiry or termination payments include any payments whose accrual or payment obligation arises as a result of or in connection with the termination of the director's contractual relationship with the Company, including amounts not previously vested in long-term savings schemes and amounts paid under post-contractual non-competition agreements.

d) Non-competition

The contracts with executive directors may establish the payment of remuneration for the duty not to compete with respect to companies and activities similar in nature with the one of the Company or the Group, during the duration of the contract and for a period after its termination. The financial compensation to be provided for this post-contractual non-competition agreement may be understood to be included in the compensation foreseen in the event of termination of the contract.

e) Exclusivity

The contracts with executive directors may establish the payment of remuneration for the duty not to enter into contracts to provide services to other companies or entities except if expressly authorized by the Board of Directors.

f) Governing Law

The contracts with the executive directors are governed by Spanish law, and in particular by the Spanish Corporate Enterprise Act (*Ley de Sociedades de Capital*), and any legal provisions applicable in each case. The contracts that the executive directors may have with other Group companies will be governed by the law of the nationality of the Group company.

g) Compliance with the Company's Corporate Governance

The executive directors are obliged to strictly comply with the Company's Corporate Governance rules.

h) Jurisdiction

Any dispute that may arise in relation to the interpretation, performance or termination of the



contracts with the Company will be submitted by the courts and tribunals of Madrid (Spain). In the case of contracts with other companies of the Group, the provisions of the applicable legislation and what the parties agree will apply.

i) Confidentiality and Return of Documents

The position of executive director is subject to a strict duty of confidentiality during the term of the contract and after its termination. Therefore, the executive director will be obliged to return to the Company upon termination any documents and items in his possession relating to the activities carried out thereby.

7. Term of the Remuneration Policy for Directors

Pursuant to the provisions of the current article 529 *novodecies.3* of the Spanish Corporate Enterprise Act, the Company shall apply this Remuneration Policy during financial years 2021, 2022 and 2023. Any modification or replacement of the Remuneration Policy during such financial years shall require the prior approval of the General Shareholders' Meeting.

In any event, this Remuneration Policy shall be understood without prejudice to the possibility that, from time to time, the Company may pay a director a certain remuneration that is not provided for in this policy in accordance with the provisions of article 529.*novodecies.5* of the Spanish Corporate Enterprise Act.