



## **REPORT OF THE BOARD OF DIRECTORS OF AMREST HOLDINGS, SE, REGARDING THE PROPOSALS FOR RE-ELECTION OF DIRECTORS INCLUDED IN ITEMS 5.1 TO 5.4 OF THE AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS MEETING CALLED FOR 12 AND 13 MAY 2022, IN THE FIRST AND SECOND CALL, RESPECTIVELY**

### **1. PURPOSE OF THE REPORT**

This report is prepared by the Board of Directors of AmRest Holdings, SE (“**AmRest**” or the “**Company**”), in compliance with the provisions of Articles 518 and 529 decies of Royal Legislative Decree 1/2010, of 2 July, approving the consolidated text of the Spanish Companies Act (*Ley de Sociedades de Capital*) (“**LSC**” or “**Companies Act**”), to justify the following proposals for re-election of Company directors included as items 5.1 to 5.4 on the Agenda of the next Ordinary General Shareholders Meeting to be held on 12 May 2022, at the first call or, if the necessary quorum is not reached, on 13 May 2022, at the second call.

- 5.1. Re-election of José Parés Gutiérrez as director, with executive status.
- 5.2. Re-election of Luis Miguel Álvarez Pérez as director, with proprietary status.
- 5.3. Re-election of Carlos Fernández González as director, with proprietary status.
- 5.4. Re-election of Pablo Castilla Reparaz as director, with independent status.

### **2. INTERNAL PROCEDURE FOR THE FORMULATION OF PROPOSALS FOR RESOLUTION**

Article 529 decies of the Companies Act provides that proposals for re-election, ratification and appointment of the Board members must be accompanied by a reasoned report from the Board which evaluates the competence, experience, and merits of the proposed candidate; in addition, in the case of proposals for re-election, ratification and appointment of any non-independent director, they must be preceded by a report from the Appointment and Remuneration Committee.

In turn, Article 9.2 of the Rules of Procedure of the Board of Directors of AmRest provides that the proposals for the appointment and re-election of directors, submitted by the Board to the consideration of the General Meeting and the decisions for appointment taken by the Board, under the co-option authority legally assigned to it, must be preceded (i) by the proposal of the Appointment and Remuneration Committee, in the case of independent directors, and (ii) by the previous report of this Committee, in the case of the other directors. Article 9.4 of the Rules of Procedure of the Board of Directors also provides that the proposal must, in any case, be accompanied by a reasoned report from the Board evaluating the competence, experience and merits of the proposed candidate, which will be attached to the minutes of the General Meeting or of the Board itself.



In accordance with the provisions of Article 529 decies 4 of the LSC, the proposal for the re-election of Pablo Castilla Reparaz, insofar as he holds independent status, corresponds to the Appointments and Remuneration Committee.

In turn, in accordance with the provisions of Article 529 decies 6 of the LSC, the proposals for re-election of José Parés Gutiérrez, Luis Miguel Álvarez Pérez and Carlos Fernández González, insofar as they do not hold the status of independent directors (instead, as executive and proprietary directors, respectively), must be preceded by a report from the Appointment and Remuneration Committee, which is attached as an Annex.

### **3. TERM OF OFFICE**

The term of office of directors proposed for appointment and re-election will be for a four-year period, as provided in the Articles of Association.

In accordance with Article 222 of the LSC and Article 25 of the AmRest Articles of Association, the appointment of the proposed directors will expire when, upon expiration of the term, the next General Meeting has been held or the legal term for holding the Meeting that must resolve the approval of accounts of the previous financial year has elapsed.

### **4. REASONED REPORT OF THE BOARD OF DIRECTORS**

The Board's evaluation of the competence, experience and merits of the directors proposed for re-election and their suitability to perform their duties as directors of the Company will be set out below, as appropriate, based on the report or proposal of the Appointment and Remuneration Committee of the Company.

#### **4.1. José Parés Gutiérrez**

##### Professional profile

José Parés Gutiérrez has been the General Manager of Finaccess Capital (Mexico) since 2013. He is also Chairman of the Board of Restaurant Brands New Zealand Limited. He has international experience in marketing, sales, finance and operational management.

Prior to that, José Parés Gutiérrez worked for 19 years in Grupo Modelo (Mexico), holding various positions. In his last five years in this company, he served as Commercial Vice President, helping to increase the revenues of Grupo Modelo from USD 1 billion to USD 3 billion during the period of financial crisis.

José Parés Gutiérrez has also served as a member of the Board of Crown Imports (Chicago, Illinois), Deputy Chair of the Board of MMI (Toronto, Canada), member of the Board of DIFA (Mexico) and former member of the Chamber of Brewers of Mexico.

José Parés Gutiérrez graduated from the Universidad Panamericana de México, in the Business and Finance Faculty. He also completed his MBA studies at ITAM (Mexico),



the Business D-1 Program at IPADE (Mexico) and the Executive Programme at Wharton University, San Francisco.

Mr Parés has been member of the Board of Directors since the date of the Company's registration in Spain (12/03/2018).

#### Suitability and merits

The Board of Directors has assessed the performance of Mr Parés during the term that is now coming to an end, the appropriateness of his professional profile to the particularities of the business carried out by the Company, as well as the combination of competencies he has which are needed to lead the supervisory role of the Board. In addition, the appropriate competencies, experience and merits Mr Parés has to perform the duties of executive director have also been considered, having proven his academic training relevant to the performance of this office, including his experience, which is amply proven, adequate dedication and extensive knowledge of the Company and its group, as well as of the market in which they operate.

The Board also considers that the integrity, conduct, good reputation, trustworthiness and competence of the director, whose re-election is proposed, are fully validated.

#### Availability

It has been verified that the candidate is effectively available to dedicate himself as required to perform the duties of director of the Company with proprietary status.

#### Absence of incompatibilities and conflicts

It has also been verified that the candidate is not involved in any cause of incompatibility, prohibition or permanent conflict of interest that prevents him from performing the duties of this office properly, neither in any of the cases contemplated in Article 11 of the Rules of Procedure of the Board of Directors of the Company.

#### Status of director

José Parés Gutiérrez is currently the CEO of the Company and therefore, the status of executive director is attributed to him.

#### Report of the Appointment and Remuneration Committee

Attached to this report, as annex, is the favourable report of the Appointment and Remuneration Committee, dated 15 March 2022, concerning the proposal for re-election of José Parés Gutiérrez.

## 4.2. Luis Miguel Álvarez Pérez

#### Professional profile



Luis Miguel Álvarez Pérez is member of the Board of Directors, of the Audit Committee and of the Committee of Inversiones Finaccess, S.A.P.I. (since 2013). He is member of the Board of Directors of Restaurant Brands New Zealand Limited and member of the Appointment and Remuneration Committee. He is also founder and CEO of Compitalia, S.A. de C.V., a family investment company that invests directly through equity and real estate investments, mainly in sectors such as consumer goods, restaurants, real estate and financial funds.

For more than 25 years, Luis Miguel Álvarez Pérez has held various positions in different subsidiaries and at the headquarters of Grupo Modelo (including as Managing Director of Empresas Verticales del Grupo Modelo, S.A.B. de C.V., President and CEO of Gmodelo Agriculture, LLC, Idaho Falls, Idaho and Vice President and CEO of Gmodelo Agriculture, Inc.). During his professional career, he worked for seven years at a Grupo Modelo subsidiary in Idaho Falls, Idaho, USA, as President and General Manager of a new malting plant.

Luis Miguel Álvarez Pérez continues to participate actively as a member of the board of directors of several private companies and non-governmental organisations. Besides various positions he currently holds at Finaccess, he previously held, among others, the following executive positions: Alternate Board Member and Member of the Executive Committee of Grupo Modelo, S.A.B. de C.V., Board Member and Member of the Executive Committee of InteGrow Malt, LLC., and Board Member of Impulsora Agrícola, S.A. and International CO2 Extraction, LLC.

Luis Miguel Álvarez Pérez graduated from the Universidad Iberoamericana, specialising in Industrial Engineering, attended the International Management Program in Fort Lauderdale, Florida (IPADE Business School), the International Top Management Program (ITAM, Ashridge, Kellogg, IMD, Stanford) and the Building Skills for Success programme at Wharton University, San Francisco.

Mr Álvarez has been member of the Board of Directors since the date of the Company's registration in Spain (12/03/2018).

#### Suitability and merits

The Board of Directors has evaluated and duly considered the experience, training and professional profile of the director, his merits and competence for the office of director, and his experience and knowledge in diverse sectors and matters relevant to the Company. Accordingly, the Board of Directors has concluded very favourably on the suitability of Luis Miguel Álvarez Pérez for holding this office, who meets the requirements of good reputation, trustworthiness and competence, as well as his qualification, training, availability and commitment to perform his duties, in which his integrity, conduct and experience can also be pointed out.

#### Availability



It has been verified that the candidate is effectively available to dedicate himself as required to perform the duties of director of the Company with proprietary status.

#### Absence of incompatibilities and conflicts

It has also been verified that the candidate is not involved in any cause of incompatibility, prohibition or permanent conflict of interest that prevents him from performing the duties of this office properly, neither in any of the cases contemplated in Article 11 of the Rules of Procedure of the Board of Directors of the Company.

#### Status of director

The re-election of Luis Miguel Álvarez Pérez is proposed at the request of the shareholder FCapital Dutch, B.V., which, as of the date of this report, has a significant stake in the Company's capital and, therefore, the status of proprietary director is attributed to him.

#### Report of the Appointment and Remuneration Committee

Attached to this report, as annex, is the favourable report of the Appointment and Remuneration Committee, dated 15 March 2022, concerning the proposal for re-election of Luis Miguel Álvarez Pérez.

### 4.3. Carlos Fernández González

#### Professional profile

Carlos Fernández González has held management positions in various economic sectors for more than 30 years. The duties performed require great skills and are associated with great responsibility.

He served as CEO (during the years 1997-2013) and Chairman of the Board of Directors (during the years 2005-2013) of the Grupo Modelo when the brewing company was sold to the ABInbev Group. From his appointment as CEO until 2013, Grupo Modelo strengthened its leadership position in Mexico's beer sector and on the international market, becoming the seventh-largest beer producer group and the world's largest beer exporter.

He has also held various positions in domestic and international organisations, including Anheuser Busch (USA), Emerson Electric Co. (USA), Seeger Industrial (Spain), Grupo Televisa (Mexico), Crown Imports Ltd. (USA), Inbursa (Mexico), Bolsa Mexicana de Valores and Banco Santander S.A. (Spain). After the sale of Grupo Modelo to Anheuser Busch, he served on the advisory board of Grupo Modelo for a couple of years. He was also a member of the international advisory board of Banco Santander S.A. until its dissolution and CEO of Grupo Financiero Santander México S.A.B. de C.V.



Carlos Fernández González is currently Chairman of the Board of Directors of Grupo Finaccess S.A.P.I. de C.V., a company which he founded, with presence in Mexico, the United States, Europe, China and Oceania. He is also a non-executive director of Inmobiliaria Colonial, SOCIMI, S.A. (Spain) and Board Member of Restaurant Brands New Zealand Limited (New Zealand).

He actively participates in various philanthropic institutions with a focus on social, educational and environmental programmes.

Carlos Fernández González is an industrial engineer and has also been trained in the senior management programme of the Pan American Institute of Senior Business Management (*Instituto Panamericano de Alta Dirección de Empresa*) (IPADE).

Carlos Fernández González has been member of the Board of Directors since the date of the Company's registration in Spain (12/03/2018).

#### Suitability and merits

The Board of Directors has evaluated and duly considered the experience, training and professional profile of the director, his merits and competence for the office of director, and his experience and knowledge in diverse sectors and matters relevant to the Company. Accordingly, the Board of Directors has concluded very favourably on the suitability of Carlos Fernández González for holding this office, who meets the requirements of good reputation, trustworthiness and competence, as well as his qualification, training, availability and commitment to perform his duties, in which his integrity, conduct and experience can also be pointed out.

#### Availability

It has been verified that the candidate is effectively available to dedicate himself as required to perform the duties of director of the Company with proprietary status.

#### Absence of incompatibilities and conflicts

It has also been verified that the candidate is not involved in any cause of incompatibility, prohibition or permanent conflict of interest that prevents him from performing the duties of this office properly, neither in any of the cases contemplated in Article 11 of the Rules of Procedure of the Board of Directors of the Company.

#### Status of director

The re-election of Carlos Fernández González is proposed at the request of the shareholder FCapital Dutch, B.V., which, as of the date of this report, has a significant stake in the Company's capital and, therefore, the status of proprietary director is attributed to him.

#### Report of the Appointment and Remuneration Committee



Attached to this report, as annex, is the favourable report of the Appointment and Remuneration Committee, dated 15 March 2022, concerning the proposal for re-election of Carlos Fernández González.

#### 4.4. Pablo Castilla Reparaz

##### Professional profile

Pablo Castilla Reparaz has 30 years of experience in the banking sector as a lawyer at Banco Santander, S.A., where he acquired extensive knowledge in the area of mergers and acquisitions, having been responsible for M&A transactions in various jurisdictions, both inside and outside the EU.

Pablo Castilla has served as director at Santander Direkt Bank (Germany), as director at Banco Mercantil (Peru), as non-board member secretary at BT Telecomunicaciones S.A., as board-member secretary at Santander Investment, S.A., as secretary of the Investment Committee of Grupo Santander, and as board-member secretary at Openbank and board-member secretary at Grupo Vitaldent.

Pablo Castilla completed his studies in Law (Bachelor's degree) at the Universidad CEU San Pablo, an institution attached to the Universidad Complutense de San Pablo, continuing his higher studies in Tax Consultancy and Community Law (Master's Degree, ICAI - ICADE). He also graduated from the Advanced Management Program for Overseas Bankers (Wharton School of the University of Pennsylvania). He is also a member of the Distinguished Bar Association of Madrid.

Pablo Castilla has been member of the Board of Directors since the date of the Company's registration in Spain (12/03/2018).

##### Suitability and merits

The Board of Directors has evaluated and duly considered the experience, training and professional profile of the director, his merits and competence for the office of director, and his experience and knowledge in diverse sectors and matters relevant to the Company. Accordingly, the Board of Directors has concluded very favourably on the suitability of Pablo Castilla Reparaz for holding this office, who meets the requirements of good reputation, trustworthiness and competence, as well as his qualification, training, availability and commitment to perform his duties, in which his integrity, conduct and experience can also be pointed out.

##### Availability

It has been verified that the candidate is effectively available to dedicate himself as required to perform the duties of director of the Company with independent status.

##### Absence of incompatibilities and conflicts



It has also been verified that the candidate is not involved in any cause of incompatibility, prohibition or permanent conflict of interest that prevents him from performing the duties of this office properly, neither in any of the cases contemplated in Article 11 of the Rules of Procedure of the Board of Directors of the Company.

#### Status of director

The re-election of Pablo Castilla Reparaz is proposed by the Appointment and Remuneration Committee, in consideration of his personal and professional characteristics. In which case, this Committee, as well as the Board of Directors, have verified and considered that he is not currently involved in any of the circumstances provided under Article 529 duodecies 4 of the Companies Act, and that he can perform his duties without being conditioned by relations with the Company or its Group, its significant shareholders or its executives, and can therefore hold the status of independent director.

Accordingly, the status of independent director is attributed to Pablo Castilla Reparaz.

#### Proposal of the Appointment and Remuneration Committee

Attached to this report, as annex, is the report of the Appointment and Remuneration Committee, dated 15 March 2022, concerning the re-election of Pablo Castilla Reparaz.

Accordingly, the Board, taking into account the individual analysis carried out in respect of each of the proposed appointments, considers that their competences are sufficiently proven, and that the contribution of pluralistic points of views to the discussion of the matters dealt with by the Board is guaranteed. In addition, an analysis of the Company's needs in terms of corporate governance, positively values the relevance of the proposals, which help maintain an adequate balance in the composition of the Board, with an executive director, four independent directors and two proprietary directors.

## **5. CONCLUSION**

Based on the information provided, we can conclude that José Parés Gutiérrez, Luis Miguel Álvarez Pérez, Carlos Fernández González and Pablo Castilla Reparaz enjoy adequate competence, experience and merit to carry out the duties of their office. Therefore, the re-election of José Parés Gutiérrez, Luis Miguel Álvarez Pérez, Carlos Fernández González and Pablo Castilla Reparaz is submitted to the Ordinary General Shareholders Meeting.

## **6. PROPOSALS FOR RESOLUTION SUBMITTED TO THE ORDINARY GENERAL SHAREHOLDERS MEETING FOR APPROVAL**

In view of the foregoing, the Board of Directors submits to the Ordinary General Shareholders Meeting the following proposals for resolution:

*"5.1. Re-election of José Parés Gutiérrez as director, with executive status.*



*Considering that the term for which José Parés Gutiérrez was appointed has expired, a proposal is made to re-elect Mr Gutiérrez as director of the Company with executive director status (for the purposes of Article 529 duodecies of the Companies Act), for the statutory period of four years from the date of the General Shareholders Meeting, at the proposal of the Board of Directors and with the favourable report of the Appointment and Remuneration Committee.*

*5.2. Re-election of Luis Miguel Álvarez Pérez as director, with proprietary status.*

*Considering that the term for which Luis Miguel Álvarez Pérez was appointed has expired, a proposal is made to re-elect Mr Álvarez as director of the Company with proprietary director status (for the purposes of Article 529 duodecies of the Companies Act), for the statutory period of four years from the date of the General Shareholders Meeting, at the proposal of the Board of Directors and with the favourable report of the Appointment and Remuneration Committee.*

*5.3. Re-election of Carlos Fernández González as director, with proprietary status.*

*Considering that the term for which Carlos Fernández González was appointed has expired, a proposal is made to re-elect Mr González as director of the Company with proprietary director status (for the purposes of Article 529 duodecies of the Companies Act), for the statutory period of four years from the date of the General Shareholders Meeting, at the proposal of the Board of Directors and with the favourable report of the Appointment and Remuneration Committee.*

*5.4. Re-election of Pablo Castilla Reparaz as director, with independent status.*

*Considering that the term for which Pablo Castilla Reparaz was appointed has expired, a proposal is made to re-elect Mr Reparaz as director of the Company with independent director status (for the purposes of Article 529 duodecies of the Companies Act), for the statutory period of four years from the date of the General Shareholders Meeting, at the proposal of the Appointment and Remuneration Committee and of the Board of Directors.”*

In Madrid, on 31 March 2022.



## ANNEX

### REPORT OF THE APPOINTMENT AND REMUNERATION COMMITTEE OF AMREST HOLDINGS, SE, IN RELATION TO PROPOSALS FOR REELECTION OF DIRECTORS TO BE SUBMITTED TO THE GENERAL SHAREHOLDERS MEETING

#### 1. PURPOSE OF THE REPORT

Article 529 decies of Royal Legislative Decree 1/2010, of 2 July, approving the consolidated text of the Companies Act (“LSC” or “Companies Act”) provides that proposals for re-election, ratification and appointment of the Board members must be accompanied by a reasoned report from the Board which evaluates the competence, experience and merits of the proposed candidate; in addition, in the case of proposals for re-election, ratification and appointment of any non-independent director, they must be preceded by a report from the Appointment and Remuneration Committee.

In turn, Article 9.2 of the Rules of Procedure of the Board of Directors of AmRest provides that the proposals for the appointment and re-election of directors, submitted by the Board to the consideration of the General Meeting and the decisions for appointment taken by the Board, under the co-option authority legally assigned to it, must be preceded (i) by the proposal of the Appointment and Remuneration Committee, in the case of independent directors, and (ii) by the previous report of this Committee, in the case of the other directors.

In compliance with the above requirements, the Appointment and Remuneration Committee has approved this overall report in relation to the proposals for the re-election of directors which, subject to a report (section 3) or at the proposal (section 4), as appropriate, of the Appointment and Remuneration Committee, will be submitted to the next Ordinary General Shareholders Meeting of the Company, to explain in a general way the context of these proposals and collect the previous analysis of the competences required by the Board of Directors.

#### 2. PROPOSALS CONCERNING THE COMPOSITION OF THE BOARD OF DIRECTORS

The proposals for re-election that will be submitted to the next Ordinary General Shareholders Meeting, well-informed (regarding non-independent directors) and proposals (regarding independent directors) by the Appointment and Remuneration Committee are the following:

- Re-election, for a further four-year term, of the director José Parés Gutiérrez, with executive director status.
- Re-election, for a further four-year term, of director Luis Miguel Álvarez Pérez, with proprietary director status.
- Re-election, for a further four-year term, of the director Carlos Fernández González, with proprietary director status.
- Re-election, for a further four-year term, of the director Pablo Castilla Reparaz, with independent director status.



### **3. REPORTS OF THE APPOINTMENT AND REMUNERATION COMMITTEE ON THE PROPOSALS FOR RE-ELECTION OF NON-INDEPENDENT DIRECTORS**

In accordance with the provisions of Article 529 decies 6 of the Companies Act and Article 9.2 of the Rules of Procedure of the Board of Directors, proposals for the re-election of non-independent directors must be preceded by the corresponding report of the Appointment and Remuneration Committee. To this end, the Appointment and Remuneration Committee issues the following report regarding the proposed re-election, for a further four-year period, of the directors José Parés Gutiérrez, with executive director status and Luis Miguel Álvarez Pérez and Carlos Fernández González, with proprietary director status.

In connection with this report, the Appointment and Remuneration Committee has evaluated the performance, professional profile and suitability of the directors, as well as their capacity to dedicate themselves adequately to the performance of the office and to contribute effectively to the Company's governing bodies so they can carry out their duties with the highest standards of quality and efficiency.

In addition, and regardless of the performance, professional profile and suitability of the directors, this proposal for re-election of directors implies preserving the number of women on the Board of Directors, in line with the Company's commitment to promote the Board's diversity.

#### **3.1. José Parés Gutiérrez**

##### **Performance assessment**

The Appointment and Remuneration Committee has analysed the work and contribution of José Parés Gutiérrez to the Board of Directors since his appointment. It has also considered the dedication of José Parés Gutiérrez to his duties as director of the Company, as well as his knowledge, competences and experience, which, in the opinion of this Committee, allow him to develop his responsibilities appropriately.

In view of all the above, the Appointment and Remuneration Committee has concluded that José Parés Gutiérrez has performed his duties as CEO in a very satisfactory manner, thus helping the Company's corporate bodies to develop their actions in a coordinated and effective manner, performing their responsibilities with the quality, professionalism and dedication required for full effectiveness.

##### **Status of director**

José Parés Gutiérrez is currently the CEO of the Company and therefore, the status of executive director is attributed to him.

##### **Professional profile**

José Parés Gutiérrez has been the General Manager of Finaccess Capital (Mexico) since 2013. He is also Chairman of the Board of Restaurant Brands New Zealand Limited. He has international experience in marketing, sales, finance and operational management.



Prior to that, José Parés Gutiérrez worked for 19 years in Grupo Modelo (Mexico), holding various positions. In his last five years in this company, he served as Commercial Vice President, helping to increase the revenues of Grupo Modelo from USD 1 billion to USD 3 billion during the period of financial crisis.

José Parés Gutiérrez has also served as a member of the Board of Crown Imports (Chicago, Illinois), Deputy Chair of the Board of MMI (Toronto, Canada), member of the Board of DIFA (Mexico) and former member of the Chamber of Brewers of Mexico.

José Parés Gutiérrez graduated from the Universidad Panamericana de México, in the Business and Finance Faculty. He also completed his MBA studies at ITAM (Mexico), the Business D-1 Program at IPADE (Mexico) and the Executive Programme at Wharton University, San Francisco.

Mr Parés has been member of the Board of Directors since the date of the Company's registration in Spain (12/03/2018).

#### Suitability

The Appointment and Remuneration Committee has verified and confirmed the suitability of José Parés Gutiérrez for holding this office, who meets the requirements of good reputation, trustworthiness, availability, competence, and integrity, as well as the proper conduct and experience to perform his duties as director of the Company.

#### Conclusion

In view of all the above, taking into account the performance of the director and his personal and professional conditions, the Appointment and Remuneration Committee considers that José Parés Gutiérrez has adequate knowledge and experience for the performance of the office of Director and meets the suitability requirements that are required of him, all this, taking into account his position as CEO of the Company. Therefore, it has agreed to submit this favourable report to the Board of Directors, proposing to the Ordinary General Shareholders Meeting of the Company his re-election as director for a statutory period of four years, with executive director status.

### 3.2. Luis Miguel Álvarez Pérez

#### Performance assessment

The Appointment and Remuneration Committee has analysed the work and contribution of Luis Miguel Álvarez Pérez to the Board of Directors since his appointment. It has also considered the dedication of José Parés Gutiérrez to his duties as director of the Company, as well as his knowledge, competences and experience, which, in the opinion of this Committee, allow him to develop his responsibilities appropriately.

In view of all the above, the Appointment and Remuneration Committee has concluded that Luis Miguel Álvarez Pérez has performed his duties as director in a

very satisfactory manner, thus helping the Company's corporate bodies to have a balanced composition adequate to their needs and contributing in a very relevant way so that they can develop their responsibilities with the quality, professionalism and dedication required for full effectiveness.

#### Status of director

Luis Miguel Álvarez Pérez is re-elected at the request of the shareholder FCapital Dutch, B.V., which, as of the date of this report, has a significant stake in the Company's capital and, therefore, the status of proprietary director is attributed to him.

#### Professional profile

Luis Miguel Álvarez Pérez is member of the Board of Directors, of the Audit Committee and of the Committee of Inversiones Finaccess, S.A.P.I. (since 2013). He is member of the Board of Directors of Restaurant Brands New Zealand Limited and member of the Appointment and Remuneration Committee. He is also founder and CEO of Compitalia, S.A. de C.V., a family investment company that invests directly through equity and real estate investments, mainly in sectors such as consumer goods, restaurants, real estate and financial funds.

For more than 25 years, Luis Miguel Álvarez Pérez has held various positions in different subsidiaries and at the headquarters of Grupo Modelo (including as Managing Director of Empresas Verticales del Grupo Modelo, S.A.B. de C.V., President and CEO of Gmodelo Agriculture, LLC, Idaho Falls, Idaho and Vice President and CEO of Gmodelo Agriculture, Inc.). During his professional career, he worked for seven years at a Grupo Modelo subsidiary in Idaho Falls, Idaho, USA, as President and General Manager of a new malting plant.

Luis Miguel Álvarez Pérez continues to participate actively as a member of the board of directors of several private companies and non-governmental organisations. Besides various positions he currently holds at Finaccess, he previously held, among others, the following executive positions: Alternate Board Member and Member of the Executive Committee of Grupo Modelo, S.A.B. de C.V., Board Member and Member of the Executive Committee of InteGrow Malt, LLC., and Board Member of Impulsora Agrícola, S.A. and International CO2 Extraction, LLC.

Luis Miguel Álvarez Pérez graduated from the Universidad Iberoamericana, specialising in Industrial Engineering, attended the International Management Program in Fort Lauderdale, Florida (IPADE Business School), the International Top Management Program (ITAM, Ashridge, Kellog, IMD, Stanford) and the Building Skills for Success programme at Wharton University, San Francisco.

Mr Álvarez has been member of the Board of Directors since the date of the Company's registration in Spain (12/03/2018).

#### Suitability

The Appointment and Remuneration Committee has verified and confirmed the suitability of Luis Miguel Álvarez Pérez for holding this office, who meets the requirements of good reputation, trustworthiness, availability, competence, and integrity, as well as the proper conduct and experience to perform his duties as director of the Company.

#### Conclusion

In view of all the above, taking into account the performance of the director and his personal and professional conditions, the Appointment and Remuneration Committee considers that Luis Miguel Álvarez Pérez has adequate knowledge and experience for the performance of the office of Director and meets the suitability requirements that are required of him. Therefore, it has agreed to submit this favourable report to the Board of Directors, proposing to the Ordinary General Shareholders Meeting of the Company his re-election as director for a statutory period of four years, with proprietary director status.

### 3.3. Carlos Fernández González

#### Performance assessment

The Appointment and Remuneration Committee has analysed the work and contribution of Carlos Fernández González to the Board of Directors since his appointment. It has also considered the dedication of Carlos Fernández González to his duties as director of the Company, as well as his knowledge, competences and experience, which, in the opinion of this Committee, allow him to develop his responsibilities appropriately.

In view of all the above, the Appointment and Remuneration Committee has concluded that Carlos Fernández González has performed his duties as director in a very satisfactory manner, thus helping the Company's corporate bodies to have a balanced composition adequate to their needs and contributing in a very relevant way so that they can develop their responsibilities with the quality, professionalism and dedication required for full effectiveness.

#### Status of director

Carlos Fernández González is re-elected at the request of the shareholder FCapital Dutch, B.V., which, as of the date of this report, has a significant stake in the Company's capital and, therefore, the status of proprietary director is attributed to him.

#### Professional profile

Carlos Fernández González has held management positions in various economic sectors for more than 30 years. The duties performed require great skills and are associated with great responsibility.

He served as CEO (during the years 1997-2013) and Chairman of the Board of Directors (during the years 2005-2013) of the Grupo Modelo when the brewing company was sold to the ABInbev Group. From his appointment as CEO until 2013,



Grupo Modelo strengthened its leadership position in Mexico's beer sector and on the international market, becoming the seventh-largest beer producer group and the world's largest beer exporter.

He has also held various positions in domestic and international organisations, including Anheuser Busch (USA), Emerson Electric Co. (USA), Seeger Industrial (Spain), Grupo Televisa (Mexico), Crown Imports Ltd. (USA), Inbursa (Mexico), Bolsa Mexicana de Valores and Banco Santander S.A. (Spain). After the sale of Grupo Modelo to Anheuser Busch, he served on the advisory board of Grupo Modelo for a couple of years. He was also a member of the international advisory board of Banco Santander S.A. until its dissolution and CEO of Grupo Financiero Santander México S.A.B. de C.V.

Carlos Fernández González is currently Chairman of the Board of Directors of Grupo Finaccess S.A.P.I. de C.V., a company which he founded, with presence in Mexico, the United States, Europe, China and Oceania. He is also a non-executive director of Inmobiliaria Colonial, SOCIMI, S.A. (Spain) and Board Member of Restaurant Brands New Zealand Limited (New Zealand).

He actively participates in various philanthropic institutions with a focus on social, educational and environmental programmes.

Carlos Fernández González is an industrial engineer and has also been trained in the senior management programme of the Pan American Institute of Senior Business Management (*Instituto Panamericano de Alta Dirección de Empresa*) (IPADE).

Mr Fernández has been member of the Board of Directors since the date of the Company's registration in Spain (12/03/2018).

#### Suitability

The Appointment and Remuneration Committee has verified and confirmed the suitability of Carlos Fernández González for holding this office, who meets the requirements of good reputation, trustworthiness, availability, competence, and integrity, as well as the proper conduct and experience to perform his duties as director of the Company.

#### Conclusion

In view of all the above, taking into account the performance of the director and his personal and professional conditions, the Appointment and Remuneration Committee considers that Carlos Fernández González has adequate knowledge and experience for the performance of the office of Director and meets the suitability requirements that are required of him. Therefore, it has agreed to submit this favourable report to the Board of Directors, proposing to the Ordinary General Shareholders Meeting of the Company his re-election as director for a statutory period of four years, with proprietary director status.



#### **4. PROPOSAL OF THE APPOINTMENT AND REMUNERATION COMMITTEE CONCERNING THE PROPOSAL FOR RE-ELECTION OF INDEPENDENT DIRECTORS**

In accordance with the provisions of Article 529 decies 4 of the Companies Act and Article 9.2 of the Rules of Procedure of the Board of Directors, proposals for the re-election, ratification and appointment of independent directors must be made by the Appointment and Remuneration Committee.

To this end, the Appointment and Remuneration Committee proposes the re-election, for a further four-year period, of Pablo Castilla Reparaz, with the status of independent director.

In connection with this report, the Appointment and Remuneration Committee has evaluated the performance, professional profile and suitability of the director, as well as his capacity to dedicate himself adequately to the performance of the office and to contribute effectively to the Company's governing bodies so they can carry out their duties with the highest standards of quality and efficiency.

##### **4.1. Pablo Castilla Reparaz**

###### Performance assessment

The Appointment and Remuneration Committee has analysed the work and contribution of Pablo Castilla Reparaz to the Board of Directors since his appointment. It has also considered the dedication of Pablo Castilla Reparaz to his duties as director of the Company, as well as his knowledge, competences and experience, which, in the opinion of this Committee, allow him to develop his responsibilities appropriately.

In view of all the above, the Appointment and Remuneration Committee has concluded that Pablo Castilla Reparaz has performed his duties as director in a very satisfactory manner, thus helping the Company's corporate bodies to have a balanced composition adequate to their needs and contributing in a very relevant way so that they can develop their responsibilities with the quality, professionalism and dedication required for full effectiveness.

###### Status of director

The re-election of Pablo Castilla Reparaz is proposed by the Appointment and Remuneration Committee, in consideration of his personal and professional characteristics, having verified that he is not currently involved in any of the circumstances provided under Article 529 duodecies 4 of the Companies Act, and that he can perform his office without being conditioned by relations with the Company or its Group, its significant shareholders or its executives, and can therefore hold the status of independent director.

###### Professional profile

Pablo Castilla Reparaz has 30 years of experience in the banking sector as employee of Banco Santander, S.A., where he acquired extensive knowledge in



the area of mergers and acquisitions, having been responsible for M&A transactions in various jurisdictions, both inside and outside the EU.

Pablo Castilla has served as a director of Santander Direkt Bank (Germany), as manager of Banco Mercantil (Peru), as non-board member secretary at BT Telecomunicaciones S.A., as board-member secretary of Santander Investment, S.A., as secretary of the Investment Committee of Grupo Santander, and as board-member secretary of Openbank and board-member secretary of Grupo Vitaldent.

Pablo Castilla completed his studies in Law (Bachelor's degree) at the Universidad CEU San Pablo, an institution attached to the Universidad Complutense de San Pablo, continuing his higher studies in Tax Consultancy and Community Law (Master's Degree, ICAI - ICADE). He also graduated from the Advanced Management Program for Overseas Bankers (Wharton School of the University of Pennsylvania). He is also a member of the Distinguished Bar Association of Madrid.

Pablo Castilla has been member of the Board of Directors since the date of the Company's registration in Spain (12/03/2018).

#### Suitability

The Appointment and Remuneration Committee has verified and confirmed the suitability of Pablo Castilla Reparaz for holding this office, who meets the requirements of good reputation, trustworthiness, availability, competence, and integrity, as well as the proper conduct and experience to perform his duties as director of the Company.

#### Availability

It has been verified that the candidate is effectively available to dedicate himself as required to perform the duties of director of the Company with independent status.

#### Conclusion

In view of all the above, taking into account the performance of the director and his personal and professional conditions, the Appointment and Remuneration Committee considers that Pablo Castilla Reparaz has adequate knowledge and experience for the performance of the office of Director and meets the suitability requirements that are required of him. Therefore, it has agreed to submit this proposal to the Board of Directors, proposing to the Ordinary General Shareholders Meeting of the Company his re-election as director for a statutory period of four years, with independent director status.

### **5. CONCLUSION FAVOURABLE REPORT AND PROPOSAL**

In view of all the above, taking into account the shareholder structure of the Company, the competences required at the present time by its corporate bodies, the current and anticipated structure, size and composition of the Board of Directors and the personal and professional conditions of the candidates, the Appointment and Remuneration Committee considers that the proposals for re-election of directors to be presented to the next Ordinary General Shareholders Meeting are appropriate and in the best interest of the Company.