



## **REGULATIONS OF THE ELECTRONIC SHAREHOLDERS FORUM OF AMREST HOLDINGS, SE**

### **1. INTRODUCTION**

Pursuant to the provisions established in Article 539 of the Consolidated Version of the Spanish Capital Companies Act approved by the Royal Legislative Decree 1/2010, of 2 July, ("**Companies Act**"), AMREST HOLDINGS, SE (hereinafter "**AmRest**" or the "**Company**") has approved the Regulations (the "**Regulations**") of AmRest's Electronic Shareholders Forum (the "**Forum**"), which will be activated on the Company's website ([www.amrest.eu](http://www.amrest.eu)) once each General Shareholders' Meeting is called and until it eventually convenes.

### **2. REGULATIONS OF THE FORUM**

These Regulations will govern the activation and availability of the Forum by the Company on its website, and the guarantees, terms and conditions under which AmRest's shareholders may access and use the same, including any voluntary associations that may be incorporated under current regulations.

These Regulations, in relation to the Forum, will complement the general terms and conditions governing access and use of AmRest's website ([www.amrest.eu](http://www.amrest.eu)), which will be fully applicable to access and use of the Forum, in any matter not eventually amended or rendered incompatible with the provisions of these Regulations (the "**General Terms of Access and Use**") and the privacy and *cookies* policy included in such access to the Forum.

AmRest reserves the right to amend, at all times and without prior notice, the presentation, layout, operation and content of the Forum, the General Terms of Access and Use, and these Regulations, without prejudice to the provisions established by law.

### **3. ACCEPTANCE OF THE FORUM REGULATIONS**

Registration as a Forum user ("**Registered User**") and access and/or use thereof, will amount to a full acceptance without reservations of the terms and conditions of these Regulations and of the current General Terms of Access and Use of AmRest's website ([www.amrest.eu](http://www.amrest.eu)), as well as the privacy and *cookies* policy of the Company

AmRest will hold status as the Forum administrator ("**Administrator**"), in the conditions and with the powers foreseen herein, and will reserve the right to interpret the same in the event of a doubt or difference of opinion as to their use.



#### **4. OBJECT AND PURPOSE OF THE FORUM**

The Forum is activated with the sole purpose of enabling communication amongst the Company's individual shareholders and the voluntary associations that they may incorporate, once a General Shareholders' Meeting is called and until it is held, as the case may be, in the terms foreseen by law.

By virtue of the foregoing, any Registered Users may send communications, to be published in the Forum, which, according to law, exclusively cover:

- Proposals that are intended to act as a complement to the calling of a General Shareholders' Meeting, including one or several points in the agenda.
- Requests to subscribe said proposals.
- Initiatives to reach the necessary percentage to be able to exercise the minority rights foreseen by law.
- Voluntary representation offers or requests.

In no case will a publication alone of a complementary proposal to the agenda in the Forum entail acceptance thereof and, consequently, the agenda announced in the calling of the General Shareholders' Meeting will remain unaltered.

The Forum will not be used as an instrument to exercise shareholders' rights, as the relevant channels are foreseen by law, the Company Bylaws, the General Shareholders' Meeting Regulations and any other applicable regulations.

It is hereby stated that, according to the provisions established in Article 519 of the Companies Act, any shareholders requesting publication of a proposal intended to act as a complement to the calling of a General Shareholders' Meeting, including one or several points in the agenda, or reasoned proposals for resolutions on issues already or to be included, will represent, at least, three per cent (3%) of the capital stock. This right will be exercised within five (5) days following publication of the call, by sending authentic notice to the following address:

*AMREST HOLDINGS, SE  
Legal Corporate Affairs Department  
Paseo de la Castellana 163, 10th floor  
28046, Madrid (España)*

#### **5. REGISTERED USERS**

Access and use of the Forum will be exclusively reserved to AmRest's individual shareholders, as well as any voluntary shareholder associations that are validly incorporated and recorded at the special Registry established for this purpose by the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*,



“CNMV”), pursuant to Article 539.4 of the Companies Act and other implementing regulations.

In order to be able to access and use the Forum, all shareholders and voluntary shareholder associations will be registered as a Registered User, filling in a registration form as a Registered Forum User, accrediting their identity and status as a AmRest shareholder or voluntary shareholder association, duly incorporated and recorded at the CNMV, in the manner indicated in said form.

Without prejudice to the provisions established in the form in order to register as a Registered Forum User, in order to be initially validated as Company shareholders the form presented must enclose the Certificate of Ownership referred to in the notice of call. In any case, the Company reserves the right to request any additional information or documentation it deems appropriate to ascertain ownership of the shares, or to exercise certain rights inherent to Registered User status.

In the case of legal entity shareholders and voluntary shareholder associations, the registration form will justify, in the manner established therein, representation of the person intending to access the Forum.

For any subsequent access and communications on the Forum, completion of a special form for use may be required.

Access and use of the Forum by Registered Users will be conditional upon maintaining AmRest shareholder status at all times, in accordance with application regulations, or status as a duly incorporated and registered voluntary shareholder association.

If AmRest, acting as the Forum Administrator, were at any time to reasonably doubt compliance with these conditions by any Registered User, it may require that the latter confirms that these conditions are maintained, requesting the provisions of any information or documents deemed appropriate to verify the issues foreseen herein.

The Company may request additional information, suspend or remove any Registered Users who are unable to satisfactorily accredit compliance with said conditions.

All communications made by shareholders who no longer hold this status before the relevant General Shareholders’ Meeting is held will be automatically invalidated, as well as any communications related or linked to the foregoing.

## **6. ACCESS TO THE FORUM AND PUBLICATION OF COMMUNICATIONS**

### **6.1 Access to the Forum**

All Registered Users may access the Forum and consult any communications published therein.

The Forum only intends to publish those communications made by Registered Users in relation to the issues indicated in section 4 above (4.Object and purpose of the Forum), without acting as a device for electronic conversations amongst Registered Users or a space for virtual discussions. Consequently, the Administrator may only include in the Forum those communications that are acceptable under law and AmRest's internal regulations, without any other comments on such communications being published therein.

## **6.2 Publication of communications in the Forum**

All Registered Users may send communications on any of the issues indicated in section four above (4.Object and purpose of the Forum).

All communications will exclusively be sent in text format and, once published, may be accessed by any other Registered User. Publications will be made by the Company during working days only, Monday to Thursday, between 9:00 and 19:00 hours, and on Friday between 9:00 and 14:00 hours.

Any communications by Registered Users will be made on a personal basis and, except for shareholder associations that hold the necessary standing further to law and these Regulations, no communications will be published that are received from shareholder representatives, shareholder groupings and agreements, depository entities, financial brokers and other parties acting for or in the interest of the shareholders.

A request for the publication of communications will be made in the forums available in the Forum to this effect, to include:

- Identification of the Registered User making the communication.
- Title of the communication, specifically indicating its content.
- A brief explanation of the reason why the communication is made.

Any communication published in the Forum will include an identification (full name, in the case of individuals, company name, in the case of legal entities, and denomination and registration number at the registry of the Spanish Securities Market Commission, in the case of shareholder associations and, in these last two cases, identification of their respective representatives) of the notifying Registered User and the date and time it is inserted.

By drawing up a communication it is understood that the Registered User in charge of the same will represent and warrant that its content is legal and in accordance with the law, these Regulations and the requirements of good faith, that it holds all the necessary authorisations and permits to present the communication in question, that it does not breach any third party rights, and that it expressly authorises its publication in the Forum in the terms regulated herein.

The Company may check the conformity of any intended communications, with the law, these Regulations and the requirements of good faith, and may refuse to include any communication in the Forum, or remove the same, if it considers it non-compliant. Furthermore, it may reply to any communication made by the Registered Users through the e-mail address provided by the Registered User or by any other means of communication it deems appropriate.

### **6.3 Content of communications**

Any use of the Forum by Registered Users will be made in full compliance with current law, the purpose of the Forum according to section four above (4. Object and purpose of the Forum), and abidance by the rules of good faith. Consequently, the following is expressly forbidden:

- To breach any rights, assets and legitimate interests of AmRest, other Registered Users and third parties, such as their intellectual and industrial property rights, freedom of religion, honour, fame and privacy, personal data protection and any other legal assets, rights or protected interests.
- To introduce information or personal data of third parties without the holder's informed consent or by replacing its identity.
- To incorporate any content or expressions that is discriminatory, racist, sexist, violent, xenophobic or otherwise degrading or offensive.
- To incorporate any type of material that is inadequate or contrary to the requirements of good faith.
- To provide information of any kind with the aim of committing criminal, civil or administrative offences.
- To carry out any steps (or provide information to third parties) that enable the evasion of any technical restrictions inherent to the various supports or programmes of the Forum that exist to avoid unauthorised use.
- To include contents or material without the required authorisation of any holders of intellectual or industrial property rights.
- To damage, render inoperative, overload or harm operation of the Forum or the computer equipment of AmRest, other Registered Users or third parties, as well as any documents, files and other content stored in said computer equipment ("hacking") and to prevent ordinary use and enjoyment of the Forum by the other Registered Users.
- To disclose confidential information or business secrets obtained through its status as shareholder, director or other post in the Company or in other companies or commercial/civil entities or others, whether Spanish or foreign.



It will be totally forbidden for Registered Users to insert any type of advertising or announcement.

Any Registered User that becomes aware that any type of content of the Forum, or provided through the same, is contrary to law, the Regulations established or the requirements of good faith, may notify the Administrator through the contact mailbox referred to in section 12 below (12.Contact Mailbox), without this entailing any type of liability for AmRest, even if no measure is adopted in this regard.

The Registered Users undertake to act in a diligent and correct manner, in accordance with the law, these Regulations and requirements of good faith applicable to the Forum, pursuant to its purpose according to section four above (4. Object and purpose of the Forum).

#### **6.4 Removal of communications after the General Meeting**

Once the General Shareholders' Meeting has ended, the Administrator reserves the right to remove and erase all communications related thereto.

### **7. SCOPE OF THE FORUM**

The Forum does not act as a communications channels between the Company and Registered Users, or a device for on-line electronic conversation amongst shareholders.

By virtue of the foregoing, no communication made or published in the Forum may be understood in any case as a notification to AmRest for any purpose and, in particular, in order to exercise any right held by the Registered Users, individually or collectively, nor may it replace any legal and AmRest corporate governance requirements for the exercise of any rights or to develop the shareholders' initiatives and steps.

Any shareholder intending to exercise any of the rights and powers entitled to it as such must do so through the legal instruments established for this purpose, pursuant to the provisions foreseen by law and in AmRest's internal regulations, without the Forum acting in any case as a valid instrument for these purposes.

### **8. COMPANY'S LIABILITY**

#### **8.1 Scope of AmRest's liability**

The Company waives all liability for the accuracy, veracity, validity, legality or relevance of any communications sent by the Registered Users, or for any communications finally published in the Forum, or for any opinions provided by the Registered Users.



The Company will only be liable for its own services and contents directly generated by it and copyrighted as AmRest's trademark or intellectual or industrial property.

By virtue of accessing and/or using the Forum, any Registered User hereby declares awareness and acceptance of the fact that the Forum will in any case be used subject at its sole and exclusive risk. Therefore, it is the sole responsibility of each Registered User to safeguard the codes used to access and use the Forum.

## **8.2 Contents**

All Registered Users may send communications on any of the issues indicated in section four above (4. Object and purpose of the Forum).

The Company expressly reserves the right to refuse access and/or use of the Forum and to not publish or withdraw any communications made by those Registered Users in the Forum that breach current regulations, these Regulations or the requirements of good faith.

The Company is entitled, but not obliged, to control the use of the Forum and its contents, which will be the exclusive liability of any Registered Users making these communications. In any case, the Administrator may establish filtering tools and moderation of all communication content, and may withdraw any contents deemed illegal or contrary to the Regulations established herein or the requirements of good faith.

All Registered Users will be liable for any loss and damage caused to AmRest, another Registered User or any other third party as a result of accessing and/or using the Forum (including, in particular, the forwarding of communications), if this breaches any current regulations, these Regulations or requirements of good faith.

## **9. ABSENCE OF A LICENCE**

The Company authorises the Registered Users to use any intellectual and industrial property rights related to the computer application installed in the AmRest server or any third party that executes the services covered by the Forum, solely for the purposes foreseen in section four above (4. Object and scope of the Forum) and according to the General Terms of Access and Use and privacy and *cookies* policy established herein. All Registered Users will refrain from obtaining, or attempting to obtain, access and use of the Forum and its contents by means or procedures other than those made available or indicated to this effect in each case.

AmRest will not grant any type of licence or authorised use whatsoever over its intellectual and industrial property rights or over any other property or right related to the Forum, other than the one foreseen in the foregoing paragraph.



## 10. COST OF USE

Access and use of the Forum by Registered Users will be cost-free, except for costs related to connection through the telecommunications network, provided by the access provider hired by each Registered User.

## 11. SECURITY AND PROTECTION OF PERSONAL DATA

The Forum will be subject to issues related to security and protection of personal data contained in the General Terms of Access and Use of AmRest's website ([www.amrest.eu](http://www.amrest.eu)), as well as in the privacy and cookies policy contained in the Forum's website ([www.amrest.eu](http://www.amrest.eu)). In particular, any personal data provided by Registered Users, or which are generated as a result of using the Forum, will be processed by AmRest to establish, manage and supervise operation of the Forum pursuant to the provisions of these Regulations and applicable regulations.

All Registered Users hereby expressly accept and allow the publication of their personal data in the Forum. Furthermore, they hereby expressly accept, authorise and allow the Company, as the Forum Administrator, to publish the contents of all communications sent to the Forum's webpage. Furthermore, the Registered Users hereby accept, authorise and agree that any contents sent to the Forum, as well as their identification details, may be viewed by any other Registered User. The legal basis that legitimizes such processing is their consent or, where appropriate, compliance with AmRest's legal obligations or the legitimate interest of the data controller. Personal data will be retained for as long as they are necessary for the purposes for which they were collected and, thereafter, they will be blocked for the applicable statute of limitations.

All rights of access, rectification, challenge and deletion, as well as limitation of processing, may be exercised by sending a letter, enclosing a photocopy of the relevant Spanish Identity Card, to AmRest, Paseo de la Castellana, number 163, 28046, Madrid, Spain. You are also informed of your right to file a complaint with the Spanish Data Protection Agency ([www.aepd.es](http://www.aepd.es)).

## 12. CONTACT MAILBOX

All Registered Users with suggestions on the Forum or who require technical assistance in relation to the Forum may send a message to the Company's e-mail box [JGO.AmRest@amrest.eu](mailto:JGO.AmRest@amrest.eu) (in Spanish), [AGM.AmRest@amrest.eu](mailto:AGM.AmRest@amrest.eu) (in English) and [wza@amrest.eu](mailto:wza@amrest.eu) (in Polish). The object of this e-mail box is to provide assistance to Registered Users and to improve the Forum's quality, without entailing control or liability whatsoever of the Company.

\*\*\*\*\*