



AMREST HOLDINGS, SE

SHAREHOLDER'S GUIDE

ANNUAL GENERAL MEETING 2019

1. INTRODUCTION

In this guide the shareholders of AmRest Holdings, SE ("**AmRest**" or the "**Company**") will find instructions for the exercise of their rights of attendance, vote, proxy representation and information at the Annual General Meeting 2019 to be held on May 14, 2019 (the "**AGM**").

The shareholders of AmRest are notified, especially those whose shares are deposited in entities participating in the central depository of securities of Poland, KDPW (Krajowy Depozyt Papierów Wartościowych) and traded on the Warsaw Stock Exchange (the "Polish Shareholders") that the mechanics to exercise their rights of attendance, remote voting and proxy representation are different from those established at last year's Annual General Meeting¹. To exercise those rights, Polish Shareholders are advised to contact in advance their respective depository/investment firms maintaining their securities account in Poland in order to obtain detailed information related to their rights of attendance, remote voting and proxy representation.

Likewise, AmRest has enabled the following email addresses to answer questions from shareholders: JGO.AmRest@amrest.eu (in Spanish), AGM.AmRest@amrest.eu (in English) and wza@amrest.eu (in Polish).

2. RIGHT OF ATTENDANCE

All holders of shares of AmRest that have registered their shares in their name in

¹ Due to the transfer of the central deposit of the AmRest shares from KDPW (Poland) to Iberclear (Spain) on the occasion of the admission to trading of the shares of AmRest on the Spanish Stock Exchanges on November 21, 2018.



the corresponding registry of book entries in the account of the Spanish Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear), or its participating entities, at least five days before the AGM is held are entitled to attend and vote at the AGM.

By virtue of the foregoing, given that for the purposes of the Iberclear shareholders registry, all the shares traded on the Warsaw Stock Exchange are registered in the name of EC Nominees Limited (**EC Nominees**), subsidiary of Euroclear Bank SA/NV (whose custodian at Iberclear is BNP Paribas), **Polish Shareholders** wishing to attend the AGM will need a power of attorney to be granted in their own favor through EC Nominees (through the card to be issued by BNP Paribas as a participating entity in Iberclear custodian of the shares of the Polish Shareholders) in respect of the shares the Polish Shareholders hold.

In this regard, Polish Shareholders must contact in advance of the AGM their respective depository/investment firms maintaining their securities account in Poland, who are participants of KDPW, to obtain the power of attorney through BNP Paribas, by means of which EC Nominees, as registered owner, grants its representation to the Polish Shareholder in respect of the shares said Polish Shareholder holds.

Documentation required to attend the Meeting:

- Identification of the shareholder (ID or passport); and
- Attendance, delegation and voting Card ("**Shareholder Card**"²), duly completed (section *attendance in person*); or sufficient supporting documentation of its status as a shareholder issued in the name of the registered owner in Iberclear by the corresponding depository entity (the "**Certificate of Ownership**").

Additionally,

² Available on the AmRest website. Likewise, shareholders may contact their depository/investment firms to obtain the Shareholder Card.



Legal Entities:

- Power of attorney with the powers of the individual who signs the Shareholder Card on behalf of the legal entity shareholder.

Polish Shareholders

- Proxy of EC Nominees (registered shareholder in Iberclear) through BNP Paribas, in favor of the Polish Shareholder. Polish Shareholders must contact their depository/investment firms maintaining their securities account in Poland so that they, through BNP, obtain the power of attorney of EC Nominees in favor of the Polish Shareholder³. It is possible that these depository /investment firms in Poland request additional or different documentation from the one indicated above.

The aforementioned documentation must be presented at the registration desk from 30 minutes before the AGM.

For organizational purposes, shareholders who intend to attend the AGM are kindly asked to inform AmRest through the email addresses JGO.AmRest@amrest.eu (in Spanish), AGM.AmRest@amrest.eu (in English) and wza@amrest.eu (in Polish), by May 12, 2019.

3. REMOTE VOTING

Any shareholder who has the right to attend the AGM can vote remotely.

Required documentation:

- Shareholder Card duly completed (*remote voting* section).

Additionally,

Polish Shareholders:

- Shareholder Card issued by EC Nominees through BNP Paribas. Polish Shareholders should contact their respective depository/investment firms

³ As EC Nominees is the holder of the shares of AmRest for the purposes of Iberclear's registration, EC Nominees will sign in the corresponding section the *shareholder* in the Shareholder Card, and the Polish Shareholder who will attend the Meeting, as *representative*.



maintaining their securities account in Poland to process their vote through EC Nominees. It is possible that these depository/investment firms in Poland request additional or different documentation from the one indicated above.

The aforementioned documentation must be sent to AmRest:

- a) **through their respective depository entities in Iberclear (in the case of the Polish shareholders, through BNP following the instructions of their respective depository/investment firms in Poland) (RECOMMENDED);**
- b) through postal correspondence to the corporate domicile, to the attention of the Legal Department. In this case, the Shareholder Card must be accompanied by (i) identification of the shareholder (ID or passport); and (ii) in the case of shareholders who are legal persons, a copy of the power of attorney with the powers of the individual who signs the Shareholder Card; or
- c) through electronic means: through the website of the Company through the use of the electronic DNI (DNIe) or of the electronic signature based on a recognized and current electronic certificate, issued by the Spanish Entidad Pública de Certificación Española (CERES), subsidiary of the Fábrica Nacional de Moneda y Timbre.

Remote votes must be **received** by the Company **no later than May 12, 2019**.

Once the vote has been cast, it cannot be modified, except through personal attendance of the shareholder to the AGM.

4. RIGHT OF PROXY REPRESENTATION

Any shareholder who has the right to attend the AGM may be represented by another person, whether or not a shareholder.

Necessary documentation:

- Identification of shareholder and representative (DNI or passport); and
- Shareholder Card, duly completed (section of *delegation*) signed by the shareholder and representative.



Additionally

Legal entities:

- Power of attorney with the powers of the individual that signs the Shareholder Card.

Polish Shareholders

- Delegation of EC Nominees (registered holder in Iberclear) through BNP Paribas, in favor of the representative appointed by the Polish Shareholder. Similar to personal assistance, Polish Shareholders should contact their respective depository/investment firms maintaining their securities account in Poland to process the delegation through EC Nominees. Through this procedure EC Nominees will delegate to the representative designated by the Polish Shareholder in relation to the shares of the said Polish Shareholder.

The aforementioned documentation may be presented on the day of the AGM by the representative at the registration tables from 30 minutes before the AGM, or previously delivered to AmRest (to be received at the AmRest offices **no later than 12 May**):

- a) by postal correspondence to the registered office, to the attention of the Legal Department; or
- b) through electronic means: through the website of the Company through the use of the electronic DNI (DNIe) or of the electronic signature based on a recognized and current electronic certificate, issued by the Spanish Public Certification Body (CERES), dependent of the National Factory of Currency and Stamp.

Once the representation has been conferred, it cannot be modified, except by remote voting or personal assistance from the shareholder to the AGM.

For organizational purposes, shareholders who intend to delegate their representation to attend the AGM are kindly asked to inform AmRest through the



email addresses JGO.AmRest@amrest.eu (in Spanish), AGM.AmRest@amrest.eu (in English) and wza@amrest.eu (in Polish), by May 12, 2019.

5. PRIORITIES RULES

The attendance in person to the AGM of the shareholder who may have granted proxy representation or voted remotely will prevail over such delegation or vote.

The remote vote will render ineffective any proxy representation granted, whether before or after.

The vote or delegation issued through the Shareholder Card on paper will render ineffective the one made by electronic means, whether before or after.

6. RIGHT OF INFORMATION

Shareholders may examine and obtain at the registered office or request the Company to send them immediately and free of charge, a copy of the legally required documents. However, AmRest has already uploaded those documents on the corporate website since the date of publication of the AGM notice, so shareholders can download them.

The shareholders may request information or clarifications, or make written questions, until the fifth day prior to the celebration of the AGM.

This right may only be exercised in relation to:

- a) the matters included in the agenda;
- b) the price sensitive information notices that have been provided by the Company to the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the last AGM was held; and
- c) the auditor's report.

Requests for information or clarification and the formulation of questions must be addressed in writing and delivered directly to the registered office, Monday through Friday, 10:00 am to 2:00 pm (CET) or sent by postal correspondence to the address



social (attention of the Legal Department) or electronic (to the email addresses indicated at the first page of this guide).

The shareholder must indicate and provide documentation of their identity, ID number or passport, Certificate of Ownership, and the address to respond.

7. HOLDING THE SHAREHOLDERS' MEETING

Statements at the AGM by shareholders

Shareholders wishing to speak at the AGM:

- (i) must identify themselves at the entrance of the premises indicating their name and last names, the number of shares they hold and the one they represent (if applicable); and
- (ii) must deliver at that moment the complete text or a summary of their statement in order to speed up the act.

If they also want their statement to be reflected literally in the minutes, they must deliver it in writing to the notary so that they can compare it with the statement made.

The statements will take place in the order in which they are called by the Secretary of the AGM, once the timing for such statements have been established by the Chairman of the AGM.

No shareholder may speak to deal with points not included in the agenda, on which the right to information does not apply, or without the Chairman of the AGM having given the floor to speak.

Shareholders (or their representatives) initially will have a maximum of five minutes for each statement, without prejudice to the faculty of the Chairman of the AGM to extend the time or reduce it when the number of interventions requested, or other circumstances so advice. In any case, equal treatment between shareholders and the principle of non-discrimination will be respected.

Once all the statements have been made, the Chairman of the AGM or the person designated by him will proceed to answer.



Voting

In the voting process, once the Chairman of the AGM has evidence of the existence of sufficient favorable votes, he will declare the resolutions to be adopted without prejudice to the statements that the attending shareholders or their representatives may make to the notary, regarding their vote.

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