



**PROPOSED RESOLUTIONS FORMULATED BY THE BOARD OF
DIRECTORS TO THE 2019 ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF AMREST HOLDINGS, SE**

The Board of Directors of AmRest Holdings, SE (“**AmRest**” or the “**Company**”) proposes for approval by the General Shareholders’ Meeting the following resolutions:

FIRST ITEM OF THE AGENDA

Examination and approval, if applicable, of the individual annual accounts (balance sheet, income statement, statement of recognized income and expenses, statement of cash flows, statement of changes in equity and notes to the annual accounts) and Directors’ report of the Company; of the consolidated statements of the Company with its subsidiaries (income statement, statement of comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity and notes to the consolidated annual financial statements); and the consolidated Directors’ report, all of them corresponding to the fiscal year ended on December 31, 2018.

RESOLUTION

To approve the individual annual accounts (balance sheet, income statement, statement of recognized income and expenses, statement of cash flows, statement of changes in equity and notes to the annual accounts) and Directors’ report of the Company; of the consolidated statements of the Company with its subsidiaries (income statement, statement of comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity and notes to the consolidated annual financial statements); and the consolidated Directors’ report, all of them corresponding to the fiscal year ended on December 31, 2018, which were formulated by the Board of Directors of the Company on February 27, 2019 and published on the website of the Company.

[Loose translation for information purposes only]



SECOND ITEM OF THE AGENDA

Examination and approval, if applicable, of the non-financial information statement for the year ended December 31, 2018, which is part of the consolidated Directors' report.

RESOLUTION

To approve the non-financial information statement for the year ended December 31, 2018, which is part of the consolidated Directors' report.



THIRD ITEM OF THE AGENDA

Examination and approval, if applicable, of the proposal for the application of the individual result corresponding to the fiscal year closed on December 31, 2018.

RESOLUTION

According to the proposal made by the Board of Directors of the Company, approve the application of the individual result of the Company consisting of profits of 4,076,128.9 EURO to be used entirely for reserves:

- Legal reserve: 407,612.9 EURO.
- To voluntary reserves: 3,668,516 EURO.

[Loose translation for information purposes only]



FOURTH ITEM OF THE AGENDA

Examination and approval, if applicable, of the management of the Board of Directors of the Company during the fiscal year closed as of December 31, 2018.

RESOLUTION

To approve the management of the Board of Directors of the Company during the fiscal year ended on December 31, 2018.



FIFTH ITEM OF THE AGENDA

Examination and approval, if applicable, of the maximum annual remuneration of the members of the Board of Directors in their capacity as such for the year 2019.

RESOLUTION

To approve, in accordance with the Remuneration Policy for Directors, the maximum annual amount of the remuneration of all the Directors of the Company in their capacity as such for the year 2019, which is set at 1,000,000 EURO, indefinitely as long as the General Meeting does not agree otherwise. It is expressly stated that this annual amount does not include the remuneration that, for fixed salary, variable remuneration or other concepts, may correspond to the executive directors for the performance of their executive functions in the Company.



SIXTH ITEM OF THE AGENDA

Delegation of powers of attorney for the formalization and registration of the resolutions adopted by the General Meeting and to carry out the mandatory deposit of accounts.

RESOLUTION

Delegate in the broadest terms, to the Board of Directors and to each of its members, the Board Secretary Mr. Eduardo Rodríguez-Rovira and the Board ViceSecretary Mr. Jaime Tarrero Martos, with express powers of delegation and substitution, all powers necessary to interpret, execute and carry to full effect the resolutions adopted at this General Meeting, including the granting of all documents public or private, the publication of any advertisements that are legally enforceable, the registration in any public records that may be required and taking as many actions as may be necessary for that purpose; as well as, among others, the faculties to amend the defects, omissions or errors that were appreciated, including those appreciated in the verbal or written qualification of the Mercantile Registry, that could hinder the effectiveness of the resolutions, as well as, in particular, make the mandatory deposit of the annual accounts in the Mercantile Registry.

[Loose translation for information purposes only]



SEVENTH ITEM OF THE AGENDA

Consultative vote on the 2018 Annual Directors' Remuneration Report.

RESOLUTION

To approve, for consultative purposes, the 2018 Annual Directors' Remuneration Report, the full text of which was made available to the shareholders together with the rest of the documentation relating to the General Shareholders' Meeting from the date of publication of the call notice.



EIGHTH ITEM OF THE AGENDA

Amendment of the Regulations of the Board of Directors of the Company.

RESOLUTION

The General Shareholders' Meeting is informed of the amendment to the Regulations of the Board of Directors approved at the Board meeting held on February 27, 2019, which has been made available to shareholders upon the call of this Meeting.

The purpose of the amendments is to reflect changes to the powers of the Board of Directors introduced by Law 11/2018, of December 28, which modifies the Commercial Code, the Capital Companies Law approved by the Royal Legislative Decree 1/2010, of July 2, and Law 22/2015, of July 20, on Auditing; changes regarding non-financial information and diversity; as well as introducing other improvements in line with the good corporate governance code for listed companies.