



REPORT OF THE AUDIT AND CONTROL COMMITTEE ON THE INDEPENDENCE OF THE EXTERNAL AUDITOR

The Chairman of the Audit Committee has received a confirmation letter of independence from KPMG Auditores, S.L. (the "**Letter of Confirmation of Independence**"), external auditor of AmRest Holdings, SE and its subsidiaries, in relation to the audit of the consolidated annual accounts for the year ended December 31, 2018.

The external auditor reports, to the best of its knowledge and understanding, the following:

- The team in charge of the audit assignment and KPMG Auditores, S.L., has complied with the applicable independence requirements in accordance with the provisions of the Law on Auditing approved by Royal Legislative Decree 1/2011, of July 1, and its implementing regulations.
- The fees charged to AmRest Holdings, SE and other entities of the AmRest group, for the total professional services rendered amounted to 674,500 euros.

The breakdown by concept, both for audit services and for services other than auditing, during the year ended December 31, 2018 by KPMG Auditores, SL is as follows:

- Audit services: Euro 618,800.
 - Other verification services: Euro 21,600.
 - Tax advisory services: Euro 9,200.
 - Other services: Euro 24,900.
 - **Total professional services: Euro 674,500.**
- KPMG Auditores, S.L. have internal procedures aimed at identifying and evaluating threats that may arise from circumstances related to audited entities, including those that may be cause for incompatibility and, where appropriate, the application of necessary safeguard measures.
 - In relation to the audit services for the period covered by the financial statements and until the issuance of the Letter of Confirmation of Independence, no circumstances have been identified that, individually or as a whole, could pose a significant threat to their independence and that require the application of safeguard measures or that could suppose causes of incompatibility.

The Audit and Control Committee has analyzed the fees paid by AmRest Holdings, SE and its subsidiaries for the services provided by KPMG Auditores, SL



The Audit Committee, after having examined the Letter of Confirmation of Independence and the fees paid for the services rendered related to auditing or other than auditing, it concludes that there are no objective reasons to question the independence of the external auditor. Therefore, the Audit Committee reports favorably on the independence of KPMG Auditores, S.L. as auditor of AmRest Holdings, SE and its subsidiaries.

Madrid, February 26, 2019