



**AMREST HOLDINGS, SE**  
**ANNUAL GENERAL SHAREHOLDERS' MEETING 2020**

Attendance, delegation and remote voting card for the Ordinary General Shareholders' Meeting of AMREST HOLDINGS, SE to be held at Paseo de la Castellana number 163, 28046 Madrid at 17:00 hours on June 10, 2020 on first call, or the following day and at the same time, on second call.

Please, complete the following chart:

Holders		Address:	
		Number of Shares	
Minimum number of shares for assistance	No. of votes		
1			

**ATTENDANCE IN PERSON**

Any shareholder who wants to attend the General Meeting in person must sign below, present this card on the day and at the place where the General Meeting is held and certify its identity with its ID or any other equivalent and valid official document. Shareholders are advised to also bring the Ownership Certificate referred to in the notice of call and the Shareholders Guide.

Place, date and signature of the shareholder attending

In ....., on ..... 2020

Proxy and remote voting are also available to the shareholders (by means of this attendance card or remote communication methods) as indicated by Law, the Statute, the General Shareholders' Meeting Regulations, the notice of the call to the General Meeting, as well as in the Shareholders' Guide and at the Company's website ([www.amrest.eu](http://www.amrest.eu)) and in accordance with the two following sections.

In case the following sections of delegation and voting are signed, remote voting will prevail over proxies, which will be rendered without effect.

**PROXY REPRESENTATION**

Any shareholder who does not wish to attend the General Meeting may confer its vote to any other person via proxy. **The representative must also sign this proxy.** The holder of the shares included in this attendance card hereby confers its representation to: (Mark only one of the following boxes and, if applicable, specify the representative. This proxy will only be valid if the shareholder signs in the appropriate place)

- 1  The Chairman of the Board of Directors or, in case of absence, of the General Meeting
- 2  Mr/Ms..... with ID No.....

Any proxy that does not expressly specify the person to whom it has been granted shall be deemed to have been granted, indistinctly, jointly and severally and successively, in favour of the Chairman, Vice Chairman, the Secretary or the ViceSecretary of the Board of Directors. The same applies in cases no box of the proxy has been marked.

To confer voting instructions, mark the corresponding box in the table below with a cross. **If any of the boxes below are not marked, I grant precise voting instructions in favour of the proposals made by the Board of Directors in accordance with the Agenda attached below.**

Item of the Agenda	1	2	3	4	5	6	7	8	9	10
For										
Against										
Abstention										
Blank										

Unless expressly indicated otherwise below, the proxy extends to the resolution proposals not made by the Board of Directors and to points not included in the attached Agenda, in which case, the representative shall vote as he/she may consider most appropriate in accordance with the interests of the Company and the grantor in the framework of social interest. Mark the following box "NO" only if you do not agree with this extension of the proxy. In this case, the shareholder shall be understood to instruct  NO his/her representative to abstain.

For the purposes of Articles 523 and 526 of the Spanish Companies Law, it is hereby made known that (i) all or some members of the Board of Directors may have a conflict of interest with respect to items 4, 5, 6 and 7 of the Agenda ("Examination and approval, if appropriate, of the management of the Board of Directors of the Company during the fiscal year closed as of 31 December 2019", "Ratification and reelection of Mrs. Romana Sadurska as Independent External Director", "Ratification and reelection of Mr. Emilio Fullaondo Botella as Independent External Director" and "Examination and approval, if appropriate, of the maximum annual remuneration of the members of the Board of Directors in their capacity as such for the year 2020"); and (ii) all members of the Board of Directors may have a conflict of interest in relation to situations set forth in sections a), b), c) or d) of Article 526.1 of the Spanish Companies Act (appointment, re-election or ratification of Directors; replacement, removal or dismissal of Directors; filing of a derivative action; and approval or ratification of the Company's operations with a particular Director), which may be presented outside the Agenda under the said Act. If the grantor has not given precise voting instructions with respect to any of the above points, unless expressly stipulated otherwise below, the proxy shall be deemed to have been granted indistinctly, jointly and severally and successively, in favour of the Chairman, the ViceChairman, the Secretary or the ViceSecretary of the Board of Directors. Mark the following box "NO" only if you do not authorise the alternate proxy (in this case the shareholder shall be deemed to have instructed the representative to abstain):  NO

Signature of the shareholder

Signature of the representative

In ....., ..... 2020

In ....., ..... 2020

## REMOTE VOTING

In the case that the shareholder does not wish to attend the General Meeting nor delegate this right, it may exercise its right to vote through the remote voting system. It is not possible the remote voting regarding potential proposals not included in the Agenda. The shareholder holding this card in its own name exercises its right to vote in favour of all the Board of Directors' proposals with respect to the items on the attached Agenda published by the Company, unless a different vote is indicated below.

If, with respect to any item of the Agenda, the shareholder does not express its vote, it will be understood to be in favour of the Board of Director's proposal.

In any event, in addition to the provisions set forth by Law, the Statutes and the General Shareholders' Meeting Regulations, rules laid down in the notice of the call to the General Meeting, in the Shareholders' Guide and on the Company's website ([www.amrest.eu](http://www.amrest.eu)) must be abided by. (Mark the corresponding box(es) with a cross):

Item of the Agenda	1	2	3	4	5	6	7	8	9	10
For										
Against										
Abstention										
Blank										

**Signature of the shareholder**

## PROTECTION OF PERSONAL DATA

The personal data that shareholders provide to the Company (when exercising or delegating their information, assistance, representation and voting rights) or that are provided by both credit institutions and investment service companies in those that said shareholders have deposited or guarded their shares as by the entities that, in accordance with the Law, have to keep the records of the securities represented by means of book entries, will be treated by the Company in order to manage the relationship shareholder. For these purposes, the data will be incorporated into files whose responsibility is the Company. These data will be provided to the Notary in relation exclusively to the lifting of the notarial minutes of the Ordinary General Shareholders' Meeting. The owner of the data shall have the right of access, rectification, opposition or cancellation of the data collected by the Company. Said rights may be exercised in accordance with the provisions of the Law, by writing to AmRest Holdings, SE, at its registered office, for the attention of the legal counsel (Paseo de la Castellana, number 163, 10<sup>th</sup> floor, 28046 Madrid).

## AGENDA

### Items relating to annual accounts and social management

1. 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, 2019.
2. Examination and approval, if applicable, of the non-financial information statement for the year ended December 31, 2019, which is part of the consolidated Directors' report.
3. Examination and approval, if applicable, of the proposal for the application of the individual result corresponding to the fiscal year closed on December 31, 2019.
4. 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, 2019.

### Items relating to the composition of the Board of Directors

5. Ratification and reelection of Mrs. Romana Sadurska as Independent External Director.
6. Ratification and reelection of Mr. Emilio Fullaondo Botella as Independent External Director.

### Item relating to the remuneration of the Directors

7. 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 2020.

### General matters

8. Approval of the fifteen days period for the call to the Extraordinary Shareholders' Meetings in accordance with article 515 of the Companies Act.
9. Delegation of powers of attorney for the formalization and registration of the resolutions adopted by the Annual General Meeting and to carry out the mandatory deposit of the annual accounts.

### Consultative vote

10. Consultative vote on the 2019 Annual Directors' Remuneration Report.

### Informative items\*

11. Amendment of the Regulations of the Board of Directors.
12. Amendment of the Company's Bylaws.