

AMREST HOLDINGS SE
ANNUAL GENERAL SHAREHOLDERS' MEETING 2018



Attendance, delegation and remote voting card for the Ordinary General Shareholders' Meeting of AMREST HOLDINGS SE to be held at calle Enrique Granados, 6, 28224, Pozuelo de Alarcón, Madrid at 11:00 hours on 6 June 2018 on first call, or the following day on second call.

Please, complete the following chart:

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

PERSONAL ATTENDANCE AT THE GENERAL MEETING

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, together with the Certificate of Deposit referred to in the notice of call and certify its identity with its ID or any other equivalent and valid official document.

Place, date and signature of the shareholder attending

In, on 2018

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 Statutes, the General Shareholders' Meeting Regulations, the notice of the call to the General Meeting, as well as by the Company's website (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.

DELEGATION

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 Chairperson 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 the Chair of the Board of Directors or the Secretary 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	5.1	5.2	5.3	5.4	5.5	5.6	6	7	8	9	10	11	12	13	14	15	
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 his/her representative to abstain. NO

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 3, 7 and 8 of the Agenda ("Examination and approval, if appropriate, of the management and activities of the Management Board and of the Supervisory Board of the Company during the financial year ended on 31 December 2017", "Examination and approval, if appropriate, of the directors' remuneration policy for financial years 2018 to 2021" and "Examination and approval, if appropriate, of the maximum annual remuneration of the Directors in their capacity as such for the financial year 2018"); 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 Chair of the Board of Directors or the Secretary 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, 2018

In, 2018

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 and in the Company's website (www.amrest.eu) must be abided by.

(Mark the corresponding box(es) with a cross):

Item of the Agenda	1	2	3	4	5.1	5.2	5.3	5.4	5.5	5.6	6	7	8	9	10	11	12	13	14	15
For																				
Against																				
Abstention																				
Blank																				

Signature of the shareholder

In, 2018

PROTECTION OF PERSONAL DATA

AMREST HOLDINGS SE is responsible for handling the personal data included on this Attendance Card and data provided to the general meeting of shareholders (and stored where appropriate in files owned by it), for the purpose of developing, managing and controlling the exercise of shareholders' rights (for which purpose this card has been issued) at the General Meeting, for managing and controlling the information and organization related to the General Meeting, and for complying with legal obligations. The data shall be accessible to the notary attending the General Meeting and may be made available to third parties in the exercise of the right to information under the law. The data may also be accessible to the public to the extent that such data appear in documents available via the website (www.amrest.eu) or are made known in the General Meeting, which may be video recorded and published on the said website. The person attending the general meeting hereby consents to this recording and publication. The owners of data of a personal nature may request, access, rectify and cancel their data or oppose certain handling of it, in accordance with Organic Law 15/1999, of 13 December, on the Protection of Data of a Personal Nature, by a submission in writing attaching an identifying document, addressed to the registered office of AMREST HOLDINGS SE, Company's LOPD Consultation Office (Calle Enrique Granados, 6, 28224, Pozuelo de Alarcón, Madrid).

AGENDA

1. Examination and approval, if appropriate, of the annual financial statements of the Company as at and for the twelve months ended December 31st, 2017 and of the consolidated annual financial statements of the Company for the year ended December 31st, 2017 as well as of the stand-alone management board's report of the Company for the year 2017 and the consolidated management board's report of the Company for the year 2017.
2. Examination and approval, if appropriate, of the proposed allocation of the individual results of the Company for the financial year ended on 31 December 2017.
3. Examination and approval, if appropriate, of the management and activities of the Management Board and of the Supervisory Board of the Company during the financial year ended on 31 December 2017.
4. Appointment, if appropriate, of KPMG Auditores, S.L. as auditor of the Company and of its Consolidated Group for financial years 2018, 2019 and 2020.
5. Examination and approval, if appropriate, of the amendment and subsequent Statutes' consolidated text. In particular, amendments of:
 - 5.1 Title I "Company and Share Capital": from article 1 to 12 (except for articles 2.1 and 4), both inclusive
 - 5.2 Title II "The Company's Corporate Governance": from article 13 to 30, both inclusive
 - 5.3 Title III "Annual Corporate Governance Report and Corporate Website": articles 31 and 32
 - 5.4 Title IV "Annual Accounts": from article 33 to 37, both inclusive
 - 5.5 Title V "Winding up an Liquidation of the Company": articles 38 and 39
 - 5.6 Approval of the new Statutes consolidated text
6. Examination and approval, if appropriate, of the amendment and subsequent consolidated text of the General Meeting's Regulations.
7. Examination and approval, if appropriate, of the directors' remuneration policy for financial years 2018 to 2021.
8. Examination and approval, if appropriate, of the maximum annual remuneration of the Directors in their capacity as such for the financial year 2018.
9. Authorisation to the Board of Directors for the derivative acquisition of the Company's own shares made directly by the Company or indirectly through its subsidiaries as well as for the sale of the own shares.
10. Examination and approval, if appropriate, of the increase of the face value of the Company's shares up to 1 Euro for each share with charge to share premium reserve.
11. Examination and approval, if appropriate, of the reduction of the face value of the Company shares from 1 Euro to 0.1 Euros by dividing the number of outstanding shares declaring 10 new shares for every 1 old share (split), without any variation in share capital.
12. Application for stock market listing of the Company shares on the Stock Exchange of Madrid, Barcelona, Bilbao and Valencia and delegation of powers to the Board of Directors.
13. Delegation of powers to the Board of Directors to increase the share capital in compliance with the provisions of article 297.1.b) of the Spanish Companies Act, within a period of no more than five years, with the power to exclude the pre-emption rights on subscription in the terms of article 506 of the Companies Act, up to the maximum amount of the equivalent of 20% of the share capital at the time when the increase is authorised, together with the same power as of item fourteen of the Agenda.
14. Delegation of powers to the Board of Directors to issue bonds, debentures and other fixed-income securities convertible into shares, warrants or analogous securities giving entitlement, directly or indirectly, to subscribe for shares of the Company or to increase the share capital in the necessary amount. Delegation of power to exclude de pre-emption right on subscription in the terms of article 506 of the Companies Act, up to the maximum amount of the equivalent of 20% of the share capital at the time when the increase is authorised, together with the same power as of item thirteen of the Agenda.
15. Delegation of powers to formalise and register the resolutions adopted by the General Meeting and to proceed to the mandatory filing of accounts.

During the meeting, the Board of Directors shall inform the shareholders of the amendment to the Company's Board of Directors' Regulations.