

**REPORT TO THE BOARD OF DIRECTORS OF AMREST HOLDINGS, SE
REGARDING THE APPOINTMENT OF MS. ROMANA SADURSKA AND MR.
EMILIO FULLAONDO BOTELLA AS INDEPENDENT EXTERNAL DIRECTORS
OF AMREST HOLDINGS, SE**

1. Introduction

This report is prepared by the Board of Directors of AMREST HOLDINGS, SE (hereinafter, the “**Company**”) in accordance with the provisions of section 5 of article 529 *decies* of the consolidated text of the Capital Companies Act approved by Royal Legislative Decree 1/2010, of July 2 (the “**Capital Companies Act**”), and its purpose is to justify the proposal for the appointment of Ms. Romana Sadurska and Mr. Emilio Fullaondo Botella as independent external directors of the Company.

In accordance with said legal provision, the Appointments and Remuneration Committee is responsible for proposing the appointment or re-election of the members of the Board of Directors that are to be considered independent directors. Said proposal must be accompanied by a report from the Board of Directors assessing the competence, experience and merits of the candidates.

The purpose of this report is to (i) justify the appointment by co-optation of Ms. Romana Sadurska and Mr. Emilio Fullaondo Botella as directors of the Company, within the category of “independent directors”; and (ii) assess their competence, experience and merits, all in light of the proposal of the Appointments and Remuneration Committee of the Company, which is attached as **Annex I** to this report.

2. Candidates

The Board’s assessment of the competence, experience and merits of Ms. Romana Sadurska and Mr. Emilio Fullaondo Botella and their suitability to fulfill their duties as independent directors of the Company is presented below, in view of the proposal issued by the Appointments and Remuneration Committee of the Company at its meeting of May 13, 2019.

Ms. Romana Sadurska

Professional profile

Ms. Romana Sadurska, Law graduate Summa Cum Laude (University of Warsaw), PhD from

the Polish Academy of Sciences and LLM from Yale University, has more than 30 years of experience in different positions linked to the legal sector.

She has studied and collaborated with some of the main European and international legal institutions, such as the Polish Academy of Sciences, the Collège Universitaire d'Etudes Fédéralistes, The Hague Academy of International Law, the University of Sydney, the National University of Australia and the Instituto de Empresa, focusing its work on International Law, Community Law and Constitutional Law.

For more than 15 years she was head of the General Secretary of one of the leading law firms in Spain and headed the Central and East European Desk.

She currently holds positions in advisory boards of various institutions and foundations, none of which is a listed company

Mr. Emilio Fullaondo Botella

Professional profile

Emilio Fullaondo holds a degree in Public Accounting and an MBA from the Instituto Tecnológico Autónomo de México (ITAM) and completed the Executive Management of the Pan American Institute of Senior Business Management (IPADE).

He has held senior management positions for more than 23 years in the beer industry, leading different areas related to the financial department of Mexican beer Grupo Modelo (where he held the position of Chief Financial Officer) and later in the Belgian company AB InBev after it acquired Grupo Modelo.

He is also an independent director of Restaurant Brands, which is listed on the New Zealand Stock Exchange (NZX) and the Australian Securities Exchange (ASX).

3. Justification

In accordance with the foregoing, the Board of Directors considers that the experience and curriculum vitae of Ms. Romana Sadurska and Mr. Emilio Fullaondo Botella prove their honor, competence and merits to hold the position of directors.

Their extensive experience and deep knowledge guarantee the proper management of the interests of the Company. In addition, their membership to the Board is aligned with the policy and commitment of the Company to introduce a diverse composition in its Board.

Therefore, and in view of the Compensations and Remuneration Committee report and the conclusions contained therein (and that the Board shares), the Board of Directors understands their appointment as directors of the Company justified and convenient.

4. Category

Ms. Romana Sadurska and Mr. Emilio Fullaondo will not represent any shareholder in the Board of Directors nor will they hold executive power, nor any of the circumstances set forth in article 529 *duodecies*, section 4, of the Spanish Companies Act apply to them. Therefore, in accordance with the provisions of applicable regulations, they will have the status of independent external directors.

The status of independent director of both directors has been certified by a prestigious law firm.

5. Conclusion

The Board of Directors understands the proposal made by the Appointments and Remuneration Committee for the appointment of Ms. Romana Sadurska and Mr. Emilio Fullaondo as directors of the Company justified and convenient, in the firm belief that they will provide continuity to the management of the Company and the Group as it has been carried out so far.

In Madrid, May 13, 2019.

ANNEX I

**PROPOSAL OF THE APPOINTMENTS AND REMUNERATION COMMITTEE TO
THE BOARD OF DIRECTORS FOR THE APPOINTMENT OF Ms. ROMANA
SADURSKA AND Mr. EMILIO FULLAONDO BOTELLA AS INDEPENDENT
DIRECTORS OF AMREST HOLDINGS, SE**

1. Introduction

The Appointments and Remuneration Committee of AmRest Holdings, SE (hereinafter, “**AmRest**” or the “**Company**”), in accordance with the provisions of section 4 of article 529 *decies* of the consolidated text of the Capital Companies Act approved by Legislative Royal Decree 1 / 2010, of July 2 (the “**Capital Companies Act**”), raises this proposal to the Board of Directors to fill through the cooptation system the open positions at the Board of Directors after the resignations of the external directors Mr. Steven K. Winegar Clark and Mr. Henry J. McGovern, through the appointment as independent external directors of Ms. Romana Sadurska and Mr. Emilio Fullaondo Botella as external independent directors of the Company.

2. Aspects considered by the Appointments and Remuneration Committee

In view of the announcement of directors Mr. Steven K. Winegar Clark and Mr. Henry J. McGovern of their intention to resign from their positions as members of the Board of Directors of the Company, AmRest initiated the corresponding process to assess the appointment of new directors.

This process has been carried out following the principles and premises established in the policy of appointment of AmRest directors.

Regarding the search and analysis of candidates, the Appointments and Remuneration Committee has carried out an analysis of the structure, current composition and functioning of the Board, to identify the needs and areas of opportunity for improvement of the Board.

Considering the above, the Committee concluded

- that the two vacancies produced should be filled to maintain the number of directors in seven, as it combines the flexibility of functioning with the necessary diversity of

opinions and points of view to create a useful and enriching debate at the Board;

- that the new members must be of independent nature, so that more than 50% of the directors are independent, thus showing AmRest's commitment to comply with and even go beyond the best practices and recommendations of good corporate governance currently in force; and
- ensure that at least one of the new directors is a woman to correct the Board's deficit in gender diversity.

After the relevant process of searching for the most suitable profiles, assessing the potential contributions as independent directors with their perspective and knowledge about the market, the Committee selected the candidatures of Ms. Romana Sadurska and Mr. Emilio Fullaondo.

In the selection process, the Committee reviewed their professional profile, and concluding that both are highly qualified and suitable for the performance of the functions of independent directors. Their respective professional profiles demonstrate good reputation, solvency, competence and experience, as well as the combination of skills needed to carry out the supervisory powers of the Board of Directors.

Specifically, the experience and financial knowledge of Mr. Emilio Fullaondo will strengthen the Board in the supervision of financial information, a particularly relevant issue whose importance has been strengthened recently by Spanish legislation categorizing it as one of the Board's non-delegable powers. His experience accumulated over two decades in the financial area in two business groups of the size and volume of Grupo Modelo and AB InBev, dedicated to a sector close to AmRest business, will be of great value to the Board and, consequently, the business of AmRest.

Romana, on the other hand, has a vast experience in the management of human capital. Her Polish origin (country where a big part of AmRest's employees is located) combined with her cosmopolitan profile, knowledge, experience and personality will be very useful for a company as intensive in human capital as AmRest.

Likewise, both candidates were interviewed individually by each of the members of the Committee, receiving particularly positive responses from the independent directors, for the purpose of designating the candidates as new directors of the Company.

The Appointments and Remuneration Committee verified that none of the incompatibilities,

prohibitions or sources of conflicts of interest established in the law or in the corporate governance system of AmRest applied, and that the selection procedure did not suffer from implicit biases that could imply any discrimination.

According to the foregoing, the Appointments and Remuneration Committee considers that Ms. Romana Sadurska and Mr. Emilio Fullaondo have the necessary competencies, experience and merits to serve as directors of the Company.

3. Category

Ms. Romana Sadurska and Mr. Emilio Fullaondo will not represent any shareholder in the Board of Directors nor will they hold executive power, nor any of the circumstances set forth in article 529 *duodecies*, section 4, of the Spanish Companies Act apply to them. Therefore, in accordance with the provisions of applicable regulations, they will have the status of independent external directors.

The status of independent director of both directors has been certified by a prestigious law firm.

4. Conclusion

The Appointments and Remuneration Committee, in view of the foregoing, considers that Ms. Romana Sadurska and Mr. Emilio Fullaondo have the necessary competence, experience and merits to exercise their duties as directors of the Company under the legal terms and established regulations and, consequently, submits to the Board of Directors the proposal for the appointment of Ms. Romana Sadurska and Mr. Emilio Fullaondo as directors of the Company, with the category of independent external directors.

In Madrid, on May 13, 2019.