



Telepizza Group, S.A.U. ("**Telepizza Group**" or the "**Company**"), informs in accordance with article 228 of the reinstated text of the Spanish Securities Market Act approved by Royal Decree 4/2015 of 23 October 2015, announces the following:

#### **RELEVANT INFORMATION**

The Board of directors of **Telepizza Group** in its meeting held the last 27 th of April decide to call the **General Ordinary Assembly** in the terms and agenda as follows :

#### **TELEPIZZA GROUP, S.A.**

#### **ANNUAL GENERAL MEETING**

At its meeting held on April 27th, 2017, the Board of Directors of the **TELEPIZZA GROUP, S.A.** (the "Company") resolved to convene the Annual General Meeting of its Shareholders at the Company's registered office (Calle Isla Graciosa 7, Parque Empresarial La Marina, San Sebastián de los Reyes, 28700 Madrid) on June 21st 2017, at 11:00 a.m. at the first call or, if the necessary quorum is not reached, then in the same place and at the same time on June 22nd, 2017, at the second call, in order to discuss and resolve on the following Agenda.

**You are hereby informed that the holding of the AGM will foreseeably be at the second call on June 22nd at 11:00 a.m.**

#### **AGENDA**

##### **First .- Annual Accounts, application of the result and corporate management.**

1.1. Examination and approval, if appropriate, of the Annual Accounts (Balance sheet, Profit and Loss Statement, Statement of Changes in Net Equity, Cash-Flow Statement and Notes to the Annual Accounts) and the Management Report for TELEPIZZA GROUP, S.A. and its Consolidated Group, all referring to the financial year closed on December 31st, 2016.

1.2. Approval of the application of the result for the 2016 financial year.



1.3. Approval of the company's management during the 2016 financial year.

**Second. Election of Auditors.**

Designation of the Auditor for the accounts of the Company and its Consolidated Group for the 2017 financial year.

**Third . Increase in the number of directors within the limits of the Articles of Association and appointment of a new Director.**

3.1 Increase in the number of directors making up the Board of Directors from seven to eight, within the minimum and maximum range stipulated in article 9.2 of the Articles of Association.

3.2 Appointment of Mr. Marcos De Quinto Romero as an independent director for the mandate indicated in article 10 of the Articles of Association.

**Fourth . Annual report on remuneration.**

Consultative vote on the Annual Report on Remuneration for the Directors corresponding to the 2016 financial year.

**Fifth . Delegation of powers.**

Delegation of powers in favour of each and every one of the members of the Board of Directors for the interpretation, application, execution, formalization, development and, where necessary, remediation of the foregoing resolutions, as well as for the notarization of all of the above where required.



**A) Supplement to the notice of meeting and presentation of draft resolutions.**

Starting from the date of the present notice of meeting, shareholders representing at least three per cent (3%) of the company's capital may (i) request the publication of a supplement to the present notice of meeting for the AGM including one or more points on the Agenda, provided that the new points are accompanied by a reasoned proposal or, where appropriate, a duly justified draft resolution, (ii) as well as submit well-founded draft resolutions on the matters already included or to be included on the Agenda.

This right must be exercised through an indisputable notification addressed to the attention of the Secretary to the Board of Directors and received at the Company's registered office within the five (5) days following the publication of the present notice of meeting.

Whenever a supplement to the notice of meeting exists, following its publication, the Company will also publish the texts of the proposals and rationales furnished to the Company and referred to in the said supplement on its corporate web site.

**B) Documentation made available to shareholders and their right to information.**

Pursuant to the provisions contained in the Capital Corporations Act, the Articles of Association and the Regulations for General meetings of Shareholders, all shareholders are entitled to examine the following documentation at the Company's registered office (Calle Isla Graciosa 7, Parque Empresarial La Marina, San Sebastián de los Reyes, 28700 Madrid) or by consulting the Company's web site ([www.telepizza.com](http://www.telepizza.com)) or to request its delivery or remittance free of charge:

1. The notice of meeting convening the AGM.
  
2. The total number of shares and voting rights on the date of the notice of meeting.
  
3. The forms to exercise proxy votes and remote voting.



4. The full text of the Annual Accounts, the Management Report and the proposed application of the results for the 2016 financial year referred to the Company and its Consolidated Group, as well as the respective reports by the Auditor (Point One of the Agenda).

5. The full text of the draft resolutions corresponding to the points on the Agenda.

6. The affidavit by the Directors on the contents of the Annual Accounts, as foreseen in article 118 of the Consolidated Text of the Securities Market Act, as approved by Royal Legislative Decree 4 dated October 23rd, 2015.

7. The Annual Corporate Governance Report.

8. The Annual Report on the Operation and Activities of the Audit and Compliance Committee for the 2016 financial year.

9. The Annual Report on the Operation and Activities of the Appointments and Remuneration Committee for the 2016 financial year.

10. The prior reports of the Appointments and Remuneration Committee and the report from the Board of Directors setting out the rationale for the proposal to appoint the Director submitted for approval in point three of the Agenda, a report containing the identity, curriculum and professional category of the candidate and other information pursuant to the provisions contained in the Regulations for the General Meetings.

11. The Annual Report on the Remuneration of Directors corresponding to the 2016 financial year.

Pursuant to the Good Governance Code for Listed Companies, the following documents will be published on the corporate web site ([www.telepizza.com](http://www.telepizza.com)) sufficiently in advance of the Annual General Meeting:

1. The Report of the Audit and Compliance Committee on the auditor's independence.
2. The Report of the Audit and Compliance Committee on related transactions.
3. The report on the company's corporate social responsibility policy.



Pursuant to the provisions contained in articles 197 and 520 of the Capital Corporations Act, from this date on and until the fifth day prior to the date of the AGM at the first call, all shareholders may request, in writing, such information or clarification from the Board of Directors as they may deem necessary or else submit in writing such questions as they may deem pertinent about (i) the matters included on the Agenda, (ii) the information available to the general public furnished by the Company to the National Securities Market Commission (CNMV in its Spanish acronym) and (iii) the reports of the auditor on the individual and consolidated Annual Accounts and Management Reports for the Company and its dependent companies corresponding to the 2016 financial year.

For these purposes, shareholders may address TELEPIZZA GROUP, S.A., at Calle Isla Graciosa 7, Parque Empresarial La Marina, San Sebastián de los Reyes, 28700 Madrid, for the attention of the Secretary to the Board of Directors or use the following email address: [investors@telepizza.com](mailto:investors@telepizza.com). Shareholders may also request information or clarifications on the aforesaid matters orally during the AGM.

All valid requests for information, clarifications or questions submitted in writing by shareholders and the answers furnished by the Board of Directors will be included on the Company's web page. Whenever the information requested by a shareholder is available in a clear, express and direct manner on the corporate web page ([www.telepizza.com](http://www.telepizza.com)) prior to the lodging of a specific question, the Board of Directors may limit its response to a reference to the location of the said information.

### C) Right to Attend.

The shareholders entitled to attend the AGM shall be those registered holders of one or more shares duly entered on the corresponding account entry register at least five (5) days prior to the date on which the AGM is to be held. Insofar as it is foreseeable that the AGM will be held at the second call, for the purposes of the provisions contained in Art. 517 of the Capital Corporations Act, it is hereby stated for the record that shareholders must have their shares registered in this name no later than June 17th, 2017. When a shareholder wishes to exercise the right to vote using remote electronic means or through the delegation of a vote in favour of a proxy, this condition must also be met at the moment the vote is cast.

In order to exercise their right to attend, shareholders must be authenticated in advance by means of the corresponding nominative attendance card, the certificate issued by the entity in charge of the account entry register or such other document as attests to the shareholder's status in law. The attendance card will be issued by the participating entity in which the said register was made in favour of the registered holders of the shares accredited as being entered on that register with at least the time in advance indicated in the preceding paragraph. The attendance card or document accrediting the shareholder as such must be presented at the AGM.



#### D) Representation.

Any shareholder entitled to attend may be represented at the AGM by means of another person, even if this person is not a shareholder, in accordance with the requirements and formalities demanded in the Act, the Articles of Association and the Regulations for the AGM (article 14).

Powers of representation must be conferred on the terms and with the scope stipulated in the Act, in writing and specially for each General Meeting, except in the case of a spouse (or any other person attached to the shareholder by an analogous affective relationship in line with applicable legislation), or a forebear or descendant of the principal or a person holding general powers of attorney conferred in a public document with sufficient powers to administer all of the wealth held by the shareholder represented in Spanish territory.

Documents setting out the powers of representation for an AGM must include at least the following mentions:

- a) The date on which the AGM is to be held and the Agenda.
- b) The identity of the principal and the proxy. Where this is not specified, the powers of representation shall be deemed to have been granted without distinction in favour of the President or the Secretary to the Board of Directors, or of any other member of the Board who may be specified for this purpose in each notice of meeting.
- c) The number of shares held by the shareholder granting the powers of representation.
- d) Any instructions given by the shareholder regarding the sense of the proxy's vote on each of the points on the Agenda.

Unless otherwise indicated by the shareholder, the powers of representation shall extend to those matters that, without appearing on the Agenda, may be put to the vote in the course of the General Meeting; in this case, the proxy shall cast the vote in the sense deemed most favourable for the interests of the Company and the principal.

It will not be possible for any shareholder to have more than one proxy at a General Meeting; powers of representation are always revocable and the disposal of the shares shall render the powers of representation ineffectual. The shareholder's attendance at the AGM, whether in person or by casting a vote remotely, shall be construed as the revocation of the powers of representation, regardless of the date of the same.

Where a shareholder has conferred powers of attorney in favour of the President or the Directors by postal mail or by electronic means but has not included instructions on how the vote is to be cast or where there are doubts about the intended recipient or the scope of the representation, it will be understood that (i) the delegation has been effected in favour of the President of the Board of Directors or of the Secretary to the Board, or of any other member of the Board of Directors (ii) it refers to all the proposals drawn up by the Board of Directors; (iii) it is taken as a vote in favour of the said proposals; and (iv) can also extend to the points that might arise without having been included in the Agenda, with respect to which the proxy shall cast the delegated vote in the sense deemed most favourable for the interests of the principal, within the context of the Company's interests.



For the purposes of the provisions contained in articles 523 and 526 of the Capital Corporations Act, you are hereby informed that, if the President of the General Meeting or any other member of the Board of Directors should find themselves affected by a conflict of interest with respect to any point on the Agenda or with respect to any draft resolution that might be submitted outside the Agenda, and if the principal has not given precise voting instructions, then the delegation of the vote, unless expressly indicated otherwise, will be deemed to have been conferred, jointly and severally and in the following order, on the President of the General Meeting, the President of the Audit Committee, the President of the Appointments and Remuneration Committee, and, if all of the above are affected by a conflict of interest, on the Secretary to the General Meeting of Shareholders.

Powers of representation conferred by shareholders may be submitted by the proxy on the date and at the venue for the holding of the AGM or they may be sent in by the shareholder in advance, either by postal mail or courier delivery to the following address: TELEPIZZA GROUP, S.A., Calle Isla Graciosa 7, Parque Empresarial La Marina, San Sebastián de los Reyes (28700 Madrid), for the attention of the Secretary to the Board of Directors.

Powers of representation may also be conferred remotely by electronic correspondence through the Company's web page ([www.telepizza.com](http://www.telepizza.com)), following for the purpose the rules and instructions provided in the space entitled "AGM 2017" on the said corporate web site. In order to ensure the authenticity and integrity of electronic communications, it will be necessary to have a recognized and unrevoked electronic certificate on the terms foreseen in the Electronic Signature Act (Law 59 dated December 19th, 2003) issued by the Spanish Public Certification Authority (CERES), a department of the public business entity styled "Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda" (FNMT-RCM) or a National Electronic ID Card (DNIe).

At the venue for the AGM on the day, those proxies so designated must identify themselves by means of their national ID documents or their Passports. Where the powers of representation have been conferred remotely, the proxy designated must submit, in addition to the above, a printed copy of the postal or electronic delegation.

#### E) Remote Voting.

Votes on the resolutions proposed for the points included on the Agenda may be cast by shareholders through postal mail, email or any other form of remote communication, provided that the identity of the subject exercising the right to vote is duly guaranteed.

The valid methods for casting votes remotely are:

##### (a) Electronic means:

Votes cast by email will be certified by means of a recognized electronic signature.



(b) Postal mail:

In order to cast their votes remotely by postal mail, shareholders must send the Company, duly completed and signed, their attendance card, delegation and remote votes issued in their favour by the corresponding entity, stating the sense of their votes on the same or if they wish to abstain or cast a blank vote.

Rules on Remote Voting and Representation

In accordance with the provisions contained in the Capital Corporations Act, the Articles of Association and the Regulations for the AGM (Chapter III), the basic rules regulating remote voting and representation are reproduced below:

i) All votes and powers of attorney executed remotely (whether electronically or by postal mail) must be received by the Company before midnight (24:00) on the day immediately prior to the date planned for holding the AGM at the first call.

ii) Votes cast remotely shall be rendered null and void:

- a) Through any subsequent express revocation effected by the same means used to issue them and within the term established for them to be issued.
- b) Through the attendance at the meeting by the shareholders who issued the same or where the shareholder has disposed of the shares prior to the holding of the General Meeting.

iii) In those cases where remote votes are received but, for whatsoever reason, the sense of the vote or the number of specific matters to which the vote refers is not clearly stated, then the votes will be presumed to be in favour and to refer to the largest possible number of matters.

F) Electronic forum for shareholders.

Pursuant to the provisions contained in Art. 539.2 of the Capital Corporations Act and on the occasion of the AGM, TELEPIZZA GROUP, S.A. has arranged for an Electronic Forum for Shareholders on the Company's web site ([www.telepizza.com](http://www.telepizza.com)) for the purposes legally established and both individual shareholders and those associations of shareholders that are duly authenticated shall be able to have access with the appropriate guarantees.





On the Forum, it will be possible to publish proposals that are intended to be submitted as a supplement to the Agenda announced in the notice of meeting, requests for signatories to subscribe the said proposals, initiatives to achieve the necessary percentage to exercise a minority right as foreseen in the Act, as well as to announce offers of or requests for voluntary representation, for which purpose the instructions published by the Company on its web page ([www.telepizza.com](http://www.telepizza.com)) along with the notice of meeting must be observed.

The Forum does not constitute a channel for communication between the Company and its shareholders and it is only provided for the purposes of facilitating communication among the shareholders' in the Company on the occasion of the AGM.

In order to access and use the Forum, shareholders must first obtain an access code through the web site ([www.telepizza.com](http://www.telepizza.com)) by following the instructions given in the space entitled "AGM 2017/Electronic Forum for Shareholders".

#### **G) General information.**

For those aspects of the AGM not contained in this announcement, shareholders may consult the Regulations for the AGM available on the Company's web site ([www.telepizza.com](http://www.telepizza.com)).

#### **H) Presence of a Notary Public.**

The Board of Directors has resolved to request the presence of the notary public Mr. Álvaro Obando Bigeriego to draw up the memorandum of the proceedings and, should it be impossible for him to attend, the attendance of another notary public from the same association proposed by him as his deputy.

#### **I) Technical Incidents**

The Company reserves the right to amend, suspend, cancel or restrict the electronic voting and delegation mechanisms whenever this may be required due to technical or security reasons.

The Company shall not be responsible for any harm that may arise for shareholders as a result of breakdowns, overloads, line failures, dropped connections, incorrect operation of the email service or any other incident of a similar nature that are outside the control of the Company and may prevent the use of the remote voting and delegation mechanisms.



**J) Protection of personal data.**

Pursuant to the provisions contained in the Personal Data (Protection) Act (Fundamental Law 15 dated December 13th, 1999), the Shareholders are informed that their personal details have been provided to TELEPIZZA GROUP, S.A. by the Banking Entities and Securities Companies through the “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.”, and have been processed automatically by TELEPIZZA GROUP, S.A., for the purposes of carrying out the appropriate performance, fulfilment and monitoring of the shareholder relationship that exists among them. The Shareholders are further made aware that they are entitled to access, correct, oppose the use of their information and, once their relationship with the Company has concluded, cancel their details by submitting a written request to the Legal Department of TELEPIZZA GROUP, S.A., Calle Isla Graciosa 7, San Sebastián de los Reyes (28700 Madrid).

In those cases where the attendance cards include personal details relating to natural persons other than the registered holders, shareholders must inform the others of the contents of the preceding paragraphs and comply with any other requirements that might be applicable for the correct transfer of personal data to the Company without the Company having to perform any additional action.

The telephone number 916576200 has been set up for the purposes of facilitating or clarifying any information related to this AGM, as well as the information furnished on the Company’s web site at [www.telepizza.com](http://www.telepizza.com).

In San Sebastián de los Reyes (Madrid), on May 12th, 2017.

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The Secretary to the Board of Directors

of TELEPIZZA GROUP, S.A.

Mr. Javier Gaspar PARDO DE ANDRADE

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