



AMREST HOLDINGS, SE (“AmRest” or the “Company”), in accordance with Articles 228 of the Securities Markets Law and 17 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, hereby announces the following

### **RELEVANT FACT**

The Board of Directors of the Company convenes its shareholders to the Annual General Meeting to be held likely on first call on May 14, 2019 at 9:30, at calle Enrique Granados, 6, 28224, Pozuelo de Alarcón, Madrid.

The following documents are attached regarding the Meeting:

- Announcement of the call to the Ordinary General Shareholders’ Meeting, including the Agenda which will remain continuously available on the Company’s corporate website.
- Full text of the proposed resolutions of the Board of Directors that may be passed by the shareholders at the General Meeting with respect to each of the items included on the Agenda.

It is hereby stated for the record that both the above documents and the other documents regarding the General Shareholders’ Meeting may be viewed on the Company’s website ([www.amrest.eu](http://www.amrest.eu)) and will be available to the shareholders at the registered office, upon the terms set out in the announcement of the call to meeting.

In Madrid, April 12, 2019.

**AMREST HOLDINGS, SE**

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Mr Eduardo Rodríguez-Rovira  
Secretary to the Board of Directors



## **AMREST HOLDINGS, SE**

### **ANNUAL GENERAL MEETING 2019**

The Board of Directors of AMREST HOLDINGS, SE (“**AmRest**” or the “**Company**”) calls its shareholders to the Annual General Meeting to be held at Calle Enrique Granados, number 6, 28224 , Pozuelo de Alarcón, Madrid, on May 14, 2019, at 9:30 hours CET, on first call and, if applicable, the next day, May 15, 2019, in the same place and at the same time in second call, being expected to be held on first call, for the purpose of deliberating and deciding on the matters included in the following:

#### **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, 2018.
2. Examination and approval, if applicable, of the non-financial information statement for the year ended December 31, 2018, 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, 2018.
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, 2018.

##### **Item relating to the remuneration of the Directors**



5. 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 2019.

#### **General matters**

6. 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**

7. Consultative vote on the 2018 Annual Directors' Remuneration Report.

#### **Informative item**

8. Amendment of the Regulations of the Board of Directors.

### **SUPPLEMENT OF THE CALL AND SUBMISSION OF PROPOSALS**

Within five days following the publication of this call, shareholders representing at least 3% of the share capital may request that a supplement be published to the notice of the Annual General Meeting, including one or more points on its agenda, provided that the new points are accompanied by a justification or, where appropriate, a proposal for a justified resolution, as well as to present justified proposals of resolution on matters already included or that must be included in the agenda of the call.

The exercise of these rights must be made by means of reliable notification that must be received at the registered office, accompanied by a copy of the attendance, delegation and voting card (the "**Shareholder Card**") and sufficient supporting documentation of its status as shareholders issued in Spanish or English, by the corresponding depository entity (the "**Ownership Certificate**").

### **ATTENDANCE AND PROXY REPRESENTATION**

All holders of voting shares duly registered in the corresponding book-entry registry five days ahead of the Annual General Meeting may attend and vote at the meeting.



Any shareholder who has the right to attend may be represented at the Annual General Meeting by another person, even if he is not a shareholder, complying with the requirements established for that purpose.

Shareholders, or their representatives, must identify themselves through their national identity document or passport.

The representation is always revocable and the personal assistance of the shareholder to the meeting, either physically or by having cast the vote remotely, will be construed as revocation.

### **REMOTE PROXY REPRESENTATION AND VOTING**

Shareholders with the right to attend may grant their proxy or cast their vote remotely by delivering the Shareholder Card at the offices of the Company duly completed and accompanied by the Ownership Certificate, by sending it to the Company (a) by postal correspondence to the registered office for the attention of the Legal Department (ref General Meeting), or (b) electronically.

On the corporate website of the Company ([www.amrest.eu](http://www.amrest.eu)) is available the Shareholders' Guide that provides detailed information about the way shareholders can exercise their rights to attend, grant proxy representation and vote remotely, and information right.

Proxy representations and votes remotely cast by postal or electronic correspondence must be received by the Company, as a general rule, no later than May 12, 2019.

The validity of the proxy representation and of the vote cast remotely is subject to verification by the Company. In case of divergence between the number of shares communicated by the shareholder that grants the proxy representation or cast their vote through remote communication and that stated on the Ownership Certificate, the latter will be considered valid for the purposes of quorum and voting, and unless proof of otherwise.



## **INFORMATION AND DOCUMENTATION AVAILABLE**

Up to the fifth day prior to the Annual General Meeting, shareholders may request in writing the information or clarifications they deem necessary or formulate in writing the questions they deem pertinent about the matters included in the order of the day of the call, of the information accessible to the public that would have been provided by the Company to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the last General Shareholders' Meeting, and of the auditor's reports on the annual accounts and individual management reports of the Company and consolidated with its subsidiaries for the year 2018.

As of the date of publication of this call notice, the shareholders have without interruption at their disposal on the corporate website, among others, the documentation and information which is related below:

- The present notice of meeting.
- The total number of shares and voting rights on the date of the notice.
- The annual financial report for the financial year 2018, which includes the individual and consolidated annual accounts, the individual and consolidated Directors' reports of the Company and the respective the auditors reports for the year 2018.
- The corresponding non-financial information statement to the fiscal year ended December 31, 2018, which is part of the consolidated Directors' report, together with the independent assurance report on the non-financial information statement.
- The full text of the resolutions proposed by the Board of Directors to be adopted, if applicable, by the Annual General Meeting of the Company in relation to each of the points included in the Agenda.
- The reports of the Board of Directors and of the auditor other than the auditor of accounts of the Company appointed by the Mercantile Registry relating to the capital increase excluding the pre-emptive subscription rights carried out in



October 2018.

- The applicable rules for delegation and voting by means of remote communication, and the necessary documentation for that purpose.
- The Shareholder Card.

In addition, shareholders have the right to examine at the registered office and request delivery of the documentation that must be made available to them because of this Annual General Meeting.

### **COMMON PROVISIONS**

The exercise of rights of information, assistance, delegation, distance voting, request for publication of a supplement to the call and presentation of proposals based on resolutions will be made in accordance with the provisions of the Law and in the documents that conform the corporate governance system of the Company, available on the corporate website.

### **ELECTRONIC FORUM OF SHAREHOLDERS**

In accordance with current regulations, an Electronic Shareholders' Forum has been set up on the Company's website, the use of which will be in accordance with the legal purpose and the guarantees and operating rules established by the Company, being available to shareholders and associations of shareholders which are duly legitimized.

### **NOTARY PARTICIPATION AND RECORDING OF THE AGM**

The Board of Directors has agreed to request the presence of a Notary Public to draw up the minutes of the Annual General Meeting.

To facilitate its follow-up and adequate dissemination, the development of all or part of the Annual General Meeting may be subject to audio/video recording which in its case may be made available to the public through the corporate website.

### **PERSONAL DATA PROTECTION**



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 Annual General Meeting, whose development will be subject to audio/video recording and public dissemination on the Company's website.

When attending the General Meeting, the assistant gives his consent for this recording and dissemination.

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.

In the event of shareholder's personal attendance, proxy and voting card includes personal data referring to other natural persons, said shareholder must inform them of the points contained in the preceding paragraphs and comply with any other requirements that may be applicable to them. the transfer of personal data to the Company, without the latter having to take any additional action.

In Madrid, 12 April 2019

The Secretary of the Board of Directors



**PROPOSED RESOLUTIONS FORMULATED BY THE BOARD OF  
DIRECTORS TO THE 2019 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS OF AMREST HOLDINGS, SE**

The Board of Directors of AmRest Holdings, SE (“**AmRest**” or the “**Company**”) proposes for approval by the General Shareholders’ Meeting the following resolutions:

**FIRST ITEM OF THE AGENDA**

**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, 2018.**

**RESOLUTION**

To approve 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, 2018, which were formulated by the Board of Directors of the Company on February 27, 2019 and published on the website of the Company.



*[Loose translation for information purposes only]*



## **SECOND ITEM OF THE AGENDA**

**Examination and approval, if applicable, of the non-financial information statement for the year ended December 31, 2018, which is part of the consolidated Directors' report.**

### **RESOLUTION**

To approve the non-financial information statement for the year ended December 31, 2018, which is part of the consolidated Directors' report.



### **THIRD ITEM OF THE AGENDA**

**Examination and approval, if applicable, of the proposal for the application of the individual result corresponding to the fiscal year closed on December 31, 2018.**

### **RESOLUTION**

According to the proposal made by the Board of Directors of the Company, approve the application of the individual result of the Company consisting of profits of 4,076,128.9 EURO to be used entirely for reserves:

- Legal reserve: 407,612.9 EURO.
- To voluntary reserves: 3,668,516 EURO.

*[Loose translation for information purposes only]*



**FOURTH ITEM OF THE AGENDA**

**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, 2018.**

**RESOLUTION**

To approve the management of the Board of Directors of the Company during the fiscal year ended on December 31, 2018.



## **FIFTH ITEM OF THE AGENDA**

**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 2019.**

### **RESOLUTION**

To approve, in accordance with the Remuneration Policy for Directors, the maximum annual amount of the remuneration of all the Directors of the Company in their capacity as such for the year 2019, which is set at 1,000,000 EURO, indefinitely as long as the General Meeting does not agree otherwise. It is expressly stated that this annual amount does not include the remuneration that, for fixed salary, variable remuneration or other concepts, may correspond to the executive directors for the performance of their executive functions in the Company.



## **SIXTH ITEM OF THE AGENDA**

**Delegation of powers of attorney for the formalization and registration of the resolutions adopted by the General Meeting and to carry out the mandatory deposit of accounts.**

### **RESOLUTION**

Delegate in the broadest terms, to the Board of Directors and to each of its members, the Board Secretary Mr. Eduardo Rodríguez-Rovira and the Board ViceSecretary Mr. Jaime Tarrero Martos, with express powers of delegation and substitution, all powers necessary to interpret, execute and carry to full effect the resolutions adopted at this General Meeting, including the granting of all documents public or private, the publication of any advertisements that are legally enforceable, the registration in any public records that may be required and taking as many actions as may be necessary for that purpose; as well as, among others, the faculties to amend the defects, omissions or errors that were appreciated, including those appreciated in the verbal or written qualification of the Mercantile Registry, that could hinder the effectiveness of the resolutions, as well as, in particular, make the mandatory deposit of the annual accounts in the Mercantile Registry.



**SEVENTH ITEM OF THE AGENDA**

**Consultative vote on the 2018 Annual Directors' Remuneration Report.**

**RESOLUTION**

To approve, for consultative purposes, the 2018 Annual Directors' Remuneration Report, the full text of which was made available to the shareholders together with the rest of the documentation relating to the General Shareholders' Meeting from the date of publication of the call notice.



## **EIGHTH ITEM OF THE AGENDA**

### **Amendment of the Regulations of the Board of Directors of the Company.**

#### **RESOLUTION**

The General Shareholders' Meeting is informed of the amendment to the Regulations of the Board of Directors approved at the Board meeting held on February 27, 2019, which has been made available to shareholders upon the call of this Meeting.

The purpose of the amendments is to reflect changes to the powers of the Board of Directors introduced by Law 11/2018, of December 28, which modifies the Commercial Code, the Capital Companies Law approved by the Royal Legislative Decree 1/2010, of July 2, and Law 22/2015, of July 20, on Auditing; changes regarding non-financial information and diversity; as well as introducing other improvements in line with the good corporate governance code for listed companies.