



Parques Reunidos Servicios Centrales, S.A. (“**Parques Reunidos**” or the “**Company**”), pursuant to article 227 of the consolidated text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, hereby informs of the following

### **MATERIAL FACT**

The Board of Directors of the Company, at its meeting held yesterday, 26 February 2019, adopted, among others, the following resolutions:

- (i) To call the shareholders to a General Shareholders Meeting, which is to be held, presumably, on 28 March 2019 at 12:00 hours at the first call in Madrid, Hotel Eurostars Monte Real, C/ Arroyofresno 17, 28035. The Company hereby attaches the following documentation:
  - the notice calling the General Shareholders Meeting;
  - the proposed resolutions of the Board of Directors that may be adopted by the General Shareholders Meeting; and
  - the directors’ or relevant Board committees’ requisite reports referring to the items on the agenda of the General Meeting, where appropriate.
- (ii) To appoint Mr. Jonathan Rubinstein as proprietary director of the Company, by means of the co-option system, in order to fill the vacancy in the Board arising from the resignation tendered by Mr. Colin Hall with effect from 26 February 2019.

It is also hereby reminded that the Company’s individual annual accounts and management reports and the consolidated accounts and reports of the Company and its group corresponding to the financial years ended on 30 September 2018 and on 31 December 2018, which are submitted to the approval of the General Shareholders Meeting, with the corresponding audit reports, the Annual Corporate Governance Report and Directors Remunerations Report corresponding to each year, have already been submitted to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*). They have also been made available to the shareholders on the Company’s website ([www.parquesreunidos.com](http://www.parquesreunidos.com)), together with the rest of the documentation related to the General Meeting that must be made available to the shareholders with the notice and, in particular, the directors’ or relevant Board committees’ reports on the resolutions proposed under items 11, 12 and 14 of the Agenda.

In Madrid, on 27 February 2019

Parques Reunidos Servicios Centrales, S.A



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## **PARQUES REUNIDOS SERVICIOS CENTRALES, S.A. ORDINARY GENERAL SHAREHOLDERS MEETING OF MARCH 2019**

### **VENUE, DATE AND TIME OF THE MEETING**

The Board of Directors of Parques Reunidos Servicios Centrales, S.A. (the “**Company**”) has resolved to convene the Ordinary General Shareholders Meeting to be held at Madrid, Hotel Eurostars Monte Real, C/ Arroyofresno 17, 28035, on 28 March 2019 at 12:00 hours, on first call and, if there is no quorum, on second call, on the following day, 29 March 2019, at the same time and venue. The shareholder registration desks will open at 10:00 hours.

### **AGENDA**

#### **I. Items related to the financial year ended on 30 September 2018:**

- First** Review and, where appropriate, approval of the individual annual accounts of the Company and the consolidated accounts including its subsidiaries, corresponding to the year ended 30 September 2018.
- Second** Review and, where appropriate, approval of the Company’s individual management reports and the consolidated report including its subsidiaries, corresponding to the year ended 30 September 2018.
- Third** Review and, where appropriate, approval of the management and activity of the Board of Directors in the year ended on 30 September 2018.
- Fourth** Review and, where appropriate, approval of the proposal to distribute the individual income corresponding to the year ended on 30 September 2018.

#### **II. Items related to the financial year ended on 31 December 2018:**

- Fifth** Review and, where appropriate, approval of the individual annual accounts of the Company and the consolidated accounts including its subsidiaries, corresponding to the three-months financial year ended on 31 December 2018.
- Sixth** Review and, where appropriate, approval of the Company’s individual management reports and the consolidated report including its subsidiaries, except for the non-financial information, corresponding to the three-months financial year ended on 31 December 2018.
- Seventh** Review and, where appropriate, approval of the consolidated non-financial information of the Company included in the consolidated management report corresponding to the three-months financial year ended on 31 December 2018.
- Eighth** Review and, where appropriate, approval of the management and activity of the Board of Directors in the three-months financial year ended on 31 December



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2018.

**Ninth** Review and, where appropriate, approval of the proposal to distribute the individual income corresponding to the three-months financial year ended on 31 December 2018.

### **III. Items related to re-election of the auditors:**

**Tenth** Re-election, where appropriate, of KPMG Auditores, S.L. as auditor of the Company's accounts and of its consolidated group for the financial year ended on 31 December 2019.

### **IV. Items related to the Board of Directors:**

**Eleventh** Ratification, where appropriate, of the appointment and reelection of Mr. José Díaz Gómez as director, with the category of executive director, for the statutory period of four years.

**Twelfth** Ratification, where appropriate, of the appointment and reelection of Mr. Jonathan Rubinstein as director, with the category of proprietary director, for the statutory period of four years.

### **V. Items related to remunerations:**

**Thirteenth** Approval, where appropriate, of the grant of stock options to the Chief Executive Officer for the purposes of the new Long Term Incentive Plan of the Company.

**Fourteenth** Approval, where appropriate of the amendment to the directors remuneration policy, applicable to the financial year 2019.

**Fifteenth** Approval, where appropriate, of the maximum annual global remuneration of the directors in their capacity as such.

### **VI. Item related to general matters:**

**Sixteenth** Delegation of powers to formalize and execute all the resolutions adopted by the General Shareholders Meeting, for their notarization as a public document and their interpretation, correction, complementation, development and registration.

### **VII. Item related to advisory matters:**

**Seventeenth** Consultative vote on the annual report on the remuneration of directors for the financial year ended on 30 September 2018.

**Eighteenth** Consultative vote on the annual report on the remuneration of directors for the financial year ended on 31 December 2018.



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## **SUPPLEMENT TO THE MEETING ANNOUNCEMENT AND PROPOSED RESOLUTIONS WITH JUSTIFICATIONS**

The shareholders representing at least 3% of share capital can request the publication of a supplement to this meeting announcement, including one or more items on the agenda, provided that the new items include a justification or, where applicable, a proposed resolution with justifications. That right must be exercised by notifying it in a reliable way and which must be received at the Company's registered address (Parques Reunidos Servicios Centrales, S.A., Paseo de la Castellana, 216, 28046, Madrid, Spain) within five (5) days of the publication of this announcement.

Likewise, the shareholders representing at least 3% of share capital can, within the same five (5) days of the publication of this announcement, submit proposed resolutions with justifications regarding matters already included or which must be included in the agenda in accordance with the provisions of article 519.3 of the Spanish Companies Act.

The notification must state the full name of the shareholders making the request and the corresponding documentation—a copy of the card that includes the attendance, proxy and remote voting (the “**attendance card**”) or the authentication certificate—which accredits their shareholder status with the aim of cross-checking that information with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), as well as the content of the items that the shareholders suggest or the content of the proposals made by the shareholders.

In the event that the shareholders suggest new items on the agenda, they can be requested to also include the proposals and reports justifying the proposals referred to in the items included in the supplement, under the circumstances where this is legally necessary.

The supplement to the announcement will be published at least fifteen (15) days before the date scheduled for the meeting.

### **RIGHT OF ATTENDANCE**

Shareholders holding 300 or more shares may attend the General Shareholders Meeting, provided that said shares are registered in their name in the corresponding book entry registry five (5) days before the date on which the Meeting is to be held, and such registration duly proven on entering the venue of the General Meeting, within the two (2) hours prior to the commencement of the Meeting, by means of the corresponding attendance card indicating the number of shares held and the number of votes which may be cast. The attendance card will be issued by the entities participating in Iberclear to the owners of the shares that are able to prove that their shares were registered five (5) days prior to the date on which the Meeting is to be held.

Shareholders holding less shares may delegate their representation to a person entitled to attend, or group with other shareholders in the same situation, until at least the referred number is



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completed, appointing their representative from among them. The grouping must be carried out on a special basis for each general meeting of shareholders and must be in writing.

For the purposes proving the identity of the shareholders, or of their proxy representatives, those attending may be asked, at the entrance to the venue where the General Shareholders Meeting is to be held, to prove their identity by providing their National Identity Card or any other unexpired official document generally accepted for these purposes, together with the attendance card.

Once the process of registering the attendance, proxy and remote voting cards has been finished, and the existence of sufficient quorum is established, the list of participants will be drawn up.

### **PROXY AND REMOTE VOTING**

#### **A. Right to proxy representation and delegation by remote means**

In accordance with the provisions of article 19 of the Articles of Association and 13 of the Regulations of the General Meeting, all shareholders with the right to attend may be represented at the General Meeting by another person, even if such person is not a shareholder in the Company, meeting the requirements and formalities laid down by the applicable law, the Articles of Association and the rest of the internal regulations of the Company.

The delegation of proxy representation must be completed and signed by the shareholder, subscribing the corresponding attendance card issued by the participating entity in Iberclear.

The proxy must exercise said representation by attending the Meeting personally and handing in the attendance card issued by the participating entity in Iberclear at the shareholder registration desk, at the place and date indicated for the General Shareholders Meeting, within the two (2) hours prior to the beginning of the meeting.

Proxy representation is always revocable. The attendance of the represented person, whether physically or by virtue of having cast a remote vote, entails the revocation of any delegation to a proxy, whatever the date it was made. In case a shareholder makes several delegations or casts several votes, the last power of representation granted or the last vote cast and received by the Company within the established deadlines shall take precedence.

As a general rule, and provided that the dates can be proven without doubt, the last action taken by the shareholder prior to the General Shareholders Meeting shall be taken as valid. In case of doubt, the vote of the shareholder shall take precedence over the proxy delegation.

A separate power of proxy representation must be granted individually for each General Meeting, in writing and may be granted by remote means of communication.

If voting instructions have been given by the represented shareholder, the representative shall cast the vote in accordance with such instructions and shall be obliged to preserve the instructions for a period of one (1) year from the date of the Meeting.

There is no limit to the number of shareholders that a proxy may represent. A proxy who



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represents several shareholders may cast different votes, in line with the instructions given by each shareholder.

In any case, the total number of represented shares shall be counted for the valid constitution of the Meeting.

The documents granting proxy representation at a General Shareholders Meeting must include, at least, the following:

- (i) The date of the General Meeting and the Agenda.
- (ii) The identity of the represented shareholder and the proxy.
- (iii) The number of shares held by the represented shareholder.
- (iv) Instructions regarding how the votes of the represented shareholder are to be cast with regard to each of the items on the Agenda, if appropriate.

The President of the General Meeting, or the persons designated through the mediation of the President, shall be understood to be empowered to determine the validity of the proxy representation granted and its compliance with the requirements for attendance at the General Shareholders Meeting.

The provisions of the above paragraphs shall not be applicable when the proxy is the spouse, ascendant or descendant of the represented shareholder and proof is provided of such relationship, nor shall they be applicable when the proxy holds a general power of attorney granted in a public deed, includes powers to administer all of the estate of the represented person within the Spanish territory and a copy of such deed is provided.

When granted by remote means of communication, proxy representation shall only be valid if granted:

#### **1. By post or by delivery**

The attendance card issued by the participating entity in Iberclear, with the corresponding section duly signed and completed by the shareholder, must be delivered or sent to the registered office of the Company (Parques Reunidos Servicios Centrales, S.A., Paseo de la Castellana, 216, 28046, Madrid, Spain). The proxy representation granted and the identity of the represented shareholder must be clearly detailed.

In case that the attendance card issued by the participating entity in Iberclear does not include the section relating to the delegation of representative power or if the section is incomplete, the shareholder may use the attendance card provided to shareholders by the Company on its website ([www.parquesreunidos.com](http://www.parquesreunidos.com)). Said attendance card, duly signed, must be delivered to the Company by post at the address given in the previous paragraph, together with the corresponding attendance card, duly signed, issued by the participating entity in Iberclear.



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## **2. By electronic communication**

Proxy representation granted by electronic means will be accepted as from 27 February 2019 through the Company's website ([www.parquesreunidos.com](http://www.parquesreunidos.com)), by accessing the representation section and following the procedure established therein.

To do this, it is necessary to hold a recognized electronic signature, under the terms laid down in Law 59/2003, of 19 December, on Electronic Signatures, which must be based on a recognized electronic certificate for which there is no record of its revocation and which (i) is a User Electronic Certificate issued by the Spanish public certification authority, CERES, of the Spanish national mint (*Fábrica Nacional de Moneda y Timbre*); or which (ii) is incorporated into an Electronic National Identity Card issued pursuant to Royal Decree 1553/2005, of 23 December, which regulates the issue of National Identity Cards and electronic signature certificates.

### **B. Voting rights and the exercise of remote voting rights**

Shareholders with attendance and voting rights may cast their votes on the proposals made with respect to the items on the Agenda prior to the Meeting, by post or electronically, under the terms laid down in the law, in articles 22 of the Articles of Association and articles 11 and 26 of the Regulations of the General Meeting.

#### **1. Vote by post or by delivery**

In order to cast a vote by post, the shareholder must fill in and sign the attendance card issued in their name by the participating entity in Iberclear, in which the shareholder must specify the vote (in favour, against, abstention or blank), marking with a cross the corresponding box in the table which appears on the attendance card issued by the participating entity in Iberclear.

Once the corresponding section has been completed and the attendance card signed, the shareholder must deliver or send it by post to the registered office of the Company (Parques Reunidos Servicios Centrales, S.A., Paseo de la Castellana, 216, 28046, Madrid, Spain).

In case that the attendance card issued by the participating entity in Iberclear does not include the section relating to remote voting or if the section is incomplete, the shareholder may use the attendance card provided to shareholders by the Company on its website ([www.parquesreunidos.com](http://www.parquesreunidos.com)). Said attendance card, duly signed, must be sent to the Company by post at the address given in the previous paragraph, together with the corresponding, duly signed attendance card issued by the participating entity in Iberclear.

#### **2. Electronic voting**

As from 27 February 2019, the shareholder may also cast its votes by authorized electronic means, using the shareholder's legally-recognized electronic signature under the same terms as those laid down in point 2 of section A above, regarding the grant of proxy representation, and in section C, below. The vote should be cast through the Company's website ([www.parquesreunidos.com](http://www.parquesreunidos.com)) by



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accessing the designated section and following the procedure established therein.

### **C. General provisions regarding delegation and remote voting**

Valid proxies granted and votes cast by remote means of communication (postal or electronic) must be received by Company before 23:59 hours on the day immediately prior to the date on which the General Meeting is to be held, otherwise the proxy shall be taken not to have been conferred and the vote not to have been cast. After the expiry of this deadline, only votes cast in person at the General Shareholders Meeting by the shareholder or the person validly representing the shareholder will be allowed.

Proxy representative may only exercise the right to vote of the represented shareholder by personally attending the Meeting. On the day and at the venue of the Meeting, the proxy representatives, whether appointed by post or electronically, must identify themselves within the two (2) hours prior to the commencement of the Meeting, by means of their National Identity Card or any other unexpired official document which is generally accepted for these purposes, in order for the Company to verify the power of representation granted, and providing a copy of the attendance card issued by the participating entity in Iberclear sent to the Company (by post) or of the electronic document which the shareholder completed on the website of the Company in order to grant such power of representation.

When the shareholder exercises the right to vote or grants power of proxy representation using remote means of communication, such actions must be recorded in the shareholder's name in the corresponding book entry registry at least five (5) days in advance of the date on which the General Meeting is to be held.

Likewise, the validity of the proxy representation granted and of the remote vote will be subject (with the file provided by Iberclear) to a check of the status as a shareholder. In case of discrepancy between the number of shares notified by the shareholder granting proxy representation or casting a vote remotely and the number which appears in the book entry registry notified by Iberclear, the number of shares notified by Iberclear shall be considered valid for the purposes of quorum and voting, unless proof to the contrary is provided.

The power of proxy representation granted and the vote cast by post or electronically may be rendered without effect by express revocation by the shareholder. Such revocation must use the same mean as that used to grant the power of proxy representation or to cast the vote and must be exercised within the deadline established.

A shareholder who grants power of proxy representation by electronic means undertakes to notify the designated representative of the granted proxy. When the power of proxy representation is granted to the President of the Board of Directors or of the Meeting, or to a Director, or to the Secretary or the Vice-Secretary of the Board of Directors of the Company, this notification shall be understood to have been given through the reception by the Company of the electronic





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delegation. The power of proxy representation must be accepted by the representative; otherwise, it shall not be considered valid.

Before its appointment, the proxy representative must inform the shareholder of the existence of any conflict of interest. If the conflict of interest arises after the appointment and the represented shareholder was not warned of its possible existence, the shareholder must be informed immediately. In both cases, if new, precise voting instructions are not received with respect to each of the items on which the proxy representative is to vote in the name of the shareholder, the proxy should abstain from casting a vote.

For the purposes of the provisions included in articles 523 and 526 of the Spanish Companies Act (*Ley de Sociedades de Capital*), it is put on record that the President of the Board of Directors, and other members of the Board of Directors, may be in a situation of conflict of interest with respect to (i) items Three (Review and, where appropriate, approval of the management and activities of the Board of Directors during the financial year ended on 30 September 2018), item Eight (Review and, where appropriate, approval of the management and activity of the Board of Directors in the three-months financial year ended on 31 December 2018), item Thirteen (Approval, where appropriate, of the grant of stock options to the Chief Executive Officer for the purposes of the new Long Term Incentive Plan of the Company), item Fourteen (Approval, where appropriate of the amendment to the directors remuneration policy, applicable to the financial year 2019), item Fifteen (Approval, where appropriate, of the maximum annual global remuneration of the directors in their capacity as such), item Seventeen (Consultative vote on the annual report on the remuneration of directors for the financial year ended on 30 September 2018) and item Eighteen (Consultative vote on the annual report on the remuneration of directors for the financial year ended on 31 December 2018) of the Agenda; and (ii) the cases described in sections a), b), c) and d) of article 526.1 of the Spanish Companies Act (regarding the representing administrator, its appointment, re-election or ratification, removal, separation or discharge, the exercise of corporate liability action and approval and ratification of the transactions of the Company with such administrator) which may be tabled outside the Agenda, in accordance with the law. Furthermore, the chief executive officer, Mr. José Díaz Gómez, may be in a conflict of interest situation regarding item Eleven of the Agenda (Ratification, where appropriate, of the appointment and reelection of Mr. José Díaz Gómez as director, with the category of executive director, for the statutory period of four years). Likewise, director Mr. Jonathan Rubinstein, may be in a conflict of interest situation regarding item Twelve of the Agenda (Ratification, where appropriate, of the appointment and reelection of Mr. Jonathan Rubinstein as director, with the category of proprietary director, for the statutory period of four years.).

If the proxy has been validly granted pursuant to applicable regulations and the internal regulations of the Company but does not include instructions regarding the exercise of the vote or if there is any doubt regarding the identity of the representative or the scope of representative power, it shall be understood that (i) the delegation is made to the President of the Board of



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Directors (or, in his absence, the Vice-President of the Board), without prejudice to the stipulations below for cases of conflict of interest; (ii) it refers to all the items included on the Agenda of the General Shareholders Meeting, (iii) the vote is favorable to all of the proposed resolutions by the Board of Directors; and (iv) it also covers the off-Agenda items which may arise, with respect to which the proxy shall abstain from voting, unless there are sufficient elements to judge that it would be more favorable to the interests of the represented shareholder to vote in favour or against such proposed resolutions.

Without prejudice to the provisions of the previous paragraph, in case the proxy representative is in a situation of conflict of interest, it shall be understood that the represented shareholder has also designated as successive joint and several representatives the President of the Board of Directors and, if the President is in a situation of conflict of interest, the Secretary of the General Shareholders Meeting and if, in turn, the Secretary is also in a situation of conflict of interest, the non-executive Vice-Secretary of the Board of Directors.

Likewise, a shareholder who casts a vote by post or electronically and does not mark one or any of the boxes indicating the vote with respect to the items on the Agenda, it shall be understood that the shareholder wishes to vote in favor of the respective proposals made by the Board of Directors.

The rules of precedence between delegation, remote voting and personal voting at the Meeting are as follows:

- (i) The personal attendance at the Meeting of a shareholder who has delegated a vote or who has already voted remotely, whatever the means used to cast the vote, shall cancel such delegation or vote.
- (ii) In case a shareholder makes several delegations or casts several votes, the last proxy representation granted or the last vote cast which has been received by the Company within the established deadlines shall take precedence.
- (iii) As a particular rule, a vote cast by any remote means of communication shall cancel any grant of proxy representation made electronically or by means of a printed card, whether prior, in which case it shall be taken to be revoked, or subsequent, in which case it shall be taken not to have been made.
- (iv) Both the proxy representation and the vote cast remotely shall lose all effect if, to the knowledge of the Company, the shares which carry the attendance rights have been disposed of.

The Company will provide shareholders with forms which they may use for proxy delegation and voting by post or remotely on its website ([www.parquesreunidos.com](http://www.parquesreunidos.com)) under the terms laid down in this announcement.

Any of the joint holders of depositary receipts for shares may vote, delegate and attend, and the rules of precedence established above shall be applicable among them. For the purposes of article



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126 of the Spanish Companies Act, it is assumed that a joint holder who at any time attends, delegates or votes in the exercise of the rights of the joint holders does so by the designation of the rest of the joint holders.

In the case that the shareholder is a legal person, it must notify the Company of any modification or revocation of the powers held by its representative and, therefore, the Company shall bear no responsibility until such notification is given.

Shareholders hold exclusive responsibility for the custody of their own electronic signatures.

The electronic document completed by the shareholder on the Company's website, authorized with the shareholder's recognized electronic signature, shall be taken as a copy in unalterable electronic format of the attendance card and proxy delegation for the purposes of compliance with the provisions of the Regulations of the General Meeting and of the Articles of Association for the delegation of representation and the electronic casting of votes.

The Company reserves the right to modify, suspend, cancel or restrict the remote voting and proxy delegation mechanisms should technical or security reasons so require or oblige. Likewise, the Company reserves the right to request such additional identification means as it deems necessary in order to guarantee the identity of participants, the authenticity of the vote and of the proxy representation granted and, in general, the legality of the acts of the General Shareholders Meeting.

Parques Reunidos Servicios Centrales, S.A. shall bear no responsibility for any damages which may be caused to the shareholder as a result of breakdowns, overloads, fallen lines, connection failures, malfunction of the postal service or any other eventuality of the same or similar nature which is beyond the control of the Company, and which prevent the use of the remote proxy delegation and voting mechanisms.

With respect to shareholders which are legal persons, when the postal service is used to grant representation remotely to a third party or to vote remotely, at the request of the Company, it must send, together with the rest of the documentation required under these rules, a copy of the power of attorney of the physical person who, in the name of and representing said shareholding legal person, grants power of representation to a third party or exercises the remote vote.

Shareholding legal persons and non-residents in Spain should consult the Department for Shareholder Attention ([investor@parquesreunidos.com](mailto:investor@parquesreunidos.com)) in order to consider the possibility, if appropriate, of adapting, with all due guarantees, the remote voting and representation mechanisms to their particular situations.

The computer programs used to exercise the right to vote and for delegation by electronic means will be operative as from 27 February 2019 and will close at 23:59 hours on 27 March 2019. For these purposes, the Company shall implement an electronic dating system, through a third party and with an objective time source (time stamping) to certify the moment at which the vote and/or



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electronic representation was received, as well as, if applicable, the acceptance or rejection of the same.

### **RIGHT TO RECEIVE INFORMATION AND AVAILABLE DOCUMENTATION**

In accordance with article 518 of the Spanish Companies Act, as of the publication of the announcement convening the Meeting and until it is held, the following documents and information, among others, will be made uninterruptedly available to shareholders on the Company's website ([www.parquesreunidos.com](http://www.parquesreunidos.com)):

- General documentation:
  - The announcement of the calling of the General Shareholders Meeting.
  - The total number of shares and voting rights on the date of the announcement.
  - The full text of the proposed resolutions to be adopted, where appropriate, by the Ordinary General Shareholders Meeting of the Company corresponding to the financial year ended on 30 September 2018 and the interim three-months financial year ended on 31 December 2018, regarding each item on the Agenda, and the corresponding reports by the Board of Directors and the Board Committees, which are legally required.
  - The report of the Board of Directors, together with the required prior report issued by the Appointments and Retribution Committee, on the competence, experience and merits of Mr José Díaz Gómez, whose ratification and reelection as an executive director has been proposed, including, among other details, the identity, curriculum vitae and category of the director.
  - The report of the Board of Directors, together with the required prior report issued by the Appointments and Retribution Committee, on the competence, experience and merits of Mr Jonathan Rubinstein, whose ratification and reelection as a proprietary director has been proposed, including, among other details, the identity, curriculum vitae and category of the director.
  - The Articles of Association currently in force.
  - The Regulations of the General Shareholders Meeting currently in force.
  - The Regulations of the Board of Directors currently in force.
  - The report issued by the Appointments and Remunerations Committee on the modification of the remuneration policy of the directors of the Company that, together with the motivated proposed resolution by the Board of Directors regarding item Fourteen on the Agenda, which may be delivered freely upon request of any shareholder, and which includes the proposed amendment of the remuneration policy.
  - The form or model of the attendance, proxy and remote voting card.



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- Rules regarding the right to attend the General Shareholders Meeting and the rules for proxy, and remote voting.
- Description of the shareholders' information rights.
- The rules of the Electronic Shareholders Forum.
- Valid requests for information, clarifications or questions made by shareholders in the exercise of their right to information and the replies given by the Directors.
- Documentation in relation to the items of the agenda regarding the financial year ended on 30 September 2018:
  - The Annual Financial Report for the financial year ended on 30 September 2018, including the individual and consolidated annual accounts, individual and consolidated management reports, the corresponding auditors' reports for said financial years and the declarations of responsibility of the directors.
  - The Annual Corporate Governance Report for the financial year ended 30 September 2018.
  - The annual report on the remuneration of the directors of the Company for the financial year ended on 30 September 2018, which is to be subject to a consultative vote as a separate item on the Agenda.
  - The Annual Report of the Audit and Control Committee for the financial year ended 30 September 2018, including the report on the independence of the external auditor and related-party transactions.
  - The Annual Report of the Appointments and Remunerations Committee for the financial year ended 30 September 2018.
  - Info-memo regarding the Corporate Social Responsibility Policy for the financial year ended 30 September 2018.
- Documentation in relation to the items of the agenda regarding the financial year ended on 31 December 2018:
  - The Annual Financial Report for the three-months financial year ended on 31 December 2018, including the individual and consolidated annual accounts, individual and consolidated management reports, the corresponding auditors' reports for said financial years and the declarations of responsibility of the directors.
  - The Annual Corporate Governance Report for the three-months financial year ended on 31 December 2018.
  - The annual report on the remuneration of the directors of the Company for the three-months financial year ended on 31 December 2018, which is to be subject to a consultative vote as a separate item on the Agenda.



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- The Annual Report of the Audit and Control Committee for the three-months financial year ended on 31 December 2018, including the report on the independence of the external auditor and related-party transactions.
- The Annual Report of the Appointments and Remunerations Committee for the three-months financial year ended on 31 December 2018.
- Info-memo regarding the Corporate Social Responsibility Policy for the three-months financial year ended on 31 December 2018.

Likewise, in accordance with articles 272 and 287 of the Spanish Companies Act, any shareholder may examine, at the registered office, and request the delivery, free of charge (which may be by e-mail with acknowledgement of receipt if the shareholder accepts such a procedure) of the documents that are to be submitted to the General Shareholders Meeting for approval in the cases where this is legally required and, in particular, the Annual Financial Report for the financial year ended on 30 September 2018 and the Annual Financial Report for the three-months financial year ended on 31 December 2018, the legally-required reports issued by the directors and all other documentation that is required to be made available to shareholders for this Ordinary General Shareholders Meeting.

In accordance with articles 197 and 520 of the Spanish Companies Act, from the day of the publication of the announcement convening the General Shareholders Meeting and until the fifth (5th) day prior to the date on which said Meeting is to be held, inclusive, or verbally during the meeting, shareholders may request to the Board of Directors the information or clarifications they deem appropriate, or submit the written questions they consider relevant, with respect to the items included on the Agenda.

Likewise, within the same advance deadlines and in writing, or verbally during the Meeting, shareholders may request the clarifications they deem appropriate with respect to the publicly available information which the Company has provided to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the last General Meeting and with respect to the auditors' report.

Except in those cases expressly provided by the law, the Board of Directors will be obliged to provide the information requested in writing up to the day of the General Meeting and, in the case of verbal requests for information made during the General Meeting, when it is not possible to fulfil the shareholder's right to information at that moment, the Board of Directors shall will be obliged to provide such information in writing within seven (7) days following the conclusion of the Meeting.

Requests for information may be delivering the request to the registered offices of the Company by post mail and to the attention of the Company to: Parques Reunidos Servicios Centrales, S.A., Paseo de la Castellana, 216, 28046, Madrid, Spain; or electronically through the Company's website ([www.parquesreunidos.com](http://www.parquesreunidos.com)), in the place and in the manner established for these



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purposes.

Requests will be accepted if the electronic document requesting the information carries the legally recognized electronic signature of the shareholder, in accordance with the terms laid down in Law 59/2003, of 19 December, on Electronic Signatures, provided that they are based on a recognized electronic certificate and there is no record of its revocation and which (i) is an Electronic User Certificate issued by the Spanish public certification body, CERES, of the Spanish national mint (*Fábrica Nacional de Moneda y Timbre*) or (ii) is incorporated into the Electronic National Identity Card issued in accordance with Royal Decree 1553/2005, 23 December, which regulates the issue of National Identity Cards and electronic signature certificates.

Whatever the means used, the request of the shareholder must include their full name, together with proof of the shares held, by means of a copy of the attendance card issued by the participating body in Iberclear or a certificate of ownership, whose purpose is to enable this information to be checked against the list of shareholders and the number of shares in their name provided by Iberclear, for the General Meeting in question. The shareholder shall be responsible for providing proof that the request was sent to the Company in the corresponding format and within the appropriate deadline.

The Company's website contains detailed instructions for the exercise of shareholders' right to information, in accordance with the provisions included in the applicable legislation.

Requests for information made by shareholders will be answered, if appropriate, once the identity and status as a shareholder of the applicant has been confirmed, prior to the General Shareholders Meeting, by the same means used to make the request, unless the shareholder indicates another preferred mean of communication. In any case, the information in question may be sent by certified mail with acknowledgement of receipt or by registered fax.

### **SPECIAL INFORMATION INSTRUMENTS**

In accordance with article 539.2 of the Spanish Companies Act and the terms included in it, in order to facilitate communication of shareholders prior to the General Meeting, an Electronic Shareholders Forum will be enabled with all due guarantees on the Company's website, which may be accessed by all individual shareholders and any voluntary associations which might be constituted pursuant in accordance with the aforementioned article.

The Forum may be used to publish proposals to be presented as a supplement to the Agenda included in the announcement convening the General Shareholders Meeting, requests support for such proposals, present initiatives to achieve sufficient percentage to exercise minority right as provided in the law, as well as presenting offers of or requests for voluntary representation.

Access to the Forum and the terms and conditions of its use and operation shall be governed by the provisions included in this announcement and the Operating Rules for the Electronic Shareholders Forum, which may be accessed on the Company's website.



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## **NOTARIAL INVOLVEMENT AT THE GENERAL SHAREHOLDERS MEETING**

The Board of Directors resolved to request the presence of a notary public so that he/she can issue the minutes of the Ordinary General Shareholders Meeting, in accordance with the provisions of article 203 of the Spanish Companies Act in relation to article 101 of the Companies Registration Office Regulations.

## **OTHER INFORMATION OF INTEREST TO SHAREHOLDERS**

It is hereby stated that the Ordinary General Shareholders Meeting will foreseeably be held at first call, i.e. on 28 March 2019 in the place and on the date stated above, unless the shareholders are notified otherwise through the same newspaper in which this announcement is published, through the Company's website ([www.parquesreunidos.com](http://www.parquesreunidos.com)), and through the corresponding significant even submitted to the Spanish Securities Market Commission.

The personal data provided by shareholders to the Company for the exercise of their voting, attendance or delegation rights at the General Shareholders Meeting or which are provided by the banks and stock agencies and companies in which the shares of the shareholders are deposited, through the entity responsible to keep the register of book entries, shall be processed by the Company, in its capacity as data controller, for the purposes of managing the development, fulfilment and control of the current relationships with shareholders, regarding the convening and holding of the General Meeting, as well as in order to comply with legal obligations. The data may be communicated to the Notary attending the General Shareholders Meeting who will draw up the minutes of the General Meeting. The processing of data is necessary for the purposes indicated and its legal basis is your relationship as a shareholder as well as to comply with legal obligations. The data shall be kept for the duration of this relationship and, thereafter, for a period of six (6) years only in order to be able to deal with any legal or contractual actions, unless, exceptionally, a longer limitation period would apply.

In case the attendance or delegation card includes personal data referring to third parties, the shareholder must inform them of the points indicated herein in relation to the processing of personal data and comply with any other requirements which may be applicable for the legal assignment of personal data to the Company, without the Company having to take any additional action vis-à-vis the interested parties.

Registered Users may exercise their rights of access, correction, opposition, suppression, limitation of processing and portability, as well as any other rights recognized by current legislation on data protection, by sending a letter with the reference "Data Protection" (attaching a photocopy of the ID or identification document) in which your request is specified, addressed to the Company's data protection delegate, through the e-mail address [dpo@grpr.com](mailto:dpo@grpr.com) or at the postal address Parques Reunidos Servicios Centrales, S.A., Paseo de la Castellana 216, planta 16, 28046, Madrid, Spain. Registered Users may also file complaints with the competent data protection





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control authority.

In Madrid, on 27 February 2019

The Secretary non-member to the Board of Directors



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**PROPOSED RESOLUTIONS FOR THE ORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF PARQUES REUNIDOS SERVICIOS CENTRALES, S.A. TO  
BE HELD ON MARCH 2019**

**ITEM ONE ON THE AGENDA**

**Review and, where appropriate, approval of the individual annual accounts of the Company and the consolidated accounts including its subsidiaries, corresponding to the year ended 30 September 2018.**

Approve the individual annual accounts of Parques Reunidos Servicios Centrales, S.A. (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the consolidated accounts including its subsidiaries (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes), corresponding to the financial year ended on 30 September 2018, as prepared by the Board of Directors at its meeting on 27 November 2018.



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## ITEM TWO ON THE AGENDA

**Review and, where appropriate, approval of the Company's individual management reports and the consolidated report including its subsidiaries, corresponding to the year ended 30 September 2018.**

Approve the individual management report of Parques Reunidos Servicios Centrales, S.A. and the consolidated report including the Company's subsidiaries corresponding to the financial year ended on 30 September 2018, as prepared by the Board of Directors at its meeting on 27 November 2018.



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### ITEM THREE ON THE AGENDA

**Review and, where appropriate, approval of the management and activity of the Board of Directors in the year ended on 30 September 2018.**

Approve the management and activity carried out by the Board of Directors of Parques Reunidos Servicios Centrales, S.A. in the financial year ended on 30 September 2018.



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#### ITEM FOUR ON THE AGENDA

**Review and, where appropriate, approval of the proposal to distribute the individual income corresponding to the year ended on 30 September 2018.**

Approve the proposal to distribute the net income of Parques Reunidos Servicios Centrales, S.A., including payment of the dividend, as formulated by the Board of Directors at its meeting held on 27 November 2018, and specified below:

Distribute a dividend against the net income for the year ended on 30 September 2018 in the gross amount of 0.2477 euros per share of Parques Reunidos Servicios Centrales, S.A that is eligible for payment and in circulation at the date on which the corresponding payment is made.

The dividend payment mentioned above is expected to take place on the second half of July. The distribution of the dividend will be made through Banco Santander, S.A., in accordance with the governing rules of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear). The Board of Directors will be granted authorisation, with express power of substitution, to set the specific date of the dividend payment and carry out any other actions that are necessary or convenient to ensure the distribution is carried out properly.

The distribution base and resulting distribution (in thousands of euros) is as follows:

**Distribution base**

Net Income for the year ended on 30 September 2018:..... 58,473,783.97

**Distribution**

To legal reserve:..... 0

To voluntary reserves (minimum amount applicable, depending on the number of shares that have the right to receive a dividend and that are in circulation at the date on which the corresponding payment is made):..... 38,473,783.97

To dividends (maximum amount to distribute corresponding to a fixed dividend of 0.2477 gross euros per share to all the 80,742,044 ordinary shares in circulation at this date):..... 20,000.00

**TOTAL**..... 58,473,783.97



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#### ITEM FIVE ON THE AGENDA

**Review and, where appropriate, approval of the individual annual accounts of the Company and the consolidated accounts including its subsidiaries, corresponding to the three-months financial year ended on 31 December 2018.**

Approve the individual annual accounts of Parques Reunidos Servicios Centrales, S.A. (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the consolidated accounts including its subsidiaries (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes), corresponding to the three-months financial year ended on 31 December 2018, as prepared by the Board of Directors at its meeting on 26 February 2019.



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#### ITEM SIX ON THE AGENDA

**Review and, where appropriate, approval of the Company's individual management reports and the consolidated report including its subsidiaries, except for the non-financial information, corresponding to the three-months financial year ended on 31 December 2018.**

Approve the individual management report of Parques Reunidos Servicios Centrales, S.A. and the consolidated report including the Company's subsidiaries, except for the non-financial information that its reviewed and approved under item seven of the agenda, corresponding to the three-months financial year ended on 31 December 2018, as prepared by the Board of Directors at its meeting on 26 February 2019.



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#### ITEM SEVEN ON THE AGENDA

**Review and, where appropriate, approval of the consolidated non-financial information of the Company included in the consolidated management report corresponding to the three-months financial year ended on 31 December 2018.**

Approve the consolidated non-financial information of Parques Reunidos Servicios Centrales, S.A., in accordance with that envisaged in article 44 of the Commercial Code, corresponding to the three-months financial year ended on 31 December 2018, included in the consolidated management report including Parques Reunidos Servicios Centrales, S.A.'s subsidiaries, corresponding to the referred financial year.





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#### ITEM EIGHT ON THE AGENDA

**Review and, where appropriate, approval of the management and activity of the Board of Directors in the three-months financial year ended on 31 December 2018.**

Approve the management and activity carried out by the Board of Directors of Parques Reunidos Servicios Centrales, S.A. in the three-months financial year ended on 31 December 2018.



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#### ITEM NINE ON THE AGENDA

**Review and, where appropriate, approval of the proposal to distribute the individual income corresponding to the three-months financial year ended on 31 December 2018.**

Approve the proposal to distribute the net income of Parques Reunidos Servicios Centrales, S.A., as formulated by the Board of Directors at its meeting held on 26 February 2019, in accordance with which the application of the Company's individual result is approved in order to entirely allocate it to voluntary reserves.



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#### ITEM TEN ON THE AGENDA

**Re-election, where appropriate, of KPMG Auditores, S.L. as auditor of the Company's accounts and of its consolidated group for the financial year ended on 31 December 2019.**

Re-elect the company KPMG Auditores, S.L. as auditor of the accounts of Parques Reunidos Servicios Centrales S.A. and of its consolidated group for the year ended on 31 December 2019, authorising the Board of Directors, with express power of substitution, to enter into the corresponding service contract, with the clauses and conditions it deems appropriate, also granting it the power to make any relevant changes in it in accordance with current law at any time.

This resolution is adopted at the proposal of the Board of Directors, with the prior proposal, in turn, of the Audit and Control Committee.

KPMG Auditores, S.L. may accept the appointment by any means valid in law.

KPMG Auditores, S.L. has its registered office at Paseo de la Castellana, 259 C, Torre Cristal, Madrid, 28046, Spain, and its tax identification number is B-78510153. It is registered on the Commercial Registry of in volume 11961, sheet M-188007, and in the Official Auditors Registry (ROAC) with number S0702.



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#### ITEM ELEVEN ON THE AGENDA

**Ratification, where appropriate, of the appointment and reelection of Mr José Díaz Gómez as director, with the category of executive director, for the statutory period of four years.**

Ratify the resolution adopted by the Board of Directors at its meeting held on 28 January 2018 by virtue of which it designated Mr José Díaz Gómez, of legal age, of Spanish nationality with Spanish Id. number [...] in force and with domicile for these purposes at Paseo de la Castellana, 216, planta 16, 28046 Madrid, Spain, as executive director by the co-option system; and based on the proposal of the Board of Directors and with the favourable report of the Appointments and Remunerations Committee, re-elect him as director of the Company with the category of “executive director” for the statutory period of four years.

The proposed reappointment is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr José Díaz Gómez, as well as the report from the Appointments and Remunerations Committee mentioned above. These reports have been made available to the shareholders as from the publication of the notice of the General Meeting of Shareholders.

Mr José Díaz Gómez may accept his appointment by any means valid in law.



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## ITEM TWELVE ON THE AGENDA

**Ratification, where appropriate, of the appointment and reelection of Mr. Jonathan Rubinstein as director, with the category of proprietary director, for the statutory period of four years.**

Ratify the resolution adopted by the Board of Directors at its meeting held on 26 February 2019 by virtue of which it designated Mr. Jonathan Rubinstein, of legal age, of Belgian nationality, with Passport number [...] in force of its nationality and with domicile for these purposes at Paseo de la Castellana, 216, 28046, Madrid, Spain, as member of the Board of Directors, with the category of proprietary director; and, at the proposal of the Board of Directors and with the favourable report from the Appointment and Remunerations Committee, re-elect him as director of the Company with the category of proprietary director for the statutory period of four years.

The proposed re-election is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr. Jonathan Rubinstein, as well as the referred report from the Appointments and Remunerations Committee. These reports have been made available to the shareholders as from the publication of the notice of the General Meeting of Shareholders.

Mr. Jonathan Rubinstein may accept his appointment by any means valid in law.



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### ITEM THIRTEEN ON THE AGENDA

**Approval, where appropriate, of the grant of stock options to the Chief Executive Officer for the purposes of the new Long Term Incentive Plan of the Company.**

Approve, pursuant to article 219 of the Spanish Companies Act, as well as article 30.6 of the Bylaws of the Company, the implementation of a new Long-Term Incentive Plan for the benefit of the Chief Executive Officer (the “**LTIP 2019**”), which will be paid through the granting of stock options on Company’s shares, and which has been approved by the Board of Directors of the Company, after the proposal of the Appointments and Remunerations Committee, pursuant to the following terms and conditions:

- i. Beneficiaries: The Chief Executive Officer of the Company.
- ii. Maximum number of options granted: The Chief Executive Officer is entitled to receive 571,625 options within the LTIP 2019.
- iii. Exercise price: The exercise price of the stock options handed over within the framework of the LTIP 2019 will be 11.50 euros (“**Exercise Price**”).
- iv. Settlement procedure and reference value: Each stock option will give the right to receive the increased value of an equivalent number of shares in Parques Reunidos, taking as reference the quoted market price of the shares in Parques Reunidos at the exercise date of the options (“**Reference Value**”). Each stock option entitles to a maximum increase in value of 4 euros per stock option, i.e. it is limited to a quoted price of 15.50 euros per share. The options will be settled in shares in Parques Reunidos. In accordance with the liquidation mechanism of the LTIP 2019, the number of shares to be granted will be determined by dividing: (i) the return obtained at the exercise of options, equivalent to the positive difference between the Reference Value and the Exercise Price (intrinsic value) multiplied by the number of stock options exercised, by (ii) the Reference Value.

Notwithstanding, if the quotation price of the shares of Parques Reunidos Servicios Centrales, S.A. is equal to or higher than 15.50 euros per share, 15.50 per share (“**Corrected Reference Value**”) will be considered as a reference value for the purpose of calculating the return obtained in relation to the exercise of the stock options, although



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for the purpose of determining the number of shares it will be divided by the Reference Value.

The number of shares to be delivered shall be reduced proportionally in accordance with the following rules:

- a) If the quoted price is 15.50 euros per share, a coefficient of 100 per cent shall be applied to the number of shares to be delivered.
- b) If the quoted price is equal to or more than 20.50 euros per share, a coefficient of zero per 100 shall be applied to the number of shares to be delivered.
- c) If the quoted price is between 15,50 euros per share and 20,50 euros per share, the coefficient to be applied to the number of shares to be delivered shall be calculated by linear interpolation.

Each time the CEO exercises stock options over shares granted under LTIP 2019, he must exercise the same number of stock options granted under LTIP 2018. If, at the time of exercising the stock options granted under LTIP 2019, the quotation price of the shares of Parques Reunidos Servicios Centrales, S.A. is equal to or less than 15.50 euros per share, the same number of stock options of LTIP 2018 as those exercised under LTIP 2019 will be extinguished.

- v. Term of the LTIP 2019: The handing over of these options will take place with effect 28 January 2019 ("**Concession Date**"). The consolidation period ("**Consolidation Period**") starts on the Concession Date and ends on 31 December 2020. The stock options may be exercised during a period of four years ("**Exercise Period**"), which is during the years 2021 to 2024 under the terms that will be established.
- vi. Loss of the stock options: In the event that the Chief Executive Officer ceases as director of the Company before the ending of the Consolidation Period, either by reason of his resignation (except for fair reason) or termination, the Chief Executive Officer shall lost the right to exercise the stock options received, unless such termination takes place as a consequence of the unilateral termination by the Company of the service provision contract with the executive director for reasons other than those which would have



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justified a disciplinary dismissal (in case the executive directors relation had been an employment relation).

- vii. Characteristics of the shares: The shares deriving from the settlement, where appropriate, of the LTIP 2019 shall be delivered to the beneficiary through a book-entry or the applicable trading procedure, where appropriate, in his corresponding securities account. The shares received through this LTIP 2019 shall be fully paid in, admitted to trading, free of any charges or liens, and their holders shall not remain subject to any limitations or restrictions not applicable to the generality of the shareholders of the Company, either by a contractual provisions, or one of statutory or legal nature. Such shares shall be of the same class and series as those currently outstanding.
- viii. Delegation of authority: It is resolved to delegate to the Board of Directors of the Company, with express powers to sub delegate, such powers as may be necessary to implement, develop, execute and pay the LTIP 2019, taking whatever resolutions and signing whatever public or private documents which may be necessary or appropriate for its full effectiveness, including, but not limited to, the following powers:
- a) Amend, rectify, modify or complement this resolution.
  - b) Set the terms and conditions of the LTIP 2019 with respect to the points not covered in this resolution.
  - c) Formalize and implement the LTIP 2019 in the form which may deem convenient, carrying out all the actions necessary for the better implementation of the same and, in particular, to approve, where appropriate, the regulation of the LTIP 2019 or any other document by means of which the granting of the LTIP 2019 is to be formalized.
  - d) Adjust the content of the LTIP 2019 to the circumstances and corporate operations which may take place during the term of the same, in the terms and conditions which may be deemed necessary or appropriate at any given moment to preserve the purpose of the LTIP 2019.



- e) Formulate and implement the LTIP 2019 in the form which it may deem appropriate, taking whatever measures necessary or appropriate for its better implementation.
- f) Draft, sign and submit any communication and document, either public or private, which it may deem necessary or appropriate by any public or private body for the implementation and execution of the LTIP 2019 including relevant events before the CNMV and other bodies.
- g) Carry out any action, perform any declaration or carry out any proceeding before any body, public entity, agency, registry or private entity, to obtain any authorization or verification necessary for the implementation and execution of the LTIP 2019.
- h) Carry out the settlement of the LTIP 2019.
- i) And, in general, carry out whatever action and sign whatever document which it may deem necessary or convenient for the validity, effectiveness, implementation, development and execution of the LTIP 2019.



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#### ITEM FOURTEEN ON THE AGENDA

**Approval, where appropriate of the amendment to the directors remuneration policy, applicable to the financial year 2019.**

Approve, in accordance with the provisions of Article 529 novodecies of the Spanish Companies Act, and in concordance with the motivated proposal issued by the Board of Directors, accompanied by the mandatory report issued by the Appointments and Remunerations Committee, the amendment of the remuneration policy of the members of the Board of Directors of the Company, applicable for the fiscal year 2019, regarding certain amendments in connection with, among others, the annual remuneration of the Chairman of the Board of Directors, the maximum annual global remuneration of the directors in their capacity as such, the new long term incentive plan of the Company and the variable remuneration of the Chief Executive Officer.

In relation to the remuneration of the Chairman of the Board of Directors, it is agreed to set his annual remuneration in the amount of 500,000 euros, of which 100,000 euros will be paid in shares of the Company at the end of each financial year. The total number of shares to be received by the Chairman of the Board of Directors will be equal to the result of dividing the amount of the remuneration payable in shares (i.e. 100,000 euros per annum) by the listing price of the shares at the time of payment (rounding down).

Likewise, it is hereby stated that the amendment includes a remuneration system that consist of the granting of stock options over Company shares. This system is also submitted to the General Meeting under item 13.

Due to these amendments, the consolidated text of the Remuneration Policy of the Directors of the Company is hereby approved, which text was made available to all shareholders as from the announcement of General Shareholders Meeting's call.



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## ITEM FIFTEEN ON THE AGENDA

**Approval, where appropriate, of the maximum annual global remuneration of the directors in their capacity as such.**

The General Shareholders Meeting resolves to set, pursuant to the provisions of the Bylaws and for an indefinite term as long as the General Meeting does not agree otherwise, the maximum amount of annual remuneration of the Board members in their capacity as directors up to an amount of 1,800,000 euros, for the fixed annual allocation, assistance allowance, remuneration in shares or linked to their performance. It is hereby stated that such amount constitutes a maximum amount which is set pursuant to the Company's Remuneration Policy.

For the avoidance of doubt, it is expressly stated that such amount does not include the remuneration for the fixed salary and variable remuneration, or for other concept, corresponding to the executive directors, pursuant to the Bylaws of the Company.

The distribution of the same between the diverse directors shall be determined by resolution of the Board of Directors, taking into consideration the provisions of the Remuneration Policy, the roles and responsibilities attributed to each director, the membership of the Board's commissions and other objective circumstances which may deem appropriate.



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## ITEM SIXTEEN ON THE AGENDA

**Delegation of powers to formalize and execute all the resolutions adopted by the General Shareholders Meeting, for their notarization as a public document and their interpretation, correction, complementation, development and registration.**

Without prejudice to the delegations included in previous resolutions, to grant joint and several powers to the Board of Directors, the Chairman, the Vice Chairman, the non-member Secretary of the Board of Directors and the non-member Vice Secretary of the Board of Directors; so that any of them, within all the scope necessary in law, may execute the resolutions adopted by this General Meeting of Shareholders. For this purpose, it may:

- (a) Develop, clarify, specify, interpret, execute, complement and correct them.
- (b) Carry out any acts or legal business that may be necessary or appropriate to execute the resolutions, issue any public or private documents considered necessary or convenient for their full effectiveness, as well as put right any omissions, faults or errors, of content or form, that prevent their access to the Companies Register, the Property Register, the Spanish Patent Office or, where appropriate, the territorial registers of associations and foundations of the regional governments that correspond to any of them, as well as, in particular, to carry out the necessary deposit of accounts in the Companies Register.
- (c) Delegate jointly or severally to one or more of its members all or some of the powers considered appropriate among those that correspond to the Board of Directors and that have been expressly attributed to them by this General Meeting of Shareholders.
- (d) Determine all the other circumstances that may be necessary, adopting and executing the resolutions necessary, publishing notices and issuing any guarantees that may be necessary for the purposes provided for by law, as well as executing the appropriate documents and fulfilling any procedures that are required, doing everything necessary by law for the full execution of what has been agreed by this General Meeting of Shareholders.



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## ITEM SEVENTEEN ON THE AGENDA

### **Consultative vote on the annual report on the remuneration of directors for the financial year ended on the 30 September 2018.**

Give advisory approval to the Annual Report on the Remuneration of Board Members corresponding to the year ended on 30 September 2018, whose complete text was made available for shareholders together with the rest of the documentation relating to the General Meeting of Shareholders on the publication date of the announcement of the calling of the General Meeting of Shareholders.



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## ITEM EIGHTEEN ON THE AGENDA

### **Consultative vote on the annual report on the remuneration of directors for the financial year ended on the 31 December 2018.**

Give advisory approval to the Annual Report on the Remuneration of Board Members corresponding to the year ended on 31 December 2018, whose complete text was made available for shareholders together with the rest of the documentation relating to the General Meeting of Shareholders on the publication date of the announcement of the calling of the General Meeting of Shareholders.

**PROPOSAL AND REPORT BY THE BOARD OF DIRECTORS OF PARQUES  
REUNIDOS SERVICIOS CENTRALES, S.A., REGARDING THE  
RATIFICATION AND REELECTION OF MR. JOSÉ DÍAZ GÓMEZ AS  
EXECUTIVE DIRECTOR, INCLUDED ON ITEM ELEVEN OF THE AGENDA  
OF THE GENERAL SHAREHOLDERS MEETING TO BE HELD ON 28 MARCH  
ON FIRST CALL AND 29 MARCH 2019 ON SECOND CALL**

**1. INTRODUCTION**

This report has been prepared by the Board of Directors of Parques Reunidos Servicios Centrales, S.A. (the “**Company**”), in accordance with the provisions of paragraph 5 of article 529 *decies* of the consolidated text of the Spanish Companies Act (*Ley de Sociedades de Capital*), approved by Royal Legislative Decree 1/2010 of 2 July (the “**Spanish Companies Act**”) and its aim is to provide grounds for the proposal to be submitted for approval by the General Shareholders Meeting of the Company called for 28 March on first call and 29 March 2019 on second call, under item eleven of the agenda..

In accordance with the provisions of said article, the proposal to appoint or re-elect members of the Board of Directors who do not have the category of independent directors (as in this case) corresponds to the Board of Directors. This proposal must be accompanied by an explanatory report by the Board of Directors assessing the competence, experience and merits of the proposed candidate, based on a report by the Appointments and Remunerations Committee, in accordance with paragraph 6 of article 529 *decies* of the Spanish Companies Act.

This report aims (i) to justify the proposal of ratification and reelection of Mr. José Díaz Gómez as director of the Company with the category of executive director; and (ii) to assess the competence, experience and merits of the proposed candidate, based on the said prior report from the Company’s Appointments and Remunerations Committee.

The report by the Appointments and Remunerations Committee is attached as an Appendix to this report.

For the purpose of article 518.e) of the Spanish Companies Act, this report contains full information on the identity, CV and category to which the proposed candidate belongs.

Consequently, the Board of Directors of the Company issues this proposal and report on the ratification and reelection of Mr. José Díaz Gómez as executive director of the Company, which has been approved by the members of the Board at their meeting on 26 February 2019.

## **2. JUSTIFICATION OF THE PROPOSAL**

### **2.1 Professional and personal background**

Mr. José Díaz Gómez is a candidate that possesses a long professional career and a large experience in the leisure and entertainment sector. Throughout his professional career, Mr. Díaz has held relevant positions in companies across different sectors, among which can be highlighted his positions as General Manager in Continente, Marketing & Loyalty General Manager in Continente –and later in Carrefour–, General Manager in AsproOcio, and Chief Executive Officer in Aurgi. In addition to the above, Mr. Díaz possesses a specially in-depth knowledge of the industry —given that he was General Manager at AsproOcio— and of the Company, given that between 2004 and 2013 he held the position of general manager and later on chief executive officer of Parques Reunidos.

Additionally, it must be noted that Mr. Díaz holds a degree in Law and in Business Administration by the Comillas Pontifical University (ICADE), with an MBA by the IESE (Company Senior Management Programme). Moreover, during recent years Mr. Díaz has continued his education and has attended various courses in Online Marketing, Neuro-linguistic Programming, Mindfulness and Psychology.

Taking into account the above, in the opinion of this Board of Directors the candidate is a person with renowned prestige and professional competence, with an in-depth knowledge of the business sector and the activity of the Company –especially due to his position as general manager and chief executive director of the Company until 2013–.

As a consequence, the Board of Directors considers that the candidate meets the requirements of renowned honorability, suitability, professional ability, competence, experience, qualifications, education, availability and commitment that are inherent and necessary to be appointed as Company director, as established by the Company's Directors Selection Policy.



## **2.2 Report by the Appointments and Remunerations Committee and evaluation of the candidate**

The Board of Directors, in view of Mr. Fernando Eiroa's resignation as member of the Board of Directors and chief executive officer of the Company, on 4 October 2018, agreed to initiate the according process to evaluate the appointment of a director to fill the vacancy that had been produced, in accordance to the Company's Directors Selection Policy.

Once this process began, the Appointments and Remunerations Committee carried out an analysis of the needs of the Board of Directors. On the basis of this analysis and taking into account the foregoing, the Board of Directors concluded that a new executive director must be appointed. This executive director would be appointed by means of the co-option (*cooptación*) system to fill Mr. Fernando Eiroa's vacancy, who was appointed as director of the Company for a six-year term on 28 January 2016 –statutory term that was in force at the moment of his appointment and that, due to the Company's initial public offering, decreased to the current statutory term of four years–.

In this regard, and in relation to the appointment of the new director, the Board of Directors issued the corresponding mandatory report, reporting in favor of the appointment of Mr. José Díaz Gómez as member of the Board of Directors, after having taken into consideration:

- (i) the conclusions obtained in the selection process, that was carried out with the assistance of a prestigious head-hunter firm of evaluation and selection of directors and during which a variety of candidates were evaluated;
- (ii) the candidate's deep knowledge of the leisure park industry and of the Company's business, given his strong track record as managing director and chief executive officer of the Company until 2013;
- (iii) his potential contributions as director, giving his point of view and deep knowledge of the leisure park industry;
- (iv) the receipt of positive responses from the other directors, and particularly the independent directors, with respect to his appointment as director of the Company, with the category of executive —as explained in section 4 below—;

- (v) his highly qualified professional profile and track record that is appropriate for performing the duties of director, and his demonstrable solvency, competence and experience, as well as the combination of attributes and skills needed to head up the duties of the Board of Directors and the ones particular to his position, as first executive of the Company; and
- (vi) the needs of the Board of Directors with respect to the members who make it up.

All the above made clear that his appointment as director of the Company would provide significant advantages to this management body.

The Board accepts the report from the Appointments and Remunerations Committee, considering that the professional profile of Mr. José Díaz Gómez, his track record and international prestige evidence that he meets the appropriate competence, experience and merits requirements to serve the position of director of the Company, in accordance to the Company's Directors Selection Policy in force.

### **2.3 Justification**

Within the framework of the above, and in accordance with the provisions of the Directors Selection Policy, the Board of Directors considers that for a Company director to carry out his duties of supervision and control and the rest of the duties inherent to his position well, he must properly combine the following:

- (i) accredited competence and experience;
- (ii) expertise in, among others, the investments areas in which the Company engages in its business;
- (iii) possibility of dedication and involvement in the Company's business; and
- (iv) knowledge that is additional and supplementary to that inherent to the Company's activity.

The track record and CV of Mr. José Díaz Gómez accredits his competence and merits to serve in the position of director. His solid professional career and profound knowledge of the business sector of leisure parks and the Company's activities guarantee appropriate continuity in the management of the Company's interests. In particular, the Board of Directors has taken

into account the in-depth knowledge of the industry and the portfolio of the Company, due to his positions in other companies of the leisure parks industry and his position as general manager and chief executive officer of the Company until 2013.

Because of the above, as well as the reasons given by the Appointments and Remunerations Committee for this appointment (which this body accepts) the Board of Directors considers the appointment of Mr. José Díaz Gómez as Company director by means of the co-option system justified and convenient. The Board is convinced that he will contribute continuity to the management of the Company and the group.

#### **2.4 Category**

Given that it is planned that Mr. José Díaz Gómez performs executive duties in the Company as a consequence of his appointment as chief executive officer, the Board of Directors considers that he should be included in the executive director category.

#### **2.5 Conclusions of the Board of Directors**

Given the above, the Board of Directors considers the appointment justified and proposes that Mr. José Díaz Gómez be ratified and re-elected director, with the category of executive director. The Board of Directors proposes his ratification and re-election to the General Shareholders Meeting to be held on 28 or 29 March 2019 on first or second call, respectively, under item eleven of the agenda.

### **3. PROPOSED RESOLUTION**

The proposed resolution submitted for the approval of the General Shareholders Meeting reads as follows:

#### ***“ITEM ELEVEN OF THE AGENDA***

**Ratification, where appropriate, of the appointment and reelection of Mr José Díaz Gómez as director, with the category of executive director, for the statutory period of four years.**

*Ratify the resolution adopted by the Board of Directors at its meeting held on 28 January 2018 by virtue of which it designated Mr José Díaz Gómez, of legal age, of Spanish nationality with Spanish Id. number [...] in force and with domicile for these purposes at*

*Paseo de la Castellana, 216, planta 16, 28046 Madrid, Spain, as executive director by the co-option system; and based on the proposal of the Board of Directors and with the favourable report of the Appointments and Remunerations Committee, re-elect him as director of the Company with the category of “executive director” for the statutory period of four years.*

*The proposed reappointment is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr José Díaz Gómez, as well as the report from the Appointments and Remunerations Committee mentioned above. These reports have been made available to the shareholders as from the publication of the notice of the General Meeting of Shareholders.*

*Mr José Díaz Gómez may accept his appointment by any means valid in law.”*

Madrid, 26 February 2019.

**REPORT PREPARED BY THE APPOINTMENTS AND REMUNERATIONS COMMITTEE OF PARQUES REUNIDOS SERVICIOS CENTRALES, S.A. IN RELATION TO THE RATIFICATION AND REAPPOINTMENT AS EXECUTIVE DIRECTOR OF MR. JOSÉ DÍAZ GÓMEZ, INCLUDED ON ITEM ELEVEN OF THE AGENDA OF THE GENERAL SHAREHOLDERS MEETING TO BE HELD ON 28 MARCH ON FIRST CALL AND 29 MARCH 2019 ON SECOND CALL**

**1. INTRODUCTION**

The Board of Directors of Parques Reunidos Servicios Centrales, S.A. (the “**Company**”) is considering the proposal for ratification and reappointment of Mr. José Díaz Gómez as director of the Company.

In accordance with the provisions of paragraph 6 of article 529 *decies* of the consolidated text of the Spanish Companies Act (*Ley de Sociedades de Capital*) approved by Royal Legislative Decree 1/2010 of 2 July (the “**Spanish Companies Act**”), and of articles 15.5 and 15.6 of the Company’s Board of Directors Regulations, the proposal for the appointment of any non-independent director (which is the case) must be backed by a report from the Appointments and Remunerations Committee.

Also, pursuant to articles 15.6.(i).e) of the Company’s Board of Directors Regulations, the proposals of the Chairman of the Board of Directors in relation to the appointment of the chief executive officer must be backed by a report from the Appointments and Remunerations Committee.

The present report complies with these legal obligations.

**1. PURPOSE OF THE REPORT**

The report is prepared with the aim of complying with the provisions of paragraph 6 of article 529 *decies* of the Spanish Companies Act and of articles 15.5 and 15.6 of the Company’s Board of Directors Regulations.

## **2. ASPECTS CONSIDERED BY THE APPOINTMENTS AND REMUNERATIONS COMMITTEE**

The Board of Directors, after the resignation tendered by Mr. Fernando Eiroa from his position as member of the Board of Directors and CEO on 4 October 2018, began the corresponding process, led by the Appointments and Remunerations Committee, to assess the appointment of a director to fill the vacancy that was caused by Mr. Eiroa's resignation.

During the referred process, the Appointments and Remunerations Committee was supported by an external renowned advisor, and several meetings were held with several candidates with different profiles. Likewise, other directors were allowed to propose other candidates to fill the referred vacancy during the process. Furthermore, given that the matter object of this process was the succession of the chief executive office of the Company, the Appointments and Remunerations Committee requested the opinion of the Chairman of the Board and of its remaining members, after which it was proposed to fill this vacancy through the appointment of Mr. José Díaz Gómez. In addition, it was proposed to appoint Mr. José Díaz Gómez as chief executive officer of the Company, so the Appointments and Remunerations Committee considers that he should be assigned the category of executive, —as indicated in section 5 below—.

Once the process was launched, the Appointments and Remunerations Committee has carried out an analysis of the needs of the Board of Directors. Based on this analysis, and taking into account the abovementioned, the Appointments and Remunerations Committee concluded that a new executive director must be appointed. This director would be appointed by means of the co-optation (*cooptación*) system to fill Mr. Fernando Eiroa's vacancy, who was appointed as director of the Company for a six-year term on 28 January 2016 –statutory term that was in force at the moment of his appointment and that, due to the Company's initial public offering, decreased to the current statutory term of four years—.

In this regard, and in relation to the appointment of the new director, the Appointments and Remunerations Committee issued the previous mandatory report, favourably informing on the designation of Mr. José Díaz Gómez as director of the Company, taking into account, among other factors, the following:

- (i) the conclusions reached during the selection process that was carried out with the assistance of a prestigious head-hunter firm and during which a variety of candidates were evaluated;
- (ii) the candidate's deep knowledge of the leisure park industry and of the Company's business, given his strong track record as managing director and chief executive officer of the Company until May 2013;
- (iii) his potential contributions as director, giving his point of view and deep knowledge of the leisure park industry;
- (iv) the receipt of positive responses from the other directors, and particularly the independent directors, with respect to his appointment as director of the Company, with the category of executive;
- (v) his highly qualified professional profile and track record that is appropriate for performing the duties of director, and his demonstrable solvency, competence and experience, as well as the combination of attributes and skills needed to head up the duties of the Board of Directors and the ones particular to his position, as first executive of the Company; and
- (vi) the needs of the Board of Directors with respect to the members who make it up.

In addition to the foregoing, the Appointments and Remunerations Committee has re-evaluated the suitability of the appointment of Mr. José Díaz Gómez in light of his performance of his duties as Chief Executive Officer. In this regard, the Committee understands that the current circumstances justify the ratification of Mr. José Díaz Gómez. Likewise, the Committee understands that Mr. José Díaz Gómez has carried out his duties with the loyalty of a faithful representative, acting in good faith, in the best interests of the Company, under the principle of personal responsibility and with freedom of judgement and independence and that he has dedicated the necessary time to carry out his duties effectively and with sufficient availability of time for the correct development of his duties.

Therefore, the Committee considers that the professional profile of Mr. José Díaz Gómez, his track record and international recognition prove that he counts with the required skills, expertise and merits to carry out his tasks as director of the Company.

According to the Director's Selection Policy, the Appointments and Remuneration Committee has verified, to the extent possible, that there are no incompatibilities, prohibitions or conflicts of interest involved, as established by the law or as provided in the system of corporate governance; and that the procedures for selecting Board members has not involved any implicit bias that may imply any form of discrimination and, in particular, that they do not obstruct the selection of female directors.

### **3. CONCLUSIONS OF THE APPOINTMENTS AND REMUNERATIONS COMMITTEE**

In light of the above, the Appointments and Remunerations Committee considers justified and issues a favourable report on Mr. José Díaz Gómez's ratification and re-election proposal, supporting the proposal of the Board of Directors.

### **4. CATEGORY OF DIRECTOR TO WHICH HE BELONGS OR MUST BE ASSIGNED**

Mr. José Díaz Gómez performs executive duties in the Company as a consequence of his appointment as chief executive officer. Therefore, this Committee considers that he should be included in the executive director category.

Madrid, 26 February 2019.



**PROPOSAL AND REPORT BY THE BOARD OF DIRECTORS OF PARQUES REUNIDOS SERVICIOS CENTRALES, S.A. IN RELATION TO THE RATIFICATION AND RE-ELECTION AS PROPRIETARY DIRECTOR OF MR. JONATHAN RUBINSTEIN, INCLUDED ON ITEM TWELVE OF THE AGENDA OF THE GENERAL SHAREHOLDERS MEETING TO BE HELD ON 28 APRIL ON FIRST CALL AND 29 MARCH 2019 ON SECOND CALL**

**1. INTRODUCTION**

This report has been prepared by the Board of Directors of Parques Reunidos Servicios Centrales, S.A. (the “**Company**”), in accordance with the provisions of paragraph 5 of article 529 *decies* of the consolidated text of the Spanish Companies Act (*Ley de Sociedades de Capital*), approved by Royal Legislative Decree 1/2010 of 2 July (the “**Spanish Companies Act**”). Its aim is to provide grounds for the proposal to be submitted for approval by the General Shareholders Meeting of the Company called for 28 March on first call and 29 March 2019 on second call, under item twelve of the agenda.

In accordance with the provisions of said article, the proposal to appoint or re-elect members of the Board of Directors who do not have the category of independent directors (as in this case) corresponds to the Board of Directors. This proposal must be accompanied by an explanatory report by the Board of Directors assessing the competence, experience and merits of the proposed candidate, based on a report by the Appointments and Remunerations Committee, in accordance with paragraph 6 of article 529 *decies* of the Spanish Companies Act.

This report aims (i) to justify the proposal to the General Meeting of Shareholders to ratify and re-elect Mr. Jonathan Rubinstein as director of the Company, with the category of proprietary director; and (ii) to assess the competence, experience and merits of the proposed candidate, based on the said prior report from the Company’s Appointments and Remunerations Committee.

The report by the Appointments and Remunerations Committee is attached as an Appendix to this report.

For the purpose of article 518.e) of the Spanish Companies Act, this report contains full information on the identity, CV and category to which the proposed candidate belongs.

Based on this, the Board of Directors of the Company issues this proposal and report on the ratification and re-election of Mr. Jonathan Rubinstein as a proprietary director of the Company, which has been approved by the members of the Board at its meeting on 26 February 2019.

## **2. JUSTIFICATION OF THE PROPOSAL**

### **2.1 Professional and personal background**

Mr. Jonathan Rubinstein currently works as a member of the investment team within Groupe Bruxelles Lambert, one of the largest shareholders of the Company as previously stated in this report. He began his career at Lazard in their M&A department in Brussels. He joined GBL in 2016, where he has been working on investments such as Burberry, Umicore and Imerys.

As for his academic training, he graduated *summa cum laude* from the Master in Business Engineering at Solvay Brussels School.

### **2.2 Report by the Appointments and Remunerations Committee and evaluation of the candidate**

The Board of Directors, analysed the possibility to appoint Mr. Jonathan Rubinstein as member of the Board of Directors by means of the co-option system due to:

- (i) the possibility of a vacancy in the Board of Directors occurring after the resignation tendered by Mr. Colin Hall —proprietary director, appointed by means of the co-option system on 25 April 2017 and ratified by the General Shareholders Meeting on 21 March 2018, as proposed by Groupe Bruxelles Lambert—, who has expressed its intention to resign;
- (ii) Groupe Bruxelles Lambert's current stake in the Company, that is, 20.997% of the Company's share capital according to the information published on the Spanish National Securities Market Commission's web page ([www.cnmv.es](http://www.cnmv.es));
- (iii) the intention of the aforementioned shareholder to replace one of the proprietary directors representing him on the Board of Directors, in accordance with the principle

of proportionality between the share interest and the representation on the Board of Directors, as envisaged in the Good Governance Code.

Taking into account the abovementioned, and considering the composition of the Board of Directors after the resignation and the shareholding structure of the Company, the Appointments and Remunerations Committee considered necessary to appoint, by means of the co-option system, a proprietary director representing Groupe Bruxelles Lambert — especially after verifying that the stake of the referred shareholder exceeds what would be needed to appoint another director under the proportional representation system, as envisaged in article 243 of the Spanish Companies Act—. The vacancy has been filled by Mr. Jonathan Rubinstein, as proprietary director representing Groupe Bruxelles Lambert.

In this regard, the Appointments and Remunerations Committee has issued the required prior report with a favourable opinion on the proposed designation of Mr. Jonathan Rubinstein as proprietary director of the Company, in view of, among other factors:

- (i) the structure and composition of the Board of Directors after Mr. Colin Hall's resignation and the current shareholding structure of the Company;
- (ii) the receipt of positive responses from the other directors, and particularly the independent directors, with respect to the appointment of Mr. Jonathan Rubinstein as proprietary director of the Company;
- (iii) Mr. Jonathan Rubinstein's potential contributions as proprietary director and as a representative of an institutional investor;
- (iv) Mr. Jonathan Rubinstein's highly qualified professional profile that is appropriate for performing the duties of proprietary director, and his demonstrable solvency and competence; and
- (v) the needs of the Board of Directors with respect to the members who make it up (specially, after Mr. Colin Hall's resignation).

All the above made clear that his designation as proprietary director of the Company would provide significant advantages to this management body, and thus, the Committee proposed

him as proprietary director of the Company by means of the co-option system, which has been approved by the members of the Board at its meeting on 26 February 2019.

To this effect, the Board accepts the report from the Appointments and Remunerations Committee regarding the ratification and re-election of the director, considering that the professional experience, profile and international track record of Mr. Jonathan Rubinstein, evidence that he meets the appropriate competence, experience and merits requirements to serve the position of director of the Company.

It is hereby stated that Mr. Jonathan Rubinstein refrain from deliberating and voting in relation to the report of the Board of Directors.

### **2.3 Justification**

Within the framework of the above, and in accordance with the provisions of the Directors Selection Policy, the Board of Directors considers that for a Company director to carry out his duties of supervision and control and the rest of the duties inherent to his position well, he must properly combine, among other, the following:

- (i) accredited competence and experience;
- (ii) expertise in, among others, the investments areas in which the Company engages in its business;
- (iii) possibility of dedication and involvement in the Company's business; and
- (iv) knowledge that is additional and supplementary to that inherent to the Company's activity.

The professional experience, profile and CV of Mr. Jonathan Rubinstein accredits his competence and merits to serve in the position of director. His professional profile and profound knowledge guarantee appropriate continuity in the management of the Company's interests. Because of the above, as well as the reasons given by the Appointments and Remunerations Committee for this designation (which this body accepts) the Board of Directors considers the ratification and re-election of Mr. Jonathan Rubinstein as Company director justified and convenient. The Board is convinced that he will contribute continuity to the management of the Company and the group.

## 2.4 Category

In accordance with the provisions of article 529 duodecies of the Spanish Companies Act, it is hereby stated that Mr. Jonathan Rubinstein represents a significant shareholder of the Company —Groupe Bruxelles Lambert— and, therefore, the candidate will have the category of proprietary director.

## 2.5 Conclusions of the Board of Directors

Given the above, the Board of Directors considers the appointment justified and proposes that Mr. Jonathan Rubinstein be ratified and re-elected director, with the category of proprietary director. The Board of Directors proposes his ratification and re-election to the General Shareholders Meeting to be held on 28 or 29 March 2019 on first or second call, respectively, under item twelve of the agenda.

## 3. PROPOSED RESOLUTION

The proposed resolution submitted for the approval of the General Shareholders Meeting reads as follows:

### ***“ITEM TWELVE ON THE AGENDA***

***Ratification, where appropriate, of the appointment and reelection of Mr. Jonathan Rubinstein as director, with the category of proprietary director, for the statutory period of four years.***

*Ratify the resolution adopted by the Board of Directors at its meeting held on 26 February 2019 by virtue of which it designated Mr. Jonathan Rubinstein, of legal age, of Belgian nationality, with Passport number [...] in force of its nationality and with domicile for these purposes at Paseo de la Castellana, 216, 28046, Madrid, Spain, as member of the Board of Directors, with the category of proprietary director; and, at the proposal of the Board of Directors and with the favourable report from the Appointment and Remunerations Committee, re-elect him as director of the Company with the category of proprietary director for the statutory period of four years.*



*This document is a translation of an original text in Spanish. In case of any discrepancy between both texts, the Spanish version will prevail*

*The proposed re-election is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr. Jonathan Rubinstein, as well as the referred report from the Appointments and Remunerations Committee. These reports have been made available to the shareholders as from the publication of the notice of the General Meeting of Shareholders.*

*Mr. Jonathan Rubinstein may accept his appointment by any means valid in law.”*

In Madrid, on 26 February 2019

**REPORT PREPARED BY THE APPOINTMENTS AND REMUNERATIONS  
COMMITTEE OF PARQUES REUNIDOS SERVICIOS CENTRALES, S.A. IN  
RELATION TO THE RATIFICATION AND REAPPOINTMENT AS  
PROPRIETARY DIRECTOR OF MR. JONATHAN RUBINSTEIN, INCLUDED  
ON ITEM TWELVE OF THE AGENDA OF THE GENERAL SHAREHOLDERS  
MEETING TO BE HELD ON 28 MARCH ON FIRST CALL AND 29 MARCH 2019  
ON SECOND CALL**

**1. INTRODUCTION**

The Board of Directors of Parques Reunidos Servicios Centrales, S.A. (the “**Company**”) is considering the proposal for ratification and reappointment of Mr. Jonathan Rubinstein as director of the Company.

In accordance with the provisions of paragraph 6 of article 529 *decies* of the consolidated text of the Spanish Companies Act (*Ley de Sociedades de Capital*) approved by Royal Legislative Decree 1/2010 of 2 July (the “**Spanish Companies Act**”), the proposal for the appointment or reappointment of any non-independent director (which is the case) must be backed, in addition, by a report from the Appointments and Remunerations Committee.

The present report complies with this legal obligation.

**2. PURPOSE OF THE REPORT**

The report is prepared with the aim of complying with the provisions of paragraph 6 of article 529 *decies* of the Spanish Companies Act and sections 5 and 6 of article 15 of the Company’s Board of Directors Regulations.

**3. ASPECTS CONSIDERED BY THE APPOINTMENTS AND  
REMUNERATIONS COMMITTEE**

The Board of Directors, analysed the possibility to appoint Mr. Jonathan Rubinstein as member of the Board of Directors by means of the co-option system due to:

- (i) the possibility of a vacancy in the Board of Directors occurring after the resignation tendered by Mr. Colin Hall —proprietary director, appointed by means of the co-option system on 25 April 2017 and ratified by the General Shareholders Meeting on 21 March

2018, as proposed by Groupe Bruxelles Lambert—, who has expressed his intention to resign;

- (ii) Groupe Bruxelles Lambert’s current stake in the Company, that is, 20.997% of the Company’s share capital according to the information published on the Spanish National Securities Market Commission’s web page ([www.cnmv.es](http://www.cnmv.es));
- (iii) the intention of the aforementioned shareholder to replace one of the proprietary directors representing him on the Board of Directors, in accordance with the principle of proportionality between the share interest and the representation on the Board of Directors, as envisaged in the Good Governance Code.

Taking into account the abovementioned, and considering the composition of the Board of Directors after the resignation and the shareholding structure of the Company, this Committee considered necessary to appoint, by means of the co-option system, a proprietary director representing Groupe Bruxelles Lambert —especially after verifying that the stake of the referred shareholder exceeds what would be needed to appoint another director under the proportional representation system, as envisaged in article 243 of the Spanish Companies Act—. In this regard, after analysing the professional profile of Mr. Jonathan Rubinstein, this Committee issued a favourable report in relation to his appointment by means of the co-option system.

As envisaged in articles 244 and 529 of the Spanish Companies Act, and due to the ratification and reelection proposal that the Board of Directors intends to submit to the General Shareholder Meeting of the Company, this Committee has analyzed again the current structure and composition of the Board of Directors, as well as the profile of the proposed candidate, in order to issue the corresponding report on Mr. Jonathan Rubinstein’s ratification and re-election proposal.

In this regard, and in order to issue this report, the Appointments and Remunerations Committee has taken into consideration:

- (i) the current structure and composition of the Board of Directors after Mr. Colin Hall’s resignation and the current shareholding structure of the Company;



- (ii) the receipt of positive responses from the other directors, and particularly the independent directors, with respect to the appointment of Mr. Jonathan Rubinstein as proprietary director of the Company;
- (iii) Mr. Jonathan Rubinstein's potential contributions as proprietary director and as a representative of an institutional investor;
- (iv) Mr. Jonathan Rubinstein's highly qualified professional profile that is appropriate for performing the duties of proprietary director, and his demonstrable solvency and competence; and
- (v) the needs of the Board of Directors with respect to the members who make it up (specially, after Mr. Colin Hall's resignation).

Therefore, the Committee deems that Mr. Jonathan Rubinstein's professional experience, profile and international track record prove that he counts with the required skills, expertise and merits to carry out his tasks as director of the Company and, consequently, to be ratified and re-elected as member of the Board of Directors of the Company.

According to the Director's Selection Policy, the Appointments and Remunerations Committee has verified, to the extent possible, that there are no incompatibilities, prohibitions or conflicts of interest involved, as established by the law or as provided in the system of corporate governance; and that the procedures for selecting Board members has not involved any implicit bias that may imply any form of discrimination and, in particular, that they do not obstruct the selection of female directors.

#### **4. CONCLUSIONS OF THE APPOINTMENTS AND REMUNERATIONS COMMITTEE**

In light of the above, and what stated in the favourable report issued by this Committee regarding the appointment by means of the co-option system, the members of the Appointments and Remunerations Committee consider the appointment of Mr. Jonathan Rubinstein justified and issues a favourable report on his ratification and re-election proposal as director of the Company.



*This document is a translation of an original text in Spanish. In case of any discrepancy between both texts, the Spanish version will prevail*

## **5. CATEGORY OF DIRECTOR TO WHICH HE BELONGS OR MUST BE ASSIGNED**

In accordance with the provisions of article 529 duodecies of the Spanish Companies Act, it is hereby stated that Mr. Jonathan Rubinstein represents a significant shareholder of the Company —Groupe Bruxelles Lambert— and, therefore, the candidate will have the category of proprietary director.

Madrid, 26 February 2019

**REASONED PROPOSAL OF THE BOARD OF DIRECTORS OF PARQUES  
REUNIDOS SERVICIOS CENTRALES, S.A. REGARDING THE AMENDING OF  
THE COMPANY REMUNERATION POLICY, INCLUDED IN ITEM FOURTEEN  
OF THE AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS  
MEETING TO BE HELD ON THE 28 AND 29 MARCH 2019, AS THE FIRST AND  
SECOND MEETINGS RESPECTIVELY**

**1. INTRODUCTION**

Under article 529 novodecies of the consolidated text Spanish Companies Act, enacted by Royal Legislative Decree 1/2010, of 2 July ("**Spanish Companies Act**") the Board of Directors of Parques Reunidos Servicios Centrales, S.A. ("**Parques Reunidos**" or "**Company**"), based on a report from the Appointments and Remunerations Committee, prepared and approved this reasoned proposal for amending the Parques Reunidos Remuneration Policy, which will be submitted for approval at the General Shareholders Meeting that will possibly take place on 28 March 2019.

If Parques Reunidos' General Shareholders Meeting approves it, this amended text of the Remuneration Policy will substitute and replace the text that up to this moment has been in effect, as set out in the latest Annual Remuneration Report and submitted to consultative vote by the Board of Directors, which is the report corresponding to the accounting period closing on 31 December 2018.

**2. IN-FORCE PERIOD**

Under article 529 novodecies of the Spanish Companies Act, the Remuneration Policy will be applicable during the 2017, 2018 and 2019 accounting periods, except for when the Company General Shareholders Meeting agrees to its amendment or substitution during this period.

**3. AMENDMENT PROPOSAL**

An amendment is proposed to section "4.3.1", which will have the following text:

*"The Board will establish the criteria in order to determine the amounts corresponding to each eligible Director, taking into account:*

- The role the Director has been assigned in the Board and in any of its committees.*
- The specific tasks and responsibilities assigned.*
- The knowledge and experience required to carry out those tasks.*
- The amount of time and dedication required to comply effectively with them.*

*Considering the above, the individual amount to be perceived by the members of the Board of Directors as annual fixed remuneration are as follows:*

- An amount of 500 thousand euros for the Chairman of the Board of Directors. Of this amount, a portion will be paid in cash (i.e. 400,000 euros) and the remaining 100,000 euros will be paid in shares of the Company, subject to the approval of the General Shareholders Meeting in accordance with applicable legislation.*
- An amount of 65 thousand euros for each member of the Board of Directors.*
- The individual amount to be perceived by the members of the Board of Directors corresponding to their membership in the different committees are as follows:*
  - An amount of 25 thousand euros for the membership of the Director in the Appointments and Remunerations Committee.*
  - An amount of 25 thousand euros for the membership of the Director in the Audit and Control Committee.*

*Abovementioned amounts correspond to a complete financial year. In case any Director forms part of the Board of Directors or one or more of the committees for a period to a complete financial year, the amounts to be perceived will be accordingly prorated.*

*If the number of members of the Board of Directors were increased within the limits foreseen in the Company's by-laws, the fixed remuneration to be perceived for any additional non-executive Director will be determined according to the terms described above. If, as a result of the increase in the number of the members of the Board of Directors, the total amount to pay to the members due to their status as such is greater than the maximum annual amount of remuneration for the members due to their status as such, the Board of Directors will be authorized to proportionally reduce the amounts set out in this section 4.3.1.*

*Within the limit of the maximum annual amount of remuneration for the members of the Board of Directors due to their status as such, the amounts set out in this section 4.3.1 may be increased at the discretion of the Board of Directors up to 15% over the period of validity of this Policy, unless the Shareholders General Meeting approves a different amount in the coming years."*

An amendment is proposed to section "4.3.3", which will have the following text:

*"The maximum annual remuneration to be perceived annually by the members of the Board of Directors for their position will amount 1,800,000 euros.*

*Exceptionally, regarding those non-executive Directors who buy shares of Parques Reunidos Servicios Centrales, S.A. at the time of Initial Public Offering, a number of Restricted Stock Units equivalent to a number of shares up to a maximum amount of 1.250 thousand euros at the Initial Public Offering valuation, to be vested after a three years period if certain conditions are met, will be granted.*

*The said maximum amount shall remain valid until amendments of the same by the Shareholders General Meeting."*

A proposal is made to amend section "5.3.2.1", which will have the following text:

*"The variable component or bonus will be linked to the achievement of the targets set for the executive officer each year, based on the proposal made by the Appointments and Remunerations Committee, taking into account the available historical information and future results. The variable remuneration, whose main purpose is to stimulate and reward the Company's growth, allows the alignment of the total annual remuneration with the principles set forth in the Remuneration Policy.*

*Annual variable remuneration will be calculated as a reference to fixed remuneration in accordance to practices followed by the Company with its workforce.*

*In the specific of the CEO, the maximum amount he or she is entitled to receive as annual variable remuneration will be 150% of his or her fixed salary. Within this maximum, the final amount will be determined by the Appointments and Remunerations Committee according to the accomplishment of the objectives.*

*Two thirds of the annual variable remuneration will be paid in cash and one third in Company shares. The delivery of the shares corresponding to the annual variable remuneration owed, where appropriate, to the Chief Executive Officer will take place within the one-year period from the closure of the fiscal year corresponding to the owed variable remuneration. The delivery of the shares may be carried out through the delivery of units granting their holders the right to receive the corresponding shares. These units will only be converted into shares if the executive officer maintains his or her position in the Company.*

*Specifically, the following objective targets will be taken into account for the payment of the annual variable remuneration:*

- a) *A target based on the consolidated results of the business, measured in terms of earnings before interests, taxes, depreciation and amortization (EBITDA) each year. This target will represent 70% of the total PSUs granted each year.*

- b) *Other metrics such as security, CAPEX and customer experience. This parameter will represent 10% of the total PSUs granted each year.*
- c) *A target regarding the specific performance of the functions corresponding to each executive director which will be monitored by the Appointments and Remunerations Committee. This target will represent 20% of the total PSUs granted each year."*

An amendment is proposed to section "5.3.2.2", which will have the following text:

*"The Executive Directors could participate in the long term incentive plans implemented by the Company from time to time, when set by the Board of Directors upon proposal of the Appointments and Remunerations Committee.*

*Accordingly, the long-term variable remuneration allows the CEO to perceive a certain amount of shares of the Company referenced to their fixed remuneration and depending on (i) the achievement level of the targets proposed by the Appointments and Remunerations Committee and established by the Board of Directors, or (ii) the performance of the market price of the Company's shares.*

(a) *Long-Term Incentive Plan (LTIP 2018) approved in 2018*

*The Long-Term Incentive Plan, (hereinafter, "**LTIP 2018**") consists of the handing over of Company stock options. The handing over of these options took place with effect 1 January 2018 ("**Concession Date**"). After three years have elapsed from 1 January 2018 ("**Consolidation Period**"), the stock options may be exercised during a period of four years ("**Exercise Period**"), which is during the years 2021 to 2024.*

*The exercise price of the stock options handed over within the framework of the LTIP 2018 is the price of the Company shares on the date of the IPO, which is 15.50 euros per share ("**Exercise Price**").*

*Each stock option gives the right to receive the increased value of an equivalent number of shares in Parques Reunidos, taking as reference the quoted market price of the shares in Parques Reunidos at the exercise date of the stock options ("**Reference Value**").*

*The stock options will be settled in shares in Parques Reunidos. In accordance with the liquidation mechanism of the LTIP 2018, the number of shares to be granted will be determined by dividing: (i) the return obtained at the exercise of options, equivalent to the positive difference between the Reference Value and the Exercise Price (intrinsic value), by (ii) the Reference Value.*

*The General Shareholders Meeting held on 21 March 2018 approved the implementation of this scheme to the CEO, including the number of stock options to be granted, the exercise price, the reference value and the exercise period within the terms and as set out in article 219 of the Corporate Act. According to the referred resolution,*

the maximum total amount of stock options to be granted to the CEO is 571,625.

(b) Long-Term Incentive Plan (LTIP 2019)

The Long-Term Incentive Plan (hereinafter "**LTIP 2019**") consists of the handing over of Company stock options. The handing over of these options will take place with effect 28 January 2019 ("**Concession Date**"). The consolidation period ("**Consolidation Period**") starts on the Concession Date and ends on 31 December 2020. The stock options may be exercised during a period of four years ("**Exercise Period**"), which is during the years 2021 to 2024 under the terms that will be established.

The exercise price of the stock options handed over within the framework of the LTIP 2019 is 11.50 euros per share ("**Exercise Price**").

Each stock option gives the right to receive the increased value of an equivalent number of shares in Parques Reunidos, taking as reference the quoted market price of the shares in Parques Reunidos at the exercise date of the stock options ("**Reference Value**"). Each stock option entitles to a maximum increase in value of 4 euros per stock option, i.e. it is limited to a quoted price of 15.50 euros per share.

In accordance with the liquidation mechanism of the LTIP 2019, the number of shares to be granted will be determined by dividing: (i) the return obtained at the exercise of the stock options, equivalent to the positive difference between the Reference Value and the Exercise Price (intrinsic value), multiplied by the number of stock options exercised, by (ii) the Reference Value.

Notwithstanding, if the quotation price of the shares of Parques Reunidos Servicios Centrales, S.A. is equal to or higher than 15.50 euros per share, 15.50 per share ("**Corrected Reference Value**") will be considered as a reference value for the purpose of calculating the return obtained in relation to the exercise of the stock options, although for the purpose of determining the number of shares it will be divided by the Reference Value.

The number of shares to be delivered shall be reduced proportionally in accordance with the following rules:

- a) If the quoted price is 15.50 euros per share, a coefficient of 100 per cent shall be applied to the number of shares to be delivered.
- b) If the quoted price is equal to or more than 20.50 euros per share, a coefficient of zero per 100 shall be applied to the number of shares to be delivered.
- c) If the quoted price is between 15,50 euros per share and 20,50 euros per share, the coefficient to be applied to the number of shares to be delivered shall be calculated by linear interpolation.

The stock options will be settled in shares of Parques Reunidos.

*Each time the CEO exercises stock options over shares granted under LTIP 2019, he must exercise the same number of stock options granted under LTIP 2018. If, at the time of exercising the stock options granted under LTIP 2019, the quotation price of the shares of Parques Reunidos Servicios Centrales, S.A. is equal to or less than 15.50 euros per share, the same number of stock options of LTIP 2018 as those exercised under LTIP 2019 will be extinguished.*

*It is up to the General Shareholders Meeting to approve the application of this scheme to the CEO, including the number of stock options, the exercise price, the reference value and the term of duration in the terms established in article 219 of the Corporate Act."*

An amendment is proposed to section "5.3.3", which will have the following text:

*"Executive Directors shall be entitled to receive severance compensation included in the individual contract in the event of termination of the relationship for reasons not attributable to the Executive Director. In any case, severance payments will not compensate for the achievement of unfavorable results.*

*Unless the early termination of the Chief Executive Officer's contract is based on a dismissal for misconduct, the Chief Executive Officer shall be entitled to receive a gross compensation equals to 15 months of his fix remuneration."*

The other sections of the Remuneration Policy remained unchanged, except for matters regarding possible adjustments of dates, paragraph numbering, non-material adjustments, etc.

#### **4. CONCLUSIONS**

Parques Reunidos' Board of Directors considers that the remuneration for the members set out in this Remuneration Policy, after the proposed amendment by the General Shareholders Meeting, has a reasonable proportion of importance of the Company, its current financial situation, and the market standards of comparable companies. Likewise, the remuneration system is oriented toward promoting the growth, profitability, and long-term sustainability of the Company, and includes the necessary precautions for avoiding the excessive assumption of risks and remuneration for unfavorable results.

Madrid, 26 February 2019



**REPORT PREPARED BY THE APPOINTMENTS AND REMUNERATIONS  
COMMITTEE OF PARQUES REUNIDOS SERVICIOS CENTRALES, S.A.  
BASED ON THE PROPOSED AGREEMENT ON THE AMENDING OF THE  
COMPANY REMUNERATION POLICY, INCLUDED IN ITEM FOURTEEN OF  
THE AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS MEETING  
TO BE HELD ON 28 AND 29 MARCH 2019, ON FIRST AND SECOND CALL,  
RESPECTIVELY**

**1. OBJECT OF THE REPORT**

Under article 529 novodecies of the consolidated text of Spanish Companies Act, enacted by Royal Legislative Decree 1/2010, of 2 July ("**Spanish Companies Act**"), as well as article 15.5.(v) of the Rules of the Board of Directors of Parques Reunidos Servicios Centrales, S.A. ("**Parques Reunidos**" or "**Company**"), the Appointments and Remunerations Committee, at its meeting of 26 February 2019, prepared and approved this report to justify and explain the proposed amendment of the Company's Remuneration Policy, which will be brought to the Board of Directors so that the Board, in turn, can submit it for approval at the General Shareholders Meeting of Parques Reunidos.

The aforementioned proposal, whose full text is in the Annex hereto has the purpose of amend different aspects of the Remuneration Policy regarding the remuneration of the Chairman of the Board, the variable remuneration of the CEO, the new long-term incentive plan of the Company and reflect the new maximum amount of annual remuneration of the Board members in their capacity as directors, as well as other adjustments and minor changes that are not related to the above points (e.g. dates, section numbers, technical adjustments to remove possible contradictions or repetitions, certain inclusions deriving from the applicable regulations, etc.).

The remaining terms of the Remuneration Policy approved by the then sole shareholder of the Company on 13 April 2017, and amended by the General Shareholders Meeting held on 16 March 2017 and 21 March 2018, will remain unchanged.

## **2. JUSTIFICATION OF THE PROPOSED AMENDMENTS**

### **2.1 Amendment of the section relating to variable remuneration of the executive directors**

The Appointments and Remunerations Committee considers that this new variable remuneration model and structure of the CEO is necessary due to the significant changes occurred regarding the Company's organizational structure during financial years ended on 30 September 2018 and 31 December 2018 as well as during the financial year started on 1 January 2019 (i.e. the resignation of the former CEO and the appointment of a new CEO). Likewise, it is necessary in order to adjust the Company's remuneration policy to market best practices.

Payment of the variable remuneration under this new structure, based on Company's growth, will be proportional to the achievement of the established objectives. Two thirds of the annual variable remuneration will be paid in cash and one third in Company shares. The delivery of the shares corresponding to the annual variable remuneration owed, where appropriate, to the Chief Executive Officer will take place within the one-year period from the closure of the fiscal year corresponding to the owed variable remuneration. The delivery of the shares may be carried out through the delivery of units granting their holders the right to receive the corresponding shares. These units will only be converted into shares if the executive officer maintains his or her position in the Company.

### **2.2 Inclusion of the necessary provisions for the implementation of a new long-term incentives plan in which the CEO will participate.**

#### *2.2.1 Justification*

The Appointments and Remunerations Committee, with the support of external consultants, has been working on the design of a new long-term incentive plan that fits the changes occurred in the Company during the last financial years. After the consulting and communication process between the members of the Committee led by the Chairwoman, and with the assistance of an independent expert, there exists the conviction of the need to implement a new plan in accordance with the terms described herein, and therefore it is

proposed to the Board of Directors that it be submitted for approval to the present Ordinary Shareholders' Meeting.

Due to the Company CEO having the status of beneficiary of the aforementioned long-term incentive plan, it is necessary to adapt the Company Remuneration Policy in order to accommodate this new system.

### *2.2.2 Explanation of the main terms of the long-term variable remuneration system*

The Long-Term Incentive Plan (hereinafter "**LTIP 2019**") consists of the handing over of Company stock options. The handing over of these options will take place with effect 28 January 2019 ("**Concession Date**"). The consolidation period ("**Consolidation Period**") starts on the Concession Date and ends on 31 December 2020. The stock options may be exercised during a period of four years ("**Exercise Period**"), which is during the years 2021 to 2024 under the terms that will be established.

The exercise price of the stock options handed over within the framework of the LTIP 2019 is 11.50 euros per share ("**Exercise Price**").

Each stock option gives the right to receive the increased value of an equivalent number of shares in Parques Reunidos, taking as reference the quoted market price of the shares in Parques Reunidos at the exercise date of the stock options ("**Reference Value**"). Each stock option entitles to a maximum increase in value of 4 euros per stock option, i.e. it is limited to a quoted price of 15.50 euros per share.

In accordance with the liquidation mechanism of the LTIP 2019, the number of shares to be granted will be determined by dividing: (i) the return obtained at the exercise of the stock options, equivalent to the positive difference between the Reference Value and the Exercise Price (intrinsic value), multiplied by the number of stock options exercised, by (ii) the Reference Value.

Notwithstanding, if the quotation price of the shares of Parques Reunidos Servicios Centrales, S.A. is equal to or higher than 15.50 euros per share, 15.50 per share ("**Corrected Reference Value**") will be considered as a reference value for the purpose of calculating the return obtained in relation to the exercise of the stock options, although for the purpose of determining the number of shares it will be divided by the Reference Value.

The number of shares to be delivered shall be reduced proportionally in accordance with the following rules:

- a) If the quoted price is 15.50 euros per share, a coefficient of 100 per cent shall be applied to the number of shares to be delivered.
- b) If the quoted price is equal to or more than 20.50 euros per share, a coefficient of zero per 100 shall be applied to the number of shares to be delivered.
- c) If the quoted price is between 15,50 euros per share and 20,50 euros per share, the coefficient to be applied to the number of shares to be delivered shall be calculated by linear interpolation.

### **2.3 Amendment of the section relating to the remuneration of the Chairman of the Board of Directors**

The Appointments and Remunerations Committee, with the support of external consultants, has been working on the analysis of the Chairman's remuneration. After an analysis and communication process, the Committee considers that this new remuneration structure for the Chairman of the Board of Directors of the Company is necessary due to the mayor changes occurred in the organizational structure of the Company during the last financial years (i.e. the appointment of a new Chairman of the Board of Directors of the Company). In this regard, the Committee considers it appropriate to modify the remuneration of the Chairman due to the high level of performance and commitment demonstrated by the current Chairman since his appointment. The Appointments and Remunerations Committee considers that the current circumstances of the Company require greater commitment and dedication on the part of the person who holds the position of Chairman and, in order to retain the best talent, the Committee has proposed to the Board of Directors the modification of the current remuneration of the Chairman.

It should be highlighted that the Chairman's annual remuneration is set at 500,000 euros and that part of such remuneration, equivalent to 100,000 euros, will be paid in shares of the Company, subject, however, to a lock-up clause.

Because the Chairman's remuneration is included in the Company Remuneration Policy, it is necessary to adapt it in order to accommodate the changes proposed and which are included in the corresponding section of the proposals included in the Annex of this report.

#### **2.4 Amendment relating to the maximum annual amount of remuneration by the members of the Board of Directors in their capacity of such**

Given the possible increase in the maximum annual amount of remuneration for the members of the Board of Directors due to the stated in this report, the Appointment and Remuneration Committee considers that it is necessary to update the amount reflected in the current Remuneration Policy.

### **3. IN-FORCE PERIOD**

In accordance with article 529 novodecies of the Companies Law, the Remuneration Policy will be applicable during the 2017, 2018 and 2019 accounting periods, except for when the Company General Shareholders Meeting agrees to its amendment or substitution during this period.

### **4. CONCLUSION**

Given all of the above, in accordance with article 529 novodecies of the Companies Law, the Appointments and Remunerations Committee of Parques Reunidos brings this proposal to the Company Board of Directors so that it may in turn propose it to the Shareholders' Meeting for approval.

Madrid, 26 February 2019

## ANNEX

### FULL TEXT OF THE PROPOSED AMENDMENT

An amendment is proposed to section "4.3.1", which will have the following text:

*"The Board will establish the criteria in order to determine the amounts corresponding to each eligible Director, taking into account:*

- The role the Director has been assigned in the Board and in any of its committees.*
- The specific tasks and responsibilities assigned.*
- The knowledge and experience required to carry out those tasks.*
- The amount of time and dedication required to comply effectively with them.*

*Considering the above, the individual amount to be perceived by the members of the Board of Directors as annual fixed remuneration are as follows:*

- An amount of 500 thousand euros for the Chairman of the Board of Directors. Of this amount, a portion will be paid in cash (i.e. 400,000 euros) and the remaining 100,000 euros will be paid in shares of the Company, subject to the approval of the General Shareholders Meeting in accordance with applicable legislation.*
- An amount of 65 thousand euros for each member of the Board of Directors.*
- The individual amount to be perceived by the members of the Board of Directors corresponding to their membership in the different committees are as follows:*
  - An amount of 25 thousand euros for the membership of the Director in the Appointments and Remunerations Committee.*
  - An amount of 25 thousand euros for the membership of the Director in the Audit and Control Committee.*

*Abovementioned amounts correspond to a complete financial year. In case any Director forms part of the Board of Directors or one or more of the committees for a period to a complete financial year, the amounts to be perceived will be accordingly prorated.*

*If the number of members of the Board of Directors were increased within the limits foreseen in the Company's by-laws, the fixed remuneration to be perceived for any additional non-executive Director will be determined according to the terms described above. If, as a result of the increase in the number of the members of the Board of Directors, the total amount to pay to the members due to their status as such is greater than the maximum annual amount of remuneration for the members due to their status as such, the Board of Directors will be authorized to proportionally reduce the amounts set out in this section 4.3.1.*

*Within the limit of the maximum annual amount of remuneration for the members of the Board of Directors due to their status as such, the amounts set out in this section 4.3.1 may be increased at the discretion of the Board of Directors up to 15% over the period of validity of this Policy, unless the Shareholders General Meeting approves a different amount in the coming years."*

An amendment is proposed to section "4.3.3", which will have the following text:

*"The maximum annual remuneration to be perceived annually by the members of the Board of Directors for their position will amount 1,800,000 euros.*

*Exceptionally, regarding those non-executive Directors who buy shares of Parques Reunidos Servicios Centrales, S.A. at the time of Initial Public Offering, a number of Restricted Stock Units equivalent to a number of shares up to a maximum amount of 1.250 thousand euros at the Initial Public Offering valuation, to be vested after a three years period if certain conditions are met, will be granted.*

*The said maximum amount shall remain valid until amendments of the same by the Shareholders General Meeting."*

A proposal is made to amend section "5.3.2.1", which will have the following text:

*"The variable component or bonus will be linked to the achievement of the targets set for the executive officer each year, based on the proposal made by the Appointments and Remunerations Committee, taking into account the available historical information and future results. The variable remuneration, whose main purpose is to stimulate and reward the Company's growth, allows the alignment of the total annual remuneration with the principles set forth in the Remuneration Policy.*

*Annual variable remuneration will be calculated as a reference to fixed remuneration in accordance to practices followed by the Company with its workforce.*

*In the specific of the CEO, the maximum amount he or she is entitled to receive as annual variable remuneration will be 150% of his or her fixed salary. Within this maximum, the final amount will be determined by the Appointments and Remunerations Committee according to the accomplishment of the objectives.*

*Two thirds of the annual variable remuneration will be paid in cash and one third in Company shares. The delivery of the shares corresponding to the annual variable remuneration owed, where appropriate, to the Chief Executive Officer will take place within the one-year period from the closure of the fiscal year corresponding to the owed variable remuneration. The delivery of the shares may be carried out through the delivery of units granting their holders the right to receive the corresponding shares. These units will only be converted into shares if the executive officer maintains his or her position in the Company.*

*Specifically, the following objective targets will be taken into account for the payment of the annual variable remuneration:*

- a) A target based on the consolidated results of the business, measured in terms of earnings before interests, taxes, depreciation and amortization (EBITDA) each year. This target will represent 70% of the total PSUs granted each year.*
- b) Other metrics such as security, CAPEX and customer experience. This parameter will represent 10% of the total PSUs granted each year.*
- c) A target regarding the specific performance of the functions corresponding to each executive director which will be monitored by the Appointments and Remunerations Committee. This target will represent 20% of the total PSUs granted each year."*

An amendment is proposed to section "5.3.2.2", which will have the following text:

*"The Executive Directors could participate in the long term incentive plans implemented by the Company from time to time, when set by the Board of Directors upon proposal of the Appointments and Remunerations Committee.*

*Accordingly, the long-term variable remuneration allows the CEO to perceive a certain amount of shares of the Company referenced to their fixed remuneration and depending on (i) the achievement level of the targets proposed by the Appointments and Remunerations Committee and established by the Board of Directors, or (ii) the performance of the market price of the Company's shares.*

*(a) Long-Term Incentive Plan (LTIP 2018) approved in 2018*

*The Long-Term Incentive Plan, (hereinafter, "**LTIP 2018**") consists of the handing over of Company stock options. The handing over of these options took place with effect 1 January 2018 ("**Concession Date**"). After three years have elapsed from 1 January 2018 ("**Consolidation Period**"), the stock options may be exercised during a period of four years ("**Exercise Period**"), which is during the years 2021 to 2024.*

*The exercise price of the stock options handed over within the framework of the LTIP 2018 is the price of the Company shares on the date of the IPO, which is 15.50 euros per share ("**Exercise Price**").*

*Each stock option gives the right to receive the increased value of an equivalent number of shares in Parques Reunidos, taking as reference the quoted market price of the shares in Parques Reunidos at the exercise date of the stock options ("**Reference Value**").*

*The stock options will be settled in shares in Parques Reunidos. In accordance with the liquidation mechanism of the LTIP 2018, the number of shares to be granted will be determined by dividing: (i) the return obtained at the exercise of options, equivalent to the positive difference between the Reference Value and the Exercise Price (intrinsic*



value), by (ii) the Reference Value.

The General Shareholders Meeting held on 21 March 2018 approved the implementation of this scheme to the CEO, including the number of stock options to be granted, the exercise price, the reference value and the exercise period within the terms and as set out in article 219 of the Corporate Act. According to the referred resolution, the maximum total amount of stock options to be granted to the CEO is 571,625.

(b) Long-Term Incentive Plan (LTIP 2019)

The Long-Term Incentive Plan (hereinafter "**LTIP 2019**") consists of the handing over of Company stock options. The handing over of these options will take place with effect 28 January 2019 ("**Concession Date**"). The consolidation period ("**Consolidation Period**") starts on the Concession Date and ends on 31 December 2020. The stock options may be exercised during a period of four years ("**Exercise Period**"), which is during the years 2021 to 2024 under the terms that will be established.

The exercise price of the stock options handed over within the framework of the LTIP 2019 is 11.50 euros per share ("**Exercise Price**").

Each stock option gives the right to receive the increased value of an equivalent number of shares in Parques Reunidos, taking as reference the quoted market price of the shares in Parques Reunidos at the exercise date of the stock options ("**Reference Value**"). Each stock option entitles to a maximum increase in value of 4 euros per stock option, i.e. it is limited to a quoted price of 15.50 euros per share.

In accordance with the liquidation mechanism of the LTIP 2019, the number of shares to be granted will be determined by dividing: (i) the return obtained at the exercise of the stock options, equivalent to the positive difference between the Reference Value and the Exercise Price (intrinsic value), multiplied by the number of stock options exercised, by (ii) the Reference Value.

Notwithstanding, if the quotation price of the shares of Parques Reunidos Servicios Centrales, S.A. is equal to or higher than 15.50 euros per share, 15.50 per share ("**Corrected Reference Value**") will be considered as a reference value for the purpose of calculating the return obtained in relation to the exercise of the stock options, although for the purpose of determining the number of shares it will be divided by the Reference Value.

The number of shares to be delivered shall be reduced proportionally in accordance with the following rules:

- a) If the quoted price is 15.50 euros per share, a coefficient of 100 per cent shall be applied to the number of shares to be delivered.
- b) If the quoted price is equal to or more than 20.50 euros per share, a coefficient of

*zero per 100 shall be applied to the number of shares to be delivered.*

*c) If the quoted price is between 15,50 euros per share and 20,50 euros per share, the coefficient to be applied to the number of shares to be delivered shall be calculated by linear interpolation.*

*The stock options will be settled in shares of Parques Reunidos.*

*Each time the CEO exercises stock options over shares granted under LTIP 2019, he must exercise the same number of stock options granted under LTIP 2018. If, at the time of exercising the stock options granted under LTIP 2019, the quotation price of the shares of Parques Reunidos Servicios Centrales, S.A. is equal to or less than 15.50 euros per share, the same number of stock options of LTIP 2018 as those exercised under LTIP 2019 will be extinguished.*

*It is up to the General Shareholders Meeting to approve the application of this scheme to the CEO, including the number of stock options, the exercise price, the reference value and the term of duration in the terms established in article 219 of the Corporate Act."*

An amendment is proposed to section "5.3.3", which will have the following text:

*"Executive Directors shall be entitled to receive severance compensation included in the individual contract in the event of termination of the relationship for reasons not attributable to the Executive Director. In any case, severance payments will not compensate for the achievement of unfavorable results.*

*Unless the early termination of the Chief Executive Officer's contract is based on a dismissal for misconduct, the Chief Executive Officer shall be entitled to receive a gross compensation equals to 15 months of his fix remuneration."*

The other sections of the Remuneration Policy remained unchanged, except for matters regarding possible adjustments of dates, paragraph numbering, non-material adjustments, etc.