



**TELEPIZZA GROUP, S.A.**  
**ORDINARY GENERAL SHAREHOLDERS' MEETING, JUNE 2018**  
**Attendance, Proxy and Remote Voting Card**

At its meeting of 24 May 2018, the Board of Directors of **TELEPIZZA GROUP, S.A.** (the "**Company**") agreed to convene an Ordinary General Shareholders' Meeting to be held at the company's address, C/ Isla Graciosa nº 7, Parque Empresarial La Marina, San Sebastián de los Reyes (28700-Madrid) on first call at 11.00 on 27 June 2018, or should the necessary quorum not be achieved, on second call at the same time on 28 June 2018 in the same venue. **It is foreseeable that the General Shareholders' Meeting will be held on second call at 11.00 on 28 June.**

<b>Holder(s):</b>	<b>Address:</b>

Securities Account Number	Number of Shares	Minimum number of shares needed to attend	Number of Votes
		1	

The cardholder may appoint a proxy or vote remotely by completing and signing the relevant section. Should both sections be signed, the remote vote shall prevail and the appointment of the proxy shall be null and void. Pursuant to the Articles of Association and the Regulations of the General Shareholders' Meeting, shareholders may also appoint a proxy or vote on agenda items by electronic means prior to the meeting being held. To do so, they must follow the rules in the meeting announcement and on the Company's website ([www.telepizza.com](http://www.telepizza.com)).

**SHAREHOLDERS WISHING TO ATTEND:** All shareholders who have registered their shares in the relevant book entry register five days prior to the Ordinary General Shareholders' Meeting and who are furnished with this attendance card may attend the meeting. Shareholders wishing to attend the meeting must sign in the space provided to that effect in the **ATTENDANCE IN PERSON AT THE MEETING** section of this card, and must submit this card on the day of the meeting.

**SHAREHOLDERS WISHING TO VOTE REMOTELY OR APPOINT A PROXY:** To vote remotely by post, shareholders must complete the **REMOTE VOTING** section and sign in the space provided to that effect. Shareholders not intending to attend or vote remotely may appoint a proxy by filling in the **PROXY** section and by signing in the space provided to that effect.

Shareholders may vote remotely or appoint a proxy by sending this card to the Company by delivery or by post, using the address Telepizza Group, S.A., Calle Isla Graciosa nº 7, Parque Empresarial La Marina, San Sebastián de los Reyes (28700-Madrid), España. To be valid, the proxy appointment or remote vote must be received by the Company at least twenty-four (24) hours prior to the day immediately preceding the scheduled date of the General Shareholders' Meeting on first call, whatever the means of communication. Otherwise, the proxy shall be deemed not to have been appointed and the remote vote shall be deemed not to have been cast. Furthermore, the rules included in the meeting announcement and on the Company's website ([www.telepizza.com](http://www.telepizza.com)), especially on precedence, must be obeyed.

**ATTENDANCE IN PERSON**

Shareholders wishing to attend the Meeting must sign this card in the space below and present it on the day of the Meeting. If shareholders attending in person had previously appointed a proxy or voted remotely, that appointment or vote shall be rendered null and void.

**Signature of the shareholder attending**

In ....., on ..... of ..... of 2018.

**REMOTE VOTING**

If prior to the Meeting being held, shareholders entitled to attend who have been sent this card wish to vote remotely on proposals on the agenda of the General Shareholders' Meeting, they must mark the relevant box with a X depending on the manner in which they wish to vote.

If none of the boxes provided are marked in this respect with regard to any of the agenda items, the shareholder shall be deemed to have voted in favour of the Board of Directors' proposal. In any event, the rules included in the meeting announcement and on the Company's website ([www.telepizza.com](http://www.telepizza.com)) must be obeyed, as must the provisions of the law, the Articles of Association and the Regulations of the General Shareholders' Meeting.

Agenda items	1	2	3	4	5	6.1	6.2	7	8	9
For										
Against										
Abstain										
Leave blank										

Shareholders casting their votes remotely shall be deemed present for the purposes of the constitution of the General Shareholders' Meeting.

**VOTING INSTRUCTIONS REGARDING MATTERS NOT INCLUDED ON THE AGENDA**

Unless expressly stated otherwise, with regard to proposed resolutions not formulated by the Board of Directors or to items not included on the agenda, the Chair of the Board shall be deemed to have been appointed as proxy pursuant to the rules on the direction of the vote in the event of a conflict of interest, contained in the Notice of the Shareholders meeting and the paragraph about Delegation of this card. Mark the NO box below solely if you are opposed to this appointment (in which case the shareholder shall be deemed to have abstained): **NO**

**Signature of the shareholder voting remotely**

In ....., on ..... of ..... of 2018.



**PROXY**

The shareholder issued with this card appoints the following proxy for the General Shareholders' Meeting:

Mark just one of the following boxes and in the event you mark the latter, name your proxy.

- Chair of the Board of Directors
- Mr/Ms .....

In the event that none of the above boxes is marked or the person appointed as proxy is not named, the Chair of the Board of Directors, the Secretary of the Board of Directors, or any other member of the Board of Directors, shall be deemed to have been jointly and severally appointed as proxy.

Pursuant to Articles 523 and 526 of the Spanish Companies Act, if the Chair of the Board of Directors or any other member of the Board of Directors has a conflict of interest with regard to any item on the agenda or any proposed resolution which may be presented off the agenda and the represented shareholder has not provided precise voting instructions, unless expressly stated otherwise, the Chair of the Annual General Shareholders' Meeting, the Chair of the Audit Committee, and the Chair of the Appointments and Remuneration Committee in turn shall be jointly and severally appointed as proxy, and if they also have a conflict of interest, the Secretary of the General Shareholders' Meeting shall be appointed as proxy.

**VOTING INSTRUCTIONS REGARDING PROPOSED RESOLUTIONS ON THE AGENDA**

Mark the relevant box with an X. In the event that you provide no instructions by marking the relevant boxes it will be construed that you wish to vote in favour of the proposals made by the Board of Directors. In any event, the rules included in the meeting announcement and on the Company's website ([www.telepizza.com](http://www.telepizza.com)) must be obeyed, as must the provisions of the law, the Articles of Association and the Regulations of the General Shareholders' Meeting.

Agenda items	1	2	3	4	5	6.1	6.2	7	8	9
For										
Against										
Abstain										
Leave blank										

**EXTENSION OF PROXY TO MATTERS NOT INCLUDED ON THE AGENDA**

Unless expressly stated otherwise, the proxy extends to matters not included on the agenda which may be subject to a vote at the ordinary General Shareholders' Meeting. In this case the proxy shall exercise the vote in the manner that he/she believes is most favourable to the interests of the represented shareholder within the framework of the company's interests. Mark the NO box below solely if you are opposed to the extension of the proxy (in which case the shareholder shall be deemed to have abstained): **NO**

**Signature of the representative**

**Signature of shareholder appointing the proxy**

In ....., on ..... of ..... of 2018.

In ....., on ..... of ..... of 2018.

The personal data (including, as appropriate, image and voice) that the shareholders send to the Company for the exercise of their rights to attend, grant a proxy for and vote at the General Shareholders' Meeting, or which are provided for such purposes by the entities with which such shareholders maintain their shares on deposit, will be processed by the Company, in compliance with Regulation 2016/679 of the European Parliament and of the Council of 27 April 2016, and other applicable legal provisions in order to manage the development of, compliance with and control over the shareholding relationship. By attending the General Meeting, attendees provide consent for still images taking, image and/or voice recording and the reproduction and/ or publication and dissemination in the terms stated above, assigning to the Company, without geographical or temporal limitation (globally over the Internet), the economic image rights which may be applicable thereto, and waiving to receive remuneration.

Such personal data will be provided to the Notary exclusively in connection with preparation of the minutes of the General Shareholders' Meeting and may be provided to third parties in exercise of the right to receive information contemplated by law or accessible to the public as manifested during the General Meeting that shall be (totally or partially) the subject of audiovisual recording and public dissemination, as indicated. The processing of personal data is necessary for the aforementioned purposes and is based on your shareholding relationship and in compliance with legal obligations, as well as on your consent for the recording by attending the General Meeting in the terms indicated. The data will be kept while such relationship is maintained and for 6 years thereafter or for the duration of the limitations period on any legal or contract actions that may be applicable, except for the recording of images and voice, which will be deleted within one month thereafter. The rights of access, rectification, objection, erasure, portability, restricted processing and any other rights that may apply under applicable data protection regulations may be exercised by the personal data subject, who must provide proof of their identity for such purpose, by letter sent to the Legal Department TELEPIZZA GROUP S.A., Avda. Isla Graciosa, 7, 28700 San Sebastián de los Reyes (Madrid). In addition, shareholders may submit any claim or request regarding the protection of their personal data to the Data Protection Officer of the Company at the e-mail address [dpo.es@telepizza.com](mailto:dpo.es@telepizza.com) and at the Spanish Data Protection Agency (Agencia Española de Protección de Datos). The shareholder shall be solely responsible for the provision on the forms of data that are false, inaccurate, incomplete or not up to date.

If the shareholder includes personal data of other individuals on the proxy-granting card or distance voting card, the shareholder must advise them of the details set forth in the preceding paragraphs and comply with any other requirements that may apply for the proper transfer of the personal data to the Company without the latter having to take any additional action in terms of information or validation.

It has been enabled a telephone number 916575892 and the e-mail addresses [inversores@telepizza.com](mailto:inversores@telepizza.com) and [investors@telepizza.com](mailto:investors@telepizza.com) in order to facilitate or clarify any information related to this Meeting, in addition to the information provided on the company's website, [www.telepizza.com](http://www.telepizza.com).



**AGENDA**

- 1.-Examination and approval, if applicable, of the Annual and the Management Report for the Company and its Consolidated Group, as well as the management of the Company by the Board of Directors, all referring to the financial year closed on December 31st, 2017.
- 2.- Examination and approval, if applicable, of the application of the result for the 2017 financial year.
- 3.-Re-election of the Auditor for the accounts of the Company and its Consolidated Group for the 2018 financial year.
- 4.-Ratification of the interim appointment of Mr. Mark Alistair Porterfield Brown as proprietary Director, and re-election for the statutory period.
- 5.- Examination and approval, if applicable, of the strategic alliance and multijurisdictional master franchise agreement between Pizza Hut International, LLC and Telepizza Group.
- 6.- Directors' remuneration
  - 6.1.- Examination and approval, if applicable, of the maximum amount for the annual remuneration of the Company's directors acting as such.
  - 6.2.- Examination and approval, if applicable, of the new Remuneration Policy for the Company's directors for the financial years 2018, 2019 and 2020.
- 7.-Examination and approval, if applicable, of the inclusion of the Company's CEO in a Long Term Incentive Plan for the period including financial years 2018 to 2021, as approved by the Board of Directors on its meeting held on 24 May 2018.
- 8.-Consultative vote on the Annual Report on Remuneration for the Directors corresponding to the 2017 financial year.
- 9.-Delegation of powers in favour of the Board of Directors for the interpretation, application, execution, formalization, development and, where necessary, remediation of the foregoing resolutions, as well as for the notarization of all of the above where required.