



**TELEPIZZA GROUP, S.A.**  
**ORDINARY GENERAL SHAREHOLDERS' MEETING, JUNE 2017**  
**Attendance, Proxy and Remote Voting Card**

At its meeting of 27 April 2017, 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 21 June 2017, or should the necessary quorum not be achieved, on second call at the same time on 22 June 2017 in the same venue. **It is foreseeable that the General Shareholders' Meeting will be held on second call at 11.00 on 22 June.**

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

Securities Account Number	Number of Shares	Minimum number of shares needed to attend	Number of Votes	Card number
		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 2017.

**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	1.1	1.2	1.3	2	3.1	3.2	4	5
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 2017.



**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	1.1	1.2	1.3	2	3.1	3.2	4	5
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 proxy**

**Signature of shareholder appointing the**

In ....., on ..... of ..... of 2017.

In ....., on ..... of ..... of 2017.

**PROTECTION OF PERSONAL DATA**

Pursuant to the Spanish Data Protection Act 15/1999, shareholders are hereby informed that their personal data is provided to TELEPIZZA GROUP, S.A. by banks and securities traders through Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., and is processed automatically by TELEPIZZA GROUP, S.A. in order to develop, implement and control the existing list of shareholders properly. Shareholders are also informed that their right to access, rectify, oppose and, once their relationship with the company is finished, delete their personal data may be exercised by sending a written request to the Legal Department of TELEPIZZA GROUP, S.A., Avda. Isla Graciosa, 7, 28700 San Sebastián de los Reyes (Madrid).

In the event that the attendance card includes personal data relating to natural persons other than the owner, the shareholder must inform them of the content of the preceding paragraphs and comply with any other requirements which may be applicable to the proper transfer of personal data to the Company, without the Company having to perform any additional procedure.



## **AGENDA**

### **One. Annual Accounts, profit distribution and corporate management.**

- 1.1 Examination and approval (where applicable) of the Annual Accounts (Balance Sheet, Profit and Loss Statement, Statement of Changes in Net Equity, Cash Flow Statement and Explanatory Report) and the Management Report of TELEPIZZA GROUP, S.A. and its Consolidated Group for the financial year ending 31 December 2016.
- 1.2 Approval of the distribution of profits for the financial year 2016.
- 1.3 Approval of corporate management during the financial year 2016.

### **Two. Appointment of Auditors.**

Appointment of auditors for the Company and its Consolidated Group for the financial year 2017.

### **Three. Increase in the number of directors within the statutory limits and appointment of a new director.**

- 3.1 Increase in the number of directors on the Board of Directors from seven to eight, within the range established in Article 9.2 of the Articles of Association.
- 3.2 Appointment of Mr. Marcos de Quinto Romero as independent director for the statutory period of four years pursuant to Article 10 of the Articles of Association.

### **Four. Annual report on remuneration.**

Advisory vote on the Annual Report on Directors' Remuneration for the financial year 2016.

### **Five. Delegation of powers.**

Delegation of powers to each and every one of the members of the Board of Directors enabling them to interpret, apply, execute, formalise, implement and, where appropriate, correct the preceding resolutions, and to notarise them if necessary.