

**TELEPIZZA GROUP, S.A.**

**RULES ON THE RIGHT TO ATTEND AND ON THE APPOINTMENT OF PROXIES  
AND THE CASTING OF VOTES BY REMOTE MEANS OF COMMUNICATION**

**RIGHT TO ATTEND**

Shareholders may attend the General Shareholders' Meeting no matter how many shares they hold provided that they are registered in their name in the relevant book entry register five days before the date on which the meeting is due to be held. They must verify their situation at the entrance to the venue of the General Shareholders' Meeting in the two hours before the scheduled start of the meeting by presenting the relevant attendance card indicating the number of shares owned and the number of votes they may cast. The attendance card shall be issued by Iberclear participants to shareholders who can prove that they have shares registered five days before the General Shareholders' Meeting.

In order to verify the identity of shareholders or their legitimate representatives at the entrance to the venue of the General Shareholders' Meeting, attendees may be asked to prove their identity by presenting their National Identity Card, or any other valid official document generally accepted for such purpose, together with their attendance card.

Once the process of registering the attendance, proxy and remote voting cards is complete and a sufficient quorum has been proved to exist, the list of attendees will be produced.

**APPOINTING A PROXY AND CASTING A VOTE BY REMOTE MEANS OF  
COMMUNICATION**

**A. Right to appoint a proxy remotely**

Pursuant to Article 14 of the Regulations of the General Shareholders' Meeting, any shareholder entitled to attend may be represented at the General Shareholder's Meeting by another person, who need not be a shareholder in the Company but who must meet the formal requirements established by the law, the Articles of Association, and other applicable internal company regulations.

The appointment of the proxy must be completed and endorsed by the shareholder by signing the relevant attendance card issued by the Iberclear participant.

The proxy must cast the vote by attending the meeting in person and must present the attendance card issued by the Iberclear participant at a shareholder entry registration desk in the two hours before the scheduled start of the General Shareholders' Meeting, in the venue and on the date indicated.

The proxy appointment is always revocable. Should the represented shareholder attend the meeting, whether in person or by casting his/her vote remotely, any proxy appointment is deemed revoked, whatever its date. In the event that a shareholder appoints several proxies or casts several votes, the

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final proxy appointed or vote cast as received by the Company within the established deadline shall take precedence.

As a general rule, the final act performed by the shareholder before the General Shareholders' Meeting shall be deemed valid, as long as the date can be verified with certainty. If that certainty does not exist, the shareholder's vote shall take precedence over the proxy.

The proxy must be specifically appointed for each General Shareholders' Meeting in writing, and may be appointed remotely.

In the event that instructions have been issued by the represented shareholder, the proxy shall cast their vote accordingly and shall be bound to keep those instructions for one year following the meeting.

The proxy may act as proxy for an unlimited number of shareholders. Proxies representing several shareholders may cast their votes differently depending on the instructions of each shareholder.

In any event, the number of shares represented shall be calculated to determine whether or not the meeting is legitimately constituted.

Documents recording the proxies for the General Shareholders' Meeting must include at least the following:

- (i) The date of the General Shareholders' Meeting and the agenda.
- (ii) The identity of the represented shareholder and the proxy. In the event the proxy is not specified, 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 be jointly and severally appointed as proxy.
- (iii) The number of shares refers to the number held by the shareholder appointing the proxy.
- (iv) Instructions on the way the shareholder appointing the proxy wishes to vote on each agenda item.

Unless otherwise indicated by the shareholder, the proxy shall extend to matters off the agenda which may be put to the vote in the meeting. In that event, the proxy shall cast his/her vote in the way he/she believes is more favourable to the interests of the Company and the represented shareholder.

The Chair of the General Shareholders' Meeting or persons designated by him/her shall be entitled to determine the legitimacy of the proxies appointed and the fulfilment of the attendance requirements of the General Shareholders' Meeting.

The provisions of the preceding paragraphs shall not be applicable when the proxy is proved to be a spouse, ascendant or descendant of the represented shareholder. Neither shall they be applicable when the representative can provide a notarised power of attorney empowering him/her to administer all

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the represented shareholder's assets in Spain.

Proxies appointed remotely shall only be deemed valid when they are appointed:

**1. By delivery or post**

The attendance card issued by the Iberclear participant shall be delivered or sent to the Company's headquarters at TELEPIZZA GROUP, S.A., Calle Isla Graciosa nº 7, Parque Empresarial La Marina, San Sebastián de los Reyes (28700-Madrid) marked for the attention of the Secretary of the Board of Directors, the relevant section having been duly signed and completed by the shareholder. The proxy appointed and the identity of the represented shareholder must be guaranteed.

In the event that the attendance card issued by the Iberclear participant does not include the section relating to the proxy or is incomplete, the shareholder may use the attendance card provided to shareholders by the Company on its website ([www.telepizza.com](http://www.telepizza.com)). That attendance card must be duly signed and sent to the Company by post at the address indicated in the preceding paragraph, together with the relevant duly signed attendance card issued by the Iberclear participant.

**2. By electronic means**

Proxies may also be appointed electronically through the company's website ([www.telepizza.com](http://www.telepizza.com)), following the rules and instructions posted to this effect under "General Shareholders' Meeting 2017". In order to duly guarantee the authenticity and integrity of the electronic communication, it shall be necessary to possess either a current recognised electronic certificate pursuant to the Electronic Signature Act 59/2003, of 19 December, issued by the Spanish Public Certification Authority (CERES) under the auspices of the public enterprise known as the Spanish Royal Mint and Stamp Factory (FNMT-RCM) and not on record as being revoked, or an electronic National Identity Card (DNIe).

**B. Right to vote and remote voting**

Shareholders entitled to attend and vote may cast their votes on the proposals relating to agenda items prior to the meeting by post or by electronic means pursuant to the law, the Articles of Association, and Article 25 of the Regulations of the General Shareholders' Meeting.

**1. Voting by delivery or by post**

To vote by post, the shareholder must complete and sign the attendance card issued to him/her by the Iberclear participant, indicating the way in which he/she wishes to vote (in favour, against, abstain or leave blank) by marking the relevant box in the relevant table with an X.

Once the relevant section of the attendance card has been signed, the shareholder must deliver it or send it by post to the Company's headquarters at Calle Isla Graciosa nº 7, Parque Empresarial La Marina, San Sebastián de los Reyes (28700-Madrid), marked for the attention of the Secretary of the Board of Directors.

In the event that the attendance card issued by the Iberclear participant does not include the section

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relating to the vote or is incomplete, the shareholder may use the attendance card provided to shareholders by the Company on its website ([www.telepizza.com](http://www.telepizza.com)). That attendance card must be duly signed and sent to the Company by post at the address indicated in the preceding paragraph, together with the relevant duly signed attendance card issued by the Iberclear participant.

## **2. Voting by electronic means**

Votes may also be cast electronically through the company's website ([www.telepizza.com](http://www.telepizza.com)), following the rules and instructions posted to this effect under "General Shareholders' Meeting 2017". In order to duly guarantee the authenticity and integrity of the electronic communication, it shall be necessary to possess either a current recognised electronic certificate pursuant to the Electronic Signature Act 59/2003, of 19 December, issued by the Spanish Public Certification Authority (CERES) under the auspices of the public enterprise known as the Spanish Royal Mint and Stamp Factory (FNMT-RCM) and not on record as being revoked, or an electronic National Identity Card (DNIe).

### **C. Provisions common to the appointment of proxies and remote voting**

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 (postal or electronic). Otherwise, the proxy shall be deemed not to have been appointed and the remote vote shall be deemed not to have been cast. After that deadline, only votes cast in person at the General Shareholders' Meeting by the shareholder or person legitimately representing him/her shall be counted.

The proxy may only cast the vote of the shareholder he/she represents. Whether appointed by post or electronic means, proxies must identify themselves in the venue of the meeting in its venue during the two hours preceding its scheduled start, using their National Identity Card or any other valid official document generally accepted for such purpose accompanied by a copy of the attendance card issued by the Iberclear participant sent to the Company (by post), or the electronic document for appointing a proxy completed by the shareholder on the Company's website, so that the Company may check that the proxy has been properly appointed.

When shareholders exercise their right to vote or appoint a proxy remotely, their shares must be registered in their name in the relevant book entry register at least five days prior to the General Shareholders' Meeting.

Furthermore, the legitimacy of the proxy appointed or vote cast remotely is subject to a check of the shareholder's status, using the record provided by Iberclear. In the event of a difference between the number of shares reported by the shareholder appointing a proxy or casting their vote remotely, and the number of shares recorded in the book entry registers reported by Iberclear, for the purposes of the quorum and voting the number of shares reported by Iberclear shall be deemed valid, unless proven otherwise.

The proxy appointed or vote cast by post or electronic means may be expressly revoked by the

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shareholder using the same means as he/she employed to appoint the proxy or cast the vote within the established deadline.

Any shareholder appointing a proxy electronically is bound to notify the proxy that he/she has been appointed. When the shareholder appoints the Chair of the Board of Directors or the General Shareholders' Meeting, any Director, or the Secretary or Deputy Secretary of the Board of Directors as proxy, that notification is deemed to have been made when the Company receives that appointment electronically. The appointment must be accepted by the proxy, or it shall not be deemed valid.

Before his/her appointment, the proxy must notify the shareholder in detail of any conflict of interest. If any conflict of interest arises subsequent to the appointment and the represented shareholder has not been warned of its possible existence, the proxy must notify him/her immediately. In both cases, if the proxy does not receive precise new voting instructions on each of the matters on which he/she has to vote on behalf of the shareholder, the proxy must abstain from voting.

Pursuant to Articles 523 and 526 of the Spanish Companies Act [*Ley de Sociedades de Capital*], 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.

In the event that a shareholder appoints his/her proxy by post or electronically, but the message to the Company, the Chair or the directors does not include instructions on how the vote should be cast or raises concerns about the recipient or the scope of the proxy, it shall be construed that (i) 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 appointed jointly and severally as proxy; (ii) the proxy shall refer to all the proposals made by the Board of Directors; (iii) the proxy shall vote on those proposals in favour; and (iv) the proxy shall also extend to items which may be raised off the agenda, in respect of which the proxy shall vote in the manner which he/she believes is most favourable to the interests of the represented shareholder within the framework of the company's interests.

Likewise, any shareholder issuing his/her vote by post or electronically who does not mark any of the boxes provided for voting on agenda items, shall be deemed to wish to vote in favour of the respective proposals of the Board of Directors.

Proxy voting, remote voting and voting in person are subject to the following precedence rules:

- (i) If shareholders attending the General Shareholder's Meeting in person had previously appointed a proxy or voted remotely, whatever the media used, that appointment or vote shall be rendered null and void.

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- (ii) In the event that a shareholder appoints several proxies or casts several votes, the final proxy appointed or vote cast as received by the Company within the established deadline shall take precedence.
- (iii) Specifically, a vote cast through any remote means of communication shall render null and void any proxy appointed electronically or on printed paper, whether previously, in which case the proxy shall be deemed revoked, or subsequently, in which case the appointment shall be deemed not to have been made.
- (iv) Any proxy appointed or remote vote cast shall be rendered null and void should any sale of the shares entitling the shareholder to attend come to the attention of the Company.

The Company shall provide shareholders with the forms they may use to appoint a proxy or vote by post or electronically in accordance with the terms of this document on its website ([www.telepizza.com](http://www.telepizza.com)).

Any of the joint owners of a deposit of shares may vote, appoint a proxy or attend in person subject to the precedence rules established above. Pursuant to Article 126 of the Spanish Companies Act, it shall be construed that the joint owner performing an act (attending in person, appointing a proxy or voting remotely) at any given time is empowered by the other joint owners to exercise his/her rights as shareholder.

In the event that the shareholder is a legal person, it must notify the Company of any amendment or revocation of the powers enjoyed by its representative, the Company declining all responsibility until such notification is made.

The shareholder is exclusively responsible for guarding its electronic signature.

The electronic document completed by the shareholder through the Company's website using his/her recognised electronic signature, shall be deemed to be a tamper-proof electronic copy of the attendance and proxy card for the purposes of compliance with the Regulations of the General Shareholders' Meeting and the Articles of Association on appointing proxies and casting votes by electronic means.

The Company reserves the right to amend, suspend, cancel or restrict the remote voting and proxy appointment mechanisms for technical or security reasons. Furthermore, the Company reserves the right to request shareholders for any additional means of identification it deems appropriate to guarantee the identity of the participants, the authenticity of the vote cast or proxy appointed and, in general, the legal certainty of the General Shareholders' Meeting.

The Company shall not be liable for any damages incurred by the shareholder arising from faults, overloads, fallen lines, connection failures, malfunctions of the postal service or any other event of a similar nature beyond the control of the Company, which may prevent the use of the remote voting and proxy appointment mechanisms.

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### **PROTECTION OF PERSONAL DATA**

Pursuant to the 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.