



Parques Reunidos Servicios Centrales, S.A. (“**Parques Reunidos**” or the “**Company**”), pursuant to article 17 of Regulation (EU) 596/2014 on market abuse and article 228 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

Following the material fact regarding the call of the extraordinary General Shareholders Meeting made public yesterday, with registration number 268392, the Company hereby attaches the following documentation:

- (i) the notice calling the extraordinary General Shareholders Meeting to be held, presumably, next 4 October 2018 in first call;
- (ii) the proposed resolutions of the Board of Directors that may be adopted by the General Shareholders Meeting; and
- (iii) the required prior report issued by the Appointments and Remunerations Committee, on the proposed resolution submitted under item Two of the Agenda (Ratification of the appointment and re-election, where appropriate, of Mr Richard Golding as director, with the category of “other director”, for the statutory period of four years).

It is hereby reminded that the documents related to the General Shareholders Meeting of Parques Reunidos mentioned above may be consulted on the Company's website (www.parquesreunidos.com), which will also include the attendance, proxy and remote vote card model, among other documents.

In Madrid, on 27 July 2018

Parques Reunidos Servicios Centrales, S.A.



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PARQUES REUNIDOS SERVICIOS CENTRALES, S.A. EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OCTOBER 2018

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 Extraordinary General Shareholders Meeting to be held at calle del Príncipe de Vergara 187, Plaza de Rodrigo Uría, 28002 Madrid, on 4 October 2018 at 12:00 hours, on first call and, if there is no quorum, on second call, on the following day, 5 October 2018, at the same time and venue. The shareholder registration desks will open at 10:00 hours.

AGENDA

- First** Re-election, where appropriate, of KPMG Auditores, S.L. as auditor of the Company's accounts and of its consolidated group for the irregular three-month financial period ending on 31 December 2018.
- Second** Ratification of the appointment and re-election, where appropriate, of Mr Richard Golding as director, with the category of "other director", for the statutory period of four years.
- Third** Approval, where appropriate, of the acceleration of the vesting of all the rights over shares (Restricted Stock Units) granted to the former Chairman of the Board of Directors.
- Fourth** Delegation of powers to formalize and execute all the resolutions adopted by the Extraordinary General Shareholders Meeting, for their notarization as a public document and their interpretation, correction, complementation, development and registration.

RIGHT OF ATTENDANCE

Shareholders holding 300 or more shares may attend the Extraordinary 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.

The holders of a lower number of shares may delegate their representation to an individual with the right to attend, or may group together with other shareholders who are in the same situation, to obtain at least such number, appointing a representative among them. The aggragation shall be



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carried out specifically for each general meeting and shall be made 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 represents several shareholders may cast different votes, in line with the instructions given by each



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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 Chairman of the General Meeting, or the persons designated through the mediation of the Chairman, 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). 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 July 2018 through the Company's website (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 favor, 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). 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 July 2018, 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) 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 Chairman 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 Chairman 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 the cases described in sections b) and c) of article 526.1 of the Spanish Companies Act (removal, separation or discharge of directors, and the exercise of corporate liability action) which may be tabled outside the Agenda, in accordance with the law. Additionally, the Chairman of the Board of Directors, Mr Richard Golding may be in a situation of conflict of interest with respect to the Second item of the agenda (Ratification of the appointment and re-election, where appropriate, of Mr Richard Golding as director, with the category of "other 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 Chairman of the Board of Directors (or, in his absence, the Vice-Chairman 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 favor 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 Chairman of the Board of Directors and, if the Chairman 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



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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) 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 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



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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) 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 July 2018 and will close at 23:59 hours on 3 October 2018. 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 electronic representation was received, as well as, if applicable, the acceptance or rejection of the same.

PROPOSED RESOLUTIONS WITH RATIONALE

This being an extraordinary general shareholders meeting, shareholders representing at least 3% of share capital can, within five (5) days from 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.

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):

- The announcement of the calling of the General Shareholders Meeting.
- The total number of shares and voting rights on the date of the announcement.



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- The full text of the proposed resolutions to be adopted, where appropriate, by the Extraordinary General Shareholders Meeting of the Company regarding each item on the Agenda, as well as the corresponding mandatory reports issued by the Board of Directors and its Committees.
- The Articles of Association currently in force.
- The Regulations of the General Shareholders Meeting currently in force.
- The form or model of the attendance, proxy and remote voting card.
- 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.
- 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 Richard Golding, whose ratification and reelection as a director under the category of "other directors" has been proposed, including, among other details, the identity, curriculum vitae and category of the director.

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 all other documentation that is required to be made available to shareholders for this Extraordinary 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.



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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 tto 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), in the place and in the manner established for these 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



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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 proposed resolutions with their rationale, 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.

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 Extraordinary 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 Extraordinary General Shareholders Meeting will foreseeably be held at first call, i.e. on 4 October 2018 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), and through the corresponding significant even submitted to the Spanish Securities Market Commission.

All the information and documentation of the General Shareholders Meeting is also available to shareholders on the Company's website (www.parquesreunidos.com).

The personal data submitted by the shareholders to the Company to exercise their right to attend, delegate and vote at the General Shareholders Meeting or the data provided by the banks, broker-dealers and brokers where such shareholders have deposited their shares, through the institution responsible for recording the book entries, will be treated by the Company as responsible for the treatment with the purpose of managing the unfolding of, compliance with and control of the existing shareholder relationship regarding the convening and holding of the General Shareholders Meeting, as well as compliance with its legal obligations. This data shall be reported to the Notary who will attend and draw the minutes of the General Shareholders Meeting. The data treatment is necessary for the indicated purposes and its legal basis is the relationship as shareholder and compliance with legal obligations. The data shall be kept during the course of this relationship and, after that, during a period of six (6) years, solely to deal with any legal or contractual actions, unless, exceptionally, a greater prescription period applies.

In the event that the attendance or delegation card includes personal data referring to third parties, the shareholder must inform them of the information herein included with regard to the treatment of personal data and meet any other requirements that may be applicable for the correct



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assignment of the personal data to the Company without the Company undertaking any additional actions vis-à-vis the interested parties.

The holders of the data shall exercise their rights to access, rectify, remove, oppose, limit the treatment, portability and any other rights provided for in the regulations on data protection currently in force, in writing under the reference “Data Protection” (enclosing a photocopy of the Spanish National ID Card [D.N.I.] or applicable identification document) specifying the request, to the attention of the data protection delegate to the following email address, dpo@grpr.com, or the following postal address, Parques Reunidos Servicios Centrales, S.A., Paseo de la Castellana, 216, 28046, Madrid, Spain. Similarly, holders of data may file any complaint before the relevant data protection controlling authority.

In Madrid, on 27 July 2018

The Secretary non-member to the Board of Directors



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**PROPOSED RESOLUTIONS FOR THE OCTOBER 2018 EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS OF PARQUES REUNIDOS
SERVICIOS CENTRALES, S.A.**

ITEM ONE 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 irregular three-month financial period ending on 31 December 2018.

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 irregular three-month financial period ending on 31 December 2018, authorizing 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.

ITEM TWO ON THE AGENDA

Ratification of the appointment and re-election, where appropriate, of Mr Richard Golding as director, with the category of “other director”, for the statutory period of four years.

Ratify the resolution adopted by the Board of Directors on 17 July 2018, appointing Mr Richard Thomas Walter Sadler Golding, married, of legal age, of British nationality, with passport of his nationality number [...], in force, and Foreigners Identification Number [...], in force, with domicile for these purposes at Paseo de la Castellana, 216, planta 16, 28046 Madrid, Spain, as a member of the Board, under the category of “other directors”, by the co-option system to replace the former director Mr Peter Long—who was appointed as a director for a four year period on 13 April 2016—, and reappoint him as a director of the Company for the statutory period of four years, based on the Board of Directors’ proposal and with the favorable report of the Appointments and Remunerations Committee, under the category of “other directors”.

The proposed reappointment is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr Richard Thomas Walter Sadler Golding, as well as the report from the Appointments and Remuneration 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 Richard Thomas Walter Sadler Golding may accept his appointment by any means valid in law.



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ITEM THREE ON THE AGENDA

Approval, where appropriate, of the acceleration of the vesting of all the rights over shares (Restricted Stock Units) granted to the former President of the Board of Directors.

Based on the resolution proposed by the Board of Directors, prepared on the basis of the favorable report issued by the Appointments and Remunerations Committee, which understands that the objectives that justified the appointment of Mr Peter Long as an independent Director and Chairman of the Board in the context of the IPO have been achieved, the General Shareholders' Meeting of the Company resolves to consider that the sole and extraordinary share-based incentive granted to the independent directors of the Company, in the context of the IPO, through Restricted Stock Units —or RSUs— (the “**Share-based Incentive**”) is fully applicable to Mr Peter Long.

The Share-based Incentive was approved by the then sole shareholder of the Company, on 13 April 2016. The Share-based Incentive consisted in the granting of rights over shares in the Company through RSUs, to the independent directors (including Mr Peter Long), at the price of the IPO, for no consideration. The granting of the RSUs was linked to the directors accepting their corresponding appointments. Additionally, the effective granting of the shares in the context of the Share-based Incentive was subject to certain conditions being met, as set out in the prospectus on the Company's IPO dated 20 April 2016, approved by the Spanish National Securities Market Commission.

In this regard, the General Shareholders Meeting, based on the resolution proposed by the Board of Directors, prepared on the basis of the referred favorable report issued by the Appointments and Remunerations Committee, resolves to consider that the conditions to which the granting of the shares in the Company, under the Share-based Incentive, was subject have been met, and thus, expressly recognizes the acceleration of the vesting of the Share-based Incentive for Mr Peter Long.

Consequently, the General Shareholders Meeting recognizes all the RSUs and the shares corresponding to Mr Peter Long in accordance with the referred Share-based Incentive.

In view of the above, the Board of Directors is hereby empowered, with express authority for substitution, to carry out any necessary or merely convenient actions in relation to the execution



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and implementation of the delivery of shares to Mr Peter Long, as well as to execute and sign any private or public document needed to execute and implement the delivery of RSUs and shares.

ITEM FOUR ON THE AGENDA

Delegation of powers to formalize and execute all the resolutions adopted by the Extraordinary 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 Chief Executive, 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.

PROPOSAL AND REPORT BY THE BOARD OF DIRECTORS OF PARQUES REUNIDOS SERVICIOS CENTRALES, S.A. IN RELATION TO THE RATIFICATION AND RE-ELECTION OF MR RICHARD GOLDING AS DIRECTOR, WITH THE CATEGORY OF “OTHER EXTERNALS”, INCLUDED ON ITEM 2 OF THE AGENDA OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING TO BE HELD ON 4 OCTOBER AT THE FIRST CALL AND 5 OCTOBER 2018 AT THE 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 reinstated 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 extraordinary General Shareholders Meeting of the company called for 4 October at the first call and 5 October 2018 at the second call, under item 7.1 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 Remuneration 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 Richard Golding as director of the Company, with the category of “other externals”; 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 Remuneration Committee.

The report by the Appointments and Remuneration 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 Richard Golding as a director of the Company, with the category of “other externals”, which has been approved by the members of the Board at their meeting held on 26 July 2018.

2. JUSTIFICATION OF THE PROPOSAL

2.1 Professional and personal background

Mr Golding is a graduate in Business Administration from London Thames University. He has held a number of positions during his career, including Marketing Manager at Cadbury Schweppes, and Chairman, member of the Board of Directors and Regional Chief Executive Officer at RJR Nabisco. He has also been Chief Executive Officer of Dorna Promoción del Deporte; Chairman, Executive Chairman¹ and member of the Board of Directors of the Company and President of Memora Group.

He is currently a director at Distribuidora Internacional de Alimentación, S.A. (DIA), operating partner consultant at Hill Path Capital and an industry advisor at Advent International.

To sum up, in the opinion of this Board of Directors, the candidate is a person with renowned prestige and professional competence who meets the requirements of renowned honourability, suitability, professional ability, competence, experience, qualifications, education, availability and commitment that are inherent and necessary to continue as Company director, as established by the Company’s Directors Selection Policy.

¹ The position of Executive Chairman was not equivalent to the position of Chairman of the Board of Directors. The position of Executive Chairman comprised the Company’s institutional representation and all the powers of a general proxy.

2.2 Report by the Appointments and Remuneration Committee and evaluation of the candidate

At the beginning of July 2018, as soon as the members of the Board of Directors became aware of Mr Peter Long's intention to resign from all his positions at the Company, the Board of Directors began the corresponding process to assess the appointment of a director to fill the eventual vacancy. Following several conversations among the members of the Board, it was proposed to fill this vacancy through the appointment of Mr Richard Golding as a director, with the category of "other externals", and as Chairman of the Board of Directors.

The Board of Directors, at the meeting held on 17 July 2018, resolved to appoint Mr Richard Golding as director of the Company, through the co-option procedure, and as Chairman of the Board of Directors. Mr Golding, who attended the meeting personally, accepted the referred appointments.

In this regard, the Appointments and Remuneration Committee issued the required prior report with a favourable opinion on the proposed designation of Mr Richard Golding as a director of the Company, with the category of "other externals", and Chairman of the Board, in view of the following factors, among other:

- (i) the candidate's deep knowledge of the leisure park industry and of the Company's business, given his strong track record as Executive Chairman and member of the Board of Directors of the Company until February 2014, and considering that he has been providing consulting services to the Company, until his appointment as director;
- (ii) his potential contributions as director, giving his point of view and deep knowledge of the leisure park industry;
- (iii) 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 "other externals";
- (iv) 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 supervision currently carried out by the Board of Directors; and

- (v) the needs of the Board of Directors with respect to the current qualitative and quantitative composition.

All the above made clear that his designation as director of the Company would provide significant advantages to this management body, and thus, the Committee proposed him as director of the Company by means of the co-optation procedure. As anticipated, Mr Golding's appointments as director of the Company was approved by the members of the Board at the meeting held on 17 July 2018.

Simultaneously, and in view of the imminent announcement of the extraordinary General Shareholders Meeting of the Company which will decide on the ratification and re-election of Mr Richard Golding as director of the Company, the Appointments and Remunerations Committee, based on the above, issued a favourable report on the imminent proposal on the ratification and re-election of the referred director.

The Board accepts the report from the Appointments and Remuneration Committee, considering that the professional profile of Mr Richard Golding, 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.

It is hereby stated that Mr Golding abstained from deliberating and voting in relation to the report issued by 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 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 Richard Golding accredit his competence and merits to serve in the position of director. His strong track record and extensive knowledge of the leisure park industry and of the Company's business guarantee appropriate continuity in the management of the Company's interests. In particular, the Board of Directors has taken into consideration his extensive knowledge of the Company's industry and portfolio, since he held the positions of Executive Chairman and member of the Board of Directors of the Company through February 2014, and has provided consulting services to the Company until his appointment.

Because of the above, as well as the reasons given by the Appointments and Remuneration Committee for this designation (which this body accepts), the Board of Directors considers the ratification and re-election of Mr Richard Golding 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

M. Richard Golding does not perform executive duties nor does he represent any of the shareholders at the Board of Directors. Therefore, pursuant to the applicable laws, he is not deemed to be an executive or a proprietary director.

Also, the Board, in line with the considerations made by the Appointments and Remunerations Committee, has taken into consideration that Mr Golding has provided consulting services to the Company through his appointment as director by means of the co-option procedure. However, the Committee understands that such professional relationship is in no way relevant—for the purposes of the applicable laws—for the candidate or for the Company. Therefore, pursuant to section 4.e) of article 529 duodecies of the Spanish Companies Law, the preceding circumstance would not per se prevent the candidate from qualifying as an independent director.

However, this Committee has considered that Mr Richard Golding was a member of the Board of Directors and Executive Chairman of the Company until February 2014. Therefore, pursuant to section 4.a) of article 529 duodecies of the Spanish Companies Law, the candidate

shall not be considered as an independent director until the five-year period provided for in the cited article has elapsed.

Consequently, Mr Richard Golding shall be assigned to the category “other external directors”.

Notwithstanding the above, and considering the reasons that prevent the candidate from qualifying as an independent director, the Company intends to review the category assigned to Mr Richard Golding early in 2019, once the five-year period provided for in section 4.a) of article 529 duodecies of the Spanish Companies Law from the date of his resignation as Executive Chairman and member of the Board of Directors of the Company in February 2014 has elapsed.

2.5 Conclusions of the Board of Directors

Given the above, the Board of Directors considers the appointment justified and proposes that Mr Richard Golding be ratified and re-elected as director of the Company, with the category of “other externals”, for the statutory period of four years. The Board of Directors proposes his ratification and re-election to the extraordinary General Shareholders Meeting to be held on 4 or 5 October 2018 at the first or second call, respectively, under item 2 of the agenda.

3. PROPOSED RESOLUTION

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

“ITEM TWO ON THE AGENDA

Ratification of the appointment and re-election, where appropriate, of Mr Richard Golding as director, with the category of “other director”, for the statutory period of four years.

Ratify the resolution adopted by the Board of Directors on 17 July 2018, appointing Mr Richard Thomas Walter Sadler Golding, married, of legal age, of British nationality, with passport of his nationality number [...], in force, and Foreigners Identification Number [...], in force, with domicile for these purposes at Paseo de la Castellana, 216, planta 16, 28046 Madrid, Spain, as a member of the Board, under the category of “other directors”, by the co-



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option system to replace the former director Mr Peter Long—who was appointed as a director for a four year period on 13 April 2016—and reappoint him as a director of the Company for the statutory period of four years, based on the Board of Directors’ proposal and with the favorable report of the Appointments and Remunerations Committee, under the category of “other directors”.

The proposed reappointment is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr Richard Thomas Walter Sadler Golding, as well as the report from the Appointments and Remuneration 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 Richard Thomas Walter Sadler Golding may accept his appointment by any means valid in law.”

Madrid, 26 July 2018.

ANNEX

REPORT PREPARED BY THE APPOINTMENTS AND REMUNERATION COMMITTEE OF PARQUES REUNIDOS SERVICIOS CENTRALES, S.A. IN RELATION TO THE RATIFICATION AND RE-ELECTION OF MR RICHARD GOLDING AS DIRECTOR OF THE COMPANY, WITH THE CATEGORY OF “OTHER EXTERNALS”, IN VIEW OF THE IMMINENT EXTRAORDINARY GENERAL SHAREHOLDERS MEETING TO BE HELD ON OCTOBER 2018

1. INTRODUCTION

The Board of Directors is assessing the potential appointment of Mr Richard Golding as director of the Company, by means of the co-option procedure, to fill the upcoming vacancy on the Board of Directors of the Parques Reunidos Servicios Centrales, S.A. (the “**Company**”) and on the position of Chairman of the Board of Directors, as a result of Mr Peter Long’s imminent resignation from all the positions he holds at the Company.

In the event that the Board of Directors resolves to appoint Mr Richard Golding as director of the Company through the co-options procedure, and in view of the imminent extraordinary general Shareholders Meeting of the Company, the Board of Directors of the Company shall propose the ratification and re-election of Mr Richard Golding as director of the Company to the referred General Meeting, which is expected to be held on October 2018-

In accordance with the provisions of paragraph 6 of article 529 *decies* of the reinstated 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 Remuneration Committee.

In this regard, the Appointments and Remunerations Committee has issued, on the same date, the corresponding report regarding the appointment of Mr Richard Golding as director of the Company, through the co-option procedure.

Since it is not foreseeably feasible for the members of the Appointments and Remunerations Committee to meet before the extraordinary General Shareholders Meeting of the Company mentioned above is held, this report is issued pursuant to section 6 of article 529 *decies* of the

Spanish Companies Law, regarding the need for the Appointments and Remunerations Committee to report the proposals to ratify and re-elect the directors which are not considered as independent directors. As such, the Appointments and Remunerations Committee issues this report to justify the eventual proposal on the ratification and re-election that the Board of Directors would submit for the approval of the upcoming extraordinary General Shareholders Meeting, which is expected to be held on October 2018.

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 Law, in connection with the eventual proposal on the ratification and re-election that the Board of Directors would submit for the approval of the upcoming extraordinary General Shareholders Meeting, which is expected to be held on October 2018.

3. ASPECTS CONSIDERED BY THE APPOINTMENTS AND REMUNERATION COMMITTEE

As soon as the members of the Board of Directors became aware of Mr Peter Long's intention to resign from his positions as director of the Company and Chairman of the Board of Directors, the Board of Directors began the corresponding process to assess the appointment of a director to fill the upcoming vacancy. Following several conversations among the members of the Board, it was proposed to fill this vacancy through the appointment of Mr Richard Golding as director, with the category of "other externals", and as Chairman of the Board of Directors.

Additionally, the Appointments and Remunerations Committee carried out an analysis of the needs of the Board, on the basis of the Company's Directors Selection Policy. Taking into account the foregoing, and considering the shareholding structure and the maximum number of Board members currently fixed, the Committee has concluded that, a new non-executive director—other than a proprietary director—must be appointed. This director will be appointed by means of the co-option (*cooptación*) system to fill Mr Peter Long's imminent vacancy, who was appointed as director of the Company for a four-year term on 13 April 2016.

In this regard, this Committee has taken into consideration:

- (vi) the candidate's deep knowledge of the leisure park industry and of the Company's business, given his strong track record as Executive Chairman¹ and member of the Board of Directors of the Company until February 2014, and his current position as external consultant for the Company;
- (vii) his potential contributions as director, giving his point of view and deep knowledge of the leisure park industry;
- (viii) 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 "other externals";
- (ix) 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 supervision currently carried out by the Board of Directors; and
- (x) the needs of the Board of Directors with respect to the members who make it up.

Therefore, the Committee considers that Mr Richard Golding's professional profile, career and international recognition prove that he possesses 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

¹ The position of Executive Chairman was not equivalent to the position of Chairman of the Board of Directors. The position of Executive Chairman comprised the Company's institutional representation and all the powers of a general proxy.

4. CONCLUSIONS OF THE APPOINTMENTS AND REMUNERATION COMMITTEE.

In light of the above, the Appointments and Remuneration Committee considers the appointment of Mr Richard Golding justified and issues a favourable report on his ratification and reappointment as director of the Company, thus supporting the potential proposal of the Board of Directors to be submitted to the extraordinary General Shareholders Meeting of the Company to be held in October 2018.

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

Mr Richard Golding will not perform executive duties nor will he represent any of the shareholders at the Board of Directors. Therefore, he will not be deemed to be an executive or a proprietary director.

Also, this Committee has taken into consideration that Mr Golding currently provides consulting services to the Company. However, the Committee understands that such professional relationship is in no way relevant for the candidate or for the Company. Therefore, pursuant to section 4.e) of article 529 duodecies of the Spanish Companies Law, the preceding circumstance would not per se prevent the candidate from qualifying as an independent director.

However, this Committee has considered that M. Richard Golding was a member of the Board of Directors and Executive Chairman of the Company until February 2014. Therefore, pursuant to section 4.a) of article 529 duodecies of the Spanish Companies Law, the candidate shall not be considered as an independent director until the five-year period provided for in the cited article has elapsed.

Consequently, Mr Richard Golding shall be assigned to the category “other external directors”.

Notwithstanding the above, and considering the reasons that prevent the candidate from qualifying as an independent director, the Company intends to review the category assigned to Mr Richard Golding early in 2019, once the five-year period provided for in section 4.a) of article 529 duodecies of the Spanish Companies Law from the date of his resignation as



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Executive Chairman and member of the Board of Directors of the Company in February 2014 has elapsed.

Madrid, 17 July 2018.