

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

1. INTRODUCTION

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

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

2. IN-FORCE PERIOD

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

3. AMENDMENT PROPOSAL

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

4. CONCLUSIONS

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

Madrid, 26 February 2019