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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.