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**PROPOSED RESOLUTIONS FOR THE ORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF PARQUES REUNIDOS SERVICIOS CENTRALES, S.A. TO  
BE HELD ON MARCH 2019**

**ITEM ONE ON THE AGENDA**

**Review and, where appropriate, approval of the individual annual accounts of the Company and the consolidated accounts including its subsidiaries, corresponding to the year ended 30 September 2018.**

Approve the individual annual accounts of Parques Reunidos Servicios Centrales, S.A. (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the consolidated accounts including its subsidiaries (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes), corresponding to the financial year ended on 30 September 2018, as prepared by the Board of Directors at its meeting on 27 November 2018.



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## ITEM TWO ON THE AGENDA

**Review and, where appropriate, approval of the Company's individual management reports and the consolidated report including its subsidiaries, corresponding to the year ended 30 September 2018.**

Approve the individual management report of Parques Reunidos Servicios Centrales, S.A. and the consolidated report including the Company's subsidiaries corresponding to the financial year ended on 30 September 2018, as prepared by the Board of Directors at its meeting on 27 November 2018.



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### ITEM THREE ON THE AGENDA

**Review and, where appropriate, approval of the management and activity of the Board of Directors in the year ended on 30 September 2018.**

Approve the management and activity carried out by the Board of Directors of Parques Reunidos Servicios Centrales, S.A. in the financial year ended on 30 September 2018.



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#### ITEM FOUR ON THE AGENDA

**Review and, where appropriate, approval of the proposal to distribute the individual income corresponding to the year ended on 30 September 2018.**

Approve the proposal to distribute the net income of Parques Reunidos Servicios Centrales, S.A., including payment of the dividend, as formulated by the Board of Directors at its meeting held on 27 November 2018, and specified below:

Distribute a dividend against the net income for the year ended on 30 September 2018 in the gross amount of 0.2477 euros per share of Parques Reunidos Servicios Centrales, S.A that is eligible for payment and in circulation at the date on which the corresponding payment is made.

The dividend payment mentioned above is expected to take place on the second half of July. The distribution of the dividend will be made through Banco Santander, S.A., in accordance with the governing rules of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear). The Board of Directors will be granted authorisation, with express power of substitution, to set the specific date of the dividend payment and carry out any other actions that are necessary or convenient to ensure the distribution is carried out properly.

The distribution base and resulting distribution (in thousands of euros) is as follows:

**Distribution base**

Net Income for the year ended on 30 September 2018:..... 58,473,783.97

**Distribution**

To legal reserve:..... 0

To voluntary reserves (minimum amount applicable, depending on the number of shares that have the right to receive a dividend and that are in circulation at the date on which the corresponding payment is made):..... 38,473,783.97

To dividends (maximum amount to distribute corresponding to a fixed dividend of 0.2477 gross euros per share to all the 80,742,044 ordinary shares in circulation at this date):..... 20,000.00

**TOTAL..... 58,473,783.97**



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#### ITEM FIVE ON THE AGENDA

**Review and, where appropriate, approval of the individual annual accounts of the Company and the consolidated accounts including its subsidiaries, corresponding to the three-months financial year ended on 31 December 2018.**

Approve the individual annual accounts of Parques Reunidos Servicios Centrales, S.A. (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the consolidated accounts including its subsidiaries (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes), corresponding to the three-months financial year ended on 31 December 2018, as prepared by the Board of Directors at its meeting on 26 February 2019.



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#### ITEM SIX ON THE AGENDA

**Review and, where appropriate, approval of the Company's individual management reports and the consolidated report including its subsidiaries, except for the non-financial information, corresponding to the three-months financial year ended on 31 December 2018.**

Approve the individual management report of Parques Reunidos Servicios Centrales, S.A. and the consolidated report including the Company's subsidiaries, except for the non-financial information that its reviewed and approved under item seven of the agenda, corresponding to the three-months financial year ended on 31 December 2018, as prepared by the Board of Directors at its meeting on 26 February 2019.



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#### ITEM SEVEN ON THE AGENDA

**Review and, where appropriate, approval of the consolidated non-financial information of the Company included in the consolidated management report corresponding to the three-months financial year ended on 31 December 2018.**

Approve the consolidated non-financial information of Parques Reunidos Servicios Centrales, S.A., in accordance with that envisaged in article 44 of the Commercial Code, corresponding to the three-months financial year ended on 31 December 2018, included in the consolidated management report including Parques Reunidos Servicios Centrales, S.A.'s subsidiaries, corresponding to the referred financial year.



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## ITEM EIGHT ON THE AGENDA

**Review and, where appropriate, approval of the management and activity of the Board of Directors in the three-months financial year ended on 31 December 2018.**

Approve the management and activity carried out by the Board of Directors of Parques Reunidos Servicios Centrales, S.A. in the three-months financial year ended on 31 December 2018.



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#### ITEM NINE ON THE AGENDA

**Review and, where appropriate, approval of the proposal to distribute the individual income corresponding to the three-months financial year ended on 31 December 2018.**

Approve the proposal to distribute the net income of Parques Reunidos Servicios Centrales, S.A., as formulated by the Board of Directors at its meeting held on 26 February 2019, in accordance with which the application of the Company's individual result is approved in order to entirely allocate it to voluntary reserves.



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#### ITEM TEN 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 financial year ended on 31 December 2019.**

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 year ended on 31 December 2019, authorising 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.



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#### ITEM ELEVEN ON THE AGENDA

**Ratification, where appropriate, of the appointment and reelection of Mr José Díaz Gómez as director, with the category of executive director, for the statutory period of four years.**

Ratify the resolution adopted by the Board of Directors at its meeting held on 28 January 2018 by virtue of which it designated Mr José Díaz Gómez, of legal age, of Spanish nationality with Spanish Id. number [...] in force and with domicile for these purposes at Paseo de la Castellana, 216, planta 16, 28046 Madrid, Spain, as executive director by the co-option system; and based on the proposal of the Board of Directors and with the favourable report of the Appointments and Remunerations Committee, re-elect him as director of the Company with the category of “executive director” for the statutory period of four years.

The proposed reappointment is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr José Díaz Gómez, as well as the report from the Appointments and Remunerations 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 José Díaz Gómez may accept his appointment by any means valid in law.



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## ITEM TWELVE ON THE AGENDA

**Ratification, where appropriate, of the appointment and reelection of Mr. Jonathan Rubinstein as director, with the category of proprietary director, for the statutory period of four years.**

Ratify the resolution adopted by the Board of Directors at its meeting held on 26 February 2019 by virtue of which it designated Mr. Jonathan Rubinstein, of legal age, of Belgian nationality, with Passport number [...] in force of its nationality and with domicile for these purposes at Paseo de la Castellana, 216, 28046, Madrid, Spain, as member of the Board of Directors, with the category of proprietary director; and, at the proposal of the Board of Directors and with the favourable report from the Appointment and Remunerations Committee, re-elect him as director of the Company with the category of proprietary director for the statutory period of four years.

The proposed re-election is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr. Jonathan Rubinstein, as well as the referred report from the Appointments and Remunerations Committee. These reports have been made available to the shareholders as from the publication of the notice of the General Meeting of Shareholders.

Mr. Jonathan Rubinstein may accept his appointment by any means valid in law.



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### ITEM THIRTEEN ON THE AGENDA

#### **Approval, where appropriate, of the grant of stock options to the Chief Executive Officer for the purposes of the new Long Term Incentive Plan of the Company.**

Approve, pursuant to article 219 of the Spanish Companies Act, as well as article 30.6 of the Bylaws of the Company, the implementation of a new Long-Term Incentive Plan for the benefit of the Chief Executive Officer (the “**LTIP 2019**”), which will be paid through the granting of stock options on Company’s shares, and which has been approved by the Board of Directors of the Company, after the proposal of the Appointments and Remunerations Committee, pursuant to the following terms and conditions:

- i. Beneficiaries: The Chief Executive Officer of the Company.
- ii. Maximum number of options granted: The Chief Executive Officer is entitled to receive 571,625 options within the LTIP 2019.
- iii. Exercise price: The exercise price of the stock options handed over within the framework of the LTIP 2019 will be 11.50 euros (“**Exercise Price**”).
- iv. Settlement procedure and reference value: Each stock option will give 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 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. The options will be settled in shares in Parques Reunidos. 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 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



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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.

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.

- v. Term of the LTIP 2019: 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.
- vi. Loss of the stock options: In the event that the Chief Executive Officer ceases as director of the Company before the ending of the Consolidation Period, either by reason of his resignation (except for fair reason) or termination, the Chief Executive Officer shall lost the right to exercise the stock options received, unless such termination takes place as a consequence of the unilateral termination by the Company of the service provision contract with the executive director for reasons other than those which would have



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justified a disciplinary dismissal (in case the executive directors relation had been an employment relation).

- vii. Characteristics of the shares: The shares deriving from the settlement, where appropriate, of the LTIP 2019 shall be delivered to the beneficiary through a book-entry or the applicable trading procedure, where appropriate, in his corresponding securities account. The shares received through this LTIP 2019 shall be fully paid in, admitted to trading, free of any charges or liens, and their holders shall not remain subject to any limitations or restrictions not applicable to the generality of the shareholders of the Company, either by a contractual provisions, or one of statutory or legal nature. Such shares shall be of the same class and series as those currently outstanding.
- viii. Delegation of authority: It is resolved to delegate to the Board of Directors of the Company, with express powers to sub delegate, such powers as may be necessary to implement, develop, execute and pay the LTIP 2019, taking whatever resolutions and signing whatever public or private documents which may be necessary or appropriate for its full effectiveness, including, but not limited to, the following powers:
- a) Amend, rectify, modify or complement this resolution.
  - b) Set the terms and conditions of the LTIP 2019 with respect to the points not covered in this resolution.
  - c) Formalize and implement the LTIP 2019 in the form which may deem convenient, carrying out all the actions necessary for the better implementation of the same and, in particular, to approve, where appropriate, the regulation of the LTIP 2019 or any other document by means of which the granting of the LTIP 2019 is to be formalized.
  - d) Adjust the content of the LTIP 2019 to the circumstances and corporate operations which may take place during the term of the same, in the terms and conditions which may be deemed necessary or appropriate at any given moment to preserve the purpose of the LTIP 2019.

- e) Formulate and implement the LTIP 2019 in the form which it may deem appropriate, taking whatever measures necessary or appropriate for its better implementation.
- f) Draft, sign and submit any communication and document, either public or private, which it may deem necessary or appropriate by any public or private body for the implementation and execution of the LTIP 2019 including relevant events before the CNMV and other bodies.
- g) Carry out any action, perform any declaration or carry out any proceeding before any body, public entity, agency, registry or private entity, to obtain any authorization or verification necessary for the implementation and execution of the LTIP 2019.
- h) Carry out the settlement of the LTIP 2019.
- i) And, in general, carry out whatever action and sign whatever document which it may deem necessary or convenient for the validity, effectiveness, implementation, development and execution of the LTIP 2019.



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#### ITEM FOURTEEN ON THE AGENDA

**Approval, where appropriate of the amendment to the directors remuneration policy, applicable to the financial year 2019.**

Approve, in accordance with the provisions of Article 529 novodecies of the Spanish Companies Act, and in concordance with the motivated proposal issued by the Board of Directors, accompanied by the mandatory report issued by the Appointments and Remunerations Committee, the amendment of the remuneration policy of the members of the Board of Directors of the Company, applicable for the fiscal year 2019, regarding certain amendments in connection with, among others, the annual remuneration of the Chairman of the Board of Directors, the maximum annual global remuneration of the directors in their capacity as such, the new long term incentive plan of the Company and the variable remuneration of the Chief Executive Officer.

In relation to the remuneration of the Chairman of the Board of Directors, it is agreed to set his annual remuneration in the amount of 500,000 euros, of which 100,000 euros will be paid in shares of the Company at the end of each financial year. The total number of shares to be received by the Chairman of the Board of Directors will be equal to the result of dividing the amount of the remuneration payable in shares (i.e. 100,000 euros per annum) by the listing price of the shares at the time of payment (rounding down).

Likewise, it is hereby stated that the amendment includes a remuneration system that consist of the granting of stock options over Company shares. This system is also submitted to the General Meeting under item 13.

Due to these amendments, the consolidated text of the Remuneration Policy of the Directors of the Company is hereby approved, which text was made available to all shareholders as from the announcement of General Shareholders Meeting's call.



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## ITEM FIFTEEN ON THE AGENDA

**Approval, where appropriate, of the maximum annual global remuneration of the directors in their capacity as such.**

The General Shareholders Meeting resolves to set, pursuant to the provisions of the Bylaws and for an indefinite term as long as the General Meeting does not agree otherwise, the maximum amount of annual remuneration of the Board members in their capacity as directors up to an amount of 1,800,000 euros, for the fixed annual allocation, assistance allowance, remuneration in shares or linked to their performance. It is hereby stated that such amount constitutes a maximum amount which is set pursuant to the Company's Remuneration Policy.

For the avoidance of doubt, it is expressly stated that such amount does not include the remuneration for the fixed salary and variable remuneration, or for other concept, corresponding to the executive directors, pursuant to the Bylaws of the Company.

The distribution of the same between the diverse directors shall be determined by resolution of the Board of Directors, taking into consideration the provisions of the Remuneration Policy, the roles and responsibilities attributed to each director, the membership of the Board's commissions and other objective circumstances which may deem appropriate.



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## ITEM SIXTEEN ON THE AGENDA

**Delegation of powers to formalize and execute all the resolutions adopted by the 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 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.



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## ITEM SEVENTEEN ON THE AGENDA

### **Consultative vote on the annual report on the remuneration of directors for the financial year ended on the 30 September 2018.**

Give advisory approval to the Annual Report on the Remuneration of Board Members corresponding to the year ended on 30 September 2018, whose complete text was made available for shareholders together with the rest of the documentation relating to the General Meeting of Shareholders on the publication date of the announcement of the calling of the General Meeting of Shareholders.



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## ITEM EIGHTEEN ON THE AGENDA

### **Consultative vote on the annual report on the remuneration of directors for the financial year ended on the 31 December 2018.**

Give advisory approval to the Annual Report on the Remuneration of Board Members corresponding to the year ended on 31 December 2018, whose complete text was made available for shareholders together with the rest of the documentation relating to the General Meeting of Shareholders on the publication date of the announcement of the calling of the General Meeting of Shareholders.