

**PROPOSAL AND REPORT BY THE BOARD OF DIRECTORS OF PARQUES  
REUNIDOS SERVICIOS CENTRALES, S.A. IN RELATION TO THE  
RATIFICATION AND RE-ELECTION AS PROPRIETARY DIRECTOR OF MR.  
JONATHAN RUBINSTEIN, INCLUDED ON ITEM TWELVE OF THE AGENDA  
OF THE GENERAL SHAREHOLDERS MEETING TO BE HELD ON 28 APRIL  
ON FIRST CALL AND 29 MARCH 2019 ON 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 consolidated 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 General Shareholders Meeting of the Company called for 28 March on first call and 29 March 2019 on second call, under item twelve 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 Remunerations 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. Jonathan Rubinstein as director of the Company, with the category of proprietary director; 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 Remunerations Committee.

The report by the Appointments and Remunerations 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. Jonathan Rubinstein as a proprietary director of the Company, which has been approved by the members of the Board at its meeting on 26 February 2019.

## **2. JUSTIFICATION OF THE PROPOSAL**

### **2.1 Professional and personal background**

Mr. Jonathan Rubinstein currently works as a member of the investment team within Groupe Bruxelles Lambert, one of the largest shareholders of the Company as previously stated in this report. He began his career at Lazard in their M&A department in Brussels. He joined GBL in 2016, where he has been working on investments such as Burberry, Umicore and Imerys.

As for his academic training, he graduated *summa cum laude* from the Master in Business Engineering at Solvay Brussels School.

### **2.2 Report by the Appointments and Remunerations Committee and evaluation of the candidate**

The Board of Directors, analysed the possibility to appoint Mr. Jonathan Rubinstein as member of the Board of Directors by means of the co-option system due to:

- (i) the possibility of a vacancy in the Board of Directors occurring after the resignation tendered by Mr. Colin Hall —proprietary director, appointed by means of the co-option system on 25 April 2017 and ratified by the General Shareholders Meeting on 21 March 2018, as proposed by Groupe Bruxelles Lambert—, who has expressed its intention to resign;
- (ii) Groupe Bruxelles Lambert's current stake in the Company, that is, 20.997% of the Company's share capital according to the information published on the Spanish National Securities Market Commission's web page ([www.cnmv.es](http://www.cnmv.es));
- (iii) the intention of the aforementioned shareholder to replace one of the proprietary directors representing him on the Board of Directors, in accordance with the principle

of proportionality between the share interest and the representation on the Board of Directors, as envisaged in the Good Governance Code.

Taking into account the abovementioned, and considering the composition of the Board of Directors after the resignation and the shareholding structure of the Company, the Appointments and Remunerations Committee considered necessary to appoint, by means of the co-option system, a proprietary director representing Groupe Bruxelles Lambert — especially after verifying that the stake of the referred shareholder exceeds what would be needed to appoint another director under the proportional representation system, as envisaged in article 243 of the Spanish Companies Act—. The vacancy has been filled by Mr. Jonathan Rubinstein, as proprietary director representing Groupe Bruxelles Lambert.

In this regard, the Appointments and Remunerations Committee has issued the required prior report with a favourable opinion on the proposed designation of Mr. Jonathan Rubinstein as proprietary director of the Company, in view of, among other factors:

- (i) the structure and composition of the Board of Directors after Mr. Colin Hall's resignation and the current shareholding structure of the Company;
- (ii) the receipt of positive responses from the other directors, and particularly the independent directors, with respect to the appointment of Mr. Jonathan Rubinstein as proprietary director of the Company;
- (iii) Mr. Jonathan Rubinstein's potential contributions as proprietary director and as a representative of an institutional investor;
- (iv) Mr. Jonathan Rubinstein's highly qualified professional profile that is appropriate for performing the duties of proprietary director, and his demonstrable solvency and competence; and
- (v) the needs of the Board of Directors with respect to the members who make it up (specially, after Mr. Colin Hall's resignation).

All the above made clear that his designation as proprietary director of the Company would provide significant advantages to this management body, and thus, the Committee proposed

him as proprietary director of the Company by means of the co-option system, which has been approved by the members of the Board at its meeting on 26 February 2019.

To this effect, the Board accepts the report from the Appointments and Remunerations Committee regarding the ratification and re-election of the director, considering that the professional experience, profile and international track record of Mr. Jonathan Rubinstein, 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. Jonathan Rubinstein refrain from deliberating and voting in relation to the report of 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, among other, 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 professional experience, profile and CV of Mr. Jonathan Rubinstein accredits his competence and merits to serve in the position of director. His professional profile and profound knowledge guarantee appropriate continuity in the management of the Company's interests. Because of the above, as well as the reasons given by the Appointments and Remunerations Committee for this designation (which this body accepts) the Board of Directors considers the ratification and re-election of Mr. Jonathan Rubinstein 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

In accordance with the provisions of article 529 duodecies of the Spanish Companies Act, it is hereby stated that Mr. Jonathan Rubinstein represents a significant shareholder of the Company —Groupe Bruxelles Lambert— and, therefore, the candidate will have the category of proprietary director.

## 2.5 Conclusions of the Board of Directors

Given the above, the Board of Directors considers the appointment justified and proposes that Mr. Jonathan Rubinstein be ratified and re-elected director, with the category of proprietary director. The Board of Directors proposes his ratification and re-election to the General Shareholders Meeting to be held on 28 or 29 March 2019 on first or second call, respectively, under item twelve of the agenda.

## 3. PROPOSED RESOLUTION

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

### ***“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.*



*This document is a translation of an original text in Spanish. In case of any discrepancy between both texts, the Spanish version will prevail*

*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.”*

In Madrid, on 26 February 2019