

**PROPOSAL AND REPORT BY THE BOARD OF DIRECTORS OF PARQUES
REUNIDOS SERVICIOS CENTRALES, S.A. IN RELATION WITH THE
PROPOSED APPOINTMENT OF PIOLIN BIDCO, S.A.U. AS SOLE DIRECTOR,
INCLUDED ON ITEM TWO OF THE AGENDA OF THE GENERAL
SHAREHOLDERS MEETING TO BE HELD ON 29 OCTOBER 2019 AT THE
FIRST CALL AND 30 OCTOBER 2019 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 relation with the proposal submitted for approval to the General Shareholders Meeting of the Company called for 29 October 2019 at the first call and 30 October 2019 at the second call, under item Two of the agenda, and pursuant to 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**”), which provides that the proposal for the appointment of a director must in any event be accompanied by a report from the Board of Directors.

In this regard, the Board of Directors of the Company raises this proposal and report on the appointment of Piolin BidCo, S.A.U. as sole administrator of the Company and Mr. José Díaz Gómez as its individual representative (*representante persona física*), which has been approved by the members of the Board at their meeting on 26 September 2019.

2. JUSTIFICATION OF THE PROPOSAL

The Board of Directors raises this proposal at the request of Piolin BidCo, S.A.U., current controlling shareholder of the Company with a stake of approximately 86% in the share capital, being therefore the main shareholder of the Company. In addition, in the case of legal persons, the analysis of the suitability of the candidate must also be carried out with respect to the person proposed as his or her individual representative.

2.1 Appointment of Piolin BidCo, S.A.U.

The Board of Directors has taken into account that Piolin BidCo, S.A.U. is currently the largest shareholder of the Company, with an stable and controlling stake of approximately 86%, which directly holds and, therefore, maintains control of the group to which the Company belongs, as well as the modification of the structure of the management body, which was foreseen in the prospectus of the takeover bid for the shares of the Company made by Piolin BidCo, S.A.U..

2.2 Professional and personal background

Mr. José Díaz Gómez possesses a long professional career and a large experience in the leisure and entertainment sector. Throughout his professional career, Mr. Díaz has held relevant positions in companies across different sectors, among which can be highlighted his positions as Marketing & Loyalty General Manager in Continente –and later in Carrefour–, General Manager in AsproOcio, and Chief Executive Officer in Aurgi. In addition to the above, Mr. Díaz possesses a specially in-depth knowledge of the industry —given that he was General Manager at AsproOcio— and of the Company, given that between 2004 and 2013 he held the position of general manager and later on chief executive officer of Parques Reunidos.

Additionally, it must be noted that Mr. Díaz holds a degree in Law and in Business Administration by the Comillas Pontifical University (ICADE), with a Company Senior Management Programme (PADE) by the IESE.

Lastly, it should be highlighted that Mr. Díaz has been director and chief executive officer of the Company since he was appointed on 28 January 2019 and that the Board of Directors upholds the assessment made at the time of his appointment.

2.3 Justification

The fact that (i) Mr. Díaz is currently director and chief executive officer of the Company, (ii) the Board of Directors upholds the assessment made at the time of his appointment; (iii) the statements made by Piolin BidCo, S.A.U. in the prospectus of the takeover bid for the shares of the Company, as well as (iv) Piolin BidCo, S.A.U. is currently the controlling shareholder of the Company with a stake of approximately 86% of the share capital, justify, in the opinion of the Board of Directors, Piolin BidCo, S.A.U.’s proposal.

2.4 Conclusions of the Board of Directors

Given the above, the Board of Directors raises the proposal of the Company's controlling shareholder in order for Piolin BidCo, S.A.U. to be appointed as sole director, represented by Mr. José Díaz Gómez as its individual representative, all the foregoing subject to the effective delisting of the Company's shares. Consequently, the Board of Directors submits his appointment to the General Shareholders Meeting to be held on 29 or 30 October 2019 at the first or second call, respectively, under item Two 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

Management body: Amendment of the structure of the management body, acknowledgment of all directors' cessation and appointment of a sole director, all the foregoing subject to the effective delisting of the Company's shares:

[...]

Second B: Appointment of sole director.

It is agreed to appoint, as sole director of the Company for the statutory period of six years provided for in article 27 of the consolidated text of the Articles of Association approved under item Four G below, Piolin BidCo, S.A.U., a Spanish public limited company (sociedad anónima), with registered office at Paseo de la Castellana 216, 28046, Madrid, registered with the Commercial Registry of Madrid under volume (tomo) 39.007, page (folio) 50, section (sección) 8ª, sheet (hoja) M-693128 and holder of Spanish tax identification number (N.I.F) A-88350269. The referred appointment will be effective from the date of delisting of the Company's shares.

Piolin BidCo, S.A.U. has appointed José Victorio Díaz Gómez, of legal age, of Spanish nationality and with professional address at Paseo de la Castellana 216, 28046, Madrid as its individual representative (representante persona física) for the exercise of the functions inherent to the position of sole director of the Company.



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 appointment is accompanied by a supporting report from the Board of Directors. This report has been made available to the shareholders as from the publication of the notice of the General Meeting of Shareholders.

Piolin BidCo, S.A.U. and José Victorio Díaz Gómez may accept their appointments as sole director and as individual representative, respectively, by any means valid in law.

Pursuant to article 529 bis of the Spanish Companies Act, the effectiveness of this resolution is subject to the effective delisting of the Company's shares from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges.”

Madrid, 26 September 2019