

TELEPIZZA GROUP, S.A.

**BOARD OF DIRECTORS' REPORT SUPPORTING THE PROPOSED
RATIFICATION AND NOMINATION OF THE PROPRIETARY DIRECTOR**

24 MAY 2018

1. SCOPE OF THE REPORT

This report was prepared by the Board of Directors of Telepizza Group, S.A. (hereinafter, the “**Telepizza Group**” or the “**Company**”) in accordance with that stipulated in article 529. decies of the Spanish Limited Liability Companies Law, which requires the preparation of a supporting report that assesses the competence, experience and merits of the person whose ratification and appointment is submitted to the approval of the Company’s Ordinary General Shareholders’ Meeting, convened for 27 June 2018, at first call, and for the following day, 28 June 2018, at second call, as set forth in point Three of the Agenda.

In conformity with that set forth in this article, the ratification of the appointment by co-optation and nomination of Mr. Mark Alistair Porterfield Brown, assigned to the category of proprietary director, is submitted to the General Shareholders’ Meeting upon the proposal of the Appointments and Remunerations Committee.

Both the proposal and the report of the Appointments and Remunerations Committee are included as annexes to this report.

Additionally, for the purposes of article 518 e) of the Spanish Limited Liability Companies Law, this report contains information on the identity, curriculum vitae and category of the director whose ratification and appointment are proposed, and will be published, together with the annexed proposal and report of the Appointments and Remunerations Committee, on the Company’s web page (www.telepizza.com), as part of the documentation relating to the General Shareholders’ Meeting.

2. RATIFICATION OF THE APPOINTMENT BY CO-OPTATION AND NOMINATION OF MR. MARK ALISTAIR PORTERFIELD BROWN (POINT THREE ON THE AGENDA)

Professional profile

Mark Alistair Porterfield Brown is the co-director of KKR & Co. L.P.'s Special Situations Area in Europe. Before joining KKR in 2013, Mark occupied the post of Vice President in Deutsche Bank's Distressed Products area. He then joined GSO Capital Partners as Managing Director, leading daily operations in the management of the financial crisis in Europe.

Aside from the Telepizza Group, S.A., Mr. Mark Brown also sits on the Boards of Directors of Selecta, Hilding Anders and Petainer. Mr. Mark Brown was a member of the Company's Board of Directors (under its former company name of Foodco Pastries Spain, S.L.) and of that of Telepizza S.A.U. (Company subsidiary) from 2014 to 2016, a post which he gave up for personal reasons.

Mark Brown graduated from Stellenbosch University (South Africa) and has accredited financial and accounting analyst qualifications.

Director category

In his capacity as member of the Company's Board of Directors, Mr. Mark Alistair Porterfield Brown has the status of proprietary director, representing the shareholder KKR Credit Advisors (US) LLP, since he complies with the requirements stipulated in section 3 of article 529. duodecies of the Spanish Limited Liability Companies Law.

Experience, competence and merits

The Board of Directors endorses the report issued by the Appointments and Remunerations Committee, considering that Mr. Brown has successfully held several management positions that accredit that he has the adequate competences, experience and merits to hold the post of director, and has knowledge of the activities carried on by the Company in view of his membership of the Company's Board of Directors and that of its subsidiary from 2014 to 2016.

Proposal

To ratify the appointment by co-optation of Mr. Mark Alistair Porterfield Brown as a director, agreed by the Board of Directors at its meeting held on 22 June 2017, and to appoint him as director, in the statutory period of four years, following a favourable report from the Appointments and Remunerations Committee, with the category of proprietary director.

APPENDIX 1

Proposal to appoint Mr. Mark Alistair Porterfield Brown as proprietary director of Telepizza Group, S.A., brought by the Appointments and Remunerations Committee of Telepizza Group, S.A. in compliance with article 529. decies of the Spanish Limited Liability Companies Law.

Article 529 decies of the Spanish Limited Liability Companies Law states that the proposals for the appointment or re-election of Board members must be accompanied by a supporting report from the Board of Directors,

which assesses the competence, experience and merits of the proposed candidate. Proposals which, in the case of non-independent directors, must also be preceded by a report from the Appointments and Remuneration Committee.

In compliance with the foregoing requirement, the Appointments and Remuneration Committee resolved to submit this report to the Board of Directors, relating to the ratification of the appointment by co-optation and nomination of Mr. Mark Alistair Porterfield Brown as a member of the Board of Directors of Telepizza Group, S.A. (hereinafter, the “**Telepizza Group**” or the “**Company**”), with the status of proprietary director representing the shareholder KKR Credit Advisors (US) LLP.

By virtue of the co-optation powers legally attributed to it, upon the proposal of this Committee, the Company's Board of Directors appointed Mr. Mark Allistair Porterfield Brown as Company director on 22 June 2017, following the holding of the Ordinary General Shareholders' Meeting. It therefore remains to submit the ratification of such appointment to the next Ordinary General Shareholders' Meeting, as detailed below.

Suitability assessment

For the purpose of assessing the work and effective devotion of this director, it must be taken into account that the aforementioned appointment was effective on 22 June 2017 itself.

Below are the relevant considerations for the proposed ratification of this director as proprietary director. The information provided to the Company reveals that Mr. Brown has adequate knowledge and experience to exercise the functions of his post.

He graduated from Stellenbosch University (South Africa) and has accredited financial and accounting analyst qualifications.

Mr. Brown has considerable experience as a business manager and has occupied executive posts at various multinationals. He is currently the co-director of KKR & Co. L.P.'s Special Situations Area in Europe. Before joining KKR in 2013, Mr. Brown occupied the post of Vice President in Deutsche Bank's Distressed Products area. He

then joined GSO Capital Partners as Managing Director, leading daily operations in the management of the financial crisis in Europe.

Mr. Mark Brown was a member of the Company's Board of Directors (under its former company name of Foodco Pastries Spain, S.L.) and of that of Telepizza S.A.U. (Company subsidiary) from 2014 to 2016, a post which he gave up for personal reasons.

Mr. Mark Brown also sits on the Boards of Directors of Selecta, Hilding Anders and Petainer.

Director category

In his capacity as member of the Company's Board of Directors, Mr. Mark Alistair Porterfield Brown has the status of proprietary director, representing the shareholder KKR Credit Advisors (US) LLP, since he complies with the requirements stipulated in section 3 of article 529. duodecies of the Spanish Limited Liability Companies Law.

Conclusion

As a result of all of the foregoing, the Appointments and Remuneration Committee considers that Mr. Mark Alistair Porterfield Brown has the adequate knowledge, experience and merits to hold the post of member of the Board of Directors. Accordingly, it has resolved to submit its favourable report to the Board of Directors on the proposal of the Company's General Shareholders' Meeting to ratify Mr. Brown's appointment by co-optation and new nomination as a director for a four-year period, with the status of proprietary director.

24 May 2018