



TELEPIZZA GROUP, S.A.

ORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD
ON 21 JULY 2020 AT THE FIRST CALL,
OR ON 22 JULY AT THE SECOND CALL

1.- DRAFT RESOLUTION ON THE FIRST ITEM ON THE AGENDA: ANNUAL FINANCIAL STATEMENTS, MANAGEMENT REPORTS, DISTRIBUTION OF PROFITS AND COMPANY MANAGEMENT FOR 2019.

1.1.- Approval of the individual and consolidated Annual Financial Statements (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements) and the Management Report of the Company all of which refer to the year ended 31 December 2019, which yield a result of:

- a) Individual: a loss of €20,474,904.
- b) Consolidated: a loss of €54,885,488.

1.2. Approval of the proposed application of the loss of TELEPIZZA GROUP, S.A. for 2019 in the amount of €20,474,904, which would be transferred in full to the negative results of previous years.

1.3. Approval of the management developed by the Board of Directors in the 2019 financial year.

To empower the Chairman of the Board of Directors, Mr. Pablo Juantegui Azpilicueta, and the Secretary of the Board of Directors, Mr. Javier Gaspar Pardo de Andrade, without distinction and with powers of substitution, to deposit the annual financial statements, management reports and audit reports, both individual and consolidated, corresponding to the Company and its Group, and to issue the corresponding certificates, in accordance with the provisions of Article 279 of the Spanish Corporate Enterprises Act and Article 366 of the Commercial Registry Regulations.

2. DRAFT RESOLUTION ON THE SECOND ITEM ON THE AGENDA: APPOINTMENT OF AUDITOR.

Following the recommendation and preference formulated by the Board of Directors, it is proposed that the firm KPMG Auditores, S.L. be chosen as the Auditor of TELEPIZZA GROUP, S.A. for the 2020 financial year. The firm has its registered address in Madrid, at Paseo de la Castellana, 259 C and has Spanish Tax ID no. B-78510153, number S0702 in the Official Register of Accounts Auditors of Spain, and is registered in the Madrid Commercial Registry, volume 11,961, sheet 90, section 8, page M-188,007.



3. DRAFT RESOLUTION ON THE AGENDA ITEM: APPOINTMENT AND RE-ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

The following proposals shall be subject to a separate vote.

The Board of Directors proposes the appointment of Mr. Gabriele Questa, Mr. David Duggins and Mr. Christian Digemose, as Directors of the Company.

In all three cases, their identities and CVs are published on the website www.telepizza.com

It also proposes the re-election of Mr. Pablo Juantegui Azpilicueta and the company Tasty Bidco, S.L.U., as Directors of the Company.

It is proposed that the above-mentioned Directors be appointed and re-elected for the statutory period of four years, in accordance with Article 10 of the Articles of Association.

4.-DRAFT RESOLUTION ON THE AGENDAITEM : REVIEW AND APPROVAL OF THE MODIFICATION OF THE COMPANY NAME AND CONSEQUENTLY, AMENDMENT OF ARTICLE 1 OF THE ARTICLES OF ASSOCIATION.

It is proposed that the company name TELEPIZZA GROUP S.A. be changed to FOOD DELIVERY BRANDS GROUP, S.A., which entails the need to amend Article 1 of the Articles of Association.

This change is voluntary and its purpose is to be able to differentiate, on the one hand, the company name and, on the other hand, the registered trademarks, keeping the visibility and reputation of the “Telepizza” trademark unaltered and unchangeable.

It is also a matter of pursuing the Group to obtain an enhanced personality and project its leadership as a multi-brand group in the Food Delivery market worldwide.

By virtue of the foregoing, it is proposed that this resolution be adopted by amending the text of the Articles of Association in accordance with the foregoing.

The modified precept, in terms of its content, would be as follows:

Article 1. Company name. The Company is called “Telepizza Group, S.A.” (the “Company”) and is governed by these Articles of Association and, to the extent not provided for herein, by the applicable law.

5. DRAFT RESOLUTION ON THE AGENDA ITEM: DELEGATION OF POWERS TO THE BOARD OF DIRECTORS



Approval of the delegation in favour of each and every one of the members of the Board of Directors for the interpretation, application, execution, formalisation, development and, where appropriate, correction of the foregoing resolutions, as well as for the notarisation of all of the above if necessary.