

**ANNEX I**

**ANNUAL CORPORATE GOVERNANCE REPORT OF  
PUBLICLY TRADED COMPANIES**

**IDENTIFYING DATA OF ISSUER**

**CLOSING DATE OF THE FINANCIAL YEAR OF REFERENCE**

30/09/2016

**C.I.F.**

A84885441

**COMPANY NAME:**

PARQUES REUNIDOS SERVICIOS CENTRALES, S.A.

**REGISTERED ADDRESS:**

RECINTO PARQUE DE ATRACCIONES, CASA DE CAMPO S/N MADRID

**ANNUAL CORPORATE GOVERNANCE REPORT OF  
PUBLICLY TRADED COMPANIES**

**A. OWNERSHIP STRUCTURE**

**A.1 Complete the following table on the company's share capital:**

Last modification date	Share capital (€)	Number of shares	Number of voting rights
28/04/2016	40,371,022.00	80,742,044	80,742,044

Are there different types of shares with different associated rights?

YES  NO

**A.2 Provide details of the direct and indirect owners of significant holdings in your company at year end, excluding directors:**

Name of shareholder (person or company)	Number of direct voting rights	Number of Indirect voting rights	% of total voting rights
ARLE CAPITAL PARTNERS LIMITED	0	31,109,092	38.53%
CORPORACIÓN FINANCIERA ALBA, S.A.	0	8,078,386	10.01%
FIDELITY INTERNATIONAL LIMITED	0	947,107	1.17%
HENDERSON GROUP PLC	0	3,169,162	3.93%
MORGAN STANLEY	0	8,189,105	10.14%
SMITHFIELD CAPITAL (GUERNSEY) LIMITED	0	1,827,688	2.26%
VUVUZELA 1 LUXCO SARL	2,992,463	0	3.71%
VUVUZELA 2 LUXCO SARL	2,992,463	0	3.71%

Name of indirect shareholder (person or company)	Through: Name of direct shareholder (person or company)	Number of voting rights
ARLE CAPITAL PARTNERS LIMITED	CENTAUR LUXCO SARL	5,934,540
ARLE CAPITAL PARTNERS LIMITED	MONKWOOD LUXCO SARL	25,174,552
CORPORACIÓN FINANCIERA ALBA, S.A.	ALBA EUROPE, SARL	8,078,386
FIDELITY INTERNATIONAL LIMITED	FIL INVESTMENTS INTERNATIONAL	947,107
HENDERSON GROUP PLC	HENDERSON EUROPEAN FOCUS FUND	3,169,162
MORGAN STANLEY	MORGAN STANLEY & CO. INTERNATIONAL PLC	8,189,105
SMITHFIELD CAPITAL (GUERNSEY) LIMITED	PANDA LP	1,827,668

Indicate the most significant changes in the shareholder structure during the year:

Name of shareholder (person or company)	Date of the transaction	Description of the transaction
ARLE CAPITAL PARTNERS LIMITED	27/05/2016	Fell below 40% of the share capital
CORPORACIÓN FINANCIERA ALBA, S.A.	29/09/2016	Exceeded 10% of the share capital
HENDERSON GROUP PLC	24/06/2016	Exceeded 3% of the share capital
MORGAN STANLEY	09/09/2016	Exceeded 10% of the share capital
SMITHFIELD CAPITAL (GUERNSEY) LIMITED	15/06/2016	Exceeded 2% of the share capital (tax havens only)
VUVUZELA 1 LUXCO SARL	29/04/2016	Exceeded 3% of the share capital
VUVUZELA 2 LUXCO SARL	29/04/2016	Exceeded 3% of the share capital
ARLE CAPITAL PARTNERS LIMITED	29/04/2016	Exceeded 50% of the share capital
CORPORACIÓN FINANCIERA ALBA, S.A.	29/04/2016	Exceeded 5% of the share capital
MORGAN STANLEY	29/04/2016	Exceeded 10% of the share capital
MORGAN STANLEY	04/05/2016	Fell below 10% of the share capital
SMITHFIELD CAPITAL (GUERNSEY) LIMITED	27/05/2016	Exceeded 1% of the share capital (tax havens only)

A.3 Complete the following tables on the members of the company's board of directors who have voting rights over shares in the company:

Name of shareholder (person or company)	Number of direct voting rights	Number of Indirect voting rights	% of total voting rights
DON FREDRIK ARP	6,451	0	0.01%
DON FELIX FERNANDO EIROA GIMÉNEZ	139,024	0	0.17%
DON PETER JAMES LONG	96,774	0	0.12%
DON DAG ERIK JOHAN SVANSTROM	32,258	0	0.04%
DON NICOLÁS VILLÉN JIMÉNEZ	16,129	0	0.02%

% total voting rights held by members of the board of directors	0.36%
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Complete the following tables on the members of the company's board of directors who have voting rights over shares in the company:

A.4 Indicate, where applicable, any family, commercial, contractual or corporate relations between the holders of significant shareholdings, where they are known by the company, unless such relations are irrelevant or arise from normal trading activities:

A.5 Indicate, where applicable, any commercial, contractual or corporate relations between the holders of significant shareholdings, and the company and/or its group, unless such relations are irrelevant or arise from normal trading activities.

A. 6 Indicate whether any shareholder agreements have been notified to the company that affect it under Articles 530 and 531 of the Ley de Sociedades de Capital (Companies' Act). If so, describe them briefly and specify the shareholders bound by such agreements:

Yes  No

Indicate whether the company knows of the existence of any concerted between its shareholders. If so, describe them briefly:

Yes  No

If any modification or cancellation of these covenants, agreements or concerted actions has taken place during the year, please make express mention of this:

N/A

A.7 Indicate whether there is any individual person or corporate entity that exercises, or may exercise, control over the company, pursuant to Article 4 of the Ley del Mercado de Valores (Securities Market Act). If so, identify this person:

Yes  No

<b>Comments</b>
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A.8 Complete the following tables on the company's treasury stock:

At year end:

Number of direct shares	Number of indirect shares (*)	% of share capital
0	0	0.00%

(\*) Through:

Explain any significant changes occurring during the year, pursuant to Royal Decree 1362/2007:

<b>Explain any significant changes</b>
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N/A

**A.9 Give details of the terms and conditions corresponding to the General Meeting of Shareholders' current mandate to the board of directors to issue, acquire or assign own shares.**

On 13 April 2016, the then sole shareholder resolved to authorize the Board of Directors to proceed with the derivative acquisition of own shares, both directly by the company itself and indirectly through its investees, under the terms stated below: a) the acquisition can be made through a purchase, swap, donation, award or non-recourse debt and, in general, through any other type of acquisition for a consideration of outstanding fully paid-up shares as allowed by law, one or more times, provided that the shares acquired, in addition to those that the company already owns, do not exceed 10% of share capital; b) the price or equivalent value will be between a minimum that is equivalent to its fair value and a maximum that is equivalent to the higher of: (i) 105% of the share price in the Continuous Market at the time of the acquisition or the closing share price of the stock market session prior to the acquisition, if this is made outside the normal Continuous Market hours; and (ii) the amount resulting from increasing the highest share price of the previous three months before the acquisition by 10%; and c) the authorization period will be valid for five years from the day after the resolution. The shares acquired in this way will not enjoy any political rights, not even voting rights, and the economic rights corresponding to them will be allocated to the rest of the shares in accordance with the provisions of article 148 of the Corporate Enterprises Act. Likewise, and for the purposes envisaged in the second paragraph of article 146.1.a) of the Corporate Enterprises Act, express authorization was granted to any of the investees to acquire the company shares under the same terms resulting from the aforementioned resolution. The shares acquired as a result of this authorization can be used for divestment or redemption and for the direct delivery to the company employees or directors, or as a result of exercising the options on the shares that they hold, in accordance with the provisions of the third paragraph of article 146.1.a) of the Corporate Enterprises Act.

On 13 April 2016, the Company's sole shareholder resolved to empower the Board of Directors to increase share capital by up to half of the company's capital at the date of admission to trading of the shares in the Madrid, Barcelona, Bilbao and Valencia stock markets, with the power to exclude the preferential subscription rights (up to an amount equivalent to 20% of the company's capital), within the limits and with the requirements established in the Corporate Enterprises Act, for a maximum period of five years starting from that date.

**A. 9 bis Estimated floating capital:**

	%
Estimated floating capital	26.55

**A.10 Indicate, where applicable, whether there is any restriction to the transfer of securities and/or any other restriction on voting rights; in particular, any type of restrictions that may make it difficult to take control of the company by the acquisition of its shares on the market must be reported.**

Yes  No

**A.11 Indicate whether the General Meeting has agreed to adopt neutralization measures against a takeover bid by virtue of the provisions in Law 6/2007.**

Yes  No

If applicable, explain the measures adopted and the terms under which these restrictions may be lifted:

**A.12 Indicate whether the company has issued securities not traded in a regulated market of the European Union.**

Yes  No

If so, identify the various classes of shares and, for each class of shares, the rights and obligations they confer.

**B GENERAL MEETING**

**B.1 Indicate and, where applicable, list the differences with respect to the minimum regime under the Companies Act with of the quorum for establishing the Annual General Meeting.**

Yes  No []

**B. 2 Indicate and, where applicable, list the differences with respect to the regime under the Companies Act for adopting the company resolutions:**

Yes  No []

Describe how they differ from the rules established in the Corporate Enterprises Act.

**B.3 Indicate the rules applicable to the modification of the company's bylaws. In particular, report the majority required to amend the bylaws and, where applicable, the rules for preserving the rights of shareholders in the amendment of the bylaws.**

Pursuant to the provisions of article 16.2 of the Company's Bylaws and article 17.2 of the company's Shareholders' Meeting Regulations, to enable the Meeting to validly resolve an amendment to the Bylaws, at least 50% of the subscribed capital with voting rights must attend in person or by proxy at first call. The attendance of 25% of that capital will be sufficient at second call.

Regarding the adoption of such resolutions, pursuant to the provisions of article 25.4 of the Company's Bylaws and articles 17.2 and 29.1 of the company's Shareholders' Meeting Regulations, if the capital present or represented exceeds 50%, the resolution can be adopted by an absolute majority. Nevertheless, the favorable vote of two-thirds of the capital present or represented at the Shareholders' Meeting will be required when shareholders representing 25% or more of the subscribed capital with voting rights attend at second call, without reaching 50%.

**B.4 Indicate the attendance figures at the General Meetings held each year to which this report refers and those of the previous year:**

Date of Annual General Meeting	Attendance data				Total
	% physical presence	% representation	% distance vote		
			Electronic vote	Other	
30/09/2016	0.00%	0.00%	0.00%	0.00%	0.00%

**B.5 Indicate whether there is any restriction in the bylaws establishing a minimum number of shares needed to attend the AGM:**

Yes  No []

**B.6 Repealed section.**

**B. 7 Indicate the direction and form of accessing the information on corporate governance through the company's website and other information on AGMs that should be made available to the shareholders through the Company's website.**

The company's website is: [parquesreunidos.com](http://parquesreunidos.com). To access the corporate governance content, click on "Shareholders and Investors" on the home page and then "Corporate governance" on the left-hand side, where there is a drop-down menu with different items. In that same tab, there is information about the shareholders' meetings which should be made available to the shareholders through the website.

## C. MANAGEMENT STRUCTURE OF THE COMPANY

### C.1 Board of Directors

**C.1.1 Describe the maximum and minimum number of directors set forth in the bylaws:**

Maximum number of directors	15
Minimum number of directors	5

**C.1.2 Complete the following table with the members of the board:**

Name of director (person or company)	Representative	Director category	Position on the board	Date of first appointment	Date of last appointment	Election procedure
DON PETER JAMES LONG		INDEPENDENT	PRESIDENT	13/04/2016	13/04/2016	SHAREHOLDERS MEETING RESOLUTION
DON FELIX FERNANDO EIROA GIMÉNEZ		EXECUTIVE	CEO	28/01/2016	28/01/2016	SHAREHOLDERS MEETING RESOLUTION
DON NICOLÁS VILLÉN JIMÉNEZ		INDEPENDENT	MEMBER	13/04/2016	13/04/2016	SHAREHOLDERS MEETING RESOLUTION
DON DAG ERIK JOHAN SVANSTROM		INDEPENDENT	MEMBER	13/04/2016	13/04/2016	SHAREHOLDERS MEETING RESOLUTION
DON FRANCISCO JAVIER ABAD MARTURET		PROPRIETARY	VICE-CHAIRMAN	30/03/2016	17/03/2016	SHAREHOLDERS MEETING RESOLUTION
DON JOHN ANDREW ARNEY		PROPRIETARY	MEMBER	17/03/2016	17/03/2016	SHAREHOLDERS MEETING RESOLUTION
DON FREDRIK ARP		PROPRIETARY	MEMBER	13/12/2011	13/12/2011	SHAREHOLDERS MEETING RESOLUTION

Number of board members	7
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Indicate any resignations that have taken place in the Board of Directors during the reporting period:

**C.1.3 Complete the following tables on the members of the board and their status:**

**EXECUTIVE DIRECTORS**

Name of director (person or company)	Position in the company's organization chart
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Executive (CEO)

Total number of executive directors	1
% of the total board	14.29%

**EXTERNAL PROPRIETARY DIRECTORS**

<b>Name of director (person or company)</b>	<b>Name of significant shareholder represented or proposing appointment</b>
DON FRANCISCO JAVIER ABAD MARTURET	ARLE CAPITAL PARTNERS LIMITED
DON JOHN ANDREW ARNEY	ARLE CAPITAL PARTNERS LIMITED
DON FREDRIK ARP	ARLE CAPITAL PARTNERS LIMITED

<b>Total number of proprietary directors</b>	<b>3</b>
<b>% total of the board of directors</b>	<b>42.86%</b>

**EXTERNAL INDEPENDENT DIRECTORS****Name of director****Mr. PETER JAMES LONG****Profile:**

Mr. Peter James Long has been the Chairman of the Company's Board of Directors since 13 April 2016. Mr. Long has over 20 years' experience in consumer-focused companies listed on the FTSE 100.

Mr. Long is currently the Chairman of Royal Mail Group plc, Chairman of Countrywide plc and member of the Supervisory Board of TUI AG, where he was also the Joint Chief Executive until February 2016. He is also the President of the Family Holiday Association, a charity organization that provides short breaks away from home to more than 10,000 struggling parents and children, and is a member of The Tourism Council, a collaboration between the British government and the hotel and tourism industry.

Between 2007 and 2014 Mr. Long was the Chief Executive Officer of TUI Travel plc and between 1996 and 2007 he worked as the Group General Manager and Chief Executive Officer of First Choice Holiday plc. Before joining First Choice, he was the Chief Executive Officer of Sunworld and of the travel division of the International Leisure Group. He has been a Non-Executive Director at RAC plc, Rentokil Initial plc, where he was also an independent senior director, and Debenhams plc. He has also held senior posts at the International Leisure Group, including Chief Financial Officer, and at Intasun Holidays, as both the chief financial officer and chief executive officer of the travel division.

In 2001, Mr. Long was inducted as a member of the British Travel Industry Hall of Fame. He also received the Odyssey Award twice from the Institute of Travel and Tourism in 1998 and 2008. In 2009, he was awarded the Medal of the Order of Isabella the Catholic for contributions to services to Spanish tourism. He is a Fellow of the Tourism Society. Mr. Long has a Higher National Diploma in Business Studies from Southampton College of Technology and the CIMA (Chartered Institute of Management Accountants) professional qualification. He is also an Honorary Doctorate in Business Administration from Bournemouth University.

**Name of director****Mr. NICOLÁS VILLÉN JIMÉNEZ****Profile:**

Mr. Nicolás Villén Jiménez has been a member of the Company's Board of Directors since 13 April 2016.



Mr. Villén has extensive experience in the infrastructure industry, where he has held numerous management positions. Mr. Villén is currently an external advisor to IFM Investors Pty (an Australian infrastructure fund), as well as director at ACR Grupo (real estate and development sector) and at Banca March, S.A. (banking sector). He was also appointed as a member of the Board of Directors of Applus+ Services, S.A. (a testing, inspection and certification company) in October 2015.

Between 1993 and 2009 Mr. Villén was the Chief Financial Officer of Ferrovial (an infrastructure company). Subsequently, between 2009 and 2012 he was the Chief Executive Officer of Ferrovial Aeropuertos, Ferrovial's airport division which includes all the BAA Limited airports (Heathrow, Gatwick, Stansted, Edinburgh, Glasgow, Aberdeen, Southampton and Naples) ("BAA"). Previously he was the Chief Executive Officer of Midland Montagu Ventures and of Smith Kline & French and had different management positions at Abbott Laboratories (healthcare sector) and Corning Glass Works (glass, ceramics and optical physics). During his stay at Ferrovial, he held numerous management international positions, including at BAA, now Heathrow Airport Holdings, since Ferrovial's acquisition in 2006. He has also been a director at Aer Lingus, CLH and Dinamia.

He is an industrial engineer from Madrid Polytechnic University, a Master's Degree in Electrical Engineering from Florida University and an MBA from Columbia University. He has received the Fulbright and Samuel Bronfman grants.

**Name of director:**

**Mr. DAG ERIK JOHAN SVANSTROM**

**Profile:**

Mr. Svanstrom is member of the Company's Board since 13 April 2016. He is leading the travel sector Hotels.com and EAN brands, which operate in 80 markets worldwide and transact over US\$14 billion in gross bookings. He is also a member of the Expedia Inc Travel Leadership Team reporting to the chief executive officer.

Mr. Svanstrom used to serve as a member of the Board of Directors at eLong (Nasdaq: LONG), one of China's largest online travel agencies, from 2007-2015. Prior to taking the President role, Mr. Svanstrom spent 8 years with Expedia Inc in Asia Pacific. He launched the EAN partner business and Hotels.com in the region. As Managing Director Hotels.com Asia Pacific, he grew the business to a leading regional player operating in 15 Asia markets.

Prior to joining Expedia, Mr. Svanstrom was Head of Digital Innovations Group at McDonald's Corporation for three years, during which he led the launch of Redbox (www.redbox.com) and the launching of WiFi services at McDonald's store network.

Before that, Mr. Svanstrom was chief executive officer of Freefund, an online database company matching university students with corporations and employers across Europe. From 1997 to 1999, Mr. Svanstrom served as Vice President of Business Development at Glocalnet AB, a voice-over-IP telecom company, which he helped take public on the Stockholm Stock Exchange.

Mr. Svanstrom holds a Master's of Science in Economics from the Stockholm School of Economics.

<b>Total number of independent directors</b>	3
<b>% of the total board</b>	42.86%

**Indicate whether any director classified as independent receives any sum or benefit from the company or from its group, for an item other than the remuneration of directors; or has or has had in the last year a business relationship with the company or with any company in its group, whether in his or her own name or as a significant shareholder, director, or senior manager of a company that has or may have had such a relationship.**

LPL Finance Limited, a company in which Mr. Peter Long has a stake, provides consultancy services to the Company, providing support to the Chairman of the Board of Directors during his functions, for which that company receives 25,000 pounds per year. The Board of Directors believes that this contractual relationship does not affect the functions that this director must carry out in his capacity as an independent director, insofar as it is not a significant amount in proportional terms, taking into account his remuneration as a Company director and his other activities.

**Where appropriate, a reasoned statement must be included from the board on the reasons why it is considered that this director may perform his or her functions as independent director.**

**OTHER EXTERNAL DIRECTORS**

Please name any other external directors and describe the reasons why they are not proprietary or independent directors, and any links held with the company, its executives or shareholders:

Indicate any changes that may have arisen during the reporting period, in each director's category:

**C.1.4 Complete the following table with information on the number and category of female directors at the closing date of the last 4 financial years:**

	Number of female directors				% over the total directors in each category			
	2016	2015	2014	2013	2016	2015	2014	2013
<b>Executive</b>	0	N/A	N/A	N/A	0.00%	N/A	N/A	N/A
<b>Proprietary</b>	0	N/A	N/A	N/A	0.00%	N/A	N/A	N/A
<b>Independent</b>	0	N/A	N/A	N/A	0.00%	N/A	N/A	N/A
<b>Other external</b>	0	N/A	N/A	N/A	0.00%	N/A	N/A	N/A
<b>Total:</b>	0	N/A	N/A	N/A	0.00%	N/A	N/A	N/A

**C.1.5 Explain the measures that may have been adopted to include a number of women on the board of directors so that there is a balanced presence of women and men.**

<b>Explanation of measures</b>
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The Company's Board of Directors currently comprises the Company's top executive, three proprietary directors and three independent directors, all with acknowledged prestige. Moreover, the Board of Directors has a secretary and a deputy secretary, both of whom are not directors. They have all been designated based on professional criteria, regardless of their gender. The selection for appointing the Company's directors, secretary and deputy secretary (in this case, the last two are not directors) was based on the merits of each candidate. In that sense, the Board of Directors, and the Appointments and Remuneration Committee within its powers, makes sure that the candidates selected are persons of recognized standing, competence and experience, and the potential candidates can include both men and women who meet the aforementioned requirements.

Moreover, article 5.4(vii) of the Company's Board of Directors Regulations establishes that the Board has the power to approve a director selection policy that is specific and verifiable, ensures that the appointment or re-election proposals are based on a prior analysis of the Board's needs and favors diversity of knowledge, experience and gender. Given the Company's recent listing on the Spanish stock markets, that policy is currently being drafted.

Although there are currently no women on the Board of Directors, the Company confirms that the selection process does not have any implicit bias that prevents women from being selected to fill the vacancies or from being appointed, and will devote efforts to include women with the appropriate professional profile among the candidates for the Board vacancies or for new appointments. Nevertheless, it is hereby stated that the secretary of the Board of Directors, who is not a director, is a woman.

**C.1.6 Explain the measures that may have been agreed by the appointments committee so that the selection procedures do not include any implicit bias that prevent the selection of female directors, and so that the company deliberately searches for and includes women with the appropriate profile among the potential candidates:**

**Explanation of measures**

The Company was listed in April 2016 and, during this period, it has not carried out any specific director selection procedures. In any case, article 15.6.b) establishes that the Appointments and Remuneration Committee must report and review the criteria that must be followed for the composition of the Board of Directors and for the candidate selection, ensuring that, when filling the new vacancies or appointing the new directors, the selection procedures do not have an implicit bias that involves any discrimination and, in particular, which may prevent women from being selected as directors, establishing a female board representation target and drafting guidelines on how to meet this.

Furthermore, the Appointments and Remuneration Committee plans to draft a director selection policy to establish a process that is free of any type of bias, especially regarding the profile suitability (knowledge and prior experience) and diversity.

**When despite the measures that may have been adopted, the number of female directors is zero or limited, explain the reasons justifying this:**

**Explanation of the reasons**

Despite its recent listing, the Company is working on approving a director selection policy which, as stated above, is free of any type of bias. To date, all the Company directors have been designated based on professional criteria, regardless of their gender, and there have been no Board vacancies since the Company's listing.

**C.1.6 bis** Explain the conclusions reached by the Appointment Committee on verified compliance with the director's selection policy, to particularly include how this policy is working towards the target that by 2020 the number of female directors represent, at least, 30% of all the Board members.

**Explanation of the conclusions**

The Company is currently formalizing its director selection policy, so it cannot provide conclusions on this matter, which it believes is very important in any case.

**C.1.7 Explain the form of representation in the board of directors of the shareholders with significant holdings.**

Article 8.3 of the Board of Directors Regulations establishes that the Board will make sure that, among the external directors, the ratio between proprietary members and independents matches the proportion between the capital represented on the board by proprietary directors and the remainder of the company's capital.

Likewise, article 8.4 of the Regulations establishes that the Board must avoid any discrimination among the shareholders to join the Board of Directors as proprietary directors.

At present, Mr. Francisco Javier Abad Marturet, John Arney and Fredrik Arp represent the significant shareholder Arle Capital Partners Limited, which has an indirect stake of 38.529% in the Company. There are no other significant shareholders represented on the Board of Directors.

**C.1.8 Explain, where applicable, the reasons for the appointment of proprietary directors at the suggestion of shareholders whose holding is below 3% of the share capital:**

**Indicate whether formal petitions have been met for the presence of shareholders on the board whose holding is equal to or greater than that of others at whose request proprietary directors may have been appointed. In this case, explain the reasons why they have not been granted:**

Yes [ ] No [X]

**C.1.9 Indicate whether any director has resigned before the end of his or her term in office, if the said director has explained the reasons for the resignation and how, to the board, and if the resignation was in writing to all the board, explain at least the reasons given:**

**C.1.10 Indicate, where applicable, the delegated powers of the CEO(s):**

**Name of director:**

**Mr. FÉLIX FERNANDO EIROA GIMÉNEZ**

**Brief description:**

The Chief Executive Officer has been delegated with all the Board of Directors powers, apart from those which cannot be delegated in accordance with the Bylaws and with the law. Without prejudice to the foregoing, to exercise certain powers, the Chief Executive Officer requires joint action with certain managers of directors or, where applicable, the approval by the Board of Directors, all of this depending on the nature and amount of the power in question. Those powers are summarized as follows:

- (i) Request all types of loans, credits, guarantees or any other forms of financial indebtedness for an amount (individual for each transaction) higher than 500,000 euros;
- (ii) Make payments, investments and/or divestments, and incur expenses and debts related to the operations or to the normal course of business or extraordinary ones for which it has the power, in principle, in accordance with the law and with the Bylaws for an amount (individual for each transaction) higher than 500,000 euros;
- (iii) Acquire, lease, administer, assign and divest real estate and chattel and rights thereon, as well as intellectual or industrial property rights or similar for an amount (individual for each transaction) higher than 500,000 euros;
- (iv) Represent the Company at any proceedings initiated by the Company (legal, arbitration or mediation ones) and exercise the Company's actions or rights corresponding to it in this sense, when the amount of the issue in question exceeds 500,000 euros;
- (v) Provided that this is allowed in the law, in the Bylaws and in the internal regulations, impose penalties on the Executive Chairman, the General Manager and the top ten managers of the Company;
- (v) Make capital investments and divestments (capex) for an amount higher than 3,000,000 euros (this power requires the adoption of the corresponding resolution of enforcement or special delegation by the Board of Directors).

**C.1.11 Identify, where applicable, the members of the board who occupy positions as directors or executives in other companies that form part of the group of the traded company:**

Name of director (person or company)	Company name of the company in the group	Position	Does he have executive functions?
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Parque de Atracciones Madrid S.A.U.	Physical representative of the sole director (Parques Reunidos Servicios Centrales, S.A.)	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Gestión Parque de Animales Madrid S.L.U.	Physical representative of the sole director (Parques Reunidos Servicios Madrid SAU "PAM".)	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Parque Biológico de Madrid S.A.U.	Physical representative of the sole director (PAM)	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Zoos Ibéricos S.A.	Physical representative of the sole director (PAM)	Yes

FREE TRANSLATION – IN CASE OF DISCREPANCY, SPANISH VERSION PREVAILS

DON FÉLIX FERNANDO EIROA GIMÉNEZ	Leisure parks S.A.	Physical representative of the sole director (PAM)	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Parque de Atracciones de San Fernando de Henares S.L.U.	Physical representative of the sole director (PAM)	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Aquópolis Cartaya S.L.U.	Physical representative of the sole director (PAM)	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Madrid Theme Park Management S.L.U.	Physical representative of the sole director (PAM)	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Parques de la Naturaleza Selwo S.L.	Physical representative of the sole director (PAM)	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Travelpark Viajes S.L.U.	Physical representative of the sole director (PAM)	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Mall Entertainment Centre Murcia S.L.U.	Physical representative of the sole director (PAM)	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Mall Entertainment Centre Temático Arroyomolinos S.L.U.	Physical representative of the sole director (PAM)	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Mall Entertainment Centre Acuario Arroyomolinos S.L.U.	Physical representative of the sole director (PAM)	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Grant Leisure Group Limited	Manager	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	The Real Live Leisure Company Limited	Manager	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Centaur Holdings II United States, Inc.	President, CEO, Board Directors Member	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Centaur Holdings United States, Inc.	President, CEO, Board Directors Member	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Palace Entertainment Holdings LLC	President, CEO, Board of Managers Member	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Festival Fun Parks, LLC	President, CEO, Board of Managers Member	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Palace Entertainment Holdings Corporation	President, CEO, Board of Managers Member	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Palace Entertainment Management LLC	President, CEO, Board of Managers Member	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Attractions Hawaii, LP	President	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	SLP Services, LLC	President	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	DD Pacific Investors, LLC	President, CEO and Manager	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	DD Parks, LLC	President, CEO and Manager	Yes
DON FÉLIX FERNANDO EIROA GIMÉNEZ	Oahu Entertainment Parks, LP	President	Yes

**C.1.12 Identify, where applicable, the directors of the company who are members of the board of directors of companies not in your group that are traded on official stock exchanges, and that have been reported to the company:**

Name of the director (person or company)	Company name	Position
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DON NICOLÁS VILLÉN JIMÉNEZ	APPLUS SERVICES, S.A.	DIRECTOR
DON PETER JAMES LONG	ROYAL MALL PLC	CHAIRMAN
DON PETER JAMES LONG	TUI AG	DIRECTOR
DON PETER JAMES LONG	COUNTRYWIDE PLC	CHAIRMAN
DON FREDRIK ARP	NOLATO AB	DIRECTOR

**C.1.13 Indicate, and where applicable, explain whether the company has established rules on the number of boards of directors that its directors may be members of:**

Yes [] No []

<b>Explanation of the rules</b>
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Article 34.2 of the Board of Directors Regulations, which includes Recommendation 25 of the Code of Good Governance, establishes a maximum of ten boards of companies of which its directors can form part.

**C.1.14 Repealed section**

**C.1.15 Indicate the Board of Directors' global remuneration:**

<b>Remuneration of the Board of Directors in thousands of euros)</b>	1.323
<b>Total remuneration corresponding to the pension rights accumulated by directors (in thousands of euros)</b>	0
<b>Total remuneration corresponding to the pension rights accumulated by directors (in thousands of euros)</b>	0

**C.1.16 Identify the members of senior management who are not also executive directors, and indicate the total remuneration paid to them during the year:**

Identity or company name	Position(s)
DON PEDRO MARÍA CORTÉS URBAN	General Corporate Development Manager
DON ISIDORO DÍEZ CAVEDA	Chief Financial Officer
DON DAVID ESCUDERO CUESTA	Operations Manager for the EMEA
DON ROLF PEAGERT	Operations Manager for the USA

<b>Total remuneration of senior management (thousands of euros)</b>	1,457
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**C.1.17 List, if applicable, the identity of those directors who are likewise members of the boards of directors of companies that own significant holdings and/or group companies:**

Name of director	Name of significant shareholder	Position
MR JOHN ANDREW ARNEY	ARLE CAPITAL PARTNERS LIMITED	DIRECTOR
MR NICOLÁS VILLÉN JIMÉNEZ	BANCA MARCH, S.A.	DIRECTOR

List, if appropriate, any relevant relationships, other than those included under the previous heading, that link members of the Board of Directors with significant shareholders and/or their group companies:

**Name of director:**

MR FREDRIK ARP

**Name of significant shareholder:**

ARLE CAPITAL PARTNERS LIMITED

**Relationship:**

Mr. Fredrik Arp is an advisor to Arle Capital Partners Limited.

**Name of director:**

MR FRANCISCO JAVIER ABAD MARTURET

**Name of significant shareholder:**

ARLE CAPITAL PARTNERS LIMITED

**Relationship:**

Mr. Francisco Javier Abad Marturet is a partner of Arle Capital Partners Limited.

**Name of director:**

MR JOHN ANDRE ARNEY

**Name of significant shareholder:**

ARLE CAPITAL PARTNERS LIMITED

**Relationship:**

Mr. Arney is a shareholder in Arle Capital Partners Limited.

**Name of director:**

MR JOHN ANDRE ARNEY

**Name of significant shareholder:**

SMITHFIELD CAPITAL (GUERNSEY) LIMITED

**Relationship:**

Mr. Arney is a designated member of THE SMITHFIELD GROUP LLP (of which SMITHFIELD CAPITAL (GUERNSEY) LIMITED is a subsidiary).

**C.1.18 Indicate if any changes have taken place to the regulation of the board of directors during the year:**

Yes [] No []

Description of Changes
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On 13 April 2016, the Company's Board of Directors unanimously resolved to amend article 14.8 of the Board of Directors Regulations with the sole purpose of adapting the nature of the Audit and Control Committee Chairman's vote in the event of a tie to the text of the Bylaws.

Moreover, on 7 June 2016, the Company's Board of Directors unanimously resolved to amend article 25.2 of the Board of Directors Regulations with the sole purpose of dealing with the qualification made of it by the Madrid Companies Registrar in relation to the body which, in accordance with the Corporate Enterprises Act, is competent to determine the director salary scales.

**C.1.19 Indicate the selection, appointment, re-election, assessment and removal procedures for board members. Specify the competent bodies, the procedures to follow and the criteria to use in each of the above procedures.**

(A) Selection, appointment and re-election: The directors are designated by the Shareholders' Meeting or by the Board of Directors by co-option, after a report by the Appointments and Remuneration Committee or, in the case of independent directors, at its proposal, in accordance with the provisions of the applicable regulations.

The Board of Directors makes sure that the candidates selected are persons of recognized standing, competence and experience and it must be rigorous in relation to the persons appointed as independent directors. Before proposing the director re-election to the Shareholders' Meeting, the Board of Directors must assess, with abstention from the affected persons, the quality of the work and the dedication to the position of the directors proposed during the preceding term. The Appointments and Remuneration Committee must report and review the criteria that must be followed for the composition of the Board of Directors and for the candidate selection, ensuring that, when filling the new vacancies or appointing the new directors, the selection procedures do not have an implicit bias that involves any discrimination and, in particular, which may prevent women from being selected as directors, establishing a female board representation target and drafting guidelines on how to meet this.

B) Duration and removal: The directors discharge their duty for four years, at the end of which they can be re-elected one or more times for periods of equal maximum duration. The appointment of the directors expires when, once the deadline has elapsed, the next Shareholders' Meeting is held or the legal deadline for holding the Shareholders' Meeting that must resolve the approval of the previous year's annual accounts has elapsed. The directors designated by co-option must discharge their duty until the first Shareholders' Meeting is held after their appointment, and they will be removed in the event that the stated Shareholders' Meeting does not ratify their appointment. In the event that there is a vacancy after the Shareholders' Meeting has been convened and before it is held, the Board can designate a director until the following Shareholders' Meeting is held. The independent directors cannot remain as such for more than 12 years running.

The directors must tender their resignation and, if the Board of Directors considers it appropriate, must formally resign in the following cases: (i) when they cease to hold the executive positions with which their appointment as Director was associated; (ii) when they are subject to any of the cases of incompatibility or prohibition in accordance with the law or with the Bylaws; (iii) when they receive a serious caution by the Board of Directors for failing to comply with their obligations as directors; (iv) when their remaining on the Board may put at risk or jeopardize the Company's interests, credit or reputation or when the reasons for which they were appointed cease to exist; and (v) in the case of proprietary directors: (a) when the shareholders they represent divest their ownership interest in its entirety or reduce it significantly; and b) in the corresponding number, when such shareholders reduce their stakes to a level that requires them to reduce the number of proprietary directors. In the event that directors cease from their position before the end of their term as a result of their resignation or any other reason, they must set out the reasons in a letter which must be sent to all the Board members and the reasons must be stated in the Annual Corporate Governance Report. The Board of Directors will only propose the removal of an independent director before the end of the bylaw period when there are reasonable grounds, which are appreciated by the Board of Directors and after a report by the Appointments and Remuneration Committee.

C) Assessment: The Board of Directors has the power to assess once a year the quality and efficiency of the functioning of the Board of Directors, the performance of the duties by the Board Chairperson and, where applicable, by the Chief Executive Officer, based on a report submitted by the Appointments and Remuneration Committee, as well as the quality and efficiency of the functioning of the Commissions, based on a report that they draft, and of the



diversity in the composition and powers of the Board of Directors. The Board Chairperson organizes and coordinates the Board's periodic assessment. In the event that the Board Chairperson carries out executive functions, his assessment must be managed by the coordinating independent director. Every three years, an external consultant will help the Board of Directors to carry out the assessment. The Appointments and Remuneration Committee has the power to assess the remits, knowledge and experience required for the Board of Directors. For such purposes, it will define the functions and skills required by the candidates to fill each vacancy and assess the time and dedication required to carry out their remit in an efficient way, and establish and supervise an annual program for the continuous assessment and review of the qualification, training and, where applicable, independence, as well as the necessary conditions for discharging the duty of director and member of a certain commission, and propose the Board of Directors the measures deemed fit.

**C.1.20 Explain to what extent the Board's annual evaluation has entailed relevant changes in its internal organization and procedures applicable to its activities:**

Description of Changes
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The Company's shares were listed on 29 April 2016. Since this is so recent, the Company has not yet drafted an annual board assessment. The Company believes that the nearly five months between that date and the end of the financial year are not sufficient to be able to make an appropriate and useful assessment that provides added value to the Board's internal organization and to the procedures applicable to its activities and which ensures the efficacy of complying with the best corporate governance practices.

In any case, the Company will draft an annual board assessment before one year elapses since being listed on the Spanish stock markets.

On the other hand, it is hereby stated that the Audit and Control Committee and the Appointments and Remuneration Committee have submitted their respective reports on the functioning of both committees in accordance with the provisions of Recommendation 6 of the Code of Corporate Governance (although they have not been published insofar as the Company has not yet held a Shareholders' Meeting since being listed).

**C.1.20.bis) Describe the evaluation process and the areas evaluated by the Board of Directors, with the assistance of an external consultant, as the case may be, with respect to diversity in its composition and competences, the operation and composition of its committees, performance of the Board Chairperson and Company CEO and performance/contributions made by each director.**

The Company's shares were listed on 29 April 2016. Since this is so recent, the Company has not yet drafted an annual board assessment. The Company believes that the nearly five months between that date and the end of the financial year are not sufficient to be able to request an external consultant to assess the diversity of the composition and powers of the Board of Directors, the functioning and composition of its committees, the performance of the Board Chairperson and of the top executive, and the performance and contribution of each director.

In any case, it is hereby stated that the Company will draft that assessment at least every three years, as well as that of its committees, before one year elapses since being listed on the Spanish stock markets.

**C.1.20.ter) Provide a breakdown, as the case may be, of the business relations that the consultant or any group company holds with the Company or any group company.**

**C.1.21 Indicate the cases in which directors are compelled to resign.**

In accordance with article 21 of the Board of Directors Regulations, the directors will cease to hold office once their term of office has expired and when this is resolved by the Shareholders' Meeting under the powers vested therein by the law and the Bylaws.

The directors must tender their resignation and, if the Board of Directors considers it appropriate, must formally resign in the following cases: (i) when they cease to hold the executive positions with which their appointment as Director was associated; (ii) when they are subject to any of the cases of incompatibility or prohibition in accordance with the law or with the Bylaws; (iii) when they receive a serious caution by the Board of Directors for failing to comply with their obligations as directors; (iv) when their remaining on the Board may put at risk or jeopardize the Company's interests, credit or reputation or when the reasons for which they were appointed cease to exist; and (v) in the case of proprietary directors: (i) when the shareholders they represent divest their ownership interest in its entirety or reduce it significantly; and ii) in the corresponding number, when such shareholders reduce their stakes to a level that requires them to reduce the number of proprietary directors.

In the event that directors cease from their position before the end of their term as a result of their resignation or any other reason, they must set out the reasons in a letter which must be sent to all the Board members and the reasons must be stated in the Annual Corporate Governance Report.

The Board of Directors will only propose the removal of an independent director before the end of the bylaw period when there are reasonable grounds, which are appreciated by the Board of Directors and after a report by the Appointments and Remuneration Committee. In particular, there are reasonable grounds when directors hold a new position or take on new obligations that prevent them from devoting the necessary time to discharge their functions as directors, when they fail to comply with the duties inherent to their position or when they incur in any of the circumstances that make them lose their independent status, in accordance with the provisions of the applicable legislation or, by default, with the corporate governance recommendations applicable to the Company at any given time.

#### **C.1.22 Repealed section**

#### **C.1.23 Are reinforced majorities other than those under law required for any type of decision?**

Yes  No

**If so, describe the differences.**

#### **C.1.24 Indicate whether there are specific requirements other than those relating to directors, to be appointed chairman of the board of directors.**

Yes  No

#### **C.1.25 Indicate whether the chairman has a casting vote:**

Yes  No

#### **C.1.26 Indicate whether the bylaws or the regulation of the board of directors establishes any age limit for directors:**

Yes  No

#### **C.1.27 Indicate whether the bylaws or regulation of the board of directors establishes a limited mandate for independent directors, other than that established by law:**

Yes  No

#### **C.1.28 Indicate whether the bylaws or regulation of the board of directors establishes specific rules for delegation of votes in the board of directors, the method of casting such votes, and in particular the maximum number of delegated voters that a director may hold; and whether the delegated vote must be delegated to a director of the same type. If so, give a brief outline of these rules.**

In accordance with article 17.2 of the Board of Directors Regulations, the directors will do everything possible to attend the Board meetings and, when they cannot indispensably attend in person, they will grant their representation in writing and especially for each meeting to another Board member, including the corresponding instructions and

notifying this to the Chairperson of the Board of Directors. Non-executive directors can only be represented by another member of the Board of Directors with the same status.

Moreover, article 26.1 of the Board of Directors Regulations includes, among other general ones, the obligation for directors to attend the Board meetings and actively participate in the discussions so that their criteria make an effective contribution to the decision-making. In the event that directors cannot attend the meetings for which they were convened for justified reasons, they must give instructions to the director that will represent them.

**C.1.29 Indicate the number of meetings that the board of directors has held during the year. Also indicate the number of times, where applicable, that the board has met without the chairman being present. For the purposes of this calculation, attendance will include votes delegated with specific instructions.**

Number of board meetings	12
Number of meetings of the board without the chairman being present	0

If the chairman is also the CEO, please indicate the number of meetings held, without the attendance or representation of any executive director and under the chairmanship of the coordinating director.

Number of meetings	0
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Indicate the number of meetings held in the year by the different board committees:

Committee	Nº of Meetings
Auditing Committee	2
Appointment and Remuneration Committee	4

**C.1.30 Indicate the number of meetings that the board of directors has held during the year with all its members attending. For the purposes of this calculation, attendance will include delegated votes with specific instructions:**

Number of meetings attended by all directors	7
% of attendance out of the total votes during the year	90.00%

**C.1.31 Indicate whether the individual and consolidated annual accounts submitted for approval to the board have been previously certified:**

Yes  No

Where applicable, identify the person(s) who has/have certified the company's individual and consolidated annual accounts for their preparation by the board:

**C.1.32 Explain, where applicable, the mechanisms established by the board of directors to prevent the individual and consolidated accounts prepared by it to be presented to the general meeting of shareholders with qualifications in the auditor's report.**

In accordance with article 39.3 of the Board of Directors Regulations, the Board will strive to draft the final financial statements in such a way that the auditor will not have any reservations or qualifications. In the exceptional cases, both the Chairperson of the Audit and Control Committee and the external auditors will clearly explain the content of such reservations or qualifications to the shareholders. Nevertheless, when the Board believes that it should maintain its criteria, it will publicly explain the content and the scope of the discrepancy. To prevent the individual and consolidated financial statements drafted by the Board from being submitted to the Shareholders' Meeting with qualifications in the audit report, article 14 of the Board of Directors Regulations establishes that, before they are drafted, the Audit and Control Committee, among other things, will: (i) ensure that the Board of Directors submits financial statements to the Shareholders' Meeting without any limits or qualifications; (ii) monitor the preparation and

integrity of financial information prepared on the Company and, where appropriate, the Group, checking for compliance with legal provisions, the accurate demarcation of the consolidation scope and the correct application of accounting criteria; and (iii) review the internal control and risk management systems on a regular basis, so the main risks are properly identified, managed, quantified and reported, and make sure that such systems appropriately mitigate the risks within the policy framework which, where applicable, is defined by the Board of Directors.

**C.1.33 Is the secretary of the board a director?**

Yes [ ] No [X]

If the secretary is not a director, complete the following table:

Name of the Secretary	Representative
DOÑA CRISTINA CARRO WERNER	

**C.1.34 Repealed section**

**C.1.35 Indicate, where applicable, the mechanisms established by the company to preserve the independence of external auditors, financial analysts, investment banks and rating agencies.**

The Board of Directors Regulations established that the Audit Committee is in charge of submitting the proposals for the selection, appointment, re-election and replacement of the external auditor and its contractual terms to the Board. That Committee regularly receives information from the external auditor regarding the audit plan and the findings of the audit program, and checks that senior management are acting on its recommendations. Moreover, the Board of Directors Regulations entrust the Audit Committee to notify any change of auditor to the CNMV as a significant event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for this. To maintain the external auditor's independence, the Board of Directors Regulations envisage that the Audit Committee, among other things, will: (i) establish the corresponding relations with the auditors to receive information about the matters which may jeopardize their independence; (ii) issue an annual report, prior to the issue of the audit report, giving an opinion on the independence of the auditors; this report must address, in any case, the provision of any additional services by the auditors; (iii) supervise compliance with the audit contract; (iv) examine the issues giving rise to the resignation of any external auditor; (v) ensure that the external auditor's remuneration for its work does not compromise its quality or independence. (vi) make sure that the external auditor holds an annual meeting with the plenary session of the Board of Directors to inform it of the work carried out and about the performance of the Company's accounting and risk situation; and (vii) make sure that the Company and the auditor respect the rules in force for the provision of non-audit services and, in general, the other rules set out to ensure the auditor's independence.

**C.1.36 Indicate whether during the year the company has changed its external auditor. If so, identify the incoming and outgoing auditors:**

Yes [ ] No [X]

Explain any disagreements with the outgoing auditor and the reasons for this:

**C.1.37 Indicate whether the audit firm carries out other tasks for the company and/or its group other than those of auditing. If so, specify the amount of fees received for this work and the percentage this amount represents of the total fees invoiced to the company and/or its group:**

Yes [X] No [ ]

	Company	Group	Total
<b>Amount of other work other than those of auditing (thousands of euros)</b>	482	28	510

Amount for work other than auditing / total invoiced by the audit firm (as %)	28.00%	4.00%	21.00%
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**C.1.38 Indicate whether the audit report on the annual accounts for the previous year includes any reservations or qualifications. In this case, indicate the reasons given by the chairman of the audit committee to explain the content and scope of these reservations or qualifications.**

Yes  No

**C.1.39 Indicate the number of continuous years that the current audit firm has been carrying out the audit of the company and/or its group's annual accounts. Also, indicate the percentage that the number of years audited by the current audit firm represents out of the total years in which the annual accounts have been audited:**

	Company	Group
Number of continuous years	5	5
No. of years audited by the current audit firm / No. of years the company has been audited (%)	50.00%	50.00%

**C.1.40 Indicate and, where applicable, specify whether there is a procedure for which directors can have external advice:**

Yes  No

**Procedures**

Article 24 of the Board of Directors Regulations establishes that, with the aim of being helped in the discharge of their duties, all the directors can obtain from the Company the advice required to comply with their functions. To do this, the Company will provide suitable channels which, under special circumstances, can include to external advice at the Company's expense. The tasks to be carried out must, without exception, be related to specific issues of a certain significance and complexity that arise when the Directors are fulfilling their duties. The Company's Board Chairperson must be informed of any decision to engage external advisors, and may be vetoed by the Board of Directors, provided it demonstrates that: (i) it is not necessary for the proper performance of the duties entrusted to the external directors; (ii) the cost thereof is not reasonable in view of the importance of the problem and of the Company's assets and income; or (iii) the technical assistance requested may be adequately provided by experts and technical staff from within the Company. The Company will also provide directors with refresher programs when the circumstances advise this, regardless of the knowledge required of them to carry out their functions. Articles 14 and 15 of the Board of Directors Regulations establish that the Audit and Control Committee and the Appointments and Remuneration Committee, respectively, can receive advice from external experts to better comply with their functions.

**C.1.41 Indicate and specify, where applicable, whether there is a procedure for directors to have the information needed to prepare the meetings of the management bodies in sufficient time:**

Yes  No

**Procedures**

Article 16.3 of the Board of Directors Regulations establishes that this body must be convened at least 48 hours before the meeting and the notice must always include the agenda and the duly prepared and summarized relevant information. The agenda must clearly state the items for which the Board must adopt a resolution so that the directors can previously study or receive the information required. The Chairperson must ensure that the directors previously receive sufficient information to discuss the items on the agenda.

Moreover, article 23 of the Board of Directors Regulations establishes that the directors can request information about any matters in the Board's powers and, in this sense, they can examine its books, registers, documents and other documentation. They must request this information from the Board Secretary, who will submit this to the Chairperson and to the appropriate liaison officer at the Company. The Secretary will notify the directors of the confidential nature of the information requested and received and of their duty of confidentiality in accordance with the provisions of the Board Regulations. The Chairperson can refuse to provide the information if he believes that: (i) it is not necessary for the proper performance of the duties entrusted to the director; or (ii) the cost thereof is not reasonable in view of the importance of the problem and of the Company's assets and income.

**C.1.42 Indicate, and specify where applicable, whether the company has established rules that oblige directors to inform or resign in cases that may damage the credit and reputation of the company:**

Yes  No

<b>Details of rules</b>
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In accordance with article 34.3 of the Board of Directors Regulations, all the directors must inform the Company of any circumstance that might harm the Company's credit or reputation and, in particular, they must inform the Board of any criminal charges brought against them as summonsed or investigated and the progress of any subsequent trial. The moment directors are indicted or tried for any of the crimes stated in company legislation, the Board of Directors will examine the matter and, in view of the particular circumstances and as soon as possible, decide whether or not they should be called on to resign. Likewise, the directors must tender their resignation and, if the Board of Directors considers it appropriate, must formally resign in the following cases: (i) when they cease to hold the executive positions with which their appointment as director was associated; (ii) when they are subject to any of the cases of incompatibility or prohibition in accordance with the law or with the Bylaws; (iii) when they receive a serious caution by the Board of Directors for failing to comply with their obligations as directors; (iv) when their remaining on the Board may put at risk or jeopardize the Company's interests, credit or reputation or when the reasons for which they were appointed cease to exist; and (v) in the case of proprietary directors: (i) when the shareholders they represent divest their ownership interest in its entirety or reduce it significantly; and ii) in the corresponding number, when such shareholders reduce their stakes to a level that requires them to reduce the number of proprietary directors. The independent directors cannot remain as such for more than 12 years running.

Moreover, in the event that directors cease from their position before the end of their term as a result of their resignation or any other reason, they must set out the reasons in a letter which must be sent to all the Board members, and the reasons must be stated in the Annual Corporate Governance Report.

**C.1.43 Indicate whether any member of the board of directors has informed the company that he or she has been prosecuted or legal proceedings have been initiated against him or her, for any of the offences specified in Article 213 of the Companies Act:**

Yes  No

Indicate whether the Board of Directors has examined this matter. If so, provide a justified explanation of the decision taken as to whether or not the director should continue to hold office or, if applicable, detail the actions taken or to be taken by the board.

**C.1.44 Specify the significant agreements that the company may have concluded and that enter into force, are amended, or terminate if the control of the company changes due to a takeover bid, and its effects.**

The senior term and multicurrency revolving facilities agreement signed by the Company on 1 April 2016 includes an early termination clause in the event of a change of control, which will occur if any persons acting in conjunction with others (different to, or together with, the investors and any person that is directly or indirectly controlled by any of them) become the owner (direct or indirect) of over 50% of the Company's capital with voting rights. For such purposes, "investors" means the members of the management team or employees of any group company (including any person with shares through a remuneration plan for employees or managers), funds advised by Arle Capital Partners Limited, Bourne Leisure Limited or affiliates of the former, or funds, companies or firms represented, managed, advised, owned or controlled by any of them or by their affiliates.

**C.1.45 Identify as a whole, and indicate in detail the agreements between the company and its administrative and managerial positions or employees who have compensation, guarantee or golden parachute clause, when these directors resign or are dismissed unfairly, or if the contractual relationship reaches its conclusion due to a takeover bid or other types of operations.**

**Number of beneficiaries: 12**

**Type of beneficiary:**

Chief Executive Officer and members of the management team

**Description of the resolution:**

The Company has signed a service provision contract with the Chief Executive Officer. In the event of termination or dismissal and its consequences (provided that this is not due to disciplinary fair dismissal), the contract envisages an indemnity for the Chief Executive Officer amounting to 15 months' gross salary, expressly excluding any other remuneration. Moreover, if the termination or dismissal is considered to be wrongful in accordance with the law, the Chief Executive Officer is entitled to receive compensation for the termination of the employment relationship that he had previously with the Company. That amount is calculated in accordance with the rules in force at any given time. On the other hand, that contract with the Chief Executive Officer includes a non-compete clause for which he will receive compensation equivalent to 85% of his fixed remuneration for two years as consideration.

Furthermore, the contracts with six other members of the management team (not the CEO) include indemnity clauses in the event of wrongful dismissal whose amount varies from 12 to 15 months' fixed salary. Lastly, the contracts with seven other members of the management team (not the CEO) include non-compete clauses, so those persons will receive an amount equivalent to two years of 70% of their fixed salary.

The aforementioned contracts include two with members of the management team (not the CEO) that have both types of benefits, i.e. an indemnity in the event of wrongful dismissal and non-compete clauses. Therefore, the total number of beneficiaries of one or both clauses is 12 persons, including the Chief Executive Officer.

**Please indicate whether these contracts need to be reported to and/or approved by the bodies of the company or its group:**

	<b>Board of Directors</b>	<b>General Meeting</b>
<b>Body authorizing the clauses</b>	Yes	NO

	<b>Yes</b>	<b>No</b>
<b>If the General Meeting informed of the clauses?</b>		X

**C.2 Committees of the Board of Directors**

**C.2.1 Specify all the committees of the Board of Directors, their members and the proportion of executives, proprietary, independent and other external directors who are members of them:**

**Audit and Control Committee**

Name	Post	Category
DON NICOLÁS VILLÉN JIMÉNEZ	CHAIRMAN	INDEPENDENT
DON DAG ERIK JOHAN SVANSTROM	MEMBER	INDEPENDENT
DON FREDRIK ARP	MEMBER	PROPRIETARY

% proprietary directors	33.33%
% independent directors	66.67%
% other external directors	0.00%

**Explain the tasks assigned to this committee, describe any procedures and organization/operation rules and summarize its most relevant activities during the year.**

The Audit and Control Committee provides information and advice and makes proposals within its scope of action and does not have executive functions. It comprises at least three and at most five directors, designated by the Board of Directors itself, and the members must be non-executive directors. Most of the Audit and Control Committee members must be independent and one of them must be appointed based on their knowledge and track record in matters of accountancy, auditing, or both. The Board of Directors also designates its Chairperson from among the independent directors who form part of that Committee. The Audit and Control Committee's Secretary is a person designated by the Board of Directors and who does not have to be a member of the Audit and Control Committee, in which case he/she does not have to be a member of the Board of Directors. The Audit and Control Committee's Secretary does not have to be the Board Secretary. The directors who form part of the Audit and Control Committee discharge their duty while their appointment as Company directors is in force, unless the Board of Directors resolves otherwise. The position of Chairperson is exercised for a maximum of four years, at the end of which he/she cannot be re-elected as such until one year has elapsed since then, without prejudice to his/her continuation or re-election as a member of the Committee. The Audit and Control Committee holds an ordinary meeting every quarter to review the periodic financial information that must be submitted to the stock market authorities as well as the information that the Board of Directors has to approve and include in its annual public documentation. Likewise, it meets whenever its members request this and when its Chairperson convenes a meeting. The Audit and Control Committee is quorate when the majority of its members attend in person or by proxy and its resolutions are adopted by an absolute majority of the votes.

The Audit and Control Committee's basic functions are summarized as follows: (i) inform the Shareholders' Meeting of the issues raised by the shareholders in matters related to its functions; (ii) oversee the efficacy of the Company's and group's internal control, their internal audit function and risk management systems, including the tax ones, and discuss with the auditors any significant weaknesses in the internal control system detected during the audit, all of this without undermining its independence; (iii) oversee the process of preparation and presentation of the regulatory financial reporting and submit recommendations or proposals to the Board of Directors aimed at safeguarding its integrity; (iv) submit proposals to the Board of Directors, so that it can submit them to the Shareholders' Meeting, for selecting, appointing, re-electing or replacing the auditors, being responsible for the selection process in accordance with the applicable regulations, along with the terms of their contract, regularly assessing information on the auditing plan and its implementation, in addition to preserving their independence in the exercise of their functions; (v) oversee the Company's internal audit activity; (vi) liaise with the auditors to obtain information on any issues that could compromise their independence for review by the Audit and Control Committee or any other subjects related to the audit process and, where applicable, the authorization of the services other than those forbidden, under the terms envisaged in the applicable regulations, and any other disclosures envisaged in the audit legislation and audit standards; (vii) issue annually, prior to the issue of the audit report, a report giving an opinion on the independence of the auditors or audit firms; this report must in all cases include an assessment of the additional services provided, as referred to in the previous paragraph, considered separately and in their totality, that consists of services other than the legal audits and how they relate to the requirement of independence or to the regulatory legislation on auditing; and (viii) keep the Board of Directors informed in advance on all items provided for in the law, the Bylaws and the Board of Directors Regulations, in particular, on: (i) the financial information that the Company must periodically publish; (ii) the creation or acquisition of investments in special purpose vehicles or entities domiciled in jurisdictions or territories considered to be tax havens; and (iii) related-party transactions.

During the year, the Audit and Control Committee carried out, among others, the following functions: (i) it reviewed the Company's consolidated quarterly and annual financial information; (ii) it reviewed and approved the update of the Company's Internal Rules of Conduct on Stock Exchange Related Matters; (iii) it reviewed the internal control system



for the Company's financial information and risk management system; (iv) it reviewed the Company's tax policy; (v) it reviewed the Company's audit plan for the next three years.

**Please name any director belonging to the auditing committee who was appointed based on his knowledge and experience in accounting or auditing matters, or both, and include the number of years during which the committee Chairman has held office.**

<b>Name of the experienced director</b>	<b>DON NICOLÁS VILLÉN JIMÉNEZ</b>
<b>No. of years holding office as Chairman</b>	0

**APPOINTMENT & REMUNERATION COMMITTEE**

<b>Name</b>	<b>Post</b>	<b>Category</b>
DON PETER JAMES LONG	CHAIRMAN	INDEPENDENT DIRECTOR
DON NICOLÁS VILLÉN JIMÉNEZ	MEMBER	INDEPENDENT DIRECTOR
DON DAG ERIK JOHAN SVANSTROM	MEMBER	INDEPENDENT DIRECTOR
DON FRANCISCO JAVIER ABAD MARTURET	MEMBER	PROPRIETARY DIRECTOR

<b>% of proprietary directors</b>	25.00%
<b>% of independent directors</b>	75.00%
<b>% of other external directors</b>	0.00%

**Explain the tasks assigned to this committee, describe any procedures and organization/operation rules and summarize its most relevant activities during the year.**

The Company's Appointments and Remuneration Committee is an internal reporting and consultative body without any executive functions and it provides information and advice and makes proposals within its scope of action. It comprises at least three and at most five directors, designated by the Board of Directors itself, at the proposal of the Board Chairperson, and the members must be non-executive directors. Most of the Appointments and Remuneration Committee members are independent. The Board of Directors also designates its Chairperson from among the independent directors who form part of that Committee. The Appointments and Remuneration Committee's Secretary is a person designated by the Board of Directors and who does not have to be a member of the Appointments and Remuneration Committee, in which case he/she does not have to be a member of the Board of Directors. The Appointments and Remuneration Committee's Secretary does not have to be the Board Secretary. The directors who form part of the Appointments and Remuneration Committee discharge their duty while their appointment as Company directors is in force, unless the Board of Directors resolves otherwise. The Appointments and Remuneration Committee holds an ordinary meeting every six months. Likewise, it meets whenever its members request this and when its Chairperson convenes a meeting. The Appointments and Remuneration Committee is quorate when the majority of its members attend in person or by proxy and its resolutions are adopted by an absolute majority of the votes.

The Appointments and Remuneration Committee's basic functions are summarized as follows: (i) assess the competencies, knowledge and experience required on the Board of Directors; (ii) establish a target concerning the representation of the less-represented gender on the Board of Directors and prepare guidelines on how this target can be attained; (iii) submit to the Board of Directors proposed appointments of independent directors for them to be designated by co-option or subject to a resolution by the Shareholders' Meeting, as well as on proposals for their re-election or removal by the Shareholders' Meeting; (iv) report proposed appointments of the remaining directors for them to be designated by co-option or subject to the decision of the Shareholders' Meeting, as well as on proposals for their re-election or removal by the Shareholders' Meeting; (v) report on proposed appointments and removals in senior

management and the basic terms of their contracts; (vi) examine and organize the succession of the Board Chairperson and top company executive; and (vii) propose to the Board of Directors a policy of remuneration of directors and general managers or those who perform senior management functions and report directly to the Board of Directors, to executive committees or executive directors, along with individual remuneration and other terms of executive directors' contracts, checking and ensuring that said policy is abided by.

During the year, the Appointments and Remuneration Committee carried out, among others, the following actions: (i) it acknowledged the Board's composition and ratified its members' status; (ii) it proposed and reported the appointment of a new member on the Appointments and Remuneration Committee, the change of secretary at the Appointments and Remuneration Committee and the change of secretary at the Audit and Control Committee; and (iii) it defined certain features of the Company's Long-Term Incentive Plan.

**C.2.2 Fill in the following table with information related to the number of female directors making up the Board of Directors' committees during the last four years:**

	Number of female directors							
	2016		2015		2014		2013	
	Number	%	Number	%	Number	%	Number	%
<b>Auditing Committee</b>	0	0.00%	0	0.00%	0	0.00%	0	0.00%
<b>Appointments and Remuneration Committee</b>	0	0.00%	0	0.00%	0	0.00%	0	0.00%

**C.2.3 REPEALED SECTION**

**C.2.4 REPEALED SECTION**

**C.2.5 Indicate whether there is any regulation governing the board's committees, the place where they may be available for consultation and any modifications made during the year. Also, indicate whether any annual report has been prepared voluntarily on the activities of each committee.**

The regulations of the Board Committees are included in articles 14 and 15 of the Board of Directors Regulations, which establish, among others, their powers, composition and procedures. They are available on the CNMV's website and on the corporate website (parquesreunidos.com) by clicking on "Shareholders and Investors", "Corporate Governance" and then "Board of Directors Regulations".

See section C.1.18 for the amendments to the Board of Directors Regulations.

In line with the corporate governance recommendations, the Company's committees assess their functioning, which is then published in the corresponding report.

**C.2.6 REPEALED SECTION**

**D. RELATED-PARTY AND INTRA-GROUP TRANSACTIONS**

**D.1 Where appropriate, explain the procedure for approving related-party and intra-group transactions.**

**Procedure for reporting approval of related-party transactions**

In accordance with article 5.4. (xvi) of the Board of Directors Regulations, the Board has the power to approve, after a report from the Audit and Control Committee, the related-party transactions as defined in the applicable legislation on this matter at any given time. Likewise, in accordance with article 14.5. (viii) of the Board of Directors Regulations, the Audit and Control Committee must inform the Board of Directors in advance on all items provided for in the law, the Bylaws and the Board of Directors Regulations and, in particular, on related-party transactions.

In that sense, any Company transactions with the directors and significant shareholders or, where applicable, with shareholders which have proposed the appointment of a Company director or with their respective related parties will be submitted for authorization by the Board of Directors after a report from the Audit and Control Committee. Before the Company authorizes such transactions, the Audit and Control Committee and the Board of Directors must assess the transaction based on equality of treatment of the shareholders and of the market conditions.

However, the Board's authorization may not be required for related-party transactions that simultaneously meet the following three conditions: (i) they are governed by standard form contracts applied on an across-the-board basis to a large number of clients; (ii) they are made at market prices, generally set by the person supplying the goods or services; and (iii) their amount is no more than 1% of the Company's annual revenues. The habitual or recurring transactions that form part of the ordinary course of business simply require the Board's general authorization. The authorization must necessarily be resolved by the Shareholders' Meeting when the transaction with a director is worth more than 10% of the corporate assets.

**D.2 Specify any transactions that are significant due to their amount or relevant due to their content carried out between the company or entities of the group, and the company's significant shareholders:**

**D.3 Specify any transactions that are significant due to their amount or relevant due to their content carried out between the company or entities of the group, and the company's administrators or directors:**

**D.4 Inform of the significant transactions carried out by the company with other entities belonging to the same group, provided that they are not eliminated in the process of preparing the consolidated financial statements and do not form part of the normal business operations of the company in terms of its purpose and conditions.**

**In any event, any intra-group transactions carried out with entities established in countries or territories that are considered tax havens must be reported:**

**D.5 Indicate the amount of the transactions carried out with other related parties.**

**0 (in thousands of euros)**

**D.6 Specify the mechanisms established to detect, determine and resolve any possible conflicts of interest between the company and/or its group and its directors, executives or significant shareholders.**

In accordance with article 29 of the Board of Directors Regulations and article 9 of the Company's Internal Rules of Conduct on Stock Exchange Related Matters, directors must notify any conflict of interest to the Board of Directors which relates to them or to parties related to them. There is a personal interest when an issue affects the directors or a person related to them or, in the case of proprietary directors, to the shareholders that proposed or made their appointment or to the persons directly or indirectly related to them.

For such purposes, the following are considered to be related parties to directors who are natural persons: a) Their spouse or persons with an analogous relationship of affection; b) the ascendants, descendants or siblings of the director or of the director's spouse (or persons with an analogous relationship of affection); c) the spouses of the ascendants, descendants or siblings of the director; d) the companies or institutions in which the directors or the persons related to them, on their own or through an intermediary, are involved in any of the situations envisaged in article 42 of the Spanish Code of Commerce; e) the companies or institutions in which the directors or the persons related to them hold an administrative or management position on their own or through an intermediary or from which they receive an emolument for whatever reason; and f) in the case of proprietary directors, additionally, the shareholders that proposed their appointment.

The following persons are considered to be related parties to directors that are legal persons: a) the partners who, with respect to the directors that are legal persons, are involved in any of the situations envisaged in article 42 of the Spanish Code of Commerce; b) the companies that form part of the same group as defined in article 42 of the Spanish Code of Commerce; c) the physical representative, the directors (de jure or de facto), the liquidators and the proxies with general powers of the directors that are legal persons; and d) the persons who, with respect to the directors that are legal persons, are considered to be parties related to the director.

The directors must abstain from representing the Company in the transaction to which the conflict refers, with the exceptions established in the applicable legislation. Moreover, the Company must notify, when this is applicable in accordance with the law, any conflict of interest involving the directors (or persons related to them) during the year in question and which it knows of as a result of the affected person notifying it or through any other means. The conflicts of interest involving the directors must be reported in the Company's financial statements.

**D.7 Is more than one company of the Group traded publicly in Spain?**

Yes  No

**Identify the subsidiaries traded publicly in Spain:**

**Publicly traded subsidiaries**

**Indicate whether the respective areas of activity and possible business relations between them have been identified precisely, as well as those of the publicly traded subsidiary with other companies in the group;**

**Define the possible business relations between the parent company and the publicly traded subsidiary, and between the latter and the other companies in the group**

**Identify the mechanisms in place to resolve possible conflicts of interest between the publicly traded subsidiary and the other companies in the group:**

**Mechanisms to resolve possible conflicts of interest**

## **E. CONTROL AND RISK MANAGEMENT SYSTEMS**

**E.1 Explain the scope of the company's Risk Management System, including for tax risks.**

Parques Reunidos Servicios Centrales, S.A. (hereinafter, Parques Reunidos) was listed in April 2016. As a result, in the months prior to this, it undertook a number of projects to perfect, formalize and systematize its internal control framework, based on the standards required by the various stakeholders, with special attention to the requirements of the Spanish Securities Market Commission (CNMV).

The project to improve the internal control system was structured into two large areas in which the Company worked on in parallel: the internal control over financial reporting (ICFR), with the aim of ensuring the quality of the company's financial reporting to the market; and the risk management system (RMS), whose coverage includes the other risk areas considered to be relevant for meeting the company's objectives, with special attention to the strategic and operating risks. Both projects will contribute to a better integration of the various control frameworks existing at the company; the main ones for our activity being the safety of our fairground attractions, facilities and food, and occupational health and safety.

During the year, the Board of Directors approved the Risk Control and Management Policy, which lays down the master guidelines for the RMS and whose implementation has been set out in the Risk Control and Management System Manual.

At the time of drafting this report, the risk management system (RMS) is being fully rolled out and its main milestones are to: (i) identify and assess the risks of the Parques Reunidos Group in the countries where it operates; (ii) determine

the control mechanisms that mitigate the impact and probability of occurrence of the risks; (iii) define the organizational structure that provides the support to the functioning of the RMS, including identifying those who hold the controls; and (iv) define and implement the RMS's monitoring and information processes. In the coming year, the Company expects the implementation phase to be completed and, subsequently, that the system be maintained and monitored.

In September 2016, the Board of Directors approved the Group's Tax Policy. It includes, among other matters, the guidelines inspiring the company's tax strategy, aimed at strictly respecting the tax regulations and collaborating with the tax authorities.

**E.2 Identify the company's bodies responsible for preparing and executing the Risk Management System, including tax risks.**

The Company's Board of Directors Regulations establish that the plenary session of the Board is the only one with the power to approve the Company's general policies and strategies and, in particular, the risk control and management policy, including the tax ones, and periodically monitor the internal reporting and control systems. Likewise, the Audit and Control Committee's functions are to: (i) oversee the efficacy of the Company's and group's internal control, their internal audit function and risk management systems, including the tax ones, and discuss with the auditors any significant weaknesses in the internal control system detected during the audit, all of this without undermining its independence; and (iii) review the internal control and risk management systems on a regular basis, so the main risks are properly identified, managed, quantified and reported, and make sure that such systems appropriately mitigate the risks within the policy framework which, where applicable, is defined by the Board of Directors.

To round out the functions of the aforementioned bodies, the Risk Control and Management Policy states that the Group's management has the responsibility to implement the risk management system (RMS), which includes its strategy, culture, persons, processes and technology. For such purposes, a Risk Committee will be created that is appointed by and answerable to the Audit and Control Committee and it will be responsible for the functioning and supervision of the RMS at the Group companies.

The Tax Policy stated in section E.1 establishes that the tax function depends on the Group's Finance Department, so its responsibility is to: (i) implement the tax guidelines in an effective way; (ii) establish and implement the procedures and controls to mitigate the tax risk; and (iii) disseminate the tax strategy among the Group.

**E.3 Explain the main risks, including tax risks that may affect the achievement of the business objectives.**

As stated in the IPO prospectus published in April 2016, several and varied risks may affect the company when meeting its targets. We believe that the main risks stated in that in-depth list are as follows:

- The weather or an adverse weather forecast reduces the influx of visitors to amusement parks.
- Economic crises or weaknesses in the countries where there are amusement parks reduce the influx of visitors to them and the consumption per capita of the customers.
- Acts of terrorism, natural disasters and other events with a large impact on their catchment area may have a negative effect on the influx of visitors to amusement parks.
- Accidents that take place in amusement parks, especially in the group's parks but also among the competition, may reduce the influx of visitors to them.
- Changes in customers' tastes and preferences are an underlying threat that may affect the amusement park industry.
- The activity's seasonal nature may increase the effect of adverse conditions or events.

**E.4 Identify whether the entity has a risk tolerance level, including for tax risks.**

Until a more advanced stage of the project to improve the internal control system specifies the risk tolerance levels, the Risk Control and Management Policy establishes that the businesses and projects undertaken by the Group must be within the risk range that it considers to be acceptable, adopting for this, and whenever this is possible and financially viable, the measures that reduce the risk to an acceptable level.

**E.5 Indicate what risks, including tax risks, have materialized during the year.**

In the financial year ending 30 September 2016, some of the risks stated in section E.3 materialized.

The Group's businesses in the US were seriously affected by poor summer weather in the north-east of the US, which recorded the second wettest August in measurement history. That area accounts for 60% of Parques Reunidos' business volume in the US.

In France, the Group's amusement parks in the Côte d'Azur recorded a sharp decline in visitor numbers due partly to the terrible terrorist events perpetrated in Nice in July 2016.

#### **E.6 Explain the response and supervision plans for the main risks to the entity, including tax risks.**

The weather risk is a contingency that cannot be controlled by the Group, so the only response is to minimize its impact on earnings by rapidly adjusting the amusement parks' capacity during poor weather.

Terrorist events with a large impact are also an uncontrollable risk. Nevertheless, the Group has drafted a two-year plan to recover the influx of visitors to the Côte d'Azur amusement parks with the aim of: (i) increasing market penetration among the local population; (ii) fostering the events business at the amusement park; and (iii) fostering the educational and conservation content of Marineland.

## **F INTERNAL RISK AND MANAGEMENT CONTROL SYSTEMS IN RELATION TO FINANCIAL REPORTING (ICFR)**

### **Description of the mechanisms forming the risk and management control systems in relation to financial reporting (ICFR) of the Company**

#### **F.1 The Company's control environment**

Specify at least the following components with a description of their main characteristics:

**F.1.1.** The bodies and/or functions responsible for: (i) the existence and regular updating of a suitable and effective ICFR; (ii) its implementation; and (iii) its monitoring.

Article 5.4. (xxi) of the Company's Board of Directors Regulations establish that the Board is ultimately responsible for the "existence and maintenance of an appropriate and effective internal control over financial reporting (hereinafter, ICFR)".

On 13 April 2016, the Board of Directors of Parques Reunidos formally approved the Internal Control over Financial Reporting Policy, which establishes that the Finance Department, through the Group's Internal Control over Financial Reporting System (hereinafter, "ICFR function"), and the parties responsible for the ICFR in each country, are responsible for the design, implementation and correct functioning of the ICFR.

The ICFR must be overseen by the Audit and Control Committee. Articles 14.6 of the Group's Board of Directors Regulations establish that the Audit and Control Committee has, among other functions, the power to "supervise the elaboration process and the integrity of the in financial information regarding the Group, controlling the compliance with the legal requirements and that the accounting standards are correctly applied, as well as periodically review the internal control and risk management systems, so the main risks are properly identified, managed, quantified and reported". To do this, it is based on a specific function carried out by the Internal Audit Department.

**F.1.2.** The existence or otherwise of the following components, especially in connection with the financial reporting process:

**• The departments and/or mechanisms in charge of: (i) designing and reviewing the organizational structure; (ii) defining clear lines of responsibility and authority, with an appropriate breakdown of tasks and functions; and (iii) deploying procedures so this structure is communicated effectively throughout the company.**

The Human Resources Manager is responsible for maintaining an updated corporate organizational chart that shows the Group's organizational structure. That organizational chart sets out all the Group's areas by department, identifying the responsibilities up to the management level and rounding out with other more detailed organizational charts at department level.

Regarding the financial reporting process, there is a Finance Department Management Manual which sets out in greater detail the specific tasks of this department. The Manual has been reviewed during the financial year so that it can be aligned with the ICFR policy stated in the preceding section and it will be published on the intranet in the following financial year.

This periodic review of the Finance Department Manual allows for an appropriate division of functions prevent overlapping and guarantee coordination between the various departments, thus leading to a greater operating efficiency at the Group.

The ICFR documentation described on section F.3.1., includes a risk and control matrix that clearly defines, within the organizational structure, those who hold each control in relation to the financial reporting process.

**• Code of conduct, approving body, degree of dissemination and instruction, principles and values covered (stating whether it makes specific reference to record keeping and financial reporting), body in charge of investigating breaches and proposing corrective or disciplinary action.**

The Group has a Code of Conduct, which was approved by the Management Committee, and whose objective is to include the ethical principles and the principles of conduct that must guide all the actions carried out by the workers of the Parques Reunidos Group, both in their internal relations and when they contact and communicate with customers, shareholders, suppliers, sponsors, associates and, in general, any persons or organizations in the social environment of the countries where they operate or are expected to operate.

This Code of Conduct has been published on the Company's intranet.

The Code of Conduct is signed by all the employees entering the Group together with their respective employment contract. The Group has a specific training program regarding the Code carried out within the framework of the training program regarding criminal risk prevention.

At present, the Group is adapting the criminal risk prevention model to the new requirements of the Spanish Criminal Code, taking into account, among other factors, events related specifically to the reliability of the financial reporting.

Moreover, before the Company was listed, the Board of Directors approved a Code of Conduct on Stock Exchange Related Matters, which was adapted when the European Market Abuse Regulation entered into force.

**• 'Whistle-blowing' channel, for the reporting to the Audit Committee of any irregularities of a financial or accounting nature, as well as breaches of the code of conduct and malpractice within the organization, stating whether reports made through this channel are confidential.**

The Group has a whistle-blowing management channel that identifies irregularities of a financial or accounting nature as well as breaches of the Code of Conduct and malpractice within the Group. An email address has been set up for the purpose and where employees can address any information regarding any conduct that they believe constitutes a violation of the Code of Conduct or any other information regarding any irregular activity.

The communications and/or reports are received by all the members of the Monitoring Unit simultaneously and are assessed and treated by guaranteeing confidentiality, no reprisals and personal data protection.

The Monitoring Unit, in accordance with its regulations of 26 February 2015, is a body in charge of gathering, assessing and deciding the actions that must be taken in relation to the reports which, once they are received through the whistle-blowing management channel, may breach the Criminal Risk Prevention Model or the Code of Conduct, monitoring the investigation processes that are initiated and until their completion.

The periodic meetings of the Monitoring Unit analyze and establish the corresponding measures. All of this is stated in a single minute's book of the meetings, periodically notifying the Group's Board of Directors of the relevant events that take place within the criminal risk prevention model.

**• Training and refresher courses for personnel involved in preparing and reviewing financial information or assessing ICFR which address, at least, accounting standards, auditing, internal control and risk management.**

The Finance Department (mainly, the Tax and Consolidation area) and the Internal Audit Department staff continually attend training sessions to be up to date with the regulatory and legislative changes.

Regarding the external training sessions, during the financial year ended on 30 s September 2016, the staff involved in preparing, reviewing and reporting the financial information received several refresher courses and courses on regulatory novelties during the year.

Regarding the internal training sessions related to the application of the ICFR in the Group, training activities have been carried out, including technical meetings regarding different key aspects of the ICFR (essentially financial information control and associated risk activities). The people responsible for the ICFR in EMEA participated in these meetings.

## **F.2 Risk assessment in financial reporting**

Report, at least:

**F.2.1. The main characteristics of the risk identification process, including risks of fraud or error, stating whether:**

**• The process exists and is documented.**

The Group's process to identify risks of fraud or error in the financial information is based on the COSO (Committee of Sponsoring Organizations for the Commission of the Treadway Commission) methodology, implementing practices aimed at designing and maintaining an internal control system that provides reasonable certainty about the reliability of the regulated financial information.

The Group has an Internal Control over Financial Reporting Policy, which was formally approved by the Board of Directors on 13 April 2016 and, together with the ICFR Manual, it sets out the general description of the system and its objectives, roles and responsibilities as well as the process for defining the matrix of the ICFR scope and the methodology for implementing the internal control over financial reporting function.

**• The process covers all financial reporting objectives (existence and occurrence; completeness; valuation; presentation, disclosure and comparability; and rights and obligations), is updated and with what frequency.**

Regarding the specific risks of financial information, the Group has drafted a matrix to define the scope of ICFR. This matrix, which is annually updated, identifies the accounts and breakdowns that have a significant associated risk which may have a material impact on the financial information.

In accordance with the provisions of the ICFR Policy of the Group, the scope matrix of the ICFR has been defined base on the consolidated financial statements for the year ending 30 September 2015. For this purpose, the relevant accounting line-items based on quantitative criteria (materiality) and qualitative criteria (complex nature of the transactions, volume of transactions, complex nature of the calculations, use of judgements, estimates or projections, etc.) were selected.

The critical processes and sub-processes have been defined with regard to each of the relevant accounts and breakdowns included in the scope matrix, identifying the controls that could prevent errors and/or frauds regarding the financial information covering all of the objectives of the financial information (existence and incidence, integrity, valuation, presentation and breakdown, rights and obligations).

**• A specific process is in place to define the scope of consolidation, with reference to the possible existence of complex corporate structures, shell corporations or special purpose vehicles.**

The determining of the consolidation scope is reviewed, at least, every year by the Consolidation Department, as well as every time there is a change to it, either by the incorporation of a new company or any change in the stake of any of the companies of the Group. When a new company is incorporated, the Legal Department informs the Finance Department, the Group's Consolidation Department, the Treasury Department, the Tax Department and the Management Control Department, providing the deed of incorporation of the company and the general powers granted.

**• The process addresses other types of risks (operational, technological, financial, legal, reputational, environmental, etc.) insofar as they may affect the financial statements.**

In accordance with that established in the Risk Control and Management Policy approved by the Board of Directors on 13 April 2016 and in the Risk Control and Management System Manual, Parques Reunidos identifies and prioritizes every year the critical risks of any type (operational, strategic, reporting and compliance) which, if they do take place, may have an adverse effect on the Group meeting its main targets and the financial statements.

**• Which of the Company's governing bodies is responsible for overseeing the process.**

The Audit and Control Committee is responsible for overseeing the efficacy of the ICFR and of the Risk Management System through the Internal Audit Department, which applies specific verification programs the will be envisaged in its Internal Audit Plan and under the supervision of the Audit and Control Committee.

**F.3 Control activities**

Indicate the existence of at least the following components, and specify their main characteristics:

**F.3.1. Procedures for reviewing and authorizing the financial information and description of ICFR to be disclosed to the markets, stating who is responsible in each case and documentation and flow charts of activities and controls**



(including those addressing the risk of fraud) for each type of transaction that may materially affect the financial statements, including procedures for the closing of accounts and for the separate review of critical judgements, estimates, measurements and projections.

The process to review and authorize the Group's financial information is carried out monthly, reviews, whose main ensuring the quality of the financial information stated in the financial statements.

In that sense, the Financial Manager submits an analysis of the main changes in the financial statements to the Board every month, stating this in the Board's minutes. As of the date of the Group becoming listed, the financial information is also reviewed by the Audit and Control Committee.

With regard to the description of the ICFR, the Finance Department is in charge of its elaboration, in coordination with the involved departments. This process ends with the approval of the Annual Corporate Governance Report validated by the Board of Directors as a whole.

Likewise, the annual financial statements are drafted by the Board of Directors every year.

In accordance with the matrix of the ICFR scope, the Group's Finance Department, through the ICFR function, has documented in risk and control matrixes the risks of fraud or error in the financial information and the controls to mitigate such risks and which affect all the processes and/or sub-processes identified as key at the companies in the EMEA area, envisaging the documentation of such controls for the companies located in the United States for a second phase to be carried out in 2017.

Such processes and/or sub-processes include several types of transactions that may have a material effect on the financial statements, especially those affected by relevant judgements, estimates, measurements and projections.

The following have been identified for each control:

- Evidence to support the controls.
- Organizational structures and/or functions regarding the positions responsible for each control identified.
- Frequency of controls.
- Automation level of controls.
- Type of control: preventive or detective.

The critical judgements and relevant estimates for financial reporting, as well as the assumptions and projections considered by the Management, were reviewed by the Audit and Control Committee and submitted and approved by the Board of Directors; that approval is stated in the corresponding Board's minutes of 29 September 2016.

**F.3.2.** Internal control policies and procedures for IT systems (including secure access, control of changes, system operation, continuity and separation of duties) giving support to key company processes regarding the preparation and publication of financial information.

The Group has posted on its intranet the "Security Document", which includes the internal control activities over the IT systems that provide support to critical company processes regarding the preparation and publication of financial information.

The main control activities focus on the following:

- Access control
- Support management
- Physical access control
- Tests with real data
- Staff functions and obligations
- Appointments and users
- Incidents. Procedures for notifying, managing and responding to them
- Procedures for making back-up copies and recovery
- Procedure for updating the security documentation

**F.3.3.** Internal control policies and procedures for overseeing the management of outsourced activities, and of the appraisal, calculation or valuation services commissioned to independent experts, when these may materially affect the financial statements.

Every year, the Group reviews all outsourced activities which are relevant to the preparation of financial information.

On specific cases, the Group requests advise from companies with recognized technical skills to valued specific assets.

The outcomes of the valuations entrusted to third parties are supervised by the Finance Department of the Group, which has qualified personnel to validate the conclusions reached by the reports issued by the third parties.

#### **F.4 Information and communication**

Indicate the existence of at least the following components, and specify their main characteristics:

**F.4.1.** A specific function in charge of defining and maintaining accounting policies (accounting policies area or department) up to date and settling doubts or conflicts over their interpretation, maintaining regular communication with the persons responsible for the organization's transactions, as well as an updated accounting policy manual that is provided to all the company's operating units.

The Management Control Department, which is directly answerable to the Finance Department, is responsible for defining, maintaining and updating the Group's accounting policies and resolving doubts or conflicts arising from their interpretation. Therefore, it maintains regular communication with the persons responsible for the accounting and consolidation functions. The Management Control Department, in collaboration with the Consolidation Department, is also responsible for updating the Group's accounting practices manual, which is sent by the Consolidation Department to the subsidiaries every year by email. This manual contains the Group's main accepted principles regarding the preparation of consolidated financial statements based on the IFRS-UE principles.

**F.4.2.** Mechanisms in standard format for the capture and preparation of financial information, which are applied and used in all units within the company or group, and support its main financial statements and attached notes as well as disclosures concerning ICFR.

The mechanism that captures and prepares the information to support the Group's main financial statements is based mainly on using the consolidate tool centralized by the Consolidation Department.

Every month, the Consolidation Department uploads the trial balances submitted by the subsidiaries to this tool after reviewing them.

Every year, more detailed reporting packages are received which include the necessary information to prepare the Group's consolidated financial information (including the breakdowns and notes). Those reporting packages are aimed at guaranteeing that the information is standardized since they are standard and consistent for all the countries and subsidiaries and are prepared based on the Group's accounting practices instructions and manual, which is unique for all the Group companies. The capture and preparation of the information stated about the ICFR is centralized at the Finance Department, in collaboration with the various departments involved.

## **F.5 Monitoring**

Indicate the existence of at least the following components, describing their main characteristics:

**F.5.1.** The ICFR monitoring activities undertaken by the Audit Committee and an internal audit function whose competencies include supporting the Audit Committee in its role of monitoring the internal control system, including ICFR. Describe the scope of the ICFR assessment conducted in the year and the procedure for the person in charge to communicate its findings. State also whether the Company has an action plan specifying corrective measures for any flaws detected, and whether it has taken stock of their potential impact on its financial information

To carry out its function of monitoring the efficacy of the ICFR, the Audit and Control Committee has an Internal Audit Department. This department, as stated in the ICFR Policy approved by the Board of Directors, has, among others, the following responsibilities: draft and execute, within the Annual Audit Plan, the monitoring of the efficacy of the ICFR, focusing on the risks of the financial information identified and assessed by the Management. As a result of such procedures, the department informs the Audit and Control Committee of the potential weaknesses detected during the audits and proposes recommendations on how to correct them. During the financial year ended on 30 September 2016, the Group has focused on the development and execution of the ICFR in EMEA, having the person responsible for this function informed the Audit and Control Committee, on its 28 September 2016 meeting, about its implementation status.

The Internal Audit Department will draft an ICFR review program, which will be implemented next year and will be included in the annual work programs that are submitted for approval by the Audit and Control Committee.

**F.5.2.** A discussion procedure whereby the auditor (pursuant to TAS), the internal audit function and other experts can report any significant internal control weaknesses encountered during their review of the financial statements or other assignments, to the company's senior management and its Audit Committee or Board of Directors. State also whether the company has an action plan to correct or mitigate the weaknesses found.

During the fiscal year ended on 30 September 2016, two meetings of the Audit and Control Committee have been carried out. The external auditors attended the meeting of the Audit and Control Committee of 28 September 2016 in order to inform about the provisional status of the Group's annual accounts auditing works and the main facts that have been identified, including the internal control possible weaknesses identified during their work, in case they have happened.

The person responsible for the ICFR function of the Group periodically participates in the meetings of the Audit and Control Committee, presenting the conclusions regarding the adoption of the ICFR.

Likewise, the Internal Audit Officer will notify the identified control weaknesses based on the implementation of the ICFR assessment plan to the Audit and Control Committee.

## **F.6 Other relevant information**

N/A

#### F.7 External auditor review

State whether:

F.7.1. The ICFR information supplied to the market has been reviewed by the external auditor, in which case the corresponding report should be attached. Otherwise, explain the reasons for the absence of this review.

Parques Reunidos has submitted the 2016 ICFR information reported to the market for review by the external auditor. The scope of the auditor's review procedures was made in accordance with the action guideline and audit report form referred to in the information about the internal control over financial reporting of the listed companies in July 2013 issued by the corporations representing the auditors.

### G LEVEL OF COMPLIANCE WITH CORPORATE GOVERNANCE REGULATIONS

Please describe the extent to which the company has complied with the recommendations of the Code of Good Governance of Publicly Traded Companies.

If any recommendation is omitted or only partly followed, a detailed explanation must be given of the reasons for this, in order to ensure that the shareholders, investors and the market in general have enough information to be able to assess the company's conduct. General explanations will not be accepted.

- 1. The Bylaws of listed companies do not limit the number of votes that may be issued by the same shareholder, nor do they contain any other restrictions that hinder the taking of a company's control by purchasing its shares on the market.**

Compliance  Explain

- 2. If the parent company and one of its dependent companies are both listed, a public and accurate definition of the following:**
  - a) the respective areas of activity and possible business relations between them have been identified precisely, as well as those of the publicly traded subsidiary with other companies in the group.**
  - b) The devices foreseen to resolve any future conflicts of interest that may arise.**

Compliance  Compliance in part  Explain  Not applicable

- 3. During the General Shareholders' Meeting, as a supplement to the distribution in writing of the annual corporate governance report, the chairman of the Board of Directors informs the shareholders verbally, in sufficient detail, of the most relevant corporate governance aspects of the company, and in particular:**
  - a) Of the changes that have occurred since the previous General Shareholders' Meeting.**
  - b) Of the specific reasons why the company does not follow any of the recommendations of the Code of Corporate Governance and of any alternative rules that may be applicable in this matter.**

Compliance  Compliance in part  Explain

Since its listing, the Company has not held any Shareholders' Meetings. Nevertheless, at the next and subsequent Ordinary Shareholders' Meetings, it plans to inform the shareholders verbally, with sufficient detail, about the company's main corporate governance factors.

4. **The company defines and promotes a policy of communication and contact with shareholders, institutional investors and proxy advisers that is fully respectful of the rules against market abuse and gives a similar treatment to shareholders that are in the same position.**

**The company makes public this policy through its website, including information relating to the way in which it has been implemented and identifying the contacts or those responsible for carrying it out.**

Compliance  Compliance in part  Explain

The principles of the communication and contact policy with shareholders, institutional investors and markets are envisaged in the Company's Board of Directors Regulations. As a result of its recent listing, the Company is still working on drafting and approving certain policies and procedures related to better corporate governance practices. In any case, the Company has established several communication channels which can be consulted on its website. Likewise, the contact with the Investor Relations Department is also available on the corporate website.

5. **The Board of Directors does not submit to the General Meeting of Shareholders a proposal for delegating powers to issue shares or convertible securities, except for the right to preferential subscription, for an amount greater than 20% of the share capital at the time of delegation.**

**And when the Board of Directors approves any issue of shares or convertible securities, not including the right to preferential subscription, the company immediately publishes on its website the reports on this exclusion referred to be company law.**

Compliance  Compliance in part  Explain

6. **Listed companies preparing the reports mentioned below, whether as an obligation or voluntarily, publish them on their websites in sufficient time before the General Meeting of Shareholders, even if their publication is not mandatory:**

**a) Report on the independence of the auditor.**

**b) Reports on the operation of the Auditing and Appointments and Remuneration committees.**

**c) Auditing Committee report on related operations.**

**d) Report on the policy of Corporate Social Responsibility.**

Compliance  Compliance in part  Explain

Since its listing, the Company has not held any Ordinary Shareholders' Meetings. Nevertheless, the Company plans to post the aforementioned reports on its website sufficiently in advance of the first and subsequent Ordinary Shareholders' Meetings.

7. **The company broadcasts the general meetings of shareholders live via its website.**

Compliance  Explain

Since its listing, the Company has not held any Shareholders' Meetings. In any case, the suitability of a live broadcast of the next Shareholders' Meetings will be considered.

8. **The Auditing Committee oversees the Board of Directors to ensure that if possible it presents the accounts to the General Meeting of Shareholders without any limitations or qualifications in the**

**auditor's report; and that in the exceptional cases when there are qualifications, both the chairman of the Auditing Committee and the auditors explain clearly to the shareholders the content and scope of these limitations or qualifications.**

Compliance  Compliance in part  Explain

- 9. The company posts publicly and permanently on its website, the requirements and procedures that it will accept to accredit the ownership of the shares, the right of attendance to the General Meeting of Shareholders and the exercise of delegation of this voting right.**

**These requirements and procedures favor attendance and the exercise of voting rights by the shareholders and are applied in a non-discriminatory way.**

Compliance  Compliance in part  Explain

Since its listing, the Company has not held any Shareholders' Meetings. Its intention is to always comply with this recommendation as of the notice of the first Shareholders' Meeting.

- 10. When a duly registered shareholder has exercised the right to add to the Agenda or present new proposed resolutions before the general meeting of shareholders, the company:**

- a) Immediately makes public these supplementary points and new proposed resolutions.**
- b) Makes public the model of attendance card or form of delegating the vote or distance vote, together with the precise modifications, so that the new points on the Agenda and the alternative proposed resolutions can be voted on in the same terms as those proposed by the Board of Directors.**
- c) Subjects all these points or alternative proposals to the vote and applies to them the same voting rules as those issued by the Board of Directors, including in particular any assumptions or deductions regarding voting intention.**
- d) Following the General Meeting of Shareholders, reports the breakdown of the vote on these supplementary points or alternative proposals.**

Compliance  Compliance in part  Explain  Not applicable

- 11. If the company plans to pay attendance bonuses to the General Meeting of Shareholders, it should establish in advance a general policy on such bonuses and this policy should be stable.**

Compliance  Compliance in part  Explain  Not applicable

- 12. The Board of Directors performs its duties with a single purpose and with independent criteria, treats all shareholders who are in the same position in the same way and is guided by the corporate interest, meaning the achievement of a profitable and sustainable business in the long term that promotes its continuity and the maximization of the company's economic value.**

**In aiming for the corporate interest, as well as respecting the laws and regulations and a good behavior based on good faith, ethics and respect for commonly accepted customers and good practices, it aims to reconcile the corporate interest with the legitimate interests of its employees, suppliers, customers, and the other stakeholders that may be affected, as appropriate, as well as the impact of the company's activities on the community as a whole and on the environment.**

Compliance  Compliance in part  Explain

- 13. The Board of Directors is of the right size to ensure effective and participative operation, which means that it is advisable for it to have between 5 and 15 members.**

Compliance  Explain

- 14. The Board of Directors approves a policy on appointing directors that:**

**a) Is specific and verifiable.**

**b) Ensures that the proposals for appointment or re-election are based on a prior analysis of the needs of the Board of Directors.**

**c) Favors the diversity of knowledge, experiences and gender.**

The result of the prior analysis of the needs of the Board of Directors is included in the justificatory report from the Appointments Committee published when calling the General Meeting of Shareholders to which the ratification, appointment or re-election of each director is subject to.

The policy for selecting directors fosters the target that in 2020 the number of female directors should represent at least 30% of all the members of the Board of Directors.

The appointments committee shall check compliance with the policy for selecting directors every year and report on this in the annual Corporate Governance Report.

Compliance  Compliance in part  Explain

As a result of its recent listing, the Company is still working on drafting and approving certain policies and procedures related to better corporate governance practices. In any case, the Appointments and Remuneration Committee must expressly inform the Board of Directors of the issues related to gender diversity and ensure that, to fill new vacancies, the selection procedures do not have an implicit bias which, in particular, may prevent women from being selected as directors and, in this sense, the Company plans to continue devoting its best efforts.

- 15. The nominee and independent directors constitute a broad majority of the Board and that number of executive directors is the smallest possible, taking into account the complexity of the corporate group and the percentage participation held by executive directors in the company's capital stock.**

Compliance  Compliance in part  Explain

- 16. The percentage of nominee directors out of the total number of non-executive directors is not greater than the proportion between the company's capital stock represented by these directors and the rest of the capital.**

**This criterion may be eased:**

**a) In companies with a high market value, when there are few shareholdings that are legally considered to be significant.**

**b) When it is a case of companies where there are a number of shareholders represented on the Board and there is no relation between them.**

Compliance  Explain

At present, 50% of the total non-executive directors are proprietary directors, all of which represent the shareholder Arle Capital Partners Limited, which owns 38.529% of the Company's share capital.

**17. The number of independent directors is at least half of all the directors.**

However, when the company does not have a high market value, or when it does but has one shareholder or a number acting together who control more than 30% of the capital stock, the number of independent directors is at least a third of the total number of directors.

Compliance  Explain

**18. The companies publish and keep updated the following information on their directors on their website:**

- a) Professional and personal background.
- b) Other boards of directors to which they belong, whether or not of listed companies, as well as information on other remunerated activities they engage in, whatever their nature.
- c) Indication of the type of director, specifying in the case of nominee directors, the shareholder they represent or to which they are related.
- d) Date of the initial appointment as director of the company, as well as the subsequent re-elections.
- e) Shares in the company, and options on such shares, that they own.

Compliance  Compliance in part  Explain

Since its listing, the Company has posted all this information on its website, apart from the other boards of directors to which the directors belong, the other remunerated activities that they perform and the re-election of directors.

**19. The annual Corporate Governance Report, following review by the Appointments Committee, explains the reasons for the appointment of the nominee proprietary directors at the request of shareholders whose holding is under 3% of the capital; and, where appropriate, explains the reasons for not approving formal requests for representation on the Board from shareholders whose holding is at least equal to that of the others at whose request nominee proprietary directors have been appointed.**

Compliance  Compliance in part  Explain  Not applicable

**20. Any nominee proprietary directors should resign if the shareholder they represent fully transfers its shareholding. They should also resign, in the necessary number, if the shareholder reduces its shareholding down to a figure that requires a decrease in the number of nominee directors.**

See sections: C.1.2 and C.1.9

Compliance  Compliance in part  Explain  Not applicable

**21. The Board of Directors does not propose the removal of any independent director before expiration of the term of appointment foreseen in the By-laws, unless there is just cause, ascertained by the Board subject to a prior report from the Appointments Committee. In particular, just cause will be deemed to exist if the director takes on a new position or undertakes new duties that prevent him or her from dedicating the time needed to perform the duties of director, infringes the duties inherent to his post or is involved in any of the circumstances entailing loss of independence under applicable law.**

The removal of independent directors may also be proposed as a result of takeover bids, mergers or other similar corporate operations, entailing a change in the company's capital structure, if such changes in the Board's structure are triggered by the proportionality principle indicated in Recommendation 16.

Compliance  Explain

22. The companies establish rules obliging their directors to report and resign, if necessary, in any situations that may damage the company's creditworthiness and reputation. In particular, they should be obliged to inform the Board of any criminal proceedings in which they are charged, including any subsequent procedural vicissitudes.

If a director is prosecuted or an order initiating a public trial is delivered against him, for any of the offences foreseen in Company Law, the Board should examine the case as soon as possible and, in light of specific circumstances, decide whether or not the director should remain in his post. The Board should report all of the foregoing, in a reasoned manner, in the Annual Corporate Governance Report.

Compliance  Compliance in part  Explain

23. All directors are able to clearly expressly their disagreement if they consider that any proposed decision presented to the Board may be contrary to the corporate interest. The foregoing will also apply, in particular, in the case of independent directors and others not affected by a potential conflict of interests, for decisions that may be detrimental to shareholders not represented on the Board.

If the Board adopts significant or reiterated decisions on which a director has made serious reservations, the latter is able to reach the necessary conclusions and, if he decides to resign, should explain his reasons in the letter referred to in the recommendation below.

This Recommendation also covers the Secretary of the Board of Directors even if he does not hold director status.

Compliance  Compliance in part  Explain  Not applicable

24. If further to a resignation or for other reasons, a director abandons his post before the end of his term, the reasons for this should be explained in a letter forwarded to all of the Board members. Without prejudice to such abandonment being notified as a relevant event, the Annual Corporate Governance Report should explain the reasons for his abandonment.

Compliance  Compliance in part  Explain  Not applicable

25. The Appointments Committee should ensure that non-executive directors have sufficient time available for the correct performance of their duties.

And the Regulation of the Board of Directors establishes the maximum number of boards of directors of which its directors may form part.

Compliance  Compliance in part  Explain

26. The Board of Directors meets as frequently as necessary to perform its duties effectively, and at least eight times a year, following the schedule of dates and issues it establishes at the start of the year. Each director can individually propose Agenda items that are not initially included.

Compliance  Compliance in part  Explain

27. Non-attendance by directors is limited to unavoidable cases that are listed in the annual Corporate Governance Report. When non-attendance has to occur, a proxy is granted with instructions.

Compliance  Compliance in part  Explain

Between the Company's listing and the end of the financial year, the Board of Directors has held four meetings. All the directors were present at two of those meetings. Although all the directors attended the other two meetings, on both occasions one of them did so represented by another director, giving the proxy freedom of vote, i.e. without specific voting instructions. Between the Company's listing and the end of the financial year, 93% of the voting stock attended



## FREE TRANSLATION – IN CASE OF DISCREPANCY, SPANISH VERSION PREVAILS

while, during the entire financial year, 90% attended, as stated in section C.1.30. In both cases, they were not 100% because the proxies were given freedom of vote, i.e. without specific voting instructions. See explanatory note 8 in section H.1 in relation to section C.1.29.

- 28. When the directors or the Secretary express concern regarding a proposal, or in the case of directors, on the performance of the company, and these concerns are not resolved by the Board of Directors, this is noted in the minutes at the request of the person who has raised the concerns.**

Compliance  Compliance in part  Explain  Not applicable

- 29. The company establishes appropriate channels allowing directors to obtain precise advice on the performance of their duties, including, if circumstances require, external advice at the company's expense.**

Compliance  Compliance in part  Explain

- 30. Apart from the knowledge required from the directors to perform their duties, the companies also offer their directors refresher courses to update knowledge where required by the circumstances.**

Compliance  Explain  Not applicable

- 31. The Agenda of the meetings indicates clearly those points on which the Board of Directors have to adopt a decision or resolution so that the directors can study or gather in advance the information required for adoption.**

**Exceptionally, when for reasons of an emergency, the chairman wishes to submit decisions or resolutions to the Board of Directors for approval that are not included on the Agenda, the prior consent of the majority of directors present will be required, and due note of this will be included in the minutes.**

Compliance  Compliance in part  Explain

- 32. The directors are regularly informed of changes in the shareholder structure and of the opinions of significant shareholders, investors and ratings agencies on the company and its group.**

Compliance  Compliance in part  Explain

- 33. The chairman, as responsible for the efficient operation of the Board of Directors, not only performs the duties established by law and the Bylaws, but prepares and submits to the Board of Directors a schedule of dates and issues to be considered; organizes and coordinates the regular evaluation of the Board, and where appropriate, of the company's chief executive; is responsible for the management of the Board and for its effective operation; ensures that it dedicates sufficient time to discussion of strategic questions, and agrees and reviews the programs for updating each director's knowledge, where advisable.**

Compliance  Compliance in part  Explain

The Company's current Board of Directors was set up a few days before the listing in April 2016. Since this is so recent, the Company has not yet drafted an annual board assessment. It is hereby stated that the Company will draft that assessment, as well as that of its committees, before one year elapses since being listed on the Spanish stock markets

- 34. When there is a coordinating director, the Bylaws or the Regulation of the Board of Directors, as well as the corresponding duties under law, the Bylaws or Regulation of the Board of Directors establish for him the following duties: chair the Board of Directors in the absence of the Chairman and of the Deputy Chairmen, where there are such; respond to the concerns raised by the non-executive directors; maintain contacts with investors and shareholders to discover their points of view in order to form an opinion on their concerns, in particular in relation to the company's corporate governance; and coordinate the succession plan for the Chairman.**

Compliance  Compliance in part  Explain  Not applicable

- 35. The Secretary of the Board of Directors pays particular attention to ensuring that the actions and decisions of the Board of Directors take into account the recommendations on good governance included in the Code of Good Governance and applicable to the company.**

Compliance  Explain

- 36. The full Board of Directors evaluates once a year and adopts, where appropriate, an action plan to correct any deficiencies identified with respect to:**

- a) The quality and efficiency of the operation of the Board of Directors.
- b) The operation and composition of its committees.
- c) The diversity in composition and competences of the Board of Directors.
- d) The performance of the Chairman of the Board of Directors and the company's chief executive.
- e) The performance and contribution of each director, with particular attention to those responsible for the different Board committees.

The evaluation of the different committees is based on the report that they submit to the Board of Directors, and for the evaluation of the Board of Directors, on the report submitted by the Appointments Committee.

Every three years, the Board of Directors will be assisted in carrying out the evaluation by an external consultant, whose independence will be verified by the Appointments Committee.

The business relations that the consultant and any company in his group have with the company or any company in its group must be disclosed in the annual Corporate Governance Report.

The process and the areas evaluated will be described in the annual Corporate Governance Report.

Compliance  Compliance in part  Explain

The Company's current Board of Directors was set before the listing in April 2016. Since this is so recent, the Company has not yet drafted an annual board assessment. It is hereby stated that the Company will draft that assessment, as well as that of its committees, before one year elapses since being listed on the Spanish stock markets.

- 37. When there is an Executive Committee meeting, the structure of participation by the different categories of directors is similar to that of the Board of Directors, and its Secretary is that of the Board.**

Compliance  Compliance in part  Explain  Not applicable

- 38. The Board is always informed of the matters discussed and decisions adopted by the Executive Committee, and all the Board members receive a copy of the minutes of all Executive Committee meetings.**

Compliance  Compliance in part  Explain  Not applicable

- 39. The members of the Auditing Committee and in particular its chairman, shall be appointed taking into account their knowledge and experience in matters of accounting, auditing and risk management, and most of these members should be independent directors.**

Compliance  Compliance in part  Explain

- 40. Under supervision of the Auditing Committee, a unit is in place that assumes the internal audit function and ensures the correct operation of the information and internal control systems. It answers to the non-executive chairman of the Board of Directors or the Auditing Committee.**

Compliance  Compliance in part  Explain

- 41. The person in charge of the unit that assumes the function of internal auditing should present his annual work plan to the Auditing Committee, directly informing it of any incidents that may arise and presenting an activity report at the end of each financial year.**

Compliance  Compliance in part  Explain  Not applicable

The Company's current Audit and Control Committee was set before the listing in April 2016. Since this is so recent and because of the Company's recent listing, the annual work plan of the internal audit unit has not been submitted to the Audit and Control Committee yet, the incidents during the implementation have not been directly informed and an activity report has not been submitted. It is hereby stated that the internal audit unit will carry out the aforementioned activities before one year elapses since being listed on the Spanish stock markets.

- 42. In addition to those provided for by law, the Auditing Committee has the following duties:**

**1. In relation to data and internal control systems:**

- a) To supervise the drafting process and the integrity of the financial information relating to the company, and where appropriate to the group, reviewing compliance with regulatory requirements, the appropriate specification of the scope of consolidation and the correct application of accounting criteria.**
- b) To ensure the independence of the unit that assumes the function of internal auditing; to propose the selection, appointment, re-election and removal of the head of the internal auditing department; to propose the budget for this department; to approve the approach and the work plans, ensuring that their activity is focused mainly on relevant risks for the company; to receive periodic information on its activity; and to check that senior management takes into account the conclusions and recommendations made in its reports.**
- c) To establish and supervise a device that enables employees to communicate any irregularities of potential importance, in a confidential and even anonymous manner, if deemed appropriate and possible, to particularly include financial and accounting irregularities, noticed within the company.**

**2. In relation to external auditors:**

- a) If the external auditor resigns, examine the circumstances that may have caused this.**
- b) Ensure that the remuneration of the external auditor for its work does not compromise its quality or independence.**
- c) Supervise that the company informs the CNMV of a change of auditor, as a relevant event, including a statement about the future existence of disagreements with the outgoing auditor and the content thereof, if any.**

- d) Ensure that the external auditor holds a meeting every year with the full Board of Directors to inform it about the work being done and changes in the accounting situation and risks in the company.
- e) Ensure that the company and the external auditor respect the regulations in place on provision of services other than auditing, the limits to the auditor's business concentration, and in general other regulations on the independence of auditors.

[Compliance  Compliance in part  Explain

43. The Auditing Committee may summon any company employee or executive, and even order their declaration without the presence of any other executive.

Compliance  Compliance in part  Explain

44. The Auditing Committee should be informed of structural and corporate modifications that the company plans in order to review them and inform the Board of Directors in advance of the financial conditions and their accounting impact, in particular of the proposed exchange ratio, where applicable.

Compliance  Compliance in part  Explain  Not applicable

45. The risk control and management policy should identify at least:

- a) The different types of risk, financial and non-financial (among others, operational, technological, social, environmental, political and reputational) faced by the Company. The financial or economic risks include tax risk, contingent liabilities and other off-balance-sheet risks.
- b) A specific risk threshold that the Company considers acceptable.
- c) The measures planned to mitigate the impact of risks identified, if they should materialize.
- d) The information and internal control systems that will be used to control and manage these risks, including contingent liabilities and off-balance-sheet risks.

Compliance  Compliance in part  Explain

As stated in section E.1, during the year the Board of Directors approved the Risk Control and Management Policy, which lays down the master guidelines for the RMS and whose implementation has been set out in the Risk Control and Management System Manual, which is currently in the implementation phase. The Company has carried out a preliminary risk identification and assessment exercise. Moreover, interviews were held with the persons responsible for the corporate departments, which have led to an assessed risk inventory. That analysis did not expressly include the contingent liabilities or off-balance-sheet risks. On the other hand, although the Company's Risk Control and Management Policy has a section on risk appetite, it does not expressly establish the risk level that the Company considers to be appropriate. Lastly, although the aforementioned Policy implicitly includes measures to mitigate the impact of the identified risks (if they materialize) and the internal information and control systems that will be used to control and manage those risks, they will be expressly undertaken in a subsequent phase of the project to improve the internal control system (described in section E.1).

46. Under the direct supervision of the Auditing Committee or, where appropriate, a specialized committee of the Board of Directors, an internal risk control and management function is exercised by an internal unit or department in the Company that has the following functions expressly attributed to it:

- a) Ensure the proper operation of the systems of risk control and management; in particular they should appropriately identify, manage and quantify all the important risks affecting the company.
- b) Participate actively in preparing the risk strategy and the important decisions with respect to its management.
- c) Ensure that the risk control and management functions mitigate the risks sufficiently within the framework of the policy defined by the Board of Directors.

Compliance  Compliance in part  Explain

Despite its recent listing, the Company already has a Risk Control and Management Policy, which was approved by the Board of Directors and is currently being implemented. That Policy envisages creating a Risk Committee that is answerable to the Audit and Control Committee, although it had not been set up at the date of this report.

- 47. The members of the Appointments and Remuneration Committee, or of the Appointments Committee and the Remunerations Committee, if they are separate, are appointed with the idea that they should have the knowledge, attitudes and experience that are appropriate to the functions they are to perform and that most of these members should be independent directors.**

Compliance  Compliance in part  Explain

- 48. Companies with a high market value should have a separate Appointments Committee and Remunerations Committee.**

Compliance  Explain  Not applicable

- 49. The Appointments Committee should consult the Chairman of the Board of Directors and the Company's chief executive, particularly in the case of matters related to executive directors.**

**The possibility of any director being able to request that the Appointments Committee take potential candidates into account, if deemed suitable in its opinion, in order to cover director vacancies.**

Compliance  Compliance in part  Explain

- 50. The Remunerations Committee should exercise its functions independently and as well as the tasks attributed to it by law, it has the following duties:**

- a) To propose to the Board of Directors the basic conditions of the contracts of senior managers.**
- b) To check that the remuneration policy established by the company is being adhered to.**
- c) To review periodically the remunerations policy applied to directors and senior management, including the share-based remuneration systems and their application; and to guarantee that individual remuneration is proportionate to what is paid to other directors and senior managers in the Company.**
- d) Ensure that possible conflicts of interest do not harm the independence of the external advice provided to the committee.**
- e) Check the information on the remuneration of directors and senior managers contained in the different corporate documents, including the annual report on directors' remuneration.**

Compliance  Compliance in part  Explain

- 51. The Remuneration Committee should consult the Company's Chairman and chief executive, particularly in the case of matters related to executive directors and senior managers.**

Compliance  Compliance in part  Explain

- 52. The rules on the composition and operation of the supervision and control committees appear in the Regulation of the Board of Directors and are consistent with those applicable to the legally obligatory committees in accordance with the above recommendations, including:**

- a) They are composed exclusively of non-executive directors, with a majority of independent directors.**
- b) Their chairmen are independent directors.**

- c) The Board of Directors appoints the members of these committees taking into account the knowledge, skills and experience of the directors and the duties of each committee, and deliberates on their proposals and reports; and the Board reports on their activity at the first full Board of Directors meeting following its meetings, where they answer for the work done.
- d) The committees may have recourse to external advice when they consider it necessary to perform their duties.
- e) Minutes are drafted of the meetings, and made available to all the directors.

Compliance  Compliance in part  Explain  Not applicable

53. Supervision of compliance with the rules on corporate governance, the internal codes of conduct and the policy on corporate social responsibility is attributed to one committee or is divided between a number of committees of the Board of Directors. They may be the Auditing Committee, the Appointments Committee, the Corporate Social Responsibility Committee (if there is one), or a specialized committee that the Board of Directors, in the exercise of its faculty of self-organization, decides to create for this purpose, to which the following minimum tasks are specifically attributed.

- a) Supervision of compliance with the internal codes of conduct and the rules of the company's corporate governance.
- b) Supervision of the communication and relations strategy with shareholders and investors, including small and medium-sized shareholders.
- c) Periodic evaluation of the appropriateness of the company's system of corporate governance, with the aim of complying with its mission to promote the corporate interest and take into account the legitimate interests of the other stakeholders, as appropriate.
- d) Review of the company's corporate social responsibility policy, ensuring that it is geared to creating value.
- e) Monitoring of the strategy and practice of corporate social responsibility and evaluation of the level of compliance.
- f) Supervision and evaluation of the processes of engagement with the different stakeholders.
- g) Assessment of everything related to the Company's non-financial risks, including operational, technological, legal, social, environmental, political and reputational.
- h) Coordination of the process of reporting non-financial information and information on diversity, in accordance with the regulations applicable and international standards in the area.

Compliance  Compliance in part  Explain

54. The corporate social responsibility policy includes the principles or commitments assumed by the company voluntarily in its relations with different stakeholders, and should identify at least:

- a) The goals of the corporate social responsibility policy and the development of support instruments.
- b) The corporate strategy related to the sustainability, environment, and social questions.
- c) The specific practices on questions related to: shareholders, employees, customers, suppliers, social questions, the environment, diversity, tax responsibility, respect for human rights and prevention of illegal conduct.
- d) Methods or systems of monitoring the results of the application of specific practices specified in the above point, associated risks and their management.
- e) Mechanisms for supervising non-financial risk, ethics and business conduct.
- f) Channels for communication, participation and dialogue with stakeholders.
- g) Responsible communication practice that prevents formation manipulation and protects integrity and honor.

Compliance  Compliance in part  Explain

As a result of the recent set-up of the Company's current Board of Directors and its recent listing, the Board is still in the process of preparing and approving certain corporate policies, including the corporate social responsibility policy.

**55. The company should report in a separate document or management report on the issues related to corporate social responsibility, using some of the internationally accepted methodologies for this purpose.**

Compliance  Compliance in part  Explain

**56. The remuneration of directors should be sufficient to attract and retain the directors with the required profiles and to remunerate the dedication, qualification and responsibility required by the position, but not so high that it compromises the independent judgment of non-executive directors.**

Compliance  Explain

**57. Variable remuneration linked to the company's performance and personal performance should be limited to executive directors, as should remuneration based on delivery of shares, options or rights to shares, or instruments that depend on the value of the shares and the systems of long-term savings such as pension plans, retirement plans or other social insurance systems.**

**Delivery of shares may be used as remuneration for non-executive directors when it is conditional on them being held until their end their period as directors. The above will not be applicable to the shares that the director may need to dispose of in order to pay the costs related to their acquisition.**

Compliance  Compliance in part  Explain

**58. In the case of variable remuneration, the remuneration policies include limits and precise technical thresholds to ensure that the remuneration is related to the professional performance of their beneficiaries and does not only derive from the general movements of market prices or the company's sector of activity, or other similar circumstances.**

**And in particular, the variable component of remunerations:**

- a) Should be linked to predetermined and measurable performance criteria, and these criteria should consider the risk assumed to obtain a result.**
- b) Should promote the company's sustainability and include non-financial criteria that are appropriate for the creation of value in the long-term, such as compliance with the company's rules and internal procedures and its policies for risk control and management.**
- c) Should be organized on the basis of a balance between compliance with short-term, medium-term and long-term objectives, which allow remuneration of performance for continued work during a period of time that is sufficient for its contribution to the sustainable creation of value to be appreciated, so that the elements for measuring this performance do not solely involve one-off, occasional or extraordinary events.**

Compliance  Compliance in part  Explain  Not applicable

**59. The payment of a significant part of the variable components of remuneration is deferred for a minimum period of time that is sufficient to check that the previously established conditions for performance have been complied with.**

Compliance  Compliance in part  Explain  Not applicable

**60. The remuneration related to the company results takes into account the possible exceptions included in the external auditor's report that reduce these results.**

Compliance  Compliance in part  Explain  Not applicable

**61. A significant percentage of the variable remuneration of the executive directors should be linked to the delivery of shares or financial instruments linked to their value.**

Compliance  Compliance in part  Explain  Not applicable

**62. Once the shares or options or rights on the shares corresponding to the remuneration systems have been allocated, the directors may not transfer the ownership of a number of shares equivalent to twice their fixed annual remuneration, nor may they exercise the options or rights for at least three years from the time of their allocation.**

**The above will not be applicable to the shares that the director may need to dispose of in order pay the costs related to their acquisition.**

[Compliance  Compliance in part  Explain  Not applicable

The Company's executive director is the only director who is a beneficiary of the Company's Long-Term Incentive Plan. Once the corresponding terms and conditions are met and the respective cycles elapse, the shares received by the plan's beneficiaries are transferable from the moment that they are received. Nevertheless, the Company's Board can resolve to obligate the beneficiaries to maintain and not sell the shares that they receive for a maximum of six months from the date that they are delivered. The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

**63. The contractual agreements include a clause that allows the company to claim the repayment of the variable components of the remuneration when the payment has not met the performance conditions, or when payment has been based on data that is subsequently proved to be erroneous.**

Compliance  Compliance in part  Explain  Not applicable

The contract executed with del current CEO of the Company does not include any clause related to this matter

**64. Severance payments should not be greater than the equivalent to two years of total annual remuneration and should not be paid until the company has checked that the director has complied with the previously established criteria for remuneration.**

Compliance  Compliance in part  Explain  Not applicable

## **H. OTHER INFORMATION OF INTEREST**

1. If there is any relevant aspect related to corporate governance in the company or its group entities, not covered in the other sections of this report, but which should be included in order to gather full and justified information about governance structure and practice in the company or its group, please describe briefly.
2. This section may also include any other information, clarification or specification related to the foregoing sections of this report, insofar as relevant and not repetitive.

Specifically, please indicate whether the company is subject to laws other than Spanish legislation on corporate governance and, if applicable, any other information it is obliged to provide, other than the one required in this report.

3. The company may also indicate whether it has voluntarily adhered to other codes of ethics or good practice, whether international, in each sector or other. If so, please provide the code and date of adhesion.

### **EXPLANATORY NOTE 1**

Regarding section A.2, the information corresponds to that stated in the official registers of significant stakes at the CNMV.



#### EXPLANATORY NOTE 2

Regarding section A.7, the Company's main shareholder is Arle Capital Partners Limited, which does not exercise control since, as stated in several sections of this report, it does not have a majority of capital and has not designated most of the Board members.

#### EXPLANATORY NOTE 3

Regarding section B.4, the Company did not hold any Shareholders' Meetings in the year ending 30 September 2016 between the drop of its sole proprietorship status and the listing on 29 April 2016, as stated in several sections of this report. Consequently, the figures stated in this section were included solely to fill the corresponding space in the IT application. On the other hand, section C.1.29 refers to the number of meetings held by the Board of Directors and its committees during the year.

#### EXPLANATORY NOTE 4

Although section C.1.2 states that the procedure for electing directors was through a resolution by the Shareholders' Meeting, the directors were appointed through a resolution from the Company's sole shareholder at the time. Moreover, to indicate the removals of directors, only the period since 29 April 2016, when the Company was listed, has been taken into consideration. This also applies to section C.1.9.

#### EXPLANATORY NOTE 5

In section C.1.15, the remuneration of the board corresponds to the declared accrued amount in the company as set forth in letter c) "c) Summary of remuneration" of section D.1 - "individual remuneration of each of the directors" of the annual report on directors remunerations. However, it is hereby stated that this amount includes the amounts received by former directors of the Company, which ceased to be members of the Board prior to the Company's IPO, i.e. Yann Caillère (577 thousand euros), Patrick McAveety (23 thousand euros) y Martin Edsinger (0 euros).

#### EXPLANATORY NOTE 6

In section C.1.16, the amounts received by the members of the management staff in dollars have been converted into euros at the official exchange rate on 30 September 2016, i.e. 1.1161 dollars per euro.

#### EXPLANATORY NOTE 7

Section C.1.17 states that Mr. Nicolás Villén is an independent director at Banca March, S.A. In accordance with the official registers at the CNMV at 30 September 2016, Banca March directly owned 20.001% of the share capital of Corporación Financiera Alba, S.A., which is a significant shareholder of the Company. Moreover, Banca March, S.A. acts in conjunction with others until controlling 65.182% of the share capital of Corporación Financiera Alba, S.A.

#### EXPLANATORY NOTE 8

The references to "senior management" in various sections of this report are made merely for distinction within the framework of this document; this definition cannot be interpreted or affect or modify in any way whatsoever the employment nature of the relationship between the Company and its employees, without in any way whatsoever this being interpreted that their contracts cease to be employment contracts subject to the Workers' Statute and without this coinciding with the definition of "Senior Management" envisaged in Royal Decree 1382/1985, of 2 August, which regulates the special employment relationship of the senior management staff.

#### EXPLANATORY NOTE 9

Section C.1.29 includes the number of meetings held by the Board of Directors and its committees during the year, i.e. between 1 October 2015 and 30 September 2016.

Although section C.1.30 states that the number of meetings with attendance of all the directors was 7 and that the percentage of attendance out of the total votes during the year was 90%, it is hereby stated that all the directors that did not attend any of the Board meetings granted representation to another director and that this percentage was not 100% because such proxies were given freedom of vote, i.e. without any specific voting instructions.

#### EXPLANATORY NOTE 10

In section C.1.37, the amount of non-audit work carried out by the auditing firm and its percentage of the total invoiced by that firm includes the work performed in the context of the Company's listing, which is why the amount is unusually high compared to previous years.

#### EXPLANATORY NOTE 11

## FREE TRANSLATION – IN CASE OF DISCREPANCY, SPANISH VERSION PREVAILS

To calculate the percentages referred to in section C.1.39, the first year was considered to be 2007, which corresponds to the year in which Company became the group's parent company.

### EXPLANATORY NOTE 12

Although section C.1.45 states that the body which authorizes the clauses referred to in that section is the Board of Directors, it is hereby stated that, in accordance with that established in the Corporate Enterprises Act, the Board only approves the basic terms and conditions of the contracts with the persons who are directly answerable to the Board or to any of its members (in particular, the Chief Executive Officer).

### EXPLANATORY NOTE 13

Although section C.2.1 states that the director who is a member of the Audit Committee and has been designated based on his knowledge and experience in accounting, auditing or both is Mr. Nicolás Villén Jiménez (the IT system only allows one member to be included), all the Committee's members, especially its Chairperson, have been designated taking into account that criterion.

### EXPLANATORY NOTE 14

Section D.2 states that there are no relevant transactions, by virtue of their amount or importance, between the company or its group of companies and the company's significant shareholders. Nevertheless, it is hereby stated that the Company received from the then controlling shareholder the amounts related to the exit bonus stated in the IPO prospectus and to the refund of loans pending settlement to some members of the management team amounting to 225,448 euros. The Company received the aforementioned amounts from the then controlling shareholder with the only purpose of paying the respective beneficiaries and making the corresponding withholdings. For such purposes, the corresponding accounting entries were made in accordance with the applicable regulations.

### EXPLANATORY NOTE 15

Regarding section D.3, it is hereby stated that LPL Finance Limited, a company in which Mr. Peter Long has a stake, provides consultancy services to the Company, providing support to the Chairman of the Board of Directors during his functions, for which that company receives 25,000 pounds per year (stated in section C.1.3). Nevertheless, for the purposes of section D.3, the Company believes that this is not a material transaction in terms of amount or importance.

### EXPLANATORY NOTE 16

Some recommendations refer to compliance with certain matters relating to the Shareholders' Meeting. Parques Reunidos has not yet held any Shareholders' Meetings since it had a sole shareholder until April 2016. Nevertheless, when it is stated that such recommendations are complied with, this is because the Company plans to apply them at the first Shareholders' Meeting that is held and/or because this is envisaged in its internal regulations.

This Annual Corporate Governance Report was approved by the Company's Board of Directors at its meeting held on 29/11/2016.

Please indicate if any directors voted against or abstained, in relation to approval of this Report.

Yes  No