

# AMERICANA<sup>®</sup>

## RESTAURANTS

### Long Term Incentive Plan



# Shareholder approval sought for shares buyback, subject to any proposed changes by regulators and all regulatory approvals



- Approval sought from AGM for the proposed **25 millions shares buyback of Americana Restaurants International PLC (“AMR”) for the purpose of a long-term incentive plan (LTIP)** for eligible employees
- Board approval for shares buyback received during Board of Directors meeting on 4<sup>th</sup> March 2024
  - The company will purchase shares from the market using its internal cash reserves
- The purpose of LTIP is to incentivise eligible employees to achieve the long-term goals of the Company and to attract and retain top performers
- The incentive plan focuses on both current and future performance and enables the eligible employees to share the success of AMR
  - The plan is effective 1 January 2023 and expires on 31 December 2029 (subject to any amendment by the Board), and will cover 3 award cycles
  - Each award cycle has a performance period of three years from effective start date (rolling basis)
  - Awards are contingent on KPIs (cumulative group net revenue and net income) that will be reviewed by the Board each cycle
- Shareholder approval of the share-based LTIP will enable AMR to effectively align executive interests with shareholder value creation, attract and retain top talent, and drive sustained performance and growth over the long term
- **Document is subject to any changes proposed by the regulators and procuring adequate regulatory approvals**

# Benefits of share-based LTIP for AMR



## Alignment with shareholder interests

- ✓ Fosters a corporate environment where AMR management is incentivized to prioritize strategies that increase shareholder value



## Retention of talent

- ✓ Incentivizes senior executives to stay with AMR to realize the full value of awards



## Motivation for long-term performance

- ✓ Encourages management focus on long-term value creation rather than short-term gains, fostering stability and resilience



## Risk mitigation

- ✓ Such incentives mitigates risk-taking behavior by linking awards to performance metrics, thereby ensuring a balanced approach



## Competitive advantage in talent acquisition

- ✓ AMR to benefit from attracting and retaining high-caliber executives seeking meaningful long-term incentives



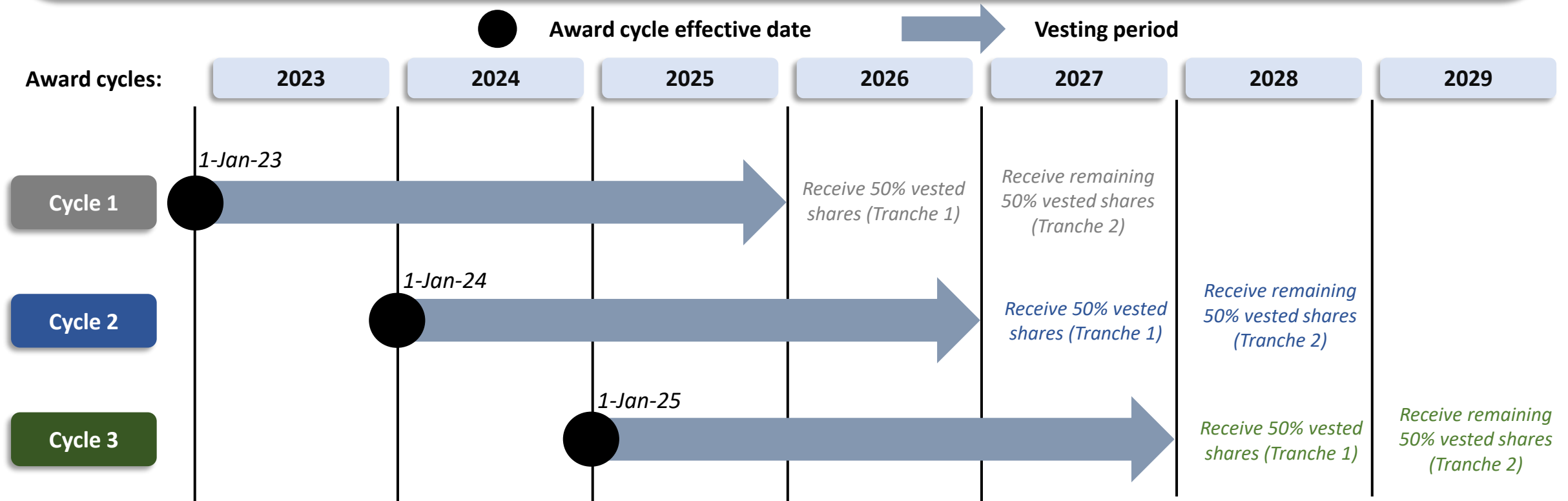
## Fostering ownership mentality

- ✓ Promotes ownership mindset, encouraging executives to take accountability for company performance

# Americana Restaurants LTIP structure



- To create shares for LTIP, Americana Restaurants **aims to buy c.25 million shares from the market**
- The plan will expire on 31 December 2029 (subject to any amendment by the Board). This will cover 3 award cycles (as shown below)
- Each award cycle has a performance period of three years from effective start date (rolling basis)
- All awards will vest at the end of 3<sup>rd</sup> anniversary of the effective start date (cliff vesting)
- Once vested, employees will receive performance shares in 2 tranches based on KPIs achievement:
  - 50% in tranche 1 - Q1 of the succeeding year following the expiry of the Performance Period (i.e. year 4)
  - Remaining 50% in tranche 2 - January in the second year following the expiry of the Performance Period (i.e. year 5)
- Awards are contingent on KPIs (cumulative group net revenue and net income) that will be reviewed by the Board each cycle
- Senior management and select high performers will be eligible for this plan



# Americana Restaurants LTIP structure – additional details



## 1 Plan scheme

- Share based performance linked plan

## 2 Grant frequency

- First Grant of Award to be effective from 1 January 2023, effective from 1st January of each year until the discontinuation of the Plan

## 3 Performance measures

- All Awards are contingent on the achievement of the performance measures during the performance period and the applicable thresholds (Section 4.2.4. of AMR LTIP policy)
- Performance measures for each Award:
- Performance measure 1: 3-year Cumulative group net revenue – 30% weightage
  - Performance measure 2: 3-year Cumulative group net income – 70% weightage
- Performance measures for each Cycle shall be approved by the Board

## 4 Achievement threshold

- The Board will determine performance measures and targets applicable to each performance measure before the start of each award cycle
  - Shares shall vest as per achievement thresholds defined for group net revenue and group net income:
- | Threshold         | Group net revenue |                       | Group net income |                       |
|-------------------|-------------------|-----------------------|------------------|-----------------------|
|                   | Performance %     | Vesting eligibility % | Performance %    | Vesting eligibility % |
| Maximum Threshold | 110%              | 200%                  | 125%             | 200%                  |
| Target Threshold  | 100%              | 100%                  | 100%             | 100%                  |
| Minimum Threshold | 95%               | 50%                   | 90%              | 50%                   |
| Below Threshold   | <95%              | 0%                    | <90%             | 0%                    |
- If minimum thresholds are not met, no performance share will vest under that performance measure

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### Appendix



# Other key considerations

Other items	Comment
<b>Treatment of dividends</b>	<ul style="list-style-type: none"><li>▪ Eligible employees to be eligible to any dividend declared only after such shares have been transferred and registered in the employees' name</li></ul>
<b>Claw back provision</b>	<ul style="list-style-type: none"><li>▪ In the event of a financial restatement or if the eligible employee has been involved in any wrongful act (in the sole discretion of the Company), the Board will review all incentive compensation paid, granted or awarded and may seek to recoup any Performance Share transferred to and registered in the name of the eligible employee</li><li>▪ Any recoupment shall be in respect of performance shares transferred to and registered in the name of the eligible employee in the current period and last three (3) preceding financial years</li><li>▪ Any recoupment may be made from any of the following sources: (a) direct reimbursements, or (b) deduction from salary, and/or future payments (end-of-service benefits), grants or awards of incentive compensation to the eligible employee</li></ul>