

RB 208/2017 Notice of the convention of the Extraordinary General Meeting of AmRest Holdings SE – date and agenda

The Management Board of AmRest Holdings SE of Wrocław, Plac Grunwaldzki 25-27, entered on 22nd December 2008 in the Register of Entrepreneurs of the National Court Register by the District Court for Wrocław-Fabryczna in Wrocław, 6th Commercial Division of the National Court Register, entry No. KRS 0000320252 (the "**Company**" or "**AmRest**"), acting under Art. 53 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE), Art. 399 §1 in conjunction with Art. 402¹ and Art. 402² of the Code of Commercial Companies (Journal of Laws of 2013, Item 1030 as amended) and under the provisions of §13 (1) i (2) and § 15 (1) of the Company's Statute, hereby convenes the Extraordinary General Meeting of AmRest (the "**EGM**") to be held on 5th October 2017, at 12.00 am at the Company's registered office in Wrocław, Plac Grunwaldzki 25-27, building A, floor 7 with the following agenda:

- 1) Opening of the Extraordinary General Meeting,
- 2) Election of the Chairman of the Extraordinary General Meeting,
- 3) Drawing up the attendance list,
- 4) Determination of the correctness of the procedure used to convene the Extraordinary General Meeting and its capacity to pass valid resolutions,
- 5) Adoption of the agenda of the Extraordinary General Meeting,
- 6) Approval of the international transfer of the registered office to Spain and amendment to the Statute.
- 7) Approval of the adaptation to Spanish regulations and the adoption of Spanish nationality.
- 8) Delegation of powers for execution of the transfer of domicile in Spain.
- 9) Closing of the Meeting.

I. Proposed amendments to the Company's Statute

In connection with the proposed transfer of the Company seat from Wrocław (Republic of Poland) to calle Enrique Granados, 6, 28224, Pozuelo de Alarcón, Madrid (Spain) it is consequently proposed to amend the Company statute by derogating the current text in force and approve the new wording which is adapted to the nature of the Company as a European public limited-liability company domiciled in Spain.

Current Statute:

[full text of current Polish law governed statute constitutes Appendix I hereto]

Proposed Statute:

[full text of proposed Spanish law governed Statute constitutes Appendix II hereto]

II. Information on procedures

In accordance with Art. 402² of the Code of Commercial Companies, the Management Board of AmRest hereby notifies the shareholders of the procedures to be applied in conjunction with the EGM, participation in the EGM and execution of the voting right:

1. Shareholders' right to request certain issues to be included in the EGM agenda

- 1.1. A shareholder (or shareholders) who represent at least 1/20 of the Company's share capital may request certain matters to be included in the agenda of EGM.
- 1.2. The request shall be presented to the Management Board not later than twenty one (21) days prior to the scheduled date of EGM (i.e. to 14 September 2017).
- 1.3. The request must include reasons or a draft resolution related to the proposed item of the agenda.
- 1.4. The request may be submitted in Polish or English language.
- 1.5. The request may be sent to the Company in writing (personally or by mail) or by e-mail to the following address: wza@amrest.eu.
- 1.6. A shareholder (or shareholders) should prove beyond any doubt his entitlement to submit the request, by presenting relevant documents.
- 1.7. Without undue delay but not later than eighteen (18) days prior to the scheduled date of the EGM (i.e. to 17 September 2017), the Management Board shall announce changes to the agenda, introduced upon the request of shareholders, on the Company's website and in a current report.
- 1.8. If the submitted request fails to satisfy the above mentioned requirements, the Company, within three (3) business days of receiving that request, shall inform the petitioners accordingly and indicate the defects motivating the rejection of the request. A duly complemented request may be resubmitted provided the above mentioned submission deadline in item 1.2 is met.

2. Shareholders' right to propose draft resolution concerning matters included or to be included in the agenda prior to the EGM

- 2.1. A shareholder (or shareholders) representing at least 1/20 of the Company's share capital may submit to the Company proposed draft resolutions on the matters included in the EGM agenda or on the matters to be included in the meeting agenda.
- 2.2. The notification may be sent to the Company in writing (personally or by mail) or by e-mail to the following address: wza@amrest.eu.
- 2.3. The proposed draft resolutions must be accompanied by documents confirming the right of a shareholder (or shareholders) to submit these projects.
- 2.4. If the proposal containing draft resolutions fails to satisfy the above mentioned requirements, the Company within three (3) business days of receiving that proposal, shall inform the petitioners accordingly and indicate the defects motivating rejection of the draft resolutions. A duly complemented proposal may be resubmitted.

3. Shareholders' right to propose draft resolution concerning matters included in the agenda during the EGM

During the course of the EGM each shareholder may propose draft resolution concerning the matters on the agenda. Each shareholder has the right to propose amendments and additions to the draft resolution on the agenda of EGM - until closing of the discussion on the agenda item to which the draft resolution applies.

4. Exercise of voting rights by a proxy, notification of establishing a proxy sent to the Company by means of electronic communication, and use of forms during voting by a proxy

- 4.1. Shareholders may participate in the EGM and exercise their voting rights in person or by proxy. The proxy may exercise all the rights of shareholder at the EGM unless it's contradictory to the content of the power of attorney.

- 4.2. A proxy may represent more than one shareholder and vote differently for each shareholder. Proxy shall vote in accordance with the instructions given by the shareholder, subject to clause 4.13 below.
- 4.3. A proxy shall include: (i) date of granting a proxy, (ii) description of the proxy and principal in a way allowing their proper verification, (iii) principal signature, and (iv) indicate the number of shares.
- 4.4. Pursuant to Art. 412¹ § 2 of the Code of Commercial Companies, a proxy to participate in the general meeting of shareholders of a public company and to exercise the voting right must be granted in writing or in an electronic form.
- 4.5. The granting of a proxy in an electronic form does not require a safe electronic signature.
- 4.6. A proxy should be drawn up in Polish or English language.
- 4.7. A proxy may be sent to the Company in an electronic form (as a scan of the document in PDF format) at the following address: wza@amrest.eu, by 2 October 2017 to 3 pm.
- 4.8. Obligatory with a proxy it's necessary to send documents confirming rights of the shareholder to participate in the EGM, and in the case of shareholder who is not an individual, also an appropriate excerpt from the register confirming the right to representation, or granting proxy. The above described method of granting proxy in electronic form should be used appropriately in the event of appeal proxy.
- 4.9. Representatives of legal persons should present an original or a copy of the excerpt from the appropriate register (issued within the last 3 months) which confirms their right to represent the entity. Persons not included in the excerpt mentioned above, should present a proper power of attorney signed by persons authorized to represent the entity.
- 4.10. Failure to provide such notification or submitting a notification in violation of the above mentioned requirements will be taken into account when determining the existence of a legitimate authorization of the proxy to represent the principal at the EGM, in particular it may become a basis for excluding, or not allowing given person to participate in the EGM.
- 4.11. Each participant, including a proxy, is required to sign the list of attendance immediately after arriving to the EGM. Before signing the list of attendance, participants are obliged to present a document proving their identity beyond any doubt. Persons acting as representatives (proxies), before signing the list of attendance, are additionally obliged to submit for the records documents confirming beyond any doubt their legitimate authorization to represent the principal at the EGM.
- 4.12. Forms that may be used by shareholders to vote by a proxy have been made available on the Company's website (www.amrest.eu in the section Investors Relations/EGM). The shareholders are not required to use these forms.
- 4.13. The Management Board of the Company informs that in the event of granting power of attorney with voting instructions, the Company will not verify if the proxy will exercise its voting rights in accordance with the instruction received from shareholders.

5. Participation and exercising voting rights at the EGM by means of electronic communication

The Company does not allow participation in the EGM by means of electronic communication (including expressing one's opinions during the EGM by such means) or the exercise of the voting rights by correspondence, as a result of which no forms to be used for this kind of voting by proxy will be published.

6. The record date for the EGM

The right to attend the EGM is only vested in persons being shareholders on the day of registration of participation in the EGM i.e. sixteen (16) days before the EGM date (i.e. on 19 September 2017), provided they present to entity maintaining the investment account to issue a personal certificate of

eligibility to participate in EGM during the period of the notice of convening EGM to the first weekday after the date of registration, i.e. to 20 September 2017 (including).

7. Registration of attendance at the EGM

Persons entitled to participate in the EGM are requested to register and collect their voting cards at the venue for half an hour before the EGM.

III. Other information

A person authorized to participate in the EGM may access the full text of the documentation to be presented at the EGM, in particular draft resolutions and the Transfer Proposal as well as the Management Report Justifying the Transfer, on the Company's web site at www.amrest.eu, under bookmark Investors Relations or at the Company's registered office at Wrocław, Plac Grunwaldzki 25-27 from 5 September, between 9 am and 4pm. Documents will be immediately updated if changes are made, in accordance with the provisions of the Code of Commercial Companies.

In places mentioned above, in accordance with Art. 407 § 1 of the Code of Commercial Companies, also the list of the shareholders authorized to attend the EGM will be available from 2 October, between 9 am and 4pm. Shareholder may browse the list of shareholders in the Company's headquarters and request a copy of the list for reimbursement.

Use by the shareholders of the electronic means of communications requires the submission of any documents in PDF format to the e-mail address: wza@amrest.eu.

The shareholder bears the risk associated with the use of electronic means of communications with the Company.

The Company does not provide the real-time broadcast of the EGM.

The Management Board informs that all matters not addressed in this announcement shall be governed by the provisions of the Code of the Commercial Companies, the Company's Statute and the Rules of Procedure for the General Meeting, hence, the Company's shareholders are requested to familiarize themselves with the above mentioned regulations.

Legal basis: § 38 (1) (1) and (2) of the Ordinance of the Minister of Finance of 19th February 2009 on Current and Periodical Information Submitted by Issuers of Securities and the Requirements for the Recognition as Equivalent of the Information Required under the Laws of Non-Member Countries of 19th February 2009 (Journal of Law of 2014 Item 133).