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AMREST HOLDINGS SE

Share capital increase through a private placement

Madrid, 11 October 2018

AmRest Holdings SE (“**AmRest**” or the “**Company**”) announces that by virtue of the delegation granted by the Ordinary General Shareholders’ Meeting held on 6 June 2018, under item thirteenth of its agenda, the Board of Directors of the Company has resolved to carry out a share capital increase excluding pre-emption rights (the “**Share Capital Increase**”) in an effective amount (including nominal amount and share issue premium) of 70 million euros, under the following terms:

1. The Share Capital Increase will be carried out by issuing ordinary shares of the Company, with a nominal value of EUR 0.10 per share, of the same class and series as the outstanding shares (the “**New Shares**”), with the possibility of incomplete subscription and a share issue premium to be determined once the private placement process of the New Shares has been completed.

The Board of Directors has resolved that, in any event, the New Shares cannot be issued below a minimum issuing rate (par value and premium) equal to applying a maximum discount of 5% to the quotation price of AMREST shares in the principal market of the Stock Exchange of Warsaw (*Gięlda Papierów Wartościowych w Warszawie*) at closing of the last trading session prior to the initiation of the private placement process.

The Company informs that the majority shareholder of the Company, Finaccess Group, and a relevant shareholder, Gosha Holding S.à r.l., informed the Company about their intention to request to subscribe for New Shares in a proportion equal to their current participation in the Company.

2. The Share Capital Increase will be carried out through a private placement that will last a maximum of 24 hours and will be solely addressed to persons qualifying as qualified or institutional investors.
3. To place the New Shares among qualified and institutional investors through a private placement, AmRest’s Board of Directors has resolved to exclude the shareholders’ pre-emption rights, and obtained from an independent auditor appointed by the Commercial Registry of Madrid the relevant report on the fair value of the Company’s shares, on the theoretical value of the pre-emption subscription rights the exercise of which is removed and on the reasonableness of the information contained in the report prepared by the Company’s Board of Directors.
4. The private placement procedure will be carried out as follows:

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- a. Once this relevant information announcement is published, JB Capital Markets Sociedad de Valores, S.A. (the “**Sole Global Coordinator**” and “**Bookrunner**”), will carry out a book-building process and will use its best efforts to find investors willing to subscribe the New Shares.
 - b. Once the book-building process is completed, the number and price of the New Shares to be issued will be determined based on the results of the private placement order book, and subscription applications will be selected. Subsequently, the selection of subscription applications will be confirmed and the New Shares will be definitively allocated among the relevant qualified and institutional investors.
 - c. Once the New Shares are allocated, subscribed and fully paid up, the Share Capital Increase public deed will be granted and registered with the Commercial Registry of Madrid, the New Shares will be registered with the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear), and the Company will request the Warsaw Stock Exchange (*Gielda Papierów Wartościowych w Warszawie*) to verify the fulfilment of the requirements for the admission to listing of the New Shares.
5. The Company will apply for the New Shares’ admission to trading on the Warsaw Stock Exchange once the above steps are completed and will inform the market of the expected date for admission to trading.
 6. For the avoidance of doubt, the admission of the New Shares to listing does not require the registration and approval of a prospectus pursuant to Article 1(5)(a) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC and because the private placement is addressed solely to qualified investors.
 7. The completion of the private placement process and final conditions of the Share Capital Increase will be announced to the market.

Legal act:

Art. 17 Sec. 1 of Regulation (EU) No 596/2014 of The European Parliament and of The Council of 16 April 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

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