

The Management Board of AmRest Holdings SE rationale to the draft resolution 15 of the Annual General Meeting on amending the Company's Statute on the authorization of Company's Management Board (the "Board") to acquire Company's own shares and the establishment of a reserve capital for the acquisition of own shares under Art. 362 § 1 paragraph 8 of the Commercial Companies Code.

The Management Board of AmRest SE proposal to adopt resolution 15 rises from the intention to offer to the Management Board and other key employees the right to participate in the new Management Incentive Plan ("MIP"). The MIP is designed to align the additional remuneration of the Management Board with the interests of shareholders. Under the MIP, the Management Board will receive in the first year stock options with an exercise price equal to the market price of AmRest share at the date of granting. The exercise price will increase by 11% per annum starting from the date of granting, what reflects the expectations towards building the shareholders' value by the Management Board. The participants will gain full rights to the vested options within 5 years.