

on 6 December 2016

**To: Shareholders' Meeting  
and Management Board of  
AMREST HOLDINGS SE  
with its registered office in Wrocław**

**DECLARATION  
of a Candidate to the Supervisory Board of AmRest Holdings SE**

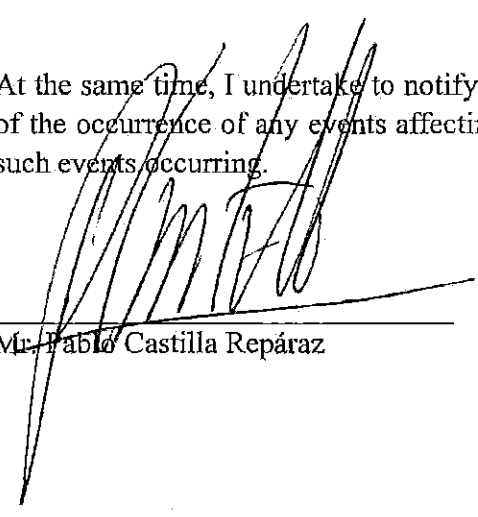
I, the undersigned, Mr. Pablo Castilla Repáraz, hereby declare that:

1. I consent to be a candidate to the Supervisory Board of AmRest Holdings SE, with its registered office in Wrocław,
2. Once elected to the Supervisory Board of AmRest Holdings SE, I consent to be appointed as a member and a chairman of its Audit Committee,
3. I have full capacity to enter into legal transactions,
4. I am not in the Register of Insolvent Debtors and no prohibition on holding office as a member of a supervisory board has been issued against me on the basis of Art. 373 of the Bankruptcy and Recovery Proceedings Law of 28 February 2003 (consolidated text: Journal of Laws 2012, item 1112, as amended),
5. I do not hold the positions referred to in Art. 1 and Art. 2 of the Act on Restrictions on the Conduct of Economic Activity by Persons Holding Public Office of 21 August 1997 (consolidated text: Journal of Laws, 2006, No. 216, item 1584, as amended),
6. I have not been convicted under a legally final judgment for the offences referred to in chapters XXXIII - XXXVII of the Criminal Code (offences against: protection of information, credibility of documents, properly, commerce, trading in money and securities) or in Art. 585, Art. 587, Art.590 and Art. 591 of the Commercial Companies Code.

Furthermore, with respect to other activity carried out outside the enterprise of AmRest Holdings SE, with an indication of whether it competes with that company, and information on whether I participate in a competitor as a partner in a civil law partnership or partnership or as a member of an authority of a capital company or participate in any other competitor that is a legal person as a member of an authority; I declare that:

*I do not compete in a company that is a competitor of AmRest Holdings, SE.*

At the same time, I undertake to notify the Management Board of AMREST HOLDINGS SE of the occurrence of any events affecting the content of this declaration within seven days of such events occurring.



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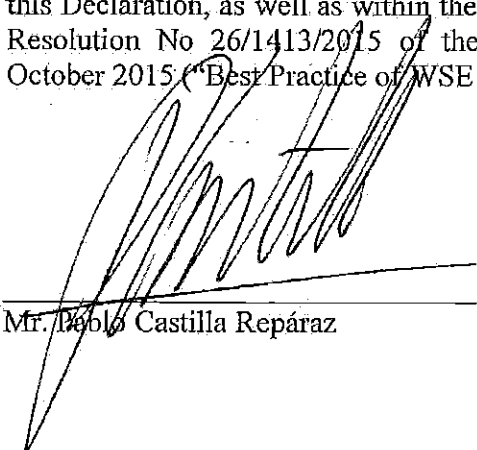
Mr. Pablo Castilla Repáraz

December 5<sup>6</sup>, 2016

**To: Shareholders' Meeting  
and Management Board of  
AMREST HOLDINGS SE  
with its registered office in Wrocław**

**DECLARATION  
of a Candidate to the Supervisory Board of AmRest Holdings SE  
on the subject of independency to the Company and related entities.**

I, the undersigned, Mr. Pablo Castilla Repáraz, hereby declare that I meet the criteria of independency with respect to the Company in the meaning of Annex II to *the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory board)*, which is attached to this Declaration, as well as within the scope indicated in part II.Z point 4 of the Annex to the Resolution No 26/1413/2015 of the Warsaw Stock Exchange Supervisory Board of 13 October 2015 ("Best Practice of WSE Listed Companies 2016").



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Mr. Pablo Castilla Repáraz

Attached:

- Annex II to *the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory board)* and II.Z point 4 of the *Best Practice of WSE Listed Companies 2016*

## ATTACHMENT TO THE DECLARATION

### ANNEX II to the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory board)

#### Profile of independent non-executive or supervisory directors

1. It is not possible to list comprehensively all threats to directors' independence; the relationships or circumstances which may appear relevant to its determination may vary to a certain extent across Member States and companies, and best practices in this respect may evolve over time. However, a number of situations are frequently recognized as relevant in helping the (supervisory) board to determine whether a non-executive or supervisory director may be regarded as independent, even though it is widely understood that assessment of the independence of any particular director should be based on substance rather than form. In this context, a number of criteria, to be used by the (supervisory) board, should be adopted at national level. Such criteria, which should be tailored to the national context, should be based on due consideration of at least the following situations:
  - (a) not to be an executive or managing director of the company or an associated company, and not having been in such a position for the previous five years;
  - (b) not to be an employee of the company or an associated company, and not having been in such a position for the previous three years, except when the non-executive or supervisory director does not belong to senior management and has been elected to the (supervisory) board in the context of a system of workers' representation recognised by law and providing for adequate protection against abusive dismissal and other forms of unfair treatment;
  - (c) not to receive, or have received, significant additional remuneration from the company or an associated company apart from a fee received as non-executive or supervisory director. Such additional remuneration covers in particular any participation in a share option or any other performance-related pay scheme; it does not cover the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the company (provided that such compensation is not contingent in any way on continued service);
  - (d) not to be or to represent in any way the controlling shareholder(s) (control being determined by reference to the cases mentioned in Article 1(1) of Council Directive 83/349/EEC (1));
  - (e) not to have, or have had within the last year, a significant business relationship with the company or an associated company, either directly or as a partner, shareholder, director or senior employee of a body having such a relationship. Business relationships include the situation of a significant supplier of goods or services (including financial, legal, advisory or consulting services), of a significant customer, and of organizations that receive significant contributions from the company or its group;
  - (f) not to be, or have been within the last three years, partner or employee of the present or former external auditor of the company or an associated company;
  - (g) not to be executive or managing director in another company in which an executive or managing director of the company is non-executive or supervisory

- director, and not to have other significant links with executive directors of the company through involvement in other companies or bodies;
- (h) not to have served on the (supervisory) board as a non-executive or supervisory director for more than three terms (or, alternatively, more than 12 years where national law provides for normal terms of a very small length);
  - (i) not to be a close family member of an executive or managing director, or of persons in the situations referred to in points (a) to (h).
2. The independent director undertakes (a) to maintain in all circumstances his independence of analysis, decision and action, (b) not to seek or accept any unreasonable advantages that could be considered as compromising his independence, and (c) to clearly express his opposition in the event that he finds that a decision of the (supervisory) board may harm the company. When the (supervisory) board has made decisions about which an independent non-executive or supervisory director has serious reservations, he should draw all the appropriate consequences from this. If he were to resign, he should explain his reasons in a letter to the board or the audit committee, and, where appropriate, to any relevant body external to the company.

#### II.Z point 4 of the Best Practice of WSE Listed Companies 2016

Irrespective of the provisions of point 1(b) of the said Annex (quoted above) a person who is an employee of the company or its subsidiary or affiliate or entered into a similar agreement with any of them cannot be deemed to meet the independence criteria. In addition, a relation with a shareholder precluding the independence of a member of supervisory board as understood in the principle is an actual and significant relationship with any shareholder who holds at least 5% of the total votes at the company.

