



AMREST HOLDINGS SE

Share Purchase Agreement – SUSHI SHOP GROUP SAS

Madrid, 27 July 2018

With reference to the relevant fact number 268264 dated July 25th, 2018 AmRest Holdings SE (“**AmRest**” or the “**Company**”) announces that after successful consultation with the workers council of Sushi Shop the Company signed on July 24th, 2018 the Share Purchase Agreement (“**SPA**”) with Mr. Grégory Marciano, Naxicap Partners SA and remaining sellers (jointly “**Sellers**”) aimed at the acquisition by AmRest of 100% shares in Sushi Shop Group SAS (“**Sushi Shop**”).

The purchase price based on Enterprise Value (on the cash-free and debt-free basis) will amount to approx. EUR 240 million, of which an equivalent of EUR 13 million is to be paid to Mr. Grégory Marciano and Mr. Adrien de Schompré in the AmRest’s shares. Additionally, an amount of up to EUR 10 million (earn-out) will be paid to the Sellers upon Sushi Shop reaching certain financial KPI’s for 2018.

The parties of the SPA intend to close the transaction within the next couple of months (“**Completion**”), which will be a subject obtaining clearance by the relevant antitrust authorities and lack of the material adverse change (“**MAC**”).

As a result of the Completion AmRest will become an owner of the leading European chain of Japanese cuisine restaurants comprising of 165 stores, of which about one third are restaurants run by franchisees.

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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