

**NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO.**

## **AMREST HOLDINGS SE**

### **Execution of the share capital increase through a private placement**

---

Madrid, 12 October 2018

Following the relevant fact published on 11 October 2018 (number 270451) by AmRest Holdings SE (“**AmRest**” or the “**Company**”) regarding the Company’s share capital increase through a private placement of newly-issued shares (the “**New Shares**”), with a nominal value of EUR 0.10 per share, of the same class and series as the outstanding shares and excluding pre-emption rights (the “**Share Capital Increase**”), AmRest informs about the completion of the private placement process carried out by JB Capital Markets Sociedad de Valores, S.A. (the “**Sole Global Coordinator**” and “**Bookrunner**”). The offer price of the New Shares has been set at EUR 9.44 (PLN 40.75) per share, with a nominal value of EUR 0.10 per share and an issue premium of EUR 9.34 per share.

Under the Share Capital Increase, the Company will issue 7,415,254 New Shares, of the same class and series as the outstanding shares in the Company. Consequently, the total gross proceeds (including nominal value and share issue premium) of the Share Capital Increase will amount to EUR 69,999,997.76, with a total nominal value of EUR 741,525.40 and a total share issue premium of EUR 69,258,472.36.

The New Shares represent 3.50% of the Company’s share capital before the Share Capital Increase and 3.38% of its share capital thereafter.

The Company will request the admission to trading of the New Shares on the Stock Exchange of Warsaw (*Gielda Papierów Wartościowych w Warszawie*) in the following dates.

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.

\* \* \*

**NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO.**

THE INFORMATION IN THIS DOCUMENT IS NOT AN INFORMATIVE PROSPECTUS OR A REGISTRATION DOCUMENT FOR THE PURPOSES OF THE PROSPECTUS DIRECTIVE (DIRECTIVE 2003/71/CE) AND/OR OTHER APPLICABLE LAWS.

NOTHING IN THIS DOCUMENT MUST BE CONSTRUED OR DEEMED AS A STATEMENT OF THE PLACING ENTITY IN THE SHARE CAPITAL INCREASE OR AS AN OBLIGATION BY IT TO UPDATE OR REVIEW ANY STATEMENTS CONTAINED HEREIN. THE PLACING ENTITY OF THE ACCELERATED SHARE CAPITAL INCREASE ONLY ACTS ON BEHALF OF THE COMPANY IN RELATION TO THE TRANSACTIONS DESCRIBED HEREIN, AND ASSUMES NO LIABILITY VIS-À-VIS ANY THIRD PARTY FOR THE SERVICES RENDERED TO ITS CLIENTS OR THE ADVICE PROVIDED WITH RESPECT TO THE TRANSACTION DESCRIBED HEREIN.

THE NEW SHARES ARE SOLELY ADDRESSED TO INVESTORS QUALIFYING AS “QUALIFIED INVESTORS” AS DEFINED IN ARTICLE 39 OF ROYAL DECREE 1310/2005 OF 4 NOVEMBER OR IN OTHER LAWS ADOPTED BY OTHER EU MEMBER STATES IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 2(1)(E) OF DIRECTIVE 2003/71/EC (“QUALIFIED INVESTORS”). PERSONS INITIALLY SUBSCRIBING THE NEW SHARES WILL BE DEEMED TO HAVE STATED, ACKNOWLEDGED AND AGREED THAT THEY ARE “QUALIFIED INVESTORS” AS DEFINED IN THE REFERRED LEGISLATION.

THIS DOCUMENT IS RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL.

THIS DOCUMENT IS FOR INFORMATION PURPOSES ONLY, DOES NOT PURPORT TO BE FULL OR COMPLETE, IS SUBJECT TO CHANGE AND SHALL NOT CONSTITUTE OR FORM PART OF AN OFFER OR SOLICITATION OF AN OFFER TO PURCHASE, SELL, ISSUE OR SUBSCRIBE FOR SECURITIES IN THE UNITED STATES OR ANY OTHER JURISDICTION NOR SHALL THERE BE ANY SALE OF SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH JURISDICTION. ANY FAILURE TO COMPLY WITH THESE RESTRICTIONS MAY CONSTITUTE A VIOLATION OF SECURITIES LAWS OF SUCH JURISDICTIONS. NO RELIANCE MAY BE PLACED FOR ANY PURPOSE ON THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT OR ITS ACCURACY OR COMPLETENESS.

THE DISTRIBUTION OF THIS ANNOUNCEMENT AND THE OFFERING OF THE NEW SHARES IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. THE NEW SHARES MAY NOT BE OFFERED TO THE PUBLIC IN ANY JURISDICTION IN CIRCUMSTANCES WHICH WOULD REQUIRE THE PREPARATION OR REGISTRATION OF ANY PROSPECTUS OR OFFERING DOCUMENT RELATING TO THE SHARES IN SUCH JURISDICTION. NO ACTION HAS BEEN TAKEN BY AMREST HOLDINGS OR EITHER THE BOOKRUNNER OR ANY OF THEIR RESPECTIVE AFFILIATES THAT WOULD PERMIT AN OFFERING OF SUCH SECURITIES OR POSSESSION OR DISTRIBUTION OF THIS ANNOUNCEMENT OR ANY OTHER OFFERING OR PUBLICITY MATERIAL RELATING TO SUCH SHARES IN ANY JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. PERSONS INTO WHOSE POSSESSION THIS ANNOUNCEMENT COMES ARE REQUIRED BY AMREST HOLDINGS AND THE BOOKRUNNER TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, SUCH RESTRICTIONS.

*This document is a free translation of the original just for information purposes.  
In the event of any discrepancy between this free translation and the original  
document drafted in Spanish, the original document in Spanish shall prevail.*



**NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO.**

THE NEW SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, ABSENT REGISTRATION OR AN EXEMPTION FROM, OR TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THERE WILL BE NO PUBLIC OFFER OF THE NEW SHARES IN THE UNITED STATES OR IN ANY OTHER JURISDICTION.