

RB 201/2016 Crossing the threshold of 5% of total number of votes in AmRest by Gosha Holding S.à.r.l.

The Management Board of AmRest Holdings SE ("AmRest", "the Company") informs that it received on December 12th, 2016 a notification from:

1. Gosha Holding S.à.r.l., a company organized under the laws of the Grand Duchy of the Luxembourg, with its registered office in Luxembourg, L-1528, 8A Boulevard de la Foire, registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B202224 (hereinafter referred as the "**Gosha**");
2. PCMMM S.à r.l., a company organized under the laws of the Grand Duchy of the Luxembourg, with its registered office in Luxembourg, L-1528, 8A Boulevard de la Foire, registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B207675 (hereinafter referred as the "**PCMMM**"),
3. Metropolitan Properties International Sp. z o.o., a company organized under the laws of Poland, with its registered office at Pl. Grunwaldzki 25-27, 50-365 Wrocław, Poland, registered with the National Court Registry under number 0000190539 (hereinafter referred as the "**MPI**"),
4. Małgorzata McGovern, holding a Polish Passport (hereinafter referred as "**Ms. McGovern**");
5. Henry Joseph McGovern, holding an American Passport (hereinafter referred as "**Mr. McGovern**"),

that on December 8th, 2016, as a result of an acquisition of 622,735 shares in AmRest executed under a sale agreement Gosha directly acquired 622,735 shares of the Company, representing app. 2.94% of the total number of shares of the Company, which entitle to exercise 622,735 votes at the Company's General Meeting of Shareholders, constituting app. 2.94% of total number of votes at the Company's General Meeting of Shareholders (the "**Transaction**") and, as a result, Gosha directly increased its share in the total amount of votes at the Company's General Meeting of Shareholders up to the amount of app. 5.85%, what caused crossing threshold of 5.85% of total number of votes thereat.

Prior to the Transaction Gosha directly held 619,321 shares of the Company representing app. 2.92% of the total number of shares of the Company, which entitle to exercise 619,321 votes at the Company's General Meeting of Shareholders, constituting app. 2.92% of total number of votes at the Company's General Meeting of Shareholders.

After execution of the Transaction Gosha directly holds 1,242,056 shares of the Company representing app. 5.85% of the total number of shares of the Company, which entitle to exercise 1,242,056 votes at the Company's General Meeting of Shareholders, constituting app. 5.85% of total number of votes at the Company's General Meeting of Shareholders.

Furthermore, AmRest was notified that on December 8th, 2016 as a result of changes in the structure of shares in the Gosha Articles of Association:

1. PCMMM became a direct dominant entity of Gosha and indirectly acquired 1,242,056 shares of the Company representing app. 5.85% of the total number of shares of the Company, which entitle to exercise 1,242,056 votes at the Company's General Meeting of Shareholders, constituting app. 5.85% of total number of votes at the Company's General Meeting of Shareholders;
2. MPI (directly dominant entity of PCMMM) became an indirect dominant entity of Gosha and indirectly acquired (through Gosha and PCMMM) 1,242,056 shares of the Company representing app. 5.85% of the total number of shares of the Company, which entitle to exercise 1,242,056 votes at the Company's General Meeting of Shareholders, constituting app. 5.85% of total number of votes at the Company's General Meeting of Shareholders;
3. Ms. McGovern and Mr. McGovern (dominant persons of MPI) became indirect dominant entities of Gosha and indirectly acquired (through Gosha, PCMMM and MPI) 1,242,056 shares of the Company representing app. 5.85% of the total number of shares of the Company, which entitle to exercise 1,242,056 votes at the Company's General Meeting of Shareholders, constituting app. 5.85% of total number of votes at the Company's General Meeting of Shareholders.

Prior to the amendments to the Gosha Articles of Associations, PCMMM MPI, Ms. McGovern or Mr. McGovern were not the dominant entities of Gosha and did not held any shares of the Company.

After amendments in the Gosha Articles of Association:

1. PCMMM indirectly (through Gosha) holds 1,242,056 shares of the Company representing app. 5.85% of the total number of shares of the Company, which entitle to exercise 1,242,056 votes at the Company's General Meeting of Shareholders, constituting app. 5.85% of total number of votes at the Company's General Meeting of Shareholders;
2. MPI indirectly (through Gosha and PCMMM) holds 1,242,056 shares of the Company representing app. 5.85% of the total number of shares of the Company, which entitle to exercise 1,242,056 votes at the Company's General Meeting of Shareholders, constituting app. 5.85% of total number of votes at the Company's General Meeting of Shareholders;
3. Ms. McGovern and Mr. McGovern indirectly (through Gosha, PCMMM and MPI) hold 1,242,056 shares of the Company representing app. 5.85% of the total number of shares of the Company, which entitle to exercise 1,242,056 votes at the Company's General Meeting of Shareholders, constituting app. 5.85% of total number of votes at the Company's General Meeting of Shareholders.

Gosha further notified that it did not have any controlled entities.

PCMMM further notified that its controlled entities, other than Gosha, did not hold any shares of the Company.

MPI further notified that its controlled entities, other than Gosha, did not hold any shares of the Company.

Ms. McGovern and Mr. McGovern notified that their controlled entities, other than Gosha, did not hold (directly) any shares of the Company.

Additionally, Gosha, PCMMM, MPI, Ms. McGovern and Mr. McGovern informed that, with respect of each of them, there were no persons or entities referred to in Article 87 section 1 point 3 c) of the Act on public offering, conditions governing the introduction of financial instruments to organized trading and public companies dated July 29th 2005.

Furthermore, Gosha, PCMMM, MPI, Ms. McGovern and Mr. McGovern informed that, with respect of each of them, they did not hold, acquire or dispose any instruments referred to in Article 69b.1 of the above mentioned Act on public offering. In aggregate they hold, directly or indirectly, 1,242,056 shares of the Company representing app. 5.85% of the total number of shares of the Company, which entitle to exercise 1,242,056 votes at the Company's General Meeting of Shareholders, constituting app. 5.85% of total number of votes at the Company's General Meeting of Shareholders.

Legal act:

Art. 70 Point 1 of Act on public offering, conditions governing the introduction of financial instruments to organized trading and public companies dated July 29th 2005