

RESTAMAX PLC

A PROPOSAL TO CONFIRM AND APPROVE THE PURCHASE OF A MAJOR PART OF THE STAFF INVEST GROUP LABOUR HIRE SERVICES

Based on a proposal by the competent members of the Board of Directors of Restamax Plc, the Board of Directors proposes that the extraordinary general meeting confirm and approve the corporate acquisition specified below on 29 July 2014.

Corporate Acquisition

Restamax Plc and Staff Invest Oy have agreed on a corporate acquisition ('Corporate Acquisition'). The realisation of the Corporate Acquisition is subject to the confirmation and approval of the extraordinary general meeting of Restamax Plc on 29 July 2014.

The Restamax Plc Board of Directors proposes that the Extraordinary General Meeting confirms and approves the purchase and transfer of ownership to Restamax Plc or one of its subsidiaries of the labour hire services of Staff Invest Group and of certain of the group's subsidiaries engaging in labour hire services as outlined below ('Decision'). The Board of Directors of Restamax Plc also proposes that the General Meeting authorises the Board of Directors to begin implementation of all required and acceptable measures related to the Corporate Acquisition, including any modifications, deviations, corrections and changes the Board of Directors considers necessary or desirable (provided that none of the said modifications, deviations, corrections or changes essentially change the primary content of the Corporate Acquisition).

Description of the Corporate Acquisition

The majority of the vendor's shareholders are parties related to Restamax Plc, which makes the Corporate Acquisition a related party transaction.

Object of the Corporate Acquisition

The object of the Corporate Acquisition comprises the labour hiring services and customer contract base of Staff Invest, and the shares of Staff Invest in certain Staff Invest subsidiaries, which conduct labour hiring services, as follows:

Subsidiary	Share
Max Henkilöstöpalvelut Oy	100%
Resta Henkilöstöpalvelut Oy	100%
Staffpark Oy	100%
Staffline Oy	100%
Vanajanpalvelut Oy	80%
Staffline Länsi-Suomi Oy	80%

The object of the Corporate Acquisition makes for about 75 per cent of all Staff Invest group's operations. Staff Invest group's turnover in the financial period which ended on 31 July 2013 was approximately MEUR 18.0, EBITDA MEUR 2.2 and the income of the financial period approximately MEUR 1.2. The estimated turnover of the object of Corporate Acquisition in the financial period ending on 31 July 2014 is approximately MEUR 13.4, with an estimated EBITDA of approximately MEUR 1.8. Restamax's share of the turnover of the object of acquisition in the financial period ending on 31 July 2014 was approximately MEUR 8. The object of acquisition has close to 100 corporate clients. The majority of these clients operate in the restaurant industry.

The object of acquisition's stock of contracts in the field of labour hiring services is worth approximately MEUR 33.5 (30 June 2014).

The grounds for the Corporate Acquisition

Restamax Group has solid expertise in the restaurant industry. Moreover, the group has plenty of experience in part-time employment relationships typical in the industry. Restamax owns many restaurants in several cities, which allows it to offer its employees improved opportunities for more work in different restaurants.

Before the acquisition, Restamax Group is the biggest customer of the object of acquisition. The transaction means that the profit margin of the hired labour working in Restamax restaurants remains in the group.

Purchase price and payment

The total purchase price for the object of the Corporate Acquisition is approximately MEUR 7.7 with the added difference of the current assets and borrowed funds of the subsidiaries specified above in accordance with their financial statements on 31 July 2014 ('Purchase price'). The purchase price will be paid in cash. Approximately MEUR 7.0 of the purchase price will be paid on 1 August 2014, the date of transferring ownership. MEUR 0.7 of the purchase price will be paid to the vendor in 24 equal monthly instalments starting on 1 September 2014. The final purchase price will be determined based on financial statements issued on 31 July 2014 no later than on 31 December 2014, by which date the difference between the current assets and borrowed funds of the companies to be purchased will also be paid to the vendor in accordance with the companies' financial statements of 31 July 2014.

Vendor of the object of the Corporate Acquisition

Staff Invest Oy is the vendor in the Corporate Acquisition. The property of Staff Invest Oy is divided as follows: Wawe Capital Oy 45%, Avemari Oy 27.5%, Eiran Ravintolatoimi Oy 11.25%, JV-Staff Oy 11.25% and Mr Max Oy 5%. Of the shareholders, Wawe Capital Oy is controlled by the spouse of Timo Laine who is the Chair of the Board of Directors of Restamax Plc; Mr Max Oy is jointly owned by Timo Laine and Restamax Plc board member Mikko Aartio; the chief shareholder of Eiran Ravintolatoimi Oy is Mikko Aartio while Timo Laine from Avemari Oy owns half the company through Almalex Capital Oy, which he controls.

Corporate Acquisition funding

The Corporate Acquisition is bank-funded within the framework of Restamax Plc's current funding limits. Some of the purchase price will be paid to the vendor within a scheduled payment period.

Corporate Acquisition schedule

If the extraordinary general meeting approves and confirms the Corporate Acquisition, the ownership of the object of the trade will be transferred on 1 August 2014, when the approximately MEUR 7.0 purchase price is to be paid in cash. The difference between the current assets and the borrowed funds of the companies included in the acquisition will be paid to the vendor by 31 December 2014. The remaining part of the purchase price, approximately MEUR 0.7, will be paid according to a separate payment plan by 31 August 2016.

A definition of the value of the object of the Corporate Acquisition by an external party

At the request of the vendor, KPMG has prepared a report regarding the value of the Staff Invest group. The report is available at the company website at www.restamax.fi.

Voting commitments

Mr Max Oy, Ramanetto Oy, Eiran Ravintolatoimi Oy, Tampereen Ravintolatoimi Oy, Wawe Capital Oy, Mika Niemi, Hanna Niemi, Finngastro Oy and JS-Resta Oy have each given their irrevocable commitment to vote in favour of the Decision at the extraordinary general meeting, covering a total of 9.067.990 Restamax Plc shares, which amount to approximately 55.36 per cent of the rights to vote at the extraordinary general meeting of the company.

Incorporating the object of the Corporate Acquisition into the Restamax group

If the Corporate Acquisition is completed according to plan, the object will be included in the Restamax Group as of 1 August 2014, and will from then on be reported as a separate segment.

Tampere, 8 July 2014

Restamax Plc

The Board of Directors