

Draft resolutions to be voted on Annual General Meeting of AmRest Holdings SE on 4 June 2014.

**Resolution No. 1
of the Annual General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wroclaw, of 4 June 2014
on the election of the Chairman of the General Meeting**

Pursuant to Art. 409 § 1 of the Code of Commercial Companies with regards to art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) the General Meeting elects as the Chairman of the General Meeting.

This resolution comes into force on the day of its adoption.

**Resolution No. 2
of the Annual General Meeting
of AmRest Holdings SE (the “Company”) with its registered seat
in Wroclaw, of 4 June 2014
on the adoption of the agenda for the General Meeting**

The General Meeting resolves to adopt the following agenda for the Meeting:

- 1) Opening of the Annual General Meeting.
- 2) Election of the Chairman of the Annual General Meeting.
- 3) Drawing up the attendance list.
- 4) Determination of the correctness of the procedure used to convene the Annual General Meeting and its capacity to pass resolutions.
- 5) Adoption of the agenda of the Annual General Meeting.
- 6) Examination of the Management Board report on the activity of the Company and AmRest Holdings SE capital group in the financial year 2013.
- 7) Examination of the Company’s financial statements for the financial year 2013 and the consolidated financial statements for the financial year 2013.
- 8) Examination of the Supervisory Board report for the financial year 2013.
- 9) Adoption of resolutions:
 - a) approving the Management Board report on the activity of the Company and AmRest Holdings SE capital group in the financial year 2013,

- b) approving the Company's financial statements for the financial year 2013 and the consolidated financial statements of AmRest Holdings SE capital group for the financial year 2013,
- c) regarding the distribution of the Company's profit for the financial year 2013.
- 10) Adoption of a resolution on granting the approval of the performance by the members of the Management Board and the Supervisory Board of their duties in the financial year 2013.
- 11) Adoption of resolutions amending the Company's Statute.
- 12) Adoption of a resolution establishing the consolidated text of the Company's Statute
- 13) Adoption of a resolution on the reappointment of Mr. Henry McGovern as a member of Supervisory Board.
- 14) Adoption of resolutions appointing the Supervisory Board members.
- 15) Closing of the Meeting.

This resolution comes into force on the day of its adoption.

Resolution No. 3
of the Annual General Meeting of AmRest Holdings SE (the "Company")
with its registered seat in Wrocław, of 4 June 2014
on the approval of the Management Board report on the activity of the
Company and AmRest Holdings SE capital group in the financial year 2013

Acting pursuant to Art. 393(1) and Art. 395 § 2(1) and §5 of the Code of Commercial Companies with regards to art. 9, art. 53 and art. 61 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) as well as § 14(2)(a) of the Company's Statute, the General Meeting, after examination, approves the Management Board report on the activity of the Company and Management Board report on the activity of AmRest Holdings SE capital group in the financial year 2013.

This resolution comes into force on the day of its adoption.

Resolution No. 4
of the Annual General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 4 June 2014
on the approval
of the Company’s financial statements for the financial year 2013
and consolidated financial statements of AmRest Holdings SE capital group
for the financial year 2013

Acting pursuant to Art. 393(1) and Art. 395 § 2(1) and §5 of the Code of Commercial Companies with regards to art. 9, art. 53 and art. 61 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) as well as § 14(2)(a) of the Company’s Statute, the General Meeting, following a discussion, resolves to approve:

1) the Company’s financial statements for the financial year from 1 January 2013 to 31 December 2013, comprising of:

- the income statement for the period from 1 January 2013 to 31 December 2013, showing a net profit of PLN 6 853 thousand;
- the statement of comprehensive income for the period from 1 January 2013 to 31 December 2013, showing a total comprehensive income of PLN 6 853 thousand,
- the statement of financial position prepared as of 31 December 2013, showing total assets and total liabilities & equity of PLN 1 156 520 thousand;
- the statement of cash flows for the period from 1 January 2013 to 31 December 2013, showing a net change in the cash and cash equivalents of PLN 24 271 thousand ;
- the statement of changes in equity for the period from 1 January 2013 to 31 December 2013, showing an increase in equity of PLN 29 954 thousand;
- notes to the financial statements;

2) the consolidated financial statements of the AmRest Holdings SE group for the financial year from 1 January 2013 to 31 December 2013, comprising of:

- the consolidated income statement for the period from 1 January 2013 to 31 December 2013, showing a net profit of PLN 5 831 thousand;
- the statement of comprehensive income for the period from 1 January 2013 to 31 December 2013, showing a total comprehensive income of minus PLN 33 242 thousand;
- the consolidated statement of financial position as of 31 December 2013, showing total assets and total liabilities & equity of PLN 2 631 449 thousand;

- the consolidated statement of cash flows for the period from 1 January 2013 to 31 December 2013, showing a net change in the cash and cash equivalents of PLN 49 887 thousand;
- the consolidated statement of changes in equity for the period from 1 January 2013 to 31 December 2013, showing an increase in equity by PLN 31 778 thousand;
- notes to the consolidated financial statements.

This resolution comes into force on the day of its adoption.

Resolution No. 5
of the Annual General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 4 June 2014
on the distribution of the Company’s profit generated in the financial year
2013

Acting pursuant to Art. 395 § 2(2) of the Code of Commercial Companies with regards to art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) and § 14(2)(b) of the Company’s Statute, the General Meeting resolves that the Company’s profit for the financial year 2013 totaling PLN 6 853 thousand shall be allocated to increase the spare capital.

This resolution comes into force on the day of its adoption.

Resolution No. 6
of the Annual General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 4 June 2014
on the granting of approval of the performance by the members of the
Management Board and the Supervisory Board of their duties in the
financial year 2013

Acting pursuant to Art. 393(1) and Art. 395 § 2(3) of the Code of Commercial Companies with regards to art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) as well as § 14(2)(c) of the Company’s Statute, the General Meeting resolves: to approve of the performance by:

1) members of the Company’s Management Board:

- Mr. Mark R. Chandler in the period from 1 January 2013 to 31 December 2013;
- Mr. Wojciech Mroczyński in the period from 1 January 2013 to 31 December 2013;
- Mr. Drew O'Malley in the period from 1 January 2013 to 31 December 2013;

2) members of the Company's Supervisory Board:

- Mr. Per Steen Breimyr in the period from 1 January 2013 to 31 December 2013.
- Mr. Raimondo Eggink in the period from 1 January 2013 to 31 December 2013;
- Mr. Robert Feuer in the period from 1 January 2013 to 31 December 2013;
- Mr. Jacek Kseń in the period from 1 January 2013 to 27 June 2013;
- Mr. Henry McGovern in the period from 1 January 2013 to 31 December 2013;
- Mr. Joseph P. Landy in the period from 1 January 2013 to 31 December 2013;
- Mr. Jan Sykora in the period from 1 January 2013 to 25 June 2013;
- Mr. Peter A. Bassi in the period from 27 June 2013 to 31 December 2013;
- Mr. Bradley D. Blum in the period from 27 June 2013 to 31 December 2013;

This resolution comes into force on the day of its adoption.

**Resolution No. 7
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland
of 4 June 2014
on amending the Company's Statute**

Acting under Art. 430 § 1 of the Code of Commercial Companies with regards to art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for European Company (SE), it is resolved as follows:

- § 4(1) of the Statute shall read as follows:

“The Management Board of the Company shall be authorized to carry out, during a period ending no later than by 1 December 2017, one or more increases

in the share capital, by a total amount no greater than EUR 5 000 (five thousand euro) – the authorized share capital.”

This Resolution shall come into effect as of 1 December 2014.

**Resolution No. 8
of the Annual General Meeting
of AmRest Holdings SE (the “Company”) of Wrocław, Poland
of 4 June 2014
on amending the Company’s Statute**

Acting under Art. 430 § 1 of the Code of Commercial Companies with regards to art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for European Company (SE), it is resolved as follows:

- § 4(3) of the Statute shall read as follows:

“The increase of share capital within the boundaries of authorized capital shall be carried only for the purposes of the exercise of stock options granted under any incentive management stock option plan to employees, including members of the Management Board of the Company or its subsidiaries, previously approved by the General Meeting or the Supervisory Board before 31 December 2011. Resolutions of the Management Board on the setting of issue price, or issuing the shares in exchange for contribution in kind do not require the consent of the Supervisory Board.”

This resolution comes into force on the day of its adoption.

**Resolution No. 9
of the Annual General Meeting
of AmRest Holdings SE (the “Company”) of Wrocław, Poland
of 4 June 2014
on establishing the consolidated text of the Company’s Statute.**

In connection with the resolution No. 7 of the Annual General Meeting of AmRest Holdings SE of 4 June 2014, pursuant to Art. 430§5 of the Code of Commercial Companies with regards to art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for European Company (SE) it is resolved to authorize the Supervisory Board of the Company to establish the consolidated text of the Company’s Statute.

This resolution comes into force on the day of its adoption.

Resolution No. 10
of the Annual General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 4 June 2014
on the reappointment of Mr. Henry McGovern as a member of Supervisory Board.

Pursuant to art. 385§1 of the Code of Commercial Companies with regards to art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) and § 9(3) of the Company’s Statute and Resolution no. 12 of the Annual General Meeting of the Company of 30 June 2010 on fixing the number of Supervisory Board members, the General Meeting resolves to appoint Mr. Henry McGovern as the member of the Company’s Supervisory Board.

This resolution comes into force on the day of its adoption.

Resolution No. 11
of the Annual General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 4 June 2014
on appointment of the Supervisory Board member

Pursuant to art. 385§1 of the Code of Commercial Companies with regards to art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) and § 9(3) of the Company’s Statute and Resolution no. 12 of the Annual General Meeting of the Company of 30 June 2010 on fixing the number of Supervisory Board members, the General Meeting of resolves to appoint..... as a member of the Company’s Supervisory Board.

This resolution comes into force on the day of its adoption.