

Notice of the Convention of the Annual General Meeting of the company AmRest Holdings SE – date and agenda

The Management Board of AmRest Holdings SE of Wrocław, Plac Grunwaldzki 25-27, entered on 22nd December 2008 in the Register of Entrepreneurs of the National Court Register by the District Court for Wrocław-Fabryczna in Wrocław, 6th Commercial Division of the National Court Register, entry No. KRS 0000320252 (the "Company" or "AmRest"), acting under Art. 53 of the Council Regulation (EC) nr 2157/2001 of 8th October 2001, Art. 395 and Art. 399 §1 in conjunction with Art. 402¹ and Art. 402² of the Code of Commercial Companies (Dz.U. z 2013r., poz. 1030 z późn. zm.) and under the provisions of §13 (1) and § 14 (1) and (2) of the Company's Statute, hereby convenes the Annual General Meeting of AmRest Holdings SE (AGM) to be held on 4th June 2014, 11am at the Company's registered office in Wrocław, Plac Grunwaldzki 25-27, with the following agenda:

- 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 in 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 statement 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 a resolutions amending the Company's Statute.
- 12) Adoption of a resolution establishing the consolidated text of the Company's Statute.
- 13) Adoption of resolution regarding the reappointment of Mr. Henry McGovern as a member of Supervisory Board.
- 14) Adoption of a resolutions appointing members of the Supervisory Board.
- 15) Closing of the Meeting.

I. Proposed amendments to Company's Statute

1. The Management Board of AmRest Holdings SE hereby informs the Shareholders of the amendments to the Company's Statute proposed by the Management Board of AmRest Holdings SE:

- 1.1 Amendment to §4 (1) of the Statute:

1.1.1. Present wording: „*The Management Board of the Company shall be authorized to carry out, during a period ending no later than by 1 December 2014, one or more increases in the share capital by a total amount no greater than EUR 5,000 (say: five thousand Euro) – the authorized share capital.*”

1.1.2. Proposed wording: „*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 (say: five thousand euro) – the authorized share capital.*”

1.2 Amendment to §4 (3) of the Statute:

1.2.1. Present wording: “*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 June 1, 2010. 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.*”

1.2.2. Proposed wording: “*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.*”

II. Information on procedures

In accordance with Art. 402² of the Code of Commercial Companies, the Management Board of AmRest Holdings SE hereby notifies the shareholders of the procedures to be applied in conjunction with the AGM, participation in the AGM and execution of the voting right:

1. Shareholders’ right to request certain issues to be included in the AGM agenda

- 1.1 A shareholder (or shareholders) who represent at least 1/20 of the Company’s share capital may request certain matters to be included in the agenda of AGM.
- 1.2 The request shall be presented to the Management Board not later than twenty one (21) days prior to the scheduled date of AGM (i.e. to 14th May 2014).
- 1.3 The request must include reasons or a draft resolution related to the proposed item of the agenda.
- 1.4 The request may be submitted in Polish or English language.
- 1.5 The request may be sent to the Company in writing (personally or by mail) or by e-mail to the following address: wza@amrest.eu.
- 1.6 A shareholder (or shareholders) should prove beyond any doubt his entitlement to submit the request, by presenting relevant documents.

- 1.7 Without undue delay but not later than eighteen (18) days prior to the scheduled date of the AGM (i.e. to 17th May 2014), the Management Board shall announce changes to the agenda, introduced upon the request of shareholders, on the Company's website and in a current report.
- 1.8 If the submitted request fails to satisfy the above mentioned requirements, the Company, within three (3) business days of receiving that request, shall inform the petitioners accordingly and indicate the defects motivating the rejection of the request. A duly complemented request may be resubmitted provided the above mentioned submission deadline in item 1.2 is met.

2. Shareholders' right to propose draft resolution concerning matters included or to be included in the agenda prior to the AGM

- 2.1 A shareholder (or shareholders) representing at least 1/20 of the Company's share capital may submit to the Company proposed draft resolutions on the matters included in the AGM agenda or on the matters to be included in the meeting agenda.
- 2.2 The notification may be sent to the Company in writing (personally or by mail) or by e-mail to the following address: wza@amrest.eu.
- 2.3 The proposed draft resolutions must be accompanied by documents confirming the right of a shareholder (or shareholders) to submit these projects.
- 2.4 If the proposal containing draft resolutions fails to satisfy the above mentioned requirements, the Company within three (3) business days of receiving that proposal, shall inform the petitioners accordingly and indicate the defects motivating rejection of the draft resolutions. A duly complemented proposal may be resubmitted provided the above mentioned submission deadline in item 2.1 is met.

3. Shareholders' right to propose draft resolution concerning matters included in the agenda during the AGM.

During the course of the AGM each shareholder may propose draft resolution concerning the matters on the agenda. Each shareholder has the right to propose amendments and additions to the draft resolution on the agenda of AGM – until closing of the discussion on the agenda item to which the draft resolution applies.

4. Exercise of voting rights by a proxy, notification of establishing a proxy sent to the Company by means of electronic communication, and use of forms during voting by a proxy

- 4.1 Shareholders may participate in the AGM and exercise their voting rights in person or by proxy. The proxy may exercise all the rights of shareholder at the AGM unless it's contradictory to the content of the power of attorney.
- 4.2 A proxy may represent more than one shareholder and vote differently for each shareholder. Proxy shall vote in accordance with the instructions given by the shareholder, subject to clause 4.13 below.
- 4.3 A proxy shall include: (i) date of granting a proxy, (ii) description of the proxy and principal in a way allowing their proper verification, (iii) principal signature, and (iv) indicate the number of shares .
- 4.4 Pursuant to Art. 412¹ § 2 of the Code of Commercial Companies, a proxy to participate in the general meeting of shareholders of a public company and to exercise the voting right must be granted in writing or in an electronic form.
- 4.5 The granting of a proxy in an electronic form does not require a safe electronic signature.
- 4.6 A proxy should be drawn up in Polish or English language.

- 4.7 A proxy may be sent to the Company in an electronic form (as a scan of the document in PDF format) at the following address: wza@amrest.eu, by 3rd June 2014 to 1pm.
- 4.8 Obligatory with a proxy it's necessary to send documents confirming rights of the shareholder to participate in the AGM, and in the case of shareholder who is not an individual, also an appropriate excerpt from the register confirming the right to representation, or granting proxy. The above described method of granting proxy in electronic form should be used appropriately in the event of appeal proxy.
- 4.9 Representatives of legal persons should present an original or a copy of the excerpt from the appropriate register (issued within the last 3 months) which confirms their right to represent the entity. Persons not included in the excerpt mentioned above, should present a proper power of attorney signed by persons authorized to represent the entity.
- 4.10 Failure to provide such notification or submitting a notification in violation of the above mentioned requirements will be taken into account when determining the existence of a legitimate authorization of the proxy to represent the principal at the AGM, in particular it may become a basis for excluding, or not allowing given person to participate in the AGM.
- 4.11 Each participant, including a proxy, is required to sign the list of attendance immediately after arriving to the AGM. Before signing the list of attendance, participants are obliged to present a document proving their identity beyond any doubt. Persons acting as representatives (proxies), before signing the list of attendance, are additionally obliged to submit for the records documents confirming beyond any doubt their legitimate authorization to represent the principal at the AGM.
- 4.12 Forms that may be used by shareholders to vote by a proxy have been made available on the Company's website (www.amrest.eu in the section Investors Relations/AGM).
The shareholders are not required to use these forms.
- 4.13 The Management Board of the Company informs that in the event of granting power of attorney with voting instructions, the Company will not verify if the proxy will exercise its voting rights in accordance with the instruction received from shareholders.

5. Participation and exercising voting rights at the AGM by means of electronic communication.

The Company does not allow participation in the AGM by means of electronic communication (including expressing one's opinions during the AGM by such means) or the exercise of the voting rights by correspondence, as a result of which no forms to be used for this kind of voting by proxy will be published.

6. The record date for the AGM.

The right to attend the General Meeting is only vested in persons being shareholders on the day of registration of participation in the General Meeting i.e. sixteen (16) days before the General Meeting date (i.e. in 19th May 2014), provided they present to entity maintaining the investment account to issue a personal certificate of eligibility to participate in AGM during the period of the notice of convening AGM to the first weekday after the date of registration, i.e. to 20th May 2014 (include).

7. Registration of attendance at the AGM

Persons entitled to participate in the AGM are requested to register and collect their voting cards at the venue for half an hour before the AGM.

III. Other information

A person authorized to participate in the General Meeting of Shareholders may access the full text of the documentation to be presented at the Meeting, draft resolutions and opinions of the Management Board or the Supervisory Board, on the Company's web site at www.amrest.eu, under bookmark Investors Relations or at the Company's registered office at Wrocław, Plac Grunwaldzki 25-27 from 30th May 2014, between 9am and 4pm. Documents will be immediately updated if changes are made, in accordance with the provisions of the Code of Commercial Companies.

In places mentioned above, in accordance with Art. 407 § 1 of the Code of Commercial Companies, also the list of the shareholders authorized to attend the Meeting will be available. Shareholder may browse the list of shareholders in the Company's headquarters and request a copy of the list for reimbursement.

Use by the shareholders of the electronic means of communications requires the submission of any documents in PDF format to the e-mail address: wza@amrest.eu.

The shareholder bears the risk associated with the use of electronic means of communications with the Company.

The Management Board informs that all matters not addressed in this announcement shall be governed by the provisions of the Code of the Commercial Companies, the Company's Statute and the Rules of Procedure for the General Meeting, hence, the Company's shareholders are requested to familiarize themselves with the above mentioned regulations.

Legal basis: § 38 (1) (1) of the Ordinance of the Minister of Finance of 19th February 2009 on Current and Periodical Information Submitted by Issuers of Securities and the Requirements for the Recognition as Equivalent of the Information Required under the Laws of Non-Member Countries of 19th February 2009 (Dz.U. 2014 poz. 133).