

Resolution No. 1
of the Extraordinary General Meeting
of AmRest Holdings SE (the “Company”) with its registered seat in Wrocław,
of 5 October 2017
on the election of the Chairman of the General Meeting

1. 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.
2. This resolution comes into force on its adoption.

Resolution No. 2
of the Extraordinary General Meeting
of AmRest Holdings SE (the “Company”) with its registered seat in Wrocław,
of 5 October 2017
on the adoption of the agenda for the General Meeting

1. The General Meeting resolves to adopt the following agenda for the General Meeting,
 - 1) Opening of the Extraordinary General Meeting,
 - 2) Election of the Chairman of the Extraordinary General Meeting,
 - 3) Drawing up the attendance list,
 - 4) Determination of the correctness of the procedure used to convene the Extraordinary General Meeting and its capacity to pass valid resolutions,
 - 5) Adoption of the agenda of the Extraordinary General Meeting,
 - 6) Approval of the international transfer of the registered office to Spain and amendment to the Statute.
 - 7) Approval of the adaptation to Spanish regulations and the adoption of Spanish nationality.
 - 8) Delegation of powers for execution of the transfer of domicile in Spain.
 - 9) Closing of the Meeting.
2. This resolution comes into force on its adoption.

Resolution No. 3
of the Extraordinary General Meeting
of AmRest Holdings SE (the “Company”) with its registered seat in Wrocław,
of 5 October 2017
on the approval of the international transfer of the registered office to Spain and amendment to the Statute

1. Acting pursuant to Art. 430(1) of the Code of Commercial Companies and Art. 8 (1), Art. 8(6), Art. 8(10) as well as art. 59 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE), the General Meeting, after

examination of the Transfer Proposal and Management Report Justifying the Transfer both dated 28 July 2017, approves the transfer of the seat from Wrocław (Republic of Poland) to calle Enrique Granados, 6, 28224, Pozuelo de Alarcón, Madrid (Spain) and amend the Company statute by derogating the current text in force and approve the following new wording which is adapted to the nature of the Company as a European public limited-liability company domiciled in Spain:

“STATUTE OF AMREST HOLDINGS, SE

TABLE OF CONTENTS

TITLE I - COMPANY AND SHARE CAPITAL	4
CHAPTER I. GENERAL PROVISIONS	4
Article 1.- Corporate name and applicable rules	4
Article 2.- Corporate purpose	4
Article 3.- Registered office	5
Article 4.- Term of the Company	5
CHAPTER II. SHARE CAPITAL	6
Article 5.- Share capital	6
Article 6.- Share representation	6
Article 7.- Share transfer.....	6
CHAPTER III. SHARE CAPITAL INCREASE AND DECREASE.....	6
Article 8.- Share capital increase	6
Article 9.- Authorised capital	6
Article 10.- Preferential subscription rights and exclusion thereof	7
Article 11.- Share capital reduction	7
CHAPTER IV. ISSUE OF BONDS AND OTHER SECURITIES.....	7
Article 12.- Issue of bonds and other securities.....	7

TITLE II – THE COMPANY’S CORPORATE GOVERNANCE	8
CHAPTER I. THE GENERAL SHAREHOLDERS’ MEETING.....	8
Article 13.- General Shareholders’ Meeting.....	8
Article 14.- Powers of the General Shareholders’ Meeting.....	8
Article 15.- Types of General Shareholders’ Meetings	9
Article 16.- Call of the General Shareholders’ Meeting.....	9
Article 17.- Right to attend and vote	11
Article 18.- Representation in the General Shareholders’ Meeting.....	11
Article 19.- Constitution of the General Shareholders’ Meeting.....	12
Article 20.- Passing of resolutions by the General Shareholders’ Meeting.....	12
Article 21.- Right to information	12
CHAPTER II. THE BOARD OF DIRECTORS	13
Article 22.- Structure of the Board of Directors	13
Article 23.- Powers of administration and supervision	13
Article 24.- Powers of representation	13
Article 25.- Term of office, vacancies and termination.....	14
Article 26.- Board meetings.....	14
Article 27.- Procedure for meetings.....	15
Article 28.- Directors’ remuneration	15
Article 29.- Directors’ remuneration policy	16
Article 30.- Committees of the Board of Directors	16
TITLE III – ANNUAL CORPORATE GOVERNANCE REPORT AND CORPORATE WEBSITE.....	16
Article 31.- Annual corporate governance report	16
Article 32.- Website.....	17
TITLE IV - ANNUAL ACCOUNTS	17
Article 33.- Financial Year	17
Article 34.- Preparation of the annual accounts and distribution of profits.....	17

Article 35.- Verification of the annual accounts.....	17
Article 36.- Approval of the annual accounts	17
Article 37.- Deposit of the annual accounts.....	18
TITLE V – WINDING UP AND LIQUIDATION OF THE COMPANY	18
Article 38.- Winding-up of the Company	18
Article 39.- Liquidation of the Company	18

TITLE I - COMPANY AND SHARE CAPITAL

Chapter I. General provisions

Article 1. Corporate name and applicable rules

1. The Company will be called AMREST HOLDINGS, SE
2. The Company is a European company (SE) and, therefore, shall be governed by: the provisions of Council Regulation (EC) 2157/2001 of 8 October 2001; the applicable legislation relating to limited liability companies (“*sociedades de capital*”); other applicable laws and regulations; and its internal regulations.
3. The Company’s internal regulations are made up of: its Statute; the Regulations of the General Shareholders’ Meeting; the Regulations of the Board of Directors, and other internal corporate governance rules approved by the Company’s competent decision-making bodies.

Article 2. Corporate purpose

1. The corporate purpose of the Company is to carry out the following activities, both in Spain and abroad:
 - (a) Manage and operate restaurants, distribute, market and sell food products and any other products for human consumption.
 - (b) Assign rights to exploit the Company’s goods and services to third parties so they can market and sell its products under a franchise contract or a master franchise contract.
 - (c) Purchase and sell, including import, export, transport, deposit, store and supply, all kinds of products and raw materials, not only for the Company and investee companies but also for third parties.
 - (d) Design and carry out advertising and sales promotion campaigns, on its own account or by third parties.
 - (e) Provide technical, commercial and consultancy services, including mediation between manufacturers and suppliers and centralised collection and payments, in the

areas of accounting, legal, technical, financial, labour, tax and human resources, to companies forming part of its group.

- (f) Own, license, operate, manage, develop, administrate, hold and protect intellectual and industrial property rights and the assets underlying such rights.
 - (g) Execute transactions involving financial derivative instruments relating to exchange rates, interest rates, securities or any other underlying asset, whether financial or otherwise, as well as financial transactions granting credit to, or assuming indebtedness with, companies belonging to its group, on behalf of which the Company may also grant the necessary guarantees and security.
 - (h) Research, design, develop, produce, operate and assign programs and, in general, computer, electronic and telecommunication products.
 - (i) Subscribe, secondary acquisitions, hold, use, manage and dispose of securities and shares in other companies, except those whose business is subject to special legislation.
 - (j) Purchase, acquire, transfer, lease or rent, whether as a tenant or a landlord, and actively or passively enjoy any ownership of, urban and rural properties of all kinds, including plots and buildings.
2. The Company may perform the activities covered by the corporate purpose, either in Spain or abroad, directly or indirectly, by means of ownership rights in companies with an equivalent or similar purpose, or by any other legally permitted means. Consequently, the managing and administering of securities representing the equity of companies, whether or not resident in Spain, through the corresponding organisation of material and human resources, form part of the corporate purpose.
3. In any case, the corporate purpose does not include any activities for which the law imposes special requirements in order to be exercised, which are not met by the Company.

Article 3. Registered office

- 1. The Company's registered office is established at calle Enrique Granados, 6, 28224, Pozuelo de Alarcón, Madrid.
- 2. The registered office can be moved to any other place within Spain further to a resolution adopted by the Board of Directors. In order to be transferred abroad, the General Shareholders' Meeting must agree to the transfer by means of a resolution.
- 3. The Board of Directors of the Company can agree to create, eliminate or transfer branches, representatives, agencies, delegations, offices, and other dependencies, in Spain or abroad, as it deems appropriate.

Article 4. Term of the Company

The Company will be incorporated for an indefinite term.

Chapter II. Share capital

Article 5. Share capital

1. The share capital amounts to TWO HUNDRED AND TWELVE THOUSAND ONE HUNDRED AND THIRTY EIGHT EUROS AND NINETY THREE CENTS (EUR 212,138.93) and is fully subscribed and paid up.
2. The share capital consists of TWENTY ONE MILLION TWO HUNDRED AND THIRTEEN THOUSAND EIGHT HUNDRED NINETY THREE (21,213,893) shares, with a face value of one euro cent (EUR 0.01), belonging to the same class and series.

Article 6. Share representation

1. The shares are represented by book entries.
2. The Company will recognise the people, whose name appears in the entries of the Company's shareholders register, as legitimate shareholders.
3. Should the person or entity appearing as legalised in the entries of the Company's shareholders register hold the legalisation in virtue of their position as fiduciary or another similar position of responsibility, the Company will be able to require them to reveal the identity of the beneficial share owners, as well as the applicable transfers and encumbrances on the shares.
4. The securities market regulations govern the creation and transfer of shares represented by the shareholders register, as well as the standing to exercise rights attached to the shares and other matters relating to securities.

Article 7. Share transfer

The shares and all economic rights derived from them, including rights of preferential subscription and cost-free allocation, may be freely transferred by all legal means.

Chapter III. Share capital increase and decrease

Article 8. Share capital increase

1. The share capital may be increased by means of a resolution adopted by the General Shareholders' Meeting, according to the provisions established in the law and in this Statute.
2. Unless otherwise expressly foreseen in the resolution, if the share capital is not fully subscribed within the established term, it will be increased by the value of the subscriptions made.

Article 9. Authorised capital

1. The General Shareholders' Meeting may delegate the Board of Directors the power to approve the capital increase to a determined amount, on one or more occasions, at the times and in the amounts that it so decides and within the limits established by law. This delegation can include the power to exclude preferential subscription rights.

2. The General Shareholders' Meeting may likewise delegate the Board of Directors the power to determine the date when the adopted agreement to increase capital, will be carried out and to determine any conditions not previously determined by the General Shareholders' Meeting.

Article 10. Preferential subscription rights and exclusion thereof

1. In share capital increases with the issue of new shares, whether ordinary or preferred, charged against cash contributions, the Company's existing shareholders may exercise the right to subscribe a number of shares proportional to the par value of the shares that they hold at the time, where permitted to do so by law and within the period allowed by the Board of Directors.
2. The shareholders at the General Shareholders' Meeting, or where applicable the Board of Directors, may, if required by the corporate interest, exclude preferential subscription rights, totally or partially, in the cases and under the conditions as are provided by law.
3. Preferential subscription rights will not apply to share capital increase by means of non-cash contributions or caused by the conversion of bonds into shares, the offsetting of credits or the exchange of shares as a result of the absorption of another company, part of its split-off assets, or its takeover.

Article 11. Share capital reduction

In accordance with the procedures provided by law, share capital may be reduced by: lowering the par value of shares, redeeming them, or pooling them for exchange. In all such cases, the purpose may be to refund contributions, waive unpaid subscriptions, create or increase reserves, re-establish the balance between the share capital and the Company equity diminished by losses, or several such purposes simultaneously.

Chapter IV. Issue of bonds and other securities

Article 12. Issue of bonds and other securities

1. The Company may issue simple, convertible or exchangeable bonds in compliance with all legally established terms and limits.
2. The Board of Directors has the power to agree upon the issue and the admission to trading of the bonds and the granting of guarantees for the issue of bonds.
3. Notwithstanding paragraph 2 above, the General Shareholders' Meeting has the power to agree upon the issue of convertible bonds or profit sharing bonds. In such a case, the General Shareholders' Meeting may authorise the Board of Directors to issue the bonds including, potentially, the power to exclude preferential subscription rights held by the Company's shareholders.
4. The Company may (i) issue promissory notes, preferential shares, warrants, non-convertible securities or other similar securities in any of the forms foreseen by law; and (ii) guarantee the issues of securities made by its subsidiaries.
5. The General Shareholders' Meeting may entrust the Board of Directors with the power of issuing those securities and may authorise it to determine the moment when the agreed

issue should be launched, including any other conditions not foreseen in the resolution of the General Shareholders' Meeting, as provided by law.

TITLE II – THE COMPANY'S CORPORATE GOVERNANCE

Chapter I. The General Shareholders' Meeting

Article 13. General Shareholders' Meeting

1. The General Shareholders' Meeting is the supreme body of the Company and its resolutions are binding on all shareholders, including those absent, dissenting, abstaining and those with no right to vote, notwithstanding the rights and actions that may correspond to them.
2. The shareholders convened in the General Shareholders' Meeting shall decide on the matters attributed to it by law, by majority vote.
3. The General Shareholders' Meeting will be governed by the provisions of the law, this Statute and its own regulations.

Article 14. Powers of the General Shareholders' Meeting

1. The General Shareholders' Meeting has the power to make resolutions on all matters vested in it by law, by this Statute and by its own regulations and, in particular, on the following matters:
 - (a) Appointing and removing directors, as well as ratifying directors appointed by co-optation.
 - (b) Appointing and removing accounting auditors and, if applicable, liquidators.
 - (c) Approving the previous year's annual accounts, the profit distribution and the corporate management.
 - (d) Increasing or decreasing the share capital, including delegating the Board of Directors the power to increase the share capital.
 - (e) Eliminating or limiting preferential subscription rights.
 - (f) Authorising the buyback of treasury shares.
 - (g) Approving and amending the Regulations of the General Shareholders' Meeting.
 - (h) Amending the Statute.
 - (i) Approving the directors' remuneration policy, in accordance with the terms set out in the law.
 - (j) Approving the establishment of the Company's directors' remuneration schemes, involving equity awards of shares or rights over, or linked to the value of, shares.

- (k) Exempting directors from prohibitions arising from the duty of loyalty, when the General Shareholders' Meeting is legally authorised to grant such exemption, as well as duties arising from their non-compete obligations towards the Company.
 - (l) Approving, when required by law, structural modifications, particularly the transformation, merger, split off and global assignment of assets and liabilities and moving the registered office abroad.
 - (m) Acquiring, disposing or contributing essential assets to another company.
 - (n) Transferring essential activities, performed up to that time by the Company, to subsidiaries even if the Company retains full control over those activities.
 - (o) Winding up the Company.
 - (p) Carrying out transactions equivalent to liquidating the Company and approving the liquidation balance sheet.
2. Furthermore, the General Shareholders' Meeting will make resolutions on any other issue, as required by the law or this Statute, or when so required by the Board of Directors.
 3. Those powers that do not rest with the General Shareholders' Meeting according to the law or this Statute will rest with the Board of Directors.

Article 15. Types of General Shareholders' Meetings

1. General Shareholders' Meetings may be ordinary or extraordinary.
2. The ordinary General Shareholders' Meeting must be duly called and held within the first six months of each financial year to review the corporate management, approve previous year's annual accounts, if appropriate, and determine the profit distribution.

The General Shareholders' Meeting may also adopt resolutions on any other issues put to it for consideration.

3. Any General Shareholders' Meeting other than that contemplated in the preceding paragraph shall be extraordinary.

Article 16. Call of the General Shareholders' Meeting

1. Both ordinary and extraordinary General Shareholders' Meetings shall be convened by publishing an announcement at least one month before the date scheduled for the General Shareholders' Meeting, unless the law establishes another notice period, in which case that period shall apply. The call of the Meeting must be announced using, as a minimum, the following media:
 - The Official Bulletin of the Commercial Registry or one of the most widely-circulated newspapers in Spain.
 - The website of any securities market regulator where the shares are traded.

- The Company's website.
2. When the Company offers all shareholders the option to vote electronically, extraordinary General Shareholders' Meetings can be convened with at least 15-days' prior notice. The shorter call period requires an express agreement (which will only remain in force until the next meeting is held) adopted by the ordinary General Shareholders' Meeting by at least two-thirds of the Company's subscribed capital with voting rights.
 3. The General Shareholders' Meeting will be held at the venue indicated in the call announcement of the Meeting. If the meeting venue is not specified in the announcement, it will be understood that the Meeting will be held at the Company's registered office.

Should it be necessary, for any reason, to hold the General Shareholders' Meeting in separate assembly halls, adequate audiovisual equipment shall be provided to allow real-time inter-communication between the assembly halls and, consequently guarantee the meeting's continuity. In the event that the assembly halls are located in different premises, the Meeting will be understood to be held at the principal location.

In such case, the principal location of the Meeting, but not the supplementary locations, must be in the municipal area of the Company's registered office. Attendees at any of the Meeting venues will be considered attendees at the General Shareholders' Meeting, provided they meet the requirements set in this Statute and the Regulations of the General Shareholders' Meeting.

4. The announcement will indicate: the name of the Company, the date, place and time of the meeting on first call, the position of the person or persons publishing the announcement, all the agenda items to be discussed and any other items that are to be included in the announcement pursuant to the provisions of the law and the Regulations of the General Shareholders' Meeting. Furthermore, the announcement may also indicate the date on which the Meeting may be held on second call.
5. Shareholders representing, at least, three per cent of the share capital may request that an addition be published to the call announcement of an ordinary General Shareholders' Meeting, including one or more agenda items, provided that the new items are accompanied by a justification or, where appropriate, by a reasoned motion. This right must be exercised by certified notice served at the Company's registered office within five days after the call announcement of the Meeting has been published. The addition to the call announcement of the Meeting must be published at least fifteen days prior to the scheduled date of the Meeting. Failure to publish an addition to the announcement within the established term will render the Meeting null and void in accordance with the law.
6. Shareholders representing at least three per cent of the share capital may, within the same period provided in the preceding paragraph, present reasoned motions on agenda items or matters which ought to be on the agenda for the scheduled Meeting.
7. The provisions of this article shall be null and void whenever a legal provision establishes different requirements for Meetings held to discuss certain matters, in which case these specific provisions must be complied with.

Article 17. Right to attend and vote

1. Each shareholder holding any number of shares will be entitled to attend the General Shareholders' Meeting, provided his/her shares are entered in the corresponding accounting registry.
2. Shareholders may attend and vote at the General Shareholders' Meeting by means of IT or remote communication, in accordance with the Regulations of the General Shareholders' Meeting and provided that the Board of Directors agrees so when the Meeting is announced. The conditions and limitations of this type of attendance and vote must be established in the Regulations of the General Shareholders' Meeting, in accordance with the applicable law at all times.
3. The Chair may authorise any other persons as he may deem fit to attend, although this authorisation may be overruled by the General Shareholders' Meeting.
4. The Company's directors shall attend any General Shareholders' Meetings held, although the fact that any one of them is unable to attend for any reason shall in no event prevent the Meeting from being validly constituted.
5. The procedures and systems for counting votes on the proposed resolutions shall be established in the Regulations of the Shareholders' Meeting.

Article 18. Representation in the General Shareholders' Meeting

1. Any shareholder entitled to attend a General Shareholders' Meeting may be represented by a proxy, who need not be a shareholder.
2. The appointment of a third party proxy must adequately guarantee the identity of the represented shareholder and his/her proxy and be conferred specifically for each Meeting in writing or by the electronic means determined by the Board of Directors, where applicable, in the call announcement of each General Shareholders' Meeting, in accordance with the Regulations of the General Shareholders' Meeting.
3. Prior to his/her appointment, the proxy must inform the shareholder in detail if there is a conflict of interest. If the conflict arises after the proxy is appointed and he/she did not warn the shareholder of its possible existence, the shareholder must be informed immediately. In both cases, if the proxy did not receive specific voting instructions for each item on which he/she must vote on behalf of the shareholder, the proxy must abstain from voting.
4. The Chair, the Secretary of the General Shareholders' Meeting, or the individuals appointed on their behalf, will be entitled to determine the validity of the appointment of proxies and the compliance with the attendance requirements for the Meeting.
5. The power to act as a proxy is understood to not impinge on the provisions stipulated in the law with regard to family representation and the execution of general powers of attorney.
6. Representations obtained by public request shall be governed by law and the Regulations of the General Shareholders' Meeting.

Article 19. Constitution of the General Shareholders' Meeting

1. The General Shareholders' Meeting shall be validly held at first call when the shareholders present or represented hold at least forty per cent of the subscribed capital with voting rights.

At second call, it shall be validly held regardless of the attending capital.

2. This notwithstanding, if the General Shareholders' Meeting, ordinary or extraordinary, is called to discuss any amendment of the Statute it must be attended on first call, in person or by proxy, by shareholders representing at least sixty per cent of the subscribed voting capital. Such amendments include: increasing or reducing the share capital, issuing bonds, cancelling or limiting shareholders' preferential subscription rights over new shares, transforming, merging, splitting off, globally assigning assets and liabilities, moving the registered office abroad or winding-up of the Company.

At second call, it shall be validly held when the shareholders hold at least forty per cent of said capital.

Article 20. Passing of resolutions by the General Shareholders' Meeting

1. Each share with voting rights, present or represented at the General Shareholders' Meeting, shall be entitled to one vote.
2. Corporate resolutions will be passed by the majority of votes as required, on a case by case basis, by the law.

Article 21. Right to information

1. From the date the call announcement of the General Shareholders' Meeting is published until the fifth calendar day prior to the date of the General Shareholders' Meeting on first call, shareholders may request, in writing, the information or clarifications they consider necessary or submit written questions that they consider pertinent regarding the agenda items. In accordance with the same terms and timeframes, shareholders may request, in writing, explanations that they deem necessary regarding publicly available information that the Company has submitted, where applicable, to the relevant securities market authority since the date of the previous General Shareholders' Meeting and regarding the auditors' report.

The Board of Directors must provide such information in writing up until the date of the General Shareholders' Meeting.

2. During the General Shareholders' Meeting, shareholders may orally request such information or clarifications that they consider appropriate regarding the agenda items or request such explanations that they consider necessary regarding the publicly available information that the Company has submitted, where applicable, to the relevant securities market authority since the date of the previous General Shareholders' Meeting and regarding the auditors' report. If it is not possible to provide the requested information at that time, the Board of Directors will be obliged to provide the information in writing within seven days after the end of the General Shareholders' Meeting.

3. The Board of Directors will be obliged to provide any information requested in accordance with this article, unless: that information is not necessary for protecting the shareholder's interests, there are objective reasons to consider that it could be used for non-corporate purposes, or if publicising the information is detrimental to the Company or related companies. Information may not be so denied when the request is backed by shareholders representing at least one-quarter of the share capital.

Chapter II. The Board of Directors

Article 22. Structure of the Board of Directors

1. The Company has a one-tier system of administration and is governed and managed by a Board of Directors, made up of a minimum of five and a maximum of fifteen members.
2. The General Shareholders' Meeting will determine the number of Board members. It may fix the number by express agreement or by filling vacancies and appointing new directors within the parameters established in the previous paragraph.
3. The Board will approve the Regulations of the Board of Directors, which will include rules of procedure and internal regulations, in development of the law and Statute. The General Shareholders' Meeting will be informed of the approval of the Regulations of the Board of Directors and any subsequent amendments thereto.
4. The Board of Directors will be governed by the law, this Statute and the Regulations of the Board of Directors.

Article 23. Powers of administration and supervision

The Board of Directors shall be responsible for the governance, management and administration of the Company's business and interests in all aspects not specifically reserved by law to the competence of the General Shareholders' Meeting. This notwithstanding, it will generally entrust the management of the Company's day-to-day affairs to the management team, and concentrate its activities on supervising and considering any affairs that are particularly important to the Company. Despite this, all powers established as not delegable by law or the Regulations of the Board of Directors will be reserved to, and dealt with directly by, the Board of Directors.

Article 24. Powers of representation

1. The Board of Directors will represent the Company in and out of court. This representation applies, without limitation, to all actions within the scope of the corporate purpose.
2. The Chair of the Board of Directors will also have the power to represent the Company.
3. The power to represent delegated bodies will be governed by the provisions of the delegation resolutions.

Article 25. Term of office, vacancies and termination

1. Directors will exercise their office for a four-year term, and may be re-appointed for one or more additional periods of the same maximum duration. Once the period has expired, the appointment will be terminated when the next General Shareholders' Meeting is held, or when the legal period for holding the Meeting that must approve the previous year's annual accounts has elapsed.
2. If a vacancy arises during the term of appointment of the Directors, the Board may appoint a person by co-optation to fill that vacancy up to the next General Shareholders' Meeting. Directors appointed by co-optation may be ratified in their position at the first General Shareholders' Meeting held after their appointment. If the vacancy arises after a General Shareholders' Meeting is called but before it is held, the Board of Directors may appoint a director to perform the corresponding duties until the next General Shareholders' Meeting is held. Directors appointed by co-optation need not be shareholders of the Company.
3. Directors will be terminated from their position when: so decided by the General Shareholders' Meeting, they notify the Company of their resignation and at the expiration of the period for which they were appointed. The effective date of termination in this last case shall be the date of the first General Shareholders' Meeting.
4. Directors shall make their position available to the Board of Directors and formalise, if the Board considers it appropriate, the relevant resignation in the following cases: (a) when they cease to hold the executive positions to which their appointment as director was associated; (b) when they are involved in any of the situations deemed to be incompatible or prohibited according to law; (c) when they have committed a serious violation of their obligations as director; or (d) when remaining on the Board may endanger the Company's interests, negatively affect the Board's credit or reputation, or when the reasons for which they were appointed disappear (for example when proprietary directors transfer or reduce their shareholding in the Company).

Article 26. Board meetings

1. The Board will meet at least four times a year and as well as whenever a meeting is called by: the Chair or Acting Chair, the majority (at least a third) of the directors, or the lead independent director, should one exist. Should a lead independent director exist, the meeting must be called by order of the Chair or the lead independent director. Meetings will normally be held at the registered office, but may be held anywhere else as decided by the Chair and indicated in the call of the meeting.
2. If, after requesting the Chair to convene a meeting no such meeting is called within a month and no justified reason is provided, one third of the members of the Board of Directors may call a Board meeting to be held in the municipal area of the Company's registered office, indicating the agenda items.
3. As an exception, provided no directors object, the Board may adopt written resolutions, without meeting. In this case, directors may send their votes and any comments they wish to be recorded in the minutes by e-mail.
4. The Board may meet simultaneously in separate assembly halls, so long as audiovisual and telephone equipment is provided to ensure real-time inter-communication and

interactivity and, consequently guarantee the meeting's continuity. In this case, the communication system will be stated in the call of the meeting and, if appropriate, the places where the necessary technical equipment for attending and participating in the meeting will be made available. The resolutions will be deemed adopted at the place where the Chair is located.

Article 27. Procedure for meetings

1. Board meetings shall be quorate when attended, in person or by proxy, by more than one half of its members. Any Director may be represented by another.
2. Unless the law or this Statute specifically require a supermajority, agreements shall be adopted by an absolute majority of the directors that are present. In case of a tie, the Chair shall have the deciding vote. The Regulations of the Board of Directors may increase the legally or statutorily established majority required for specific matters.

Article 28. Directors' remuneration

1. Members of the Board of Directors shall receive, in their capacity as such, remuneration pursuant to the Statute. The maximum yearly amount for the whole of the Board of Directors will be determined by the General Shareholders' Meeting. It will be reviewed and updated according to the factors or criteria established by the General Shareholders' Meeting. The remuneration will include the following items: (i) a fixed payment; and (ii) allowances for effective attendance at the meetings of the Board of Directors and its delegate or advisory committees.

The Board of Directors must, for each financial year, define the method and time of payment. It must also agree upon the exact allocation among its members of the total remuneration prescribed by the Statute, as described in paragraph one above. The allocation may be calculated individually, taking into account: the functions and responsibilities allotted to each director, membership of the Board's committees and any other objective circumstances that the Board of Directors deems relevant.

2. The Board of Directors will determine the remuneration that executive directors will receive for performing the executive functions delegated or entrusted to them by the Board of Directors. This remuneration must be in line with the directors' remuneration policy approved by the General Shareholders' Meeting and be reflected in the contract between the director and the Company required by law.

In particular, and without limitation, the remuneration provided in this section and subject to the remuneration policy referred to above, may include: fixed salaries; variable remunerations (based on reaching business objectives and/or personal performance); equity awards, stock options rights or other securities entitling their holders to obtain shares; severance pay for reasons other than a failure to fulfil duties; pensions; insurance; forecast systems; differed payment plans; and retirement plans consisting of the provision of shares or options for shares of the Company, or which are indexed to the value of shares; established for those members of the Board of Directors who perform executive functions.

3. The Company can purchase civil liability insurance for its directors.

Article 29. Directors' remuneration policy

1. The directors' remuneration policy will be approved by the General Shareholders' Meeting at least once every three years as a separate agenda item in accordance with the applicable legislation.
2. The remuneration policy, which must be in line with the remuneration scheme envisaged in this Statute, will establish the maximum annual remuneration payable to all members of the Board of Directors for the purpose of remunerating the Board members, in their capacity as such.
3. With respect to the remuneration of executive functions, the remuneration policy will set out: the amount of the fixed annual remuneration and its variation during the period to which the policy refers, the different parameters to set the variable components and the main terms and conditions of the contracts signed with executive directors. The main terms and conditions of the contracts should include, in particular: their duration, compensations for early termination or termination of the contractual relationship and exclusivity agreements, and post-contractual non-competition and permanence or loyalty clauses.
4. If the annual report on directors' remuneration is rejected in the advisory vote of the ordinary General Shareholders' Meeting, the remuneration policy applicable for the subsequent financial year must be submitted for approval by the General Shareholders' Meeting before being applied, even if the three-year period mentioned in paragraph 1 above has not yet elapsed. An exception is made where the remuneration policy is approved during the same ordinary General Shareholders' Meeting.

Article 30. Committees of the Board of Directors

1. The Board of Directors may create such executive and advisory committees as it considers appropriate to deal with the matters within their competence, appointing the directors who must sit on such committees.
2. The Board will in any case appoint an Audit Committee and an Appointments and Remuneration Committee. The Regulations of the Board of Directors will regulate the composition and functioning of both Committees.

TITLE III – ANNUAL CORPORATE GOVERNANCE REPORT AND CORPORATE WEBSITE

Article 31. Annual corporate governance report

1. The Board of Directors shall approve an annual report on the corporate governance of the Company each year, containing the information stipulated by law and any other details it considers appropriate.
2. The annual corporate governance report shall be approved prior to the publication of the announcement of the ordinary General Shareholders' Meeting for the corresponding financial year. It shall also be made available to shareholders on the Company's website no later than the date of publication of the call of the ordinary Shareholders' Meeting at which the annual accounts of the financial year to which the annual corporate governance report refers are to be approved, if appropriate.

Article 32. Website

1. The Company shall have a website containing information for shareholders, including the documents and information required by law and the Company's internal rules on corporate governance, along with any other information considered appropriate to offer shareholders through this channel.
2. The address of the Company's website shall be www.amrest.eu.
3. The Board of Directors may resolve to modify, move or eliminate the website, in which case it will be authorised to modify the preceding paragraph of this article. The resolution to modify, move or eliminate the website shall be entered in the Company's page of the Commercial Registry and published in the Official Gazette of the Commercial Registry and on the modified, moved or eliminated website for thirty days after insertion of the resolution.

TITLE IV - ANNUAL ACCOUNTS

Article 33. Financial Year

The financial year shall begin on January 1 and end on December 31 of each calendar year.

Article 34. Preparation of the annual accounts and distribution of profits

1. Within the established legal deadlines, the Board of Directors will prepare the annual accounts, the management report and the proposal for profit distribution once these have been reviewed and reported by the Company's accounting auditor and presented to the General Shareholders' Meeting, as applicable.
2. The Board of Directors will try to prepare the accounts in such a way as to avoid accounting auditors from making reservations. Nevertheless, when the Board feels that it should stand by its criteria, it will publicly explain the contents and scope of the discrepancies.

Article 35. Verification of the annual accounts

The accounting auditor, appointed by the General Shareholders' Meeting, will review the Company's annual accounts and management report before the closing of the financial year to be audited, for a determined period, which must be between three to ten years, from the beginning date of the first year to be audited, notwithstanding the provisions of the audit regulations with respect to the possibility of an extension.

Article 36. Approval of the annual accounts

1. The annual accounts will be submitted for the approval of the General Shareholders' Meeting.
2. Once the annual accounts are approved, the General Shareholders' Meeting will decide on the profit distribution for the financial year.
3. Dividends may be issued against the financial year's profits or assigned to unrestricted reserves only if the requirements established by law and in the Statute have been met, and

the net worth is not or, as a consequence of the distribution, will not be less than the share capital. If there are losses from prior financial years which make the Company's net worth lower than the share capital, profits shall be allocated to cover the losses.

4. If the General Shareholders' Meeting agrees to pay out dividends, it shall determine the amount, payment date and method of payment. The determination of these details may be delegated to the Board of Directors, as well as any other details that may be needed or suitable to execute the resolution.
5. The General Shareholders' Meeting may approve the total or partial payment of the dividend in kind, if and when:
 - (a) the assets or securities to be distributed are homogeneous;
 - (b) they are traded on an official market at the time of the agreement, or pertinent mechanisms have been put in place to make them liquid within a maximum of one year; and
 - (c) they are not distributed for less than the value that appears in the Company's books.
6. The General Shareholders' Meeting and the Board of Directors may approve the distribution of interim dividends, with the limitations and requirements established by law.

Article 37. Deposit of the annual accounts

Within one month after the annual accounts are approved, the Board of Directors will submit the certification of the resolutions adopted by the General Shareholders' Meeting approving the annual accounts and the distribution of profits for deposit in the Commercial Registry corresponding to the Company's registered office. The certification will be accompanied by a copy of each of the accounts, as well as, if pertinent, the management report and the auditor's report.

TITLE V – WINDING UP AND LIQUIDATION OF THE COMPANY

Article 38. Winding-up of the Company

The Company shall be wound up by resolution of the General Shareholders' Meeting and in any other events contemplated in law.

Article 39. Liquidation of the Company

1. Once the Company has been wound up, a period of liquidation will commence, apart from in cases of a merger or split off or any other global transfer of assets and liabilities.
2. Once the Company has been declared to be in liquidation, the representation of the Board of Directors will cease, in the terms established by law. The same General Shareholders' Meeting that adopted the resolution to wind up the Company will appoint an uneven number of persons to progress the liquidation and establish the rules for liquidation in accordance with prevailing legal provisions. Should three or more liquidators be

appointed, they must exercise their powers of representation collegially as a Liquidation Committee.”

* * *

2. This resolution shall take effect pursuant to Art. 8 (10) of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) on the date on which the Company is registered by the relevant Commercial Registry in Spain as a Spanish-registered Sociedad Europea.

**Resolution No. 4
of the Extraordinary General Meeting
of AmRest Holdings SE (the “Company”) with its registered seat in Wrocław,
of 5 October 2017
on approval of the adaptation to Spanish regulations and the adoption of Spanish
nationality**

1. Acting pursuant to Art. 8(10), Art. 43, Art. 46 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE), the General Meeting, resolves to approve the Company’s adaptation to Spanish law and, hence, its adoption of the Spanish nationality. To these effects, the follow matters are approved:
 - a) Type of the company: to continue its business activities as the same type of company, that is, a European public limited-liability company, according to Council Regulation (EC) No. 2157/2001 of 8 October 2001, Title XIII of the Consolidating Text of the Spanish Capital Companies Law, approved by the sole article of the Spanish Royal legislative Decree 1/2010 of 2 July 2010, and other laws applicable to this type of company.
 - b) Corporate name: given that (i) the transfer does not affect to the legal personality of the Company and (ii) this corporate name is not used by any other Spanish company what is confirmed by the certification issued by the Spanish Central Commercial Registry, Corporate Name Section, dated August 3, 2017, the corporate name in Spain will be the same as the current one, i.e., AmRest Holdings, SE
 - c) Corporate purpose: to adopt the Company’s corporate purpose, as established in the new statute, adapted to Spanish law, adopted by the resolution No. 3 of this Extraordinary General Meeting.
 - d) Share capital: to maintain the share capital, fully subscribed and paid up, in TWO HUNDRED AND TWELVE THOUSAND, ONE HUNDRED AND THIRTY EIGHT EUROS AND NINETY THREE EURO CENTS (EUR 212,138.93), composed of TWENTY ONE MILLION, TWO HUNDRED AND THIRTEEN THOUSAND, EIGHT HUNDRED AND NINETY THREE (21,213,893) shares with a face value of 1 cent of a euro each (EUR 0.01), which belong to the same class and series, as established in the new statute adopted by the resolution No. 3 of this Extraordinary General Meeting.
 - e) Statute: as adopted by the resolution No. 3 of this Extraordinary General Meeting.
 - f) Regulations of the Company’s General Shareholders’ Meeting: to approve the following Regulations of the Company’s general shareholders’ meeting, the wording of which is adapted to the nature of the Company as a European public limited-liability company domiciled in Spain:

REGULATIONS OF THE GENERAL SHAREHOLDERS' MEETING OF AMREST HOLDINGS, S.E.

TABLE OF CONTENTS

TITLE I - INTRODUCTION.....	21
Article 1.- Purpose of the Regulations.....	21
Article 2.- Scope of application	21
Article 3.- Interpretation	21
Article 4.- Modification	22
TITLE II – THE GENERAL SHAREHOLDERS' MEETING: FUNCTION, TYPES AND POWERS	22
Article 5.- The General Shareholders' Meeting	22
Article 6.- Types of General Shareholders' Meeting.....	22
Article 7.- Powers of the General Shareholders' Meeting.....	22
TITLE III – CALL AND PREPARATION OF GENERAL SHAREHOLDERS' MEETINGS.....	23
Article 8.- Faculty and obligation of calling the General Shareholders' Meetings	23
Article 9.- Call of the General Shareholders' Meeting.....	24
Article 10.- Addition to the call	25
Article 11.- Right to information prior to the General Shareholders' Meeting	25
Article 12.- Right of attendance.....	26
Article 13.- Representation in the General Shareholders Meetings.....	26
Article 14.- Venue of the General Shareholders' Meetings	27
Article 15.- Planning, means and venue of General Shareholders' Meeting.....	27
TITLE IV – CONSTITUTION AND PROGRESS OF THE GENERAL SHAREHOLDERS' MEETING	28
Article 16.- Constitution of the General Shareholders' Meeting.....	12
Article 17.- Board of the General Shareholders' Meeting.....	28

Article 18.- Order of the Meeting	29
Article 19.- List of attendees	29
Article 20.- Requests for intervention	30
Article 21.- Shareholders' interventions.....	30
Article 22.- Right to information during the General Shareholders' Meeting.....	31
Article 23.- Extension and adjournment of the General Shareholders' Meeting.....	31
TITLE V – VOTING, DOCUMENTATION AND PUBLICATION OF RESOLUTIONS	31
Article 24.- Voting on resolutions	31
Article 25.- Issue of long-distance votes	33
Article 26.- Adoption of resolutions and end of the Meeting.....	33
Article 27.- Minutes of the General Shareholders' Meeting	34
TITLE VI – APPROVAL, DISCLOSURE AND EFFECTIVE TERM	34
Article 28.- Approval, disclosure and effective term of the Regulations	34

TITLE I - INTRODUCTION

Article 1.- Purpose of the Regulations

The aim of these Regulations is to establish and specify the rules governing the working and operation of the General Shareholders' Meeting of AmRest Holdings SE (the “**Company**”), the information related thereto and attendance at the meetings, as well as the exercise of shareholders' voting rights, which are all subject to the provisions of the law and the Statute.

Article 2.- Scope of application

These Regulations shall apply to all general shareholders' meetings held by the Company.

Article 3.- Interpretation

1. These Regulations implement and complement, and shall be construed in accordance with the applicable provisions contained in the law and the Statute, which will prevail in the event of an inconsistency.
2. In general it is the responsibility of the Secretary of the Board of Directors, after consulting with the Chair when he/she considers it necessary, to solve any doubts arising from the application of these Regulations, pursuant to general criteria for the interpretation of legal rules. However, any doubts on the interpretation or application arising during a meeting shall be resolved by the Chair of the Meeting.

Article 4.- Modification

1. The Board of Directors may propose the modification of these Regulations to the General Shareholders' Meeting whenever it deems it to be necessary or appropriate. The modification proposal must include a report justifying it.
2. When exercising this power, the Board of Directors shall endeavour to pay particular attention to any proposals or suggestions for improvement which may be made by any shareholders.

TITLE II – THE GENERAL SHAREHOLDERS' MEETING: FUNCTION, TYPES AND POWERS

Article 5.- The General Shareholders' Meeting

1. The General Shareholders' Meeting is the supreme body of the Company and its resolutions are binding on all shareholders, including those absent, dissenting, abstaining and those with no right to vote, notwithstanding the rights and actions that may correspond to them.
2. The shareholders convened in the General Shareholders' Meeting shall decide on the matters attributed to it by law, by majority vote.

Article 6.- Types of General Shareholders' Meeting

1. General Shareholders' Meetings may be ordinary or extraordinary.
2. The ordinary General Shareholders' Meeting must be duly called and held within the first six months of each financial year to review the corporate management, approve previous year's annual accounts, if appropriate, and determine the profit distribution.

The General Shareholders' Meeting may also adopt resolutions on any other issues put to it for consideration.

3. Any General Shareholders' Meeting other than that contemplated in the preceding paragraph shall be extraordinary.

Article 7.- Powers of the General Shareholders' Meeting

1. The General Shareholders' Meeting has the power to make resolutions on all matters vested in it by law, by the Statute and by these Regulations and, in particular, on the following matters:
 - (a) Appointing and removing directors, as well as ratifying directors appointed by co-optation.
 - (b) Appointing and removing accounting auditors and, if applicable, liquidators.
 - (c) Approving the previous year's annual accounts, the profit distribution and the corporate management.

- (d) Increasing or decreasing the share capital, including delegating the Board of Directors the power to increase the share capital.
 - (e) Eliminating or limiting preferential subscription rights.
 - (f) Authorising the buyback of treasury shares.
 - (g) Approving and amending these Regulations.
 - (h) Amending the Statute.
 - (i) Approving the directors' remuneration policy, in accordance with the terms set out in the law.
 - (j) Approving the establishment of the Company's directors' remuneration schemes, involving equity awards of shares or rights over, or linked to the value of, shares.
 - (k) Exempting directors from prohibitions arising from the duty of loyalty, when the General Shareholders' Meeting is legally authorised to grant such exemption, as well as duties arising from their non-compete obligations.
 - (l) Approving, when required by law, structural modifications, particularly the transformation, merger, split off and global assignment of assets and liabilities and moving the registered office abroad.
 - (m) Acquiring, disposing or contributing essential assets to another company.
 - (n) Transferring essential activities, performed up to that time by the Company, to subsidiaries even if the Company retains full control over those activities.
 - (o) Winding up the Company.
 - (p) Carrying out transactions equivalent to liquidating the Company and approving the liquidation balance sheet.
2. Furthermore, the General Shareholders' Meeting will make resolutions on any other issue, as required by the law or the Statute, or when so required by the Board of Directors.
 3. Those powers that do not rest with the General Shareholders' Meeting according to the law or the Statute will rest with the Board of Directors.

TITLE III – CALL AND PREPARATION OF GENERAL SHAREHOLDERS' MEETINGS

Article 8.- Faculty and obligation of calling the General Shareholders' Meetings

1. The General Meeting must be formally called by the Board of Directors.
2. The Board of Directors shall call a General Shareholders' Meeting:

- (i) When appropriate, in accordance with article 7, for the ordinary General Shareholders' Meeting.
 - (ii) When shareholders holding at least three per cent of the share capital request a meeting, stating on the request the items to be discussed. In this case, the General Shareholders' Meeting must be called within the time limit established by law.
 - (iii) Whenever it deems it appropriate in the Company's interest or whenever required by law.
3. The Board of Directors shall prepare the agenda including, where applicable, any items that were the subject of a meeting request.

Article 9.- Call of the General Shareholders' Meeting

1. Both ordinary and extraordinary General Shareholders' Meetings shall be called by publishing an announcement at least one month before the date scheduled for the General Shareholders' Meeting, unless the law establishes another notice period, in which case that period shall apply. The call of the Meeting must be announced using, as a minimum, the following media:
 - The Official Bulletin of the Commercial Registry or one of the most widely-circulated newspapers in Spain.
 - The website of any securities market regulator where the shares are traded.
 - The Company's website.
2. The announcement will indicate: the name of the Company, the date, place and time of the meeting on first call, the position of the person or persons publishing the announcement, all the agenda items to be discussed and any other items that are to be included in the announcement pursuant to the provisions of the law and these Regulations. Furthermore, the announcement may also indicate the date on which the Meeting may be held on second call.
3. The announcement will contain information on the steps that the shareholders must take to participate and cast their vote at the General Shareholders' Meeting, including their right to request information, to include items on the agenda and to present resolution proposals, as well as the timeframe for exercising this right.
4. The provisions of this article shall be null and void whenever a legal provision establishes different requirements for Meetings held to discuss certain matters, in which case these specific provisions must be complied with.
5. When calling each General Shareholders' Meeting, the Board of Directors shall examine whether means of remote communication are available to enable shareholders to vote and/or delegate their vote, which adequately guarantee the identity of the party exercising shareholders' right to vote or, in the case of a delegation, the identity of the representative and the represented party. The Board of Directors will also examine the feasibility of using any of those means.

If the Board of Directors determines that such means are available and may be used, it must include a description of the specific means of remote communication that the shareholders may use to exercise or delegate their vote, including the instructions that must necessarily be followed in this regard, in the call of the meeting.

6. When the Company offers the shareholders the possibility of voting electronically, extraordinary General Shareholders' Meetings can be called with at least fifteen days' prior notice. The shorter call period requires an express resolution adopted by the General Shareholders' Meeting by at least two-thirds of the Company's subscribed capital with voting rights and which will only be valid until the next Meeting is held.

Article 10.- Addition to the call

1. Shareholders representing, at least, three per cent of the share capital may request that an addition be published to the call of an ordinary General Shareholders' Meeting, including one or more agenda items, provided that the new items are accompanied by a justification or, where appropriate, by a reasoned motion.
2. This right must be exercised by certified notice served at the Company's registered office within five days after the call of the Meeting has been published.
3. The addition to the call of the Meeting must be published at least fifteen days prior to the scheduled date of the Meeting. Failure to publish an addition to the call within the established term will render the Meeting null and void in accordance with the law.
4. Shareholders representing at least three per cent of the share capital may, within the same period provided in the preceding paragraph, present reasoned motions on agenda items or matters which ought to be on the agenda for the scheduled Meeting.

Article 11.- Right to information prior to the General Shareholders' Meeting

1. From the date the call of the General Shareholders' Meeting is published until the fifth calendar day prior to the date of the General Shareholders' Meeting on first call, shareholders may request, in writing, the information or clarifications they consider necessary or submit written questions that they consider pertinent regarding the agenda items. In accordance with the same terms and timeframes, shareholders may request, in writing, explanations that they deem necessary regarding publically available information that the Company has submitted, where applicable, to the relevant securities market authority since the date of the previous General Shareholders' Meeting and regarding the auditors' report.
2. The Board of Directors must provide such information in writing up until the date of the General Shareholders' Meeting, unless: that information is not necessary for protecting the shareholder's interests, there are objective reasons to consider that it could be used for non-corporate purposes, or if publicising the information is detrimental to the Company or related companies. Information may not be so denied when the request is backed by shareholders representing at least one-quarter of the share capital.
3. When, before the asking of a particular question, the information requested by the shareholder is clear, expressly and directly available to all shareholders in the FAQ

section of the Company's website, the Board of Directors may limit its reply to a referral to the information provided in that section.

4. The Board of Directors may empower any of its members, the Secretary or one or more managers to answer requests for information made by shareholders, in the name and on behalf of the Board.
5. The means for sending the information requested by shareholders shall be the same as that used to submit the corresponding request, unless the shareholder indicates another means for the response from among those stated as suitable pursuant to the provisions in this article. In any case, the directors may send said information by certified mail with acknowledgement of receipt requested or by bureaufax.

Article 12.- Right of attendance

1. Any shareholder holding any number of shares will be entitled to attend the General Shareholders' Meeting, provided their shares are entered in the corresponding accounting registry five days before the Meeting.
2. Shareholders may attend and vote at the General Shareholders' Meeting by means of telematics or remote communication, in accordance with the Regulations of the General Shareholders' Meeting and provided that the Board of Directors agrees so when the Meeting is announced. The conditions and limitations of this type of attendance and vote must be established in these Regulations, in accordance with the applicable law at all times.
3. The Chair may authorise any other persons as he may deem fit to attend, although this authorisation may be overruled by the General Shareholders' Meeting.
4. The Company's Directors shall attend any General Shareholders' Meetings held, although the fact that any one of them is unable to attend for any reason shall in no event prevent the Meeting from being validly constituted.
5. The procedures and systems for counting votes on the proposed resolutions shall be established in these Regulations.

Article 13.- Representation in the General Shareholders Meetings

1. Any shareholder entitled to attend a General Shareholders' Meeting may be represented by a proxy, who need not be a shareholder.
2. The appointment of a third party proxy must adequately guarantee the identity of the represented shareholder and their proxy and be conferred specifically for each Meeting in writing or by the electronic means determined by the Board of Directors, where applicable, at the call of each General Shareholders' Meeting, in accordance with these Regulations.
3. Prior to his/her appointment, the proxy must inform the shareholder in detail if there is a conflict of interest. If the conflict arises after the proxy is appointed and he/she did not warn the shareholder of its possible existence, the shareholder must be informed immediately. In both cases, if the proxy did not receive specific voting instructions for

each item on which he/she must vote on behalf of the shareholder, the proxy must abstain from voting.

4. The Chair, the Secretary of the General Shareholders' Meeting, or the individuals appointed on their behalf, will be entitled to determine the validity of the appointment of proxies and the compliance with the attendance requirements for the Meeting.
5. The power to act as a proxy is understood to not impinge on the provisions stipulated in the law with regard to family representation and the execution of general powers of attorney.
6. Representations obtained by public request shall be governed by law and these Regulations.

Article 14.- Venue of the General Shareholders' Meetings

1. The General Shareholders' Meeting will be held at the venue indicated in the call of the Meeting. If the meeting venue is not specified in the announcement, it will be understood that the Meeting will be held at the Company's registered office.
2. Should it be necessary, for any reason, to hold the General Shareholders' Meeting in separate assembly halls, adequate audiovisual equipment shall be provided to allow real-time inter-communication between the assembly halls and, consequently guarantee the meeting's continuity. In the event that the assembly halls are located in different premises, the Meeting will be understood to be held at the principal location.

In such case, the principal location of the Meeting, but not the supplementary locations, must be in the municipal area of the Company's registered office. Attendees at any of the Meeting venues will be considered attendees at the General Shareholders' Meeting, provided they meet the requirements set in these Statute and the Regulations of the General Shareholders' Meeting.

Article 15.- Planning, means and venue of General Shareholders' Meeting

1. The Board of Directors may decide, considering the circumstances, to use means or systems enabling a greater and better following of the General Meeting or a wider dissemination of its progress.
2. Specifically, the Board of Directors may:
 - (i) allow shareholders to follow the Meeting remotely via audiovisual means;
 - (ii) provide simultaneous translation facilities;
 - (iii) establish the adequate measures for access control, surveillance, protection and security; and
 - (iv) adopt measures to enable disabled shareholders to access the Meeting room.

TITLE IV – CONSTITUTION AND PROGRESS OF THE GENERAL SHAREHOLDERS' MEETING

Article 16.- Constitution of the General Shareholders' Meeting

1. The General Shareholders' Meeting shall be validly held at first call when the shareholders present or represented hold at least forty per cent of the subscribed capital with voting rights.

At second call, it shall be validly held regardless of the attending capital.

2. This notwithstanding, if the General Shareholders' Meeting, ordinary or extraordinary, is called to discuss any amendment of the Statute it must be attended on first call, in person or by proxy, by shareholders representing at least sixty per cent of the subscribed voting capital. Such amendments include: increasing or reducing the share capital, issuing bonds, cancelling or limiting shareholders' preferential subscription rights over new shares, transforming, merging, splitting off, globally assigning assets and liabilities, moving the registered office abroad or winding-up of the Company.

At second call, it shall be validly held when the shareholders hold at least forty per cent of said capital.

Article 17.- Board of the General Shareholders' Meeting

1. The Board of the General Shareholders' Meeting shall be constituted at least by the Chair and the Secretary of the General Shareholders' Meeting. It shall also include the members of the Board of Directors of the Company present at the meeting.
2. The General Shareholders' Meeting shall be chaired by the Chair of the Board of Directors or the Vice-Chair of the Board, should the Chair: be absent, find it impossible to attend, or be unable or unwilling to attend. If there are several Vice-Chairs, their numerical order will apply and, in the absence thereof, the Meeting will be chaired by the Director so appointed by the attendees.
3. The Chair will be assisted by the Secretary. The Secretary of the Board of Directors will be the Secretary of the General Shareholders' Meeting and, if he/she does not attend in person, the Vice-Secretary will take his/her place. In the absence of either the Secretary or Vice-Secretary of the Board of Directors, the Secretary shall be the person proposed by the Chair and chosen by the attendees.
4. If for any reason, while the General Shareholders' Meeting is being held, the Chair or Secretary has to leave the meeting, the exercise of their duties will be taken over pursuant to the stipulations in the previous paragraph.
5. The Chair, even when he/she is present at the meeting, may entrust the control of the discussions to the director he/she deems appropriate. Likewise, the Chair may be assisted by any expert that he/she considers convenient.

Article 18.- Order of the Meeting

The Chair will be in charge of: declaring the Meeting validly constituted; directing and establishing the order of deliberations and interventions and the time allocated to them pursuant to the provisions in these Regulations; putting an end to debates when he/she considers that the item has been sufficiently discussed; ordering the voting; clarifying any doubts arising in respect of the agenda and the list of attendees; proclaiming approval of resolutions; adjourning or, if applicable, suspending the meeting; and, in general, exercising all powers required for the meeting's orderly progress, including interpreting the provisions in these Regulations, as well as exercising order and discipline, demanding the expulsion of participants who perturb the normal course of the meeting and even resolving that the meeting be momentarily interrupted.

Article 19.- List of attendees

1. The list of shareholders present and represented at the Meeting will be drawn up by the persons so designated by the Secretary, using, where applicable, any technical means which may be deemed appropriate. Specifically, the attendance list may be drawn up manually or using optical reading systems or other technical methods which may be deemed appropriate.

The number of shareholders present or represented will be determined at the end of the list, as well as the amount of the capital they hold, specifying how much corresponds to shareholders with the right to vote.

2. The General Shareholders' Meeting will begin at the place, on the day and at the time scheduled, at first or second call, as the case may be, once the Board of the General Shareholders' Meeting is established and the list of attendees is drawn up.

First of all, the Secretary shall confirm that the Meeting is legally called, by reading the announcement or by providing a summary thereof. Next, the Secretary shall read out the global data resulting from the list of attendees, specifying: the number of shareholders with a right to vote who are present, either in person or, as the case may be, through telematic means; the represented parties attending the meeting; the number of shares held by the attending shareholders and those represented by proxies; and the percentage of capital of the shares held by attending and represented shareholders, specifying what is held by shareholders with a right to vote. The Chair shall then declare the General Shareholders' Meeting as validly held at first or second call, as the case may be, and shall determine whether to proceed to consider all of the agenda items or alternatively limit the focus of the Meeting to just some of them.

3. If the list of attendees is not included at the beginning of the minutes of the General Shareholders' Meeting, it may be attached thereto on an annex signed by the Secretary with the approval of the Chair.

A list of attendees may also be provided in a file or in computer format. In these cases, the minutes shall record the means used and the sealed cover of the file or medium used will include the appropriate identification certificate, signed by the Secretary with the approval of the Chair.

Article 20.- Requests for intervention

1. Once the General Shareholders' Meeting is established, shareholders that, exercising their rights, wish to intervene in the Meeting deliberations and, if applicable, request information or clarifications on the agenda items or formulate proposals, shall identify themselves before the Secretary (or before the public notary, if he/she has attended the Meeting to record the minutes) or, if so instructed, to the staff assisting him/her, expressing his/her name and last name, the number of shares he/she owns and those that they represent.
2. If the shareholder (or representative) wishes to ask to have his/her intervention literally recorded in the minutes of the Meeting, he/she shall hand it in writing, at the time of his/her identification, to the Secretary (or to the Public Notary, if he/she has attended the meeting to record the minutes) or, if so instructed, to the staff assisting him/her, so that it can be compared when the shareholder's intervention takes place.
3. Shareholder interventions shall take place once the Board of the General Shareholders' Meeting has the list of shareholders wishing to participate, after the presentation of the reports that the Board of the General Shareholders' Meeting deems appropriate and, in any case, before the discussion and voting on the agenda items takes place.

Article 21.- Shareholders' interventions

1. Shareholders' interventions shall take place in the order in which they are so called by the Board of the General Shareholders' Meeting, once the Chair has fixed the order of the turns for intervention.
2. When exercising his/her authority to organise the progress of the Meeting and notwithstanding any other action whatsoever, the Chair shall be able to:
 - (i) establish the maximum amount of time allocated to each intervention, which shall initially be equal for all of them;
 - (ii) agree, where appropriate, to extend the amount of time originally allocated to each shareholder for his/her intervention or reduce it, according to the purpose and content of the intervention;
 - (iii) limit the floor granted to shareholders when he/she considers that an issue has been sufficiently discussed;
 - (iv) request the participating shareholders to clarify issues when he/she considers that they have not been clearly explained during their intervention;
 - (v) control shareholder interventions so that they are confined to the issues of the Meeting and they refrain from making inappropriate remarks or from exercising their right in an abusive or obstructive manner;
 - (vi) tell the participating shareholders that the time for their intervention is about to finish so that they can sum up their speech and, when the time for their intervention has come to an end or if they keep on acting as described under (v) above, interrupt their speech;

- (vii) if the Chair considers that the shareholder's intervention may alter the normal course of the meeting, he/she may ask them to leave the place and, where appropriate, he/she may adopt the auxiliary measures deemed necessary to do so; and
- (viii) in the event any of the participating shareholders hopes to answer back, the Chair may grant the floor or otherwise, as he/she deems appropriate.

Article 22.- Right to information during the General Shareholders' Meeting

1. During shareholders' interventions, shareholders may orally request: the information or explanations they consider necessary on agenda items; publically available information that the Company has provided, where applicable, the relevant securities market authority since the last General Shareholders' Meeting was held; or information about the auditor's report. To do so, the shareholder must first identify himself/herself pursuant to the provisions in article 21 above.
2. The directors will be obliged to furnish the requested information, pursuant to section 1 above, in the way and within the terms prescribed by the law, except in the cases indicated in article 12 of these Regulations.

Article 23.- Extension and adjournment of the General Shareholders' Meeting

1. The General Shareholders' Meeting may agree to extend the meeting over one or more consecutive days, when so proposed by the directors or by a number of shareholders representing, at least, one fourth of the share capital attending the meeting. Regardless of the number of sessions, the Meeting shall be considered as one, with only one set of minutes being drafted for all of the sessions. Therefore, it shall not be necessary to repeat compliance with the requirements set forth by law, the Statute or these Regulations in the following sessions for its valid constitution. If any of the shareholders included on the attendance record do not subsequently attend the following sessions, the majorities required for the adoption of resolutions shall still be determined at the meetings based upon the data arising from that record.
2. Exceptionally, and in the event of disturbances that may significantly affect the orderly progress of the meeting or any other unusual circumstance that temporally prevents or hinders the normal progress of the meeting, the Chair may decide to adjourn the meeting for the appropriate period of time required in order to re-establish the necessary conditions for its continuance. Likewise, the Chair may adopt the measures he/she deems appropriate to guarantee the safety of those present and to avoid the repetition of conditions preventing or hindering the normal progress of the meeting.

TITLE V – VOTING, DOCUMENTATION AND PUBLICATION OF RESOLUTIONS

Article 24.- Voting on resolutions

1. Once the Chair considers that a matter has been sufficiently discussed, it shall be put to a vote. The Chair shall be in charge of establishing the voting system he/she deems most

appropriate and directing the resulting process, where applicable, in accordance with the implementing rules laid down in these Regulations.

2. The process for passing resolutions shall be carried out in accordance with the agenda included with the call of the meeting. In relation to each agenda item, votes shall be taken as follows: first, on the proposals made by the Board of Directors; and, second, on those proposed by other parties, in the order stipulated by the Chair. If there are any proposals relating to matters which the General Shareholders' Meeting resolve which have not been included in the agenda, the Chair shall decide when they are to be voted on and in which order.
3. Each item in the agenda shall be voted on separately. In addition, separate votes shall be taken on matters which are substantially independent, in particular (i) the appointment, ratification, re-election or removal of each director, which must be voted on individually, and (ii) when amending the Statute, those articles or groups of articles which are substantially independent. Once a proposal for a resolution has been approved, all other proposals relating to the same matter which are incompatible with it shall be automatically dismissed and no vote shall therefore be taken in relation to them.
4. It will not be necessary for the Secretary to explain or read out, in advance, any proposals whose wording was made available to shareholders prior to the Meeting, unless requested to by a shareholder or deemed appropriate by the Chair, in relation to either the full proposal or a part thereof. In any event, the attendees will be told the agenda item to which the proposal being voted on relates.
5. As a general rule and notwithstanding any alternative systems that the Chair may decide to implement due to the conditions or nature or content of the proposal, the counting of votes for the proposals for resolutions shall be carried out as follows:
 - (a) Affirmative votes shall be those corresponding to all shares attending the meeting, whether present and represented, deducting (i) those votes corresponding to the shares whose holders or representatives have cast a vote against, protest votes or those abstaining from voting by communicating their vote or the abstention to the Secretary, the public notary or the staff assisting them, so that it can be placed on record; (ii) votes corresponding to the shares whose holders have cast a vote against, a protest vote or have expressly stated their abstention from voting, via the remote communication means mentioned in section 6 below of this article, if applicable; and (iii) votes corresponding to shares whose holders or representatives have left the meeting before the voting for the resolution proposal took place and who have recorded that fact with the Secretary, the public notary or the staff assisting them.
 - (b) Communications or statements to the Secretary, the public notary or the staff assisting them, referred to in the preceding section and related to the way votes are cast or manner that abstentions can be carried out individually, for each proposal, or jointly, for several or all of them. The communication or statement can be carried out by stating to the Secretary, the public notary or the staff assisting them, the identity and status (shareholder or representative) of the person making the communication or statement, the number of shares referred to and the nature of the vote cast or the abstention, as the case may be.

- (c) To adopt any resolution, the shares of shareholders that, under the law or the Statute, may not exercise their right to vote shall not be regarded as attending or being represented by proxy. As such, these shares will be struck from the list of attendees for the purposes of calculating majorities.
 - (d) To adopt resolutions related to matters not included on the agenda, the shares of shareholders who have participated in the Meeting via remote voting systems shall also not be considered to be shares, whether present or represented, attending the Meeting.
- 6. Among the alternative voting systems, insofar as it is technically possible and compliance with all legal conditions is guaranteed, the Board of Directors may establish electronic vote counting systems.
 - 7. To the fullest extent allowed by law, it will be possible to divide votes so that financial agents who appear as legitimate shareholders acting on behalf of different clients may cast their vote in conformity with their clients' instructions.

Article 25.- Issue of long-distance votes

If pursuant to article 9 of these Regulations, the call of the Meeting allows the possibility of casting votes remotely via one or several remote voting systems and, subject to the specific instructions it establishes for each system for the vote to be valid and hence accepted by the Company, the document on which the vote is recorded shall include, at least, the following information:

- (a) the date on which the Meeting is held and the agenda;
- (b) the shareholder's identity;
- (c) the number of shares held by the shareholder; and
- (d) a statement of the way the vote is cast in respect of each agenda item.

Article 26.- Adoption of resolutions and end of the Meeting

- 1. Resolutions will be passed by a simple majority vote of the shareholders present, either personally or by proxy, in the General Shareholders' Meeting. A resolution will be regarded as passed when there are more votes in favour than votes against in the share capital personally present or represented by proxy, except for the circumstances in which the law or the Statute stipulate a greater majority. Each share confers one vote.
- 2. The Chair will declare the resolutions approved once there is record that sufficient affirmative votes exist, in addition to recording in the minutes, the way that the shareholders attending the meeting have voted or their abstention from voting if so indicated to the Secretary or, if applicable, the public notary or staff assisting him/her.
- 3. Once voting for the resolution proposals is over and the result is proclaimed by the Chair, the Meeting will conclude and the Chair will adjourn the meeting.

Article 27.- Minutes of the General Shareholders' Meeting

1. General Shareholders' Meeting resolutions shall be recorded in minutes set out or copied into the minute book. The public notary's certificate will be deemed to constitute the meeting minutes and will not need to be approved. Where the meeting minutes have not been drawn up by a public notary, they must be approved by the Meeting itself immediately after the session or, in default thereof, by the Chair of the Meeting and two supervisors, one representing the majority and one for the minority, within fifteen days.
2. The Board of Directors may require that a public notary be present to take the meeting minutes, and shall always be under an obligation to do so when so requested by a number of shareholders representing at least one percent of the share capital at least five days prior to the scheduled date of the meeting. The public notary's certification shall be deemed to constitute the meeting minutes in either case.
3. The minutes of the General Shareholders' Meeting must reflect the matters discussed, the votes taken and the resolutions passed.

TITLE VI – APPROVAL, DISCLOSURE AND EFFECTIVE TERM

Article 28.- Approval, disclosure and effective term of the Regulations

1. The General Shareholders' Meeting shall be in charge of approving these Regulations and the amendments thereof.
2. After approval thereof, these Regulations shall be recorded with the Commercial Registry and they shall be included on the Company website.
3. The Regulations shall be effective indefinitely as from the date of approval by the General Shareholders' Meeting and shall apply to all of the General Shareholders' Meetings called after the meeting at which their approval was resolved.”

* * *

- g) Modification of the Company's administration system: to change the current administration system (made up of a management body and a supervisory board, based on a two tier system) to a one tier system, establishing a “board of directors” (in Spanish: *consejo de administración*) comprised of 7 directors, as the Company's administrative body and dismiss all members of the management board and the supervisory board.
- h) Appointment of directors: to appoint the following people as members of the Company's board of directors, for the 4-year period established in the new statute above inserted:
Mr. José Parés Gutiérrez
Mr. Carlos Fernández González
Mr. Luis Miguel Álvarez Pérez
Mr. Henry McGovern
Mr. Steven Kent Winegar Clark
Mr. Pablo Castilla Repáraz
Mr. Mustafa Ogretici

- i) Ratification of the approval of 2016 individual and consolidate financial statements of the Company: for the purposes of the provisions of article 309.2 of the Spanish Mercantile Registry Regulations, it is resolved to ratify the approval of the individual and consolidate financial statements of the Company corresponding to the financial year of 2016, which were approved by the general shareholder meeting of the Company held in 28 June 2017.
2. The Company's adaptation to Spanish law, as approved hereto, will apply from the date when the Commercial Registry of Madrid registers the Company as a Spanish-registered *Societas Europaea* and, therefore, the registered office's transfer becomes effective.

Resolution No. 5
of the Extraordinary General Meeting
of AmRest Holdings SE (the "Company") with its registered seat in Wrocław,
of 5 October 2017
on delegation of powers for execution of the transfer of domicile in Spain

1. The General Meeting resolves to authorize the Company's Management Board, with express powers of sub-delegation, to perform, acting jointly by at least two members of the Management Board, all and every legal and factual act that is necessary or appropriate to execute, develop, effect and complete this resolution including actions as required and allowed by Spanish law to ensure the proper execution of any actions that are necessary or merely convenient to take in the jurisdiction of Spain for the complete execution of the resolutions and the transfer of domicile; including, without limitation, the following acts:
 - (a) clarify, specify and complete the adopted resolutions and solve any doubts or aspects that may arise, rectifying and completing whichever defects or omissions preventing or hindering the effectiveness or registration of the corresponding resolutions;
 - (b) publish, as established in the applicable law, announcements regarding resolutions adopted at the general shareholders' meeting;
 - (c) carry on all actions required to perform and complete the compulsory buyout of shares from shareholders who voted against the resolution on transfer of domicile and requested their shares to be bought-out, if any
 - (c) secure or satisfy claims of the creditors of the Company submitted within statutory deadline, if necessary, in the terms established in the applicable regulations;
 - (d) apply to National Court Registry for obtaining certificate of fulfillment of Polish requirements to transfer of domicile;
 - (e) guarantee, if necessary, the credits of the creditors that, where the case may be, object to the international transfer of the registered office in the terms established in the applicable regulations;
 - (e) appear before a notary public and, as the case may be, grant the public deed of the registered office's international transfer and the adaptation of its statute, as well as any complementary documentation, public or private, that may be essential or appropriate to effectively transfer the registered office and modify the statute; and
 - (f) if needed, appear before the Commercial Registry of Madrid, or any other registry or administrative competent authority, and perform those acts which are necessary or merely appropriate to effectively register the resolutions adopted by the general shareholders' meeting.
2. It is hereby expressly stated that the Resolutions No 3 and 4 above comply with the Transfer Proposal and with the Management Report Justifying the Transfer, made available to the shareholders at the call of the general shareholders' meeting and at least one month before this

Extraordinary General Meeting, in accordance with the Polish laws applicable to the Company at the time these resolutions are adopted.

3. This resolution comes into force on its adoption.