

Independent Registered Auditor's Opinion

To the General Shareholders' Meeting and the Supervisory Board of AmRest Holdings Spółka Europejska

We have audited the accompanying consolidated financial statements of the AmRest Holdings SE Group (hereinafter called "the Group"), having AmRest Holdings Spółka Europejska, pl. Grunwaldzki 25-27, Wrocław, as its parent company (hereinafter called "the Parent Company"), which comprise the consolidated income statement for the year from 1 January to 31 December 2013, showing a net profit of PLN 5,831 thousand, the consolidated statement of comprehensive income, the consolidated statement of financial position as at 31 December 2013, showing total assets and total equity and liabilities of PLN 2,631,449 thousand, the consolidated income statement for the year from 1 January, the consolidated statement of cash flows for the financial year, the consolidated statement of changes in equity and additional information on adopted accounting policies and other explanatory notes.

The Parent Company's Management Board is responsible for preparing the consolidated financial statements and Group Directors' Report in accordance with the applicable regulations, and for the correctness of the accounting records. Members of the Management Board and Members of the Supervisory Board of the Parent Company are obliged to ensure that the consolidated financial statements and the Group Director's Report comply with the requirements of the Accounting Act of 29 September 1994 ("the Accounting Act" – Journal of Laws of 2013, item 330 as amended).

Our responsibility was to perform an audit of the accompanying consolidated financial statements and to express an opinion on whether the consolidated financial statements comply, in all material respects, with the applicable accounting policies and whether they present, in all material respects, a true and clear view of the Group's financial position and results.

We conducted our audit in accordance with:

- a. the provisions of Chapter 7 of the Accounting Act;
- b. national standards of auditing issued by the National Council of Registered Auditors.

Our audit was planned and performed to obtain reasonable assurance whether the consolidated financial statements are free from material misstatements and omissions. The audit included examining, on a test basis, accounting documents and entries supporting the amounts and disclosures in the consolidated financial statements. The audit also included assessing the Group's accounting policies and significant estimates made during the preparation of the consolidated financial statements, as well as evaluating the overall presentation thereof. We believe that our audit provides a reasonable basis for our opinion.

Independent Registered Auditor's Opinion

To the General Shareholders' Meeting and the Supervisory Board of AmRest Holdings Spółka Europejska (cont.)

In our opinion, the accompanying consolidated financial statements, in all material respects:

- a. give a fair and clear view of the Group's financial position as at 31 December 2013 and of the results of its operations for the year from 1 January to 31 December 2013, in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union;
- b. comply in terms of form and content with the applicable laws;
- c. have been prepared on the basis of properly maintained consolidation documentation.

The information contained in the Group Directors' Report for the year from 1 January to 31 December 2013 has been presented in accordance with the provisions of the Decree of the Minister of Finance dated 19 February 2009 concerning the publication of current and periodic information by issuers of securities and the conditions of acceptance as equal information required by the law of other state, which is not a member state (*"the Decree"* – Journal of Laws of 2009, No. 33, item 259, with further amendments) and is consistent with the information presented in the audited consolidated financial statements.

Person conducting the audit on behalf of PricewaterhouseCoopers Sp. z o.o., Registered Audit Company No. 144:

Krzysztof Rewers

Group Registered Auditor, Key Registered
Auditor
No. 12216

Wrocław, 14 March 2014

AmRest Holdings SE Group

**Registered auditor's report on the audit of the consolidated
financial statements
for the year from 1 January to 31 December 2013**

Registered auditor's report on the audit of the consolidated financial statements for the year from 1 January to 31 December 2013

To the General Shareholders' Meeting and the Supervisory Board of AmRest Holdings Spółka Europejska

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AmRest Holdings SE Group
Registered auditor's report on the audit of the consolidated financial
statements for the year from 1 January to 31 December 2013

I. General information about the Group

- a. AmRest Holdings Spółka Europejska ("the Parent Company") with its seat in Wrocław, pl. Grunwaldzki 25-27 is the parent company of the AmRest Holdings SE Group ("the Group").
- b. AmRest Holdings Spółka Europejska (the "Parent Company") was established in the Netherlands in October 2000 as a joint-stock company. On 19 September 2008, the Commercial Chamber in Amsterdam registered the change in the legal status of the Parent Company to a European Company (Societas Europaea) and of its name to AmRest Holdings Spółka Europejska. On 22 December 2008, the Parent Company was entered in the Register of Businesses maintained by the District Court for Wrocław-Fabryczna VI Business Department of the National Court Register, with the reference number KRS 0000320252. The Court also registered the changes in the Memorandum of Association of the Parent Company relating to the transfer of the registered office of Parent Company to Poland.
- c. On 16 January 2009, the Parent Company was assigned a tax identification number (NIP) 101-00-02-998 for the purpose of making tax settlements and on 5 January 2009 a REGON number 020891041 for statistical purposes.
- d. As at 31 December 2013 and at the report signing date the Parent Company's share capital amounted to EUR 212,138.93 and consisted of 21,213,893 shares, with a nominal value of EUR 0.01 each. Consolidated equity as at 31 December 2013 amounted to PLN 1,044,524 thousand.
- e. As at 31 December 2013, and at the report signing date, the Parent Company's shareholders were:

Shareholder's name	Number of shares held	Par value of shares held (PLN '000)	Type of shares held	Votes (%)
WP Holdings VII B.V.	6,997,853	235	ordinary	32.99
ING Otworthy Fundusz Emerytalny	4,100,000	138	ordinary	19.33
PZU Powszechnie Towarzystwo Emerytalne	2,779,734	94	ordinary	13.10
Aviva Otworthy Fundusz Emerytalny	1,600,000	54	ordinary	7.54
Others	5,736,306	193	ordinary	27.04
	21,213,893	714		100.00

AmRest Holdings SE Group
Registered auditor's report on the audit of the consolidated financial
statements for the year from 1 January to 31 December 2013

I. General information about the Group (cont.)

As at 31 December 2012, the Parent Company's Shareholders were:

Shareholder's name	Number of shares held	Par value of shares held (PLN '000)	Type of shares held	Votes (%)
WP Holdings VII B.V.	6,997,853	235	ordinary	32.99
ING Otworthy Fundusz Emerytalny	4,100,000	138	ordinary	19.33
PZU Powszechne Towarzystwo Emerytalne	2,662,209	90	ordinary	12.55
Aviva Otworthy Fundusz Emerytalny	1,600,000	54	ordinary	7.54
Others	5,853,831	197	ordinary	27.59
	21,213,893	714		100.00

f. In the audited year, the Group's operations comprised operating, through its subsidiaries in Poland, the Czech Republic, Hungary, Russia, Serbia, Croatia, Bulgaria and Spain, on the basis of franchise agreements of Kentucky Fried Chicken ("KFC"), "Pizza Hut", "Burger King" and "Starbucks" restaurants. On the territory of Spain, France, Germany, China and USA, restaurant operations under private brands La Tagliatella, Trastevere and il Pastificio are conducted on the basis of franchise agreements through parties unrelated with the Group and through own restaurants, using the central kitchen which produces and distributes products to the whole network of the above-mentioned private brands. Additionally, on the territory of China, restaurant operations under private brands Blue Frog, KABB and Stubb's under the joint venture agreement are conducted.

g. During the audited year, the Management Board of the Parent Company comprised:

- Mark Chandler Board Member (excluding the period between June 27 and July 31, 2013);
- Drew O'Malley Board Member (excluding the period between June 27 and July 31, 2013);
- Wojciech Mroczyński Board Member.

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Registered auditor's report on the audit of the consolidated financial statements
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I. General information about the Group (cont.)

h. As at 31 December 2013, the AmRest Holdings SE Group comprised the following entities:

Name	Nature of equity relationship (interest in %)	Consolidation method	Auditor of the financial statements	Type of opinion	Balance sheet date
AmRest Holdings SE	Parent Company	Not applicable	PricewaterhouseCoopers Sp. z o.o.	Unqualified	31 December 2013
AmRest Sp. z o.o.	Subsidiary (100.00%)	Full	PricewaterhouseCoopers Sp. z o.o.	Audit completed for the purpose of the audit of the consolidated financial statements of the Group, without issuing an opinion as at the date of this report the statutory opinion was not issued.	31 December 2013
OOO AmRest	Subsidiary (100.00%)	Full	PricewaterhouseCoopers Sp. z o.o. , Poland, ZAO PricewaterhouseCoopers Audit, Russia	Audit completed for the purpose of the audit of the consolidated financial statements of the Group, without issuing an opinion.	31 December 2013
AmRest Finance Zrt	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest Capital Zrt	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest Ukraina t.o.w.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest LLC	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest Adria d.o.o.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest Adria 2 d.o.o.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest Work Sp. z o.o.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest Services Sp. z o.o. in liquidation	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013

AmRest Holdings SE Group
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I. General information about the Group (cont.)

Name	Nature of equity relationship (interest in %)	Consolidation method	Auditor of the financial statements	Type of opinion	Balance sheet date
AmRest d.o.o.	Subsidiary (60.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest Kft	Subsidiary (100.00%)	Full	PricewaterhouseCoopers Kft, Hungary	Opinion for the purpose of the audit of the consolidated financial statements of the Group, unqualified. Unqualified opinion for statutory purpose.	31 December 2013
Bécsi út.13. Kft	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest Coffee Sp. z o.o.	Subsidiary (82.00%)	Full	PricewaterhouseCoopers Sp. z o.o., Poland (only statutory audit)	As of the date of the report the statutory opinion was not issued. Statutory financial year begins on 1 January 2012 and ends on 30 November 2013.	30 November 2013
SCM Sp. z o.o.	Subsidiary (51.00%)	Full	PricewaterhouseCoopers Sp. z o.o., Poland (only statutory audit)	As of the date of the report the statutory opinion was not issued.	31 December 2013
AmRest Coffee s.r.o.	Subsidiary (82.00%)	Full	PricewaterhouseCoopers Audit, s.r.o., Czech Republic (only statutory audit)	As of the date of the report the statutory opinion was not issued.	31 December 2013
Olbea s.r.o.	Subsidiary (82.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest Kávézó Kft	Subsidiary (82.00%)	Full	PricewaterhouseCoopers Kft, Hungary (only statutory audit)	Unqualified opinion for the statutory purpose.	31 December 2013
AmRest Acquisition Subsidiary Inc.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest s.r.o.	Subsidiary (100.00%)	Full	PricewaterhouseCoopers Audit s.r.o., Czech Republic	Opinion for the purpose of the audit of the consolidated financial statements of the Group, unqualified. As at the date of this report the statutory opinion was not issued.	31 December 2013

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I. General information about the Group (cont.)

Name	Nature of equity relationship (interest in %)	Consolidation method	Auditor of the financial statements	Type of opinion	Balance sheet date
AmRest TAG S.L.	Subsidiary (100.00%)	Full	PricewaterhouseCoopers Auditores, S.L., Spain	Opinion on AmRest TAG S.L. Group for the purpose of the audit of the consolidated financial statements of AmRest Holdings SE Group, unqualified. As at the date of this report the statutory opinion was not issued.	31 December 2013
AmRest HK Ltd	Subsidiary (82.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest Restaurant Management Co. Ltd	Subsidiary (82.00%)	Full	The Company was not subject to an audit	-	31 December 2013
Restauravia Grupo Empresarial S.L.	Subsidiary (100.00%)	Full	PricewaterhouseCoopers Auditores, S.L., Spain	For the purpose of the audit of the consolidated financial statements of AmRest Holdings SE Group the Company was audited as part of AmRest TAG S.L. Group. As of the date of the report the statutory opinion was not issued.	31 December 2013
Restauravia Food S.L.U.	Subsidiary (100.00%)	Full	PricewaterhouseCoopers Auditores, S.L., Spain	For the purpose of the audit of the consolidated financial statements of AmRest Holdings SE Group the Company was audited as part of AmRest TAG S.L. Group. As of the date of the report the statutory opinion was not issued.	31 December 2013
Pastificio Service S.L.U.	Subsidiary (100.00%)	Full	PricewaterhouseCoopers Auditores, S.L., Spain	For the purpose of the audit of the consolidated financial statements of AmRest Holdings SE Group the Company was audited as part of AmRest TAG S.L. Group. As of the date of the report the statutory opinion was not issued.	31 December 2013
Pastificio S.L.U.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013

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I. General information about the Group (cont.)

Name	Nature of equity relationship (interest in %)	Consolidation method	Auditor of the financial statements	Type of opinion	Balance sheet date
Tagligat S.L.U.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
Pastificio Restaurantes S.L.U.	Subsidiary (100.00%)	Full	PricewaterhouseCoopers Auditores, S.L., Spain	For the purpose of the audit of the consolidated financial statements of AmRest Holdings SE Group the Company was audited as part of AmRest TAG S.L. Group. As of the date of the report the statutory opinion was not issued.	31 December 2013
AmRestavia S.L.U.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
La Tagliatella Financing Kft	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
La Tagliatella International Kft	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest SAS	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest GmbH	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
La Tagliatella Asia Pacific LLC	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
La Tagliatella LLC	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
La Tagliatella - Crown Farm, LLC	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
Da Via LLC	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
La Tagliatella – Seneca Meadows LLC	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013

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I. General information about the Group (cont.)

Name	Nature of equity relationship (interest in %)	Consolidation method	Auditor of the financial statements	Type of opinion	Balance sheet date
AmRest Restaurants (India) Private Ltd	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
AmRest EOOD	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2013
Blue Horizon Hospitality Group PTE Ltd.	Subsidiary (56.60%)	Full	The Company was not subject to an audit	-	31 December 2013
Bigsky Hospitality Group Ltd.	Subsidiary (56.60%)	Full	The Company was not subject to an audit	-	31 December 2013
New Precision Ltd.	Subsidiary (56.60%)	Full	The Company was not subject to an audit	-	31 December 2013
Horizon Group Consultants (BVI)	Subsidiary (56.60%)	Full	The Company was not subject to an audit	-	31 December 2013
Frog King Food & Beverage Management Ltd.	Subsidiary (56.60%)	Full	The Company was not subject to an audit	-	31 December 2013
Blue Frog Food & Beverage Management Ltd.	Subsidiary (56.60%)	Full	The Company was not subject to an audit	-	31 December 2013
Shanghai Kabb Western Restaurant Ltd.	Subsidiary (55.19%)	Full	The Company was not subject to an audit	-	31 December 2013

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I. General information about the Group (cont.)

As at 31 December 2013, the AmRest Holdings SE Group comprised the following associates:

Name	Nature of equity relationship (interest in %)	Consolidation method	Auditor of the financial statements	Type of opinion	Balance sheet date
SCM s.r.o.	Associate (45.90%)	Equity accounting method	The Company was not subject to an audit	-	31 December 2013
BTW Sp. z o.o.	Associate (25.50%)	Equity accounting method	The Company was not subject to an audit	-	31 December 2013

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- i. During the financial year, the following changes took place in the scope of consolidation:
- in June 2013 the company Da Via LLC was established,
 - in June 2013 the company La Tagliatella – Crown Farm, LLC was established,
 - in June 2013 the company La Tagliatella – Seneca Meadows LLC was established,
 - in June 2013 the company Olbea s.r.o. was established,
 - in July 2013 the company AmRest Finance S.L. was liquidated,
 - in October 2013 the company AmRest Skyline GmbH was established,
 - in November 2013 the company AmRest Services SKA was liquidated.
- j. The Parent Company is an issuer of securities admitted for trading on the Warsaw Stock Exchange. In accordance with the choice of selecting accounting policies permitted by the Accounting Act, the Company has decided to prepare its consolidated financial statements in accordance with IFRS as adopted by the European Union

II. Information about the audit

- a. The audit of the consolidated financial statements as at and for the year from 1 January to 31 December 2013 was conducted by PricewaterhouseCoopers Sp. z o.o. with its seat in Warsaw, Al. Armii Ludowej 14, registered audit company no. 144. The audit was conducted on behalf of the registered audit company under the supervision of the key registered auditor, the Group's registered auditor Krzysztof Rewers (no. 12216).
- b. PricewaterhouseCoopers Sp. z o.o. was appointed registered auditor to the Group by Resolution No. 1/04/2012 of the Supervisory Board of AmRest Holdings SE dated 30 April 2012 in accordance with paragraph 12 p.1.d of the Parent Company's Memorandum of Association .
- c. PricewaterhouseCoopers Sp. z o.o. and the key registered auditor conducting the audit are independent of the entities belonging to the Group within the meaning of art. 56, clauses 2-4 of the Act dated 7 May 2009 on registered auditors and their self-government, registered audit companies and on public supervision (Journal of Laws No. 77, item 649, as amended).
- d. The audit was conducted in accordance with an agreement dated 6 June 2012 in the period:
- interim audit from 4 November to 6 December 2013;
 - final audit from 13 January to 14 March 2014, at intervals.

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III. The Group's results, financial position and significant items of the consolidated financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
as at 31 December 2013 (selected lines)

	31.12.2013	31.12.2012*	Change		31.12.2013	Structure
	PLN '000	PLN '000	PLN '000	(%)	(%)	31.12.2012* (%)
ASSETS						
Non-current assets	2,215,625	2,175,994	39,631	1.8	84.2	85.5
Current assets	415,824	370,469	45,355	12.2	15.8	14.5
Total assets	2,631,449	2,546,463	84,986	3.3	100.0	100.0
LIABILITIES AND EQUITY						
Share capital	714	714	-	-	-	-
Supplementary capital	738.029	610.764	127.265	20,8	28,0	24,0
Retained earnings	252.753	242.805	9.948	4,1	9,6	9,5
Foreign exchange differences on translation	(11.718)	18.116	(29.834)	>100	(0,4)	0,7
Non-controlling interests	64.746	197.367	(132.621)	(67,2)	2,5	7,8
Liabilities	1,586.925	1,476.697	110.228	7,5	60,3	58,0
Total liabilities and equity	2,631.449	2,546.463	84.986	3,3	100,0	100,0

CONSOLIDATED INCOME STATEMENT
for the year from 1 January to 31 December 2013 (selected lines)

	2013	2012*	Change		Share in revenues	
	PLN '000	PLN '000	PLN '000	(%)	2013 (%)	2012* (%)
Revenue from restaurants, franchise and other operations	2.700.898	2.356.255	344.643	14,6	100,0	100,0
Profit from operations	17.417	175.663	(158.246)	(90,1)	0,6	7,5
Profit before tax	29.859	113.762	(83.903)	(73,8)	1,1	4,8
Net profit	5.831	97.893	(92.062)	(94,0)	0,2	4,2

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III. The Company's results, financial position and significant items of the consolidated financial statement (cont.)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
for the year from 1 January to 31 December 2013 (selected lines)

	2013	2012*	Change		Structure	
	PLN '000	PLN '000	PLN '000	(%)	2013 (%)	2012* (%)
Net profit	5.831	97.893	(92.062)	(94,0)	0,2	4,2
Other net comprehensive income	(39.073)	(92.358)	53.285	(57,7)	(1,2)	(3,9)
Total net comprehensive income	<u>(33.242)</u>	<u>5.535</u>	<u>(38.777)</u>	<u><(100)</u>	<u>1,0</u>	<u>0,3</u>

**Restated data*

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III. The Company's results, financial position and significant items of the consolidated financial statement (cont.)

Selected ratios characterizing the Group's financial position and results

The following ratios characterise the Group's activities, results of operations during the year and its financial position as at the balance sheet date compared with previous years:

	2013	2012*	2011*
Asset ratios			
- receivables turnover	6 days	8 days	7 days
- inventory turnover	7 days	7 days	7 days
Profitability ratios			
- net profit margin	0.2%	4.2%	3.3%
- gross margin	2.0%	4.5%	4.6%
- return on capital employed	0.6%	9.4%	7.3%
Liability ratios			
- gearing	60.3%	58.0%	61.4%
- payables turnover	19 days	22 days	21 days
	31.12.2013	31.12.2012*	31.12.2011*
Liquidity ratios			
- current ratio	0.8	0.7	0.7
- quick ratio	0.7	0.6	0.6
Other ratios			
- effective tax rate	37.5%	23.5%	-16.5%

**Calculations based on restated data*

The above ratios have been calculated on the basis of the consolidated financial statements

It was not the purpose of the audit to present the Group in the context of the results of operations and ratios achieved. A detailed interpretation of the ratios requires an in-depth analysis of the Group's operations and its circumstances.

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III. The Company's results, financial position and significant items of the consolidated financial statement (cont.)

The consolidated financial statements do not take into account the effects of inflation. The consumer price index (on a December to December basis) amounted to 0.7% in the audited year (2.4% in 2012).

The following comments are based on information obtained during the audit of the consolidated financial statements.

The comparability of the consolidated financial statements for 2012 and 2013, and thus the information content of the financial ratios for these years, may be limited due to the impact of the accounting adjustments described in note 1 cc) of the consolidated financial statements.

AmRest Holdings Spółka Europejska is the Parent Company of the Group, which in the audited year was comprised of forty nine subsidiaries (including forty nine subsidiaries covered by consolidation); two associated entities presented in the consolidated financial statements under the equity accounting method. In the prior financial year, the Group consisted of forty six subsidiaries (including forty six consolidated subsidiaries); two associated entities presented in the consolidated financial statements under the equity accounting method.

The factors described below had a significant impact on the Group's results of operations and on its financial position as at the balance sheet date:

- At the end of the financial year, the Group's total assets amounted to PLN 2,631,449 thousand. During the year total assets increased by PLN 84,986 thousand (i.e. by 3.3%). This increase was financed mainly by an increase in loans and borrowings of PLN 282,615 thousand, accompanied by a decrease in put option liabilities of PLN 189,382 thousand.
- Total equity as at 31 December 2013 amounted to PLN 1,044,524 thousand. A decrease in total equity by PLN 25,242 thousand (i.e. by 2.4%) was mainly due to decrease in foreign exchange differences on translation (of PLN 29,834 thousand) while achieving the net profit of PLN 5,831 thousand.
- As at 31 December 2013, long-term loans and borrowings comprised bank loans of PLN 784,002 thousand and bonds of PLN 139,226 thousand. An increase in long-term loans and borrowings of PLN 312,121 thousand, i.e. by 51.1% as compared to previous year was mainly due to incurrence of consortium loan and new bond issue.
- During the financial year, the put option, recognized in prior periods as liability, was cleared. As a result the Group shared AmRest Tag ownership. The Group recognized revenue from the settlement in the amount of PLN 63,482 thousand, resulting from the difference between the liability on the settlement date and the cash actually paid.
- The Group's total revenue from continued operations amounted to PLN 2,700,898 thousand and increased by PLN 344,643 thousand, i.e. by 14.6% as compared to the previous year. Sales revenue comprised revenue from restaurant, franchise and other operations. The highest share in revenue is generated from the Group's main markets, i.e. in countries from the Central-Eastern Europe (59.6% of the total revenue) and in Spain (21.1% of the total revenue).

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III. The Company's results, financial position and significant items of the consolidated financial statement (cont.)

- The cost food and materials used was the largest item of operating expenses and amounted to PLN 946,669 thousand in the audited year, which constituted 35.9% of operating expenses. The cost of food and materials used has increased by PLN 127,536 thousand, i.e. by 15.6% compared with the previous year, mainly due to increase in sales revenue.
- Profitability measured with net profit amounted to 0.2% and was 4.0 percentage points lower than in the previous year. The change in the Group's profitability was primarily due to the sale of Applebee's brand in 2012 and higher level of impairment losses on shares in the current year.
- The Group's liquidity has slightly changed. In the audited year, the current and quick ratios, amounted to 0.8 (2012: 0,7) and 0.7 (2012: 0,6).

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IV. The independent registered auditor's statements

- a. The Management Board of the Parent Company provided all the information, explanations, and representations required by us in the course of the audit and provided us with a representation letter confirming the completeness of the information included in the accounting records and the disclosure of all contingent liabilities and post balance-sheet events which occurred up to the date on which that letter was signed.
- b. The scope of the audit was not limited.
- c. The Group has up-to-date documentation of its accounting policies, approved by the Parent Company's Management Board. The Parent Company's accounting policies were tailored to the Group's needs and ensured the recognition of all events having a material effect on the assessment of its financial position and results, taking into consideration the prudence principle. Changes to accounting policies were properly disclosed in notes to the consolidated financial statements.
- d. The calculation of goodwill arising in the audited year and its recognition in the consolidated financial statements complied in all material respects with the adopted accounting policies.
- e. The consolidation of equity items and the determination of minority interests were carried out properly in all material respects.
- f. The elimination of mutual balances (receivables and payables) and transactions (revenue and costs) of the consolidated entities were carried out, in all material respects, in accordance with IFRS as adopted by the European Union.
- g. The elimination of unrealized gains/losses of consolidated entities included in the book value of assets and in respect of dividend payments was carried out, in all material respects, in accordance with IFRS as adopted by the European Union.
- h. The impact of the disposal or partial disposal of shares in subordinated entities was accounted for properly in all material respects, in accordance with IFRS as adopted by the European Union.
- i. The consolidation documentation was complete and accurate and it is stored in a manner ensuring proper safeguarding.
- j. The consolidated financial statements of the Group as at and for the year ended 31 December 2012 were approved by Resolution No. 5 passed by the General Shareholders' Meeting of the Parent Company on 27 June 2013 and filed with the National Court Register in Wroclaw on 24 July 2013.
- k. The consolidated financial statements for the previous year were audited by PricewaterhouseCoopers Sp. z o.o. The registered auditor issued an unqualified.
- l. The notes to the consolidated financial statements, which include the introduction and additional notes and explanations present all the significant information in accordance with IFRS as adopted by the European Union.
- m. The information in the Group Directors' Report for the year from 1 January to 31 December 2013 has been presented in accordance with the provisions of the Decree of the Minister of Finance dated 19 February 2009 on current and periodic information to be provided by issuers of securities and conditions for recognizing as equivalent the information required by the provisions of law of a country not being a Member State (Journal of Laws No. 33, item 259, as amended) and is consistent with that presented in the consolidated financial statements.

AmRest Holdings SE Group
Registered auditor's report on the audit of the consolidated financial
statements for the year from 1 January to 31 December 2013

V. Final information

This report has been prepared in connection with our audit of the consolidated financial statements of the AmRest Holdings SE Group having AmRest Holdings Spółka Europejska, pl. Grunwaldzki 25-27, Wrocław, as its Parent Company. The consolidated financial statements were signed by the Parent Company's Management Board on 14 March 2014.

This report should be read in conjunction with the Independent Registered Auditor's unqualified Opinion to the General Shareholders' Meeting and the Supervisory Board of AmRest Holdings SE dated 14 March 2014, concerning the said consolidated financial statements. The opinion on the consolidated financial statements expresses a general conclusion drawn from the audit and involves assessing the materiality of individual audit findings rather than being a sum of all the evaluations of individual financial statement components. This assessment takes account of the impact of the facts noted on the truth and fairness of the consolidated financial statements.

Person conducting the audit on behalf of PricewaterhouseCoopers Sp. z o.o., Registered Audit Company No. 144:

Krzysztof Rewers

Group Registered Auditor, Key Registered
Auditor
No. 12216

Wrocław, 14 March 2014