

**Voting instruction for Annual General Meeting of the company AmRest Holdings SE („Company”) in Wrocław on 07<sup>th</sup> June 2016**

**for proxy:**

**acting on Power of Attorney dated:**

**granted by:**

**Resolution No. 1  
of the Annual General Meeting of AmRest Holdings SE (the “Company”)  
with its registered seat in Wrocław, of 7 June 2016  
on the election of the Chairman of the General Meeting**

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

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

FOR	AGAINST	HOLD	According to the proxy's discretion
	Objection		
Shares .....	Shares .....	Shares .....	Shares .....
Other			

**Resolution No. 2  
of the Annual General Meeting  
of AmRest Holdings SE (the “Company”) with its registered seat  
in Wrocław, of 7 June 2016  
on the adoption of the agenda for the General Meeting**

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

- 1) Opening of the Annual General Meeting.

- 2) Election of the Chairman of the Annual General Meeting.
- 3) Drawing up the attendance list.
- 4) Determination of the correctness of the procedure used to convene the Annual General Meeting and its capacity to pass resolutions.
- 5) Adoption of the agenda of the Annual General Meeting.
- 6) Examination of the Management Board report on the activity of the Company and AmRest Holdings SE capital group in the financial year 2015.
- 7) Examination of the Company's financial statements for the financial year 2015 and the consolidated financial statements for the financial year 2015.
- 8) Examination of the Supervisory Board report for the financial year 2015.
- 9) Adoption of resolutions:
  - a) approving the Management Board report on the activity of the Company and AmRest Holdings SE capital group in the financial year 2015,
  - b) approving the Company's financial statements for the financial year 2015 and the consolidated financial statements of AmRest Holdings SE capital group for the financial year 2015,
  - c) regarding the distribution of the Company's profit for the financial year 2015.
- 10) Adoption of a resolution on granting the approval of the performance by the members of the Management Board and the Supervisory Board of their duties in the financial year 2015.
- 11) Adoption of resolution amending the Company's Statute.
- 12) Adoption of a resolution establishing the consolidated text of the Company's Statute
- 13) Closing of the Meeting.

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

FOR	AGAINST	HOLD	According to the proxy's discretion
	Objection		
Shares .....	Shares .....	Shares .....	Shares .....
Other			

**Resolution No. 3**  
**of the Annual General Meeting of AmRest Holdings SE (the “Company”)**  
**with its registered seat in Wrocław, of 7 June 2016**  
**on the approval of the Management Board report on the activity of the Company and AmRest Holdings**  
**SE capital group in the financial year 2015**

Acting pursuant to Art. 393(1) and Art. 395 § 2(1) and §5 of the Code of Commercial Companies with regards to art. 9, art. 53 and art. 61 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) as well as § 14(2)(a) of the Company’s Statute, the General Meeting, after examination, approves the Management Board report on the activity of the Company and Management Board report on the activity of AmRest Holdings SE capital group in the financial year 2015.

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

FOR	AGAINST	HOLD	According to the proxy’s discretion
	Objection		
Shares .....	Shares .....	Shares .....	Shares .....
Other			

**Resolution No. 4**  
**of the Annual General Meeting of AmRest Holdings SE (the “Company”)**  
**with its registered seat in Wrocław, of 7 June 2016**  
**on the approval**  
**of the Company’s financial statements for the financial year 2015**  
**and consolidated financial statements of AmRest Holdings SE capital group**  
**for the financial year 2015**

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

1) the Company’s financial statements for the financial year from 1 January 2015 to 31 December 2015, comprising of:

- the income statement for the period from 1 January 2015 to 31 December 2015, showing a net profit of PLN 647 thousand;
- the statement of comprehensive income for the period from 1 January 2015 to 31 December 2015, showing a total comprehensive income of PLN 647 thousand,

- the statement of financial position prepared as of 31 December 2015, showing total assets and total liabilities & equity of PLN 1 105 240 thousand;
- the statement of cash flows for the period from 1 January 2015 to 31 December 2015, showing a net change in the cash and cash equivalents of PLN 12 048 thousand ;
- the statement of changes in equity for the period from 1 January 2015 to 31 December 2015, showing an decrease in equity of PLN 10 444 thousand;
- notes to the financial statements;

2) the consolidated financial statements of the AmRest Holdings SE group for the financial year from 1 January 2015 to 31 December 2015, comprising of:

- the consolidated income statement for the period from 1 January 2015 to 31 December 2015, showing a net profit of PLN 157 339 thousand;
- the statement of comprehensive income for the period from 1 January 2015 to 31 December 2015, showing a total comprehensive income of minus PLN 135 671 thousand;
- the consolidated statement of financial position as of 31 December 2015, showing total assets and total liabilities & equity 2 849 124 of PLN thousand;
- the consolidated statement of cash flows for the period from 1 January 2015 to 31 December 2015, showing a net change in the cash and cash equivalents of PLN 61 956 thousand;
- the consolidated statement of changes in equity for the period from 1 January 2015 to 31 December 2015, showing an increase in equity by PLN 128 432 thousand;
- notes to the consolidated financial statements.

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

FOR	AGAINST	HOLD	According to the proxy's discretion
	Objection		
Shares .....	Shares .....	Shares .....	Shares .....
Other			

**Resolution No. 5**  
**of the Annual General Meeting of AmRest Holdings SE (the “Company”)**  
**with its registered seat in Wrocław, of 7 June 2016**  
**on the distribution of the Company’s profit generated in the financial year 2015**

Acting pursuant to Art. 395 § 2(2) of the Code of Commercial Companies with regards to art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) and § 14(2)(b) of the Company’s Statute, the General Meeting resolves that the Company’s profit for the financial year 2015 totaling PLN 647 thousand shall be allocated to increase the spare capital.

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

FOR	AGAINST	HOLD	According to the proxy’s discretion
	Objection		
Shares .....	Shares .....	Shares .....	Shares .....
Other			

**Resolution No. 6**  
**of the Annual General Meeting of AmRest Holdings SE (the “Company”)**  
**with its registered seat in Wrocław, of 7 June 2016**  
**on the granting of approval of the performance by the members of the Management Board and the Supervisory Board of their duties in the financial year 2015**

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

1) members of the Company’s Management Board:

- Mr. Mark R. Chandler in the period from 1 January 2015 to 31 December 2015,
- Mr. Wojciech Mroczński in the period from 1 January 2015 to 31 December 2015,
- Mr. Drew O’Malley in the period from 1 January 2015 to 31 December 2015
- Mr. Jacek Trybuchowski in the period from 1 January 2015 to 31 December 2015
- Mr. Olgierd Szczepan Danielewicz in the period from 8 December 2015 to 31 December 2015

- Mrs. Oksana Staniszevska in the period from 8 December 2015 to 31 December 2015

2) members of the Company's Supervisory Board:

- Mr. Per Steen Breimyr in the period from 1 January 2015 to 12 August 2015
- Mr. Raimondo Eggink in the period from 1 January 2015 to 21 September 2015 and in the period from 21 September 2015 to 31 December 2015
- Mr. Henry McGovern in the period from 1 January 2015 to 21 September 2015 and in the period from 21 September 2015 to 31 December 2015
- Mr. Joseph P. Landy in the period from 1 January 2015 to 19 August 2015
- Mr. Peter A. Bassi in the period from 1 January 2015 to 12 August 2015,
- Mr. Bradley D. Blum in the period from 1 January 2015 to 21 September 2015
- Mr. Amr Kronfol in the period from 1 January 2015 to 19 August 2015
- Mrs. Zofia Dzik in the period from 12 August 2015 to 21 September 2015 and in the period from 21 September 2015 to 31 December 2015
- Mr. Krzysztof Aleksander Rozen in the period from 12 August 2015 to 21 September 2015 and in the period from 21 September 2015 to 31 December 2015
- Mr. Luis Miguel Alvarez Perez in the period from 21 September 2015 to 31 December 2015
- Mr. Jose Pares Gutierrez in the period from 21 September 2015 to 31 December 2015
- Mr. Łukasz Rozdeiczer-Kryszkowski in the period from 20 October 2015 to 31 December 2015
- Mr. Steven Kent Winegar Clark in the period from 20 October 2015 to 31 December 2015

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

FOR	AGAINST	HOLD	According to the proxy's discretion
	Objection		
Shares .....	Shares .....	Shares .....	Shares .....
Other			

**Resolution No. 7  
of the Annual General Meeting  
of AmRest Holdings SE (the "Company") of Wrocław, Poland  
of 7 June 2016  
on amending the Company's Statute**

Acting under Art. 430 § 1 and art. 415 § 1 of the Code of Commercial Companies with regards to art. 59, art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8<sup>th</sup> October 2001 on the Statute for European Company (SE), it is resolved as follows:

**§ 6(2) of the Statute shall read as follows:**

"2. Joint action of two members of the Management Board shall be required to represent the Company"

This resolution comes into force on the day of its adoption

FOR	AGAINST	HOLD	According to the proxy's discretion
	Objection		
Shares .....	Shares .....	Shares .....	Shares .....
Other			

**Resolution No. 8  
of the Annual General Meeting  
of AmRest Holdings SE (the "Company") of Wrocław, Poland  
of 7 June 2016  
on establishing the consolidated text of the Company's Statute.**

In connection with the resolution No. 7 of the Annual General Meeting of AmRest Holdings SE of 7 June 2016, pursuant to Art. 430§5 of the Code of Commercial Companies with regards to art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8<sup>th</sup> October 2001 on the Statute for European Company (SE) it is resolved to authorize the Supervisory Board of the Company to establish the consolidated text of the Company's Statute.

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

<b>FOR</b>	<b>AGAINST</b>	<b>HOLD</b>	<b>According to the proxy's discretion</b>
	Objection		
Shares .....	Shares .....	Shares .....	Shares .....
Other			

.....  
 Shareholder's signature and date