

**Resolutions  
of the Extraordinary General Meeting  
of 21<sup>st</sup> September 2015**

**Resolution No. 1  
of the Extraordinary General Meeting of AmRest Holdings SE  
(the “Company”) with its registered seat in Wrocław,  
of 21<sup>st</sup> September 2015  
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 Krzysztof Pawlisz as the Chairman of the General Meeting.

§ 2

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

**The resolution was adopted** in a secret ballot, 15.596.507 votes were cast “in favor”, 0 votes “against”, 1.998.000 votes “abstained”. A total of 17.594.507 valid votes were cast.

Number of shares under which valid votes were cast: 17.594.507 shares, representing 82.94% of the share capital.

**Resolution No. 2  
of the Extraordinary General Meeting of AmRest Holdings SE  
(the “Company”) with its registered seat in Wrocław,  
of 21<sup>st</sup> September 2015  
on the adoption of the agenda for the General Meeting**

§ 1

The General Meeting resolves to adopt the following agenda for the 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 resolutions.
- 5) Adoption of the agenda of the Extraordinary General Meeting.

- 6) Adoption of a resolution on fixing the remuneration of the Supervisory Board.
- 7) Adoption of a resolutions on the changes in composition of the Supervisory Board.
- 8) Adoption of a resolution on the number of the Supervisory Board members for the purposes of group voting.
- 9) Election of the Supervisory Board members in group voting.
- 10) Adoption of a resolution on covering the costs of convening and holding the Extraordinary General Meeting by the Company.
- 11) Closing of the Meeting.

§ 2

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

**The resolution was adopted** in an open voting, 17.594.507 votes were cast “in favor”, 0 votes “against”, 0 votes “abstained”. A total of 17.594.507 valid votes were cast.

Number of shares under which valid votes were cast: 17.594.507 shares, representing 82.94% of the share capital.

**Resolution No. 3  
of the Extraordinary General Meeting of AmRest Holdings SE  
(the “Company”) with its registered seat in Wrocław,  
of 21<sup>st</sup> September 2015  
on the election of the Secretary of the General Meeting**

§ 1

The General Meeting elects Andrzej Motyka as the Secretary of the General Meeting.

§ 2

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

**The resolution was adopted** in a secret ballot, 15.412.946 votes were cast “in favor”, 0 votes “against”, 2.181.561 votes “abstained”. A total of 17.594.507 valid votes were cast.

Number of shares under which valid votes were cast: 17.594.507 shares, representing 82.94% of the share capital.

**Resolution No. 4**  
**of the Extraordinary General Meeting of AmRest Holdings SE**  
**(the “Company”) with its registered seat in Wrocław,**  
**of 21<sup>st</sup> September 2015**  
**on fixing the remuneration of the Supervisory Board**

Pursuant to art. 392 § 1 of the Code of Commercial Companies with regards to art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) and § 9 (5) of the Company’s Statute, it was resolved as follows:

§ 1

The General Meeting determines the remuneration of each member of the Supervisory Board in the amount of PLN 7.000,00 (PLN seven thousand) paid monthly. In addition, PLN 3 000.00 (PLN three thousand) per month is granted to members of the committees of the Supervisory Board.

§ 2

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

**The resolution was adopted** in an open voting, 14.943.255 votes were cast “in favor”, 2.571.531 votes “against”, 79.721 votes “abstained”. A total of 17.594.507 valid votes were cast.

Number of shares under which valid votes were cast: 17.594.507 shares, representing 82.94% of the share capital.

**Resolution No. 5**  
**of the Extraordinary General Meeting of AmRest Holdings SE**  
**(the “Company”) with its registered seat in Wrocław,**  
**of 21<sup>st</sup> September 2015**  
**on the appointment of the Supervisory Board members**

§ 1

Pursuant to art. 385 § 1 and § 6 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 § 13 i 14 ust. 1 lit f) of the Regulations of The General Meeting, the General Meeting resolves to appoint Mr. Steven Kent Winegar Clark as a member of the Company’s Supervisory Board.

§ 2.

This resolution comes into force on 20<sup>th</sup> October 2015.

**The resolution was not adopted** in a secret ballot, 9.216.353 votes were cast “in favor”, 7.530.320 votes “against”, 847.834 votes “abstained”. A total of 17.594.507 valid votes were cast.

Number of shares under which valid votes were cast: 17.594.507 shares, representing 82.94% of the share capital.

**Resolution No. 6  
of the Extraordinary General Meeting of AmRest Holdings SE  
(the “Company”) with its registered seat in Wrocław,  
of 21<sup>st</sup> September 2015  
on adjournment at the General Meeting**

§ 1

Extraordinary General Meeting resolves to adjourn today’s Meeting and resume it on 12<sup>th</sup> October 2015 at 11am.

§ 2

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

**The resolution was not adopted** in an open voting, 9.117.486 votes were cast “in favor”, 8.117.598 votes “against”, 359.423 votes “abstained”. A total of 17.594.507 valid votes were cast.

Number of shares under which valid votes were cast: 17.594.507 shares, representing 82.94% of the share capital.

**Resolution No. 7  
of the Extraordinary General Meeting of AmRest Holdings SE  
(the “Company”) with its registered seat in Wrocław,  
of 21<sup>st</sup> September 2015  
on the number of the Supervisory Board members for the purposes of group  
voting**

§ 1

Pursuant to art. 385 § 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) and § 9 (1, 2) of the Company's Statute, the General Meeting resolves to determine the number of the Supervisory Board members for the purposes of group voting to be 8 persons.

§ 2

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

**The resolution was adopted** in an open voting, 9.287.574 votes were cast "in favor", 8.298.433 votes "against", 8.500 votes "abstained". A total of 17.594.507 valid votes were cast.

Number of shares under which valid votes were cast: 17.594.507 shares, representing 82.94% of the share capital.

**Resolution No. 8  
of the Extraordinary General Meeting of AmRest Holdings SE  
(the "Company") with its registered seat in Wrocław,  
of 21<sup>st</sup> September 2015  
on adjournment at the General Meeting**

§ 1

Extraordinary General Meeting resolves to adjourn today's Meeting and resume it on 12<sup>th</sup> October 2015 at 11am.

§ 2

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

**The resolution was not adopted** in an open voting, 9.117.486 votes were cast "in favor", 8.117.598 votes "against", 359.423 votes "abstained". A total of 17.594.507 valid votes were cast.

Number of shares under which valid votes were cast: 17.594.507 shares, representing 82.94% of the share capital.

**Resolution No. 1/G1  
of the Extraordinary General Meeting of AmRest Holdings SE,  
(the "Company") with its registered seat in Wrocław,  
of 21<sup>st</sup> September 2015  
on the election of the Chairman of Group I**

§ 1

Group I elects Dawid Książczak as the Chairman of Group I.

§ 2

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

**The resolution was adopted** in a secret ballot, 2.218.405 votes were cast “in favor”, 0 votes “against”, 0 votes “abstained”. A total of 2.218.405 valid votes were cast.

Number of shares under which valid votes were cast: 2.218.405 shares, representing 10.46% of the share capital.

**Resolution No. 2/G1  
of the Extraordinary General Meeting of AmRest Holdings SE,  
(the “Company”) with its registered seat in Wrocław,  
of 21<sup>st</sup> September 2015  
on the adoption of the agenda for the Group I**

§ 1.

Group I resolves to adopt the following agenda:

- 1) Opening of the group voting and election of the Chairman of Group I,
- 2) Drawing up the attendance list and determination of the correctness of the procedure used to convene Group I and its capacity to pass resolutions,
- 3) Adoption of the agenda of Group I,
- 4) Voting on appointment as a Supervisory Board member Henry Joseph McGovern,
- 5) Any other business,
- 6) Closing of the Meeting.

§ 2

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

**The resolution was adopted** in an open voting, 2.218.405 votes were cast “in favor”, 0 votes “against”, 0 votes “abstained”. A total of 2.218.405 valid votes were cast.

Number of shares under which valid votes were cast: 2.218.405 shares, representing 10.46% of the share capital.

**Resolution No. 3/G1**  
**of the Extraordinary General Meeting of AmRest Holdings SE,**  
**(the “Company”) with its registered seat in Wrocław,**  
**of 21<sup>st</sup> September 2015**  
**on the appointment of Henry Joseph McGovern as the Supervisory Board**  
**member in a group voting**

§ 1

The General Meeting in group voting, Group I, appoints as a Supervisory Board member Mr. Henry Joseph McGovern.

§ 2

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

**The resolution was adopted** in a secret ballot, 2.218.405 votes were cast “in favor”, 0 votes “against”, 0 votes “abstained”. A total of 2.218.405 valid votes were cast.

Number of shares under which valid votes were cast: 2.218.405 shares, representing 10.46% of the share capital.

**Resolution No. 9**  
**of the Extraordinary General Meeting of AmRest Holdings SE**  
**(the “Company”) with its registered seat in Wrocław,**  
**of 21<sup>st</sup> September 2015**  
**on the appointment of the Supervisory Board members**

§ 1

Pursuant to art. 385 § 1 and § 6 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 § 13 i 14 ust. 1 lit f) of the Regulations of The General Meeting, the General Meeting resolves to appoint Zofia Dzik, Łukasz Rozdeiczer-Kryszkowski, Krzysztof A. Rozen, Raimondo Eggink, Steven Kent Winegar Clark, José Parés Gutiérrez, Luis Miguel Álvarez Pérez as members of the Company’s Supervisory Board.

§ 2.

This resolution comes into force on the day of its adoption, provided that appointment of Łukasz Rozdeiczer-Kryszkowski, and Steven Kent Winegar Clark as a Supervisory Board member becomes effective on 20<sup>th</sup> October 2015.

**The resolution was adopted** in a secret ballot, 15.115.546 votes were cast “in favor”, 180.835 votes “against”, 79.721 votes “abstained”. A total of 15.376.102 valid votes were cast.

Number of shares under which valid votes were cast: 15.376.102 shares, representing 72.48% of the share capital.

**Resolution No. 10  
of the Extraordinary General Meeting of AmRest Holdings SE  
(the “Company”) with its registered seat in Wrocław,  
of 21<sup>st</sup> September 2015  
on covering the costs of convening and holding the Extraordinary General  
Meeting by the Company**

§ 1

Pursuant to art. 400 § 4 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 obliges the Company to cover the costs of convening and holding this General Meeting.

§ 2

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

**The resolution was adopted** in an open voting, 17.405.172 votes were cast “in favor”, 189.335 votes “against”, 0 votes “abstained”. A total of 17.594.507 valid votes were cast.

Number of shares under which valid votes were cast: 17.594.507 shares, representing 82.94% of the share capital.