



**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 AmRest Holdings Spółka Europejska Group (hereinafter called "the Group"), of which AmRest Holdings Spółka Europejska is the parent company (hereinafter called "the Parent Company"), with its registered office in Wrocław, pl. Grunwaldzki 25-27, which comprise the consolidated income statement for the period from 1 January to 31 December 2012, showing a net profit of PLN 97,893 thousand, the consolidated statement of comprehensive income, the consolidated statement of financial position as at 31 December 2012, showing total assets and total equity and liabilities of PLN 2,546,463 thousand, the consolidated statement of changes in equity, the consolidated statement of cash flows for the financial year and additional information on adopted accounting policies and other explanatory notes.

The Management Board of the Parent Company is responsible for preparing the consolidated financial statements and a Directors' Report for the Group in accordance with the applicable regulations. The Management Board and Members of the Supervisory Board of the Parent Company are required to ensure that the consolidated financial statements and the Director's Report for the Group meet the requirements set out in the Accounting Act of 29 September 1994 (uniform text, Journal of Laws of 2009, No. 152, item 1223 with further amendments).

Our responsibility was to perform an audit of the accompanying consolidated financial statements and to express an opinion on whether the financial statements comply in all material respects with the applicable accounting policies and whether they present fairly, in all material respects, 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 2012 and of the results of its operations for the year then ended, 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 financial year ended 31 December 2012 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:

Adrian Karaś

Group Registered Auditor, Key Registered Auditor
No. 12194

Wrocław, 19 March 2013

**Report on the audit of the consolidated financial statements
for the financial year ended 31 December 2012
to the General Shareholders' Meeting and the Supervisory Board of
AmRest Holdings Spółka Europejska**

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AmRest Holdings SE Group
Report on the audit of the consolidated financial statements
for the year ended 31 December 2012

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 in Wrocław-Fabryczna, the 6th 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 AmRest to Poland.
- c. On 16 January 2009, the Parent Company was assigned a tax identification number (NIP) 1010002998 for the purpose of making tax settlements and on 5 January 2009, a REGON number 020891041 for statistical purposes.
- d. As at 31 December 2012 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 that date amounted to PLN 1,069,766 thousand.
- e. As at the date of signing the following Report, i.e. 19 March 2013, the Parent Company's shareholders were as follows:

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 OFE	4,100,000	138	ordinary	19.33
PZU PTE	2,779,734	94	ordinary	13.10
Aviva OFE	1,600,000	54	ordinary	7.54
Other	5,736,306	193	ordinary	27.04
	21,213,893	714		100.00

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

As at 31 December 2012 the Parent Company's shareholders were as follows:

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 OFE	4,100,000	138	ordinary	19.33
PZU PTE	2,662,209	90	ordinary	12.55
Aviva OFE	1,600,000	54	ordinary	7.54
Other	5,853,831	197	ordinary	27.59
	21,213,893	714		100.00

As at 31 December 2011 the Parent Company's shareholders were as follows:

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 OFE	3,633,013	122	ordinary	17.13
BZ WBK AIB Asset Management S.A.	2,249,060	76	ordinary	10.60
Henry McGovern	1,475,966	50	ordinary	6.96
Aviva OFE	1,411,207	47	ordinary	6.65
Other	5,446,794	184	ordinary	25.67
	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, from 21 December 2012 on the territory of China, restaurant operations under private brands Blue Frog and KABB are conducted.

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

- Drew O'Malley Board Member;
- Mark Chandler Board Member;
- Wojciech Mroczyński Board Member from 1 March 2012;
- Piotr Boliński Board Member to 1 March 2012.

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

h. As at 31 December 2012, 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., Poland	Unqualified.	31 December 2012
AmRest Sp. z o.o.	Subsidiary (100.00%)	Full	PricewaterhouseCoopers Sp. z o.o., Poland	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 2012
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 2012
AmRest TAG S.L.	Subsidiary (76.27%)	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 2012
AmRest HK Ltd	Subsidiary (65.00%)	Full	The Company was not subject to an audit	-	31 December 2012
AmRest Restaurant Management Co. Ltd	Subsidiary (65.00%)	Full	The Company was not subject to an audit	-	31 December 2012
AmRest Finance S.L.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2012
AmRestavia S.L.U.	Subsidiary (76.27%)	Full	The Company was not subject to an audit	-	31 December 2012
Restauravia Grupo Empresarial S.L.	Subsidiary (76.27%)	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 2012

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

La Tagliatella Asia Pacific LLC	Subsidiary (76.27%)	Full	The Company was not subject to an audit	-	31 December 2012
La Tagliatella International Kft	Subsidiary (76.27%)	Full	The Company was not subject to an audit	-	31 December 2012
La Tagliatella Financing Kft	Subsidiary (76.27%)	Full	The Company was not subject to an audit	-	31 December 2012
Restauravia Food S.L.U.	Subsidiary (76.27%)	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 2012
Pastificio Service S.L.U.	Subsidiary (76.27%)	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 2012
Pastificio Restaurantes S.L.U.	Subsidiary (76.27%)	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 2012
Tagligat S.L.U.	Subsidiary (76.27%)	Full	The Company was not subject to an audit	-	31 December 2012
Pastificio S.L.U.	Subsidiary (76.27%)	Full	The Company was not subject to an audit	-	31 December 2012
AmRest Restaurants (India) Private Limited	Subsidiary (76.27%)	Full	The Company was not subject to an audit	-	31 December 2012
AmRest GmbH	Subsidiary (76.27%)	Full	The Company was not subject to an audit	-	31 December 2012

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

AmRest SAS	Subsidiary (76.27%)	Full	The Company was not subject to an audit	-	31 December 2012
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 2012
AmRest Capital Zrt	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2012
AmRest Finance Zrt	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2012
AmRest Ukraina t.o.w.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2012
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.	31 December 2013
Bécsi út.13. Kft	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2012
AmRest EOOD	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2012
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 2012
AmRest Acquisition Subsidiary Inc.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2012
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 2012
AmRest Kávézó Kft	Subsidiary (82.00%)	Full	PricewaterhouseCoopers Kft, Hungary (only statutory audit)	Unqualified opinion for the statutory purpose.	31 December 2012
AmRest d.o.o.	Subsidiary (60.00%)	Full	The Company was not subject to an audit	-	31 December 2012
AmRest Adria 2 d.o.o.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2012
AmRest Services Sp. z o.o. SKA	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2012
AmRest LLC	Subsidiary (100.00%)	Full	PricewaterhouseCoopers LLC, USA	Opinion for the purpose of the audit of the consolidated financial statements of the Group, unqualified.	30 December 2012

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

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 2012
AmRest Services Sp. z o.o.*	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2012
AmRest Work Sp. z o.o.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2012
AmRest Adria d.o.o.	Subsidiary (100.00%)	Full	The Company was not subject to an audit	-	31 December 2012
La Tagliatella LLC	Subsidiary (76.27%)	Full	The Company was not subject to an audit	-	31 December 2012
Blue Horizon Hospitality Group PTE Ltd.	Subsidiary (51.20%)	Full	The Company was not subject to an audit	-	31 December 2012
Bigsky Hospitality Group Ltd.	Subsidiary (51.20%)	Full	The Company was not subject to an audit	-	31 December 2012
New Precision Ltd.	Subsidiary (51.20%)	Full	The Company was not subject to an audit	-	31 December 2012
Horizon Group Consultants (BVI)	Subsidiary (51.20%)	Full	The Company was not subject to an audit	-	31 December 2012
Frog King Food & Beverage Management Ltd.	Subsidiary (51.20%)	Full	The Company was not subject to an audit	-	31 December 2012
Blue Frog Food & Beverage Management Ltd.	Subsidiary (51.20%)	Full	The Company was not subject to an audit	-	31 December 2012
Shanghai Kabb Western Restaurant Ltd.	Subsidiary (49.92%)	Full	The Company was not subject to an audit	-	31 December 2012

**on 1 March 2012, the name of Rodeo Drive Sp. z o.o. was changed to AmRest Services Sp. z o.o.*

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

As at 31 December 2012, 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 2012
BTW Sp. z o.o.	Associate (25.50%)	Equity accounting method	The Company was not subject to an audit	-	31 December 2012

- i. During the financial year, the following changes took place in the scope of consolidation:
- in March 2012 the companies AmRest GmbH, AmRest Work Sp. z o.o., BTW Sp. z o.o. were established;
 - in April 2012 the companies AmRest SAS, La Tagliatella LLC were established;
 - in August 2012 the company AmRest Adria 2 d.o.o. was established;
 - in November 2012 the companies AmRest Restaurant Management Co. Ltd., La Tagliatella Asia Pacific LLC, La Tagliatella International Kft, La Tagliatella Financing Kft, AmRest Services Sp. z o.o. SKA were established;
 - in December 2012 there was acquisition of companies Blue Horizon Hospitality Group PTE Ltd., Bigsky Hospitality Group Ltd., New Precision Ltd., Horizon Group Consultants (BVI), Frog King Food & Beverage Management Ltd., Blue Frog Food & Beverage Management Ltd., Shanghai Kabb Western Restaurant Ltd.
- j. The Parent Company is an issuer of securities admitted to trading on the Warsaw Stock Exchange and in accordance with the requirements of the Accounting Act prepares the consolidated financial statements in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union.

AmRest Holdings SE Group
Report on the audit of the consolidated financial statements
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II. Information about the audit

- a. The audit of the consolidated financial statements as at and for the year ended 31 December 2012 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 Adrian Karaś (no. 12194).
- 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 following periods:
 - interim audit from 12 to 23 November 2012;
 - final audit from 28 January to 19 March 2013, at intervals.

AmRest Holdings SE Group
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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 2012 (selected lines)

	31.12.2012 PLN '000	31.12.2011* PLN '000	Change		Structure	
			PLN '000	(%)	31.12.2012 (%)	31.12.2011* (%)
ASSETS						
Non-current assets	2,175,994	2,330,223	(154,229)	(6.6)	85.5	88.9
Current assets	370,469	291,558	78,911	27.1	14.5	11.1
Total assets	2,546,463	2,621,781	(75,318)	(2.9)	100.0	100.0
EQUITY AND LIABILITIES						
Share capital	714	714	-	-	-	-
Other reserves	610,764	568,254	42,510	7.5	24.0	21.7
Retained earnings	242,805	151,878	90,927	59.9	9.5	5.8
Foreign exchange differences on translation	18,116	136,373	(118,257)	(86.7)	0.7	5.2
Non-controlling interests	197,367	155,527	41,840	26.9	7.8	5.9
Liabilities	1,476,697	1,609,035	(132,338)	(8.3)	58.0	61.4
Total equity and liabilities	2,546,463	2,621,781	(75,318)	(2.9)	100.0	100.0

CONSOLIDATED INCOME STATEMENT
for the financial year ended 31 December 2012 (selected lines)

	2012 PLN '000	2011* PLN '000	Change		Structure	
			PLN '000	(%)	2012 (%)	2011* (%)
Revenue from restaurants, franchise and other operations	2,353,353	1,921,779	431,574	22.5	100.0	100.0
Profit from operations	175,663	90,778	84,885	93.5	7.5	4.7
Profit before tax	113,762	43,549	70,213	161.2	4.8	2.2
Net profit	97,893	62,628	35,265	56.3	4.2	3.3

AmRest Holdings SE Group
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III. The Group's results, financial position and significant items of the consolidated financial statement (cont.)

CONSOLIDATED COMPREHENSIVE INCOME STATEMENT
for the financial year ended 31 December 2012 (selected lines)

			Change		Structure	
	2012 PLN '000	2011* PLN '000	PLN '000	(%)	2012 (%)	2011* (%)
Net profit	97,893	62,628	35,265	56.3	4.2	3.3
Other comprehensive income, net	(92,358)	74,935	(167,293)	<(100)	(3.9)	3.9
Total comprehensive income	5,535	137,563	(132,028)	(96.0)	0.3	7.2

**Restated data*

Selected ratios characterizing the Group's financial position and results

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

	2012	2011*
Profitability ratios		
- net profit margin	4.2%	3.3%
- return on capital employed	9.4%	7.1%
Liability ratios		
- gearing	58.0%	61.4%
- payables turnover	22 days	21 days
	31.12.2012	31.12.2011*
Liquidity ratios		
- current ratio	0.7	0.7
- quick ratio	0.6	0.6

**Calculations based on restated data*

The above ratios have been calculated on the basis of the 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.

AmRest Holdings SE Group
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III. The Group'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 2.4% in the audited year (4.6% in 2011).

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 2011, 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 forty six subsidiaries (including forty six 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 twenty nine subsidiaries (including twenty nine consolidated subsidiaries); one associated entity 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 2,546,463 thousand. During the year total assets decreased by PLN 75,318 thousand, i.e. by 2.9%. This decrease resulted mainly from a decrease in loans and borrowings (of PLN 123,820 thousand) and a decrease in translation reserve (of PLN 118,257 thousand), while achieving the net profit (of PLN 97,893 thousand). At the same time non-controlling interests increased by PLN 41.840 thousand.
- As at 31 December 2012, long-term loans and borrowings amounted to PLN 611,107 thousand and comprised bank loans of PLN 461,610 thousand and bonds of PLN 149,497 thousand. A decrease in long-term loans and borrowings as compared to the previous year resulted mainly from the repayment of tranche B of a bank loan in the amount of PLN 170,000 thousand.
- The Group's total revenue from continued operations amounted to PLN 2,353,353 thousand and increased by 22.5% 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 (63.8% of the total revenue) and in countries from the Western Europe and new markets La Tagliatella (22.8% of the total revenue). The results achieved in the U.S. market have been classified as discontinued in accordance with IFRS 5.
- During the financial year the Group sold operating assets of Applebee's restaurants and achieved profit from the transaction amounting to PLN 67.621 thousand.

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

- The costs of restaurant operations increased by PLN 383,152 thousand, i.e. 24.3% compared with the previous year. The largest component of the restaurant expenses was the cost of food in the amount of PLN 705,735 thousand, which constituted 35.7% of the total costs of restaurant operations. The cost of food increased by PLN 134,645 thousand, i.e. 23.6% compared to the previous year.
- The profitability ratio measured by net profit and return on capital employed ratio amounted to 4.2% and 9.4% respectively and increased comparing to previous year, when amounted to 3.3% and 7.1% respectively.

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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 2011 were approved by Resolution no. 5 passed by the General Shareholders' Meeting of the Parent on 21 June 2012, filed with the National Court Register in Wrocław on 11 July 2012 and published in *Monitor Polski B* No. 3155 on 30 November 2012.
- k. The consolidated financial statements for the previous year were audited by PricewaterhouseCoopers Sp. z o.o. The registered auditor issued an unqualified opinion.
- 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.

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IV. The independent registered auditor's statements (cont.)

- m. The information in the Group Directors' Report for the year ended 31 December 2012 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).

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for the year ended 31 December 2012

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 SE, pl. Grunwaldzki 25-27, Wrocław, as its Parent Company. The consolidated financial statements were signed by the Parent Company's Management Board on 19 March 2013.

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 19 March 2013, 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:

Adrian Karaś

Group Registered Auditor, Key Registered Auditor
No. 12194

Wrocław, 19 March 2013