

Draft resolutions to be voted on Extraordinary General Meeting of AmRest Holdings SE on 21st September 2015.

**Resolution No. 1
of the Extraordinary General Meeting of AmRest Holdings SE (the
“Company”) with its registered seat in Wroclaw, of 21st September 2015
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 8th 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.

**Resolution No. 2
of the Extraordinary General Meeting of AmRest Holdings SE (the
“Company”) with its registered seat in Wroclaw, of 21st September 2015
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 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 resolutions on the changes in composition of the Supervisory Board.
- 7) Adoption of a resolution on covering the costs of convening and holding the Extraordinary General Meeting by the Company.
- 8) Closing of the Meeting.

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

Resolution No. 3
of the Extraordinary General Meeting of AmRest Holdings SE (the
“Company”) with its registered seat in Wroclaw, of 21st September 2015
on revocation of the Supervisory Board member

Pursuant to art. 385§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(3) of the Company’s Statute, the General Meeting of Shareholders resolves to revoke of the Company’s Supervisory Board.

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

Resolution No. 4
of the Extraordinary General Meeting of AmRest Holdings SE (the
“Company”) with its registered seat in Wroclaw, of 21st September 2015
on appointment of the Supervisory Board member

Pursuant to art. 385§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(3) of the Company’s Statute, the General Meeting of Shareholders resolves to appoint as a member of the Company’s Supervisory Board.

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

Resolution No. 5
of the Extraordinary General Meeting of AmRest Holdings SE (the
“Company”) with its registered seat in Wroclaw, of 21st September 2015
on covering the costs of convening and holding the Extraordinary General
Meeting by the Company

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.

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