

Amended agenda of the Extraordinary General Meeting of AmRest Holdings SE

The agenda of the Extraordinary General Meeting of AmRest convened for September 21st, 2015, 11am, amended based on motions received from the shareholders (RB 150/2015 dated September 1st, 2015):

- 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.

Accordingly, amended draft of EGM Resolution No. 2 is presented below:

**Resolution No. 2
of the Extraordinary General Meeting of AmRest Holdings SE (the "Company")
with its registered seat in Wrocław, 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 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.

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

The draft resolutions proposed by shareholders are as follows:

**Resolution No. [...]
of the Extraordinary General Meeting of AmRest Holdings SE (the "Company")
with its registered seat in Wrocław of 21st September, 2015
on fixing the remuneration of the Supervisory Board members**

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 gross monthly.

§ 2

The remuneration will be payable from 1 (first) October 2015 r.

§ 3

All previous resolutions adopted by the General Meeting on fixing remuneration of the Supervisory Board members expire.

§ 4

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

**Resolution No. [...]
of the Extraordinary General Meeting
of AmRest Holdings SE (the "Company") with its registered seat in Wrocław of 21st 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 persons.

§ 2

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

Resolution No. [...]
of the Extraordinary General Meeting
of AmRest Holdings SE (the "Company") with its registered seat in Wrocław of 21st September,
2015
on the election of the Supervisory Board members in 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) the shareholder(s) being members of a group adopted a resolution on appointment as a Supervisory Board member in a group voting.

§2

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