

Amended agenda of the Annual General Meeting of AmRest Holdings SE

The agenda of the Annual General Meeting of AmRest convened for May 19th, 2015, 11am, amended based on WP Holdings VII B.V. motion (RB 55/2015 dated April 29th, 2015):

- 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 2014.
- 7) Examination of the Company's financial statements for the financial year 2014 and the consolidated financial statements in the financial year 2014.
- 8) Examination of the Supervisory Board report for the financial year 2014.
- 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 2014,
 - b) approving the Company's financial statement for the financial year 2014 and the consolidated financial statements of AmRest Holdings SE capital group for the financial year 2014,
 - c) regarding the covering of the Company's loss for the financial year 2014.
- 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 2014.
- 11) Adoption of a resolution on the authorization of Company's Management Board to acquire Company's own shares and on the reserve capital for the acquisition of own shares under Art. 362 § 1 (8) of the Code of Commercial Companies.
- 12) Adoption of resolution regarding revocation and appointment of the Supervisory Board member.
- 13) Adoption of a resolution on fixing the remuneration of the Supervisory Board members.
- 14) Closing of the Meeting.

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

**Resolution No. 2
of the Annual General Meeting
of AmRest Holdings SE (the "Company") with its registered seat
in Wrocław, of 19 May 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 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 2014.
- 7) Examination of the Company's financial statements for the financial year 2014 and the consolidated financial statements in the financial year 2014.
- 8) Examination of the Supervisory Board report for the financial year 2014.
- 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 2014,
 - b) approving the Company's financial statement for the financial year 2014 and the consolidated financial statements of AmRest Holdings SE capital group for the financial year 2014,
 - c) regarding the covering of the Company's loss for the financial year 2014.
- 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 2014.
- 11) Adoption of a resolution on the authorization of Company's Management Board to acquire Company's own shares and on the reserve capital for the acquisition of own shares under Art. 362 § 1 (8) of the Code of Commercial Companies.
- 12) Adoption of resolution regarding revocation and appointment of the Supervisory Board member.
- 13) Adoption of a resolution on fixing the remuneration of the Supervisory Board members.
- 14) Closing of the Meeting.

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