

**Draft resolutions to be voted on Extraordinary General Meeting of AmRest Holdings SE
on 21st September 2016.**

**Resolution No. 1
of the Extraordinary General Meeting of AmRest Holdings SE (the "Company")
with its registered seat in Wrocław, of 21st September 2016
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 Wrocław, of 21st September 2016
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 the changes in resolution no.7 of the Annual General Meeting, of 19th May 2015 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.
- 7) 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 Wrocław, of 21st September 2016 on the changes in resolution no. 7 of the Annual General
Meeting, of 19th May 2015 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.**

Acting under Art. 362 § 1 (8), Art. 362 § 2 of the Code of Commercial Companies and § 18sec. 2 of the Company's Statute with regards to art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for European Company (SE), it is resolved as follows:

§1

General Meeting hereby amends § 2 (2) of Resolution No. 7 of the Annual General Meeting of 19th May 2015 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 pursuant to art. 362 § 1 (8) of the Code of Commercial Companies, repealing it and giving it new wording as follows:

"2) the purchase price per Own Share shall not be less than 24 (twenty four) PLN nor more than 500 (in words: five hundred) PLN;"

§2

Other provisions of Resolution No. 7 of the Annual General Meeting of 19th May 2015 remain unchanged.

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