

**Draft resolutions to be voted on the Extraordinary General Meeting of AmRest Holdings SE on 15 October 2014.**

**Resolution No. 1  
of the Extraordinary General Meeting  
of AmRest Holdings SE (the “Company”) with its registered seat in  
Wroclaw, of 15 October 2014  
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 8<sup>th</sup> 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 15 October 2014  
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 the resolution on the amendment of the resolution No. 16 of the Annual General Meeting of 10 June 2011 regarding the authorization of the Company’s Management Board to acquire Company’s own shares and the establishment of a reserve capital for the acquisition of own shares under Art. 362 § 1(8) of the Code of Commercial Companies
- 15) 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 15 October 2014  
on the amendment of the resolution No. 16 of the Annual General Meeting  
of 10 June 2011 regarding the authorization of the Company’s Management  
Board to acquire Company’s own shares and the establishment of a 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 §18 sec. 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:

General Meeting hereby amends the resolution No. 16 of the Annual General Meeting of 10 June 2011 regarding the authorization of Company’s Management Board to acquire Company’s own shares and the establishment of a reserve capital for the acquisition of own shares under Art. 362 § 1.8 of the Code of Commercial Companies, in such way that it deletes entirely § 2.6 of this resolution, regarding the Company’s obligation to divest Own Shares to entitled participants of incentive management stock option plans within 45 days from the date of acquisition of Own Shares by the Company. The remaining text of the resolution No. 16 of 10 June 2011 remains unchanged.

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