

Draft resolutions to be voted on the Annual General Meeting of AmRest Holdings SE to be held on 10 June 2011.

**Resolution No. 1
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 10 June 2011
on the election of Chairperson of the General Meeting**

Pursuant to Art. 409 § 1 of the Code of Commercial Companies 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 Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 10 June 2011
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 Chairman of the Annual General Meeting.
- 3) Taking the attendance register.
- 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.
- 6) Passing of a resolutions adopting the Rules of Procedure for the General Meeting.
- 7) Consideration of the Directors' Report on the operation of the Company and the AmRest Holdings SE group in the financial year 2010.
- 8) Consideration of the Company's financial statements for the financial year 2010 and the consolidated financial statements for the financial year 2010.
- 9) Consideration of the Report of the Supervisory Board for the financial year 2010.
- 10) Adoption of resolutions:
 - a) approving the Directors' Report on the Operation of the Company and the AmRest Holdings SE group in the financial year 2010,
 - b) approving the Company's financial statements for the financial year 2010 and the consolidated financial statements for the financial year 2010,
 - c) regarding distribution of the Company's profit for the financial year 2010.
- 11) Adoption of a resolution on the acknowledgement of the fulfilment of duties entrusted to Members of the Management Board and the Supervisory Board in the financial year 2010.
- 12) Adoption of resolutions appointing the Supervisory Board members.
- 13) Adoption of resolutions fixing the remuneration of the Supervisory Board members.
- 14) Adoption of a resolutions amending the Company's Statute.
- 15) Adoption of a resolution establishing the consolidated text of the Company's Statute.
- 16) Closing of the Meeting.

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

**Resolution No. 3
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 10 June 2011**

on the adoption of the amendment to the Rules of Procedure of the General Meeting – sec. 5(3)

The General Meeting resolves to adopt the amendment to sec. 5(3) of the Rules of Procedure of the General Meeting, which shall read as follows:

"The register of attendance shall specify:

- a) the full (business) name of each shareholder, and where a shareholder is represented by a proxy, also the full name of the proxy;
- b) the number of shares held by the shareholder and the number of votes attached to the shares."

This resolution comes into force on the day of closing of this General Meeting.

**Resolution No. 4
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 10 June 2011**

on the adoption of the amendment to the Rules of Procedure of the General Meeting – sec. 5(4)

The General Meeting resolves to adopt the amendment to sec. 5(4) of Rules of Procedure of the General Meeting, which shall read as follows:

"Appeals against the right to attend the General Meeting shall be made to the Chairman of the Meeting. Final decisions in this respect shall be made by the General Meeting."

This resolution comes into force on the day of closing of this General Meeting.

The General Meeting obliges the Management Board of the Company to prepare the unified version of the Rules of Procedure of the General Meeting.

**Resolution No. 5
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 10 June 2011**

on the approval of the Directors' Report on the activity of the Company and the AmRest Holdings SE capital group in the financial year 2010

Acting pursuant to Art. 393(1) and Art. 395 § 2(1) of the Code of Commercial Partnerships and 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 European Company (SE) as well as § 14(2)(a) of the Company's Statute, the General Meeting, following a discussion, approves the Directors' Report on the activity of the Company and the Directors' Report on the activity of AmRest Holdings SE capital group in the financial year 2010.

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

**Resolution No. 6
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 10 June 2011
on the approval of the Company's Financial Statements and Consolidated Financial Statements for the
financial year 2010**

Acting pursuant to Art. 393(1) and Art. 395 § 2(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 European Company (SE) as well as § 14(2)(a) of the Company's Statute, the General Meeting, following a discussion, resolves to approve:

- 1) the Company's Financial Statements for the financial year 2010, comprising:
 - the income statement for the period from 1 January to 31 December 2010, showing a net profit of PLN 2 842 000;
 - the statement of comprehensive income for the period from 1 January to 31 December 2010, showing a total comprehensive income of PLN 2 842 000,
 - the balance sheet prepared as of 31 December 2010, showing total assets and total liabilities & equity of PLN 809 588 000;
 - the statement of cash flows for the period from 1 January to 31 December 2010, showing a net decrease in cash and cash equivalents of 75 728 000 PLN ;
 - the statement of changes in equity for the period from 1 January to 31 December 2010, showing an increase in equity of PLN 313 498 000;
 - notes to the Financial Statements and additional information;
- 2) the Consolidated Financial Statements of the AmRest Holdings SE capital group for the financial year 2010, comprising:
 - the consolidated income statement for the period from 1 January to 31 December 2010, showing a net profit of PLN 39 996 000;
 - the statement of comprehensive income for the period from 1 January to 31 December 2010, showing a total comprehensive income of PLN 47 545 000;
 - the consolidated statement of financial position as of 31 December 2010, showing total assets and total liabilities & equity of PLN 1 368 959 000;
 - the consolidated statement of cash flows for the period from 1 January to 31 December 2010, showing a net increase in cash and cash equivalents of PLN 85 282 000;
 - the consolidated statement of changes in equity for the period from 1 January to 31 December 2010, showing an increase in equity by PLN 363 139 000;
 - notes to the Consolidated Financial Statements and additional information.

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

**Resolution No. 7
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 10 June 2011
on the distribution of the Company's profit generated in year 2010**

Acting pursuant to Art. 395 § 2(2) 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 European

Company (SE) and § 14(2)(b) of the Company's Statute, the General Meeting resolves that the Company's loss generated in the financial year 2009 is partly covered by total amount of Company's profit of PLN 2.842.000,00 generated in the financial year 2010.

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

**Resolution No. 8
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 10 June 2011
on the release of liability for the exercise of their respective duties for the financial year 2010 of the
Members of the Management Board and the Supervisory Board**

Acting pursuant to Art. 393(1) and Art. 395 § 2(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 European Company (SE) as well as § 14(2)(c) of the Company's Statute, the General Meeting resolves:

To release of liability for the exercise of respective duties of:

- 1) Members of the Company's Management Board:
 - Mr. Wojciech Mroczyski in the period from 1 January 2010 to 31 December 2010;
 - Mr. Jacek Trybuchowski in the period from 1 January 2010 to 12 January 2010;
 - Mr. Piotr Boliński in the period from 13 January 2010 to 31 December 2010;
 - Mr. Mark R. Chandler in the period from 16 December 2010 to 31 December 2010;
 - Mr. Drew O'Malley in the period from 16 December 2010 to 31 December 2010
- 2) Members of the Company's Supervisory Board:
 - Mr. Donald Kendall Sr. in the period from 1 January 2010 to 30 June 2010;
 - Mr. Donald Kendall Jr. in the period from 1 January 2010 to 30 June 2010;
 - Mr. Przemysław Aleksander Schmidt in the period from 1 January 2010 to 31 December 2010;
 - Mr. Jan Sykora in the period from 1 January 2010 to 31 December 2010;
 - Mr. Henry McGovern in the period from 1 January 2010 to 31 December 2010;
 - Raimondo Eggink in the period from 30 June 2010 to 31 December 2010;
 - Mr. Joseph P. Landy in the period from 30 June 2010 to 31 December 2010;
 - Mr. Robert Feuer in the period from 30 June 2010 to 31 December 2010;
 - Mr. Jacek Kseń in the period from 30 June 2010 to 31 December 2010.

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

**Resolution No. 9
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland
of 10 June 2011
on appointment of the Supervisory Board member**

Pursuant to art. 385§1 of the Code of Commercial Companies and §9 sec. 3 of the 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) the General Meeting of Shareholders resolves to appointas the Member of the Company's Supervisory Board.

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

Resolution No. 10
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland
of 10 June 2011
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 European Company (SE) and §9 sec. 5 of the Statute the General Meeting of Shareholders resolves to determine the remuneration of members of the Supervisory Board in the amount of zł.

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

Resolution No. 11
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland
of 10 June 2011
on amending the Company's Statute

Acting under Art. 430 § 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 European Company (SE), it is resolved as follows:

- § 4(1) of the Statute shall read as follows:

"The Management Board of the Company shall be authorized to carry out, during a period ending no later than by 1 December 2014, one or more increases in the share capital, by a total amount no greater than EUR 16 000 (sixteen thousand euro) – the authorized share capital."

This Resolution shall come into effect as of 1 December 2011.

Resolution No. 12
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland
of 10 June 2011
on amending the Company's Statute

Acting under Art. 430 § 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 European Company (SE), it is resolved as follows:

- § 4(3) of the Statute shall read as follows:

"Resolutions of the Management Board related to any issue connected with increasing the Company's share capital within the amount of the authorized share capital, including the setting of the issue price and the issuing of shares in exchange for contributions in kind, shall require the consent of the Supervisory Board. The restrictions determined in the preceding sentence shall not apply to any increases in the Company's share capital for purposes related to the exercise of stock options granted under any incentive management stock option plan to employees, including

members of the Management Board of the Company or its subsidiaries, previously approved by the General Meeting or the Supervisory Board.”

This Resolution shall come into effect on the day of its entry in the Register by the Register Court.

**Resolution No. 13
of the Annual General Meeting
of AmRest Holdings SE (the “Company”) of Wrocław, Poland
of 10 June 2011
on amending the Company’s Statute**

Acting under Art. 430 § 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 European Company (SE), it is resolved as follows:

- § 4(4) of the Statute shall read as follows:

“Within the boundaries of the authorised share capital, the Management Board shall be authorised to deprive, whether in full or in part, of the pre-emptive right to shares upon consent of the Supervisory Board. The consent referred to in the first sentence shall be given in a resolution adopted by a majority of four fifths of the votes of Supervisory Board members. Furthermore, the consent referred to in the first sentence shall be given under the condition that the proceeds of the share issue are exclusively used for acquiring another undertaking or shares in an undertaking or on the condition that the shares are issued as payment for an acquired undertaking or shares in an acquired undertaking. The limitations referred to in the third sentence shall not apply to any increases in the Company’s share capital for purposes related to the exercise of stock options granted under any incentive management stock option plan to employees, including members of the Management Board of the Company or its subsidiaries, previously approved by the General Meeting or the Supervisory Board.”

This Resolution shall come into effect on the day of its entry in the Register by the Register Court.

**Resolution No. 14
of the Annual General Meeting
of AmRest Holdings SE (the “Company”) of Wrocław, Poland
of 10 June 2011
on establishing the consolidated text of the Company’s Statute.**

In connection with resolution No. 11-13 of the Annual General Meeting of AmRest Holdings SE of 10 June 2011, pursuant to Art. 430§5 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 European Company (SE) it is resolved to authorize the Supervisory Board of the Company to establish the consolidated text of the Company’s Statute.