

**RULES OF PROCEDURE
OF THE GENERAL MEETING OF SHAREHOLDERS
OF AMREST HOLDINGS SPÓŁKA EUROPEJSKA
HAVING ITS REGISTERED OFFICE AT WROCŁAW, POLAND**

The Rules of Procedure of the General Meeting of Shareholders (the "General Meeting") of the company operating under the business name of AmRest Holdings Spółka Europejska (the "Company"), having its registered office at Wrocław, Poland, adopted on 30 June 2010.

INTRODUCTORY PROVISIONS

§ 1

1. The Company's General Meeting shall act in accordance with the laws in force, the provisions of the Company's Articles of Association and these Rules of Procedure.
2. These Rules of Procedure set forth the principles of operation of the Company's General Meeting, including organisation of its proceedings and adoption of resolutions.
3. These Rules of Procedure shall be adopted by resolution of the Company's General Meeting.

CONVENTION OF GENERAL MEETINGS

§ 2

1. General Meetings shall be convened by the Company's Management Board according to the procedure and the principles defined in the Code of Commercial Companies or the Company's Articles of Association.
2. General Meetings shall be held at the Company's registered office or in Warsaw, at the time and place designated by the Company's Management Board in the announcement convening the Meeting.

§ 3

The organization and preparation of a General Meeting in accordance with the relevant laws and the Company's Articles of Association shall be a responsibility of the Management Board.

PARTICIPATION IN A GENERAL MEETING AND RULES OF ELECTRONIC COMMUNICATION WITH THE COMPANY CONNECTED WITH A GENERAL MEETING.

§ 4

1. Only the persons being the shareholders on the record date of the General Meeting (16 days before a General Meeting Date) are entitled to participate in a General Meeting.
2. Shareholders may participate in General Meetings and exercise their voting rights personally (shareholders not being natural persons – through persons authorized to make declarations of will

on their behalf) or through proxy. A proxy to participate in a General Meeting of a public company and exercise the voting rights shall be given in writing or electronically. Granting a proxy in electronic form does not require electronic secure signature. A proxy shall be drawn up in Polish or English language and may be sent to the Company before a General Meeting in electronic version in a form of scanned proxy in PDF format with a signature of principal to the e-mail address: wza@amrest.eu. A proxy made by a foreign person in a foreign language other than English shall be accompanied by its translation into Polish drawn up by a sworn translator. Representatives of domestic or foreign legal persons shall present current excerpts from the relevant court or other registers (dated not more than three months earlier), identifying the natural persons authorized to represent such legal persons. A proxy or a copy of a proxy drawn up by a shareholder shall be appended to the Minute Book and shall not be returnable.

3. Shareholders and proxies shall have with themselves ID document with a photograph.
4. A shareholder who has filed share documents with the Company's registered office may request a certificate of their submission.
5. The list of shareholders authorized to participate in a General Meeting shall be available for inspection at the Company's registered office for the three business days immediately preceding the date of the General Meeting (from 9.00 a.m. to 4.00 p.m) and at the venue for and during the Meeting.
6. The Company's Management Board enables electronic contact with the Company exclusively by e-mail address: wza@amrest.eu. Shareholders using this communication method may send in particular requests to place a matter on the agenda of the General Meeting, draft resolutions of the General Meeting, the questions connected with the agenda of the General Meeting and the notices regarding granting or cancellation of the power of attorney. Using this form of communication does not require electronic secure signature.
7. The person communicating with the Company shall prove Shareholder status or right to participate in the General Meeting. It is required to send an e-mail using e-mail address mentioned in sec. 6 with enclosed individual depositary share certificate or individual certificate confirming the right to participate in the General Meeting or the certificate mentioned in art. 406³§1 of the Code of Commercial Companies or certificate confirming that the person is entitled holder of registered shares. In addition a natural person shall send scanned copy of a ID document or passport, the legal entity or organizational unit with no legal personality – scanned copy of excerpt from relevant register.
8. Using electronic communication with the Company is solely at user's risk.

REGISTER OF ATTENDANCE

§ 5

1. The register of attendance shall be made on the basis of the list of shareholders authorized to attend the General Meeting compiled by the Management Board.

2. The following shall be done when compiling the register of attendance:
 - a) a check of whether the shareholder is on the list of persons authorized to attend the Company's General Meeting;
 - b) each shareholder's or proxy's identity shall be verified against a proof of identity or a copy of the relevant register;
 - c) the proxy of a person representing a shareholder shall be verified and appended to the register of attendance;
 - d) each shareholder or proxy shall be requested to affix his or her signature on the register of attendance;
 - e) each shareholder or proxy shall be issued with an appropriate ballot paper.
3. 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 (business) name of the proxy; upon the request of a shareholder or his proxy the register of attendance contains only the full (business) name of the proxy.
 - b) the number of shares held by the shareholder and the number of votes attaching to the shares.
4. The Management Board identifies a person, which fulfilled formal conditions to attend the General Meeting, resulting from binding provisions of law. The Management Board does not allow to attend the General Meeting only in cases which are not questionable.
5. After the register of attendance is made it shall be signed by the Chairperson of the General Meeting. The register of attendance shall be available during the General Meeting. The register of attendance shall be supplemented with the particulars of authorized persons arriving to attend the General Meeting while it lasts.
6. The register of attendance may be made in several equivalent copies.

OPENING OF A GENERAL MEETING AND ELECTION OF CHAIRPERSON

§ 6

1. The General Meeting shall be opened and conducted until the General Meeting Chairperson is elected by the Chairperson of the Supervisory Board or the person designated by him or her, and in the event of his or her absence by a Management Board Member or the person designated by him or her.
2. The person opening the General Meeting shall immediately order election of the Chairperson and until such Chairperson is elected shall preside over the Meeting, refraining from decisions regarding matters of substance or formal issues, except for regulatory matters necessary to commence the proceedings.
3. The General Meeting shall elect Chairperson of the General Meeting from among the candidates nominated by its participants.

4. The nominated candidates shall be put on the list of candidates for the function of Chairperson if they officially express their agreement to run for the function.
5. The list of candidates shall be compiled by the person who opened the Meeting. The list shall contain the full names of the candidates, after they make the declaration referred to in Sec. 4 above.
6. The Chairperson shall be elected by secret ballot, with each candidacy being voted on separately, in the alphabetical order.
7. The function of the Chairperson shall be entrusted to the candidate who has received the biggest number of valid votes and where several candidates have received the same number of votes, the vote shall be taken again.

RIGHTS AND DUTIES OF THE CHAIRPERSON

§ 7

1. The Chairperson shall conduct the proceedings efficiently, respecting the rights and interests of all the shareholders.
2. The Chairperson shall in particular:
 - a) ensure proper and smooth flow of proceedings;
 - b) give the floor to and take away the floor from General Meeting participants and determine the speaking order;
 - c) give order-related instructions and shall have the right to expel from the meeting room persons disturbing the proceedings;
 - d) put individual matters to the vote, ensure compliance with the voting rules and announce voting results;
 - e) resolve procedural issues, including those regarding interpretation of these Rules of Procedure;
 - f) cooperate with the notary public drawing up minutes of the Meeting.
3. The Chairperson may on his or her own order breaks in proceedings other than those agreed by the Meeting pursuant to the Code of Commercial Companies. The Chairperson shall order breaks taking account of the requirement that proceedings of the Meeting be capable of being completed on the day on which they are commenced.
4. The Chairperson may bring up for discussion matters of procedure regarding, for instance:
 - a) allowing non-shareholders into the meeting room, subject to § 10 of these Rules of Procedure;
 - b) motioning for a change in the order in which the items on the agenda are considered;
 - c) appointing the committees provided for in these Rules of Procedure;
 - d) methods to be applied to make an additional recording of the proceedings;
 - e) considering the motion and adopting a resolution on convening a Meeting.

5. In matters of procedure the Chairperson may on his or her own decide not to proceed further with a motion made.
6. The Chairperson's decisions on matters of procedure may be appealed against by Meeting participants to the General Meeting.
7. In order to ensure efficient performance of tasks the Meeting shall appoint, on a motion of the Chairperson, from among Meeting participants one or more secretaries, who shall perform tasks entrusted to them by the Chairperson. The Meeting shall appoint secretaries by resolution. Such resolution does not need to be on the agenda for the Meeting.
8. Without the consent of the General Meeting, the Chairperson shall not remove any item from the agenda.

THE RIGHT OF MEETING PARTICIPANTS TO ADDRESS THE MEETING AND TO REPLY

§ 8

A Meeting participant may, in respect of each item on the agenda and each matter of procedure, address the Meeting once and to reply to other participants' addresses once. An address may not last for more than five minutes and a reply – for more than three minutes. With a view to ensuring efficiency of proceedings, the Chairperson may shorten or lengthen the time set for an address or a reply by Meeting participants.

APPOINTMENT OF A VOTE COUNTING COMMITTEE

§ 9

1. The General Meeting may appoint a three-member Vote Counting Committee from among candidates nominated by Meeting participants.
2. The Vote Counting Committee shall:
 - a) ensure that proper voting procedures are followed;
 - b) supervise persons operating the vote-counting equipment;
 - c) determine voting results and submit them to the Chairperson for announcement;
 - d) perform other acts related to voting.
3. Where the Vote Counting Committee has discovered a voting irregularity, it shall report it to the Chairperson, making its recommendations as to further steps to be taken.

PARTICIPATION OF MEMBERS OF THE MANAGEMENT BOARD, MEMBERS OF THE SUPERVISORY BOARD AND OTHER PERSONS IN GENERAL MEETINGS

§10

1. Members of the Management Board or the Supervisory Board may attend and address the Meeting without an invitation.
2. A Meeting may also be attended by other persons invited by the body convening the Meeting, for instance legal or financial advisors, auditors, experts, Company employees.

3. The Chairperson may give the floor to members of the Management Board, members of the Supervisory Board or invited persons out of turn.
4. Members of the Management Board, members of the Supervisory Board and the Company's auditor shall, within their area of competence and within the scope required to settle the issues discussed by the General Meeting, provide Meeting participants with explanations and information related to the Company, subject to the requirement that questions asked by Meeting participants shall be answered taking account of the duties of public companies arising from the Law on Public Trade in Securities.

PROCEEDINGS AND VOTING

§ 11

1. After the register of attendance has been signed and verified the Chairperson shall put the agenda to the vote in open voting.
2. A resolution on abandoning consideration of an item on the agenda may only be passed if based on important and matter-of-fact reasons. A motion on such matter shall be substantiated in detail by the mover.
3. Removal from the agenda or abandonment of an item put on the agenda shall require a resolution of the General Meeting, with no objection raised by any of the shareholders present.

§ 12

1. The General Meeting shall make decisions in the form of resolutions adopted in open voting, subject to Sec. 2 and § 6(6) of these Rules of Procedure.
2. A secret ballot shall be ordered in the case of election and voting on motions to remove members of the company's authorities or liquidators, or to hold such persons liable and motions concerning personal issues. Furthermore a secret ballot shall be ordered at the request of at least one shareholder from among those present or represented at the General Meeting. The General Meeting may adopt a resolution repealing the secrecy of vote on matters concerning the election of a committee by the General Meeting.
3. The draft resolution shall be read out prior to the vote. Where the text of the draft resolution is extensive, references may be made to the text, provided that its copy has been distributed to all the participants of the General Meeting.
4. A vote may be taken by means of electronic technology. The selected system shall ensure that the number of votes cast corresponds to the number of shares held and shall enable voting for or against a resolution or motion. In the case of a secret ballot the system shall prevent determination of how individual shareholders voted.
5. The voting technique may be changed in the following circumstances:
 - a) in the case of open voting if fewer than five persons participate in the Meeting;

- b) in the event of a failure of the electronic voting equipment that cannot be fixed for more than 30 minutes and the Meeting does not adjourn its proceedings as provided for in the Code of Commercial Companies.
6. A shareholder who does not wish to participate in a given vote shall officially register his or her nonparticipation by means of the entry/exit control reader prior to the vote.
 7. The number of votes cast shall not include votes attaching to shares whose holders did not participate in the vote, abstained from voting or returned a blank or damaged ballot paper, in line with Art. 58 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (OJ L 294, 10/11/2001, p. 1).
 8. Votes cast by Meeting participants who voted with the same share for a motion or a resolution and at the same time against the motion or resolution shall be invalid.
 9. Where a shareholder votes in the same way from the same shares several times on one resolution or motion, only his or her first vote shall be counted.
 10. Resolutions of the General Meeting shall be passed by a majority of validly cast votes unless the relevant legal regulations or the Company's Articles of Association provide otherwise.
 11. The Chairperson of the General Meeting shall enable Meeting participants raising an objection against a resolution to briefly justify their position.

ELECTION OF MEMBERS OF THE SUPERVISORY BOARD

§ 13

1. Shareholders shall nominate candidates for members of the Supervisory Board orally or in writing.
2. A nomination of a person as a member of the Supervisory Board shall be justified in detail, in particular with information regarding the candidate's education and professional experience.
3. Prior to adopting resolutions on electing members of the Supervisory Board the General Meeting shall pass, where necessary, a resolution on the total number of members of the Supervisory Board.

VOTING BY SEPARATE GROUPS

§ 14

1. If within a period of time enabling the issue to be put on the agenda for the Meeting shareholders representing at least one fifth of the Company's initial capital submit a written motion for election at the next General Meeting of members of the Supervisory Board by voting by separate groups, such election shall be carried out in compliance with the following rules:
 - a) a member of the Supervisory Board shall be elected by a separate group of shareholders representing at the General Meeting at least the number of shares resulting from the division of the total number of shares represented at the Meeting by the number of the Supervisory Board members;

- b) shares, which create a separate group to elect a member of the Supervisory Board, does not vote in election of other members of the Supervisory Board;
- c) the Chairperson may order that for the duration of the vote by a group of shareholders the other General Meeting participants, who do not belong to the group, leave the meeting room;
- d) a Supervisory Board member shall be elected by a group by a simple majority of votes cast by the group;
- e) the notary public taking the minutes of the General Meeting shall draw up a voting record for each group;
- f) any Supervisory Board mandates not filled by the group (groups) of shareholders set up as provided for in Sec. a) above shall be filled by a vote held by all the shareholders who did not cast votes when Supervisory Board members were elected by separate groups.

ADJOURNMENT OF THE MEETING

§ 15

After all the items on the agenda have been dealt with the Chairperson shall adjourn the Meeting.

MINUTE-TAKING

§ 16

1. A notary public shall take minutes of the proceedings of the General Meeting. The minutes shall acknowledge the correctness of the procedure followed to convene the Meeting and its capability to adopt resolutions, shall specify all motions submitted, resolutions adopted, the number of votes cast for each resolution and objections raised. The minutes shall be appended to the register of attendance containing the signatures of General Meeting participants.
2. At the request of a General Meeting participant, his or her written statement shall be attached to the minutes.

FINAL PROVISIONS

§ 17

1. The titles of individual sections of these Rules of Procedure have been added for convenience only and shall not affect their interpretation.
2. Any amendments to these Rules of Procedure shall be made by a resolution of the General Meeting adopted by a majority of validly cast votes.