

APPENDIX NR 1 TO RB 42/2010

1. CHANGES REGARDING §4(1) OF THE STATUTE.

BZ WBK AIB ASSET MANAGEMENT S.A. PROPOSAL:

Resolution No. 11
of the Annual General Meeting of Shareholders
of AmRest Holdings SE (the "Company") of Wrocław, Poland
dated 30 June 2010
On amending the Company's Statute

Acting under Art. 430 § 1 of the Code of Commercial Companies, it is resolved as follows: That § 4(1) of the Statute shall read as follows:

"The Management Board of the Company may effect, by 30 June 2013, one or more increases in the share capital, amounting to a total of up to EUR 22,600 (twenty-two thousand six hundred) – the authorized share capital."

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

THE MANAGEMENT BOARD OF AMREST HOLDINGS SE PROPOSAL:

Resolution No. 11 A
(former resolution No. 22)
of the Annual General Meeting of Shareholders
of AmRest Holdings SE (the "Company") of Wrocław, Poland
dated 30 June 2010
On amending the Company's Statute

Acting under Art. 430 § 1 of the Code of Commercial Companies, it is resolved as follows: That § 4(1) of the Statute shall read as follows:

"The Management Board of the Company shall be authorised to carry out, during a period ending no later than by 1 December 2011, one or more increases in the share capital by a total amount no greater than 58 737,37 EUR (say: fifty eight thousand seven hundred seven and 37/100 Euro) – the authorised share capital."

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

2. CHANGES REGARDING §4(2) OF THE STATUTE.

BZ WBK AIB ASSET MANAGEMENT S.A. PROPOSAL:

Resolution No. 12
of the Annual General Meeting of Shareholders
of AmRest Holdings SE (the "Company") of Wrocław, Poland
dated 30 June 2010
On amending the Company's Statute

Acting under Art. 430 § 1 of the Code of Commercial Companies, it is resolved as follows: That § 4(2) of the Statute shall read as follows:

“The authorized share capital may only be used for the following purposes:

- a) To hold an additional subscription for shares as part of the performance of the Subscription Agreement of 22 April 2010 concluded between the Company and WP Holdings VII B.V.;
- b) To allocate shares to Company’s employees including members of the Management Board, of the Company or its subsidiaries under the Management Option Scheme, with a total maximum value of EUR 2,100 (two thousand and one hundred).”

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

3. CHANGES REGARDING §4(3) TO THE STATUTE.

BZ WBK AIB ASSET MANAGEMENT S.A. PROPOSAL:

Resolution No. 13
of the Annual General Meeting of Shareholders
of AmRest Holdings SE (the “Company”) of Wrocław, Poland
dated 30 June 2010
On amending the Company’s Statute

Acting under Art. 430 § 1 of the Code of Commercial Companies, it is resolved as follows: That § 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 authorised 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, subject to §4(4). 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 Meeting of Shareholders or Supervisory Board on the basis of resolutions of Supervisory Board adopted before 1 May 2010, in particular §4(4) shall not be applied.”

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

CHANGES RELATING TO THE PERFORMANCE OF THE SUBSCRIPTION AGREEMENT ENTERED INTO ON 22 APRIL 2010 BETWEEN AMREST HOLDINGS SE AND WP HOLDINGS VII B.V. OF AMSTERDAM, THE NETHERLANDS:

Resolution No. 14
of the Annual General Meeting of Shareholders
of AmRest Holdings SE (the “Company”) of Wrocław, Poland
dated 30 June 2010
On amending the Company’s Statute

Acting under Art. 430 § 1 of the Code of Commercial Companies, it is resolved as follows: That § 4(3) of the Statute shall read as follows:

“Resolutions of the Management Board regarding any issues related to increasing the Company’s share capital within the amount of the authorised 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 limitations resulting from the preceding sentence are not applicable to any increases in the Company’s share capital for purposes related to the exercise of share options under any motivational programmes for the staff or members of the bodies of the Company or companies from the Company’s capital group which increases have been previously approved by the Supervisory Board.”

This Resolution shall come into effect on the day of its adoption.

4. CHANGES REGARDING §4(4) OF THE STATUTE.

BZ WBK AIB ASSET MANAGEMENT S.A. PROPOSAL:

Resolution No. 15
of the Annual General Meeting of Shareholders
of AmRest Holdings SE (the “Company”) of Wrocław, Poland
dated 30 June 2010
On amending the Company’s Statute

Acting under Art. 430 § 1 of the Code of Commercial Companies, it is resolved as follows:

That in § 4(4) of the Statute, after the existing sentence the following sentences shall be added:

“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.”

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

5. CHANGES REGARDING §7(4) OF THE STATUTE.

BZ WBK AIB ASSET MANAGEMENT S.A. PROPOSAL:

Resolution No. 16
of the Annual General Meeting of Shareholders
of AmRest Holdings SE (the “Company”) of Wrocław, Poland
dated 30 June 2010
On amending the Company’s Statute

Acting under Art. 430 § 1 of the Code of Commercial Companies, it is resolved as follows: That § 7(4) of the Statute shall read as follows:

“The members of the Management Board shall be appointed for a period of three years.”

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

6. CHANGES REGARDING §9(3) OF THE STATUTE:

BZ WBK AIB ASSET MANAGEMENT S.A. PROPOSAL:

Resolution No. 17
of the Annual General Meeting of Shareholders
of AmRest Holdings SE (the “Company”) of Wrocław, Poland
dated 30 June 2010
On amending the Company’s Statute

Acting under Art. 430 § 1 of the Code of Commercial Companies, it is resolved as follows:

That § 9(3) of the Statute shall read as follows:

“Members of the Supervisory Board shall be appointed and removed by the General Meeting of Shareholders by a simple majority of votes.”

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

7. CHANGES REGARDING §9(4) OF THE STATUTE.

BZ WBK AIB ASSET MANAGEMENT S.A. PROPOSAL:

Resolution No. 18
of the Annual General Meeting of Shareholders
of AmRest Holdings SE (the “Company”) of Wrocław, Poland
dated 30 June 2010
On amending the Company’s Statute

Acting under Art. 430 § 1 of the Code of Commercial Companies, it is resolved as follows:

That § 9(4) of the Statute shall read as follows:

“The members of the Supervisory Board shall be appointed for a period of five years.”

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

8. CHANGES REGARDING §12(2) OF THE STATUTE:

CHANGES RELATING TO THE PERFORMANCE OF THE SUBSCRIPTION AGREEMENT ENTERED INTO ON 22 APRIL 2010 BETWEEN AMREST HOLDINGS SE AND WP HOLDINGS VII B.V. OF AMSTERDAM, THE NETHERLANDS:

Resolution No. 19
of the Annual General Meeting of Shareholders
of AmRest Holdings SE (the "Company") of Wrocław, Poland
dated 30 June 2010

On amending the Company's Statute

Acting under Art. 430 § 1 of the Code of Commercial Companies, it is resolved as follows:

The following subsections are added to § 12(2):

" (e) To assume a liability having the nature of a debt in any of the Company's financial years if such a debt exceeds the amount disclosed in the Company's annual business plan approved in accordance with § 12(1)(e) by more than 10% of the net value of the assets of the Company's capital group recognized in the consolidated balance sheet forming part of the most recent consolidated financial statements of the Company's capital group;

(f) To make an investment in any fixed assets (which mean any payments related to the acquisition of tangible fixed assets, intangible and legal assets or other fixed assets) if in any of the Company's financial years the value of such fixed assets exceeds any of the following levels: (i) 10% of the amount of the net assets of the Company's capital group disclosed in the consolidated balance sheet forming part of the most recent approved consolidated financial statements of the Company's capital group; or (ii) 10% over the amount projected in the Company's annual business plan approved in accordance with § 12(1)(e)."

This Resolution shall come into effect on the day of its adoption.

9. CHANGES REGARDING §16(1) OF THE STATUTE.

CHANGES RELATING TO THE PERFORMANCE OF THE SUBSCRIPTION AGREEMENT ENTERED INTO ON 22 APRIL 2010 BETWEEN AMREST HOLDINGS SE AND WP HOLDINGS VII B.V. OF AMSTERDAM, THE NETHERLANDS:

Resolution No. 20
of the Annual General Meeting of Shareholders
of AmRest Holdings SE (the "Company") of Wrocław, Poland
dated 30 June 2010

On amending the Company's Statute

Acting under Art. 430 § 1 of the Code of Commercial Companies, it is resolved as follows:

Subsection (f) in § 16(1) be deleted.

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

