

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 Michał RYPIŃSKI as the Chairman of the General Meeting.

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

The resolution was passed by secret ballot, 16.638.613 votes were cast "in favor", 0 votes "against", 1690 votes "abstained".

Resolution No. 2
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 10 June 2011
on the election of Secretary of the General Meeting

Pursuant to § 7 pkt 7 of the Rules of Procedure of the General Meeting the General Meeting elects Marcin WAWRZYŃIAK as the Secretary of the General Meeting.

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

The resolution was passed by secret ballot, 15.535.593 votes were cast "in favor", 0 votes "against", 1.104.710 votes "abstained".

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 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) Consent of the shareholders to acquire own shares for the purpose of exercising the incentive management option plans.
 - 16) Adoption of a resolution establishing the consolidated text of the Company's Statute.
 - 17) Closing of the Meeting.

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

The resolution was passed in an open vote, 16.638.613 votes were cast "in favor", 0 votes "against", 1690 votes "abstained".

**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(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.

The resolution was passed in an open vote, 16.638.613 votes were cast "in favor", 0 votes "against", 1690 votes "abstained".

**Resolution No. 5
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.

The resolution was passed in an open vote, 16.638.613 votes were cast “in favor”, 0 votes “against”, 1690 votes “abstained”.

**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 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.

The resolution was passed in an open vote, 16.638.613 votes were cast “in favor”, 0 votes “against”, 1690 votes “abstained”.

**Resolution No. 7
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.

The resolution was passed in an open vote, 16.638.613 votes were cast “in favor”, 0 votes “against”, 1690 votes “abstained”.

**Resolution No. 8
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.

The resolution was passed in an open vote, 16.638.613 votes were cast “in favor”, 1690 votes “against”, 0 votes “abstained”.

**Resolution No. 9
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 Mroczyrski 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.

The resolution was passed by secret ballot, 16.638.613 votes were cast "in favor", 0 votes "against", 1690 votes "abstained".

**Resolution No. 10
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 appoint Per Steen Breimyr as the Member of the Company's Supervisory Board.

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

The resolution was passed by secret ballot, 14.857.658 votes were cast "in favor", 181.335 votes "against", 1.601.310 votes "abstained".

**Resolution No. 11
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 appoint Jan Sykora as the Member of the Company's Supervisory Board.

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

The resolution was passed by secret ballot, 15.257.658 votes were cast "in favor", 181.335 votes "against", 1.201.310 votes "abstained".

Resolution No. 12
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 4.000 zł per month. In addition, 3.000 zł per month is granted to members of the committees of the Supervisory Board. Remuneration will be payable from 1 (first) July 2011.

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

The resolution was passed in an open vote, 12.639.218 votes were cast "in favor", 3.598.085 votes "against", 403.000 votes "abstained".

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(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 5 000 (five thousand euro) – the authorized share capital."

This Resolution shall come into effect as of 1 December 2011, conditional on its entry in the Register by the Register Court.

The resolution was passed in an open vote, 11.401.722 votes were cast "in favor", 468.808 votes "against", 4.769.773 votes "abstained".

Resolution No. 14
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:

"The increase of share capital within the boundaries of authorized capital shall be carried only for the purposes of 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 before June 1, 2010. Resolutions of the Management Board on the setting of issue price, or issuing the shares in exchange for contribution in kind do not require the consent of the Supervisory Board."

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

The resolution was passed in an open vote, 12.601.722 votes were cast "in favor", 468.808 votes "against", 3.569.773 votes "abstained".

Resolution No. 15
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 the 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 the Supervisory Board members."

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

The resolution was passed in an open vote, 12.601.722 votes were cast "in favor", 468.808 votes "against", 3.569.773 votes "abstained".

**Resolution No. 16
of the Annual General Meeting
of AmRest Holdings SE (the "Company") of Wrocław, Poland
of 10 June 2011**

on the authorization of Company's Management Board (the "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:

§ 1

General Meeting hereby authorizes the Board to acquire fully paid shares in the Company (the "Own Shares") from one or several shareholders of the Company in the manner and under the conditions set forth in this resolution.

§ 2

The Company will acquire Own Shares within the scope of the authorization granted by this Resolution, upon fulfillment of the following conditions:

- 1) the total number of Own Shares purchased will be no greater than 1 750 000 (in words: one million four hundred thousand) Own Shares;
- 2) the purchase price per Own Share shall not be less than 24 (twenty four) PLN nor more than 200 (in words: two hundred) PLN;
- 3) authorization of the Board to purchase Own Shares under Art. 362 § 1 (8) of the Code of Commercial Companies covers a period of 5 years from the date of adoption of this resolution;
- 4) Own Shares will be acquired by means of a call or calls to subscribe for the shares' sale of the Company, either on the principles established for buy-back programmes and stabilization of financial instruments as stipulated by the European Commission Regulation No. 2273/2003 of 22 December 2003 (the Regulation). Also the Annual General Meeting resolves that the acquisition of shares on the principles established in the Regulation or by tenders addressed to all shareholders of the Company, packet transactions and transactions outside of organized trading in the stock exchange are not allowed;
- 5) Own Shares acquired by the Company may be used solely for the purposes related to the exercise of stock options granted under any current or future incentive management stock option plans to employees, including members of the Management Board, of the Company or its subsidiaries, previously approved by the General Meeting or the Supervisory Board;
- 6) Own Shares acquired by the Company will be sold to entitled participants of incentive management stock option plans within 45 days from the date of acquisition of Own Shares by the Company.

§ 3

1. The General Meeting authorizes the Board to take all factual and legal actions necessary to acquire Own Shares under Art. 362 § 1(8) of the Code of Commercial Companies in accordance with the contents of this resolution, including the determination of the purchase price of Own Share and the number of Own Shares purchased, subject to § 2 paragraph 1 and 2 above.
2. General Meeting authorizes the Board to determine rules for the acquisition of Own Shares not covered by this resolution.

§ 4

1. As a result of authorization of the Board to acquire Own Shares set out in this resolution, the General Meeting resolves to establish a reserve capital "Capital for the acquisition of Own Shares" in order to finance the acquisition of Own Shares by the Company under Art. 362 § 1 (8) of the Code of Commercial Companies, in accordance with Art. 362 § 2(3) of the Code of Commercial Companies. Reserve Capital "Capital for the acquisition of Own Shares" may be increased, on the basis of resolutions of the General Meeting, by the amounts which, in accordance with Article. 348 § 1 of the Code of Commercial Companies, may be available for dividend distribution.
2. In connection with the establishment of a reserve capital, referred to in § 4. 1 above, the General Meeting separates from undistributed profits from previous years the amount of 50 000 000 of PLN (say: fifty million PLN) and decides on its transfer to the reserve capital "Capital for the acquisition of Own Shares" intended to finance the total purchase price of Own Shares plus the cost of acquisition of Own Shares.
3. The General Meeting authorizes the Board to release funds held on reserve capital "Capital for the acquisition of Own Shares" under the terms of this resolution.

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

The resolution was passed in an open vote, 10.431.615 votes were cast "in favor", 5.168.083 votes "against", 1.040.605 votes "abstained".

**Resolution No. 17
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. 13-15 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.

The resolution was passed in an open vote, 15.818.151 votes were cast "in favor", 0 votes "against", 1690 votes "abstained".