

**RB 42/2010 Supplement to draft resolutions to be voted on at the General Meeting of Shareholders of AmRest Holdings SE on 30 June 2010 and correction of RB 24/2010**

The Management Board of AmRest Holdings SE (AmRest) informs that:

- 1) since an obvious error has been found in sec. 1 of the report nr RB 24/2010 regarding sec. 15 of the Agenda of the General Meeting of Shareholders of AmRest Holdings SE to be held on 30 June 2010, it is being subject to correction;
- 2) it supplements draft resolutions to be voted on at the General Meeting of Shareholders AmRest Holdings SE as a result of the changes to AmRest Statute and to draft resolutions as proposed by Shareholders (represented by BZ WBK AIB Asset Management S.A.) regarding sec. 15 of the Agenda of the General Meeting of Shareholders of AmRest Holdings SE, as of the letter dated 23.06.2010. BZ WBK AIB Asset Management S.A. requests that its former draft resolutions are considered invalid if they are discrepant with the draft resolutions' proposals of the letter dated 23.06.2010;
- 3) it presents, as Appendix nr 1 to this report , all drafts of the resolutions regarding sec. 15 of the Agenda of the General Meeting of Shareholders AmRest Holdings SE: (i) proposed by the Management Board of AmRest Holdings SE, (ii) drafts 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 and (iii) drafts submitted by BZ WBK AIB Asset Management S.A. on behalf of the represented shareholders;

1. The correction regarding the sec. 15 of the agenda of the Ordinary General Shareholders Meeting announced in report nr RB 24/2010:

Old:

“Adoption of a resolution amending the Company’s Statute”

New:

“Adoption of the resolutions amending the Company’s Statute.”

2. The proposals of changes to AmRest Statute and drafts of the resolutions regarding supplement of sec. 15 of the Agenda by Shareholders’ represented by BZ WBK AIB Asset Management S.A.:

2.1. Amendments to §4(1) of the Statute:

- a) Present wording: “The Management Board of the Company shall be authorized 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 EUR 106,000 (say: one hundred six thousand Euro) – the authorized share capital.”
- b) Proposed wording: “The Management Board of the Company shall be authorized to carry out, during a period ending no later than 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.”
- c) Draft of the Resolution nr 11:

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.

2.2. Amendment to § 4(2) of the Statute:

- a) Present wording: "The Management Board may issue shares in exchange for cash or in-kind contributions."
- b) Proposed wording: "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)."
- c) Draft of the Resolution nr 12:

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.

2.3. Amendment to § 4(3) of the Statute:

- a) Present wording: "No resolutions of the Management Board in matters of determination of the issue price and issue of the shares in exchange for in-kind contributions shall require consent of the Supervisory Board."
- b) Proposed wording: "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."
- c) Draft of the Resolution nr 13:

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.

2.4. Amendment to § 4(4) of the Statute:

- a) Present wording: "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."
- b) Proposed wording: "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.”

c) Draft of the Resolution nr 15:

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.

2.5. Amendment to §7(4) of the Statute:

- a) Present wording: “The members of the Management Board shall be appointed for a period of six years.”
- b) Proposed wording: The members of the Management Board shall be appointed for a period of three years.”

c) The draft of the resolution nr 16:

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.

2.6. Amendment to §9(3) of the Statute:

- a) Present wording: "The members of the Supervisory Board shall be appointed and revoked by the General Shareholders' Meeting by the majority of two thirds of votes."
- b) Proposed wording: "Members of the Supervisory Board shall be appointed and removed by the General Meeting of Shareholders by a simple majority of votes."
- c) The draft of the resolution nr 17:

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.

2.7. Amendment to § 9(4) of the Statute:

- c) Present wording: The members of the Supervisory Board shall be appointed for a period of six years."
- b) Proposed wording: The members of the Supervisory Board shall be appointed for a period of five years."
- d) The draft of the resolution nr 18:

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.

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3. All draft resolutions regarding sec. 15 of the Agenda of the General Meeting of Shareholders AmRest Holdings SE are included in Appendix nr 1.