

Appendix No 1 to RB 28/2009

Resolution No. 1

of the Ordinary Meeting of Shareholders of AmRest Holdings SE (the "Company") of Wrocław, Poland, of 22 May 2009

On the Election of Chairperson of the General Meeting

Pursuant to Art. 409 § 1 of the Code of Commercial Partnerships and Companies the General Meeting of Shareholders elects Mr. Dawid Książczak Chairman of the Meeting of Shareholders.

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

Resolution No. 2

of the Ordinary Meeting of Shareholders of AmRest Holdings SE (the "Company") of Wrocław, Poland, of 22 May 2009

On the Adoption of the Agenda for the General Meeting of Shareholders

The General Meeting of Shareholders resolves to adopt the following agenda for the Meeting:

- 1) Opening of the Meeting
- 2) Election of the Chairman of the Ordinary Meeting of Shareholders
- 3) Taking of a list of attendance
- 4) Determination of the correctness of the procedure followed to convene the Meeting and its capacity to pass resolutions
- 5) Adoption of the agenda for the General Meeting of Shareholders
- 6) Passing of a resolution on the adoption of the Rules of Procedure of the General Meeting of Shareholders
- 7) Consideration of AmRest Directors' Report on the activity of the Company and the AmRest Group in 2008
- 8) Consideration of the Company's Financial Statements for the financial year 2008 and the Consolidated Financial Statements for 2008
- 9) Consideration of the Supervisory Board's Report for 2008
- 10) Adoption of the following resolutions:
 - a) On the approval of the Directors' Report on the activity of the Company and the AmRest Group in the financial year 2008
 - b) On the approval of the Company's Financial Statements for the financial year 2008 and the Consolidated Financial Statements for 2008
 - c) On the distribution of the Company's profits for 2008
- 11) Adoption of a resolution on the acknowledgement of the fulfilment of duties by Members of the Management Board and the Supervisory Board in the financial year 2008
- 12) Adoption of a resolution on changing the composition of the Supervisory Board

- 13) Approval of the Resolution of AmRest's Management Board dated 11 December 2008 on the Adoption of the International Financial Reporting Standards (IFRS) in respect of the financial year 2008
- 14) Closing of the Meeting

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

Resolution No. 3
of the Ordinary Meeting of Shareholders
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 22 May 2009

On the Adoption of the Rules of Procedure of the General Meeting of Shareholders

The General Meeting of Shareholders resolves to adopt the Rules of Procedure of the General Meeting of Shareholders, whose copy is attached to this Resolution.

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

Resolution No. 4
of the Ordinary Meeting of Shareholders
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 22 May 2009

On the Approval of the Directors' Report on the activity of the Company and the AmRest Holdings SE capital group in the financial year 2008

Acting pursuant to Art. 393(1) and Art. 395 § 2(1) of the Code of Commercial Partnerships and Companies as well as § 14(2)(a) of the Company's Articles of Association, the General Meeting of Shareholders, 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 2008.

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

Resolution No. 5
of the Ordinary Meeting of Shareholders
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 22 May 2009

On the Approval of the Company's Financial Statements and Consolidated Financial Statements for the financial year 2008

Acting pursuant to Art. 393(1) and Art. 395 § 2(1) of the Code of Commercial Partnerships and Companies as well as § 14(2)(a) of the Company's Articles of Association, the General Meeting of Shareholders, following a discussion, resolves to approve:

- 1) the Company's Financial Statements for the financial year 2008, comprising:

- Income Statement for the financial year from 1 January 2008 to 31 December 2008, showing a net profit of PLN 8,178,000;
 - Balance Sheet as at 31 December 2008, with a balance sheet total of PLN 420,619,000;
 - Cash Flow Statement for the financial year from 1 January 2008 to 31 December 2008, showing a decrease in cash during the financial year by PLN 5,000;
 - Statement of Changes in Equity for the financial year from 1 January 2008 to 31 December 2008, showing an increase in equity by PLN 71,789,000;
 - Notes to the Financial Statements;
- 2) the Consolidated Financial Statements of the AmRest Holdings SE capital group for the financial year 2008, comprising:
- Consolidated Income Statement for the financial year from 1 January 2008 to 31 December 2008, showing a net profit of PLN 20,804,000;
 - Consolidated Balance Sheet as at 31 December 2008, with a balance sheet total of PLN 1,096,029,000;
 - Consolidated Cash Flow Statement for the financial year from 1 January 2008 to 31 December 2008, showing a decrease in cash during the financial year by PLN 14,933,000;
 - Consolidated Statement of Changes in Equity for the financial year from 1 January 2008 to 31 December 2008, showing an increase in equity by PLN 64,726,000;
 - Notes to the Consolidated Financial Statements.

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

Resolution No. 6
of the Ordinary Meeting of Shareholders
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 22 May 2009

On the distribution of the Company's profits for the financial year 2008

Acting pursuant to Art. 395 § 2(2) of the Code of Commercial Partnerships and Companies and § 14(2)(b) of the Company's Articles of Association, the General Meeting of Shareholders resolves to set aside the Company's profit generated in the financial year 2008, in the amount of PLN 8,178,000, as statutory reserve.

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

Resolution No. 7
of the Ordinary Meeting of Shareholders
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 22 May 2009

On the release of liability for the exercise of their respective duties for the financial year 2008
of 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 Partnerships and Companies as well as § 14(2)(c) of the Company's Articles of Association, the General Meeting of Shareholders resolves:

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

1) Members of the Company's Management Board:

- Mr Wojciech Mroczyński in the period from 1 January 2008 to 31 December 2008;
- Mr Jacek Trybuchowski in the period from 23 June 2008 to 31 December 2008;
- Mr Henry McGovern in the period from 1 January 2008 to 23 June 2008;

2) Members of the Company's Supervisory Board:

- Mr Donald Kendall Sr. in the period from 1 January 2008 to 31 December 2008;
- Mr Donald Kendall Jr. in the period from 1 January 2008 to 31 December 2008;
- Mr Przemysław Schmidt in the period from 1 January 2008 to 31 December 2008;
- Mr Jan Sykora in the period from 1 January 2008 to 31 December 2008;
- Mr Peer Steen Breimyr in the period from 1 January 2008 to 31 March 2008;
- Mr Henry McGovern in the period from 23 June 2008 to 31 December 2008;
- Mr Michael Tseytin in the period from 23 June 2008 to 31 December 2008.

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

Resolution No. 8
of the Ordinary Meeting of Shareholders
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 22 May 2009

On changing the composition of the Supervisory Board

Acting pursuant to Art. 385 § 1 of the Code of Commercial Partnerships and Companies as well as § 9(3) of the Company's Articles of Association, the General Meeting of Shareholders resolves to appoint Mr. Leszek Kasperski as Member of the Company's Supervisory Board.

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

Resolution No. 9
of the Ordinary Meeting of Shareholders
of AmRest Holdings SE (the "Company") of Wrocław, Poland,
of 22 May 2009

On the approval of the resolution of the Management Board of AmRest Holdings SE of
11 December 2008 on the Adoption of the International Financial Reporting Standards (IFRS)
in respect of the financial year 2008

The General Meeting of Shareholders hereby approves the Resolution of the Management Board of AmRest Holdings SE of 11 December 2008 on the Adoption of the International Financial Reporting Standards (IFRS) in respect of the financial year 2008. The Resolution of the Management Board dated 11 December 2008 is attached to this Resolution.

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