

Draft resolutions to be voted on Annual General Meeting of AmRest Holdings SE on 27 June 2013.

Resolution No. 1
of the Annual General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 27 June 2013
on the election of Chairman of the General Meeting

Pursuant to Art. 409 § 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 a European Company (SE) the General Meeting elects as the Chairman of the General Meeting.

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

Resolution No. 2
of the Annual General Meeting
of AmRest Holdings SE (the “Company”) with its registered seat
in Wrocław, of 27 June 2013
on the Adoption of the Agenda for the Annual General Meeting

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

- 1) Opening of the Annual General Meeting.
- 2) Election of the Chairman of the Annual General Meeting.
- 3) Drawing up the attendance list.
- 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 of the Annual General Meeting.
- 6) Examination of the Directors’ Report on the activity of the Company and the AmRest Holdings SE capital group in the financial year 2012.
- 7) Examination of the Company’s financial statements for the financial year 2012 and the consolidated financial statements in the financial year 2012.
- 8) Examination of the Report of the Supervisory Board for the financial year 2012.
- 9) Adoption of resolutions:
 - a) approving the Directors’ Report on the activity of the Company and AmRest Holdings SE capital group in the financial year 2012,
 - b) approving the Company’s financial statements for the financial year 2012 and the consolidated financial statements of AmRest Holdings SE capital group for the financial year 2012,

- c) adopting of a resolution on regarding the distribution of the Company's profit for the financial year 2012.
- 10) Adoption of a resolution on the granting of approval of the performance by the members of the Management Board and the Supervisory Board of their duties in the financial year 2012.
- 11) Adoption of resolutions regarding revocation and appointment of the Supervisory Board members.
- 12) Adoption of resolutions regarding fixing the remuneration of the Supervisory Board members.
- 13) Closing of the Meeting.

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

Resolution No. 3
of the Annual General Meeting of AmRest Holdings SE (the "Company")
with its registered seat in Wroclaw, of 27 June 2013
on the approval of the Directors' Report on the activity of the Company
and the AmRest Holdings SE capital group in the financial year 2012

Acting pursuant to Art. 393(1) and Art. 395 § 2(1) and §5 of the Code of Commercial Companies with regards to art. 9, art. 53 and art. 61 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) as well as § 14(2)(a) of the Company's Statute, the General Meeting, after examination, 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 2012.

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

Resolution No. 4
of the Annual General Meeting of AmRest Holdings SE (the "Company")
with its registered seat in Wroclaw, of 27 June 2013
on the approval
of the Company's financial statements for the financial year 2012
and consolidated financial statements of AmRest Holdings SE capital group
for the financial year 2012

Acting pursuant to Art. 393(1) and Art. 395 § 2(1) and §5 of the Code of Commercial Companies with regards to art. 9, art. 53 and art. 61 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a

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 from 1 January 2012 to 31 December 2012, comprising of:

- the income statement for the period from 1 January 2012 to 31 December 2012, showing a net profit of PLN 12 584 thousand;
- the statement of comprehensive income for the period from 1 January 2012 to 31 December 2012, showing a total comprehensive income of PLN 12 584 thousand,
- the statement of financial position prepared as of 31 December 2012, showing total assets and total liabilities & equity of PLN 1 007 352 thousand;
- the statement of cash flows for the period from 1 January 2012 to 31 December 2012, showing a net change in the cash and cash equivalents of minus PLN 4 610 thousand ;
- the statement of changes in equity for the period from 1 January 2012 to 31 December 2012, showing an increase in equity of PLN 17 810 thousand;
- notes to the financial statements;

2) the consolidated financial statements of the AmRest Holdings SE group for the financial year from 1 January 2012 to 31 December 2012, comprising of:

- the consolidated income statement for the period from 1 January 2012 to 31 December 2012, showing a net profit of PLN 97 893 thousand;
- the statement of comprehensive income for the period from 1 January 2012 to 31 December 2012, showing a total comprehensive income of PLN 5 535 thousand;
- the consolidated statement of financial position as of 31 December 2012, showing total assets and total liabilities & equity of PLN 2 546 463 thousand;
- the consolidated statement of cash flows for the period from 1 January 2012 to 31 December 2012, showing a net change in the cash and cash equivalents of PLN 69 232 thousand;
- the consolidated statement of changes in equity for the period from 1 January 2012 to 31 December 2012, showing an increase in equity by PLN 57 020 thousand;
- notes to the consolidated financial statements.

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

Resolution No. 5
of the Annual General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 27 June 2013
on the distribution of the Company’s profit generated in the financial year
2012

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 a European Company (SE) and § 14(2)(b) of the Company’s Statute, the General Meeting resolves that the Company’s profit for the financial year 2012 totaling PLN 12 584 thousand shall be allocated to increase the spare capital.

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

Resolution No. 6
of the Annual General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 27 June 2013
on the granting of approval of the performance by the members of the
Management Board and the Supervisory Board of their duties in the
financial year 2012

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 a European Company (SE) as well as § 14(2)(c) of the Company’s Statute, the General Meeting resolves:
to approve of the performance by:

1) Members of the Company’s Management Board:

- Mr. Piotr Boliński in the period from 1 January 2012 to 29 February 2012;
- Mr. Mark R. Chandler in the period from 1 January 2012 to 31 December 2012;
- Mr. Wojciech Mroczyński in the period from 1 March 2012 to 31 December 2012;
- Mr. Drew O’Malley in the period from 1 January 2012 to 31 December 2012.

2) Members of the Company’s Supervisory Board:

- Mr. Per Steen Breimyr in the period from 1 January 2012 to 31 December 2012;

- Mr. Raimondo Eggink in the period from 1 January 2012 to 31 December 2012;
- Mr. Robert Feuer in the period from 1 January 2012 to 31 December 2012;
- Mr. Jacek Kseń in the period from 1 January 2012 to 31 December 2012;
- Mr. Henry McGovern in the period from 1 January 2012 to 31 December 2012;
- Mr. Joseph P. Landy in the period from 1 January 2012 to 31 December 2012;
- Mr. Jan Sykora in the period from 1 January 2012 to 31 December 2012.

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

Resolution No. 7a
of the Annual General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 27 June 2013
on revocation of the Supervisory Board member

Pursuant to art. 385§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 a European Company (SE) and § 9(3) of the Company’s Statute, it is resolved as follows:

The General Meeting of Shareholders resolves to revoke..... of the Company’s Supervisory Board.

This resolution comes into force on the day of its adoption

Resolution No. 7b
of the Annual General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 27 June 2013
on appointment of the Supervisory Board member

Pursuant to art. 385§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 a European Company (SE) and § 9(3) of the Company’s Statute and Resolution no. 12 of the Annual General Meeting of the Company of 30 June 2010 on fixing the number of Supervisory Board members, it is resolved as follows:

The General Meeting of Shareholders resolves to appoint as Member of the Company's Supervisory Board.

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

**Resolution No. 8
of the Annual General Meeting of Shareholders
of the Annual General Meeting of AmRest Holdings SE (the "Company")
with its registered seat in Wrocław, of 27 June 2013
on fixing the remuneration of 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 a European Company (SE) and §9 (5) of the Company's Statute, it is resolved as follows:

The General Meeting of Shareholders resolves to determine the remuneration of members of the Supervisory Board in the amount paid

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