

**Resolutions**  
**voted on the Extraordinary General Meeting of AmRest Holdings SE**  
**on August 12th, 2015**

**Resolution No. 1**  
**of the Extraordinary General Meeting**  
**of AmRest Holdings SE (the “Company”) with its registered seat in**  
**Wrocław, of August 12th, 2015**  
**on the election of the Chairman of the General Meeting**

§1

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 8<sup>th</sup> October 2001 on the Statute for a European Company (SE), the General Meeting elects Mr. Dawid Waldemar Książczak as the Chairman of the General Meeting.

§2

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

The resolution was not adopted. In a secret ballot 2.590.755 votes were cast “in favor”, 7.139.400 votes “against”, 6.726.790 votes “abstained”.

**Resolution No. 2**  
**of the Extraordinary General Meeting**  
**of AmRest Holdings SE (the “Company”) with its registered seat in**  
**Wrocław, of August 12th, 2015**  
**on the election of the Chairman of the General Meeting**

§1

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 8<sup>th</sup> October 2001 on the Statute for a European Company (SE), the General Meeting elects Mr. Zbigniew Mrowiec as the Chairman of the General Meeting.

§2

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

The resolution was passed by a secret ballot, 7.448.079 votes were cast “in favor”, 2.282.076 votes “against”, 6.726.790 votes “abstained”.

**Resolution No. 3**  
**of the Extraordinary General Meeting**  
**of AmRest Holdings SE (the “Company”) with its registered seat**  
**in Wroclaw, of August 12th, 2015**  
**on the adoption of the agenda for the General Meeting**

§1

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

- 1) Opening of the Extraordinary General Meeting.
- 2) Election of the Chairman of the Extraordinary General Meeting.
- 3) Drawing up the attendance list.
- 4) Determination of the correctness of the procedure used to convene the Extraordinary General Meeting and its capacity to pass resolutions.
- 5) Adoption of the agenda of the Extraordinary General Meeting.
- 6) Adoption of the resolution on the number of the Supervisory Board members
- 7) Adoption of a resolutions on the changes in composition of the Supervisory Board.
- 8) Adoption of a resolutions on fixing the remuneration of the Supervisory Board members.
- 9) Adoption of a resolution on the amendment of the Company’s Statute.
- 10) Adoption of a resolution on covering the costs of convening and holding the Extraordinary General Meeting by the Company
- 11) Closing of the Meeting.

§2

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

The resolution was passed in an open vote, 16.456.945 votes were cast “in favour”, 0 votes “against”, 0 votes “abstained”.

**Resolution No. 4**  
**of the Extraordinary General Meeting**  
**of AmRest Holdings SE (the “Company”) with its registered seat**  
**in Wroclaw, of August 12th, 2015**  
**on the number of the Supervisory Board members**

§ 1

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 (1, 2) of the

Company's Statute, the General Meeting resolves to determine the number of the Supervisory Board members to be from 5 to 8 persons.

§ 2

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

The resolution was passed in an open vote, 7.312.855 votes were cast "in favour", 2.408.780 votes "against", 6.735.310 votes "abstained".

**Resolution No. 5  
of the Extraordinary General Meeting  
of AmRest Holdings SE (the "Company") with its registered seat  
in Wroclaw of August 12th, 2015  
on revocation of the Supervisory Board member**

§1

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, the General Meeting resolves to revoke Mr. Per Steen Breimyr from the Supervisory Board of the Company.

§2

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

The resolution was passed by a secret ballot, 7.243.489 votes were cast "in favour", 2.408.780 votes "against", 6.804.676 votes "abstained".

**Resolution No. 6  
of the Extraordinary General Meeting  
of AmRest Holdings SE (the "Company") with its registered seat  
in Wroclaw of August 12th, 2015  
on appointment of the Supervisory Board member**

§1

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, the General Meeting resolves to appoint Mrs. Zofia Dzik as a member of the Company's Supervisory Board.

## §2

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

The resolution was passed by a secret ballot, 7.243.489 votes were cast “in favour”, 2.408.780 votes “against”, 6.804.676 votes “abstained”.

### **Resolution No. 7 of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”) with its registered seat in Wroclaw of August 12th, 2015 on revocation of the Supervisory Board member**

## §1

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, the General Meeting resolves to revoke Mr. Peter A. Bassi from the Supervisory Board of the Company.

## §2

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

The resolution was passed by a secret ballot, 7.243.489 votes were cast “in favour”, 2.408.780 votes “against”, 6.804.676 votes “abstained”.

### **Resolution No. 8 of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”) with its registered seat in Wroclaw of August 12th, 2015 on appointment of the Supervisory Board member**

## §1

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, the General Meeting resolves to appoint Mr. Krzysztof A. Rozen as a member of the Company’s Supervisory Board.

## §2

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

The resolution was passed by a secret ballot, 7.243.489 votes were cast “in favour”, 2.408.780 votes “against”, 6.804.676 votes “abstained”.

**Resolution No. 9  
of the Extraordinary General Meeting  
of AmRest Holdings SE (the “Company”) with its registered seat  
in Wroclaw of August 12th, 2015  
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 a European Company (SE) and §9 (5) of the Company’s Statute, the Extraordinary General Meeting resolves as follows:

**§1**

The EGM determines the remuneration of each member of the Supervisory Board in the amount of PLN 7 000.00 (PLN seven thousand) paid monthly. In addition, PLN 3 000.00 per month is granted to members of the committees of the Supervisory Board. The rules set out in this paragraph apply if the remuneration for a particular member of the Supervisory Board has not been established separately.

**§2**

The remuneration will be payable from 1 (first) September 2015.

**§3**

Resolution No. 12 of June 10<sup>th</sup>, 2011 on fixing the remuneration of the Supervisory Board members expires.

**§4**

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

The resolution was passed in an open vote, 7.243.509 votes were cast “in favour”, 2.408.780 votes “against”, 6.804.676 votes “abstained”.

**Resolution No. 10  
of the Extraordinary General Meeting  
of AmRest Holdings SE (the “Company”) with its registered seat  
in Wroclaw of August 12th, 2015  
on the amendment of the Company’s Statute**

Pursuant to art. 59 § 1 of the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) and art. 430 § 1 of the Code of Commercial Companies with regards to the art. 9 and art. 53 of the Council Regulation (EC) No 2157/2001, the General Meeting resolves to amend the Company's Statute as follows:

#### § 1

§ 9 (3) of the Statute in the following wording:

*"3. The members of the Supervisory Board shall be appointed and revoked by the General Shareholders' Meeting by the majority of two thirds of votes."*

changes and shall read as follows:

*"3. The members of the Supervisory Board shall be appointed and revoked by the General Shareholders' Meeting by the majority of votes."*

#### § 2

§15 (3) of the Statute in the following wording:

*"3. The shareholder or shareholders representing at least one tenth of the share capital may request convening of the General Shareholders' Meeting, as well as introducing specific matters in the agenda of the General Shareholders' Meeting or including one or several additional points in the agenda of the General Shareholders' Meeting. Such request should be submitted in writing to the Management Board no later than a month prior to the suggested date of the General Shareholders' Meeting."*

changes and shall read as follows:

*"3. The shareholder or shareholders representing at least one twentieth of the share capital may request convening of the General Shareholders' Meeting, as well as introducing specific matters in the agenda of the General Shareholders' Meeting. The request to convene an extraordinary general meeting should be submitted to the Management Board in writing or in electronic form."*

#### § 3

1. After the paragraph 15 (3), the new paragraph 15 (4) is appended as follows:

*"4. The shareholder or shareholders representing at least one twentieth of the share capital may request the inclusion of one or several additional points in the agenda of the General Shareholders' Meeting. Such request should be submitted in writing or in electronic form to the Management Board no later than 21 days before the scheduled date of the meeting. The request should include the reasons or a draft resolution on the proposed item of the agenda."*

2. The number of the previous paragraph §15 (4) is changed to §15 (5).

#### §4

The General Meeting authorizes the Supervisory Board to determine the unified text of the Company's Statute.

§5

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

The resolution was not adopted. In an open vote 5.034.807 votes were cast "in favor", 4.695.348 votes "against", 6.726.790 votes "abstained".

**Resolution No. 11  
of the Extraordinary General Meeting  
of AmRest Holdings SE (the "Company") with its registered seat  
in Wroclaw of August 12th, 2015  
on covering the costs of convening and holding the Extraordinary General  
Meeting by the Company**

§1

Pursuant to art. 400 § 4 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 obliges the Company to cover the costs of convening and holding this Extraordinary General Meeting.

§2

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

The resolution was passed in an open vote, 16.321.701 votes were cast "in favour", 135.224 votes "against", 20 votes "abstained".