

**Draft resolutions to be voted on Extraordinary General Meeting of AmRest Holdings SE
called for 24 the November and recessed till 12 December 2016**

**Resolution No. 4
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 12 December 2016
on the changes in Resolution No. 4 of the Extraordinary General Meeting of 12th August 2015
on the number of the Supervisory Board members**

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 and 2) of the Company’s Statute, the General Meeting hereby amends § 1 of Resolution No. 4 of the Extraordinary General Meeting of 12th August 2015 on the number of the Supervisory Board members and resolves to determine the number of the Supervisory Board members to be from 5 to 7 persons.

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

**Resolution No. 5
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 12 December 2016
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, the General Meeting resolves to dismiss Ms. Zofia Dzik from the Company’s Supervisory Board.

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

**Resolution No. 6
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 12 December 2016
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, the General Meeting resolves to dismiss Mr. Raimondo Eggink from the Company’s Supervisory Board.

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

**Resolution No. 7
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 12 December 2016
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, the General Meeting resolves to dismiss Mr. Łukasz Rozdeiczer-Kryszkowski from the Company’s Supervisory Board.

Resolution No. 8
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 12 December 2016
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, the General Meeting resolves to dismiss Mr. Krzysztof A. Rozen from the Company’s Supervisory Board.

The resolution comes into force on the day of its adoption

Resolution No. 9
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 12 December 2016
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, the General Meeting resolves to appoint Mr. Carlos Fernández González as a member of the Company’s Supervisory Board.

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

Resolution No. 10
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 12 December 2016
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, the General Meeting resolves to appoint Mr. Mr. Pablo Castilla Repáraz as a member of the Company’s Supervisory Board.

The resolution comes into force on 1 January 2017.

Resolution No. 11
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 12 December 2016
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, the General Meeting resolves to appoint Mr. Mr. Mustafa Ogretici as a member of the Company’s Supervisory Board.

The resolution comes into force on 1 January 2017.