

Draft resolutions to be voted on Annual General Meeting of AmRest Holdings SE to be held on 21 June 2012.

Resolution No. 1
of the Annual General Meeting of AmRest Holdings SE (the “Company”) of Wrocław,
Poland, of 21 June 2012
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”) of Wrocław, Poland,
of 21 June 2012
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.
- 6) Examination of the Director’s Report on the operation of the Company and the AmRest Holdings SE capital group in the financial year 2011.
- 7) Examination of the Company’s financial statements for the financial year 2011 and the consolidated financial statements in the financial year 2011.
- 8) Examination of the Report of the Supervisory Board for the financial year 2011.
- 9) Adoption of resolutions:
 - a) approving the Directors’ Report on the operation of the Company and the AmRest Holdings SE capital group in the financial year 2011,
 - b) approving the Company’s financial statements for the financial year 2011 and the consolidated financial statements for the financial year 2011,
 - c) adopting of a resolution on regarding the distribution of the Company’s profit for the financial year 2011.
- 10) Adoption of a resolution on the acknowledgement of the fulfillment of duties entrusted to Members of the Management Board and the Supervisory Board in the financial year 2011.
- 11) 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”) of Wrocław,
Poland, of 21 June 2012
on the approval of the Directors’ Report on the activity of the Company and the AmRest
Holdings SE capital group in the financial year 2011

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, 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 2011.

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”) of Wrocław,
Poland, of 21 June 2012
on the approval of the Company’s financial statements for the financial year 2011 and
Consolidated financial statements for the financial year 2011

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 to 31 December 2011, comprising of:

- the income statement for the period from 1 January to 31 December 2011, showing a net profit of PLN 3,187 thousand;
- the statement of comprehensive income for the period from 1 January to 31 December 2011, showing a total comprehensive income of PLN 3,187 thousand,
- the balance sheet prepared as of 31 December 2011, showing total assets and total liabilities & equity of PLN 1,005,705 thousand;
- the statement of cash flows for the period from 1 January to 31 December 2011, showing a net decrease in cash and cash equivalents of PLN 16,566 thousand ;
- the statement of changes in equity for the period from 1 January to 31 December 2011, showing an increase in equity of PLN 173,771 thousand;
- notes to the financial statements;

2) the consolidated financial statements of the AmRest Holdings SE group for the financial year from 1 January to 31 December 2011, comprising of:

- the consolidated income statement for the period from 1 January to 31 December 2011, showing a net profit of PLN 56,444 thousand;
- the statement of comprehensive income for the period from 1 January to 31 December 2011, showing a total comprehensive income of PLN 125,209 thousand;
- the consolidated statement of financial position as of 31 December 2011, showing total assets and total liabilities & equity of PLN 2,630,856 thousand;
- the consolidated statement of cash flows for the period from 1 January to 31 December 2011, showing a net decrease in cash and cash equivalents of PLN 105,805 thousand;
- the consolidated statement of changes in equity for the period from 1 January to 31 December 2011, showing an increase in equity by PLN 181,761 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”) of Wrocław,
Poland, of 21 June 2012
on the distribution of the Company’s profit generated in the financial year 2011

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 to allocate from the Company’s profit for the financial year 2011 totaling PLN 3,187 thousand, an amount of PLN 1,247 thousand to cover the rest of the loss generated in the financial year 2009, and remaining amount of the profit of PLN 1,940 thousand 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”) of Wrocław,
Poland, of 21 June 2012
on the release of liability for the exercise of their respective duties for the financial year
2011 of the 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 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 release of liability for the exercise of respective duties of:

1) Members of the Company’s Management Board:

- Mr. Piotr Boliński in the period from 1 January 2011 to 31 December 2011;
- Mr. Mark R. Chandler in the period from 1 January 2011 to 31 December 2011;
- Mr. Drew O’Malley in the period from 1 January 2011 to 31 December 2011;

- Mr. Wojciech Mroczyński in the period from 1 January 2011 to 28 February 2011.

2) Members of the Company's Supervisory Board:

- Mr. Przemysław Aleksander Schmidt in the period from 1 January 2011 to 10 June 2011;
- Mr. Jan Sykora in the period from 1 January 2011 to 31 December 2011;
- Mr. Henry McGovern in the period from 1 January 2011 to 31 December 2011;
- Mr. Raimondo Eggink in the period from 1 January 2011 to 31 December 2011;
- Mr. Joseph P. Landy in the period from 1 January 2011 to 31 December 2011;
- Mr. Robert Feuer in the period from 1 January 2011 to 31 December 2011;
- Mr. Jacek Kseń in the period from 1 January 2011 to 31 December 2011;
- Mr. Per Steen Breimyr in the period from 10 June 2011 to 31 December 2011.

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