

**Resolution No. [...]**  
**of the Extraordinary General Meeting of AmRest Holdings SE (the "Company")**  
**with its registered seat in Wrocław, of 12 August 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 an absolute 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

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