

Resolution No. 11
of the Annual General Meeting
of AmRest Holdings SE (the “Company”) of Wrocław, Poland
of 10 June 2011
on amending the Company’s Statute

Acting under Art. 430 § 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 European Company (SE), it is resolved as follows:

- § 4(1) of the Statute shall read as follows:

“The Management Board of the Company shall be authorized to carry out, during a period ending no later than by 1 December 2014, one or more increases in the share capital, by a total amount no greater than EUR 5 000 (five thousand euro) – the authorized share capital.”

This Resolution shall come into effect as of 1 December 2011 under the condition of its entry in the Register by the Register Court.

Resolution No. 12
of the Annual General Meeting
of AmRest Holdings SE (the “Company”) of Wrocław, Poland
of 10 June 2011
on amending the Company’s Statute

Acting under Art. 430 § 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 European Company (SE), it is resolved as follows:

- § 4(3) of the Statute shall read as follows:

“The increase of share capital within the boundaries of authorized capital shall be carried only for the purposes of the exercise of stock options granted under any incentive management stock option plan to employees, including members of the Management Board of the Company or its subsidiaries, previously approved by the General Meeting or the Supervisory Board before June 1, 2010. Resolutions of the Management Board on the setting of issue price, or issuing the shares in exchange for contribution in kind do not require the consent of the Supervisory Board.”

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

Resolution No. 15
of the Annual General Meeting
of AmRest Holdings SE (the “Company”) of Wrocław, Poland
of 10 June 2011

on the authorization of Company’s Management Board (the “Board”) to acquire Company’s own shares and the establishment of a reserve capital for the acquisition of own shares under Art. 362 § 1(8) of the Code of Commercial Companies

Acting under Art. 362 § 1 (8) , Art. 362 § 2 of the Code of Commercial Companies and §18 sec. 2 of the Company's Statute with regards to art. 9 and art. 53 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for European Company (SE), it is resolved as follows:

§ 1

General Meeting hereby authorizes the Board to acquire fully paid shares in the Company (the "Own Shares") from one or several shareholders of the Company in the manner and under the conditions set forth in this resolution.

§ 2

The Company will acquire Own Shares within the scope of the authorization granted by this Resolution, upon fulfillment of the following conditions:

- 1) the total number of Own Shares purchased will be no greater than 1 750 000 (in words: one million four hundred thousand) Own Shares;
- 2) the purchase price per Own Share shall not be less than 24 (twenty four) PLN nor more than 200 (in words: two hundred) PLN;
- 3) authorization of the Board to purchase Own Shares under Art. 362 § 1 (8) of the Code of Commercial Companies covers a period of 5 years from the date of adoption of this resolution;
- 4) Acquisition of Own Shares may be exercised in the form of:
 - broker's orders
 - packet transactions
 - tender offer
 - transactions outside of organized trading in the stock exchange;
- 5) Own Shares acquired by the Company may be used solely for the purposes related to the exercise of stock options granted under any current or future incentive management stock option plans to employees, including members of the Management Board, of the Company or its subsidiaries, previously approved by the General Meeting or the Supervisory Board;
- 6) Own Shares acquired by the Company will be sold to entitled participants of incentive management stock option plans within 45 days from the date of acquisition of Own Shares by the Company.

§ 3

1. The General Meeting authorizes the Board to take all factual and legal actions necessary to acquire Own Shares under Art. 362 § 1(8) of the Code of Commercial Companies in accordance with the contents of this resolution, including the determination of the purchase price of Own Share and the number of Own Shares purchased, subject to § 2 paragraph 1 and 2 above.
2. General Meeting authorizes the Board to determine rules for the acquisition of Own Shares not covered by this resolution.

§ 4

1. As a result of authorization of the Board to acquire Own Shares set out in this resolution, the General Meeting resolves to establish a reserve capital "Capital for the acquisition of Own Shares" in order to finance the acquisition of Own Shares by the Company under Art. 362 § 1 (8) of the Code of Commercial Companies, in accordance with Art. 362 § 2(3) of the Code of Commercial Companies. Reserve Capital "Capital for the acquisition of Own Shares" may be increased, on the basis of resolutions of the General Meeting, by the amounts which, in accordance with Article. 348 § 1 of the Code of Commercial Companies, may be available for dividend distribution.
2. In connection with the establishment of a reserve capital, referred to in § 4. 1 above, the General Meeting separates from undistributed profits from previous years the amount of 50 000 000 of PLN

(say: fifty million PLN) and decides on its transfer to the reserve capital "Capital for the acquisition of Own Shares" intended to finance the total purchase price of Own Shares plus the cost of acquisition of Own Shares.

3. The General Meeting authorizes the Board to release funds held on reserve capital "Capital for the acquisition of Own Shares" under the terms of this resolution.

This Resolution shall come into effect as of the day of its adoption.