

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders and Board of Directors of AmRest Holdings N.V.

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of AmRest Holdings N.V. and its subsidiaries (hereinafter referred to as the "Group") prepared by AmRest Holdings N.V. (hereinafter referred to as the "Parent Company"), Rokin 55, Amsterdam, The Netherlands, which comprise the consolidated balance sheet as of 31 December 2006 and the consolidated income statement, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory notes.

#### *Management's Responsibility for the Financial Statements*

The Parent Company's management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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**Report on the Consolidated Financial Statements (cont.)**

*Opinion*

In our opinion, the accompanying consolidated financial statements give a true and fair view of the financial position of the Group as of 31 December 2006, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

**Report on Other Legal and Regulatory Requirements**

The information in the Directors' Report for the Group for the year ended 31 December 2006 has been presented in accordance with Decree of the Minister of Finance of 19 October 2005 on current and periodic information to be prepared by issuers of securities (Journal of Laws of 26 October 2005) and is consistent with the information presented in the audited consolidated financial statements.

PricewaterhouseCoopers Sp. z o.o.

Warsaw, 30 March 2007