

Draft resolutions to be voted on the Extraordinary General Meeting of AmRest on August 12th, 2015

**Resolution No. 1
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 16 July 2015
on the election of the 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 Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 16 July 2015
on the adoption of the agenda of the General Meeting**

The General Meeting resolves to adopt the following agenda of the Meeting:

- 1) Opening of the Extraordinary General Meeting.
- 2) Election of the Chairman of the Extraordinary General Meeting.
- 3) Drawing up the attendance list.
- 4) Determination of the correctness of the procedure used to convene the Extraordinary General Meeting and its capacity to pass resolutions.
- 5) Adoption of the agenda of the Extraordinary General Meeting.
- 6) Adoption of a resolution on fixing the remuneration of the Supervisory Board members.
- 7) Adoption of a resolution on covering the costs of convening and holding the Extraordinary General Meeting by the Company.
- 8) Closing of the Meeting.

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

Resolution No. 3
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 16 July 2015
on fixing the remuneration of the Supervisory Board members

Pursuant to art. 392 § 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 (5) of the Company’s Statute, the General Meeting resolves to determine the remuneration of members of the Supervisory Board in the amount paid

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

Resolution No. 4
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 16 July 2015
on covering the costs of convening and holding the Extraordinary General Meeting
by the Company

Pursuant to art. 400 § 4 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 obliges the Company to cover the costs of convening and holding this General Meeting.

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