

WP Holdings VII B.V.

Atrium, Strawinskylaan 3051, 1077 ZX Amsterdam
The Netherlands
Telephone: +31 (0) 20 3012198 ; Fax: +31 (0) 20 3012202
Chamber of Commerce: 34.281.670

Amsterdam, May 19, 2014

To:

**Management Board
AmRest Holdings SE
Plac Grunwaldzki 25-27
50-356 Wrocław
Poland**

Dear Sirs,

Acting on behalf of WP Holdings VII B.V. with its seat in Amsterdam, the Netherlands, holding currently 6,726,790 (six million seven hundred and twenty six thousand seven hundred and ninety) shares of AmRest Holdings SE ("**the Company**"), pursuant to the Article 401 § 4 of the Code of Commercial Companies, in connection with convening of the Annual General Shareholders' Meeting of the Company ("**the AGM**"), to be held on June 4, 2014 (as per the current report RB 35/2014), we hereby propose the draft resolution (in English and Polish language versions) concerning the item 14 of the AGM's agenda ("*Adoption of a resolutions appointing members of the Supervisory Board*") and request the Management Board of the Company to put it to the vote at the AGM:

ENGLISH LANGUAGE VERSION

**Resolution No. 11
of the Annual General Meeting of AmRest Holdings SE (the "Company")
with its registered seat in Wrocław, of
4 June 2014
on appointment of the Supervisory Board member**

Pursuant to art. 385§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(3) of the Company's Statute and Resolution no. 12 of the Annual General Meeting of the Company of 30 June 2010 on fixing the number of Supervisory Board members, the General Meeting resolves to appoint Mr. Amr Kronfol as a member of the Company's Supervisory Board.

This resolution comes into force on the day of the effective resignation by Mr. Robert Feuer from the Supervisory Board of the Company.

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POLISH LANGUAGE VERSION

Uchwała nr 11

Zwyczajnego Walnego Zgromadzenia AmRest Holdings Spółka Europejska („Spółka”) z siedzibą we Wrocławiu z dnia 4 czerwca 2014 roku
w sprawie powołania członka Rady Nadzorczej

Działając na podstawie art. 385 §1 Kodeksu Spółek Handlowych w związku z art. 9 i art. 53 rozporządzenia Rady (WE) nr 2157/2001 z dnia 8 października 2001 r. w sprawie statutu spółki europejskiej, §9 ust. 3 Statutu Spółki oraz uchwały nr 12 Zwyczajnego Walnego Zgromadzenia z dnia 30 czerwca 2010 roku w sprawie ustalenia liczby członków Rady Nadzorczej, Walne Zgromadzenie postanawia powołać Pana Amr Kronfol na członka Rady Nadzorczej Spółki.

Uchwała wchodzi w życie z dniem złożenia skutecznej rezygnacji z funkcji członka Rady Nadzorczej Spółki przez Pana Robert Feuer.

RATIONALE OF THE MOTION:

As of the date of this motion WP Holdings VII B.V. with its seat in Amsterdam, the Netherlands, currently holds 6,726,790 (six million seven hundred and twenty six thousand seven hundred and ninety) shares of the Company, carrying right to 6,726,790 (six million seven hundred and twenty six thousand seven hundred and ninety) votes in the Company, which constitute 31.71 % of the share capital of the Company and 31.71 % of the total number votes in the Company.

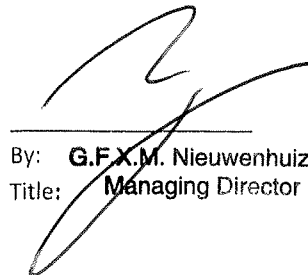
Therefore WP Holdings VII B.V. with its seat in Amsterdam, the Netherlands is entitled to propose the draft resolutions concerning items covered by the agenda of the AGM on the basis of the Article 401 § 4 of the Code of Commercial Companies.

WP Holdings VII B.V.



By: Tara O'Neill

Title: Managing Director



By: G.F.X.M. Nieuwenhuizen

Title: Managing Director