

**Draft resolutions to be voted on Annual General Meeting of AmRest Holdings SE on 19 May 2015.**

**Resolution No. 1  
of the Annual General Meeting of AmRest Holdings SE (the “Company”)  
with its registered seat in Wrocław, of 19 May 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 8<sup>th</sup> 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 Annual General Meeting  
of AmRest Holdings SE (the “Company”) with its registered seat  
in Wrocław, of 19 May 2015  
on the adoption of the agenda for the General Meeting**

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

- 1) Opening of the Annual General Meeting.
- 2) Election of the Chairman of the Annual General Meeting.
- 3) Drawing up the attendance list.
- 4) Determination of the correctness of the procedure used to convene the Annual General Meeting and its capacity to pass resolutions.
- 5) Adoption of the agenda of the Annual General Meeting.
- 6) Examination of the Management Board report on the activity of the Company and AmRest Holdings SE capital group in the financial year 2014.
- 7) Examination of the Company’s financial statements for the financial year 2014 and the consolidated financial statements for the financial year 2014.
- 8) Examination of the Supervisory Board report for the financial year 2014.
- 9) Adoption of resolutions:
  - a) approving the Management Board report on the activity of the Company and AmRest Holdings SE capital group in the financial year 2014,

- b) approving the Company's financial statements for the financial year 2014 and the consolidated financial statements of AmRest Holdings SE capital group for the financial year 2014,
- c) regarding the covering of the Company's loss for the financial year 2014.
- 10) Adoption of a resolution on granting the approval of the performance by the members of the Management Board and the Supervisory Board of their duties in the financial year 2014.
- 11) Adoption of a resolution on the authorization of Company's Management Board to acquire Company's own shares and on the reserve capital for the acquisition of own shares under Art. 362 § 1(8) of the Code of Commercial Companies.
- 12) Adoption of resolutions regarding revocation and appointment of the Supervisory Board members.
- 13) Closing of the Meeting.

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

**Resolution No. 3  
of the Annual General Meeting of AmRest Holdings SE (the "Company")  
with its registered seat in Wrocław, of 19 May 2015  
on the approval of the Management Board report on the activity of the  
Company and AmRest Holdings SE capital group in the financial year 2014**

Acting pursuant to Art. 393(1) and Art. 395 § 2(1) and §5 of the Code of Commercial Companies with regards to art. 9, art. 53 and art. 61 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) as well as § 14(2)(a) of the Company's Statute, the General Meeting, after examination, approves the Management Board report on the activity of the Company and Management Board report on the activity of AmRest Holdings SE capital group in the financial year 2014.

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

**Resolution No. 4**  
**of the Annual General Meeting of AmRest Holdings SE (the “Company”)**  
**with its registered seat in Wroclaw, of 19 May 2015**  
**on the approval**  
**of the Company’s financial statements for the financial year 2014**  
**and consolidated financial statements of AmRest Holdings SE capital group**  
**for the financial year 2014**

Acting pursuant to Art. 393(1) and Art. 395 § 2(1) and §5 of the Code of Commercial Companies with regards to art. 9, art. 53 and art. 61 of the Council Regulation (EC) No. 2157/2001 of 8th October 2001 on the Statute for a European Company (SE) as well as § 14(2)(a) of the Company’s Statute, the General Meeting, following a discussion, resolves to approve:

1) the Company’s financial statements for the financial year from 1 January 2014 to 31 December 2014, comprising of:

- the income statement for the period from 1 January 2014 to 31 December 2014, showing a net loss of PLN 20 915 thousand;
- the statement of comprehensive income for the period from 1 January 2014 to 31 December 2014, showing a total comprehensive income of minus PLN 20 915 thousand,
- the statement of financial position prepared as of 31 December 2014, showing total assets and total liabilities & equity of PLN 1 126 760 thousand;
- the statement of cash flows for the period from 1 January 2014 to 31 December 2014, showing a net change in the cash and cash equivalents of minus PLN 34 740 thousand ;
- the statement of changes in equity for the period from 1 January 2014 to 31 December 2014, showing a decrease in equity of PLN 52 420 thousand;
- notes to the financial statements;

2) the consolidated financial statements of the AmRest Holdings SE group for the financial year from 1 January 2014 to 31 December 2014, comprising of:

- the consolidated income statement for the period from 1 January 2014 to 31 December 2014, showing a net profit of PLN 46 070 thousand;
- the statement of comprehensive income for the period from 1 January 2014 to 31 December 2014, showing a total comprehensive income of minus PLN 33 413 thousand;
- the consolidated statement of financial position as of 31 December 2014, showing total assets and total liabilities & equity of PLN 2 621 843 thousand;

- the consolidated statement of cash flows for the period from 1 January 2014 to 31 December 2014, showing a net change in the cash and cash equivalents of minus PLN 3 761 thousand;
- the consolidated statement of changes in equity for the period from 1 January 2014 to 31 December 2014, showing a decrease in equity by PLN 68 236 thousand;
- notes to the consolidated financial statements.

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

**Resolution No. 5**  
**of the Annual General Meeting of AmRest Holdings SE (the “Company”)**  
**with its registered seat in Wrocław, of 19 May 2015**  
**on the covering of the Company’s loss generated in the financial year 2014**

Acting pursuant to Art. 395 § 2(2) 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 § 14(2)(b) of the Company’s Statute, the General Meeting resolves that the Company’s loss for the financial year 2014 totaling PLN 20 915 thousand shall be covered with the profits for years 2011-2013 allocated to increase the spare capital.

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

**Resolution No. 6**  
**of the Annual General Meeting of AmRest Holdings SE (the “Company”)**  
**with its registered seat in Wrocław, of 19 May 2015**  
**on the granting of approval of the performance by the members of the**  
**Management Board and the Supervisory Board of their duties in the**  
**financial year 2014**

Acting pursuant to Art. 393(1) and Art. 395 § 2(3) 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) as well as § 14(2)(c) of the Company’s Statute, the General Meeting resolves:  
to approve of the performance by:

1) members of the Company’s Management Board:

- Mr. Mark R. Chandler in the period from 1 January 2014 to 31 December 2014;

- Mr. Wojciech Mroczyński in the period from 1 January 2014 to 31 December 2014;
- Mr. Drew O'Malley in the period from 1 January 2014 to 31 December 2014;
- Mr. Jacek Trybuchowski in the period from 20 November 2014 to 31 December 2014

2) members of the Company's Supervisory Board:

- Mr. Per Steen Breimyr in the period from 1 January 2014 to 31 December 2014.
- Mr. Raimondo Eggink in the period from 1 January 2014 to 31 December 2014;
- Mr. Robert Feuer in the period from 1 January 2014 to 4 June 2014;
- Mr. Henry McGovern in the period from 1 January 2014 to 31 December 2014;
- Mr. Joseph P. Landy in the period from 1 January 2014 to 31 December 2014;
- Mr. Peter A. Bassi in the period from 1 January 2014 to 31 December 2014;
- Mr. Bradley D. Blum in the period from 1 January 2014 to 31 December 2014;
- Mr. Amr Kronfol in the period from 4 June 2014 to 31 December 2014.

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

**Resolution No. 7  
of the Annual General Meeting  
of AmRest Holdings SE (the "Company") of Wrocław, Poland  
of 19 May 2015 on the authorization of Company's Management Board (the  
"Board") to acquire Company's own shares and on the 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 seven hundred fifty thousand) Own Shares;
- 2) the purchase price per Own Share shall not be less than 24 (twenty four) PLN nor more than 250 (in words: two hundred fifty) 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 participants of such plans, including employees and members of the Management Board, of the Company or its subsidiaries, previously approved by the General Meeting or the Supervisory Board;

### § 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. The General Meeting resolves to maintain in its current amount the reserve capital "Capital for the acquisition of Own Shares" created on the basis of the resolution of the Annual General Meeting No 16 of 20 June 2011 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.

2. 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.

**Resolution No. 8**  
**of the Annual General Meeting of AmRest Holdings SE (the “Company”)**  
**with its registered seat in Wroclaw, of 19 May 2015**  
**on revocation 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, it is resolved as follows:

The General Meeting of Shareholders resolves to revoke..... of the Company’s Supervisory Board.

This resolution comes into force on the day of its adoption

**Resolution No. 9**  
**of the Annual General Meeting of AmRest Holdings SE (the “Company”)**  
**with its registered seat in Wroclaw, of 19 May 2015**  
**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 of resolves to appoint..... as a member of the Company’s Supervisory Board.

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