

**Draft resolutions to be voted on Extraordinary General Meeting of AmRest Holdings SE
on 24th November 2016**

**Resolution No. 1
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 24th November 2016
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 Mr. [●] as the Chairman of the General Meeting.

The 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 24th November 2016
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 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 the changes in Resolution No. 4 of the Extraordinary General Meeting of 12th August 2015 on the number of the Supervisory Board members.
- 7) Adoption of a resolutions on the revocation of members of the Supervisory Board.
- 8) Adoption of a resolutions on the appointment of members of the Supervisory Board.
- 9) Adoption of a resolution on covering the costs of convening and holding the Extraordinary General Meeting by the Company.
- 10) Closing the Meeting.

The 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 24th November 2016
on the changes in Resolution No. 4 of the Extraordinary General Meeting of 12th August 2015
on the number of the Supervisory Board members**

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 (1 and 2) of the Company’s Statute, the General Meeting hereby amends § 1 of Resolution No. 4 of the Extraordinary General Meeting of 12th August 2015 on the number of the Supervisory Board members and resolves to determine the number of the Supervisory Board members to be from 5 to 7 persons.

The 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 24th November 2016
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, the General Meeting resolves to revoke [●] of the Company’s Supervisory Board.

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

**Resolution No. [●]-[●]
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 24th November 2016
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, the General Meeting resolves to appoint [●] as a member of the Company’s Supervisory Board.

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

**Resolution No. [●]
of the Extraordinary General Meeting of AmRest Holdings SE (the “Company”)
with its registered seat in Wrocław, of 24th November 2016
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.

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