

***Drafts of the resolutions, to be voted during  
the Annual General Meeting of AmRest Holdings SE  
on June 28th, 2017***

**Resolution No. 1  
of the Annual General Meeting  
of AmRest Holdings SE (the "Company") with its registered seat in Wrocław,  
of June 28th, 2017  
on the election of the Chairman of the General Meeting**

1. 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.
2. This resolution comes into force on its adoption.

**Resolution No. 2  
Of the Annual General Meeting  
of AmRest Holdings SE (the "Company") with its registered seat in Wrocław,  
of June 28th, 2017  
on the adoption of the agenda for the General Meeting**

1. The General Meeting resolves to adopt the following agenda for the the General 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 2016,
  - 7) Examination of the Company's financial statements for the financial year 2016 and the consolidated financial statements in the financial year 2016,
  - 8) Examination of the Supervisory Board report for the financial year 2016,
  - 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 2016,
    - b) approving the Company's financial statement for the financial year 2016 and the consolidated financial statements of AmRest Holdings SE capital group for the financial year 2016,
    - c) regarding the distribution of the Company's profit for the financial year 2016.
  - 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 2016,
  - 11) Adoption of a resolution on fixing the remuneration of the Supervisory Board members,
  - 12) Closing of the Meeting.

2. This resolution comes into force on its adoption.

**Resolution No. 3**  
**Of the Annual General Meeting**  
**Of AmRest Holdings SE (the "Company") with its registered seat in Wrocław,**  
**of June 28th, 2017**  
**on the approval of the Management Board report on the activity of the**  
**Company and AmRest Holdings SE capital group in the financial year 2016**

1. 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 2016.
2. This resolution comes into force on its adoption.

**Resolution No. 4**  
**Of the Annual General Meeting**  
**of AmRest Holdings SE (the "Company") with its registered seat in Wrocław,**  
**of June 28th, 2017**  
**of the Company's financial statements for the financial year 2016 and consolidated financial**  
**statements of AmRest Holdings SE capital group for the financial year 2016**

1. 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 2016 to 31 December 2016, comprising of:
    - a) the income statement for the period from 1 January 2016 to 31 December 2016, showing a net profit of **45 799 000,00 PLN**
    - b) the statement of comprehensive income for the period from 1 January 2016 to 31 December 2016, showing a total comprehensive income of **45 799 000,00 PLN**
    - c) the statement of financial position prepared as of 31 December 2016, showing total assets and total liabilities & equity of **1 135 458 000,00 PLN**
    - d) the statement of cash flows for the period from 1 January 2016 to 31 December 2016, showing negative cash flow of **2 873 000,00 PLN**
    - e) the statement of changes in equity for the period from 1 January 2016 to 31 December 2016, showing an increase in equity of **35 363 000,00 PLN**
    - f) notes to the financial statements;
  - 2) the consolidated financial statements of the AmRest Holdings SE group for the financial year from 1 January 2016 to 31 December 2016, comprising of:
    - a) the consolidated income statement for the period from 1 January 2016 to 31 December 2016, showing a net profit of **190 744 000,00 PLN**
    - b) the statement of comprehensive income for the period from 1 January 2016 to 31 December 2016, showing a total comprehensive income of **287 291 000,00 PLN**

- c) the consolidated statement of financial position prepared as of 31 December 2016, showing total assets and total liabilities & equity of **3 440 963 000,00 PLN**
  - d) the consolidated statement of cash flows for the period from 1 January 2016 to 31 December 2016, showing negative cash flow of **16 087 000,00 PLN**
  - e) the consolidated statement of changes in equity for the period from 1 January 2016 to 31 December 2016, showing an increase in equity of **272 536 000,00 PLN**
  - f) notes to the financial statements;
2. This resolution comes into force on its adoption.

**Resolution No. 5**  
**Of the Annual General Meeting**  
**of AmRest Holdings SE (the "Company") with its registered seat in Wrocław,**  
**of June 28th, 2017**  
**on the distribution of the Company's profit generated in the financial year 2016**

1. 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) and § 18(3) of the Company's Statute, the General Meeting resolves that the Company's profit for the financial year 2016 totaling **45 799 000,00 PLN** shall be allocated to increase the **reserve** capital.
2. This resolution comes into force on its adoption.

**Resolution No. 6**  
**Of the Annual General Meeting**  
**of AmRest Holdings SE (the "Company") with its registered seat in Wrocław,**  
**of June 28th, 2017**  
**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 2016**

1. 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:
- a) members of the Company's Management Board:**
- I. **Mr. Mark R. Chandler** in the period from 1 January 2016 r. till 31 December 2016,
  - II. **Mr. Wojciech Mroczyński** in the period from 1 January 2016 r. to 31 December 2016,
  - III. **Mr. Drew O'Malley** in the period from 1 January 2016 r. till 31 December 2016,
  - IV. **Mr. Jacek Trybuchowski** in the period from 1 January 2016 r. till 31 December 2016,
  - V. **Mr. Olgierd Szczepan Danielewicz** in the period from 1 January 2016 r. till 31 December 2016,
  - VI. **Mrs. Oksana Staniszevska** in the period from 1 January 2016 r. till 31 December 2016,
- b) members of the Company's Supervisory Board:**
- I. **Mr. Raimondo Eggink** in the period from 1 January 2016 r. till 12 December 2016,
  - II. **Mr. Henry McGovern** in the period from 1 January 2016 r. till 31 December 2016,
  - III. **Mrs. Zofia Dzik** in the period from 1 January 2016 r. till 12 December 2016,
  - IV. **Mr. Krzysztof Aleksander Rozen** in the period from 1 January 2016 r. till 12 December 2016,

- V. **Mr. Luis Miguel Álvarez Pérez** in the period from 1 January 2016 r. till 31 December 2016,
  - VI. **Mr. Jose Pares Gutierrez** in the period from 1 January 2016 r. till 31 December 2016,
  - VII. **Mr. Łukasz Rozdeiczek-Kryszkowski** in the period from 1 January 2016 r. till 12 December 2016,
  - VIII. **Mr. Steven Kent Winegar Clark** in the period from 1 January 2016 r. till 31 December 2016,
  - IX. **Mr. Carlos Fernández González** in the period from 12 December 2016 r. till 31 December 2016,
2. This resolution comes into force on its adoption.

**Resolution No. 7**  
**Of the Annual General Meeting**  
**of AmRest Holdings SE (the "Company") with its registered seat in Wrocław,**  
**of June 28th, 2017**  
**on fixing the remuneration of the Supervisory Board members**

1. Acting pursuant to Art. 392 § 1 f 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 § 9 ust. 5 of the Company's Statute, the General Meeting resolves that starting from [•] 2017 r. each member of the Supervisory Board shall receive remuneration in the amount [•] PLN gross monthly.
2. This resolution comes into force on its adoption