

**Resolutions
of the Extraordinary General Meeting
of 21st September 2016**

**Resolution No. 1
of the Extraordinary General Meeting of AmRest Holdings SE
(the “Company”) with its registered seat in Wrocław,
of 21st September 2016
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 Mr. Dawid Waldemar KSIAŻCZAK as the Chairman of the General Meeting.

§ 2

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

The resolution was adopted in a secret ballot, 14.414.321 votes were cast “in favor”, 0 votes “against”, 0 votes “abstained”.

A total of 14.414.321 valid votes were cast.

Number of shares under which valid votes were cast: 14.414.321 shares, representing 67.95% of the share capital.

**Resolution No. 2
of the Extraordinary General Meeting of AmRest Holdings SE
(the “Company”) with its registered seat in Wrocław,
of 21st September 2016
on the adoption of the agenda for the General Meeting**

§ 1

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.7 of the Annual General Meeting, of 19th May 2015 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.
- 7) Closing of the Meeting.

§ 1

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

The resolution was adopted in an open voting, 14.414.321 votes were cast "in favor", 0 votes "against", 0 votes "abstained".

A total of 14.414.321 valid votes were cast.

Number of shares under which valid votes were cast: 14.414.321 shares, representing 67.95% of the share capital.

**Resolution No. 3
of the Extraordinary General Meeting of AmRest Holdings SE
(the "Company") with its registered seat in Wroclaw,
of 21st September 2016
on the changes in resolution no. 7 of the Annual General Meeting, of 19th
May 2015 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.**

Acting under Art. 362 § 1 (8), Art. 362 § 2 of the Code of Commercial Companies and § 18sec. 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 amends § 2 (2) of Resolution No. 7 of the Annual General Meeting of 19th May 2015 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 pursuant to art. 362 § 1 (8) of the Code of Commercial Companies, repealing it and giving it new wording as follows:

"2) the purchase price per Own Share shall not be less than PLN 24.00 (twenty four) nor more than PLN 500.00 (five hundred);"

§2

Other provisions of Resolution No. 7 of the Annual General Meeting of 19th May 2015 remain unchanged.

§3

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

The resolution was adopted in an open voting, 12.495.734 votes were cast “in favor”, 1.916.336 votes “against”, 2.251 votes “abstained”.

A total of 14.414.321 valid votes were cast.

Number of shares under which valid votes were cast: 14.414.321 shares, representing 67.95% of the share capital.