

**Resolutions
of the Annual General Meeting of Shareholders of AmRest Holdings N.V.
of 22 May 2007**

I.

Resolution No. 1 of 22 May 2007
of the General Meeting of Shareholders of AmRest Holdings N.V.
with its registered office at Amsterdam, the Netherlands (the “Company”)

regarding the approval of the Company’s Financial Statements for the Company’s financial year 2006

The General Meeting of Shareholders of AmRest Holdings N.V. hereby approves the Directors’ Report for 2006 and the consolidated Financial Statements for the period from 1 January 2006 to 31 December 2006, comprising:

- 1) the Balance Sheet as at 31 December 2006, with the balance sheet total amounting to 320.989 thousand PLN;
- 2) the Profit and Loss Account for the period from 1 January 2006 to 31 December 2006, disclosing a net profit at 38.642 thousand PLN;
- 3) the Cash Flow Statement for the financial year from 1 January 2006 to 31 December 2006, disclosing an decrease in cash during the financial year by 6.068 thousand PLN;
- 4) the Statement of Changes in Equity for the tax year from 1 January 2006 to 31 December 2006, showing an increase in equity by 34.774 thousand PLN;
- 5) notes to the accounts;
- 6) the Directors’ Report for the financial year 2006.

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

II.

Resolution No. 2 of 22 May 2007

of the General Meeting of Shareholders of AmRest Holdings N.V.
with its registered office at Amsterdam, the Netherlands (the “Company”)

**regarding the release of liability for the exercise of their respective duties for the financial year 2006 of the
members of the Supervisory Board**

The General Meeting of Shareholders hereby approves the proposal of releasing of liability the members of the Supervisory Board for the exercise of their respective duties for the financial year 2006.

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

III.

Resolution No. 3 of 22 May 2007

of the General Meeting of Shareholders of AmRest Holdings N.V.
with its registered office at Amsterdam, the Netherlands (the “Company”)

**regarding the release of liability for the exercise of their respective duties for the financial year 2006 of the
members of the Management Board**

The General Meeting of Shareholders hereby approves the proposal of releasing of liability the members of the Management Board for the exercise of their respective duties for the financial year 2006.

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

IV.

Resolution No. 4 of 22 May 2007

of the General Meeting of Shareholders of AmRest Holdings N.V.
with its registered office at Amsterdam, the Netherlands (the “Company”)

regarding the distribution of the Company’s profit for the financial year 2006

The General Meeting of Shareholders of AmRest Holdings N.V. resolves to set aside the profit generated during the period from 1 January 2006 to 31 December 2006, in the amount of 38.642 thousand PLN, for the coverage of the Company’s losses from previous years

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

V.

Resolution No. 5 of 22 May 2007

of the General Meeting of Shareholders of AmRest Holdings N.V.
with its registered office at Amsterdam, the Netherlands (the “Company”)

regarding the adoption of Dutch Corporate Governance Code

The General Meeting of Shareholders of AmRest Holdings N.V. resolves to adopt best practices provisions resulting from Dutch Corporate Governance Code excluding some provisions described in Point 7.1 of the Directors’ Report for 2006.

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