

Draft resolutions to be voted on at the General Meeting of Shareholders of AmRest Holdings N.V.

**Resolutions
of the General Meeting of Shareholders of AmRest Holdings N.V.
of 28 June 2007**

I.

Resolution No. 1 of 28 June 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 Management Board for the merger of AmRest Acquisition
Subsidiary Inc. with US Strategies Inc.**

The General Meeting of Shareholders of AmRest Holdings N.V. hereby approves the Management Board of the Company to merge AmRest Acquisition Subsidiary Inc. (100% subsidiary of AmRest Holdings N.V.) with US Strategies Inc. in order to effectively acquire up to 100% stake in OOO Pizza Nord – operator of restaurant business in Russia.

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

II.

Resolution No. 2 of 28 June 2007
of the General Meeting of Shareholders of AmRest Holdings N.V.
with its registered office at Amsterdam, the Netherlands (the “Company”)

**regarding the authorization of the Management Board for issuance of shares on account of the
reserves of the Company**

The General Meeting of Shareholders of AmRest Holdings N.V. hereby authorize the Management Board of the Company to issue shares on account of the reserves of the Company as a part of the AmRest Acquisition Subsidiary Inc. and US Strategies Inc. merger consideration.

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

III.

Resolution No. 3 of 28 June 2007
of the General Meeting of Shareholders of AmRest Holdings N.V.
with its registered office at Amsterdam, the Netherlands (the “Company”)

regarding amendment to Company’s Articles of Association

The General Meeting of Shareholders of AmRest Holdings N.V. hereby resolves to amend the Articles of Association of AmRest Holdings N.V. as follows: (i) the authorised capital of the Company should be equal to one hundred sixty thousand euro (EUR 160,000), (ii) the authorised capital of the Company should be divided into sixteen million (16,000,000) Shares with a nominal value of one euro cent (EUR 0.01).

The General Meeting of Shareholders of AmRest Holdings N.V. hereby authorize to change the Articles of Association of AmRest Holdings N.V. in the appropriate manner as resolved above.

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

Legal act:
Rozporządzenia MF o raportach bieżących i okresowych – art. 97 ust. 5