

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

**Resolutions
of the Annual General Meeting of Shareholders of AmRest Holdings N.V.
of 23 June 2008**

I.

Resolution No. 1 of 23 June 2008

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
2007**

The General Meeting of Shareholders of AmRest Holdings N.V. hereby approves the Directors’ Report for 2007 and the consolidated Financial Statements for the period from 1 January 2007 to 31 December 2007, comprising:

- 1) the Balance Sheet as at 31 December 2007, with the balance sheet total amounting to 582 603 thousand PLN;
- 2) the Profit and Loss Account for the period from 1 January 2007 to 31 December 2007, disclosing a net profit at 48 693 thousand PLN;
- 3) the Cash Flow Statement for the financial year from 1 January 2007 to 31 December 2007, disclosing an increase in cash during the financial year by 22 107 thousand PLN;
- 4) the Statement of Changes in Equity for the tax year from 1 January 2007 to 31 December 2007, showing an increase in equity by 135 548 thousand PLN;
- 5) notes to the accounts;
- 6) the Directors’ Report for the financial year 2007.

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

II.

Resolution No. 2 of 23 June 2008

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
2007 of the members of the Supervisory Board**

The General Meeting of Shareholders of AmRest Holdings N.V. hereby approves the proposal of releasing of liability the members of the Supervisory Board (Supervisory Directors) for the exercise of their respective duties for the financial year 2007.

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

III.

Resolution No. 3 of 23 June 2008

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
2007 of the members of the Management Board**

The General Meeting of Shareholders of AmRest Holdings N.V. hereby approves the proposal of releasing of liability the members of the Management Board (Managing Directors) for the exercise of their respective duties for the financial year 2007.

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

IV.

Resolution No. 4 of 23 June 2008

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 2007

The General Meeting of Shareholders of AmRest Holdings N.V. resolves to set aside the profit generated during the period from 1 January 2007 to 31 December 2007, in the amount of 48 693 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 23 June 2008

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

regarding the appointment of Mr. Henry McGovern as the Supervisory Director

The General Meeting of Shareholders of AmRest Holdings N.V., on the basis of recommendation of the Supervisory Board, hereby appoints Mr. Henry McGovern as the Supervisory Director of the Company.

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

VI.

Resolution No. 6 of 23 June 2008

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

regarding the appointment of Mr. Michael Tseytin as the Supervisory Director

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The General Meeting of Shareholders of AmRest Holdings N.V., on the basis of recommendation of the Supervisory Board, hereby appoints Mr. Michael Tseytin as the Supervisory Director of the Company.

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

VII.

Resolution No. 7 of 23 June 2008

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

regarding the appointment of Mr. Wojciech Mroczynski as the Managing Director

The General Meeting of Shareholders of AmRest Holdings N.V., on the basis of nomination of the Supervisory Board, hereby appoints Mr. Wojciech Mroczynski as the Managing Director of the Company.

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

VIII.

Resolution No. 8 of 23 June 2008

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

regarding the appointment of Mr. Jacek Trybuchowski as the Managing Director

The General Meeting of Shareholders of AmRest Holdings N.V., on the basis of nomination of the Supervisory Board, hereby appoints Mr. Jacek Trybuchowski as the Managing Director of the Company.

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

IX.

Resolution No. 9 of 23 June 2008

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 conversion into European Company (SE)

The General Meeting of Shareholders of AmRest Holdings N.V. hereby resolves to:

- 1) approve the Draft Terms of Conversion;
- 2) convert the Company from a limited liability company (naamloze vennootschap), incorporated under the laws of The Netherlands, into a European Company (Societas Europaea, SE);
- 3) approve the proposed Articles of Association according to Annex B of the Draft Terms of Conversion;
- 4) amend the Articles of Association of the Company according to Annex B of the Draft Terms of Conversion;
- 5) to authorize each member of the Management Board of the Company, as well as each lawyer of the law firm Houthoff Buruma N.V., each of them individually, to apply for the Ministerial

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Certificate of No Objection and to sign the Deed of Conversion and Amendment of the Articles of Association.

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

Legal act:

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