

**Draft resolutions to be voted on at the General Meeting of Shareholders
of AmRest Holdings SE**

**Resolutions
of the General Meeting of Shareholders of AmRest Holdings SE
of 26 November 2008**

I.

Resolution No. 1 of 26 November 2008
of the General Meeting of Shareholders of AmRest Holdings SE
with its registered office at Amsterdam, the Netherlands (the “Company”)
regarding the approval of the Company’s transfer of registered office

The General Meeting of Shareholders of AmRest Holdings SE hereby resolves to:

- 1) transfer the registered office of AmRest Holdings SE from Amsterdam (The Netherlands) to Wroclaw (Poland);
- 2) amend the Articles of Association of the Company according to annex A3 of the proposal for the transfer of the registered office under the condition precedent of registration of AmRest Holdings SE in Poland;
- 3) 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 Certificate of No Objection and to sign the Deed of Amendment of Articles of Association.

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