

**DECIZIA Nr. 1//29.08.2017 A ASOCIATULUI
UNIC AL SOCIETĂȚII**

VICTORIAN FOOD AND BEVERAGE SRL

(„Societatea”)

**Număr de înregistrare în Registrul Comerțului
J40/683/2010, CUI 26427197, EUID
ROONRC.J40/683/2010**

Sediul social: Calea Dudești nr. 188, bloc B, etaj 1,
apartament 4, camera 1, București, Sector 3.

Asociatul Unic al Societății,

**TC REAL ESTATE DEVELOPMENT &
MANAGEMENT SRL**, societate cu răspundere
limitată, înregistrată la Registrul Comerțului sub nr.
J40/4056/2005, având CUI 17307140 și EUID
ROONRC.J40/4056/2005, cu sediul social în
București, Calea Floreasca, nr. 175, Floreasca
Tower, Et. 9, Partea B, Birou Nr. 4, Sector 1,
reprezentată legal de dl. **Ali Vecdi Capa**,

deținând 100% din capitalul social, adoptă
următoarele hotărâri:

HOTARAREA I

Prin prezenta, Asociatul Unic decide și aprobă în
principiu fuziunea prin absorbție a **VICTORIAN
FOOD AND BEVERAGE SRL**, în calitate de
societate absorbită cu **TC REAL ESTATE
DEVELOPMENT & MANAGEMENT SRL**, în
calitate de societate absorbantă.

HOTARAREA II

Prin prezenta, Asociatul Unic îl împuternicește pe
dl. **CAPA VECDI ALI**, cetățean turc, născut la

**SOLE SHAREHOLDER DECISION No.
1//29.08.2017 OF THE COMPANY**

VICTORIAN FOOD AND BEVERAGE SRL

(“The Company”)

**Registered with Trade Registry under no
J40/683/2010, Unique Identification Code
26427197, EUID ROONRC.J40/683/2010**

Registered Office: 188 Calea Dudești St., building
B, 1st floor, apartment 4, room 1, Bucharest, 3rd
District.

The Sole Shareholder of the Company,

**TC REAL ESTATE DEVELOPMENT &
MANAGEMENT SRL**, limited liability
company, registered with the Trade Register under
the number J40/4056/2005, Unique Identification
Code 17307140 and EUID
ROONRC.J40/4056/2005, located in Bucharest,
175 Calea Floreasca St., Floreasca Tower, 9th
Floor, Part B, Office no. 4, 1st District, legally
represented by Mr. **Ali Vecdi Capa**,

owning 100% of the share capital decides as
follows:

DECISION I

The Sole Shareholder hereby decides and approves
the merger by absorption between **VICTORIAN
FOOD AND BEVERAGE SRL** as the absorbed
company and **TC REAL ESTATE
DEVELOPMENT & MANAGEMENT SRL** as
the absorbing company.

DECISION II

The Sole Associate hereby empowers Mr. **CAPA
VECDI ALI**, Turkish citizen, born on 16.09.1981

data de 16.09.1981 in Istanbul, Turcia, domiciliat in Turcia, Asiyan Kayalar Sok, Basaran ap.B/2, Bebek, Istanbul, posesor al pasaportului seria U nr. 08165071, eliberat de autoritatile turce la data de 06.12.2013, valabil pana la data de 06.12.2023 si permis de sedere temporara seria RO0437219/05.12.2016, cu valabilitate pana la data de 04.12.2017 emis de autoritatile romane, CNP 7810916400021, cu resedinta in Romania, Bucuresti, Sector 3, Calea Ducesti, Nr. 188, Bl. C, Ap. 3, sa intocmeasca si sa semneze proiectul de fuziune, precum si pentru a realiza toate formalitatile si demersurile cu privire la fuziune.

HOTARAREA III

Fuziunea prin absorbtie mentionata mai sus va fi una simplificata in temeiul art. 243⁴ din Legea societatilor nr. 31/1990 („LSC”), societatea absorbanta avand calitatea de asociat unic al societatii absorbite, si are drept consecinta anulara titlurilor de participare detinute de societatea absorbanta la societatea absorbita, fuziunea fiind realizata fara majorare de capital, in conditiile Proiectului de fuziune.

In ciuda faptului ca art. 243² si art. 243³ din LSC nu sunt aplicabile fuziunii simplificate in temeiul art. 243⁴ din LSC, totusi, pentru evitarea oricaror neclaritati, prin prezenta Asociatul unic renunta la intocmirea raportului prevazut de art. 243² alin. (1) din LSC si la comunicarea informatiilor prevazute de art. 243² alin. (4) din LSC, conform prevederilor art. 243² alin. (5) din LSC.

Totodata, prin prezenta, Asociatul unic renunta la examinarea proiectului de fuziune de catre unul sau mai multi experti, persoane fizice sau juridice, desemnati de catre judecatorul-delegat in temeiul art. 243³ alin. (1) si (5) din LSC.

Prin prezenta, Asociatul unic declara ca i-au fost puse la dispozitie si a luat cunostinta, in conditiile si termenele de la art. 244 din LSC, de toate

in Istanbul, Turkey, domiciled in Turkey, Asiyan Kayalar Sok, Basaran ap.B/2, Bebek, Istanbul, owner of passport U series, no. 08165071, issued by the Turkish authorities on 06.12.2013, valid until 06.12.2023 and temporary stay permit series RO0437219/05.12.2016, valid until 04.12.2017, issued by the Romanian authorities, PIN 7810916400021, resident in Romania, Bucharest, 3rd District, 188 Calea Ducesti, Bl. C, Ap. 3, to draft and sign the merger project, as well as to carry out all formalities and steps regarding the merger.

DECISION III

The merger by absorption mentioned above will be a simplified one under art. 243⁴ of Corporate Law no. 31/1990 (“CL”), the absorbing company being the sole shareholder of the absorbed company, and has as a consequence the cancellation of the participation titles held by the absorbing company within the absorbed company, the merger being realized without capital increase, under the terms of the Merger Project.

Despite the fact that art. 243² and art. 243³ of CL are not applicable to the simplified merger under art. 243⁴ from CL, however, for the avoidance of doubt, the Sole Shareholder hereby discards the drafting of the report stipulated in art. 243² pr. (1) of CL and also the communication of the information stipulated in art. 243² pr. (4) of CL, according to art. 243² pr. (5) of CL.

At the same time, the Sole Shareholder hereby discards the examination of the merger project by one or more experts, individuals or legal entities, assigned by the delegated judge under art. 243³ pr. (1) and (5) of CL.

The Sole Shareholder hereby declares that all the information stipulated under art. 244 of CL, has been made available to them and acknowledged by

informatiile prevazute de art. 244 din LSC.

HOTARAREA IV

Asociatul Unic este de acord ca fuziunea sa produca efecte incepand cu data inregistrarii in registrul comertului a ultimei decizii a asociatului unic care a aprobat operatiunea de fuziune, in temeiul si conform dispozitiilor art. 249 litera b) din LSC.

HOTARAREA V

Asociatul Unic aproba prin prezenta situatia financiara a Societatii de la data de 30.06.2017 (situatie financiara de Fuziune). Asociatul Unic aproba ca metoda utilizata in procesul de fuziune sa fie metoda activului net contabil.

HOTARAREA VI

Asociatul Unic imputerniceste prin prezenta pe oricare dintre urmatoarele persoane:

Mocanu Cosmin Alexandru, cetatean roman, nascut pe data de 04.10.1981, domiciliat in Romania, Bulevardul Unirii nr. 66, bloc K3, sc. 2, et. 6, ap. 49, Sector 3, Bucuresti, posesor al CI seria RD nr. 692196, eliberata de autoritatile romane la data de 10.11.2010, avand CNP 1811004410017;

Puscas Ioana Alexandra, cetatean roman, nascuta la data de 14.11.1988, domiciliata in Romania, Curtea de Arges, Str. Episcop Ghenade nr. 6A, Jud. Arges, identificata cu CI seria AS nr. 859484, eliberata de SPCLEP Curtea de Ag., la data de 23.10.2012, avand CNP 2881114033340;

Juncu Maria-Madalina, cetatean roman, nascuta pe data de 26.07.1991, domiciliata in Romania, str. Ecaterina Teodoroiu, bl. 2A, sc. D, et. 1, ap. 61, Roman, jud. Neamt, posesoare a CI seria NT nr.

them within the terms and conditions of art. 244 of CL.

DECISION IV

The Sole Shareholder agrees that the merger will take effect starting with the date of registration in the trade register of the last decision of the sole shareholder that approved the merger, under and according to art. 249 lt. b) of CL.

DECISION V

The Sole Associate hereby approves the financial statement of the Company from 30.06.2017 (the financial statement of the Merger). The Sole Shareholder approves that the method that will be used in the merger process is the accounting net asset method.

DECISION VI

The Sole Associate hereby empowers any of the following:

Mocanu Cosmin Alexandru, Romanian citizen, born on 04.10.1981, domiciled in Romania, Unirii Boulevard, no. 66, K3 Building, 2nd Entrance, 6th Floor, ap. no. 49, 3rd District, Bucharest, identified by IC series RD no. 692196, issued by the Romanian authorities on 10.11.2010, PIN 1811004410017;

Puscas Ioana Alexandra, Romanian citizen, born on 14.11.1988, domiciled in Romania, Curtea de Arges, 6A. Episcop Ghenade St., Arges County, identified by IC series AS no. 859484, issued by SPCLEP Curtea de Ag., on 23.10.2012, PIN 2881114033340;

Juncu Maria-Madalina, Romanian citizen, born on 26.07.1991, domiciled in Romania, Ecaterina Teodoroiu St., Building 2A, 1st Floor, ap. no. 61, Roman, Neamt, identified by IC series NT

532972, eliberata de SPCLEP Roman, la data de 09.07.2010, CNP 2910726226779;

separat si nu impreuna, sa reprezinte **VICTORIAN FOOD AND BEVERAGE SRL**, in fata Registrului Comertului si in fata oricarei alte institutii sau autoritati publice, precum si sa desfasoare orice activitate necesara, sa semneze orice document, orice imputernicire, in vederea indeplinirii primei faze a procesului de fuziune a Societatii, in calitate de societate absorbita, cu **TC REAL ESTATE DEVELOPMENT & MANAGEMENT SRL**, in calitate de societate absorbanta.

Incheiata astazi, 29.08.2017, in 4 exemplare.

TC REAL ESTATE DEVELOPMENT & MANAGEMENT

prin **CAPA VECDI ALI**



no.532972, issued by SPCIEP Roman, on 09.07.2010, PIN 2910726226779;

separately and not together, to represent **VICTORIAN FOOD AND BEVERAGE SRL** in front of Trade Register and in front of any other institution or public authority, in order to perform any required activity or sign any document, any mandate, necessary to fulfil the first stage of the merger process between the Company, as the absorbed company, and **TC REAL ESTATE DEVELOPMENT & MANAGEMENT SRL**, as the absorbing company.

Drafted today, 29.08.2017, in 4 copies.

TC REAL ESTATE DEVELOPMENT & MANAGEMENT

through **CAPA VECDI ALI**

