

**HOTARAREA Nr. 1/29.08.2017 A ADUNARII
GENERALE A ASOCIATILOR SOCIETATI**

**TC REAL ESTATE DEVELOPMENT &
MANAGEMENT SRL**

(„Societatea”)

**Număr de înregistrare în Registrul Comerțului
J40/4056/2005, CUI 17307140, EUID
ROONRC.J40/4056/2005**

Astazi, la data de **29.08.2017**, a fost tinuta la sediul societatii din Bucuresti, Calea Floreasca, nr. 175, Floreasca Tower, Et. 9, Partea B, Birou Nr. 4, Sector 1, Adunarea Generala a Asociatilor, de catre asociatii reprezentand un cvorum de 100% din capitalul social, dupa cum urmeaza:

- (1) PROTİM INVESTMENT BV**, persoana juridica olandeza, cu sediul principal in Herikerbergweg 238, Luna Arena, 1101 CM, Amsterdam, Olanda, inregistrata la Registrul Comertului din Amsterdam sub nr. 34253612, reprezentată de **CAPA VECDI ALI**, conform Deciziei Administratorului emisa de societatea **AFFIANCE MANAGEMENT BV**, societate cu raspundere limitata organizata si functionand conform legilor din Olanda, inregistrata la Registrul Comertului din Amsterdam, Olanda sub nr. 34353912, cu sediul principal in Herikerbergweg 238, Luna Arena, 1101 CM, Amsterdam, Olanda, in calitate de Administrator persoana juridica al **PROTİM INVESTMENT BV**, asociat al Societatii cu o cota de participare de 99.96% din capitalul social;

- (2) CAPA VECDI ALI**, cetatean turc, nascut la data de 16.09.1981 in Istanbul, Turcia,

**DECISION OF THE SHAREHOLDER'S
GENERAL**

MEETING No. 1/29.08.2017 OF

**TC REAL ESTATE DEVELOPMENT &
MANAGEMENT SRL**

(„The Company”)

**Registered with Trade Registry under no.:
J40/4056/2005, Unique Identification Code
17307140, EUID ROONRC.J40/4056/2005**

The Shareholder's General Meeting was held today, **29.08.2017**, at the registered address of the company, in Bucharest, 175 Calea Floreasca St., Floreasca Tower, 9th Floor, Part B, Office no. 4, 1st District, by the associates that represent 100% of the share capital, as follows:

- (1) PROTİM INVESTMENT BV**, a Dutch legal entity, located in Herikerbergweg 238, Luna Arena, 1101 CM, Amsterdam, The Netherlands, registered with the Trade Register of Amsterdam under the number 34253612, represented by **CAPA VECDI ALI**, according to the Board Decision of the Managing Director issued by the company **AFFIANCE MANAGEMENT BV**, a company with limited liability organised under the laws of the Netherlands, registered with the Trade Register of the Chamber of Commerce in Amsterdam, the Netherlands under file number 34353912, having its registered address and principal place of business at Herikerbergweg 238, Luna Arena, 1101 CM, Amsterdam, the Netherlands, in its quality of Managing Director of **PROTİM INVESTMENT BV**, associate owning 99.96% of the share capital;

- (2) CAPA VECDI ALI**, Turkish citizen, born on 16.09.1981 in Istanbul, Turkey, domiciled in

domiciliat in Turcia, Asiyen 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 ședere temporară seria RO0437219/05.12.2016, cu valabilitate până la data de 04.12.2017 emis de autoritățile române, CNP 7810916400021, cu reședința în România, București, Sector 3, Calea Ducești, Nr. 188, Bl. C, Ap. 3, asociat al Societății cu o cota de participare de 0.04% din capitalul social;

Fiind un cvorum de 100% din capitalul social, asociații au aprobat cu unanimitate de voturi următoarele Hotărâri:

HOTARAREA I

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

HOTARAREA II

Prin prezenta, Asociații îl împuternicesc pe **dl. CAPA VECDI ALI**, cetățean turc, născut la data de 16.09.1981 în Istanbul, Turcia, domiciliat în Turcia, Asiyen Kayalar Sok, Basaran ap.B/2, Bebek, Istanbul, posesor al pasaportului seria U nr. 08165071, eliberat de autoritățile turce la data de 06.12.2013, valabil până la data de 06.12.2023 și permis de ședere temporară seria RO0437219/05.12.2016, cu valabilitate până la data de 04.12.2017 emis de autoritățile române, CNP 7810916400021, cu reședința în România, București, Sector 3, Calea Ducești, Nr. 188, Bl. C, Ap. 3, să întocmească și să semneze proiectul de fuziune, precum și pentru a realiza toate formalitățile și demersurile cu privire la fuziune.

Turkey, Asiyen 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 Ducești, Bl. C, Ap. 3, associate owning 0.04% of the share capital;

Having met a quorum of 100% of the share capital, the associates have unanimously approved the following Decisions:

DECISION I

The Shareholders decide and approve the merger by absorption between **TC REAL ESTATE DEVELOPMENT & MANAGEMENT SRL** as the absorbing company, and **VICTORIAN FOOD AND BEVERAGE SRL**, as the absorbed company.

DECISION II

The Shareholders hereby empower **Mr. CAPA VECDI ALI**, Turkish citizen, born on 16.09.1981 in Istanbul, Turkey, domiciled in Turkey, Asiyen 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 Ducești, Bl. C, Ap. 3, to draft and sign the merger project, as well as to carry out all formalities and steps regarding the merger.

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 anularea 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 Asociatii 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, Asociatii 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, Asociatii declara ca le-au fost puse la dispozitie si au luat cunostinta, in conditiile si termenele de la art. 244 din LSC, de toate informatiile prevazute de art. 244 din LSC.

HOTARAREA IV

Asociatii sunt de acord ca fuziunea sa produca efecte incepand cu data inregistrarii in registrul comertului a hotararii ultimei adunari generale a asociatilor care a aprobat operatiunea de fuziune, in temeiul si conform dispozitiilor art. 249 litera b) din LSC.

HOTARAREA V

Asociatii aproba prin prezenta situatia financiara a Societatii de la data de 30.06.2017 (situatie financiara

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 Shareholders hereby discard 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 Shareholders hereby discard 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 Shareholders hereby declare that all the information stipulated under art. 244 of CL, has been made available to them and acknowledged by them within the terms and conditions of art. 244 of CL.

DECISION IV

The Shareholders agree that the merger will take effect starting with the date of registration in the trade register of the decision of the last general meeting of the shareholders that approved the merger, under and according to art. 249 lt. b) of CL.

DECISION V

The Shareholders hereby approve the financial statement of the Company from 30.06.2017 (the

de Fuziune). Asociatii aproba ca metoda utilizata in procesul de fuziune sa fie metoda activului net contabil.

HOTARAREA VI

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

separat si nu impreuna, sa reprezinte **TC REAL ESTATE DEVELOPMENT & MANAGEMENT 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 absorbanta, cu **VICTORIAN FOOD AND BEVERAGE SRL**, in calitate de societate absorbita.

financial statement of the Merger). The Shareholders approve that the method that will be used in the merger process is the accounting net asset method.

DECISION VI

The Shareholders hereby empower 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 no.532972, issued by SPCLEP Roman, on 09.07.2010, PIN 2910726226779;

separately and not together, to represent **TC REAL ESTATE DEVELOPMENT & MANAGEMENT SRL** in front of the 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 absorbing company, and **VICTORIAN FOOD AND BEVERAGE SRL**, as the absorbed company.

Incheiata astazi, 29.08.2017, in 4 exemplare.

PROTIM INVESTMENT BV

prin **CAPA VECDI ALI**

CAPA VECDI ALI

Drafted today, 29.08.2017, in 4 copies.

PROTIM INVESTMENT BV

through **CAPA VECDI ALI**

CAPA VECDI ALI