

## Company Announcement

The following is a Company Announcement issued by Premier Capital p.l.c. (C 36522), hereinafter referred to as the 'Company', in terms of Listing Rule 5.162 of the Malta Financial Services Authority Listing Rules.

### *Quote*

The Company announces that on the 22 January 2016, Premier Capital S.R.L., a private limited liability company (*societate cu raspundere limitata*) established and existing under the laws of the Romania, having its registered address at 43 Aviatorilor Blvd, Bucharest, 1st district, Romania and having commercial register no. J40/602/2016, owned as to 90% of its issued share capital by Premier Capital BV (itself a fully owned subsidiary of the Company incorporated in the Netherlands with registration number 20114573) (the "**Group Company**"), entered into a share purchase agreement (the "**Share Purchase Agreement**") with McDonald's Restaurant Operations Inc., a corporation established and existing under the laws of the State of Delaware, USA, having its registered address at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA, in terms of which the Group Company agreed to acquire - and McDonald's Restaurant Operations Inc. agreed to sell - all the shares in McDonald's System of Romania Inc., a company established and existing under the laws of the State of Delaware, USA, having its registered address at Prentice-Hall Corporation System, Inc., 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA ("**McDonalds Systems of Romania**"), which in turn is the sole shareholder and beneficiary and legal owner of McDonald's Romania S.R.L., a company organized and existing under the laws of Romania with its main office located at 4-8 Nicolae Titulescu Avenue, America House Building, West Wing, 5<sup>th</sup> Floor, Sector 1, Bucharest, Romania and having commercial register no. J40/16755/1994 ("**McD Romania**").

Through McD Romania, McDonalds Systems of Romania owns and operates 66 McDonald's-branded restaurants in 21 cities in Romania, employing around 4,000 people. The addition of these restaurants to the portfolio of 64 restaurants already owned and operated by the

#### Premier Capital p.l.c

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Company and its subsidiaries across Malta, Estonia, Latvia, Lithuania and Greece constitutes a significantly increased capacity in the business of the Company. The McDonald's franchise has been present in Romania since 1995, and is estimated to serve more than 65,000,000 customers every year, approximately 180,000 per day.

The consideration due in terms of the transaction consists of an aggregate amount of USD 65,331,000 (sixty five million three hundred and thirty one thousand United States Dollars), paid in its majority upon execution of the Share Purchase Agreement, with the remaining balance to be paid in part within two months and in part by no later than the 22 January 2017 in accordance with the terms of said agreement. The terms of the Share Purchase Agreement are considered customary for a transaction of this nature.

The total gross assets and the profits of McD Systems of Romania as at the 31 December 2015 as per its most recent unaudited financial statements drawn up in accordance with the US GAAP are reported as USD 69,525,253 (sixty nine million five hundred twenty five thousand and two hundred fifty three United States Dollars) and USD 11,020,622 (eleven million twenty thousand and six hundred twenty two United States Dollar) respectively.

For the purpose of Listing Rule 5.164.9, the key individuals important to McD Systems of Romania are Carmelo Hili, Daniel Boaje, Victor Tedesco and Dorian Desira, all of whom are directors of the Group Company and are to sit on the board of directors of McD Romania.

***Unquote***

By order of the Board.

**Dr Karen Coppini**  
Company Secretary

25 January 2015

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