

## Queijo Holding Corp. Makes Proposal for Negotiated Acquisition of Shares of Brazil Fast Food Corp. Not Owned by Controlling Stockholders

Jan 14, 2015

OTC Disclosure & News Service

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### Proposed Price of \$18.30 in Cash per Common Share

RIO DE JANEIRO, BRAZIL--(Marketwired - January 14, 2015) - Queijo Holding Corp. ("Queijo Holding"), a company that represents stockholders that constitute a controlling interest (the "Controlling Stockholders") in Brazil Fast Food Corp. (OTC PINK: BOBS) ("Brazil Fast Food" or the "Company"), announced today that it has delivered to the Board of Directors of Brazil Fast Food a proposal letter for the acquisition of the shares of Brazil Fast Food that the Controlling Stockholders do not currently own for a cash price of \$18.30 per share of Brazil Fast Food's common stock.

The price offered in the Controlling Stockholders' proposal represents a 36.5% premium over the closing price of the Company's common stock on January 13, 2015, as well as a 38.1% premium over the 60-day volume weighted average price (VWAP) for the shares.

The Controlling Stockholders collectively own 6,106,202 shares of the Company, or 75.26% of all common shares issued and outstanding.

Brazil Fast Food is the second largest fast-food restaurant chain in Brazil with 1,228 points of sale, operating under (i) the Bob's brand, (ii) the Yoggi brand, (iii) KFC and Pizza Hut São Paulo as franchisee of Yum! Brands, and (iv) Doggis as franchisee of Gastronomia & Negocios S.A. (formerly Grupo de Empresas Doggis S.A.).

There can be no assurance that the proposal or any other transaction will be approved or consummated or that any definitive agreement will be executed relating to the proposal or any other proposal. The full text of Queijo Holding's proposal to Brazil Fast Food's Board of Directors is attached to this press release.

As stated in its letter, Queijo Holding's proposal assumes that the Board of Directors of Brazil Fast Food will form a special committee of independent directors to consider the proposal with the assistance of outside financial and legal advisors and to negotiate the proposal with the Controlling Stockholders.

Under Queijo Holding's proposal, the proposed acquisition is conditioned, among other things, upon the transaction being recommended to Brazil Fast Food's stockholders by Brazil Fast Food's Board of Directors on the recommendation of a special committee of independent directors and the approval (including by tender) of the majority of the minority stockholders;

#### **Text of Queijo Holding's letter to the Board of Directors of Brazil Fast Food dated January 14, 2015**

January 14, 2015

The Board of Directors

Brazil Fast Food Corp.  
Rua Voluntarios da Patria, 89  
Botafogo, Rio de Janeiro - RJ

Dear Members of the Board:

I am writing on behalf of Queijo Holding Corp., a Delaware corporation (the "**Controlling Stockholders**" or "**we**"), which represents a group of longstanding stockholders of Brazil Fast Food Corp. (the "**Company**").

We write today to propose to offer to purchase all of the outstanding shares of the Company not owned by the Controlling Stockholders and their affiliates in an amount of 2,006,910 shares at a price of \$18.30 in cash per share of common stock. The Proposed Offer Price represents a 36.5 percent premium over the closing price of the Company's common stock of \$13.41 on January 13, 2015, as well as a 38.1% premium over the 60-day volume weighted average price (VWAP) of \$13.25 for the shares.

We believe if we were to proceed with making such a proposal, the cash available to the Company would be used in connection with such a proposal and part of the cash for the transaction would be subject to a financing condition.

We believe that this proposal could provide value and liquidity to the stockholders and may allow us to commit additional resources to the Company as we continue to provide a home for our employees and a choice product to our customers.

If you determine that this potential transaction could be in the best interests of the Company and the stockholders, we would be interested in proceeding with a process that ensures the interests of the other stockholders are fairly and adequately represented as such a transaction is evaluated and negotiated. To that end, we believe it would be prudent and in the interest of all stockholders for the Board for those directors who are affiliated with our group to recuse themselves from this matter. As is common in this situation, we would propose to have you form a special committee comprised of independent directors to represent the interests of the other stockholders.

We commit that it is an unwaivable condition to our making this proposal that any potential transaction must be conditioned on the favorable vote (or tender, as applicable) of the majority of the minority stockholders unaffiliated with the Controlling Shareholders. We also confirm that we will not, under any circumstances, proceed with any potential transaction absent approval from the board of directors to do so and without the approval from such majority of the minority stockholders. To that end, if discussion of a transaction proceeds, we would insist that you empower the special committee broadly, and that the special committee retain proper legal and financial advisors who will guide it in discharging its duties.

Two stockholder groups of the Company that approached the Controlling Stockholders, which collectively represent 40.55% of the free float, have agreed with us to support any transaction to which the board, in its sole discretion, may agree to undertake at the price set out in this proposal.

Due to the importance of these discussions, we expect you to engage in a full review of the foregoing once you have organized and discussed it with your advisors. We would be happy to make ourselves available to meet with you at your earliest convenience.

Sincerely,

Rômulo Borges Fonseca, President, Queijo Holding Corp.  
On behalf of Queijo Holding Corp.

#### **Forward Looking Statements**

*This press release (including the text of the letter from Queijo Holding to the Board of Directors of Brazil Fast Food) contains forward-looking statements regarding Brazil Fast Food's proposal for a negotiated acquisition, its and the Controlling Stockholders' relationship to Brazil Fast Food and its views regarding Brazil Fast Food. All forward-looking statements contained in this press release are subject to various risks and uncertainties that could materially affect these matters including, without limitation, whether the acquisition proposal will result in a negotiated agreement, and if so, whether that agreement will be consummated. In addition, the Company's most recent annual report and quarterly reports, including the Company's financial reports, available on its website [www.bffc.com.br](http://www.bffc.com.br) contain disclosures about important risks and uncertainties that may affect the Company's business, and while Queijo Holding assumes no responsibility for those disclosures, investors may wish to refer to those filings for Brazil Fast Food's statements regarding such matters.*

Contact:

Crocker Coulson

Phone: +1-323-270-8886

Email: [crocker.coulson@gmail.com](mailto:crocker.coulson@gmail.com)

URL: [www.bffc.com.br](http://www.bffc.com.br)

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