

INVITATION
for convening
regular General Meeting of Shareholders
of Gradus AD

The Board of Directors of Gradus AD pursuant to Article 223 of the Commercial Act convenes a regular General Meeting of Shareholders of Gradus AD ("the Company"), to be held on 10 June 2019 at 11:00 am in the town of Stara Zagora 6009, Park Hotel Stara Zagora, 50, Khan Asparuh Street, Tervel Hall, with the following agenda:

1. Approval of the Activity Report of the Board of Directors of the Company for the year 2018;
Draft resolution: The General Meeting of Shareholders approves the Activity Report of the Board of Directors of the Company for the year 2018.;
2. Approval of the Registered Auditor's Report for auditing the Annual Financial Statements of the Company for the year 2018;
Draft resolution: The General Meeting of Shareholders approves the Report of the Registered Auditor for the Verification of the Annual Financial Statement for the year 2018;
3. Approval of the Annual Financial Statements of the Company for the year 2018;
Draft resolution: The General Meeting of Shareholders approves the Annual Financial Statement of the Company for the year 2018;
4. Approval of the report on the activity of the Investor Relations Director of the Company for the year 2018;
Draft resolution: The General Meeting of Shareholders approves the report on the activity of the Investor Relations Director of the Company for the year 2018;
5. Election of members of the Audit Committee of the Company on proposal of the Board of Directors and determination of their remuneration;
Draft resolution: 1. The General Meeting of Shareholders elects the members of the Audit Committee proposed by the Board of Directors as follows: Radka Dimcheva Peneva - Chairman of the Audit Committee, Petya Radoslavova Panova - Ivanova - Member of the Audit Committee and Georgi Aleksandrov Babev - Member of the Audit Committee. 2. The General Meeting shall set a monthly remuneration for each member of the Audit Committee at the gross amount of BGN 250 /two hundred and fifty Bulgarian levs/.
6. Approval of the Remuneration Policy of the Board of Directors of the Company;
Draft resolution: The General Meeting approves the Company's remuneration policy prepared and proposed by the Board of Directors;
7. Approval of the Report on the Implementation of the Remuneration Policy of the Board of Directors;
Draft resolution: The General Meeting approves the Report on the Implementation of the Remuneration Policy of the Board of Directors of the Company;
8. Proposal for distribution of the profit for 2018.
Draft resolution: Draft decision: The Board of Directors proposes the profit for 2018 to be distributed as follows: 1. The amount of BGN 24 360 871 (twenty four million three hundred sixty thousand eight hundred and seventy-one Bulgarian levs) for the payment of dividends under the following parameters: 1.1. Gross amount per share: BGN 0.10; 1.2. Commencement of payment of dividends: 11 July 2019; 1.3. Term for payment of dividends: - three months; 1.4. Method of payment of dividends: through Central Depository AD and branches of Unicredit Bulbank AD; 2. The balance of BGN 2 339 901.43 /two million three hundred thirty nine thousand nine hundred one and 0.43 Bulgarian levs/ to be transferred to the undistributed profit of the Company.
9. Deciding on the dismissal of the members of the Board of Directors of the Company for their activity in 2018;

Draft resolution: The General Meeting of Shareholders releases from responsibility the members of the Board of Directors of the Company for their activity in 2018;

10. Amending and supplementing the Articles of Association of the Company

Draft resolution: The Board of Directors proposes the following amendments and supplements to the Articles of Association of the Company:

1. In Article 32 of the Articles of Association "Competence of the Board of Directors" a new item 18 is added to be read as:

„18. Approves the annual consolidated financial statements of the Company.”

2. The previous item 18 of Article 32 of the Articles of Association becomes item 19.

The Board of Directors of Gradus AD informs that the total number of shares of the Company at the date of the decision of the Board of Directors to convene the General Meeting is 243 608 710 and the voting rights at the General Meeting of the Company at the same date are 243 608 710.

Shareholders are entitled:

1. to participate in the General Meeting;
2. to request the inclusion of issues and to propose decisions on already included issues on the agenda of the General Meeting under the procedure of Article 223a of the Commercial Act; the deadline for exercising this right is 15 days before the date of the General Meeting or 26 May 2019;
3. to make substantive proposals for decisions on any matter included in the agenda and in compliance with the requirements of the law, whereby the limitations under Article 118, paragraph 3 of the Public Offering of Securities Act applies accordingly; the deadline for the exercise of this right is to end the debate on this matter before voting on the decision by the General Meeting;
4. to raise questions during the General Meeting, whether they relate to the agenda;
5. to authorize any natural or legal person to participate and vote in the General Meeting on their behalf.

As an integral part of this invitation are attached: a sample form for voting by proxy and voting rules at the General Meeting of Shareholders of Gradus AD through proxy and by correspondence including the manners of obtaining and withdrawing Powers of attorney;

According to Article 115b, paragraph 1 of the Public Offering of Securities Act, only the persons registered as shareholders on 27 May 2019 have the right to participate and vote at the General Meeting.

The present invitation, its annexes and the written materials on the agenda are available to the shareholders at the administrative building of the Company each working day from 10 am to 4 pm at 6000 Stara Zagora, Industrialen residential district, Gradus Poultry, and at the Company's website: <https://gradus.bg/investors-meeting>

The registration of the shareholders starts at 10.00 am at the place and on the day of holding the General Meeting.

In the absence of a quorum pursuant to Article 227 of the Commercial Act, the meeting will be held on 25 June 2019 at 10:00 am in the town of Stara Zagora at the same place and with the same agenda and draft decisions. In this case Article 115b, paragraph 1 of the Public Offering of Securities Act shall apply accordingly.

Each shareholder who has issued a power of attorney for participation in the General Meeting must notify the Company at least two working days before the date of the General Meeting.

All shareholders of Gradus AD are invited to take part in the General Meeting personally or through the persons authorized thereby.

Luka Angelov Angelov
Chairman of the Board of Directors

Ivan Angelov Angelov
Executive Director

POWER OF ATTORNEY

The undersigned _____
(full name, PIN, details from identification document, respectively, company name, UIC under BULSTAT),

in my capacity as shareholder holding shares of the capital of Gradus AD pursuant to Article 226 of the Commercial Act in conjunction to Article 116 of the Public Offering of Securities Act, do hereby

EMPOWER

(full name, PIN, details from identification document, respectively, company name, UIC under BULSTAT),

to represent me at the General Meeting of Shareholders, which will be held on 10 June 2019 at 11:00 am in the town of Stara Zagora 6009, Park Hotel Stara Zagora, 50, Khan Asparuh Street, Tervel Hall and to vote with all the shares I hold on the items of the agenda in accordance with the following, namely:

11. Approval of the Activity Report of the Board of Directors of the Company for the year 2018;

Draft resolution: The General Meeting of Shareholders approves the Activity Report of the Board of Directors of the Company for the year 2018.;

12. Approval of the Registered Auditor's Report for auditing the Annual Financial Statements of the Company for the year 2018;

Draft resolution: The General Meeting of Shareholders approves the Report of the Registered Auditor for the Verification of the Annual Financial Statement for the year 2018;

13. Approval of the Annual Financial Statements of the Company for the year 2018;

Draft resolution: The General Meeting of Shareholders approves the Annual Financial Statement of the Company for the year 2018;

14. Approval of the report on the activity of the Investor Relations Director of the Company for the year 2018;

Draft resolution: The General Meeting of Shareholders approves the report on the activity of the Investor Relations Director of the Company for the year 2018;

15. Election of members of the Audit Committee of the Company on proposal of the Board of Directors and determination of their remuneration;

Draft resolution: 1. The General Meeting of Shareholders elects the members of the Audit Committee proposed by the Board of Directors as follows: Radka Dimcheva Peneva - Chairman of the Audit Committee, Petya Radoslavova Panova - Ivanova - Member of the Audit Committee and Georgi Aleksandrov Babev - Member of the Audit Committee. 2. The General Meeting shall set a monthly remuneration for each member of the Audit Committee at the gross amount of BGN 250 /two hundred and fifty Bulgarian levs/.

16. Approval of the Remuneration Policy of the Board of Directors of the Company;

Draft resolution: The General Meeting approves the Company's remuneration policy prepared and proposed by the Board of Directors;

17. Approval of the Report on the Implementation of the Remuneration Policy of the Board of Directors;

Draft resolution: The General Meeting approves the Report on the Implementation of the Remuneration Policy of the Board of Directors of the Company;

18. Proposal for distribution of the profit for 2018.

Draft resolution: Draft decision: The Board of Directors proposes the profit for 2018 to be distributed as follows: 1. The amount of BGN 24 360 871 (twenty four million three hundred sixty thousand eight hundred and seventy-one Bulgarian levs) for the payment of dividends under the following parameters: 1.1. Gross amount per share: BGN 0.10; 1.2. Commencement of payment of dividends: 11 July 2019; 1.3. Term for payment of dividends: - three months; 1.4. Method of payment of dividends: through Central Depository AD and branches of Unicredit Bulbank AD; 2. The balance of BGN 2 339 901.43 /two million three hundred thirty nine thousand nine hundred one and 0.43 Bulgarian levs/ to be transferred to the undistributed profit of the Company.

19. Deciding on the dismissal of the members of the Board of Directors of the Company for their activity in 2018;

Draft resolution: The General Meeting of Shareholders releases from responsibility the members of the Board of Directors of the Company for their activity in 2018;

20. Amending and supplementing the Articles of Association of the Company

Draft resolution: The Board of Directors proposes the following amendments and supplements to the Articles of Association of the Company:

3. In Article 32 of the Articles of Association "Competence of the Board of Directors" a new item 18 is added to be read as:

„18. Approves the annual consolidated financial statements of the Company.”

4. The previous item 18 of Article 32 of the Articles of Association becomes item 19.

Manner of voting:

1. Approves the Activity Report of the Board of Directors of the Company for 2018;

2. Approves the Registered Auditor's Report for auditing the Annual Financial Statements of the Company for the year 2018;

3. Approves the Annual Financial Statements of the Company for the year 2018;

4. Approves the report on the activities of the Investor Relations Director of the Company for the year 2018;

5. Elects the members of the Audit Committee proposed by the Board of Directors of the Company as follows: Radka Dimcheva Peneva - Chairman of the Audit Committee, Petya Radoslavova Panova - Ivanova - Member of the Audit Committee and Georgi Aleksandrov Babev - Member of the Audit Committee. Determines monthly remuneration for each member of the Audit Committee at the gross amount of BGN 250 /two hundred and fifty Bulgarian levs/.

6. Approves the Company's Remuneration Policy prepared and proposed by the Board of Directors;

7. Approves the Report on the Implementation of the Remuneration Policy of the Board of Directors;

8. Approves the Board of Director's proposal for the distribution of profits for the year 2018;

9. Releases from responsibility of the members of the Board of Directors of the Company for their activities in 2018;

10. Approves the amendments and supplements proposed by the Board of Directors to the Articles of Association of the Company.

(Important: If the shareholder does not explicitly specify the manner of voting on the individual items on the agenda, in this case for manner of voting it must be written: "The proxy shall have the discretion whether and how to vote.")

Authorization covers (does not cover) issues that are included on the agenda under the terms of Article 231, paragraph 1 of the Commercial Act and have not been communicated or promulgated in accordance to Article 223 of the Commercial Act. In the cases under Article 231, paragraph 1 of the Commercial Act, the proxy shall have the right to discretion whether to vote and in what manner.

(Important: the declaration of will shall be marked by crossing or deleting the unnecessary).

The power of attorney shall be also valid in the event of a postponement of the General Meeting of Shareholders due to lack of quorum.

Any re-authorization with the rights listed above shall be void.

Principal:

Rules for voting at the General Meeting of Shareholders of Gradus AD by proxy and by correspondence

I. Basic Principles

Art. 1. The present rules for voting at general meetings of Gradus AD /the "Company"/ by proxy and by correspondence have been adopted on the grounds of Article 115d, paragraph 6 of the Public Offering of Securities Act (POSA) and in accordance with that provision they contain the requirements of the Company regarding the authorization, the presentation of the power of attorney to the Company and the instructions given by the shareholder about the manner of voting, if any, necessary for the identification of shareholders and proxies and to ensure the possibility of checking the content of the instructions given in the power of attorney.

Art. 2. /1/ The right to vote shall be exercised by the persons registered as such with voting rights in the registers of the Central Depository 14 days before the date of the general meeting.

/2/ Each shareholder of the Company shall have the right to participate in the general meeting personally or through a representative.

/3/ The authorization of the representative shall be made in writing.

/4/ Several shareholders may appoint a joint representative.

/5/ The members of the Board of Directors shall have the right to attend the general meeting, but without the right to vote, unless they are shareholders.

II. Rights and Obligations of the Proxy

Art. 3. The proxy holder shall have the same rights to speak and ask questions at the general meeting, as the shareholder whom they represent.

Art. 4. The proxy holder may represent more than one shareholder in the general meeting, in which case they may vote in different manners with the shares held by each individual shareholder they represent.

Art. 5. The proxy holder shall exercise the right to vote in accordance with the instructions of the shareholder contained in the power of attorney.

Art. 6. If more than one power of attorney issued by the same shareholder is presented, the power of attorney issued on the later date shall be valid.

Art. 7. If the shareholder personally attends the general meeting, the power of attorney issued by the shareholder for that general meeting shall be valid unless the shareholder declares otherwise. Regarding the items on the agenda, on which the shareholder personally votes, the relevant right of the proxy holder shall be dropped out.

III. Requirements to the Power of Attorney

Art. 8. The power of attorney must be:

1. in writing;
2. in express form;
3. for the particular general meeting;

Art. 9. /1/ The power of attorney under Article 8 shall indicate at least:

1. the details of the shareholder and the proxy holder;

2. the number of the shares to which the power of attorney refers;
3. the agenda of the items proposed for discussion;
4. the proposals for decisions on each item on the agenda;
5. the manner of voting on each item;
6. date and signature.

/2/ In the cases where the power of attorney does not specify the manner of voting on the different items on the agenda, it shall state that the proxy holder shall have the discretion whether and how to vote. In this case, the proxy holder may not be a member of the Board of Directors.

/3/ The power of attorney may not contain a right of re-authorization with the rights conferred thereon. The re-authorization with the rights granted under powers of attorney, as well as the power of attorney given in violation of the provisions of the Public Offering of Securities Act, shall be deemed void.

/4/ Together with the materials for the general meeting a sample form of a written power of attorney shall be submitted in paper and electronic form. The sample form of the power of attorney shall be also available on the Company's website www.gradus.bg

IV. Presentation of Power of Attorney

Art. 10. /1/ The power of attorney shall be sent to the Company not later than two working days before the date of the general meeting:

1. to the electronic address (e-mail): ir@gradusbg.com;
2. by courier or mail at the address of management in the town of Stara Zagora, Industrial, Pitchery Grade, to the attention of the Investor Relations Director Boryana Dimitrova Dimitrova, contact phone: +359 883 773 993. Correspondence via mail or courier can also be sent to the office of the Company in Sofia, namely: Sofia, Simeonovsko Shose Blvd 110B, fl. 4, office 22, contact phone: +359 883 773 993, contact person: Boryana Dimitrova - Investor Relations Director.

/2/ Sending in advance of a copy of the power of attorney in accordance with paragraph 1 shall not repeal the obligation under Article 1.

/3/ The power of attorney may be revoked by a written notification to the Company at the latest at the moment of beginning of the general meeting.

Art. 11. /1/ The power of attorney shall be presented in the original at the registration at the general meeting.

/2/ The power of attorney issued in a foreign language must be accompanied by a legalized translation into Bulgarian.

/3/ In the event of inconsistency between the texts, the version in the Bulgarian translation shall be deemed correct.

V. Identification of Shareholders and Proxies

Art. 12. Shareholders - legal entities are represented by a legal representative. In cases where the legal entity is not represented by its legal representative, the proxy holder shall present an identity document, an original certificate of commercial registration of the respective company - shareholder and an explicit power of attorney for the particular general meeting with the contents under Article 9 of these Rules. The certificate of commercial registration issued in a foreign language must be accompanied by a legalized translation in Bulgarian. In case of inconsistency between the texts, the version in the Bulgarian translation shall be deemed correct.

Art. 13. The proxy holders – legal entities can not be represented by anyone else other than a legal representative. In this case, for the purposes of identification of the proxy holder, besides the identification document of the representative of the company – proxy holder, the original of the certificate for commercial registration of the respective company – proxy holder and an explicit power of attorney for the particular general meeting with the contents under Article 9 of these Rules shall be presented. The certificate of commercial registration issued in a foreign language must be accompanied by a legalized translation in Bulgarian. In case of inconsistency between the texts, the version in the Bulgarian translation shall be deemed correct.

Art. 14. The natural persons participating in the general meeting as shareholders, the proxy holders or legal representatives of a legal entity shall be identified with the presentation of an identity document.

VI. Revocation of Power of Attorney

Art. 15. /1/ The power of attorney issued may be revoked subject to the requirements of this section.
/2/ If, until the commencement of the general meeting, the company is not notified in writing by a shareholder on revocation of a power of attorney, it shall be considered valid.
/3/ The notification must be in writing, must be issued for the particular general meeting and must be explicit.

VII. Rights for Voting by Correspondence

Art. 16. /1/ The persons registered as shareholders of Gradus AD in the registers of Central Depository AD fourteen days before the date of the general meeting of the shareholders may exercise their right to vote before the date of holding the particular session of the general meeting by correspondence.

/2/ The right to vote at the general meeting of shareholders of the Company by correspondence shall represent an explicit, written statement of will, issued by a shareholder of the Company, which refers for the particular session of the general meeting of the shareholders and shall contain:

1. identification details of the shareholder;
2. the number of the shares to which it relates;
3. agenda of the issues proposed for discussion at the particular session of the general meeting of shareholders of the Company, in accordance to the invitation for convening the general meeting of shareholders announced in the Commercial Register;
4. the proposals for decisions on each item on the agenda;
5. the manner of voting on each item on the agenda (for each item on the agenda only one of the following manners of voting should be mentioned: "Pro", "Against" or "Abstained");
6. date and signature;

/3/ The statement of will pursuant to paragraph 2 of this Article, made in a foreign language, shall be accompanied by a legalized translation in Bulgarian language, in accordance with the requirements of the current legislation.

/4/ The necessary details under paragraph 2, item 1 of this Article, for the identification of a shareholder - natural person shall be: full name, Personal Identification Number (EGN) and address of residence.

/5/ The necessary details under paragraph 2, item 1 of this Article for the identification of a shareholder - legal entity shall be: name of company, registered office and address of management, unified identification code (EIK) and the full name of the representative(s) of the company.

/6/ In the event that the voting right is exercised by correspondence by a shareholder - legal entity, the explicit statement of will under Article 17 of these Rules shall be accompanied by an original of

the current certificate of commercial registration of the respective company - shareholder. The certificate of commercial registration issued in a foreign language must be accompanied by a legalized translation in Bulgarian language, in accordance with the requirements of the effective legislation.

Art. 17. As a valid means of exercising the right to vote by correspondence, the shareholders of the Company may use any of the following methods exhaustively listed below:

1. mail - by letter sent to the Company with an acknowledgment of receipt;
2. e-mail - by electronic message, which must be signed by the shareholder with a universal electronic signature (UES) and accompanied by an electronic document (an electronic image) of the statement of will, also being signed by the shareholder with a universal electronic signature;
3. courier - by letter sent to the Company;

Art. 18. /1/ The Company shall accept for valid the voting by correspondence only if the vote has been received by the Company no later than the day preceding the date of the general meeting.

/2/ In the event that a shareholder of the Company who exercised their right to vote by correspondence attended personally the session of the general meeting of shareholders, the voting rights they exercised by correspondence shall be valid unless the shareholder declares the opposite.

/3/ In the cases under paragraph 2 of the present Rules, the issues on which the shareholder votes at the general meeting, the voting rights exercised by them by correspondence shall be dropped out.

/4/ The shares of the persons who have voted by correspondence shall be taken into account in determining the quorum for the respective session of the general meeting of shareholders of the Company, and the voting shall be recorded in the minutes of the general meeting.

/5/ The minutes of the general meeting of shareholders of the Company shall be enclosed by a list of the persons exercised their voting rights at the general meeting by correspondence, if any, as well as the number of the shares held by them, which minutes shall be certified by the chairman and the secretary of the general assembly.

Art. 19 /1/ The address for correspondence by mail or courier is the management address in the town of Stara Zagora, Industrial, Pitchery Grade, to the attention of the Investor Relations Director Boryana Dimitrova Dimitrova, contact phone: +359 883 773 993. Correspondence via mail or courier can also be sent to the office of the Company in Sofia, namely: Sofia, Simeonovsko Shose Blvd 110B, fl. 4, office 22, contact phone: +359 883 773 993, contact person: Boryana Dimitrova - Investor Relations Director./2/ The e-mail address for correspondence of the Company is ir@gradusbg.com
These Rules are adopted by decision of the Board of Directors of Gradus AD on 18 April 2019.

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Luka Angelov
Gradus AD

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Ivan Angelov
Gradus AD