

INVITATION
For an Extraordinary
General Meeting
of the shareholders of Gradus SA

1. Adopting the Rules of Procedure of the Audit Committee of Gradus SA;

Draft Resolution: The General Meeting adopts the Rules of Procedure of the Audit Committee of Gradus SA issued and proposed by the Audit Committee.

2. Selection of a certified (registered) auditor to verify and certify the Company's Individual Annual Financial Report for 2019. and the Company's Consolidated Financial Statements for 2019.

Draft resolution: The General Meeting elects a certified auditor to verify and certify the Company's Individual Annual Financial Report for 2019 and the Consolidated Financial Statement of the Company for 2019: Baker Tilly Klitou and Partners Ltd., Reg. #129, Company ID#: 131349346, Sofia-1000, 5 Stara planina str., floor 5, represented by the manager Krasimira Ivanova Radeva.

3. Approval of the six-monthly financial statement of the Company for the first half of 2019.

Draft resolution: The General Meeting approves the six-month financial statement of the Company for the first half of 2019.

4. Approval of the report of the Board of Directors on meeting the requirements of the Public Offering of Securities Act (POSA) for paying a six-month dividend.

Draft resolution: The General Meeting approves the report of the Board of Directors on meeting the requirements for the Public Offering of Securities for the payment of a six-month dividend.

5. Decision making pursuant to Art. 39 of the By-Laws of the Company for profit distribution and the payment of an interim dividend on the basis of the adopted 6-month financial statement.

Draft resolution: The General Meeting resolves to distribute a 6-month dividend from the profit made by the Company in accordance with the issued 6-month financial report for the first half of 2019, with the following parameters: (i) Total gross amount of the dividend – BGN 5,359,391.62 (ii) Gross amount of the dividend per share – BGN 0.022; (iii) Start of payment of dividend: 26 Nov 2019; (iv) Dividend payment maturity: three months; (v) Method of payment of the dividend: through the Central Depository SA and branches of UniCredit Bulbank SA.

The Board of Directors of Gradus SA informs the total number of shares of the company by the date of the Board of Directors' resolution for calling the General Meeting is 243,608,710, and the voting rights at the General Meeting of the company by the same date are 243,608,710.

Shareholders are entitled to:

1. to participate in the General Meeting;
2. to request the inclusion of questions and propose resolutions on issues already included in the agenda of the General Meeting in accordance with Art. 223a of the Commercial Law; the deadline for exercising this right is 15 days before the date of the General Meeting, or 10 Oct 2019;
3. to make substantive proposals for decisions on any matter included in the agenda and subject to the requirements of the law; the restriction under Art. 118, para 3 of POSA shall be applied accordingly; the deadline for exercising this right is by the time of adjourning the debates on the matter before voting the decision by the General Meeting;
4. to ask questions during the General Meeting, no matter whether they are related to the agenda or not;
5. to authorize any natural person or legal entity to attend and vote at the General Assembly on

their behalf.

The following attached documents are an integral part of this invitation: a template for voting by proxy and Rules for voting at General Meetings of the shareholders of Gradus SA by proxy and by means of correspondence, including the ways of obtaining and withdrawing Power of Attorneys;

According to Art. 115b, para. 1 of the POSA, only entities registered as shareholders on 11 Oct 2019 have the right to attend and vote at the General Meeting.

This invitation, the attachments thereto and the written materials on the agenda are available to the shareholders in the administrative building of the company every working day from 10:00 h to 16:00 h at the address: Stara Zagora – 6000, Industrial Qtr., Gradus Poultry Farm, and on the company's website: <https://gradus.bg/investors-meeting>.

The registration of the shareholders starts at 10:00 h at the location and on the day of holding the General Meeting.

In case of no quorum, the meeting will be held on 11 Nov 2019 at 11:00 h in the town of Stara Zagora at the same place and with the same agenda and draft decisions – pursuant to Art. 227 of the Commercial Code. In this case, Art. 115b, para. 1 of the POSA shall be applied accordingly.

Every shareholder who has issued a Power of Attorney for the participation at the General Meeting is obliged to inform the company two business days the latest prior to the date of the General Meeting.

All shareholders of Gradus SA are kindly invited to participate at the General Meeting – in person or by an authorized person by them.

Лука Ангелов Ангелов
Luka Angelov Angelov

Иван Ангелов Ангелов
Ivan Angelov Angelov

Председател на Съвета на директорите
Chair of the Board of Directors

Изпълнителен директор
CEO

ПЪЛНОМОЩНО / POWER OF ATTORNEY**Долуподписаният(та)**

I, the undersigned:

(трите имена, ЕГН, данни от документ за самоличност, съответно наименование на фирмата, ЕИК),
(names, Personal ID #, data from the ID document or company name and company ID # respectively)

в качеството си на акционер, притежаващ ... броя акции от капитала на “Градус АД”, на осн. чл. 226 от Търговския закон във връзка с чл. 116 от Закона за публично предлагане на ценни книжа

in my capacity of a shareholder, owning ... shares from the capital of Gradus SA, on the grounds of Art. 226 of the Commercial Law in regards to Art. 116 of the Law of Public Offering of Securities,

УПЪЛНОМОЩАВАМ / I DO AUTHORIZE:

(трите имена, ЕГН, данни от документ за самоличност, съответно наименование на фирмата, ЕИК),
(names, Personal ID #, data from the ID document or company name and company ID # respectively)

да ме представлява на общото събрание на акционерите, което ще се проведе на 25.10.2019 г. от 11:00 ч., в гр. Стара Загора 6009, Парк–Хотел Стара Загора, ул. „Хан Аспарух“ 50, зала „Тервел“, и да гласува с всички притежавани от мен акции по въпросите от дневния ред съгласно указания по-долу начин, а именно:

1. Приемане на Правила за работа на Одитния комитет на Градус АД.

Проект за решение: Общото събрание приема изготвените и предложени от Одитния комитет на Градус АД Правила за работа на Одитния комитет на Градус АД.

2. Избор на регистриран одитор, който да провери и завери Индивидуалния годишен финансов отчет на Дружеството за 2019г. и Консолидирания финансов отчет на Дружеството за 2019 година.

Проект за решение: Общото събрание избира за регистриран одитор, който да провери и завери Индивидуалния годишен финансов отчет на Дружеството за 2019г. и Консолидирания финансов отчет на Дружеството за 2019 година “Бейкър Тили Клиту и Партньори” ООД, рег. № 129, ЕИК: 131349346, гр. София, 1000, ул. Стара планина №5, ет. 5, представлявано от управителя

To represent me at the General Meeting of the shareholders to be held on 25 Oct 2019 at 11:00 h in the town of Stara Zagora, ZIP 6009, Stara Zagora Park Hotel, 50 Khan Asparuh Str., Tervel hall, and vote with all shares owed by me for the items of the agenda, pursuant to the manner provided for below, namely:

1. Adopting the Rules of Procedure of the Audit Committee of Gradus SA;

Draft Resolution: The General Meeting adopts the Rules of Procedure of the Audit Committee of Gradus SA issued and proposed by the Audit Committee.

2. Selection of a certified (registered) auditor to verify and certify the Company's Individual Annual Financial Report for 2019. and the Company's Consolidated Financial Statements for 2019.

Draft resolution: The General Meeting elects a certified auditor to verify and certify the Company's Individual Annual Financial Report for 2019 and the Consolidated Financial Statement of the Company for 2019: Baker Tilly Klitou and Partners Ltd., Reg. #129, Company ID#: 131349346, Sofia-1000, 5 Stara planina str., floor 5, represented by the

Красимира Иванова Радева.

3. Одобряване на шестмесечен финансов отчет на Дружеството за първото полугодие на 2019 г.

Проект на решение: Общото събрание одобрява шестмесечния финансов отчет на Дружеството за първото полугодие на 2019 г.

4. Одобряване на доклада на Съвета на директорите за изпълнението на изискванията на Закона за публичното предлагане на ценни книжа за изплащане на шестмесечен дивидент.

Проект на решение: Общото Събрание одобрява доклада на Съвета на директорите за изпълнението на изискванията на Закона за публичното предлагане на ценни книжа за изплащане на шестмесечен дивидент.

5. Взимане на решение по чл. 39 от Устава на Дружеството за разпределяне на печалбата и изплащане на междинен дивидент на база приетия 6-месечен финансов отчет.

Проект за решение: Общото събрание взема решение за разпределяне на 6-месечен дивидент от печалбата реализирана от Дружеството съгласно изготвения 6-месечен финансов отчет за първото полугодие на 2019 г., при следните параметри: (i) Общ брутен размер на дивидента – 5 359 391, 62 лв. (ii) Брутен размер на дивидента за една акция – 0,022лв.; (iii) Начало на изплащане на дивидента: 26.11.2019; (iv) Срок за изплащане на дивидента: - три месеца; (v) Начин на изплащане на дивидента: чрез „Централен депозитар” АД и клонове на Уникредит Булбанк АД.

Начин на гласуване:

1. Приема изготвените и предложени от Одитния комитет на Градус АД Правила за работа на Одитния комитет на Градус АД.
2. Избира за регистриран одитор, който да провери и завери Индивидуалния годишен финансов отчет на Дружеството за 2019 г. и Консолидирания финансов отчет на Дружеството за 2019 година “Бейкър Тили Клиту и Партньори” ООД, рег. № 129, ЕИК: 131349346, гр. София, 1000, ул. Стара планина №5, ет. 5, представлявано от управителя Красимира Иванова Радева.
3. Одобрява шестмесечния финансов отчет на Дружеството за първото полугодие на 2019 г.
4. Одобрява доклада на Съвета на директорите за изпълнението на изискванията на Закона за публичното предлагане на ценни книжа за

manager Krasimira Ivanova Radeva.

3. Approval of the six-monthly financial statement of the Company for the first half of 2019.

Draft resolution: The General Meeting approves the six-month financial statement of the Company for the first half of 2019.

4. Approval of the report of the Board of Directors on meeting the requirements of the Public Offering of Securities Act (POSA) for paying a six-month dividend.

Draft resolution: The General Meeting approves the report of the Board of Directors on meeting the requirements for the Public Offering of Securities for the payment of a six-month dividend.

5. Decision making pursuant to Art. 39 of the By-Laws of the Company for profit distribution and the payment of an interim dividend on the basis of the adopted 6-month financial statement.

Draft resolution: The General Meeting resolves to distribute a 6-month dividend from the profit made by the Company in accordance with the issued 6-month financial report for the first half of 2019, with the following parameters: (i) Total gross amount of the dividend – BGN 5,359,391.62 (ii) Gross amount of the dividend per share – BGN 0.022; (iii) Start of payment of dividend: 26 Nov 2019; (iv) Dividend payment maturity: three months; (v) Method of payment of the dividend: through the Central Depository SA and branches of UniCredit Bulbank SA.

Manner of voting:

1. Adopts the Rules of Procedure of the Audit Committee of Gradus SA issued and proposed by the Audit Committee.
2. Elects a certified auditor to verify and certify the Individual Annual Financial Report of the company for 2019 and the Consolidated Financial Statement of the Company for 2019: Baker Tilly Klitou and Partners Ltd., Reg. #129, Company ID#: 131349346, Sofia-1000, 5 Stara planina str., floor 5, represented by the manager Krasimira Ivanova Radeva.
3. Approves the six-month financial statement of the company for the first half of 2019.
4. Approves the report of the Board of Directors on Meeting the requirements of the Public Offering of Securities Act

изплащане на шестмесечен дивидент.

5. Взима решение за разпределяне на 6-месечен дивидент от печалбата реализирана от Дружеството, съгласно изготвения 6-месечен финансов отчет за първото полугодие на 2019 г., при следните параметри: (i) Общ брутен размер на дивидента – 5 359 391, 62 лв. (ii) Брутен размер на дивидента за една акция – 0,022лв.; (iii) Начало на изплащане на дивидента: 26.11.2019; (iv) Срок за изплащане на дивидента: - три месеца; (v) Начин на изплащане на дивидента: чрез „Централен депозитар” АД и клонове на Уникредит Булбанк АД.

(Важно: Ако акционерът не посочи изрично начинът за гласуване по отделните точки от дневния ред, в този случай за начин на гласуване трябва да е записано: „Пълномощникът има право на преценка дали и по какъв начин да гласува.”)

Упълномощаването обхваща *(не обхваща)* въпроси, които са включени в дневния ред при условията на чл. 231, ал. 1 ТЗ и не са съобщени или обнародвани съобразно чл. 223 ТЗ. В случаите по чл. 231, ал. 1 ТЗ пълномощникът има право на собствена преценка, дали да гласува и по какъв начин.

(Важно: волеизявлението се отбелязва със зачеркване или заличаване на ненужното.)

Пълномощното важи и в случай на отлагане на общото събрание на акционерите поради липса на кворум.

Преупълномощаването с изброените по-горе права е нищожно.

(POSA) for paying a six-month dividend.

5. Resolves to distribute a 6-month dividend from the profit made by the Company in accordance with the issued 6-month financial report for the first half of 2019, with the following parameters: (i) Total gross amount of the dividend – BGN 5,359,391.62 (ii) Gross amount of the dividend per share – BGN 0.022; (iii) Start of payment of dividend: 26 Nov 2019; (iv) Dividend payment maturity: three months; (v) Method of payment of the dividend: through the Central Depository SA and branches of UniCredit Bulbank SA.

(N. B. Unless the shareholder explicitly indicates the manner of voting on the separate items on the agenda, in this case the manner of voting should be recorded as: “The proxy has the right to vote at their discretion”.)

The authorization covers (does not cover) matters included in the agenda under the terms of Art. 231, para. 1 of the Commercial Law and they were not announced nor promulgated pursuant to Art. 223 of the Commercial Law. In the cases under Art. 231, para. 1 of the Commercial Law, the proxy has the right of their discretion, whether to vote or not and how.

(N. B. Will-expression is noted by striking through or deleting the wrong statement.)

The Power of Attorney is valid also in case of postponing the General Meeting of the shareholders in case no quorum was present.

Further authorizing [third parties] with the above said rights shall be considered invalid.

УПЪЛНОМОЩИТЕЛ / 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