

**MINUTES  
Of  
The General Meeting of Shareholders  
Of  
GRADUS AD**

An extraordinary General Meeting of Shareholders of GRADUS AD was held on 25 October 2019 at 11: a.m. in the town of Stara Zagora 6009, Stara Zagora Park Hotel, 50 Khan Asparukh Street, Tervel Hall. The General Meeting was opened by Mr Georgi Alexandrov Babev, member of the Board of Directors of the Company.

The total number of the shares of the Company is 243,608,710; according to the list of shareholders at 11 October 2019, received from Central Depository AD, the rights to vote at the General Meeting of the Company totalled 243,608,710.

Shareholders and shareholders' representatives holding 221,914,881 shares or 91.09 % of all voting rights have been registered and attend the Meeting. Pursuant to article 227 of the Commercial Act and article 20, paragraph 1 of the Articles of Association of на GRADUS AD, there is quorum and the General Meeting is regular and may pass valid decisions.

A list of attending shareholders or their representatives and the number of their shares held or represented has been drawn up in accordance with article 225 of the Commercial Act.

One of the members of the Board of Directors was present at the Meeting as well, namely Mr Georgi Alexandrov Babev.

On a proposal by the Board of Directors, the following individuals were invited to attend the Meeting: Boryana Dimitrova and Antoaneta Nikiforova Boeva – employees of the Company; Violeta Markova Stratieva and Zlatomira Taneva Slavova.

Their presence at the Meeting was approved, as follows:

Number of shares on which valid votes were cast: 228,292,842 or 93.71% of all voting shares;

Number of votes "For": 228,292,842 or 93.71 % of all voting shares;

Number of votes "Against": 0 shares, 0% of all voting shares;

Number of votes „Abstainers”: 0 shares, 0% of all voting shares;

The Meeting moved to the election of management of the today's General Meeting of Shareholders and a proposal was made to elect Mr Georgi Alexandrov Babev as Chairman of the Meeting, Mrs Boryana Dimitrova Dimitrova as Secretary of the Meeting, and scrutineers of votes – Antoaneta Nikiforova Boeva, Violeta Markova Stratieva and Zlatomira Taneva Slavova.

No other proposals were made and the General Meeting of Shareholders passed the following decision:

**Mr Georgi Alexandrov Babev was elected as Chairman of the Meeting, Mrs Boryana Dimitrova Dimitrova was elected as Secretary of the Meeting, and Antoaneta Nikiforova Boeva, Violeta Markova Stratieva and Zlatomira Taneva Slavova were elected as scrutineers of votes.**

Number of shares on which valid votes were cast: 221,914,881 shares or 91.09% of all voting shares;

Number of votes “For” 221,914,881 shares or 91.09 % of all voting shares;

Number of votes “Against”: 0 shares, 0% of all voting shares;

Number of votes „Abstainers”: 0 shares, 0% of all voting shares;

The elected persons took over the leadership of the meeting.

The Chairman of the Meeting announced that this Meeting is held in compliance with the requirements of the Commercial Act, Public Offering of Securities Act and the Articles of Association of the Company. The convocation contains all information required by law and has been published in the Commercial Register under number 20190502172956. A list of persons who may exercise voting rights at this General Meeting was requested and received from Central Depository AD. The registration was made according to that list.

The Chairman informed the attendees that no legal persons – shareholders were represented in person at the Meeting by their legal representatives; however, there are 6 legal persons – shareholders that were represented by proxies. Two individuals were present at the Meeting in person and 4 individuals were represented by proxies. The Meeting was informed that the following powers of attorney were submitted: IUPF Allianz Bulgaria, IOPF Allianz Bulgaria and VPF Allianz Bulgaria with proxy Tsvetomir Serafimov Iliev; OPF Doverie, VPF Doverie and UPF Doverie with proxy Antonia Peneva Gospodinova; Ivan Angelov Angelov - through his proxy Krasimira Stanilova Kirkova; Stanislav Luka Angelov through his proxy Krasimira Stanilova Kirkova; Luka Angelov Angelov through his proxy Krasimira Stanilova Kirkova; Angel Ivanov Angelov through his proxy Marietta Tihomirova Damyanova Babeva.

The powers of attorney submitted comply with the requirements of the law.

The Meeting was held in accordance with the agenda previously announced, as follows:

1. Approval of Operational Rules of the Audit Committee of Gradus AD;

*Draft decision:* The General Meeting of Shareholders approves Operational Rules of the Audit Committee of Gradus AD, as prepared and proposed by the Audit Committee of Gradus AD;

2. Election of a Registered Auditor to audit and certify the separate annual financial statements of the Company for 2019 and the consolidated financial statements of the Company for 2019;

*Draft decision:* The General Meeting elects Baker Tilly Klitou and Partners OOD, reg. No. 129, UIC 131349346, Sofia, Postal Code 1000, 5 Stara Planina Street, floor 5, represented by the General Manager, Krasimira Ivanova Radeva, as Registered Auditor to audit and certify

the separate annual financial statements of the Company for 2019 and the consolidated financial statements of the Company for 2019.

3. Approval of the six-month financial statements of the Company for the first half year of 2019.

*Draft decision:* The General Meeting approves the six-month financial statements of the Company for the first half year of 2019.

4. Approval of the report of the Board of Directors on the compliance with the requirements of the Public Offering of Securities Act for payment of six-month dividend.

*Draft decision:* The General Meeting approves the report of the Board of Directors on the compliance with the requirements of the Public Offering of Securities Act for payment of six-month dividend.

5. Taking a decision under article 39 of the Articles of Association of the Company for the distribution of profit and payment of interim dividend based on the approved six-month financial statements.

*Draft decision:* The General Meeting takes a decision to distribute six-month dividend from the Company's profit according to the prepared six-month financial statements for the first half of 2019, under the following parameters: (i) Total gross dividend amount – BGN 5,359,391.62; (ii) Gross dividend amount per share – BGN 0.022; (iii) Effective date of dividend payment: 26 November 2019; (iv) Term of dividend payment: three months; (v) Method of dividend payment: through Central Depository AD and branches of Unicredit Bulbank AD.

The discussion of the agenda items and the adoption of the decisions of the General Meeting took place as follows:

Considering that the materials were made available to the shareholders and to the public at the office of the Company, on the Company's website, through the X3News, over the entire period from the date of publication of the convocation with the Commercial Register to the date of this General Meeting, Mr Babev proposed to the shareholders that the materials should not be read, but instead each agenda item to be tabled to discussion and voted on. The Chairman gave the floor to the shareholders to speak. There were no requests to speak. No other draft decisions were proposed..

The General Meeting of Shareholders passed the following decision:

**The materials on all agenda items not to be read, but instead agenda item to be tabled to discussion and voted on.**

Number of shares on which valid votes were cast: 221,914,881 shares or 91.09% of all voting shares;

Number of votes “For” 221,914,881 shares or 91.09 % of all voting shares; Number of votes “Against”: 0 shares, 0% of all voting shares;

Number of votes „Abstainers”: 0 shares, 0% of all voting shares;

**On item 1 of the agenda:**

The Chairman gave the floor for discussing the materials on item one of the agenda. There were no requests to speak. No other draft decisions were proposed.

The General Meeting of Shareholders passed the following decision:

**Approves Operational Rules of the Audit Committee of Gradus AD, as prepared and proposed by the Audit Committee of Gradus AD**

Number of shares on which valid votes were cast: 221,914,881 shares or 91.09% of all voting shares;

Number of votes “For” 221,914,881 shares or 91.09 % of all voting shares; Number of votes “Against”: 0 shares, 0% of all voting shares;

Number of votes „Abstainers”: 0 shares, 0% of all voting shares;

**On item 2 of the agenda:**

The Chairman gave the floor for discussing the materials on item two of the agenda. There were no requests to speak. No other draft decisions were proposed.

The General Meeting of Shareholders passed the following decision:

**Elects Baker Tilly Klitou and Partners OOD, reg. No. 129, UIC 131349346, Sofia, Postal Code 1000, 5 Stara Planina Street, floor 5, represented by the General Manager, Krasimira Ivanova Radeva, as Registered Auditor to audit and certify the separate annual financial statements of the Company for 2019 and the consolidated financial statements of the Company for 2019.**

Number of shares on which valid votes were cast: 221,914,881 shares or 91.09% of all voting shares;

Number of votes “For” 221,914,881 shares or 91.09% of all voting shares; Number of votes “Against”: 0 shares, 0% of all voting shares;

Number of votes „Abstainers”: 0 shares, 0% of all voting shares;

**On item 3 of the agenda:**

The Chairman gave the floor for discussing the materials on item three of the agenda. There were no requests to speak. No other draft decisions were proposed. The General Meeting of Shareholders passed the following decision:

**Approves the six-month financial statements of the Company for the first half of 2019.**

Number of shares on which valid votes were cast: 221,914,881 shares or 91.09% of all voting shares;

Number of votes “For” 221,914,881 shares or 91.09% of all voting shares; Number of votes “Against”: 0 shares, 0% of all voting shares;

Number of votes „Abstainers”: 0 shares, 0% of all voting shares;

**On item 4 of the agenda:**

The Chairman gave the floor for discussing the materials on item four of the agenda. There were no requests to speak. No other draft decisions were proposed.

The General Meeting of Shareholders passed the following decision:

**Approves the report of the Board of Directors on the compliance with the requirements of the Public Offering of Securities Act for payment of six-month dividend.**

Number of shares on which valid votes were cast: 221,914,881 shares or 91.09% of all voting shares;

Number of votes “For” 221,914,881 shares or 91.09% of all voting shares; Number of votes “Against”: 0 shares, 0% of all voting shares;

Number of votes „Abstainers”: 0 shares, 0% of all voting shares;

**On item 5 of the agenda:**

The Chairman proposed the draft resolution to be discussed. There were no requests to speak. No other draft decisions were proposed.

The General Meeting of Shareholders passed the following decision:

**Takes a decision to distribute six-month dividend from the Company’s profit according to the prepared six-month financial statements for the first half of 2019, under the following parameters:**

- 1. Total gross dividend amount – BGN 5,359,391.62;**
- 2. Gross dividend amount per share – BGN 0.022;**
- 3. Effective date of dividend payment: 26 November 2019;**
- 4. Term of dividend payment: three months;**
- 5. Method of dividend payment: through Central Depository AD and branches of Unicredit Bulbank AD.**

Number of shares on which valid votes were cast: 221,914,881 shares or 91.09% of all voting shares;

Number of votes “For” 221,914,881 shares or 91.09% of all voting shares;

Number of votes “Against”: 0 shares, 0% of all voting shares;

Number of votes „Abstainers”: 0 shares, 0% of all voting shares;

There being no further business for discussion, the General Meeting of Shareholders of GRADUS AD was adjourned and 11:20 a.m.

**Chairman of the General Meeting:**

*[signature, illegible]*

/Georgi Babev /

**Secretary:**

*[signature, illegible]*

/Boryana Dimitrova/

**Scrutineers of votes:**

*[signature, illegible]*

/Antoaneta Boeva/

*[signature, illegible]*

/Violeta Stratieva/

*[signature, illegible]*

/Zlatomira Slavova/

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*I, the undersigned Dobrinka Petrova Krasteva, hereby certify the correctness of the translation made by me from Bulgarian into English of the document herewith enclosed / Minutes of the General Meeting of Shareholders of Gradus AD. The translation consists of 6 /six/ pages.  
Translator: Dobrinka Petrova Krasteva*