

## XI. Additional information under Appendix 11 of Ordinance 2 of FSC

### 1. Structure of the Company's capital including the securities that have not been admitted to trading on a regulated market in the Republic of Bulgaria or another Member State, with indication of the different classes of shares, the rights and liabilities attaching to any of the classes of shares and the portion of the total capital which each individual class constitutes.

The share capital of GRADUS AD as at 31 December 2020 amounts to BGN 243,608,710 (two hundred forty-three million, six hundred and eight thousand, seven hundred and ten Bulgarian leva) split into 243,608,710 (two hundred forty-three million, six hundred and eight thousand, seven hundred and ten) ordinary registered dematerialized voting shares with nominal amount of BGN 1 each in accordance with the Company's Articles of Association.

The subscribed capital of the Company was paid fully and registered with the Commercial Register at the Registry Agency.

All shares give the right to one vote at the General Meeting of Shareholders, right to dividend and liquidation share proportionate to the share's nominal value.

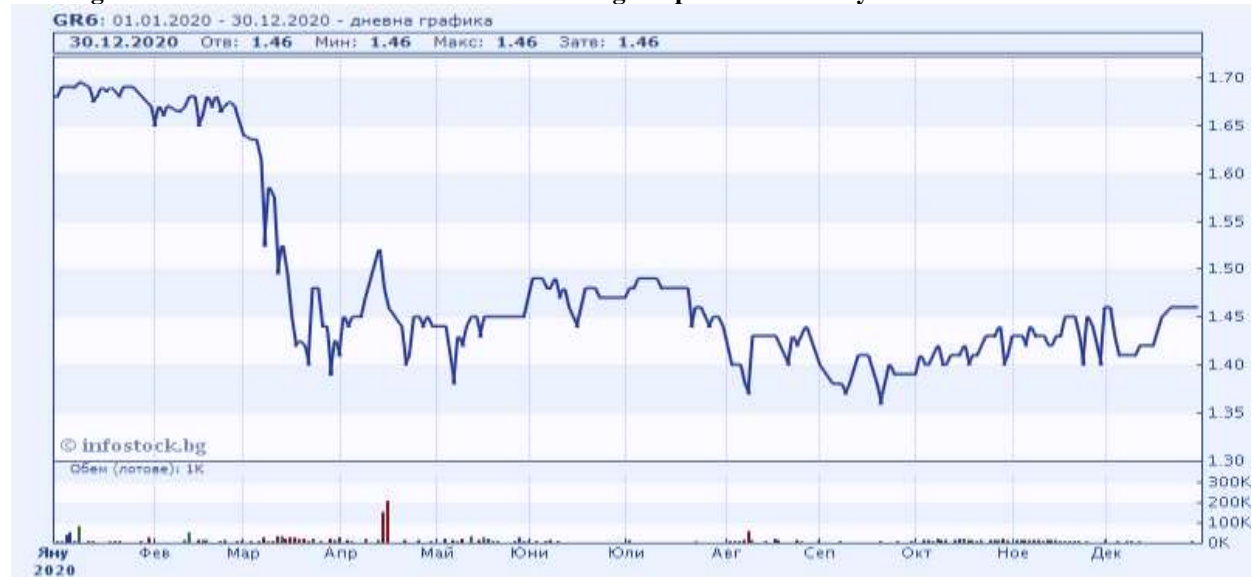
The company shares are admitted to trading on the BSE Main Market, Standard Segment.

The stock exchange code is **GR6**.

The capital structure of GRADUS AD as at 31 December 2020:

- Individuals – 1,147: 205,123,093 shares, 84.20%
- Legal entities - 69 : 38,485,617 shares, 15.80%

### Trading in shares of GRADUS AD on BSE AD during the period 1 January 2020 – 31 December 2020



In 2020, Gradus AD again distributed two dividends as follows:

- BGN 5,359 thousand for the second half of the financial year 2019
- BGN 5,359 thousand for the first six months of 2020

Последна цена	Промяна	Промяна проценти	Обем (лева)	Последна сделка
<b>1.460 лв.</b>	<b>▼0.220</b>	<b>▼13.10%</b>	<b>3 024 909</b>	30 Декември 2020 13:26

в абсолютна стойност / в проценти

-	Цена	Към дата	Изменение спрямо				
			Начална	Минимална	Максимална	Средна	Последна
Начална	1.680	02.01.2020	-	▲24.44%	▼0.88%	▲13.67%	▲15.07%
Минимална	1.350	10.08.2020	▼19.64%	-	▼20.35%	▼8.66%	▼7.53%
Максимална	1.695	13.01.2020	▲0.89%	▲25.56%	-	▲14.68%	▲16.10%
Средна	1.478	-	▼12.02%	▲9.48%	▼12.80%	-	▲1.23%
Последна	1.460	30.12.2020	▼13.10%	▲8.15%	▼13.86%	▼1.22%	-

## Исторически данни

Месечно

Дата	Отваряне	Мин.	Макс.	Затваряне	Δ	Δ%	Обем(лота)	Обем(лева)
12/2020	1.450	1.400	1.460	1.460	▲0.060	▲4.29 %	41 189	59 311
11/2020	1.420	1.400	1.460	1.400	▼0.010	▼0.71 %	176 961	253 173
10/2020	1.410	1.370	1.450	1.410	▲0.020	▲1.44 %	220 264	310 806
09/2020	1.420	1.360	1.430	1.390	▼0.050	▼3.47 %	33 946	47 280
08/2020	1.420	1.350	1.440	1.440	0.000	0.00 %	163 461	226 893
07/2020	1.470	1.430	1.490	1.440	▼0.030	▼2.04 %	31 138	45 860
06/2020	1.460	1.420	1.500	1.470	▲0.020	▲1.38 %	51 734	75 983
05/2020	1.440	1.380	1.490	1.450	▲0.010	▲0.69 %	191 620	275 626
04/2020	1.390	1.390	1.520	1.440	▲0.015	▲1.05 %	465 726	671 999
03/2020	1.635	1.350	1.640	1.425	▼0.230	▼13.90 %	288 335	415 914
02/2020	1.670	1.600	1.680	1.655	▼0.015	▼0.90 %	140 249	232 831
01/2020	1.680	1.650	1.695	1.670	▼0.010	▼0.60 %	242 633	409 233

## 2. Limitations over the securities transfer, such as limitations for holding of securities or a requirement to obtain approval of the Company or another shareholder.

There are no restrictions on the transfer of shares, such as restrictions on the holding of shares or a need to obtain the approval of the Company or other shareholder.

The transactions with registered dematerialised shares of the Company may be concluded on the securities regulated markets only through investment brokers, as well as by other ways provided for in a law.

The transfer of registered dematerialised shares issued by the Company has an effect from the moment of registration of the transaction with the Register kept by the Central Depository certifying the right to these shares. Registered dematerialised shares of the Company are transferred in compliance with the requirements of the effective legislation.

## 3. Information on the direct and indirect holding of 5 or more percent of the voting rights in the Company's General Meeting of Shareholders, including information about the shareholders, the amount of their holding and the manner of holding the shares.

Shareholders of GRADUS AD as at 31 December 2020 holding of 5 or more percent of the voting rights in the Company's General Meeting of Shareholders:

	Shareholders	31.12.2020		31.12.2019	
		Number of shares	%	Number of shares	%
1	Luka Angelov	99 195 645	40,72	99 195 645	40,72
2	Ivan Angelov	50 312 465	20,65	50 312 465	20,65
3	Angel Ivanov Angelov	50 312 465	20,65	50 312 465	20,65
4	Doverie Pension Insurance Company	12 829 003	5,27	12 541 468	5,15
5	Legal entities	25 656 614	10,53	25 751 287	10,57
6	Individual shareholders	5 302 518	2,18	5 495 380	2,26
	<b>TOTAL</b>	<b>243 608 710</b>	<b>100,00</b>	<b>243 608 710</b>	<b>100,00</b>

#### **4. Information about the shareholders with special control rights and description of these rights**

The Articles of Association of GRADUS AD does not envisage special control rights.

#### **5. The control system in exercising the voting right in cases when officials of the company are also its shareholders and when the control is not exercised directly by them.**

A control system is not envisaged. Every employee who is also a shareholder is able to vote freely as he/she wishes and at his/her own discretion.

#### **6. Limitations over the voting rights, such as limitations over the voting rights of the shareholders with a given percent or number of votes, deadline for exercising the voting rights or systems whereby with the company's assistance, the financial rights attaching to the shares are separated from the holding of shares.**

There are no restrictions on the voting rights of the company shareholders, regardless of the number of shares held, nor are there any restrictions as to the deadline for exercising the voting rights.

A voting right may be exercised by persons registered as holders of voting shares with the Register kept by the Central Depository 14 (fourteen) days before the date of convening the General Meeting.

Shareholders participate in the General Meeting in person or through a proxy authorised expressly by an explicit power of attorney in compliance with the requirements of POSA.

#### **7. Agreements among the shareholders, which are known to the company and which may result in limitations over the transfer of shares or the voting right.**

The company is not aware of any agreements among the shareholders, which may result in limitations over the transfer of shares and/or the voting rights.

#### **8. Provisions regulating the appointment and dismissal of the members of the company's management bodies and about introduction of amendments and supplements to the articles of association.**

##### **The General Meeting of Shareholders:**

1. amends and supplements the Articles of Association of the Company;
2. increases and decreases the capital of the Company;
3. transforms and terminates the Company;
4. elects and dismisses the members of the Board of Directors;
5. determines the remuneration of the members of the Board of Directors, to whom corporate governance functions will not be entrusted, including their right to receive a portion of the Company's profit, as well as the right to acquire shares and bonds of the Company;

6. appoints and dismisses registered auditors, when the audit is mandatory in the cases provided for in a law or when a decision has been taken that an independent financial audit shall be carried out;
7. approves the annual financial statements after they have been certified by the appointed registered auditor in the cases where an independent financial audit has been carried out;
8. takes a decision for profit distribution, for making contributions to the Reserve Fund and for payment of dividends;
9. resolves on the issuance of bonds;
10. appoints liquidators in the event of termination of the Company, except for the case of termination by bankruptcy;
11. releases from liability the members of the Board of Directors;
12. resolves on redemption of treasury shares of the Company;
13. elects an Audit Committee; determines the number and mandate of its members and approves its Rules of Procedure in compliance with the provisions of the Independent Financial Audit Act;
14. empowers the persons managing and representing the Company to conclude deals under Article 114, paragraph 1 of POSA;
15. resolves on all other matters within its competence according to the law and/or the Articles of Association.

### **Majority required to pass decisions**

Decisions of the General Meeting shall be adopted by a majority of 50% plus one share of all voting shares issued, unless a higher majority is provided for in the law or in the Company's Articles of Association. The decisions referred to in points 1, 2, 3 and 12 shall require a majority of 2/3 of all voting shares issued.

The decision referred to in point 14 requires a majority of 3/4 of the capital represented in the event of acquisition or disposal of assets, and in all other cases, 50% plus one share of the capital represented.

### **9. Powers of the company's management bodies, including the right to take decisions for the issue and redemption of shares in the company.**

The powers of the Board of Directors are stipulated in the Articles of Association of the Company.

### **10. Significant contracts of the company which give rise to action, have been amended or terminated due to change in the control of the company upon carrying out of obligatory tender offer and the consequences thereof, save for the cases when the disclosure of such information may cause serious damages to the company; the exception of the previous sentence shall not apply in the cases when the company must disclose information by virtue of the law.**

There are no such contracts.

### **11. Agreements between the company and its management bodies or officials for payment of compensation upon quitting or dismissal without legal grounds or upon termination of the labour relations due to reasons, related to a tender offer**

There are no such agreements, nor any such agreement are envisaged.

19 March 2021

EXECUTIVE DIRECTOR:

/Ivan Angelov/

CHAIRMAN OF THE BOARD OF DIRECTORS:

/Luka Angelov/