

NOTICE TO SHAREHOLDERS

The Management Board of Eurohold Bulgaria AD, Sofia, on grounds of Art. 223, paragraph 1 of the Commerce Act (CA) in connection with art. 115, paragraph 1 of the Public Offering of Securities Act (POSA) convenes extraordinary annual session of the General meeting of the shareholders of Eurohold Bulgaria AD with universal identification code of the event: EUBG20210410EGMS which will be held on 10 April 2021 from 10.30 a.m. (07.30 am UTC) at 43 Christopher Columbus Blvd., floor 1, conference hall, Sofia, Bulgaria, under the following agenda:

Item one: Adoption of a resolution to increase the capital of Eurohold Bulgaria AD, through public offering of 79,010,240 new, registered, dematerialized, non-preferred shares, with voting rights.

(Draft resolution:

Pursuant to Art. 30, item 2 of the Articles of Association of Eurohold Bulgaria AD, Art. 192 et seq. of the Commerce Act and Art. 112 et seq. of the Public Offering of Securities Act, the General Meeting of Shareholders of Eurohold Bulgaria AD adopts a resolution to increase the capital of the company from BGN 197,525,600 (one hundred ninety-seven million five hundred twenty-five thousand six hundred) to BGN 276,535,840 (two hundred and seventy-six million five hundred and thirty-five thousand eight hundred and forty) through issuance of a new issue of shares under the terms of a public offering pursuant to the provisions of the Public Offering of Securities Act. The new issue consists of 79,010,240 shares of the same type and class as the existing issue of shares of the company, namely: dematerialized, registered, non-preferred, with the right to 1 (one) vote in the general meeting of the shareholders of the company, with the right to dividend and right to liquidation share, proportionate to the nominal value of the share. The nominal value of each share is BGN 1.00 (one). The issue value of each share is BGN 2.50 (two and 0.50).

The capital of Eurohold Bulgaria AD will be increased only if at least 31,604,096 shares are subscribed and fully paid, representing 40% (forty percent) of the offered shares. In this case, based on Art. 192a, para. 2 of the Commerce Act, the capital will be increased only with the value of the subscribed and fully paid shares, equal to or exceeding the indicated minimum admissible amount of the raised capital, whereby the public offering is considered successfully completed. It is not possible to subscribe for shares above the maximum admissible amount of the capital announced for raising amounting to 79,010,240 shares.

To carry out the public offering of the issue of new shares from the capital increase of Eurohold Bulgaria AD, the company will publish a prospectus in the manner and with the content provided in the POSA and its implementing acts, after it is confirmed by the Financial Supervision Commission. The planned use of the capital raised through by new issue and the risks related to the activity of Eurohold Bulgaria AD and to the investment in the securities subject to public offering will be described in detail in the prospectus.

The investment intermediary, which will service the capital increase of Eurohold Bulgaria AD under the conditions of public offering, will be Euro-Finance AD, entered in the Commercial Register at the Registry Agency with UIC: 831136740, with registered office and address in Sofia, 43 Christopher Columbus Blvd., 5th floor.

The prospectus for public offering of the new issue of shares from the capital increase of Eurohold Bulgaria AD will be available to potential investors and the current shareholders of the company through its publication on the issuer's website - www.eurohold.bg and the authorized investment intermediary Euro-Finance AD, Sofia - <http://www.eurofinance.bg>. Additional information on the prospectus, as well as a free copy of it will be available at the registered address of the issuer Eurohold Bulgaria AD: Sofia 1592, 43 Christopher Columbus Blvd., Tel.: (+359 2) 9651 563, Fax: (+359 2) 9651 652, contact person: Galya Georgieva, from 9.30 am to 5.00 pm every working day during the period of the public offering. In

accordance with the regulatory requirements, the prospectus will be published and available on the websites of the Financial Supervision Commission, www.fsc.bg and on the Bulgarian Stock Exchange - Sofia AD - www.bse-sofia.bg, at the public registers where all the periodic and other regulated information about the issuer of the securities - Eurohold Bulgaria AD can be obtained.

Pursuant to Art. 112b, para. 2 of the Public Offering of Securities Act (POSA), the persons who have acquired shares no later than 5 (five) working days after the date of publication of the announcement under Art. 89t, para. 1 of the Public Offering of Securities Act shall be entitled to participate in the share capital increase. Within two working days of the expiration of the specified term of 5 working days, the Central Depository AD opens accounts for rights of these persons on the basis of data entered in the book of shareholders. Against each share from the capital of Eurohold Bulgaria AD is issued one right within the meaning of § 1, item 3 of the Additional Provisions of the Public Offering of Securities Act. Against every 5 (five) rights, their holder may subscribe for 2 (two) new shares from the issue of the capital increase at an issue value of BGN 2.50 (two and 0.50) each. All persons who wish to subscribe for shares from the new issue of shares of Eurohold Bulgaria AD shall first acquire rights. The current shareholders acquire the rights free of charge under the procedure described above. All other investors may purchase rights through a trade performed at the organized by the Bulgarian Stock Exchange - Sofia AD "Rights Market" within the term for free trading of the rights or through purchase under the conditions of an open auction for the unexercised rights, according to the procedure described in detail in prospectus.

The starting date for transfer of rights is the first working day following the expiration of 7 (seven) working days from the date of the publication of the announcement of the public offering notice pursuant to Art. 89t, para. 1 of the Public Offering of Securities Act. The later date between the date of publication of the announcement for the public offering on the website of the issuer and on the website of the investment intermediary pursuant to Art.89t, para.2 of the Public Offering of Securities Act shall be considered as the commencement of the public offering. The deadline for the transfer of rights is the first working day following the expiration of 5 (five) working days from the starting date for the transfer of rights. The commencement of the period for subscription of new shares coincides with the commencement of the period for transfer of rights. On the second working day after the expiration of the term for transfer of the rights the public company offers, through the investment intermediary Euro-Finance AD, on the regulated market for sale under the conditions of open auction those rights against which no shares of the new issue have been subscribed until the expiration of the term for the transfer of rights. The deadline for subscription of new shares by the holders of rights, acquired at the auction, is the first working day following the expiration of 5 (five) working days term, commencing on the day on which the term for transfer of the rights expires. It is not allowed to subscribe for shares before the specified initial term and after the deadline for subscription of shares.

In accordance with Art. 89l, para. 1 of the Public Offering of Securities Act, the General Meeting of Shareholders authorizes the Management Board of Eurohold Bulgaria AD to decide on a one-time extension of the term for subscription of shares from the capital increase by up to 60 (sixty) days, as in which case, the relevant amendments will be made to the prospectus for public offering and the issuer will immediately publish the information on the extension of the term on its website, the Financial Supervision Commission and the authorized investment intermediary Euro-Finance AD will be notified. In this case, the last day of the extended subscription period will be considered the subscription deadline.

All other regulatory conditions and requirements in connection with the public offering of the issue of shares from the capital increase of Eurohold Bulgaria AD, as well as the legal consequences in connection with the capital increase of the company, will be detailed and duly described in the prospectus for public offering of securities, the adoption of which by the Management Board of the company is forthcoming.

In accordance with the resolution for the increase of the capital, the General Meeting of Shareholders authorizes the Management Board of the company at its discretion, within the main

parameters approved by the General Meeting of Shareholders and in accordance with the applicable law, to specify all other legal and financial parameters of the capital increase and to determine all additional conditions, legal and financial parameters of the issue within the limits set by the decision of the General Meeting and the law, as well as to perform all other legal and factual acts required by law in connection with the capital increase, including the acts related to the subsequent preparation and approval by the Financial Supervision Commission of a prospectus for public offering of the new issue of shares.)

Item two: Adoption of amendments in the Articles of association of the company.

(Draft resolution:

The General meeting of the shareholders adopts the following amendments in the Articles of association of the company:

Art. 17, para. 2 of the Articles of Association is amended and receives the following wording:

" (2) (Amended - 14.09.2007, 29.06.2012, 09.05.2017, 10.04.2021) The resolution for issue of bonds is adopted by the General Meeting of Shareholders with a majority of more than 1/2 (one second) of the shares presented at the meeting. Pursuant to Art. 204, para. 3, in conjunction with art. 196 of the Commerce Act, the General Meeting of Shareholders of the company authorizes the Management Board to decide on the issuance of one or more issues of bonds of the company with a total nominal value of up to 200,000,000 (two hundred million) euro, for a period of 5 (five) years from the date on which the amendment to the Articles of Association of the company adopted by the General Meeting held on 10.04.2021 will be entered in the Commercial Register.";

Art. 48, para. 1, item 16 of the Articles of association is amended and receives the following wording:

"16. (New - 14.09.2007, amended on 29.06.2012, amended on 09.05.2017, amended 10.04.2021) pursuant to Art. 204, para. 3 of the Commerce Act for a period of five years from the registration of the amendment to the Articles of Association, adopted by a decision of the General Meeting of Shareholders of 10.04.2021, decides on the issuance of bonds with a total nominal value of up to 200,000,000 (two hundred million) euro inclusive, determines all mandatory and optional parameters of the bond loans, specifies, supplements and amends according to market conditions and investor interest. "

§ 4 of the Transitional and Final Provisions of the Articles of Association is complemented and accepts the following wording:

„§4. These Articles of Association were amended by the General Meeting of Shareholders at its meetings held on 29. 06. 2007, 14. 09. 2007, 26. 05. 2009, 18. 01. 2010., 30.06.2011., 29. 06. 2012, on 09.05.2017, on 22.04.2019 and on 10.04.2021, respectively with a decision of the Management Board of the company from 05.05.2011, 29.11.2011 and 07.02.2017, adopted on the basis of Article 13, para. 5 of the Articles of Association in connection with Article 196, paragraph 1 of the Commercial Law and successfully completed on 04.05.2011, on 28.11.2011 and on 06.02.2017 subscriptions for capital increase of the company at the conditions and the order of POSA, as on the grounds of Article 231, para. 3 of the Commerce Act, the amendments to the Articles of Association shall enter into force after their entry in the Commercial Register. ")

Item 3: Adoption of a resolution for authorization of the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a corporate guarantee of total value above the threshold under Art. 114, para. 1, item 2, prop. 4 in connection with Art. 114, para. 1, item 1, letter "b" of POSA, in accordance with a report of reasons prepared by the management board of the company, as a result of which for Eurohold Bulgaria AD will arise an obligation in its capacity as corporate guarantor for the payment of all liabilities (including, but not limited to, principal, interest, penalties, fees, commissions, other expenses) of its subsidiary - Eastern European Electric Company BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the Dutch Chamber of Commerce under number 75462788, with registered office and address of management: Netherlands, Amsterdam, 1097 JB, Prince Bernhardplein and/ or of its subsidiary - Eastern European Electric Company II BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the

Dutch Chamber of Commerce under number 75452553, with registered office and address of management: Amsterdam, Amsterdam, 1097 JB, Prince Bernhardplein, which are related to and/ or would result from the conclusion of financing transactions in the form of (i) subordinated debt, (ii) perpetual non-convertible preferred shares with guaranteed dividend, issued by the subsidiary - Eastern European Electric Company B.V. and/ or by the subsidiary - Eastern European Electric Company II B.V., (iii) a mezzanine loan and / or (iv) another financial instrument with an economic effect similar to the effect of the instruments under (i), (ii) and/ or (iii), with the following main parameters of the financing transaction and, respectively, of the provided corporate guarantee: *minimum value* of EUR 50 000 000 (fifty million), including the corresponding return for the applicable financing instrument for creditors/ investors (e.g. interest, fixed dividend, nominal discount) and *maximum value* of EUR 150 000 000 (one hundred and fifty million), including the relevant return for creditors/ investors (e.g. interest, fixed dividend, nominal discount); *term* – from 3 to 10 years; the transaction is carried out *in favour of* the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company BV and/ or the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company II BV and indirectly, in favour of the parent company Eurohold Bulgaria AD; *purpose of the transaction* - financing of part of the acquisition price for the CEZ Group's assets in Bulgaria, *parties to the transaction*: Eurohold Bulgaria AD – corporate guarantor, on one hand and the creditors of / investors in the above-mentioned financing instruments of Eastern European Electric Company BV and / or Eastern European Electric Company II BV as a counterparty (beneficiary) of the corporate guarantee on the other hand.

Adoption of a resolution to authorize the Management Board of Eurohold Bulgaria AD at its own discretion, considering the best interests of the company, taking into account the market conditions and the dynamics of the transaction, to decide on the conclusion by Eurohold Bulgaria AD of a the respective transaction within the above parameters and in accordance with the applicable legislation, specifying the above-listed terms of the transaction (as far as the dynamics of the financing transaction, the volatility of market conditions and the interest of Eurohold Bulgaria AD do not allow their preliminary specification in this resolution), as well as to determine all other terms and conditions of the transactions and the accompanying documents, insofar as they do not require separate approval by the General Meeting of Shareholders.

Adoption of a resolution authorizing the Management Board to undertake all necessary legal and factual actions to implement this decision.

(Draft resolution:

The General Meeting of Shareholders adopts a resolution authorizing the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a corporate guarantee of total value above the threshold under Art. 114, para. 1, item 2, prop. 4 in connection with Art. 114, para. 1, item 1, letter "b" of POSA, in accordance with a report of reasons prepared by the management board of the company, as a result of which for Eurohold Bulgaria AD will arise an obligation in its capacity as corporate guarantor for the payment of all liabilities (including, but not limited to, principal, interest, penalties, fees, commissions, other expenses) of its subsidiary - Eastern European Electric Company BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the Dutch Chamber of Commerce under number 75462788, with registered office and address of management: Netherlands, Amsterdam, 1097 JB, Prince Bernhardplein and/ or of its subsidiary - Eastern European Electric Company II BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the Dutch Chamber of Commerce under number 75452553, with registered office and address of management: Amsterdam, Amsterdam, 1097 JB, Prince Bernhardplein, which are related to and/ or would result from the conclusion of financing transactions in the form of (i) subordinated debt, (ii) perpetual non-convertible preferred shares with guaranteed dividend, issued by the subsidiary - Eastern European Electric Company B.V. and/ or by the subsidiary - Eastern European Electric Company II B.V., (iii) a mezzanine loan and / or (iv) another financial instrument with an economic effect similar to the effect of the instruments under (i), (ii) and/ or (iii), with the following main parameters of the financing transaction and, respectively, of the

provided corporate guarantee: minimum value of EUR 50 000 000 (fifty million), including the corresponding return for the applicable financing instrument for creditors/ investors (e.g. interest, fixed dividend, nominal discount) and maximum value of EUR 150 000 000 (one hundred and fifty million), including the relevant return for creditors/ investors (e.g. interest, fixed dividend, nominal discount); term – from 3 to 10 years; the transaction is carried out in favour of the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company BV and/ or the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company II BV and indirectly, in favour of the parent company Eurohold Bulgaria AD; purpose of the transaction - financing of part of the acquisition price for the CEZ Group's assets in Bulgaria, parties to the transaction: Eurohold Bulgaria AD – corporate guarantor, on one hand and the creditors of / investors in the above-mentioned financing instruments of Eastern European Electric Company BV and / or Eastern European Electric Company II BV as a counterparty (beneficiary) of the corporate guarantee on the other hand.

The General Meeting of Shareholders authorizes the Management Board of Eurohold Bulgaria AD at its own discretion, considering the best interests of the company, taking into account the market conditions and the dynamics of the transaction, to decide on the conclusion by Eurohold Bulgaria AD of a the respective transaction within the above parameters and in accordance with the applicable legislation, specifying the above-listed terms of the transaction (as far as the dynamics of the financing transaction, the volatility of market conditions and the interest of Eurohold Bulgaria AD do not allow their preliminary specification in this resolution), as well as to determine all other terms and conditions of the transactions and the accompanying documents, insofar as they do not require separate approval by the General Meeting of Shareholders.

The General Meeting of Shareholders authorizes the Management Board to undertake all necessary legal and factual actions to implement this resolution.)

The registration of the participants at the session will start at 09.30 a.m. (06.30 a.m. UTC) on 10 April 2021 at 43 Christopher Columbus Blvd., floor 1, Sofia, Bulgaria.

On grounds of Art. 115, paragraph 2 of POSA the Company notifies the shareholders that the total number of its shares as of the date of the resolution for convening the general meeting of the shareholders is 197 525 600 (one hundred and ninety seven million five hundred twenty five thousand and six hundred) and a voting right appertains to each share, ISIN code of the issue – BG1100114062. Only the persons registered as shareholders in Central Depository's registers, as well as in the Polish Central Depository (KDPW) 14 days before the date of the General meeting (namely 27 March 2021) shall be admitted to participation in the session of the General meeting. Only the persons registered till and including this date have the right to participate and to vote at the General meeting.

The shareholders have the right to include items in the agenda of the general meeting and to propose draft decisions of items, already included in the agenda of the general meeting. The shareholders who possess jointly and severally shares representing at least 5 per cent of the share capital of the Company may include additional items in the agenda of the general meeting or propose different draft decisions under items already included in the agenda of the general meeting after the announcement at the Trade register. These shareholders are not entitled to propose different draft decisions under items under items already included in the agenda, whereas the subject matter of the respective item is voting resolution under art. 114, paragraph 1 of the POSA, and they are not entitled to include in the agenda of the general meeting new items with respect to resolutions under art. 114, paragraph 1 of the POSA.

Not later than 15 days before the opening of the General meeting (26 March 2021), the shareholders who possess shares representing at least 5 per cent of the share capital of the company present for announcement in the Trade Register the list of the items, which will be included in the agenda, as well as the draft decisions. The shareholders shall present before the Bulgarian Financial Supervision Commission and the public company at the latest on the next business day after the announcement at the Trade register the

materials related to the additional items in the agenda, pursuant to Art.223a, paragraph 4 of the Commerce Act. Upon receipt of the materials, Eurohold Bulgaria AD will update the invitation and will publish it together with the written materials under the terms and conditions of Art. 110t, paragraph 1 and 3 of POSA immediately, but not later than the end of the business day following the day of receipt of the notification for the inclusion of additional questions in the agenda.

The shareholders have the right to make draft resolutions in substance under each item, included in the agenda and observing all legal requirements, but they cannot propose resolution to items already included in the agenda when the subject matter is voting resolution under art.114, para. 1 of POSA. The deadline for execution of this right is up to the termination of the discussion under the respective item and before voting of the resolution of the general meeting.

The shareholders have the right to pose queries during the General meeting. The members of the management board and supervisory board of the Company shall respond truly, exhaustively and accurately to the queries of the shareholders, regarding the economic and financial status and business activity of the Company, unless regarding the circumstances representing internal information. The shareholders may pose such queries regardless of the fact that they may not be related to the agenda.

In order to be admitted for participation in the General meeting, the shareholders should present an ID document and the proxies should present original explicit notarized power of attorney for the particular general meeting, with content corresponding to the requirements of Art. 116, paragraph 1 of POSA and the relevant legislation. The reauthorization with the powers granted by force of this power of attorney, as well as power of attorney which violates the rules under the previous sentence shall be null. The shareholders – legal entities and sole proprietors registered under Bulgarian laws should present certificate of good standing issued by the Trade Register. Foreign legal entities should present an original certificate of good standing of their registration, containing clear and unambiguous information regarding the persons entitled to represent the company and the way of representation, issued not more than 3 months before the date of the general meeting by a competent state body in the state of their registration, translated, certified and legalized according to the Bulgarian legislation.

The shareholders in the public company have the right to authorize each natural or legal person to participate and vote in the General meeting on their behalf. Art. 220, paragraph 1 of the Commerce Act will not apply in case the shareholder has explicitly stated the way of voting under each item of the agenda. The proxy has the same rights to speak and to pose queries at the session of the general meeting as the represented shareholder does. The proxy has to exercise the voting right in compliance with the instructions given in the power of attorney. The proxy may represent more than one shareholder at the General meeting. In this case the proxy may vote in a different way with shares owned by different shareholders it represents. The authorization may be performed by electronic means. Eurohold Bulgaria AD will receive and accept electronically as valid, powers of attorney to the following e-mail: investors@eurohold.bg, whereas the electronic messages should be signed with a universal electronic signature (UES) or a qualified electronic signature (QES) by the principal and should be accompanied by an electronic document (electronic image) of the power of attorney with a notarized signature, which should also be signed with a universal electronic signature (UES) or a qualified electronic signature (QES) by the principal.

The written materials according to the agenda of the General meeting of the shareholders shall be at disposal of the shareholders and their authorized representatives at the office of the company – 43 Christopher Columbus Blvd., Sofia, Bulgaria at the office of the investor relation manager each working day between 09.00 a.m. (06.00 a.m. UTC) and 5.00 p.m. (2.00 p.m. UTC) and on the web page of the public company – www.eurohold.bg.

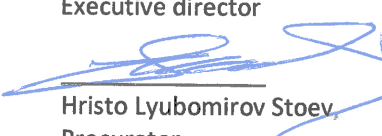
In case of lack of quorum on grounds of Art. 227 of Commerce Act in liaison with Art. 115, paragraph 12 POSA the session of the General meeting of the shareholders will be held on 26 April 2021 at 10.00 a.m.

(07.00 a.m. UTC) at 43 Christopher Columbus Blvd., floor 1, conference hall, Sofia, Bulgaria, with identical agenda, and the registration of the participants in the new session will start at 09.30 a.m. (06.30 a.m. UTC) on 26 April 2021 at 43 Christopher Columbus Blvd., floor 1, Sofia, Bulgaria. Items under art. 223a of the CA may not be included in the agenda of the new session.

For and on behalf EUROHOLD BULGARIA AD:



Assen Minchev Minchev,
Executive director



Hristo Lyubomirov Stoev,
Procurator



POWER – OF – ATTORNEY *

The undersigned, citizen of, PIN/ born on, ID card/ passport №, issued on, valid till, permanent residence:, in my capacity of
(data of the represented natural/ legal person), possessing as of (day/month/year – the date pursuant to the invitation to the shareholders)) number (description of shares) voting shares from the share capital of EUROHOLD BULGARIA AD, registered with the Trade Register at the Registry Agency, UIC 175187337, having its registered seat and address of management at 43 Christopher Columbus Blvd., Iskar district, city of Sofia, pursuant to art. 226 of the Commerce Act (CA) and art. 116, paragraph 1 of Public Offering of Securities Act (POSA), hereby

AUTHORIZE:

..... (full name), PIN/ born on, ID card/ passport №, issued on, valid till, address:

TO REPRESENT at annual/ extraordinary session of the General meeting of shareholders of EUROHOLD BULGARIA AD, which will be held on (day, month, year) at am at 43 Christopher Columbus Blvd., Iskar district, city of Sofia, conference hall and to vote with all shares owned by under the items of the agenda by the following way, namely:

I. ANNOUNCED AGENDA OF THE SESSION OF THE GENERAL MEETING OF SHAREHOLDERS pursuant to the published invitation to the shareholders and as the case may be, announced under the procedure of Art. 223 of the CA in relation to Art. 115, par. 4 of the POSA or Art. 223a of the CA relating to Art. 115, par. 7 of the POSA

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II. DRAFT RESOLUTIONS ON THE SEPARATE ITEMS FROM THE AGENDA OF THE SESSION OF THE GENERAL MEETING OF SHAREHOLDERS pursuant to the published invitation to the shareholders and as the case may be, announced under the procedure of Art. 223 of the CA or Art. 223a of the CA.

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III. MANNER OF VOTING BY THE PROXY ON THE SEPARATE ITEMS OF THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS:

The proxy shall be entitled to consider whether and how **to vote at his own discretion**, to decide whether to vote FOR, AGAINST or ABSTAIN FROM voting under any and all draft resolutions during the session of the General Meeting of shareholders of EUROHOLD BULGARIA AD.

The authorization includes the questions added into the agenda under the conditions of Art. 231, par. 1 of the CA and not announced or published in accordance with Art. 223 of the CA, as well as the manner of voting by the proxy in the cases under Art. 231, par. 1 of the CA.

In case that the manner of voting by the proxy is not specified under each item of the agenda, it shall be pointed out that the proxy may vote at his/her own discretion (at his own discretion to vote "FOR", "AGAINST" or "ABSTAINED") under each draft resolutions during the session of the General meeting of the shareholders of EUROHOLD BULGARIA AD

It should be pointed out whether the authorization covers items which are included in the agenda under the conditions of Art. 231, paragraph 1 of the Commerce Act and are not notified to or announced pursuant to Art. 223 of the CA, as well as with respect to the way of voting by the proxy in the cases of Art. 231, paragraph 1 of the CA.

Date: FOR AND ON BEHALF OF: (.....)

***This power- of- attorney should be with notarized signature.**

MATERIALS AND PROPOSALS FOR RESOLUTIONS

UNDER THE AGENDA OF THE EXTRAORDINARY MEETING OF THE SHAREHOLDERS OF

EUROHOLD BULGARIA AD

CONVENED FOR 10.04.2021

I. DRAFT RESOLUTIONS:

Item one: Adoption of a resolution to increase the capital of Eurohold Bulgaria AD, through public offering of 79,010,240 new, registered, dematerialized, non-preferred shares, with voting rights.

(Draft resolution:

Pursuant to Art. 30, item 2 of the Articles of Association of Eurohold Bulgaria AD, Art. 192 et seq. of the Commerce Act and Art. 112 et seq. of the Public Offering of Securities Act, the General Meeting of Shareholders of Eurohold Bulgaria AD adopts a resolution to increase the capital of the company from BGN 197,525,600 (one hundred ninety-seven million five hundred twenty-five thousand six hundred) to BGN 276,535,840 (two hundred and seventy-six million five hundred and thirty-five thousand eight hundred and forty) through issuance of a new issue of shares under the terms of a public offering pursuant to the provisions of the Public Offering of Securities Act. The new issue consists of 79,010,240 shares of the same type and class as the existing issue of shares of the company, namely: dematerialized, registered, non-preferred, with the right to 1 (one) vote in the general meeting of the shareholders of the company, with the right to dividend and right to liquidation share, proportionate to the nominal value of the share. The nominal value of each share is BGN 1.00 (one). The issue value of each share is BGN 2.50 (two and 0.50).

The capital of Eurohold Bulgaria AD will be increased only if at least 31,604,096 shares are subscribed and fully paid, representing 40% (forty percent) of the offered shares. In this case, based on Art. 192a, para. 2 of the Commerce Act, the capital will be increased only with the value of the subscribed and fully paid shares, equal to or exceeding the indicated minimum admissible amount of the raised capital, whereby the public offering is considered successfully completed. It is not possible to subscribe for shares above the maximum admissible amount of the capital announced for raising amounting to 79,010,240 shares.

To carry out the public offering of the issue of new shares from the capital increase of Eurohold Bulgaria AD, the company will publish a prospectus in the manner and with the content provided in the POSA and its implementing acts, after it is confirmed by the Financial Supervision Commission. The planned use of the capital raised through by new issue and the risks related to the activity of Eurohold Bulgaria AD and to the investment in the securities subject to public offering will be described in detail in the prospectus.

The investment intermediary, which will service the capital increase of Eurohold Bulgaria AD under the conditions of public offering, will be Euro-Finance AD, entered in the Commercial Register at the Registry Agency with UIC: 831136740, with registered office and address in Sofia, 43 Christopher Columbus Blvd., 5th floor.

The prospectus for public offering of the new issue of shares from the capital increase of Eurohold Bulgaria AD will be available to potential investors and the current shareholders of the company through its publication on the issuer's website - www.eurohold.bg and the authorized investment intermediary Euro-Finance AD, Sofia - <http://www.eurofinance.bg>. Additional information on the prospectus, as well as a free copy of it will be available at the registered address of the issuer Eurohold Bulgaria AD: Sofia 1592, 43 Christopher Columbus Blvd., Tel. : (+359 2) 9651 563, Fax: (+359 2) 9651 652, contact person: Galya Georgieva, from 9.30 am to 5.00 pm every working day during the period of the public offering. In accordance with the regulatory requirements, the prospectus will be published and available on the websites of the Financial Supervision Commission, www.fsc.bg and on the Bulgarian Stock Exchange - Sofia AD - www.bse-sofia.bg, at

the public registers where all the periodic and other regulated information about the issuer of the securities - Eurohold Bulgaria AD can be obtained.

Pursuant to Art. 112b, para. 2 of the Public Offering of Securities Act (POSA), the persons who have acquired shares no later than 5 (five) working days after the date of publication of the announcement under Art. 89t, para. 1 of the Public Offering of Securities Act shall be entitled to participate in the share capital increase. Within two working days of the expiration of the specified term of 5 working days, the Central Depository AD opens accounts for rights of these persons on the basis of data entered in the book of shareholders. Against each share from the capital of Eurohold Bulgaria AD is issued one right within the meaning of § 1, item 3 of the Additional Provisions of the Public Offering of Securities Act. Against every 5 (five) rights, their holder may subscribe for 2 (two) new shares from the issue of the capital increase at an issue value of BGN 2.50 (two and 0.50) each. All persons who wish to subscribe for shares from the new issue of shares of Eurohold Bulgaria AD shall first acquire rights. The current shareholders acquire the rights free of charge under the procedure described above. All other investors may purchase rights through a trade performed at the organized by the Bulgarian Stock Exchange - Sofia AD "Rights Market" within the term for free trading of the rights or through purchase under the conditions of an open auction for the unexercised rights, according to the procedure described in detail in prospectus.

The starting date for transfer of rights is the first working day following the expiration of 7 (seven) working days from the date of the publication of the announcement of the public offering notice pursuant to Art. 89t, para. 1 of the Public Offering of Securities Act. The later date between the date of publication of the announcement for the public offering on the website of the issuer and on the website of the investment intermediary pursuant to Art.89t, para.2 of the Public Offering of Securities Act shall be considered as the commencement of the public offering. The deadline for the transfer of rights is the first working day following the expiration of 5 (five) working days from the starting date for the transfer of rights. The commencement of the period for subscription of new shares coincides with the commencement of the period for transfer of rights. On the second working day after the expiration of the term for transfer of the rights the public company offers, through the investment intermediary Euro-Finance AD, on the regulated market for sale under the conditions of open auction those rights against which no shares of the new issue have been subscribed until the expiration of the term for the transfer of rights. The deadline for subscription of new shares by the holders of rights, acquired at the auction, is the first working day following the expiration of 5 (five) working days term, commencing on the day on which the term for transfer of the rights expires. It is not allowed to subscribe for shares before the specified initial term and after the deadline for subscription of shares.

In accordance with Art. 89l, para. 1 of the Public Offering of Securities Act, the General Meeting of Shareholders authorizes the Management Board of Eurohold Bulgaria AD to decide on a one-time extension of the term for subscription of shares from the capital increase by up to 60 (sixty) days, as in which case, the relevant amendments will be made to the prospectus for public offering and the issuer will immediately publish the information on the extension of the term on its website, the Financial Supervision Commission and the authorized investment intermediary Euro-Finance AD will be notified. In this case, the last day of the extended subscription period will be considered the subscription deadline.

All other regulatory conditions and requirements in connection with the public offering of the issue of shares from the capital increase of Eurohold Bulgaria AD, as well as the legal consequences in connection with the capital increase of the company, will be detailed and duly described in the prospectus for public offering of securities, the adoption of which by the Management Board of the company is forthcoming.

In accordance with the resolution for the increase of the capital, the General Meeting of Shareholders authorizes the Management Board of the company at its discretion, within the main parameters approved by the General Meeting of Shareholders and in accordance with the applicable law, to specify all other legal and financial parameters of the capital increase and to determine all additional conditions, legal and financial parameters of the issue within the limits set by the decision of the General Meeting and the law, as well as to perform all other legal and factual acts required by law in connection with the capital increase, including the acts related to the subsequent preparation and approval by the Financial Supervision Commission of a prospectus for public offering of the new issue of shares.)

Item two: Adoption of amendments in the Articles of association of the company.

(Draft resolution:

The General meeting of the shareholders adopts the following amendments in the Articles of association of the company:

Art. 17, para. 2 of the Articles of Association is amended and receives the following wording:

" (2) (Amended - 14.09.2007, 29.06.2012, 09.05.2017, 10.04.2021) The resolution for issue of bonds is adopted by the General Meeting of Shareholders with a majority of more than 1/2 (one second) of the shares presented at the meeting. Pursuant to Art. 204, para. 3, in conjunction with art. 196 of the Commerce Act, the General Meeting of Shareholders of the company authorizes the Management Board to decide on the issuance of one or more issues of bonds of the company with a total nominal value of up to 200,000,000 (two hundred million) euro, for a period of 5 (five) years from the date on which the amendment to the Articles of Association of the company adopted by the General Meeting held on 10.04.2021 will be entered in the Commercial Register.";

Art. 48, para. 1, item 16 of the Articles of association is amended and receives the following wording:

"16. (New - 14.09.2007, amended on 29.06.2012, amended on 09.05.2017, amended 10.04.2021) pursuant to Art. 204, para. 3 of the Commerce Act for a period of five years from the registration of the amendment to the Articles of Association, adopted by a decision of the General Meeting of Shareholders of 10.04.2021, decides on the issuance of bonds with a total nominal value of up to 200,000,000 (two hundred million) euro inclusive, determines all mandatory and optional parameters of the bond loans, specifies, supplements and amends according to market conditions and investor interest. "

§ 4 of the Transitional and Final Provisions of the Articles of Association is complemented and accepts the following wording:

„§4. These Articles of Association were amended by the General Meeting of Shareholders at its meetings held on 29. 06. 2007, 14. 09. 2007, 26. 05. 2009, 18. 01. 2010., 30.06.2011., 29. 06. 2012, on 09.05.2017, on 22.04.2019 and on 10.04.2021, respectively with a decision of the Management Board of the company from 05.05.2011, 29.11.2011 and 07.02.2017, adopted on the basis of Article 13, para. 5 of the Articles of Association in connection with Article 196, paragraph 1 of the Commercial Law and successfully completed on 04.05.2011, on 28.11.2011 and on 06.02.2017 subscriptions for capital increase of the company at the conditions and the order of POSA, as on the grounds of Article 231, para. 3 of the Commerce Act, the amendments to the Articles of Association shall enter into force after their entry in the Commercial Register. "

Item 3: Adoption of a resolution for authorization of the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a corporate guarantee of total value above the threshold under Art. 114, para. 1, item 2, prop. 4 in connection with Art. 114, para. 1, item 1, letter "b" of POSA, in accordance with a report of reasons prepared by the management board of the company, as a result of which for Eurohold Bulgaria AD will arise an obligation in its capacity as corporate guarantor for the payment of all liabilities (including, but not limited to, principal, interest, penalties, fees, commissions, other expenses) of its subsidiary - Eastern European Electric Company BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the Dutch Chamber of Commerce under number 75462788, with registered office and address of management: Netherlands, Amsterdam, 1097 JB, Prince Bernhardplein and/ or of its subsidiary - Eastern European Electric Company II BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the Dutch Chamber of Commerce under number 75452553, with registered office and address of management: Amsterdam, Amsterdam, 1097 JB, Prince Bernhardplein, which are related to and/ or would result from the conclusion of financing transactions in the form of (i) subordinated debt, (ii) perpetual non-convertible preferred shares with guaranteed dividend, issued by the subsidiary - Eastern European Electric Company B.V. and/ or by the subsidiary - Eastern European Electric Company II B.V., (iii) a mezzanine loan and / or (iv) another financial instrument with an economic effect similar to the effect of the instruments under (i), (ii) and/ or (iii), with the following main parameters of the financing transaction and, respectively, of the provided corporate guarantee: *minimum value* of EUR 50 000 000 (fifty million), including the corresponding return for the applicable financing instrument for creditors/ investors (e.g. interest, fixed dividend, nominal discount) and *maximum value* of EUR 150 000 000 (one hundred and fifty million), including the relevant return for creditors/ investors (e.g. interest, fixed dividend, nominal discount); *term* – from 3 to 10 years; the

transaction is carried out *in favour of* the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company BV and/ or the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company II BV and indirectly, in favour of the parent company Eurohold Bulgaria AD; *purpose of the transaction* - financing of part of the acquisition price for the CEZ Group's assets in Bulgaria, *parties to the transaction*: Eurohold Bulgaria AD – corporate guarantor, on one hand and the creditors of / investors in the above-mentioned financing instruments of Eastern European Electric Company BV and / or Eastern European Electric Company II BV as a counterparty (beneficiary) of the corporate guarantee on the other hand.

Adoption of a resolution to authorize the Management Board of Eurohold Bulgaria AD at its own discretion, considering the best interests of the company, taking into account the market conditions and the dynamics of the transaction, to decide on the conclusion by Eurohold Bulgaria AD of a the respective transaction within the above parameters and in accordance with the applicable legislation, specifying the above-listed terms of the transaction (as far as the dynamics of the financing transaction, the volatility of market conditions and the interest of Eurohold Bulgaria AD do not allow their preliminary specification in this resolution), as well as to determine all other terms and conditions of the transactions and the accompanying documents, insofar as they do not require separate approval by the General Meeting of Shareholders.

Adoption of a resolution authorizing the Management Board to undertake all necessary legal and factual actions to implement this decision.

(Draft resolution:

*The General Meeting of Shareholders adopts a resolution authorizing the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a corporate guarantee of total value above the threshold under Art. 114, para. 1, item 2, prop. 4 in connection with Art. 114, para. 1, item 1, letter "b" of POSA, in accordance with a report of reasons prepared by the management board of the company, as a result of which for Eurohold Bulgaria AD will arise an obligation in its capacity as corporate guarantor for the payment of all liabilities (including, but not limited to, principal, interest, penalties, fees, commissions, other expenses) of its subsidiary - Eastern European Electric Company BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the Dutch Chamber of Commerce under number 75462788, with registered office and address of management: Netherlands, Amsterdam, 1097 JB, Prince Bernhardplein and/ or of its subsidiary - Eastern European Electric Company II BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the Dutch Chamber of Commerce under number 75452553, with registered office and address of management: Amsterdam, Amsterdam, 1097 JB, Prince Bernhardplein, which are related to and/ or would result from the conclusion of financing transactions in the form of (i) subordinated debt, (ii) perpetual non-convertible preferred shares with guaranteed dividend, issued by the subsidiary - Eastern European Electric Company B.V. and/ or by the subsidiary - Eastern European Electric Company II B.V., (iii) a mezzanine loan and / or (iv) another financial instrument with an economic effect similar to the effect of the instruments under (i), (ii) and/ or (iii), with the following main parameters of the financing transaction and, respectively, of the provided corporate guarantee: minimum value of EUR 50 000 000 (fifty million), including the corresponding return for the applicable financing instrument for creditors/ investors (e.g. interest, fixed dividend, nominal discount) and maximum value of EUR 150 000 000 (one hundred and fifty million), including the relevant return for creditors/ investors (e.g. interest, fixed dividend, nominal discount); term – from 3 to 10 years; the transaction is carried out in favour of the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company BV and/ or the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company II BV and indirectly, in favour of the parent company Eurohold Bulgaria AD; *purpose of the transaction* - financing of part of the acquisition price for the CEZ Group's assets in Bulgaria, *parties to the transaction*: Eurohold Bulgaria AD – corporate guarantor, on one hand and the creditors of / investors in the above-mentioned financing instruments of Eastern European Electric Company BV and / or Eastern European Electric Company II BV as a counterparty (beneficiary) of the corporate guarantee on the other hand.*

The General Meeting of Shareholders authorizes the Management Board of Eurohold Bulgaria AD at its own discretion, considering the best interests of the company, taking into account the market conditions and the dynamics of the transaction, to decide on the conclusion by Eurohold Bulgaria AD of a the respective transaction within the above parameters and in accordance with the applicable legislation, specifying the

above-listed terms of the transaction (as far as the dynamics of the financing transaction, the volatility of market conditions and the interest of Eurohold Bulgaria AD do not allow their preliminary specification in this resolution), as well as to determine all other terms and conditions of the transactions and the accompanying documents, insofar as they do not require separate approval by the General Meeting of Shareholders.

The General Meeting of Shareholders authorizes the Management Board to undertake all necessary legal and factual actions to implement this resolution.)

II. MATERIALS RELEVANT TO THE AGENDA OF THE MEETING OF THE SHAREHOLDERS

1. Notice to shareholders for the extraordinary Meeting of the Shareholders of Eurohold Bulgaria AD;
2. Sample of a power of attorney for participation at the Meeting of the Shareholders of Eurohold Bulgaria AD;
3. Minutes from a session of the Management Board of Eurohold Bulgaria AD convening the extraordinary Meeting of the Shareholders of Eurohold Bulgaria AD;
4. Report of reasons of the Management Board of Eurohold Bulgaria with respect to the transaction pursuant to item 3 of the agenda of the General meeting of the shareholders of Eurohold Bulgaria AD.

MANAGING DIRECTOR:

ASSEN MINCHEV MINCHEV



PROCURATOR:

HRISTO LYUBOMIROV STOEV

MINUTES
OF MEETING OF THE MANAGEMENT BOARD OF
EUROHOLD BULGARIA AD

On this 01st day of March 2021, a meeting of the Management Board of Eurohold Bulgaria AD, UIC 175187337, was held. The meeting was attended by all the members of the Management Board, namely:

1. KIRIL IVANOV BOSHOV – Chairman;
2. ASSEN MINCHEV MINCHEV – Executive director;
3. VELISLAV MILKOV CHRISTOV – Member;
4. ASSEN EMANOUILOV ASSENOV – Member;
5. RAZVAN STEFAN LEFTER – Member.

Upon finding that there are no legal obstacles for adoption of valid resolutions pursuant to the provisions of the law and the company's Articles of Association, the members of the Management Board **unanimously** adopted the following

AGENDA:

Item one: Adoption of resolution for convening of an extraordinary meeting of shareholders of Eurohold Bulgaria AD.

Item two: Adoption of a report of reasons of the Management board regarding the appropriateness and terms of transactions pursuant to Art. 114, paragraph 1, item 2, proposal 4 in conjunction with Art. 114, paragraph 1, item 1, letter "b" of the Public Offering of Securities Act (POSA).

Under item one of the agenda, the Management Board of Eurohold Bulgaria AD **unanimously** adopted the following

RESOLUTION № 1:

The Management Board of Eurohold Bulgaria AD, Sofia, on grounds of Art. 223, paragraph 1 of the Commerce Act (CA) in connection with art. 115, paragraph 1 of the Public Offering of Securities Act (POSA) convenes extraordinary annual session of the General meeting of the shareholders of Eurohold Bulgaria AD with universal identification code of the event: EUBG20210410EGMS which will be held on 10 April 2021 from 10.30 a.m. (07.30 am UTC) at 43 Christopher Columbus Blvd., floor 1, conference hall, Sofia, Bulgaria, under the following agenda:

Item one: Adoption of a resolution to increase the capital of Eurohold Bulgaria AD, through public offering of 79,010,240 new, registered, dematerialized, non-preferred shares, with voting rights.

(Draft resolution:

Pursuant to Art. 30, item 2 of the Articles of Association of Eurohold Bulgaria AD, Art. 192 et seq. of the Commerce Act and Art. 112 et seq. of the Public Offering of Securities Act, the General Meeting of Shareholders of Eurohold Bulgaria AD adopts a resolution to increase the capital of the company from BGN 197,525,600 (one hundred ninety-seven million five hundred twenty-five thousand six hundred) to BGN 276,535,840 (two hundred and seventy-six million five hundred and thirty-five thousand eight hundred and forty) through issuance of a new issue of shares under the terms of a public offering pursuant to the provisions of the Public Offering of Securities Act. The new issue consists of 79,010,240

shares of the same type and class as the existing issue of shares of the company, namely: dematerialized, registered, non-preferred, with the right to 1 (one) vote in the general meeting of the shareholders of the company, with the right to dividend and right to liquidation share, proportionate to the nominal value of the share. The nominal value of each share is BGN 1.00 (one). The issue value of each share is BGN 2.50 (two and 0.50).

The capital of Eurohold Bulgaria AD will be increased only if at least 31,604,096 shares are subscribed and fully paid, representing 40% (forty percent) of the offered shares. In this case, based on Art. 192a, para. 2 of the Commerce Act, the capital will be increased only with the value of the subscribed and fully paid shares, equal to or exceeding the indicated minimum admissible amount of the raised capital, whereby the public offering is considered successfully completed. It is not possible to subscribe for shares above the maximum admissible amount of the capital announced for raising amounting to 79,010,240 shares.

To carry out the public offering of the issue of new shares from the capital increase of Eurohold Bulgaria AD, the company will publish a prospectus in the manner and with the content provided in the POSA and its implementing acts, after it is confirmed by the Financial Supervision Commission. The planned use of the capital raised through by new issue and the risks related to the activity of Eurohold Bulgaria AD and to the investment in the securities subject to public offering will be described in detail in the prospectus.

The investment intermediary, which will service the capital increase of Eurohold Bulgaria AD under the conditions of public offering, will be Euro-Finance AD, entered in the Commercial Register at the Registry Agency with UIC: 831136740, with registered office and address in Sofia, 43 Christopher Columbus Blvd., 5th floor.

The prospectus for public offering of the new issue of shares from the capital increase of Eurohold Bulgaria AD will be available to potential investors and the current shareholders of the company through its publication on the issuer's website - www.eurohold.bg and the authorized investment intermediary Euro-Finance AD, Sofia - <http://www.eurofinance.bg>. Additional information on the prospectus, as well as a free copy of it will be available at the registered address of the issuer Eurohold Bulgaria AD: Sofia 1592, 43 Christopher Columbus Blvd., Tel. : (+359 2) 9651 563, Fax: (+359 2) 9651 652, contact person: Galya Georgieva, from 9.30 am to 5.00 pm every working day during the period of the public offering. In accordance with the regulatory requirements, the prospectus will be published and available on the websites of the Financial Supervision Commission, www.fsc.bg and on the Bulgarian Stock Exchange - Sofia AD - www.bse-sofia.bg, at the public registers where all the periodic and other regulated information about the issuer of the securities - Eurohold Bulgaria AD can be obtained.

Pursuant to Art. 112b, para. 2 of the Public Offering of Securities Act (POSA), the persons who have acquired shares no later than 5 (five) working days after the date of publication of the announcement under Art. 89t, para. 1 of the Public Offering of Securities Act shall be entitled to participate in the share capital increase. Within two working days of the expiration of the specified term of 5 working days, the Central Depository AD opens accounts for rights of these persons on the basis of data entered in the book of shareholders. Against each share from the capital of Eurohold Bulgaria AD is issued one right within the meaning of § 1, item 3 of the Additional Provisions of the Public Offering of Securities Act. Against every 5 (five) rights, their holder may subscribe for 2 (two) new shares from the issue of the capital increase at an issue value of BGN 2.50 (two and 0.50) each. All persons who wish to subscribe for shares from the new issue of shares of Eurohold Bulgaria AD shall first acquire rights. The current shareholders acquire the rights free of charge under the procedure described above. All other investors may purchase rights through a trade performed at the organized by the Bulgarian Stock Exchange - Sofia AD "Rights Market" within the term for free trading of the rights or through purchase under the conditions of an open auction for the unexercised rights, according to the procedure described in detail in prospectus.

The starting date for transfer of rights is the first working day following the expiration of 7 (seven) working days from the date of the publication of the announcement of the public offering notice pursuant to Art. 89t, para. 1 of the Public Offering of Securities Act. The later date between the date of publication of the announcement for the public offering on the website of the issuer and on the website of the investment intermediary pursuant to Art.89t, para.2 of the Public Offering of Securities Act shall be considered as the commencement of the public offering. The deadline for the transfer of rights is the first working day following the expiration of 5 (five) working days from the starting date for the transfer of rights. The commencement of the period for subscription of new shares coincides with the commencement of the period for transfer of rights. On the second working day after the expiration of the term for transfer of the rights the public company offers, through the investment intermediary Euro-Finance AD, on the regulated market for sale under the conditions of open auction those rights against which no shares of the new issue have been subscribed until the expiration of the term for the transfer of rights. The deadline for subscription of new shares by the holders of rights, acquired at the auction, is the first working day following the expiration of 5 (five) working days term, commencing on the day on which the term for transfer of the rights expires. It is not allowed to subscribe for shares before the specified initial term and after the deadline for subscription of shares.

In accordance with Art. 89l, para. 1 of the Public Offering of Securities Act, the General Meeting of Shareholders authorizes the Management Board of Eurohold Bulgaria AD to decide on a one-time extension of the term for subscription of shares from the capital increase by up to 60 (sixty) days, as in which case, the relevant amendments will be made to the prospectus for public offering and the issuer will immediately publish the information on the extension of the term on its website, the Financial Supervision Commission and the authorized investment intermediary Euro-Finance AD will be notified. In this case, the last day of the extended subscription period will be considered the subscription deadline.

All other regulatory conditions and requirements in connection with the public offering of the issue of shares from the capital increase of Eurohold Bulgaria AD, as well as the legal consequences in connection with the capital increase of the company, will be detailed and duly described in the prospectus for public offering of securities, the adoption of which by the Management Board of the company is forthcoming.

In accordance with the resolution for the increase of the capital, the General Meeting of Shareholders authorizes the Management Board of the company at its discretion, within the main parameters approved by the General Meeting of Shareholders and in accordance with the applicable law, to specify all other legal and financial parameters of the capital increase and to determine all additional conditions, legal and financial parameters of the issue within the limits set by the decision of the General Meeting and the law, as well as to perform all other legal and factual acts required by law in connection with the capital increase, including the acts related to the subsequent preparation and approval by the Financial Supervision Commission of a prospectus for public offering of the new issue of shares.)

Item two: Adoption of amendments in the Articles of association of the company.

(Draft resolution:

The General meeting of the shareholders adopts the following amendments in the Articles of association of the company:

Art. 17, para. 2 of the Articles of Association is amended and receives the following wording:

" (2) (Amended - 14.09.2007, 29.06.2012, 09.05.2017, 10.04.2021) The resolution for issue of bonds is adopted by the General Meeting of Shareholders with a majority of more than 1/2 (one second) of the shares presented at the meeting. Pursuant to Art. 204, para. 3, in conjunction with art. 196 of the Commerce Act, the General Meeting of Shareholders of the company authorizes the Management Board to decide on the issuance of one or more issues of bonds of the company with a total nominal value of up to

200,000,000 (two hundred million) euro, for a period of 5 (five) years from the date on which the amendment to the Articles of Association of the company adopted by the General Meeting held on 10.04.2021 will be entered in the Commercial Register.”;

Art. 48, para. 1, item 16 of the Articles of association is amended and receives the following wording:

“16. (New - 14.09.2007, amended on 29.06.2012, amended on 09.05.2017, amended 10.04.2021) pursuant to Art. 204, para. 3 of the Commerce Act for a period of five years from the registration of the amendment to the Articles of Association, adopted by a decision of the General Meeting of Shareholders of 10.04.2021, decides on the issuance of bonds with a total nominal value of up to 200,000,000 (two hundred million) euro inclusive, determines all mandatory and optional parameters of the bond loans, specifies, supplements and amends according to market conditions and investor interest. ”

§ 4 of the Transitional and Final Provisions of the Articles of Association is complemented and accepts the following wording:

„§4. These Articles of Association were amended by the General Meeting of Shareholders at its meetings held on 29. 06. 2007, 14. 09. 2007, 26. 05. 2009, 18. 01. 2010., 30.06.2011., 29. 06. 2012, on 09.05.2017, on 22.04.2019 and on 10.04.2021, respectively with a decision of the Management Board of the company from 05.05.2011, 29.11.2011 and 07.02.2017, adopted on the basis of Article 13, para. 5 of the Articles of Association in connection with Article 196, paragraph 1 of the Commercial Law and successfully completed on 04.05.2011, on 28.11.2011 and on 06.02.2017 subscriptions for capital increase of the company at the conditions and the order of POSA, as on the grounds of Article 231, para. 3 of the Commerce Act, the amendments to the Articles of Association shall enter into force after their entry in the Commercial Register. ”)

Item 3: Adoption of a resolution for authorization of the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a corporate guarantee of total value above the threshold under Art. 114, para. 1, item 2, prop. 4 in connection with Art. 114, para. 1, item 1, letter “b” of POSA, in accordance with a report of reasons prepared by the management board of the company, as a result of which for Eurohold Bulgaria AD will arise an obligation in its capacity as corporate guarantor for the payment of all liabilities (including, but not limited to, principal, interest, penalties, fees, commissions, other expenses) of its subsidiary - Eastern European Electric Company BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the Dutch Chamber of Commerce under number 75462788, with registered office and address of management: Netherlands, Amsterdam, 1097 JB, Prince Bernhardplein and/ or of its subsidiary - Eastern European Electric Company II BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the Dutch Chamber of Commerce under number 75452553, with registered office and address of management: Amsterdam, Amsterdam, 1097 JB, Prince Bernhardplein, which are related to and/ or would result from the conclusion of financing transactions in the form of (i) subordinated debt, (ii) perpetual non-convertible preferred shares with guaranteed dividend, issued by the subsidiary - Eastern European Electric Company B.V. and/ or by the subsidiary - Eastern European Electric Company II B.V., (iii) a mezzanine loan and / or (iv) another financial instrument with an economic effect similar to the effect of the instruments under (i), (ii) and/ or (iii), with the following main parameters of the financing transaction and, respectively, of the provided corporate guarantee: *minimum value* of EUR 50 000 000 (fifty million), including the corresponding return for the applicable financing instrument for creditors/ investors (e.g. interest, fixed dividend, nominal discount) and *maximum value* of EUR 150 000 000 (one hundred and fifty million), including the relevant return for creditors/ investors (e.g. interest, fixed dividend, nominal discount); *term* – from 3 to 10 years; the transaction is carried out *in favour of* the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company BV and/ or the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company II BV and indirectly, in favour of the parent company Eurohold Bulgaria AD; *purpose of the transaction* - financing of part of the acquisition price for the CEZ Group’s assets in Bulgaria, *parties to the transaction*: Eurohold Bulgaria AD – corporate

guarantor, on one hand and the creditors of / investors in the above-mentioned financing instruments of Eastern European Electric Company BV and / or Eastern European Electric Company II BV as a counterparty (beneficiary) of the corporate guarantee on the other hand.

Adoption of a resolution to authorize the Management Board of Eurohold Bulgaria AD at its own discretion, considering the best interests of the company, taking into account the market conditions and the dynamics of the transaction, to decide on the conclusion by Eurohold Bulgaria AD of a the respective transaction within the above parameters and in accordance with the applicable legislation, specifying the above-listed terms of the transaction (as far as the dynamics of the financing transaction, the volatility of market conditions and the interest of Eurohold Bulgaria AD do not allow their preliminary specification in this resolution), as well as to determine all other terms and conditions of the transactions and the accompanying documents, insofar as they do not require separate approval by the General Meeting of Shareholders.

Adoption of a resolution authorizing the Management Board to undertake all necessary legal and factual actions to implement this decision.

(Draft resolution:

The General Meeting of Shareholders adopts a resolution authorizing the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a corporate guarantee of total value above the threshold under Art. 114, para. 1, item 2, prop. 4 in connection with Art. 114, para. 1, item 1, letter "b" of POSA, in accordance with a report of reasons prepared by the management board of the company, as a result of which for Eurohold Bulgaria AD will arise an obligation in its capacity as corporate guarantor for the payment of all liabilities (including, but not limited to, principal, interest, penalties, fees, commissions, other expenses) of its subsidiary - Eastern European Electric Company BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the Dutch Chamber of Commerce under number 75462788, with registered office and address of management: Netherlands, Amsterdam, 1097 JB, Prince Bernhardplein and/ or of its subsidiary - Eastern European Electric Company II BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the Dutch Chamber of Commerce under number 75452553, with registered office and address of management: Amsterdam, Amsterdam, 1097 JB, Prince Bernhardplein, which are related to and/ or would result from the conclusion of financing transactions in the form of (i) subordinated debt, (ii) perpetual non-convertible preferred shares with guaranteed dividend, issued by the subsidiary - Eastern European Electric Company B.V. and/ or by the subsidiary - Eastern European Electric Company II B.V., (iii) a mezzanine loan and / or (iv) another financial instrument with an economic effect similar to the effect of the instruments under (i), (ii) and/ or (iii), with the following main parameters of the financing transaction and, respectively, of the provided corporate guarantee: minimum value of EUR 50 000 000 (fifty million), including the corresponding return for the applicable financing instrument for creditors/ investors (e.g. interest, fixed dividend, nominal discount) and maximum value of EUR 150 000 000 (one hundred and fifty million), including the relevant return for creditors/ investors (e.g. interest, fixed dividend, nominal discount); term – from 3 to 10 years; the transaction is carried out in favour of the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company BV and/ or the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company II BV and indirectly, in favour of the parent company Eurohold Bulgaria AD; purpose of the transaction - financing of part of the acquisition price for the CEZ Group's assets in Bulgaria, parties to the transaction: Eurohold Bulgaria AD – corporate guarantor, on one hand and the creditors of / investors in the above-mentioned financing instruments of Eastern European Electric Company BV and / or Eastern European Electric Company II BV as a counterparty (beneficiary) of the corporate guarantee on the other hand.

The General Meeting of Shareholders authorizes the Management Board of Eurohold Bulgaria AD at its own discretion, considering the best interests of the company, taking into account the market conditions and the dynamics of the transaction, to decide on the conclusion by Eurohold Bulgaria AD of a

the respective transaction within the above parameters and in accordance with the applicable legislation, specifying the above-listed terms of the transaction (as far as the dynamics of the financing transaction, the volatility of market conditions and the interest of Eurohold Bulgaria AD do not allow their preliminary specification in this resolution), as well as to determine all other terms and conditions of the transactions and the accompanying documents, insofar as they do not require separate approval by the General Meeting of Shareholders.

The General Meeting of Shareholders authorizes the Management Board to undertake all necessary legal and factual actions to implement this resolution.)

The registration of the participants at the session will start at 09.30 a.m. (06.30 a.m. UTC) on 10 April 2021 at 43 Christopher Columbus Blvd., floor 1, Sofia, Bulgaria.

On grounds of Art. 115, paragraph 2 of POSA the Company notifies the shareholders that the total number of its shares as of the date of the resolution for convening the general meeting of the shareholders is 197 525 600 (one hundred and ninety seven million five hundred twenty five thousand and six hundred) and a voting right appertains to each share, ISIN code of the issue – BG1100114062. Only the persons registered as shareholders in Central Depository's registers, as well as in the Polish Central Depository (KDPW) 14 days before the date of the General meeting (namely 27 March 2021) shall be admitted to participation in the session of the General meeting. Only the persons registered till and including this date have the right to participate and to vote at the General meeting.

The shareholders have the right to include items in the agenda of the general meeting and to propose draft decisions of items, already included in the agenda of the general meeting. The shareholders who possess jointly and severally shares representing at least 5 per cent of the share capital of the Company may include additional items in the agenda of the general meeting or propose different draft decisions under items already included in the agenda of the general meeting after the announcement at the Trade register. These shareholders are not entitled to propose different draft decisions under items under items already included in the agenda, whereas the subject matter of the respective item is voting resolution under art. 114, paragraph 1 of the POSA, and they are not entitled to include in the agenda of the general meeting new items with respect to resolutions under art. 114, paragraph 1 of the POSA.

Not later than 15 days before the opening of the General meeting (26 March 2021), the shareholders who possess shares representing at least 5 per cent of the share capital of the company present for announcement in the Trade Register the list of the items, which will be included in the agenda, as well as the draft decisions. The shareholders shall present before the Bulgarian Financial Supervision Commission and the public company at the latest on the next business day after the announcement at the Trade register the materials related to the additional items in the agenda, pursuant to Art.223a, paragraph 4 of the Commerce Act. Upon receipt of the materials, Eurohold Bulgaria AD will update the invitation and will publish it together with the written materials under the terms and conditions of Art. 110t, paragraph 1 and 3 of POSA immediately, but not later than the end of the business day following the day of receipt of the notification for the inclusion of additional questions in the agenda.

The shareholders have the right to make draft resolutions in substance under each item, included in the agenda and observing all legal requirements, but they cannot propose resolution to items already included in the agenda when the subject matter is voting resolution under art.114, para. 1 of POSA. The deadline for execution of this right is up to the termination of the discussion under the respective item and before voting of the resolution of the general meeting.

The shareholders have the right to pose queries during the General meeting. The members of the management board and supervisory board of the Company shall respond truly, exhaustively and accurately to the queries of the shareholders, regarding the economic and financial status and business activity of the

Company, unless regarding the circumstances representing internal information. The shareholders may pose such queries regardless of the fact that they may not be related to the agenda.

In order to be admitted for participation in the General meeting, the shareholders should present an ID document and the proxies should present original explicit notarized power of attorney for the particular general meeting, with content corresponding to the requirements of Art. 116, paragraph 1 of POSA and the relevant legislation. The reauthorization with the powers granted by force of this power of attorney, as well as power of attorney which violates the rules under the previous sentence shall be null. The shareholders – legal entities and sole proprietors registered under Bulgarian laws should present certificate of good standing issued by the Trade Register. Foreign legal entities should present an original certificate of good standing of their registration, containing clear and unambiguous information regarding the persons entitled to represent the company and the way of representation, issued not more than 3 months before the date of the general meeting by a competent state body in the state of their registration, translated, certified and legalized according to the Bulgarian legislation.

The shareholders in the public company have the right to authorize each natural or legal person to participate and vote in the General meeting on their behalf. Art. 220, paragraph 1 of the Commerce Act will not apply in case the shareholder has explicitly stated the way of voting under each item of the agenda. The proxy has the same rights to speak and to pose queries at the session of the general meeting as the represented shareholder does. The proxy has to exercise the voting right in compliance with the instructions given in the power of attorney. The proxy may represent more than one shareholder at the General meeting. In this case the proxy may vote in a different way with shares owned by different shareholders it represents. The authorization may be performed by electronic means. Eurohold Bulgaria AD will receive and accept electronically as valid, powers of attorney to the following e-mail: investors@eurohold.bg, whereas the electronic messages should be signed with a universal electronic signature (UES) or a qualified electronic signature (QES) by the principal and should be accompanied by an electronic document (electronic image) of the power of attorney with a notarized signature, which should also be signed with a universal electronic signature (UES) or a qualified electronic signature (QES) by the principal.

The written materials according to the agenda of the General meeting of the shareholders shall be at disposal of the shareholders and their authorized representatives at the office of the company – 43 Christopher Columbus Blvd., Sofia, Bulgaria at the office of the investor relation manager each working day between 09.00 a.m. (06.00 a.m. UTC) and 5.00 p.m. (2.00 p.m. UTC) and on the web page of the public company – www.eurohold.bg.

In case of lack of quorum on grounds of Art. 227 of Commerce Act in liaison with Art. 115, paragraph 12 POSA the session of the General meeting of the shareholders will be held on 26 April 2021 at 10.00 a.m. (07.00 a.m. UTC) at 43 Christopher Columbus Blvd., floor 1, conference hall, Sofia, Bulgaria, with identical agenda, and the registration of the participants in the new session will start at 09.30 a.m. (06.30 a.m. UTC) on 26 April 2021 at 43 Christopher Columbus Blvd., floor 1, Sofia, Bulgaria. Items under art. 223a of the CA may not be included in the agenda of the new session.

The Management Board found that no objections have been brought against the voting so held and against the results of such voting.

Under item two of the agenda, the Management Board of Eurohold Bulgaria AD *unanimously* adopted the following

RESOLUTION № 2:

The Management Board of Eurohold Bulgaria AD adopts a report of reasons of the Management Board of Eurohold Bulgaria AD, representing Appendix No.1 to these minutes, drafted in compliance with

the provisions of Art. 114a, paragraph 1 of POSA, regarding the appropriateness and terms of transactions pursuant to Art. 114, paragraph 1, item 2, proposal 4 in conjunction with Art. 114, paragraph 1, item 1, letter "b" of the POSA.

The Management Board found that no objections have been brought against the voting so held and against the results of such voting.

Upon voting the above resolutions, the session of the Management Board of Eurohold Bulgaria AD was closed.

ANNEX № 1: According to the text.

MEMBERS OF THE MANAGEMENT BOARD:

1. KIRIL IVANOV BOSHOV:

2. ASSEN MINCHEV MINCHEV:

3. VELISLAV MILKOV CHRISTOV:

4. ASSEN EMANOUILOV ASSENOV:

5. RAZVAN STEFAN LEFTER:



Handwritten signatures in blue ink, each written over a horizontal line. There are five lines corresponding to the five members listed on the left.

EUROHOLD BULGARIA AD

1592, Sofia, Iskar district, 43 Christopher Columbus Blvd., UIC 175187337

REPORT OF REASONS

by

THE MANAGEMENT BOARD OF EUROHOLD BULGARIA AD ADDRESSED TO THE SHAREHOLDERS OF THE COMPANY

in accordance with art. 114a, para. 1 of the Public Offering of Securities Act ("POSA") and Art. 46 of Ordinance № 2 of the Financial Supervision Commission ("FSC") on prospectuses for public offering and admission to trading on a regulated securities market and for disclosure of information ("Ordinance № 2 of FSC")

REGARDING

**the expedience and the terms for
the conclusion by EUROHOLD BULGARIA AD of a corporate guarantee in favour of its
subsidiary company for the purpose of financing of the acquisition of CEZ Bulgaria,
in accordance with
art. 114, para. 1, item 2, proposal 4 in conjunction with art. 114, para. 1, item 1, letter
"b" of POSA,
namely - incurrence of an obligation by the company in favour of an interested parties of a
value exceeding two percent of the lower value of the assets, according to the last two
balance sheets of the company, at least one of which has been audited and which have been
publicly disclosed according to art. 100t of POSA.**

*(the transaction has been proposed for approval to the general meeting of shareholders
of EUROHOLD BULGARIA AD at a meeting scheduled for 10 April 2021)*

adopted at a meeting of
THE MANAGEMENT BOARD of EUROHOLD BULGARIA AD,
held on 1 March 2021 in the city of Sofia

MEMBERS OF THE MANAGEMENT BOARD OF EUROHOLD BULGARIA AD

Chairman:	Kiril Ivanov Boshov
Executive Director:	Asen Minchev Minchev
Members:	Velislav Milkov Christov
	Assen Emanouilov Assenov
	Razvan Stefan Lefter

Dear shareholders of EUROHOLD BULGARIA AD,

1.1 Pursuant to Art. 114a, para. 1 of POSA in conjunction with Art. 46 of Ordinance № 2 of the FSC, we hereby present to your attention the following report of reasons of the Management Board of EUROHOLD BULGARIA AD (“**EUROHOLD**”) on the expedience and the terms of a transaction representing a conclusion of a corporate guarantee (the “**Security Transaction**”), by virtue of which EUROHOLD will be bound by a contingent liability, in its capacity as a corporate guarantor for the payment of all liabilities of its subsidiary Eastern European Electric Company BV and/ or of its subsidiary Eastern European Electric Company II B.V. (both registered in the Netherlands) which liabilities are related to and/ or would result from the conclusion by the subsidiaries of financing transactions in the form of:

- (i) subordinated debt; and / or
- (ii) perpetual non-convertible preferred shares with guaranteed dividend, issued by Eastern European Electric Company BV and/ or by Eastern European Electric Company II BV; and/or
- (iii) mezzanine loan; and / or
- (iv) other financial instrument with an economic effect similar to the effect of the instruments under (i), (ii) and / or (iii),

hereinafter jointly referred to as the “**Financing Transaction**” for the purpose of financing of a part of the purchase price for CEZ's assets in Bulgaria.

1.2 The two above-mentioned subsidiaries of EUROHOLD are interested parties within the meaning of Art. 114, para. 7, preposition 4 of POSA in respect of the Security Transaction, which is of a total value above the threshold under Art. 114, para. 1, item 2, proposal 4 in conjunction with Art. 114, para. 1, item 1, letter “b” of POSA, namely with a value over 2 (two) per cent of the lower value of the assets according to the last two balance sheets of the company, at least one of which has been audited and which have been disclosed publicly according to art. 100t of POSA.

1.3 This report aims to acquaint the shareholders of EUROHOLD with the material terms and the expedience of the Security Transaction proposed for approval, with a view to the adoption of an informed decision by the General Meeting on authorizing the persons managing and representing EUROHOLD to execute the transaction.

I. DEFINITIONS:

2. Certain capitalized terms used more frequently in this report are defined below.

Corporate Guarantee

means the corporate guarantee entered into by EUROHOLD, which is proposed for approval to the General Meeting and is contemplated to secure the payment of all obligations (including, without limitation, principal, interest, contractual penalties, fees, commissions and other expenses) of Eastern European Electric Company BV and/ or Eastern European Electric Company II B.V., which are related and/or will result from the entry into the Financing Transaction;

Corporate Guarantee is used interchangeably with Security

	Transaction.
Eastern European Electric Company BV	<p>means Eastern European Electric Company BV, a company incorporated and validly existing under the legislation of the Netherlands, registered in the Dutch Chamber of Commerce under number 75462788, with registered office and address: Netherlands, Amsterdam, 1097 JB, Prince Bernhardplein.</p> <p>Sole owner of the capital of this company is Eastern European Electric Company II B.V., which in turns is solely owned by EUROHOLD.</p>
Eastern European Electric Company II BV	<p>means Eastern European Electric Company II BV, a company incorporated and validly existing under the legislation of the Netherlands, registered in the Dutch Chamber of Commerce and Industry under number 75452553, with registered office and address: Netherlands, Amsterdam, 1097 JB, Prince Bernhardplein.</p> <p>Sole owner of the capital of this company is EUROHOLD.</p>
Security Transaction	<p>has the meaning ascribed to it in paragraph 1.1 above. Security Transaction is used interchangeably with Corporate Guarantee.</p> <p>This transaction is subject to approval by the General Meeting of Shareholders of EUROHOLD.</p>
General Meeting	The General Meeting of Shareholders of EUROHOLD.
Acquisition	is the purchase by EUROHOLD, through its subsidiary Eastern European Electric Company BV of CEZ Bulgaria.
Public Company	used as a synonym of EUROHOLD.
Transaction	The Acquisition, the Financing Transaction and the Security Transaction considered as a whole.
Financing Transaction	<p>one of the following financing transactions:</p> <ul style="list-style-type: none"> (i) subordinated debt; and / or (ii) perpetual non-convertible preferred shares with guaranteed dividend, issued by Eastern European Electric Company BV and/ or by Eastern European Electric Company II BV; and/or (iii) mezzanine loan; and / or (iv) other financial instrument with an economic effect similar to the effect of the instruments under (i), (ii) and / or (iii), <p>or a combination thereof, in relation to which will arise obligations (including, without limitation, principal, interest, contractual penalties, fees, commissions and other expenses) of Eastern European Electric Company BV and/ or Eastern European Electric Company II B.V,</p> <p>with minimum nominal value of EUR 50,000,000 (fifty million), including the corresponding return for creditors/ investors</p>

	applicable to the applicable financing instrument (e.g., interest, fixed dividend, discount) and maximum EUR 150,000,000 (one hundred and fifty million) including the corresponding return for creditors/ investors applicable to the applicable financing instrument (e.g., interest, fixed dividend, face value discount).
Dutch subsidiaries	Eastern European Electric Company II BV and Eastern European Electric Company BV
Holding company	used as a synonym of EUROHOLD.
CEZ	this is the Czech energy company CEZ a.s. and its subsidiary CEZ Bulgarian Investments BV (Netherlands) - owners of CEZ Bulgaria and sellers in the Acquisition.
CEZ Bulgaria	means the assets of CEZ in Bulgaria, subject to the Acquisition, as follows: <ul style="list-style-type: none"> • the electricity distribution company CEZ Distribution Bulgaria AD (UIC 130277958); • the company for public supply of electricity and licensed trader CEZ Electro Bulgaria AD (UIC 175133827); • the licensed electricity trader CEZ Trade Bulgaria EAD (UIC 113570147); • the photovoltaic park Free Energy Project Oreshets EAD (UIC 201260227), • other: the companies providing shared services in CEZ Bulgaria: the IT services company CEZ Information and Communication Technologies Bulgaria EAD (UIC 203517599), and CEZ Bulgaria EAD (UIC 131434768), which coordinates and manages the activities of all companies in the group in Bulgaria, as well as Bara Group EOOD (UIC 120545968).
Management Board	means the Management Board of EUROHOLD.

II. TRANSACTION DESCRIPTION

A. General information

3.1. EUROHOLD is a public holding joint stock company with scope of activity acquisition, management, valuation and sale of participations in Bulgarian and foreign companies; financing of the companies in which the company participates; participations in Bulgarian and foreign companies. The capital of the company amounts to BGN 197,525,600 and is distributed in 197,525,600 dematerialized, registered, non-preferred shares, with a nominal value of BGN 1 each. The shares of EUROHOLD are admitted to trading on the Bulgarian and Warsaw stock exchanges.

3.2. EUROHOLD is an integrated holding company, whose investment portfolio includes companies operating in the field of insurance, leasing and sale and service of cars, financial services. These activities are consolidated in three sub-holdings within the Public

Company - EUROINS INSURANCE GROUP AD, EUROLEASE GROUP AD and AUTO UNION AD. The structure of the public company also includes the investment intermediary EURO-FINANCE AD. The main business within the holding structure is concentrated on the line "car sales - leasing - insurance".

3.3 To carry out its activities the EUROHOLD group relies on both bank and on non-bank financing, and as of the date of this report the Holding Company and its subsidiaries regularly service the loans granted by banks and other creditors. Part of EUROHOLD's long-term strategy is to enter new regulated business segments offering considerable growth opportunities. The intention to acquire CEZ Bulgaria fits this strategic goal. From a strategic point of view, the regulated markets have always been the most attractive option due to their nature of sustainable cash flow predictability and low impact of economic volatility. Due to these facts, EUROHOLD's investment strategy is mainly focused on this type of segments. It is important to be considered that the comprehensive and effective control exercised by the regulatory authorities over the businesses of such nature, builds trust, certainty and confidence among the investors.

4. The Acquisition

Based on an in-depth analysis of market opportunities and in view of the capital opportunities of EUROHOLD, from a strategic point of view, potential investments in the energy sector were identified as an attractive opportunity for achievement of the above objectives. On April 1, 2019, EUROHOLD made a binding offer for the acquisition of CEZ Bulgaria. On June 20, 2019, EUROHOLD signed a contract with CEZ for the acquisition of CEZ Bulgaria at a price of EUR 335 million.

5. Dutch special purpose subsidiaries

5.1. For the purposes of the Acquisition, EUROHOLD established its 100% owned subsidiary Eastern European Electric Company II B.V., which in turn is a 100 % owner of Eastern European Electric Company BV. The latter is also the company acquiring direct control over CEZ Bulgaria. The Dutch companies were established as the so-called special purpose vehicles (SPVs): to carry out the Acquisition.

5.2. The structure used - through the establishment of special purpose vehicles - is common in the field of mergers and acquisitions. This way, on one hand, the financing and acquisition process is optimized, and on the other hand, provides protection of the Holding Company's assets by dividing specific assets and liabilities into separate companies from its corporate group. The division of the companies from CEZ Bulgaria into a separate sub-group within the Holding Company is in compliance with the adopted corporate structure for dividing the separate business lines within the EUROHOLD group. This corporate structure follows the best practices in the field of mergers and acquisitions through the so-called "ring-fence", providing protection of the holding company's assets by dividing specific assets and liabilities into separate companies from a corporate group.

5.3 EUROHOLD intends to develop Eastern European Electric Company BV in a regional utility services provider with regard to the sustainability of the business and the customer's satisfaction, and a clear commitment to invest in technologies that will improve the efficiency. In addition, the Public Company will aim at financial stability complying with the regulatory



framework, as well as by securing the continuity in the operational management of the assets subject to acquisition.

6. Acquisition regulatory approvals

The acquisition of CEZ Bulgaria was subject to two regulatory approvals - by the Commission on Protection of Competition and by the Energy and Water Regulatory Commission. The two regulatory authorities approved the acquisition of CEZ Bulgaria by EUROHOLD (through Eastern European Electric Company BV), as follows:

- Commission for Protection of the Competition issued Decision № 894/ 29.10.2020, authorizing the concentration, consisting of the acquisition by EUROHOLD of indirect sole control (through Eastern European Electric Company BV, reg. № 75462788) over the companies from CEZ Bulgaria; and
- The Energy and Water Regulatory Commission adopted a Decision № P-328/ 19.01.2021 authorizing CEZ to dispose of its 67% of the shares in the capital of CEZ Distribution Bulgaria AD, selling them and transferring them to a company part of EUROHOLD group- Eastern European Electric Company BV.

7. Fundraising

7.1 EUROHOLD intends to finance the transaction for the acquisition of CEZ assets in Bulgaria through a combination of equity and debt financing. The raising of the borrowed capital will be provided with the assistance of an international financial institution (lead arranger), as the Financing Transaction aims to provide financing of a part of CEZ Bulgaria acquisition price.

7.2 The Management Board has developed a flexible strategy for ensuring the financing of CEZ Bulgaria acquisition. Due to the increased volatility of the international capital markets and the need for EUROHOLD to ensure the availability of financial resources necessary for the implementation of the acquisition of CEZ Bulgaria in a limited time - until the end of the 2nd quarter of 2021, the Holding Company, with the support of an international financial institution (lead arranger) will raise the necessary funds through various types of financial instruments. In order to provide the widest possible range of instruments to potential investors, the Management Board considers as appropriate to offer potential investors the following instruments:

- 1) *with high risk and relatively high expected return* - new shares from a forthcoming capital increase of EUROHOLD;
- 2) *with low risk and relatively low expected return* - secured debt instrument issued by EUROHOLD's subsidiary - Eastern European Electric Company BV and/ or by Eastern European Electric Company II BV
- 3) *with hybrid risk and expected return (between shares and secured debt instrument)* - hybrid instrument in the form of:
 - (i) subordinated debt; and / or
 - (ii) perpetual non-convertible preferred shares with guaranteed dividend, issued by Eastern European Electric Company BV and/ or by Eastern European Electric Company II BV; and/or
 - (iii) mezzanine loan; and / or
 - (iv) other financial instrument with an economic effect similar to the effect of the instruments under (i), (ii) and / or (iii).

7.3 The variation of the above instruments and their correlation is reflected in their respective differences in terms of risk and return, both for investors and for EUROHOLD and its subsidiaries. The provision of a variety of financing instruments aims to attract a diverse selection of investors with different risk tolerances and return expectations and, above all, to position the risk profile of the hybrid instrument between that of equities and bonds.

7.4 The Financing Transaction will constitute part of the overall financing for the Acquisition. The Corporate Guarantee given by EUROHOLD will secure the Financing Transaction. The Instruments under section 7.2(3) are similar in nature and in effect; however, due to the changeability of the financial markets the Management Board should be in a position to choose the most appropriate instrument or a combination of instruments, in accordance with the best interest of the Public Company.

7.5 The Security Transaction, subject to approval by the General Meeting, aims to provide the customary comfort to creditors and investors to finance the Acquisition. Given the fact that the Dutch subsidiaries will receive funding under the Financing Transaction for the purposes of the technical implementation of the Acquisition, it is anticipated and is customary in the field of international finance and acquisitions the parent company, i.e. EUROHOLD, to guarantee the financing granted to the special purpose vehicles.

7.6 Depending on the demand in the international capital markets the Public Company, advised by a leading investment bank, will choose the most advantageous for its shareholders form of financing instrument or combination of such instruments under which the Corporate guarantee of EUROHOLD shall be provided.

B. Material conditions of the Security Transaction

8. The material conditions (parameters) of the Security Transaction - type, parties, amount, term are presented in the following table:

1) Type and characteristics of the Security Transaction:	<p>Corporate guarantee, issued by EUROHOLD for the payment of all liabilities (including, but not limited to, principal, interest, penalties, fees, commissions, other expenses) to the Dutch subsidiaries, which liabilities are related to and/ or would arise from the conclusion of the Financing Transaction.</p> <p>The corporate guarantee will be governed by English law (as well as all non-contractual obligations arising out of or in connection with the guarantee), which is common in the field of international finance.</p> <p>The guarantee under English law is an undertaking by one person (guarantor; in this case - EUROHOLD) to pay another person's current or future debt (principal debtor; in this case - the above-mentioned EUROHOLD subsidiaries), which obligation is assumed towards the creditor of the principal debtor (beneficiary; in this case - the creditors/ investors under the Financing Transaction). The issuance of a guarantee is done by conclusion of a contract between the guarantor and the beneficiary.</p> <p>In principle, the guarantor's obligation is a direct, unconditional, irrevocable and unsecured obligation to the beneficiary. This</p>
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		obligation becomes due simultaneously with the recoverability of the debt of the main debtor as result of default, whereas guarantor's liability shall be redeemed by the repayment of the debt by the principal debtor or by the guarantor itself. In case of default by the main debtor – EUROHOLD's subsidiaries, the creditors/ investors under the Financing Transaction will require repayment of the debt by the parent company EUROHOLD, which will be liable under the guarantee with all of its assets.
2)	Parties to the Corporate Guarantee	<i>Corporate guarantor:</i> EUROHOLD; <i>Beneficiaries:</i> creditors / investors under the Financing Transaction.
3)	Total value of the Corporate Guarantee:	Coincides with the value of the Financing Transaction: minimum nominal value of EUR 50,000,000 (fifty million), including the corresponding return for creditors/ investors applicable to the applicable financing instrument (e.g. interest, fixed dividend, nominal discount) and maximum EUR 150,000,000 (one hundred and fifty million) including the corresponding return for creditors/ investors applicable to the applicable financing instrument (e.g. interest, fixed dividend, face value discount).
4)	Term:	From 3 (three) to 10 (ten) years. In case of issue of perpetual non-convertible preferred shares with guaranteed dividend, the potential shareholder shall have the right to offer for repurchase its preferred shares to the issuer or a related company (put option) within the same period from 3 (three) to 10 (ten) years from the date of issue of the respective issue.
5)	In whose favour the Security Transaction is concluded of	Through the funds raised by the Financing Transaction, EUROHOLD will finance part of the acquisition price of CEZ Bulgaria through its subsidiary Eastern European Electric Company BV. Accordingly, the Security Transaction is in favour of all parties as follows: <ul style="list-style-type: none"> (i) in favour of the subsidiaries of EUROHOLD Eastern European Electric Company BV and/ or Eastern European Electric Company II BV, whose obligations in connection with the Financing Transaction (for payment of principal/ face value, profitability, commissions, fees, etc.) will be secured by the Corporate Guarantee issued by EUROHOLD; (ii) in favour of the EUROHOLD (see for further details Section III. Economic benefit for EUROHOLD from the Security Transaction); and (iii) In favour of the creditors / investors under the Financing Transaction, who are beneficiaries under the Corporate Guarantee.

Having in mind the specifics of the financing process and the dynamics in negotiations, the Management Board is unable, as of the date of this report, to predict whether the Security Transaction will secure the payment of all obligations (including, without limitation, principal,

interest, contractual penalties, fees, commissions and other expenses) of Eastern European Electric Company BV and/ or Eastern European Electric Company II B.V, which are related and/or will result from the entry into the Financing Transaction, consisting of one or more issues of preferred shares or loans/ debts according to section 7.2(3) above. Because of this, it should be pointed out, that the above basic parameters of the Corporate Guarantee refer to, in case of one issue (or loan/ debt, respectively) for the whole issue (loan/ debt) and, in case of several issues (loans/ debts), for all issues (loans/ debts) in aggregate.

9. Contingent liability under the Corporate Guarantee

As a result of the proposed corporate guarantee EUROHOLD will incur contingent liability. This liability will be treated as a current liability only if either of the two Dutch subsidiaries, borrowers/ issuers under the Financing Transaction, does not service its obligations to the respective creditors/ investors. Such outcome seems to be unlikely with a view to the stable operating cash flows of the acquired assets of CEZ Bulgaria. For example, the revenues of CEZ Distribution Bulgaria AD in 2018, 2019 and 2020 amount to approximately BGN 350, 360 and 370 million respectively, to CEZ Electro Bulgaria AD - about BGN 530, 590 and 670 million and to CEZ Trade EAD - about BGN 450, 480 and 460 million, respectively. According to the forecasts prepared by the Management Board of EUROHOLD and its team working on the Deal, in cooperation with the involved international consultants and energy experts, CEZ Bulgaria envisages generating annual profit before taxes and fees in the range of BGN 170-270 million.

10. Powers of the Management Board to specify the terms of the Security Transaction

10.1 The Public Company intends to complete the acquisition of CEZ Bulgaria within the first half of 2021.

10.2 In view of the dynamics and complexity of the Transaction, the variability of the international financial markets, the Management Board cannot currently predict the exact parameters of both the Financing Transaction and the Corporate Guarantee. For this reason, the Security Transaction is presented in this report within certain minimum and maximum limits in terms of its material parameters. Thus, some of the parameters of the financial instruments, for the provision of which the Corporate Guarantee will be issued, are indicative within certain limits or will be further specified. This refers to the specific amount of the instrument, interest/ guaranteed dividend, repayment schedule, terms of early redemption/ repayment, as well as all other mandatory and optional parameters of the instrument, financial and other liabilities, which the respective company of EUROHOLD group will undertake to comply with for the term of the financing instrument, in accordance with the requirements of the applicable English law and international practice.

10.3 That said in 10.2 above, as well as the negotiations with the international investment banks that EUROHOLD has engaged for the purposes of fundraising led to a conclusion that it is appropriate for the Management Board to be authorized by the General Meeting, within the framework of the proposed decision, with broad discretionary powers to be able to respond flexibly and efficiently to changing economic conditions and the interest of creditors/ investors in the Financing Transaction, and in particular the interest of the Public Company. For example, the financial instruments referred to in point 7.2.(3) above with hybrid risk in practice lead to a similar effect, but due to the variability of financial markets, it is advisable that the Management Board is able to choose the most appropriate, in view of the best interest of the Public Company financing instrument or a combination of the most



appropriate financial instruments. Accordingly, it is recommended that the Management Board has the opportunity to determine the specific parameters of the Corporate Guarantee (which will constitute a function of the terms of the Financing Transaction) within the frame set out in this report.

10.4 The selected financial instrument and/ or a combination of financial instruments, as well as the relevant specific parameters of the instruments and of the Corporate Guarantee, will be further disclosed (in accordance with applicable law) with a view to development of the Acquisition process and the terms of the financing institution (the financing manager) manages to negotiate with creditors/ investors.

C. Interested parties

11.1 The Management Board considers that the interested parties with regard to the Security Transaction are:

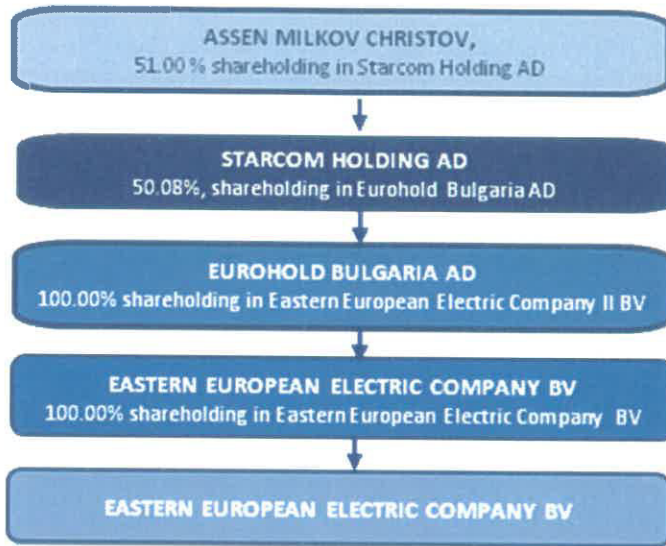
- 1) **Eastern European Electric Company BV and Eastern European Electric Company II BV** (interested parties within the meaning of Art. 114, para. 7, item 1, proposition 4 of POSA), as the Corporate Guarantee will be issued inclusively in favour of the respective subsidiary of EUROHOLD, and at the same time the respective subsidiary is related person with a shareholder, who directly owns more than 25 percent of the votes in the General Meeting.
- 2) **STARCOM HOLDING AD**, UIC 121610851, with registered office and address of management: Etropole, 191 Ruski Blvd. (interested person within the meaning of Art. 114, para. 7, item 2 of POSA), as it owns directly more than 25 per cent of the votes in the General Meeting of EUROHOLD and at the same time indirectly holds more than 25% of the votes in the General Meeting of Eastern European Electric Company BV and Eastern European Electric Company II BV, in whose favour the Security Transaction is carried out.

Currently STARCOM HOLDING AD directly owns 50.08% from the votes in the General Meeting of EUROHOLD. In turn, the Holding directly holds 100% of the votes in the General Meeting of the Eastern European Company II BV, which in turn holds 100% of the votes in the General Meeting of the Eastern European Electric Company BV.

- 3) **Assen Milkov Hristov** (interested person within the meaning of Art. 114, para. 7, item 2 of POSA - Chairman of the Supervisory Board of EUROHOLD and indirectly holding more than 25% of the votes in the general meeting of the Eastern European Electric Company BV. and Eastern European Electric Company II BV, in whose favour the Security Transaction is carried out.

For the sake of clarity and traceability of the above-mentioned shareholdings, below is a graphic representation of the property vertically:





11.2 In accordance with Art. 114a, para. 2 of POSA Assen Milkov Hristov did not take part in the preparation of this report.

III. ECONOMIC BENEFIT FOR EUROHOLD FROM THE PROVISION OF THE CORPORATE GUARANTEE

12.1 In view of the market situation in the country and the region, the acquisition of CEZ Bulgaria represents a very good opportunity for the realization of the medium and long-term goals of EUROHOLD, namely diversification of the investment portfolio, reduction of market risk and the risk of economic cyclicality, and penetration in new regulated markets, which will lead to higher accuracy in cash flow forecasting and more stable profitability.

12.2 Currently, EUROHOLD's exposure is characterized by concentration in the insurance sector and car distribution, respectively 88.3% and 9.8% of the company's revenues for the third quarter of 2020. Given the cyclical nature of the new car market, the group's management considers it appropriate to increase the diversification of its investment portfolio.

12.3 Penetration and strategic expansion in the medium term in the energy sector of Bulgaria and of Southeast Europe would have an effective impact, as well as on reducing the concentration of the Holding in the insurance business, as well as on increasing the sustainability of the revenues of the EUROHOLD group in times economic crises and recessions. Accordingly, the Management Board considers that the provision of stable funding for the Acquisition (which requires, in particular, the issuance of the Corporate Guarantee) is of great importance, both for the individual units in the holding structure and for the Public Company itself and its shareholders.

12.4 The consolidated results of EUROHOLD are directly dependency on the results of its subsidiaries and within this meaning the integration of the business of CEZ Bulgaria to the current portfolio of businesses will lead to economic benefits for the Public Company. The realization of its acquisition will provide opportunities for new investments and will contribute to the improvement of the performance of the subsidiaries of the Holding Company, as well as the realization of higher volumes of newly generated business, resp. operating income. Regarding

the revenues of the main companies in CEZ Bulgaria for the last three years, please see point 9 above.

12.5 Taking into account the financial results of CEZ Bulgaria for 2019, EUROHOLD'S earnings before interest, taxes, depreciation and amortization (EBITDA) is expected to increase by more than four times and the total revenues, as well as the assets of the Holding Company to be doubled after the realization of the acquisition. These forecasts in the growth of operating profit and in the assets of EUROHOLD are expected to be realized by the end of 2021. For the expected annual profit from CEZ, please see section 9 above.

12.6 CEZ Bulgaria is the largest distributor of electricity in the country, covering an area of about 40,000 square kilometres, serving over 3 million consumers. Given the significant customer base of CEZ Bulgaria, this transaction is important for the strategic positioning of EUROHOLD, as well as of its subsidiaries, providing opportunities for effective development through synergies between businesses. It is important to point out that the completion of CEZ Bulgaria acquisition will have a positive effect, both on the profitability of EUROHOLD and on the credit rating of the company, which will lead to an improvement in the financial condition and risk profile of the Holding Company.

12.7 The benefit for EUROHOLD from carrying out the Security Transaction is particularly evident from the fact that the Public Company actually acquires the assets of CEZ in Bulgaria, as far as the direct acquirer Eastern European Electric Company BV is a 100% owned company by the Holding Company, specially set up for the Acquisition. In a downstream guarantee the success of the subsidiary will usually benefit the parent, e.g., through an increase in the subsidiary's value or improved performance resulting in better dividends. Importantly, the regulatory approvals of both the CPC and the EWRC (please see section 6 above) were issued on the basis of a thorough assessment and in-depth analysis of the condition of EUROHOLD, and both regulators have allowed the acquisition to be carried out by EUROHOLD through a specially set up of the Acquisition Eastern European Electric Company BV.

IV. AUTHORIZATION OF PERSONS WHO MANAGE AND REPRESENT EUROHOLD TO CONCLUDE THE SECURITY TRANSACTION

13.1 According to Art. 114, para. 1, item 2, proposal 4 in connection with Art. 114, para. 1, item 1, letter "b" of POSA, when liabilities for the company arise in favour of interested parties, namely in the case of the public company will arise as a result of the proposed Corporate Guarantee contingent liabilities to third parties in favour of the interested parties - Eastern European Electric Company II BV and / or Eastern European Electric Company BV, the calculation for the purposes of Art. 114, para. 1 of POSA is made taking into account the two percent threshold under Art. 114, para. 1, item 1, letter "b" of the POSA.

13.2 In addition, according to Art. 114a, para 7 of POSA, in case the decision of the General Meeting does not indicate a specific counterparty to the transaction, subject of approval under Art. 114 of POSA, the calculation for the purposes of Art. 114, para. 1 of POSA is made by applying the thresholds for transactions with the participation of interested parties. Insofar as the nature of the Security Transaction and its development at the present stage do not allow to indicate a counterparty, i.e. the creditors/ investors who would provide financing cannot be identified in advance, the calculation for the purposes of this approval is made using a 2% materiality threshold.



13.3 Pursuant to Art. 114a, para. 7 of POSA the calculation for the purposes of art. 114, para. 1 of POSA shall be performed in relation to the maximum value of the transaction proposed for approval. The maximum possible amount of contingent liabilities that would arise for EUROHOLD as a result of the proposed Corporate Guarantee is EUR 150,000,000, plus the corresponding return for creditors / investors respective to the applicable financing instrument (e.g. interest, fixed dividend, discount), exceeds two (2) per cent of the lower value of the assets of EUROHOLD according to the last audited non-consolidated and publicly disclosed pursuant to art. 100t of POSA balance sheet as of 31 December 2019 (value of assets: BGN 585,961,764.56 – in thousand BGN 585,962 thousand BGN) and according to the last unaudited non-consolidated and publicly disclosed under Art. 100t of POSA balance sheet as of 31 December 2020 (value of assets: BGN 633,741,774.87 – in thousand BGN 633,741 thousand BGN). For the purposes of the calculation, the lower of the two values should be taken into account, namely BGN 585,961,764.56, equal to EUR 299,597,492.91. Two (2) per cent of the value of the assets of EUROHOLD, according to its balance sheet as of 31 December 2019, is BGN 11,719,235.29 or EUR 5,991,949.86.¹In this sense, the maximum value of EUR 150,000,000 of the proposed Corporate Guarantee exceeds the threshold of two (2) percent of the lower value of the assets of EUROHOLD according to the last audited non-consolidated and publicly disclosed under Art. 100t of POSA balance sheet, which amounts to EUR 5,991,949.86. Due to the stated considerations, the Transaction should be approved in compliance with art. 114 of POSA by the General Meeting.

13.4 Based on the above, and considering that the Security Transaction is in the interest of EUROHOLD, proposes to the shareholders to authorize the Management Board and its executive members to conclude and implement the Security Transaction by taking the following decision:

“The General Meeting of Shareholders adopts a resolution authorizing the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a corporate guarantee of total value above the threshold under Art. 114, para. 1, item 2, prop. 4 in connection with Art. 114, para. 1, item 1, letter “b” of POSA, in accordance with a report of reasons prepared by the management board of the company, as a result of which for Eurohold Bulgaria AD will arise an obligation in its capacity as corporate guarantor for the payment of all liabilities (including, but not limited to, principal, interest, penalties, fees, commissions, other expenses) of its subsidiary - Eastern European Electric Company BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the Dutch Chamber of Commerce under number 75462788, with registered office and address of management: Netherlands, Amsterdam, 1097 JB, Prince Bernhardplein and/ or of its subsidiary - Eastern European Electric Company II BV, a company incorporated and validly existing under the laws of the Netherlands, registered in the Dutch Chamber of Commerce under number 75452553, with registered office and address of management: Amsterdam, Amsterdam, 1097 JB, Prince Bernhardplein, which are related to and/ or would result from the conclusion of financing transactions in the form of (i) subordinated debt, (ii) perpetual non-convertible preferred shares with guaranteed dividend, issued by the subsidiary - Eastern European Electric Company B.V.

¹ On the grounds of art. 29, para. 2 and 3 of the Law on the Bulgarian National Bank, decision № 233 of the Bulgarian National Bank (BNB) of 31 December 1998 for determining the exchange rate to the euro (and submitted by the Governor of the BNB, promulgated, SG, no. 1 of 5.01.1999, in force since 1.01.1999) and Decision determining the conditions for negotiating the central rate of the lev against the euro in accordance with paragraph 2.3 of European Council resolution on the establishment of an exchange rate mechanism in the third stage of economic and monetary union Amsterdam, 16 June 1997 (97/C 236/ 03), and submitted by the National Assembly,, Prom. DV. issue 10 of 4 February 2020 about the official exchange rate of the lev to the euro is 1.95583 leva for 1 euro.

and/ or by the subsidiary - Eastern European Electric Company II B.V., (iii) a mezzanine loan and / or (iv) another financial instrument with an economic effect similar to the effect of the instruments under (i), (ii) and/ or (iii), with the following main parameters of the financing transaction and, respectively, of the provided corporate guarantee: minimum value of EUR 50 000 000 (fifty million), including the corresponding return for the applicable financing instrument for creditors/ investors (e.g. interest, fixed dividend, nominal discount) and maximum value of EUR 150 000 000 (one hundred and fifty million), including the relevant return for creditors/ investors (e.g. interest, fixed dividend, nominal discount); term – from 3 to 10 years; the transaction is carried out in favour of the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company BV and/ or the subsidiary of Eurohold Bulgaria AD - Eastern European Electric Company II BV and indirectly, in favour of the parent company Eurohold Bulgaria AD; purpose of the transaction - financing of part of the acquisition price for the CEZ Group's assets in Bulgaria, parties to the transaction: Eurohold Bulgaria AD – corporate guarantor, on one hand and the creditors of / investors in the above-mentioned financing instruments of Eastern European Electric Company BV and / or Eastern European Electric Company II BV as a counterparty (beneficiary) of the corporate guarantee on the other hand.

The General Meeting of Shareholders authorizes the Management Board of Eurohold Bulgaria AD at its own discretion, considering the best interests of the company, taking into account the market conditions and the dynamics of the transaction, to decide on the conclusion by Eurohold Bulgaria AD of a the respective transaction within the above parameters and in accordance with the applicable legislation, specifying the above-listed terms of the transaction (as far as the dynamics of the financing transaction, the volatility of market conditions and the interest of Eurohold Bulgaria AD do not allow their preliminary specification in this resolution), as well as to determine all other terms and conditions of the transactions and the accompanying documents, insofar as they do not require separate approval by the General Meeting of Shareholders.

The General Meeting of Shareholders authorizes the Management Board to undertake all necessary legal and factual actions to implement this resolution."

V. OTHER INFORMATION


14.1 This report has been prepared on the basis of Art. 114a, para. 1 of POSA, in connection with Art. 46 of Ordinance № 2 of the FSC and is part of the materials on the agenda of the extraordinary General Meeting of the Public Company, which should take a decision based on the requirements of Art. 114, para. 1, item 2, proposal 4 in connection with art. 114, para. 1, v.1, b. "b" of the POSA.

14.2 The General Meeting is scheduled for April 10, 2021 from 10.30 am (07.30 UTC time). The registration of the participants in the meeting will start at 09.30 (06.30 UTC) on April 10, 2021 at the address of the company's management in Sofia, 43 Christopher Columbus Blvd., floor 1, in front of the conference hall. In the absence of a quorum on the date originally announced, the meeting will be held on April 26, 2021 from 10.00 am (07.00 am UTC) at the company's headquarters in Sofia, 43 Christopher Columbus Blvd., floor 1, conference hall, with the same agenda. The registration of the participants in the meeting on the reserve date will start at 09.30 (06.30 UTC) on April 26, 2021 in Sofia, 43 Christopher Columbus Blvd., 1st floor, in front of the conference hall.

This report of reasons is approved by decision of The Management Board, taken at a meeting held on 1 March 2021.

MEMBERS OF THE MANAGEMENT BOARD OF EUROHOLD BULGARIA AD:

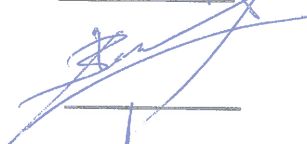
1. KIRIL IVANOV BOSHOV



2. ASEN MINCHEV MINCHEV



3. VELISLAV MILKOV CHRISTOV



4. ASSEN EMANOUILOV ASSENOV



5. RAZVAN STEFAN LEFTER

