

NOTICE TO SHAREHOLDERS

The Management Board of Eurohold Bulgaria AD, Sofia, based on Art. 223, para 1 of the Commerce Act in connection with Art. 115, para 1 of Public Offering of Securities Act convenes an extraordinary session of the general meeting of shareholders of Eurohold Bulgaria AD, which will be held on 02 October 2017 at 10.30 am in Sofia, 43 Christopher Columbus Blvd., fl. 1, conference hall, under the following agenda:

Item one: Adoption of a decision for capital increase of Eurohold Bulgaria AD, by means of public offering of 40 336 250 new, ordinary, registered, dematerialized, voting shares.

Draft resolution:

Pursuant to Art. 30, item 2 of the Articles of Association of Eurohold Bulgaria AD, Art. 192 and subsequent of the Commerce Act and Art. 112 and subsequent of the Public Offering of Securities Act the General meeting of the shareholders of Eurohold Bulgaria AD takes a resolution to increase the share capital of the company from 161 345 000 (one hundred sixty-one million three hundred forty-five thousand) Bulgarian Leva to 201 681 250 (two hundred and one million six hundred eighty-one thousand two hundred and fifty) Bulgarian Leva by means of a new issue of shares subject to public offering in line with the provisions of the Public Offering of Securities Act. The new issue will consist of 40 336 250 number of shares of the same type and class as the existing issue of shares of the company, namely: dematerialized, registered, non-privileged, voting shares, each of them with 1 (one) voting right in the general meeting of the shareholders of the company, with dividend rights and with a liquidation stake right commensurate to the nominal value of the share. The nominal value of each share is 1,00 (one) Bulgarian Lev. The issue value of each share will be 1,30 (one and 0,30) Bulgarian Lev.

The share capital of Eurohold Bulgaria AD will be increased only subject to condition that at least 20 168 125 number of shares, representing approximately 50 (fifty) per cent of the offered shares are duly subscribed and fully paid-in. In such case, pursuant to Art. 192a, para 2 of the Commerce Act, the share capital will be increased only with the amount of the subscribed and fully paid-in shares equal to or exceeding the aforesaid minimal acceptable amount of subscribed share capital and the public offering will be considered successfully completed. Subscription of any shares in excess of the maximal acceptable amount of offered share capital, i.e. 40 336 250 shares, will not be allowed.

The public company will issue a prospectus in regards to the accomplishment of the public offering of the new issue of shares for the share capital increase of Eurohold Bulgaria AD following the procedure and in line with the content provided by the Public Offering of Securities Act and the by-laws thereto, after the said prospectus is confirmed by the Financial Supervision Commission. The planned use of the capital raised by the new issue and the risks pertaining to the activities of Eurohold Bulgaria AD and to the investments in securities which are subject of public offering, will be outlined in details in the prospectus.

The investment intermediary firm which will be dealing with the share capital increase of Eurohold Bulgaria AD under terms and conditions of public offering will be Euro-finance AD, registered with the Commercial register at the Registry Agency under UIC 831136740, with headquarters and business address at 43 Christopher Columbus Blvd., floor 5, Sofia.

The prospectus for public offering of the new issue for the share capital increase of Eurohold Bulgaria AD will be made available to the potential investors and the existing shareholders of the company by means of its publication on the internet pages of the issuer www.eurohold.bg and of the authorized investment intermediary firm Euro-finance AD, Sofia - www.eurofinance.bg. Additional information concerning the prospectus, as well as a free copy of the prospectus will be available at the business address of the issuer

Eurohold Bulgaria AD: 43 Christopher Columbus Blvd., Sofia, Sofia 1592, tel. (+359 2) 9651 563, Fax: (+359 2) 9651 652, contact person: Galia Georgieva, from 9.30 till 17.00, each business day in the period of the public offering. According to the legal requirements the prospectus will be published and made available at the internet pages of the Financial Supervision Commission www.fsc.bg and the Bulgarian Stock Exchange – Sofia www.bse-sofia.bg where the public registers will reveal all periodical and other regulated information concerning the issuer of the securities - Eurohold Bulgaria AD.

Pursuant to Art. 1126, para. 2 of the Public Offering of Securities Act all persons who have acquired shares at latest 14 (fourteen) days after the date of the resolution of the general meeting of the shareholders voting the capital increase will be entitled to subscribe shares. Within three business day following the expiration of the aforesaid 14-days term, the Central Depository AD will open accounts for the rights of these persons based on the data in the shareholders' book. One right in the meaning of § 1, item 3 of the Additional Provisions of the Public Offering of Securities Act will be issued against one share from the share capital of Eurohold Bulgaria AD. Each 4 (four) rights will entitle their holder to subscribe 1 (one) new share from the issue for the share capital increase at issue value of 1,30 (one and 0,30) Bulgarian Lev per each share. All persons who are willing to subscribe shares from the new issue of Eurohold Bulgaria AD will need to acquire rights first. The existing shareholders will acquire the rights free of charge following the procedure mentioned above. All remaining investors will be able to buy rights through a transaction at the "Rights Markets" organized by the Bulgarian Stock Exchange - Sofia within the period for free trade of the rights or through a purchase under the terms of an open auction of the rights which will not have been exercised, subject to term and conditions specified in details in the prospectus.

The starting date for transfer of the rights will be the second business day after the expiration of 7 (seven) days following the date of publication of the announcement for the public offering as provided by Art. 92a, para 2 of the Public Offering of Securities Act. The later date between the publication of the announcement for the public offering in one daily newspaper or on the web page of an information agency and the web page of the issuer and of the investment intermediary firm as provided by art. 92a, para 2 of the Public Offering of Securities Act, will be considered as the commencement of the public offering. The final term for transfer of rights will be the first business day following the expiration of 14 (fourteen) days counting as of the starting date for transfer of the rights. The period for subscription of new shares by shareholders who are willing to exercise their rights will be at least 30 (thirty) days. The commencement of the period for subscription of new shares will coincide with the commencement of the period for transfer of rights. The final term for subscription of new shares by holders of rights which had acquired such rights at the open auction will be the first business day, following the expiration of 15 (fifteen) business days as of the day when the period for transfer of the rights expires. No subscription of shares before the aforesaid commencement date and after the final date for subscription of shares will be allowed.

According to Art. 84, para 1 of the Public Offering of Securities Act, the General Meeting of shareholders authorizes the Management Board of Eurohold Bulgaria AD with the right to take once-fold a resolution for extension of the period for subscription of shares from the share capital increase up to 60 (sixty) days and will make the necessary amendments to the prospectus for public offering and will notify immediately the Financial Supervision Commission, the authorized investment firm Euro-finance AD and the Central Depository AD, and, respectively, will make the statement concerning the extension of the subscription period subject to the conditions of art. 84, para 2 of the Public Offering of Securities Act. In such case the last day of the extended period will be considered the final day of the subscription.

All remaining legal conditions and requirements concerning the public offering of the issue of shares from the increase of the share capital of Eurohold Bulgaria AD, as well as the legal consequences in regards to the share capital increase of the company will be specified in details in the prospectus for the public offering of securities which will be adopted by the Management Board of the company.

In compliance with the adopted capital increase resolution, the General meeting of shareholders authorizes the Management board of the company at its own discretion and within the framework of the approved by the General meeting of the shareholders main parameters and in compliance with the applicable legislation, to precise any and all others legal and financial parameters of the capital increase and to define all other additional conditions, legal and financial parameters of the issue within the framework defined by the General meeting of the shareholders and the law, as well as to perform any and all required by law deeds and actions in connection to the capital increase, including the deeds and actions related to the forthcoming preparation and confirmation on behalf of the Financial Supervision Commission of prospectus of public offering of the new issue.

Item two. Adoption of a decision authorizing the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a transaction/ transactions of issue of notes the total value of which exceeds the threshold set in Article 114, paragraph 1, item 2 in conjunction with Article 114, paragraph 1, item 1, letter “b” of the Public Offering of Securities Act (POSA), in accordance with a reasoned report drawn up by the Management Board of the company and under the following key parameters: *subject*- issue by Eurohold Bulgaria AD, pursuant to Art. 48, para 1, item 16 of the Articles of Association of the Company and within the framework of the base prospectus of EUR 200 000 000 Euro Medium Term Note Programme approved by the Central Bank of Ireland of one or more issues (tranches) of regular, dematerialized, unsecured, non-convertible, transferable, interest-bearable notes, issued under condition of private or public offering; total *value* of the issue/ issues of notes at least 40 000 000 (forty million) Euro nominal value plus the due interest and not more than 100 000 000 (one hundred thousand) Euro nominal value plus the due interest, respectively their equivalent in other currency, at interest coupon (profitability) up to 8 % (eight percent) on annual basis; *term* (maturity) of the issue/ issues of notes – 5 (five) years as of the date of issuance of the respective issue; *guarantor* – for payment of all amounts under the issued notes fully and unconditionally shall guarantee the subsidiary company – Euroins Insurance Group AD; *parties* in the transaction/ transactions of issue of notes shall Eurohold Bulgaria AD (issuer of notes), Euroins Insurance Group AD (guarantor of the notes), any and all noteholders and holders of securities accounts of the respective note issue (noteholders - creditors); the notes are issued *in favour of* the issuer Eurohold Bulgaria AD and in favour of the guarantor – Euroins Insurance Group AD.

Adoption of a decision authorizing the Management Board of Eurohold Bulgaria AD at its own discretion and taking into consideration the best interest of the company, observing the market conditions and investors interest, to vote resolution for issuance of notes within the framework of the above parameters and in compliance with the applicable Bulgarian legislation, whereas to precise the above parameters of the transaction/ transactions of issuance of notes (as far as the nature of the instrument, the variability of the market conditions and the best interest of Eurohold Bulgaria AD does not permit their precision in advance by this resolution), as well as to determine all other terms and conditions of the issue/ issues of notes, as well as if it finds it necessary, including, but not limited to define the overall number of notes of the respective issue, the issue and the nominal value of one note, the schedule of repayment of the notes, the interest payments, the way of their calculation, the way and the periodicity of their payment, the way and the term of payment of the principal, the presence of security of the issue/ issues, the undertakings (safety clauses), which Eurohold Bulgaria AD to assume towards the noteholders, as well as the commencement and the final date, the place, the terms and conditions for subscription of notes, the conditions under which the loan shall be deemed concluded. The Management Board shall not be entitled to vote the issue of convertible notes.

Adoption of a decision authorizing the Management Board to undertake any and all deeds and actions for taking into effect this resolution.

Draft decision:

The General meeting of shareholders adopts resolution authorizing the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a transaction/ transactions the total value of which exceeds the threshold set in Article 114, paragraph 1, item 2 in conjunction with Article 114, paragraph 1, item 1, letter "b" of the Public Offering of Securities Act (POSA), in accordance with a reasoned report drawn up by the Management Board of the public company and under the following key parameters: subject- issue by Eurohold Bulgaria AD, pursuant to Art. 48, para 1, item 16 of the Articles of Association of the Company and within the framework of the base prospectus of EUR 200 000 000 Euro Medium Term Note Programme approved by the Central Bank of Ireland of one or more issues (tranches) of regular, dematerialized, unsecured, non-convertible, transferable, interest-bearable notes, issued under condition of private or public offering; total value of the issue/ issues of notes at least 40 000 000 (forty million) Euro nominal value plus the due interest and not more than 100 000 000 (one hundred thousand) Euro nominal value plus the due interest, respectively their equivalent in other currency, at interest coupon (profitability) up to 8 % (eight percent) on annual basis; term (maturity) of the issue/ issues of notes – 5 (five) years as of the date of issuance of the respective issue; guarantor – for payment of all amounts under the issued notes fully and unconditionally shall guarantee the subsidiary company – Euroins Insurance Group AD; parties in the transaction/ transactions of issue of notes shall be Eurohold Bulgaria AD (issuer of notes), Euroins Insurance Group AD (guarantor of the notes), any and all noteholders and holders of securities accounts of the respective note issue (noteholders - creditors); the notes are issued in favour of the issuer Eurohold Bulgaria AD and in favour of the guarantor – Euroins Insurance Group AD.

The General meeting of the shareholders authorizes the Management Board of Eurohold Bulgaria AD at its own discretion and taking into consideration the best interest of the company, observing the market conditions and investors interest, to adopt resolution for issuance of notes within the framework of the above parameters and in compliance with the applicable Bulgarian legislation, whereas to precise the above parameters of the transaction/ transactions of issuance of notes (as far as the nature of the instrument, the variability of the market conditions and the best interest of Eurohold Bulgaria AD does not permit their precision in advance by this resolution), as well as to determine all other terms and conditions of the issue/ issues of notes, as well as if it finds it necessary, including, but not limited to define the overall number of notes of the respective issue, the issue and the nominal value of one note, the schedule of repayment of the notes, the interest payments, the way of their calculation, the way and the periodicity of their payment, the way and the term of payment of the principal, the presence of security of the issue/ issues, the undertakings (safety clauses), which Eurohold Bulgaria AD to assume towards the noteholders, as well as the commencement and the final date, the place, the terms and conditions for subscription of notes, the conditions under which the loan shall be deemed concluded. The Management Board shall not be entitled to vote the issue of convertible notes.

The General Meeting of Shareholders authorizes the Management Board to undertake any and all deeds and actions for taking into effect of this resolution.

The registration of the participants at the session will start at 10.00 a.m. on 02 October 2017 at 43 Christopher Columbus Blvd., floor 1, Sofia, Bulgaria.

On ground of Art. 115, paragraph 2 of POSA the Company notifies the shareholders that the total number of its shares is 161 345 000 (one hundred and sixty one million three hundred forty five thousand) and a voting right appertains to each share. Only the persons registered as shareholders in Central Depository's registers 14 days before the date of the General meeting (namely **18.09.2017**) 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 and to propose draft decisions of items, already included in the agenda. The shareholders who possess jointly or severally shares representing at least 5 per cent of the share capital of the Company for a period longer than three months may include additional items in the agenda or propose different draft decisions under items already included in the agenda after the announcement at the Trade register. Nevertheless those shareholders are not entitled to propose draft decisions under an item already included in the agenda, which subject matter is voting resolution under Art. 114, para 1 POSA, and they are not entitled to include in the agenda of the general meeting new items for voting resolutions under Art. 114, para 1 POSA.

Not later than 15 days before the opening of the General meeting (17.09.2017), the shareholders who possess jointly or severally shares representing at least 5 per cent of the share capital of the company for a period longer than three months, 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 circumstance that the shares are in possession of a given shareholder for a period longer than three months shall be proved by declaration. 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 proposals in essence under each item included in the agenda observing the legal provisions, but they are not entitled to propose resolutions upon items already included in the agenda which subject matter is voting resolution under Art. 114, para 1 of POSA. The deadline to exercise this right is up to the termination of the discussions of the respective item before voting 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 despite the fact that they are not included in 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 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 original certificate of good standing from their country of incorporation not older than 3 months as of the date of the General meeting, issued by a competent state authority, with apostille, translated and legalized according to the Bulgarian law in force. The shareholders, in possession of shares kept by the Polish Central Depository (*KDPW*), should present certificate with official translation in Bulgarian or English language, issued by depository institution, which keeps the financial instruments, certifying the number of shares owned by the respective shareholder as of 18.09.2017.

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, whereas the terms and conditions of receiving

power of attorneys by electronic means to the e-mail of the Company – investors@eurohold.bg shall be published at the web page of the Company – www.eurohold.bg.

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 and on the web page of the 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 19.10.2017 at 10.30 a.m. 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 10.00 a.m. on 19.10.2017 at 43 Christopher Columbus Blvd., floor 1, Sofia, Bulgaria.

For and on behalf EUROHOLD BULGARIA AD:

Assen Minchev Minchev,
Executive director

Hristo Lubomirov Stoev,
Procurator

MATERIALS AND PROPOSALS FOR RESOLUTIONS

UNDER THE AGENDA OF THE EXTRAORDINARY MEETING OF THE SHAREHOLDERS OF

EUROHOLD BULGARIA AD

CONVENED FOR 02.10.2017

I. DRAFT RESOLUTIONS:

Item one: Adoption of a decision for capital increase of Eurohold Bulgaria AD, by means of public offering of 40 336 250 new, ordinary, registered, dematerialized, voting shares.

Draft resolution:

Pursuant to Art. 30, item 2 of the Articles of Association of Eurohold Bulgaria AD, Art. 192 and subsequent of the Commerce Act and Art. 112 and subsequent of the Public Offering of Securities Act the General meeting of the shareholders of Eurohold Bulgaria AD takes a resolution to increase the share capital of the company from 161 345 000 (one hundred sixty-one million three hundred forty-five thousand) Bulgarian Leva to 201 681 250 (two hundred and one million six hundred eighty-one thousand two hundred and fifty) Bulgarian Leva by means of a new issue of shares subject to public offering in line with the provisions of the Public Offering of Securities Act. The new issue will consist of 40 336 250 number of shares of the same type and class as the existing issue of shares of the company, namely: dematerialized, registered, non-privileged, voting shares, each of them with 1 (one) voting right in the general meeting of the shareholders of the company, with dividend rights and with a liquidation stake right commensurate to the nominal value of the share. The nominal value of each share is 1,00 (one) Bulgarian Lev. The issue value of each share will be 1,30 (one and 0,30) Bulgarian Lev.

The share capital of Eurohold Bulgaria AD will be increased only subject to condition that at least 20 168 125 number of shares, representing approximately 50 (fifty) per cent of the offered shares are duly subscribed and fully paid-in. In such case, pursuant to Art. 192a, para 2 of the Commerce Act, the share capital will be increased only with the amount of the subscribed and fully paid-in shares equal to or exceeding the aforesaid minimal acceptable amount of subscribed share capital and the public offering will be considered successfully completed. Subscription of any shares in excess of the maximal acceptable amount of offered share capital, i.e. 40 336 250 shares, will not be allowed.

The public company will issue a prospectus in regards to the accomplishment of the public offering of the new issue of shares for the share capital increase of Eurohold Bulgaria AD following the procedure and in line with the content provided by the Public Offering of Securities Act and the by-laws thereto, after the said prospectus is confirmed by the Financial Supervision Commission. The planned use of the capital raised by the new issue and the risks pertaining to the activities of Eurohold Bulgaria AD and to the investments in securities which are subject of public offering, will be outlined in details in the prospectus.

The investment intermediary firm which will be dealing with the share capital increase of Eurohold Bulgaria AD under terms and conditions of public offering will be Euro-finance AD, registered with the Commercial register at the Registry Agency under UIC 831136740, with headquarters and business address at 43 Christopher Columbus Blvd., floor 5, Sofia.

The prospectus for public offering of the new issue for the share capital increase of Eurohold Bulgaria AD will be made available to the potential investors and the existing shareholders of the company by means of its publication on the internet pages of the issuer www.eurohold.bg and of the authorized investment intermediary firm Euro-finance AD, Sofia - www.eurofinance.bg. Additional information

concerning the prospectus, as well as a free copy of the prospectus will be available at the business address of the issuer Eurohold Bulgaria AD: 43 Christopher Columbus Blvd., Sofia, Sofia 1592, tel. (+359 2) 9651 563, Fax: (+359 2) 9651 652, contact person: Galia Georgieva, from 9.30 till 17.00, each business day in the period of the public offering. According to the legal requirements the prospectus will be published and made available at the internet pages of the Financial Supervision Commission www.fsc.bg and the Bulgarian Stock Exchange – Sofia www.bse-sofia.bg where the public registers will reveal all periodical and other regulated information concerning the issuer of the securities - Eurohold Bulgaria AD.

Pursuant to Art. 1126, para. 2 of the Public Offering of Securities Act all persons who have acquired shares at latest 14 (fourteen) days after the date of the resolution of the general meeting of the shareholders voting the capital increase will be entitled to subscribe shares. Within three business day following the expiration of the aforesaid 14-days term, the Central Depository AD will open accounts for the rights of these persons based on the data in the shareholders' book. One right in the meaning of § 1, item 3 of the Additional Provisions of the Public Offering of Securities Act will be issued against one share from the share capital of Eurohold Bulgaria AD. Each 4 (four) rights will entitle their holder to subscribe 1 (one) new share from the issue for the share capital increase at issue value of 1,30 (one and 0,30) Bulgarian Lev per each share. All persons who are willing to subscribe shares from the new issue of Eurohold Bulgaria AD will need to acquire rights first. The existing shareholders will acquire the rights free of charge following the procedure mentioned above. All remaining investors will be able to buy rights through a transaction at the "Rights Markets" organized by the Bulgarian Stock Exchange - Sofia within the period for free trade of the rights or through a purchase under the terms of an open auction of the rights which will not have been exercised, subject to term and conditions specified in details in the prospectus.

The starting date for transfer of the rights will be the second business day after the expiration of 7 (seven) days following the date of publication of the announcement for the public offering as provided by Art. 92a, para 2 of the Public Offering of Securities Act. The later date between the publication of the announcement for the public offering in one daily newspaper or on the web page of an information agency and the web page of the issuer and of the investment intermediary firm as provided by art. 92a, para 2 of the Public Offering of Securities Act, will be considered as the commencement of the public offering. The final term for transfer of rights will be the first business day following the expiration of 14 (fourteen) days counting as of the starting date for transfer of the rights. The period for subscription of new shares by shareholders who are willing to exercise their rights will be at least 30 (thirty) days. The commencement of the period for subscription of new shares will coincide with the commencement of the period for transfer of rights. The final term for subscription of new shares by holders of rights which had acquired such rights at the open auction will be the first business day, following the expiration of 15 (fifteen) business days as of the day when the period for transfer of the rights expires. No subscription of shares before the aforesaid commencement date and after the final date for subscription of shares will be allowed.

According to Art. 84, para 1 of the Public Offering of Securities Act, the General Meeting of shareholders authorizes the Management Board of Eurohold Bulgaria AD with the right to take once-fold a resolution for extension of the period for subscription of shares from the share capital increase up to 60 (sixty) days and will make the necessary amendments to the prospectus for public offering and will notify immediately the Financial Supervision Commission, the authorized investment firm Euro-finance AD and the Central Depository AD, and, respectively, will make the statement concerning the extension of the subscription period subject to the conditions of art. 84, para 2 of the Public Offering of Securities Act. In such case the last day of the extended period will be considered the final day of the subscription.

All remaining legal conditions and requirements concerning the public offering of the issue of shares from the increase of the share capital of Eurohold Bulgaria AD, as well as the legal consequences in regards to the share capital increase of the company will be specified in details in the prospectus for the public offering of securities which will be adopted by the Management Board of the company.

In compliance with the adopted capital increase resolution, the General meeting of shareholders authorizes the Management board of the company at its own discretion and within the framework of the approved by the General meeting of the shareholders main parameters and in compliance with the applicable legislation, to precise any and all others legal and financial parameters of the capital increase and to define all other additional conditions, legal and financial parameters of the issue within the framework defined by the General meeting of the shareholders and the law, as well as to perform any and all required by law deeds and actions in connection to the capital increase, including the deeds and actions related to the forthcoming preparation and confirmation on behalf of the Financial Supervision Commission of prospectus of public offering of the new issue.

Item two. Adoption of a decision authorizing the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a transaction/ transactions of issue of notes the total value of which exceeds the threshold set in Article 114, paragraph 1, item 2 in conjunction with Article 114, paragraph 1, item 1, letter “b” of the Public Offering of Securities Act (POSA), in accordance with a reasoned report drawn up by the Management Board of the company and under the following key parameters: *subject-* issue by Eurohold Bulgaria AD, pursuant to Art. 48, para 1, item 16 of the Articles of Association of the Company and within the framework of the base prospectus of EUR 200 000 000 Euro Medium Term Note Programme approved by the Central Bank of Ireland of one or more issues (tranches) of regular, dematerialized, unsecured, non-convertible, transferable, interest-bearable notes, issued under condition of private or public offering; total *value* of the issue/ issues of notes at least 40 000 000 (forty million) Euro nominal value plus the due interest and not more than 100 000 000 (one hundred thousand) Euro nominal value plus the due interest, respectively their equivalent in other currency, at interest coupon (profitability) up to 8 % (eight percent) on annual basis; *term* (maturity) of the issue/ issues of notes – 5 (five) years as of the date of issuance of the respective issue; *guarantor* – for payment of all amounts under the issued notes fully and unconditionally shall guarantee the subsidiary company – Euroins Insurance Group AD; *parties* in the transaction/ transactions of issue of notes shall Eurohold Bulgaria AD (issuer of notes), Euroins Insurance Group AD (guarantor of the notes), any and all noteholders and holders of securities accounts of the respective note issue (noteholders - creditors); the notes are issued *in favour of* the issuer Eurohold Bulgaria AD and in favour of the guarantor – Euroins Insurance Group AD.

Adoption of a decision authorizing the Management Board of Eurohold Bulgaria AD at its own discretion and taking into consideration the best interest of the company, observing the market conditions and investors interest, to vote resolution for issuance of notes within the framework of the above parameters and in compliance with the applicable Bulgarian legislation, whereas to precise the above parameters of the transaction/ transactions of issuance of notes (as far as the nature of the instrument, the variability of the market conditions and the best interest of Eurohold Bulgaria AD does not permit their precision in advance by this resolution), as well as to determine all other terms and conditions of the issue/ issues of notes, as well as if it finds it necessary, including, but not limited to define the overall number of notes of the respective issue, the issue and the nominal value of one note, the schedule of repayment of the notes, the interest payments, the way of their calculation, the way and the periodicity of their payment, the way and the term of payment of the principal, the presence of security of the issue/ issues, the undertakings (safety clauses), which Eurohold Bulgaria AD to assume towards the noteholders, as well as the commencement and the final date, the place, the terms and conditions for subscription of notes, the conditions under which the loan shall be deemed concluded. The Management Board shall not be entitled to vote the issue of convertible notes.

Adoption of a decision authorizing the Management Board to undertake any and all deeds and actions for taking into effect this resolution.

Draft decision:

The General meeting of shareholders adopts resolution authorizing the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a transaction/ transactions the total

value of which exceeds the threshold set in Article 114, paragraph 1, item 2 in conjunction with Article 114, paragraph 1, item 1, letter “b” of the Public Offering of Securities Act (POSA), in accordance with a reasoned report drawn up by the Management Board of the public company and under the following key parameters: subject- issue by Eurohold Bulgaria AD, pursuant to Art. 48, para 1, item 16 of the Articles of Association of the Company and within the framework of the base prospectus of EUR 200 000 000 Euro Medium Term Note Programme approved by the Central Bank of Ireland of one or more issues (tranches) of regular, dematerialized, unsecured, non-convertible, transferable, interest-bearable notes, issued under condition of private or public offering; total value of the issue/ issues of notes at least 40 000 000 (forty million) Euro nominal value plus the due interest and not more than 100 000 000 (one hundred thousand) Euro nominal value plus the due interest, respectively their equivalent in other currency, at interest coupon (profitability) up to 8 % (eight percent) on annual basis; term (maturity) of the issue/ issues of notes – 5 (five) years as of the date of issuance of the respective issue; guarantor – for payment of all amounts under the issued notes fully and unconditionally shall guarantee the subsidiary company – Euroins Insurance Group AD; parties in the transaction/ transactions of issue of notes shall Eurohold Bulgaria AD (issuer of notes), Euroins Insurance Group AD (guarantor of the notes), any and all noteholders and holders of securities accounts of the respective note issue (noteholders - creditors); the notes are issued in favour of the issuer Eurohold Bulgaria AD and in favour of the guarantor – Euroins Insurance Group AD.

The General meeting of the shareholders authorizes the Management Board of Eurohold Bulgaria AD at its own discretion and taking into consideration the best interest of the company, observing the market conditions and investors interest, to adopt resolution for issuance of notes within the framework of the above parameters and in compliance with the applicable Bulgarian legislation, whereas to precise the above parameters of the transaction/ transactions of issuance of notes (as far as the nature of the instrument, the variability of the market conditions and the best interest of Eurohold Bulgaria AD does not permit their precision in advance by this resolution), as well as to determine all other terms and conditions of the issue/ issues of notes, as well as if it finds it necessary, including, but not limited to define the overall number of notes of the respective issue, the issue and the nominal value of one note, the schedule of repayment of the notes, the interest payments, the way of their calculation, the way and the periodicity of their payment, the way and the term of payment of the principal, the presence of security of the issue/ issues, the undertakings (safety clauses), which Eurohold Bulgaria AD to assume towards the noteholders, as well as the commencement and the final date, the place, the terms and conditions for subscription of notes, the conditions under which the loan shall be deemed concluded. The Management Board shall not be entitled to vote the issue of convertible notes.

The General Meeting of Shareholders authorizes the Management Board to undertake any and all deeds and actions for taking into effect of 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. Reasoned report of the Management Board of Eurohold Bulgaria with respect to the transaction pursuant to item 2 of the agenda of the General meeting of the shareholders of Eurohold Bulgaria AD.

MANAGING DIRECTOR:

ASSEN MINCHEV MINCHEV

PROCURATOR:

HRISTO LUBOMIROV STOEV

EUROHOLD BULGRIA AD

1592, city of Sofia, Iskar District, 43 Christopher Columbus Blvd., UIC 175187337

REASONED REPORT

by

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

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

REGARDING

The expedience and the conditions for carrying out transactions under the provisions of Art. 114, para. 1, item 2 in relation to Art. 114, para. 1, item 1, letter "b" of the POSA, namely — the occurrence of an obligation for the company amounting to more than two per cent of the lower value of the assets according to the company's two most recent balance sheets, at least one of each is audited and which are publicly disclosed pursuant to Art. 100r of the POSA

(the transaction is submitted for approval to the general meeting of shareholders of EUROHOLD BULGARIA AD at a session convened for 2 October 2017)

adopted on a meeting of

THE MANAGEMENT BOARD of EUROHOLD BULGARIA AD
held on 11 August 2017 in the city of Sofia

**MEMBERS OF THE MANAGEMENT BOARD OF THE
EUROHOLD BULGARIA AD**

Chairperson:	Kiril Ivanov Boshov
Executive Director:	Asen Minchev Minchev
Members:	Velislav Milkov Hristov
	Asen Emanuilov Asenov
	Dimitar Kirilov Dimitrov

Dear shareholders of the EUROHOLD BULGARIA AD,

Based on Art. 114a, para. 1 of the POSA and in connection with Art. 46 of the Ordinance No. 2 of FSC, we hereby present to your attention the following reasoned report of the Management Board of the EUROHOLD BULGARIA AD regarding the expedience and the conditions for carrying out transaction/s for issue of notes within the framework of the approved by the Central Bank of Ireland base prospectus under Euro 200 000 000 Euro Medium Term Note Programme (hereinafter generally referred to as “**the Transaction**”) at overall amount above the threshold pursuant to Art. 114, para. 1, item 2 in relation to Art. 114, para. 1, item “b” of the POSA, namely at amount of more than two per cent of the lower value of the assets according to the company's two most recent balance sheets, at least one of each is audited and which are publicly disclosed pursuant to Art. 100t of the POSA.

The present report is aiming at getting EUROHOLD BULGARIA AD’s shareholders acquainted with the essential conditions and the expedience of the Transaction proposed for approval, for the purpose of voting informed decision on behalf of the General meeting of the shareholders regarding authorization of the persons who manage and represent EUROHOLD BULGARIA AD to conclude the Transaction.

I. Description of the Transaction

A. General information

EUROHOLD BULGARIA AD is a public limited company with the scope of activity acquisition, management, assessment and sales of participations in Bulgarian and foreign companies; funding companies, in which the company participates; participations in Bulgarian and foreign companies. The capital of the company amounts to BGN 161 345 000 and is divided into 161 345 000 dematerialized, registered, non-preference shares with a nominal value of BGN 1 each. The shares of EUROHOLD BULGARIA AD are admitted to trading on the Bulgarian and Warsaw Stock Exchanges.

The companies from the portfolio of EUROHOLD BULGARIA AD operate on the insurance services, leasing, financial services, car sales markets, whereas the main business within the holding structure is being concentrated in the line “car sales - leasing – insurance”.

EUROHOLD BULGARIA AD exercises direct control over EUROINS INSURANCE GROUP AD, UIC 175394058, having its seat and registered address in the city of Sofia, 43, Christopher Columbus Blvd. The public company is in possession of 89.36 % of the share capital of EUROINS INSURANCE GROUP AD.

EUROINS INSURANCE GROUP AD is the insurance sub-holding within the economic group of EUROHOLD BULGARIA AD (hereinafter referred to as “**EUROHOLD Group**”). EUROINS INSURANCE GROUP AD is one of the largest independent insurance groups in the region and concentrates the insurance operations of insurance companies in which it holds participation and which are operating in Bulgaria, Romania, Macedonia and Ukraine. The main activity of EUROINS INSURANCE GROUP AD is related to the management of investments in its key subsidiaries INSURANCE COMPANY EUROINS AD, INSURANCE COMPANY EUROINS LIFE EAD, INSURANCE COMPANY EIG RE EAD, EUROINS ROMANIA - ASIGURARE REASIGURARE SA, EUROINS OSIGURUVANJE, Macedonia and EUROINS UKRAINE PLC, Ukraine.

EUROHOLD Group relies mainly on bank and non-bank financing for conduct of its operations. As of the date of this report EUROHOLD BULGARIA AD and its subsidiary companies, handle regularly its undertakings toward credit institutions and other creditors.

Euro Medium Term Note Programme of EUROHOLD BULGARIA AD

In November 2016 the Central Bank of Ireland approved Base prospectus of EUROHOLD BULGARIA AD of Euro 200 000 000 Euro Medium Term Note Programme, hereinafter referred to as “**the Programme**”. EUROHOLD BULGARIA AD is one of the first Eastern-European companies using such type of programme for financing of its operation. In essence, the Programme does not represent fund raising, but it creates an appropriate framework for this purpose. It is a medium term debt instrument, which eventhough unpopular in Bulgaria, is widely used method of fund raising in the developed economics. The Programme provides EUROHOLD BULGARIA AD with easy access to foreign markets and investors and it is flexible way of fund raising in good market conditions. The Programme has continuous character and provides the framework of issuance of tranches of notes by the public company, when a necessity to draw funds appears, taking advantage of favourable market conditions. An essential advantage of the Programme is that it provides diversity – the notes may be issued in wide range of currencies, with different maturities, with floating interest rate etc. Programme Base prospectus is subject to an update every twelve months, whereas EUROHOLD BULGARIA AD plans to update its Programme prospectus just before the issue of notes, subject to this report. All obligations of EUROHOLD BULGARIA AD under the Programme are unconditionally and irrevocably guaranteed by its subsidiary company – EUROINS INSURANCE GROUP AD. The guarantor’s undertakings are direct, unconditional and unsecured and rank pari passu with all present and future unsecured obligations of the guarantor. The Programme is governed by English law.

The potential financing of EUROHOLD BULGARIA AD through the Transaction, subject to this report is made within the Programme. The raising of funds is expected to take place on the international financial markets, whereas at present the notes issued within the Programme are admitted to trading on the Irish Stock Exchange, but the Programme allows that the notes are registered and admitted to trading to other stock exchanges and regulated markets by force of consent between the issuer, the guarantor and the dealers of the respective issues.

Managers of the note issue, subject to this Transaction, will be Nomura (international investment bank, through its London based office) and the Bulgarian investment firms Euro – Finance AD, UIC 831136740 and Balkan Advisory Company IP EAD, UIC 131112767.

The funds raised within the Programme will further the reassertion and the improvement of the market position of EUROHOLD BULGARIA AD and its insurance subdivision EUROINS INSURANCE GROUP AD.

B. Key terms of the Transaction

1. The key terms (parameters) of the Transaction are presented in the following table:

<ul style="list-style-type: none"> • <u>type of the Transaction</u> 	issue (issues) of regular, dematerialized, unsecured, nonconvertible, freely transferable, interest bearable note, issued as tranches within the Programme;
<ul style="list-style-type: none"> • <u>overall value of the Transaction</u> 	at least 40 000 000 (forty million) Euro nominal value, plus the due interest and not more than 100 000 000

	(one hundred million) Euro nominal value, plus the due interest respectively their equivalent in other currency;
• <u>interest coupon:</u>	up to 8 % (eight percent) on annual basis;
• <u>term (maturity):</u>	5 (five) years as of the issue date of the respective issue
• <u>guarantor:</u>	the payment of all amounts under the issued notes shall be fully and unconditionally guaranteed by the subsidiary – EUROINS INSURANCE GROUPAD;
• <u>type of the offering:</u>	public or private
• <u>governing law</u>	The note and any non – contractual obligations arising out of or in connection with the notes will be governed by the English law.
• <u>use of proceeds; in whose favour is made the Transaction</u>	By the funds raised from the noteholders, EUROHOLD BULGARIA AD will refinance its existing obligations and EUROINS INSURANCE GROUP AD will provide funds for its subsidiary companies from the insurance sector aiming at support of the regulatory capital requirements, expansion of their market share and new investments which will lead to increase of the incomes from operation (<i>for more detailed information see Section II. Economic benefit for EUROHOLD BULGARIA AD from the Transaction</i>). The transaction is made in favour of the issuer EUROHOLD BULGARIA AD and in favour of the guarantor EUROINS INSURANCE GROUP AD.

When describing the key terms of the Transaction, the Management Board of EUROHOLD BULGARIA AD suggests to the shareholders of the public company to vote resolution only regarding the upper limit of the interest coupon of the notes, because it considers that such approach is in line with the provisions of POSA and reflects in maximum degree the best interest of EUROHOLD BULGARIA AD and its shareholders due to the following reasons:

- The Management Board of EUROHOLD BULGARIA AD addressed inquiry to the FSC, with respect to the interpretation of the application of Art. 114, para 1, item 2 of POSA. FSC provided explication, pursuant to which in case that the shareholders of the public company have adopted resolution for execution of transaction which will result in obligations for the public company in amount above the threshold under Art. 114, para. 1, item 2 in liaison with Art. 114, para 1, item 1, letter “b” of POSA at defined maximum amount of the interest on annual basis, it is allowed that the transaction is executed under the minimum threshold of the interest as determined by the general meeting of the shareholders, provided that the terms and conditions of the transaction are more favourable from those initially envisaged.
- Pursuant to Art. 114, para 5 of POSA the value of the obligations pursuant to Art. 114, para 1, item 2 of POSA includes the stipulated interests, i.e. the value of the transaction

of issuance of notes for the purposes of Art. 114 of POSA includes the aggregate of principal and interests and there is no need that the general meeting of the shareholders defines lower limit of the interests.

Considering the specifics of the Programme as of the date of the present report, the Management Board of EUROHOLD BULGARIA AD cannot foresee whether the transaction, subject to this report, will be made in form of one or several issues (tranches) of notes. Due to this circumstance, it should be pointed out that the indicated key terms refer to – in case of one issue – to the entire issue and in case of several issues – for all issues in aggregate.

Authority of the Management Board to precise the terms (the parameters) of the Transaction

The notes issued with respect to the Transaction will be subject to private offering to private investors or to public offering to broad range of investors. The negotiations with the managers of the issues under the contemplated funding, the nature of the Programme and the dynamic of the market conditions led to the conclusion that the Management Board of EUROHOLD BULGARIA AD needs to have broad discretionary powers in order to react flexibly and efficiently to the fluctuating market conditions and to the investors' appetite at the corporate bonds market. Therefore, the Transaction, subject of this report, is revealed within certain minimal and maximal limits concerning its key parameters. Thus, a number of parameters of the note issue are indicative within specified range or will be subject of further deliberation. This is the case with the specific amount of the principal of the note issue, the nominal value of one note and the number of all notes, the interest coupon, the repayment schedule, the conditions for early redemption, the starting date and the final date of subscription of the notes, the place, the procedure and conditions for subscription of the notes, the conditions pursuant to which the note loan shall be deemed successfully concluded, including, without limitation, minimal and maximal amount of the subscribed notes and the collected money contributions pursuant to which the note loan shall be deemed successfully concluded, as well as all remaining mandatory and optional parameters of the note issue, the financial and other covenants which the company will need to abide by throughout the life of the note issue, pursuant to the requirements of the requirements of the applicable English law. The Management Board of EUROHOLD BULGARIA AD is not authorized to adopt resolution for issue of convertible notes within the frame of the Transaction, subject to this report.

In addition, the Management Board should be authorized to organize further admission of the note issue to trading on an eligible stock exchange after review of the results of the private offering of securities, the requests of the subscribers, the advises of the managers of the note issue and detailed internal analysis of the overall relevant information, in case that the loan is issued under private offering.

C. Parties to the Transaction. Participation of Interested Parties in the Transaction

Parties to the proposed for approval Transaction subject to this Report, shall be: EUROHOLD BULGARIA AD (issuer of notes), EUROINS INSURANCE GROUP AD (guarantor of the notes), any and all noteholders and holders of securities accounts of the respective note issue (noteholders - creditors).

The Management Board of EUROHOLD BULGARIA AD regards Interested Party in the meaning of Art. 114, para. 7 of POSA with respect to the Transaction, shall be STARCOM HOLDING AD as a person holding directly more than 25 percent of the voting rights in the

general meeting of shareholders of the public company EUROHOLD BULGARIA AD as the related to STARCOM HOLDING AD party, the entity EUROINS INSURANCE GROUP AD, in its capacity of guarantor is a Party to the Transaction as well the Transaction is executed in its favour. As well as, considering the above, interested party to the Transaction shall be EUROINS INSURANCE GROUP AD. Interested party to the Transaction is also Kiril Ivanov Boshov who is a member of the Management Board of EUROHOLD BULGARIA AD and is also an executive member of the Board of Directors of another party to the Transaction, namely EUROINS INSURANCE GROUP AD. Interested party to the Transaction is also Assen Milkov Christov who is a member of the Supervisory Board of EUROHOLD BULGARIA AD and a member of the Board of Directors of EUROINS INSURANCE GROUP AD.

II. Economic benefit for EUROHOLD BULGARIA AD from the transaction

A. General considerations

EUROHOLD BULGARIA AD is an integrated holding company with an investment portfolio comprised of companies operating in the area of insurance, leasing and automotive sales and maintenance. These activities are consolidated in three sub-holdings under the public company: EUROINS INSURANCE GROUP AD, EUROLEASE GROUP EAD and AUTO UNION AD. Part of the structure of the public company is also the investment intermediary EURO-FINANCE AD is also part of the public company.

EUROINS INSURANCE GROUP AD incorporates the entire insurance business of EUROHOLD BULGARIA AD in Bulgaria, Romania, FYROM (Macedonia) and Ukraine. The major advantage of the companies in EUROINS INSURANCE GROUP AD is the well-developed sales network which covers the territory of every country the group operates in. The network includes a combination of various sales channels (agencies, brokers, franchisers and insurance agents), which enables maximum flexibility and access to end-customers.

As a holding structure, EUROHOLD BULGARIA AD represents its activities on a consolidated basis. The consolidated revenues and cost of the public company come from the individual divisions as well as from the holding's own activity, namely acquisition and management of equity participations and financing of affiliated companies. The development and the good performance of the EUROHOLD BULGARIA AD group as a whole largely depends on the performance of the subsidiaries, the revenues and profits generated by them, the market shares achieved by them as well as on their growth potential. Accordingly, EUROHOLD BULGARIA AD has developed a model for the integration between its various businesses. The close cooperation between the divisions that generate growing and sustainable revenues is one of the main advantages of the public company. By integrating the three business lines – vehicle insurance, sales and leasing – EUROHOLD BULGARIA AD aims to achieve significant synergy. The established integration between the individual divisions allows the companies in the EUROHOLD BULGARIA AD group offer to their clients a unique combination of related products on the basis of packaged purchases at attractive prices and flexible terms. The offering of packaged products and the combination of sales points leads to an “all under one roof” proposition: vehicles, insurance and leasing. The cross-offering of products among the clients of the insurance, leasing and auto dealership divisions reduces the overall advertising and marketing costs. The complimentary activities drive a faster expansion of market shares. The internal working model is based on the concept that each business division should achieve financial stability and cost optimisation within its own organisation and serve as a business generator for the other divisions.

Considering the foregoing, the Management Board of the public company reckons that the anticipated new steady financing of the parent company is important both for the individual units in the holding structure and for the public company as a whole and its shareholders.

B. Particular Benefit for EUROHOLD BULGARIA AD from the Transactions

The Management Board of the company has developed a flexible strategy for the use of the proceeds accumulated from the issue of notes subject to the Transaction. Depending on the amount of funds raised, the Management Board intends to use the funds raised as deemed most appropriate in the best interest of the public company and its shareholders, in the following lines:

- refinancing (including partially, if the amount of the financial resource does not allow for a complete refinancing) of executed by EUROHOLD BULGARIA AD and EUROINS INSURANCE GROUP AD debt instruments, which were concluded under less favorable parameters than the current market conditions, including refinancing of the previous issues issued under the Program;
- overall support and improvement of the financial position of the undertakings within the EUROHOLD Group and general corporate objectives

With respect to the planned refinancing, the economic benefit for EUROHOLD BULGARIA AD shall be considered in following directions: reduction of the interest payments on the raised financial resources of the EUROHOLD Group, which from long-term perspective shall result in savings in millions of Euros; release of granted by EUROHOLD BULGARIA AD collaterals for existing credits; consolidating the debt of the EUROHOLD Group, which will lead to its more efficient management at lower costs.

The consolidated results of EUROHOLD BULGARIA AD are directly dependent on the results of its subsidiaries and, in this sense, the improvement of the liquidity of the insurance division in EUROHOLD Group - EUROINS INSURANCE GROUP AD, will bring economic benefit to EUROHOLD BULGARIA AD as well. The improvement of the liquidity of EUROINS INSURANCE GROUP AD will provide opportunities for new investments and will contribute to the improvement of the overall performance of its subsidiaries with respect to the regulatory requirements in line with Solvency II framework as well as to the realization of higher amounts of new business respectively operating income.

III. Authorisation of the persons that manage and represent the company to execute the transactions

Pursuant to the provisions of Art. 114a of POSA, in case that the resolution of the General Meeting of Shareholders does not specify the counterparty of the transaction subject to an approval pursuant to Art. 114 of POSA, the calculations for the purposes of Art. 114, para. 1 of POSA shall be performed taking into consideration the threshold set out for transactions with the participation of interested parties, namely 2 per cent of the lower of the value of the assets according to the last two balance sheet of the public company at least one of which is audited and which are publicly disclosed as provided for in Art. 100t of the POSA, when participants in the transactions are interested parties. As far as the essence of the Transaction does not allow a counterparty to be specified, namely the noteholders that would subscribe (buy) the notes at a future offering at international markets cannot be identified at that point, the calculations shall be performed applying the 2 per cent threshold.

The minimum possible amount of the issued notes under the Transaction, namely EUR 40,000,000, plus the accrued interest, exceeds 2 per cent of the lower value of the assets of EUROHOLD BULGARIA AD according to the last audited unconsolidated and disclosed to the public under the procedure provided for in Art. 100t of POSA balance sheet as at 31.12.2016 (value of the assets: BGN 534 908 thousand) and according to the last unaudited unconsolidated and disclosed publicly pursuant to Art. 100t of the POSA balance sheet as at 30.06.2017 (asset value: BGN 534 495 thousand). Since 2 per cent of the smaller value - BGN 534,495 thousand, whose equivalent in EUR amounts to EUR 273,283 thousand, is lower than the minimum possible value of the Transaction (EUR 40,000,000), the transaction is subject to an approval by the General Meeting of Shareholder of EUROHOLD BULGARIA AD pursuant to and as provided for in Art. 114 of the POSA¹

Considering the aforesaid, and with the regards that the Transaction is in the best interest of EUROHOLD BULGARIA AD, the Management Board hereby proposes to the shareholders to authorize the Management Board and its executive members to conclude and execute the Transaction, by adopting the following resolution:

The General meeting of shareholders adopts resolution authorizing the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a transaction/ transactions the total value of which exceeds the threshold set in Article 114, paragraph 1, item 2 in conjunction with Article 114, paragraph 1, item 1, letter "b" of the Public Offering of Securities Act (POSA), in accordance with a reasoned report drawn up by the Management Board of the public company and under the following key parameters: subject-issue by Eurohold Bulgaria AD, pursuant to Art. 48, para 1, item 16 of the Articles of Association of the Company and within the framework of the base prospectus of EUR 200 000 000 Euro Medium Term Note Programme approved by the Central Bank of Ireland of one or more issues (tranches) of regular, dematerialized, unsecured, non-convertible, transferable, interest-bearable notes, issued under condition of private or public offering; total value of the issue/ issues of notes at least 40 000 000 (forty million) Euro nominal value plus the due interest and not more than 100 000 000 (one hundred thousand) Euro nominal value plus the due interest, respectively their equivalent in other currency, at interest coupon (profitability) up to 8 % (eight percent) on annual basis; term (maturity) of the issue/ issues of notes – 5 (five) years as of the date of issuance of the respective issue; guarantor – for payment of all amounts under the issued notes fully and unconditionally shall guarantee the subsidiary company – Euroins Insurance Group AD; parties in the transaction/ transactions of issue of notes shall be Eurohold Bulgaria AD (issuer of notes), Euroins Insurance Group AD (guarantor of the notes), any and all noteholders and holders of securities accounts of the respective note issue (noteholders - creditors); the notes are issued in favour of the issuer Eurohold Bulgaria AD and in favour of the guarantor – Euroins Insurance Group AD.

The General meeting of the shareholders authorizes the Management Board of Eurohold Bulgaria AD at its own discretion and taking into consideration the best interest of the company, observing the market conditions and investors interest, to adopt resolution for issuance of notes within the framework of the above parameters and in compliance with the applicable Bulgarian legislation, whereas to precise the above parameters of the transaction/ transactions of issuance of notes (as far as the nature of the instrument, the variability of the market conditions and the best interest of Eurohold Bulgaria AD does not permit their precision in advance by this

¹ 2 percent of 273 283 thousands Euro amounts to approx. 5.5 million Euro, which is less than 40 million Euro.

resolution), as well as to determine all other terms and conditions of the issue/ issues of notes, as well as if it finds it necessary, including, but not limited to define the overall number of notes of the respective issue, the issue and the nominal value of one note, the schedule of repayment of the notes, the interest payments, the way of their calculation, the way and the periodicity of their payment, the way and the term of payment of the principal, the presence of security of the issue/ issues, the undertakings (safety clauses), which Eurohold Bulgaria AD to assume towards the noteholders, as well as the commencement and the final date, the place, the terms and conditions for subscription of notes, the conditions under which the loan shall be deemed concluded. The Management Board shall not be entitled to vote the issue of convertible notes.

The General Meeting of Shareholders authorizes the Management Board to undertake any and all deeds and actions for taking into effect of this resolution.”

IV. Other information:

This report is drawn up pursuant to the provisions of Art. 114a, para. (1) of POSA in conjunction with Art. 46 of Regulation no. 2 of the FSC and forms part of the materials on the agenda of the extraordinary General Meeting of the Shareholders of the public company, which shall adopt a resolution pursuant to the provisions of Article 114, paragraph 1, item 2 in conjunction with Article 114, paragraph 1, item 1, letter “b” of POSA.

The General Meeting of Shareholders is convened for 02 October 2017 at 10:30 AM. The registration of the participants at the session will start at 10.00 AM on 02 October 2017 at the registered address of the company 43, Christopher Columbus Blvd., floor 1, Sofia, Bulgaria, in front of the conference hall. In case of lack of quorum, the session of the General Meeting of the Shareholders shall be held on 19 October 2017 at 10:30 AM at the registered address of the company 43, Christopher Columbus Blvd., floor 1, conference hall, Sofia, Bulgaria, under the same agenda. The registration of the participants for the new session will start at 10.00 AM on 19 October 2017 at 43 Christopher Columbus Blvd., floor 1, Sofia, Bulgaria, in front of the conference hall.

This Report and statement of reasons is approved by resolution of the Management Board of the company adopted at its meeting held on 11 August 2017.

MEMBERS OF THE MANAGEMENT BOARD OF EUROHOLD BULGARIA AD:

1. KIRIL IVANOV BOSHOV: _____

2. ASSEN MINCHEV MINCHEV: _____

3. VELISLAV MILKOV CHRISTOV: _____

4. ASSEN EMANOUILOV ASSENOV: _____

5. DIMITAR KIRILOV DIMITROV: _____

MINUTES
OF MEETING OF THE MANAGEMENT BOARD OF
EUROHOLD BULGARIA AD

On this 11th day of August 2017, a meeting of the Management Board of Eurohold Bulgaria AD, UIC 175187337, was held. The meeting was attended by all the members of the Supervisory Board, namely:

1. KIRIL IVANOV BOSHOV – Chairman;
2. ASSEN MINCHEV MINCHEV – Executive director;
3. VELISLAV MILKOV CHRISTOV – Member;
4. ASSEN EMANOUILOV ASSENOV – Member;
5. DIMITAR KIRILOV DIMITROV – 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

A G E N D A:

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

Item two: Adoption of a reasoned report of the Management board regarding the appropriateness and terms of transactions pursuant to Art. 114, paragraph 1, item 2 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, based on Art. 223, para 1 of the Commerce Act in connection with Art. 115, para 1 of Public Offering of Securities Act convenes an extraordinary session of the general meeting of shareholders of Eurohold Bulgaria AD, which will be held on 02 October 2017 at 10.30 am in Sofia, 43 Christopher Columbus Blvd., fl. 1, conference hall, under the following agenda:

Item one: Adoption of a decision for capital increase of Eurohold Bulgaria AD, by means of public offering of 40 336 250 new, ordinary, registered, dematerialized, voting shares.

Draft resolution:

Pursuant to Art. 30, item 2 of the Articles of Association of Eurohold Bulgaria AD, Art. 192 and subsequent of the Commerce Act and Art. 112 and subsequent of the Public Offering of Securities Act the General meeting of the shareholders of Eurohold Bulgaria AD takes a resolution to increase the share capital of the company from 161 345 000 (one hundred sixty-one million three hundred forty-five thousand) Bulgarian Leva to 201 681 250 (two hundred and one million six hundred eighty-one

thousand two hundred and fifty) Bulgarian Leva by means of a new issue of shares subject to public offering in line with the provisions of the Public Offering of Securities Act. The new issue will consist of 40 336 250 number of shares of the same type and class as the existing issue of shares of the company, namely: dematerialized, registered, non-privileged, voting shares, each of them with 1 (one) voting right in the general meeting of the shareholders of the company, with dividend rights and with a liquidation stake right commensurate to the nominal value of the share. The nominal value of each share is 1,00 (one) Bulgarian Lev. The issue value of each share will be 1,30 (one and 0,30) Bulgarian Lev.

The share capital of Eurohold Bulgaria AD will be increased only subject to condition that at least 20 168 125 number of shares, representing approximately 50 (fifty) per cent of the offered shares are duly subscribed and fully paid-in. In such case, pursuant to Art. 192a, para 2 of the Commerce Act, the share capital will be increased only with the amount of the subscribed and fully paid-in shares equal to or exceeding the aforesaid minimal acceptable amount of subscribed share capital and the public offering will be considered successfully completed. Subscription of any shares in excess of the maximal acceptable amount of offered share capital, i.e. 40 336 250 shares, will not be allowed.

The public company will issue a prospectus in regards to the accomplishment of the public offering of the new issue of shares for the share capital increase of Eurohold Bulgaria AD following the procedure and in line with the content provided by the Public Offering of Securities Act and the by-laws thereto, after the said prospectus is confirmed by the Financial Supervision Commission. The planned use of the capital raised by the new issue and the risks pertaining to the activities of Eurohold Bulgaria AD and to the investments in securities which are subject of public offering, will be outlined in details in the prospectus.

The investment intermediary firm which will be dealing with the share capital increase of Eurohold Bulgaria AD under terms and conditions of public offering will be Euro-finance AD, registered with the Commercial register at the Registry Agency under UIC 831136740, with headquarters and business address at 43 Christopher Columbus Blvd., floor 5, Sofia.

The prospectus for public offering of the new issue for the share capital increase of Eurohold Bulgaria AD will be made available to the potential investors and the existing shareholders of the company by means of its publication on the internet pages of the issuer www.eurohold.bg and of the authorized investment intermediary firm Euro-finance AD, Sofia - www.eurofinance.bg. Additional information concerning the prospectus, as well as a free copy of the prospectus will be available at the business address of the issuer Eurohold Bulgaria AD: 43 Christopher Columbus Blvd., Sofia, Sofia 1592, tel. (+359 2) 9651 563, Fax: (+359 2) 9651 652, contact person: Galia Georgieva, from 9.30 till 17.00, each business day in the period of the public offering. According to the legal requirements the prospectus will be published and made available at the internet pages of the Financial Supervision Commission www.fsc.bg and the Bulgarian Stock Exchange – Sofia www.bse-sofia.bg where the public registers will reveal all periodical and other regulated information concerning the issuer of the securities - Eurohold Bulgaria AD.

Pursuant to Art. 1126, para. 2 of the Public Offering of Securities Act all persons who have acquired shares at latest 14 (fourteen) days after the date of the resolution of the general meeting of the shareholders voting the capital increase will be entitled to subscribe shares. Within three business day following the expiration of the aforesaid 14-days term, the Central Depository AD will open accounts for the rights of these persons based on the data in the shareholders' book. One right in the meaning of § 1, item 3 of the Additional Provisions of the Public Offering of Securities Act will be issued against one share from the share capital of Eurohold Bulgaria AD. Each 4 (four) rights will entitle their

holder to subscribe 1 (one) new share from the issue for the share capital increase at issue value of 1,30 (one and 0,30) Bulgarian Lev per each share. All persons who are willing to subscribe shares from the new issue of Eurohold Bulgaria AD will need to acquire rights first. The existing shareholders will acquire the rights free of charge following the procedure mentioned above. All remaining investors will be able to buy rights through a transaction at the "Rights Markets" organized by the Bulgarian Stock Exchange - Sofia within the period for free trade of the rights or through a purchase under the terms of an open auction of the rights which will not have been exercised, subject to term and conditions specified in details in the prospectus.

The starting date for transfer of the rights will be the second business day after the expiration of 7 (seven) days following the date of publication of the announcement for the public offering as provided by Art. 92a, para 2 of the Public Offering of Securities Act. The later date between the publication of the announcement for the public offering in one daily newspaper or on the web page of an information agency and the web page of the issuer and of the investment intermediary firm as provided by art. 92a, para 2 of the Public Offering of Securities Act, will be considered as the commencement of the public offering. The final term for transfer of rights will be the first business day following the expiration of 14 (fourteen) days counting as of the starting date for transfer of the rights. The period for subscription of new shares by shareholders who are willing to exercise their rights will be at least 30 (thirty) days. The commencement of the period for subscription of new shares will coincide with the commencement of the period for transfer of rights. The final term for subscription of new shares by holders of rights which had acquired such rights at the open auction will be the first business day, following the expiration of 15 (fifteen) business days as of the day when the period for transfer of the rights expires. No subscription of shares before the aforesaid commencement date and after the final date for subscription of shares will be allowed.

According to Art. 84, para 1 of the Public Offering of Securities Act, the General Meeting of shareholders authorizes the Management Board of Eurohold Bulgaria AD with the right to take once-fold a resolution for extension of the period for subscription of shares from the share capital increase up to 60 (sixty) days and will make the necessary amendments to the prospectus for public offering and will notify immediately the Financial Supervision Commission, the authorized investment firm Euro-finance AD and the Central Depository AD, and, respectively, will make the statement concerning the extension of the subscription period subject to the conditions of art. 84, para 2 of the Public Offering of Securities Act. In such case the last day of the extended period will be considered the final day of the subscription.

All remaining legal conditions and requirements concerning the public offering of the issue of shares from the increase of the share capital of Eurohold Bulgaria AD, as well as the legal consequences in regards to the share capital increase of the company will be specified in details in the prospectus for the public offering of securities which will be adopted by the Management Board of the company.

In compliance with the adopted capital increase resolution, the General meeting of shareholders authorizes the Management board of the company at its own discretion and within the framework of the approved by the General meeting of the shareholders main parameters and in compliance with the applicable legislation, to precise any and all others legal and financial parameters of the capital increase and to define all other additional conditions, legal and financial parameters of the issue within the framework defined by the General meeting of the shareholders and the law, as well as to perform any and all required by law deeds and actions in connection to the capital increase, including the deeds and actions related to the forthcoming preparation and confirmation on behalf of the Financial Supervision Commission of prospectus of public offering of the new issue.

Item two. Adoption of a decision authorizing the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a transaction/ transactions of issue of notes the total value of which exceeds the threshold set in Article 114, paragraph 1, item 2 in conjunction with Article 114, paragraph 1, item 1, letter “b” of the Public Offering of Securities Act (POSA), in accordance with a reasoned report drawn up by the Management Board of the company and under the following key parameters: *subject-* issue by Eurohold Bulgaria AD, pursuant to Art. 48, para 1, item 16 of the Articles of Association of the Company and within the framework of the base prospectus of EUR 200 000 000 Euro Medium Term Note Programme approved by the Central Bank of Ireland of one or more issues (tranches) of regular, dematerialized, unsecured, non-convertible, transferable, interest-bearable notes, issued under condition of private or public offering; total *value* of the issue/ issues of notes at least 40 000 000 (forty million) Euro nominal value plus the due interest and not more than 100 000 000 (one hundred thousand) Euro nominal value plus the due interest, respectively their equivalent in other currency, at interest coupon (profitability) up to 8 % (eight percent) on annual basis; *term* (maturity) of the issue/ issues of notes – 5 (five) years as of the date of issuance of the respective issue; *guarantor* – for payment of all amounts under the issued notes fully and unconditionally shall guarantee the subsidiary company – Euroins Insurance Group AD; *parties* in the transaction/ transactions of issue of notes shall Eurohold Bulgaria AD (issuer of notes), Euroins Insurance Group AD (guarantor of the notes), any and all noteholders and holders of securities accounts of the respective note issue (noteholders - creditors); the notes are issued *in favour of* the issuer Eurohold Bulgaria AD and in favour of the guarantor – Euroins Insurance Group AD.

Adoption of a decision authorizing the Management Board of Eurohold Bulgaria AD at its own discretion and taking into consideration the best interest of the company, observing the market conditions and investors interest, to vote resolution for issuance of notes within the framework of the above parameters and in compliance with the applicable Bulgarian legislation, whereas to precise the above parameters of the transaction/ transactions of issuance of notes (as far as the nature of the instrument, the variability of the market conditions and the best interest of Eurohold Bulgaria AD does not permit their precision in advance by this resolution), as well as to determine all other terms and conditions of the issue/ issues of notes, as well as if it finds it necessary, including, but not limited to define the overall number of notes of the respective issue, the issue and the nominal value of one note, the schedule of repayment of the notes, the interest payments, the way of their calculation, the way and the periodicity of their payment, the way and the term of payment of the principal, the presence of security of the issue/ issues, the undertakings (safety clauses), which Eurohold Bulgaria AD to assume towards the noteholders, as well as the commencement and the final date, the place, the terms and conditions for subscription of notes, the conditions under which the loan shall be deemed concluded. The Management Board shall not be entitled to vote the issue of convertible notes.

Adoption of a decision authorizing the Management Board to undertake any and all deeds and actions for taking into effect this resolution.

Draft decision:

***The General meeting of shareholders adopts resolution authorizing the Management Board and the persons who manage and represent Eurohold Bulgaria AD to conclude a transaction/ transactions the total value of which exceeds the threshold set in Article 114, paragraph 1, item 2 in conjunction with Article 114, paragraph 1, item 1, letter “b” of the Public Offering of Securities Act (POSA), in accordance with a reasoned report drawn up by the Management Board of the public company and under the following key parameters: subject-* issue by Eurohold Bulgaria AD, pursuant to Art. 48, para 1, item 16 of the Articles of Association of the Company and within the framework of the base prospectus of EUR 200 000 000 Euro Medium Term Note Programme approved by the Central**

Bank of Ireland of one or more issues (tranches) of regular, dematerialized, unsecured, non-convertible, transferable, interest-bearable notes, issued under condition of private or public offering; total value of the issue/ issues of notes at least 40 000 000 (forty million) Euro nominal value plus the due interest and not more than 100 000 000 (one hundred thousand) Euro nominal value plus the due interest, respectively their equivalent in other currency, at interest coupon (profitability) up to 8 % (eight percent) on annual basis; term (maturity) of the issue/ issues of notes – 5 (five) years as of the date of issuance of the respective issue; guarantor – for payment of all amounts under the issued notes fully and unconditionally shall guarantee the subsidiary company – Euroins Insurance Group AD; parties in the transaction/ transactions of issue of notes shall Eurohold Bulgaria AD (issuer of notes), Euroins Insurance Group AD (guarantor of the notes), any and all noteholders and holders of securities accounts of the respective note issue (noteholders - creditors); the notes are issued in favour of the issuer Eurohold Bulgaria AD and in favour of the guarantor – Euroins Insurance Group AD.

The General meeting of the shareholders authorizes the Management Board of Eurohold Bulgaria AD at its own discretion and taking into consideration the best interest of the company, observing the market conditions and investors interest, to vote resolution for issuance of notes within the framework of the above parameters and in compliance with the applicable Bulgarian legislation, whereas to precise the above parameters of the transaction/ transactions of issuance of notes (as far as the nature of the instrument, the variability of the market conditions and the best interest of Eurohold Bulgaria AD does not permit their precision in advance by this resolution), as well as to determine all other terms and conditions of the issue/ issues of notes, as well as if it finds it necessary, including, but not limited to define the overall number of notes of the respective issue, the issue and the nominal value of one note, the schedule of repayment of the notes, the interest payments, the way of their calculation, the way and the periodicity of their payment, the way and the term of payment of the principal, the presence of security of the issue/ issues, the undertakings (safety clauses), which Eurohold Bulgaria AD to assume towards the noteholders, as well as the commencement and the final date, the place, the terms and conditions for subscription of notes, the conditions under which the loan shall be deemed concluded. The Management Board shall not be entitled to vote the issue of convertible notes.

The General Meeting of Shareholders authorizes the Management Board to undertake any and all deeds and actions for taking into effect this resolution.

The registration of the participants at the session will start at 10.00 a.m. on 02 October 2017 at 43 Christopher Columbus Blvd., floor 1, Sofia, Bulgaria.

On ground of Art. 115, paragraph 2 of POSA the Company notifies the shareholders that the total number of its shares is 161 345 000 (one hundred and sixty one million three hundred forty five thousand) and a voting right appertains to each share. Only the persons registered as shareholders in Central Depository's registers 14 days before the date of the General meeting (namely 18.09.2017) 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 and to propose draft decisions of items, already included in the agenda. The shareholders who possess jointly or severally shares representing at least 5 per cent of the share capital of the Company for a period longer than three months may include additional items in the agenda or propose different draft decisions under items already included in the agenda after the announcement at the Trade register. Nevertheless those shareholders are not entitled to propose draft decisions under an item already included in the agenda, which subject matter is voting resolution under Art. 114, para 1 POSA, and they are not entitled to include in the agenda of the general meeting new items for voting resolutions under Art. 114, para 1 POSA.

Not later than 15 days before the opening of the General meeting (17.09.2017), the shareholders who possess jointly or severally shares representing at least 5 per cent of the share capital of the company for a period longer than three months, 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 circumstance that the shares are in possession of a given shareholder for a period longer than three months shall be proved by declaration. 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 proposals in essence under each item included in the agenda observing the legal provisions, but they are not entitled to propose resolutions upon items already included in the agenda which subject matter is voting resolution under Art. 114, para 1 of POSA. The deadline to exercise this right is up to the termination of the discussions of the respective item before voting 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 despite the fact that they are not included in 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 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 original certificate of good standing from their country of incorporation not older than 3 months as of the date of the General meeting, issued by a competent state authority, with apostille, translated and legalized according to the Bulgarian law in force. The shareholders, in possession of shares kept by the Polish Central Depository (*KDPW*), should present certificate with official translation in Bulgarian or English language, issued by depository institution, which keeps the financial instruments, certifying the number of shares owned by the respective shareholder as of 18.09.2017.

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, whereas the terms and conditions of receiving power of attorneys by electronic means to the e-mail of the Company – investors@eurohold.bg shall be published at the web page of the Company – www.eurohold.bg.

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 and on the web page of the 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 19.10.2017 at 10.30 a.m. 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 10.00 a.m. on 19.10.2017 at 43 Christopher Columbus Blvd., floor 1, Sofia, Bulgaria.

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 reasoned report 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 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.

MEMBERS OF THE MANAGEMENT BOARD:

1. KIRIL IVANOV BOSHOV:

2. ASSEN MINCHEV MINCHEV:

3. VELISLAV MILKOV CHRISTOV:

4. ASSEN EMANOUILOV ASSENOV:

5. DIMITAR KIRILOV DIMITROV:

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

.....

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.

.....

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.