

## NOTICE TO SHAREHOLDERS

The Management Board of Eurohold Bulgaria AD, Sofia, on grounds of Art. 223, paragraph 1 of the Commerce Act (CA) in connection with art. 115, paragraph 1 of the Law for Public Offering of Securities (POSA) convenes extraordinary session of the General meeting of the shareholders of Eurohold Bulgaria AD with universal identification code of the event: EUBG20241125EGMS which will be held on 25 November 2024 from 11.00 am (08.00 am UTC) at 43 Christopher Columbus Blvd., floor 1, conference hall, Sofia, Bulgaria, under the following agenda:

1. Adoption of the audited consolidated annual statements of the company for the year 2023. (*draft decision: The General meeting of the shareholders adopts the audited consolidated annual statements of the company for the year 2023.*);

2. Nomination of a specialized audit company to carry out an independent financial audit of the financial statements and the activity report of Eurohold Bulgaria AD for 2024 and to express assurance on the sustainability report of Eurohold Bulgaria AD for 2024 (*draft decision - The general meeting of shareholders nominates Grant Thornton OOD, EIK 831716285, as a specialized audit company to carry out an independent financial audit of the financial statements and the activity report of Eurohold Bulgaria AD for 2024 and to express assurance on the sustainability report of Eurohold Bulgaria AD for 2024*);

3. Adoption of resolution for amendments and supplements in the statutes of the company. (*draft decision: The General meeting of the shareholders adopts the following amendments and supplements in the statutes of Eurohold Bulgaria AD:*

*Art. 13, paragraph 1, item "a" of the statutes is supplemented to read as follows:*

*"Article 13. (1) The company's capital may be increased upon resolution of the general meeting of shareholders adopted with 2/3 (two thirds) of the votes of shares represented at the general meeting of shareholders in any or some of the following ways:*

*a) issue of new shares, including by means of exercising the rights of warrant holders;"*

*Art. 13, paragraph 5 of the statutes is supplemented to read as follows:*

*(5) The management board of the company is entitled to adopt resolutions for capital increase, including resolutions for issuance of warrants giving subscription right in a future capital increase in overall nominal value of up to BGN 1 000 000 000 (one billion leva) for a period of 5 (five) years after the entry of the Statutes' amendment, adopted with a resolution of the general meeting of shareholders on 25.11.2024, in the Trade Register, and in compliance with the provisions of article 194, paragraph 1 and paragraph 2, article 196, paragraph 1 and paragraph 2 of the Commerce Law, as well as the provisions of the Law for Public Offering of Securities. The management board is entitled to adopt resolutions to increase the capital of the public company, within the period and up to the limit, according to the previous sentence, in accordance with Art. 113, para. 2 of the Law for Public Offering of Securities. In exercising the powers under this paragraph, the management board is expressly authorized to adopt all required amendments to the statute."*

*A new paragraph 6 of art. 13 of the statutes is created with the following wording:*

*"(6) In the capital increase resolution under para. 5, the management board determines the amount and purposes of any increase; the number and type of new shares, the rights and privileges thereof; the term and conditions for the transfer of rights within the meaning of § 1, item 3 of the Law for Public Offering of Securities issued against existing shares; the term and conditions for subscription of new shares; the issue value and the term and conditions for its payment; the investment intermediary for servicing the issue of shares, as well as all other parameters and circumstances, according to the applicable legislation."*

*A new paragraph 7 of art. 13 of the statutes is created with the following wording:*

*“(7) In the resolution to issue warrants under para. 5, the management board determines the number and type of warrants issued, the issue value of each warrant, as well as the term and conditions for their exercise; the term and conditions for subscription of warrants; the term and conditions for payment of the value of the warrants; the type, number, as well as the nominal and issue value of the shares that will be issued upon exercise of the warrants; the investment intermediary for servicing the issue of warrants, as well as all other parameters and circumstances, according to the applicable legislation.”*

*The previous paragraph 6 of art.13 of the statutes becomes paragraph 8 of art. 13of the statutes, whereas the wording remains unchanged.*

*Art. 15, paragraph 1 of the statutes is amended to read as follows:*

*“(1) Upon public offering of securities under the provisions of the Law for Public Offering of Securities, the company issues prospectus pursuant to the specific requirements of the applicable legislation, containing the statutory information about the company and the offered shares, required to the investors for the purposes of evaluating the economic and financial status of the company and the rights of issued shares.”*

*Art. 17, paragraph 2 of the statutes is amended to read as follows:*

*“(2) The resolution for issue of bonds is adopted by the General Meeting of Shareholders with a majority of more than 1/2 (one second) of the shares presented at the meeting. Pursuant to Art. 204, para. 3, in conjunction with art. 196 of the Commerce Act, the General Meeting of Shareholders of the company authorizes the Management Board to decide on the issuance of one or more issues of bonds of the company with a total nominal value of up to 1 000 000 000 (one billion) euro, for a period of 5 (five) years from the date on which the amendment to the Articles of Association of the company adopted by the General Meeting held on 25.11.2024 will be entered in the Commercial Register.”*

*Art. 33, paragraph 5 of the statutes is amended to read as follows:*

*“(5) Any person under article 234, paragraph 2 of the Commerce Law or under article 116a<sup>1</sup>, paragraph 1 of the Law for Public Offering of Securities may not be a member of the Supervisory Board.”*

*Art. 33, paragraph 7 of the statutes is amended to read as follows:*

*“(7) At least one third of the members of the Supervisory Board should be independent persons within the meaning of article 116a<sup>1</sup>, paragraph 2 of the Law for Public Offering of Securities.”*

*Art. 43, paragraph 5 of the statutes is amended to read as follows:*

*“(5) Any person under article 234, paragraph 2 of the Commerce Law or under article 116a<sup>1</sup>, paragraph 1 of the Law for Public Offering of Securities may not be a member of the Management Board.”*

*Art. 48, paragraph 1, item 16 of the statutes is amended to read as follows:*

*“Article 48. (1) The Management Board:*

*16. pursuant to Art. 204, para. 3 of the Commerce Act for a period of five years from the registration of the amendment to the Articles of Association, adopted by a decision of the General Meeting of Shareholders of 25.11.2024, decides on the issuance of bonds with a total nominal value of up to 1 000 000 000 (one billion) euro inclusive, determines all mandatory and optional parameters of the bond loans, specifies, supplements and amends according to market conditions and investor interest.*

*A new item 17 is created in art. 48, paragraph 1 of the statutes is created with the following*

wording:

*“Article 48. (1) The Management Board:*

*17. adopts resolutions for capital increase, including resolutions for issuance of warrants giving subscription right in a future capital increase in overall nominal value of up to BGN 1 000 000 000 (one billion leva) for a period of 5 (five) years after the entry of the Statutes’ amendment, adopted with a resolution of the general meeting of shareholders on 25.11.2024, in the Trade Register, and in compliance with the provisions of article 194, paragraph 1 and paragraph 2, article 196, paragraph 1 and paragraph 2 of the Commerce Law, as well as the provisions of the Law for Public Offering of Securities. The management board is entitled to adopt resolutions to increase the capital of the public company, within the period and up to the limit, according to the previous sentence, in accordance with Art. 113, para. 2 of the Law for Public Offering of Securities. In exercising the powers under this paragraph, the management board is expressly authorized to adopt all required amendments to the statute.”*

*Items 17 and 18 of art. 48, paragraph 1 of the statutes are renumbered and become respectively items 18 and 19 of art. 48 paragraph 1 of the statutes, whereas their wording remain unchanged.*

*Paragraph 4 of the transitional and final provisions of the statutes is supplemented to read as follows:*

*“§4. These Articles of Association were amended by the General Meeting of Shareholders at its meetings held on 29. 06. 2007, 14. 09. 2007, 26. 05. 2009, 18. 01. 2010., 30.06.2011., 29. 06. 2012, on 09.05.2017, on 22.04.2019, on 10.04.2021 and on 25.11.2024, respectively with a decision of the Management Board of the company from 05.05.2011, 29.11.2011, 07.02.2017 and 07.07.2021, adopted on the basis of Article 13, para. 5 of the Articles of Association in connection with Article 196, paragraph 1 of the Commercial Law and successfully completed on 04.05.2011, on 28.11.2011, on 06.02.2017 and on 07.07.2021 subscriptions for capital increase of the company at the conditions and the order of POSA, as on the grounds of Article 231, para. 3 of the Commerce Act, the amendments to the Articles of Association shall enter into force after their entry in the Commercial Register.”)*

The registration of the participants at the session will start at 10.00 a.m. (07.00 a.m. UTC) on 25 November 2024 at 43 Christopher Columbus Blvd., floor 1, Sofia, Bulgaria.

On grounds of Art. 115, paragraph 2 of POSA the Company notifies the shareholders that the total number of its shares as of the date of the resolution for convening the general meeting of the shareholders is 260 500 000 (two hundred and sixty million and five hundred thousand) and a voting right appertains to each share, ISIN code of the issue – BG1100114062. Only the persons registered as shareholders in Central Depository’s registers, as well as in the Polish Central Depository (KDPW) 14 days before the date of the General meeting (namely 11 November 2024) shall be admitted to participation in the session of the General meeting. Only the persons registered till and including this date have the right to participate and to vote at the General meeting.

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

Not later than 15 days before the opening of the General meeting (10 November 2024), the shareholders who possess shares representing at least 5 per cent of the share capital of the company present for announcement in the Trade Register the list of the items, which will be included in the agenda, as well as the draft decisions. The shareholders shall present before the Bulgarian Financial Supervision Commission and the public company at the latest on the next business day after the announcement at the Trade register the materials related to the additional items in the agenda, pursuant to Art.223a, paragraph 4 of the Commerce Act. Upon receipt of the materials, Eurohold Bulgaria AD will update the invitation and will publish it together with the written materials under the terms and conditions of Art. 110t, paragraph 1 and 3 of POSA immediately, but not later than the end of the business day following the day of receipt of the notification for the inclusion of additional questions in the agenda.

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

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

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

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

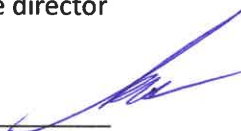
The written materials according to the agenda of the General meeting of the shareholders shall be at disposal of the shareholders and their authorized representatives at the office of the company – 43 Christopher Columbus Blvd., Sofia, Bulgaria at the office of the investor relation manager each working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

In case of lack of quorum on grounds of Art. 227 of Commerce Act in liaison with Art. 115, paragraph 14 POSA the session of the General meeting of the shareholders will be held on 16 December 2024 at 10.00 am (07.00 am UTC) at 43 Christopher Columbus Blvd., floor 1, conference hall, Sofia, Bulgaria, with identical agenda, and the registration of the participants in the new session will start at 09.30 am (06.30 am UTC) on 16 December 2024 at 43 Christopher Columbus Blvd., floor 1, Sofia, Bulgaria. Items under art. 223a of the CA may not be included in the agenda of the new session.

For and on behalf EUROHOLD BULGARIA AD:



Assen Minchev Minchev,  
Executive director



Milena Miltchova Guentcheva,  
Procurator

**MATERIALS AND PROPOSALS FOR RESOLUTIONS  
UNDER THE AGENDA OF THE ANNUAL MEETING OF THE SHAREHOLDERS OF  
EUROHOLD BULGARIA AD  
CONVENED FOR 25.11.2024**

**I. DRAFT RESOLUTIONS:**

1. Adoption of the audited consolidated annual statements of the company for the year 2023. *(draft decision: The General meeting of the shareholders adopts the audited consolidated annual statements of the company for the year 2023.);*

2. Nomination of a specialized audit company to carry out an independent financial audit of the financial statements and the activity report of Eurohold Bulgaria AD for 2024 and to express assurance on the sustainability report of Eurohold Bulgaria AD for 2024 *(draft decision - The general meeting of shareholders nominates Grant Thornton OOD, EIK 831716285, as a specialized audit company to carry out an independent financial audit of the financial statements and the activity report of Eurohold Bulgaria AD for 2024 and to express assurance on the sustainability report of Eurohold Bulgaria AD for 2024);*

3. Adoption of resolution for amendments and supplements in the statutes of the company. *(draft decision: The General meeting of the shareholders adopts the following amendments and supplements in the statutes of Eurohold Bulgaria AD:*

*Art. 13, paragraph 1, item "a" of the statutes is supplemented to read as follows:*

*"Article 13. (1) The company's capital may be increased upon resolution of the general meeting of shareholders adopted with 2/3 (two thirds) of the votes of shares represented at the general meeting of shareholders in any or some of the following ways:*

*a) issue of new shares, including by means of exercising the rights of warrant holders;"*

*Art. 13, paragraph 5 of the statutes is supplemented to read as follows:*

*(5) The management board of the company is entitled to adopt resolutions for capital increase, including resolutions for issuance of warrants giving subscription right in a future capital increase in overall nominal value of up to BGN 1 000 000 000 (one billion leva) for a period of 5 (five) years after the entry of the Statutes' amendment, adopted with a resolution of the general meeting of shareholders on 25.11.2024, in the Trade Register, and in compliance with the provisions of article 194, paragraph 1 and paragraph 2, article 196, paragraph 1 and paragraph 2 of the Commerce Law, as well as the provisions of the Law for Public Offering of Securities. The management board is entitled to adopt resolutions to increase the capital of the public company, within the period and up to the limit, according to the previous sentence, in accordance with Art. 113, para. 2 of the Law for Public Offering of Securities. In exercising the powers under this paragraph, the management board is expressly authorized to adopt all required amendments to the statute."*

*A new paragraph 6 of art. 13 of the statutes is created with the following wording:*

*"(6) In the capital increase resolution under para. 5, the management board determines the amount and purposes of any increase; the number and type of new shares, the rights and privileges thereof; the term and conditions for the transfer of rights within the meaning of § 1, item 3 of the Law for Public Offering of Securities issued against existing shares; the term and conditions for subscription of new shares; the issue value and the term and conditions for its payment; the investment intermediary for servicing the issue of shares, as well as all other parameters and circumstances, according to the applicable legislation."*

*A new paragraph 7 of art. 13 of the statutes is created with the following wording:*

*"(7) In the resolution to issue warrants under para. 5, the management board determines the number and type of warrants issued, the issue value of each warrant, as well as the term and conditions for their exercise; the term and conditions for subscription of warrants; the term and conditions for payment of the value of the warrants; the type, number, as well as the nominal and issue value of the shares that will be*

issued upon exercise of the warrants; the investment intermediary for servicing the issue of warrants, as well as all other parameters and circumstances, according to the applicable legislation.”

The previous paragraph 6 of art.13 of the statutes becomes paragraph 8 of art. 13of the statutes, whereas the wording remains unchanged.

Art. 15, paragraph 1 of the statutes is amended to read as follows:

“(1) Upon public offering of securities under the provisions of the Law for Public Offering of Securities, the company issues prospectus pursuant to the specific requirements of the applicable legislation, containing the statutory information about the company and the offered shares, required to the investors for the purposes of evaluating the economic and financial status of the company and the rights of issued shares.”

Art. 17, paragraph 2 of the statutes is amended to read as follows:

“(2) The resolution for issue of bonds is adopted by the General Meeting of Shareholders with a majority of more than 1/2 (one second) of the shares presented at the meeting. Pursuant to Art. 204, para. 3, in conjunction with art. 196 of the Commerce Act, the General Meeting of Shareholders of the company authorizes the Management Board to decide on the issuance of one or more issues of bonds of the company with a total nominal value of up to 1 000 000 000 (one billion) euro, for a period of 5 (five) years from the date on which the amendment to the Articles of Association of the company adopted by the General Meeting held on 25.11.2024 will be entered in the Commercial Register.”

Art. 33, paragraph 5 of the statutes is amended to read as follows:

“(5) Any person under article 234, paragraph 2 of the Commerce Law or under article 116a<sup>1</sup>, paragraph 1 of the Law for Public Offering of Securities may not be a member of the Supervisory Board.”

Art. 33, paragraph 7 of the statutes is amended to read as follows:

“(7) At least one third of the members of the Supervisory Board should be independent persons within the meaning of article 116a<sup>1</sup>, paragraph 2 of the Law for Public Offering of Securities.”

Art. 43, paragraph 5 of the statutes is amended to read as follows:

“(5) Any person under article 234, paragraph 2 of the Commerce Law or under article 116a<sup>1</sup>, paragraph 1 of the Law for Public Offering of Securities may not be a member of the Management Board.”

Art. 48, paragraph 1, item 16 of the statutes is amended to read as follows:

“Article 48. (1) The Management Board:

16. pursuant to Art. 204, para. 3 of the Commerce Act for a period of five years from the registration of the amendment to the Articles of Association, adopted by a decision of the General Meeting of Shareholders of 25.11.2024, decides on the issuance of bonds with a total nominal value of up to 1 000 000 000 (one billion) euro inclusive, determines all mandatory and optional parameters of the bond loans, specifies, supplements and amends according to market conditions and investor interest.

A new item 17 is created in art. 48, paragraph 1 of the statutes is created with the following wording:

“Article 48. (1) The Management Board:

17. adopts resolutions for capital increase, including resolutions for issuance of warrants giving subscription right in a future capital increase in overall nominal value of up to BGN 1 000 000 000 (one billion leva) for a period of 5 (five) years after the entry of the Statutes’ amendment, adopted with a resolution of the general meeting of shareholders on 25.11.2024, in the Trade Register, and in compliance with the provisions of article 194, paragraph 1 and paragraph 2, article 196, paragraph 1 and paragraph 2 of the Commerce Law, as well as the provisions of the Law for Public Offering of Securities. The management board is entitled to adopt resolutions to increase the capital of the public company, within the period and up to the limit, according to the previous sentence, in accordance with Art. 113, para. 2 of the Law for Public Offering of Securities. In exercising the powers under this paragraph, the management board is expressly authorized to adopt all required amendments to the statute.”



Items 17 and 18 of art. 48, paragraph 1 of the statutes are renumbered and become respectively items 18 and 19 of art. 48 paragraph 1 of the statutes, whereas their wording remain unchanged.

Paragraph 4 of the transitional and final provisions of the statutes is supplemented to read as follows:

“§4. These Articles of Association were amended by the General Meeting of Shareholders at its meetings held on 29. 06. 2007, 14. 09. 2007, 26. 05. 2009, 18. 01. 2010., 30.06.2011., 29. 06. 2012, on 09.05.2017, on 22.04.2019, on 10.04.2021 and on 25.11.2024, respectively with a decision of the Management Board of the company from 05.05.2011, 29.11.2011, 07.02.2017 and 07.07.2021, adopted on the basis of Article 13, para. 5 of the Articles of Association in connection with Article 196, paragraph 1 of the Commercial Law and successfully completed on 04.05.2011, on 28.11.2011, on 06.02.2017 and on 07.07.2021 subscriptions for capital increase of the company at the conditions and the order of POSA, as on the grounds of Article 231, para. 3 of the Commerce Act, the amendments to the Articles of Association shall enter into force after their entry in the Commercial Register.”)

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

1. Notice to shareholders for the ordinary Meeting of the Shareholders of EUROHOLD BULGARIA AD;
2. Sample of a power of attorney for participation at the ordinary Meeting of the Shareholders of EUROHOLD BULGARIA AD;
3. Minutes from a session of the Management Board of EUROHOLD BULGARIA AD convening the Meeting of the Shareholders of EUROHOLD BULGARIA AD;
4. Audited consolidated financial statements of EUROHOLD BULGARIA AD for 2023 – <https://www.eurohold.bg/files/documents/articles/7ab7f5ea144b683fed19786d71527be2.pdf>

15.10.2024

**EXECUTIVE DIRECTOR:**



**ASSEN MINCHEV MINCHEV**

**PROCURATOR:**



**MILENA MILTCHOVA GUENTCHEVA**



**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

**A U T H O R I Z E :**

..... *(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.**

**MINUTES**  
**OF MEETING OF THE MANAGEMENT BOARD OF**  
**EUROHOLD BULGARIA AD**

On this 15<sup>th</sup> day of October 2024, a meeting of the Management Board of Eurohold Bulgaria AD, UIC 175187337, was held. The meeting was attended by all the members of the Management Board, namely:

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

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

**A G E N D A:**

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

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

**RESOLUTION No. 1**

The Management Board of Eurohold Bulgaria AD, Sofia, on grounds of Art. 223, paragraph 1 of the Commerce Act (CA) in connection with art. 115, paragraph 1 of the Law for Public Offering of Securities (POSA) convenes extraordinary session of the General meeting of the shareholders of Eurohold Bulgaria AD with universal identification code of the event: EUBG20241125EGMS which will be held on 25 November 2024 from 11.00 am (08.00 am UTC) at 43 Christopher Columbus Blvd., floor 1, conference hall, Sofia, Bulgaria, under the following agenda:

1. Adoption of the audited consolidated annual statements of the company for the year 2023. *(draft decision: The General meeting of the shareholders adopts the audited consolidated annual statements of the company for the year 2023.);*
2. Nomination of a specialized audit company to carry out an independent financial audit of the financial statements and the activity report of Eurohold Bulgaria AD for 2024 and to express assurance on the sustainability report of Eurohold Bulgaria AD for 2024 *(draft decision - The general meeting of shareholders nominates Grant Thornton OOD, EIK 831716285, as a specialized audit company to carry out an independent financial audit of the financial statements and the activity report of Eurohold Bulgaria AD for 2024 and to express assurance on the sustainability report of Eurohold Bulgaria AD for 2024);*
3. Adoption of resolution for amendments and supplements in the statutes of the company.

**(draft decision: The General meeting of the shareholders adopts the following amendments and supplements in the statutes of Eurohold Bulgaria AD:**

**Art. 13, paragraph 1, item "a" of the statutes is supplemented to read as follows:**

**"Article 13. (1) The company's capital may be increased upon resolution of the general meeting of shareholders adopted with 2/3 (two thirds) of the votes of shares represented at the general meeting of shareholders in any or some of the following ways:**

**a) issue of new shares, including by means of exercising the rights of warrant holders;"**

**Art. 13, paragraph 5 of the statutes is supplemented to read as follows:**

**(5) The management board of the company is entitled to adopt resolutions for capital increase, including resolutions for issuance of warrants giving subscription right in a future capital increase in overall nominal value of up to BGN 1 000 000 000 (one billion leva) for a period of 5 (five) years after the entry of the Statutes' amendment, adopted with a resolution of the general meeting of shareholders on 25.11.2024, in the Trade Register, and in compliance with the provisions of article 194, paragraph 1 and paragraph 2, article 196, paragraph 1 and paragraph 2 of the Commerce Law, as well as the provisions of the Law for Public Offering of Securities. The management board is entitled to adopt resolutions to increase the capital of the public company, within the period and up to the limit, according to the previous sentence, in accordance with Art. 113, para. 2 of the Law for Public Offering of Securities. In exercising the powers under this paragraph, the management board is expressly authorized to adopt all required amendments to the statute."**

**A new paragraph 6 of art. 13 of the statutes is created with the following wording:**

**"(6) In the capital increase resolution under para. 5, the management board determines the amount and purposes of any increase; the number and type of new shares, the rights and privileges thereof; the term and conditions for the transfer of rights within the meaning of § 1, item 3 of the Law for Public Offering of Securities issued against existing shares; the term and conditions for subscription of new shares; the issue value and the term and conditions for its payment; the investment intermediary for servicing the issue of shares, as well as all other parameters and circumstances, according to the applicable legislation."**

**A new paragraph 7 of art. 13 of the statutes is created with the following wording:**

**"(7) In the resolution to issue warrants under para. 5, the management board determines the number and type of warrants issued, the issue value of each warrant, as well as the term and conditions for their exercise; the term and conditions for subscription of warrants; the term and conditions for payment of the value of the warrants; the type, number, as well as the nominal and issue value of the shares that will be issued upon exercise of the warrants; the investment intermediary for servicing the issue of warrants, as well as all other parameters and circumstances, according to the applicable legislation."**

**The previous paragraph 6 of art.13 of the statutes becomes paragraph 8 of art. 13of the statutes, whereas the wording remains unchanged.**

**Art. 15, paragraph 1 of the statutes is amended to read as follows:**

**"(1) Upon public offering of securities under the provisions of the Law for Public Offering of Securities, the company issues prospectus pursuant to the specific requirements of the applicable legislation, containing the statutory information about the company and the offered shares, required**

**to the investors for the purposes of evaluating the economic and financial status of the company and the rights of issued shares.”**

**Art. 17, paragraph 2 of the statutes is amended to read as follows:**

**“(2) The resolution for issue of bonds is adopted by the General Meeting of Shareholders with a majority of more than 1/2 (one second) of the shares presented at the meeting. Pursuant to Art. 204, para. 3, in conjunction with art. 196 of the Commerce Act, the General Meeting of Shareholders of the company authorizes the Management Board to decide on the issuance of one or more issues of bonds of the company with a total nominal value of up to 1 000 000 000 (one billion) euro, for a period of 5 (five) years from the date on which the amendment to the Articles of Association of the company adopted by the General Meeting held on 25.11.2024 will be entered in the Commercial Register.”**

**Art. 33, paragraph 5 of the statutes is amended to read as follows:**

**“(5) Any person under article 234, paragraph 2 of the Commerce Law or under article 116a<sup>1</sup>, paragraph 1 of the Law for Public Offering of Securities may not be a member of the Supervisory Board.”**

**Art. 33, paragraph 7 of the statutes is amended to read as follows:**

**“(7) At least one third of the members of the Supervisory Board should be independent persons within the meaning of article 116a<sup>1</sup>, paragraph 2 of the Law for Public Offering of Securities.”**

**Art. 43, paragraph 5 of the statutes is amended to read as follows:**

**“(5) Any person under article 234, paragraph 2 of the Commerce Law or under article 116a<sup>1</sup>, paragraph 1 of the Law for Public Offering of Securities may not be a member of the Management Board.”**

**Art. 48, paragraph 1, item 16 of the statutes is amended to read as follows:**

**“Article 48. (1) The Management Board:**

**16. pursuant to Art. 204, para. 3 of the Commerce Act for a period of five years from the registration of the amendment to the Articles of Association, adopted by a decision of the General Meeting of Shareholders of 25.11.2024, decides on the issuance of bonds with a total nominal value of up to 1 000 000 000 (one billion) euro inclusive, determines all mandatory and optional parameters of the bond loans, specifies, supplements and amends according to market conditions and investor interest.**

**A new item 17 is created in art. 48, paragraph 1 of the statutes is created with the following wording:**

**“Article 48. (1) The Management Board:**

**17. adopts resolutions for capital increase, including resolutions for issuance of warrants giving subscription right in a future capital increase in overall nominal value of up to BGN 1 000 000 000 (one billion leva) for a period of 5 (five) years after the entry of the Statutes' amendment, adopted with a resolution of the general meeting of shareholders on 25.11.2024, in the Trade Register, and in compliance with the provisions of article 194, paragraph 1 and paragraph 2, article 196, paragraph 1 and paragraph 2 of the Commerce Law, as well as the provisions of the Law for Public Offering of Securities. The management board is entitled to adopt resolutions to increase the capital of the public company, within the period and up to the limit, according to the previous sentence, in accordance with Art. 113, para. 2 of the Law for Public Offering of Securities. In exercising the powers under this**

*paragraph, the management board is expressly authorized to adopt all required amendments to the statute.“*

*Items 17 and 18 of art. 48, paragraph 1 of the statutes are renumbered and become respectively items 18 and 19 of art. 48 paragraph 1 of the statutes, whereas their wording remain unchanged.*

*Paragraph 4 of the transitional and final provisions of the statutes is supplemented to read as follows:*

*“§4. These Articles of Association were amended by the General Meeting of Shareholders at its meetings held on 29. 06. 2007, 14. 09. 2007, 26. 05. 2009, 18. 01. 2010., 30.06.2011., 29. 06. 2012, on 09.05.2017, on 22.04.2019, on 10.04.2021 and on 25.11.2024, respectively with a decision of the Management Board of the company from 05.05.2011, 29.11.2011, 07.02.2017 and 07.07.2021, adopted on the basis of Article 13, para. 5 of the Articles of Association in connection with Article 196, paragraph 1 of the Commercial Law and successfully completed on 04.05.2011, on 28.11.2011, on 06.02.2017 and on 07.07.2021 subscriptions for capital increase of the company at the conditions and the order of POSA, as on the grounds of Article 231, para. 3 of the Commerce Act, the amendments to the Articles of Association shall enter into force after their entry in the Commercial Register.”)*

The registration of the participants at the session will start at 10.00 a.m. (07.00 a.m. UTC) on 25 November 2024 at 43 Christopher Columbus Blvd., floor 1, Sofia, Bulgaria.

On grounds of Art. 115, paragraph 2 of POSA the Company notifies the shareholders that the total number of its shares as of the date of the resolution for convening the general meeting of the shareholders is 260 500 000 (two hundred and sixty million and five hundred thousand) and a voting right appertains to each share, ISIN code of the issue – BG1100114062. Only the persons registered as shareholders in Central Depository’s registers, as well as in the Polish Central Depository (KDPW) 14 days before the date of the General meeting (namely 11 November 2024) shall be admitted to participation in the session of the General meeting. Only the persons registered till and including this date have the right to participate and to vote at the General meeting.

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

Not later than 15 days before the opening of the General meeting (10 November 2024), the shareholders who possess shares representing at least 5 per cent of the share capital of the company present for announcement in the Trade Register the list of the items, which will be included in the agenda, as well as the draft decisions. The shareholders shall present before the Bulgarian Financial Supervision Commission and the public company at the latest on the next business day after the announcement at the Trade register the materials related to the additional items in the agenda,

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

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

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

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

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

The written materials according to the agenda of the General meeting of the shareholders shall

be at disposal of the shareholders and their authorized representatives at the office of the company – 43 Christopher Columbus Blvd., Sofia, Bulgaria at the office of the investor relation manager each working day between 09.00 a.m. (06.00 a.m. UTC) and 5.00 p.m. (2.00 p.m. UTC) and on the web page of the public company – [www.eurohold.bg](http://www.eurohold.bg).

In case of lack of quorum on grounds of Art. 227 of Commerce Act in liaison with Art. 115, paragraph 14 POSA the session of the General meeting of the shareholders will be held on 16 December 2024 at 10.00 am (07.00 am UTC) at 43 Christopher Columbus Blvd., floor 1, conference hall, Sofia, Bulgaria, with identical agenda, and the registration of the participants in the new session will start at 09.30 am (06.30 am UTC) on 16 December 2024 at 43 Christopher Columbus Blvd., floor 1, Sofia, Bulgaria. Items under art. 223a of the CA may not be included in the agenda of the new session.

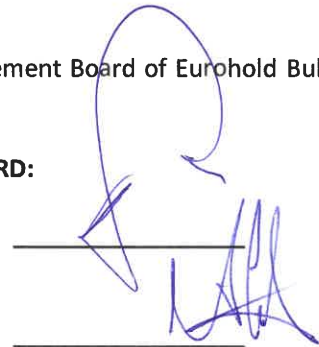
The Management Board authorizes company's representatives to undertake all needed deeds and actions, in person or through validly authorized third parties, for putting into effect the present resolution.

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 resolution, 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. RAZVAN STEFAN LEFTER:**

