

**NOTICE TO SHAREHOLDERS**  
**(updated)**

The Management Board of Eurohold Bulgaria AD, Sofia, on grounds of Art. 223, paragraph 1 of the Commerce Act (CA) in connection with art. 115, paragraph 1 of the Public Offering of Securities Act (POSA) convenes extraordinary session of the General meeting of the shareholders of Eurohold Bulgaria AD with universal identification code of the event: EUBG20240530GMS which will be held on 30 May 2024 from 10.30 a.m. (07.30 am UTC) at 43 Christopher Columbus Blvd., floor 1, conference hall, Sofia, Bulgaria, under the following agenda:

**Item one: Adoption of a resolution for issuance by Eurohold Bulgaria AD of an issue of warrants in the amount of up to 260 500 000 (two hundred and sixty million and five hundred thousand) dematerialized, registered, freely transferable warrants.**

**(Draft resolution No. 1:**

*Pursuant to Art. 112b et seq. of the Public Offering of Securities Act (POSA), the General Meeting of Shareholders of Eurohold Bulgaria AD adopts a resolution for the issuance by the company of an issue of warrants in the amount of up to 260 500 000 (two hundred and sixty million and five hundred thousand) dematerialized, registered, freely transferable warrants under the terms of a public offering pursuant to the provisions of the Public Offering of Securities Act, with an issue value of BGN 0.50 (fifty stotinki) for each warrant, which entitle the warrant holders to exercise within a 10-year period their right to subscribe for the corresponding number of shares (of the same type and class as the existing issue of shares of the company - dematerialized, registered, non-preferred, with the right to 1 (one) vote in the general meeting of the shareholders of the company, with the right to dividend and right to liquidation share) - the underlying asset of the warrants under issue value BGN 2.00 (two Bulgarian lev) per share, at a warrant/share conversion ratio of 1:1, which shares "Eurohold Bulgaria" AD will issue in the future conditional capital increase/s, under the condition, that the new shares are issued only for subscription by the owners of the warrants.*

*The public offering of the issue of warrants of Eurohold Bulgaria AD shall be considered successfully completed only if at least 78 150 000 warrants are subscribed and fully paid, representing 30% (thirty percent) of the offered for issuance securities. It is not possible to subscribe for warrants above the maximum permissible amount of securities offered for issuance amounting to 260 500 000 warrants.*

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

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

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

5.00 pm every working day during the period of the public offering. In accordance with the regulatory requirements, the prospectus will be published and available on the websites of the Financial Supervision Commission, [www.fsc.bg](http://www.fsc.bg) and on the Bulgarian Stock Exchange - Sofia AD - [www.bse-sofia.bg](http://www.bse-sofia.bg), at the public registers where all the periodic and other regulated information about the issuer of the securities - Eurohold Bulgaria AD can be obtained.

Pursuant to Art. 112b, para. 2 in conj. with Art. 112b, para. 11 of the POSA, the persons who have acquired shares no later than 5 (five) working days after the date of publication of the announcement under Art. 89t, para. 1 of POSA shall be entitled to participate in the procedure of the public offering of warrants. Within two working days of the expiration of the specified term of 5 working days, the Central Depository AD opens accounts for rights of these persons on the basis of data entered in the book of shareholders. Against each share from the capital of Eurohold Bulgaria AD is issued one right within the meaning of § 1, item 3 of the Additional Provisions of the POSA in conj. with Art. 112b, para. 11 of POSA. Against each 1 (one) right, its holder may subscribe for 1 (one) warrant from the issue of warrants at an issue value of BGN 0.50 (fifty stotinki) for a warrant. All persons who wish to subscribe for warrants from the issue of warrants of Eurohold Bulgaria AD shall first acquire rights. The current shareholders acquire the rights free of charge under the procedure described above. All other investors may purchase rights through a trade performed at the organized by the Bulgarian Stock Exchange - Sofia AD "Rights Market" within the term for free trading of the rights or through purchase under the conditions of an open auction for the unexercised rights, according to the procedure described in detail in prospectus.

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

All other regulatory conditions and requirements in connection with the public offering of the issue of warrants of Eurohold Bulgaria AD will be detailed and duly described in the prospectus for public offering of securities, the adoption of which by the Management Board of the company is forthcoming.

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

**Draft resolution No.2** (supplemented pursuant to Article 223a of the CA in conjunction with Art. 118, para. 2, item 4 of the POSA):

Pursuant to Art. 112b et seq. of the Public Offering of Securities Act (POSA), the General Meeting of Shareholders of Eurohold Bulgaria AD adopts a resolution for the issuance by the company of an issue of warrants in the amount of up to 260 500 000 (two hundred and sixty million and five hundred thousand) dematerialized, registered, freely transferable warrants under the terms of a public offering pursuant to the provisions of the Public Offering of Securities Act, with an issue value of BGN 0.50 (fifty stotinki) for each



warrant, which entitle the warrant holders to exercise within a 10-year period their right to subscribe for the corresponding number of shares (of the same type and class as the existing issue of shares of the company - dematerialized, registered, non-preferred, with the right to 1 (one) vote in the general meeting of the shareholders of the company, with the right to dividend and right to liquidation share) - the underlying asset of the warrants under issue value BGN 2.00 (two Bulgarian lev) per share, at a warrant/share conversion ratio of 1:1, which shares "Eurohold Bulgaria" AD will issue in the future conditional capital increase/s, under the condition, that the new shares are issued only for subscription by the owners of the warrants.

The public offering of the issue of warrants of Eurohold Bulgaria AD shall be considered successfully completed only if at least 78 150 000 warrants are subscribed and fully paid, representing 30% (thirty percent) of the offered for issuance securities. It is not possible to subscribe for warrants above the maximum permissible amount of securities offered for issuance amounting to 260 500 000 warrants.

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

The investment intermediary, which will service the warrants issue of Eurohold Bulgaria AD under the conditions of public offering, will be Focal Point Investments AD, entered in the Commercial Register at the Registry Agency with UIC: 121712048, with registered office and address in Sofia, 1303, Vazrazhdane District, 73 Todor Aleksandrov Blvd.

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

Pursuant to Art. 112b, para. 2 in conj. with Art. 112b, para. 11 of the POSA, the persons who have acquired shares no later than 5 (five) working days after the date of publication of the announcement under Art. 89t, para. 1 of POSA shall be entitled to participate in the procedure of the public offering of warrants. Within two working days of the expiration of the specified term of 5 working days, the Central Depository AD opens accounts for rights of these persons on the basis of data entered in the book of shareholders. Against each share from the capital of Eurohold Bulgaria AD is issued one right within the meaning of § 1, item 3 of the Additional Provisions of the POSA in conj. with Art. 112b, para. 11 of POSA. Against each 1 (one) right, its holder may subscribe for 1 (one) warrant from the issue of warrants at an issue value of BGN 0.50 (fifty stotinki) for a warrant. All persons who wish to subscribe for warrants from the issue of warrants of Eurohold Bulgaria AD shall first acquire rights. The current shareholders acquire the rights free of charge under the procedure described above. All other investors may purchase rights through a trade performed at the organized by the Bulgarian Stock Exchange - Sofia AD "Rights Market" within the term for free trading of the rights or through purchase under the conditions of an open auction for the unexercised rights, according to the procedure described in detail in prospectus.

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

*All other regulatory conditions and requirements in connection with the public offering of the issue of warrants of Eurohold Bulgaria AD will be detailed and duly described in the prospectus for public offering of securities, the adoption of which by the Management Board of the company is forthcoming.*

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

The registration of the participants at the session will start at 09.30 a.m. (06.30 a.m. UTC) on 30 May 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 16 May 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 (15 May 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 12 POSA the session of the General meeting of the shareholders will be held on 16 June 2024 at 10.00 a.m. (07.00 a.m. UTC) at 43 Christopher Columbus Blvd., floor 1, conference hall, Sofia, Bulgaria, with identical agenda, and the registration of the participants in the new session will start at 09.30 a.m. (06.30 a.m. UTC) on 16 June 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.

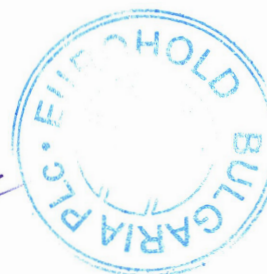
For and on behalf EUROHOLD BULGARIA AD:



Asen Minchev,  
Executive director



Milena Guentcheva,  
Procurator



**MATERIALS AND PROPOSALS FOR RESOLUTIONS**  
**UNDER THE AGENDA OF THE EXTRAORDINARY MEETING OF THE SHAREHOLDERS OF**  
**EUROHOLD BULGARIA AD**  
**CONVENED FOR 30.05.2024**

**I. DRAFT RESOLUTIONS:**

**Item one: Adoption of a resolution for issuance by Eurohold Bulgaria AD of an issue of warrants in the amount of up to 260 500 000 (two hundred and sixty million and five hundred thousand) dematerialized, registered, freely transferable warrants.**

**(Draft resolution No. 1:**

*Pursuant to Art. 112b et seq. of the Public Offering of Securities Act (POSA), the General Meeting of Shareholders of Eurohold Bulgaria AD adopts a resolution for the issuance by the company of an issue of warrants in the amount of up to 260 500 000 (two hundred and sixty million and five hundred thousand) dematerialized, registered, freely transferable warrants under the terms of a public offering pursuant to the provisions of the Public Offering of Securities Act, with an issue value of BGN 0.50 (fifty stotinki) for each warrant, which entitle the warrant holders to exercise within a 10-year period their right to subscribe for the corresponding number of shares (of the same type and class as the existing issue of shares of the company - dematerialized, registered, non-preferred, with the right to 1 (one) vote in the general meeting of the shareholders of the company, with the right to dividend and right to liquidation share) - the underlying asset of the warrants under issue value BGN 2.00 (two Bulgarian lev) per share, at a warrant/share conversion ratio of 1:1, which shares "Eurohold Bulgaria" AD will issue in the future conditional capital increase/s, under the condition, that the new shares are issued only for subscription by the owners of the warrants.*

*The public offering of the issue of warrants of Eurohold Bulgaria AD shall be considered successfully completed only if at least 78 150 000 warrants are subscribed and fully paid, representing 30% (thirty percent) of the offered for issuance securities. It is not possible to subscribe for warrants above the maximum permissible amount of securities offered for issuance amounting to 260 500 000 warrants.*

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

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

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

*Pursuant to Art. 112b, para. 2 in conj. with Art. 112b, para. 11 of the POSA, the persons who have acquired shares no later than 5 (five) working days after the date of publication of the announcement under Art.*

89t, para. 1 of POSA shall be entitled to participate in the procedure of the public offering of warrants. Within two working days of the expiration of the specified term of 5 working days, the Central Depository AD opens accounts for rights of these persons on the basis of data entered in the book of shareholders. Against each share from the capital of Eurohold Bulgaria AD is issued one right within the meaning of § 1, item 3 of the Additional Provisions of the POSA in conj. with Art. 112b, para. 11 of POSA. Against each 1 (one) right, its holder may subscribe for 1 (one) warrant from the issue of warrants at an issue value of BGN 0.50 (fifty stotinki) for a warrant. All persons who wish to subscribe for warrants from the issue of warrants of Eurohold Bulgaria AD shall first acquire rights. The current shareholders acquire the rights free of charge under the procedure described above. All other investors may purchase rights through a trade performed at the organized by the Bulgarian Stock Exchange - Sofia AD "Rights Market" within the term for free trading of the rights or through purchase under the conditions of an open auction for the unexercised rights, according to the procedure described in detail in prospectus.

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

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

**Draft resolution No.2** (supplemented pursuant to Article 223a of the CA in conjunction with Art. 118, para. 2, item 4 of the POSA):

Pursuant to Art. 112b et seq. of the Public Offering of Securities Act (POSA), the General Meeting of Shareholders of Eurohold Bulgaria AD adopts a resolution for the issuance by the company of an issue of warrants in the amount of up to 260 500 000 (two hundred and sixty million and five hundred thousand) dematerialized, registered, freely transferable warrants under the terms of a public offering pursuant to the provisions of the Public Offering of Securities Act, with an issue value of BGN 0.50 (fifty stotinki) for each warrant, which entitle the warrant holders to exercise within a 10-year period their right to subscribe for the corresponding number of shares (of the same type and class as the existing issue of shares of the company - dematerialized, registered, non-preferred, with the right to 1 (one) vote in the general meeting of the shareholders of the company, with the right to dividend and right to liquidation share) - the underlying asset of the warrants under issue value BGN 2.00 (two Bulgarian lev) per share, at a warrant/share conversion ratio of 1:1, which shares "Eurohold Bulgaria" AD will issue in the future conditional capital increase/s, under the condition, that the new shares are issued only for subscription by the owners of the warrants.

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To carry out the public offering of the issue of warrants of Eurohold Bulgaria AD, the company will publish a prospectus in the manner and with the content provided for in the POSA and its implementing acts, after such prospectus is confirmed by the Financial Supervision Commission. The planned use of the funds raised



through the issue of warrants and the risks related to the activity of Eurohold Bulgaria AD and to the investment in the securities subject to the public offering will be described in detail in the prospectus.

The investment intermediary, which will service the warrants issue of Eurohold Bulgaria AD under the conditions of public offering, will be Focal Point Investments AD, entered in the Commercial Register at the Registry Agency with UIC: 121712048, with registered office and address in Sofia, 1303, Vazrazhdane District, 73 Todor Aleksandrov Blvd.

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

Pursuant to Art. 112b, para. 2 in conj. with Art. 112b, para. 11 of the POSA, the persons who have acquired shares no later than 5 (five) working days after the date of publication of the announcement under Art. 89t, para. 1 of POSA shall be entitled to participate in the procedure of the public offering of warrants. Within two working days of the expiration of the specified term of 5 working days, the Central Depository AD opens accounts for rights of these persons on the basis of data entered in the book of shareholders. Against each share from the capital of Eurohold Bulgaria AD is issued one right within the meaning of § 1, item 3 of the Additional Provisions of the POSA in conj. with Art. 112b, para. 11 of POSA. Against each 1 (one) right, its holder may subscribe for 1 (one) warrant from the issue of warrants at an issue value of BGN 0.50 (fifty stotinki) for a warrant. All persons who wish to subscribe for warrants from the issue of warrants of Eurohold Bulgaria AD shall first acquire rights. The current shareholders acquire the rights free of charge under the procedure described above. All other investors may purchase rights through a trade performed at the organized by the Bulgarian Stock Exchange - Sofia AD "Rights Market" within the term for free trading of the rights or through purchase under the conditions of an open auction for the unexercised rights, according to the procedure described in detail in prospectus.

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

All other regulatory conditions and requirements in connection with the public offering of the issue of warrants of Eurohold Bulgaria AD will be detailed and duly described in the prospectus for public offering of securities, the adoption of which by the Management Board of the company is forthcoming.

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

## **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;

**EXECUTIVE DIRECTOR:**



**ASEN MINCHEV**

**EXECUTIVE DIRECTOR:**


**MILENA GUENTCHEVA**

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

On this 29<sup>th</sup> day of March 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 № 1:**

The Management Board of Eurohold Bulgaria AD, Sofia, on grounds of Art. 223, paragraph 1 of the Commerce Act (CA) in connection with art. 115, paragraph 1 of the Public Offering of Securities Act (POSA) convenes extraordinary session of the General meeting of the shareholders of Eurohold Bulgaria AD with universal identification code of the event: EUBG20240530GMS which will be held on 30 May 2024 from 10.30 a.m. (07.30 am UTC) at 43 Christopher Columbus Blvd., floor 1, conference hall, Sofia, Bulgaria, under the following agenda:

**Item one:** Adoption of a resolution for issuance by Eurohold Bulgaria AD of an issue of warrants in the amount of up to 260 500 000 (two hundred and sixty million and five hundred thousand) dematerialized, registered, freely transferable warrants.

***(Draft resolution:***

***Pursuant to Art. 112b et seq. of the Public Offering of Securities Act (POSA), the General Meeting of Shareholders of Eurohold Bulgaria AD adopts a resolution for the issuance by the company of an issue of warrants in the amount of up to 260 500 000 (two hundred and sixty million and five hundred thousand) dematerialized, registered, freely transferable warrants under the terms of a public offering pursuant to the provisions of the Public Offering of Securities Act, with an issue value of BGN 0.50 (fifty stotinki) for each warrant, which entitle the warrant holders to exercise within a 10-year period their right to subscribe for the corresponding number of shares (of the same type and class as the existing issue of shares of the company - dematerialized, registered, non-preferred, with the right to 1 (one) vote in the general meeting of the shareholders of the company, with the right to dividend and right to liquidation share) - the underlying asset of the warrants under issue value BGN 2.00 (two Bulgarian lev) per share, at a warrant/share conversion ratio of 1:1, which shares "Eurohold Bulgaria" AD will issue in the future conditional capital increase/s, under the condition, that the new shares are issued only for subscription by the owners of the warrants.***

***The public offering of the issue of warrants of Eurohold Bulgaria AD shall be considered successfully completed only if at least 78 150 000 warrants are subscribed and fully paid, representing 30% (thirty percent) of the offered for issuance securities. It is not possible to subscribe for warrants above the maximum permissible amount of securities offered for issuance amounting to 260 500 000 warrants.***





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

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

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

**Pursuant to Art. 112b, para. 2 in conj. with Art. 112b, para. 11 of the POSA, the persons who have acquired shares no later than 5 (five) working days after the date of publication of the announcement under Art. 89t, para. 1 of POSA shall be entitled to participate in the procedure of the public offering of warrants. Within two working days of the expiration of the specified term of 5 working days, the Central Depository AD opens accounts for rights of these persons on the basis of data entered in the book of shareholders. Against each share from the capital of Eurohold Bulgaria AD is issued one right within the meaning of § 1, item 3 of the Additional Provisions of the POSA in conj. with Art. 112b, para. 11 of POSA. Against each 1 (one) right, its holder may subscribe for 1 (one) warrant from the issue of warrants at an issue value of BGN 0.50 (fifty stotinki) for a warrant. All persons who wish to subscribe for warrants from the issue of warrants of Eurohold Bulgaria AD shall first acquire rights. The current shareholders acquire the rights free of charge under the procedure described above. All other investors may purchase rights through a trade performed at the organized by the Bulgarian Stock Exchange - Sofia AD "Rights Market" within the term for free trading of the rights or through purchase under the conditions of an open auction for the unexercised rights, according to the procedure described in detail in prospectus.**

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

**All other regulatory conditions and requirements in connection with the public offering of the issue of warrants of Eurohold Bulgaria AD will be detailed and duly described in the prospectus for public offering of securities, the adoption of which by the Management Board of the company is forthcoming.**

**In accordance with the resolution for the issuance of the issue of warrants, the General Meeting of Shareholders authorizes the Management Board of the company at its discretion, within the main parameters approved by the General Meeting of Shareholders and in accordance with the applicable law, to specify all other legal and financial parameters of the issue of warrants and to determine all additional terms and conditions, legal and financial parameters of the issue within the limits set by the resolution of the General**



*Meeting and the law, as well as to perform all other legal and factual acts required by law in connection with the issuance of the issue of warrants, including the acts related to the subsequent preparation and approval by the Financial Supervision Commission of a prospectus for public offering of the issue of warrants.)*

The registration of the participants at the session will start at 09.30 a.m. (06.30 a.m. UTC) on 30 May 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 (KD PW) 14 days before the date of the General meeting (namely 16 May 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 (15 May 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.

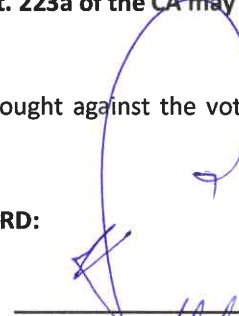
The written materials according to the agenda of the General meeting of the shareholders shall be at disposal of the shareholders and their authorized representatives at the office of the company – 43 Christopher Columbus Blvd., Sofia, Bulgaria at the office of the investor relation manager each working 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 12 POSA the session of the General meeting of the shareholders will be held on 16 June 2024 at 10.00 a.m. (07.00 a.m. UTC) at 43 Christopher Columbus Blvd., floor 1, conference hall, Sofia, Bulgaria, with identical agenda, and the registration of the participants in the new session will start at 09.30 a.m. (06.30 a.m. UTC) on 16 June 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 found that no objections have been brought against the voting so held and against the results of such voting.

**MEMBERS OF THE MANAGEMENT BOARD:**

**1. KIRIL IVANOV BOSHOV:**



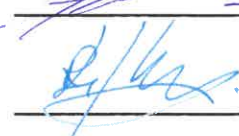
**2. ASSEN MINCHEV MINCHEV:**



**3. VELISLAV MILKOV CHRISTOV:**



**4. RAZVAN STEFAN LEFTER:**





**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

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

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

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

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

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

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

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

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