

**“CHIMIMPORT” AD  
SOFIA**

**REGULAR GENERAL MEETING OF SHAREHOLDERS  
September 30, 2020**

**MATERIALS**

## **AGENDA:**

1. Adoption of the annual report of the Management Board on the activity and management of Chimimport AD for 2019. Draft resolution - GM approves the annual report of the Management Board on the activity and management of Chimimport AD for 2019;

2. Adoption of the report of the registered auditor / the specialized audit firm for verification and validation of the company's Annual Financial Statement for 2019. Draft decision - GM accepts the report of the registered auditor / the specialized auditing company for verifying and certifying the annual financial statement of the company for 2019;

3. Approving and accepting the verified and certified Annual Financial Statement of Chimimport AD for 2019. Draft resolution - The General Meeting approves and accepts the audited and certified Annual Financial Statements of Chimimport AD for 2019;

4. Adoption of the Annual consolidated report of the Management Board on the activity and management of Chimimport AD for 2019. Draft resolution – GM approves the Annual consolidated report of the Management Board on the activity and management of Chimimport AD for 2019;

5. Adoption of the report of the registered auditor / specialized auditing company for verification and certification of the Annual Consolidated Financial Statement of Chimimport AD for 2019. Draft decision - GM accepts the report of the registered auditor / specialized audit company for verification and certification of the Annual Consolidated Financial Statement of Chimimport AD for 2019;

6. Approving and accepting the audited and certified Annual Consolidated Financial Statement of Chimimport AD for 2019. Draft Resolution - The GM approves and accepts the audited and certified Annual Consolidated Financial Statement of Chimimport AD for 2019;

7. Adoption of the audit committee's report on its activities in 2019. Draft decision - GM accepts the report of the Audit Committee for its activity in 2019;

8. Adoption and approval of the remuneration policy report of the members of the Supervisory Board and Management Board of Chimimport AD for 2019. Draft resolution - The General Meeting of Shareholders approves and accepts the remuneration policy report for the members of the Supervisory Board and the Management Board of Chimimport AD for 2019

9. Allocation of the company's profits for 2019. Draft decision - The General Meeting takes a decision, according to a proposal contained in the agenda materials;

10. Discharge of the members of the Managing Board and the Supervisory Board of the Company from their responsibility concerning their activity in 2019. Draft Resolution - The GM releases the members of the Management Board and the Supervisory Board of the company from their responsibility concerning their activity in 2019;

11. Hearing of the Audit Committee's recommendation for the election of a registered auditor which to verify and certify the Annual Financial Statement and the Consolidated Annual Financial Statement of the Company for the year 2020. Draft Resolution - The Shareholders' General Assembly elects the Audit Committee recommended and proposed by the Board of Directors a registered auditor - Grant Thornton OOD, who will audit and certify the annual financial statement and the Consolidated annual financial statement of Chimimport AD for 2020

12. Adoption and approval of the changes in remuneration policy of the members of the Supervisory Board and Management Board of Chimimport AD. Draft resolution - The General Meeting of Shareholders approves and accepts the changes in remuneration policy for the members of the Supervisory Board and the Management Board of Chimimport AD.

13. (Added by Invest Capital AD): Pursuant to Art. 223a, para. 2 of the Commercial Law, proposes for inclusion in the agenda of the regular General Meeting of Shareholders of CHIMIMPORT AD, convened for 30.09.2020 at 15:00 at the company's headquarters - Sofia, Stefan Karadja Str. № 2, the following issues and proposals for solutions of them:

Adoption of a decision for termination of the functions of the Audit Committee of the Company, elected in accordance with Art. 40g of Law on Independent Financial Audit (revoked) and election of a new Audit Committee consisting of three people with a mandate of 3 (three) years and remuneration in the amount determined by Chimimport AD, pursuant to Art. 107 of Law on Independent Financial Audit (promulgated SN, issue 95 of 29.11.2016); Draft resolution: The General Meeting adopts a resolution for termination of the functions of the Audit Committee of the Company, elected in accordance with Art. 40g of Law on Independent Financial Audit (revoked) and election of a new Audit Committee consisting of three people with a mandate of 3 (three) years and remuneration in the amount determined by Chimimport AD, pursuant to Art. 107 of the Law on Independent Financial Audit. The General Meeting of Shareholders authorizes the Management Board to determine the amount of remuneration of the members of the Audit Committee.

**TO  
GENERAL MEETING OF SHAREHOLDERS  
OF CHIMIMPORT AD,  
SOFIA CITY**

**PROPOSALS  
OF THE MANAGEMENT BOARD  
OF CHIMIMPORT AD**

**FOR DISCUSSION AND ADOPTION OF DECISIONS ON THE POINTS OF  
THE AGENDA OF THE REGULAR GENERAL MEETING OF  
SHAREHOLDERS CONVENED FOR 30<sup>th</sup> OF September 2020**

**On the first item of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to adopt the annual report of the Management Board on the activity and management of Chimimport AD for 2019;

**On the second item of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to adopt the Report of the registered auditor / the specialized audit company for verification and certification of the company's Annual Financial Statement for 2019;

**On the third item of the agenda of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to approve and adopt the audited and certified Annual Financial Statement of Chimimport AD for 2019;

**On the fourth item of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to adopt the Annual Consolidated Report of the Management Board on the activity and management of Chimimport AD for 2019;

**On the fifth item of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to adopt the Report of the Registered Auditor / Specialized Audit Firm for the verification and certification of the Consolidated Financial Statement of Chimimport AD for 2019;

**On the sixth item of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to approve and adopt the audited and certified Annual Consolidated Financial Statement of Chimimport AD for 2019;

**On the seventh item on the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to Adopt the Report of the Audit Committee for its activity in 2019;

**On the eighth item of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to approve and the remuneration policy report for the members of the Supervisory Board and Management Board of Chimimport AD for 2019;

**On the ninth item on the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to adopt the following decision for the distribution of the company's profit for 2019:

The profit for the year of the Company amounted of BGN 36,689,851.67 (thirty-six million six hundred and eighty-nine thousand eight hundred and fifty-one levs and sixty-seven stotinki), according to the annual financial statements of the Company for 2019 to be attributed as retained earning.

**On the tenth point of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to adopt a resolution on whether to discharge discharge the members of the Management Board and the Supervisory Board of the Company from their responsibility for their activity in 2019, as proposed by the shareholders

**On the Eleventh point of the agenda of the General Meeting:**

After hearing the recommendation of the Audit Committee for the election of a registered auditor who to verify and certify the Annual Financial Statement and the Consolidated Annual Financial Statement of the company for the year 2020, the Management Board proposes to the General Meeting of Shareholders to choose/adopt the specialized audit firm Grant Thornton OOD as a registered auditor of the company for the year 2020 for verifying/auditing and certifying the Annual Financial Statement and the Consolidated Annual Financial Statement of Chimimport AD for 2020

**On the Twelve item of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to approve and the changes in remuneration policy for the members of the Supervisory Board and Management Board of Chimimport AD.

**On the Thirteen item of the agenda of the General Meeting:**

Invest Capital AD on the grounds of art. 223a, para. 2 of the Commercial Law, proposes to the shareholders of the General Meeting to adopt and approve a decision for termination of the functions of the Audit Committee of the Company, elected in accordance with Art. 40g of Law on Independent Financial Audit (revoked) and election of a new Audit Committee consisting of three people with a mandate of 3 (three) years and remuneration in the amount determined by Chimimport AD, pursuant to Art. 107 of the Law on Independent Financial Audit. The General Meeting of Shareholders authorizes the Management Board to determine the amount of remuneration of the members of the Audit Committee.